

**Board of Management**

**MINUTES of the BOARD OF MANAGEMENT HYBRID MEETING held via Microsoft Teams and in room 146/147 on 07 October 2025.**

**PRESENT:** Victoria Erasmus, Chris O'Neil, Janette Campbell (via Teams), Jane Davidson (via Teams), Paul Shanks, Annie Nelson (via Teams), Innis Montgomery, David Stewart, Sally Blyth (via Teams), Dee Bird, Rojan Kumar Subramani, Wendy Grindle (via Teams), Donald MacKenzie (via Teams), Heather Keyes, John Pocock, Arvinder Kainth, Chloe Young, Lindsay Ferries & Conrad Copeland (via Teams)

**CHAIR:** Victoria Erasmus

**APOLOGIES:** Pauline Tuthill & Vice Principal – Curriculum, Student Experience and Quality

**IN ATTENDANCE:** Vice Principal – Curriculum, Operations and External Relations  
Director of Finance and Estates  
Operations and Commercial Manager  
Angus Campbell, Further Education Regional Lead, (via Teams)  
Vicki Nairn, Principal and Vice-Chancellor, UHI  
Brian Williams, Deputy Principal Academic & Research, UHI  
Max Brown, Director of Transformation & Business Planning, UHI  
Governance Officer

**OBSERVERS:** Candy Munro, CDN (via Teams)

The Chair welcomed everyone to the meeting and introductions were made.

The Chair welcomed Candy Munro as a Public Observer.

The Governance Officer confirmed that the meeting was quorate.

### **Declarations of Interests**

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

## **1. FBC UPDATE & DISCUSSION**

Principal and Vice-Chancellor, UHI delivered the UHI Transformation PP presentation to the UHI Inverness Board of Management. The presentation provided an update in regard to the financial situation, current transformation programme, operating model and FBC outputs, planned activities and programme structure followed by the timeframe for engagement and consultation activities for Boards of Management. Principal and Vice-Chancellor, UHI summarised the presentation by stating that the Transformation project has faced complex governance aspects with oversight and external assurance provided by the SFC and that in regard to the current financial situation the solution to deficits of all the partners will be presented before December 2025.

The Chair of the Board thanked the Principal and Vice-Chancellor, UHI for her presentation and commented that the Board welcomed the financial oversight and data about the level of deficits provided. Suggestion has been made that future updates would benefit from a video summary.

Discussion about political backing for the transformation process, state of current UHI structures that need to be updated to better address local economic growth and growing population numbers and partnership's challenges of working together in an efficient and transparent way took place.

Board Members asked specific questions in regard to the economic and financial implications of the possible transformation options and the financial modelling of each of the options becoming available for Board's scrutiny. Director of Transformation & Business Planning, UHI confirmed that UHI is relaying on the data provided by all the partners to move the process forward with financial baseline being ready by next week. The modelling of each option will be done at the FBC stage with criteria including student numbers also presented. Discussion

about short timescales of the process and the Green Book being formally followed for the business case took place.

The Board raised concerns about the low level of involvement of the Boards in the transformation decision making process and use and value of feedback received from partners. Director of Transformation & Business Planning, UHI confirmed that Boards will be involved in the approval process of the FBC, taking place in January 2026, and all feedback received from cross-partnership working groups will be considered, but as the model is scheduled for next 5 years, feedback could be implemented at different stages of the process. A route map of the transformation process has been set up, and some smaller changes could be implemented over a number of years before constitutional changes will be needed. The Chair of the Board reiterated the importance of Board members being involved in different streams of transformation work in order to provide feedback to and from the Board.

*Donald MacKenzie joined the meeting.*

**Action 1:** Board Members to send their questions in regard to the Transformation process to the Chair of the Board who will then share them with the EO.

The Board also raised concerns about the late trade union involvement in the transformation process and would welcome an update about the educational rationale for the transformation project. Director of Transformation & Business Planning, UHI explained the challenge of getting all 5 trade unions involved in the process and confirmed that trade union representatives sit on all work stream committees and all unions are being encouraged to get in touch with the transformation team directly. Deputy Principal Academic & Research, UHI confirmed that the aspiration to be spending more funding on students and providing equity of provision across the partnership are an important part of the financial sustainability of the UHI.

