



Minute of College Development Network Board of Directors Tuesday 21 October 2014, Argyll Court, Stirling

Present	
Paul Houlden (Chair) (PH)	Sandra Walker (SW)
Thomas Kelly (TK)	Craig Wilson (CW)
Douglas Millar (DMr)	Willie Mackie (WM)
In Attendance	
Douglas Mundie (Consultant) (DM)	Laura Mitchell (Minutes) (LM)
Joe Wilson (SQA) (JW)	Gayle Watson (Company Secretary) (GW)
Apologies	
Linda McTavish (LMcT)	

1. Declarations of Interests

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

WM declared his position as a Non-Executive Director of the Colleges Scotland Board.

The Committee noted that DM and JW were attending the meeting as observers only. DM declared his status as Non-Executive Director of the Scottish Funding Council (SFC).

2. Welcome and Apologies

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

The Chair welcomed members to the meeting. Apologies were noted as above.

3. Minutes of Last Meeting and Matters Arising

Agenda Item: 3 | Paper No: CDN/211014/1 | Lead: PH

3.1 23 September 2014

The minutes of the meeting on 23 September 2014 were approved as a true and accurate record. There were no matters arising.

3.2 Rolling Action Points

GW provided an overview on the status of the rolling actions points.

4. Chair's Introductory Notes

Agenda Item: 4 | Paper No: Verbal | Lead: PH

4.1 Decision

The Chair requested that this agenda item be removed and incorporated within standing agenda item two in future.

5. Audit Committee Update

Agenda Item: 5 | Paper No: CDN/211014/2-4 | Lead: WM

5.1 Discussion

- **07 October 2014 Minutes/Rolling Action Points.**

WM provided an overview of the highlights from the last Audit Committee meeting. The Board noted the Committees' discussions regarding the internal audit contract, balance sheet reserves and the risk associated with the Service Level Agreement (SLA).

- **Annual Committee Report**

The Board noted the report.

- **Internal Control Checklist**

The Board noted that the Audit Committee are satisfied with the Internal Control Checklist and recommended that the checklist be signed off by Chair of the Audit Committee.

5.2 Decision

The Board recommended that the finalising the SLA should become a priority action for the Executive.

The Board approved that the Internal Control Checklist be signed off by Chair of the Audit Committee.

6. Year End Accounts

Agenda Item: 6 | Paper No: CDN/211014/5 | Lead: GW

6.1 Discussion

- **Management Accounts to 31 July 2014 and Supporting Commentary**

GW provided a high level overview of the management accounts to 31 July 2014 and supporting commentary.

- **Draft Financial Statements for the Year Ended 31 July 2014**

GW provided a brief overview of the Financial Statements. The Board noted that despite the negative impact of FRS17 on the balance sheet the company remained in a healthy financial position. The Board also noted that the 2012-13 figures had been restated to absorb the impact of the increase in the unfunded pension liability.

- **Letter of Representation**

The Board noted that this is a standard issue letter and that the Audit Committee recommend that the Letter of Representation be signed by the Chair of the Board.

The Board thanked GW and her team for their hard work during challenging times in maintaining the healthy financial position of the company.

6.2 Decision

The Board approved the Financial Statements and Letter of Representation for sign off by the Chair of the Board.

7. Change Management Update

Agenda Item: 6 | Paper No: CDN/211014/6 | Lead: GW

7.1 Discussion

DM gave an overview of progress in relation to the change management programme as follows:

- The possibility of relocating to another office within the Castle Business Park has been explored but is not a financially viable option.
- Space planners have been contracted to review the layout of the office, making better use of the space and to accommodate new tenants within Argyll Court.
- We have entered into early negotiations with the landlord to extend the lease at a reduced rent subject to Board agreement.
- Costs for the office refurbishment have yet to be finalised - SFC are aware of cost implications and have shown a willingness to contribute to these costs, the balance being paid for by savings on rent.
- Work in relation to the organisational structure is ongoing. Staff will receive a formal update on 11 November 2014.
- Finance systems and resource planning are being reviewed to improve efficiency
- Work is ongoing in relation to CDN's customer engagement strategy.
- Eduroam should be functional in the building by 30 November 2014.
- Staff development and training needs will be reviewed following the completion of the re-structuring process.

