

# Board of Management Meeting 2/4 2022-2023

Wed 7 December 2022, 16:30 - 18:30

Held in D24 and Teams

## Attendees

### Chair

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

### Board Members Attending in Person

- Jane Lewis (Principal - Shetland UHI)
- Angela Sutherland (Non-Teaching Staff Director)

### Board Members Attending Via Teams

- Lauren Doughton (Chair of Audit Committee)
- Karen Hall (Chair of Learning, Teaching, and Research Committee)
- Simon Clarke (Teaching Staff Director)
- Maria Bell (Independent Director)
- Claire Christey (Independent Director)
- Rory Gillies (Independent Director)

### Also In Attendance In Person

- Matt Sierocinski King (Board Secretary)

### Also in Attendance via Teams

- Sheena Stewart (UHI Observer)
- Chloe Main (Representative of Internal Auditors)
- Shelly McInnes (Finance Director)

### Apologies

- 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)
- Grant Cumming (Vice-Chair of Human Resources and Remuneration Committee)
- Ian McCormack (Student Director)
- John Goodlad (Independent Director)

## Meeting minutes

### 1. Welcome, Apologies, and Announcements

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

Apologies were noted from Mr Howell (Vice-Chair of the Board of Management), Mr Collins (Chair of Human Resources and Remuneration Committee), Mr Cumming (Vice-Chair of Human Resources and Remuneration Committee), Mr McCormack (Student Director), and Mr Goodlad (Independent Director).

The Chair of the Board of Management also made the following announcements. He announced the following resignations, which had already become effective, of: Ms Wilson (Independent Director) and Mr Bolton (Independent Director). He also announced the resignation of Mr Cumming (Vice Chair of Human Resources and Remuneration Committee), expected to be effective by March 2023, and Mr Gillies (Independent Director), effective as of the recruitment of his successor. The Chair of the Board of Management also announced the recruitment timeline and actions undertaken to support the recruitment process. He gave thanks on behalf of the Board of Management to: Ms Wilson, Mr Bolton, the Vice Chair of Human Resources and Remuneration Committee, and Mr Gillies for their service to the Board of Management.

The Chair of the Board of Management announced the appointment of Ms Vicki Nairn to the role of Interim Principal and Vice Chancellor of UHI, along with the resignation of Mr James Lindsay, Chief Executive of HISA, effective in February 2023.

The Chair of the Board of Management reminded the remaining members of the Board of Management who had yet to complete the Internal Effectiveness Review, to do so.

## 2. Declarations of Interest

Mr Sandison (Chair of the Board of Management) asked if members had any interests to declare in relation to the meeting's agenda. No declarations were made.

## 3. Minutes of the previous meeting

Mr Sandison (Chair of the Board of Management) asked members to review the non-confidential minutes for matters of accuracy. Dr Clarke (Teaching Director) requested a title change from Mr Clarke to Dr Clarke. No other matters of accuracy were raised.

**Decision:** Subject to the title amendment stated above, the Board of Management approved the non-confidential minutes as a true and accurate record of the previous meeting.

**Action:** Mx Sierocinski King (Board Secretary) shall make the title amendments accordingly.

## 4. Matters Arising

Mr Sandison (Chair of the Board of Management) reviewed the matters arising from the previous meeting.

**Action:** Mrs Stewart (UHI Observer) is to ensure that the signed Academic Partnership Agreement between UHI and Shetland UHI is sent to Shetland UHI.

**Action:** Mx Sierocinski King (Board Secretary) is to manage the Actions Arising from committees in a more manageable matter for future Board meetings.

**Noted:** The Board of Management notes the following ongoing actions from the previous Board of Management meetings:

- UHI Observer is to ensure that a signed copy of the Academic Partner Agreement between UHI and Shetland UHI is to come to Shetland UHI.
- The Board Secretary shall circulate the governance risk presentation to the board of management.

**Noted:** The Board of Management notes the following ongoing actions from Committee meetings held in Quarter 1:

- Audit Committee Action: The Board Secretary and Ms Doughton (Chair of Audit Committee), are to continue the work on recruitment for co-opting members to Audit Committee.
- Finance and General Purposes Committee Action: The Board Secretary shall add the Price List to the to the agenda of the next Finance and General Purposes Committee Meeting.
- Finance and General Purposes Committee Action: Mr Innes to develop a Business Development Plan for the next Finance and General Purposes Committee meeting.
- Human Resources and Remuneration Committee Action: Chair of the Board of Management, Mr Howell (Vice-Chair of the Board of Management), Ms Doughton (Chair of Audit Committee), Ms Hall (Chair of Learning, Teaching, and Research Committee) and Mr Gillies (Independent Director) are to complete CDN remuneration training before or on 14th November 2022.

