UHI | INVERNESS

Meeting	Board of Management
Date and time	Tuesday 23 June 2026 at 4.30 p.m.
Location	Hybrid Meeting in room 203/204 and via Microsoft Teams

Governance Officer
26 May 2026

AGENDA

The timings on this agenda are indicative only and may extend beyond times highlighted.

Welcome and Apologies

Declaration of Interests and/or any Statement of Connections or Transparency Statements.

ITEMS FOR DECISION

16:30 – 17:00 **1) TRANSFORMATION UPDATE & DISCUSSION (CONFIDENTIAL)**
Presentation by Director of Transformation and Business Planning, UHI & University Secretary, UHI

17:00 – 17:10 **2) HISA PROPOSED REVISED ARTICLES OF ASSOCIATION**
Report by Director of Student Engagement & Representation

17:10 – 17:15 **3) MINUTES**

a.) Meeting of the Board of Management held on 31 March 2026
b.) Confidential Note (CN-01-032026) of the Board of Management held on 31 March 2026
c.) Confidential Note (CN-02-032026) of the Board of Management held on 31 March 2026
d.) Confidential Extraordinary Board of Management held on 30 April 2026
e.) Confidential Extraordinary Board of Management held on 28 May 2026

17:15 – 17:25 **4) OUTSTANDING ACTIONS**
Actions List

17:25 – 17:35 **5) HARM REDUCTION POLICY**
Report by Chairs of HR & LTR

17:35 – 17:40 **6) ITEMS APPROVED VIA WRITTEN PROCEDURE**
Report by Governance Officer

a.) Data Protection Policy
b.) Staff Flexible Working Policy
c.) Maternity & Parental Leave Policy
d.) Staff Code of Conduct Policy
e.) Dignity in the Workplace Policy

17:40 – 17:45 **7) GOVERNANCE UPDATE**
Report by Governance Officer

b.) OSCR Annual Return

17:45 – 18:15 **8) FINANCIAL BUDGET & MONITORING 2025/26 UPDATE (CONFIDENTIAL)**
Report by the VP Curriculum, Operations & External Relations & the Director of Finance and Estates

a.) Financial Recovery Plan (inc. Financial Forecast Report)
b.) Student Recruitment 2026/27
c.) VS Scheme
d.) Risk Register Update

18:15 – 18:25 **BREAK**

18:25 – 18:35 **9) REVENUE BUDGET – AY 26-27 (CONFIDENTIAL)**
Report by Director of Finance & Estates

18:35 – 18:45 **10) CAPITAL EXPENDITURE BUDGET – AY 26-27**
Report by Director of Finance & Estates

ITEMS FOR DISCUSSION

18:45 – 19:00 **11) PRINCIPAL'S REPORT (CONFIDENTIAL)**
Report from Principal

19:00 – 19:10 **12) KPI MATRIX UPDATE**
Report by Head of Operations and Business Performance

19:10 – 19:20 **13) GOVERNANCE UPDATE**
Report by Governance Officer

a.) Draft Strategic Plan 2027

FOR NOTING

19:20 – 19:20 **14) DRAFT MINUTES OF MEETINGS OF BOARD COMMITTEES (CONFIDENTIAL)**

a.) Extraordinary HR Committee held on 30 April 2026
b.) Audit Committee held on 02 June 2026
c.) HR Committee held on 04 June 2026
d.) LTR Committee held on 09 June 2026 – to follow
e.) FGP Committee held on 11 June 2026 – to follow
f.) Chairs Committee held on 18 June 2026 – to follow

19:20 – 19:20 **15) UHI UPDATES**

a.) Minutes of University Court held on 11 February 2026
b.) Minutes of University Court held on 24 February 2026

16) AOCB

REQUEST FOR APPROVAL OF HR BUSINESS CASE (CONFIDENTIAL)

Report by the Principal

17) DATE AND TIME OF NEXT MEETING

06 October 2026 at 4.30 p.m.

If any member wishes to add an item of business to the Agenda, please inform the Chair and the Governance Officer 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.

ITEM 02.

