

Shetland UHI Board of Management

Wed 11 May 2022, 16:30 - 18:30, in B1 at Lerwick Campus of Shetland UHI

Attendees

Board members (In Person)

- David Sandison (Chair of the Board of Management, Chair of Search and Nominations Committee)
- Graeme Howell (Vice Chair of the Board of Management, Chair of Finance and General Purposes Committee, Senior Independent Member)
- Jane Lewis (Principal - Shetland UHI)
- Simon Clarke (Teaching Staff Director)
- Grant Cumming (Independent Director)
- Claire Christey (Independent Director)
- Lucy Wilson (Independent Director)
- Lauren Doughton (Independent Director)

Board Members (via Teams)

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

Also In Attendance (In Person)

- Matt Sierocinski King (Chair)
- Harry Hickey (Observer)
- Ian McCormack (Observer)

Also In Attendance (via Teams)

- Glenn Gilfillan (Head of Central Services, Present for Items 1, 2, 3, 4, 4.1, 4.1.1, 4.2, 4.2.1, 4.3, 4.3.1))

Apologies

- Rory Gillies (Independent Director)
- John Goodlad (Independent Director)
- Simon Collins (Chair of Human Resources and Remuneration Committee)

Meeting minutes

1. Welcome, Apologies, and Announcements

Mr Sandison (Chair) welcomed everyone to the meeting. The Chair specifically welcomed the two observers Mr Hickey and Mr McCormack, along with the three new board members Ms Christey, Ms Wilson and Mr Bolton.

Members of the board introduced themselves to all persons present and attending via Teams, along with those also in attendance.

Noted: Mr McCormack will start as Local Student Director in the coming months.

2. Minutes of the previous meeting

Mr Sandison (Chair) asked the board to review the confidential minutes of the previous meeting for matters of accuracy. No matters were raised.

Mr Sandison (Chair) asked the board to review the non-confidential minutes of the previous meeting for matters of accuracy. No matters were raised.

Decision: The board approved the confidential minutes as an accurate record of the previous meeting.

Decision: The board approved the confidential minutes as an accurate record of the previous meeting.

3. Matters Arising

Professor Lewis (Principal) explained to the board that Doctor Mouat was leading on the development of the Shetland Language with a paper being presented to the next meeting.

Action: Doctor Mouat to present a paper on the Shetland Language to the next meeting

4. Reports from Committee Chairs

Mr Sandison (Chair) opened this section, inviting each chair in turn to update the board on their committee's actions since the last Board meeting

4.1. Human Resources and Remuneration Committee

Mr Collins (Chair of Human Resources and Remuneration Committee) had given his apologies for the meeting.

4.1.1. *Draft Outcomes from the Previous meeting

Noted: The Board of Management noted the draft confidential outcomes of the previous meeting of Human Resources and Remuneration Committee.

Noted: The Board of Management noted the draft non-confidential outcomes of the previous meeting of Human Resources and Remuneration Committee.

4.2. Learning, Teaching and Research Committee

Ms Hall (Chair of Learning, Teaching, and Research Committee) updated the Board of Management on the progress of Learning, Teaching, and Research Committee on the work it had undertaken on behalf of the Board of Management.

The Chair of Learning, Teaching, and Research Committee highlighted to the Board of Management that the Education Scotland report on their assessment of Further Education at Shetland UHI would come to the board in due course, following their recent visit to Shetland UHI, and added that Learning, Teaching, and Research Committee had also received an update on current student numbers at Shetland UHI.

4.2.1. *Draft Outcomes from the Previous meeting

Noted: The Board of Management noted the draft outcomes of the previous meeting of Learning, Teaching, and Research Committee.

4.3. Finance and General Purposes Committee

Mr Howell (Chair of Finance and General Purposes Committee) updated the Board of Management on the actions of Finance and General Purposes Committee since the last Board of Management meeting.

The Chair of Finance and General Purposes Committee highlighted the progress made in reviewing the Financial Handbook and signing off the Islands Deal OBC, along with the development of the Centre for Sustainable Seafood, the appointing of Thorntons for legal services, and Henderson Logie as auditors.

The Chair of Finance and General Purposes Committee noted that he had an outstanding action to give thanks to Mx Sierocinski King (Board Secretary) in recognition of National Secretaries Day and committed to completing the action for the next meeting of the Board of Management.

Action: The Chair of Finance and General Purposes Committee is to complete the outstanding action regarding the recognition of National Secretaries Day or before the next meeting of the Board of Management.

