

Board of Management, Quarter 2, 2024-2025

Wed 15 January 2025, 16:30-19:00

Lerwick Campus and Teams

Attendees

Chair

- Mason Robbins (Chair of the Meeting, Vice Chair of Audit Committee)

Directors (Attending In Person)

- Claire Christey (Chair of Audit Committee)
- Brian Smith (Independent Director)
- Valerie Nicolson (Independent Director)
- John Goodlad (Independent Director)
- Daniel Lawson (Independent Director)
- Maria Bell (Independent Director)
- Mark Green (Independent Director)
- Simon Clarke (Teaching Staff Director)
- Harley Green (Student Director)
- Jane Lewis (Principal - Shetland UHI)

Directors (Attending Via Teams)

- Karen Hall (Chair of Learning, Teaching, and Research Committee)
- Amanda Hawick (Independent Director)
- Andrew Garrick (Independent Director)
- Selina-May Miller (Non-Teaching Staff Director)

Staff In Attendance (Attending In Person)

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

Staff In Attendance (Attending Via Teams)

- Katrina Short (Head of Finance)

Observers (Attending Via Teams)

- Steve Keightley (SFC Observer)
- Angus Campbell (UHI FGPC Observer)

Non-Confidential Meeting minutes

Opening Items

1. Welcome, Apologies, and Announcements

Dr Robbins (Chair of the Meeting) welcomed everyone to the meeting, and introduced his temporary role, and accounted for the delay to the start of the meeting.

Professor Lewis (Principal) announced the loss of Dr Ian Napier, Mr Lawson (Independent Director) and Dr Goodlad (Independent Director) added their own contributions of condolence from their respective local community perspectives. The Principal confirmed

that a Memorial Book in honour of Dr Ian Napier will be set up for members of the college to contribute to.

Noted: The Board of Management formally recorded their thanks for the work and positive impact to which Dr Ian Napier had on the development of Shetland UHI.

1.1. ~Appointments to the Board of Management

Mx Sierocinski King (Board Secretary) introduced the paper and confirmed that the checks had been successfully completed regarding Dr Andrew Garrick's eligibility to be an Independent Director, and that Search and Nominations Committee had, once the checks were successfully completed, determined to recommend that Dr Andrew Garrick be appointed to the Board of Management of Shetland UHI as an Independent Director.

Decision: The Board of Management formally appointed Dr Andrew Garrick as an Independent Director of Shetland UHI.

Action: The Board Secretary shall make the necessary arrangements regarding Dr Garrick's Induction process as an Independent Director.

1.2. *Decisions approved by Correspondence

There were no decisions taken via correspondence since the last meeting of the Board of Management.

1.3. ~Appointment of Board Roles

There were no appointments made to vacant roles of the Board of Management.

1.4. ~Committee Assignations

Mx Sierocinski King (Board Secretary) explained that this agenda item was postponed until the Q3 meeting, to coincide with Internal Effectiveness Review Results.

Action: The Board Secretary shall add this agenda item to the Q3 Meeting of the Board of Management.

Action: The Board Secretary shall, initiate the 2025 Internal Effectiveness Review of the Board of Management, and bring a report on its findings to the Q3 Meeting of the Board of Management.

1.5. ~Terms of Reference for Committees

Decision: The Board of Management approved the amended Terms of Reference for Audit Committee.

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

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

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

Decision: The Board of Management approved the amended Terms of Reference for Search and Nominations Committee.

2. *Standing Orders of the Board of Management

Noted: The Board of Management noted the Standing Orders of the Board of Management

3. Declarations of Interest

Dr Robbins (Chair of the Meeting) asked if any member of the Board of Management had any conflicts of interest to declare regarding items on the agenda. No such declarations were made.

4. Minutes of the previous meetings

4.1. Minutes of the Extraordinary Meeting

Ms Hawick (Independent Director) sought clarification on the matter of Vice Chairs acting as the Chair of the meeting, where the roles of Chair for set Committees, remained vacant. Mx Sierocinski King (Board Secretary) gave the required clarification. Clarification was made with regards to the membership and quoracy of SNC since the resignations of Mr Howell (former Chair of Finance and General Purposes Committee) and Mr Sandison (Former Chair of the Board of Management).

Action: The Board Secretary shall review the minutes to clarify an error around Mr Smith (Independent Director) and the reference to Human Resources and Remuneration Committee.

Decision: The Board of Management approved the minutes as a true and accurate record of the Extraordinary Meeting of the Board of Management subject to amendments mentioned being made.

4.2. Minutes of the Q1 Meeting

Dr Robbins (Chair of the Meeting) asked members of the Board of Management to review the Non-Confidential minutes of the Q1 meeting of the Board of Management for matters of

accuracy. The Chair of the Meeting asked members of the Board of Management to review the Confidential minutes of the Q1 meeting of the Board of Management for matters of accuracy.

