

# Board of Management 2022-2023

Wed 5 October 2022, 16:30 - 18:30

D24, Lerwick and Teams

## Attendees

### Chair

- David Sandison (Chair of the Board of Management, Chair of Search and Nominations Committee)

### Board Members (Attending In Person)

- 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)
- Lauren Doughton (Chair of Audit Committee)
- Ian McCormack (Student Director)
- Jane Lewis (Principal - Shetland UHI)
- Claire Christey (Independent Director)
- John Goodlad (Independent Director, Absent from 1, 2, 3, 4, 5, 6, 6.1, 6.1.1, 6.2, 6.2.1)
  
- Absent: Rory Gillies (Independent Director)
- Grant Cumming (Vice-Chair of Human Resources and Remuneration Committee)

### Board Members (Attendance Via Teams)

- Karen Hall (Chair of Learning, Teaching, and Research Committee)
- Angela Sutherland (Non-Teaching Staff Director)
- Simon Clarke (Teaching Staff Director)
- Maria Bell (Independent Director)
- Christopher Bolton (Independent Director)

### Also In Attendance (In Person)

- Matt Sierocinski King (Board Secretary)
- Glenn Gilfillan (Head of Finance)
- Laura Burden (Depute Principal Tertiary)

### Also In Attendance (Via Teams)

- Sheena Stewart (UHI Observer)

### Apologies

- Lucy Wilson (Independent Director)

## Meeting minutes

### 1. Welcome, Apologies, and Announcements

Mr Sandison (Chair of the Board of Management) welcomed everyone to the meeting.

The Chair of the Board of Management announced the following:

1. Mr McCormack (Student Director) has resigned from HISA as a Student Trustee and as HISA Shetland Depute President, and that the Student Director conveyed a desire to retain his Student Directorship of Shetland UHI. The Chair of the Board of Management confirmed that research was undertaken to check as to whether that this was possible, before a vote by Search and Nominations Committee affirmed this request via correspondence.
2. Each Academic Partner within the UHI Partnership had been asked to appoint a member of UHI's Senior Executive Team to observe Board of Management, and Search and Nominations Committee had adopted this recommendation. Ms Stewart (University Secretary) was approached, and Board of Management will be asked to approve the University Secretary as the UHI Observer to Shetland UHI's Board of Management.
3. That Professor Walker has left the role of Principal and Vice-Chancellor of UHI, and that UHI is undertaking recruitment for an interim Principal to be in post until late 2023.
4. That HISA has not been successful in the recruitment of a Scalloway Officer in the recent nomination period of their by-elections, and that Shetland UHI awaits news as to when HISA will undertake fresh elections, with no timeframe announced as yet for both HISA Scalloway Officer and HISA Shetland Depute President.

Mx Sierocinski King (Board Secretary) announced the apologies for the meeting.

For the benefit of the UHI Observer, Mr Sandison asked everyone present to introduce themselves. All members and those also in attendance introduced themselves to the UHI Observer, and the UHI Observer introduced themselves to all Board members and those also in attendance.

## 2. Declarations of Interest

Mr Sandison (Chair of the Board of Management), asked members if they had any declarations of interest to make.

No declarations of interest were made.

## 3. Minutes of the previous meeting

Mr Sandison (Chair of the Board of Management) asked members to review the minutes of the previous meeting for matters of accuracy.

**Decision:** The Board of Management approved the minutes as a true and accurate record of the previous meeting.

## 4. Matters Arising

Mr Sandison (Chair of the Board of Management), Mx Sierocinski King (Board Secretary) and Professor Lewis (Principal) informed the Board of Management on the status of the actions of the previous meeting, noting that:

1. The Academic Partner Agreement had been signed by the Chair of the Board of Management, and now needed to be signed by the Company Secretary
2. The IP policy had been implemented
3. The Board Secretary, Chair of the Board of Management, and Mr Howell (Vice-Chair of the Board of Management) had liaised regarding the execution of Annual Development Reviews
4. The Code of Conduct had been amended, as requested, and circulated via Admin Control for all members to sign.
5. That D24 was ready for use for the meeting, as expected.

