

## REGIONAL BOARD

Actions from the  
Meeting of the Regional Board held at 5.30pm on  
Thursday 6 December 2018 in the Board Room, Scottish Borders Campus

Item	Action	Responsibility and Date
86/18	Regional Outcome Agreement 2019/20 – additions to be made to draft and issued to SFC.	Director BI&P
79/18	Copies of the College Sector Statement of Ambition to be circulated to members.  A link to the Letter of Guidance will be issued to members.	Chair  Chair
25/18	Updated abbreviation sheet to be updated and issued to members.	Board Secretary
83/18	Register of Interests to be issued by Board Secretary and updated by members accordingly.	Board Secretary / All
85/18	Letter of Representation – small correction to front page to be made.	VP F&CS
90/18	Risk Register update to be made.	VP F&CS
93/18	Review of Chair – Questionnaire to be circulated to members.	Board Secretary

## REGIONAL BOARD

Minutes of the meeting of the Regional Board held on Thursday 6 December 2018  
at 5.30 pm in the Board Room, Scottish Borders Campus, Galashiels

ITEM	MINUTE
<p>Present:</p> <p>In Attendance:</p>	<p>Tony Jakimciw (Chair) Angela Cox (Principal) Elaine Acaster Ian Ireland Liz Parkes Steven Ker Virginia Grant Sara Shinton David Johnson Jen MacKenzie (Staff member) Douglas Jardine (Student President)</p> <p>Heather Anderson (Vice Principal, Curriculum and Student Services) Hazel Robertson (Vice Principal, Finance &amp; Corporate Services) Janet Robertson (Director of Business Improvement &amp; Performance) - Item 86/18 David Lowe (Assistant Principal) – Item 78/18 James Ayling (Board Secretary) Lorraine Sulo (Minutes)</p>
<p><b>78/18</b></p>	<p><b>PRESENTATION – PORTFOLIO 2 (CONSTRUCTION, STEM, ESSENTIAL SKILLS AND TRANSITIONS)</b></p> <p>The Chair welcomed Assistant Principal, D Lowe, who provided a presentation on the work which is underway within the Construction, STEM, Essential Skills and Transition Portfolio.</p> <p>Members were particularly interested to hear about potential areas of innovation through Wind &amp; Marine Energy and collaborative working with industry partners. There had also been an excellent achievement by student, R Boni, who had recently been awarded a gold medal at the WorldSkills UK 2018 competition for electrical installation.</p> <p>Following questions from members the Chair thanked the Assistant Principal and he left the meeting at this point.</p> <p>It was decided to proceed directly to agenda item 86/18.</p>

86/18	<p><b>REGIONAL OUTCOME AGREEMENT 2019/20 (Paper D)</b></p> <p>The Director of Business Improvement and Performance provided an overview of the first draft of the College’s Regional Outcome Agreement (ROA) for 2019-2020 and advised that a well-developed draft would require to be sent to SFC on Monday 10 December 2018 and feedback was therefore sought from members.</p> <p>The following main points were highlighted:</p> <ul style="list-style-type: none"> <li>• 1.7 - Commentary continues to focus on young people when there is also a requirement for an adult focus along with an explanation on why there has been little adjustment in the relative figures;</li> <li>• Skills Alignment – further information on the activities of the College to be added;</li> <li>• Innovation – requires to be revisited;</li> <li>• 3.4.1 – New provision for land-based industries to be included;</li> <li>• Schools Academy – this year’s figures would be of benefit in order to see comparison;</li> <li>• Next year – further thought would be required on the description used to reflect the ambitions of the College.</li> </ul> <p>Members agreed that the document was more accessible and clearer to understand than previous agreements. The Director of Business Improvement and Performance advised that a table of outcomes for internal use was being prepared and that there would be consideration on how time could be better utilised in the future.</p> <p>The Student President was extremely pleased with the engagement of BCSA throughout the development of the draft.</p> <p>The Board approved the draft for submission to the SFC subject to the points raised.</p> <p style="text-align: right;"><b>ACTION: DBI&amp;P</b></p>
79/18	<p><b>CHAIR’S OPENING REMARKS</b></p> <p>The Chair provided an update on the following items:</p> <ul style="list-style-type: none"> <li>• SFC will be announcing in January an in year mechanism by which Colleges will require to return funds if credits are not reached;</li> <li>• SFC has agreed a new approach to capital which incorporates IT. A meeting will be held with SFC to discuss the development of a strategy;</li> <li>• Copies of the College Sector Statement of Ambition will be circulated to members.</li> </ul> <p style="text-align: right;"><b>ACTION: Chair</b></p> <ul style="list-style-type: none"> <li>• Letter of guidance has been received and a link will be issued to members. Ministerial priorities included responding to a demographic challenge; clear return on investment to be demonstrated; a focus on widening access particularly in rural areas and dealing with Brexit consequences.</li> </ul> <p style="text-align: right;"><b>ACTION: Chair</b></p>
80/18	<p><b>APOLOGIES FOR ABSENCE</b></p> <p>Apologies were received from Bryan McGrath, David Elder, David Peace and Jane Gaddie.</p>

