

Transition Board – Shetland Merger Project

Committee	Transition Board – Shetland Merger Project
Subject	Academic Partnership Agreement
Action requested	<input type="checkbox"/> For information only <input checked="" type="checkbox"/> For discussion <input type="checkbox"/> For recommendation <input checked="" type="checkbox"/> For approval
Brief summary of the paper	A revised Partnership Agreement is provided here for Board consideration and approval
Resource implications [if yes, please provide detail]	No Click here to enter text.
Risk implications [if yes, please provide detail]	Yes Good governance requires us to have an agreement in place.
Date paper prepared	15-Jun-21
Date of committee meeting	16-Jun-21
Author	Jane Lewis
Equality and diversity	No
Status	Non-confidential
Freedom of Information Can this paper be included in 'open' business?*	Yes
Status following the meeting	

Context

As a new College within the UHI partnership it is necessary to approve a partnership agreement. In the wider context there exist dated agreements with both NAFC Marine Centre and Shetland College UHI (1999 and 2000 respectively). These agreements do not reflect current legislation and the whole partnership is undertaking a process of revisiting and updating these agreements. Academic Partners have expressed concerns as to the tone and content of the draft agreement and Chairs have met to consider a way forward.

It is proposed that an additional clause (below) is added to the agreement to reflect the desire to revisit the agreement within a defined timeline (Appendix 1) and that Academic Partners sign the agreement by 30th June.

As a new College we do not have any comfort of 'old agreements' and so we do need to consider carefully the best way forward.

Transition Board is invited to review the agreement

Transition Board is asked to highlight any parts of the agreement that they feel require further work to contribute to the planned development of the agreement (noting the need for feedback by the end of August).

Transition Board is asked to recommend approval of the agreement (with the additional clause) by Chair's action on first vesting date.

Additional Clause:

36. REVIEW

36.1 UHI and [INSERT ACADEMIC PAARTNER NAME], acting in good faith and in collaboration with the Other Academic Partners, agree to undertake a review of the provisions of this Agreement by no later than [31 July 2022]. For the avoidance of doubt, unless agreed otherwise in writing by the Parties, such review shall:-

- 36.1.1 proceed according to the timescales and milestones set out in the outline review process annexed at Part [10] of the Schedule;
- 36.1.2 have the objective of agreeing the amendment, restatement and re-execution of this Agreement by the parties as the parties agree is necessary or desirable through the review process;
- 36.1.3 aim to secure the long term sustainability and operability of the Agreement (as amended as above) and the academic partnership constituted by it;
- 36.1.4 not affect the continuance in force and effect of the provisions of this Agreement until such time as this Agreement is expressly terminated, varied, restated or superseded;

- 36.1.5 without prejudice to sub-clause 36.1.4, be conducted on the presumption that the provisions of this Agreement are expected by the parties to apply for a limited period of time only, and will be subject to variation as a result of the review; and
- 36.1.6 not afford any Party any additional termination rights under this Agreements if the parties are unable to agree in writing a mutually satisfactory outcome following such review.

Appendix 1: Outline Review Process for UHI Academic Partner Agreement

	Action	Date action to be completed by
1.	Signature of Agreement by all Academic Partners (APs)	30 June 2021
2.	All APs to have obtained legal advice and provided feedback to UHI on issues/ proposed amendments to the Agreement <ul style="list-style-type: none"> Propose using detailed comments provided by Brodies as a starting point APs to identify whether happy to endorse Brodies' comments or provide additional/ bespoke feedback 	31 August 2021
3.	Discussion Forum 1 <ul style="list-style-type: none"> Engagement with Chairs/ AP executives? Review and discussion of feedback provided at 2 above Focus on issues of principle 	30 September 2021
4.	Revision of Agreement 1 <ul style="list-style-type: none"> UHI to produce revised version of Agreement, taking account of feedback at 3 above 	31 October 2021
5.	APs to review revised Agreement and take further advice as required	30 November 2021
6.	Discussion Forum 2 <ul style="list-style-type: none"> Review and discussion of updates to Agreement Identify any remaining issues of principle, 	31 December 2021
7.	Revision of Agreement 2 <ul style="list-style-type: none"> UHI to produce revised version of Agreement, taking account of feedback at 6 above Scope to engage with advisers to APs – ideally a single firm authorised to engage on behalf of all (or a majority of APs) 	31 January 2022
8.	Circulation of “final” draft of Agreement for review/ final comments	28 February 2022
9.	Discussion Forum 3 (only if required to consider any points from final review)	31 March 2022
10.	Finalised Agreement issued for signature	30 April 2022
11.	Signature of updated Agreement	31 May 2022

Suggested review clause to be added to Academic Partner Agreement:-**36. REVIEW**

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- 36.1.1 proceed according to the timescales and milestones set out in the outline review process annexed at Part [10] of the Schedule;
 - 36.1.2 have the objective of agreeing the amendment, restatement and re-execution of this Agreement by the parties as the parties agree is necessary or desirable through the review process;
 - 36.1.3 aim to secure the long term sustainability and operability of the Agreement (as amended as above) and the academic partnership constituted by it;
 - 36.1.4 not affect the continuance in force and effect of the provisions of this Agreement until such time as this Agreement is expressly terminated, varied, restated or superseded;
 - 36.1.5 without prejudice to sub-clause 36.1.4, be conducted on the presumption that the provisions of this Agreement are expected by the parties to apply for a limited period of time only, and will be subject to variation as a result of the review; and
 - 36.1.6 not afford any Party any additional termination rights under this Agreements if the parties are unable to agree in writing a mutually satisfactory outcome following such review.