The Board requested a clear timeline of the transformation process that would support the decision making process in January 2026.

**Action 2:** Clear timeline of the transformation project and process to be created and circulated to the Board prior January 2026.

The Chair of the Board thanked the Principal and Vice-Chancellor, UHI, the Deputy Principal Academic & Research, UHI and the Director of Transformation & Business Planning, UHI for joining the meeting, presenting the FBC Update and taking part in the following discussion.

## **2. RATIFICATION OF APPOINTMENTS OF STUDENT REPRESENTATIVES AND CO-OPTED BOARD MEMBERS**

The Governance Officer advised the Board that a number of Co-Opted Board Members have successfully completed their PVG checks and can now be appointed for their first terms. Following an election Chloe Young, Student President, has been appointed to the post of the Student Member of the Board.

### **Decisions:**

- The Board **RATIFIED** the appointment of Anthony Standing as a Co-Opted Member of the Board of Management for 1<sup>st</sup> term
- The Board **RATIFIED** the appointment of Conrad Copeland as a Co-Opted Member of the Board of Management for 1<sup>st</sup> term
- The Board **RATIFIED** the appointment of John Pocock as a Co-Opted Member of the Board of Management for 1<sup>st</sup> term
- The Board **RATIFIED** the appointment of Lindsay Ferries as a Co-Opted Member of the Board of Management for 1<sup>st</sup> term
- The Board **RATIFIED** the appointment of Chloe Young as a Student Member of the Board of Management for 1<sup>st</sup> term

## **3. MINUTES**

### **a.) Meeting of the Board of Management held on 24 June 2025**

**Decision:** The minutes of the Board of Management Meeting held on 24 June 2025 were **AGREED** as a correct record and were **APPROVED**.

### **b.) Closed Session Note (CSN-BoM-01-062025) held on 24 June 2025**

**Decision:** The Closed Session Note (CSN-BoM-01-062025) of the Board of Management Meeting held on 24 June 2025 was **AGREED** as a correct record and was **APPROVED**.

**c.) Confidential Note (CN-BoM-01-062025) held on 24 June 2025**

**Decision:** The Confidential Note (CN-BoM-01-062025) of the Board of Management Meeting held on 24 June 2025 was **AGREED** as a correct record and was **APPROVED**.

**d.) Confidential Note (CN-BoM-02-062025) held on 24 June 2025**

**Decision:** The Confidential Note (CN-BoM-02-062025) of the Board of Management Meeting held on 24 June 2025 was **AGREED** as a correct record and was **APPROVED**.

**e.) Confidential Note (CN-BoM-03-062025) held on 24 June 2025**

**Decision:** The Confidential Note (CN-BoM-03-062025) of the Board of Management Meeting held on 24 June 2025 was **AGREED** as a correct record and was **APPROVED**.

#### **4. OUTSTANDING ACTIONS**

- **Final Report 2023/24 Audit by Deloitte Recommendation 1 – COMPLETE** - It is recommended that a fixed asset register is created and maintained going forward.

**Update at 24/06/2025:** Work is now almost completed on producing the college fixed asset register, with current year and prior years information having now been collated. Final checks are now being made, and the fixed asset register will be fully completed by the end of June 2025. The asset register will then be reviewed by the External Auditors, Deloitte. Completed document will be presented to the Audit Committee in September '25.

**Update at 08/09/2025:** Draft of fixed asset register has been completed, showing assets from 2023/24 and prior years. 24/25 now to be added and checked to estates fixed asset register.

**Update at 07/10/2025:** The fixed asset register is now completed and will be reviewed by Deloitte during their audit.

**Decision:** It was **AGREED** that this item could be removed from the list.

- **Board Creative Space – COMPLETE** - Board Creative Session to be organised where all initiatives and examples of support offered to students will be captured and celebrated.

