

## Agenda for Thursday 28 November 2019

Online Board meeting commencing at 1300 and concluding at 1400

### Agenda

| Item No. | Item  | Information/<br>Paper No. | Speaker                                    |
|----------|---|---------------------------|--|
| 1.       | <b>Declaration of Interests</b>   | Verbal                    | <i>Chair</i>                               |
| 2.       | <b>Welcome and Apologies</b>  | Verbal                    | <i>Chair</i>                               |
| 3.       | <b>For Discussion/Agreement</b>   |                           |  |
| 3.1      | Minutes of Last Meeting <ul style="list-style-type: none"> <li>• 26 September Minutes</li> <li>• Rolling Action Points</li> <li>• Matters Arising</li> </ul>  | CDN/281119/1              | <i>Chair</i>                               |
| 3.2      | <b>Strategic Issues</b> <ul style="list-style-type: none"> <li>• Year End Accounts (<i>Non Disclosure</i>):                             <ul style="list-style-type: none"> <li>- Management Accounts and commentary to 31 July 2019</li> <li>- Audit Findings Report</li> <li>- Cover Letter</li> <li>- Letter of Representation</li> <li>- Draft Financial Statements for the Year Ended 31 July 2019</li> </ul> </li> </ul> | CDN/281119/2              | <i>Gayle Watson</i>                        |
| 3.3      | <ul style="list-style-type: none"> <li>• Audit Committee Annual Report (<i>Non Disclosure</i>)</li> <li>• Draft Audit Committee Minutes (for information) (<i>Non Disclosure</i>)</li> </ul>  | CDN/281119/3              | <i>Willie Mackie</i>                       |
|          |   | CDN/281119/3.1            | <i>Willie Mackie</i>                       |
| 3.4      | <b>Operational Issues</b> <ul style="list-style-type: none"> <li>• Risk Register</li> <li>• CEO's Report</li> </ul>   | CDN/281119/4<br>Verbal    | <i>Jim Metcalfe</i><br><i>Jim Metcalfe</i> |
| 4.       | <b>AOCB</b>   | Verbal                    | <i>Chair</i>                               |
| 5.       | <b>Continuous Improvement</b><br>Review of Meeting and Supporting Papers  | Verbal                    | <i>Chair</i>                               |
| 6.       | <b>Date of Next Meeting</b><br>Wednesday 29 January 2020 from 1230 to 1430, with lunch available from 1200  | Verbal                    | <i>Chair</i>                               |

**Action Monitoring Log**

| Agenda No                         | Action Ref | Action   | Date      | Owner |
|-----------------------------------|------------|--|-----------|-------|
| <b>Wednesday 29 March 2017</b>    |            |  |           |       |
| 4.5                               | A21.06     | Update Business Continuity Plan  | Dec 2019  | GW    |
| <b>Wednesday 31 January 2018</b>  |            |  |           |       |
| 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   |
| <b>Wednesday 28 March 2018</b>    |            |  |           |       |
| 4.5                               | A27.03     | Actions following on from the self-evaluation process: <ul style="list-style-type: none"> <li>future evaluations to include the percentage of responses received to enable trends to be tracked.</li> <li>CDN Board Agendas to be forward planned in relation to strategic items.</li> <li>Committee Chairs and the Senior Leadership Team to meet once or twice per annum.</li> </ul> | Ongoing   | GW    |
|                                   |            |  | Ongoing   | JM    |
|                                   |            |  | Ongoing   | GW    |
| <b>Wednesday 05 December 2018</b> |            |  |           |       |
| 4.2.1                             | A32.6      | External Evaluation <ul style="list-style-type: none"> <li>The Board self-evaluation will be considered after the external evaluation is complete.</li> </ul>  | Dec 19    | ALL   |
| <b>Wednesday 31 January 2019</b>  |            |  |           |       |
| 3.3.2                             | A33.02     | External Board Evaluation <ul style="list-style-type: none"> <li>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.</li> </ul>  | Oct 19    | WM    |
| <b>Wednesday 27 March 2019</b>    |            |  |           |       |
| 3.1                               | A34.01     | Scottish Government to be invited to attend a Board meeting and consideration to be given to Karen Watt also attending   | Sept 19   | JM    |
| 3.2.3                             | A34.09     | Consideration to be given to bringing in Board observers over the next 6–9 months for succession planning purposes.  | Dec 2019  | GW    |
| 5.1                               | A34.14     | Consideration to be given to establishing an Innovation CoP – Hugh Hall to ask at the next Principals Group Meeting.   | 29 May 19 | HH    |
| <b>Wednesday 29 May 2019</b>      |            |  |           |       |
| 4.4                               | A35.01     | ██<br>██   | Dec 19    | GW    |
| <b>Wednesday 24 July 2019</b>     |            |  |           |       |
| 3.2.1                             | A36.01     | ██<br>██<br>██   | Complete  | JM/PH |

|       |        |  |            |       |
|-------|--------|--|------------|-------|
| 3.2.1 | A36.02 | [REDACTED]   | Complete   | JM/HH |
| 3.2.1 | A36.03 | [REDACTED]   | 26 Sept 19 | ALL   |
| 3.2.2 | A36.04 | [REDACTED]   | Complete   | GW    |
| 5.1   | A36.05 | WG to provide a CDN Brand update at the September Board meeting. | Complete   | WG    |

