

**MINUTES of the MEETING of the CHAIRS COMMITTEE held in the Board Room,
1 Inverness Campus on Thursday 19 May 2016**

PRESENT: Hazel Allen (by conference call), Elaine Harris, Louise James, Neil Stewart, John Wilson
CHAIR: Neil Stewart
APOLOGIES: -
ATTENDING: Depute Principal
College Secretary

1. MINUTES

The Minutes of the Meeting held on 25 February were **AGREED** as a correct record, was **APPROVED** and signed.

2. FEEDBACK ON GOVERNANCE TRAINING

The first mandatory Governance Training Workshop had been held on 22 April in the College. The Chair advised that the general feeling was that it had been a worthwhile session, especially the case studies on the role of the board and good governance. He considered that it would be useful to hold a whole board and SMT development session and to invite HIE to give an overview of the Highland economy over the next 10 years so that the board would be better informed when developing the new strategic plan.

The Committee **AGREED** that the College Secretary should progress the whole board event.

3. FEEDBACK ON SECRETARY TO THE BOARD EVENT

A report by the College Secretary highlighted the key issues which had been discussed at the recent Secretary to the Board Event on 6th May and outlined the next steps to be taken. The key issues related to the recommendations of the Good Governance Task Group report, the review of the Code of Good Governance for Scotland's colleges, the requirement to undertake an external effectiveness review and the enhanced role of Board Secretaries.

The next steps were

- Consultation on the revised Code for Good Governance
- Making arrangements for the external effectiveness review
- Board members annual conference – probably September 2016
- Further Board inductions – autumn 2016
- Development by College Development Network (CDN) of on-line training for board members
- Development of governance portal for Board Secretaries by Board Secretaries group

4. GOOD GOVERNANCE TASK GROUP REPORT

A report by the College Secretary provided some background to the work of the Good Governance Task Group and highlighted the main recommendations within their final report. Many of the recommendations were already being carried out by colleges and a good number were already being taken forward by the College Development Network.

It was suggested that the external effectiveness review be carried out by December 2016. However, as the board would comprise a majority of new board members (at least 7 non-executive members with less than 12 months services and two new student members with less than 5 months experience), it was not considered practicable, or indeed of any value to commence evaluation exercises so soon after appointment of so many new members.

It was **AGREED** that this be postponed until early in 2017 when a more meaningful evaluation could be carried out. The Chair had approached Jan Polley at the Governance Training session and she had kindly agreed to carry out the external evaluation for Inverness College UHI.

5. MEMBERSHIP OF COMMITTEES

A report by the College Secretary provided the current committee membership list and the skills matrix of all non-executive board members. The Chairs Committee considered the current membership and where best the skills of the new members could be used.

As all the committees had lost a considerable amount of corporate knowledge with the recent retiral of so many established board members, it was acknowledged that there would be a requirement for ongoing training of new members to ensure that the committees and the board members were fulfilling their governance role. Specific reference was made to the requirement for a full understanding of the audit function.

It was **AGREED** that the Chair and the College Secretary complete the exercise and circulate a proposed final version to the Chairs for their comments.

6. COMMITTEE AGENDAS

a) Strategic focus and avoidance of duplication of reports

The Principal advised that the SMT would be considering the high level strategic themes which had relevance to each of the standing committees and ensuring the mitigation of those risks which sat within the area of responsibility of each of the Committees. Thereafter it would be useful for Chairs and lead officers to meet to discuss these themes and agree on the basis of the committee agendas throughout the next academic year.

b) Minutes of meetings of academic management committees

The Principal suggested that the meetings of the management committee meetings which were included in the Committee agendas contained mostly operational detail and questioned their continued inclusion in committee agendas. The Chairs agreed that while adding little value they were of interest.

It was **AGREED** that this matter be considered further as part of the Chairs review of the items which would be included in the agendas of each of the committees.

c) Items for noting – protocol

The Principal referred to the items which were included in agendas “for noting” only. It had become the norm for each committee to discuss these agenda items.

The Chairs **AGREED** that the protocol for “for noting” items be reinforced and that discussion only take place if, when asked at the beginning of the meeting by the Chair, any member requested that a particular item be moved to the “for discussion” part of the agenda.

7. MEETING OF THE PR&R COMMITTEE – PAY AWARDS

The Principal referred to the current national bargaining negotiations for both teaching and support staff.

