

Shadow Board – College Merger
Room D24, Shetland College, Gremista, Lerwick
Wednesday 12 February 2020, 4.30pm

Present:

Board Members

Peter Campbell SIC SC *[Joint Chair]*
 Davie Sandison NAFC *[Joint Chair]*
 Jane Lewis Principal – Shetland College and Train Shetland
 Glenn Gilfillan NAFC staff rep
 Beth Mouat NAFC staff rep
 Andrew Anderson SIC SC staff rep
 Kevin Briggs SIC SC staff rep *[substituting for Rory Gillies]*
 George Smith SIC SC
 Irene Hambleton Non-Executive Member
 Karen Hall Non-Executive Member
 Lauren Doughton Non-Executive Member
 Graeme Howell Non-Executive Member
 Jean Urquhart Non-Executive Member

Apologies

John Goodlad Non-Executive Member
 Steven Kerr Non-Executive Member

Observers

Willie Shannon Principal - NAFC
 Christine Ferguson SIC Director of Corporate Services
 Neil Grant SIC Director of Development Department

Board Support

Jacqui Clark SIC *[Minutes]*
 Diane Rawlinson UHI (by VC)
 Sharon Drysdale Scottish Funding Council

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Chair	Mr P Campbell, Joint Chair, chaired the meeting.
Welcome and Apologies	Mr Campbell opened the meeting and welcomed everyone. Apologies were read out and noted. Mr Campbell stated that a situation had arisen which had caused some Shadow Board members concern. He added the Shadow Board was responsible for moving forward the MMBC and to ensure there is a settled position representing the unanimous and/or majority view of those on the board. Mr Campbell added that each Shadow Board member had a collective responsibility to uphold. He said if there was

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	<p>anyone who felt there were issues which needed to be returned to that could happen during formal consultation.</p>
<p>Minute – 11 December 2019</p>	<p>Except as undernoted, the minute of meeting held on 11 December was confirmed:</p> <p style="padding-left: 40px;">Page 6, 1st paragraph, last sentence: replace “no staff at NAFC were represented by EIS-FELA” with “the majority of staff at NAFC were not represented by EIS-FELA “.</p> <p style="padding-left: 40px;">Page 4, 6th paragraph, 9th line: replace “from the projections in the Full Business Case” with “for the new college from the current situation”.</p> <p style="padding-left: 40px;">Ms Hall’s apologies had not been noted.</p>
<p>MAA as updated to adhere to the Code of Good Governance for Scotland’s Colleges PB2020 - 1</p>	<p>Prof. Lewis stated that the document had been updated in respect of comments from Fiona Larg at UHI, which ensured it would align with the Code of Good Governance.</p> <p>Mr Anderson said that the EIS were concerned to have learned from the Chief Executive of SFC that:</p> <ol style="list-style-type: none"> 1. SFC have not taken an official position on Incorporation 2. SFC had no prior knowledge of Shetland UHI being registered <p>Ms Drysdale in response confirmed that:</p> <ol style="list-style-type: none"> 1. The Further and Higher Education (Scotland) Act 1992 meant that SFC did not have powers to provide advice. The final decision on the legal status of the new merged entity would rest with the Minister 2. SFC were informed retrospectively by the Project Manager that Shetland UHI had been registered <p>Prof. Lewis asked for it to be noted that the registration had been completed at the time due to the expected timescale for vesting and with the agreement of the Joint Chairs.</p> <p>Following a query from Ms Urquhart, Prof. Lewis confirmed that Ms Larg from UHI was going to follow up on the registration of ‘Shetland UHI’ now the project manager has left.</p> <p>PB2020-1 Recommendation: The Shadow Board agreed the recommendation of the revised version for approval by the fully established Board of Directors.</p>
<p>Revised MMBC narrative PB2020-2</p>	<p>Prof. Lewis stated that there were still areas which had to be completed including the finance narrative. Many of the required actions on the MMBC narrative had been completed. There had also been changes to the layout of the document.</p> <p>Prof. Lewis provided an update on progress made by the finance group. It was noted that a further workshop is scheduled for early March, which the SFC and UHI would also be invited to attend.</p> <p>Mr Anderson enquired if there would be a section on consultation issues, as that had been included within the previous draft of the MMBC. Mr Anderson specifically highlighted TUPE and consultation on terms and conditions including policies and procedures. Mr Briggs noted that on</p>