**Wednesday 26 September 2019**

|       |       |  |            |     |
|-------|-------|--|------------|-----|
| 3.2.2 | 37.01 | [REDACTED]   | 25 Mar 20  | JM  |
| 3.2.3 | 37.02 | [REDACTED]   | Jan 2020   | WG  |
| 3.2.3 | 37.03 | [REDACTED]   | Jan 2020   | WG  |
| 3.2.5 | 37.04 | [REDACTED]   | 31 July 20 | JM  |
| 3.3.1 | 37.05 | CDN to provide the sector with an overview of the training available and new training under development. | Jan 2020   | GWi |
| 4.1   | 37.06 | A report on the outcome of the Chair of the Development Networks event to be circulated to the Board.    | Jan 2020   | GWi |

## Minute of College Development Network Board of Directors Thursday 26 September 2019, CDN, Stirling

| Present                   |                                       |
|---------------------------|---------------------------------------|
| Paul Houlden (Chair) (PH) | Brian Johnstone (BJ)                  |
| Gillian Croan (GC)        | Siobhán Jordan (SJ)                   |
| Stephanie Graham (SG)     | Jim Metcalfe (JM)                     |
| In Attendance             |                                       |
| David Archibald           | Victoria Underwood (VU)               |
| Wendy Grindle (WG)        | Gayle Watson (Company Secretary) (GW) |
| Marian McMorland (MM)     | Gina Wilson (GWi)                     |
| Apologies                 |                                       |
| Hugh Hall (HH)            | Willie Mackie (WM)                    |

### 1. Declarations of Interests

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

There were no updates to the declarations of interest.

### 2. Welcome and Apologies

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

The Chair welcomed members and David Archibald from Henderson Loggie to the meeting. Attendance was noted as above.

### 3. For Discussion/Agreement

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#### 3.1 Agenda Item 3 | Paper No: CDN/260919/1 | Minutes of Last Meeting | Lead: PH

The minutes of the meeting held on Wednesday 24 July 2019 were approved as a true and accurate record.

##### 3.1.1 Agenda Item 3 | Paper No: CDN/260919 | Rolling Action Points | Lead: PH

The Board noted the rolling action points and updates.

##### 3.1.2 Agenda Item 3 | Paper No: Verbal | Matters Arising | Lead: PH

There were no matters arising.

#### 3.2 Strategic Issues

##### 3.2.1 Agenda Item: 3 | Paper No: CDN/260919/2 | Lead: PH (Strategic Funding Update) (Non-Disclosure)

GC Joined the meeting.

[Redacted]

**3.2.2 Agenda Item: 3 | Paper No: CDN/260919/2 | Lead: JM/GW (Business Strategy Update) (Non-Disclosure)**

[Redacted]

[Redacted]

**3.2.3 Agenda Item: 3 | Paper No: Presentation | Lead: WG (Brand Refresh) (Non-Disclosure)**

[Redacted]

[Redacted]

[Redacted]

[Redacted]

**3.2.4 Agenda Item: 3 | Paper No: CDN/260919/3 | Lead: JM (CDN Consultation) (Non-Disclosure)**

[Redacted]

[Redacted]

[Redacted]

[Redacted]

**3.2.5 Tabled Paper [Redacted] (Non Disclosure)**

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

**3.2.6 Agenda Item: 3 | Paper No: Presentation/Tabled Paper | Lead: JM/HH (Impact of CDN's work in the sector)**

Not discussed.

**3.3 Operational Issues**

**3.3.1 Agenda Item: 3 | Paper No: Presentation | Lead: GWi (Update on CDN online training modules)**

GWi provided the Board with an update on the progress made in respect of CDN's online training modules and presented visuals relating to Cyber Resilience and in particular Security Awareness Training.

## Decision

- CDN to provide the sector with an overview of the training available and new training under development.

### 3.3.2 Agenda Item: 3 | Paper No: CDN/260919/4 | Lead: DA (Board Effectiveness Review)

DA provided an overview of the external Board effectiveness review. Board members noted that a questionnaire will be issued to Board members for completion prior to 1:1 interviews with David.

### 3.3.3 Agenda Item: 3 | Paper No: CDN/260919/5 | Lead: JM (Risk Register)

The Board noted the risk register.

## 4. For Information

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### 4.1 Agenda Item: 4 | Paper No: CDN/260919/6 | Lead: JM (CEO's Report and CDN Activity Report)

The Board noted the report.

JM highlighted:

- A recent meeting of the Chairs of Development Networks;
- A successful Marketing Conference where a small fee was trialled for 'no shows';
- the first PEL residential of PEL.

## Decision

- A report on the outcome of the Chair of the Development Networks event to be circulated to the Board.

