

Board of Directors

Agenda for Wednesday 05 December 2018

Meeting commencing at 1100 (with Board Members attending remotely) and concluding at 1200

		Paper	Lead
1.	Declaration of Interests	Verbal	<i>Chair</i>
2.	Welcome and Apologies	Verbal	<i>Chair</i>
3.	<p>For Discussion/Agreement Minutes of Last Meeting</p> <ul style="list-style-type: none"> • 24 October 2018 Minutes • Rolling Action Points • Matters Arising <p>Strategic Issues</p> <ul style="list-style-type: none"> • Year End Accounts (<i>Non Disclosure</i>): <ul style="list-style-type: none"> - Management Accounts and commentary to 31 July 2018 - Audit Findings Report - Cover Letter - Letter of Representation - Draft Financial Statements for the Year Ended 31 July 2018 • Audit Committee Annual Report (<i>Non Disclosure</i>) <p>Operational Issues</p> <ul style="list-style-type: none"> • Board External Evaluation • Risk Register 	<p>CDN/051218/1 Paper Verbal</p> <p>CDN/051218/2</p> <p>CDN/051218/3</p> <p>Verbal</p> <p>CDN/051218/4</p>	<p><i>Chair</i> <i>Chair</i> <i>Chair</i></p> <p><i>Gayle Watson</i></p> <p><i>Willie Mackie</i></p> <p><i>Gayle Watson</i></p> <p><i>Jim Metcalfe</i></p>
5.	AOCB	Verbal	<i>Paul Houlden</i>
6.	Continuous Improvement Review of Meeting and Supporting Papers	Verbal	<i>Chair</i>
7.	Date of Next Meeting <ul style="list-style-type: none"> • Wednesday 30 January 2019 from 1200 to 1430 	Verbal	<i>Chair</i>

Action Monitoring Log

Agenda No	Action Ref	Action	Date	Owner
Tuesday 31 May 2016				
4.7	A16.13	Board to highlight any strategic opportunities and facilitate introductions to support CDN.	Ongoing	ALL
Wednesday 29 March 2017				
4.5	A21.06	Testing of an element of the Business Continuity Plan to be undertaken within approx. six months with the support of Edinburgh College Facilities Manager. Update: Following the move to Airthrey Castle the plan needs to be revised before testing.	July 2019	GW
Wednesday 31 January 2018				
4.2.1	A26.06	Board Members to advise Marian McMorland of any activity which falls under the auspices of the Lobbying Act.	Ongoing	ALL
6.2	A26.13	Further consideration to be given, in relation to the portal, to: <ul style="list-style-type: none"> training for the Board to make use of additional functionality and issuing of tips in relation to its usage 	As required Ongoing	GW GW
Wednesday 28 March 2018				
3.3	A27.01	JB and MC to attend discussions with the CDN Board twice yearly.	Ongoing	JM
3.3	A27.02	CDN Board encouraged to contact James Boyce on an ongoing basis.	Ongoing	ALL
4.5	A27.03	Actions following on from the self-evaluation process: <ul style="list-style-type: none"> future evaluations to include the percentage of responses received to enable trends to be tracked. CDN Board Agendas to be forward planned in relation to strategic items. Committee Chairs and the Senior Leadership Team to meet once or twice per annum. 	Ongoing Ongoing Ongoing	GW JM GW
Wednesday 20 June 2018 : CDN Committee Chairs and Leadership Team Meeting				
2	A28.01	Audit Committee to consider its role regarding supporting CDN's funding discussions.	01 Nov 18	WM
2	A28.03	Staff skills audit to be taken forward during 2018/19.	24 July 19	GW
2	A28.04	A report on the PDP to be brought to the HR Chair and to the Board Meeting.	30 Jan 19	JM
5.1	A28.07	Articles of Association GC to take forward the refresh of the Articles of Association on behalf of the Board and to make recommendations in relation them.	TBC	GC

Thursday 23 August 2018				
4.1.2	A30.03	Strategic Framework <ul style="list-style-type: none"> • CDN to consider widening the scope of the market for its Leadership Courses. 	2018/19	VP
4.1.3	A30.04	Board Committees <ul style="list-style-type: none"> • the reconstitution of the Development and Innovation Committees into Forums; • that the Innovation and Development Forum chairs work with the CEO and Company Secretary with regard to the membership and remit of these Forums. 	31 Jan 19	SJ/SG JM/GW
4.2.1	A30.06	Risk Register <ul style="list-style-type: none"> • maintaining and reporting and assessment against Human Rights/Equalities will be added to the next risk register and will be discussed regularly at Leadership Team meetings. • the risk relating to SFC funding should be changed now that funding for 2018-19 has been secured. • controls and mitigations in relation to risk 3 to be re-considered. • consideration to be given to re-wording the 'member expectations' risk re to say 'not meeting member expectations' rather than 'Member expectations are not well managed'. the risk in relation to Consultants is too specific and should be removed.	Complete	JM

