

Board of Management Meeting, Quarter 1, 2023-2024

Wed 4 October 2023, 16:30 - 18:30

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)
- Lauren Doughton (Chair of Audit Committee)
- Jane Lewis (Principal - Shetland UHI)
- Claire Christey (Independent Director)
- Simon Clarke (Teaching Staff Director)
- Daniel Lawson (Independent Director – Fisheries Industry Nominee)

Board Members (Attending via Teams)

- Karen Hall (Chair of Learning, Teaching, and Research Committee)
- Gary Souter (Student Director)
- Maria Bell (Independent Director)
- Mason Robbins (Independent Director)
- Valerie Nicolson (Independent Director)

Staff In Attendance (Attending in Person)

- Matt Sierocinski King (Board Secretary)
- Laura Burden (Depute Principal Tertiary)
- Gemma MacGregor (Vice-Principal Operations)

Staff in Attendance (Attending Via Teams)

- Isobel Johnson (Finance Manager)

Also In Attendance (Attending via Teams)

- Sheena Stewart (UHI Observer)
- John Laird (Education Scotland)

Apologies

- John Goodlad (Independent Director)
- Angela Sutherland (Non-Teaching Staff Director)

Meeting minutes

1. Opening Items

1. Welcome, Apologies, and Announcements

Mr Sandison (Chair of the Board of Management) welcomed everyone to the meeting, and extended a welcome to Mr Lawson (Independent Director) to the Board of Management, as it was his first meeting.

Apologies were received from Ms Sutherland (Non-Teaching Staff Director) and Mr Goodlad (Independent Director). Mr Howell (Vice-Chair of the Board of Management) announced that Ms Bell (Independent Director) had been delayed and would be joining the meeting later on.

1.1. Appointment of Board Members

Mr Sandison (Chair of the Board of Management) explained the developments with regards to the appointment and departure of Student Directors.

Decision: The Board of Management appointed Mr Souter as Student Director.

Noted: The Board of Management noted the resignation of Ms Beer, as Student Director.

2. Declarations of Interest

Mr Sandison (Chair of the Board of Management) asked if any member had any conflicts of interest with matters on the meetings agenda. No such declarations were made.

3. Minutes of the previous meeting

Ms Bell (Independent Director) joined the meeting at the start of this agenda item.

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

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

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

4. Matters Arising

Professor Lewis (Principal) spoke to the matters arising with a focus on Board Workshops. She confirmed that a calendar of events would be forthcoming from Mrs MacGregor (Vice Principal Operations), and that changes to the Strategic Plan had been made. She confirmed that the Emissions Reductions Plan was being implemented. The Principal confirmed that the matter of developing a Risk Appetite Workshop session was still ongoing, and that development of the Corporate Social Responsibility policy was currently going through a working group to develop.

Action: The Vice Principal Operations shall develop a calendar of events

Action: The Senior Management Team shall identify and arrange a Risk Appetite Workshop session for the Board of Management.

Action: The Senior Management Team shall update the Board of Management about the ongoing development of the Corporate Social Responsibility Policy.

External Reports

5. 2022-2023 Education Scotland Annual Engagement Visit Report

This agenda item was taken after agenda item 1.

Mr Laird (Education Scotland) spoke about the role of Education Scotland in undertaking the Annual Engagement Visit, focusing on Further Education matters, and detailed the four focus areas of the visit.

Mr Laird highlighted the following positive findings to the Board of Management:

- Good work with local schools and inclusion
- The application process for students is easy, and this was rare for a merged institution.
- Good support for wellbeing

- Satisfaction rates very high, with a score of 96% from the NSS.
- Very good links with industry

Mr Laird also highlighted to the Board of Management the areas of development for Shetland UHI, all of which were deemed to be minor areas for improvement:

- The delivery of representation by the Students' Association
- Bursary provision
- Support to students post-application

No action points were detailed in the report.

The Board of Management discussed the report, noting how encouraging the report was in the context of an institution within 5 years since merger had taken place. Mr Laird spoke about the strength of leadership in the organisation, with no dip in performance since merger.

Professor Lewis (Principal) thanked Mr Laird for his visits and the support between visits, including staff development support.

Ms Doughton (Chair of Audit Committee) joined during this agenda item. Mr Laird left the meeting after this agenda item.

Standing Items

6. Principal's Report

Professor Lewis (Principal) spoke to the Principal's report, and highlighted how it was given to highlight to the Board how we were working to meet the 2022-23 Regional Outcome Agreement (this being the most recent available document), with references in the report to different aspects of the agreement.

