



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 11th October 2016 at 10.00am

Present:

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

In attendance :

Gillian Hamilton CEO, SCEL (GH)
Lesley Whelan, Depute CEO, SCEL (LW)
Sally Armstrong, Organisation Manager, SCEL (minutes)
Alan Armstrong (Education Scotland)
David Roy (Scottish Government)

Welcome

The Chair (TF) welcomed members to SCEL's Board of Directors' meeting. Members noted that David Roy was attending today, in place of Stuart Robb.

Apologies for Absence

Apologies for absence were received from Rodger Hill.

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 – Items for discussion

1. Minutes of last meeting (Paper 1)

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

Members asked for consistency in terminology regarding members / trustees and directors. Members recognised that there were occasions where the use of trustee (e.g. in reference to

charitable status) and director (e.g. in reference to the directors' report as part of the annual accounts) were appropriate, but that "member(s)" was the preferred terminology for minutes.

The minutes were approved by members.

2. Matters arising from minutes of last meeting

Agenda item 5 – the process to agree a permanent contract for the Chief Executive is now concluded. The CEO is now progressing this with two further staff contracts as previously discussed, and a follow up paper on other SCEL contracts will be brought to the Board no later than Spring 2017.

Agenda item 5 – the Scottish Government funding letter had been received.

Agenda item 6 – SCEL's Early Learning and HT Professional Learning Scoping exercise was submitted to the Scottish Government in early September. The final report was circulated to all Board members.

All actions from the last meeting have been taken forward.

3. Into Headship: Summary of progress and next steps (Paper 2)

Lesley Whelan, Depute CEO, gave members a presentation and led a detailed discussion on progress and next steps regarding SCEL's work on the Into Headship programme (and other programme developments). Members were asked to offer advice to ensure that all necessary steps were in place to support the Scottish Government's intention of the Into Headship qualification becoming mandatory in 2019. The following areas were discussed:

- The potential costs of In Headship: LW offered advice about uptake and possible costs
- The target audience for In Headship: it was noted that the target audience was those in substantive HT posts, and consideration may need to be given to those in acting posts, recognising the importance of these roles.
- The need to ensure engagement with, and response to, the needs of the independent sector in relation to headship preparation.
- The need to continue to monitor the data in relation to local authority engagement, geographical spread, an appropriate balance of primary and secondary participants, gender balance and the engagement of acting head teachers.
- The challenge of engagement at SCQF level 11 across the three areas of specialist qualification and the importance of RPL in future developments.
- Recognition that, whilst SCEL has an important role to play in the promotion of headship as an attractive and important role, recruitment is the responsibility of local authorities.
- The need to ensure that the programme is future-proofed, taking account of the potential and actual outcomes of the Scottish Government's governance review and potential changes to the responsibilities of head teachers. The implications of other initiatives, such as Developing the Young Workforce and Digital Learning report, also need to be considered.

Members noted that the paper accompanying the presentation (subject to any amendments) would be used to update stakeholders on SCEL's progress in this area at the forthcoming Strategic Board for Teacher Education (SBTE) and the SCEL Stakeholder Forum. Members were happy to endorse this approach and LW was thanked for her careful preparation, insight and thoughtful presentation.

4. Chief Executive's Report (Paper 3)

In addition to the update information included in the Chief Executive's report, GH highlighted the progress made in SCEL's prototype teacher leadership programme, the meetings that have taken place to progress Excellence in Headship, the beginning of the Regional Network events and additional staffing information.

LW confirmed that recruitment for cohort 4 of the Fellowship programme will commence at the end of October, close by the end of December with the programme commencing in February 2017.

Members endorsed the Chief Executive's Report.

5. Scottish Government Governance Review

GH provided members with a summary of the plan for engagement with the Scottish Government's Governance Review. The review was launched on 13th September, with the closing date for responses on 6th January 2017. Members had previously been sent a link to the review documentation, including a note of Scottish Government engagement sessions that Board members may wish to attend. Some members of the SCEL team plan to attend one of these sessions, and the dates will also be shared with SCEL Fellows and Fellowship participants.

The SCEL team will meet on the afternoon of 1st November to discuss the key issues and themes relevant to our work which will help form the basis of SCEL's response to the Governance review.

LW is arranging an event in early December for SCEL Fellows and Fellowship participants, which will incorporate a session dedicated to the Governance review. Members noted that John Swinney will be invited to attend part of this session.

TF confirmed the importance of Board members' engagement with SCEL's response to the review. It was proposed that the next Board meeting, scheduled to take place on 15th December, is a full day Board meeting, with a half day dedicated to a Board discussion on the governance review. This would enable the responses gathered from the discussions with the SCEL team and the SCEL Fellows to be shared with Board members, and for members to contribute their thinking to the response.

Members agreed these proposals.

Section B – For approval

6. Ratification of re-appointment of Chair of Board of Directors

Pam Nesbitt (PN), chair of the appointment sub-committee, led this part of the agenda.