**Action:** Ms Stewart (UHI Observer) is to ensure that, when signed, a copy of the Academic Partner Agreement between UHI and Shetland UHI is to come to Shetland UHI.

**Action:** The Company Secretary shall sign the Academic Partner Agreement.

**Action:** The eight remaining members of the Board of Management to sign the Code of Conduct shall sign the Code of Conduct in Admin Control.

**Action:** The Board Secretary shall circulate the Governance Risk presentation to the Board of Management.

**Action:** The Board Secretary shall circulate Effectiveness Review questions to the Board of Management.

## 5. Observer Appointment

Mr Sandison (Chair of the Board of Management) introduced the appointment of observer to the Board of Management, as mentioned in the announcements section of the meeting.

**Decision:** The Board of Management approved the appointment of Ms Stewart (University Secretary) as the UHI Observer to the Board of Management of Shetland UHI.

**Action:** Mx Sierocinski King (Board Secretary) shall invite the UHI Observer to all Board of Management meetings and the relevant folders on Admin Control.

## 6. Reports from Committee Chairs

### 6.1. Search and Nominations Committee

Mr Sandison (Chair of Search and Nominations Committee) updated on the progress of the work of Search and Nominations Committee and the latest actions it had undertaken on behalf of the Board of Management, which included:

1. Liaise with HISA regarding the provision of Student Directors
2. Advancing Mr Clarke's (Teaching Staff Director) understanding of quoracy on committees
3. Sending a letter to the Fisheries Association to request a new Independent Director from their organisation.
4. Engaging with other academic partners to assess willingness for members of their audit committees to serve on the Shetland UHI Audit Committee
5. Preparing the Co-option pack for review by Audit Committee
6. Finding a board member to chair LNCC on a rotational basis
7. Agreeing a board member to serve as chair of LNCC when required.

The Board discussed LNCC and chairing of it by board members, along with attendance records.

**Action:** The Chair of the Board is to complete action 3, and liaise with the Fisheries Association.

#### 6.1.1. \*Draft Minutes of the August Meeting

**Noted:** The confidential minutes of the previous meeting of Search and Nominations Committee were noted.

**Noted:** The non-confidential minutes of the previous meeting of Search and Nominations Committee were noted.

## 6.2. Audit Committee

#### 6.2.1. \*Draft Minutes of the September Meeting.

**Noted:** The minutes of the previous meeting of Audit Committee were noted.

#### 6.2.2. Audit Report

Ms Doughton (Chair of Audit Committee) updated the Board of Management on the work of Audit Committee, including Business Continuity Plans, Risk Management, and Risk training. She also updated on the actions Audit Committee had undertaken on behalf of the Board of Management, including:

1. The development of their terms of reference, for Board of Management to review and approve today.
2. The process of recruiting co-opted members of Audit Committee, which was ongoing.
3. The desire to have a workshop on how the operational plans are linked to the risk register on the same day as Audit Committee holds its joint meeting with Finance and General Purposes Committee
4. Commenting on Operational Plans by Audit Committee Members, as part of Audit Committee's scrutiny function.
5. Having a separate session on Risk Management, and training

6. Bringing the Board of Management's attention to the report by Audit Scotland on Scotland's Colleges.

The Chair of Audit Committee also spoke about her work with Mr Gilfillan (Head of Finance) and the development of Audit provisions, particularly Internal Audit.

**Action:** Mr Sandison (Chair of Board of Management) and Chair of Audit Committee are to discuss Internal Audit approval matters outside of the meeting.

**Action:** Mx Sierocinski King (Board Secretary) and Chair of Audit Committee, are to continue the work on recruitment for co-opting members to Audit Committee.

### 6.2.3. Terms of Reference

Ms Doughton (Chair of the Board of Management) introduced the proposed changes to the terms of reference of the committee.

