

# Board of Management - Governance

Wed 24 August 2022, 16:30 - 18:30

Microsoft Teams

## Attendees

### Board members

- David Sandison (Chair of the Board of Management)
- Karen Hall (Chair of Learning, Teaching, and Research Committee)
- Lauren Doughton (Chair of Audit Committee)
- Simon Clarke (Teaching Staff Director)
- Angela Sutherland (Non-Teaching Staff Director)
- Rory Gillies (Independent Director)
- John Goodlad (Independent Director)
- Claire Christey (Independent Director)
- Christopher Bolton (Independent Director)
- Lucy Wilson (Independent Director)

### Also in Attendance

- Matt Sierocinski King (Board Secretary)

### Apologies

- Ian McCormack (Local Student Director)
- Graeme Howell (Vice Chair of the Board of Management, Chair of Finance and General Purposes Committee, Senior Independent Member)
- Simon Collins (Chair of Human Resources and Remuneration Committee)
- Jane Lewis (Principal - Shetland UHI)

## Meeting minutes

### 1. Welcome, Apologies, and Announcements

Mr Sandison (Chair of the Board of Management) welcomed everyone to the meeting. He also announced apologies from Mr McCormack (Local Student Director), Professor Lewis (Principal), Mr Howell (Vice-Chair, Chair of Finance and General Purposes Committee, Senior Independent Member), and Mr Collins (Chair of Human Resources and Remuneration Committee).

The Chair of the Board of Management explained the nature of the meeting, adding that most of the Governance items on this agenda were rolled over from the July meeting.

Mr Sandison also announced the departure of Professor Walker from his position as Principal and Vice-Chancellor of UHI, which would take effect in the new year.

### 2. Declarations of Interest

No declarations of interest were made.

### 3. Minutes of the previous meeting

Mr Sandison (Chair of the Board of Management) invited members of the board to review the Confidential Minutes of the previous meeting and the Non-Confidential Minutes of the previous meeting.

**Decision:** The Board of management approved the Confidential Minutes as a true and accurate record of the previous meeting.

**Decision:** The Board of management approved the Non-Confidential Minutes as a true and accurate record of the previous meeting.

### 4. Matters Arising

Mx Sierocinski King (Board Secretary) updated the Board of Management on the ongoing items for action from the previous meeting.

### 5. Partnership Matters

#### 5.1. Academic Partner Agreement

Mr Sandison (Chair of the Board of Management) introduced this item, giving background, and context to parts one and two of the agreement, as proposed.

The Chair of the Board of Management updated the Board of Management on his conversations with Professor Lewis (Principal) on the matter, and the frequency of how often the Academic Partnership Agreement can be reviewed and amended. The Chair of the Board of Management also updated on the collective opinions of other academic partners' perspectives.

The discussion focused around the topic of the division of the funding where a student was based in one academic partner, but who's teaching was hosted by another. Mr Clarke (Teaching Staff Director) updated the board on the advantages and the challenges of this system, particularly with regards to HE students, but explaining how it also applies to FE students. Mx Sierocinski King (Board Secretary) updated the Board of Management on how this affects the student voice at academic partner level.

**Decision:** The Board of Management approved the Academic Partner Agreement

**Action:** The board delegated The Chair of the Board of Management to sign the Academic Partner Agreement on behalf of Shetland UHI.

## **6. Governance**

Mr Sandison (Chair of the Board of Management) introduced this section of the agenda and set it in context of the assignation process for Shetland UHI.

### **6.1. IP Policy**

Mr Sandison (Chair of the Board of Management) and Mx Sierocinski King (Board Secretary) introduced the policy to the Board of Management. Mr Clarke (Teaching Staff Director) highlighted to the Board of Management that such a policy was standard in the Higher Education sector.

**Decision:** The Board of Management approved the policy for use at Shetland UHI.

**Action:** The Senior Management Group are to implement the IP Policy.

### **6.2. Scheme of Delegation**

Mx Sierocinski King (Board Secretary) Introduced the Scheme of Delegation, highlighting how it codifies a lot of the practices currently undertaken by Shetland UHI with regards to the devolution and retention of the responsibilities held by the Board of Management. The Board Secretary also noted that the Scheme was a Code of Good Governance requirement.

**Decision:** The Board of Management approved the Scheme of Delegation.

### **6.3. Terms of Reference for Human Resources and Remuneration Committee**

Mx Sierocinski King (Board Secretary) Introduced the amendment to the Terms of Reference for Human Resources and Remuneration Committee, highlighting how it codifies a Code of Good Governance requirement with regards to the committee's remit of remuneration.

**Decision:** The Board of Management ratified the amendment to the Terms of Reference of Human Resources and Remuneration Committee.

### **6.4. Annual Development Reviews for Board of Management**

Mx Sierocinski King (Board Secretary) introduced the item on Development Reviews for the Board of Management and the decisions the Board of Management were required to make in terms of format of the reviews.

The Board of Management discussed the review format, and who should review each members' development. The nature of the discussion focussed around consistency of the reviewing process.

**Decision:** The Board of Management accepted the review format proposed.

**Decision:** The Board of Management decided to split the reviewing responsibility between Mr Sandison (Chair of the Board of Management) and Mr Howell (Vice-Chair of the Board of Management), each reviewing half the Board members.