PN reported that members had decided to confirm the re-appointment of Tony Finn as the Chair of SCEL's Board of Directors. She provided an update of this process. PN advised that the selection committee had engaged in a rigorous re-appointment process which included a self-evaluation process completed by the Chair, interviews with SCEL's CEO and deputy CEO, interviews with external stakeholders and feedback from SCEL Board members.

Members ratified the re-appointment of Tony Finn as the Chair of SCEL's Board of Directors for a further four-year term, pursuant to the current articles of association of the company.

PN advised that it would be useful to reconvene the Recruitment and Evaluation Sub-Committee to finalise the process for the future appointment of the Chair of the Board, setting out an agreed process, timeline and documentation. This discussion would also cover issues raised in the process used to select Board members. This recommendation was endorsed by members.

7. Appointment of SCEL Board members (Paper 4 - tabled)

TF tabled paper 4, with members given time to read the information contained in the paper. Board members who were subject to the re-appointment process left the meeting, as did Board observers (Alan Armstrong and David Roy).

Members ratified the re-appointment of Aileen Ponton, Clare Harker and Frances Ross as Directors of the company for a further four-year term, pursuant to the current articles of association of the company.

Members ratified the appointment of Neil McLennan as a Director of the company for an initial term of four years, pursuant to the current articles of association of the company.

Members noted that one remaining vacancy was available for co-option for a period of two years until 2018. The background to this vacancy was discussed, with members giving consideration to the possible knowledge and skills required of this co-opted member, as outlined in paper 4.

TF asked SA to ensure that newly appointed members provide all the required information for Companies House, the SCEL website and for all Register of Interest forms to be completed.

8. Future planning for SCEL Board of Directors

TF informed members that now the recruitment process has been concluded, there were a number of areas to consider related to board planning and operation. These included:

- Frequency of SCEL Board meetings: a draft timeline of Board and Sub-Committee meetings to be agreed at next Board of Directors meeting in December
- Composition of SCEL sub-committees
- Training needs of the refreshed Board, and of new Board members
- Identification of areas for future Board discussion and input
- Timing of next Board evaluation
- Update of delegation of powers of sub-committees to be completed.

Members agreed that further discussion would take regarding these issues at the next Board meeting. Members were also invited to submit initial suggestions for future Board training to TF as soon as possible.

9. Minutes of Finance, Audit and Risk Sub-Committee

Aileen Ponton (AP) provide a summary of the minutes of the Finance, Audit and Risk Sub-Committee (paper 5) as well as the related budget summary and commentary (papers 6 and 7).

Members approved the minutes and the related papers, noting the following:

- Approval of Henderson Loggie as SCEL's auditors for a further 2 years.
- Enhanced narrative included in the budget commentary, detailing enhanced expenditure over the coming months.
- Renewal of ISYS contract.

Agenda items 10 and 11 were covered as part of this discussion..

12. Non-staff member expense policy (paper 8)

GH provided members with an overview of the non-staff member policy. This policy has been updated from the original board member expense policy which was approved by Board members in November 2014. The policy has been extended to include reference to SCEL Fellows, Regional Network Leaders and SCEL consultants and associates.

Members sought clarification on the requirement for vehicle insurance to include business cover, and the internal processes for checking vehicle documentation. GH confirmed that whilst staff documentation was checked on an annual basis, the onus was on the non-staff members to have the required cover in place, and that this was explicitly stated in the contracts for consultants and associates.

The policy was approved by members.

SECTION C – FOR INFORMATION

13. Scottish Government letter regarding future funding

GH informed members that, as confirmed earlier in the meeting, a letter confirming future funding has been received from the Scottish Government. A copy of the letter was included for members' information as part of the papers.

14. Minutes of Excellence in Headship Strategic Group (Paper 10)

Members noted the work underway in this area.

15. Minutes of SCEL Stakeholder Forum

These minutes are still being finalised and will be circulated to members in due course.

Any other business

TF advised members that this meeting was Stuart Browns last Board meeting and thanked Stuart on behalf of the Board for his commitment during his time as a director.

Date of next meeting – Thursday 15th December, 9.45am for 10am.

Actions

Agenda item	Action	Responsibility
2	Permanent contracts to be progressed for 2 staff members and paper brought back to SCEL Board re other posts	GH
3	Into Headship update to SBTE and SCEL Stakeholder Forum	LW
5	Members to receive update regarding session for SCEL Fellows on Governance review and arrangements for Board consultation and dinner on 15 th December	GH /SA
6	Recruitment and Evaluation Sub-Committee to reconvene to finalise the process for future appointments for the Chair of the Board and for Board members, setting out an agreed process, timeline and documentation.	PN/TF
7	Members to e-mail TF with their views and suggestions regarding Board co-option.	All
7	New Board members to provide required information for Companies House, the SCEL website	SA
7	Members' Register of Interest forms to be updated.	SA
8	Draft timeline of Board meetings for next year to be prepared, for confirmation at next meeting.	GH / SA