## 5. Reports from Committee Chairs

### 5.1. Audit Committee

Ms Doughton (Chair of Audit Committee) spoke to the Board of Management about the Audit Committee's inquiry, and explained why the Internal Audit was elevated to Board of Management.

#### 5.1.1. Internal Audit

Mr Sandison (Chair of the Board of Management) welcomed Chloe Main from BDO. She spoke about her background, and her experience with other colleges within Scotland as an Auditor. She informed the Board of Management about the proposed Internal Audit plan, the 3-year strategy, and plan for 2022-2023. She also spoke about her engagement with Ms Doughton (Chair of the Board of Management), and the Ms McInnes (Director of

Finance), and the Senior Management Team at Shetland UHI. She acknowledged that the plan can be altered as needed, and the report process would be to Audit Committee.

The Board of Management discussed the proposal, and the timeline considering the approval delays. The Board of Management discussed the referral of Internal Audit matters to Board of Management from Audit Committee.

**Decision:** The Board of Management approved the appointment of BDO as the Internal Auditors for Shetland UHI.

**Decision:** The Board of Management approved the Internal Audit Plan.

**Action:** The Internal Audit Plan will be implemented and Chloe Main will engage members of the Senior Management Team with regards to workload.

## **5.2. Finance and General Purposes Committee**

### 5.2.1. \*Draft Minutes of the November Meeting

**Noted:** The minutes of the previous meeting of Finance and General Purposes Committee were noted, along with ongoing actions, as detailed in the actions table.

### 5.2.3. Financial Context

Ms McInnes (Finance Director) gave a verbal update on the financial context of Shetland UHI.

### 5.2.4. External Auditors

Ms McInnes (Finance Director) spoke about the matter of External Auditors, and that Finance and General Purposes approved the recommendation of the quote provided, and had asked for the Board of Management's approval.

**Decision:** The Board of Management approved the decision to appoint Wylie Bisset as the External Auditors for Shetland UHI.

## **7. Reports from Committee Chairs Continued**

### **7.1. Human Resources and Remuneration Committee**

#### 7.1.1. \*Draft Minutes from the October Meeting

**Noted:** The draft minutes of the October meeting of Human Resources and Remuneration Committee were noted, along with ongoing actions, as detailed in the actions table.

#### 7.1.2. \*Draft Minutes from the November Meeting (Confidential)

**Noted:** The draft minutes of the November meeting of Human Resources and Remuneration Committee were noted, along with ongoing actions, as detailed in the actions table.

#### 7.1.3. Interim Chair of Human Resources and Remuneration Committee

Mr Sandison (Chair of the Board of Management) explained to the Board of Management the vacancy of the Chair of the Committee, the committee as whole, and spoke about thoughts raised on a possible interim Chair, for the committee, and who could serve in that role.

No decision was made on who could fulfil the role of Chair of Human Resources and Remuneration Committee.

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

Ms Hall (Chair of Learning, Teaching, and Research Committee) gave an update to the Board of Management on the work of the committee, including student numbers, HISA by-elections, and Shellvolution.

She also spoke of quoracy challenges experienced at Learning Teaching, and Research Committee.

#### 7.2.1. \*Draft Minutes from the November Meeting

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

## 8. Public Bodies Climate Change Duties Report

Professor Lewis (Principal) spoke to the report, and that it had been peer reviewed, and the consequences of moving Shetland UHI to Net Zero.

Mrs Stewart (UHI Observer) announced that Barry Simons would start at UHI soon to support the drive to Net Zero, with a background in sustainability at local authorities.

The Board of Management recorded their thanks to Mr Brendan Hall and Ms Rosa Brown for their work for producing the information to the Board of Management, highlighting its importance and the need to make a difference.

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

## 9. By-Election Update

Mx Sierocinski King (Board Secretary) updated that the election had resulted in the appointment of Sinead Lucock to the role of HISA Shetland Depute President.

**Decision:** The Board of Management approved the nomination of Sinead as a Student Director for Shetland UHI.

**Action:** The Board Secretary shall engage with HISA regarding the induction of Sinead Lucock as a Student Director of Shetland UHI.

## 10. Risk Register Update

Professor Lewis (Principal) explained the changes to the risk register, as highlighted in bold, with a focus on risk 13 on Climate Change, which is under development.

## 11. Code of Good Governance Submission

Mx Sierocinski King (Board Secretary) updated the Board of Management on the development on the Code of Good Governance submission to UHI as the RSB.

