

## **Board of Management**

**MINUTES of the HYBRID MEETING of the BOARD OF MANAGEMENT held via Microsoft Teams and Room 205 UHI Inverness Campus, on Thursday 31 March 2022**

**PRESENT:** Innis Montgomery, Chris O’Neil, Ruth McFadyen, Sally Blyth, Donald MacKenzie, Mark Sheridan, Russell Edwards, Kelly MacKenzie, Gillian Galloway, Jane Rhodes, James Millar, Stephen Sheridan, Michael Beveridge, Dee Bird, Rojan Kumar Subramani, Bonnie Crawford & Matthew Millward

**CHAIR:** Mark Sheridan

**APOLOGIES:** Arvinder Kainth, Samantha Cribb, Tina Stones and Amy Goodbrand

**IN ATTENDANCE:** Assistant Principal – Finance and Audit  
Assistant Principal – Operations and External Relations  
Assistant Principal – Student Experience and Quality  
Assistant Principal – Academic and Research  
Wellbeing Activities Officer  
Board Secretary

**OBSERVER:** Alastair MacColl, Chair of Court

The Chair welcomed everyone to the meeting and introductions were made with regards to:

- The Chair of Court who would be observing this meeting.
- Our new Teaching Staff Member Representative.
- The Wellbeing Activities Officer who would be providing the Board with a presentation on Gender Based Violence.

### **Declarations of Interest**

No declarations of interest were noted.

### **Confidential Closed Session – Board Creative Space**

A confidential closed session took place. This session provided the Board with creative space to discuss the Gender Based Violence Presentation, our internationalisation strategy and network building as well as Capital Budget Spending (Note of Session: CSN-032022).

*The Wellbeing Activities Officer left the meeting.*

*Jane Rhodes joined the meeting.*

## **1. MINUTES FOR APPROVAL**

### **a.) Meeting of the Board of Management held on 10 February 2022**

**Decision:** The minutes of the Board of Management Meeting held on 10 February 2022 were **AGREED** as a correct record and were **APPROVED**.

### **b.) Confidential Note of Closed Session (CSN022022) held on 10 February 2022**

**Decision:** The Confidential Note of the Closed Session of the Board of Management Meeting held on 10 February 2022 was **AGREED** as a correct record and was **APPROVED**.

### **c.) Confidential Note of Discussion (CN-01-022022) held on 10 February 2022**

**Decision:** The Confidential Note of Discussion of the Board of Management Meeting held on 10 February 2022 was **AGREED** as a correct record and was **APPROVED**.

## **2. OUSTANDING ACTIONS**

- **Partnership Agreement** – The Principal advised the Board that a further draft of part 2 of the Partnership Agreement was being considered.
- **Business Solutions Team Presentation** – the Board was advised that this will take place in June 2022.
- **Procurement Strategy** – The Board Secretary confirmed that the updated Procurement Strategy will be taken to the Finance and General Purposes Committee when available.
- **Finance Training** – The Board Secretary advised that she would source appropriate financial training for the Board. The Board Secretary highlighted that she had undertaken an initial discussion with the UHI Inverness Accountant who had indicated that this may be something which the Shared Finance Team could provide, dependant on workload constraints.

## **3. DRAFT AUDITED ACCOUNTS AND ANNUAL AUDIT REPORT 2020/21**

- a) Covering Report by Assistant Principal – Finance and Audit
- b) Draft Inverness College Annual Audit Report by Ernst & Young
- c) Letter of Representations
- d) Annual Report and Accounts for the year ended 31 July 2021
- e) End of Year Return to SFC

The Assistant Principal – Finance and Audit provided the Board with an explanation to the changes which had been made to the Annual Report and Accounts since the Joint Audit and Finance and General Purposes Committee Meeting had been held. The Board noted that these changes were in respect of the value of assets held for sale and the narrative for contingent liabilities.

The Board noted that it was the opinion of the Assistant Principal – Finance and Audit that our liquidity was encouraging and that we had not delivered despite Covid-19 and that we had been aided in part by our Financial Recovery Plan.

The Board discussed our current student numbers, expected credit delivery, current conversion rates and any anticipated clawbacks.

The Board was advised of our current recruitment activities and welcomed the taster sessions which would be offered throughout April and May.

**Decision:** The Board **APPROVED** the Letter of Representations, the Annual Report and Accounts for the Year Ended 31 July 2021 and the End of Year Return to SFC. The Board **ACCEPTED** the contents of the Annual Audit Report by Ernst and Young.

#### **4. ANNUAL AUDIT COMMITTEE REPORT**

The Board Secretary spoke to this report highlighting that it had been subject to review at both the October and March Audit Committee Meetings and that it had been presented to the Joint Audit & Finance and General Purposes Committee on 17 March 2022 and had been recommended for approval by the Board.

