

## Board of Management

### MINUTE OF 1<sup>ST</sup> MEETING HELD ON 1 SEPTEMBER 2010 AT 1630 HRS (CoGCB1)

<b>Present</b>	
Eric Tottman-Trayner, Chair (ETT)	John MacLeod (JM)
Alisdair Barron (AB)	Colin McMurray (CMcM)
Peter Finch (PF) (up to item 7)	Debbie McNamara (DM)
Jim Gallacher (JG)	Nigel Palmer (NP)
Paul Little (PL)	
<b>In Attendance</b>	
David Caldwell, Interim Board Secretary (DC)	Laurence Howells (Scottish Funding Council attending by invitation) (LH)
Janis Carson – VP Innovation & Planning (JC)	Neil McCowan (Turner & Townsend) (Presentation only – Item 7) (NMCC)
Gary Clark (Atkins) (Presentation only – Item 7) (GC)	Martin Rosner, LSN Learning (MR)
Stan Doyle (Atkins) (Presentation only – Item 7) (SD)	Richard Speight – VP business Development & International Partnerships (RS)
Susan Geddes (Member of teaching staff attending by invitation) (SG)	Stephen Spence, Atkins (SS) (Presentation only – Item 7)
Sarah Gibbons (Student attending by invitation) (SGi)	Maire Whitehead (co-opted member of former Shadow Board attending by invitation) (MW)
Iain Marley (NCG) (Presentation only – Item 7) (IM)	Ann Butcher – Minute Secretary
<b>Apologies</b>	
Scott Taylor (ST)	

### DECISIONS

Ref	Agenda Item	Description
D1.1		Members confirmed that the meeting was properly constituted and convened as a full Board of Management meeting of City of Glasgow College. It was noted that the Board was legally the continuation of the Board of Glasgow Metropolitan College, and that following the resignations of Malcolm McCaig, James King, Denise Kerns, Sue Scott, and Geoffrey Holliman, the following had been appointed to the Board until the dates indicated, these dates corresponding to the dates on which the periods of office of members who had resigned would have expired: Eric Tottman-Trayner and Nigel Palmer (to 12 June 2011), Alisdair Barron (to 11 December 2011), Jim Gallacher and Scott Taylor (to 31 July 2012) and Colin McMurray (to 30 May 2013). As a consequence of these changes there were now three vacancies for non-executive members instead of four. As per the agreed transitional arrangements the Chair and Vice Chair positions were confirmed as ETT and PF and NP respectively.
D1.2	3	<b>Previous Minutes (SB13) – 30 June 2010:</b> The minutes of the meeting held on 30 June 2010 were submitted as Paper A and subject to one minor amendment were ratified by the Board.

D1.3	3	<b>Previous Minutes (SB12) – 30 June 2010 – Matters Arising:</b> The transitional Committee convenerships and memberships were approved.
D1.4	4	<b>Merger Timetable:</b> An informal launch will be provided for all staff.
D1.5	5	<b>Vice Principal Appointments:</b> The following Vice Principal appointments were ratified by the Board: Business Development & International Partnerships: Richard Speight Finance and Resources: Steven Watson Students and Staff: Elaine Petrie Innovation and Planning: Janis Carson
D1.6	5	<b>Vice Principal Appointments:</b> The Board endorsed the approach for filling the post of VP Teaching and Learning. The post will be simultaneously advertised internally and externally. The salary will be commensurate with experience and responsibilities.
D1.7	7	<b>New Campus Glasgow:</b> The Board approved the Category A Decision to provide NCG Ltd with authority to instruct the professional team and C Spencer Ltd to construct a replacement jetty and associated fit out works at a total not to exceed cost of £1 544k.
D1.8	7	<b>New Campus Glasgow:</b> The Board approved the Stage C+ Design and key DP2 Parameters. The Full Business Case will not be submitted at this time.
D1.9	7	<b>New Campus Glasgow:</b> It was agreed that NCG will continue its current role pending further discussion with the Minister during October. Atkins will be requested to engage in a more strategic function.
D1.10	8	<b>Future Board and Committee Meetings:</b> The schedule of Board meeting dates was agreed until December 2010.
D1.11	9	<b>Disclosure of Board Papers:</b> Members agreed that all papers were disclosable with the exception of the following: - Vice-Principal appointments – Paper B. This paper was considered confidential. - Principal’s Report – Paper C. Section dealing with contractual employment matters was considered confidential. - New Campus Glasgow – Paper D2. This paper was considered ‘Commercial in Confidence’.

