

## BOARD OF MANAGEMENT

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### Minute of extraordinary Meeting of the Board of Management held at 4.30pm on Tuesday 14 April 2015 in the Board Room at Langside Campus

PRESENT (at Langside Campus)

G Chalmers (Chair)  
J Hamilton  
R Leggett  
S Pickles  
B McCrindle  
E Proudfoot  
P Laverie  
G Reid

PRESENT (on telephone conference)

L Jacobs  
A Ponton  
K McKie

IN ATTENDANCE

L Howells (Scottish funding Council)  
J Kemp (Scottish Funding Council)

WELCOME

The Chair welcomed everyone to the meeting in particular L Howells and J Kemp of the SFC. It was noted that L Jacobs, A Ponton and K McKie were also present via telephone conferencing

The Chair asked RL to take a minute of the meeting since the college secretary is on holiday.

There is no written agenda for the meeting but before the meeting proceeded any further ■■■ had asked the Chair in advance of the meeting if she might address the meeting. The Chair then asked ■■■ to address the meeting.

■■■ indicated that a former colleague of hers had spoken to her. That person had indicated that ■■■ “now had the pleasure of deciding whether Susan Walsh comes back to work” and that “the college Principal’s career was in her (■■■) hands”. ■■■ indicated she is extremely concerned regarding this and does not wish this attributed to her. She asked that as had occurred at a previous Board Meeting each member of the Board recognised that to leak information to third parties would be a breach of the code of governance and asked each Board Member to confirm that they had no so leaked. Each in turn so confirmed.

BM disclosed that with regard to the student representatives' resignation from the Glasgow College's Regional Board (GCRB) these resignations had been disclosed to BM by the representatives concerned.

The Chair then invited LH to address the meeting.

LH indicated that he was addressing the meeting as the appropriate funding officer for the sector. LH stated that he was concerned in the way that the Board was engaging with the review being conducted by the SFC. He would not be discussing at the meeting the procedures whereby the Principal had been suspended but rather wished to review governance and seek an explanation from the Board as to how it proposed to deal with the question of student representation in light of the letter from Gordon Maloney, the NUS Scotland President addressed to LH dated 2 April 2015.

The Chair indicated that that letter had only been made available to the Chair shortly before commencement of the Meeting and he had not had an opportunity to circulate it round all members of the Board.

LH referred to a letter sent to the Chair dated 26 February 2015 setting out his concerns and had written to the Board on 25 March 2015 setting out the terms of reference of the SFC review. There had been an exchange of correspondence between LH and the Chair throughout that process. [REDACTED]

[REDACTED] LH considered that the Board was not engaging in the SFC review. Members of the Board had indicated they would attend for interview but subject to certain conditions amongst which was being accompanied by legal representatives and not being subject to real time recording of discussion. This, in his view, indicated that the Board was not confident of its decisions. LH wishes to see a stronger student representation/strong student association and as an aside tendered his congratulations to the recent award of College Students Association of the Year to the Student Association of GCC.

LH emphasised the concerns raised by Mr Maloney in his letter to LH and the risk it highlighted for a functioning student association within GCC. LH wished to hear from the Board how they proposed to address these issues.

The Chair indicated that since the letter from Mr Maloney had only been made available shortly before the meeting and not all members of the Board had seen it that the letter should be read by him for the benefit of those attending. He then proceeded to do so. A copy of that letter is attached to this Minute.

Various members of the Board questioned the terms of Mr Maloney's letter in particular although not exclusively the fourth paragraph speaking as it does of "undermining student officers and being the latest example of decisions and behaviour at Glasgow Clyde College that seemed to have failed to consider or completely ignored the best interests of students at the college".

Various members of the Board indicated to BM and the SFC representatives that whilst aware of student unhappiness at the student representatives exclusion from the Board Meeting of 23 February 2015 the Board were not aware of any other instances that would justify the terms of Mr Maloney's letter. In particular BM as the Student Association representative had never conveyed any such dissatisfaction to Board members at Board meetings (aside from matters relating to the meeting of 23 February 2015). With particular reference to the Student Association's proposals for new representation arrangements EP and AP respectively summarised what they each regarded as their recollection from the last Board Meeting of 26 March 2015 namely that the Board based on legal advice wished the Student Association to alter their constitution. There were difficulties in the Board approving any of the Student Association proposals for a new representative structure in the absence of those constitutional changes. BM was to revert to the Student Association, propose the constitutional changes, have these approved by the Association and then revert to the Board to have these approved. That would then allow the Board to consider the Student Association proposals regarding the new structure of representation and thereafter elections could take place. Given that the Student representatives would be employees of GCC there would also have to be a "salary levelling process" undertaken.

