

**NOTES OF EXTRAORDINARY BOARD OF MANAGEMENT MEETING
HELD ON 16 OCTOBER 2014
BOARDROOM, CARDONALD CAMPUS, GLASGOW CLYDE COLLEGE**

PRESENT

G Chalmers, Interim Chair
S Walsh
S Pickles
G Reid
E Proudfoot
P Laverie
J Hamilton
L Jacobs
A Ponton, via video link

APOLOGIES

R Leggett
K McKie

ACTION DATE

01 WELCOME AND APOLOGIES

The Interim Chair welcomed everyone and thanked them for attending the meeting at short notice. Apologies were noted from R Leggett and K McKie.

02 DECLARATION OF INTERESTS

There were no declarations of interest.

03 DETERMINATION OF OTHER BUSINESS

There was no other business outwith the agenda for the meeting.

04 CHAIR'S REPORT ON REGIONAL STRATEGIC BOARD (RSB) MEETING

The Interim Chair talked to the report circulated to Members in advance of the meeting.

Those present noted the concerns around the tenor of the RSB meetings, the exclusion of the College Principals from meetings, RSB Board Members not being recognised equally during meetings, the limited governance arrangements, and the lack of understanding by RSB Members around the background to the Curriculum and Estates Review as well as the Further Education sector in general. It was stressed that these issues are also being expressed by some members of the RSB.

ACTION DATE

L Jacobs raised concerns that, from Committee remits detailed on the RSB website, there is a clear indication that the RSB view their role to be one of control and enquired why Board Members are not challenging this view and questioning the exclusion of Principals or governance issues at meetings. S Pickles concurred and enquired as to why the Cabinet Secretary has not been approached to intervene.

S Walsh intimated that lengthy discussions had taken place with Scottish Government Officers and the Chief Executive of Scottish Funding Council around attendance at meetings and their view is that Principals should be in attendance. However, S Walsh highlighted that the legislation had been written for a Regional College perspective rather than that of a Multi-College Region which is leading to tensions and differing interpretations of what is being outlined. With regards to Principals attending meetings, the legislation states that it is a decision for the Regional Chair, which in this case is being interpreted as Principals not attending as a matter of course.

Members were informed that the Cabinet Secretary has called a meeting of the Regional Chair and 3 Glasgow Principals on 5 November 2014. Board Members agreed that at that meeting the Principals should make clear that they are more than willing to work with the RSB; however, they have to be given the opportunity to make a full contribution in order to assist the RSB with its decision-making process.

Board Members were reminded of the two reports, commissioned by the College, that looked at the implications and gaps within the regionalisation legislation, highlighting that both reports had recommended relationships be developed between the RSB and College Board as quickly as possible in order to facilitate collaborative working. Given that RSB members had not been given a full induction into their role within the FE sector, it was felt important that some kind of awareness/training sessions, involving the assigned College Boards as well would be helpful.

B McCrindle intimated that RSB Members had been advised earlier in the day that an ROA Awareness session has been arranged for 19 November 2014.

ACTION DATE

G Reid sought and received clarification as to the appointment process to the RSB and voting rights of its Members.

Members noted that, at present, the RSB is not a fundable body as the SFC have set out a series of criteria that must be met before they are happy to recommend they be awarded Fundable Body status. Therefore, SFC will continue to pass funding directly to Colleges; however, the RSB will decide how that funding will be shared across Glasgow region.

A brief discussion took place as to how the RSB will ensure they meet the SFC criteria. Concerns were raised that the RSB wish to directly employ a range of staff, who would be funded by top-slicing College grants. Members noted that the Colleges and SFC have already put in place staff to assist the RSB: namely, a ROA Development Advisor, a Regional Development Co-ordinator and a Finance and Reporting Officer being seconded from the Scottish Funding Council to work in collaboration with the Advisor to the Regional Board.

Those present agreed that it would be helpful if members from both Boards, including the Regional Chair, could meet to reassure them that the Colleges are more than willing to work in collaboration with the Regional Board. S Walsh agreed to draw up a list of bullet points detailing Board Members' concerns to share with the Regional Board and request an explanation as to why Principals are routinely excluded from Regional Board meetings.

