

Board of Management Meeting 4/4

Wed 28 June 2023, 16:30 - 18:30

A3 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)
- Maria Bell (Independent Director) Absent: for 20
- Valerie Nicolson (Independent Director) Absent: from 17
- Angela Sutherland (Non-Teaching Staff Director)
- Simon Clarke (Teaching Staff Director)
- Jane Lewis (Principal - Shetland UHI)

Board Members (Attending via Teams)

- Lauren Doughton (Chair of Audit Committee)
- John Goodlad (Independent Director) Absent: from 17
- Claire Christey (Independent Director)
- Sue Beer (Student Director)

Staff In Attendance (Attending In Person)

- Matt Sierocinski King (Board Secretary)
- Laura Burden (Depute Principal Tertiary)

Staff In Attendance (Attending Via Teams)

- Shelly McInnes (Finance Director) Absent: 1, 1.1, 2.

Apologies

- Sheena Stewart (UHI Observer)
- Mason Robbins (Independent Director)
- Karen Hall (Chair of Learning, Teaching, and Research Committee)

Meeting minutes

Opening Items

1. Welcome, Apologies, and Announcements

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

The apologies were noted.

2. Declarations of Interest

Mr Sandison (Chair of the Board of Management) asked if any member had any declarations of interest with regards to items on the agenda. Mx Sierocinski King (Board Secretary) declared a conflict of interest in relation to agenda item 18 ~Appointment of Board Secretary.

3. Minutes of previous meetings

Ms McInnes (Finance Director) joined the meeting during this agenda item.

3.2. Previous Board of Management Meeting

Mr Sandison (Chair of the Board of Management) asked members of the Board of Management to review the Non-Confidential Minutes of the previous meeting of the Board of Management for matters of accuracy.

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

Ms Beer (Student Director) was requested to be added to the attendance list of the minutes, and a request was made to alter the attendance formatting where meeting attendees were absent for more than one agenda item. These requests were to be applied to both the Non-Confidential Minutes of the previous meeting of the Board of Management and the Confidential Minutes of the previous meeting of the Board of Management.

Decision: The Board of Management approved the Non-Confidential minutes of the previous meeting of the Board of Management, subject to the amendments being made as suggested.

Decision: The Board of Management approved the Confidential minutes of the previous meeting of the Board of Management, subject to the amendments being made as suggested.

Action: Mx Sierocinski King (Board Secretary) shall make the suggested amendments to the Non-Confidential minutes of the previous meeting of the Board of Management.

Action: The Board Secretary shall make the suggested amendments to the Confidential minutes of the previous meeting of the Board of Management.

4. Matters Arising

The Board of Management discussed the ongoing actions from the previous meeting, namely Board of Management Workshops for the academic year 2023-2024, and Board of Management Engagement with Staff Workshops for the academic year 2023-2024, along with a UHI events calendar.

Action: The Senior Management Team shall arrange two workshops for the Board of Management in the 2023-2024 academic year, one on a weekday, one on a weekend, one of which is to be held in May 2024, the other of which is to be held in November 2023, both of which are to run from 10:00 til 15:00 inclusive of lunch, and both of which are to be held in person.

Action: On the topic of Board of Management engagement with UHI Shetland staff and UHI Shetland students for the academic year 2023-2024, the Senior Management Team are to set up two half day, week-day session workshops, for the Board of Management to engage with staff.

Action: Mrs McGregor (Vice-Principal Operations) shall populate a calendar of UHI Shetland events and circulate to the Board of Management.

Standing Items

5. Principal's Report

Professor Lewis (Principal) spoke to the Board of Management about the Principal's report. She spoke to the student numbers, apprentices, grants won, and publications made. She also spoke about Shetland UHI's relationship with Shetland Islands Council, Health and Safety, Islands Deal, Student and Staff achievements, HISA Awards and Aquaculture awards. She gave thanks to all Shetland UHI staff on the work achieved this academic year.

