



SCOTTISH COLLEGE FOR EDUCATIONAL LEADERSHIP (SC474892)
Minutes of the Annual General Meeting, and a meeting of the Board of Directors of the
Company
Held at SCEL Offices, Centrum Building,
Glasgow, G1 3DX
On Monday 22nd August 2016 at 10.00am

Present:

Tony Finn (Chair) (TF)
Clare Harker
Frances Ross
Aileen Ponton
Pam Nesbitt
Ken Muir

In attendance :

Gillian Hamilton CEO, SCEL (GH)
Lesley Whelan, Depute CEO, SCEL (LW)
Sally Armstrong, Organisation Manager, SCEL (minutes)
Jay Helbert, Lead Specialist, SCEL
Alan Armstrong (Education Scotland)
Stuart Robb (Scottish Government)

Welcome

The Chair (TF) welcomed members to SCEL's second AGM and to the Board of Directors' meeting.

For members' information, Jay Helbert, one of SCEL's Lead Specialists, is joining the meeting today. He is delivering a presentation as part of the agenda, but will also attend the Board meeting to support his own professional learning.

Apologies for Absence

Apologies for absence were received from Rodger Hill and Stuart Brown.

Expressions of Interest

There were no expressions of interest in respect of today's agenda items.

Intimations of other business

There were no intimations of any other business not already covered in today's agenda.

Section A – Annual General Meeting

1. Report by the Chair on the activities of SCEL

TF delivered a verbal report regarding SCEL's progress over the last year and referred members to the Report of the Directors (pages 1 and 2) and to the Chair's report (page 3) which are included in the Annual Accounts. TF highlighted the achievements made by SCEL both nationally and internationally and the progress made across SCEL programmes and other activity. TF thanked Board members, stakeholders and the Scottish Government for their support and advised that SCEL will continue to work hard to continue to deliver our obligations in full.

2. Approval of Annual Accounts (Paper 1)

GH confirmed that the draft accounts were approved by the Finance, Audit and Risk Sub-Committee at the July meeting along with the external audit report, subject to a small number of minor amendments.

Ken Muir (KM) queried the language related to cash flow, and was advised that this was addressed in the external audit report.

Stuart Robb asked members to note that the position regarding planned spend across two financial years would not be possible in the next financial year.

Members approved SCEL's Annual Accounts for 2015-16 and confirmed that TF had the powers to sign off the accounts and the associated paperwork on members' behalf.

3. Approval of Articles of Association (Paper 2)

GH reminded members of the previous discussions and decisions regarding the update of SCEL's Articles of Association. These changes related to the organisation's operation outwith Scotland, and the status of observers on SCEL's Board of Directors. Changes were endorsed at a previous Board meeting but required to be formally adopted at the AGM.

The revised Articles of Association were ratified by members.

The AGM was concluded and the Board Meeting opened.

Section A of Agenda – Items for discussion

4. Minutes of Last Meeting (Paper 3)

Minutes were checked for accuracy by the members and one spelling error was noted.

The minutes were approved by Board members.

5. Matters arising from minutes of last meeting

Agenda item 7 – Following e-mail communication following the last Board meeting, it was noted that KM volunteered to join the Finance, Audit and Risk Sub-Committee and attended the last meeting, where his membership was confirmed.

Agenda item 8 – TF confirmed that work is underway to agree a permanent contract for a senior member of staff. Once this is complete, this process will be repeated for a further two members of staff. GH has been asked to prepare a paper looking at the status of contracts for other members of the SCEL team, which will be brought to a future Board meeting.

Agenda item 11 – members noted that discussions are taking place with Scottish Government colleagues regarding future funding.

Actions from last meeting: action 1 and 7 are complete, others are in progress.

Before proceeding with the agenda, TF agreed with Board members that Paper 5 would be taken in private session at the end of the Board meeting without the Chair being present.

6. Findings of Early Learning and HT Professional Learning Scoping

GH introduced Jay Helbert, Lead Specialist, who gave members a brief presentation on the work undertaken to scope out the requirements of primary head teachers in respect of early years. The presentation sets out the extent of the scoping exercise, key findings and draft recommendations.

Members discussed the draft recommendations and provided advice on the content of the report. A final version of the report will be submitted to Scottish Government during the first week of September.

7. Chief Executive's Report (Paper 4)

As members had welcomed the revised format introduced at the last Board meeting, the CEO report had been included with the papers in advance of the meeting, enabling members to discuss issues or ask questions related to the report.

In addition to the information provided in the report, GH provided members with an update on her recent positive meeting with the Deputy First Minister, and informed members of a potential announcement of partnership working with a named organisation.

Aileen Ponton (AP) asked for clarification regarding certification of the middle leadership aspect of the Masters pathway, and whether this aspect of the pathway should sit on the SCQF Framework. LW will pick this up at the next meeting of the Into Headship design group.

AP asked for confirmation of required attendance at forthcoming Endorsement panels.

Members approved the Chief Executive's Report.

Section B – For approval

8. Progress in appointment of Chair of Board of Directors (taken at end of meeting)

This item was taken in private session.

9. Next steps in process for the recruitment of Board Members (Papers 6 & 7)

TF provided members with a brief summary of the information contained in papers 6 and 7.

Paper 6 outlined a proposed way forward for the appointment of Board members.

Paper 7 outlined the information to be provided as part of the recruitment process for Board members.

Members gave Pam Nesbitt (PN) and TF powers to confirm the external member of the selection committee.

AP offered the SCQF office as a venue for interviews.

GH updated members regarding the cost of advertising the Board vacancies. Members agreed a suitable way forward.

Members approved the content of Papers 6 and 7, and agreed that the information related to the Board vacancies could be publicised immediately.

10. External Audit report (Paper 8)

GH confirmed that the Audit Findings report was presented to the Finance, Audit and Risk Sub-Committee on 26 July 2016 and had been approved subject to a small number of amendments.

Members noted that, following approval of the Audit Findings report, Henderson Loggie plan to issue an unmodified audit opinion (a clean audit).

As with the annual accounts, members authorised TF to sign the letter of representation on behalf of the trustees.

11. Minutes of Finance, Audit and Risk Sub-Committee (Paper 9)

12. Budget Summary (Paper 10)

13. Budget Commentary (Paper 11)

AP provided members with a summary of the Finance, Audit & Risk Sub-Committee minutes (paper 9). GH updated members with the related budget summary and commentary (papers 10 and 11)

Members approved papers 9,10 and 11.

14. Risk Register (Paper 12)

Members noted the updates which had been made to the Risk Register following recent discussions at the Finance, Audit and Risk Sub-Committee. Risk ratings have been reduced,

recognising a number of factors including the expansion of the SCEL team, the implementation of a number of internal processes and the progress of the organisation to date.

Members approved the updated Risk Register.

Section C – For information

15. Response to SG survey on international activity (Paper 13)

GH explained that this paper summarised SCEL's response to a recent survey issued by the Scottish Government related to international activity across national organisations. The summarised content has been helpful for internal use, and it was felt that board members would also welcome sight of the summary.

16. SCEL representation on national groups (Paper 14)

GH explained that this information had been updated following recent additions to the team at SCEL.

Any other business

There was no other business.

Date of next meeting – 11th October 2016, 9.45am for 10am

Actions

Agenda item	Action	Responsibility
7	Confirmations of attendance requirements for Endorsement Panels to be sent to members.	SA
7	Further discussions with universities regarding middle leadership aspect of Masters pathway and inclusion on the SCQF Framework.	LW
9	Recruitment process for Board members to be opened	GH