The Audit Committee Chair highlighted to the Board that there was a time lapse between the dates which the Internal Auditors carry out and complete their audits and when they are presented to the Committee. Both the Audit Committee and the Finance and General Purposes Chair confirmed that neither the Audit or Finance and General Purposes Committee had any concerns to raise.

The Board thanked the Assistant Principal – Finance and Audit and the Shared Finance Team for all their work over the past year.

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

#### **5. ANNUAL PROCUREMENT AND VALUE FOR MONEY REPORT**

The Board Secretary advised that following a discussion at the December 2021 Board of Management Meeting the Head of Procurement – UHI Shared Services has updated Appendix A within the report. The Board noted that Appendix A now includes a summary table which provides a list of all contracts – new, extended and cancelled along with a commentary on each contract. The Board was advised that the report and updated Appendix A was discussed at the Finance and General Purposes Committee where it was recommended that it be taken to the Board for final approval.

The Board thanked the Head of Procurement – UHI Shared Services for her work on this report.

**Decision:** The Board **APPROVED** the Annual Procurement and Value for Money Report.

## 6. ADOPTION OF UPDATED MODEL CODE OF CONDUCT

The Board Secretary spoke to her report which provided the Board with the background to the variations to the Revised Code of Conduct and highlighted the following key changes:

- That the code is now written in the first person.
- The objective test.
- Collective responsibility
- The distinction between strategic and operational matters.
- Gifts and Hospitality and the new default position.
- Clarification over what is confidential information and confidentiality.
- Registration of Interest. The Board noted that the changes within the Code have resulted in the requirement to update our own Registration of Interest forms.
- Declarations of Interest and transparency statements.

### **Decisions:**

- The Board **APPROVED** the adoption of the revised Code of Conduct.
- The Board **APPROVED** the revised Board of Management Registration of Interest Form.
- The Board **APPROVED** the amendment of all agenda templates to now include the heading: Declaration of Interests and/or any Statement of Connections or Transparency Statements.

### **Actions:**

- All Board Members to complete the revised Registration of Interest Form.
- The Board Secretary will issue all Board Members with a fresh copy of the revised Code of Conduct and all Board Members will sign a fresh acceptance of the code form.
- The Board Secretary will provide the Scottish Government with a copy of our revised code.

## 7. ABC GARDENS PROCUREMENT STRATEGY

The ICT Project Manager spoke to the ABC Gardens Procurement Strategy advising that it had been taken to the F&GP Committee on 17 March 2022 who had supported the project aims but had reservations over the level of funding being sought from third parties.

The Board discussed the funding options available for this project, the impact which this project would have on both students, staff and the community and the

possible expansion of the project to include other areas such as a community classroom and community larder.

The Board was taken through the strategy and the current plans for the project. The Board noted the large sum of funding that is required for this project and discussed capital expenditure and projected maintenance costs.

The Board welcomed this initiative praising it for advancing the health and wellbeing agenda, research and development and our commitment to net zero. The Board noted that students had welcomed this project.

**Decision:** The Board **APPROVED** the ABC Gardens Contract Strategy.

## **8. REVIEW OF COMMITTEE TERMS OF REFERENCE**

The Board Secretary advised that she and the Chair of the Board of Management had further reviewed and updated the Terms of Reference for each Committee. The Board noted that all Terms of Reference now include clarification of members who can attend, provide information in respect of deputies and have been amended to ensure that the language within each terms of reference is consistent.

### **Decisions:**

The Board **APPROVED** the following Terms of Reference -

- Board of Management
- Chairs Committee
- Search and Nomination Committee
- Performance Review and Remuneration Committee
- Audit Committee
- Finance and General Purposes Committee
- HR Committee
- Learning, Teaching and Research Committee
- Estates Legacy Project Board

## **9. OSCR RETURN**

The Board Secretary advised the Board that our OSCR return is due to be submitted by 30 April 2022. The Board noted that our responses have been drafted based on the End of Year accounts.

**Decision:** The Board **APPROVED** the submission of our OSCR return.

## **10. SCHEDULE OF BOARD AND COMMITTEE MEETINGS**

The Board Secretary presented to the Board the proposed Schedule of Board of Management and Committee Meetings for the year 2022-23.

The Board highlighted that a date required to be set for the Board Away Day in 2023.

**Decision:** Pending a date being set for the Board Away Day 2023 the Board **APPROVED** the Schedule of Board of Management and Committee Meetings for the year 2022-23.

*The Assistant Principal – Academic and Research joined the meeting.*

*The Health and Safety Manager joined the meeting.*

*Innis Montgomery joined the meeting.*

## **11. HEALTH AND SAFETY ANNUAL REVIEW AND ANNUAL STATEMENT**

The Health and Safety Manager spoke to his report providing the Board with the annual report on matters pertaining to health and safety and highlighting in particular:

- The reduction in accident/incident/near miss/fire reporting for the year.
- The success of our Covid-19 arrangements which has enabled our infection rates to remain low.
- Our aim to utilise the USHA HASMAP Standard as the framework upon which our Health and Safety Management System operates.
- The updates to our Health and Safety Management System Software.
- Implementation of our new online training system.
- The review of our Health and Safety Procedures.
- The department resource and the need to appoint a Health and Safety Officer to work with the Health and Safety Manager.