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	<p>Page 66 it was stated that “All staff transferring to the new college will have their terms and conditions of employment protected in line with TUPE regulations”.</p> <p>Mr Briggs made comments on the document, as follows:</p> <ul style="list-style-type: none"> • P14 and P54 – inconsistencies on number of FTE staff • P59 – a lot of focus on the challenges for student experience • P61 – query on accreditation. Prof. Lewis said that would have been provided by a team member • P65/66 – staff felt that the Communications Strategy was important. Prof. Lewis confirmed that a Communications Group has been formed, there would be a note circulated to all staff following the meeting and the merger website was also being updated • P67 – Prof. Lewis provided reassurance that the Space Utilisation Survey would be completed by April. <p>Mr Campbell reported that there was good news regarding one aspect of student challenges as there were service improvements identified for the Town Bus Service which would result in hourly busses to/from Shetland College.</p> <p>Mr Anderson queried whether the heading should be ‘Community and Enterprise’ on page 48 and if there were some revisions required regarding support services within page 53. Prof. Lewis said it would be helpful for Mr Anderson to email these suggestions to her, which he agreed to do.</p> <p>Ms Rawlinson said she would like to see clearer evidence of how the merged college would make a strategic difference. She added that it had been projected there would be a 20% increase over three years in FE student numbers. She suggested that it was necessary to be clearer in exemplifying strategic improvement to the curriculum.</p> <p>Ms Drysdale said that it was a much improved document. She added that it would be good to strengthen the vision for the future and how it would align with strategic partners within the region. Ms Drysdale queried the reporting of FTE within the current delivery sections. Prof. Lewis stated those pages had been developed with staff input and she was keen to keep it for that reason. Mr Briggs asked for it to be noted that the pages were summaries written by the previous Project Manager and not written by staff.</p> <p>Mr Smith said the document was much easier to read. He would like it made clear why tertiary education is important with a bolder statement of what the new organisation could offer in the future.</p> <p>Mr Sandison asked what still has to happen to get the document finalised. Prof. Lewis explained that she would hope to circulate an updated narrative by the end of February. Ms Hambleton asked for it to be noted that the Shadow Board could not sign off on the MMBC narrative without the financial section.</p>

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	<p>A discussion followed on community engagement. It was noted there were drafts shared on the merger website and that Ms Doughton was working on an accessible summary of the merger for sharing with the public and local stakeholders.</p> <p>Mr Anderson asked for it to be noted that he felt it was important for staff to be consulted on the MMBC. Discussion followed on levels of consultation as well as ongoing engagement. Ms Drysdale outlined the consultation process that would follow, which was detailed within the draft merger timeline (PB2020-3).</p> <p>Mr Howell stated it was important to only undertake meaningful consultation. Mr Briggs added that staff have had ample opportunity to view drafts of the MMBC on the website.</p> <p>Mr Campbell asked for Mr Anderson to clarify if he was proposing a local consultation on the MMBC before that detailed on the merger timeline. Mr Anderson said that there would be new information on the finance projections which he felt was important for staff to have time to make comment on. He added that he did not think that an additional two weeks was much to ask in that regard. Mr Campbell stated that it was for staff representatives to ensure that staff views were noted at the Shadow Board.</p> <p>In response to a query from Ms Hall, Ms Mouat stated that staff at NAFC did not consider material changes to exist within the updated version. However she noted the financial case would be different and it would be important to ensure there was sufficient time for that to be considered.</p> <p>Ms Ferguson said that if additional consultation on the draft MMBC took place that it would significantly impact on the merger timeline. She added that it was important to be clear on what that would achieve that the comprehensive consultation process led by SFC and Scottish Government would not.</p> <p>Mr Shannon voiced concern regarding the timeline which was echoed by Mr Sandison, whom added that it was vital to ensure the timeline was not further delayed.</p> <p>Mr Anderson stated concern that the Shadow Board would not take account of staff views on the financial business case from existing consultation mechanisms available. Mr Campbell reiterated the important role of staff representatives in ensuring that staff views were taken into account by the Shadow Board.</p> <p>Mr Smith said it was important to have sufficient time to consider the financial business case within the MMBC. He added that the meeting schedule was not ideal in relation to Easter holidays. Mr Sandison asked whether it would be possible to bring meetings forward. Prof. Lewis said the narrative and financial summary could not be shared with staff before 11th March, which is when the finance workshop for the Shadow Board is scheduled.</p>