UHI | INVERNESS

Subject/Title:	Proposed Revised Articles of Association
Author: [Name and Job title]	Simon Varwell, Director of Student Engagement & Representation
Meeting:	Board of Management Meeting
Meeting Date:	23 June 2026
Date Paper prepared:	29 May 2026
Brief Summary of the paper:	A primary purpose of this work was to address information that was missing, outdated, conflicting and contradictory, or unnecessarily complex and duplicating. This "tidying up" exercise aimed broadly not to substantively change our current structures, but merely to express them in a clearer, more readable and more useable manner. At the same time, a small number of minor adjustments have been made, including: 1. The restructure of our Student Officer team (including the removal of the HTC Depute President). 2. The adjustment of our Trustee Board chair role to now sit with an independent member rather than the President. This change reflects good practice and aims to strengthen our governance by allowing an external trustee who is in place for more than one year to help ensure continuity and consistency whilst allowing the elected President to be the vice-chair. This arrangement is seen in the majority of other students' associations in Scotland and is supported in the latest Code of Governance for Students' Unions. Given the workload of the President, the HISA Trustee Board and Executive Committee supported this change as a means of encouraging applicants to the Cross-Campus Officer roles. 3. Continuing to set referendum thresholds at 200 students participating and which reflects current experiences.
Action requested: [Approval, recommendation, discussion, noting]	Approval

ITEM 02.

Link to Strategy: Please highlight how the paper links to, or assists with:: □ compliance □ partnership services □ risk management □ strategic plan □ new opportunity/change	Compliance, Partnership Services & Strategic Plan
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	N/A
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

Revised HISA Articles of Association

This paper presents HISA's revised Articles of Association for approval by each of its institutional governing bodies.

The revision is the culmination of a major undertaking begun during the 2024-25 academic year to develop revised governing documents. The documents have been approved by a referendum and Annual All-Student Meeting, and by our Trustee Board and a Special Resolution passed by our Company Law Meeting (21 May 2026).

A primary purpose of this work was to address information that was missing, outdated, conflicting and contradictory, or unnecessarily complex and duplicating. This "tidying up" exercise aimed broadly **not** to substantively change our current structures, but merely to express them in a clearer, more readable and more useable manner. At the same time, a small number of minor adjustments have been made, including:

1. The restructure of our Student Officer team (including the removal of the HTC Depute President).
2. The adjustment of our Trustee Board chair role to now sit with an independent member rather than the President. This change reflects good practice and aims to strengthen our governance by allowing an external trustee who is in place for more than one year to help ensure continuity and consistency whilst allowing the elected President to be the vice-chair. This arrangement is seen in the majority of other students' associations in Scotland and is supported in the latest Code of Governance for Students' Unions. Given the workload of the President, the HISA Trustee Board and Executive Committee supported this change as a means of encouraging applicants to the Cross-Campus Officer roles.
3. Continuing to set referendum thresholds at 200 students participating and which reflects current experiences.

The background to the role of the Association and its need to remain accountable to the University and each Academic Partner remains unchanged.

We welcome broader feedback as to how future revisions of the Articles of Association can help enhance engagement of our diverse student membership in shaping the policies and priorities of HISA.

The HISA Trustee Board have requested ratification of the updated Articles of Association with the aim to complete this process by the 30th June 2026 in order to allow a sound, stable and clear basis for constitutional functioning for 2026-27.

Xander McDade
Chair of Trustees/Student President
Highlands and Islands Students' Association
29 May 2026

The Companies Act 2006

Company Limited by Guarantee and not Having a Share Capital

Memorandum and Articles of Association of the Highlands and Islands Students' Association

To be adopted following ratification by the Court of the University of the Highlands and Islands and by Academic Partners HISA Company Law Meeting Special Resolution, 21st May 2026

HISA is a registered charity (SC046142) and represents the students at the University of the Highlands and Islands, and their academic partners.

DRAFT

Table of Contents and Comments

Part One: Key Constitutional Provisions — Page 3

This section describes the organisation, its purpose, the activities it can engage in and the boundaries of its work. It describes what happens if the organisation was to be dissolved and how the memorandum and articles can be amended.

It also includes a table of definitions and interpretations.

Part Two: Members — Page 11

This section describes who the members of the Students' Association are.

Part Three: Meetings — Page 15

This section describes how various meetings of the Association (Referendum, Annual All Student Meetings, All Student Meetings, Company Law meetings) are called and what business will take place within them.

