

Meeting	Board of Management
Date and time	Thursday 10 February 2022 at 4.30 p.m.
Location	Via Microsoft Teams

Board Secretary
03 February 2022

AGENDA

Welcome and Apologies

Declarations of Interest

16.30 – 17.15 P.M. CLOSED SESSION – CREATIVE SPACE FOR BOARD MEMBERS AND EMT

To Include:

- Discussion - Innovation and New Horizons
- Discussion - Collaboration and Partnerships with other Organisations

ITEMS FOR DECISION

1. MINUTES

- a) Meeting of the Board of Management held on 14 December 2021
- b) Confidential Note of Closed Session (CSN122021) held on 14 December 2021
- c) Confidential Note of Discussion (CN-01-12201) held on 14 December 2021

2. OUTSTANDING ACTIONS

Action List

ITEMS FOR DISCUSSION

3. **FINANCE POSITION UPDATE**
Verbal Update from Assistant Principal – Finance & Audit
4. **PRINCIPAL'S REPORT**
Report by Principal
5. **CONFIDENTIAL CLOSED SESSION – DEATH WITHIN STUDENT ACCOMMODATION**
Verbal Update from Principal
6. **GOVERNANCE UPDATE**
Report by Board Secretary

FOR NOTING

7. **AOCB**
8. **DATE AND TIME OF NEXT MEETING**
31 March 2022 at 4.30 p.m.

If any member wishes to add an item of business to the Agenda, please inform the Chair and the Board Secretary as soon as possible. Additional items of business will only be considered for inclusion in the agenda in advance of the start of the meeting.

Board of Management

MINUTES of the MEETING of the BOARD OF MANAGEMENT held via Microsoft Teams, on Tuesday 14 December 2021

- PRESENT:** Robyn Kennedy, Innis Montgomery, Chris O’Neil, Ruth McFadyen, Sally Blyth, Donald MacKenzie, Arvinder Kainth, Mark Sheridan, Russell Edwards, Kelly MacKenzie, Samantha Cribb, Bonnie Crawford & Amy Goodbrand
- CHAIR:** Mark Sheridan
- APOLOGIES:** Tina Stones, Gillian Galloway & Assistant Principal – Academic and Research
- IN ATTENDANCE:** Assistant Principal – Finance and Audit
Assistant Principal – Operations and External Relations
Assistant Principal – Student Experience and Quality
Board Secretary
- OBSERVER:** Student Association Assistant

Declarations of Interest

No declarations of interest were noted.

The Interim Chair welcomed everyone to the meeting.

Confidential Closed Session – Board Creative Space

A confidential closed session took place. This session provided the Board with creative space to discuss the role of Board Members with regards the promotion and profile of the College (Note of Session: CSN-122021).

Student Association Assistant joined the meeting as an observer.

The Interim Chair welcomed the Student Association Assistant to the meeting.

1. MINUTES FOR APPROVAL

a.) Meeting of the Board of Management held on 05 October 2021

Decision: The minutes of the Board of Management Meeting held on 05 October 2021 were **AGREED** as a correct record and were **APPROVED**.

b.) Confidential Note of Closed Session (CSN102021) held on 05 October 2021

Item 01a

Decision: The Confidential Note of the Closed Session of the Board of Management Meeting held on 05 October 2021 was **AGREED** as a correct record and was **APPROVED**.

c.) Confidential Note of Discussion (CN-01-102021) held on 05 October 2021

Decision: The Confidential Note of Discussion of the Board of Management Meeting held on 05 October 2021 was **AGREED** as a correct record and was **APPROVED**.

2. OUSTANDING ACTIONS

- Partnership Agreement – the Board noted that this item is included as part of the Principal's Report within the agenda.
- Capital Budgets – The Board Secretary advised that creative time was now being set aside as part of each Committee and Board Meeting and that this item would form part of the creative discussion time at either the February or March 2022 Board Meeting.
- Closed Session – Rebranding – The Principal provided Board Members with a confidential update on the UHI proposed rebranding exercise. The Board noted that initial feedback documentation has been shared within Partnership Council and overall, it was supported as a draft with suggestions provided to UHI. The Board was advised of changes to the proposed deadlines for acceptance of the outcome of the rebranding exercise and noted that Board approval would have to be sought prior to any potential roll out.
Decision: Board Members **AGREED** that the proposed amendments to the deadline for acceptance of the rebranding exercise was not feasible due to the current workload within the Marketing and Communications Department. It was **AGREED** that the Interim Chair and Principal would discuss this with UHI and report back any developments to the Board.
- Closed Session – Business Solutions Team Presentation – the Board was advised that this will take place in either February or March 2022.
- Terms of Reference – the Board noted that this item is included within the agenda.
- Strategic Plan & KPI Matrix – the Board noted that this item is included within the agenda.