She confirmed that the Education Scotland Engagement Visit Report has been received in draft, which came with two recommendations.

The Board discussed the report, with a focus on Campus Redevelopment process. The Board of Management also discussed the SIC-Shetland UHI working relationship along with the Shell-volution project, and recruitment challenges for cadetships.

Action: Education Scotland are to report at the next Board of Management meeting on their Annual Engagement Visit.

Action: Mx Sierocinski King (Board Secretary) shall invite the Education Scotland to attend the next Board of Management meeting.

Finance Section

6. Appointment of External Auditors

Ms McInnes (Finance Director) spoke to the Board of Management about the reappointment process and explained that this action was missed at the AGM. She highlighted to the Board

of Management the nominal fee increase, and recommended the appointment of Wylie and Bisset as the External Auditors for Shetland UHI for the next academic year.

Decision: The Board of Management approved the recommendation to re-appoint the Wylie and Bisset as the External Auditors for Shetland UHI.

Development of Shetland UHI

12. Revised Strategy for Shetland UHI

Professor Lewis (Principal) thanked members for their attendance at the Board of Management Workshop, held earlier in June, and spoke to the revised strategy for Shetland UHI noting the new strands on Sustainability and Operational Excellence. She spoke to the Board of Management specifically about the text in green as these were a department from the current Strategic Plan. She also and spoke to the Board of Management about the suggested KPIs.

The Board of Management discussed the content of the strategy. The Principal spoke to the Board of Management about how this sets the guidance for the Shetland UHI operational plan.

Decision: The Board of Management agreed to the retention of the existing mission statement.

Decision: The Board of Management agreed to the inclusion of the text in green on pages 10, 12, 13, and 14, to be added to the 2030 UHI Shetland Strategic Plan.

Action: The Senior Management Team shall include the text in green on pages 10, 12, 13, and 14, in the 2030 UHI Shetland Strategic Plan.

Action: The Senior Management Team shall bring to the next Board of Management Meeting, a set of KPIs for approval for the 2030 Shetland UHI Strategic Plan.

13. Shetland UHI GHG Emissions Reductions Plan

Mrs Burden (Depute Principal Tertiary) spoke to the Board of Management regarding the Shetland UHI GHG Emissions Reductions Plan, and how Shetland UHI was required by the Scottish Government to have such a plan in place. She asked the Board of Management to the approve the plan, and to discuss the KPIs, and drew specific attention to the KPI regarding heating oil at Scalloway.

The Board of Management discussed the Shetland UHI GHG Emissions Reductions Plan, with a particular discussion on the heating oil usage at Scalloway, along with thermal heating as an option for Shetland UHI.

Decision: The Board of Management approved the Shetland UHI GHG Emissions Reductions Plan for implementation at Shetland UHI.

Action: The Senior Management Team shall implement the Shetland UHI GHG Emissions Reductions Plan.

14. *Risk Register

Noted: The Board of Management noted the Risk Register.

Progress to Assignment of Shetland UHI

15. Summary from Review by UHI Head of Internal Audit

Mx Sierocinski King (Board Secretary) and Professor Lewis (Principal) spoke about Shetland UHI's progression towards being assigned to UHI as its Regional Strategic Body. The Principal confirmed that Shetland UHI had written to UHI requesting to be assigned approximately one month ago, confirmed that no response from UHI had been received as yet.

Mr Goodlad (Independent Director) and Ms Nicolson (Independent Director) left the meeting during this agenda item.

16. Board Extensions Policy

Mx Sierocinski King (Board Secretary) introduced the Board Extensions Policy and Procedure and explained its context for existing members of the Board of Management.

Decision: The Board of Management approved the Board Extensions Policy and Procedure for use.

Action: The Board Secretary shall implement the Board Extensions Policy and Procedure at the start of the 2023-2024 academic year.

17. ~Risk Management Policy

Decision: The Board of Management approved the Risk Management Policy at Shetland UHI.