The Board of Management discussed the membership of Audit Committee.

**Decision:** The Board of Management approved the amendments to the terms of reference of Audit Committee.

### 6.2.4. \*Scotland's Colleges Report from Audit Scotland

Ms Doughton (Chair of Audit Committee) introduced the report and why Audit Committee wished to bring it to the attention of the Board of Management.

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

## 6.3. Human Resources and Remuneration Committee

Mr Collins (Chair of Human Resources and Remuneration Committee) introduced the work undertaken by the committee on behalf of the Board of Management. This included review of policies, approach to the Principal's remuneration, compliance with the Staff Governance Standard, and the ongoing work of the staff restructuring process. Specifically, the actions commissioned on behalf of the Board of Management by Human Resources and Remuneration Committee were:

1. All Independent Members of Human Resources and Remuneration Committee to complete CDN remuneration training before or on 14th November 2022.
2. Implementation of the following policies: Capability Policy, Maternity Policy, Paternity Policy.
3. Amend the terminology of the risk in line with the committee's comments.

**Action:** Professor Lewis (Principal) is to give the thanks of Human Resources and Remuneration Committee to Mrs Fenton (HR and OD Lead) for her work on the development of the human resources policies.

**Action:** The Chair of Human Resources and Remuneration Committee, Mr Cumming (Vice-Chair of Human Resources and Remuneration Committee), Mr Sandison (Chair of the Board of Management) Mr Howell (Chair of Finance and General Purposes Committee), Ms Doughton (Chair of Audit Committee) and Mr Gillies (Independent Director) are to complete CDN remuneration training before or on 14th November 2022.

#### 6.3.1. \*Draft Minutes from the September Meeting

**Noted:** The confidential minutes of the previous meeting of Human Resources and Remuneration Committee were noted.

**Noted:** The non-confidential minutes of the previous meeting of Human Resources and Remuneration Committee were noted.

### 6.4. Learning, Teaching, and Research Committee

Ms Hall (Chair of Learning, Teaching, and Research Committee) updated on the work of Learning, Teaching, and Research Committee on behalf of the Board of Management including a presentation given by Doctor Mouat on the Outcomes of the Research Excellence Framework, results of the NSS and PTES surveys, student enrolment and associated risks, Centre of Islands Creativity, approving student related policies.

The actions to which Learning, Teaching and Research Committee commissioned on behalf of the Board of Management were:

1. Implementation of the: Student Code of Conduct, Student Conduct Policy, Student Disciplinary Procedure.
2. To feedback the queries raised by Learning, Teaching, and Research Committee on the Student Disciplinary Procedure to UHI and report their response to the committee.
3. To investigate as to whether the next meeting of Learning, Teaching, and Research Committee could be swapped with the next meeting of Human, Resources and Remuneration Committee.

**Noted:** All actions as listed above were completed.

#### 6.4.1. \*Draft Minutes from the September Meeting

**Noted:** The minutes of the previous meeting of Learning, Teaching, and Research Committee were noted.

## 6.5. Finance and General Purposes Committee

Mr Howell (Chair of Finance and General Purposes Committee) updated on the work of Finance and General Purposes Committee. This included appointment of a new Finance Director with the agreement with UHI Moray now signed off, Real Living Wage and negotiations with trade unions on pay for this academic year, a quarterly budget report, a review of the Five Year Forecast, the progress on the development of student accommodation, the FES Return, Student Fees, energy costs, recruitment of Director of CSS, TFU development progress, and Financial Risks.

Mr Howell also raised a concern regarding quoracy of the recent meeting of Finance and General Purposes Committee.