81/18	<p><b>MINUTES OF REGIONAL BOARD MEETING HELD ON 25 OCTOBER 2018 (Paper A)</b></p> <p>The minutes of the meeting held on 25 October 2018 were agreed as a true and accurate record.</p>
82/18  25/18	<p><b>MATTERS ARISING</b></p> <p>Updated abbreviation sheet will be sent out in due course.</p> <p style="text-align: right;"><b>Action: Board Secretary</b></p> <p>All remaining actions were complete.</p>
83/18	<p><b>DECLARATION OF ANY CONFLICT OF INTEREST/REGISTER OF INTERESTS UPDATE</b></p> <p>The Board Secretary noted the following updates:</p> <ul style="list-style-type: none"> <li>• David Johnson had intimated his appointment as a Visiting Research Fellow at Interface. There was no change to his current role at Napier University;</li> <li>• David Peace had intimated that in his role as Commercial Manager of Melrose Rugby Club he has instigated some new contact between the Club and the College and if successful this may come to the Board at some time at which time he would declare an interest;</li> <li>• Steven Ker had intimated that he would be advising the Board Secretary of an interest;</li> <li>• Sara Shinton declared that she was a director of the following two companies: Henry Boys &amp; Son Ltd and Shinton Consulting Ltd. She was not aware of any conflict with the College.</li> </ul> <p>The Board Secretary advised that the external audit report had noted that there is not an effective formal process to ensure that members update their written register of interests on an annual basis. He therefore advised that members would shortly be provided with a copy of their register of interests and would be asked to update as necessary or confirm it was accurate and sign, date and return to the Board Secretary.</p> <p style="text-align: right;"><b>ACTION: All</b></p>
84/18	<p><b>BORDERS COLLEGE ANNUAL ACCOUNTS 2017-18 (Paper B)</b></p> <p>The VP Finance and Corporate Services presented the 2017/18 audited accounts following recommendations for approval by the F&amp;GP and Audit Committees at their joint meeting on 22 November 2018.</p> <p>The accounts had been audited by the College's external auditors who had confirmed that the financial statements provide a true and fair view of the state of affairs of the College as at 31 July 2018.</p> <p>Both Committees had received an earlier draft with changes agreed. F&amp;GP Chair and Audit Chair confirmed that all updates had been reflected. VP Finance and Corporate Services confirmed that Auditors had cleared the final version for signature today.</p>

