

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

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:

- Whilst procurement requirements have changed since our exit from the EU 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:

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

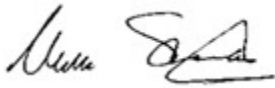
15. AOCB

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.

Signed

A handwritten signature in black ink, appearing to be 'Neil Spalding', written over a horizontal line.

Date 10 February 2022