

## Minute of College Development Network Board of Directors Wednesday 09 November 2016, Argyll Court, Stirling

| Present                         |                                       |
|---------------------------------|---------------------------------------|
| Paul Houlden (Chair) (PH)       | Willie Mackie (WM)                    |
| Annette Bruton (AB) (via Skype) | Linda McTavish (LMcT)                 |
| Thomas Kelly (TK)               | Douglas Millar (DM)                   |
| In Attendance                   |                                       |
| Wendy Grindle (WG)              | Candy Munro (CM)                      |
| Marian McMorland (MM)           | Gayle Watson (Company Secretary) (GW) |
| Apologies                       |                                       |
| Stephanie Graham (SG)           |                                       |

### 1. Declarations of Interests

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#### Agenda Item: 1 | Paper No: Verbal | Lead: PH

There were no updates to the declaration of interests register.

### 2. Welcome and Apologies

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#### Agenda Item: 2 | Paper No: Verbal | Lead: PH

The Chair welcomed members to the meeting. Apologies were as noted above.

### 3. Minutes of Last Meeting and Matters Arising

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#### Agenda Item: 3 | Paper No: CDN/091116/1 | Lead: PH

#### 3.1 Minutes

The minutes of the meeting of 28 September 2016 were approved as a true and accurate record.

#### 3.2 Rolling Action Points

The Board noted the rolling actions points and updates provided.

#### 3.3 Matters Arising

The Board noted that Energy Skills Partnership had moved out of Argyll Court on 24 October.

Feedback from the Board training event had been very positive and it was felt that this had whetted the appetite of Boards for more training and update events of this nature. WM highlighted that the Minister had been very complimentary regarding CDN's role in governance to date.

## **4. For Discussion/Agreement**

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### **Operational Issues**

#### **4.1 Agenda Item: 4 | Paper No: CDN/091116/2 | Lead: CM (Acting CEO's Report)**

The Board noted the report covering a six week period. The following key areas were highlighted:

- KPIs (1<sup>st</sup> Quarter)
- Bids won
- Board Members' Conference
- Governance Hub.

#### **4.2 Agenda Item: 4 | Paper No: CDN/091116/3 | Lead: WG (Business Development Team Report) Non-Disclosure**

#### **4.3 Agenda Item: 4 | Paper No: Verbal | Lead: DM (CEO Recruitment)**

DM thanked the Board, GW and Jon Watson for their support in the recruitment process. Jim Metcalfe (JM) will join CDN from 4 January 2017 and appropriate communications will follow. The Board thanked DM for his support in the process. JM will engage with CDN ahead of his formal start date.

*LMcT joined the meeting mid-way through item 4.3.*

#### **4.4 Agenda Item: 4 | Paper No: Verbal | Lead: GW (Board Self-Evaluation)**

GW indicated that it had been proposed at the recent Audit Committee meeting to undertake the Board Self-Evaluation in line with the timings agreed by the sector. The self-evaluation will therefore will be completed by the end of March 2017.

#### **4.5 Agenda Item: 4 | Paper No: CDN/091116/4 | Lead: GW (Year End Accounts)**

GW gave an overview of the year end accounts. The Audit Committee recommended that the Board sign off the Annual Accounts and that the Chair of the Board sign the Letter of Representation. The Board congratulated the team on the clean audit report and acknowledged the complimentary comments from the auditor re the support and quality of the information provided during the audit.

### **Decision**

- The Board approved the CDN financial statements for the year ended 31 July 2016 and agreed the Chair sign the Letter of Representation.

#### **4.6 Agenda Item: 4 | Paper No: CDN/091116/5 | Lead: CM/GW (Risk Register)**

The Board noted and considered the risk register. The Board agreed that the risk register accurately reflects current business issues.

A discussion took place re the upcoming spending review and its potential impact on CDN. The Board noted that a debate will take place in Parliament on Thursday 17 November 2016.

### **Decision**

- Scenario planning to be undertaken once the outcome of the spending review is known.

### **Strategic Issues**

#### **4.7 Agenda Item: 4 | Paper No: Verbal | Lead: PH (The Future)**

This was covered earlier in the meeting.

#### **4.8 Agenda Item: 4 | Paper No: Verbal | Lead: CM (Direction of Travel)**

This was covered earlier in the meeting.

### **5. Committee Updates**

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#### **5.1 Agenda Item: 5 | Paper No: CDN/091116/6 | Lead: SG (Development Committee)**

The Board noted the update on the recent Development Committee meeting.

#### **Decision**

- Updated CDN Network paper to be shared by the Development Committee with the Board.

#### **5.2 Agenda Item: 5 | Paper No: Verbal | Lead: TK (Innovation Committee)**

TK advised that he is in the process of attracting externals to join the Innovation Committee.

CM advised that she is taking forward work with the innovation centres.

#### **Decision**

- TK to discuss the Innovation Committee with the new CEO before moving the Committee forward and for the new CEO to determine who from CDN should join the Committee.
- GW to check that the remit of the Committee allows external membership.

#### **5.3 Agenda Item: 5 | Paper No: Verbal | Lead: DM (HR Committee)**

DM advised that the HR Committee have not met since the last meeting.

*WG and MM left the meeting.*

#### **5.4 Agenda Item: 5 | Paper No: Verbal | Lead: DM (Closed Session)**

The Board held a closed session.

*WG and MM re-joined the meeting.*

#### **5.5 Agenda Item: 5 | Paper No: CDN/091116/6 | Lead: WM (Audit Committee)**

WM gave an overview of the Audit Committee which took place on Monday 31 October

2016. The Board noted that assurance had been provided by both internal and external audit that the business was well run and well managed. The Board also noted that the Audit Committee felt that it was helpful to have contributions from Pete Smith at Audit Committee meetings.

### **Decision**

- Chair of the Audit Committee to sign the Audit Committee Annual Report.

## **6. For Information**

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### **6.1 Agenda Item: 6 | Paper No: Verbal | Lead: GW (Health and Safety)**

The Board noted that there were no health and safety issues to be brought to the Board's attention.

## **7. AOCB**

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- 7.1** PH reminded members that all future meeting papers will be available only through Admincontrol.
- 7.2** PH is meeting with Jim Metcalfe (JM) on Wednesday 16 November 2016 which will be followed by a meeting between the CDN Executive and JM. JM will be in attendance at CDN's Annual Awards ceremony. JM will also be asked to contact each of the Committee Chairs for a one to one briefing.

## **8. Continuous Improvement**

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### **Agenda Item: 8 | Paper No: Verbal | Lead: PH**

Members agreed that the papers and the meeting were well co-ordinated and informative.

## **9. Date of Next Meeting**

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### **Agenda Item: 9 | Paper No: Verbal | Lead: PH**

The date of the next meeting and planning session is Wednesday 18 January 2017.

Signed \_\_\_\_\_

Date \_\_\_\_\_