	<p>The Board confirmed its approval of the final version which would be signed by the Chair and Principal at the end of the meeting.</p>
<p><b>85/18</b></p>	<p><b>LETTER OF REPRESENTATION (Paper C)</b></p> <p>The VP Finance &amp; Corporate Services advised that part of the process of ensuring that proper governance arrangements are in place when agreeing the final accounts is the issue of a Letter of Representation to the external auditors providing assurances around the information contained in the financial statements. The letter had been prepared in a standard format and agreed with the auditors.</p> <p>The attached External Audit Report contained a larger number of management action points than usual, however, both F&amp;GP and Audit Chairs confirmed that both Committees were satisfied that these would be resolved by Management. There was recognition of the changes to senior members within the finance team which had resulted in a loss of local and sector knowledge.</p> <p>The follow-up on the audit recommendations from the prior year had highlighted two areas. One being the contract between the College and Heriot-Watt University regarding the Campus Lifecycle Trust Fund and the required confirmation of the current signatory arrangement with the College as the only signatory which was not consistent with the contract terms. Members were advised that the previous VP Finance &amp; Corporate Services had received a satisfactory verbal confirmation from Heriot-Watt University, however, a written confirmation was still outstanding.</p> <p>The remaining action regarding an estimation basis for the Netherdale provision was not due until 31 July 2019.</p> <p>There was a small typing error on the first page of the letter which would be corrected prior to signing.</p> <p style="text-align: right;"><b>ACTION: VP F&amp;CS</b></p> <p>The Board confirmed their understanding of the contents and approved the issuing of the letter.</p>
<p><b>87/18</b></p>	<p><b>REVIEW OF CORPORATE GOVERNANCE GUIDE (Paper E)</b></p> <p>The Board Secretary provided an overview of the paper which sought approval to revisions of the College's Corporate Governance Guide Narrative, Standing Orders and Scheme of Delegation.</p> <p>A discussion took place with the following points raised:</p> <ul style="list-style-type: none"> <li>• Standing Orders – Written Procedure (S.O. 31) <ul style="list-style-type: none"> <li>- Agreed to amend wording to clarify that this procedure could be adopted by Committees of the Board as well as the Board;</li> <li>- Reference to quorum should be to Standing Order 32;</li> <li>- Noted that it would be important for Board Secretary to clearly indicate the date by which members must reply. The time allotted for reply would be determined by the urgency of the matter in question.</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>• Corporate Governance Guide <ul style="list-style-type: none"> <li>- Item 6 – Paid post of Chair to be included;</li> <li>- Board members are <i>encouraged</i> instead of expected to attend all meetings;</li> <li>- More explicit reference to be made to Board committees;</li> <li>- Reference to the annual performance of the Chair to be included;</li> <li>- Item 7 Tenure of office – reference to be made on decision to extend tenure;</li> <li>- Refer to “relevant” Scottish Minister on page 8;</li> <li>- Page 10 change non-teaching to support;</li> <li>- Page 10 final paragraph should refer to student <i>representatives</i> instead of representative and appointment as student officers;</li> <li>- Page 5 chart will have reference to organisational structure instead of detailed responsibilities.</li> </ul> </li> </ul> <p style="text-align: right;"><b>ACTION: Board Secretary</b></p> <p>In addition, the Board Secretary advised that he would update various practical items such as staff and student numbers in the narrative.</p>
88/18	<p><b>RULES FOR ELECTION OF STAFF MEMBERS (Paper F)</b></p> <p>The Board Secretary referred to the proposed set of election rules and noted that these were, as required, currently with the representatives of the relevant trade unions for consultation on their terms.</p> <p>The Board approved the proposed election rules noting that the Chair is authorised to agree to any non-material amendments which may be proposed by the trade union representatives.</p> <p>The Board Secretary noted that the resignation of Paula Hutchison who was the academic staff member requires that an election now take place.</p>
89/18	<p><b>DATA PROTECTION POLICY (Paper G)</b></p> <p>The VP Finance and Corporate Services provided an overview of the College’s Data Protection Policy which had been updated in line with the introduction of GDPR. The principles had not fundamentally changed, however, the rights of data subjects were now much greater. The Policy had been fully updated to comply with the law and rights of data subjects. The VP Finance and Corporate Services agreed to clarify the action that the college could take in the event that an individual refused to offer data that the college required.</p> <p>The Board approved the Data Protection Policy.</p>
90/18	<p><b>STRATEGIC RISK REGISTER (Paper H)</b></p> <p>The VP Finance and Corporate Services provided an update on the Strategic Risk Register which was considered by the Executive Team on 12 November 2018 with changes supported by the Finance &amp; General Purposes and Audit Committees on 22 November 2018.</p> <p>The paper highlighted the areas which remained above target. There was recognition of the wider contextual changes where there is reliance on partnerships which can be out-with College control. VP Finance and Corporate Services advised that she is keen to ensure risks and performance measures can be linked. An in-depth review of the register will be completed which will</p>

	<p>further examine the targeted actions and improve monitoring and scrutiny of progress.</p> <p>The following risk will be added to the register:</p> <ul style="list-style-type: none"> <li>• SOSEP – reputational damage of a failure to achieve the outputs of the South of Scotland Learning and Skills Network and to respond to the to the creation of the new agency.</li> </ul> <p style="text-align: right;"><b>ACTION: VP F&amp;CS</b></p> <p>The Board noted the contents of the paper.</p>
<b>91/18</b>	<p><b>PRINCIPAL'S REPORT (Paper I)</b></p> <p>The Principal provided an update on the SOSEP Textiles Centre for Excellence which is led by SB Council with the College as the main training provider. A meeting had been attended with the recently appointed Project Manager where there had been an expectation that the College would be leading on the development centre. The Principal had clarified that the Council was responsible for the project and subsequent maintenance of the project and tha the college commitment was to the training element. The premises in Hawick which were originally identified for the centre were no longer fit for purpose. Employers were also unaware that apprentices had to be employed in order for the College to undertake training. The Board noted the potential reputational risk to the College.</p> <p>Members were very encouraged by the number of initiatives which were highlighted within the Principal's report and wished to pass on appreciation to all staff involved.</p>
<b>92/18</b>	<p><b>JOINT BOARD MEETING (Paper R)</b></p> <p>This item was confidential at this time therefore a separate minute was taken.</p>
<b>93/18</b>	<p><b>REVIEW OF CHAIR 2018</b></p> <p>The Board Secretary advised members that a questionnaire would be circulated early next year in regards to the 2018 review of the Chair.</p> <p style="text-align: right;"><b>ACTION: Board Secretary</b></p>
<b>94/18</b>	<p><b>CODE OF CONDUCT (Paper J)</b></p> <p>The Board Secretary reminded members of their responsibility to comply with the terms of the Code of Conduct for Members of the Board and Ethical Standards.</p> <p>This reminder was a development action from The Board Enhancement Plan 2018/19 designed to assist with compliance.</p> <p>The Board noted their responsibilities.</p>
<b>95/18</b>	<p><b>CHARITABLE RESPONSIBILITIES (Paper K)</b></p> <p>The Board Secretary provided an overview of the paper which updated members on their responsibilities as trustees of a charitable organisation.</p> <p>This reminder of their responsibilities was a development action from the Board Enhancement Plan 2018/19.</p>

