

## **Minutes of APUC Board meeting held at 1.00pm on Wednesday 30 May 2007 at 9 Sighthill Court, Edinburgh.**

### **Present**

Brian Baverstock	APUC Ltd
Nigel Paul	University of Edinburgh
Gavin MacDonald	Stow College
Steve Cannon	University of Aberdeen
Susan Fox	Forth Valley College
John Gordon	University of Stirling
Alan Williamson	Jewel & Esk Valley College

### **In attendance**

Hugh Ross	APUC Ltd
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### **Welcome**

- 1 As this was APUC Ltd's first Board Meeting, one of the founder Director's, Nigel Paul, acted as Chair for the initial part of the Meeting. He opened the Meeting and welcomed Board Members.

### **Appointment of Board Members**

- 2 Steve Cannon, Susan Fox, John Gordon and Alan Williamson were unanimously elected as Directors of APUC Ltd. Together with the three founding Directors, Brian Baverstock, Nigel Paul and Gavin MacDonald, this brought the Board's membership up to seven Directors. There was agreement that, in the interests of good governance, the Board should be further strengthened by the appointment of two or three independent non-executive Directors whose skills complemented those of the current Board. The particular skills that were considered desirable were procurement legal, project management and change management. APUC's Chief Executive was charged with arranging for an advertisement to be placed in the press, inviting applications from people with experience in these fields. Applications from procurement professionals would be especially welcomed. Moreover, in order to encourage a wide response, the

Board agreed that a modest honorarium of £3 - £4k should be offered to the successful appointees.

### **Appointment of Chair**

- 3 Gavin MacDonald was unanimously elected Chair of APUC to serve until APUC's first AGM in the autumn of 2007. At this stage of the proceedings, Nigel Paul vacated the chair and the remainder of the Meeting was chaired by Gavin MacDonald.

### **Board Procedures and Delegated Authority: APUC/01/2007**

#### ***Operating Procedures***

- 4 A paper had been issued prior to the Meeting to invite discussion by the Board on its key operating procedures and a proposed scheme of delegated authority to the Chair and Chief Executive. The Board was content with the majority of the operating procedures contained in this paper (which were based upon APUC's Articles of Association). It was agreed, however, that:
  - the quorum for a Board meeting should be three Directors, instead of two and that, in determining the number, Directors did not need to be physically present in the same room since it would be acceptable, in exceptional circumstances, for Board meetings to be conducted by video or tele-conferencing; and
  - the power of the Directors to appoint one of their number to chair a Board Meeting if the Chairman was not present within 5 minutes of the time appointed for the meeting to start should be amended to require the Chairman to appear within "an appropriate period of time".

#### ***Delegated Authority***

- 5 The Board was satisfied with the arrangements outlined in the paper for delegating authority to the Chair and for reporting the Chair's use of delegated authority to the Board.

- 6 It felt, however, that the section of the paper that dealt with delegation to the Chief Executive needed to be expanded to include an upper limit on transactions relating to the acquisition and disposal of property and equipment, £10,000 was suggested. Moreover, it considered the wording “revise individual programme budgets up to a limit of £500,000” should be amended to read something like “vire between individual programme budgets up to a limit of £500,000 for each programme”.
- 7 In regard to the proposed delegated authority to the Chief Executive for banking arrangements, Brian Baverstock, the Chief Executive, reported that for operational reasons he needed to be able to sign cheques for up to £1,000 on a single-signatory basis, but that cheques above £1,000 would be countersigned. He undertook to report back to the Board on who the current cheque signatories are and to prepare a substantive paper on Board procedures and delegated authority for the next Board meeting that would take account of the Board’s remarks.

#### **Efficient Reform Fund (ERF) – Funding Update: APUC/02/2007**

- 8 The Board was advised that since the paper was issued to members, APUC had received a formal grant offer letter from the Scottish Executive for the full £11.4 million included in the ERF (then the EGF) bid.

#### **Programme Update: APUC/03/2007**

- 9 The Chief Executive tabled a paper that provided an update on the progress that had been achieved on the key elements of the Advanced Procurement Programme and sought comments from other Board members on the structure and layout of the paper.
- 10 In response to a suggestion that it would have been helpful to include details – where appropriate - of the slippage that had occurred against individual activities and an indication of what steps were being taken to rectify the position, he agreed to include this information in future updates. Moreover, he undertook to substitute a Gantt chart for the summary project plan attached as an annex to the paper in future versions since several Directors felt a Gantt chart would be easier to follow.

- 11 The Board advised that getting universities and colleges to commit to User Intelligence Groups (UIGs) was essentially a “hearts and minds” exercise. In its view, institutions – not APUC - should be placed at the centre of APUC’s strategy and institutions would commit if they were convinced that the system that was being proposed was easier to use than their current systems and made sense economically. It was suggested that APUC should build upon the networks that were already in place and ensure that the key person responsible for procurement was the main contact within each institution.

### **APUC Strategic Plan: APUC/04/2007**

- 12 APUC’s proposed approach to developing and consulting on its strategic plan had been set out in a paper that had earlier been circulated to Board members. In response to a request for comments, the Board suggested that it was important not to confuse strategic issues and operational issues in the Strategic Plan and to make statements, rather than raise questions, for discussion at consultation events. The consensus was that there was little merit in restarting a debate that had already been held. In the Board’s opinion, the emphasis at these forums should be upon highlighting the benefits that institutions would gain from working with APUC. Presentations from the first adopters of ePS - the University of Aberdeen and Jewel & Esk Valley College - illustrating the benefits they had gained would, therefore, be helpful in this context. The representatives of both of these institutions on APUC’s Board indicated a willingness to deliver presentations at future consultation events. APUC’s Chief Executive undertook to take on board these comments.

### **Future Dates of Board Meetings**

- 13 It was agreed that the Board should attempt to meet again early in July and towards the end of August to consider the outputs from the consultation events that are due to be held at the end of June and to agree the Strategic Plan.

### **AOB**

- 14 The Meeting concluded with a brief discussion on the pension arrangements for APUC employees and on the need for a Membership Agreement/Memorandum of Understanding between APUC and its member institutions. It was agreed that a paper on the latter subject would be produced for the next Board Meeting.