SW

05 APPOINTMENT PROCESS: CHAIR

With regards to the RSB being responsible for appointing Chairs and Board Members, those present noted that ideally a number of governance policies should have been developed by the RSB during the lead up to the RSB being formalised. However, as that did not happen, both Glasgow Clyde and City of Glasgow Colleges find themselves in a situation where vacancies have arisen on their Board which they are unable to fill as there is no clear appointment process to follow.

The Interim Chair intimated that he had been informed, by the Advisor to the Regional Board, that there would have to be an open public advert for the position of Chair and Board Members.

ACTION DATE

Those present noted that the Secretary to the Board has been attempting to receive details from the RSB of the process for appointing the Chair, which had been followed up the S Walsh over the previous few days.

S Walsh reported that during initial discussions with the Advisor to the Regional Board, it was stressed that the Regional Chair has responsibility for appointing Assigned College Chairs and that it was not the intention to delegate authority to the Assigned College to administer the appointment process. Those present noted that the report being presented to the Nominations Committee of the Regional Board had been shared with S Walsh; however the content of that report took no cognisance of the College Board experience through merger, ONS or Regionalisation which was unhelpful as the College Board should expect to have meaningful role in identifying their Chair. It was noted also that the interview panel originally proposed by the Regional Board comprised the Regional Chair, one independent member, appointed by the Regional Chair, and one member of Glasgow Clyde Board.

Those present noted that after discussion with Scottish Government Officers, S Walsh had reverted to the Advisor to the Regional Board, to raise concerns around the proposed process and suggested an alternative way forward.

Members noted that after brief consideration with the Regional Chair, the Advisor to the Regional Board had agreed that the College would advertise the role, draw up the Person Specification and shortleat applicants, via the improved Skills Matrix, to be put forward to the Glasgow Clyde Nominations Committee. The Nominations Committee will then put forward their preferred candidate(s) to the Regional Chair for interview. It was also noted that the interview panel will now comprise the Regional Chair, 2 GCC Board members and an independent member identified by GCC and approved by the Regional Chair.

Those present agreed that this change of process ensures GCC contributes to the appointment process whilst meeting the legislative requirement for the Regional Chair to appoint the Assigned College Chair. S Walsh intimated that, in order to maintain good governance, any GCC Board Member who applies for the post will not be able to participate in any part of the appointment process.

	ACTION	DATE
S Walsh informed the meeting that she will now work with the Advisor to the Regional Board to ensure that the process is formalised. Those present noted that the appointment process must be completed before the next RSB meeting scheduled for 15 December 2014.	SW	On-going

It was noted that the Advisor to the Board has been asked to put in place a process that ensures, as soon as a Chair vacancy arises, the Regional Board issue a letter confirming that Vice Chairs will be recognised as having full authority until such times as a replacement Chair is appointed.

S Walsh agreed to draw up the Person Specification for the Chair and the advert and associated timescale. Board Members were asked to complete the skills matrix, if they had not already done so, in order to identify any gaps that need to be addressed.	SW ALL
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G Reid sought and received clarification on the membership of the GCC Nominations Committee. Members noted that the membership will have to be reconstituted given recent changes to the Board of Management: the Secretary to the Board will be asked to do this as soon as possible.	CA
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06 TRANSITION ARRANGEMENTS

S Walsh talked to the report issued with the agenda, reminding those present of the implications for the Board and the College.

A brief discussion took place around the proposal and Members were asked to indicate on paper whether they wished to remain a Member of the Board for one or two years.	ALL
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Some of the tenure dates were questioned, and it was agreed that the Secretary to the Board would be asked to confirm these as soon as possible.	CA
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The Interim Chair requested S Walsh draw up a paper on transition issues that can be discussed with the other 2 Glasgow Colleges.	SW
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A Ponton left the meeting.

07 ANY OTHER BUSINESS

The Interim Chair suggested that future Board meetings include discussion on policy issues.

08 EQUALITIES IMPACT

Members noted that discussions had taken place around equal treatment and gender balance of Regional Board Members, and Principals attendance at Regional Board meetings.

The Interim Chair closed the meeting and again thanked everyone for attending.