

## **Minutes of APUC Board Meeting held at 9.30 a.m. on Friday 28 November 2008 at 14 New Mart Road, Edinburgh**

### **Present**

Gavin Macdonald	Stow College (Chair for Agenda Item 1 only)
Nigel Paul	University of Edinburgh (Chair for remainder of Agenda Items)
Pat Briggs	The Robert Gordon University
Susan Walsh	Cardonald College
Alan Williamson	Jewel & Esk College
Douglas Mackellar	Independent
Stuart Paterson	Independent
David Ross	Independent
Hugh Ross	APUC Ltd

### **In attendance**

Louise Burke	APUC Ltd
--------------	----------

### **Welcome and Apologies**

- 1 Apologies were received from Steve Cannon.
- 2 The meeting commenced with Gavin Macdonald resigning his Directorship with immediate effect. As a consequence, his position as Chair of the Board fell and he departed from the meeting at this point.
- 3 Susan Walsh, therefore, stood in as Chair until a permanent replacement Chair was appointed. Douglas Mackellar nominated Nigel Paul whose appointment was unanimously accepted by the Board and Nigel chaired the remainder of the meeting.
- 4 The Board thanked Gavin for his tremendous work as Chair of the Board since APUC's inception and commented positively on the integrity and sound judgement he had demonstrated throughout the life of the company.

## **Minutes of Previous Board Meeting**

- 5 The minutes of the 10 October 2008 Board meeting were approved as an accurate record of the meeting, except for these changes: (a) in the penultimate sentence of paragraph 26, the words “only part of advanced procurement” were substituted for the word “not” to reflect the fact that collaborative procurement is only a part of advanced procurement; and (b) Paragraph 32, was altered to read “In light of a discussion about the meaning of the word “shortcomings”, the non-sectoral non-executive directors agreed to change the Strategic Dialogue Report by replacing this word with the word “difficulties”.

## **Matters Arising**

- 6 The Risk Register will be updated and dealt with administratively by means of a circular e-mail to the Audit Committee.
- 7 The 2008/09 budget has been adjusted in line with the Board’s wishes. This too will be dealt with administratively by means of a circular e-mail to the Audit Committee.
- 8 A short-term Working Group to establish a pay policy for APUC will be created, with APUC forming the secretariat. It was agreed that Alan Williamson and Hugh Ross would be members of the Group. Pat Briggs will discuss with Steve Cannon which of them should also join the Working Group.
- 9 The Chief Executive’s remuneration has been resolved and all Directors agreed they are content with the outcome.
- 10 The 2007-08 Annual Report has been redrafted in line with the Board’s wishes and will be circulated to the Board for approval by means of written procedure.

## **Response to the Strategic Dialogue Report: APUC/34/2008**

- 11 The focus of the Response is APUC’s and institutions’ future actions; however, relevant previous actions have been recorded in an annex.
- 12 The Response must be submitted to John Swinney MSP by the end of January 2009. It was agreed that it would be strengthened by being

endorsed by the FE and HE sectors' representative bodies. In this regard, it was particularly important for the action plan to be accepted. It was, therefore, agreed that APUC would consult Universities Scotland (US), Scotland's Colleges (ASC) and other representative bodies, such as Scottish Universities Heads of Procurement (SUHoP) and the Scottish Association of Universities Directors of Estates (SAUDE). Moreover, as colleges do not have equivalents of these groups, the Response will also be circulated to colleges' Directors of Finance.

- 13 It was noted that Principals need to steer the Response and a suitable forum for introducing the Response could be the Principals Convention Co-ordinating Group, being held during the week commencing 1 December. **Action:** Susan Walsh to contact Sue Pinder as Convenor of that group to seek having the Response added to the agenda.
- 14 In addition, the Response could be added to the agenda of the US Committee meeting, also being held week commencing 1 December. **Action:** Nigel Paul to discuss with Margaret MacLeod at US.
- 15 There was much discussion around articulating a vision of what advanced procurement is. **Action:** Douglas Mackellar to develop a presentation describing advanced procurement which could be delivered at a session with Principals on Continuing Professional Development (CPD) in relation to advanced procurement. **Action:** Douglas Mackellar to take this forward.
- 16 It was agreed that a strategic away-day for APUC staff, US, ASC, SUHOP and senior representatives from Scotland's colleges would enable all to agree and understand a shared vision which could then be filtered down within respective organisations / institutions. **Action:** The Board will dictate the vision and arrange to share the strategy with stakeholders and APUC staff.
- 17 The key conclusions of the meeting between Hugh Ross, Nigel Paul and SUHOP on 25 November were shared with the Board. In summary: the discussions were productive; SUHOP want to engage but don't want APUC to "tell them what to do"; APUC's efforts should be focused on renewing contracts, as well as driving forward new contracts; a Strategic / Steering group should be formed to decide on priorities and who should action those; institutions wish to sign off on savings and benefits; the operation of User Intelligence

Groups (UIGs) will be reviewed to ensure they operate more efficiently and effectively; APUC will increase the transparency of UIG information by widening access to information on the SharePoint website to institutional staff.