4.3.2. *Outcomes of the March Meeting

Noted: The Board of Management noted the outcomes of the March meeting of Finance and General Purposes Committee.

4.3.3. *Draft Outcomes of the April Meeting

Noted: The Board of Management noted the draft confidential outcomes of the previous meeting of Finance and General Purposes Committee.

Noted: The Board of Management noted the draft non-confidential outcomes of the previous meeting of Finance and General Purposes Committee.

4.4. Search and Nominations Committee

Mr Sandison (Chair of the Board of Management) updated the Board of Management on the work carried out by Search and Nominations Committee on behalf the Board of Management. The Chair of the Board of Management specifically drew the Board of Management's attention to the work carried out the committee assignation process, and how this links into Shetland UHI complying with the Code of Good Governance.

4.4.1. *Draft Outcomes from the Previous Meeting

Noted: The Board of Management noted the draft confidential outcomes of the previous meeting of Search and Nominations Committee.

Noted: The Board of Management noted the draft non-confidential outcomes of the previous meeting of Search and Nominations Committee.

5. Governance

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

5.1. Committee Assignment

Mr Sandison (Chair of the Board of Management) introduced this item of the agenda and invited Mx Sierocinski King (Board Secretary) to speak to the paper.

Mx Sierocinski King (Board Secretary) drew the attention of Board of Management members to the paper on committee assignment, explaining that the paper gave a summary of the process that Search and Nominations Committee had undertaken to reach the conclusions presented in the paper. The Board Secretary confirmed that all the recommendations made by Search and Nominations Committee had been discussed with each member of the board prior to the meeting of Board of Management.

Mr Sandison (Chair of the Board of Management) spoke of his delight that the Board of Management could appoint a Chair of Audit Committee, with the Board Secretary adding that the paper requested for the Board of Management to approve the recommendations of the Board of Management.

Decision: The Board of Management ratified the recommendations of committee assignments made by Search and Nominations Committee.

Decision: The Board of Management assigns Ms Doughton (Independent Director) as Chair of Audit Committee.

Decision: The Board of Management affirmed that Finance and General Purposes Committee retains the following Directors: Mr Howell (Chair of Finance and General Purposes Committee), Mr Sandison (Chair of the Board of Management), Professor Lewis (Principal), Ms Sutherland (Non-Teaching Staff Director), Mr Gillies (Independent Director).

Decision: The Board of Management assigns the following Directors to Finance and General Purposes Committee: Mr Cumming (Independent Director), Ms Bell (Independent Director).

Action: The Board Secretary shall invite Mr Cumming and Ms Bell to all future meetings of Finance and General Purposes Committee.

Decision: The Board of Management affirmed that Learning, Teaching, and Research Committee retains the following Directors: Ms Hall (Chair of Learning, Teaching, and Research Committee), Professor Lewis (Principal), Mr Clarke (Teaching Staff Director), Mr Goodlad (Independent Director)

Decision: The Board of Management accepts the resignations of following Directors from Learning, Teaching, and Research Committee: Ms Doughton (Independent Director), Ms Bell (Independent Director).

Action: The Board Secretary shall remove Ms Doughton and Ms Bell from all future meetings of Learning, Teaching, and Research Committee.

Decision: The Board of Management assigns the following Directors to Learning, Teaching and Research Committee: Ms Wilson (Independent Director), Ms Christey (Independent Director), Mr Bolton (Independent Director)

Action: The Board Secretary shall invite Ms Christey, Mr Bolton, and Ms Wilson to all future meetings of Learning, Teaching, and Research Committee.

Decision: The Board of Management affirmed that Human Resources and Remuneration Committee retains the following Directors: Mr Collins (Chair of Human Resources and Remuneration Committee), Professor Lewis (Principal), Mr Howell (Chair of Finance and General Purposes Committee), Mr Sandison (Chair of the Board of Management), Ms Hall (Chair of Learning, Teaching, and Research Committee), Mr Gillies (Independent Director), Mr Cumming (Independent Director)

Decision: The Board of Management assigns the following Directors to Human Resources and Remuneration Committee: Ms Doughton (as Chair of Audit Committee), Ms Sutherland (Non-Teaching Staff Director).

Action: The Board Secretary shall invite Ms Doughton and Ms Sutherland to all future meetings of Human Resources and Remuneration Committee.

