

**SCOTTISH COLLEGE FOR EDUCATIONAL LEADERSHIP (SC474892)**

Minutes of a meeting of the Board of Directors of the Company  
Held at SCEL Offices, Centrum Building,  
Glasgow. G1 3DX  
On Tuesday 8<sup>th</sup> March 2016 at 10.00AM

**Present:**

Tony Finn (Chair)  
Clare Harker  
Frances Ross  
Ken Muir  
Stuart Brown  
Aileen Ponton  
Pam Nesbit

**In attendance:**

Gillian Hamilton CEO, SCEL (GH)  
Lesley Whelan, Depute CEO, SCEL (LW)  
Sally Armstrong, Organisation Manager, SCEL (minutes)

**1. Welcome**

The Chair (TF) welcomed everyone to the meeting and congratulated Stuart Brown on his appointment to an EIS Area Officer post.

**2. Apologies for Absence**

Apologies for absence were received from Rodger Hill and Chris Chapman.

**3. Expressions of Interest**

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

**4. Intimations of other business**

KM noted from the minutes that that income generation was to be discussed. An update on that topic was given later by GH.

**5. Minutes of last meeting (Paper 1)**

Matters arising from minutes of previous meeting:

Item 5 – GH advised that the outstanding contributions to the teacher pension scheme were now finalised and the group pension scheme was in place with a staging date of March 1<sup>st</sup>.

Item 15 – GH confirmed that the new SCEL website would be live from March 8<sup>th</sup> with an official launch taking place at the forthcoming Into Headship Conference on March 10<sup>th</sup>.

Minutes were approved as accurate (Ken Muir and Frances Ross).

## **GOVERNANCE**

### **6. Update on SCEL office relocation**

GH advised members that agreement had been reached in principle with new owners of Centrum Building. Members noted the predicted cost for renovations. GH outlined the planned layout for the extended office space. CMS is currently reviewing the draft licence agreement, with feedback expected by close of play today. Renovation work will begin on completion of the licence agreement. Members noted that there may be some disruption to office routines during this time, but work was expected to last around a week. GH confirmed to members that SCEL's original deposit would be honoured by the building's new owners.

It was noted that, as the licence agreement is for serviced office provision, that most of the new furniture required will be provided as part of this agreement. Some additional furniture will be required.

The board noted the progress made and endorsed the approach adopted by the CEO.

### **7. Board Recruitment and Evaluation Sub-Committee (Papers 2, 3, 4 & 5)**

Members reviewed the decisions which had been made at the previous Board meeting regarding amendments to the Articles of Association. These had included:

- Addition of specific reference to operating outwith Scotland
- Clarity around procedures for appointing a Chair and the term of office to be served by the Chair
- Observer status on Board
- Size of Board

TF informed members that the CEO and the Chair had met with CMS on 3<sup>rd</sup> March regarding the proposed amendments. It was noted that Aileen Ponton had joined the latter part of this meeting to enable discussion about processes for the appointment of a Chair and Board members. Following the meeting, two papers had been circulated for members' information and consideration— a revised draft of the Articles of Association and a summary report of the CMS meeting.

Members reviewed and approved the revised Articles of Association. These will now be adopted formally at SCEL's Annual General Meeting.

TF introduced the summary report of CMS meeting and the advice received on Chair and Board appointment. It was agreed by members that the Board Chair selection should be discussed in the first instance, followed by a discussion of the process to appoint Board members. TF left the meeting to enable discussion of the processes to appoint a Board Chair.

Members considered the legal advice provided, endorsed the key principles and, following discussion, agreed the proposed composition of the Selection Committees. Pam Nesbitt (PN) volunteered to chair the Selection Committees, and this was endorsed by members.

It was noted that the much of the information outlined in the papers from Board Recruitment and Selection Sub-Committee had been overtaken by this discussion, and the principles and processes outlined for Board Recruitment and Selection would now inform the work of the Selection Committee. PN will provide an update to the members at the next Board meeting in May on the appointment of a Chair. The target date for completion of the whole recruitment process is November 2016.

