

Second Annual General Meeting 2023

Wed 13 December 2023, 16:30 - 17:30

Attendees

Chair

- David Sandison (Chair of the Board of Management, Chair of Search and Nominations Committee)
- Daniel Lawson (Independent Director)

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)
- Claire Christey (Vice Chair of Audit Committee)
- Angela Sutherland (Non-Teaching Staff Director)
- Jane Lewis (Principal - Shetland UHI)

Board Members (Attending Via Teams)

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

Staff In Attendance (Attending In Person)

- Matt Sierocinski King (Board Secretary)
- Isobel Johnson (Finance Manager)
- Laura Burden (Depute Principal Tertiary)

Also In Attendance (Attending Via Teams)

- Scott Gillon (Representative of External Auditors, Absent from 6-10)

Apologies

- John Goodlad (Independent Director)
- Maria Bell (Independent Director)
- Sheena Stewart (UHI Observer)

Non-Confidential Meeting minutes

Opening Items

1. Welcome and Apologies

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

Apologies were received from Mr Goodlad (Independent Director), Ms Bell (Independent Director), and Mrs Stewart (UHI Observer).

2. Declarations of Interest

Mr Sandison (Chair of the Board of Management) asked those present if they had any declarations of interest to declare with regards to items on the agenda. No such declarations were made.

3. Minutes of the April 2023 AGM

Mx Sierocinski King (Board Secretary) informed the Annual General Meeting that the Board of Management had reviewed the Confidential minutes from the first Annual General Meeting of Shetland UHI at the 2022-2023 Quarter 4 meeting of the Board of Management in June 2023 for matters of accuracy. Mr Sandison (Chair of the Board of Management) therefore asked the Annual General Meeting to approve the Confidential Minutes as a true and accurate record of the first Annual General Meeting of Shetland UHI.

Ms Johnson (Finance Manager) asked for a correction to be made to the Confidential minutes of the first Annual General Meeting of Shetland UHI, with the addition of the Finance Manager to the list of attendees.

The Board Secretary informed the Annual General Meeting that the Board of Management had reviewed the Non-Confidential minutes from the first Annual General Meeting of Shetland UHI at the 2022-2023 Quarter 4 meeting of the Board of Management in June 2023 for matters of accuracy. Mr Sandison (Chair of the Board of Management) therefore asked the Annual General Meeting to approve the Non-Confidential Minutes as a true and accurate record of the first Annual General Meeting of Shetland UHI.

Ms Johnson (Finance Manager) asked for a correction to be made to the Confidential minutes of the first Annual General Meeting of Shetland UHI, with the addition of the Finance Manager to the list of attendees.

Decision: The Annual General Meeting approved the Confidential Minutes as a true and accurate record of the first Annual General Meeting of Shetland UHI, subject to the addition of the Finance Manager to the list of attendees.

Decision: The Annual General Meeting approved the Non-Confidential Minutes as a true and accurate record of the first Annual General Meeting of Shetland UHI, subject to the addition of the Finance Manager to the list of attendees.

Action: The Board Secretary shall add the Finance Manager to the list of attendees to the Confidential Minutes of the first Annual General Meeting of Shetland UHI.

Action: The Board Secretary shall add the Finance Manager to the list of attendees to the Non-Confidential Minutes of the first Annual General Meeting of Shetland UHI.

Items for Decision

6. Appointment of Auditors

Ms Johnson (Finance Manager) informed the Annual General Meeting on the External Auditor experience, and recommended the fee for £18740+VAT plus an inflationary increase for next year, be approved. The Annual General Meeting discussed whether the audit should take place in person.

Professor Lewis (Principal) confirmed that 5 Academic Partners of UHI were not going to receive their external audit in time for the SFC Deadline of 31st December 2023, Based on the fact that Wylie Bisset had delivered the External Audit on time, and the challenge of finding External Auditors last year, she recommended the re-appointment of Wylie Bisset as the External Auditors of Shetland UHI.

Decision: The Annual General Meeting approved the re-appointment of Wylie Bisset as the External Auditors of Shetland UHI for 2023-2024.

Action: The Finance Manager and the Senior Management Team shall undertake any action to complete the re-appointment process of Wylie Bisset as the External Auditors of Shetland UHI for 2023-2024.

7. Appointment of Temporary Chair for appointments process

Mx Sierocinski King (Board Secretary) explained that the Annual General Meeting needed to establish a new temporary Chair to serve for the remainder of this meeting and for the Directors appointment process that would take place in the Quarter 2 meeting of the Board of Management. The Board Secretary explained that Mr Sandison (Chair of the Board of Management), Mr Howell (Vice-Chair of the Board of Management) were both resigning, and therefore could not Chair such agenda items. The Board Secretary outlined that the four Independent Directors who were not resigning were asked to volunteer for the role of temporary Chair, and that Mr Lawson (Independent Director) was the only such Independent Director present in person who volunteered for the role.