Part Four: Trustees — Page 18

This section describes who the Trustees are, how they are appointed, how they can be removed and their powers.

Part Five: Executive Committee — Page 23

This section describes who the Executive Committee are, how they are appointed, how they can be removed and their powers.

Part Six: Decision Making by Trustees — Page 24

This section lays out how Trustee meetings will be called and run and how trustees can make decisions.

Part Seven: Administrative Arrangements and Miscellaneous Provision — Page 28

This section deals with miscellaneous issues.

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HISA is a registered charity (SC046142) and represents the students at the University of the Highlands and Islands, and their academic partners.

The Companies Act 2006 Company Limited by Guarantee and not having a Share Capital

Articles of Association of the Highlands and Islands Students' Association

BACKGROUND

A The Highlands and Islands Students' Association (the "Association") is a Students' Union within the meaning of the Education Act 1994 (formed in accordance with Article 19.1 of the University's Articles of Association) and is the eligible body to nominate students to the Court of the University of the Highlands and Islands (UHI).

The Highlands and Islands Students' Association will represent the interests of all students (FE and HE) at the University of the Highlands and Islands and its academic partners at a cross-campus level. The Association will also represent the local interests of all students at those academic partners whose representative structures are part of the Association as outlined in the Schedules to these Articles.

B The Association will seek at all times to:

(i) ensure that the diversity of its Student Membership is recognised and that equal access is available to all Student Members of whatever origin or orientation;

(ii) pursue its aims and objectives independent of any political party or religious group; and

(iii) pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society.

C These Articles have been structured to give the Board of Trustees reasonable authority to manage the affairs of the Association in a professional manner. The Student Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss all of the Trustees. The Board of Trustees will give the utmost consideration to the views of Student Members.

D Under the Education Act 1994, the University of the Highlands and Islands and its academic partners have a statutory duty to ensure that the Association operates in a fair and democratic manner and is held to proper account for its finances. The Association therefore works alongside the University of the Highlands and Islands and its academic partners in ensuring that the affairs of the Association are properly conducted and that the educational and welfare needs of the Association's Student Members are met.

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Part One
Key Constitutional Provisions

1. Definitions and Interpretation

1.1 The meanings of any defined terms used in these Articles are set out below. If any dispute arises in relation to the interpretation of these Articles or any of the Schedules, it shall be resolved by the Student President or, where appropriate, a nominee appointed by them. Any appeal to their interpretation must be directed to the Board of Trustees who shall make a final ruling.

Term	Meaning
Academic Year	the period between 1st July in one year to 30th June in the following year;
Address	includes a postal or physical address and a number or address used for the purpose of sending or receiving documents by Electronic Means;
Appointments Committee	the committee set up in accordance with the Schedules;
Articles	these Articles of Association for the Students' Association; the governing document outlining what we do;
Association	the Highlands and Islands Students' Association, also known as HISA;
Board of Trustees or Board	the Board of Trustees of the Association;
Chair	the chair of the Board of Trustees, who shall be appointed in accordance with Article [47.1];
Chair of the meeting	in the case of Trustees' meetings means the person chairing the meeting in accordance with Article [47];
Circulation Date	in relation to a written resolution, has the meaning given to it in the Companies Acts;
Clear days	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
Code of Practice	the code of practice relating to the University of the Highlands and Islands' and its academic partners' obligations under Section 22 of the Education Act;
Companies Acts	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association;
Company Law Meeting	a general meeting of the Company Law Members of the Association for the purposes of the Companies Acts;
Company Law members	members of the Association for the purposes of the Companies Acts, as defined in Article [13];
Connected person	any person falling within one of the following categories and where payment to that person might result in the Trustee obtaining benefit: a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or b) the spouse or civil partner of any person in (a); or c) any person living with a Trustee or their partner; or d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;