	The Board noted their responsibilities.
<b>96/18</b>	<p><b>REPORTS FROM COMMITTEE CHAIRS (INCLUDING ANNUAL REPORTS)</b></p> <p><u>Finance and General Purposes Committee (Paper L)</u> Draft minutes of the meeting held on 22 November 2018 and the Annual Report of the F&amp;GP Committee for 2017-18 were both received.</p> <p><u>Audit Committee (Paper M)</u> Draft minutes of the meeting held on 22 November 2018 and the Annual Report of the Audit Committee for 2017-18 were both received.</p> <p><u>Nominations Committee (Paper N)</u> The Annual Report of the Nominations Committee for 2017-18 was received.</p> <p>Recommended appointment of new Board Members - This item was confidential at this time therefore a separate minute was taken.</p> <p>The Chair noted the resignation of Nicola McIlwraith and Steven Ker from the Board.</p> <p><u>Curriculum and Quality Committee (Paper O)</u> Draft minutes of the meeting held on 18 October 2018 and the Annual Report of the Curriculum &amp; Quality Committee for 2017-18 were both received.</p> <p><u>Chair's Committee (Paper P)</u> The Annual Report of the Chair's Committee for 2017-18 was received.</p> <p><u>Remuneration Committee</u></p> <p>In the absence of Jane Gaddie (Chair of the Remuneration Committee) the Chair of the Board updated members verbally on the Committee's work and in particular the outcome of the Senior Post Holders pay review.</p> <p>The Board approved a recommendation for Liz Parkes to join the Remuneration Committee.</p> <p>The Chair expressed his appreciation to all Committee Members and Chairs for their continued support which is essential to the College moving forward.</p>
<b>97/18</b>	<p><b>BCSA UPDATE &amp; PROGRESS REPORT (standing item – Paper Q)</b></p> <p>BCSA President provided an overview of the paper which updated the Board on key projects and events under the operational themes of Improving BCSA; Introducing Sport and Physical Activity and Mental Health. He reported that the first Student Experience Committee had been very well received with good progress being made by the Lead Representatives.</p> <p>He was also pleased to report that the Students' Association will be exhibiting at next year's Sparqs Conference. A new LGBT+ group has also been established to work specifically on transgender awareness.</p> <p>The Board congratulated the Student President on his update.</p>
<b>98/18</b>	<p><b>HEALTH &amp; SAFETY (standing item)</b></p> <p>No items were raised.</p>

99/18	<p><b>EQUALITY AND DIVERSITY (standing item)</b></p> <p>As highlighted under Item 97/18, a new LGBT+ group has been established by BCSEA to raise transgender awareness.</p>
100/18	<p><b>ENVIRONMENTAL AND SUSTAINABILITY (standing item)</b></p> <p>No items were raised.</p>
101/18	<p><b>AGENDA ITEMS FOR NEXT MEETING</b></p> <p>The Chair advised that there may be a requirement to review the meeting schedule for 2019.</p>
102/18	<p><b>BOARD PAPERS FOR PUBLICATION (Standing item)</b></p> <p>All papers would be published on the website with the exception of the following:</p> <ul style="list-style-type: none"> <li>• Joint Board Meeting</li> <li>• Annual Accounts 2017/18</li> <li>• Letter of Representation</li> <li>• Draft Regional Outcome Agreement 2019/20</li> <li>• Principals' Report (with redactions)</li> <li>• Appointment of new Board members</li> </ul>
103/18	<p><b>ANY OTHER BUSINESS</b></p> <p>The Chair referred to the retiral early next year of Ian Ireland and noted the very significant contribution made by him both during his membership of the Board and as Chair of the Curriculum and Quality Committee.</p> <p>The Chair also advised that he had received a letter from Steven Ker intimating his resignation as a member of the Board. Mr Ker had advised however that he would be happy to perform a hand-over to the new Audit Committee Chair or possibly attend the next Audit Committee meeting in February. His resignation as a Board member was however effective as from the end of this meeting. The Chair thanked Mr Ker for all of his good work particularly relating to the Audit Committee.</p>
104/18	<p><b>DATE OF NEXT MEETING</b></p> <p>The next meeting of the Board of Management would take place on Thursday 7 March 2019 at 5.30pm in the Board Room, Scottish Borders Campus, Galashiels.</p>

Signed:.....  
Chair

Signed:.....  
Board Secretary