

**Minute of the Ayrshire College Board of
Management Meeting
held in Ayr Campus
on Monday 28 October 2013 at 5.30 pm**



Present: Willie Mackie (Chair)
Nicki Beveridge
Kathryn Cole
Heather Dunk
Steven Fegan
Barbara Graham
Stephen Greenwood
Waiyin Hatton
Gordon James
Carol Kirk
Sharon Rennie
Alan Walker
Tom Wallace

In attendance: Michael Breen
Jane McKie
Bernadette McGuire
Jackie Galbraith
Alistair Gordon
Gillian Cleland
Tom Duguid, Turcan Connell Solicitors

1 Welcome and Introductions

Willie Mackie welcomed everyone to the third meeting of the Board of Management, Ayrshire College.

2 Apologies

There were no apologies.

3 Declaration of Interest

There were no declarations of interest.

4 ONS Reclassification: Arms-Length Foundations

WM welcomed Tom Duguid from Turcan Connell Solicitors to the meeting. Tom had been asked to attend to provide members with information outlining the key considerations of establishing an Ayrshire Regional Charitable Foundation.

Tom gave some background information explaining that in October 2010, the Office of National Statistics (ONS) changed the classification of Scotland's

further education colleges from private to public sector for accounting purposes. This would take effect from April 2014. Tom elaborated further on the recommended form of the foundation, the likely costs of establishing a foundation and the constitution and fees. He also outlined the structure of the foundation noting that it was suggested that the foundation should have five to seven trustees, with a minority being appointed by the College. Also discussed was the process and timescale, the transfers to the foundation and administering the foundation.

General discussion and questions took place. WM thanked TD for attending, and both AG and TD left the meeting.

WM asked the Board to consider and discuss the information presented to them. After discussion it was agreed that:

- The Board of Management agree to the establishment of a regional Charitable Foundation;
- The Board of Management authorised the Chair on their behalf to work with the Executive Management Team to make all necessary arrangements to establish an Ayrshire region Charitable Foundation; and
- The Board of Management agreed to the principle of transferring Cash Reserves and, potentially, Land and Property assets to the Ayrshire regional Charitable Foundation.

WM asked MB to find out the cost implications if Turcan Connell undertook the work from start to finish.

Action: MB to liaise with Turcan Connell

5 Minute of Meeting held on 2 September 2013

The minutes of the meeting were proposed as being an accurate account by Barbara Graham, seconded by Gordon James.

6 Matters Arising

Institution Led Review of Quality and Governing Body Statement of Assurance for AY2012/13.

The Chair advised that he had sent a letter to Laurence Howells, SFC advising that the Board would be unable to provide a statement of assurance for the annual report and bespoke review at this time. A response had been received from SFC, confirming their support, stating that a sign off was not required, and that they would be working on the information contained within the annual engagement reports.

WM advised that Melanie Weldon from the Scottish Government would be accompanying Roger Mullin at the Board induction event scheduled for Monday 4 November. Roger's contract with the Change Team would be coming to an end. Melanie who works directly to Michael Cross would be taking over the role. An invitation would also be extended to Alison Cook, SFC to the Board induction.

Action: HD to invite Alison Cook from SFC to Board induction.

7 Chair's Report

WM had attended meetings with the other Regional Leads and Cabinet Secretary. The Cabinet Secretary was extremely impressed with how the structures in place were robust and were moving quickly.

Both WM and HD had attended a Strategic Education Forum, which was attended by Ian Wood who gave an update on his commission. The main topic was 'What Constitutes Learner Success'.

WM explained that The Regional Chairs role had been advertised as this was part of the process for the new legislation.

WM was delighted to announce the appointment of Brendan Ferguson as the new Board Secretary. Brendan would be attending the Board Induction afternoon where he would get the opportunity to meet the Board members and Executive Management Team. Brendan would be starting his position upon completion of PVG process and would be a great addition to the Board of Management Team.

8 Board Committee Updates

Audit Committee

Alan Walker gave a verbal update on the first Audit Committee Meeting held on 24 September 2013.