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Cross-Campus Officer Trustee	a Trustee elected in accordance with Article [25], often referred to as a Cross-Campus Officer;
Deputy Chair	the deputy chair of the Board of Trustees, who shall be the Student President in accordance with Article [47.2];
Document	includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
Education Act	the Education Act 1994;
Elected Officers	the Cross-Campus Officer Trustees and Local Officers elected under the Schedules;
Electronic Form and Electronic Means	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
(the) Executive Committee	means the committee comprising the Cross-Campus Officer Trustees and the Local Officers as further described in Article [37];
External Trustee	a Trustee appointed in accordance with Article [27.1] who for the avoidance of doubt shall not be deemed to be either a major Association office holder or a Cross-Campus Officer Trustee for the purposes of Section 22 of the Education Act;
Financial expert	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
Hard Copy and Hard Copy Form	have the meanings respectively given to them in the Companies Act 2006;
Local Officers	the Student Members elected in accordance with the Schedules to be Student Officers at the academic partners of UHI;
Members	the Student Members and the Company Law Members;
Positional Policy	representative and campaigning policy set by Referenda in accordance with Article [20] and schedules respectively or by the Student Members at an Annual All Student Meeting or an All Student Meeting in accordance with Article [21] and the schedules;
RAG	the Raising And Giving society which develops students by providing them with an opportunity to raise funds for charitable causes;
Referendum	a ballot in which all Student Members of the Association are entitled to cast a vote, the protocol for which shall be set out in the Schedules;
Schedules	a document outlining the working practices of the Association made from time to time in accordance with Article [52];
Secure Petition	a written request to the Association which shall be fixed in a prearranged place or places or held securely on-line;
Senior Manager	the senior manager of the Association who is appointed by the Board of Trustees;
Student	any individual who is formally registered for an approved programme of study provided by the University of the Highlands and Islands and its academic partners. For the avoidance of doubt, the relevant institution shall determine whether or not an individual has student status;
Student Trustee	a Trustee elected in accordance with Article [26] who is a Student and who, for the avoidance of doubt, shall not be a major Association office holder for the purposes of Section 22 of the Education Act;
Student Members	student members of the Association as defined in Article [11];

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Subsidiary Company	any company in which the Association holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
Trustee and Trustees	the directors of the Association as defined in Article [24]; and
Writing	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise

1.2 This constitution uses the gender-neutral pronouns “they”, “their” and “them” throughout the document.

1.3 Subject to Article [1.4], any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

1.4 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Association.

2. Name

The name of the company is the Highlands and Islands Students’ Association. In these Articles it is called “the Association”.

3. Registered Office

The registered office of the Association is situated in Scotland.

4. Objects

The objects of the Association are the advancement of education of students at the University of the Highlands and Islands and its academic partners for the public benefit by:

4.1 working to enhance the teaching and learning experience of students at the University of the Highlands and Islands and its academic partners by organising, supporting and promoting the role of students, and working in partnership with the relevant institutions and its staff;

4.2 promoting the interests and welfare of students during their course of study and representing, supporting and advising students;

4.3 being the recognised representative channel between students and the University of the Highlands and Islands and its academic partners and any other external bodies;

4.4 providing social, cultural, sporting and recreational activities, and forums for discussions and debate for the personal development of its students; and

4.5 being the recognised representative body that represents students to the University of the Highlands and Islands as the regional strategic body for further education in the Highlands and Islands.

5. Powers

To further its objects, but not to further any other purpose, the Association may:

5.1 provide services and facilities for Student Members;

5.2 establish, support, promote and operate a network of student activities for Student Members;

5.3 support any Raising & Giving (RAG) or similar fundraising activities carried out by its Student Members for charitable causes, including the provision of administrative support, banking facilities andacting as a holding trustee of any funds raised;

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5.4 alone or with other organisations:

5.4.1 carry out campaigning activities;

5.4.2 seek to influence public opinion; and

5.4.3 make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to the activities which a Scottish charity may properly undertake and provided that the Association complies with the Education Act and any guidance published by the Office of the Scottish Charity Regulator (OSCR);

5.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;

5.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;

5.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;

5.8 provide or appoint others to provide advice, guidance, representation and advocacy;

5.9 co-operate with other charities and bodies and exchange information and advice with them;

5.10 become a member, affiliate or associate of other charities and bodies;

5.11 support, set up or amalgamate with other charities with objects identical or similar to the Association's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities (including without limitation to act as trustee of any charitable trust of permanent endowment property held for any of the charitable purposes included in the Association's objects);

5.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Association's objects;

5.13 pay out of the funds of the Association the costs of forming and registering the Association;

5.14 raise funds and invite and receive contributions from any person, provided that the Association shall not carry out any taxable trading activities out with the recommendations of OSCR in raising funds;

