

Board of Management Action & Decision Log (*Paper 1a*) (P)

All actions due in the period were noted as complete.

4. Matters Arising

There were no outstanding matters arising from the minutes.

6. Student Association Report Q1 (*Paper 3*) (P)

C Skipsey introduced Paper 3 as presented and summarised key highlights from the report.

The Board noted:

- The Student Association Team attended the Sparqs “Lead and Change” two-day residential conference in August and there would be a further review of the Sparqs SLE Model and development of activity for the Class Ambassador programme.
- Through meeting with different College departments, the team have agreed on a wider variety of campaigns, events and activities for this academic year. This allows the team to streamline their campaign work, avoid overlap and provide consistency of approach.
- Freshers events took place throughout September and the theme this year was “Get Started.” A key focus was providing a broad range of resources to students to help them get started with the academic year.
- The team took the opportunity to launch ‘The Nexus’ during the Fresher’s events so that students could try it out. It was also demonstrated to staff in August at the Festival of Practice. In August, there was 295 unique visitors to ‘The Nexus’ and this increased to 580 in September
- An update was provided on the following projects – SA Funding Scheme, Brighten Our Campus and Ayrshire College Flower.
- The annual schedule of Class Ambassador meeting is in place and meetings will continue to be available in a variety of formats. For training the Class Ambassadors, the Sparqs two-phase training programme will be used again.

A. Sutherland noted that ‘The Nexus’ presentation provided at the last LTQ Committee meeting was very well received and the Committee appreciated all the hard work and engagement the Student Association have undertaken.

The Board noted the report as presented.

7. Interim Chair’s Report (*Paper 4*) (P)

The Interim Chair provided an update on activities conducted since taking on the role at the end of July.

The Interim Chair highlighted a key point to the Board:

- The Interim Chair had attended a Chairs’ and Principals’ Forum on 23 September along with the Principal and there seemed to be a national focus on sustainability and scenario planning given the financial challenges colleges

were experiencing. A manifesto was being developed which would be submitted to the Scottish Government.

The Board noted the report as presented.

14. Board and Committee Terms of Reference and 2025/26 Work Plans (*Paper 10*) (*P*)

On an annual basis, the Board and the Standing Committees of the Board are required to review their Terms of Reference. Corresponding work plans are also reviewed to ensure alignment and provide assurance to support delivery to the Terms of Reference.

The Board was asked to approve:

1. The revised Board of Management Terms of Reference.
2. The revised Standing Committees' Terms of Reference.
3. The 2025/26 Board and Committee Work Plans.
4. The alterations to the Ayrshire College Responsibilities and Standing Orders presented as V14 in Appendix 6.

The alterations documented in V14 comprised:

1. *Section 1.3 - Updated OSCR link.*
2. *Section 2.1 - date updated of last adoption of 27 March 2025.*
3. *Section 2.5 - Increase number of Non-Executive Members from 12 to 14.*
4. *Section 2.6 - 6 months reduced to 3 months, and addition of attendance is under the acceptable % expected.*
5. *Section 2.7 - addition of Interim Chair.*
6. *Section 2.10 - alteration to People, Infrastructure and Finance Committee to help increase focus on People and Culture.*
7. *Section 2.12 - addition of In Person attendance preferred and acceptable expected attendance % KPI is 75%.*
8. *Section 2.14 - Executive Leadership instead of Senior Management Team.*
9. *Section 3 – Terms of Reference updates.*
10. *Links to Referenced Documents updated.*

It was suggested that with regards to the section in the Terms of Reference relating to Committee Performance and Evaluation, this would be included in the Standing Orders. Reference should be made to the evaluation element in each of the Terms of Reference. The amended documents would be presented to the next Board meeting for approval.

The Board noted the recommendations as detailed and approved the changes and updates accordingly, subject to a further update regarding the inclusion of the Committee Performance and Evaluation within the Standing Orders as opposed to the Committee Terms of Reference.

The approved V14 of the Ayrshire College Responsibilities and Standing Orders will be published on the Ayrshire College Website once the updated versions of the documents have been approved.

Action – BOM51-A01: H Denholm to include the Committee Performance and Evaluation section within the Standing Orders as opposed to the Committee Terms of Reference as discussed and will present the revised documents to the next Board meeting for approval.

Decision – BOM51-D06: The Board approved all other updates to the Board and Committee Terms of Reference and the 2025-26 Work Plans, plus the updates within the Ayrshire College Responsibilities and Standing Orders V14.

15. Board Effectiveness Report 2024/25 & Board Development Plan 2025/26 *(Paper 11) (P)*

Board members had been asked to prepare and submit/bring to the Board meeting ideas and suggestions for improvements to Board effectiveness, based around the three areas identified in section 2.2 and within Appendix 1 slide 20.

The Board was asked to review and approve both the Ayrshire College Board of Management Board Effectiveness Report 2024-25 and the Board Development Plan for 2025-26.