The Board thanked the Health and Safety Manager for this comprehensive report and update and discussed the impact of hybrid working on the reporting of accident/incident/near miss/fire reporting for the year.

A further discussion on the USHA HASMAP Standard took place with the Board noting that this framework allows us to manage and have oversight over our Health and Safety responsibilities and will allow us to work to a standardised model.

## **12. CONFIDENTIAL SESSION – UPDATE ON SHORTLIFE WORKING GROUP**

A confidential discussion with regards residencies took place (CN-01-032022)

## **13. FINANCIAL POSITION UPDATE**

The Assistant Principal – Finance and Audit spoke to his report and provided the Board with an update in relation to loan capital repayments, estimated targets, payroll trends and the expected implications from any move to flat funding.

The Board noted that work on budgets has commenced and these are being looked at in conjunction with the review of payroll trends and analysis and the curriculum planning review.

*Matthew Millward left the meeting.*

#### **14. PRINCIPAL'S REPORT**

The Principal spoke to his report providing the Board with an overview in respect of:

- **Education Scotland Visit:** The Board were provided with informal feedback on the review; noting that a full report will be presented by Education Scotland at the June 2022 Board Meeting. The Board thanked staff and students for their participation in this review.
- **Curriculum Review:** The Board discussed our KPI Matrix and noted how this assists us with the monitoring of all courses. The Board was advised that all teams are to be part of any future discussions on the curriculum and targets. The Board noted that our KPI Matrix has been presented to the Partnership Council for adoption by all partners. It was explained to the Board that the adoption of our KPI Matrix will allow consistent management of our data. It was reiterated to the Board the importance of the UHI curriculum review.

*Bonnie Crawford left the meeting*

- **Sports Pitch:** The Board was provided with the background to the development of the sports pitch. The Board was advised that the Highland Council and HIE have approved the plan's concept and need and noted that as part of this development we will become a key tenant and stakeholder but that the pitch itself will be run and managed by Highlife Highland on behalf of the Highland Council.
- **Pay and Dispute Action:** The Board was advised of the expected industrial disputes with notice having been received from all three recognised unions. The Board noted that we are part of a sector wide national negotiation process and that we contribute to policy and negotiations through the employer's association.
- **Partnership Working:** The Board noted the contents of the 'One UHI' Presentation which had been attached as an appendix to the Principal's report. It was highlighted to the Board that we do not recognise or accept some of the critical comments stated within the presentation which has been received and endorsed by the UHI Court. The Board expressed both their surprise and their concerns over some of the comments contained within this presentation. The Board highlighted that we will continue to engage and participate in all discussions around partnership.

*Stephen Sheridan left the meeting.*

*Jane Rhodes left the meeting*

## 15. GOVERNANCE REPORT

The Board was advised that we are now able to formally ratify the appointments of Dee Bird and Rojan Kumar Subramani as Non-Executive Members of the Board of Management.

**Decision:** The Board **RATIFIED** the appointment of Dee Bird and Rojan Kumar Subramani as Non-Executive Members of the Board of Management.

The Board was advised that we are also able to formally ratify the appointment of Michael Beveridge as a Co-opted Member to the Audit Committee.

**Decision:** The Board **RATIFIED** the appointment of Michael Beveridge as Co-opted Member to the Audit Committee.

The Board was advised that following an election Matthew Millward had been elected Teaching Staff Member Representative to the Board of Management.

## 16. DRAFT MINUTES OF BOARD COMMITTEES (CONFIDENTIAL)

The Board noted the contents of the following minutes of the meetings:

- a) Minutes of the Search and Nomination Committee held on 02 February 2022
- b) Minutes of the Performance, Review and Remuneration Committee held on 02 February 2022
- c) Minutes of the Chairs Committee held on 03 March 2022
- d) Minutes of the Audit Committee held on 08 March 2022
- e) Minutes of the HR Committee held on 10 March 2022
- f) Minutes of the Learning, Teaching and Research Committee held on 15 March 2022
- g) Minutes of the Joint Audit and F&GP Committee held on 17 March 2022
- h) Minutes of the F&GP Committee held on 17 March 2022

## 17. UHI UPDATES

The Board noted the contents of the minutes of the University Court held on 24 November 2021.

## 18. AOCB

The Board congratulated the Assistant Principal – Academic and Research and the Director of Remote and Sustainable Communities on their professorial titles.

## 19. DATE AND TIME OF NEXT MEETING

Tuesday 28 June 2022 at 4.30 p.m.

Signed: 

Date: 28 June 2022