**Action:** The Board Secretary shall meet with the Chair of the Board of Management and the Vice-Chair of the Board of Management to explain how they are to conduct the reviews.

## **6.5. Code of Conduct Update**

Mx Sierocinski King (Board Secretary) updated the Board of Management regarding the status of the Model Code of Conduct, as released on behalf of the Scottish Government, which had not been Islands Community Impact Assessed. The Board Secretary further explained that Shetland UHI is required to have a Code of Conduct, but as it is not a public body, it is not required, to have the new Code of Conduct for Public Bodies, advising the Board of Management that retention of the existing Code of Conduct was within the parameters of compliance with the Code of Good Governance.

**Decision:** The Board of Management approved the Code of Conduct as previously used for the Transition Board of Shetland UHI, on the condition that it be amended to remove references to the Transition Board of Shetland UHI and replaced with references to the Board of Management of Shetland UHI.

**Action:** The Secretary shall amend the Code of Conduct in line with the wishes of the Board of Management and to circulate for members to sign their agreement to the Code of Conduct, as amended.

## **6.6. Risk Register**

### **6.6.1. Governance Risk**

Due to technical difficulties, the presentation on this risk would not load. Mx Sierocinski King (Board Secretary) gave a verbal update on the Governance Risk. The Board Secretary updated on the nature of this risk, highlighting a mitigating action that was already underway was compliance with the Code of Good Governance, and giving a full explanation of what the risk entailed. The Board Secretary highlighted further actions to mitigate this risk included full board member training, and further induction support for board members. The Board Secretary noted that one

mitigating action completed was the full board recruitment and assignation of committees, which was the work of Search and Nominations Committee.

**Action:** The Board Secretary is to circulate the Presentation once the technical difficulties have been resolved.

### 6.6.2. Review of the Overview of Risk Register

The Board of Management reviewed the overview of the risk register.

**Noted:** The Board of Management noted to the Overview of the Risk Register.

**Action:** Professor Lewis (Principal) is asked to give details on the cost of utilities of Shetland UHI to the Board of Management.

### 6.7. \*Code of Good Governance

**Noted:** The Board of Management noted the Code of Good Governance.

### 6.8. Assignation of Shetland UHI to Regional Strategic Body

Mx Sierocinski King (Board Secretary) updated the Board of Management on the process and progress of Assignation of Shetland UHI to the Regional Strategic Body, highlighting the actions completed, the actions that were expected to be completed at this meeting, and the actions to be completed by committees in the forthcoming committee cycle.

The Board of Management discussed the progress, and the timeline for assignation.

**Decision:** The Board of Management set a completion date for assignation to be the end of the calendar year.

**Action:** The Board Secretary is to update Board of Management at the next meeting on the progress of Assignation.

### 6.9. Effectiveness Review

Mx Sierocinski King (Board Secretary) informed the Board of Management about the review, questions, and reasoning behind the questionnaire, noting it was a Code of Good Governance Requirement.

Ms Doughton (Chair of Audit Committee) updated the Board of Management on the work of Audit Committee in this process.

**Decision:** The Board of Management approved the questions as presented for use along with the format of questions.

**Action:** The Board Secretary is to implement this decision of the Board of Management, and to circulate the questions for Board members to complete.

## 7. \*Board Member Training

Mx Sierocinski King (Board Secretary), introduced the paper with the schedule of training explaining how it was an adaptation of the previously agreed table of training.

**Noted:** The Board of Management noted the paper.

**Action:** Board members are to do the training assigned to them, primarily in the 'Must do' column', and to let the Board Secretary know when they have completed the training.

## 8. Any Other Business

No additional business was raised.

## 9. Date of Next Meeting

The date of the next meeting is set for 5th October at Lerwick Campus.

Mr Sandison, (Chair of the Board of Management) stated that, investigations on holding a Board of Management meeting to be held outwith the Shetland Mainland central belt, were ongoing.

**Action:** Mx Sierocinski King will liaise with the Senior Management Group to ensure that the Board room is ready for use for the meeting.

Agenda Item	Action	Responsible	Progress
5.1	The board delegated the Chair of the Board of Management to sign the Academic Partner Agreement on behalf of Shetland UHI.	Chair of the Board of Management	
6.1	Implement the IP Policy.	Senior Management Group	
6.4	The Board Secretary shall meet with the Chair of the Board of Management and the Vice-Chair of	Board Secretary, Vice-Chair of Board of	

	the Board of Management to explain how they are to conduct the reviews.	Management, Chair of Board of Management	
6.5	Amend the Code of Conduct in line with the wishes of the Board of Management and to circulate for members to sign their agreement to the Code of Conduct, as amended.	Board Secretary	Complete
6.6.1	Circulate the Presentation once the technical difficulties have been resolved.	Board Secretary	
6.6.2	Give details on the cost of utilities of Shetland UHI to the Board of Management.	Principal	
6.8	Update Board of Management at the next meeting on the progress of Assignment.	Board Secretary	Complete
6.9	Implement this decision of the Board of Management, and to circulate the questions for Board members to complete.	Board Secretary	
7	Do the training assigned to them, primarily in the 'Must do' column', and to let the Board Secretary know when they have completed the training.	Board members	
9	Liaise with the Senior Management Group to ensure that the Board room is ready for use for the meeting.	Board Secretary	