Action: The Senior Management Team shall implement the Risk Management Policy.

17.1. Risk Appetite

Professor Lewis (Principal) spoke to the Board of Management about the establishment of the Risk Appetite, and how it could be developed as part of a workshop, for approval at a future meeting of the Board of Management.

Decision: The Board of Management agreed to develop a Risk Appetite at a Board of Management Workshop in the 2023-2024 academic year.

Action: The Senior Management Team shall develop a session on Risk Appetite for a Board of Management Workshop in the 2023-2024 academic year.

18. ~Appointment of Board Secretary

Mx Sierocinski King (Board Secretary) left the meeting.

The Board of Management discussed the paper, with discussion around the fact that there was no record of the Board Secretary's appointment by the Board of Management, prior to the Board Secretary being employed. The Board of Management is required to formally appoint a Board Secretary to meet the requirements of the Code of Good Governance.

Decision: The Board of Management approved the appointment of Mx Sierocinski King as Board Secretary.

Mx Sierocinski King (Board Secretary) returned to the meeting.

19. ~Corporate Social Responsibility Policy

Professor Lewis (Principal) spoke about the document circulated to the meeting via teams and paper. She spoke to how this could be established as a strategy. The Board of Management discussed the matter, and who would compile such a strategy, and how it will relate to staff and external partners.

Decision: The Board of Management approved the approach set out in the paper.

Action: The Senior Management Team are tasked with developing a Corporate Social Responsibility Policy for approval at a future meeting of the Board of Management.

20. ~Terms of Reference for Committees

Mx Sierocinski King (Board Secretary) explained that the proposed changes to the Terms of Reference of all Committees of the Board of Management were requested for approval by the Board of Management after a review of Shetland UHI's compliance with the Code of Good Governance.

Ms Bell (Independent Director) stepped out of the meeting for this agenda item.

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

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

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

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

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

21. *Regional Outcome Agreement

Professor Lewis (Principal) spoke to the Board of Management about the 2022-2023 Regional Outcome Agreement and explained that it had been completed and arrived with Shetland UHI within the last month. She explained that the Principal's report in the future will be adapted as a result, to demonstrate how Shetland UHI fulfills its obligations of the Regional Outcome Agreement.

Ms Bell (Independent Director) re-joined the meeting during this agenda item.

Noted: The Board of Management noted the 2022-2023 Regional Outcome Agreement.

*Reports from HISA

22. *2023 Spring Elections Report

The Board of Management discussed the 2023 HISA Spring Elections Report particularly with regards to the nominations to the roles available to Shetland UHI students, and to the cultural challenge in recruitment of candidates. The Board of Management discussed that the low numbers of nominations for HISA elected roles was a problem across the partnership, along with the sustainability of the post-holder in the role.

Noted: The Board of Management noted the 2023 HISA Spring Elections Report.

23. *2022-2023 HISA Annual Report

Professor Lewis (Principal) stated her disappointment at local HISA activity, and felt that there was a direct link between local HISA activity and local student engagement with HISA. The Board of Management discussed the engagement of students on a regional and virtual basis.

Noted: The Board of Management noted the 2022-2023 HISA Annual Report.

Action: Mx Sierocinski King (Board Secretary) shall ask HISA Shetland to invite members of the Board of Management to HISA Shetland events in 2023-2024 Academic Year.

Committees Reporting to the Board of Management

Audit Committee

25. *Minutes of the April Meeting

Noted: The Board of Management noted the minutes from the April meeting of Audit Committee.

26.1. ~Vice-Chair Appointment

Doctor Doughton (Chair of Audit Committee) explained to the Board of Management that Audit Committee recommended to the Board of Management that Ms Christey (Independent Director) be appointed as Vice-Chair of Audit Committee.

Decision: The Board of Management approved the recommendation from Audit Committee to appoint Ms Christey as Vice-Chair of Audit Committee.

