

Board of Management

MINUTES of the BOARD OF MANAGEMENT HYBRID MEETING held via Room 202, Inverness Campus and Microsoft Teams on 07 February 2023

PRESENT:	Chris O'Neil, William Campbell, Donald MacKenzie, Mark Sheridan, Russell Edwards, Kelly MacKenzie, James Millar, Michael Beveridge, Dee Bird, Rojan Kumar Subramani, Arvinder Kainth, Amy Goodbrand, Tina Stones, Sally Blyth, Stephen Sheridan, Matthew Millward, Innis Montgomery & Gillian Galloway
CHAIR:	Mark Sheridan
APOLOGIES:	None
IN ATTENDANCE:	Vice Principal – Student Experience and Quality Vice Principal – Operations and External Relations Governance Officer Wendy Grindle Jane Davidson

The Chair welcomed everyone to the meeting.

Declarations of Interests

No declarations of interest, statements of connections or transparency statements were noted.

Closed Session – Board Creative Space

A closed session took place, which provided potential applicants to the Board of Management, an opportunity to discuss the role of the Board, the work which we undertake and the role of the EMT.

Amy Goodbrand joined the meeting.

Wendy Grindle left the meeting.

Jane Davidson left the meeting.

1. MINUTES

a.) Meeting of the Board of Management held on 13 December 2022

Decision: The minutes of the Board of Management Meeting held on 13 December 2022 were **AGREED** as a correct record and were **APPROVED**.

b.) Confidential Note of Closed Session (CSN122022) held on 13 December 2022

Decision: The Confidential Note of the Closed Session (CSN122022) of the Board of Management Meeting held on 13 December 2022 was **AGREED** as a correct record and was **APPROVED**.

c.) Confidential Note of Discussion (CN-01-122022) held on 13 December 2022

Decision: The Confidential Note of Discussion (CN-01-122002) of the Board of Management Meeting held on 13 December 2022 was **AGREED** as a correct record and was **APPROVED**.

Stephen Sheridan joined the meeting.

2. OUTSTANDING ACTIONS

- **Partnership Agreement** – It was reiterated to the Board that updates to the Partnership Agreement have ceased whilst the work streams from UHI 24 are completed.
- **Business Solutions Team Presentation** – The Board was advised that it has been agreed by the Chair and Principal that the Business Solutions Team will be asked to present to the Board of Management. A date for this is to be agreed.
- **Procurement Strategy** – The Board was advised that we have yet to receive a copy of the draft procurement strategy. The Board noted EMT concerns over other Financial documents such as the Financial Regulations which have been identified as being out of date. Work will be carried out to ensure that all documents are reviewed and updated.
- **Finance Training** – The Governance Officer advised that finance training for Board members would form part of the Board Development and Training Plan which is currently being drafted and will be discussed at the March meeting.
- **Partnership Working** – The Board noted that this was discussed as part of the Board Away Day and will form part of further discussions within today's agenda.
- **External Effectiveness Review Action Plan** – The Board noted that a further review of the plan will be carried out by the Governance Officer in June 23.

3. AUDITED ACCOUNTS AND ANNUAL AUDIT REPORT

a.) UHI Inverness College Annual Audit Report by Ernst and Young

The Principal advised that the Draft Minute of the Joint Audit and Finance and General Purposes Committee held on 24 January 2023 provides assurance that the Red RAG rating in respect of financial sustainability was given as a result of the challenges which the sector was facing and was not based on any specific actions that the College had or had not taken and that Ernst and Young had advised that this rating was consistent throughout the sector.

The Board discussed our current financial position and it was reiterated that our financial regulations and other finance policies and procedures require to be reviewed and updated.

The Board highlighted the need for financial information to be presented to them in a timely manner.

The Board discussed the internal audit recommendations which are outstanding.

Actions:

- It was **AGREED** that the Governance Officer and the Principal would facilitate the progression of the outstanding internal audit recommendation list.
- It was **AGREED** that an update on Audit Recommendations would be provided to the Board at each meeting.