Decision: The Board of Management approved the Non-Confidential minutes as a true and accurate record of the Q1 meeting of the Board of Management.

Decision: The Board of Management approved the Confidential minutes as a true and accurate record of the Q1 meeting of the Board of Management.

5. Matters Arising

There were no matters arising.

Standing Items

6. Principal's Report

Professor Lewis (Principal) spoke to the Principal's report, and began with a focus on UHI updates, particularly regarding the changes in senior staffing at UHI. The Board of Management asked questions with regards to the volume of turnover which were addressed.

Mrs Burden (Depute Principal Tertiary) spoke to the Board of Management with regards to the FE student numbers and the HE student numbers, and highlighted the over recruitment of FE students. She confirmed that the credit target would be exceeded by about 500 despite the mitigations made to avoid this. She moved on to speak about short courses and new HE modules.

The Principal spoke to the Board of Management about the apprentice numbers and the 88% completion rate achieved at Shetland UHI which is above the sector targets. She spoke about the challenges regarding demography, and new courses.

The Board of Management asked questions with regards to taking on more apprentices to which the Principal and the Depute Principal Tertiary responded by confirming that they felt that Shetland was close to saturation point. Further questions were asked with regards to the hospitality course. The Depute Principal Tertiary responded with a focus on student numbers, and the composite nature of some levels in the course. The Board of Management discussed the unfunded delivery of education to an estimated level of £115,000, along with the possibility of HE clawback. The Depute Principal Tertiary and the Principal spoke to the Board of Management about the lobbying actions they had taken with regards to funding to SFC, and with regard to the transfer of funds from HE to FE. Mr Keightley (SFC Observer) confirmed that such a decision is with the Scottish Parliament and the Scottish Government to make, as it is a political decision.

The discussion moved on to whether and/or where the line of cuts to courses should be drawn. The Principal confirmed that she wished for the Scottish Government to set that line. Discussion then focused on sharing this approach with the community. Dr Clarke (Teaching Staff Director) spoke about the origins of Regionalisation. The Board of Management discussions then focused on the argument of whether the funding of over-delivery could come from the local community, and at what point of over-delivery is too much over-delivery. The Principal encouraged Board members to lobby Scottish Government and SFC regarding funding, and the funding model changes needed. Mr Campbell (UHI FGPC Observer) spoke to the upcoming meetings to which he is attending where these matters are

on the agenda of. The Principal offered additional briefing opportunities to members who might be meeting with decision makers. The UHI FGPC Observer confirmed that the meetings were looking at a new funding model and confirmed that such a new model would take 18-24 months to roll out.

The Principal moved on to the rest of the report with a focus on research, the work of CIC and grants. She confirmed that 2 data sharing agreements had been made with SIC, and confirmed that a partnership agreement with SIC was being explored in place of MoU.

The Principal updated the Board of Management on the lift that was out of action having been fixed. She spoke about the mitigations being undertaken, with questions asked about responsibility of this work. The Principal responded.

She moved on to updating the Board of Management on the progress of the Islands Deal projects. She moved on to highlight general college activities including, but not limited to, the science fair, graduation ceremonies, and the business breakfast event. She also highlighted staff and student achievements to the Board of Management.

Development of Shetland UHI

9. *Risk Register Summary

Professor Lewis (Principal) introduced this matter, and confirmed the rewording of risk 2 will result in the risk moving into the red.

11. PBCCF and Net Zero Report

Professor Lewis (Principal) spoke to the statutory report, noting the reduction in carbon emissions, highlighting some of the reasons as to why this is the case. It was noted that there had been a 28% reduction in emissions levels, with 62% to go within the next 5 years. The Principal spoke to the actions of removing oil from Scalloway and working with SIC to upgrade the buildings. She mentioned electrifying vehicles and queried the challenges with regards to the boats in this regard. Dr Goodlad (Independent Director) highlighted the public event in February in how boat conversions to electrical power has been achieved by Hans Uncles with his company (it'll never work). Dr Garrick (Independent Director) spoke about the boiler. and the potential of a power purchase agreement. The Principal also mentioned the Green Champions work that would be forthcoming to which she was looking forward to learning from. Dr Robbins (Chair of the Meeting) highlighted the of areas to be proud of.

Progress to Assignment of Shetland UHI

12. Code of Good Governance

Mx Sierocinski King (Board Secretary) introduced the paper to update the Board of Management on the progress towards full compliance with the Code of Good Governance, in line with the request of Audit Committee. The Board Secretary assured the Board of Management that there would be a renewed focus on this for Quarter 3 (February to April), with requests to Board Members to complete various actions, including the Internal Effectiveness Review questionnaire.

Action: The Board Secretary shall progress the development of the Internal Effectiveness Review, with the aim to produce a report of its results for the next meeting of the Board of Management.

