

# AGENDA

---

**Meeting:** Board of Governors

**Date:** Thursday 8 December 2022 at 3.30pm

**Location:** Carnegie Conference Centre, Dunfermline

Papers highlighted in purple font have not been published with the agenda as they are either due for future publication or are not in the public domain.

No	Item	Action	Lead	Pages
1	Welcome, Apologies and Declarations of Interests	Note	DCW	N/A
2	Minutes of the			
	2.1 Previous Meeting: 29 September 2022	Approve	DCW	
	2.2 Development Day: 1 November 2022	Approve	DCW	
3	Matters Arising / Actions Outstanding	Note	DCW	2-2
4	Update on Recruitment of New Principal ( <i>Verbal Update</i> )	Approve	DCW	N/A
5	Principal's Update Report	Note	HH	
6	Fife College Students' Association (FCSA) Update	Note	EW/TF	
7	Business Report	Note/ Approve	DL/SD	
<b>10 MIN BREAK</b>				
8	Regional Outcome Agreement <i>Wendy Brymer will join the meeting for items 8 and 9</i>	Note	WB	
9	Draft Strategic Plan	Discuss	WB	
	9.1 Draft Learning Strategy	Discuss	DL	
10	Annual Accounts 2021-22	Approve	SD	
	10.1 Audit and Risk Committee Annual Report to the Board	Note	SD	
11	Board Updates (Questions only) <b><i>It will be assumed that these papers have been read in advance and they will not therefore be outlined at the meeting. Members will be invited to move to questions/discussions of any key points. This will free up time for Strategic Discussion.</i></b>			
	11.1 Chair's Updates	Note	DCW	3-4
	11.2 Update on Governance Matters	Note	MP	5-7
	11.3 Summary of Committee Business	Note	Chairs	8-10
12	Review of Meeting	Discuss	All	N/A
13	Date of Next Meeting: Thursday 23 March 2023 at 3.30pm	Note	DCW	N/A

**Board of Governors**
**Actions Outstanding / Progress Made**
**Key:**

	Outstanding and deadline passed
	Progressing and on target
	Complete

No	Date of Meeting	Action	Responsible	Deadline	Comment
1	22.06.22	To arrange a training session for Board members on the student recruitment process and impact on credits.	M Philp	31.12.22	Complete. On Development ay agenda
2	22.06.22	To bring a paper to a future meeting giving more detail on options available regarding Colleges Scotland membership.	D C Watt / Principal	31.08.23	Review position summer 2023
3	29.09.22	To circulate information on student retention.	D Leslie	30.11.22	Complete
4	29.09.22	To approve the Strategic Risk Register 2022-23.	S Dunsmuir	07.10.22	Complete
5	29.09.22	To approve the submission of the five year financial forecast to the Scottish Funding Council as outlined in the paper.	S Dunsmuir	07.10.22	Complete
6	29.09.22	To approve the proposed changes to the People and Culture Committee remit.	M Philp	30.10.22	Complete
7	29.09.22	To agree that no changes are required to the Standing Orders and Scheme of Delegation and that these be reviewed again in two years.	M Philp	30.10.22	Complete
8	29.09.22	To agree that the College would manage the recruitment process for the Principal vacancy, rather than appointing a recruitment agency.	M Philp	08.12.22	Complete
9	29.09.22	To delegate authority to the Chair and the Chair's Committee (or subset thereof) to agree the salary and job description for the Principal and Chief Executive post and recruitment process.	M Philp / D C Watt	08.12.22	Complete
10	29.09.22	All Board members would be invited to participate in activities (if available) on the day identified for interviews, and a recommendation would be made to members on an appointment once a suitable candidate had been identified.	M Philp	08.12.22	Progressing. Chair will give a verbal update at the Board meeting



### COVER SHEET FOR PAPERS TO BE CONSIDERED BY THE BOARD

<b>Chair's Updates to the Board</b>	
<b>Date of Meeting:</b>	8 December 2022
<b>Purpose:</b>	To update Board members on activity since the last meeting
<b>Intended Outcome:</b>	To note the update
<b>Paper Submitted by:</b>	David C Watt, Chair
<b>Prior Committee Approvals:</b>	N/A
<b>Board Impact from Decision:</b>	To be briefed on local, national and sector-wide activity that the Chair has been involved in
<b>Financial Health Implications:</b>	N/A
<b>Learner Implications:</b>	N/A
<b>Equality and Diversity Implications:</b>	N/A
<b>Risk Assessed:</b>	N/A
<b>Publicly Available:</b>	No
<b>Author Contact Details:</b>	David C Watt; <a href="mailto:davidwatt@fife.ac.uk">davidwatt@fife.ac.uk</a>
<b>Date of Production :</b>	30 November 2022

## **BOARD OF GOVERNORS OF FIFE COLLEGE**

### **Chair's Update**

#### **1 Introduction**

This paper provides a note of the Chair's updates for members since the last meeting.