- Terms of Reference – a few amendments were proposed which would be updated by Michael Breen;
- Closure of Financial Year 2012/13
- 2012/13 Ayr and Kilmarnock College Internal Audit Reports by Scott Moncrieff and BDO Stoy Hayward;
- 2013/14 Internal Audit Services Ayrshire College, Scott Moncrieff – a recommendation has been made that Scott Moncrieff continue to provide Internal Audit Services to July 2014;
- 2013/14 Audit Needs Assessment/Internal Audit Programme;
- 2013/14 External Audit Services – KPMG;
- Ayrshire College Risk Register; and
- The New Campus Risk Register.

WM thanked AW for his update.

Estates and New Campus Development Committee

Waiyin Hatton gave a verbal update on the Estates and New Campus Development Committee held on 17 September 2013.

- Governance Arrangements, Terms of Reference – this would be amended slightly to give more clarity;
- Strategic Vision of the College;
- Estates Strategy, discussion took place on the forthcoming Board Strategy Day in January;
- Ayrshire Estate Property Portfolio;
- Estates and Summer Works;
- 2013/14 Capital Expenditure Programme – formally agreed the programmes under various strategic headings;
- New Campus, governance and scheme of delegation, endorsement of documents for SFC;
- Strategic Development Programme for the New Campus Development;
- Non NPD Costs; and
- New Campus Risk Register

WM thanked WH for her update.

Finance Committee

Tom Wallace gave a verbal update on the Finance Committee held on 19 September 2013.

- Governance Arrangement, Terms of Reference – these were approved subject to slight wording changes;
- Ayr and Kilmarnock closing papers for 2012/13 – these would be discussed further at the Finance meeting scheduled for November;
- Management Accounts for Ayr and Kilmarnock were discussed and amended where required, and a detailed discussion on the accounts took place;
- The asset transfer values for James Watt were discussed and the capital expenditure along with the student fund reports for 2012/13; and
- New college transformation fund – New Campus Development Costs.

TW added that at the next meeting, the committee would be looking at closing the 2012/2013 accounts and discussing the budget for 2013/14.

WM thanked TW for his update.

Human Resources and Organisational Wellbeing

Nicki Beveridge gave a verbal update on the first Human Resources and Organisational Wellbeing Committee on 10 September 2013.

- Governance Arrangements, Terms of Reference – wording would be amended slightly;
- The committee had agreed the regional reports that would be brought to the committee to act as measures eg workforce profile, shape and make-up of staff;
- Discussion took place on harmonisation of conditions and TUPE; and
- Possible developments, discussions regarding liP and consolidating that to a unified standard.

WM thanked NB for her update.

Learning and Teaching Committee

Carol Kirk gave a verbal update on the first Learning and Teaching Committee Meeting held on 23 October 2013.

- Governance Arrangements, Terms of Reference – wording would be amended slightly to make the student experience more explicit;
- WSUMs monitoring;
- Outcome Agreement; and
- Student Report and Performance (Students Association).

WM thanked CK for her update.

Search and Nominations Committee held on 21 October 2013.

WM explained that the purpose of the meeting was to seek approval from the committee to recommend the appointment of two new Board members, Bill Costley, Costley & Costley Hoteliers and Marie Macklin, Klin Group to the Board of Management of Ayrshire College from 1 November 2013. The committee had agreed that both Bill and Marie would add significant business and technical experience to the work of the Board of Management.

The Board of Management unanimously approved the appointment of Marie Macklin and Bill Costley to the Ayrshire Board of Management with effect from 1 November 2013. An invitation would be extended to both Marie and Bill to come to the Board induction afternoon on 4 November.

9 2013/14 Ayrshire College Risk Register (V1) at August 2013

Michael Breen explained that the Executive Management Team had reviewed the structures within Ayrshire College and had presented in 'draft' form a 2013/14 Risk Register (V1) at August 2013 for consideration and discussion.

TW was concerned at the level of Finance risks in the red zone, and asked MB to look at the detailed pages within the action plans for the next quarter, as currently they did not address all key risk elements.

Action: MB to review finance risks.