3. STRATEGY AND KPI MATRIX

Strategy

The Principal provided a history of the development of the plan advising that the final version provided a very clear purpose for the College, evidenced who and what we are, provided links to the KPI Matrix and the finance strategy and embedded our values within it.

The Board commended the team on an excellent document which captures our intentions, informs direction, and provides our vision.

Russell Edwards left the meeting.

Board Members noted that following approval of the plan it would be finalised by the Marketing and Communications Team and images would be added to the final document.

Decision: The Board **APPROVED** the Strategic Plan

KPI Matrix

The Assistant Principal – Operations and External Relations provided the Board with a background to the development of the KPI Matrix advising that the matrix would ensure we have a robust way to measure against targets, aid with forecasting and provide us with a best-and-worst-case scenario for each measure. The Board noted that some of the financial measures within the KPI Matrix still require to be finalised to ensure that we are applying the correct ratios and as such these had not been included within the copy of the matrix provided with the meeting papers.

The Board noted that the KPI Matrix would be a live document which will be shared with them and the Committees going forward.

The Board thanked the Principal, the Assistant Principal – Operations and External Relations, the Operations and Commercial Manager and the Information Systems Manager for all their work on developing this document.

Decision: The Board **APPROVED** the KPI Matrix.

4. ANNUAL PROCUREMENT AND VALUE FOR MONEY REPORT

The Assistant Principal – Finance and Audit advised that he had met with the Head of Procurement – UHI Shared Services who had emphasised the following points within the report:

- The whilst the procurement requirements have changed since our exit from the EU that the thresholds have remained the same.
- That our spend of 62% through collaborative agreements is extremely positive and is well above the sector average of 45%.
- That further work is still required to plan the capital expenditure to enable competitive tendering.
- That significant savings have been recorded and delivered through local and UHI collaboration.
- That whilst the spend processed through PECOS has increased it is still not at the level it should be and requires improvement.
- That reporting has improved due to the upgrades to both the sun finance and the PECOS system.
- Senior Management require to be mindful about direct awarding contracts without seeking procurement advice at early stages.
- The renewal of the procurement strategy has been delayed until early 2022 to allow the strategic plan to be finalised and approved.

Discussions around the following took place:

- Tech One - with the Assistant Principal – Finance and Audit providing the Board with an update on the roll out of this system.
- The impact of the potential merger of NHC with other colleges and the possible effect on development of systems within our shared finance team.
- Levels of extensions given to contracts over the year and the requirement for us to understand the reasons behind these extensions.
- GTFM and maintenance of the building and grounds.
- Consideration of the National Framework.
- Tender packages and review clauses.

The Board thanked the Procurement Team for this report and welcomed the level of data that was provided within it.

Action: The Assistant Principal – Finance and Audit to liaise with the Head of Procurement – UHI Shared Service and update the report so that it includes a summary table which provides a list of all contracts (new, extended and cancelled) and a commentary on each contract. This will be taken to the Chairs Committee for consideration and an update will be provided to the Board in March 2022.

Action: The updated procurement strategy will be taken to the F&GP Committee for review and then to the Board of Management for final approval. The strategy should include links to community benefits and sustainability.

Decision: Pending the above follow ups to the report the Board **APPROVED** the contents of the report.

5. REVIEW OF COMMITTEE TERMS OF REFERENCE

The Interim Chair advised that further updates were still required to be made to the Terms of Reference.

Action: The Interim Chair and Board Secretary will make the final amendments to the Terms of Reference and take them to the March Board of Management meeting for final approval.

6. STUDENT ACCOMMODATION DISCUSSION - CONFIDENTIAL

A confidential discussion with regards residencies took place (CN-01-122021).

7. CAPITAL BUDGET SPENDS

The Assistant Principal – Finance and Audit provided the Board with a verbal update on the September figures. Discussions around the funding parameters and improved mechanisms took place.

8. FINANCIAL POSITION UPDATE

The Assistant Principal – Finance and Audit provided the Board with a verbal update on our financial position up to November. Discussions around revenue targets, credit targets, SFC and potential changes to funding as well as the partnership position took place.

The Board thanked the Assistant Principal – Finance and Audit for these updates.

Russell Edwards joined the meeting.