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	<p>Decisions/Actions: Prof. Lewis agreed to look into having a summary of the financial case made available for sharing with staff after 4th March.</p>
<p>Revised timeline to vesting PB2020-3</p>	<p>Ms Ferguson said that the suggested workshop date on 11th March would clash with the planned SIC budget setting meeting.</p> <p>Decisions/Actions: It was agreed to change the Shadow Board workshop to 12th March at 4.30pm.</p> <p>Following a query from Mr Sandison, Ms Drysdale explained that the deadline to complete the revised MMBC had been shown as January 2021, which would now be March. She added that at the last meeting the timeline had shown two periods of six weeks for the consultation period. Furthermore, due to a number of factors including publicity relating to the EIS, it was now probable the Scottish Government would request the full 12 week consultation periods.</p> <p>Mr Drysdale explained that Parliamentary recesses did not impact on the timings of the consultation periods as they would be undertaken by the Scottish Government. She also clarified that SFC evaluation visits had to happen in the way the timeline outlined as the Scottish Government would consult on the results of SFC led evaluation visits.</p> <p>Decisions/Actions: Ms Drysdale undertook to provide a revised timeline taking into account full 12 week consultation periods.</p> <p>Ms Ferguson queried if, as a result of the additional consultation time, there would be increased risk of further delay due to purdah and the Scottish election in 2021. Ms Drysdale confirmed that the election would take place in May 2021.</p> <p>Ms Ferguson said that the MMBC would have to be considered by two Employee Joint Consultative Committees (JCC's) before the Shetland College Board, Education & Families Committee, Policy and Resources then the full Council. Mr Smith said on the basis of the MMBC narrative shared for this meeting, he would be content for the MMBC to not be presented to the Education & Families Committee. He added that Policy and Resources was vital due to the finances.</p>
<p>Information on incorporation from UHI</p>	<p>Ms Rawlinson said she echoed what Ms Larg's email had outlined.</p> <p>Mr Anderson noted that Shetland College funding was the opposite of NAFC regards funding from SFC. Mr Anderson enquired, regarding the reference by Ms Larg to 70% of NAFC income being drawn from other sources other than the SFC, what percentage came from the Council. Mr Gilfillan stated circa. 10%. Prof. Lewis said that such figures would be made clear within the financial business case summary.</p>
<p>Update – recruitment of Chair</p>	<p>Prof. Lewis said that Ms Larg from UHI would lead on the recruitment process for the Chair.</p> <p>Mr Howell asked, in response to information shared by Prof. Lewis, whether there was a need to reconsider the need for Project</p>

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	Management resources given the delay to vesting. Prof. Lewis advised that it would be partially covered by existing staff but that it would be important to clearly identify additional tasks.
Update from Merger Working Group	Prof. Lewis provided an update on progress including asset transfer, space utilisation, communications strategy as well as starting to work towards wider considerations including learning and teaching and knowledge transfer strategies.
To note dates of future meetings	Noted.
Any other business	<p>Mr Campbell informed the meeting that Mr Gillies had resigned as staff representative from the board. During recent months Mr Briggs had been substituting. There would now be an election process organised for a new non-teaching representative for Shetland College / Train Shetland. This would be done in time for the March Shadow Board meeting.</p> <p>The Shadow Board thanked Mr Gillies for his contribution and Mr Briggs for substituting over recent months.</p> <p>Ms Urquhart asked whether it would be possible for non-executive members of the Shadow Board to attend meetings of Shetland College Board and NAFC. Mr Campbell stated that Shetland College meetings were public. Mr Sandison said he thought this was a good idea.</p> <p>Decisions/Actions: Mr Sandison to establish whether non-executive Shadow Board members can attend NAFC Trust meetings.</p> <p>The meeting concluded at 6.55pm.</p>

END

Minute Ref	Decision / Action	Update / Progress
Revised MMBC narrative PB2020-2	Prof. Lewis agreed to look into having a summary of the financial case made available for sharing with staff after 4 th March.	
Revised timeline to vesting PB2020-3	It was agreed to change the Shadow Board workshop to 12th March at 4.30pm.	
	Ms Drysdale undertook to provide a revised timeline taking into account full 12 week consultation periods.	
Any other business	Mr Sandison to discuss whether non-executive Shadow Board members can attend NAFC Trust meetings with Trustees.	