5.15 borrow and raise money on such terms and security as the Association may think suitable including for the purposes of investment or of raising funds in accordance with the restrictions imposed by the Charities and Trustee Investment (Scotland) Act 2005;

5.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;

5.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property;

5.18 make grants or loans of money and give guarantees;

5.19 set aside funds for special purposes or as reserves against future expenditure;

5.20 invest and deal with the Association's money not immediately required for its objects in or upon any investments, securities, or property;

5.21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:

5.21.1 the investment policy is set down in writing for the financial expert by the Trustees;

5.21.2 every transaction is reported promptly to the Trustees;

5.21.3 the performance of the investments is reviewed regularly by the Trustees;

5.21.4 the Trustees are entitled to cancel the delegation at any time;

5.21.5 the investment policy and the delegation arrangements are reviewed at least once a year;

5.21.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and

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5.21.7 the financial expert may not do anything outside the powers of the Trustees;

5.22 arrange for investments or other property of the Association to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in the United Kingdom) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;

5.23 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;

5.24 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;

5.25 trade in the course of carrying out any of its objects and carry on any other trade which is not expected to give rise to taxable profits;

5.26 establish or acquire subsidiary companies to carry on any trade;

5.27 subject to Article [6] (Limitation on private benefits), employ and pay employees and professionals or other advisors;

5.28 grant pensions and retirement benefits to employees of the Association and to their dependents and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Association and their dependents;

5.29 pay out of the funds of the Association the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association, including without limitation any liability to make a contribution to the Association's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that no such insurance shall extend to:

5.2.9.1 any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);

5.2.9.2 any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct;

5.2.9.3 any liability incurred by the Trustees to the Association that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Association or in the case of which they did not care whether it was in the best interests of the Association or not; or

5.29.4 in relation to any liability to make a contribution to the Association's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Trustee's liability is their knowledge prior to the insolvent liquidation of the Association (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Association would avoid going into insolvent liquidation; and

5.30 do all such other lawful things as shall further the Association's objects.

6. Limitation on private benefits

6.1 The income and property of the Association shall be applied solely towards the promotion of its objects.

6.2 Except as provided below no part of the income and property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Association. This shall not prevent any payment in good faith by the Association of:

6.2.1 any payments made to any Member in their capacity as a beneficiary of the Association;

6.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Association provided that if such Member is a Trustee Article [6.3] shall apply;

6.2.3 interest on money lent by any Member to the Association at a reasonable and proper rate;

6.2.4 any reasonable and proper rent for premises let by any Member to the Association.

6.3 Except as provided below no Trustee may sell goods, services or any interest in land to the Association; be employed by, or receive any remuneration from, the Association; or receive any other financial benefit from the Association. This shall not prevent any payment in good faith by the Association of:

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6.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Association;

6.3.2 reasonable and proper out of pocket expenses of the Trustees;

6.3.3 reasonable and proper remuneration to any Cross-Campus Officer Trustee or Connected Person for any goods or services supplied to the Association on the instructions of the Trustees provided that:

6.3.3.1 for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Cross-Campus Officer Trustees and Connected Persons under contracts of employment with the Association;

6.3.3.2 subject to Article [6.3.3.1], the authorisation under this provision shall not extend to the service of acting as Trustee;

6.3.3.3 if the person being remunerated is a Trustee the procedure described in Article [50] (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;

6.3.3.4 if the person being remunerated is a Connected Person the procedure described in Article [50] (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;

6.3.3.5 subject to Article [6.5], this provision may not apply to more than half of the Trustees (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and

6.3.3.6 at all times the provisions of the Education Act and the Charities and Trustee Investment (Scotland) Act 2005 are complied with;

6.3.4 interest on money lent by any Trustee or Connected Person to the Association at a reasonable and proper rate;

6.3.5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Association;

6.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article [5.29];

6.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Article [60]; and

6.3.8 any payments authorised in writing by the Office of the Scottish Charity Regulator (OSCR).

6.4 For any transaction authorised by Article [6.3], the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Association shall be disapplied provided the relevant provisions of Article [6.3] have been complied with.

