

## Board of Management

Meeting	Chairs Committee
Date and time	Thursday 03 March 2022 at 8.30 a.m.
Location	Via Microsoft Teams

Board Secretary  
24 February 2022

### AGENDA

#### Welcome and Apologies

#### Declarations of Interest

1. **MINUTES**  
Meeting of the Committee held on 04 November 2021 (including Confidential Note 001-112021)
2. **OUTSTANDING ACTIONS**
3. **PRINCIPAL UPDATE**  
Verbal Update from Principal – *to include an update with the Board of Management Chair on Convergence between IC and EO.*
4. **CHAIRS UPDATE**  
Verbal Update from Committee Chairs
5. **GOVERNANCE UPDATE**  
Report from Board Secretary
6. **UPDATE ON CASE STUDY – GOVERNANCE AND INFORMATION RISK**  
Verbal Update from Chair of Board of Management
7. **UPDATED ANNUAL PROCUREMENT AND VALUE FOR MONEY REPORT -**  
*To Follow*
8. **AOCB**
9. **DATE OF NEXT MEETING – 02 June 2022 at 8.30 a.m.**

## Board of Management

### MINUTES of the MEETING of the CHAIRS COMMITTEE held via Microsoft Teams on Thursday 04 November 2021

<b>PRESENT:</b>	Donald MacKenzie, Innis Montgomery, Gillian Galloway, Mark Sheridan, Tina Stones
<b>APOLOGIES:</b>	None
<b>INTERIM CHAIR:</b>	Mark Sheridan
<b>ATTENDING:</b>	Principal Secretary to the Board of Management

The Interim Chair of the Board of Management welcomed everyone to the meeting.

Tina Stones declared an interest with regards the investigation into the death at the halls of residence, highlighting how this links with her role within the Highland Council.

#### 1. MINUTES

The minute of the Meeting of the Committee held on 09 September 2021 was **ACCEPTED** as a correct record and was **APPROVED**.

The Confidential Note of the Meeting (001-092021) held on 09 September 2021 was **ACCEPTED** as a correct record and was **APPROVED**.

The Confidential Note of the Meeting (002-092021) held on 09 September 2021 was **ACCEPTED** as a correct record and was **APPROVED**

#### 2. OUTSTANDING ACTIONS

- Audit Committee Training – The Board Secretary advised Chairs that she had met with OnBoard Training last week and is now awaiting costs and format proposals for both Audit and Governance Training.

*Innis Montgomery joined the meeting.*

- Co-opting Members to the Audit Committee – Chairs were reminded to highlight the role of co-opted member to the Audit Committee within their networks. The Board Secretary advised that the recruitment campaign for new members for the Board of Management and Committees was underway. The Interim Chair advised that we would not be liaising with Partnership College Chairs to see whether we could co-opt any members of their Audit Committees as it was felt that this could pose a risk with regards confidentiality.

**Decision:** It was **AGREED** that items 2 & 3 under Co-opting members to the Audit Committee could be removed from the list.

- Board Member Evaluations – The deadline for completion of Board Member Evaluations has passed however Chairs will continue to progress any outstanding evaluations.
- Strategy – **Decision:** It was **AGREED** that this item could be removed from the list.

### 3. PRINCIPAL UPDATE

The Principal provided Chairs with a verbal update in relation to new and continuing activity advising that:

- With regards HE FTE although it appeared that we were on target for this year and had expected a healthy outturn, it now appears that we have under recruited. However, Chairs were advised that there are still module attachments to process, and we continue to recruit for January HE starts.
- We have been advised that Jamie Hepburn, MSP, Minister for Higher Education and Further Education will visit Inverness College on 08 November 2021. Work is progressing on an agenda for this visit, but it is expected to include:
  - Student Numbers and Finances including Covid-19 Recovery
  - Approaches to Study – FE and HE
  - COP26, Sustainability and Climate Emergency Action Plan

#### **Actions:**

- ❖ The Principal will provide Chairs with a copy of the planned agenda and narrative ahead of this visit.
- ❖ The Chair of the Learning, Teaching and Research Committee highlighted that she would liaise with her colleagues over the possibility of collaborating with free learning available from Sustain Scotland.
- We have expanded the remit of the Rivers and Lochs Institute in respect of eDNA and have invested capital to purchase appropriate equipment for the team. The Chairs welcomed this news.
- Further thought is to be given in respect of the Sports Pitch. Chairs were advised that there had been some confusion over the initial offer letter received from Sports Scotland. The initial offer letter was a generic agreement which had clauses included within it which did not apply to the College. Following discussions with Sports Scotland a fresh agreement is to be sent out to us.