Board Members were asked to indicate their intention regarding continued Board membership to TF by 2<sup>nd</sup> April. Members noted the intention of Chris Chapman to stand down from the Board in November due to the time pressures of other professional commitments. Members noted that Stuart Brown has been appointed to a new post outwith school. It was agreed that both would remain as members of the Board until November.

TF informed members that the Board Recruitment and Evaluation Sub-Committee did not meet formally in February, due to insufficient numbers of the Sub-Committee being available to form a quorum. However, a number of papers from the sub-committee addressing issues not covered above were presented to the Board and approved. Further refinements will be discussed at the next sub-committee.

Members discussed the proposed processes for evaluation of individual Board members and agreed that priority should be given to those members who are currently serving a two year term and wish to continue their Board membership. The process and timescales will be discussed at the forthcoming meeting of the Board Recruitment and Evaluation Sub-Committee, which will take place on 22<sup>nd</sup> March.

## **8. Persons of Significant Control (PSC)**

Frances Ross (FR) provided members with a brief summary regarding the new guidance for companies regarding People of Significant Control.

Members noted that, from 6<sup>th</sup> April 2016, all unlisted UK companies are to take reasonable steps to ascertain and record in a dedicated register details of each individual who exercises control or significant influence over the company (known as persons with significant control, or PSCs). Control is defined having direct or indirect control of 25% or more of the voting rights in the company. It will be a criminal offence for an individual not to comply with the new rules.

Members noted the new requirements re PSCs, and discussed whether this is an issue for SCEL. It was agreed that SCEL has no PSCs. However, members asked the CEO to confirm with CMS that casting votes were not a relevant factor. Members asked that the Company Secretary provide any required information to Companies House in due course.

## **9. Consideration of review of Articles of Association**

This item was overtaken as part of agenda item 7.

## **10. Board and Sub-Committee attendance**

TF advised members that one of the recommendations from the review of OSCR requirements for Charities was that a summary of Board attendance be provided to the Trustees on a periodic basis, with trustees taking action as appropriate. The Finance Audit and Risk Sub-Committee had felt that it would be helpful to discuss this at today's Board meeting in order to agree frequency of reports and actions.

Following discussion of possible issues related to attendance (e.g. non quorate meetings), Members decided that management and oversight of Board attendance was the responsibility of the Chair, who was best placed to decide when further discussion was required with the Board or with individual members. The CEO would brief the Chair regularly of any emerging issues and the Chair would report to the Board as and when necessary.

### **11. Minutes of Stakeholder Forum (Paper 6)**

Minutes of the recent SCEL Stakeholder Forum were provided for members' information.

### **12. Progress with SCEL's International Advisory Board**

GH provided members with a brief update. Membership of the International Advisory Board is now confirmed as follows:

- Professor Anthony Finn CBE, Chair of SCEL Board of Directors
- Gillian Hamilton, SCEL Chief Executive
- Alan Armstrong, Strategic Director of Education Scotland
- Dr Stephen Brown, Chief Executive of the Queensland Educational Leadership Institute
- Dr Carol Campbell, Associate Professor of Leadership and Educational Change, Ontario Institute for Studies in Education, University of Toronto
- Susan Douglas, Senior Adviser Schools, British Council, and Chief Executive Officer, The Eden Academy
- Ken Muir, SCEL Board Member and Chief Executive of GTC Scotland
- Jonathan Wright, Principal Researcher, Education Analytical Services Division, Scottish Government
- Lucy Young, Head of Education, British Council Scotland

The first meeting will take place on 25<sup>th</sup> May, with both Carol Campbell and Dr Stephen Brown attending in person. Members noted progress in this area. It was further noted that Professor Chris Chapman would be invited to join the Board when he stepped down from his current membership of the SCEL Board.

## **FINANCE**

### **13. Finance, Audit & Risk Sub-Committee (Papers 7, 8, 9, 10, 11 & 12)**

FR gave members a summary of the minutes and the related papers (papers 7 – 9) from the recent Finance, Audit and Risk Sub-Committee meeting. Members endorsed the papers.

#### **Guidance for Charity trustees and OSCR health check (Papers 10 and 11)**

TF asked members to note the information contained in the minutes regarding the guidance for charity trustees and the OSCR health check and guidance for charities. The health check had been discussed in detail at the Finance, Audit and Risk Sub-Committee and members of the Sub-Committee had felt that it would be useful for all Board members to see the detail for information. Similarly, the Sub-Committee had found the OSCR guidance very useful and had asked that it be distributed to all members, for information and ongoing reference. Members noted this information and advised that these guidance documents were helpful to them in their role as charity trustees.