Decision: The Board of Management affirmed that Search and Nominations Committee retains the following Directors: Mr Sandison (Chair of the Board of Management), Mr Collins (Chair of Human Resources and Remuneration Committee), Professor Lewis (Principal), Mr Howell (Chair of Finance and General Purposes Committee), Ms Hall (Chair of Learning, Teaching, and Research Committee), Mr Goodlad (Independent Director)

Decision: The Board of Management assigns the following Directors to Search and Nominations Committee: Ms Doughton (as Chair of Audit Committee), Mr Clarke (Teaching Staff Director).

Action: The Board Secretary shall invite Ms Doughton and Mr Clarke to all future meetings of Search and Nominations Committee.

Decision: The Board of Management affirmed that Audit Committee retains the following Director: Ms Doughton (Independent Director and newly appointed Chair of Audit Committee)

Decision: The Board of Management assigns the following Directors to Search Audit Committee: Ms Wilson (Independent Director), Ms Christey (Independent Director), Mr Bolton (Independent Director)

Action: The Board Secretary shall invite Ms Christey, Mr Bolton, and Ms Wilson to all future meetings of Audit Committee.

5.2. Terms of Reference for all Committees

Mx Sierocinski King (Board Secretary) introduced the papers and asked the Board of Management to approve the changes put forward in each of the Terms of Reference for each Committee. The Board Secretary explained to the Board of Management that all the changes proposed reflected the

vesting process that Shetland UHI had undertaken along with membership composition changes to each committee, with no material changes to the remit of each committee.

Decision: The Board of Management approved the changes to the Terms of Reference for Finance and General Purposes Committee

Decision: The Board of Management approved the changes to the Terms of Reference for Learning, Teaching, and Research Committee

Decision: The Board of Management approved the changes to the Terms of Reference for Human Resources and Remuneration Committee

Decision: The Board of Management approved the changes to the Terms of Reference for Search and Nominations Committee

Decision: The Board of Management approved the changes to the Terms of Reference for Audit Committee

5.3. Code of Conduct

Mx Sierocinski King (Board Secretary) introduced the draft Code of Conduct, which was adapted from the Scottish Government's Model Code of Conduct for Public Bodies provided on the website the Standards Commission for Scotland. The Board Secretary explained that the Model Code of Conduct for Public Bodies had been or was due to be adopted by other UHI Academic Partners, and the concept of a 'connected person' as a new form of declaration of interest.

The Board of Management discussed the concept of connected person in the context of island community. The collective perspective of the Board of Management was, should the draft Code of Conduct be adopted, it would result in connections being declared in significant number each meeting, potentially clogging up the meeting with declarations due to the small size of the Shetland community. The Board of Management asked the Board Secretary if an Islands Community Impact Assessment had been undertaken upon the Model of Conduct for Public Bodies. The Board Secretary declared that such an assessment was not available, if it had been undertaken.

The Board of Management also discussed what Code of Conduct the new members of the Board of Management should sign up to, and how the decision of the Board should be accounted for in relation to the Code of Good Governance, which requires board members to sign up to a Code of Good Governance.

Decision: The draft Code of Conduct was referred back.

Action: The Board Secretary shall contact the Scottish Government and request an Islands Community Impact Assessment for the Model Code of Conduct.

Action: The draft Code of Conduct will be presented to the next Board of Management meeting by the Board Secretary for further discussion.

Decision: New members of the Board of Management are to be invited to sign the existing Code of Conduct.

Decision: The Board Secretary shall send the existing Code of Conduct to Mr Bolton (Independent Director), Ms Christey (Independent Director) and Ms Wilson (Independent Director) for them to sign up to.

Action: The Board Secretary shall make a declaration in the Code of Good Governance Checklist as to why Shetland UHI is not signing up to the new Code of Conduct.

5.4. Code of Good Governance

Mx Sierocinski King (Board Secretary) introduced the Code of Good Governance and explained its function for Shetland UHI to the Board of Management and highlighted that it was for information to the Board with regards to Shetland UHI's assignation to UHI which serves as the Regional Strategic Body for the Highlands and the Islands.

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

5.5. Regional Strategic Body Assignation

Mx Sierocinski King (Board Secretary) introduced the topic and the paper on Regional Strategic Body Assignation for Shetland UHI explaining that the paper was focused on the Code of Good Governance requirements, which forms a significant part of the requirements for Shetland UHI in order to become an assigned College of UHI. The Board Secretary highlighted that the paper outlines the progress made so far on meeting the requirements of the Code of Good Governance and the actions that needed to be undertaken in order to meet the remaining requirements of the Code of Good Governance.

The Board Secretary explained that the paper on Regional Strategic Body Assignation requested that the Board of Management task the Board Secretary, Professor Lewis (Principal), and Mr Sandison (Chair of the Board of Management) to meet, resolve how these remaining requirements could be met, and to report to the Board on the progress of meeting each requirement until all requirements had been met.

