

**Minute of College Development Network Board of Directors
Wednesday 10 December 2025 from 1400 to 1600 (Online using MS Teams)**

Present

Ken Thomson (KT) (Chair)	Stella McManus (SMcM)
Louise Burnett (LB)	Colin McMurray (CMcM)
Susan Elston (SE)	Jason Miles-Campbell (JM-C)
Marie Hendry (MH)	Nicola Mulholland (NM)
Jen Henderson (JH)	Sam Stirling (SS)

In Attendance

David Archibald (DA) <i>Item 5.0 only</i>	Marian McMorland (MM)
Gordon Hunt (GH)	Victoria Underwood (VU)

Apologies

Julia Belgutay (JB)	Kimberly Williams (KW)
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1. Declaration of Interests

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

There were no updates to the declarations of interest.

2. Welcome and Apologies

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

The Chair welcomed all attendees to the meeting and advised that David Archibald, Henderson Loggie will join the meeting for the External Effectiveness Review item which was taken, with the Board’s agreement, as the first agenda item. Attendance was noted as above.

3. For Discussion/Agreement

3.1 Agenda Item 3 | Paper No: CDN/101225/1 | Minutes of Last Meeting | Lead: KT

The Minutes of the meeting held on Wednesday 17 September 2025 were approved as a true and accurate record following one small amendment to the list of attendees.

3.1.1 Agenda Item 3 | Paper No: CDN/101225 | Rolling Action Points | Lead: KT

The Board noted the rolling action points and verbal updates.

Action

- JB to be reminded regarding the two outstanding actions.

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

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4. Standing Items

4.1 Agenda Item: 4 | Paper No: Verbal | Lead: KT (Chair's Report)

KT gave a verbal Chairs report which included:

- Congratulations to CDN for the superb CDN College Awards and in particular regarding the level of sponsorship and the positive relationships with VIPs and the attendance of the Minister.
- The Chair's Meeting with DA regarding the External Evaluation Review.
- The Chairs's attendance at an SDS Careers event at the Scottish Parliament.
- That 1:1 chats between the Chair and Board Members will take place prior to March 2026.
- Encouragement of attendance at the March 2026 Board Meeting and thanks to NESCoL for hosting the meeting in Aberdeen.

Action

- 1:1 meetings to be arranged between the Chair and Board members

4.2 Agenda Item: 4 | Paper No: CDN/101225/2 | Lead: MH (CEO's Report)

MH expanded on some key areas of strategic activity which are contained within the CEO's Report:

- Thanks to everyone from the Board who were able to attend the CDN College Awards and contribute to the positive evening which is a fantastic showcase of the work in the sector.
- Thanks to the CDN Team for the organisation of the evening and for the increased level of sponsorship achieved.
- Delighted that the Minister was able to join for the whole evening.
- Delivery Agreement meetings are progressing and are very helpful in terms of framing the breadth of CDN's activities, with the opportunity to highlight CDN's offer, etc.
- Strategy Stakeholder Session are progressing thanks to Board Members who are able to attend.

The Board noted the CEO's Report.

5. Items for Discussion/Approval

5.0 Agenda Item: 5 | Paper No: CDN/101225/3 | Lead: KW/DA (External Effectiveness Review)

It was agreed that this item would be discussed first on the Agenda. DA apologised to the Board that the report was not available for the meeting but confirmed that the analysis of the questionnaires was complete, that all the interviews had taken place and that some of the desktop research was still to be undertaken. DA commented that the report provides a very positive response. Recommendations to be included in the final report focus primarily on Board Member training and development; and appraisal of Board member performance on an annual basis.

DA took the Board through the common positive themes and recommendations which will

be included in the Final Report and subsequently discussed alongside the CDN Management response with the Board at the March Board Meeting. An action plan will then be produced as required