Development of the Board of Management

13. Vacancies Upon the Board of Management

Mx Sierocinski King (Board Secretary) introduced this agenda item and highlighted the following vacancies upon the Board of Management:

- Chair of the Board of Management
- Vice Chair of the Board of Management
- Chair of Finance and General Purposes Committee
- Chair of Human Resources and Remuneration Committee

The Board Secretary asked if any member of the Board of Management wished to volunteer themselves for these roles. No such volunteers came forward.

Committees Reporting to the Board of Management

Learning, Teaching, and Research Committee

17. *Draft Minutes from the previous Meeting

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

Closing Items

19. Any Other Business

Mx Sierocinski King (Board Secretary), as requested to do so by another Board of Management Secretary, conveyed to the Board of Management that legal advice was being sought by another academic partner regarding the Outline Business Case of the Transform UHI project. Professor Lewis (Principal) and the Board Secretary both shared their thoughts that to involve lawyers at this stage of the process was premature. The Board of Management discussed the matter, and the feedback process on the OBC.

Ms Short (Finance Director) and the Board of Management thanked Dr Robbins (Chair of the Meeting) for his excellent chairing of the meeting. The Chair of the Meeting felt he could serve as an Interim Chair of the Board of Management for most of the remainder of the

academic year, though conveyed that he could not attend the Q4 meeting of the Board of Management, due to prior commitments.

The Chair of the Meeting thanked each member of the Board of Management for their work, passion, and commitment to supporting Shetland UHI develop.

The Board Secretary raised the matter of the absence of a Chair for the next meeting of Search and Nominations Committee, considering that both the role of Chair of the Board of Management, and the role of Vice Chair of the Board of Management were currently vacant. Ms Hall (Chair of Learning, Teaching, and Research Committee) committed, subject to confirmation of availability to do so. Dr Clarke (Teaching Staff Director) committed to serve as Chair of the next meeting of Search and Nominations Committee, should the Chair of Learning, Teaching, and Research be unavailable to do so.

Decision: The Board of Management decided to devolve the decision on interim arrangements for the Chairing of the Board of Management for the remainder of this academic year to be determined between the Chair of the Meeting and Ms Bell (Independent Director).

Decision: The Board of Management agreed to appoint the Chair of Learning, Teaching, and Research Committee) to serve as the Chair of the Meeting of the next meeting of Search and Nominations Committee, subject to confirmation of her availability to do so.

Decision: The Board of Management agreed to appoint the Teaching Staff Director to serve as Chair of the meeting of the next meeting of Search and Nominations Committee, should the Chair of Learning, Teaching, and Research be unavailable to do so.

Action: The Chair of the Meeting and Ms Bell (Independent Director) are to meet to determine the interim arrangements for the Chairing of the Board of Management for the remainder of this academic year.

Action: The Chair of Learning, Teaching, and Research Committee shall confirm to the Board Secretary and the Teaching Staff Director of her availability to serve as Chair of the Meeting of the next meeting of Search and Nominations Committee as soon as practically possible.

Action: If available, the Chair of Learning, Teaching, and Research Committee is to serve as the Chair of the Meeting of the next meeting of Search and Nominations Committee.

Action: The Teaching Staff Director shall serve as the Chair of the Meeting of the next meeting of Search and Nominations Committee if the Chair of Learning, Teaching, and Research Committee is unavailable.

20. Date of Next Meeting

The dates of the next meetings of the Board of Management are:

- 2nd April 2025 at 16:30 in person and via Teams
- 25th June 2025 at 16:30 in person and via Teams

Agenda Item	Action	Responsible	Progress
1.1	Make the necessary arrangements regarding Dr Garrick's Induction process as an Independent Director.	Board Secretary	Ongoing
1.4	Add this agenda item to the Q3 Meeting of the Board of Management.	Board Secretary	Complete
1.4	Initiate the 2025 Internal Effectiveness Review of the Board of Management, and bring a report on its findings to the Q3 Meeting of the Board of Management.	Board Secretary	Ongoing
4.1	Review the minutes to clarify an error around Mr Smith (Independent Director) and the reference to Human Resources and Remuneration Committee.	Board Secretary	Ongoing
12	Progress the development of the Internal Effectiveness Review, with the aim to produce a report of its results for the next meeting of the Board of Management.	Board Secretary	Ongoing
19	Meet to determine the interim arrangements for the Chairing of the Board of Management for the remainder of this academic year.	The Chair of the Meeting and Ms Bell (Independent Director)	Complete
19	Confirm to the Board Secretary and the Teaching Staff Director of her availability to serve as Chair of the Meeting of the next meeting of Search and Nominations Committee as soon as practically possible.	Chair of Learning, Teaching, and Research Committee	Complete
19	If available, serve as the Chair of the Meeting of the next meeting of Search and Nominations Committee.	Chair of Learning, Teaching, and Research Committee	Complete
19	Serve as the Chair of the Meeting of the next meeting of Search and Nominations Committee if the Chair of Learning, Teaching, and Research Committee is unavailable.	Teaching Staff Director	Complete