## MATTERS NOTED

Ref	Agenda Item	Description
M1.1	1	<b>Apologies:</b> Apologies were received from ST. .
M1.2	2	<b>Declarations of Interest:</b> None.
M1.3		In recognition of the transfer agreement PF, Chair of Glasgow Metropolitan College trading as City of Glasgow College formally passed the Chair to ETT, duly elected Chair of the City of Glasgow Colleges Board of Management.
M1.4		A draft Board statement was tabled at the meeting for further consideration.
M1.5		ETT recorded his thanks to the following who were involved in the process towards merger: - <i>Governance:</i> 3 Chairs, 3 Boards, Scottish Government Officials, Scottish Funding Council. - <i>Executive:</i> Principal, Merger Steering Group and additional expert help, 26 Working Groups, Executive Assistant Support. - <i>Stakeholders:</i> All College staff (past and present), Student Executive Officers, Due Diligence and other Consultants, Glasgow City Council, MSPs/Business Leaders.

M1.6		DC confirmed the membership of the City of Glasgow Board of Management. 2 staff and 1 student positions have still to be appointed. It was noted that the Shadow Board agreed to facilitate participation by student and staff representatives and until new elections and appointments had been made the current staff and student members would attend Board meetings. These members would not however have a right to vote. 3 vacancies for non-executive Board members are still available to be filled.
M1.7	3	<b>Previous Minutes (SB12) – 30 June 2010:</b> The minutes of the meeting held on 30 June 2010 were submitted as Paper A. It was recognised that these could not be officially approved by this Board.
M1.8	4	<b>Merger Timetable:</b> Members recognised the immense amount of work undertaken by staff and various suggestions for an informal launch of the new College were discussed.
M1.9	5	<b>Vice Principal Appointments:</b> A report advising on the recruitment process and outcome of the appointment of the Vice Principals (Designate) and Private Secretary (Designate) for the merged College was submitted as Paper B for information.
M1.10	6	<b>Principal's Report:</b> The Principal's report was submitted as Paper C. The following Appendices were also submitted and noted for information: <ul style="list-style-type: none"> <li>- <i>Appendix C1</i> – Scottish Government letter dated 16 07 10 – 'Ministers defer Decision on Glasgow College Merger'.</li> <li>- <i>Appendix C2</i> – Media Statement from PL and ETT.</li> <li>- <i>Appendix C3</i> – Special Principal's Briefing 23 08 10.</li> <li>- <i>Appendix C4</i> – Summary of Responses to the Consultation launched by Scottish Ministers on 21 12 09 on the proposed Merger of 3 Glasgow Colleges.</li> <li>- <i>Appendix C5</i> – SFC letter dated 09 07 10 – 'Proposal to Merge Central College Glasgow, Glasgow Metropolitan College and Glasgow College of Nautical Studies with effect from 01 08 10'.</li> <li>- <i>Appendix C6</i> – City of Glasgow College – Merger Consultations/Negotiations.</li> <li>- <i>Appendix C7</i> – List of Merger Communication channels.</li> </ul>
M1.11	6	<b>Principal's Report:</b> The following issues were particularly highlighted and discussed: <ul style="list-style-type: none"> <li>- The decision to defer the Ministers' decision to 01 09 10 was reported. Ministerial approval for the merger has since been announced on 30 08 10. A copy of the letter providing Ministerial consent dated 30 08 10 was tabled at the meeting.</li> <li>- Members were informed that full consultation feedback on the Merger is available on the Scottish Government website.</li> <li>- The reduction in Merger Enabling Monies Allocation was noted. Formal notification from the SFC on Merger Funding will be received within the next week.</li> <li>- The revised (date only) Legal Transfer Document was signed at the meeting.</li> <li>- The Matching Across procedure and other related policies and procedures are currently being reviewed and are being progressed through consultation.</li> <li>- JC provided an update on the ongoing staff and trade union engagement (including harmonisation). The Recognition and Procedures agreement was signed today (01 09 10).</li> <li>- The Board welcomed the ongoing discussions with Unions which will ensure that the commitment to no compulsory redundancies as a result of merger is fully implemented.</li> </ul>

