

Board of Management

MINUTES of the HYBRID MEETING of the BOARD OF MANAGEMENT held via Microsoft Teams and Room 205 UHI Inverness Campus, on Tuesday 25 October 2022

PRESENT: Innis Montgomery, Chris O’Neil, William Campbell, Donald MacKenzie, Mark Sheridan, Russell Edwards, Kelly MacKenzie, Gillian Galloway, James Millar, Michael Beveridge, Dee Bird, Rojan Kumar Subramani, Arvinder Kainth, Amy Goodbrand & Matthew Millward

CHAIR: Mark Sheridan

APOLOGIES: Tina Stones, Sally Blyth, Stephen Sheridan

IN ATTENDANCE: Vice Principal – Finance and Audit
Vice Principal – Student Experience and Quality
Vice Principal – Academic and Research
Vice Principal – Operations and External Relations
Lecturer – Early Years and Education
Access and Transition Co-ordinator
Access and Progression Manager
Estates and Campus Services Manager
Governance Officer

The Chair welcomed everyone to the meeting and provided apologies for the delay in the papers being circulated.

Declarations of Interests

No declarations of interest, statements of connections or transparency statements 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 LEEP Ahead Programme (Note of Session: CSN-102022).

Lecturer – Early Years and Education left the meeting

Access and Transition Co-ordinator left the meeting.

Access and Progression Manager left the meeting.

1. MINUTES FOR APPROVAL

a.) Meeting of the Board of Management held on 28 June 2022

Decision: The minutes of the Board of Management Meeting held on 28 June 2022 were **AGREED** as a correct record and were **APPROVED**.

b.) Confidential Note of Closed Session (CSN062022) held on 28 June 2022

It was highlighted that the date at the top of the Confidential Note of the Closed Session (CSN062022) was incorrect.

Decision: Pending the amendment of the date as noted above, the Confidential Note of the Closed Session (CSN062022) of the Board of Management Meeting held on 28 June 2022 was **AGREED** as a correct record and was **APPROVED**.

c.) Confidential Note of Discussion (CN-01-06022) held on 28 June 2022

Decision: The Confidential Note of Discussion (CN-01-062022) of the Board of Management Meeting held on 28 June 2022 was **AGREED** as a correct record and was **APPROVED**.

d.) Confidential Note of Discussion (CN-02-062022) held on 28 June 2022.

Decision: The Confidential Note of Discussion (CN-02-062022) of the Board of Management Meeting held on 28 June 2022 was **AGREED** as a correct record and was **APPROVED**.

e.) Confidential Note of Discussion (CN-03-062022) held on 28 June 2022.

Decision: The Confidential Note of Discussion (CN-03-062022) of the Board of Management Meeting held on 28 June 2022 was **AGREED** as a correct record and was **APPROVED**.

f.) Confidential Note of the Extraordinary Board of Management Meeting held on 13 September 2022

Decision: The Confidential Note of Extraordinary Board of Management Meeting held on 13 September 2022 was **AGREED** as a correct record and was **APPROVED**.

2. OUTSTANDING ACTIONS

The Estates and Campus Services Manager joined the meeting.

- **Partnership Agreement** – The Board noted that updates to the Partnership Agreement have ceased whilst the work streams from UHI 24 are conducted.

- **Business Solutions Team Presentation** – The Board was advised that the Business Solutions Team will present to the Board of Management in December 2022.
- **Procurement Strategy** – The Board was advised that it is anticipated that this strategy will be finalised by December. However, it was noted that APUC and the Procurement Team would be prioritising work in respect of UHI 24 which may have an impact on our anticipated timescale.
- **Finance Training** – The Governance Officer advised that finance training for Board members would form part of the Board Development and Training Plan which will be drawn up following the Review of the Code of Good Governance and our annual evaluation exercises.
- **Collaboration and Partnership – Role of Board Members** – The Board noted that developments in relation to this are included within the Board Action Plan.
Decision: It was **AGREED** that this item can be removed from the list.
- **Code of Conduct** – The Governance Officer advised that members who have yet to return their signed acceptance of the Code of Conduct will be sent an email reminder.
- **Capital Budgets** – The Vice Principal – Finance and Audit provided the Board with confirmation of the BIS funding.
Decision: It was **AGREED** that this item can be removed from the list.
- **Partnership Working** – The Principal advised that he was continuing to engage with potential partners over proposed partnership working.

3. POLICIES FOR APPROVAL

- a.) **Placement and Externally Supported Learning Policy**
- b.) **UHI Student Carers Policy**
- c.) **UHI Student Conduct Policy**

The Board was advised that the above policies had been considered by the Learning, Teaching and Research Committee who recommended them for approval by the Board.