### 4.1.1 Agenda Item: 4 | Paper No: CDN/290519/7 | Lead: HR Update) (Non-Disclosure)

[REDACTED]

## 5. AOCB

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There was no AOCB.

## 6. Continuous Improvement

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

## 7. Date of Next Meeting

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The next meeting will take place on Thursday 28 November 2019 (online) from 1300 to 1400.

Signed \_\_\_\_\_

Date \_\_\_\_\_



**CDN Board Meeting**

**Thursday 28 November 2019**

**Agenda Item: 3.4**

**Paper No: CDN/281119/4**

**Title: Risk Register**

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**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 staff might not be motivated and retained.                 | [Redacted]  | 5                         | 5 | 25    | [Redacted]           | Monthly                 | Board/ Leadership Team     | Oct 2019      | ↔     | 4                        | 4 | 16    | <ul style="list-style-type: none"> <li>Ongoing</li> <li>Yes</li> <li>Yes</li> <li>Yes</li> <li>Yes</li> <li>Yes</li> </ul> |
| 2                       | Risk that income generation does not meet the needs of the business. | [Redacted]  | 5                         | 4 | 20    | [Redacted]           | Monthly                 | Executive/ Leadership Team | Oct 2019      | ↔     | 4                        | 3 | 12    | <ul style="list-style-type: none"> <li>Yes</li> <li>Underway</li> <li>Yes</li> </ul>                                       |
| 3                       | Fail to produce products/ services that meet the needs of customers. | [Redacted]  | 5                         | 5 | 25    | [Redacted]           | Monthly                 | Board/ Leadership Team     | Oct 2019      | ↔     | 3                        | 4 | 12    | <ul style="list-style-type: none"> <li>Ongoing</li> <li>Yes</li> <li>Yes</li> <li>Yes</li> <li>Yes</li> </ul>              |

|                         |                           |                      |
|-------------------------|---------------------------|----------------------|
| 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  | Environment of rapid policy change in Scotland has an impact on the wider education system and CDN's work within it including Brexit | [Redacted]  | 4                         | 4 | 16      | [Redacted] | Monthly                 | Board/ Leadership Team | Oct 2019      | ↑     | 3                        | 4 | 12    | <ul style="list-style-type: none"> <li>• Yes</li> <li>• Yes</li> <li>• Yes</li> <li>• Underway</li> </ul>         |
| 5  | Failure to manage CDN brand message to external stakeholders   | [Redacted]  | 4<br>2                    | 4 | 16<br>8 | [Redacted] | Monthly                 | Board/ Leadership Team | Oct 2019      | ↔     | 3                        | 3 | 9     | <ul style="list-style-type: none"> <li>• Ongoing</li> <li>• Yes</li> <li>• Yes</li> <li>• Yes/Underway</li> </ul> |
| 6  | Maintaining relationships with key sector agencies   | [Redacted]  | 5                         | 3 | 15      | [Redacted] | Monthly                 | Board/ Leadership Team | Oct 2019      | ↔     | 2                        | 3 | 6     | <ul style="list-style-type: none"> <li>• Ongoing</li> <li>• Ongoing</li> </ul>                                    |

|                         |                           |                      |
|-------------------------|---------------------------|----------------------|
| 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 |  |
| 7  | Equalities and Human rights issues not considered by CDN                                      | [Redacted]  | 4                         | 3 | 12    | [Redacted] | Monthly                 | Leadership Team        | Oct 2019      | ↔     | 3                        | 2 | 6     | <ul style="list-style-type: none"> <li>• Yes</li> <li>• Yes</li> <li>• Yes</li> </ul>  |
| 8  | Uncertainty in outcome and financial relationship with SFC.                                   | [Redacted]  | 5                         | 5 | 25    | [Redacted] | Monthly                 | Board/ Leadership Team | Oct 2019      | ↔     | 2                        | 2 | 4     | <ul style="list-style-type: none"> <li>• Ongoing</li> <li>• Discussions underway</li> <li>• Yes</li> <li>• Yes</li> <li>• Yes</li> </ul> |
| 9  | Risk that organisational scale means CDN vulnerable to unplanned absence of key staff members | [Redacted]  | 2                         | 3 | 6     | [Redacted] | Monthly                 | Board/ Leadership Team | Oct 2019      | ↑     | 2                        | 2 | 4     | <ul style="list-style-type: none"> <li>• As required</li> <li>• Ongoing</li> <li>• Ongoing</li> </ul>                                    |

**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 staff might not be motivated and retained.                 | This has a high inherent and residual risk due to the potential impact on delivery and effect on remaining staff.   |
| 2        | Risk that income generation does not meet the needs of the business. | This has a high inherent and residual risk due to the threat of not meeting income targets to the future sustainability of the organisation   |
| 3        | Fail to produce products/services that meet the needs of customers.  | This has a high inherent risk due to the ongoing uncertainty re future funding arrangements and therefore resources and the impact of this on the ability of the organisation to meet need. |
| 8        | Uncertainty in outcome and financial relationship with SFC.          | This has a high inherent risk due to the ongoing uncertainty re future funding arrangements and the consequent impact of this on the organisation.  |