**Update at 07/10/2025:** Potential dates for November and April shared with Board during Governance Report.

**Decision:** It was **AGREED** that this item could be removed from the list.

- **FE / HE Course Fees – ONGOING** - The variations of credit based funding across partnership to be raised with UHI.

**Update 24/06/2025:** The matter has been raised with the Chair of the Court. An update is expected after the next UHI Court meeting.

**Update at 07/10/2025:** The Chair of the Board will re-check the status of this action with EO.

- **Topslice Increase for 2025/26 – ONGOING** - Reasons for the increase in topslice for 2025/26 to be discussed with EO.

**Update at 07/10/2025:** The Chair of the Board will re-check the status of this action with EO.

- **Financial 5 Year Plan – Timeline – ONGOING** - Clear timelines to be included within the financial 5 year long-term plan to reduce the operational deficit.

**Update at 07/10/2025:** EMT is looking at different processes to establish areas for efficiency measures. Concerns were raised about cash position and FFR dropping but topslice rising. The Chair of the Board requested that the FGP Committee also be informed of these concerns and provided with an update.

- **Financial 5 Year Plan – Discussions – ONGOING** - Discussions to take place regarding the financial 5 year long-term plan with the RSB and SFC.  
**Update at 07/10/2025:** Session to be scheduled.

- **New Policies and Live Links – COMPLETE** - Quality to be contacted to re-examine live links within the body of the policy and not in a separate document to avoid confusion for staff.

**Update at 04/09/2025:** Links in policies and procedures were discussed at the PPRP Committee meeting in July and it has been agreed that: All Policies to have the below statement in place under the Legislation/Related Policies & Procedure section:

“Publicly available UHI Inverness policies and procedures can be accessed via our website: About us – Publications. Staff and Board Members can access the full range of internal policies and procedures through the Quality SharePoint site”

Where a Policy / Procedure is not being published on our website (and hence publicly available), links within the document will be added to direct to internal areas/documents as necessary. This approach has been confirmed by the ICT Manager as the best approach from the cyber security point of view.

**Decision:** It was **AGREED** that this item could be removed from the list.

- **Student Drug and Alcohol Misuse Policy – COMPLETE** - Board members to send feedback to the Governance officer in regard to the Student Drug and Alcohol Misuse Policy by the end of July 2025.

**Decision:** It was **AGREED** that this item could be removed from the list.

- **Principal’s Report – External Collaborations – COMPLETE** - Detailed plan with all external initiatives and barriers preventing growth to be created by the EMT.

**Update at 07/10/2025:** As part of the Principal's Report external initiatives and /or barriers will be reported to the Board at every meeting. Much of the work carried out is planned as a part of the curriculum planning process and agreed, monitored and evaluated within our existing systems. A suggestion had been made that any unplanned external opportunities are dealt with in a

similar manner, whilst the ongoing and planned growth (Graduate Apprenticeships for example) remain as a part of the planning cycle that begins each January as we start to analyse and create budgets.

**Decision:** It was **AGREED** that this item could be removed from the list.

- **Principal's Report – QAA Process – ONGOING** - Feedback about the new QAA process to be shared with EO and SFC. There is a need for more frequent meetings.

**Update at 07/10/2025:** Feedback to be shared with EO and SFC.

- **An Lochran Lease Agreement – COMPLETE** - Governance Officer to circulate agenda item 12.a An Lochran Lease Agreement to all Board Members.

**Decision:** It was **AGREED** that this item could be removed from the list.

- **An Lochran Lease Agreement – COMPLETE** - Board Members to approve via email the An Lochran Lease Agreement by 12pm Friday 27 June 2025.

**Decision:** It was **AGREED** that this item could be removed from the list.

## **5. RISK REGISTER UPDATES (CONFIDENTIAL)**

The Board was provided with a CONFIDENTIAL update by the Director of Finance and Estates, Confidential Note (CN-BoM-01-102025).