The actions to which Finance and General Purposes Committee commissioned on behalf of the Board of Management were:

1. Circulation of the numbers of modern apprentice students by correspondence with the committee.
2. To review the Fees Policy at the Quarter 3 meeting of Finance and General Purposes Committee in March 2023.
3. To circulate the Fees Policy paper for approval by correspondence, along with the minute of that agenda item, before sending on to the full board.
4. To add the price list to the agenda of the next meeting of Finance and General Purposes Committee
5. To thank the Centre of Sustainable Seafood team on behalf of Finance and General Purposes Committee
6. To develop a business development plan for Finance and General Purposes Committee's Quarter 3 meeting in March 2023.

**Action:** Ms Burden (Depute Principal Tertiary) is to circulate the numbers of modern apprentice students by correspondence with the committee

**Action:** Finance and General Purposes Committee are to review the Fees Policy at the Quarter 3 meeting of Finance and General Purposes Committee in March 2023.

**Action:** Mx Sierocinski King (Board Secretary) is to circulate the Fees Policy paper for approval by correspondence to Finance and General Purposes Committee, along with the minute of that agenda item, before sending on to the full Board of Management.

**Action:** The Board Secretary is to add the price list to the agenda of the next meeting of Finance and General Purposes Committee

**Action:** Professor Lewis (Principal) is to thank the Centre of Sustainable Seafood team on behalf of Finance and General Purposes Committee

**Action:** Mr Innes is to develop a business development plan for Finance and General Purposes Committee's Quarter 3 meeting in March 2023.

### 6.5.1. \*Draft Minutes of the September Meeting

**Noted:** The confidential minutes of the previous meeting of Finance and General Purposes Committee were noted.

**Noted:** The non-confidential minutes of the previous meeting of Finance and General Purposes Committee were noted.

## 7. Principal's Report

Professor Lewis (Principal) gave her Principals report.

She began by talking about the return to campus. The Board of Management discussed the flexi-glass at reception and its necessity, noting the sensitivities of staff, and its removal in the canteen.

Ms Burden (Depute Principal Tertiary) updated the Board of Management on enrolment noting the following:

- Full Time Further Education: 50 (down 27.5% compared to September 2021)
- Part Time Higher Education: 664 (up 63.5% compared to September 2021)
- Full Time Higher Education: 131 (up 12.9% compared to September 2021)
- Part Time Higher Education: 158 (up 5.33% compared to September 2021)

She explained the reasons behind the figures, and the actions taken with the aim to increase student numbers based on the local reasons as detailed in the report.

The Depute Principal Tertiary also updated on the Schools Partnership programmes where 231 S3 and S4 students were enrolled, comprising of 43% of all S3 and S4 students in Shetland. She also noted that there were 70 enrolments of Modern Apprenticeships.

The Depute Principal Tertiary gave an updated to the Board of Management on credit numbers, which stood at 1696 (down 38.6% compared to October 2022), and she noted the difference between how last year's and this year's figures were gathered.

Mr Clarke (Teaching Staff Director) gave information to the Board of Management on how the funding allocation on network courses is distributed depending on how SUHI supported the delivery of networked courses within UHI. The Board of Management discussed how the numbers are distributed among different subjects.

The Principal informed the Board of Management on the delivery of apprentice courses and the delivery of their training, noting how it varies depending on the nature of the composition of courses. She also noted that SDS will not be providing any more apprenticeships due to funding cuts, which resulted in concerns for Shetland UHI. She felt that further engagement with SDS to challenge their decision. Further discussions are to be had with Mr Jamie Hepburn, Scottish Government Minister for Higher Education, Further Education, Youth Employment, and Training.



The Principal also updated on the progress on Marine Science, and noted the success of the PhD course approval, MRES registrations and new starts.

She noted that no progress had been made with SIC for a data sharing agreement and Memorandum of Understanding, and separately that Shetland UHI had undertaken a successful safety inspection.