M1.12	7	<b>New Campus Glasgow:</b> NCG and the design team provided a short presentation on the status of the project. The concept design and an update on the project budget and programme were provided. The Strategic Options Map: Characteristics was submitted as Paper D for information. A copy of the Decision Point 2 Report: Executive Summary was tabled at the presentation.
M1.13	7	<p><b>New Campus Glasgow:</b> The following additional papers were circulated at the meeting:</p> <ul style="list-style-type: none"> <li>- Paper D1 – Approval Request Category A Decision – To approve the Decision Point 2 (Full Business Case) Report and endorse presentation of the report and associated technical Information to the SFC. Members noted that the NCG Board endorsed the Stage C+ Design and Key DP2 Parameters on 31 08 10.</li> <li>- Paper D2 – Approval Request Category A Decision – To provide NCG Ltd with authority to instruct the professional team and C Spencer Ltd to construct a replacement jetty and associated fit out works at a total not to exceed cost of £1 544k. Members noted that this proposal was also endorsed by the NCG Board on 31 08 10.</li> <li>- Paper D3 – NCG Strategic Options Paper.</li> </ul> <p>The Category A Decision proposals were discussed in detail. Members also considered the formal legal position and medium term governance actions in relation to New Campus Glasgow.</p>
M1.14	8	<b>Future Board and Committee Meetings:</b> A paper advising on the preferred Board meeting dates was submitted at Paper E. The timetable for Sub-Committee meetings will be further considered with relevant Conveners.

Signed \_\_\_\_\_ Board Chair

Date \_\_\_\_\_

## ANNEX TO THE MINUTES

### ACTION POINTS ARISING FROM THE MEETING

Ref	Agenda Item	Description	Owner	Target Date
A1.1		Members will provide feedback and comments on the draft Board Statement to ETT.	ALL	02 09 10
A1.2	3	<b>Previous Minutes (SB12) – 30 June 2010 – Matters Arising:</b> The final draft Constitution, Articles of Government and Standing Orders will be submitted at the next meeting of the Board for adoption. The paper will be circulated well in advance of the meeting.	DC/ALL	Prior to 29 09 10
A1.3	4	<b>Merger Timetable:</b> A detailed implementation plan will be provided at the next meeting of the Board.	PL	29 09 10
A1.4	4	<b>Merger Timetable:</b> Feedback will be sought through Communication Facilitators for further consideration at the Board meeting in October. A historic celebratory booklet involving all 3 Colleges will also be investigated.	PL	27 10 10
A1.5	6	<b>Principal's Report:</b> A final draft of the Matching Across procedure will be presented to the Board.	PL	ASAP
A1.6	6	<b>Principal's Report:</b> The refined corporate identity design concepts will be provided to the Board in October.	PL	27 10 10
A1.7	7	<b>New Campus Glasgow:</b> The government processes of NCG and the procedures for ratification of the various Category Decisions for progression to the CoGC Board will be further reviewed.	PL	ASAP
A1.8	7	<b>New Campus Glasgow:</b> A public statement of support will be provided by the SFC within the next 2 weeks.	LH	09 10
A1.9	7	<b>New Campus Glasgow:</b> A meeting with the Minister will be sought during October to discuss the capital requirements for the estate project.	PL	10 10
A1.10	8	<b>Future Board and Committee Meetings:</b> The schedule of full Board meetings for 2011 will be agreed at a future meeting.	DC/ALL	ASAP
A1.11	8	<b>Future Board and Committee Meetings:</b> DC will discuss the timetabled of Sub-Committee meetings with Conveners and provide and update on the outcome at the next meeting.	DC	29 09 10
A1.12	10	<b>AONB:</b> The requirement for continuation of individual College Boards in order to address relevant business ie signing off individual College annual accounts will be clarified.	DC	29 09 10