Decision: The Annual General Meeting appointed Mr Lawson (Independent Director) as Temporary Chair for the remainder of the Annual General Meeting, and the re-appointment process to be undertaken in the Quarter 2 meeting of the Board of Management.

8. Resignation of Directors

Mx Sierocinski King (Board Secretary) explained that the Annual General Meeting was required to acknowledge the resignations from roles of the Board of Management. The Board Secretary explained that the Annual General Meeting was required to acknowledge the resignations of Directors from the Board of Management.

One correction to the paper presented, is that Mr Howell was resigning from both the roles of Vice-Chair of Search and Nominations Committee, and the Vice-Chair of the Board of Management, in addition to the two other roles stated.

Decision: The Annual General Meeting acknowledged the resignation of Mr Sandison as Chair of the Board of Management, and noted their thanks for his service to the Board of Management as Chair of the Board of Management.

Decision: The Annual General Meeting acknowledged the resignation of Mr Sandison as Chair of Search and Nominations Committee, and noted their thanks for his service to the Board of Management as Chair of Search and Nominations Committee.

Decision: The Annual General Meeting acknowledged the resignation of Mr Sandison as Interim Chair of Human Resources and Remuneration Committee, and noted their thanks for his service to the Board of Management as Interim Chair of Human Resources and Remuneration Committee.

Decision: The Annual General Meeting acknowledged the resignation of Mr Howell as Vice-Chair of the Board of Management, and noted their thanks for his service to the Board of Management as Vice-Chair of the Board of Management.

Decision: The Annual General Meeting acknowledged the resignation of Mr Howell as Vice-Chair of Search and Nominations Committee, and noted their thanks for his service to the Board of Management as Vice-Chair of Search and Nominations Committee.

Decision: The Annual General Meeting acknowledged the resignation of Mr Howell as Chair of Finance and General Purposes Committee, and noted their thanks for his service to the Board of Management as Chair of Finance and General Purposes Committee.

Decision: The Annual General Meeting acknowledged the resignation of Mr Howell as Senior Independent Member, and noted their thanks for his service to the Board of Management as Senior Independent Member.

Decision: The Annual General Meeting acknowledged the resignation of Dr Doughton as Chair of Audit Committee, and noted their thanks for her service to the Board of Management as Chair of Audit Committee.

Decision: The Annual General Meeting acknowledged the resignation of Ms Hall as Chair of Learning, Teaching, and Research Committee, and noted their thanks for her service to the Board of Management as Chair of Learning, Teaching, and Research Committee.

Decision: The Annual General Meeting acknowledged the resignation of Mr Sandison as an Independent Director, and noted their thanks for his service to the Board of Management as an Independent Director.

Decision: The Annual General Meeting acknowledged the resignation of Mr Howell as an Independent Director, and noted their thanks for his service to the Board of Management as an Independent Director.

Decision: The Annual General Meeting acknowledged the resignation of Dr Doughton as an Independent Director, and noted their thanks for her service to the Board of Management as an Independent Director.

Decision: The Annual General Meeting acknowledged the resignation of Dr Goodlad as an Independent Director, and noted their thanks for his service to the Board of Management as an Independent Director.

Decision: The Annual General Meeting acknowledged the resignation of Ms Bell as an Independent Director, and noted their thanks for her service to the Board of Management as an Independent Director.

Decision: The Annual General Meeting acknowledged the resignation of Ms Hall as an Independent Director, and noted their thanks for her service to the Board of Management as an Independent Director.

Decision: The Annual General Meeting acknowledged the resignation of Dr Clarke as Teaching Staff Director, and noted their thanks for his service to the Board of Management as an Independent Director.

Decision: The Annual General Meeting acknowledged the resignation of Ms Sutherland as Non-Teaching Staff Director, and noted their thanks for her service to the Board of Management as an Independent Director.

Closing Items

9. Any Other Business

The Board of Management was thanked by Professor Lewis (Principal) for their efforts over the course of the 2022-2023 Academic Year. The Principal also thanked the staff for their efforts to develop Shetland UHI.

The Annual General Meeting recorded their thanks to the Principal for her leadership of Shetland UHI.

10. Date of Next Meeting

The next meeting of the Board of Management is at 17:30 on 13th December 2023 in Lerwick and on Teams. The third Annual General Meeting of Shetland UHI is: 16:30 on 11th December 2024 in Lerwick and on Teams

Agenda Item	Action	Responsible	Progress
3	Add the Finance Manager to the list of attendees to the Confidential Minutes of the first Annual General Meeting of Shetland UHI.	Board Secretary	

3	Add the Finance Manager to the list of attendees to the Non-Confidential Minutes of the first Annual General Meeting of Shetland UHI.	Board Secretary	
6	Undertake any action to complete the re-appointment process of Wylie Bisset as the External Auditors of Shetland UHI for 2023-2024.	Finance Manager and the Senior Management Team	