



## **MEETING OF THE BOARD OF GOVERNORS**

**THURSDAY 7 FEBRUARY 2019**

**Report: Minutes of the meeting held on Thursday 13 December 2018**  
**Author: Clerk**  
**Action: Approve**  
**Status: Open**

**Present:** Robin Mackie (Chair)  
Judith Doyle (Principal)  
Nick Hurn  
Chris Macklin  
David Mitchell  
Sarah Stewart  
Martin Jesper  
Andy Lorimer (by telephone)  
Darren Heathcote  
Richard Bathgate  
Kirsty Paterson

**In attendance:** Emma Moody (Clerk)  
Chris Toon  
John Gray  
John Holt  
Nadine Hudspeth  
Mark Thompson  
Ivan Jepson

### **1. Chair's welcome, apologies, conflicts of interests**

The Chair welcomed everyone to the meeting.

Apologies received from Claire Jane Rewcastle and Martin Gannon.

The new Sabbatical President was welcomed to the meeting.

No governor declared any conflict of interest at this stage but governors were reminded that if a conflict arose during the meeting, they should declare it as soon as they became aware of it.

### **2. Minutes of the last meeting**

The minutes of the meeting dated 11 October 2018 were approved.

### **3. Matters Arising**

There were no matters arising.

#### **4. Strategic overview – update from Principal/CEO**

The Principal spoke about the change in regime for colleges in financial difficulty and the resulting increased likelihood of colleges entering into formal administration proceedings. This could lead to adverse consequences for those college governors who have overseen their college in the period leading up to such decline - including potential disqualification.

The Principal referred to new guidance and codes of practice issued by AoC for all governors in relation to this subject, which governors should be aware of.

A governor stated that the key test for GC was to remain financially resilient during this time, and for the governors to continue to scrutinise and challenge, and seek appropriate assurances from the executive team.

The Principal confirmed that the executive team was holding an away day in February and modelling scenarios to assess the College's ability to react to sector challenges and changes in the economic and political landscape. Any outcomes from this would be reported back to the board.

#### **5. Governor appointments and re-appointments**

##### **Governors resolved to confirm the following appointments:**

- Claire Jane Rewcastle - People and Remuneration Committees
- Martin Jesper - Corporate Services and Remuneration Committees
- Sarah Stewart - Business and Teaching and Learning Committees

#### **6. Self-assessment Report**

Presented by the Deputy Principal Curriculum and Quality.

It was confirmed that this report had received substantial scrutiny through the Teaching and Learning Committee.

Governors noted that the College would be looking to market its achievements and those achievements would help its accessibility to funding.

The Chair of Teaching and Learning Committee reported that the committee scrutinises the less well performing areas and challenges curriculum managers, as well as reflecting on the positive achievements.

The Deputy Principal Curriculum and Quality noted that OFSTED is currently reviewing its inspection framework. Going forward it appears likely that the Minister will require 10% of outstanding colleges to be inspected annually (the normal expectation is every 5 years). In any event, this would not impact on the College which prides itself on exceeding OFSTED standards across all areas of its business.

The governors resolved to approve the SAR.

#### **7. Financial papers**

Presented by the Director of Finance:

- a) internal audit report

There were no areas of concern to note.

**Governors resolved to approve the report.**

b) external audit findings y/e 31/7/18

It was confirmed that the accounting treatment for the staff retention scheme would be as approved by Remuneration Committee earlier today.

The report was noted as an exceptional result for the College. The Chair of Audit Committee confirmed that the letters of representation which were signed by the Chair and Principal on the College's behalf provide that the governors have taken all reasonable steps to satisfy themselves of the accuracy of those letters.

The Chair of Audit and Director of finance were thanked for their leadership of this area.

**Governors resolved to approve the findings and authorise the signing of the letters of representation.**

c) annual report of audit committee

The report was received and governors noted that it would be signed by the Chair of that committee. Thanks to other committee members were noted

d) financial statements year end 31/7/18 - presented by the Director of Finance

The Chair noted that the results therein were a demonstration of the quadrant structure working positively. The statements showed a very positive position for the College.

**The governors resolved to approve the statements.**

e) subsidiary company accounts

The accounts for each of the College subsidiary companies were received by the governors on behalf of the College.

f) internal audit schedule for 18/19

The schedule of planned audit work was noted and agreed.

g) management accounts - October 2018

These had been received and reviewed by Corporate Services Committee. The governors noted the report.

Governors recorded their thanks to the Director of Finance.

**8. Strategic Planning**

The Clerk confirmed governors would be asked for availability to attend a strategic away day during April.

**9. Chair's Review of Business**

The Chair noted that the College had had another great year and everyone in the college should be proud of their achievements, collectively and individually. The Chair noted thanks to the staff team and the Principal noted the College's thanks to governors.

**10. Any other business**

The Chair confirmed that Ian Renwick intended to resign as Vice Chair and governor. The board will miss his contribution to the College and in particular through Corporate Services Committee

**11. Date of next meeting**

Thursday 7<sup>th</sup> February 2018.