The Principal updated the Board of Management regarding the involvement of the Senior Management Group in the Regional Strategic Body assignation process.

Decision: The Board of Management approved the paper and assigned the following actions.

Action: The Board Secretary, the Principal, and the Chair of the Board of Management are to meet and resolve how these remaining requirements could be met.

Action: The Board Secretary, the Principal, and the Chair of the Board of Management are to report to the Board on the progress in meeting each requirement of the Code of Good

Governance at each meeting of the Board of Management until all requirements of the Code of Good Governance had been met.

6. Update from Partnership Council

Professor Lewis (Principal) verbally updated the Board of Management on the recent meetings of Partnership Council including the Partnership Forum in April. The Principal drew the Board of Management's attention to the following areas of discussion: SFC clawback, Student Recruitment, In-Person Graduations, Policy development, restructure of executive office

At the Principal's request, Mx Sierocinski King (Board Secretary) has in turn, made a request to the Secretary of UHI for a written summary of Partnership Council, which could then be circulated to all the Boards of Management of all the Academic Partners of the UHI Partnership.

7. One UHI

Professor Lewis (Principal) Introduced the topic of One UHI to the Board of Management.

Mr Sandison (Chair of the Board of Management) informed the Board of Management that the paper went to UHI Court before it went to the partnership and did so in secret. The Chair of the Board of Management added that concerns were raised at the UHI Court meeting regarding the process, rather than principles of the paper.

The Principal confirmed that Academic Partner Principals were livid at the manner to which UHI had released the documentation to the partnership about One UHI, confirming that the Vice-Chancellor and Principal of UHI, Mr Walker, had apologised to Academic Partner Principals.

The Principal also spoke about the collegiate vision for UHI to become one organisation and the concept of shared services across all academic partners.

The Board of Management discussed the paper. Clarifications were sought on the anacronyms used in the paper. The concepts discussed by the Board of Management included:

- where should responsibility lie for different aspects of delivering as an educational organisation;
- concern about lack of mention to student experience in the presentation;
- whether One UHI is about HE or FE or both as the Board of Management felt this was not clear from the slides;
- what the resource sharing model being proposed is;
- how can communities be built when One UHI proposes centralisation;
- that One UHI lacks considerations of geography, lacks any information upon how local brilliance and lacks how diversity can be captured;
- the debate of standardisation vs innovation and whether or how standardisation can inhibit innovation and vice-versa; shared student experience;
- concerns about the central direction theme running through One UHI;
- trust between stakeholders, particularly between UHI and academic partners;
- what the scope was for a dispersed leadership model with members of the Senior Executive Team of UHI being based across all Colleges of UHI rather than at a single location;
- a feeling that while One UHI may be inevitable what guaranteed reassurances could be given to Academic Partners;

- whether anyone had gathered the student opinion on One UHI;
- how to balance any need shared reality with diversity across the partnership;
- the positive effects and the negative effects of centralisation;
- shared services and shared expertise;
- that the concept of One UHI presents itself as a skeleton without much meat on the bones;
- who can make the decisions;
- how the merger of Outer Hebrides UHI, West Highland UHI, and North Highland UHI will address the issues identified through its merger.

The Principal thanked the Board of Management for their lively and thoughtful discussion on the concept of One UHI and felt that the Board of Management had provided enough feedback to give UHI about the concept of ONE UHI. The Principal also declared that she would brief and seek views from Mr Goodlad (Independent Director) on the concept of One UHI.

Action: The Principal shall meet and brief Mr Goodlad on the concept of One UHI.

Action: The Principal and Chair will pass on the feedback given by Shetland UHI's Board of Management to UHI on the concept of One UHI at the forthcoming Principals and Chairs meeting.

8. Principal's Report

Professor Lewis (Principal) introduced the Principal's report that had been compiled on behalf of the Senior Management Group.

The Principal addressed a variety of topics detailed in the report, highlighting the completion of the Senior Management Group restructure, naming the candidates that had been successfully appointed, and transition arrangements ahead of their start date on 1st June.

The Principal also addressed the strike action of 4 days over 3 weeks taking place with an uptake rate ranging from 45% to 18%, informing the Board of Management that negotiations were still ongoing at national level and that staff receive a 100% pay deduction on strike days. The Principal explained that unions were moving on to action short of a strike including not issuing results of assessed work, in order to lobby for an increased offer. The Principal noted that she feared no further offer would be forthcoming.