10 Rainbow Nursery

Heather Dunk explained the Service Level Agreement for the Provision of Childcare Services at Rainbow Childcare Nursery and noted that this was an agreement entered into by the former James Watt College and would continue for this academic year.

Discussion took place and it was agreed that notice would be given to the nursery stating that we would be terminating our contract with them in June 2014. Subject to the outcome of the internal audit report on childcare provision across Ayrshire which will be undertaken in the next few months, the contracts in place would be reviewed.

CK added that she would provide HD with some useful information on the nursery.

11 Student Association Report

Sharon Rennie gave a general update on student developments since the last Board meeting on 2 September.

A Respect Week would be held across all three campuses on the 9 December, highlighting Personal Safety and Awareness. Campus Police Officer, Claire Walker is busy organising guest speakers to come in to share their knowledge and experience with students.

Katie Pascoe, Student Association Communications and Research Officer, would be leaving at the end of October.

WM thanked SR for her update.

12 Ayrshire College Student Association Constitution

Sharon Rennie explained that this was a 'work in progress' document, and requested feedback/suggestions from the Board Members. Feedback and pointers were given from WH, NB, CK and BG:

- Section 2.01 – the word advance should be changed to 'enhance';
- Section 2.06 – 'any other activist group' should be highlighted;
- Section 4.02 – the word governors should be changed to 'representatives';
- Section 4.03 – there should be a separate flow chart showing a clear governance line, showing the link to the Board of Management;
- Section 10.05 – Financial year should be changed from April to March;

- 1.05 – Publicity about the election – Ensure that the practices are consistent across all three campuses;
- 1.08 – Counting and declaring votes – can suspended students vote, as this needs to be clarified?;

- 3.04 – Who may vote at the Student Association Council – Do all four have a casting vote, clarification needs to be sought and wording changed;
- 3.06 – Who runs the meetings? – Are these campus meetings, if so, who runs them?;

- 4.01 – Finance Regulations – no reference to the President contained within the regulations;
- What is the money used for and if inappropriately, what are the sanctions;
- 4.11 – Student Association can accept legitimate gifts over £30?;

Appendix 2 – Disciplinary Procedures

- 2.04 – Clarification on who attends the disciplinary meetings?
- 2.16 – mentions executive committee officer, but not Vice Presidents – change of wording required.
- 3.08 – Who actions any FOI requests – this needs to be clarified within the document.

CK stated that instead of listing separate officers, this could be reworded to say equalities officers. Also, further explanation was required when referring to carers who may be carers, and those who are in care.

The branding on the front page was good, it was suggested that instead of calling the document 'Standing Tall for Ayrshire' this would be changed to 'Aiming High for Ayrshire'.

The Student Association agreed to consider the suggestion made for the title of their association.

As this was the very first Student Constitution Document, Barbara Graham suggested amending the wording on the front page to read when the constitution would take effect from and the date.

The Board of Management unanimously agreed.

Both SR and SF thanked the Board for their feedback.

13 Principal's Report September 2013

HD gave a very brief update on her report. The key activities for September had focussed on the enrolment of students and the start of term. The enrolment process had gone well across campuses, however, we continue to use three different MIS systems. The new MIS system (phase 1) will be in place and will run in parallel with the current systems from January 2014.

Throughout September, the recruitment for the Senior Management Team continued and three new Directors were appointed, with one remaining post being advertised externally.

Alison Cook, Regional Manager from SFC will meet with the Executive Management team to discuss the reporting arrangements for the Outcome Agreement for 2012/13 and 2013/14.

Both HD and WM met with MSPs in North Ayrshire. The purpose of the meetings was the development of the portfolio of courses to include hospitality within the campus. The other key area highlighted by MSPs was the childcare provision offered through the Rainbow Nursery.

WM thanked HD for her update.

After a very robust discussion the Board approved the Organisational Review 2013 Phase 1 and agreed that consultation would begin with all staff on 1 November 2013.

14 Date of Next Meeting

Monday 9 December 2013 at 5.30 pm, Kilwinning Campus.

Signed by the Chairman _____

Date: 09.12.13