Addressing the Board of Management on the Islands Deal, the Principal noted good progress on its development including a recent seminar. She was delighted to report to the Board of Management that second Outline Business Case was signed off for the campus redevelopment, and the progress of the project management report. She updated that the Shell-volution Outline Business Case had been submitted to the Scottish Government and was awaiting feedback, and that Creative Islands and Wellbeing Outline Business Case feedback had been received from the Scottish government and a revised version had been resubmitted. Furthermore she added that the Talented Project has had its Outline Business Case submitted to the Scottish Government, with feedback received and incorporated, and it had been resubmitted once more to the Scottish Government, with the work to create a Full Business Case now underway.

The Principal highlighted two general achievements of Shetland UHI, namely: that successful graduations had delivery by a new team and that the Shaetlan Language Plan development was going well with a launch event in October.

**Decision:** The 'Return To Campus' portion of the Principal's report is to be removed from future reports, unless required in future.

**Decision:** The Board of Management agreed that the necessity of the flexi-glass at Reception should be reviewed regularly.

**Action:** The Principal shall undertake further discussions with Mr Jamie Hepburn, Scottish Government Minister for Higher Education, Further Education, Youth Employment, and Training regarding SDS and apprentices. (*This meeting was subsequently cancelled.*)

## 8. Regional Strategic Body Assignment Progress

Mx Sierocinski King (Board Secretary) updated the Board of Management on the work undertaken since the last Board of Management meeting, and the progress undertaken on meeting the assignment criteria under the Code of Good Governance.

Professor Lewis (Principal) informed the Board of Management on the process after submission, including work undertaken by UHI, SFC and 12 week public consultation period.

**Action:** The Board Secretary shall complete the Code of Good Governance Checklist Sheet by end of October 2022.

**Action:** The Board Secretary shall inform the Board of Management when the Code of Good Governance Checklist Sheet has been submitted to UHI.

## 9. Update on UHI

Mr Sandison (Chair of the Board of Management) introduced this agenda item.

Professor Lewis (Principal) updated on the progress made by UHI to appoint an individual to the role of interim Principal and Vice-Chancellor of UHI, with the view to appoint an individual in a permanent capacity to the role of Principal and Vice-Chancellor of UHI by end of 2023.

She introduced UHI2024 to the Board of Management, explaining that UHI2024 has the following seven strands:

1. Relevant, cohesive, and cost-efficient tertiary curriculum offering
2. Shared services, and service level agreements for delivery of services from one partner to another
3. Establish a more focused executive office based on stakeholder need
4. Simplified partnership governance structure, with delegated authorities clearly articulated and adhered to
5. Partnership-wide collaborative communications
6. Partnership-wide people and culture plan
7. Vision and strategy for the partnership across a five-year period

The Principal informed the Board of Management, that for each strand as listed above, teams are being appointed, with Principals of Academic Partners, taking a lead on each strand. The Principal reassured the Board of Management that she was not leading a strand, but was contributing to strand 3. She noted the progress on the partnership's development, and commended the report to the board.

The Chair of the Board of Management added context from a court perspective, noting that court is strongly supporting the direction of travel, highlighting that Regional Strategic Committee to be reconstituted as the Partner Chairs Forum. He also explained the desire to make the UHI structures more cohesive.

The Board of Management discussed UHI 2024 with a focus on the collaboration of course teams and student experience and the desire to simplify and streamline. Ms Stewart (UHI Observer) noted the collective will to drive the UHI partnership forward.

**Action:** The Principal and the Chair of the Board of Management are to update the Board of Management on the progress of UHI2024 at future Board of Management meetings.

## 10. Recovery Plan - Draft

Professor Lewis (Principal) informed the Board of Management about the development of a recovery plan for Shetland UHI. She highlighted how the positive elements of the developmental progress that SUHI had made can be utilised to drive the positive direction of the future of SUHI.

The Board of Management discussed how they can input into the recovery plan.

**Action:** On 5th November, the Board of Management is to hold a strategy session on the development of Shetland UHI and engage in the formulation of the recovery plan.

**Action:** The Principal shall send the details to Mx Sierocinski King (Board Secretary) to circulate to Board members.

## 11. Any Other Business

The Board of Management noted their thanks to Mr Gilfillan (Head of Finance) for his hard work, extending their full appreciation and good wishes for the future.