#### **Risk Register (Paper 12)**

The Risk Register was provided to members as per the previous agreement to include this on the agenda of full Board meetings on a twice yearly basis. Members noted that the risk ratings remain as previously agreed. Members noted the discussions on two specific areas of risk which had taken place at the recent Finance, Audit and Risk Sub-Committee.

The report from the committee was endorsed.

#### **14. Budget submission to Scottish Government (Paper 13)**

GH provided a brief summary of this tabled paper. Members were asked to provide comments to GH by the end of the week.

#### **15. Appointment of External Auditor**

GH provided members with an update regarding the tendering process for SCEL's external audit. Four tenders had been submitted. The Finance, Audit and Risk Sub-Committee had discussed the costings and services outlined in each tender, and granted powers to the CEO to review the submissions, meet with preferred provider(s), and make a recommendation to the committee by e-mail which would then go to the Board for final approval.

As a result, GH had reviewed tenders, sought additional advice from a financial consultant and met with a preferred provider. Following this process, the Finance, Audit and Risk Sub-Committee recommend the appointment of Henderson Loggie as SCEL's external auditor. Members endorsed this recommendation.

Members noted the tight timescale for the audit to be completed by the planned AGM date of 30<sup>th</sup> June, and agreed that it would be sensible to move the AGM to the August Board meeting date.

#### **16. Testing of Business Continuity Plan**

GH provided members with an update. An initial test of the BCP had taken place the previous week, with the staff team being contacted in the evening, the scenario being that there would be no access to the office the next morning. Staff were instructed to remain at home, log into e-mails remotely, with the option provided to come into the office again at 11am. All staff were contactable and were able to access e-mails remotely. It was noted that three members of staff currently have no access to the VPN. This will be addressed this coming week. A further test of the BCP will be arranged, which will bring the planning team together to assess the need for relocation.

### **STAFFING**

#### **17. Staffing Update**

GH provided members with a staffing update. SCEL's new Digital Manager, Louise Henderson (LH), has now been in post for one month, and has already made a significant impact. Her recent work on the website, social media and graphic design work, along with Emma's recent blog for Modern Apprentice Week was highlighted to the Board.

#### **18. Recruitment Update**

GH provided members with an update regarding the current recruitment process. Applications closed for the Development Officer / Lead Specialists and Project Manager roles on 29<sup>th</sup> February 2016. Members were provided with the following information on the number of applications received as follows:

- Project Manager - 15 applications (5 shortlisted)
- Lead Specialists – 32 applications (11 shortlisted)
- Development Officer – 13 applications (6 shortlisted)

The short listing and interview planning process has been contracted out to Sue Woodhead, HR consultant, with the interview process taking a strengths-based approach. Interviews for all posts will take place week beginning 14<sup>th</sup> March.

## **DELIVERY OF STRATEGIC PRIORITIES**

### **19. Report on delivery of strategic priorities 2015/16**

GH tabled a paper summarising SCEL's progress on the delivery of SCEL's 2015/16 strategic priorities. Members were asked to provide comments by e-mail by the end of the week.

### **20. Strategic Plan (Paper 14)**

GH provided members with a summary of progress with SCEL's strategic plan. Feedback from Board members at the previous Board meeting has been incorporated as has feedback from SCEL team. Members approved SCEL's strategic plan for 2016/17, noting the final amendments which are required.

### **21. Website Development**

LH demonstrated the new website to members. The website is now live, and this will be publicised at the Into Headship Conference on 10<sup>th</sup> March. Members commented positively on the new website.

### **22. Early Years**

GH informed members that SCEL has received a request from the Scottish Government to undertake a scoping exercise to identify any potential gaps in learning provision for Primary Head Teachers who have nursery and P1 classes, including theories of attachment and the importance of attachment for young children's development.

### **23. Endorsement Processes (Paper 15)**

LW provided a brief summary of paper for members, outlining current issues with the endorsement processes and recommendations for change. Following discussion on the issues and recommendations, members approved the paper.

