

Shadow Board – College Merger

WebEx

Wednesday 20 May 2020, 4.30pm

Present:

Board Members

Peter Campbell	SIC SC <i>[Joint Chair]</i>
Davie Sandison	NAFC <i>[Joint Chair]</i>
Jane Lewis	Principal – Shetland College and Train Shetland
Glen Gilfillan	NAFC staff rep
Beth Mouat	NAFC staff rep
Andrew Anderson	SIC SC staff rep
George Wallington	SIC SC staff rep
George Smith	SIC SC
Lauren Doughton	Non-Executive Member
John Goodlad	Non-Executive Member
Irene Hambleton	Non-Executive Member
Karen Hall	Non-Executive Member
Steven Kerr	Non-Executive Member
Graeme Howell	Non-Executive Member
Jean Urquhart	Non-Executive Member

Apologies

Diane Rawlinson	UHI
-----------------	-----

Observers

Willie Shannon	Principal – NAFC
Christine Ferguson	SIC Director of Corporate Services

Board Support

Jacqui Clark	SIC <i>[Minutes]</i>
Fiona Larg	UHI
Sharon Drysdale	Scottish Funding Council

Guest presenter

Lydia Rohmer	Principal – West Highland College UHI
--------------	---------------------------------------

Minute Ref	Item
Chair	Mr P Campbell, Joint Chair, chaired the meeting.
Welcome and Apologies	Mr Sandison initially opened the meeting and welcomed everyone. Apologies were read out and noted.
Minute – 18 March 2020	The minute of meeting held on 18 March 2020 was confirmed.
Presentation from Lydia Rohmer	Mr Campbell welcomed Ms Rohmer.

Minute Ref	Item
	<p>Ms Rohmer provided a short presentation which outlined the perspective from a non-incorporated college within UHI.</p> <p>During her presentation, the following points were noted:</p> <ul style="list-style-type: none"> ○ West Highland College UHI was established in August 2010 as the result of the merger of Lochaber and Skye & Wester Ross Colleges ○ They have ten College learning centres and no single central campus ○ They have a very wide demographic and cover very fragile rural areas with sparse populations, including islands ○ They are a company by guarantee with charitable status ○ They had fundable body status which was superseded by the Post-16 Act ○ They operate within UH with a memorandum that regulates the arrangements, with no exceptions. That include Code of Good Governance, compliance and quality arrangements. <p>Ms Rohmer then outlined what the main differences were from being an incorporated college, including:</p> <ul style="list-style-type: none"> ○ Not classified as a public body, but they perform in the same way as the public sector ○ Registered with Companies House and OSCR ○ They can borrow on e.g. capital finance ○ They are not subject to scrutiny through Audit Scotland. <p>Ms Rohmer added that there is greater agility which means that their board can re-invest without the need of having arms-length funds in place. Ms Rohmer added that they have been in a position to reinvest in a new learning centre as well as investing in developing their curriculum.</p> <p>In response to queries from Mr Anderson, Ms Rohmer confirmed that:</p> <ul style="list-style-type: none"> ○ West Highland College UHI were intending to sign up to NRPA but that had been delayed, as they shadow Highland Council and there were implications relating to pensions ○ The FE/HE split was about 50/50 and there were about 2,500 enrolments with c.500 FT learners. <p>Mr Howell asked for it to be noted that it was a very useful presentation. He asked whether there had been any occasion when Ms Rohmer had wished the legal status had been incorporated. Ms Rohmer responded by saying that she felt the financial restrictions and ability to be agile were important and that incorporated status would prevent that.</p> <p>In response to a query from Mr Sandison, Ms Larg stated that 80% of the UHI business was with the 5 incorporated colleges. She added that if at the end of March each year, when accounts are consolidated for the Government, that if there's a deficit it is a collective deficit. That would impact on the budgets for all within UHI.</p> <p>Mr Campbell thanked Ms Rohmer for her informative presentation. He added that a Principal from an incorporated college would be invited to the next meeting.</p>

