

Board of Management Meeting, Quarter 2, 2022-2023

Wed 13 December 2023, 17:00 - 18:30

Attendees

Chair

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

Board Members (Attending In Person)

- Graeme Howell (Senior Independent Member, Absent from 11-25)
- Lauren Doughton (Chair of Audit Committee)
- Claire Christey (Vice Chair of Audit Committee, Absent from 5-25)
- Samuel Wyeth (Non-Teaching Staff Director)
- Jane Lewis (Principal - Shetland UHI)

Board Members (Attending Via Teams)

- Karen Hall (Chair of Learning, Teaching, and Research Committee, Absent from 9-25)
- John Goodlad (Independent Director, Absent from 1-2)
- Valerie Nicolson (Independent Director)
- Mason Robbins (Independent Director, Absent for 6 and 7)
- Simon Clarke (Teaching Staff Director)
- Souter Gary (Student Director)

Staff In Attendance (Attending In Person)

- Matt Sierocinski King (Board Secretary)
- Isobel Johnson (Finance Manager, Absent from 10-25)
- Laura Burden (Depute Principal Tertiary)

Also In Attendance (Attending Via Teams)

- Angus Campbell (UHI FGPC Observer)

Apologies

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

Meeting minutes

Opening Items

1. Welcome, Apologies, and Announcements

Mr Lawson (Temporary Chair) welcomed everyone to the meeting, and extended specific welcomes to Mr Campbell (UHI FGPC Observer Nominee) and Mr Wyeth (Nominee for Non-Teaching Staff Director).

Apologies were noted from Ms Bell (Independent Director) and Mrs Stewart (UHI Observer).

1.1. Appointment of Board Members

Mx Sierocinski King (Board Secretary) introduced the paper and informed the Board of Management that they were requested to approve the recommendations for appointment to the Board of Management, as detailed in the paper, for the roles of Independent Director, Teaching Staff Director, Non-Teaching Staff Director, and Student Director, respectively.

Decision: The Board of Management approved the appointment of Mr Sandison as an Independent Director until 31st May 2024.

Decision: The Board of Management approved the appointment of Mr Howell as an Independent Director until the third Annual General Meeting of Shetland UHI.

Decision: The Board of Management approved the appointment of Dr Doughton as an Independent Director until the appointment of her successor or the fourth Annual General Meeting of Shetland UHI (whichever is earlier).

Decision: The Board of Management approved the appointment of Ms Bell as an Independent Director until the appointment of her successor or the fourth Annual General Meeting of Shetland UHI (whichever is earlier).

Decision: The Board of Management approved the appointment of Dr Goodlad as an Independent Director until the fourth Annual General Meeting of Shetland UHI to complete the second half of his first four-year Term of Office.

Decision: The Board of Management approved the appointment of Ms Hall as an Independent Director until the fourth Annual General Meeting of Shetland UHI to complete the second half of her first four-year Term of Office.

Decision: The Board of Management approved the appointment of Dr Clarke as the Teaching Staff Director until the fourth Annual General Meeting of Shetland UHI for his second two-year Term of Office.

Decision: The Board of Management approved the appointment of Mr Wyeth as the Non-Teaching Staff Director until the fourth Annual General Meeting of Shetland UHI for his first two-year Term of Office.

Decision: The Board of Management approved the appointment of Mr Massey as a Student Director until the third Annual General Meeting of Shetland UHI for his first one-year Term of Office, subject to the successful completion of a PVG check.

1.2. Appointment of Board Roles

Mx Sierocinski King (Board Secretary) introduced the paper and informed the Board of Management that they were requested to approve the recommendations for appointment to the respective roles of the Board of Management, as detailed in the paper.

The Board Secretary highlighted that the following roles of the Board of Management were now vacant, including those held on an interim basis:

- Chair of the Board of Management, Chair of Search and Nominations Committee
- Chair of Audit Committee
- Chair of Finance and General Purposes Committee
- Chair of Human Resources and Remuneration Committee
- Vice-Chair of the Board of Management, Vice-Chair of Search and Nominations Committee
- Vice-Chair of Finance and General Purposes Committee
- Vice-Chair of Learning, Teaching, and Research Committee
- Vice-Chair of Human Resources and Remuneration Committee

The Board Secretary invited interest to come forth from Independent Directors for these roles.