Decision: The Board **APPROVED** the contents of the Annual Audit Report by Ernst and Young.

b.) Annual Report and Accounts for the year ended 31 July 2022

The Board was advised that the annual report and accounts for the year ended 31 July 2022 had been circulated outwith the pack of papers.

The Board noted that these had been subject to scrutiny by the EMT and through the Joint Audit and Finance and General Purposes Committee with the changes that had been made to the documents following the joint meeting being highlighted to the Board.

The Board welcomed our position and discussed our current HE numbers and was provided with an update in respect of the curriculum review and our current market orientation.

Decision: The Board **APPROVED** the contents of the Annual Report and Accounts for the year ended 31 July 2022.

c.) Draft Minute of the Joint Audit and Finance and General Purposes Committee held on 24 January 2023

The Board noted that a copy of the draft minute of the Joint Audit and Finance and General Purposes Committee had been provided within the papers.

d.) Letter of Representations

i. Response in respect of oversight of management processes and arrangements.

The Board was advised that our responses to the oversight of management processes and arrangements had been highlighted in red within the document.

The Board noted the importance of ensuring that there is transparent reporting to the Audit Committee with visuals and KPI's being provided.

Decision: The Board **APPROVED** the contents of our response in respect of oversight of management processes and arrangements and **AGREED** that the Chair of the Board of Management would sign this letter.

ii. Letter of Representations to EY

The Board was advised that the Letter of Representations to EY demonstrated our role, responsibilities and diligence in respect of finance.

Decision: The Board **APPROVED** the contents of our letter of representations to Ernst and Young and **AGREED** that the Chair of the Board of Management would sign this letter.

e.) End of Year Return to SFC

Decision: The Board **APPROVED** the contents of the End of Year Return to SFC.

4. ANNUAL AUDIT COMMITTEE REPORT

The Governance Officer advised that this report had been to the Audit Committee for their comment and was then presented to the Joint Audit and F&GP Committee on 24 January 2023 who recommended that it come to the Board for final approval.

The Governance Officer advised the Board that this report provides information on the membership of the committee, committee attendance, terms of reference, internal and external audit and all other work undertaken by the Committee within the 2021/22 Academic Year.

The Board noted that if approved this report will then be submitted to our Regional Strategic Body.

Action: The Governance Officer will ensure that a copy of the HR Internal Audit is provided to the HR Manager.

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

5. CONFIDENTIAL SESSION – UHI 24 – REVITALISATION PROGRAMME

A confidential discussion took place which provided the Board with space to discuss the UHI 24 – Revitalisation Programme (Note of Session: CN-01-022023).

6. PRINCIPAL'S REPORT

The Principal took the Board through a summary presentation which highlighted:

- FE and HE Performance against targets.
- FE and HE Recruitment (January and September 2023)
- Early Withdrawals
- Student Outcomes
- Our ethos towards students and the different methods of support which we are offering as a result of the cost-of-living crisis. It was highlighted to the Board that we have recently been awarded funding to support our free breakfast and lunch initiatives.
- Our social media performance and traditional promotions.
- KPI's
- Our progress in respect of our Quality Enhancement Plan

The Principal provided the Board with an update in respect of planning and college developments including:

- Our Education Scotland Review
- Our updated Academic/Professional Management Structure.
- The proposed enhancement of our curriculum management structure to support our delivery and enhance student experience.
- Sustainability
- Arm's Length Foundation (ALF). The Board noted that we had submitted 3 bids for funding from the ALF in respect of estates transformation and equipment.

The Board enquired as to the status of the Sports Pitch and was advised that progress is being made by the Council.

7. AOCB

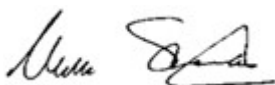
The Chair advised that following the Extraordinary Board of Management Meeting held on 02 February 2023; steps are being taken to find solutions to ensure the stability of the Shared Finance Service with a confidential update being provided to the Board.

Decision: The Board **APPROVED** the confidential statement which would be sent by the Chair to the Chair of UHI North Highland.

8. DATE AND TIME OF NEXT MEETING

Tuesday 28 March 2023 at 4.30 p.m.

Signed by Chair:



Date: 28 March 2023