**Decision:** The Board **APPROVED** the Risk Register Updates report.

## **6. ITEMS APPROVED VIA WRITTEN PROCEDURE**

The Governance Officer provided the Board with a report regarding a recent change to the approval process of a number of documents. The documents will from now on be provided in full detail to the appropriate Committee and once approved by the Committee and recommended for Board's approval, will be emailed out to the Board for approvals. Any decision(s) taken in this way will then be listed under agenda point Items approved via written procedure at the next Board meeting within Items for Decision. This approach aligns with paragraph



2.7 of Board Standing Orders last approved in June 2025 and will free up time during Board meetings for essential discussions.

Following items had been **APPROVED** via written procedure prior to the Board of Management meeting:

**1. Articles of Governance**

- a.) Scottish Government Constitution Guide
- b.) Standing Orders
- c.) Terms of Reference
- d.) Scheme of Delegation
- e.) Code of Conduct for Board Members of UHI Inverness Board of Management
- f.) Financial memorandum between University of the Highlands and Islands and Inverness College UHI
- g.) Rules for election of staff members to the Board of Management

**2. Policies for Approval**

- a.) Gender based Violence Policy

**Decision:** The Board **APPROVED** the Items Approved via Written Procedure report.

The Chair of the Board thanked the Governance Officer for her detailed report.

**7. STUDENT ACTIVITY AND RECRUITMENT**

The Vice Principal – Curriculum, Operations and External Relations spoke to the joint report and provided the Board with the final student enrolments for 2024/25, and the status of current recruitment for 2025/26. The 2024/25 FE Credits target for UHI Inverness was 26,442. The credits audit is complete; the outturn is 26,886 which is just over 101% of target. The UHI Academic Partnership target for HE undergraduate students was not achieved. The 2024/25 APC target for Undergraduate students who are fundable was 1,319 fte, college delivery was 1,309 fte which is 99.2% of the target. Enrolment for 2025/26 is ongoing for FE and HE students. The majority of full-time students have enrolled, and is ongoing for part-time students, Modern and Graduate apprentices.

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Discussion about strategies to improve the HE numbers by maximising the recruitment, contacting provisional students, bigger cohort groups and promoting January and March GA start dates took place. The Board expressed concerns about the FE credit cap in place and unmet local demand with around 600 students turned away this academic year due to the credit cap.

Suggestion has been made to maximise income streams by widening the commercial offer in place to tap into important revenue streams.

**Action 3:** Discussion to take place about ways to maximise income streams by widening the commercial offer.

The Board expressed concerns that the current FE credit allocation is distributed by EO based on historic pre-Covid demand. There is a need for the value of the credit and existing credit allocation to be reviewed and evaluated in light of the current demand.

**Action 4:** Discussion to take place about existing FE credit allocation and the value of the credit.

Discussion about the HE figures and GA enrolments, possible progression routes for HNC students and reasons for dropping part-time student numbers took place. The Members agreed that understanding new learning trends is vital for future curriculum planning to meet changing demands of new emerging learners.

The Chair of the Board thanked the Vice Principal – Curriculum, Operations and External Relations for her detailed report.

## 8. OUTCOMES AND SATISFACTION RATES

The Chair of the Board confirmed the report as read and asked all Members to email the Governance Officer with comments and questions.

The Board suggested that future reports could include the national figures to better understand the position of UHI Inverness in relation to the sector.

**Action 5:** National figures to be included in future Outcomes and Satisfaction Rates reports to better position UHI Inverness in relation to the sector.

*Donald MacKenzie and Arvinder Kainth left the meeting.*

## **9. KPI MATRIX**

The Operations and Commercial Manager confirmed the report as read and provided the Board with highlights in regard to the 2025-26 targets for the respective performance measures and the actual performance for Period 1 – August 2025.

The Board welcomed the report and discussion about the current data trends, use of data by general staff and report's wider availability within the organisation took place. The Vice-Principal Curriculum, Operations and External Relations clarified that all teams and departments use their individual Quality Enhancement Plans (QEP) where actions are being logged and monitored; monthly data presentation meetings to EMT take place with key measures being presented and with underpinning data being reviewed.

The Chair of the Board thanked the Operations and Commercial Manager for his detailed report and positively commented on all targets met and exceeded.