6.5 Where a vacancy arises on the Board of Trustees with the result that Article [6.3.3] applies to less than half of the Trustees, the Association may continue to pay remuneration to its Cross-Campus Officer Trustees and any Connected Persons receiving remuneration in accordance with Article [6.3.3] provided that the Association uses all reasonable endeavours to fill the vacancy as soon as possible.

7. Liability of Company Law Members

The liability of each Company Law Member is limited to £1, being the amount that each Company Law Member undertakes to contribute to the assets of the Association in the event of its being wound up while they are a Company Law Member or within one year after they cease to be a Company Law Member, for:

7.1 payment of the Association's debts and liabilities contracted before they cease to be a Company Law Member;

7.2 payment of the costs, charges and expenses of winding up; and

7.3 adjustment of the rights of the contributories among themselves.

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8. Dissolution

If any property remains after the Association has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members of the Association. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Association and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as these Articles impose upon the Association. The institution or institutions which are to benefit shall be chosen by the Trustees of the Association at or before the time of winding up or dissolution.

9. Reviewing and amending the Articles

9.1 The Trustees and the Court of the University of the Highlands and Islands shall be required to review the provisions of the Association's Articles of Association at intervals of no more than five years.

9.2 Any amendment to the Association's Articles of Association shall require the following:

9.2.1 A resolution passed at an All Student meeting or in a Referendum by a two thirds majority vote approving the Proposal or the Proposal(s) (as the case may be);

9.2.2 A special resolution of the Company Law Members making the amendments to the Articles that have been approved by resolution of the Student Members in accordance with Article [9.2.1];

9.2.3 Approval at a convened meeting of representatives of Court of the University of the Highlands and Islands, subject to ratification of Court in its entirety.

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Part Two
Members

10. Members of the Association

10.1 The Members of the Association shall be as follows:

10.1.1 Student Members; and

10.1.2 Company Law Members.

10.2 The Association may also have the following associate members:

10.2.1 Student Associate Members in accordance with Article [15].; and

10.2.2 Non-Student Associate Members in accordance with Article [16].

BECOMING AND CEASING TO BE A STUDENT MEMBER

11. Student Members

11.1 The Student Members of the Association shall be as follows:

11.1.1 each and every Student aged 16 and over registered with the academic partners whose representation structures are part of the Association, who has not opted out by notifying the University of the Highlands and Islands Student Records Office of their wish not to be a Student Member of the Association; and

11.1.2 the Cross-Campus Officer Trustees of the Association; and

11.1.3 the full-time Local Officers of the Association.

11.2 A register of students who have opted out of membership of the Association in accordance with these Articles shall be maintained by the University of the Highlands and Islands.

12. Termination of Student Membership

12.1 Student Membership shall not be transferable and shall cease on death. A Student Member shall cease to be a Student Member of the Association if:

12.1.1 they cease to be a student. For the avoidance of doubt, this will include the situation where a Student Member's Student status with the University of the Highlands and Islands or its academic partners is revoked by the University of the Highlands and Islands or its academic partners;

12.1.2 they cease to be a Cross-Campus Student Officer; or

12.1.3 they cease to be a full-time Local Officer; or

12.1.4 they opt out of Student Membership by giving written notice to the University of the Highlands and Islands Student Records Office; or

12.1.5 a decision is made to remove them from Student Membership of the Association in accordance with the Association's Code of Conduct or the Disciplinary Procedure for Members Schedule.

12.2 Any student who has exercised their right to opt out of Student Membership shall not be unfairly disadvantaged, with regard to the provision of Association services or otherwise, by reason of having done so.

12.3 Any student who has exercised their right to opt out shall not be permitted to engage with the democratic governance structures of the Association.

BECOMING AND CEASING TO BE A COMPANY LAW MEMBER

13. Trustees as Company Law Members

13.1 The Trustees from time to time shall be the only Company Law Members of the Association.

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13.2 A Trustee shall become a Company Law Member on becoming a Trustee.

13.3 The names of the Company Law Members of the Association shall be entered in the register of Company Law Members.

14. Termination of Company Law Membership

14.1 A Company Law Member shall cease to be a Company Law Member if they cease to be a Trustee.

14.2 Company Law Membership is not transferable and shall cease on death.

BECOMING AND CEASING TO BE ASSOCIATE MEMEBERS

15. Student Associate Members

15.1 Students registered with academic partners that maintain independent students' associations are not Student Members of the Association.