Key areas of discussion included,

- The Good mix of skills/experience on the Board who have sector knowledge and also those who have an outside perspective.
- Board Members felt they had clarity of and were engaged in the strategy process.
- Appreciation of the comprehensiveness and quality of the CEO report provided to the Board and the presentation of the Dashboard. Board members were happy to make suggestions for improvements
- The Board induction process was seen as welcoming and comprehensive whilst recommendations for committee induction and buddying would add to this
- Suggested improvements on formatting and timetabling of papers and 1:1 meetings.
- Noted that financial reporting has greatly improved.
- Good progress has been made around the area of risk. Continuous improvements in relation to Board Risk appetite and mitigations seen as positive.
- Board meetings are now conducted in a positive way and Members feel engaged and listened to.
- Adherence to terms of reference/following principles, etc – no issues raised but awareness that there is no self-evaluation has taken place.
- CDN encouraged to highlight its positive impact more widely/showcase the work of the organisation – not just what's happened but also what's coming in the future, eg. an Annual Report was suggested and promotion of our Key partnership activities
- One person gave a lower score in relation to Equality, Diversity and Inclusion in relation to the composition of the Board and potential inclusion of staff and students

Actions

- The first iteration of the draft report will be provided to CDN week commencing 15 December 2025 for feedback on any factual inaccuracies.
- The report, once finalised, will be circulated to the Board and discussed at the March 2026 Board Meeting.

DA was thanked for his contribution and let the meeting

5.1 Agenda Item: 5 | Paper No: CDN/101225/4 | Lead: VU (Strategic Dashboard)

VU highlighted two areas of CDN's work: the launch of Elevate LT and the increased demand for tailored governance work which CDN is providing to the sector.

5.2 Agenda Item: 5 | Paper No: CDN/101225/5 | Lead: KW (Audit Committee and CDN Financial Accounts 2025)

In KW's absence MH advised that the year end accounts for 2024/25 ended with a surplus of £81k against an original forecast of £75k surplus.

CMcC presented an overview of the External Audit Findings Report. The audit was clean, with no significant issues identified. Minor findings had been raised but were fully actioned. The Auditors confirmed unrestricted access to all information, with no concerns regarding fraud or irregularity.

CMcC outlined the purpose of the Cover Letter and the Letter of Representation. In relation to the Year End Accounts, CMcC reported a surplus of £81k, consistent with audit outcomes and accounting standards, and confirmed that no ongoing concerns were

identified. It was noted that reserves remain stable.

CMcC also drew attention to the Audit Committee's Annual Report and the Committee's Minutes.

The Board noted the papers provided and were given the opportunity to comment/highlight any undisclosed matters and were asked to approve the following be signed:

- Cover Letter
- Letter of Representation
- Draft Financial Statements for the Year Ended 31 July 2025
- Audit Committee Annual Report.

Action:

- The Cover Letter, Letter of Representation, Financial Statements and Audit Committee Annual Report to be signed.

5.3 Agenda Item: 5 | Paper No: CDN/101225/6 | Lead: KW (Finance Update)

In KW's absence, MH presented a summary of the current Management Accounts for 2025/26. A surplus of £41k was reported against a budgeted £89k, with the variance primarily attributable to the timing of the College Awards.

Cash at bank stands at £598k, representing approximately four months of operational expenditure and in line with the reserves policy.

Core staffing costs were noted as 70% of SFC income and 58% of total income, which aligns with the Board's target range of 60–70%.

The Board congratulated CDN on the increase to four months of reserves.

5.4 Agenda Item: 5 | Paper No: CDN/101225/6 | Lead: MH (Risk Register)

MH confirmed to the Board that mitigations have been brought up-to-date but that the scores remain as seen at the previous Board and Audit Committee meetings. The Board considered the information presented and asked that:

- the political risk is reviewed. For Risk 8, pre and post mitigation scored should be differentiated
- a legend be added to explain the risk appetite score.

MH confirmed that the Business Continuity Plan will be updated and brought to the March 2026 Board Meeting. MH advised that Cyber Security is a key aspect of the plan.

Action

- Review Risk 8 in terms of the score pre and post mitigations.
- A legend to explain the risk appetite score to be added.
- Business Continuity Plan to be completed and presented to the Board at the March 2026 meeting.

6. AOCB

The Board thanked MM for her contribution as she retired from CDN and thanked her for all her help and support to the Board and the Executive Team across her longstanding tenure

7. Date of Next Meeting

The next meeting will take place online on Wednesday 25 March 2026 from 1315 to 1515 and will be preceded by a strategic session which will run from 1000 to 1200 and take place at North East Scotland College's Aberdeen City Campus.

Signed: _____

Date: _____