## **10. PRINCIPAL'S REPORT**

The Principal spoke to his report which provided the Board with an overview of new and continuing activity.

Following areas were highlighted:

- Ministerial Visit and Apprenticeships
- Private Training Providers and opportunities for UHI
- Texas State University
- SFC report on financial sustainability of colleges
- Teaching space and other initiatives

The Board welcomed Principal's update and positively commented on college's high performance level and examples of best practice that could be shared with wider partnership and the sector.

Concerns were raised about the Texas agreement and further implications caused by the delays within the validation process. The Board requested a detailed report

on the impact the validation delay will have on UHI Inverness and the relationship with Texas State University.

**Action 6:** Detailed report on the impact the validation delay will have on UHI Inverness and their relationship with Texas State University to be presented to the Board.

The Board expressed concerns about the impact of the increasing topslice rate not only on UHI Inverness but on the whole partnership and how this creates a high financial risk for all the partners and their financial sustainability.

The Chair thanked the Principal for his detailed update and congratulated him on growing numbers of MA and GA students, the new Sustainable Construction Centre and on building positive relationships with local employers.

#### **11. UHI Court – OBC/FBC UPDATE (CONFIDENTIAL)**

The Chair confirmed that agenda item 10 UHI Court – OBC/FBC Update has been included within the agenda item 01 FBC Update and Discussion.

#### **12. GOVERNANCE UPDATE**

The Governance Officer spoke to her report and provided the Board with an update on current governance matters.

Following areas were highlighted:

- Board Membership Update
- Board Training Update
- Externally Facilitated Effectiveness Review
- Board Creative Sessions

The Board welcomed the update and positively commented on the progress of the Externally Facilitated Effectiveness Review currently conducted by Candy Munro, CDN.

Concerns were raised about the low training completion rates and possible risk associated. Suggestion has been made for the Board training to be added to the risk register.

**Action 7:** Board's training completion rate to be added to the college's risk register.

### **13. 2024-25 COMPLAINT REPORT**

The Chair of the Board asked Members to send any comments regarding the 2024-25 Complaint Report to herself the Governance Officer.

### **14. DRAFT MINUTES OF MEETINGS OF BOARD COMMITTEES (CONFIDENTIAL)**

The Board noted the contents of the DRAFT minutes of meetings of the:

- LTR Committee held on 10 June 2025
- FGP Committee held on 12 June 2025
- HR Committee held on 04 September 2025
- Audit Committee held on 08 September 2025
- Learning, Teaching and Research Committee held on 09 September 2025 – to follow
- Chairs Committee held on 18 September 2025 – to follow

The Chair has asked Members to send any comments regarding minutes to herself and the Governance Officer.

### **15. UHI UPDATES**

The Chair has asked Members to send any comments regarding UHI Updates to herself and the Governance Officer.

### **16. AOCB**

#### **16.a DISTRICT VALUER UPDATE**

The VP Curriculum, Operations and External Relations provided the Board with a short verbal update in regard to the An Lochran lease agreement approved by the Board in June 2025. At the time of the approval the Board requested more

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information about the District Valuer not being involved in the process. The Board was informed that the reason behind the District Valuer not involved in the lease agreement process was a high risk that the negotiated price could be increased.

The Board thanked for the update and requested that District Valuer would be informed of any future leases or renewal leases by UHI Inverness and involved in the process. The Board suggested that the FGP Committee review and approve the attached Governance Actions to Strengthen Property Transaction Oversight document shared by the Chair of the Board prior the meeting.


**Action 8:** The FGP Committee to review and approve the attached Governance Actions to Strengthen Property Transaction Oversight document and to include it in future leases or renewal leases by UHI Inverness.

The Chair of the Board thanked the VP Curriculum, Operations and External Relations for her detailed report.

The Chair of the Board thanked all Members for their time and contribution.

### 13. DATE AND TIME OF NEXT MEETING

Tuesday 16 December 2025 at 4.30 p.m.

Signed by the Chair:	
Date:	16/12/2025