Minute Ref	Item
	<p>Decisions/Actions: A Principal from an incorporated college to be invited to present at the next meeting.</p>
Matters Arising	All points had been actioned.
Final MMBC including financial information PB2020 - 8	<p>Prof. Lewis said that SFTCT and SIC had approved the MMBC, with SIC requesting amendments regarding asset transfers which have been made. Prof. Lewis added that UHI had endorsed the MMBC and it had been forwarded to SFC on 8th May 2020.</p> <p>In response to a query from Mr Howell, Prof. Lewis explained there were no caveats attached to the approval of the MMBC. Mr Shannon added that the Trustees had agreed the MMBC unanimously but it was contingent on there being funding through to merger.</p>
Transfer of assets from SIC PB2020 - 9	<p>Prof. Lewis highlighted that there was a more favourable position regarding the lease costs for properties but there was clarity required on TFU. She added that there may be a need to consider the modernisation of TFU equipment as well as consideration of conditions reports on the buildings.</p> <p>Ms Ferguson stated that it was important to recognise that figures were based on NBV and that would be amended accordingly as time moves on.</p> <p>Mr Gilfillan asked for it to be made clear that the Broodstock is a separate building and not combined.</p> <p>Following discussion, it was agreed to add an entry on the risk register regarding transfer of assets.</p> <p>Decisions/Actions: Transfer of assets to be added to risk register.</p> <p>Following a query from Mr Howell, Prof. Lewis confirmed the space utilisation survey had been delayed due to Covid-19 but that would be organised as soon as practical.</p>
Timeline PB2020-10	<p>Ms Drysdale said that it was necessary to note that the timeline was still not fully clear, as some elements were not clear yet (e.g. the exact dissolution of Parliament date for the 2021 Scottish Election). There were also further unknown delays which could be related to Covid-19 or Brexit legislation.</p> <p>In response to a concern from Ms Urquhart regarding student engagement in consultation, Ms Drysdale said that there were different ways to engage with students and that SFC had found engagement through different formats had increased since Covid-19.</p> <p>Mr Sandison stated he was disappointed with the timeline and queried whether aspects could take less time. Ms Drysdale stated that the politics and attention from the EIS meant the Scottish Government were</p>

Minute Ref	Item
	<p>clear in stating they wanted to full twelve weeks consultation period. However, Ms Drysdale made clear that if things could be brought forward they would be. She confirmed that at their next staff meeting they would further discuss.</p> <p>Mr Anderson said that it would be helpful if staff and student reps were given the chance to meet with the merger working group (MWG) prior to the consultation starting. He also added that a third of staff and students would not be available for 6 weeks of the consultation (as per item PB2020-11). Following discussion, it was noted that there would need to be time within the 12 weeks for writing up the consultation findings and Prof. Lewis made clear that there is never a good time but it was important to maintain momentum.</p> <p>Decisions/Actions: Staff reps to meet with the MWG.</p>
<p>Consultation PB2020-11</p>	<p>Prof. Lewis said that plans would be overseen by the Joint Merger Working Group to deliver the consultation within the timescales required.</p> <p>In response to a query from Mr Anderson, Prof. Lewis explained that TUPE consultation would not form part of the next stage of consultation as that was a separate process.</p> <p>Decisions/Actions: Additional stakeholders were suggested to be added to circulation list.</p> <p>Mr Wallington asked why suggestions for the College name were being sought. It was clarified that the minister has to approve the name and this would provide evidence of public opinion.</p> <p>Ms Larg suggested that the question on legal status should be more open in its wording and not mention the word contentious.</p> <p>Decisions/Actions: Legal status question to be re-worded.</p> <p>Mr Sandison said that he welcomed the joint approach to delivery of the local stakeholder consultation.</p> <p>Following a query from Ms Urquhart, Prof Lewis clarified there would be a summary document circulated with the survey along with information on the merger website, which included the full MMBC.</p> <p>Decisions/Actions: The Shadow Board instructs Shetland College and Train Shetland and NAFC to consult with staff, students and stakeholders on the Ministerial Merger Business Case.</p> <p>The Shadow Board recommend to the Colleges that this consultation should be run as a joint programme overseen by the Merger Working Group.</p>

Minute Ref	Item
<p>Update – recruitment of Chair</p>	<p>Ms Larg stated that the appointing panel has been formed and the members are Karen Hall, Jean Urquhart, John Goodland, Beth Mouat and Tegan Patterson.</p> <p>Ms Larg added that once they had met to agree the role description they would then move to advertise.</p>
<p>Risk Register PB2020-7</p>	<p>Earlier discussion on assets were noted.</p> <p>Mr Sandison felt it was important to reflect on the impact of Covid-19 on students but also the potential for there to be advantages. Ms Hambleton added that there is a need to reflect opportunities but to also ensure that the risks are clearly recorded as the effects rather than the cause.</p> <p>Decisions/Actions: Prof. Lewis to ensure impacts and potentials of Covid-19 reflected.</p> <p>Ms Drysdale said that SDS had a report due out on keeping Scotland working, which she would share.</p>
<p>Date of next meeting</p>	<p>17 June 2020.</p> <p>The meeting concluded at 5.45pm.</p>

END

Minute Ref	Decision / Action	Update / Progress
Presentation from Lydia Rohmer	A Principal from an incorporated college to be invited to present at the next meeting.	Complete and on agenda
Transfer of assets from SIC PB2020 - 9	Transfer of assets to be added to risk register.	Complete and on agenda
Timeline	Staff reps to meet with the MWG.	Complete, staff reps met with MWG on 2/06/2020
Consultation	Additional stakeholders were suggested to be added to circulation list. Specifically: <ul style="list-style-type: none"> ○ Community Councils ○ UHI Partners ○ Stirling University ○ Existing sub-contractors 	Complete, list updated and presented to meeting for note
	Legal status question to be re-worded.	Complete
Risk Register PB2020-7	Prof. Lewis to ensure impacts and potentials of Covid-19 reflected in register.	Complete and on agenda