

Board of Management

Meeting	Chairs Committee
Date and time	Thursday 04 November 2021 at 8.30 a.m.
Location	Microsoft Teams via Calendar Link

Board Secretary
04 November 2021

AGENDA

Welcome and Apologies

Declarations of Interest

1. **MINUTES**
Meeting of the Committee held on 09 September 2021 (including Confidential Note 001-092021 and Confidential Note – 002-092021)
2. **OUTSTANDING ACTIONS**
3. **PRINCIPAL UPDATE**
Verbal Update from Principal
4. **CHAIRS UPDATE**
Verbal Update from Committee Chairs
5. **CHAIRS DISCUSSION SESSION**
To Include:
 - Board Away Day Planning
 - Hybrid Board and Committee Meetings
 - Use of SharePoint or AdminControl
 - EMT Succession Planning
 - Informal Board Sessions (with regards invitations to key speakers on local, regional and national economic development)
 - Committee Planning (including report deadlines and KPI Matrix)
6. **GDPR COMPLIANCE DISCUSSION – GOVERNANCE INFORMATION RISK**
7. **AOCB**
8. **DATE OF NEXT MEETING – 03 March 2021 at 8.30 a.m.**



Board of Management

MINUTES of the MEETING of the CHAIRS COMMITTEE held via Microsoft Teams on Thursday 09 September 2021

PRESENT:	Donald MacKenzie, Innis Montgomery, Gillian Galloway, Mark Sheridan
APOLOGIES:	Tina Stones,
INTERIM CHAIR:	Mark Sheridan
ATTENDING:	Principal Secretary to the Board of Management

The Interim Chair of the Board of Management welcomed everyone to the meeting.

There were no declarations of interest noted.

1. MINUTES

The minute of the Meeting of the Committee held on 03 June 2021 was **ACCEPTED** as a correct record and was **APPROVED**.

2. OUTSTANDING ACTIONS

- Co-opting members to the Audit Committee - Chairs were advised that a Search and Nomination Committee meeting would be held later this morning; whereby a proposed recruitment campaign would be agreed. The Chairs highlighted the need for a swift timescale in respect of this campaign.

Action: To assist with the marketing of the recruitment campaign it was **AGREED** that the Board Secretary would circulate a copy of the advertisement and any other necessary information to all Board Members for circulation within their networks.

Action: It was **AGREED** that the Interim Chair of the Board of Management would liaise with Partnership College Chairs to see whether we could co-opt any members of their Audit Committee for an interim period.

- Audit Committee Training – Chairs were advised that a suitable training organisation had been sourced with regards Audit Training. The Board Secretary will follow this matter up and provide an update at the next meeting.

3. REVIEW OF TERMS OF REFERENCE

- a) Chairs Committee
- b) Performance Review and Remuneration Committee
- c) Search and Nomination Committee

The Board Secretary advised Chairs that she had reviewed the Terms of Reference and had made some suggested changes to them.

The Chairs Committee highlighted the lack of a schedule of delegation within these Terms of Reference in the case of any absence of the Principal.

Recommendation: The Chairs Committee **AGREED** the proposed changes which the Board Secretary had made to the Terms of Reference and requested that these be further updated so that they include a nominated deputy for the Principal. The Chairs Committee **RECOMMENDED** the updated Terms of Reference be taken to the Board of Management meeting on 05 October 2021 for further discussion and approval.

4. GOVERNANCE UPDATE

The Board Secretary spoke to her report providing an update on all governance issues with Chairs noting the need for a Vice-Chair to be appointed for the Audit Committee.

Action: Following a discussion on Board Member Evaluations it was **AGREED** that the Board Secretary would send a reminder to each Board Member asking them to liaise with their evaluator in order to progress the evaluations. A deadline of 29 October 2021 was **AGREED** for completion of all evaluations.

5. PRINCIPAL'S REPORT

The Committee welcomed the return of students to the campus for the new Academic Year.

- **Covid-19**

An update on Covid-19 was provided to Chairs who noted the increased infection rate numbers for Scotland. Chairs noted that this information was released by the Scottish Government on 08 September 2021. Chairs noted that the EMT would be scrutinising these numbers and will continue to follow all advice from the Scottish Government. The Committee discussed possible steps which may be implemented over the next few weeks if cases continue to rise. Chairs voiced their confidence in the actions which the EMT and staff are taking with regards Covid-19.