Dr Doughton (Independent Director) pointed out the error that the recommendation for Mr Howell (Independent Director) to be appointed as Senior Independent Director, applied until the third Annual General Meeting of Shetland UHI, and not, as stated in the paper, the fourth Annual General Meeting of Shetland UHI.

Decision: The Board of Management approved the appointment of Mr Sandison as Interim Chair of the Board of Management until 31st May 2024, or his successor's appointment (whichever is sooner).

Decision: The Board of Management approved the appointment of Mr Sandison as Interim Chair of Search and Nominations Committee until 31st May 2024, or his successor's appointment (whichever is sooner).

Decision: The Board of Management approved the appointment of Mr Howell as Senior Independent Member until the third Annual General Meeting of Shetland UHI.

Decision: The Board of Management approved the appointment of Dr Doughton as Interim Chair of Audit Committee until the appointment of her successor or the fourth Annual General Meeting of Shetland UHI (whichever is earlier).

Decision: The Board of Management approved the appointment of Ms Hall Chair of Learning, Teaching, and Research Committee until the fourth Annual General Meeting of Shetland UHI.

1.3. Committee Assignations

At this point in the meeting, Mr Lawson (Temporary Chair) gave way to Mr Sandison (Interim Chair of the Board of Management) to Chair the meeting, as Mr Sandison had been appointed to the role of Interim Chair of the Board of Management.

Mx Sierocinski King (Board Secretary) announced the recommendations for assignations to Committees for Mr Lawson (Independent Director) and Mr Souter (Student Director) as made by Search and Nominations Committee.

Decision: The Board of Management appointed Mr Souter (Student Director) to Search and Nominations Committee.

Decision: The Board of Management appointed Mr Souter (Student Director) to Learning, Teaching, and Research Committee.

Decision: The Board of Management appointed Mr Lawson (Independent Director) to Finance and General Purposes Committee.

Decision: The Board of Management appointed Mr Lawson (Independent Director) to Learning, Teaching, and Research Committee.

Action: The Board Secretary shall invite Mr Souter (Student Director) to Search and Nominations Committee meetings.

Action: The Board Secretary shall invite Mr Souter (Student Director) to Learning, Teaching, and Research meetings.

Action: The Board Secretary shall invite Mr Lawson (Independent Director) to Finance and General Purposes Committee meetings.

Action: The Board Secretary shall invite Mr Lawson (Independent Director) to Learning, Teaching, and Research Committee meetings

2. Declarations of Interest

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

3. Minutes of the previous meeting

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

Ms Johnson (Finance Manager) asked that the word "confidential" be added to the title of the confidential minutes of the previous meeting.

During this agenda item, Mr Goodlad (Independent Director) joined the meeting.

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

Decision: Subject to the suggested amendment made by the Finance Manager, the Board of Management approved the confidential minutes as a true and accurate record of the previous meeting.

Action: Mx Sierocinski King (Board Secretary) shall add the word "confidential" to the title of the confidential minutes of the previous meeting.

4. Matters Arising

Professor Lewis (Principal) updated on the matters arising.

Action: The Vice-Principal Operations is to develop a calendar of events.

Action: The Senior Management Team is to develop a Risk Appetite Workshop session for the Board of Management.

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

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

Action: Mr Howell (Senior Independent Member) 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: The Board Secretary shall 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 shall review the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it.

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.

Standing Items

5. Principal's Report

Ms Christey (Independent Director) left the meeting at the start of this agenda item. During this agenda item Dr Robbins (Independent Director) left the meeting, noting that he would return.

Professor Lewis (Principal) gave the Principal's Report, with a focus on the Regional Outcome Agreement, and changes within UHI.

Mrs Burden (Depute Principal Tertiary) updated on the student numbers for both Further Education and Higher Education, and confirmed that Shetland UHI was expected to exceed the annual credit target. She confirmed as to where the credit increases have been located in terms of courses. She also confirmed the shortfall of HE numbers, and confirmed that it was exceedingly unlikely that Shetland UHI will meet its HE targets. The Board of Management discussed the matter, and the factors that has influenced the reduction in HE numbers has occurred. The Depute Principal Tertiary and the Principal responded to the questions raised, with a declaration made that Shetland UHI is not turning away FE students as the students had no other educational facility on island. The Principal highlighted that the growth was also a consequence of increased engagement with Schools. The point was made that the increase in FE could support the growth of HE in future years. The Depute Principal Tertiary updated the Board of Management on the development of short courses at Shetland UHI. She also spoke about the new courses that were being developed. The Board of Management discussed the matter further.