In relation to strengthening communication links with key stakeholders the Board suggested that it may be beneficial for it to meet key stakeholders.

7.2 Decision

The Board agreed the concept proposed for the reconfiguration of the building and lease re-negotiations but were clear that they would require further details on both matters to be brought to the Board before a final decision could be made.

DM, GW & LM to draft a schedule of key stakeholders that the Board should meet.

8. Corporate Governance Code

Agenda Item: 6 | Paper No: CDN/211014/7 | Lead: GW

8.1 Discussion

The Board noted the revised Corporate Governance Code.

The Board requested that the wording in Appendix A which refers to the number of annual meetings held be changed to read '*a minimal number of meetings*'.

8.2 Decision

The Board approved the new Corporate Governance Code subject to the above amendment.

9. HR and H&S Update

Agenda Item: 6 | Paper No: CDN/211014/8 | Lead: GW

9.1 Discussion

The Board noted the paper and that JW will formally take up the position as CEO on 01 January 2015 but will be attending CDN offices on a regular basis until then to ensure a smooth handover.

9.2 Decision

It was agreed that meetings between GW, DM and JW should be scheduled as soon as possible to assist the seamless transition.

10. Risk Register

Agenda Item: 6 | Paper No: CDN/211014/9 | Lead: GW

10.1 Discussion

GW advised the Board following the last Board meeting that risk 10 had been upgraded from green to amber.

10.2 Decision

The Board noted the updated risk register and advised that there were no further risks to be added.

11. Innovative ICT Solutions

Agenda Item: 7 | Paper No: Verbal | Lead: DM

11.1 Discussion

DM informed the Board that work on the Blue Sky session with JISC was being progressed. The Board noted that student representatives will be invited to an initial event to share their knowledge and experiences of technology which will then be used to feed into a larger event involving schools, colleges, the HE sector and JISC.

12. Organisational Culture

Agenda Item: 7 | Paper No: CDN/211014/10 | Lead: DM

It was agreed that this item should be taken to the next meeting to allow Jon Watson to present to the Board.

13. CDN Branding

Agenda Item: 7 | Paper No: CDN/211014/11 | Lead: DM

13.1 Discussion

DM advised the Board that work had been undertaken with a number of staff members to develop a 'strap line' for CDN.

The Board were asked to agree to change the legal name of CDN from the Scottish Further Education unit (SFEU) to College Development Network (CDN).

13.2 Decision

The Board agreed that the CDN brand should remain and generally supported the 'strap line' but felt that some fine tuning was required. TK agreed to work with DM on the 'strap line' before presenting it to staff.

It was agreed that the legal name be changed from SFEU to CDN.

14. Commerciality

Agenda Item: 7 | Paper No: Verbal | Lead: DM

14.1 Discussion

This had been discussed in the strategic planning session early in the day and was not discussed further at this meeting.

15. AOCB

Agenda Item: 8 | Paper No: Verbal | Lead: PH

15.1 Board Member Skills Forms

The Chair requested that all Board members complete the Board Member Skills forms and return to LM as soon as possible.

15.2 Microsoft Lync

DM requested Board opinion on CDN linking to college phone systems/contacts through Microsoft Lync. This will ensure that we constantly have up to date contacts for the sector.

15.3 Board Minutes

The Board requested that the minutes of the CDN Board meetings to be kept up to date on the website.

15.4 Collective Innovation Report

It was suggested that a 'Collective Innovation Report' should be a standing agenda item for future meetings as a mechanism to allow staff to present fresh and innovative ideas to the Board.

15.5 Decisions

The Board agreed that it would be a beneficial for CND to link into colleges through Microsoft Lync.

It was agreed to add 'Collective Innovation Report' as a standing agenda item.

16. Continuous Improvement

Agenda Item: 9 | Paper No: Verbal | Lead: PH

The Board agreed that the meeting was well organised and all papers were very informative.

17. Date of Next Meeting

Agenda Item: 10 | Paper No: Verbal | Lead: PH

The date of the next meeting is Tuesday 11 November 2014 at Forth Valley College (Stirling Campus) and will include an all staff briefing, followed by lunch and tour of the campus