- 18 Various updates to the draft Response were noted. Key comments were to: increase the emphasis on working together with institutions and representative bodies; pull out the key actions in the Executive Summary rather than list them all; acknowledge the good work and departure of Gavin Macdonald; add more information on how many ePS implementations have been completed and what work is planned from now until 2010 and beyond.
- 19 **Action:** Nigel Paul offered to seek views from Martin Fairbairn of the Scottish Funding Council (SFC) on stronger wording for paragraph 3.9.1, 'Future Funding of APUC'.
- 20 The SFC has agreed to cover liabilities associated with the USS staff pension scheme for a period but not indefinitely. **Action:** Hugh and Nigel will seek to tie up these loose ends as soon as possible.
- 21 It was noted that a special resolution at a general meeting of existing members would enable APUC to remove those provisions in the Company's Articles that were deterring institutions from becoming members. It was agreed that this should be done as soon as possible with a view to significantly increasing membership before elections to the Board are held in the spring of next year. **Action:** Hugh to review Articles in conjunction with David Ross and initiate process for holding general meeting.

#### **Costs of Strategic Dialogue: APUC/35/2008**

- 22 The expenditure analysis included in paper APUC/35/2008 was approved for submission to the SFC for confirmation of final project costs.

#### **Any Other Business**

- 23 It was noted that there is likely to be considerable change at the Annual General Meeting of APUC in the spring of 2009, and that the Board should manage that change between now and then. **Action:** In the short term, the Board will ask Steve Cannon whether he wishes to

continue his Directorship, as he has been unable to attend several Board meetings to date.

- 24 It was agreed that future Board meetings will be rotated on a geographical basis using institutions' facilities, to increase APUC's visibility and engagement with institutions. Meetings with Principals and representatives of host institutions and, if appropriate, other institutions in the area in which the Board meeting is being held will be sought where possible ahead of each Board meeting. However, this will not apply to the next meeting scheduled for January, which will take place at APUC's offices, to enable APUC to fulfil its obligation of responding to the Cabinet Secretary for Finance and Sustainable Growth by the end of January with the Response and action plan contained therein.
- 25 It was noted that the process of recruiting a new Chief Executive has commenced with a head-hunter and adverts will be placed in early January. The Board thanked Hugh Ross for stepping into the role as interim Chief Executive.
- 26 Following Gavin Macdonald's departure, a replacement Director will be sought from the college sector. It was noted that the nominated individual must be highly regarded in order to carry out their ambassadorial role effectively. **Action:** Susan Walsh and Alan Williamson to discuss and agree an approach with a view to nominating a replacement Director at the next Board meeting. Susan Walsh to discuss the issue at the Principals Forum on 8 December.
- 27 A statement regarding Gavin Macdonald's departure will be agreed with him and circulated to ASC, US, SFC and the Scottish Government. Institutions will be informed through their representative bodies. **Action:** Hugh Ross and Nigel Paul will draft a form of words and seek Gavin Macdonald's approval. It was agreed that the statement should be factual and recognise Gavin's contribution.
- 28 It was noted that some public relations support may be required and, if needed, Halogen Communications, will handle this. **Action:** Hugh Ross will issue 'lines to take' to Halogen and to APUC staff. It was noted that the Scottish Government and the SFC would be informed of Gavin Macdonald's resignation immediately.

- 29 The Board was keen to raise its visibility and increase engagement with key stakeholders. **Action:** Nigel Paul will arrange meetings with US, SC, the SFC and the Scottish Government once the response to the Strategic Dialogue Report has been sent and endorsed by the FE and HE representative bodies.
- 30 It was agreed that the non sectoral non-executive members of the Board should meet with John McClelland to better understand the Public Procurement Reform Programme agenda and to communicate the Board's cohesive view to the Scottish Government. **Action:** Nigel Paul, Stuart Paterson, Douglas Mackellar and David Ross to meet with John McClelland.
- 31 The Board welcomed the SFC's suggestion to have a representative at Board meetings, either as an active participant or as an observer. **Action:** Nigel Paul will discuss with the SFC how best to take this proposal forward.

#### **Date of Next Meeting**

- 32 It was agreed that the next Board meeting would take place during the week commencing 5 January 2009 at APUC's offices. (It was subsequently arranged that the meeting would be held on 9 January 2009.)