The Principal updated the Board of Management on apprenticeships, including off island apprenticeships, and the reduction in travel funding from Skills Development Scotland, with warnings to employers that they will need to cover the gap. She confirmed that this funding did not impact upon the financial position of Shetland UHI, and was directing any complainants on the travel funding matter to SDS.

The Principal spoke to the board of the inspirational on research that was undertaken at Shetland UHI, and the excellent REF score.

The Principal updated the Board of Management on topics related to Merger and Shetland Islands Council. She informed the Board of Management the that request by Shetland UHI for an Observer from SIC to the Shetland UHI Board of Management, has been turned into an offer of regular meetings between Senior staff at SIC and senior staff at Shetland UHI. She confirmed that the data sharing agreement and MOU was still outstanding between SIC and Shetland UHI.

The Principal updated the Board of Management on matters concerning Health, Safety, and Wellbeing. No concerns were raised from Directors.

The Principal updated the Board of Management on the Islands Deal projects including wellbeing, Shellvolution, and Tallented. She confirmed that a project manager had been appointed for the Campus Redevelopment Project, with the post-holder commencing their role in January 2024.

The Principal also updated the Board of Management on the FES and SQA Audits that had been undertaken.

The Principal informed the Board of Management about the launch of the Centre for Sustainable Seafood and the new Simulator. Dr Goodlad (Independent Director) confirmed that ministerial attendance at the launch of the Centre for Sustainable Seafood remained a possibility.

5.1. Islands Strategy update

Professor Lewis (Principal) confirmed that the Islands Strategy has been approved, and needs to be made beautiful and be translated, with a launch date expected in January or February 2024.

Development of Shetland UHI

11. *Risk Register

Noted: The Board of Management noted the Risk Register

Progress to Assignment of Shetland UHI

13. Update on Assignment

Mx Sierocinski King (Board Secretary) and Professor Lewis (Principal) updated the Board of Management on the response from SFC to the request of the UHI, for Shetland UHI to become an assigned college of UHI. They explained to the Board of Management that SFC had decided not grant assignment of Shetland UHI to UHI as the RSB, primarily down to the reasons of financial sustainability, as well as to give Shetland UHI more time to complete the tasks within the Code of Good Governance.

14. Board Standing Orders

Mx Sierocinski King (Board Secretary) introduced the draft Standing Orders for the Board of Management, and explained that the Board was required to have such Standing Orders as indicated in the Code of Good Governance. The Board Secretary added, that like the Terms of Reference for each Committee of the Board of Management, the Standing Orders of the Board of Management would come to each meeting of the Board of Management, to be noted and to be of reference for Directors at each meeting.

Decision: The Board of Management approved the use of the draft Standing Orders for the Board of Management at Shetland UHI.

Action: The Board Secretary shall add the Standing Orders to each meeting of the Board of Management for noting.

15. Other Assignment Tasks

Mx Sierocinski King (Board Secretary) updated the Board of Management on the progress to complete tasks, as required by the Code of Good Governance.

Noted: The Board of Management noted the papers on the progress on the completion of the tasks.

Development of the Board of Management

16. Committee Vice-Chairs

In the absence of Mr Howell (Independent Director), Mx Sierocinski King (Board Secretary) updated the Board of Management on the need to recruit to the roles of Vice-Chair of Finance and General Purposes Committee, Vice-Chair of Human Resources and Remuneration Committee, and Vice-Chair of Learning, Teaching, and Research Committee. The Board Secretary also mentioned that, if Ms Christey (Vice-Chair of Audit Committee) takes on the role of Chair of Audit Committee, the role of Vice-Chair of Audit Committee, will also fall vacant and need to be filled.

The Board Secretary invited Directors to volunteer for the vacant Vice-Chair roles. The Board of Management discussed the vacancies. No Director volunteered to be appointed to the role of Vice-Chair of Finance and General Purposes Committee. No Director volunteered to be appointed to the role of Vice-Chair of Human Resources and Remuneration Committee. No Director volunteered to be appointed to the role of Vice-Chair of Learning, Teaching, and Research Committee.

Decision: The Board of Management decided that the vacancy for the role of Vice-Chair of Finance and General Purposes Committee should come for discussion and ideally resolution at the next meeting of Finance and General Purposes Committee.