The Principal drew the Board of Management's attention to the student numbers section of the Principal's report and highlighted the completion of 4,099 student credits to date, with confidence that Shetland UHI would meet the revised credit target. The Principal added that discussions were ongoing regarding next academic years credit targets with concerns that economics were driving young people into work, which has resulted Shetland UHI to take a focus on work-based courses, engineering scholarships to be awarded next year.

On the topic of Estates, the Principal explained that Train Shetland is to complete its move next week into the Scalloway Campus which will reduce outgoings and improving connected working. The Principal added that the ground floor of the Port Arthur House student accommodation was being refurbished with the hope of completion in time for next term, and welcomed suggestions from members of the Board of Management in how Shetland UHI could reach positive resolutions in both the short and medium term on student accommodation.

The Principal updated the Board on the development of Research at Shetland UHI. She highlighted to the Board of Management that REF results would be announced from midnight. She also noted that the Islands Deal Outline Business Case for campus redevelopment has been approved and would now be progressed to a full business case.

The Principal highlighted the achievements of staff and students since the last meeting and gave a summary of the initial response from Education Scotland regarding their visit. Noting they will wish to present their report (virtually) to the board following its completion.

Action: Education Scotland to be invited to present to board at next meeting

9. Any Other Business

Mr Howell (Vice Chair of the Board of Management) announced to the Board of Management that on 1st June at 18:00 Mareel was hosting the student showcase.

Mr Clarke (Teaching Staff Director) announced to the Board of Management the Shetland UHI end of year show and student exhibition from 10th June, beginning with a gala event. Mr McCormack (Student Observer) requested promotional materials to circulate to students.

Noted: The hybrid meeting experience was improved compared to the November meeting.

Action: Mx Sierocinski King (Board Secretary) is to continue the work to improve the hybrid meeting experience for Board members.

Action: The Teaching Staff Director will supply Mr McCormack with promotion materials for the end of year show and student exhibition to circulate amongst students.

10. Date of Next Meeting

Noted: The date of the next meeting will be held in person on Wednesday 20th July 2022 at 16:30.

Agenda Item	Action	Responsible	Progress
3	Present a paper on the Shetland Language to the next meeting	Doctor Mouat	Complete
4.3	Complete the outstanding action regarding the recognition of National Secretaries Day or before the next meeting of the Board of Management.	Chair of Finance and General Purposes Committee	Ongoing
5.1	Invite Mr Cumming and Ms Bell to all future meetings of Finance and General Purposes Committee.	Board Secretary	Complete

5.1	Remove Ms Doughton and Ms Bell from all future meetings of Learning, Teaching, and Research Committee.	Board Secretary	Complete
5.1	Invite Ms Christey, Mr Bolton, and Ms Wilson to all future meetings of Learning, Teaching, and Research Committee.	Board Secretary	Complete
5.1	Invite Ms Doughton and Ms Sutherland to all future meetings of Human Resources and Remuneration Committee	Board Secretary	Complete
5.1	Invite Ms Doughton and Mr Clarke to all future meetings of Search and Nominations Committee	Board Secretary	Complete
5.1	The Board Secretary shall invite Ms Christey, Mr Bolton, and Ms Wilson to all future meetings of Audit Committee.	Board Secretary	Complete
5.3	Contact the Scottish Government and request an Islands Community Impact Assessment for the Model Code of Conduct.	Board Secretary	Complete
5.3	The draft Code of Conduct will be presented to the next Board of Management meeting for further discussion.	Board Secretary	Complete
5.3	Make a declaration in the Code of Good Governance Checklist as to why Shetland UHI is not signing up to the new Code of Conduct.	Board Secretary	Ongoing
5.5	Meet and resolve how these remaining requirements could be met.	Board Secretary, the Principal, and the Chair of the Board of Management	Ongoing
5.5	Report to the Board on the progress in meeting each requirement of the Code of Good Governance at each meeting of the Board of Management until all requirements of the Code of Good Governance had been met.	Board Secretary, the Principal, and the Chair of the Board of Management	Delayed
7	Meet and brief Mr Goodlad on the concept of One UHI.	Principal	
7	The Principal and Chair will pass on the feedback given by Shetland UHI's Board of Management to UHI on the concept of One UHI at the forthcoming Principals and Chairs meeting.	Principal	
9	Continue the work to improve the hybrid meeting experience for Board members.	Board Secretary	Ongoing
9	Supply Mr McCormack with promotion materials for the end of year show and student exhibition to circulate amongst students.	Teaching Staff Director	