

Board of Directors

Agenda for Wednesday 27 March 2018

Lunch from 1200-1230 with the Board meeting

commencing at 1230 and concluding at 1430, West College Scotland (Paisley Campus)

Agenda

Item No.	Item	Information/ Paper No.	Speaker
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"> • 30 January 2019 Minutes • Rolling Action Points • Matters Arising <p>Strategic Issues</p> <ul style="list-style-type: none"> • Executive Leadership Programme • Strategic Planning on 29 May 2019 • Articles of Association (Non-Disclosure) <p>Operational Issues</p> <ul style="list-style-type: none"> • Pay Review • Re-Appointment of External Auditors • Risk Register 	<p>CDN/270319/1 Paper Verbal</p> <p>Verbal Verbal CDN/270319/2</p> <p>Verbal CDN/270319/3 CDN/270319/4</p>	<p><i>Chair</i> <i>Chair</i> <i>Chair</i></p> <p><i>Valerie Jackman</i> <i>Chair</i> <i>Gayle Watson/</i> <i>Gillian Croan</i></p> <p><i>Jim Metcalfe</i> <i>Gayle Watson</i> <i>Jim Metcalfe</i></p>
4.	Schedule of Meetings for 2019/20	CDN/270319/5	<i>Chair</i>
5.	<p>For Information These items are for information only. No updates will be provided but the Board is welcome to ask any questions they may have.</p> <ul style="list-style-type: none"> • CEO's Report • Finance, HR and Health and Safety Update (Non-Disclosure) 	<p>CDN/270319/6 CDN/270319/7</p>	
6.	AOCB	Verbal	<i>Chair</i>
7.	<p>Continuous Improvement Review of Meeting and Supporting Papers</p>	Verbal	<i>Chair</i>
8.	<p>Date of Next Meeting</p> <ul style="list-style-type: none"> • Wednesday 29 May 2019 at CDN, Stirling: 0930 to 1200 Strategic Session 1200 to 1230 Lunch 1230 to 1430 Board meeting 	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	Update Business Continuity Plan	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	A28.03	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.	Complete	JM
Wednesday 05 December 2018				
4.1.1	A32.2	Year End Accounts and Financial Statements <ul style="list-style-type: none"> Henderson Loggie to be re-appointed as Auditors for one further year either by written resolution or at an AGM 	Complete	GW
4.2.1	A32.5	External Evaluation <ul style="list-style-type: none"> Names of potential external evaluators to be circulated to the Board. 	March 19	GW
4.2.1	A32.6	External Evaluation <ul style="list-style-type: none"> The Board self-evaluation will be considered after the external evaluation is complete. 	July 19	ALL

Wednesday 31 January 2019				
3.2.1	A33.01	Articles of Association <ul style="list-style-type: none"> Paper to be circulated ASAP and considered at the 27 March 2019 Board meeting. 	27 Mar 19	GW
3.3.2	A33.02	External Board Evaluation <ul style="list-style-type: none"> An Executive Summary of the evaluation can be shared with SFC as part of CDN's ongoing communications with them and published on the CDN website. 	24 July 19	WM

CDN Board Meeting

Wednesday 27 March 2019

Agenda Item: 3

Paper No: CDN/270319/3

Title: Re-Appointment of External Auditors

Summary:

The Audit Committee proposed, and the Board agreed at its meeting on 5 December 2018, to re-appoint Henderson Loggie as auditors for the year ended 31 July 2019. This needs to be done before the 28 May 2019 – the end of the auditor appointment period under the Companies Act.

This requires the approval of the Company members. Given that an AGM will not take place before 28 May a written resolution can be circulated to members for approval instead. A draft written resolution is attached.

Recommendation:

The Board is asked to approve the Written Resolution in the form produced to the meeting and send the Written Resolution to every eligible member of the Company for agreement.

Written resolution of members under Companies Act 2006

Company number SC143514

Private Limited Company by guarantee without share capital

WRITTEN RESOLUTION

of

COLLEGE DEVELOPMENT NETWORK (Company)

3 April 2019

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (**Resolution**).

ORDINARY RESOLUTION

To extend the appointment of Henderson Loggie LLP as the Company's auditor to the end of the period for appointing auditors under section 485(2) of the Companies Act 2006 in 2020, at a remuneration to be determined by the directors.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on 3 April 2019, hereby irrevocably agrees to the Resolution:

Signed by [NAME OF INDIVIDUAL]

Company Member (name of Regional College/Strategic Body)

Date

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to:

Gayle Watson, Company Secretary, College Development Network, Airthrey Castle, University of Stirling, FK9 4LA or by email to gayle.watson@cdn.ac.uk.
2. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless within 28 days of the date of this Resolution sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