Human Resources and Remuneration Committee

28. ~Shared Parental Leave and Pay Policy

Professor Lewis (Principal) introduced the Shared Parental Leave and Pay Policy, spoke to the paper and asked the Board of Management to approve the Shared Parental Leave and Pay policy, explaining that Human Resources and Remuneration Committee had reviewed the policy, and were not able to approve the policy due to quoracy challenges.

Decision: The Board of Management approved the Shared Parental Leave and Pay Policy for use at Shetland UHI.

Action: The Senior Management Team shall implement the Shared Parental Leave and Pay Policy.

Learning, Teaching, and Research Committee

29. *Draft Minutes from the previous Meeting

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

30. *PIs for Shetland UHI

Mrs Burden (Depute Principal Tertiary) spoke to the paper, and drew the attention of the Board of Management to the presentation provided in the Teams Chat and on Admin Control.

Action: The Depute Principal Tertiary shall send the links to members of the Board of Management to a data wizard that compares the performance of Shetland UHI to other Scottish Further Education Colleges.

Closing Items

32. Any Other Business

Noted: The Board of Management noted the resignation of Ms Lucock (former Student Director) and Mr Gillies (former Independent Director) from the Board of Management.

Noted: The Board of Management welcomed Ms Nicolson (Independent Director) and Doctor Robbins (Independent Director) to the Board of Management.

33. Date of Next Meeting

The date of the next meeting is 4th October 2023 at 16:30 in Lerwick and Teams.

Agenda Item	Action	Responsible	Progress
1.1	Work with Shetland UHI Staff and Mr Lawson to complete the relevant compliance checks.	Board Secretary	Complete
3.2	Make the suggested amendments to the Non-Confidential minutes of the previous meeting of the Board of Management.	Mx Sierocinski King (Board Secretary)	
3.2	Make the suggested amendments to the Confidential minutes of the previous meeting of the Board of Management.	Board Secretary	
4	Arrange two workshops for the Board of Management in the 2023-2024 academic year, one on a weekday, one on a weekend, one of which is to be held in May 2024, the other of which is to be held in November 2023, both of which are to run from 10:00 til 15:00 inclusive of lunch, and both of which are to be held in person.	Senior Management Team	Ongoing
4	On the topic of Board of Management engagement with UHI Shetland staff and UHI Shetland students for the academic year 2023-2024, the Senior Management Team are to set up two half day, week-day session workshops, for the Board of Management to engage with staff.	Senior Management Team	Ongoing
4	Populate a calendar of UHI Shetland events and circulate to the Board of Management.	Mrs McGregor (Vice-Principal Operations)	
5	Report at the next Board of Management meeting on their Annual Engagement Visit.	Education Scotland	On Agenda
5	Invite the Education Scotland to attend the next Board of Management meeting.	Mx Sierocinski	Complete

		King (Board Secretary)	
12	Include the text in green on pages 10, 12, 13, and 14, in the 2030 UHI Shetland Strategic Plan.	Senior Management Team	
12	Bring to the next Board of Management Meeting, a set of KPIs for approval for the 2030 Shetland UHI Strategic Plan.	Senior Management Team	
13	Implement the Shetland UHI GHG Emissions Reductions Plan.	Senior Management Team	
16	Implement the Board Extensions Policy and Procedure at the start of the 2023-2024 academic year.	Board Secretary	Ongoing
17.1	Develop a session on Risk Appetite for a Board of Management Workshop in the 2023-2024 academic year.	Senior Management Team	
19	Tasked with developing a Corporate Social Responsibility Policy for approval at a future meeting of the Board of Management.	Senior Management Team	
23	Ask HISA Shetland to invite members of the Board of Management to HISA Shetland events in 2023-2024 Academic Year.	Mx Sierocinski King (Board Secretary)	Complete
28	Implement the Shared Parental Leave and Pay Policy.	Senior Management Team	Complete
30	Send the links to members of the Board of Management to a data wizard that compares the performance of Shetland UHI to other Scottish Further Education Colleges.	Depute Principal Tertiary	