Decision: The Placement and Externally Supported Learning Policy, UHI Student Carers Policy and UHI Student Conduct Policy were **APPROVED**.

- d.) **Health and Safety Policy**
- e.) **Food Safety and Allergen Management Policy**
- f.) **Use of College Equipment and Network Access out with UK Policy**
- g.) **FE Fee Waiver Policy**

The Board was advised that due to quorum difficulties the above policies were not discussed at Committee. The Board noted that they have however been subject to the College's internal due diligence processes.

The Governance Officer advised the Board that the Vice Chair had highlighted some amendments to the Health and Safety Policy which the Board were taken through.

Decision: Pending the updates identified by the Vice Chair; the Health and Safety Policy was **APPROVED**.

Decision: The Food Safety and Allergen Management Policy, Use of College Equipment and Network Access out with UK Policy and FE Fee Waiver Policy were **APPROVED**.

4. SUB STRATEGIES FOR APPROVAL

The Principal provided the Board with a background to the development of the Sub Strategies and their link to both our overarching strategy and our KPI Matrix.

The Board welcomed these sub strategies; however, they highlighted the metrics which were not measurable such as optimism within the Campus.

Russell Edwards joined the meeting.

The Board discussed the role of CREATE and entrepreneurship and how this would fit into the Research and Innovation Strategy

- a.) Talent Management Strategy**
- b.) Quality Assurance Enhancement Strategy**
- c.) Student Partnership and Engagement Strategy**
- d.) Access and Inclusion Strategy**
- e.) Digital Transformation Strategy**
- f.) Research and Innovation Strategy**
- g.) Tertiary Education Strategy**

The Board noted that the above sub-strategies had been subject to Committee consideration.

Decision: The Talent Management Strategy, Quality Assurance Enhancement Strategy, Student Partnership and Engagement Strategy, Access and Inclusion Strategy, Digital Transformation Strategy, Research and Innovation Strategy and Tertiary Education Strategy were **APPROVED**.

h.) Marketing Strategy

The Board discussed the marketing strategy – noting that this strategy may be subject to change given the work being undertaken as part of UHI 24.

- i.) Estates and Campus Operations Strategy**
- j.) Sustainability Strategy**

The Estates and Campus Services Manager took the Board through the Estates and Campus Operations Strategy and the Sustainability Strategy highlighting:

- The key objectives of each sub-strategy.
- The development of our planning program.
- Methods which have been embedded within the team.
- Current Campus condition.
- 2040 Net Zero.
- The addition of consideration in respect of sustainability within the APUC framework.
- The support which the Estates and Campus Team are currently providing in respect of Health and Safety.

The Board welcomed these strategies and highlighted the student experience and the flexibility that was required to ensure that we can create additional space for students.

Decision: The Marketing Strategy, Estates and Campus Operations Strategy and Sustainability Strategy were **APPROVED**.

The Estates and Campus Services Manager left the meeting.

5. CONFIDENTIAL DISCUSSION – UHI 24 - REVITALISATION

A confidential discussion took place. This discussion provided the Board with space to discuss the UHI 24 Revitalisation Program (Note of Session: CN-01-102022).

6. PRINCIPAL'S REPORT

The Principal took the Board through his report highlighting:

- Current levels of morale within Campus.
- The outcome of the Early Student Satisfaction Survey which reported student satisfaction at 95%.
- The impact of the Cost-of-Living Crisis with students being offered free food for breakfast and lunch with the Board noting the anticipated costs involved in providing this.
- Student Numbers. The Board was advised of our concerns that we may not meet our targets in respect of HE. The Board noted that we are currently 15% below target. The Board was advised of the mitigating actions which are being taken in respect of student applications and numbers.
- The impact of any potential clawbacks.
- The potential for partnership working within the Sector.
- UHI curriculum review in respect of UHI 24.

The Board thanked the Principal for his update. The Board welcomed the feedback that morale within the College was high and highlighted that staff felt empowered in their roles due to the Distributed Leadership model which has been adopted.

The Board noted that whilst students were happy within Campus, we are aware that some continue to experience travel problems because of the bus service.

7. PRINCIPAL'S TARGETS

The Board discussed the KPI Matrix which had been circulated by the Operations and Commercial Manager ahead of this meeting and noted that they will continue to monitor the performance throughout the year.

The Board discussed the expectations for the sector in respect of economic transformation and sector reviews.

The Board welcomed the flexible approach being taken.