LJ indicated there was an option open to the Board to maintain the status quo this year and look at any changes next year.

PL emphasised that there is no strategy on the part of the Board to undermine or weaken the Student Association. What had occurred at the last Board meeting was a technical issue. The Board has to follow due process and at the last Board Meeting the Board was presented with a situation that did not meet that due process.

AP also emphasised that all Board Meetings had been strongly supportive of the Student Association and that the decision reached at the last Board Meeting was a constitutional/governance matter. The proposal had not been tabled in a way that it could be considered. The elections had to be ratified by the Student Association and the levelling process undertaken before the Board could consider matters.

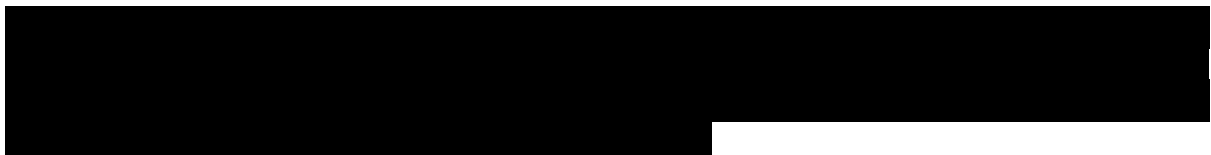
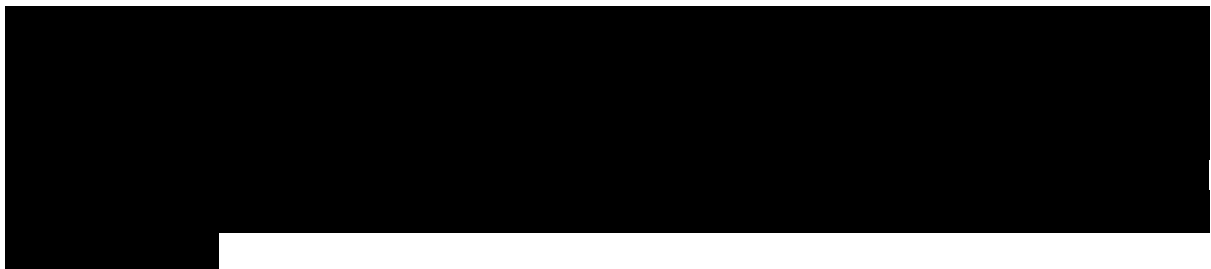
There was then some discussion by the Board as to how the Board could facilitate the progression of the matter whilst not yet reaching a decision until appropriate procedures had been met. BM indicated that the Student Association endorsement of the election should be available on 15<sup>th</sup> April 2015 but that this would still leave the levelling process. The Student Association through prudence in its budget still had funds available to it and had been permitted by the SFC to retain these. In the first year of operation of its proposal therefore there would only be a £7,000 gap in funding after using the reserve funds presently retained by the Students Association which the college would have to fund if it enacted the Association's preferred option. That contribution from the Students Association would obviously not apply in succeeding years and any new arrangements for Student Representation would have to be fully funded in subsequent years by the college.

EP, AP and PL each put variously indicated that the procedure agreed at the last Board Meeting was that if the procedures discussed could be put into place there could then be a sounding of Board Members by e-mail to enable the Board to quickly reach a decision on the Student Association proposal. The last Board Meeting had therefore indicated a desire to assist where possible in accelerating the process of reaching a decision on the student proposal as soon as possible once due procedure had been followed.

BM at this stage indicated that the position has changed since the last Board Meeting and that the Student Association now has three proposals on this matter. There was some discussion as to how best to logistically enable the Board to arrive at a decision as quickly as possible given that there are now 3 options. It was agreed the Board would have to await production of the proposals once available from BM

AP spoke to indicate that the Board were supportive of a strong Student Association and that relationships with the Student Association and its representatives had been good up until the point of the meeting of 23<sup>rd</sup> February 2015.

BM indicated he was supportive of the letter from Mr Maloney. He had had e-mails from the Chair and from JH and did not consider it reasonable that he have to respond to accusations from them. When Mr Maloney is suggesting there has been more than one situation has arisen with the Student Association he is referring not only to the meeting of 23<sup>rd</sup> February 2015 but also to correspondence from the Chair and JH.