Wednesday 24 October 2018				
4.1.1	A31.01	A remit for the revised Innovation Forum will be drawn up and circulated to the current membership of the Innovation Committee.	Nov 2018	GW
█	█	█	█	█
█	█	█	█	█
4.2.1	A31.4	Risk Register to be updated as agreed by the Board.	05 Dec 18	JM
4.2.2	A31.5	PH to discuss arrangements for the external evaluation with GW and GW will e-mail the Board following the discussion.	Nov 2018	PH/GW
█	█	█	█	█

Minute of College Development Network Board of Directors Wednesday 24 October 2018, CDN, Stirling

Present	
Paul Houlden (Chair) (PH)	Brian Johnstone (BJ)
Gillian Croan (GC)	Siobhán Jordan (SJ)
Stephanie Graham (SG)	Jim Metcalfe (JM) via telephone
In Attendance	
Wendy Grindle (WG)	Victoria Pyle (VP)
Marian McMorland (MM)	Gayle Watson (Company Secretary) (GW)
Sandy Murray (SM)	Gina Wilson (GWi)
Apologies	
Willie Mackie (WM)	

1. Declarations of Interests

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

There were no updates to the declaration of interests register.

2. Welcome and Apologies

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

The Chair welcomed members to the meeting and attendance was noted as above.

3. Minutes of the Last Meeting

Agenda Item 3 | Paper No: CDN/241018/1 | Minutes of Last Meeting | Lead: PH

The minutes of the meeting held on 23 August 2018 were approved as a true and accurate record.

3.1 Rolling Action Points

The Board noted the rolling actions points.

3.2 Matters Arising

There were no matters arising.

4. For Discussion/Agreement

4.1 Strategic Issues

4.1.1 Agenda Item 3 | Paper No: Verbal/Tabled | Lead: JM/GW (Board Committees)

JM provided a brief overview of the discussion relating to the Development Committee changing to a Forum. It was agreed that there would be one last meeting of the Committee on Monday 19 November 2018 to agree its future membership and remit.

SJ advised that the Innovation Committee will be revised and operate as a group of critical friends going forward. The changes will be communicated to current committee members.

Decision

- The Board acknowledged the benefits of the link and value to the sector that the Development Committee provides.
- A remit for the revised Innovation Forum will be drawn up and circulated to the current membership.

4.1.2 Agenda Item 3 | Paper No: Verbal/Tabled| Lead: VP (Next Generation Leadership) Non Disclosure

[Redacted text block]

Decision

[Redacted text block]

4.1.3 Agenda Item 3 | Paper No: Verbal/Tabled | Lead: SM (Professional Standards) Non Disclosure

[Redacted]

[Redacted]

[Redacted]

[Redacted]

Decision

[Redacted]

The Board to feedback any further comments to sandy.murray@cdn.ac.uk

4.2 Operational Issues

4.2.1 Agenda Item: 3 | Paper No: CDN/241018/2 | Lead: JM (Risk Register)

The Board noted the changes to the Risk Register.

JM provided an overview of the previous changes requested by the Board.

The Board asked that:

- Consideration be given to Risks 4 and 5 and to include something to cover if the CDN product isn't what the sector requires.
- Risk 2 to be revised downwards.
- Consideration to be given to reducing Risk 1.

Decision

- Risk Register to be updated as agreed by the Board.

4.2.2 Agenda Item: 3 | Paper No: Verbal | Lead: GW (External Evaluation)

GW gave the background to undertaking an external evaluation and it was agreed that an external evaluation should take place.

Decision

- PH to discuss arrangements for the external evaluation with GW and GW will e-mail the Board following the discussion.

4.2.3 Agenda Item: 3 | Paper No: CDN/241018/3 | Lead: GW (Notifiable Events – OSCR) Non-disclosure

[Redacted]

[Redacted]

Decision

[Redacted]

5. For Information

Agenda Item: 5.1 | Paper No: CDN/241018/4 | Lead: JM (CEO’s Report)
Agenda Item: 5.2 | Paper No: Not met | Lead: WM (Audit Committee)

The for information items were noted by the Board and JM summarised the CEO’s Report.

6. AOCB

6.1 Agenda Item: 5 | Paper No: Verbal | Lead: PH

6.1.1 WG gave an overview of the **CDN College Awards** which are taking place on Thursday 25 October 2018.

7. Continuous Improvement

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

8. Date of Next Meeting

The next meeting will now take place on Wednesday 05 December 2018 from 1100 to 1200 (remote attendance by Board Members).

Signed _____

Date _____

CDN Board Meeting

Wednesday 05 December 2018

Agenda Item: 4

Paper No: CDN/051218/4

Title: Risk Register

Summary:

The attached risk register is the latest register to be considered by the Leadership Team.

Recommendation:

The Board is asked to consider the completeness and appropriateness of the current risk register.

High Risk (Score 18-25)			Medium Risk (Score 10-17)			Low Risk (Score 1-9)								
No	Risk	Consequence	(Pre-Controls) Risk Score			Control	Frequency of Monitoring	Responsibility	Date reviewed	+ / -	Net Risk (Post Controls)			Is Control in Place?
			L	I	Total						L	I	Total	
1	Risk that income generation does not meet needs of the business.	[REDACTED]	5	4	20	[REDACTED]	Monthly	Executive/ Leadership Team	Nov 2018	↔	5	4	20	<ul style="list-style-type: none"> • Yes • Underway • Yes
2	Risk that good staff might not be motivated and retained.	[REDACTED]	5	5	25	[REDACTED]	Monthly	Board/ Leadership Team	Nov 2018	↓	4	4	16	<ul style="list-style-type: none"> • Ongoing • Yes • Yes • Yes • Yes • Yes
3	Uncertainty in outcome and financial relationship with SFC.	[REDACTED]	5	5	25	[REDACTED]	Monthly	Board/ Leadership Team	Nov 2018	↔	4	4	16	<ul style="list-style-type: none"> • Ongoing • Discussions underway • Yes • Yes • Yes

High Risk (Score 18-25)	Medium Risk (Score 10-17)	Low Risk (Score 1-9)
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No	Risk	Consequence	(Pre-Controls) Risk Score			Control	Frequency of Monitoring	Responsibility	Date reviewed	+ / -	Net Risk (Post Controls)			Is Control in Place?
			L	I	Total						L	I	Total	
4	Fail to produce products/ services that meet the needs of customers.	[Redacted]	5	5	25	[Redacted]	Monthly	Board/ Leadership Team	Nov 2018	↔	3	4	12	<ul style="list-style-type: none"> • Ongoing • Yes • Yes • Yes • Yes
5	Failure to manage CDN brand message to external stakeholders	[Redacted]	4	4	16	[Redacted]	Monthly	Board/ Leadership Team	Nov 2018	↔	3	3	9	<ul style="list-style-type: none"> • Ongoing • Yes • Yes • Ongoing
6	Maintaining relationships with key sector agencies	[Redacted]	5	3	15	[Redacted]	Monthly	Board/ Leadership Team	Nov 2018	↔	2	3	6	<ul style="list-style-type: none"> • Ongoing • Ongoing

High Risk (Score 18-25)	Medium Risk (Score 10-17)	Low Risk (Score 1-9)
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No	Risk	Consequence	(Pre-Controls) Risk Score			Control	Frequency of Monitoring	Responsibility	Date reviewed	+ / -	Net Risk (Post Controls)			Is Control in Place?
7	Environment of rapid policy change in Scotland has an impact on the wider education system and CDN's work within it	[REDACTED]	2	4	8	[REDACTED]	Monthly	Board/ Leadership Team	Nov 2018	↔	2	3	6	<ul style="list-style-type: none"> • Yes • Yes • Yes
8	Equalities and Human rights issues not considered by CDN	[REDACTED]	4	3	12	[REDACTED]	Monthly	Leadership Team	Nov 2018	↔	3	2	6	<ul style="list-style-type: none"> • Yes • Yes • Yes

Likelihood

Likelihood	The probability that the risk and its associated impacts could occur
1	Risk is unlikely to occur
2	Risk may occasionally occur
3	Risk is likely to occur
4	Risk may often occur
5	Risk could easily, or does, occur

Impact

Impact	Impact the risk would have on the business
1	No significant impact on the business (£5,000 or less)
2	Has a small impact on the business (£15,001 - £50,000)
3	Has limited impact on the business (£50,001 - £150,000)
4	Has a large impact on the business (£150,000 - £500,000)
5	Has a serious impact on the business (£500,001 - £1 million)

Commentary

Brief narratives where the inherent or residual (pre and post-control) risk is assessed as "High" are given below:

Risk No.	Risk	Comments
1	Risk that income target not met.	This has a high inherent and residual risk due to the threat to the future sustainability of the organisation