The Head of Finance signalled his gratitude to the Board of Management for their thanks, and gave an insight into the positive move of the appointment of a new Director of Finance who, in his opinion, would give a breath of fresh air into Shetland UHI.

Professor Lewis (Principal) updated the Board of Management on how the work currently undertake by the Head of Finance is being redistributed amongst existing staff, along with a new Finance Assistant.

## 12. Date of Next Meeting

The date of the next meeting is at 16:30 on 7th December 2022, held in D24 Lerwick Campus, and on Teams.

Agenda Item	Action	Responsible	Progress
4	Ensure that, when signed, a copy of the Academic Partner Agreement between UHI and Shetland UHI is to come to Shetland UHI.	UHI Observer	
4	Sign the Academic Partner Agreement.	Company Secretary	Complete
4	The eight remaining members of the Board of Management to sign the Code of Conduct shall sign the Code of Conduct in Admin Control.	Board Members	Ongoing
4	Circulate the Governance Risk presentation to the Board of Management.	Board Secretary	

4	Circulate Effectiveness Review questions to the Board of Management.	Board Secretary	Complete
5	Invite the UHI Observer to all Board of Management meetings and the relevant folders on Admin Control.	Board Secretary	Complete
6.1	Complete action 3, and liaise with the Fisheries Association.	Chair of the Board of Management	Complete
6.2.2	Discuss Internal Audit approval matters outside of the meeting.	Chair of Board of Management and Chair of Audit Committee	Complete
6.2.2	Continue the work on recruitment for co-opting members to Audit Committee.	Board Secretary and Chair of Audit Committee	Ongoing
6.3	Give the thanks of Human Resources and Remuneration Committee to Mrs Fenton (HR and OD Lead) for her work on the development of the human resources policies.	Principal	Complete
6.3	Complete CDN remuneration training before or on 14th November 2022.	Chair of Human Resources and Remuneration Committee, Vice-Chair of Human Resources and Remuneration Committee, Chair of the Board of Management, Chair of Finance and General Purposes Committee, Chair of Audit Committee, Mr Gillies (Independent Director)	Ongoing
6.5	Circulate the numbers of modern apprentice students by correspondence with the committee	Depute Principal Tertiary	Complete
6.5	Review the Fees Policy at the Quarter 3 meeting of Finance and General Purposes Committee in March 2023.	Finance and General Purposes Committee	Ongoing
6.5	Circulate the Fees Policy paper for approval by correspondence to Finance and General Purposes Committee, along with the minute of that agenda item, before sending on to the full Board of Management.	Board Secretary	Complete
6.5	Add the price list to the agenda of the next meeting of Finance and General Purposes Committee	Board Secretary	Ongoing
6.5	Thank the Centre of Sustainable Seafood team on behalf of Finance and General Purposes Committee	Principal	Complete
6.5	Develop a business development plan for Finance and General Purposes Committee's Quarter 3 meeting in March 2023.	Mr Innes	Ongoing
7	Undertake further discussions with Mr Jamie Hepburn, Scottish Government Minister for Higher Education, Further	Principal	Meeting Cancelled

	Education, Youth Employment, and Training regarding SDS and apprentices.		by the Minister
8	Complete the Code of Good Governance Checklist Sheet by end of October 2022.	Board Secretary	Complete
8	Inform the Board of Management when the Code of Good Governance Checklist Sheet has been submitted to UHI.	Board Secretary	On Agenda
9	Update the Board of Management on the progress of UHI2024 at future Board of Management meetings.	Principal and Chair of the Board of Management	On agenda
10	On 5th November, the Board of Management is to hold a strategy session on the development of Shetland UHI and engage in the formulation of the recovery plan.	All Board Members	Complete
10	Send the details to Mx Sierocinski King (Board Secretary) to circulate to Board members.	Principal	Complete