#### **2 Updates**

- Time has been consumed by senior job vacancies and process.
- Served as independent panel member for the appointment of the Chair of Newbattle College.
- Attended leaving lunch for Shona Cochrane and Jim Trail.
- Started a series of meetings with faculty directors and senior staff.
- Involved in Board development day, and business breakfast with development team.
- College Scotland continues to "Think the Unthinkable" and its future needs to be discussed with the new leadership team.
- I have been appointed Chair of College Employers Scotland to lead on pay and conditions discussions with Union colleagues.
- I have been offered and accepted re-appointment as Chair of Fife College for a further four years – ending 2 March 2027.

#### **3 Recommendation**

Board members are invited to note the paper.



**COVER SHEET FOR PAPERS TO BE CONSIDERED BY THE BOARD**

<b>Update on Governance Matters</b>	
<b>Date of Meeting:</b>	8 December 2022
<b>Purpose:</b>	To update Board members on governance related matters.
<b>Intended Outcome:</b>	To note the updates.
<b>Paper Submitted by:</b>	Marianne Philp, Director: Governance and Compliance
<b>Prior Committee Approvals:</b>	N/A
<b>Board Impact from Decision:</b>	To ensure good governance arrangements are in place in relation to all Board and Committee activity
<b>Learner Impact:</b>	N/A
<b>Financial Health Implications:</b>	N/A
<b>Equality and Diversity Implications:</b>	N/A
<b>Risks Assessed:</b>	N/A
<b>Publicly Available:</b>	Yes
<b>Author Contact Details:</b>	Marianne Philp; <a href="mailto:mariannephilp@fife.ac.uk">mariannephilp@fife.ac.uk</a> ; 01383 845009
<b>Date of Production:</b>	28 November 2022

## BOARD OF GOVERNORS OF FIFE COLLEGE

### Update on Membership and Governance-Related Matters

#### 1 Introduction

This paper is to bring Board members up-to-date on Board membership and governance related issues.

#### 2 Board Membership

As notified previously by email, Lynn Davis intimated her wish to step down as a Board member. A call for nominations resulted in four nominees, and an election was held in accordance with the approved election regulations. Lorraine Wilkinson received the highest number of votes and was therefore appointed to the Board as the teaching staff member with effect from 28 November 2022.

Tali Fisher and Emma Watson will have served as Student President and therefore student Board members at the end of June 2023. An election timetable has been agreed for their successors and Board members will be updated on this at future meetings.

#### 3 Code of Good Governance for Scotland's Colleges

A revised Code has now been issued and is available on [Microsoft Teams](#). Main changes include:

- Clarification in the definitions that the Chair of the Board is counted as a non-executive member when determining a quorum
- A requirement to have a majority of non-executive Board members present when taking decisions at Committee meetings (C.7d)
- Change of terminology from Board Secretary to Governance Professional throughout
- External effectiveness reviews to be undertaken every three to five years (previously it was at least every three years) (D.24)
- Evaluation of the Chair normally to be undertaken by the Senior Independent Member (SIM) (previously it was the SIM or the Vice Chair) (D.25)

It was agreed in our External Effectiveness Review Action Plan that we would review our compliance with the revised Code once it became available. This will be undertaken in the coming months and reported to the next Board meeting.

The Guide to Conducting External Effectiveness Reviews has also been updated to take account of the changes to the Code and is available on [Microsoft Teams](#).

#### 4 Other Fortcoming Governance Changes

Other governance changes are ongoing as updated by the Chair of the Good Governance Group in July 2022 (available on [Microsoft Teams](#)). The consultation for the appointment of Trade Union representatives has been delayed and will be shortened to enable the 1 August 2023 implementation date to remain. Updates will continue to be provided at each meeting advising of changes insofar as they relate to Fife College.

## 5 Training 2022-23

Briefing sessions at the start of Committee meetings will be discontinued from 2022-23, with Committees having the right to request any briefings on matters of relevant to their remit. A range of training and information sessions will be offered during 2022-23 as follows:

Topic	Lead	When
Arm's Length Foundation	H Hall / S Dunsmuir	29 Sept 2022 (Board meeting)
Afternoon Tea, The Academy (to mark Shona Cochrane/Jim Trail serving maximum term of office)	M Philp	24 Oct 2022 (4pm)
Breakfast: Business Development Team	I Hawker / M Lagan	28 Oct 2022 (8.30am)
Student Recruitment Process and Impact on Funding	D Leslie / S Dunsmuir	10 January 2023 (10am)
Health and Safety for Executives	A Leadbetter sourcing trainer	Half day Early 2023
Carbon Literacy (optional) and half day more general session CDN online training	tbc/ John Lewthwaite	4 x 2 hour sessions Half day May 2023
Visit to new campus site	John Lewthwaite	Tbc 2023
Tour of campuses	John Lewthwaite	Tbc 2023

## 6 External Effectiveness Review: Progress with Action Plan

Unchanged since last meeting. Business report format will be reviewed in line with refreshed Strategic Plan. Compliance with revised Code of Good Governance will be undertaken and an updated provided at the next Board meeting.

