

# Board of Management Quarter 4, 2024-2025

*Wednesday 25 June 2025, 16:30 - 19:00*

Lerwick Campus and Teams

## Attendees

### Chair

- Stephen Leask (Chair of the Board of Management, Chair of Search and Nominations Committee)

### Board Members (Attending in Person)

- Brian Smith (Chair of Finance and General Purposes Committee)
- Valerie Nicolson (Vice Chair of Learning, Teaching, and Research Committee)
- Mark Green (Independent Director)
- Harley Green (Student Director)
- Selina-May Miller (Non-Teaching Staff Director)
- Jane Lewis (Principal - Shetland UHI)
- Absent: Daniel Lawson (Independent Director)

### Board Members (Attending via Teams)

- Claire Christey (Chair of Audit Committee)
- Mason Robbins (Vice Chair of Audit Committee)
- Amanda Hawick (Vice Chair of Human Resources and Remuneration Committee)
- Andrew Garrick (Vice Chair of Finance and General Purposes Committee)
- Maria Bell (Independent Director)

### Staff In Attendance (Attending In Person)

- Gemma MacGregor (Vice Principal Operations)
- Matt Sierocinski King (Board Secretary)

### Staff In Attendance (Attending Via Teams)

- Katrina Short (Head of Finance)

## Apologies

- Karen Hall (Chair of Learning, Teaching, and Research Committee)
- John Goodlad (Independent Director)
- Simon Clarke (Teaching Staff Director)
- Laura Burden (Depute Principal Tertiary)
- Kevin Briggs (Depute Principal Tertiary (Maternity Cover))
- Angus Campbell (UHI FGPC Observer)

Non-Confidential Meeting minutes

## Opening Items

### 1. Welcome, Apologies, and Announcements

Mr Leask (Chair of the Board of Management) welcomed everyone to the meeting. Everyone present introduced themselves to the Chair of the Board of Management as it was his first meeting of the Board of Management. The Board of Management thanked Ms Bell (Independent Director) for her service to the Board of Management as this was her last meeting of the Board of

Management. The Chair of the Board of Management thanked Dr Robbins (Interim Chair of the Board of Management) for his support in handing over the role.

The Interim Chair of the Board of Management joined the meeting at the end of this agenda item, explained his technical challenges in joining the meeting.

## **1.2. \*Decisions approved by Correspondence**

There were no such decisions to note.

## **1.3. ~Appointment of Board Roles**

### **1.3.1. ~Vice Chair of the Board of Management**

Mx Sierocinski King (Board Secretary) explained that Search and Nominations Committee had decided to recommend Dr Mason Robbins to serve as Vice Chair of the Board of Management.

The Board of Management thanked Dr Robbins for his service as Interim Chair of the Board of Management.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee for the Board of Management to appoint Dr Mason Robbins to the role of Vice Chair of the Board of Management.

**Note to readers of the Minutes:** For the purposes of consistency, these minutes will refer to Dr Mason Robbins with the role of Interim Chair of the Board of Management, rather than change that designation here on after.

### **1.3.2. ~Chair of Human Resources and Remuneration Committee**

Mx Sierocinski King (Board Secretary) explained that Search and Nominations Committee had decided to recommend Mr Mark Green to serve as Chair of Human Resources and Remuneration Committee.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee for the Board of Management to appoint Mr Mark Green to the role of Chair of Human Resources and Remuneration Committee.

**Note to readers of the Minutes:** For the purposes of consistency, these minutes will refer to Mr Mark Green with the role of Independent Director, rather than change that designation here on after.

## **1.4. ~Committee Assignations**

Mx Sierocinski King (Board Secretary) explained the following recommendations made by Search and Nominations Committee for approval by the Board of Management regarding changes the composition of the Board of Management's Committees:

1. Mr Stephen Leask be appointed by the Board of Management to:
  - 1.1. Finance and General Purposes Committee as an ordinary member of Finance and General Purposes Committee, and
  - 1.2. Human Resources Committee as a prescribed member of Human Resources and Remuneration Committee as part of his role as Chair of the Board of Management, and
  - 1.3. Search and Nomination Committee as Chair of Search and Nomination Committee, as prescribed by the terms of reference as part of his role as Chair of the Board of Management.
2. Dr Mason Robbins be appointed by the Board of Management to:
  - 2.1. Finance and General Purposes Committee as an ordinary member of Finance and General Purposes Committee, and
  - 2.2. Requested to resign from Audit Committee in order to take up the role of Vice Chair of the Board of Management
3. Mr Brian Smith be appointed by the Board of Management to Human Resources and Remuneration Committee as a prescribed member of Human Resources and Remuneration Committee, as part of his role as Chair of Finance and General Purposes Committee.
4. Dr Andrew Garrick be appointed by the Board of Management to Learning, Teaching and Research Committee.
5. Mr Andrew Anderson be appointed by the Board of Management to:
  - 5.1. Audit Committee as an ordinary member of Audit Committee, and
  - 5.2. Search and Nominations Committee as a new prescribed member of Search and Nominations Committee, as a Trade Union Director, and
  - 5.3. Learning, Teaching, and Research Committee as an ordinary member of Learning, Teaching, and Research Committee.
6. Mr Mark Green be appointed by the Board of Management to Search and Nominations Committee as a prescribed member of Search and Nominations Committee, as part of his role as Chair of Human Resources and Remuneration Committee.

The Board Secretary confirmed that

- All the recommendations listed above had been confirmed with, and agreed by the individuals mentioned,
- Audit Committee are aware that the latest advice regarding the definition of ‘Non-Executive member’ in the Audit and Assurance Committee handbook, issued by the Scottish Government, does not align with the definition of the same term within the Code of Good Governance for Scotland’s Colleges. Therefore the advice from CDN is that Trade Union Directors, Staff Directors, and Student Directors may sit upon Audit Committee. Other Colleges in Scotland have reported that having a Trade Union Director upon Audit Committee has enhanced the work of their Audit Committee, particularly in relation to Internal Audit agenda items.
- Search and Nominations Committee decided to recommend to the Board of Management that Search and Nominations Committee should have a prescribed membership of:
  - the Chair of the Board of Management,
  - the Vice Chair of the Board of Management,
  - the Chair of each Committee,
  - one Student Director,
  - one Staff Director,
  - one Trade Union Director
- The recommendation regarding an amended structure for Search and Nominations Committee is made to ensure all aspects of the Board of Management are represented to support the development of recruitment of members to the Board of Management.

- Any existing member of Search and Nominations Committee that does not have one of the prescribed roles mentioned, including but not limited to, the Principal and Board Secretary, shall not be required to resign as a member of Search and Nominations Committee.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee that Mr Stephen Leask be appointed to serve as ordinary member of Finance and General Purposes Committee.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee that Mr Stephen Leask be appointed to serve as a prescribed member of Human Resources and Remuneration Committee as part of his role as Chair of the Board of Management.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee that Mr Stephen Leask be appointed to serve as a prescribed member of Search and Nominations Committee as part of his role as Chair of the Board of Management.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee that Dr Mason Robbins be appointed to serve as ordinary member of Finance and General Purposes Committee.

**Decision:** Dr Mason Robbins decided to resign from Audit Committee in order to take up the role of Vice Chair of the Board of Management.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee that Mr Brian Smith be appointed to serve as a prescribed member of Human Resources and Remuneration Committee, as part of his role as Chair of Finance and General Purposes Committee.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee that Dr Andrew Garrick be appointed to serve as a member of Learning, Teaching, and Research Committee.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee that Mr Andrew Anderson be appointed to serve as a member of Audit Committee.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee that Mr Andrew Anderson be appointed to serve as a member of Learning, Teaching, and Research Committee.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee that Mr Andrew Anderson be appointed to serve as a new prescribed member of Search and Nominations Committee as a Trade Union Director.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee that Mr Mark Green be appointed to serve as a prescribed member of Search and Nominations Committee as part of his role as Chair of Human Resources and Remuneration Committee.

**Action:** The Board Secretary shall send Mr Andrew Anderson invitations to all future meetings of Audit Committee.

**Action:** The Board Secretary shall send Mr Stephen Leask and Dr Mason Robbins invitations to all future meetings of Finance and General Purposes Committee.

**Action:** The Board Secretary shall send Dr Andrew Garrick and Mr Andrew Anderson invitations to all future meetings of Learning, Teaching, and Research Committee.

**Action:** The Board Secretary shall send to Mr Stephen Leask, Mr Brian Smith, all future meetings of Human Resources and Remuneration Committee.

**Action:** The Board Secretary shall send invitations to Mr Stephen Leask, Mr Andrew Anderson, and Mr Mark Green all future meetings of Search and Nominations Committee.

## **1.5. ~Terms of Reference for Committees**

Mx Sierocinski King (Board Secretary) asked the Board of Management to approve the amended terms of reference for its committees, that were focused upon membership eligibility, membership composition, quoracy requirements, and, in the case of Search and Nominations Committee, Membership structure.

**Decision:** The Board of Management approved the changes to the Terms of Reference for Audit Committee.

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

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

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

**Decision:** The Board of Management approved the changes to the 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**

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

## **4. Minutes of the previous meeting**

Mr Leask (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 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**

Professor Lewis (Principal) spoke to the Future Campus work, highlighting the objections raised from roads department at SIC. She suggested bringing all the estates projects together, and proposed a Board of Management workshop in September. A summary paper will come to Finance and General Purposes Committee for their consideration. Ms Nicolson (Vice Chair of Learning, Teaching and Research Committee) spoke to the conduct of members of the Board of Management on this matter, and thanked the Principal for comments on the direction of Future Campus. Mr H Green (Student Director) stated that he feels that the next decision on this matter should be taken by a roll call of members of the Board of Management.

## Standing Items

### 6. Principal's Report

Professor Lewis (Principal) spoke to the report. This focused on:

- UHI updates: She highlighted transformation project, the new appointment of a Vice-Principal Student Recruitment - Richard Emborg, who was previously at the University of Durham. She announced that he will be focused on Student Recruitment, particularly at HE level.
- Student numbers - She highlighted that applications were up, with high levels of applications for Skills for Work programs, and for Senior Phase enrolments. She spoke further about the Full Time and Part Time student numbers, with Shetland UHI recording 4107 credits against a target of 3900. She moved on to confirm that HE figures were below target for both Undergraduate and Post-Graduate recruitment, with clawback forthcoming, with some mitigation as some of the HE provision had been delivered by Shetland UHI for networked courses. Mr Smith (Chair of Finance and General Purposes Committee) asked a question regarding moving HE funds to FE, to cover the over recruitment of FE students. The Principal confirmed that this was not possible. Ms Christey (Chair of Audit Committee) asked as to whether the targets of Shetland UHI will be adjusted for HE, to which the Principal confirmed that it will be, and how it will be. She moved on to speak about short courses, highlighting the raised income, and hoped to reach the target. The Principal thanked the staff for their work in increasing short course income. She moved on to new courses, and commended the work of the Health Care and Society courses created in development with other APs in UHI. She highlighted the very high achievement rate of apprentices, above the Scotland-wide level. 183 starts (as of April), with no shortage of apprentice places and clarified the funding levels of apprentices over 22, which are lower based on age. The Board of Management discussed apprentices as an area of student recruitment and allocation of funding for older applicants.
- The Principal commended the work of the Marine Science team for their peer reviewed publications, along with the Centre for Islands Creativity for their Research Symposium.
- The Principal drew attention to the good report on Health and Safety, and estates work.
- The Principal spoke positively about staff development, with more than a dozen staff receiving qualifications and awards. She spoke in detail about the staff development day and the training areas covered, with thanks to Mr Briggs (Depute Principal Tertiary (Maternity Cover)) for his work.
- The Principal moved on to speak about the Islands Deal projects and the progress in 3 of the projects.
- The Principal highlighted the student of the year, student achievement Tegan Patterson was nominated as sporting blue, with world records and Shetland records broken. She highlighted staff achievements: Shetland celebration of STEM, along with the Shetland sustainable seas conference.
- The Principal moved on to speak about spaces, with an SVR receiving a Gold award, for her lobbying for library access.
- The Principal highlighted that Head of Payroll had delivered 35 years of service, and 13 staff have been nominated for HISA awards, with many receiving multiple nomination categories; Christine Huston was highly commended in 3 categories, and a Shetland UHI student was also highly commended.

The Principal spoke to the change in publication timeline of PIs, which are due for release over the summer, and confirmed the silver award was achieved by Shetland UHI in the Pearson National Teaching awards.

## **Development of Shetland UHI**

### **10. \*Risk Register Summary**

Professor Lewis (Principal) spoke to the reflections of the risk register, and the change in wording of risk 2. She highlighted the progress on the progress of the Business Continuity Planning risk, and will be adding a risk regarding Transformation next academic year. The Principal also spoke to the proposed changes of ownership of risk, and the work done with Mx Sierocinski King (Board Secretary) regarding this. The Board Secretary spoke to the Board of Management regarding the change in how risks are reviewed by Audit Committee.

## **Progress to Assignment of Shetland UHI**

### **12. Internal Effectiveness Review**

Mx Sierocinski King (Board Secretary) announced the release of the Internal Effectiveness Review would be tomorrow. Professor Lewis (Principal) highlighted the importance of this and the participation of members of the Board of Management in the review.

**Action:** The Board Secretary shall circulate the report commissioned by the Scottish Government regarding Dundee University to the Board of Management.

### **13. HISA Shetland's 2024-2025 Annual Report**

Mx Sierocinski King (Board Secretary) introduced the focus of the report. Mr H Green (Student Director) spoke to the successes of the work done this academic year, including the meetings held by the Board of Management with students. He commended the actions of the Board of Management in their engagement with students.

**Noted:** The Board of Management noted the HISA Shetland 2024-2025 Annual Report.

### **14. 2025 HISA Elections Report**

Mx Sierocinski King (Board Secretary) spoke to the report, highlighting the huge success of the election at Shetland UHI, with record turnout recorded, despite there only being one candidate against RON. The Board Secretary highlighted that Mr H Green (Student Director) received 100% of all votes cast in the HISA Shetland Depute President election, and how rare this occurrence was, particularly as a single candidate against RON (Re-Open Nominations).