## PREVIOUS ACTION POINTS

Ref	Agenda Item	Description	Owner	Target Date
SB A6.4	2	<b>New Campus Glasgow – Accountable Officer Report:</b> Review issue of NCG Project Sponsor.	PL	24 02 10 Completed
SB A7.3	4	<b>Membership of the Shadow Board:</b> The appointment of one or two additional Board members will be considered prior to vesting day, to include someone with experience at a senior level in finance, accountancy or audit.	DC	Prior to 08 10
SB A8.1	4	<b>Minutes of Meeting on 27 January 2010:</b> The Shadow Board will reconsider non participating staff and student observers following vesting day.	DC	08 10
SB A9.1	4	<b>Progress Report from the Principal Designate:</b> The contract of employment for the Principal Designate to be progressed as a matter of urgency.	Chairs	Urgent
SB A10.2	4	<b>Progress Report from the Principal Designate:</b> Legal implications for trading and branding under 'City of Glasgow College' prior to formal approval will be further considered.	PL	ASAP
SB A10.4	4	<b>Progress Report from the Principal Designate:</b> Work undertaken at the Board development event will be utilised to prepare a level 1 scorecard. This will provide strategic direction to prepare a Development Plan for City of Glasgow College.	ALL/PL	Def'd 11/10
SB A11.4	5	<b>Progress Report from the Principal Designate:</b> The Merger Risk Register will be considered in detail at a future meeting of the Board.	ALL/PL	
SB A11.5	7	<b>Recruitment of College Secretary:</b> The Summary Person Specification will be amended and final approval will be undertaken by correspondence.	MW/DC	ASAP
SB A11.6	7	<b>Recruitment of College Secretary:</b> The accountability and reporting system and position within the College Management structure will be confirmed.	PL	ASAP
SB A11.9	10	<b>AOCB:</b> The draft advertisement for new Board members will be circulated to all members for comment by correspondence to DC.	AB/DC	ASAP
SB A12.1	3	<b>Corporate Identity: Presentation on Research:</b> Positive aspects and possible synergies between Logos 2 and 3 will be further developed. Additional consideration to font style, colour and prominence of the word 'Glasgow' will be undertaken. Examples of Sub-branding will also be provided.	CM	01 09 10
SB A12.2	4	<b>Hall of Residence: Presentation on Business Case:</b> Options 1 and 3 will be further investigated in parallel. Option 2 will be terminated.	JO	ASAP

SB A12.3	4	<b>Hall of Residence: Presentation on Business Case:</b> A copy of the draft Business Case will be provided to the SFC in order to obtain agreement to progress the necessary borrowing facility.	JO	ASAP Completed
SB A12.4	4	<b>Hall of Residence: Presentation on Business Case:</b> The provision of additional financial information ie rental levels, financial costs, cash outflows, etc will be considered.	JO	ASAP
SB A12.5	6	<b>Progress Report from the Principal Designate:</b> JG will attend the MSP meeting on 06 07 10 with PL and ETT. Additional meetings with MSPs will also be considered.	JG/PL	06 07 10 Completed
SB A12.8	6	<b>Progress Report from the Principal Designate:</b> A drop-in session on the proposed new design models for the New Campus will be made available for Board members prior to the next meeting.	PL/DC	PM 01 09 Completed
SB A12.10	8	<b>New Campus Glasgow Update and Report on Future Governance Arrangements:</b> A timetable to consider the formal legal position and medium term governance actions will be provided at the next meeting.	PL	01 09 Completed
SB A12.11	9	<b>Committee Membership and Board Officers:</b> The provision of an informal equality and diversity advisory committee to the BoM Staffing and Equalities Committee will be further investigated.	DC	
SB A12.12	10	<b>Constitution, Articles of Government and Standing Orders:</b> The function, membership and powers of the Academic Board will be further reviewed in future.	ALL/ DC	
SB A12.13	11	<b>Future Meetings:</b> DC will issue a proposed pattern of meeting dates for the Board of Management of the City of Glasgow College.	DC	ASAP Completed
SB A12.14	13	<b>AOCB:</b> Principal Designate Staff Briefings will be circulated to all members.	ABu	Completed