The Principal spoke in detail about: The launch of UHI North, West and Hebrides; the development of the structure of the UHI Partnership; the excellent recently held Islands Forum, in Shetland; an update on research, with a focus on improving application rates, and that work was ongoing with regard to impact case studies; that the Director for the Centre for Sustainable Seafood Director had not been recruited for, and as a result, a new model for the Centre will be developed.

The Principal also informed the Board of Management that she has a meeting scheduled with the Shetland Islands Council Chief Executive regarding a Memorandum of Understanding between

Shetland UHI and Shetland Islands Council. She also spoke about the progress of a variety of business cases for projects, including a pause on the Campus Redevelopment Project. The Principal further updated the Board of Management on the participation of Shetland UHI at the Tall Ships event, and the ongoing Industrial Action, with a new 3 year offer for academics and support staff.

Mrs Burden (Depute Principal Tertiary) updated the Board of Management on the progress of the development Short Courses along with the current student recruitment enrolment figures, which stood at 80 Full Time Further Education students, Part-Time Further Education 680, Full Time Higher Education 122, Part-Time Higher Education 125.

Dr Clarke (Teaching Staff Director) confirmed to the Board of Management that the withholding of marks had come to an end at Shetland UHI. The Principal extended her gratitude to the Shetland UHI EIS-FELA branch for this decision.

The Board discussed the smoking ban for the campus, with concerns raised on the implementation of the smoking ban on campus. The Principal also spoke about her meeting with the FE and HE minister and the matters raised with the minister.

Development of Shetland UHI

10. *Risk Register

Professor Lewis (Principal) spoke to the summary of the risk register.

Noted: The Board of Management noted the risk register summary.

Ms Johnson (Finance Manager) left the meeting at the end of this agenda item.

13. Draft Islands Strategy

Professor Lewis (Principal) updated the Board of Management on the Draft Islands Strategy, and highlighted its key themes. She explained that it has been developed to reflect our new context and is better aligned to the 2030 UHI strategy and the Islands Deal. She commended the paper to the Board of Management, and asked members to offer any suggestions for tweaks to the paper, outside of the meeting.

Action: The Principal is to speak to Ms Bell (Independent Director) about the Islands Deal in relation to the Rural Parliament.

Progress to Assignation of Shetland UHI

14. Review by UHI Head of Internal Audit

Mx Sierocinski King (Board Secretary) spoke to the paper and explained that the paper had been reviewed by Audit Committee, and that an action plan had been set out. Professor Lewis (Principal) followed up on the points made, noting many of the tasks are minor, but highlighted that many of the matters outstanding were matters of Board Housekeeping, and requested that members of the Board action such requests as sent out by the Board Secretary.

Mrs Stewart (UHI Observer) confirmed that conversations are ongoing between UHI and SFC, regarding the assignation of Shetland UHI to UHI as the RSB, and that UHI was awaiting a response from SFC on this matter.

Development of the Board of Management

15. Committee Vice-Chairs

The Board of Management discussed the vacancies in the roles of: Vice-Chair of Finance and General Purposes Committee, Vice-Chair of Learning, Teaching and Research Committee, and Vice-Chair of Human Resources and Remuneration Committee.

Action: Mr Howell (Vice-Chair of the Board of Management) is to write to members of the Board of Management to ask them to serve as Vice-Chairs for Committees where vacancies currently exist.

Action: Mx Sierocinski King (Board Secretary) is to add this agenda item to the next meeting of the Board of Management.

16. Trade Union Directors

Mx Sierocinski King (Board Secretary) spoke to the paper, and detailed that the Board of Management was being asked two things: firstly, to endorse the addition of Trade Union Directors to the Board of Management; secondly, to delegate the review of Term Limits, Appointment Process, and Committee Composition to Search and Nominations Committee, before presenting

final recommendations to the Board of Management ahead of implementation. Professor Lewis (Principal) spoke further to the paper matter highlighting the additional recruitment activities, and that changes to the Articles of Association would be required.

The Board of Management discussed the matter. The Board Secretary spoke to the practicalities in response to the questions raised. The Principal raised the matter of Student Directors on the Board of Management could also be reviewed at the same time that the Articles of Association are reviewed.

Mr Souter (Student Director) left the meeting at the start of this agenda item.

Decision: The Board of Management approved the recommendation to agree in principle to implement the introduction of Trade Union Directors to the Board of Management.

Decision: The Board of Management approved the recommendation to only agree the implementation for Trade Union Directors once the following to actions had been completed; Firstly, that the Board of Management had had the opportunity to review the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it; and secondly that Search and Nominations Committee have completed their review of the Term Limits, Committee Composition, and Appointments process for Trade Union Directors.

Action: The Board Secretary is to circulate the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it, to the Board of Management, once released.

Action: The Board of Management are to review the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it.