15.2 Students registered with academic partners that maintain independent students' associations have a category of membership, Student Associate Member, that enables them to be represented by the Highlands and Islands Students' Association at a cross-campus level.

15.3 This category of membership enables these students to fully participate in all Association business in relation to cross-campus matters. This includes Cross-Campus Officer Trustee elections, committees, referenda, petitions and any other cross-campus activity delivered by the Association.

15.4 Under agreement between the Highlands and Islands Students' Association and these independent students' associations, some services may be shared.

15.5 Student Associate Membership shall not be transferable and shall cease on death. A Student Associate Member shall cease to be a Student Member of the Association if:

15.5.1 they cease to be a Student. For the avoidance of doubt, this will include the situation where a Student Associate Member's Student status with the University of the Highlands and Islands or its academic partners is revoked by the University of the Highlands and Islands or its academic partners;

15.5.2 they opt out of Student Associate Membership by giving written notice to the University of the Highlands and Islands Student Records Office; or

15.5.3 a decision is made to remove their Student Association Membership in accordance with the Association's Code of Conduct or the Disciplinary Procedure for Members Schedule.

16. Non-Student Associate members

16.1 The Annual All Student Meeting (AASM) may establish such classes of Non-Student Associate Membership with such description and with such rights and obligations as they think fit and may admit and remove such Non-Student Associate Members in accordance with the Schedules provided that no such Non-Student Associate Members shall be Members of the Association for the purposes of the Articles or the Companies Acts.

16.2 Non-Student Associate Members shall not be Members for the purposes of these Articles and shall not be entitled to vote on any matter.

MEMBERSHIP RIGHTS & RESPONSIBILITIES

17. Rights Of Membership

17.1 Student Members of the Association shall be entitled to;

17.1.1 Engage with the Association's democratic functions;

17.1.2 Utilise the social facilities administered by the Association;

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17.1.3 Access the services and support facilities provided by the Association;

17.1.4 Join registered student groups (for example Sport Clubs and Societies) subject to the conditions of membership of such groups;

17.1.5 Engage in the democratic functions of student groups of which they are members;

17.1.6 Represent the organisation in competitive sport including, but not limited to, BUCS competitions subject to qualification conditions of each sporting body;

17.1.7 Be represented by the Association on academic issues and any other relevant issues that arise as a result of their student status; and

17.1.8 Attend Company Law Meetings as observers at the invitation of the Chair.

17.2 Company Law Members shall be entitled to;

17.2.1 Participate in Company Law meetings subject to their rules and regulations;

17.2.2 Utilise the social facilities administered by the Association;

17.2.3 Access the publicly available services provided by the Association (unless otherwise stated); and

17.2.4 Join registered student groups (for example Sport Clubs and Societies) subject to the conditions of non-student membership of such groups and the approval of their committee.

17.3 Student Associate Members shall be entitled to;

17.3.1 Engage with the Association's cross-campus democratic functions;

17.3.2 Utilise the social facilities administered by the Association;

17.3.3 Access the services and support facilities provided by the Association;

17.3.4 Join registered student groups (for example Sport Clubs and Societies) subject to the conditions of membership of such groups;

17.3.5 Engage in the democratic functions of student groups of which they are members;

17.3.6 Represent the organisation in competitive sport including, but not limited to, BUCS competitions subject to qualification conditions of each sporting body;

17.3.7 Be represented by the Association on academic issues and any other relevant issues that arise as a result of their student status; and

17.3.8 Attend Company Law Meetings as observers at the invitation of the Chair.

17.4 Non-Student Associate Members shall be entitled to;

17.4.1 Utilise the social facilities administered by the Association;

17.4.2 Access the publicly available services provided by the Association (unless otherwise stated);

17.4.3 Join registered student groups (for example Sports Clubs and Societies) subject to the conditions of Non-Student Associate Membership of such groups and the approval of their committee; and

17.4.4 Attend Company Law Meetings as observers at the invitation of the Chair.

18. Responsibilities Of Membership

18.1 All types of membership shall be subject to the Articles, Schedules and Policies of the Students' Association including the Code of Conduct.

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19. Code of Conduct

19.1 The Board of Trustees will establish and monitor a “code of conduct” that all Student Members and all Student Associate Members shall be required to adhere to, including when Student Members are involved in activities or at events that are administered or organised by the Association.