9. PRINCIPAL'S REPORT

The Principal spoke to his report and discussions around the following took place:

- **Scottish Government Budget & Funding** – The Board discussed the expected implications and impact from the recent budget announcement on our funding.
- **Student Satisfaction** – The Board noted that feedback from the Early Student Experience Survey was positive and discussed the effects which the pandemic is having on students' mental health highlighting and discussing the report which our Wellness and Learning Support Manager prepared for the December 2021 Learning, Teaching and Research Committee.
- **Student Numbers** – The Board was advised of the mitigating and ongoing actions being taken with regards our delivery effectiveness including our curriculum plan review.
- **Partnership Agreement** – The Board noted the appendices to the Principal's Report which provide an update on the status of the partnership agreement. Discussions around the tone of the proposed agreement took place and it was noted that dialogue with UHI continues in respect of amendments to the proposed agreement.
- **Sale of Longman Site** – The Board noted the update which the Principal's Report provided on the sale of the Longman Site noting that we would go back out to market in the New Year.
- **Meetings with Principals, Chair of Court and Vice-Chancellor** – the Principal provided the Board with a verbal update with regards his recent meetings with partners and Executive Office.
- **Sports Pitch Development** – The Principal reiterated that we had revisited the original business plan following the funding offer which was received from Sports Scotland. The Assistant Principal – Operations and External Relations provided the Board with an update with regards the management of the proposed development with members noting that Highlife Highland would undertake this role. We would then have access to the pitch as a main tenant. The Board welcomed this news and thanks were given to HIE and the Highland Council for their support with this development.
- **Principal's Targets/Objectives** – the Board noted the themes which had been discussed as part of the Principal's recent PRD and that a fuller report on the targets and objectives will be reported to the PR&R Committee in the New Year.

10. GOVERNANCE UPDATE

The Board Secretary spoke to her report and advised that Sally Blyth has volunteered to take on the role of Vice-Chair for the Audit Committee.

Decision: The Board **RATIFIED** the appointment of Sally Blyth as Vice-Chair for the Audit Committee.

The Board noted that following our recruitment campaign we have recommended four candidates to University Court for appointment to the Board of Management and that we have offered two candidates the opportunity to take on the role of co-opted members.

The Board was advised that we have had confirmation from UHI that we can progress with a recruitment campaign for the role of the Chair of the Board of Management. This process will begin in the New Year.

11. REVIEW OF EXTERNAL EFFECTIVENESS ACTION PLAN

The Board Secretary took the Board through her recommendations following review of our action plan:

- Action 1 – **Decision:** it was **AGREED** that this action should be updated to reflect that it was partially complete and it's time scale should be extended to 31 March 2022 to allow for the final update and approval of all Terms of Reference.
- Action 2 – **Decision:** it was **AGREED** that this action should be updated to reflect that it was partially complete, and its timescale should be extended to March 2022 to allow for Chairs to meet and review the membership of all Committees.
- Action 3 – **Decision:** It was **AGREED** that this action should be updated to reflect that it has been completed.
- Action 4 – the Board discussed the requirement for formal training for senior members of staff considering the changes which have been made to report templates following the review of the Committees. **Decision:** Board Members **AGREED** that there was no longer a requirement for this training. It was **AGREED** that this action should be updated to reflect that it has been completed.
- Action 5 – the Board discussed this action noting that additional work is still required to ensure that we have an annual programme in place to allow members to have meaningful time and dialogue with students. **Decision:** It was **AGREED** that this action should be updated to reflect that it has been partially completed and its timescale should be extended to the end of this Academic Year.
- Action 6 – **Decision:** It was **AGREED** that this action would be updated to reflect that it remains ongoing with the Board Secretary prioritising the development of both the mentoring programme and the induction programme for both her role and the role of the Chair. It was **AGREED** that the

timescale for this action should be extended to the end of this Academic Year.

- Action 7 - **Decision:** It was **AGREED** that this action should be updated to reflect that it has been completed.
- Action 8 – **Decision:** It was **AGREED** that this action should be updated to reflect that it remains ongoing.
- Action 9 - **Decision:** It was **AGREED** that this action should be updated to reflect that it has been completed.
- Action 10 - **Decision:** The Board **AGREED** that this action should be updated to reflect that it remains ongoing and that it's timescale should be extended to 30 June 2022 to allow for the review of the Principal and EMT salaries process to be completed.
- Action 11 - **Decision:** It was **AGREED** that this action should be updated to reflect that it has been completed.
- Action 12 - **Decision:** It was **AGREED** that this action should be updated to reflect that it has been completed.

12. GOVERNANCE CASE STUDY

The Interim Chair provided the Board with a background to the requirement for a governance case study advising that there had been issues surrounding data protection, confidentiality and governance around a confidential Board led process. The Board was advised that we have instructed Anderson Strathern to carry out a review of the entire process and prepare a case study to allow us to review and discuss in a private session what could have been done differently and consider the lessons learned.