Members also noted that 6 programmes have been endorsed to date.

### **24. Regional Network Leaders (RNLs)**

LW provided members with an update on the recruitment of RNLs. Six of the seven RNLs have been appointed, with steps being taken to fill the outstanding post. A consultant has been tasked with drafting communication and contracts for local authorities, and the RNL induction day will take place on 17<sup>th</sup> March focusing on the role of the network leader, working collaboratively, challenges of the role and a focus on key SCEL information including the Framework and Into Headship.

Members noted progress in this area.

## **25. Into Headship**

A verbal update was given by LW on the following areas of work:

1. Programme delivery
2. Progress with the Moodle environment and management modules
3. Arrangements for the Strategic Oversight Board and quality assurance
4. Next steps re programme design

All participating universities are now engaged in delivery of Course 1. Participants working with Aberdeen University are now moving onto Course 2. Anecdotal feedback from participants is positive. The second national conference is being held at the Crowne Plaza hotel, Glasgow on 10<sup>th</sup> March. The programme and conference details have been circulated to all LA coordinators and participants. The event includes contributions from Dr Alasdair Allan, Amanda McMillan (Director at Glasgow Airport), as well as participants who are now in substantive HT posts or acting HT posts discussing the programme and how it is supporting them in their roles.

All participants, LA co-ordinators and HT mentors have access to the Moodle environment with the third module, Health and Safety, now available. Work is underway with a Finance Director in Perth and Kinross on the final module, which will focus on budgeting and finance.

Membership of the Strategic Oversight Board has been agreed. The first meeting will take place at the beginning of April, when the majority of universities will have completed course 1. The Strategic Oversight Board will be chaired on behalf of SCEL by Aileen Ponton and will include participants, STEC, GTCS, and SCIS. The first meeting will include a focus on the Equality Impact Assessment information as well as initial feedback on the first course.

The Design Group continues to meet with sub-groups now established to take forward developments in middle leadership and extended induction. Both groups are meeting on 11<sup>th</sup> March and monthly thereafter to end June.

Recruitment for Cohort 2 will begin at the end of March, as soon as funding arrangements are confirmed by the Scottish Government.

## **26. Fellowship Programme (Paper 16)**

LW provided members with an update on progress with the SCEL Fellowship Programme. The programme has now been revised to take account of feedback on the role of the SCEL Fellow and the need to ensure that there is an explicit focus on system leadership throughout the programme. Information on the revised programme and the role programme had previously been circulated to Board members.

The recruitment process for cohort 3 is underway, with information having been sent to all Directors, CLPL contacts, Stakeholder Forum and current Fellows and Fellowship

participants. Closing date for applications is 14th March with interviews scheduled for 23rd and 24th March. The initial 24 hour residential event is scheduled for 22nd and 23rd April.

LW reported to members that all Cohort 2 participants have successfully completed the programme and will be awarded Fellowship of SCEL at the joint GTCS/ SCEL Leadership conference and awards ceremony on Saturday 12th March.

Board Members noted progress in this area.

## **27. Teacher Leadership**

LW provided a verbal update on SCEL's work on Teacher Leadership. Fearghal Kelly's secondment to SCEL ends on 23rd March. Members noted that Fearghal has engaged with around 1000 teachers as part of this work. All the feedback and information is available at [www.scelengage.com](http://www.scelengage.com) This engagement exercise will inform SCEL's next steps with teacher leadership and will be the focus of SCEL's May conference.

**28.** There was no other business.

**29.** Date of next meeting – 5<sup>th</sup> May, 2016

## **Actions**

Item 7, Paper 3 – Appendix B (P5) amendment to 2<sup>nd</sup> last bullet point to 'in the annual'.

Item 7 – Pam Nesbitt to establish Selection Committee for appointment of Board chair.

Item 7 – Board members to inform TF of their intention to remain as Board members, or otherwise, by 2<sup>nd</sup> April.

Item 8 – GH to establish if a Chair's casting vote is a factor in PSC legislation.

Item 14 – members to provide feedback to GH by end of week.

Item 15 – AGM to take place at August Board meeting.

Item 19 – members to provide feedback to GH by end of week.