Action: The Board Secretary shall lay papers before Search and Nominations Committee to allow Search and Nominations Committee to review of the Term Limits, Committee Composition, and Appointments process for Trade Union Directors, for the purpose of making their recommendations to Board of Management.

Action: Once Search and Nominations Committee has completed their actions, the Board Secretary shall add the recommendations made by Search and Nominations Committee to the Articles of Association for the consideration of Search and Nominations Committee.

Action: Once Search and Nominations Committee has completed the review of the proposed changes to the Articles of Association, the Board Secretary shall lay these proposals before the Board of Management for their consideration.

Action: The Board Secretary shall add the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it, to the next agenda of the Board of Management, when they are released.

Committees Reporting to the Board of Management Learning, Teaching, and Research Committee

19. *Draft Minutes from the previous Meeting

Noted: The draft actions of the previous meeting of Learning, Teaching, and Research Committee, with a link to the draft set of minutes for the previous meeting of Learning, Teaching, and Research Committee, were noted.

Audit Committee

20. *Draft Minutes of the previous Meeting

Mrs MacGregor (Vice Principal Operations) spoke to the Board of Management regarding the FES Audit and the challenges with BDO. She explained that Orkney Islands Council would take on this work if appointed. It was mentioned that the Scottish Funding Council had been helpful and had given Shetland UHI an extension on the FES Audit deadline.

The Board of Management discussed the disappointment in BDO for giving only 2 weeks' notice of their refusal to undertake the FES Audit ahead of the FES Audit deadline.

Decision: The Board of Management approved the appointment of Orkney Islands Council to undertake the FES Audit.

Action: The Senior Management Team shall work with Orkney Islands Council to complete the FES Audit.

Noted: The draft actions of the previous meeting of Audit Committee, with a link to the draft set of minutes for the previous meeting of Audit Committee, were noted.

Closing Items

24. Any Other Business

Mx Sierocinski King (Board Secretary) announced that the skills audit would be launched shortly, and that members of the Board of Management were asked to complete the Audit in a prompt and tidy manner, due to the need for Search and Nominations Committee to understand the skill set that was being retained in the turnover of directors and the skill set that was being lost in the turnover of directors.

The Board Secretary and Mrs MacGregor (Vice Principal Operations) spoke about the opportunity for a Board of Management Christmas Dinner to be held in Briggestines on 13th December from approximately 14:00 onwards, ahead of the Annual General Meeting and the Board of Management meeting that evening, as a means to provide a social opportunity for the Board of Management. The Board of Management discussed the matter, and reflected on the fact that no such occasion had been held since merger.

Decision: The Board of Management approved the idea to hold a Board of Management Christmas Dinner on 13th December.

Action: The Vice Principal Operations and the Board Secretary shall make the necessary arrangements for a Board of Management Christmas Dinner to be held on 13th December.

25. Date of Next Meeting

The date of the next meeting is 13th December 2023

Agenda Item	Action	Responsible	Progress
4	Develop a calendar of events.	Vice Principal Operations	
4	Develop a Risk Appetite Workshop session for the Board of Management.	Senior Management Team	
4	Update the Board of Management about the ongoing development of the Corporate Social Responsibility Policy.	Senior Management Team	
13	Speak to Ms Bell (Independent Director) about the Islands Deal in relation to the Rural Parliament.	The Principal	

15	Write to members of the Board of Management to ask them to serve as Vice-Chairs for Committees where vacancies currently exist.	Mr Howell (Vice-Chair of the Board of Management)	
15	Add this agenda item to the next meeting of the Board of Management.	Mx Sierocinski King (Board Secretary)	Complete
16	Circulate the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it, to the Board of Management, once released.	Board Secretary	Ongoing
16	Review the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it.	Board of Management	Ongoing
16	Lay papers before Search and Nominations Committee to allow Search and Nominations Committee to review of the Term Limits, Committee Composition, and Appointments process for Trade Union Directors, for the purpose of making their recommendations to Board of Management.	Board Secretary	Complete
16	Once Search and Nominations Committee has completed their actions, the Board Secretary shall add the recommendations made by Search and Nominations Committee to the Articles of Association for the consideration of Search and Nominations Committee.	Board Secretary	Ongoing
16	Once Search and Nominations Committee has completed the review of the proposed changes to the Articles of Association, the Board Secretary shall lay these proposals before the Board of Management for their consideration.	Board Secretary	Ongoing
16	Add the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it, to the next agenda of the Board of Management, when they are released.	Board Secretary	Ongoing
20	Work with Orkney Islands Council to complete the FES Audit.	Senior Management Team	Complete

24	Make the necessary arrangements for a Board of Management Christmas Dinner to be held on 13th December	Vice Principal Operations and the Board Secretary	Cancelled
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