



BOARD OF MANAGEMENT

Minute of the Extraordinary meeting of the Board of Management held at 4.30pm on Thursday 30 July 2015 in Anniesland Campus, Boardroom.

Present

George Chalmers (Chair)
Jim Hamilton (Vice Chair)
Sally Pickles (Support Staff Member)
Peter Laverie (Teaching Staff Member)
Elaine Proudfoot (Board Member)
Les Jacobs (Board Member)
Richard Leggett (Board Member)
Gordon Reid (Board Member)
Aileen Ponton (Board Member)

In attendance

Eleanor Harris	Vice Principal, Curriculum
Brian Hughes	Vice Principal, Strategy and Performance
Janet Thomson	Vice Principal, Resources
Tracy Elliott	Director of Finance
Niall McLean	Brodies LLP
Claire Robertson	BDO LLP
Adam Smith	BDO LLP

Apologies

Angela Clocherty (Student Member)
Barclay McCrindle (Student Member)

The Board Meeting commenced at 4.30pm on Thursday 30 July 2015. The Board Meeting was quorate.

15.01 Welcome and Apologies

The Chair welcomed all to the Board meeting. The Chair asked if there were any apologies. E Harris explained that she did not have a formal apology from B McCrindle but understood that he would not be able to attend.

15.02 Declaration of Interests

None noted.

15.05 Approval of Minutes of Board of Management Meetings and Extra-Ordinary Board of Management Meetings February 2015 to July 2015 (taken first due to availability of papers for item 15.03)

E Harris explained that a copy of draft board minutes for the period February 2015 to July 2015 had been provided to the Board. E Harris intended to take the Board through each minute to ensure that all outstanding Board minutes could be approved.

E Harris referred the Board to the Board Minute Summary Grid which had been circulated with the Board papers.

Minute of 12 February 2015

E Harris explained that there were no substantive changes suggested to this minute. The EMT had not been given an opportunity to comment previously on this minute. E Harris noted as a point of accuracy that during item 12/02/08 that the EMT and L McGaw had left the meeting for the second part of this item.

R Leggett noted he was not present at the meeting so could not confirm the accuracy of the minute.

L Jacobs proposed that the minute was accurate and that was seconded by A Ponton.

The Board considered and unanimously approved the Board Minute of 12 February 2015.

Minute of 23 February 2015

E Harris referred to the Board Minute Summary Grid. E Harris asked whether the proposed amendment by S Pickles was accepted. S Pickles confirmed she was also suggesting a change to reflect her refusal to ratify the principal's suspension.

R Leggett noted that he could not accept S Pickles proposed amendment. R Leggett explained that S Pickles amendment did not reflect his recollection of the meeting. He did not recall S Pickles saying that.

R Leggett explained that his understanding of the process for approving minutes was that a Board member could move amendments. If that amendment

was not accepted by the majority of the Board then the amendment would not be approved and would fall. The Board member would then have to mark their dissent to the decision at the next Board meeting. N McLean confirmed that R Leggett was correct about the procedure.

S Pickles wished it noted that as an individual board member she was not satisfied about the way the 23 February 2015 meeting had been handled.

A Ponton noted that her name needed to be added to the list of apologies on the minute.

The Board considered and unanimously approved the Board Minute of 23 February 2015 subject to adding A Ponton's name to the list of apologies.

Minute of 26 March 2015

E Harris took the Board through some suggested tracked changes to the Minute of 26 March 2015.

E Harris then explained that she would like to take the board through the amendments that had been suggested by B McCrindle. Those amendments were set out in the Board Minute Summary Grid that had been provided.

R Leggett noted that he could not agree to B McCrindle's suggested amendments. R Leggett considered that they were factually inaccurate. L Jacobs agreed. L Jacobs was of the view that B McCrindle was now trying to express what his view may have been after the meeting, not what was actually said by him at the meeting.

[REDACTED]

[REDACTED]

The Board discussed and as B McCrindle was not present to move the amendments the Board determined they would fall.

The Board considered and unanimously approved the Board Minute of 26 March 2015 subject to incorporating E Harris's suggested tracked changes.

Minute of 25 June 2015

E Harris suggested that the Board go to the Minute of 25 June as that would incorporate the changes suggested to the Minutes of 14 April 2015, 28 April 2015 and 19 May 2015.

J Thomson ran through the actions that arose from the Minute of 25 June and indicated that these would be updated in the action grid at the next Board meeting.