Professor Lewis (Principal) updated the Board of Management that Mr Thurlbeck (UHI Head of Internal Audit) would review and report back to Shetland UHI, before a final submission to SFC is made, with a 12 week public consultation thereafter.

**Action:** Mrs Stewart (UHI Observer) and the Board Secretary are to work further on the development on the matter.

**Action:** Board of Management is to be updated regarding progress of the next stages of Assignment to the Regional Strategic Body.

## 12. Principal's Report

Professor Lewis (Principal) spoke to the Principal's report, and the savings achieved through the UHI Executive Office Senior Executive Team restructure, in light of the departure of Dr Vanderhoven and Professor Campbell.

Professor Lewis updated the Board of Management on UHI 2024, and the workstreams development at pace, noting the need for collaboration and dependencies across

workstreams. She also noted the streamlining of Executive Office is now being supported in its leadership by the Principal jointly with Ms Nairn (Interim Principal of UHI).

She noted the award received by UHI from the SCDI for its Outstanding Contribution to the Regional Economy, which was also recognised in a Parliamentary motion.

Mrs Burden (Depute Principal Tertiary) gave an update on student enrolment numbers, which stood as follows:

Further Education Part Time: 1214

Higher Education Part Time: 178

Further Education Full Time: 124

Higher Education Full Time: 138

The Principal drew the Board of Management's attention to the progress towards meeting the targets at HE level. She explained that UHI Higher Education enrolments was expected to be 400 below the target across the partnership, with an expected clawback from SFC to UHI partnership as a result. She also spoke about early withdrawals, noting an 8% Full Time withdrawal, in line with past years, and 0.5% Part Time withdrawals. As of the meeting credit numbers stood at 2663, and she felt that UHI Shetland is expected to come close to or meet the targets for credits for 2022-2023, with a greater dependency on Further Education. The actions to support Further Education credit number growth will be updated upon to Learning, Teaching, and Research Committee. She explained that the number of Short Courses are similar to last year, while Shetland UHI is slightly down on apprentices at this stage with more growth expected in the rest of the academic year.

The Principal updated the Board of Management on research, focussing the update on marine research, noting that a book on the Shetland Fishermans' Association was forthcoming. She also confirmed that a recruitment agent had been appointed to recruit the Chair of the Centre for Sustainable Seafood.

The Principal updated the Board of Management on a residual merger matter, and explained that SIC were chased regarding Data Sharing agreements. They claimed no knowledge of such matters and therefore the process has been restarted.

The Principal confirmed that the Health and Safety audit had been completed, which included Port Arthur House, where a glowing report was received. She gave congratulations to Ms Sutherland for her work regarding the audit.

The Principal spoke to the Board of Management regarding the Islands Deal design work and explained that the redevelopment work is ongoing. She mentioned that collaborative work with HIE on the Newton rooms had been undertaken, with a project manager to be appointed to support the final business case.

The Principal highlighted Quarter 2 achievements to the Board of Management, and placed specific emphasis on the recent open evening success noting lots of interest with potential prospective students traveling between the two campuses as both were open at the same time.

The Principal also updated the Board of Management on the progress of Port Arthur House confirming that an application for a HMO Licence has been made, and the EPC was due on Friday, and gave thanks to Ms MacGregor for progressing these matters. She confirmed that an HMO inspection was due on Monday, and that a booking system along with behind the scenes paperwork development was underway. She confirmed that Finance and General Purposes Committee had signed off rental rates (set for students £131.50 per week, in line with other UHI student accommodation) and staffing for the project, with the hope to welcome residents in January 2023.

**Action:** The Principal and Depute Principal Tertiary shall update Learning, Teaching and Research Committee on the actions undertaken to support the growth of credits in Further Education at Shetland UHI.

## **13. Update on UHI**

### **13.1. Partnership Council**

Professor Lewis (Principal) updated the Board of Management on Partnership Council.

She highlighted that the Regional Outcome agreement was discussed, along with UHI 2024, and the progress of the Rural and Islands Colleges Merger including the agreement to merge along with the appointment of Lydia Rohmer as Principal Designate for the merged college, who's new name would be announced in due course.

She confirmed that approval had been granted at Partnership Council for the Death of a Student Guidance, with updated guidance due to be circulated next week.

The Principal announced two new appointments within EO, focused on student recruitment and admissions as well as internal recruitment. She noted that there was similar thinking between Shetland UHI and UHI on these matters.

The Principal announced that academic restructuring had progressed including, two tertiary faculties, with a streamlining the approval processes of HE courses and curriculum review. She emphasised to the Board of Management that this was a significant step forward in collaboration within the UHI Partnership.