Key points for AY 2024-25:

- Every meeting attendance level achieved over 70% (good).
- 86% overall total attendance was achieved (KPI 90%).
- Virtual attendance assists overall meeting attendance levels.
- Flexibility of hybrid attendance is helpful.
- Student voice input maintained across Board and Committee level.
- All existing board members overall attendance above 70% except one.
- Attendance and committee membership is discussed as part of annual reviews.
- Committee membership can be adjusted to assist where issues identified, or vacancies highlighted, or development requested.
- Committee membership takes into account skills matrix and DiSC profiles.

Key findings:

- High Overall Scores: Most numeric responses have a mean score above 5.5, with medians consistently at 6, indicating strong agreement across most evaluation areas.
- Highest Score areas:
 - (5.92) Student Association Reports, Governance Support, Board accountability.
- Lowest Score areas:
 - (5.33) Learning provision is relevant to industry needs.
 - (5.42) The Board sets challenging student success targets.
 - (5.50) The Board prioritises the fair and effective management of staff.

The Board Development Plan 2025-26 was presented as a one-year plan with formal annual reporting to the Board of Management. Quarterly updates to

document progress updates and status changes are uploaded to the Board Knowledge Bank Teams page for Board members' information by the Board Governance Adviser.

Decision – BOM51-D07: The Board approved the Ayrshire College Board of Management Board Effectiveness Report 2024-25 and the Board Development Plan for 2025-26.

20. Committee Chairs' Reports on 4th Quarter Committee Meetings (*Papers 16, 17 and 18*)

The Board received a written report from each Committee Chair outlining a summary of key issues considered by the Standing Committees since the last meeting of the Board.

The confirmed minutes of these meetings will be received by the Board at its next meeting.

The Board noted the report from each Committee Chair.

21. Confirmed Minutes: Standing Committees (*Papers 19, 20 and 21*)

The following confirmed Standing Committee Minutes were received by the Board:

- Learning, Teaching & Quality Committee
- Business, Resources & Infrastructure Committee
- Audit & Risk Committee

The Board received the above minutes from noting.

22. AOCB

Walker Trust

A.Ritchie provided a summary on the Walker Trust. This Trust was established from the money given to the then Kilmarnock College by a local businessperson, Mr Walker, who is now long deceased. The College had attempted to trace any surviving documentation relating to the Walker Trust but unfortunately had no success with this.

It was noted that the Walker Trust has appeared in the College's accounts for at least 30 years. Without having any surviving documentation, all that is known about the Walker Trust is that the College is entitled to spend the interest from the fund, but not the capital, constituting a restricted fund. The interest must be used for the benefit of the students. The current value of the fund is £31,853. As the College can no longer earn interest on the fund, no income has been generated from the fund for some time. The fund is therefore effectively stuck as capital cannot be applied, so the College cannot apply the fund for the benefit of the students.

Given the present situation regarding the Walker Fund and the inability to apply capital or generate an income, -it was noted that the College had applied to the

Office of the Scottish Charity Regulator (“OSCR”) under the restricted funds reorganisation scheme provisions as set out in the Charities and Trustee Investment (Scotland) Act 2005 (“**Restricted Funds Reorganisation Scheme**”). Permission had been requested from OSCR to remove the restriction on applying the capital, to enable both the capital as well as the income of the Fund to be freely applied for the benefit and support of the Student Association Extra Curriculum Fund (“**Extra Curriculum Fund**”). The Extra Curriculum Fund has been developed over the last few years by the College in consultation with the Student Association.

It was also noted that on 2 September 2025, OSCR gave approval to the Restricted Funds Reorganisation Scheme in relation to the Walker Trust, and the approval letter provided by OSCR was tabled (“**Consent Letter**”). Such decision was made by OSCR under section 43A of the Charities and Trustee Investment (Scotland) Act 2005.

The Board of Management of the College hereby record that the College now wishes to formally implement the terms of the Restricted Funds Reorganisation Scheme as agreed and approved by OSCR with immediate effect.

WE HEREBY RESOLVE to formally implement the Restricted Funds Reorganisation Scheme for the Walker Trust as approved by OSCR in the Consent Letter with immediate effect.

It was noted that the College’s accounts for the period in which the reorganisation takes place, should clearly reflect that the reorganisation has been given effect to, and any necessary adjustments should be made to reflect changes to the funds following this implementation date.

Decision – BOM51-D11: The Board approved the proposal to formally implement the terms of the Restricted Funds Reorganisation Scheme as agreed and approved by OSCR with immediate effect.

Date of Next Meeting: Thursday 11 December 2025 at 4pm in Kilwinning

(C/P) Confirmed minutes will be published on College Website; (P) – Paper will be published on the College Website; (R) – Paper is reserved, because it contains data or information of a personal nature, which is restricted by legislation, or because it contains commercially sensitive information, and will not be published on the College Website

Reserved items on next page