Decision: The Board of Management decided that the vacancy for the role of Vice-Chair of Human Resources and Remuneration Committee should come for discussion and ideally resolution at the next meeting of Human Resources and Remuneration Committee.

Decision: The Board of Management decided that the vacancy for the role of Vice-Chair of Learning, Teaching, and Research Committee should come for discussion and ideally resolution at the next meeting of Learning, Teaching, and Research Committee.

Action: The Board Secretary shall add the vacancy for the role of Vice-Chair of Finance and General Purposes Committee to agenda of the next meeting of Finance and General Purposes Committee for discussion, and ideally resolution.

Action: The Board Secretary shall add the vacancy for the role of Vice-Chair of Human Resources and Remuneration Committee to agenda of the next meeting of Human Resources and Remuneration Committee for discussion, and ideally resolution.

Action: The Board Secretary shall add the vacancy for the role of Vice-Chair of Learning, Teaching, and Research Committee to agenda of the next meeting of Learning, Teaching, and Research Committee for discussion, and ideally resolution.

17. Vice-Chair of the Board of Management

In the absence of Mr Howell (Independent Director), Mx Sierocinski King (Board Secretary) updated the Board of Management on the need to recruit a Vice-Chair of the Board of Management, and invited Directors to volunteer for the role. No Director volunteered to be appointed to the role of Vice-Chair of the Board of Management.

Action: Mr Sandison (Interim Chair of the Board of Management) is to speak to Mr Howell (Independent Director) to ask him to consider volunteering to serve as Vice-Chair of the Board of Management on an interim basis.

Committees Reporting to the Board of Management

Audit Committee

22. *Draft Minutes of the previous Meeting

Noted: The Board of Management noted the draft minutes of the Quarter 2 meeting of Audit Committee.

Closing Items

24. Any Other Business

Mx Sierocinski King (Board Secretary) announced there is likely to be a meteor shower this evening.

25. Date of Next Meeting

The date of the next meeting is 27th March 2024.

Agenda Item	Action	Responsible	Progress
1.3	Invite Mr Souter (Student Director) to Search and Nominations Committee meetings.	Board Secretary	Complete
1.3	Invite Mr Souter (Student Director) to Learning, Teaching, and Research meetings.	Board Secretary	Complete
1.3	Invite Mr Lawson (Independent Director) to Finance and General Purposes Committee meetings.	Board Secretary	Complete
1.3	Invite Mr Lawson (Independent Director) to Learning, Teaching, and Research Committee meetings	Board Secretary	Complete
3	Add the word "confidential" to the title of the confidential minutes of the previous meeting.	Mx Sierocinski King (Board Secretary)	Complete
4	Develop a calendar of events.	Vice-Principal Operations	Complete
4	Develop a Risk Appetite Workshop session for the Board of Management.	Senior Management Team	Ongoing
4	Update the Board of Management about the ongoing development of the Corporate Social Responsibility Policy.	Senior Management Team	Complete
4	Speak to Ms Bell (Independent Director) about the Islands Deal in relation to the Rural Parliament.	Principal	Complete
4	Write to members of the Board of Management to ask them to serve as Vice-Chairs for Committees where vacancies currently exist.	Mr Howell (Senior Independent Member)	Ongoing
4	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
4	Review the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it.	Board of Management	Ongoing
4	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

4	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
4	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
14	Add the Standing Orders to each meeting of the Board of Management for noting.	Board Secretary	Complete
16	Add the vacancy for the role of Vice-Chair of Finance and General Purposes Committee to agenda of the next meeting of Finance and General Purposes Committee for discussion, and ideally resolution.	Board Secretary	Complete
16	Add the vacancy for the role of Vice-Chair of Human Resources and Remuneration Committee to agenda of the next meeting of Human Resources and Remuneration Committee for discussion, and ideally resolution.	Board Secretary	Complete
16	Add the vacancy for the role of Vice-Chair of Learning, Teaching, and Research Committee to agenda of the next meeting of Learning, Teaching, and Research Committee for discussion, and ideally resolution.	Board Secretary	Complete
17	Speak to Mr Howell (Independent Director) to ask him to consider volunteering to serve as Vice-Chair of the Board of Management on an interim basis.	Mr Sandison (Interim Chair of the Board of Management)	Complete