However, the Principal advised Chairs, that due to reviewing the agreement and other paperwork it has been discovered that there are gaps within the business case for the Sports Pitch. These gaps include

the need to replace the surface every 3-5 years and the requirement for the pitch to be dug up and the rubber substrate replaced every 14 years.

Chairs noted that it was the recommendation of the Assistant Principal – Finance and Audit that we do not move forward with the Sports Pitch with this current business plan. The business plan will be examined and updated with regards VAT liability and implications as well as costs for replacement of the pitch surface and rubber substrate. Once we are content that the business plan is accurate, we will then look at the scale of investment required, student and curriculum requirements and community requirements.

- A confidential discussion took place (Confidential Note 001-112021) which provided an update with regards to the recent death of a student within the campus accommodation.

#### **4. CHAIRS UPDATE**

##### **Audit Committee**

The Audit Committee Chair advised that the Committee are content with the removal of some of the outstanding recommendations for Internal Audit. The Audit Committee Chair highlighted that the Audit Committee was aware of challenges which the Finance Team had experienced over the last year some of which had been flagged up as part of the recent Cyber Security and Corona Virus Job Retention Scheme Audits. The Audit Committee Chair advised that due to pressures within the Finance Team it was felt that they should be prioritised to ensure that there is no additional strain placed on them. The Audit Committee Chair advised that our External Audit with EY has been scheduled to take place later than usual. A plan for the audit is in place.

##### **Learning, Teaching and Research Committee**

The Chair of the Learning, Teaching and Research Committee advised that the Committee has recently reviewed the Terms of Reference to ensure that this is pro-active. The Chair and Vice-Chair of the Committee visited the ABC Gardens on 27 October 2021. A further visit to the School of Forestry has been arranged for the Vice-Chair on 08 November 2021. The Chair of Learning, Teaching and Research Committee highlighted that these visits provide a visible presence to staff and students and allow the Committee to build relationships with them.

The Chair of the Learning, Teaching and Research Committee advised that the HISA President had highlighted significant issues with regards Stagecoach and a discussion is due to take place at the next meeting to look at the impact these issues may have on students. An update on this discussion will be provided to the Board of Management on 14 December 2021.

##### **Finance and General Purposes Committee**

The Chair of the Finance and General Purposes Committee reiterated the pressures which the finance team was experiencing and highlighted the new HR

and Payroll System. The Chair of the Finance and General Purposes Committee advised that the Committee had received a presentation of the KPI Matrix and were provided with a background and explanation to the matrix.

### HR Committee

The Chair of the HR Committee advised that following the difficult period of Voluntary Severance Scheme we have met our target and the Committee is confident in the organisation's stability. The Chair of the HR Committee advised that the focus of the Committee is now on completion of the PRD process and the effects of Covid-19 on staff member's mental health and wellbeing. The Chair of the HR Committee highlighted that the Terms of Reference had been reviewed and some further amendments were required to these.

## 5. CHAIRS DISCUSSION SESSION

- Board Away Day Planning

Chairs highlighted that we could potentially use the School of Forestry to hold the Board Away Day in January. Discussions took place on potential topics for the Away Day to focus on. These included:

- Partnership and Mergers
- GDPR
- Net Zero and Sustainability
- Corporate Parenting Training

### Actions:

- ❖ The Board Secretary and Interim Chair will formalise a proposed agenda for the Away Day ahead of the December Board of Management Meeting.
- ❖ The Chair of Learning, Teaching and Research will liaise with her colleagues over Corporate Parenting Training for Board Members.

- Hybrid Board and Committee Meetings

The Interim Chair advised that it is hoped that the December Board of Management would be a hybrid meeting with us able to manage social distancing and control ventilation of the meeting room.

- Use of SharePoint or AdminControl

The Board Secretary advised Chairs that there remain delays in getting all members registered with AdminControl which means that papers are being distributed via two different systems. The Board Secretary suggested that we consider a move from AdminControl to a SharePoint system instead noting that thoughts will have to be given to both IT and data security but highlighting that the benefits of this.

**Decision:** Chairs **AGREED** to the move to a new system for distributing Board and Committee papers and it was **AGREED** that we would cease the AdminControl system by the end of the year.

- EMT Succession Planning

Chairs discussed EMT Succession highlighting how important it was to ensure that there is a sufficient handover period for new EMT members with any outgoing member of the EMT. Discussions around our Talent Management Framework took place.

