

Board of Management

Minute of Extraordinary Meeting of the Board of Management held on Friday 16 October 2015 at 10am in Seminar Room 4, Cardonald Campus

Present

Alex Linkston (Chair, external member)
Sandra Heidinger (external member)
Hollie Moran (student member)
Alex Muirhead (external member)
David Newall (external member)
Gill Troup (external member)
Clare Walker (support staff member)
Michael Yuille (external member)

Attending

Eric Brownlie, Director of Learning and Teaching
Tracy Elliott, Director of Finance
Amparo Fortuny (student Vice President)
Margaret Gilroy, Director of Faculty of Access and Continuing Learning
Eleanor Harris, Depute/Vice Principal, Curriculum
Brian Hughes, Vice Principal, Strategy and Performance
Noele McClelland, Thorntons, Solicitors (for item 15.10)
Lorraine McGaw, Director of Organisational Development
Cathy McSkimming, Director of Quality and Performance
Deborah Maddern, Clerk
Janet Thomson, Vice Principal, Resources

Apologies

Gordon McGuinness (external member)

ACTION

15.01 Welcome

All Board members and attenders were welcomed, with the Board endorsing the Chair's statement that he was looking forward to moving ahead in a very positive manner and spirit.

It was noted that a teaching staff member of the Board was shortly to be elected.

15.02 Declaration of Interests

There were no declarations of interests.

ACTION

15.03 Determination of Other Business

It was noted that since the last meeting, eight members of the Board had been removed by the Cabinet Secretary, and seven new external members appointed.

With regard to the Action Grid for the current meeting, it was noted that documentation relating to the Board's Constitution was being finalised, with legal advice, and would be brought to the December 2015 meeting. The Chair expressed a wish that Board members attend a session at which the Constitution will be discussed in detail in order to fully engage with the new document and incorporate any views of Board members prior to finalising the document.

It was agreed that a meeting of the Board with College staff would be arranged.

EH

It was noted that a Secretary to the Board was in the process of being appointed. With regard to further new external members of the Board being appointed, it was noted that a number of Board vacancies existed across the region as a whole, with appointments being co-ordinated by the Regional Board, but that the Chair would seek to accelerate the process for the Clyde College Board. The Board's Nominations Committee would be involved in the appointments process. It was agreed that staggering the period of tenure of the new appointments would be beneficial.

AL

It was agreed that a group comprising Alex Muirhead, David Newall, Michael Yuille, and the new Secretary to the Board, once appointed, would convene to take forward a publication process for Board agendas and minutes.

AM/DN/
MY/Sec to
the Board

15.04 Minutes of Meeting Held on 10 September 2015

Minutes of the meeting held on 10 September 2015 were confirmed as accurate by those who had been present.

15.05 College Overview (Presentation)

The Board received a briefing on the College, including printed details about the Corporate Plan, the Regional Outcome Agreement, and the First Annual Review of the Glasgow Clyde Education Foundation.

Further information on staff numbers and turnover would be provided to the Board by Lorraine McGaw.

LMcG

The CMT was meeting in November to discuss the College's future planned developments and strategy. The Board would be updated thereafter.

EH

15.06 Board Committee Membership

A chart showing the Board and Committee structure, with proposed memberships of the latter, was tabled.

Membership of Board Committees was agreed as follows:

Audit Committee (6 members)	Finance and Resources Committee (6 members)	Learning and Teaching Committee (6 members)
Michael Yuille (chair)	Alex Muirhead (chair)	Gill Troup (chair)
Gill Troup (vice chair)	David Newall (vice chair)	Alex Linkston (vice chair)
Sandra Heidinger	Alex Linkston	Michael Yuille
Gordon McGuinness	Principal	H Moran, Student Rep
Staff representative	Staff representative	Principal
Student representative	Student representative	Staff representative
<i>Advisers in Attendance:</i> Principal VP Resources Director of Finance	<i>Advisers in Attendance:</i> VP Resources Director of Finance	<i>Advisers in Attendance:</i> VP Curriculum Dir Learning & Teaching Dir Quality & Performance
Nominations Committee (5 members)	Organisational Development Committee (6 members)	Remuneration Committee (5 members)
David Newall (chair)	Sandra Heidinger (chair)	Alex Linkston (chair)
Alex Linkston	Gordon McGuinness (vice chair)	Chair of Audit (Michael Yuille)
Gill Troup	Alex Muirhead	Chair of F&R (Alex Muirhead)
Alex Muirhead	Principal	Chair of L&T (Gill Troup)
Michael Yuille	Staff representative Student representative	Chair of OD (Sandra Heidinger)
	<i>Advisers in Attendance:</i>	
	Head of HR	

Current remits of the Committees were noted, and would be reviewed by each Committee ahead of the December meeting of the Board, with recommendations for changes being made if this was considered necessary.

ACTION
Committee
Chairs

15.07 Schedule of Board of Management and Committee Dates

A draft schedule of Board and Committee meeting dates had been circulated. It was agreed that meetings could be rescheduled for a different day of the week and/or an earlier time, if this suited members. The relevant chairs would liaise with members within the next two weeks to arrange any changes, and a revised schedule would be issued.

Committee
Chairs

It was agreed that in the meantime the L&T Committee meeting scheduled for 8 October would be carried forward to 28 October.

EH

15.08 Nominations for Glasgow Clyde Education Foundation Board of Trustees

Background details on the Glasgow Clyde Education Foundation had been circulated, with a request that two nominations for the Foundation's Board of Trustees, to be drawn from the College Board of Management, be agreed.

It was agreed that Alex Muirhead and Gill Troup be recommended for appointment to the Foundation's Board of Trustees. Eleanor Harris would provide them with further details about the next meeting of the Board of Trustees.

EH

15.09 Governance Action Plan

The plan was noted. Details of actions being taken would be provided to the Scottish Government.

EH/AL

The Board noted that paperwork for Board and Committee meetings would be issued timeously, with accurate and timeous minutes being issued thereafter.

The Board's strong wish for all members, including staff and student members, to be involved in its business was recorded.

It was noted that as part of the finalised constitutional arrangements to be discussed at the Board's December meeting, a scheme of delegation of financial authorities would be included.

EH/JT

ACTION

With regard to the Board's immediate position in relation to any legal expenses, Eleanor Harris confirmed that costs associated with legal advice connected to the Funding Council review had required approval in advance via herself and the Council, which approval had been obtained. With regard to the disciplinary case involving the Principal, where a separate legal firm had been engaged, it had previously been agreed that provided the Board gave clear instructions and obtained an estimate of costs, which was then approved, legal expenses could be incurred. These approval arrangements covered the legal expenses currently being incurred.

With regard to the BDO Internal Audit action plan, Michael Yuille noted that as chair of the Audit Committee, he would be looking for the current internal auditors to follow up the recommendations of the BDO audit; and that the tender exercise for the new internal auditor contract should begin in the spring of 2016 given the current contract ends in July 2016.

JT

With regard to Board communications and IT matters such as delivery of papers, Brian Hughes would discuss the matter with the Audit Committee chair Michael Yuille, and options would be considered for implementation in the new year 2016. In the meantime, as agreed earlier in the meeting, the new Secretary to the Board would be involved in agreeing a publication process for Board agendas and minutes.

BH/MY

It was agreed that the College community would be kept informed about progress following the appointment of the new Board, with a communication to be issued. It was noted that there were various student bodies that would welcome a chance to meet with Board members and it was agreed that members would be pleased to attend events that would enable such interaction.

EH

ALL

15.10 Disciplinary Process Report

Board attenders left the meeting for this item, which was considered last, after items 15.11-15.14.

Noele McClelland, Thorntons, Solicitors, attended for this item, explaining that the present Board should only consider process at the present meeting. Thorntons had been appointed following both the previous Board's decision to suspend the Principal and the decision to start disciplinary proceedings, to advise on the next steps. Advice had been given to the previous Board in the context of the Constitution and Articles of the College, and of legislation governing the College, including both governance and employment legislation. The provisions in these various documents did not always coincide. The Constitution had required to be suspended in order for delegation to be made to committees of the previous Board, which had been set up to take forward aspects of the disciplinary process.

ACTION

It was now suggested that the present Board might review what had been decided in relation to the disciplinary proceedings, and come to its own independent decision on the next steps. These steps would include establishing whether there was a prima facie case for disciplinary proceedings, including reviewing each element of the case. The Board might also consider action to be taken in relation to the Principal's suspension from work. If a decision to proceed with disciplinary proceedings were made, the Constitution would require to be suspended.

Having received a briefing from Thorntons, the Chair proposed that the Board reconsider the decision to proceed to a disciplinary hearing, and that in the circumstances the Constitution be suspended. If the Board were minded to approve the proposal, the independence and fairness of the parts of the process would be best served by three committees being set up, comprising: a committee (Review Committee) to consider afresh the original investigation report and accompanying documentation, and to decide whether there were grounds for disciplinary proceedings or not, on each of the different elements; a committee (Disciplinary Committee) to hear a disciplinary case if the Review Committee decided that disciplinary proceedings should proceed; and a committee of appeal (Appeal Committee) to hear any appeal against a decision of the Disciplinary Committee.

The Board approved the proposal and the setting up of the three committees.

The Chair also proposed that the Review Committee have the power to review and decide on the Principal's suspension. The Board approved this proposal.

The Board agreed that the Review Committee would be comprised of the following members:

Review Committee: Sandra Heidinger, Alex Linkston, David Newall, Clare Walker.

Discussion also took place about the potential membership of the Disciplinary and Appeal Committees

It was agreed that the Review Committee would meet if possible in the week beginning 19 October.

AL/DN/
SH/CW

The Board noted that Thorntons would now advise the Principal's representatives that the Board had met and that a Review Committee would be undertaking a review of the original investigation, and that this Review Committee would also review and decide on the Principal's suspension.

ACTION

It was noted that the timing of any disciplinary proceedings, were they to occur, would need to be cognisant of Occupational Health advice on the fitness of the Principal to take part in any such proceedings. This would not affect the timing of the Review Committee's work.

15.11 Any Other Business

Board members were invited to attend College graduations to be held on 7 November.

The Board's thanks to the College Executive, and in particular Eleanor Harris, were recorded.

15.12 Review of Papers

There were no points raised.

15.13 Equalities Impact Assessment on Decisions Made

As previously referred to, the Board's strong wish for all members, including staff and student members, to be involved in its business had been recorded during the meeting. There were no other equalities impacts arising from decisions.

15.14 Date of Next Meeting

The next meeting of the Board of Management will be held at 16:30 on the 9 December 2015 in the Boardroom of the Langside Campus.