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

The Board of Management noted the contents of the following minutes of the meeting:

- a) Minutes of the Audit Committee held on 19 October 2021
- b) Minutes of the Finance and General Purposes Committee held on 28 October 2021
- c) Minutes of the Chairs Committee held on 04 November 2021
- d) Confidential Note from the Chairs Committee held on 04 November 2021
- e) Minutes of the HR Committee held on 11 November 2021
- f) Minutes of the Learning, Teaching and Research Committee held on 07 December 2021

The Interim Chair gave thanks to Kelly MacKenzie for chairing the Learning, Teaching and Research Committee on 07 December 2021 at short notice and for the members of the Committee in attendance for giving each report their considered view.

14. UHI UPDATES (CONFIDENTIAL)

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

Item 01a

- a) Minutes of the Regional Strategic Committee held on 14 September 2021
- b) Minutes of the University Court held on 22 September 2021

15. AOCB

The Interim Chair gave his thanks to all members and the EMT for their work on all Committees and their diligent scrutiny over the past year.

16. DATE AND TIME OF NEXT MEETING

Thursday 10 February 2022 at 4.30 p.m.

Board of Management – List of Outstanding Actions

29 June 2021				
Partnership Agreement	A progress update on the timeline will be taken and discussed at each Board meeting to ensure that the partnership is delivering on the agreed timescales.	Principal	Ongoing	
21 July 2021				
Capital Budgets	The Board Secretary will set aside creative time for the Board to further look at, discuss and assist the EMT to develop strategies around the spending of capital monies and equipment replacement. To be included as part of the Board Creative Session in February/March 2022	Board Secretary & Interim Chair	February/March 2022	
05 October 2021				
Closed Session	When able the Marketing and Communication Team are to share the prospective rebranding presentation with Board Members. The Interim Chair and Principal will discuss and feedback our thoughts to UHI.	Principal and Interim Chair	Ongoing	
	Business Solutions Team to attend a Board Meeting to present to the board the pro-active ways in which they are working.	AP-O&ER	March 22	
Terms of Reference	The terms of reference will be standardised to ensure that all include: <ul style="list-style-type: none"> • Clarification of Members (Including members of the Students Ass and Staff Members). • Inclusion of a deputy where the Principal is not available to attend. • Ensuring that the updated language within the terms is consistent throughout all the ToR. Final amendments are to be made by the Interim Chair and the Board Secretary.	Board Sec & Int Chair.	March 22	

ITEM 02

14 December 2021				
Procurement	<p>The Assistant Principal – Finance and Audit to liaise with the Head of Procurement – UHI Shared Service and update the report so that it includes a summary table which provides a list of all contracts (new, extended and cancelled) and a commentary on each contract. This will be taken to the Chairs Committee for consideration and an update will be provided to the Board in March 2022.</p> <p>The updated procurement strategy will be taken to the F&GP Committee for review and then to the Board of Management for final approval.</p>	AP – F&A	Ongoing – March 22	

Subject/Title:	Principal's Report
Author: [Name and Job title]	Professor Chris O'Neil, Principal
Meeting:	Board of Management
Meeting Date:	10 February 2022
Date Paper prepared:	07 February 2021
Brief Summary of the paper:	<p>This report provides the Board of Management with an overview of new and continuing activity including:</p> <ul style="list-style-type: none"> • Challenges facing the Tertiary Education Sector • Current FE & HE Credits • Student Withdrawals • Student Support • Staff Support • Delivery of Strategy and KPI's • Curriculum Planning Review • Enquiry Management • Marketing Strategy <p>And our response to these activities.</p>
Action requested: [Approval, recommendation, discussion, noting]	Discussion

Item 04

Link to Strategy: Please highlight how the paper links to, or assists with: <ul style="list-style-type: none"> • compliance • partnership services • risk management • strategic plan • new opportunity/change 	Strategic Plan and KPI's. New Opportunities and Change.		
Resource implications:	Yes / No If yes, please specify: Student Nos and Funding		
Risk implications:	Yes / No If yes, please specify: Operational: Organisational: In respect of Student Nos and Funding		
Equality and Diversity implications:	Yes/No If yes, please specify:		
Student Experience Impact:	Yes/No If yes, please specify:		
Consultation: [staff, students, UHI & Partners, External] and provide detail			
Status – [Confidential/Non confidential]	Confidential		
Freedom of Information Can this paper be included in “open” business* [Yes/No]	No		
*If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)	X	Its disclosure would constitute a breach of confident actionable in court (s36)	
Its disclosure would constitute a breach of the Data Protection Act (s38)		Other (Please give further details)	