- Informal Board Sessions

Chairs noted that all Board of Management meetings will now have creative space built into them and that as per the recommendations in our External Effectiveness Review, we would like to invite external organisations to attend the creative sessions to help the Board understand the shape of the market. Possible organisations to liaise with are:

- Highland Health Board
- Highland Council
- Other large employers in the area especially those in sustainability sectors.
- Other workshops such as Distributed Leadership workshops could also take place during these sessions.

- Committee Planning

Chairs offered their thanks to the EMT and College Management for their hard work in ensuring that reports are taken to each Committee meeting. Chairs discussed the need for papers to be sent out in time and it was noted that Chairs would make a judgement over whether late papers would be removed from an agenda and taken to the next meeting or whether an updated pack of papers would be provided to Committee members.

## 6. GDPR COMPLIANCE DISCUSSION – GOVERNANCE INFORMATION RISK

The Interim Chair advised that the Information Development Manager had reported that there was a need to address areas which the Board of Management undertook last year with a view on: governance, due diligence, procedures and learnings. To assist with this, we have instructed Anderson and Strathern to look at the procedures, processes and paperwork from this work and from this provide an anonymised case study which the Board will review and take learning from.

*Innis Montgomery left the meeting.*

Chairs accepted that there was learning to come from this work and a lengthy confidential discussion around this took place.

*Gillian Galloway left the meeting.*

**7. AOCB**

The Principal provided Chairs with an update on the Assistant Principal – Academic and Research advising that a phased return would be implemented for her return.

The Principal gave his condolences on the death of Hamish Wood a former Deputy Principal at Inverness College. Chairs were advised of the proposal for two oak trees to be planted in the ABC Gardens to commemorate Hamish.

**8. DATE OF NEXT MEETING**

Thursday 03 March 2022 - 8.30 a.m.

**Signed by Interim Chair:**

**Date:**

**Outstanding Actions from Chairs Committee Meetings**

Item	Action	Responsibility	Time Line	ACTIONED
<b>03 June 2021</b>				
<b>Audit Committee Update – Audit Training</b>	The Board Secretary will source appropriate audit training for those who require it.	Board Secretary	December 2021	
<b>09 September 2021</b>				
<b>Co-opting members to the Audit Committee</b>	03.06.21: All Chairs to highlight the role of a co-opted member of the Audit Committee within their networks. We are looking to recruit someone with an accountancy background.	All Chairs	December 2021	
<b>Governance Update – Board Member Evaluations</b>	The Board Secretary to contact each Board Member and request that they liaise with their evaluator in order to progress evaluations.	Board Secretary	Evaluations Deadline: 29.10.21	



<b>Subject/Title:</b>	Governance Report
<b>Author:</b> [Name and Job title]	Lisa Ross Board Secretary
<b>Meeting:</b>	Chairs Committee
<b>Meeting Date:</b>	03 March 2022
<b>Date Paper prepared:</b>	24 February 2022
<b>Brief Summary of the paper:</b>	This paper provides the Chairs with an update on all governance matters.
<b>Action requested:</b> [Approval, recommendation, discussion, noting]	Discussion and Approval

## Item 05

<b>Link to Strategy:</b> Please highlight how the paper links to, or assists with:: <input type="checkbox"/> compliance <input type="checkbox"/> partnership services <input type="checkbox"/> risk management <input type="checkbox"/> strategic plan <input type="checkbox"/> new opportunity/change	Governance Compliance		
<b>Resource implications:</b>	Yes / No <b>If yes, please specify:</b>		
<b>Risk implications:</b>	Yes / No <b>If yes, please specify:</b> Operational: Organisational: Risks to Governance if Committee Membership is not sufficient to ensure a quorum at each meeting.		
<b>Equality and Diversity implications:</b>	Yes/No <b>If yes, please specify:</b>		
<b>Student Experience Impact:</b>	Yes/No <b>If yes, please specify:</b>		
<b>Consultation:</b> [staff, students, UHI & Partners, External] and provide detail	N/A		
<b>Status</b> – [Confidential/Non confidential]	Confidential		
<b>Freedom of Information</b> Can this paper be included in “open” business* [Yes/No]	No		
*If a paper should <b>not</b> be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)		Its disclosure would constitute a breach of confident actionable in court (s36)	
Its disclosure would constitute a breach of the Data Protection Act (s38)	Y	Other (Please give further details)	

Further guidance on application of the exclusions from Freedom of Information legislation is available via

<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp> and

[http://www.itspublicknowledge.info/web/FILES/Public\\_Interest\\_Test.pdf](http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf)