

Board of Management, Quarter 3, 2024-2025

Wednesday 2 April 2025, 16:30 - 19:00

Lerwick and Teams

Attendees

Chair

- Mason Robbins (Vice Chair of Audit Committee)

Board Members (Attending In Person)

- Brian Smith (Vice Chair of Finance and General Purposes Committee)
- Valerie Nicolson (Vice Chair of Learning, Teaching, and Research Committee)
- Simon Clarke (Teaching Staff Director)
- Harley Green (Student Director)
- Selina-May Miller (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 14-21)
- Claire Christey (Chair of Audit Committee)
- John Goodlad (Independent Director, Absent from 12-21)
- Andrew Garrick (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)

- Katrina Short (Head of Finance)

Also In Attendance (Attending Via Teams)

- Angus Campbell (UHI FGPC Observer)

Apologies

- Amanda Hawick (Vice Chair of Human Resources and Remuneration Committee)
- Daniel Lawson (Independent Director)
- Mark Green (Independent Director)
- Maria Bell (Independent Director)

Non-Confidential Meeting minutes

Opening Items

1. Welcome, Apologies, and Announcements

Dr Robbins (Interim Chair of the Board of Management) welcomed everyone to the meeting. The apologies were read out. Professor Lewis (Principal) noted that in the resignation of Mrs Stewart (former University Secretary and UHI Observer to the Board of Management), and confirmed that Mr Campbell (UHI FGPC Observer) will serve as our UHI observer.

1.1. Appointments to the Board of Management

Mx Sierocinski King (Board Secretary) confirmed that there were no appointments to be made to the Board of Management at this time.

1.1.1. HISA election results

Mx Sierocinski King (Board Secretary) shared the screen and read out the result of the 2025 HISA Shetland Depute President election by votes cast, which was as follows:

- Harley Green: 64
- Re-Open Nominations (RON): 0

The Board of Management congratulated Mr H Green (Student Director) on his successful re-election. The Board Secretary explained that the result meant that the Student Director would serve in the role of HISA Shetland Depute President until 31st May 2026 when his second and final term for the role of HISA Shetland Depute President, would expire.

1.2. *Decisions approved by Correspondence

Noted: The Board of Management noted its decisions made by correspondence since its last meeting.

1.3. Appointment of Board Roles

Mx Sierocinski King (Board Secretary) informed the Board of Management that there were no appointments to be made to any role of the Board of Management at this time.

1.3.1. Update on Trade Union Directors

Mx Sierocinski King (Board Secretary) updated the Board of Management on the progress of this matter. The Board Secretary confirmed that applications were open until Friday for staff who are members of EIS-Fela, if they wished to seek the nomination of EIS-Fela as the Trade Union Director from the recognised trade union of teaching staff.

1.4. ~Committee Assignations

Mx Sierocinski King (Board Secretary) introduced the proposal for Dr Robbins (Interim Chair of the Board of Management) to resign from Human Resources and Remuneration Committee, and be appointed to Search and Nominations Committee, until a new Chair of the Board of Management is appointed. The Board of Management discussed the matter. The Interim Chair of the Board of Management spoke to this matter as well. A question was asked regarding whether the proposal created a quoracy issue for Human Resources and Remuneration Committee, based on a reduced membership, the Board Secretary confirmed that no such issue would arise as a result of the proposal if approved.

Decision: The Board of Management approved the recommendation of Search and Nominations Committee of the resignation of the Interim Chair of the Board of Management from Human Resources and Remuneration Committee until the appointment of a new Chair of the Board of Management had been made.

Decision: The Board of Management approved the recommendation of Search and Nominations Committee of the appointment of Interim Chair of the Board of Management to Search and Nominations Committee until the appointment of a new Chair of the Board of Management had been made.

Action: The Board Secretary shall remove the Interim Chair of the Board of Management from invitations to meetings of Human Resources and Remuneration Committee, until the appointment of a new Chair of the Board of Management had been made.

Action: The Board Secretary shall add the Interim Chair of the Board of Management to invitations of meetings of Search and Nominations Committee, until the appointment of a new Chair of the Board of Management had been made.

1.5. Terms of Reference for Committees

Decision: The Board of Management approved the recommendation to amend the terms of reference of Finance and General Purposes Committee.

Decision: The Board of Management approved the recommendation to amend the terms of reference of Human Resources and Remuneration Committee.

Decision: The Board of Management approved the recommendation to amend the terms of reference of 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 (Interim Chair of the Board of Management) asked if any member of the Board of Management had any conflicts of interest to declare in relation to items on the agenda. No such declarations were made.

4. Minutes of the previous meeting

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

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

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

5. Matters Arising

Mx Sierocinski King (Board Secretary) confirmed that none of the actions, beyond those stated below, remained ongoing.

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

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.

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.

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.

Standing Items

6. Principal's Report

Professor Lewis (Principal) introduced the report, noting the change from the Regional Outcome Agreement to the Outcome and Assurance Framework, and noted that a paper on the new framework would be forthcoming in Q4. She gave a verbal explanation on the content of the framework. Dr Clarke (Teaching Staff Director) asked clarifying questions which the Principal responded to.

The Principal moved on to speak to the UHI updates, highlighting the new UHI appointments, with a particular focus on the UHI Director of Economic Development, and the UHI Transformation Programme including the engagement questionnaire.

Mrs Burden (Depute Principal Tertiary) spoke to the detail of the student numbers, noting the rise to 1398 of Further Education Part Time enrolments, and to the credits of 3669. She noted that all partners are expecting to reach or exceeding their credit target. She moved on to speak about regarding Higher Education student numbers, with a small rise to 109 Full Time students. She moved on to speak about applications for courses, and skills for work applications. She then spoke to the Board of Management about short courses and the work undertaken to improve short course activity. The Principal spoke further about the Higher Education recruitment noting the shared challenges at UHI and Shetland UHI, and presented how she intended to lobby UHI for changes on the management of Higher Education modules. The Teaching Staff Director spoke about his preference that the recruitment needed to be resolved at a network level, and highlighted his dissatisfaction on the advertising and marketing centrally of Higher Education courses to students. The Principal reassured the Board of Management that Shetland UHI is doing all it can locally, with further work to be done regionally.

The Principal spoke to the Board of Management about new courses, and highlighted the positive press from the Shetland Times about developments from shared prosperity funding. She noted the further work to be done to highlight how non-research grants deliver outcomes.

The Principal drew the attention of the Board of Management to apprentices, and the development of apprentice courses, and students. She confirmed that no student is being knocked back from being an apprentice, as there is space to expand this portfolio.

The Principal raised the topic of research to the Board of Management, and highlighted the quality and range of the research being undertaken. She moved on to speak about the Health, Safety, and Wellbeing Audit, before highlighting that 3 Islands Deal projects are underway, namely, Shell-volution, Talented, and Creative Islands and Wellbeing. She spoke in detail about each.

The Principal highlighted student achievements to the Board of Management and noted that they had been supported by a parliamentary motion by the Honourable Beatrice Wishart MSP. She moved on to speak about staff achievements and activities, noting her thanks for attendance at the Corporate Parenting Training session, and gave thanks to the staff for their delivery for Shetland Careers and Opportunities Fair.

The Principal drew the attention of the Board of Management to the nomination and shortlisting received by Shetland UHI for the work done for our work on senior phase, in the Pearson Awards, and emphasised that this was a national award.

Action: The Principal shall bring a paper about the Outcome and Assurance Framework to the next meeting of the Board of Management.

Development of Shetland UHI

11. *Risk Register Summary

Professor Lewis (Principal) spoke to paper, and highlighted the workshop on risk that she attended, and felt that the Shetland UHI risk management model was effective. She drew the attention of the of the Board of Management to the change in Risk 2, and explained that the risk scoring had changed to red as a result. The Board of Management discussed the structure of the risks. The Principal also informed the Board of Management that a new risk will be added, in the form of the transformation project, and would come to the Board of Management at a future meeting.

Mr Smith (Vice Chair of Finance and General Purposes Committee) spoke about the risks related to AI, and asked the Senior Management Team to consider risks around this. The Principal highlighted the workshop that is delivered by James Nock on AI related risks. The Board of Management discussed AI related risks. Dr Clarke (Teaching Staff Director) asked about AI risks related to academia, to which Mrs Burden (Depute Principal Tertiary) and the Principal responded to accordingly.

Action: The Senior Management Team are to add risks related to AI to the appropriate risk.

13. PSED - Public Sector Equalities Duty

Prior to the start of this agenda item, Dr Goodlad (Independent Director) left the meeting.

Mrs MacGregor (Vice Principal Operations) spoke to this statutory report, and highlighted what had been undertaken to support those with protected characteristics, and asked members for comments. She highlighted that current document was a draft in progress, and was interested to receive input to the board. Dr Clarke (Teaching Staff Director) asked questions about reporting small numbers, to which the Vice Principal Operations responded to. Professor Lewis (Principal) spoke about the report further and both she and the Vice Principal Operations confirmed that there is no standard model, and therefore no collation of partnership data. Dr Garrick (Vice Chair of Finance and General Purposes Committee) made the point about comparing the data to the local demographic data. He also suggested adding charts to support the data.

During this agenda item, Ms Hall (Chair of Learning, Teaching, and Research Committee) left the meeting.

Progress to Assignment of Shetland UHI

14. Code of Good Governance

14.1. Board Extensions Policy

Mx Sierocinski King (Board Secretary) highlighted the changes to the Board Extensions Policy, to account for the turnover of former transition board members, in previous academic years, along with clerical changes to the procedures for Staff Directors and Student Directors. The Board Secretary added that a new section was now included to account for Trade Union Directors, with other grammatical changes had been made throughout the document as well.

Dr Clarke (Teaching Staff Director) asked the question about whether assignment to UHI as the RSB remained a goal, which Professor Lewis (Principal) confirmed remained the case.

Decision: The Board of Management approved the proposed changes to the Board Extensions Policy.

Action: The Board Secretary shall incorporate the approved changes in to a 'clean' version of the Board Extensions Policy.

14.2. Board of Management Surgery

Mr H Green (Student Director) introduced this paper, and asked members for a decision on a date to hold such a surgery. Professor Lewis (Principal) spoke about the potential of a tour to be included as part of this.

The Board of Management discussed who and when to hold a such a session. Ms Nicolson (Vice Chair of Learning, Teaching, and Research Committee) declared that she would attend, and asked for a script on the Campus Redevelopment to be available to Board members.

Decision: The Board of Management agreed the date of Tuesday 6th May with a slight revision in time, with a walk around to classes at 11:00-12:00 and to hold the surgery in Briggestines Cafe at 12:00-13:00.

Decision: The Board of Management will include a walk around Campus, including to Classes, as part of its programme of activities ahead of, and on the day of, meetings of the Board of Management, next academic year.

Action: Ms McCarthy (Senior Management Secretary) shall send the invitations to, all Chairs upon the Board of Management (including those appointed at this meeting of the Board of Management), and send such invitations to, Ms Nicolson (Vice Chair of Learning, Teaching, and Research Committee), Dr Clarke (Teaching Staff Director), Ms Miller (Non-Teaching Staff Director), and the Student Director, for the Board of Management walk around to classes, to be held on Tuesday 6th May at 11:00-12:00.

Action: Ms McCarthy (Senior Management Secretary) shall send the invitations to, all Chairs upon the Board of Management (including those appointed at this meeting of the Board of Management), and send such invitations to the Vice Chair of Learning, Teaching, and Research

Committee, the Teaching Staff Director, the Non-Teaching Staff Director, and the Student Director, for the Board of Management Surgery with students, to be held on Tuesday 6th May in Briggestines Cafe at 12:00-13:00.

Action: The Interim Chair of the Board of Management, the Chair of Audit Committee, the Vice-Chair of Finance and General Purposes Committee, the Chair of Learning, Teaching, and Research Committee, the Vice Chair of Learning, Teaching, and Research Committee, Teaching Staff Director, the Non-Teaching Staff Director, and the Student Director, shall attend the Board of Management walk around to classes on Tuesday 6th May at 11:00-12:00.

Action: The Interim Chair of the Board of Management, the Chair of Audit Committee, the Vice-Chair of Finance and General Purposes Committee, the Chair of Learning, Teaching, and Research Committee, the Vice Chair of Learning, Teaching, and Research Committee, Teaching Staff Director, the Non-Teaching Staff Director, and the Student Director, shall attend the Board of Management Surgery with students, on Tuesday 6th May in Briggestines Cafe at 12:00-13:00.

Action: Mx Sierocinski King (Board Secretary) will, at the next meeting of the Board of Management, and, as part of the scheduling of meetings for the next academic year, include plans for a Board of Management walk around Campus, including to Classes, as part of its programme of activities ahead of, and on the day of, meetings of the Board of Management.

Development of the Board of Management

15. Vacancies Upon the Board of Management

Mx Sierocinski King (Board Secretary) highlighted the following current vacancies to roles of 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

Dr Robbins (Interim Chair of the Board of Management) and Mx Sierocinski King (Board Secretary) updated the Board of Management on the progress to recruit a new Chair of the Board of Management.

Mr Smith (Vice Chair of Finance and General Purposes Committee) volunteered to be appointed to the role of Chair of Finance and General Purposes Committee. The Board of Management accepted his nomination to the role.

At this point in the meeting, the Board Secretary highlighted the following current vacancies to roles of the Board of Management:

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

Dr Garrick (Independent Director) volunteered to be appointed to the role of Vice Chair of Finance and General Purposes Committee. The Board of Management accepted his nomination to the role.

At this point in the meeting, Dr Robbins (Interim Chair of the Board of Management) highlighted the following current vacancies to roles of the Board of Management:

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

The Interim Chair of the Board of Management raised a discussion on Independent Director recruitment, with a suggested focus on recruiting members from outwith the Shetland archipelago.

Ms Nicolson (Vice Chair of Learning, Teaching and Research Committee) confirmed to the Board of Management that she was supporting LNCC serving as the Board of Management member upon the Committee.

The Interim Chair of the Board of Management spoke about the possibility of serving as Vice Chair of the Board of Management after a new Chair of the Board of Management had been appointed, if the Board of Management would wish him to do so.

For readers of the minutes, from agenda item 16 and thereafter, Mr Smith and Dr Garrick are referred to by their newly appointed roles, rather than their previous roles.

Decision: The Board of Management appointed Mr Smith (Vice Chair of Finance and General Purposes Committee) to the role of Chair of Finance and General Purposes Committee.

Decision: The Board of Management approved the amendment to the Terms of Reference of Finance and General Purposes Committee to label Mr Smith to the role of Chair of Finance and General Purposes Committee.

Decision: The Board of Management appointed Dr Garrick (Independent Director) to the role of Vice Chair of Finance and General Purposes Committee.

Decision: The Board of Management approved the amendment to the Terms of Reference of Finance and General Purposes Committee to label Dr Garrick to the role of Vice Chair of Finance and General Purposes Committee.

Action: The Board Secretary shall amend the Terms of Reference of Finance and General Purposes Committee to reflect the appointment of Mr Smith to the role of Chair of Finance and General Purposes Committee and the appointment of Dr Garrick to the role of Vice Chair of Finance and General Purposes Committee.

Committees Reporting to the Board of Management

Learning, Teaching, and Research Committee

18. *Draft Minutes from the previous Meeting

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

Search and Nominations Committee

19. *Draft Minutes of the Previous Meeting

Dr Robbins (Interim Chair of the Board of Management) updated on the work of Search and Nominations Committee.

Noted: The Board of Management noted the draft minutes of the previous meeting of Search and Nominations Committee.

Decision: The Board of Management approved the suggested amendment of adding Mr Smith (Chair of Finance and General Purposes Committee) to the Terms of Reference of Search and Nominations Committee in light of his appointment to the role earlier in the meeting.

Action: The Board Secretary will amend the terms of reference of Search and Nominations Committee to include Mr Smith as the Chair of Finance and General Purposes Committee.

Action: The Board Secretary will invite the Chair of Finance and General Purposes Committee to all future meetings of Search and Nominations Committee.

Closing Items

20. Any Other Business

Mx Sierocinski King (Board Secretary) and Professor Lewis (Principal) informed the Board of Management about the Tertiary Education and Training (Funding and Governance) (Scotland) Bill, and highlighted what its purpose was, and encouraged members to review and participate in the consultation at their leisure.

Dr Robbins (Interim Chair of the Board of Management) asked Mr H Green (Student Director) if there is anything he wishes to raise from a student perspective. He spoke about the campus redevelopment, and the surveys that students are undertaking currently. He spoke about the open surgeries that he is undertaking, and passed on the issues raised to him to the Board of Management. The Board Secretary made the distinction to the Board of Management, that such reporting of information by the Student Director is a report for the Board of Management, rather than a report to the Board of Management.

The Interim Chair of the Board of Management spoke about the issue of how the Board of Management could raise the profile of Shetland UHI, with ideas including of lapel pins, as set the raising of the profile of Shetland UHI as a challenge for the Board of Management. Mr Smith (Chair of Finance and General Purposes Committee) raised the issue of the quoracy at Finance and General Purposes Committee. The Board Secretary advised the Board of Management accordingly as to the options of direction for recruitment to both the Board of Management and to the Committee. The Principal also gave her thoughts on the matter. Many members of the Board of Management wanted to continue the focus on conversations by members of the Board of Management to potential applicants of the Board of Management, as a key recruitment methodology. Dr Garrick (Vice Chair of Finance and General Purposes Committee) raised the option of utilising alumni networks as a source of recruitment, which then then Board of Management discussed. The Board of Management fell inquorate during this discussion, and therefore no new decisions could be made. Mrs Burden (Depute Principal Tertiary) suggested testimony of Independent Directors may aid the recruitment of Independent Directors. The Board Secretary, the Interim Chair of the Board of Management and the Chair of Audit Committee raised points regarding this.

The Student Director spoke about student director recruitment and the challenges, which the Board Secretary and the Principal commented on. The Board Secretary also highlighted the Student Director's option to stay on the Board of Management as a Student Director after he finished his term as the HISA Shetland Depute President, come May 2026.

The Principal asked members of the Board of Management to visit the art exhibition in C16 after the meeting.

Action: The Interim Chair of the Board of Management, The Chair of Finance and General Purposes Committee, Dr Clarke (Teaching Staff Director), Student Director, Ms Miller (Non-

Teaching Staff Director), the Principal, the Board Secretary, the Depute Principal Tertiary, Mrs MacGregor (Vice Principal Operations), shall visit the Art exhibition in C16 after the meeting.

21. Date of Next Meeting

The date of the next meeting is: 25th June 2025 at 16:30 in person and via Teams

Agenda Item	Action	Responsible	Progress
1.4	Remove the Interim Chair of the Board of Management from invitations to meetings of Human Resources and Remuneration Committee, until the appointment of a new Chair of the Board of Management had been made.	Board Secretary	Complete
1.4	Add the Interim Chair of the Board of Management to invitations of meetings of Search and Nominations Committee, until the appointment of a new Chair of the Board of Management had been made.	Board Secretary	Complete
5	Make the necessary arrangements regarding Dr Garrick's Induction process as an Independent Director.	Board Secretary	
5	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	
5	Review the minutes to clarify an error around Mr Smith (Independent Director) and the reference to Human Resources and Remuneration Committee.	Board Secretary	
5	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	
6	Add risks related to AI to the appropriate risk.	Senior Management Team	Complete
11	Bring a paper about the Outcome and Assurance Framework to the next meeting of the Board of Management.	Principal	Ongoing
14.1	Incorporate the approved changes in to a 'clean' version of the Board Extensions Policy.	Board Secretary	
14.2	Send the invitations to, all Chairs upon the Board of Management (including those appointed at this meeting of the Board of Management), and send such invitations to, Ms Nicolson (Vice Chair of Learning, Teaching, and Research Committee), Dr	Ms McCarthy (Senior Management Secretary)	Complete

	Clarke (Teaching Staff Director), Ms Miller (Non-Teaching Staff Director), and the Student Director, for the Board of Management walk around to classes, to be held on Tuesday 6th May at 11:00-12:00.		
14.2	Send the invitations to, all Chairs upon the Board of Management (including those appointed at this meeting of the Board of Management), and send such invitations to the Vice Chair of Learning, Teaching, and Research Committee, the Teaching Staff Director, the Non-Teaching Staff Director, and the Student Director, for the Board of Management Surgery with students, to be held on Tuesday 6th May in Briggestines Cafe at 12:00-13:00.	Ms McCarthy (Senior Management Secretary)	Complete
14.2	Attend the Board of Management walk around to classes on Tuesday 6th May at 11:00-12:00.	Interim Chair of the Board of Management, the Chair of Audit Committee, the Vice-Chair of Finance and General Purposes Committee, the Chair of Learning, Teaching, and Research Committee, the Vice Chair of Learning, Teaching, and Research Committee, Teaching Staff Director, the Non-Teaching Staff Director, and the Student Director,	Complete
14.2	Attend the Board of Management Surgery with students, on Tuesday 6th May in Briggestines Cafe at 12:00-13:00.	Interim Chair of the Board of Management, the Chair of Audit Committee, the Vice-Chair of Finance and General Purposes Committee, the Chair of Learning, Teaching, and Research Committee, the Vice Chair of Learning, Teaching, and Research Committee, Teaching Staff Director, the Non-Teaching Staff Director, and the Student Director	Complete
14.2	At the next meeting of the Board of Management, and, as part of the scheduling of meetings for the next academic year, include plans for a Board of Management walk around Campus, including to Classes, as part of its programme of activities ahead of, and on the day of, meetings of the Board of Management.	Mx Sierocinski King (Board Secretary)	
15	Amend the Terms of Reference of Finance and General Purposes Committee to reflect the appointment of Mr Smith to the role of Chair of Finance and General	Board Secretary	Complete

	Purposes Committee and the appointment of Dr Garrick to the role of Vice Chair of Finance and General Purposes Committee.		
19	Amend the terms of reference of Search and Nominations Committee to include Mr Smith as the Chair of Finance and General Purposes Committee.	Board Secretary	Complete
19	Invite the Chair of Finance and General Purposes Committee to all future meetings of Search and Nominations Committee.	Board Secretary	Complete
20	Visit the Art exhibition in C16 after the meeting.	Interim Chair of the Board of Management, Chair of Finance and General Purposes Committee, Dr Clarke (Teaching Staff Director), Student Director, Ms Miller (Non-Teaching Staff Director), Principal, Board Secretary, Depute Principal Tertiary, Mrs MacGregor (Vice Principal Operations),	Complete