



**Minutes of Meeting of the Board of Directors
Held at 9.30am on Tuesday 25th April 2017
Boardroom, Bothwell Street, Glasgow, G2 7JD**

Present:	Steve Lamey	Chief Executive	SL
	Chris Brodie	Chairman	CB
	Antonia Cox	Non-Executive Director	AC
	Simon Devonshire	Non-Executive Director	SD
	Natalie Elphicke	Non-Executive Director	NE
	David Gravells	Non-Executive Director	DG
	Sally Jones-Evans	Non-Executive Director	SJE
	Gary Womersley	Company Secretary	GW
In Attendance:	David Wallace	Deputy CEO/Chief Customer Officer	DW
	Matt Toombs	DfE	MT
	Paula Crofts	DfE	PC
	Chris Jones	Welsh Government	CJ
	Chris Williams	Welsh Government	CW
	Sian Kerr (by Phone)	Department for Economy (NI)	SK
	Jonathan Dimson/Mike	McKinsey	JD/
	McCarthy (Item 3.3)		MM
	Chris O'Connor (Item 3.5)	CDO, Chief Digital Officer	CO'C
Apologies:	Stephen White	Scottish Government	SW

1. Chairman's Opening Remarks and Directors' Matters

CB welcomed everyone to the meeting – there were no declarations of interest.

2.1 Minutes of the meeting held on 22nd February 2017

Board approved the minutes of the meeting of 22nd March 2017.

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2.2 Matters arising from previous minutes

GW advised that of the 16 actions listed, 9 were marked for closure - either being complete or on the agenda.

GW confirmed that he had been informed that MB244 had been carried out. PC confirmed that discussions were still ongoing to ascertain if BEIS/UKGI were still formally sponsoring the initiative.

MT advised that MB240 was being progressed and that it was hoped an appropriate letter could be agreed with SLC in early course. *

GW informed Board would be updated re MB248 via the paper re SLC Board Effectiveness Review on the agenda.

GW updated Board re MB249, MB250 and MB251 – advising that matters were being progressed internally with a view to introducing protocols that were not disproportionate or unwieldy for NxDs.

GW informed that a consultation would be carried out by SLC in respect of MB242. CB advised that in the interim he would revert back to Nicola Dandridge, CEO of Universities UK, confirming that the SLC Stakeholder Forum was still considered useful and should still be chaired by a VC but that SLC would confirm the position formally once the consultation was complete.

3.1 CEO Report

SL presented his CEO Report.

CB updated Board re the APRA and that it was anticipated SLC would receive this imminently, notwithstanding the pre-election period. It was also confirmed that SLC would receive a separate letter re the SLC Strategy. NE confirmed that the ARC was looking into the whole APRA process.

SL updated Board regarding the visit from the Minister for the Constitution and his particular interest in SLC's Counter Fraud work. SL advised an ongoing Culture Sessions, Manager Roundtables and Question Times, highlighting in particular work on mental health. SL also advised of the visit to SLC by the Permanent Secretary (DfE) and Chief Financial and Operating Officer (DfE).

SL highlighted the work being undertaken and issues raised by SLC re Wales launch dates. CJ & CW advised that they hoped there were no substantive problems rather just issues around timing.

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SL and DW advised Board re SLC's HEP Seminar 2017. SL confirmed that it was intended to organise a future Board meeting around an SLC Seminar. **ACTION MB252**

Board noted the Finance Update provided via the CEO Report.

SL updated Board re recent Senior Appointments and Reporting Lines.

SL advised Board re SLC People Initiatives, in particular the Revised Pay Business Case, Succession Planning and Staff Turnover.

SL provided an Operations Update, CB noting that applications from 18 year olds were falling.

SL provided a Complaints Update, informing Board that additional IA resource would need to await the post-election period.

SL gave a Repayments Update, *

SL updated Board re ICT, in particular re IR35 activities and work package development to increase resilience and delivery capability. SL confirmed progress by SLC in providing additional accommodation in Glasgow at the Europa Building.

Board noted the CEO Report.

3.2 SLC 2020 Strategy Update

SL provided Board with a verbal SLC 2020 Board Update, which Board noted.

3.3 McKinsey – Review into Digital Audit

JD and MMcC presented the McKinsey Review into Digital Audit Report.