A Ponton explained that the draft Minute did not record when she left the meeting. After discussion A Ponton confirmed that she must have left the meeting after item 15.12 namely the revenue budget 2015/2016.

The Board considered and unanimously approved the Minute of 25 June 2015 subject to an amendment to record when A Ponton left the meeting.

J Thomson noted that if A Ponton had left the meeting after item 15.12 then the Board was no longer quorate at that point. The Board was therefore asked to ratify the items of business at 15.12, 15.13, 15.14 and 15.15.

The Board considered and unanimously ratified items of business 15.12, 15.13, 15.14 and 15.15 from the meeting of 25 June 2015.

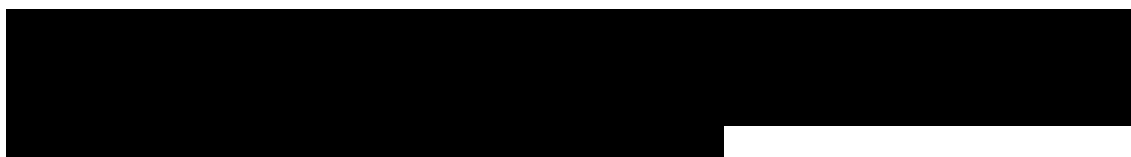
Minute of 15 July 2015

S Pickles requested an amendment at page 10 of the Minute. S Pickles asked if in the paragraph about collective responsibility the words "as an individual board member she was only responsible for decisions she had been informed about and consulted on and that she had consented to" could be added.



The Board considered and unanimously approved the Minute of 15 July 2015 subject to inserting the proposed text by S Pickles and R Leggett.

15.03



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15.04 Update on Legal Services Fees

E Harris circulated a table with the total legal spend to date. J Thomson spoke to the paper headed "Update on Legal Services Fees". J Thomson explained that she had been in contact with the SFC and noted the position on novel or contentious expenditure under the Scottish Public Finance Manual.

[REDACTED]

[REDACTED]

[REDACTED]

J Thomson explained that on legal fees the college has reached a point where it cannot go any further without SFC approval. T Elliott agreed and noted that as a public body the College has to be aware of how any expenditure could be perceived.

E Harris returned to the paper and took the board through the total costs to date. E Harris explained that underneath the table the firms had provided estimates for future work. The total figure amounted to £188,500. E Harris noted that Thorntons had been asked to provide a further update as had Brodies. E Harris noted that the estimates were increasing. E Harris noted her concern that the EMT was not aware of what was being done by Thorntons that was leading to the escalation in costs. R Leggett understood that Thorntons were providing both legal and HR support.

B Hughes explained that this came back to how legal services are being procured and who is responsible for understanding what the law firms instructed are doing. The EMT are not aware of what Thorntons are doing on a day-to-day basis. Thorntons do not tell the EMT what they are doing. E Harris agreed. E Harris noted that the EMT need to understand the level of activity Thorntons are proposing to do next. E Harris explained that Brodies provide regular updates on costs without providing the detail of the advice being given where that is not appropriate. E Harris considered that Thorntons ought to be capable of doing the same. E Harris noted that the EMT did not need to know the detail of the disciplinary process but had to understand in general terms

what was being done and what was being proposed. E Harris explained that this was about learning lessons and keeping control of costs.

J Thomson agreed and noted that the College would be suggesting fee caps to the law firms involved in future.

R Leggett agreed that the College may be able to suggest a fee cap. He understood that Thorntons had been liaising with the Disciplinary Committee and would be charging on a time in line basis. A disciplinary hearing had been fixed for 22 July but that had been postponed.

L Jacobs agreed that it was entirely reasonable for Thorntons to explain in general terms what they were doing. L Jacobs was of the view that someone needed to manage the costs. L Jacobs felt that College and Board needed to get control of costs. The EMT did not necessarily need the detail to be able to do that.

The Board agreed that Thorntons could contact E Harris to provide regular updates on work and costs.

E Harris noted that the EMT would now wish to leave the meeting. E Harris, B Hughes, J Thomson and T Elliott left the meeting.

15.06 Disciplinary Proceedings

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

The Board considered and unanimously agreed to allow R Leggett to take part in informal discussions with the Chair.

R Leggett left the meeting.

A Ponton noted her concern that there was very little sympathy for the Board in the sector. The Chair explained that the GCRB were backing the Board and that the Board could draw on their support.