8. FINANCIAL POSITION UPDATE

The Vice Principal – Finance and Audit provided the Board with an update in respect of the Financial Forecast Return to the SFC. The Vice Principal – Finance and Audit advised that this return has been completed following the agreed SFC parameters and with conservative inflation drivers applied. The Board noted that we have provided the SFC with an update following our submission, which delivered an updated view in respect of our liquidity and expected student numbers and targets.

The Board was advised that the Finance and General Purposes Committee scheduled for 20 October 2022 had been postponed and that a Finance Update had been provided to the Chair of the Committee, the Chair of the Board of Management, and the Principal. The Board noted that whilst we can sustain low HE numbers for this year, there will be an issue if this trend continues.

The Board again discussed the expected savings from the UHI 24 workstreams and noted that we are continuing to look at where we can reduce our own costs. The Board highlighted the importance of international students.

Decision: The Financial Forecast Return to the SFC was given **RETROSPECTIVE APPROVAL.**

9. OUTCOMES AND SATISFACTION RATES

The Vice Principal – Student Experience and Quality spoke to her report highlighting:

- The impact of retention rates on our finances.
- Student success rates.
- Student satisfaction rates in respect of both the Early Student Satisfaction Survey and the National Student Satisfaction Survey.

The Board noted that whilst there is no official benchmarking for the sector, there is anecdotal evidence to show that we have performed better than others within the sector.

The Board welcomed the initiatives that have been put in place to support students.

10. REPORT ON SHORT LIFE WORKING GROUP

The Board was advised that the next meeting of the Short Life Working Group is scheduled for 23 November 2022. The Board noted that it is anticipated that the group will have completed their work by the end of January 2023.

The Principal provided the Board with an update in respect of the death of a student within the Halls advising that the Procurator Fiscal had informed us that there would not be a fatal death enquiry. The Board noted that the review which had been conducted by our legal team had been shared with the Procurator Fiscal.

11. OUTCOME OF THE REVIEW OF THE CODE OF GOOD GOVERNANCE

The Governance Officer spoke to her report. The Board noted that in addition to our annual review of the Code of Good Governance; the Governance Officer had undertaken a deep dive review to ensure our adherence to the Code.

The Board was advised that in respect of the annual review we had seen an increased response with eleven members completing the questionnaire.

The Board noted that an action plan had been drawn up following these reviews.

Decision: The Board **APPROVED** the Action Plan which will be uploaded onto our website and will be reviewed in six months' time.

12. COMMITTEE AND CHAIR EVALUATION FEEDBACK

The Governance Officer spoke to her report highlighting that the Committee and Chair Evaluation Feedback is undertaken annually as part of our compliance with the Code of Good Governance.

The Board noted that Chair feedback is discussed as part of the Board Member Evaluation process. The Governance Officer highlighted that we had received feedback in respect of Committee Membership and welcomed any expressions of interest from any members who currently sit on just one Committee to join the HR Committee.

The Board was advised that Jane Rhodes had stepped down from her role as Co-opted member to the HR Committee and Samantha Cribb had stepped down from her role as Non-Executive Member. Thanks were provided to both for the work they had undertaken during their terms.

As a result of the above and from the feedback within the Committee Evaluations, the Board noted that we will be looking to recruit a new Non-Executive Member to the Board along with additional co-opted members for the Audit Committee, F&GP Committee, and the HR Committee.

13. DRAFT MINUTES OF MEETINGS OF BOARD COMMITTEES (CONFIDENTIAL)

a.) Minutes from the Audit Committee held on 18 October 2022

The Board was advised that the Audit Committee held on 18 October 2022 had not been quorate. As a result, the Board noted that there were a number of Internal Audit items which required approval from the Board directly.

Decision: The Board **APPROVED** the following Internal Audit Items on behalf of the Audit Committee:

- BDO Follow Up Report
- BDO Annual Report
- BDO Internal Audit Plan for 2022-23
- Terms of Reference for 2022-23
- FES Audit
- EMA Audit
- SSF Audit
- Student Representation Audit

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

- b.) Minutes from Chairs Committee held on 01 September 2022
- c.) Minutes from Estates Legacy Project Board held on 25 August 2022
- d.) Confidential Note of Finance Update held on 20 October 2022
- e.) Minutes from the HR Committee held on 22 September 2022
- f.) Minutes from the Learning, Teaching and Research Committee held on 27 September 2022.
- g.) Minutes from the Performance, Review and Remuneration Committee held on 01 September 2022.

14. UHI UPDATES

The Board noted the contents of the following:

- a) Minutes of the University Court held on 16 March 2022
- b) Minutes of the Regional Strategic Committee held on 03 May 2022.

15. DATE AND TIME OF NEXT MEETING

Tuesday 13 December 2022 at 4.30 p.m.

Signed: 

Date: 13 December 2022