She advised that a meeting of the PR&R committee would be required once the negotiations had reached a conclusion in order that the committee could consider a pay award for research staff and members of the SMT as neither of these groups were included in the negotiations. This would ensure continued fairness for all staff and retain the pay evaluation spinal points and the pay differentials.

The Committee **NOTED** the requirement to call a meeting of the PR&R committee in due course.

8. STRATEGY GROUP UPDATE PAPER

A report by the Principal gave some background to the remit and the work of the UHI strategy group and also made reference to a meeting of the AP Principals with the Chair of the Group, Marlene Wood. A paper had been jointly prepared and had the unanimous support of the partner principals. The model within the paper brought Principals very much back into the centre of the running of the University, ensuring that the essential link between leadership and management was reinstated while not in any way threatening the autonomy of any academic partner. The paper would be presented by 3 Principals, to 3 members of the EO SMT, before the end of May.

The Principal advised that all AP Principals were keen to enlist the support and endorsement of their respective Boards of Management.

The Chairs Committee welcomed the discussion which took place, gave its full support to the Principals and were very content to endorse the content of the joint report. It was **AGREED** that the report be circulated to all members of the Board.

9. NEW CAMPUS UPDATE

A holding report by the Principal updated the Committee on new campus matters. Galliford Try Equitix Inverness Ltd (GTEIL) had not yet presented the final account for the NPD project to the college as they had not yet received the final account from the contractor Morrisons (Galliford Try).

There were three outstanding issues, namely the unresolved group 2 issue, the compensation claim for the alleged late mains water connection submitted to the college by GTEIL and the outstanding snagging and building defects.

As the final account was expected soon, SFT had encouraged the College to contest the first and second issues, not least because this was the first NPD project in a national programme with some common issues. Consequently, SFT had provided the College with funds to enable the College to mount a defence.

The College had requested that Gardiner and Theobald provide the relevant documentation regarding the Group 2 issue and the relevant legal files had been requested from Pinsent Masons. Further legal support would be sought from CMS to project manage the College's defence once all documentation had been gathered.

Once all the evidence had been gathered, a meeting of the New Campus Project Board would be called.

The Committee **NOTED** the position.

10. BOARD TRAINING PROGRAMME 2016/17

The College Secretary advised that a robust training programme would need to be developed for board members for the next academic year. There were a number of training options and methods of delivery being developed by Colleges Development network which board members would be encouraged to attend as appropriate and further in house training sessions would be developed to assist new and established board members. It was acknowledged that it would be useful for training sessions to be held at the end of the day to ease attendance by working members.

It was **AGREED** that the Chair and the College Secretary would take this forward jointly.

11. SCHEDULE OF MEETINGS – 2016/17

The College Secretary referred to the schedule of meetings which had been drawn up for 2016/17. This was based on the calendar which had been used for a number of years. However, the Scottish Funding Council had brought forward the date of submission of the annual accounts from 31st December to 1st December. It was understood that the UHI Court would meet on 28th November, with the UHI Finance and Audit Committee meeting on 21st November. The date of the Joint Audit and Finance and General Purposes Committee would therefore have to be brought forward and a special Board meeting held in advance of the UHI meeting dates

The Committee **NOTED** the position.

12. STRATEGY GROUP – ASPIRATIONAL OBJECTIVES EXERCISE

The Principal advised that although the Strategy Group had met several times, it had, to date, been unable to propose a future working model for UHI. What had been agreed however, was to attempt to resolve the behavioural

problems being experienced. This work was being taken forward by the Chair of Perth College UHI and the Chair of Argyll College UHI in collaboration with an external consultant. One outcome of this workstream had been to invite all partners to undertake an exercise attempting to uncover the root cause of the behavioural problems being experienced and identify potential solutions.

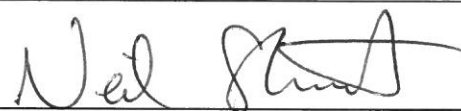
The Principal advised that the SMT had undertaken this task earlier in the week. The Chairs Committee had sight of the outcomes from the SMT event and during a full discussion added further suggestions to the draft submission.

The Principal confirmed that she would complete the exercise and present the College submission by the due date.

13. DATE OF NEXT MEETING

Provisional - Thursday 8th September at 8.30 a.m.

Signed by the Chair:



Date:

