

MINUTES of the MEETING of the BOARD OF MANAGEMENT held via Microsoft Teams, on Thursday 18 February 2021

PRESENT:	Sarah Burton, Robyn Kennedy, Innis Montgomery, Chris O'Neil, Kelly Mackenzie, Ruth McFadyen, Gillian Galloway, Samantha Cribb, Andy Gray, Sally Blyth, Donald MacKenzie, Leanne MacKenzie, Tina Stones. Arvinder Kainth, Mark Sheridan, Vivienne Mackie, Russell Edwards, Amy Goodbrand
CHAIR:	Sarah Burton
APOLOGIES:	None
IN ATTENDANCE:	Depute Principal Planning and Student Experience Depute Principal Academic Development Director of Finance Director of External Relations Director of Student Experience Director of Curriculum Board Secretary Amanda MacKenzie, Head of Procurement, UHI Shared Service

The Chair of the Board of Management welcomed the new members to the meeting as well as Amanda MacKenzie, Head of Procurement, UHI Shared Service.

Declarations of Interest

No declarations of interest were noted.

1. MINUTES OF THE BOARD OF MANAGEMENT MEETING HELD ON 01 DECEMBER 2020

Decision: The minutes of the Board of Management Meeting held on 01 December 2020 were **AGREED** as a correct record and were **APPROVED**.

2. OUTSTANDING ACTIONS

- Committee Representation – The Board of Management noted that the Chair and the Board Secretary would meet with student representatives to discuss committee representation. The Board of Management noted that this item is linked to the External Effectiveness Review action/development plan.
- OSCR – The Board of Management noted that the OSCR return for 19/20 is due to be drafted by the Board Secretary in March and will be brought to the April Board of Management Meeting for approval.

ITEM 01

- Staff Disciplinary Policy – The Board of Management was advised that the Director of Finance would review the policy with regards to fraud and corruption. The policy will then be scrutinised at the F&GP Committee in due course.
- FRP – The Board of Management was advised that as part of our External Effectiveness action/development plan we would review how all reports are presented to Committees.
- Staff Survey – The Principal advised that the Health and Safety Wellbeing Sub Group is continuing to analyse the results of the staff survey. A copy of the initial report has now been presented to SMT and will be brought to the April 2021 Board of Management meeting.

3. PROCUREMENT REPORT

Amanda MacKenzie took the Board of Management through the procurement report for 2019-20 advising that this report has been discussed at the F&GP Committee held on 27th January 2021.

The Board of Management gave their thanks for such a comprehensive report and noted the improvement within procurement over the last five years.

Amanda MacKenzie left the meeting at this point.

4. GOVERNANCE APPOINTMENTS

a.) Appointment of New Board of Management Members

The Board Secretary reported on the October/November 2020 recruitment process and advised that following interviews four applicants were offered the position of Non-Executive Members of the Board of Management. UHI approval of these appointments was received on 1st February 2021.

Decision: The Board of Management **RATIFIED** the appointment of Arvinder Kainth, Mark Sheridan, Russell Edwards and Tina Stones as Non-Executive Members of the Board of Management.

b.) Appointment of a Co-opted Member to the Audit Committee

The Board Secretary advised the Board of Management that as part of the recruitment process described above; the interview panel offered the position of Co-opted Member to the Audit Committee to one applicant.

Decision: The Board of Management **RATIFIED** the appointment of Amy Goodbrand as a Co-opted Member of the Audit Committee.

c.) Senior Independent Member Appointment

The Board Secretary advised the Board of Management on the role of Senior Independent Member and how this role provides advice and guidance to

ITEM 01

both the Board Chair and Board Members. The Board of Management was advised that as the longest serving member on the Board of Management Innis Montgomery has been offered and accepted this position

Decision: The Board of Management **RATIFIED** the appointment of Innis Montgomery to the role of Senior Independent Member.

d.) Vice Chair Nominations

The Board Secretary advised the Board of Management on the process for nominating a Vice-Chair noting that all Board of Management members were advised on 17 December 2020 that the Vice Chair would be standing down on 31st December 2020 and that a call for nominations was being made. One nomination was received.

The nominated candidate Tina Stones was given the opportunity to address the Board of Management.

Tina Stones then left the meeting.

Members of the Board of Management were asked to support the nomination via a secret ballot on JISC Surveys.

The Board Secretary and Sally Blyth, Scrutineer of the ballot left the meeting to count the ballots.

Tina Stones, Sally Blyth and the Board Secretary returned to the meeting

The Board Secretary advised that the results of the ballot were 15 votes supporting the nomination of Tina Stones, 0 votes against and 0 abstentions.

Decision: The Board of Management **RATIFIED** the appointment of Tina Stones to the role of Vice-Chair of the Board of Management.

e.) Appointment of Audit and LT&R Chairs

The Board Secretary advised that due to the departure of the interim Audit Chair in January 2021 and the LT&R Chair in August 2020 that there is a need to fill these roles. The Board Secretary advised that the Chair of the Board of Management had discussed these roles with various Board Members and following these discussions the roles had been offered to Tina Stones and Gillian Galloway.

Decision: The Board of Management **RATIFIED** the appointment of Tina Stones as the Chair of the LT&R Committee and the appointment of Gillian Galloway as the Chair of the Audit Committee.

5. AUDITED ACCOUNTS FOR THE YEAR END 31 JULY 2020

a.) Draft Minutes of the Joint Audit & Finance and General Purposes Committee held on 27 January 2021

The Board of Management noted the contents of the minutes of the Joint Audit and Finance and General Purposes Committee held on 27 January 2021.

b.) Annual Report and Accounts for the Year Ended 31 July 2020

The Director of Finance advised that the Annual Reports and Accounts for the Year ended 31 July 2020 had been approved on 27 January 2021 by the Joint Audit and Finance and General Purposes Committee who had recommended that the Board of Management give their approval.

The Director of Finance advised that he had provided a narrative to accompany these accounts and noted that whilst there had been some slight amendments made since the meeting on 27 January 2021 the balance sheet had not changed.

The Director of Finance confirmed that we were an Incorporated College and gave a background and explanation as to what this means in terms of our accounts.

Decision: The Board of Management **RATIFIED** the Annual Report and Accounts for the Year Ended 31 July 2020.

c.) Draft Inverness College Annual Audit Report by Ernst & Young

The Board of Management was advised that this report had been scrutinised by the Joint Audit and F&GP Committee who were content to recommend that this be approved.

Decision: The Board of Management **APPROVED** the Annual Audit Report by Ernst & Young

d.) Letter of Representation

The Director of Finance advised that Letter of Representation would be signed and sent to E&Y following Board of Management approval.

Decision: The Board of Management **APPROVED** the signing off the Letter of Representation.

6. AUDIT COMMITTEE ANNUAL REPORT TO THE BOARD OF MANAGEMENT

The Board Secretary advised that this report had been discussed at the Audit Committee Meeting held on 10 November 2020 and had been duly updated and taken to the Joint Audit & F&GP Committee Meeting on 27 January 2021 where it was recommended that the report be taken to the Board of Management for approval.

ITEM 01

The Board of Management noted that this is a standard report which highlights the membership of the Audit Committee, attendance at meetings and the key reports presented during 2019-20.

A discussion around the Health and Safety internal audit took place with the Board of Management noting that the Health and Safety Manager is working on how we address and respond to recommendations from audits.

Decision: The Board of Management **APPROVED** the Audit Committee Annual Report.

7. PRINCIPAL'S REPORT

The Principal spoke to his confidential report highlighting the following to the Board of Management:

- FRP – the impact of the FRP can be seen within our audited accounts. All remaining parts of the FRP will be concluded in the next few months.
- ELCC – outlining the health and safety measures in place at the current time to ensure the ELCC maintains operations as required. The ELCC are now increasing their maximum number of children to 16 with a maximum of 6 members of staff increasing the total occupancy to 22.

The Board sought clarification for the future operation of the ELCC service as regards lease arrangements and staffing.

- Request for Delegated Authority – The Principal advised that there was a request for delegated authority for the Chair of the Board of Management and himself to sign a short term lease on a commercial building in response to the impact of covid-19.

The Principal advised that the building is required in order to assist with the process of bringing students back into face-to-face teaching. The Scottish Government has given an estimate of 5% occupancy ahead of the Easter break and we now have to look at defining what face-to-face teaching is considered essential.

A lengthy discussion took place with regards:

- Ensuring that there is appropriate toilet facilities available for both staff and students to ensure that the appropriate distancing is adhered to.
- Support from unions and the flexibility that staff have with regards to working out with their terms and conditions.
- The role of UHI with regards decision making.

Tina Stones left the meeting at this point.

The Principal advised that in order to adhere to the 5% occupancy we need to review how we are utilising space in order to ensure that practical work can be taught. Currently our woodwork provision has 14 benches

ITEM 01

however only 12 of these are able to be used by students. It is planned as part of our capital expenditure spend to redesign the rooms in order to improve efficiency however even with these changes there will be a need for additional space. As well as this there is the opportunity to take on new apprentices if we lease the additional building.

The Principal advised that the lease itself would be time limited with the building being sited in Longman Road. The building itself is ideal for construction type programmes and the use of it would allow us to not only progress students through their learning but allow us to expand our business. The lease will be for 5 years but would have a 3 year break clause included. The Principal advised that the cost is expected to be £45K per annum however negotiations have not yet began.

The Board of Management discussed this proposal highlighting:

- Whether staff following the VSS would be in a position to take on additional students, whether there would be any impact on the student experience with the Board of Management being advised that students would continue to have opportunities to move through the institution.
- That we are continuing to convert the central stores and that there may be additional flexibility of office space being used for teaching as staff have an appetite for a blended approach to work in the future.
- The need for a business case for this proposal as there is some concern with regards clarity to ensure that beyond Covid-19 that the space is required.

The principal highlighted the table within his report which shows that we have significant unmet demand for construction which has grown over the last 5 years due to the fact that our work space is occupied. There has been no drop in demand for apprentices.

Decision: The Board of Management whilst appreciative of this innovative strategy requested sight of a developed business plan.

8. AOCB

The Director of External Relations advised that Board approval is sought to extend our legal services contract with Anderson and Strathern for a further year.

Decision: The Board **APPROVED** the extension of our legal services contract with Anderson and Strathern for a further year.

The HISA President advised that a new CEO had been appointed and the Board of Management extended their congratulations to James Lindsay.

9. DATE AND TIME OF NEXT MEETING

Date of Next Meeting: 01 April 2021 at 4.30 p.m.

ITEM 01

Sarah Burton

Signed by Chair:

Date: 01.04.21