CDN Board Meeting

Wednesday 27 March 2019

Agenda Item: 3

Paper No: CDN/270319/4

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 the needs of the business.	[Redacted]	5	4	20	[Redacted]	Monthly	Executive/ Leadership Team	Jan 2019	↔	5	4	20	<ul style="list-style-type: none"> • Yes • Underway • Yes
2	Risk that staff might not be motivated and retained.	[Redacted]	5	5	25	[Redacted]	Monthly	Board/ Leadership Team	Jan 2019	↔	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	Jan 2019	↔	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)
-------------------------	---------------------------	----------------------

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	Jan 2019	↔	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	Jan 2019	↔	3	3	9	<ul style="list-style-type: none"> • Ongoing • Yes • Yes
6	Maintaining relationships with key sector agencies	[Redacted]	5	3	15	[Redacted]	Monthly	Board/ Leadership Team	Jan 2019	↔	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)
-------------------------	---------------------------	----------------------

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 including Brexit	[REDACTED]	2	4	8	[REDACTED]	Monthly	Board/ Leadership Team	Jan 2019	↔	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	Jan 2019	↔	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 generation does not meet the needs of the business.	This has a high inherent and residual risk due to the threat to the future sustainability of the organisation

**CDN Board Meetings**

Date	Time	
	0930 to 1200	Strategic/Activity Session
	1200 to 1230	Lunch
Wednesday 29 May 2019	1230 to 1430	CDN, Stirling
Wednesday 12 June 2019	Joint Board TIME TBC	Session with Colleges Scotland (as part of College EXPO 19)
	1200 to 1230	Lunch
Wednesday 24 July 2019	1230 to 1430	CDN, Stirling

CDN HR Committee

April/May 2019	TBC	An annual online meeting to be held
----------------	-----	-------------------------------------

Possible 2019/20 Board meetings

	1200 to 1230	Lunch
Wednesday 11 September 2019	1230 to 1430	CDN, Stirling
Thursday 19 September 2019		
Thursday 26 September 2019		
Wednesday 02 October 2019		
	1200 to 1230	Lunch
Wednesday 27 November 2019	1230 to 1430	CDN, Stirling
	1200 to 1230	Lunch
Wednesday 29 January 2020	1230 to 1430	CDN, Stirling
	1200 to 1230	Lunch
Wednesday 25 March 2020	1230 to 1430	CDN, Stirling
Possible strategic session	0930 to 1200	
	1200 to 1230	Lunch
Wednesday 27 May 2020	1230 to 1430	CDN, Stirling
	1200 to 1230	Lunch
Wednesday 29 July 2020	1230 to 1430	CDN, Stirling

Possible 2019/20 CDN Audit Committee Meetings

Date	Time	Location
Wednesday 30 October 2019	1100 to 1300	CDN, Stirling
Wednesday 11 March 2020	1100 to 1300	CDN, Stirling

CDN Board Meeting

Wednesday 27 March 2019

Agenda Item: 4

Paper No: CDN/270319/6

Title: CEO's Report

Summary:

The CEO's Report is attached for information.

Recommendation:

The Board is asked to note the report.

Chief Executive's Report Q2 2018–19

Business Summary Dashboard		
 <p>Core Services Delivery The national programme of in-college Professional Standards workshops has been delivered in the quarter. Development Network activity has been extensive.</p>	 <p>New Markets & Diversified Income [Redacted]</p>	 <p>[Redacted]</p>
 <p>Operations & Finance [Redacted]</p>	 <p>Events & Communications The full programme for Expo'19 is now agreed and being marketed; the national cyber resilience conference and leadership summit are being delivered in the coming weeks. Plans to grow the #ChooseCollege campaign are underway.</p>	 <p>HR [Redacted]</p>
 <p>[Redacted]</p>	 <p>[Redacted]</p>	
 Positive progress  No issues  Issues to note  Significant issues for review		

1. Strategic issues and significant issues for review

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

2. Update on Q2 operations

The team has made strong progress on many of its **core projects** in the quarter, reflected by workplan priorities in the activity report being either completed, on schedule, or delayed by issues being resolved and under management.

3. Additional matters for noting

As we look back across the work CDN has undertaken in 2017–18, it is important to remember some of the **key accomplishments** of our small staff team and strategic Board and take pride in what we have been able to do, together.

We:

- Designed and delivered the inaugural College Expo, with 90+ events, hundreds of attendees, national media coverage and overwhelmingly positive participant feedback.
- Delivered a full programme of Board induction, thematic and online governance training, and welcomed 100 attendees to our annual Board conference.
- Continued to deliver advice, guidance, events support and organisation for more than 26 expert practitioner Development Networks across the college sector.
- Trained a record number of CMI management and leadership students, and were rated a top performing training centre nationally by both CMI and SQA. We delivered tailored in-college leadership training at four regional colleges, as well as mental health awareness and learning and teaching courses.
- Brought the FE Four Nations Forum to Scotland, hosting 40 leaders from across the college sector and government in Edinburgh for a successful two-day residential.
- Achieved the best-attended College Awards ever in 2017, and then in 2018 saw the most applications to the Awards since they began.

[Redacted]

[Redacted]

[Redacted]

[Redacted]