

MINUTES OF THE SPECIAL CORPORATION MEETING HELD ON 24 JUNE 2024 AT 10.30 – 11.30 AM VIA MS TEAMS

Present: Andrew Cochrane (Chair), Richard Blackmore, Sue Bradley, Alan Brady, Phil Dover, Andrew Dymond, Stuart Ellis, Jack Ellis-Guthrie, Jane McNeil, Sophie Sanderson, Narinder Sharma, Kevin Slack, Mandie Stravino, Anju Virdee

In attendance: Jo Clifford, Heather Kelly, Melanie Lanser, Kate Martin, Rose Matthews (Clerk to the Corporation)

External Reviewers: Ron Hill and Sarah Johnson (Stone King)

PART ONE - GENERAL MINUTES

61/23-24 WELCOME, INTRODUCTIONS AND APOLOGIES FOR ABSENCE,

The Chair welcomed the External Reviewers, Ron Hill and Sarah Johnson to the meeting.

Apologies for absence were received from Sue Bradley, Phil Dover, Jane McNeil, Martyn Marples.

62/23-24 DECLARATIONS OF INTEREST, CONFIRMATION OF ELIGIBILITY AND QUORUM

All members were eligible, the meeting was quorate and there were no new declarations.

63/23-24 PRESENTATION OF THE EXTERNAL REVIEW OF GOVERNANCE

The External Reviewers presented the key findings of their report, including their recommendations. The action plan to address the recommendations had been shared with the reviewers ahead of the meeting.

The Reviewers said they had seen many examples of committed and constructive governing. The DCG Board had informed and engaged governors. They had been impressed with the degree of understanding and knowledge in the meeting they had observed. They acknowledged that evidence was very limited and they were only able to gather certain forms of evidence.

RH said it was one of the better governing review of 2023 for Stone King and that DCG was very enjoyable.

HE explained the review was not an audit or inspection and was supposed to be helpful for the future, readdressing and rebalancing the Board's culture.

There was a lot of committee influence into the Board meeting – and whilst not reducing the importance of the committees, the review looked at the personality of the Board. It aimed to suggest ways to draw that out by the use of a strategic overview at each meeting. It was not suggested the

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Corporation did not do it, but that they make it more visible and easier to see the picture.

With regard to the link and lead governors more structure was recommended in terms of feedback. The Link Governor scheme was not broken and is clearly effective. More structure is required in relation to reporting back to the Board and all members receiving the assurance the particular area is robust and any areas that require further exploration. The Clerk pointed out there was a job description and report format for Members to follow when carrying out visits and feeding back.

The Clerk to the Corporation raised the development of the student voice, employee and stakeholder voice frameworks. The Executive summary implied these were not in place, whereby the recommendation indicates further development is required. The Reviewers agreed to address this and revise the Executive Summary. They explained the Board need to seek the confidence they are getting the messages on the basis of the systems in place to help senior management in the College. The Governance element of the voice framework had been missed.

Clarification was sought in relation to the operating plan and explained the College had a one year operating plan which sat under its three pillars. They were covered in detail at committee level and then fed into the Board. The Reviewers were asked if they were suggesting the three separate plans be merged together or if they were comfortable it was covered by committee feedback. RH said it was a great idea for the committees to play the role, but he said the picture needed to be as useful as possible to enable at Board level – whether that was a combined item for those three items in committee, or a way of highlighting what those plans are saying in a different way. He said there needed clarity at Board level – where they were in terms of the operating plan and broader strategy.

The next point was linked in terms of KPIs, the College were in a five year strategy, and strategic KPIs were set at the beginning of that process – although financial KPIs were agreed in July, but from an outcomes perspective the final ILR goes in October and leads the to present these in December. The SLT were nervous the College could end up with two sets of KPIs.

RH said practices vary on this, but the KPIs give the Board the clearest way to judge corporate performance at any time. If every board member feel comfortable with that approach and the Board take to decision if they are adrift and take action on that.

Andy Dymond said it would have been helpful to have some of the context in the report. He said his take on what has been said is that most of the actions are there, but it is about how the College can articulate and evidence that better.

The Chair asked about the action plan – and if RH was in a position to provide feedback on it. RH did a review of action plans in Scottish colleges and DCG's was better than most. He recommended including a column which evidences the expected impact and not just whether the Board had achieved it but what they expect to happen as a result.

He said the Board should feel upbeat as they were in a good position. The next step was fine tuning and about lifting up to the next stage, and it was within the Board's grasp to do so.

Kevin Slack said it would have been nice to have received these points in the report to provide more context.

The Chair thanked the External Reviewers and they left the meeting.

Members felt the report did not reflect the Board's position. Alan Brady said he didn't get a feeling the Board were doing a good job from the report. Alan said it was a huge benefit for link governors to provide insight.

Stuart Ellis said the Board would benefit from some time to look at this further. Stuart said he and Heather operated in a different way and he goes in as her nemesis. He said he can go in and challenge and that forces a level of thinking through and sometimes they can agree and he is then able to support as an ally when feeding back to the Corporation.

Stuart agreed the report did not reflect what had been said at this meeting by the External Reviewers.

Stuart said the Board could be slicker with the visit feedback and focus on the three strategic pillars and intent, what information leads to these areas that are working well and what needs to get us back on track. He suggested the slides with the strategic priorities and values be presented at the meetings to monitor the Board is on track and if there is a different decision that needs to be made.

That is the key point to align with the strategic intent and can pick up as we go through the strategy.

The Chair agreed to draft an e-mail to the External Reviewers requesting the report be revised as per their presentation during this meeting.

The meeting finished at 11.30 am