- **Strategy**

The Principal advised that a copy of the latest iteration of the strategy had been circulated with the Committee papers. It was highlighted to Chairs that the strategy had been made available to key stakeholders including politicians, Chamber of Commerce and local businesses.

The following proposed timeline was noted by Chairs:

- Strategy is presented to the Board of Management on 05 October 2021.
- Staff are consulted for a final time with regards the strategy.

- The final strategy is taken to the Board of Management on 14 December 2021 for approval.

Action: Whilst the Board welcomed the strategy they requested that a reference to entrepreneurship be included.

- **Partnership Agreement**

The Interim Chair of the Board of Management advised that an email from the Chair of Court had been received yesterday with regards the Partnership Agreement to which a response is expected from us by 30 September 2021.

Action: It was **AGREED** that the Interim Chair of the Board of Management would provide sight of the contents of the email to all Board Members and would respond to the Chair of Court following any comments received from Board Members.

- **Sports Pitch**

The Principal provided Chairs with the background to the Sports Pitch and spoke to his response to Sports Scotland's proposed contract highlighting clauses within this contract which we require greater clarity on before any contract can be signed.

Chairs held a lengthy discussion which focused on the robustness of the current business plan, how this could be strengthened and whether any secured match funding may be at risk.

Action: It was **AGREED** that the Principal would provide a verbal update on this matter to the Board of Management on 05 October 2021.

- **UHI**

A confidential discussion took place (Confidential Note 001-092021) which discussed the meeting held on 30th August 2021 with the new Chair of Court and the Vice Chancellor of the University of Highlands and Islands and the recent interview which had been published in the local press earlier in the week.

- **Student Death Update**

A confidential discussion took place (Confidential Note 002-092021) which provided an update with regards to the recent death of a student within the campus accommodation.

Gillian Galloway left the meeting at this point.

6. CHAIRS UPDATE

F&GP Committee

The F&GP Committee Chair advised that following the review of the Committee it had been agreed to cancel the meetings scheduled for September and November 2021 and instead a meeting has been scheduled for late October 2021.

HR Committee

The HR Committee Chair advised that the Terms of Reference for the HR Committee had been reviewed. Work will continue to ensure that the Committee is able to monitor that our values are continued to be met.

7. AOCB

Committee Membership

The Board Secretary provided Chairs with a summary of our current committee membership and spoke to her suggested amendments to ensure that all committees meet their agreed number of members.

Recommendations:

- Chairs **APPROVED** the recommendation that Tina Stones join the Audit Committee on an interim basis.
- Chairs **APPROVED** the recommendation that the HISA President joins the F&GP Committee.
- Chairs **APPROVED** the recommendation that Samantha Cribb be moved from the LT&R Committee to the HR Committee.
- Chairs **APPROVED** the recommendation that Donald MacKenzie join the HR Committee.

8. DATE OF NEXT MEETING

Thursday 4th November 2021 - 8.30 a.m.

Signed by Interim Chair:

Date:

Outstanding Actions from Chairs Committee Meetings

Item	Action	Responsibility	Time Line	ACTIONED
03 June 2021				
Audit Committee Update – Audit Training	The Board Secretary will source appropriate audit training for those who require it.	Board Secretary	June 2021.	
09 September 2021				
Co-opting members to the Audit Committee	<p>03.06.21: All Chairs to highlight the role of a co-opted member of the Audit Committee within their networks. We are looking to recruit someone with an accountancy background.</p> <p>09.09.21: A copy of all recruitment advertising and appropriate papers to be circulated to all Board Members for them to circulate within their networks</p> <p>09.09.21: The Interim Chair will liaise with Partnership College Chairs to see whether we could co-opt any members of their Audit Committee for an interim period.</p>	<p>All Chairs</p> <p>Board Secretary</p> <p>Interim Chair</p>	Sept 2021	
Governance Update – Board Member Evaluations	The Board Secretary to contact each Board Member and request that they liaise with their evaluator in order to progress evaluations.	Board Secretary	Evaluations Deadline: 29.10.21	
Strategy	A reference to entrepreneurship to be included within the strategy.	EMT	Oct 2021	