The Board Secretary spoke of the collect view from counterparts regarding the partnership wide nature of the report rather than specific report to each academic partner, along with highlighting



the point about registry as a barrier for election engagement for students. It was noted that this was a UHI-wide issue.

**Noted:** The Board of Management noted the 2025 HISA Elections Report.

**Noted:** The Board of Management congratulated the Student Director on his election as HISA Shetland Depute President.

## Development of the Board of Management

### 15. Vacancies Upon the Board of Management

Mx Sierocinski King (Board Secretary) spoke the paper, and highlighted the current vacancies upon the Board of Management which were:

- Vice Chair of Audit Committee
- 1 Independent Director (Seafood Industry Nominee)
- 2 Independent Directors (Open Places)
- 1 Student Director
- 1 Trade Union Director (Nominated by Unison)

The Board Secretary also spoke to the recommendation by Search and Nominations Committee regarding committee assignments after future appointments to the Board of Management, with such assignments being in favour of Finance and General Purposes Committee, and Human Resources and Remuneration Committee. Additionally, the Board Secretary relayed the sector advice which was against the possibility of appointing co-opted members of Audit Committee to the role of Vice Chair of Audit Committee.

Mr H Green (Student Director) spoke to his willingness to attend Finance and General Purposes Committee, either as a member or as informally. The Board Secretary spoke to the matter citing concerns regarding the number of meetings that this additional assignment would involve.

**Decision:** The Board of Management decided to appoint the Student Director to Finance and General Purposes Committee as an optional observer.

**Action:** The Board Secretary shall send Mr Harley Green invitations to all future meetings of Finance and General Purposes Committee.

### 16. Dates of 2025-2026 Meetings

Mx Sierocinski King (Board Secretary) spoke to the paper on the proposed dates for meetings of the Board of Management and each of its 5 Committees, and asked the Board of Management to approve the suggested dates.

**Decision:** The Board of Management approved the suggested dates for its meetings next academic year, and that of all of its Committees for the next academic year.

**Action:** The Board Secretary is to send the invitations for all such meetings to those that attend such meetings.



## Closing Items

### 23. Any Other Business

Mr H Green (Student Director) asked members of the Board of Management to meet with students in the next Academic Year.

Mr Leask (Chair of the Board of Management) thanked the Board of Management for supporting him in his new role, and spoke what he had learned so far about Shetland UHI, and how he was looking forward to working well with everyone to advance the development of Shetland UHI further.

Professor Lewis (Principal) announced her retirement at the end of this calendar year, and confirmed that the Board of Management will receive options regarding successor management. Mx Sierocinski King (Board Secretary) spoke about the positive impact the Principal had had in the establishment of Shetland UHI.

**Noted:** The Board of Management gave its thanks to the Principal for her service in forming and shaping the development of Shetland UHI in the first 4 years since its establishment.

**Decision:** The Board of Management agreed to attend the Business Fayre during welcome week on 17th September.

**Action:** Ms McCarthy (SMT Secretary) and the Board Secretary shall liaise and send invitations to the Board of Management for the Business Fayre during welcome week on 17th September.

### 24. Date of Next Meeting

The date of the next meeting is 8th October 2025 at 16:30 in person and via Teams

Agenda Item	Action	Responsible	Progress
1.4	Send Mr Andrew Anderson invitations to all future meetings of Audit Committee.	Board Secretary	Complete
1.4	Send Mr Stephen Leask and Dr Mason Robbins invitations to all future meetings of Finance and General Purposes Committee.	Board Secretary	Complete
1.4	Send Dr Andrew Garrick and Mr Andrew Anderson invitations to all future meetings of Learning, Teaching, and Research Committee.	Board Secretary	Complete
1.4	Send to Mr Stephen Leask, Mr Brian Smith, all future meetings of Human Resources and Remuneration Committee.	Board Secretary	Complete
1.4	Send invitations to Mr Stephen Leask, Mr Andrew Anderson, and Mr Mark Green all future meetings of Search and Nominations Committee.	Board Secretary	Complete

12	Circulate the report commissioned by the Scottish Government regarding Dundee University to the Board of Management.	Board Secretary	
15	Send Mr Harley Green invitations to all future meetings of Finance and General Purposes Committee.	Board Secretary	Complete
16	Send the invitations for all such meetings to those that attend such meetings.	Board Secretary	Complete
23	Liaise and send invitations to the Board of Management for the Business Fayre during welcome week on 17th September.	Ms McCarthy (SMT Secretary) and the Board Secretary	Complete