The Principal informed the Board of Management that a Scottish Government skills review was underway, PC discussed a UHI response to which Shetland UHI had contributed, however, there will be a separate submission from Shetland UHI to emphasise islands and apprenticeship matters. She confirmed that Mr Briggs and Ms MacGregor are leading on these.

## **14. Any Other Business**

Mr Gillies (Independent Director) gave his thanks to the Board of Management for the opportunity to serve as a member of the Board of Management.

Mx Sierocinski King (Board Secretary) encouraged members of the Board of Management to attend the local Pantomime production.



Members of the Board of Management collectively wished each other Merry Christmas.

## 15. Date of Next Meeting

The date of the next meeting is 29th March 2023.

### Actions arising from this meeting

Agenda Item	Action	Responsible	Progress
3	Make the title amendments accordingly	Board Secretary	
5.1	The Internal Audit Plan will be implemented and Chloe Main will engage members of the Senior Management Team with regards to workload.	Chloe Main and Senior Management Team	
9	Engage with HISA regarding the induction of Sinead Lucock as a Student Director of Shetland UHI.	Board Secretary	Complete
11	Work further on the development on the matter.	UHI Observer and the Board Secretary.	
11	Board of Management is to be updated regarding progress of the next stages of Assignment to the Regional Strategic Body.	Board Secretary and Principal	
12	Update Learning, Teaching and Research Committee on the actions undertaken to support the growth of credits in Further Education at Shetland UHI.	Principal and Depute Principal Tertiary	

### Actions Ongoing from previous Board of Management Meetings

Meeting	Agenda Item	Action	Responsible	Progress
2022/10	4	Ensure that a signed copy of the Academic Partner Agreement between UHI and Shetland UHI is to come to Shetland UHI.	UHI Observer	Complete
2022/10	4	Circulate the governance risk presentation to the board of management.	Board Secretary	On Agenda

### **Actions Ongoing from previous Audit Committee Meetings**

<b>Meeting</b>	<b>Agenda Item</b>	<b>Action</b>	<b>Responsible</b>	<b>Progress</b>
2022/08	4	Continue the work on recruitment for co-opting members to Audit Committee.	Board Secretary and Chair of Audit Committee	Paused

### **Actions Ongoing from previous Finance and General Purposes Committee Meetings**

<b>Meeting</b>	<b>Agenda Item</b>	<b>Action</b>	<b>Responsible</b>	<b>Progress</b>
2022/08	4	Add the Price List to the to the agenda of the next Finance and General Purposes Committee Meeting.	Board Secretary	Ongoing
2022/08	4	Develop a Business Development Plan for the next Finance and General Purposes Committee meeting.	Mr Innes	Ongoing
2022/11	5.2.1	Send the Price List to the Board Secretary for circulation to the members of Finance and General Purposes Committee in January 2023	Principal	Ongoing
2022/11	5.2.1	Circulate the Price List in January 2023 to the members of Finance and General Purposes Committee	Board Secretary	Ongoing

### **Actions Ongoing from previous Human Resources and Remuneration Committee Meetings**

<b>Meeting</b>	<b>Agenda Item</b>	<b>Action</b>	<b>Responsible</b>	<b>Progress</b>
2022/10	7.1.1	Implement the Real Living Wage	HR and OD Lead	Complete
2022/11	4	Complete CDN remuneration training.	Chair of the Board of Management, Chair of Finance and General Purposes Committee,	Ongoing

			Chair of Audit Committee, Chair of Learning, Teaching and Research Committee, Mr Gillies	
2022/11	7.1.2	Send an email offering support in how to complete the CDN Remuneration training to the members listed above.	Board Secretary	Ongoing
2022/11	7.1.2	Undertake a recruitment process for the role of Interim Chair of Human Resources and Remuneration Committee, and report the outcome of that recruitment process to Search and Nominations Committee	Chair of the Board of Management	Ongoing
2022/11	7.1.2	Investigate the wording of contractual obligations regarding staff working on open evenings, and report back to the committee.	Senior Management Team	

**Actions Ongoing from previous Learning, Teaching and Research Committee Meetings**

Meeting	Agenda Item	Action	Responsible	Progress
2022/11	7.2.1	Add the terms of reference to the third quarterly meeting of the Board of Management for ratification.	Board Secretary	Complete
2022/11	7.2.1	Add the topic of Freshers on the agenda of the Learning, Teaching, and Research Committee meeting before Freshers, to discuss and determine how to structure a local freshers.	Board Secretary	Ongoing