Further guidance on application of the exclusions from Freedom of Information legislation is available via <http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp> and http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf

Subject/Title:	Governance Update
Author: [Name and Job title]	Lisa Ross, Board Secretary
Meeting:	Board of Management
Meeting Date:	10 February 2022
Date Paper prepared:	03 February 2021
Brief Summary of the paper:	This paper provides the Board of Management with an update on all governance matters.
Action requested: [Approval, recommendation, discussion, noting]	Discussion and Noting

Item 06

Link to Strategy: Please highlight how the paper links to, or assists with: <input type="checkbox"/> compliance <input type="checkbox"/> partnership services <input type="checkbox"/> risk management <input type="checkbox"/> strategic plan <input type="checkbox"/> new opportunity/change	Governance Compliance		
Resource implications:	Yes / No If yes, please specify:		
Risk implications:	Yes / No If yes, please specify: Operational: Organisational:		
Equality and Diversity implications:	Yes/ No If yes, please specify:		
Student Experience Impact:	Yes/ No If yes, please specify:		
Consultation: [staff, students, UHI & Partners, External] and provide detail			
Status – [Confidential/Non confidential]	Non-Confidential		
Freedom of Information Can this paper be included in “open” business* [Yes/No]	Yes		
*If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)		Its disclosure would constitute a breach of confident actionable in court (s36)	
Its disclosure would constitute a breach of the Data Protection Act (s38)		Other (Please give further details)	

Further guidance on application of the exclusions from Freedom of Information legislation is available via

<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp> and

http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf

Appointment of Non-Executive Members to the Board of Management

As you are aware following a recruitment campaign and subsequent interviews, we have recommended four candidates to University Court for appointment to the Board of Management as well as offering two candidates the opportunity to take on the role of co-opted members. Candidates are currently progressing through the necessary recruitment checks. It is therefore expected that their positions will be taken to the Board of Management Meeting on 31 March 2022 for ratification.

Recruitment of Chair of the Board of Management

Following the Board of Management meeting held on 14 December 2021; the Chair of Court has intimated to us that he would be in support of us foregoing the usual open recruitment process and instead recommend to UHI Court that we officially appoint the Interim Chair as our permanent Chair of the Board of Management.

At an Extraordinary Board of Management meeting held on 27 January 2022 members discussed the recruitment process, considered the College Sector Board Appointments 2014 Ministerial Guidance and the recommendations which were received from the Chairs of each of our Committees, the Principal and EMT members. During this meeting it was confirmed that all felt that the Interim Chair had been building up crucial relationships with Executive Office and the Chair of Court and had been instrumental in the rebuilding of our Board over the past 6 months. It was therefore agreed that we would recommend to the UHI Court that the Interim Chair be appointed as permanent Chair of the Board of Management.

UHI have now been provided with a copy of the minute of the Extraordinary Board of Management Meeting along with a completed recommendation to appoint form. The Acting University Secretary and Director of Corporate Governance, UHI will now prepare a letter for the Chair of Court to sign using Chairs authority and will present the paper to Court in March for them to homologate and capture the decision of the appointment in the Court minute.

Recruitment of Teaching Member to the Board of Management

Board Members are asked to note that our current Teaching Staff Representative will be standing down at the end of her current term on 22 March 2022. Thanks are given to her for all her contribution over the past 4 years.

At the Search and Nomination Committee meeting held on 02 February 2022, the undernoted timeline for the nomination and election of a new Teaching Staff Representative was agreed:

Item 06

Date	Activity
04 February 2022	Advertise vacancies to teaching staff via IConnect and email.
15 February 2022	Virtual Open Session for interested candidates to meet with the Interim Chair and the outgoing Teaching Staff Member Representative.
17 February 2022	Reminder sent to teaching staff via IConnect and email
28 February 2022	Nominations close
If there is more than one nominee for the position, an election will require to be held.	
01 March 2022	Candidates announced on IConnect and email
02 March 2022 – 16 March 2022	Time allocated for candidate campaigning Online ballots open (JISC Survey) (2-week concurrent timescale for campaigning and voting by teaching staff only)
11 March 2022	Reminder on IConnect and e mail that ballot closes on 16 March 2022 at 5.00 p.m.
16 March 2022	Ballot closes
17 March 2022	Result of election will be declared on IConnect following independent verification of voting
31 March 2022	Tabled Report to Board of Management meeting – appointment of successful candidate.

It is expected that the successful Teaching Staff Member appointment will be ratified at the Board of Management meeting being held on 31 March 2022.

Lisa Ross
Board Secretary