JD and MMcC advised that McKinsey had been tasked by SLC with undertaking a digital strategy assurance exercise by looking at three areas of the SLC 2020 Strategy – Strategy Programme Integration, Digital Customer and Digital Architecture.

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* **ACTION MB253**

Board noted the McKinsey Review into Digital Audit Report.

3.4 FY 17-18 Corporate Plan

DW introduced the FY17-18 Corporate Plan Report.

DW advised that the draft plan had been produced to align to the approved strategy and set both the priorities and objectives for the medium term, as well as those activities to be taken forward during FY17-18. DW further advised that the draft plan would go through a further refinement process, including incorporating the Board's comments and ensuring all information in the document was suitable for publication. DW confirmed that once the draft was finalised, a fully designed version would be published on SLC's website.

Board discussed the draft FY17-18 Corporate Plan, its relationship with the (CEO) Performance Contract and Framework Document. Board agreed that future Corporate Plans should be agreed in advance of and inform the APRA Corporate Plans, in terms of the Framework Document and requested that Board be advised of how this would be planned going forward. **ACTION MB254**. SL thanked DW and staff for the hard work in producing the draft in extremely right timescales.

Board noted the FY17/18 Corporate Plan but commented that rather than progress it further, in light of the current stage of the APRA process, work should concentrate on the 18/19 plan.

3.5 Update on Business Continuity, Workplace Action Recovery & Disaster Recovery

CO'C introduced the Update on Business Continuity (BC), Workplace Action Recovery (WAR) & Disaster Recovery (DR) Report.

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* **ACTION MB255**

Board noted the Update on BC, WAR & DR.

3.6 Framework Agreement

GW introduced the Framework Agreement Report.

GW advised of the background to the present iteration, in particular following the Board's agreement in principle in December 2016. GW informed that the interim period had been utilised to update the ToRs for the ARC and Remuneration Committees – which had been circulated and agreed by all relevant parties informally.

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NxDs discussed that now SLC had an updated Framework Agreement that it was important that all relevant parties accorded with the position provided for therein. GW confirmed that discussions had already been had with CB, DG and NE re conducting an exercise for Board/Committees on tracking this aspect.

Board approved the Framework Document (annexed to the Framework Agreement Report) and that the final document be signed off on behalf of SLC by the Chair/CEO.

3.7 SLC Board Effectiveness Review 2017

GW introduced the SLC Board Effectiveness Review 2017 Report.

GW confirmed that the paper was primarily intended to elicit NxD views/input, into the 2017 Review being progressed by GW and the Chair. CB confirmed the background to the Review and the requirement on the Chair to advise the Minister annually re the Boards effectiveness. CB confirmed that it was intended to carry out an external light-touch review, to include the Board and Committees.

NxDs commented that in addition to the “normal” questionnaires used in such reviews, it would be good to try and tailor to SLC’s specific circumstances. GW confirmed that the bespoking of any review was being considered, as well as the potential for engagement with NxDs/ stakeholders. **ACTION MB256**

Board noted the SLC Board Effectiveness 2017 Review Report

3.8 Main Board Risk Review

GW introduced the Main Board Risk Review.

GW highlighted that the key risks were highlighted at 4.1, with the key changes since the last Main Board Risk Review highlighted at 4.2. GW informed that the Main Board Risk Review had been adapted following discussions with the ARC Chair and that it was likely to continue to evolve – with a view to giving greater emphasis to those risks within SLC’s control. *

Board noted the Main Board Risk Review.

4. AOB

AC raised the issue of “information, advice and guidance” and student sign-posting. AC informed that following previous discussions at Board, DfE (BIS) had committed to looking at the issue sector-wide, with a view to ascertaining the best approach.

* **ACTION MB257**

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CB raised the issue of the pre-election period and the potential impact on SLC. Board requested that the current Risk Register wording be looked at to ensure it had captured the issue appropriately. **ACTION MB258**

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5. Date of Next Meeting

The Board noted that the next meeting would take place in Glasgow on Wednesday 24th May 2017 at 09.45am.

The Board meeting closed at 13.00pm

NB: Where asterisks appear within a numbered item, these sections have been excluded from the minutes before placing on the website as the subject under discussion falls within one or more of the exemptions contained in Part II of the Freedom of Information Act 2000 and can be reasonably withheld.