JK of the SFC stated that he considered that the way that this meeting was being conducted was disrespectful to the Student representative (BM) that is that he had been talked over, silenced during discussions and that when the initial discussion took place as to whether confidentiality had been maintained everyone had looked at BM when he gave his answer. RL indicated that his perception was that all attending had looked at each person in turn as they spoke in answering the question put to them and that this had not been particular to BM. The meeting had not been disrespectful to BM. There was an informal discussion ranging across “the table”

and the Chair was trying to provide each person with an opportunity to make a contribution. JK replied that he was simply reporting it as he saw it.

RL indicated that if that was his (JK's) / (the SFCs') perception of matters it did not represent what he had witnessed and if anything, only served to illustrate why members of the Board might feel compelled to have legal representation with them if attending for interview by DLA Piper to ensure that their views are correctly represented.

There was discussion between LH and the Chair regarding the terms of correspondence received by LH from the Chair as to what the substance had been of the meeting of 23 February 2015. It was accepted that the correspondence perhaps refers to the Board ratifying the Chair's decision to suspend the Principal but that had since been clarified to LH that the Board had no part in the decision to suspend the Principal, that being entirely the remit of the Chair. The Board at the meeting of 23 February 2015 had simply been asked to acknowledge/ratify that the Chair had that authority in terms of the constitution.

The Chair emphasised to LH that he should appreciate that the Chair is not a paid employee of the college and that his role is a voluntary unpaid one and that he had a separate business to run. On one day alone he has had to deal with in excess of 120 e-mails on college business. LH indicated that he recognised the pressures that were being placed on the Chair.

LH wished to summarise his main points at this meeting, namely:-

1. The facilitation of strong student association
2. To accelerate the SFC review of the College and
3. He noted that BM was displaying considerable emotion at the meeting and wished to acknowledge those concerns and endeavour to make matters easier for him.

RL asked the SFC's representatives if they could clarify why GCC would be expected to have amended its constitution based on legislation that only changed in December 2014 when the understanding was that guidelines were presently awaited. LH answered that colleges were expected to act in compliance with the new legislation. BM held up a piece of paper which he indicated represented the guidelines.

RL asked LH if he knew of any other colleges that had amended their constitutions in light of the new legislation. Both SFC representatives indicated they had no information in that regard. RL asked the representatives of SFC whether it was the case that any college changing its constitution had to seek approval of or notify the SFC. The representatives indicated they were not certain as to the position.

RL indicated that since the members of the Board had each pledged confidentiality would the SFC representatives have any objection to making a similar pledge. JK indicated he was not certain what was meant here. RL elaborated that what was meant was that there had been no leaking of correspondence or information by the SFC to the press or as is used in political parlance “briefing” of the press. Both SFC representatives confirmed that there had been no such leaking or briefing of information by the SFC. LH did clarify that the SFC had responded to specific questions from the press.

SP indicated that she was unhappy at the circumstances of the press release to the Herald issued by the Board after the meeting of 23<sup>rd</sup> February 2015 and that the Board had essentially put this matter before the media. The Chair explained that to the best of his recollection is that the Board took the view that the suspension of a Principal was likely to attract media attention and that it was best to make an announcement rather than be faced with being asked to make responses to media questions. SP maintained her position that she was unhappy with a statement having been made to the press.

The SFC representatives left the meeting.

PL left the meeting.

The Chair reported that he had been informed by the Chair of the GCRB that the Chair of the GCRB and 4 of its Members had met with Laurence Howells. GC has a copy of the outcome of that meeting but in summary:-

1. GCRB will not take part in the SFC review of GCRB
2. The relationship between GCRB and SFC is not working. GCRB have approved approaching Michael Cross, a senior Civil Servant to see if he will advise and possibly mediate
3. The Chair indicated it would be seeking Ministerial guidance regarding point 2 above
4. Dealt with student resignations
5. Agreed to approach Student Association or other student representatives to be nominated to the Board of GCRB
6. Confirmed that the other two colleges of Glasgow Region have the same constitutional issues as GCC as they are still using the old version of their constitution. The Chair of GCRB agreed to take forward with Colleges Scotland, this aspect which is of concern to the Colleges sector
7. Declared that the suspension of the Principal of GCC is a matter for GCC as employer in regard to an employer/employee relationship.

RL asked [REDACTED] whether she was still prepared to fulfil the role of assessing the report presently awaited regarding the Principal as to what, if any further steps are required. She indicated in view that her involvement had been leaked she was no longer prepared to fulfil that role. The suggestion by BM was that the Chair and vice Chair select another member of the Board and that they do not tell anyone else who that is and that that person then assume the role instead of [REDACTED]. This was unanimously approved.



The meeting concluded.