## 7 Recommendations

The Board of Governors is invited to note the updates provided.

## **BOARD OF GOVERNORS OF FIFE COLLEGE**

### **Summary of Committee Business**

#### **Chair's Committee: 19 October 2022**

- The job description, terms and conditions, advertisement and process to be followed were agreed for the post of Principal and Chief Executive.
- Cost of living increases for 2020-21 were agreed for all staff falling within the remit of the Committee, consistent with awards agreed at national level.

#### **Chair's Committee: 25 November 2022**

- Each of the 18 applications received for the post of Principal and Chief Executive were reviewed against the essential and desirable criteria specified in the job description, and 5 candidates were shortlisted for interview. The format of recruitment day was agreed and it was noted that the Regional Chair for Glasgow had agreed to be the independent panel member.

#### **People and Culture Committee: 31 October 2022**

- Updates were given on Health and Safety activity including changes to the fire evacuation process.
- Significant progress was reported with regard to Delivering the Human Resource Strategy and Workforce Plan 2018-23 and Priorities for 2022-23. Work had focused on agile / hybrid working, health and wellbeing and designing a leadership development programme training.
- Updates were given on job evaluation and National Bargaining and an update requested to the strategic risk register to include the risk associated with job evaluation project.

#### **Academic Quality Committee: 7 November 2022**

- It was noted that the SFC credit target for 2021-22 had been met and that the target for 2022-23 was better than at this time last year. Withdrawals were also looking positive, although processing activity required to be completed to confirm this.
- FCSA continues to make excellent progress with class rep activity underway for 2022-23 and a very engaging and positive Freshers' Fayre held at the start of the academic year.
- A draft of the Learner Strategy had been prepared and comments were invited from Committee members over the next few weeks. The Committee will approve the final version in due course and it will thereafter be submitted to the Board for endorsement and information. Work is ongoing to ensure consistency with the overall new Strategic Plan and Digital Strategies.

#### **Audit and Risk Committee: 17 November 2022**

- The annual private pre-meeting with auditors was held prior to the meeting start with no issues of concern raised by the external or internal auditors. Relationships were reported as positive, with the College seen as proactive in seeking advice where relevant.
- The strategic risk register was reviewed with four risks reported as being outwith tolerance levels due to the environment we are operating within. These were discussed in detail. It was agreed that the job evaluation national project should be separated out as a new strategic risk (rather than being included in risk 9) in light of elongated timescales, lack of clarity and key milestone dates for discussion at the next meeting, and thereafter recommended to the Board of Governors for approval as part of the overall strategic risk register.

- The procurement process for the appointment of internal auditors will commence in the new year as our current auditors, Azets, have reached the end of their contract. Audit and Risk Committee members will be involved in this process.

**Joint Audit and Risk Committee and Finance, Commercial and Estates Committee: 17 November 2022**

- The draft accounts 2021-22 were reviewed in detail and were recommended for approval to the Board of Governors at the December meeting, subject to a few amendments being made.
- The external audit annual report was presented and confirmed an unqualified opinion and no issues were raised in relation to the College being a going concern. This will be presented to the Board of Governors at the December meeting. The significant movement in the pension liability on the balance sheet was discussed. There was a frank discussion about the red RAG rating given by the external auditors relating to financial sustainability, with concerns raised by management in this regard. The Chair of the meeting will provide more information about this at the Board meeting.
- An annual update was given on Arm's Length Foundation activity.

**Finance Commercial and Estates Committee: 17 November 2022**

- Quarterly strategic update reports were presented on Estates, Digital, Finance, Commercial and Procurement with good progress overall being made.
- The F1 forecast was discussed and is recommended to the Board for approval.
- The draft Digital Strategy was discussed which showed a shift in focus from Digital Services leading on developing the infrastructure for the College to having a strategy owned by and driven by the wider College with Digital Services being just one of several departments which supports the College to embark on its journey of digital transformation. The direction of travel was supported by the Committee and some further work on the detail of what this means in terms of systems, costs, resourcing and delivery was requested. This will be provided to the Committee for further consideration once available.
- Academic Fees for 2023-24 were approved, with small increases being made consistent with other Colleges.

**New Build Project Board**

- [21 October 2022](#)
- 1 December 2022 (*minutes to follow*)

**For information:** [Decision Point 4](#)