19.2 The code of conduct may include a range of sanctions for breach of the code of conduct by a Student Member or a Student Associate Member, including the suspension or removal of any or all of the rights and privileges of Student Membership or Student Associate Membership, including the holding of office.

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Part Three
Meetings

20. Referendums

20.1 A Referendum may be called on any issue by:

20.1.1 a resolution of the Trustees; or

20.1.2 a majority vote of the Annual All Student Meeting; or

20.1.3 a majority vote of the All Student Meeting; or

20.1.4 A Secure Petition signed by at least 100 Student Members and/ or Associate Student Members

20.2 Subject to Article [31.1.2], a resolution may only be passed by Referendum if at least 200 Student Members and/ or Associate Student Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.

20.3 Referenda shall be conducted in accordance with these Articles and the Schedules.

20.4 Subject to Article [33.3], the Student Members may set Positional Policy by Referendum. Policy set by Referendum may overturn Positional Policy set by an Annual All Student Meeting (AASM) or an All Student Meeting (ASM).

21. Annual All Student Meetings

21.1 The Association shall hold an Annual All Student Meeting (AASM) each Academic Year which shall be called and held in accordance with these Articles and the Schedules. The Annual All Student Meeting (AASM) shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Student Members to attend.

21.2 The Annual All Student Meeting (AASM) shall, but is not limited to:

21.2.1 represent the voice of the Students;

21.2.2 ratify minutes of the previous Annual Student Members' Meeting (AASM);

21.2.3 receive the annual Trustee report and / or an overview of the Association's activities since the previous Annual All Student Meeting (AASM);

21.2.4 receive the accounts of the Association for the previous financial year;

21.2.5 subject to Article [33.3], set the Positional Policy of the Association and refer Positional Policy to Referenda of the Student Members;

21.2.6 ratify the decisions made by the Appointments and Remunerations Committee relating to the appointment of Student Trustees and External Trustees in accordance with Articles [26] and [27.1];

21.2.7 scrutinise the activity of the elected Student Officers;

21.2.8 question the Trustees;

21.2.9 make, repeal and amend the Schedules jointly with the Trustees in accordance with Article [52];

21.2.10 approve the list of affiliations of the Association; and

21.2.11 appoint Non-Student Associate Members in accordance with Article [16] and the Schedules

21.3 The Association may hold additional All Student Meetings (ASMs) in addition to the Annual All Student Meeting (AASM). Such meetings shall be called and held in accordance with the Schedules.

21.4 For the avoidance of doubt, any Annual All Student Meeting (AASM) or All Student Meeting (ASM) held under this Article [21] shall not be a Company Law Meeting of the Association for the purposes of the Companies Acts.

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22. Company Law Meetings

22.1 The Trustees may call a Company Law Meeting at any time.

22.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.

22.2 A Company Law Meeting will only be required where the Association wishes to pass a company law resolution (other than by way of written resolution) in accordance with the Articles and/or the Companies Acts, for example a resolution to amend the Association's Articles of Association.

23. Written Resolutions

23.1 Subject to this Article [23], a written resolution agreed by:

23.1.1 Company Law Members representing a simple majority; or

23.1.2 (in the case of a special resolution) Company Law Members representing not less than 75%;

of the total voting rights of eligible Company Law Members shall be effective.

23.2 On a written resolution each Company Law Member shall have one vote.

23.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

Circulation

23.4 A copy of the proposed written resolution must be sent to every eligible Company Law Member together with a statement informing the Company Law Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse.

23.5 In relation to a resolution proposed as a written resolution of the Association the eligible Company Law Members are the Company Law Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

23.6 The required majority of eligible Company Law Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.

23.7 Communications in relation to written resolutions must be sent to the Association's auditors in accordance with the Companies Acts.

Signifying agreement

23.8 A Company Law Member signifies their agreement to a proposed written resolution when the Association receives from them (or from someone acting on their behalf) an authenticated document:

23.8.1 identifying the resolution to which it relates; and

23.8.2 indicating the Company Law Member's agreement to the resolution.

23.9 For the purposes of Article [23.8]:

23.9.1 a document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

23.9.2 a document sent or supplied in Electronic Form is sufficiently authenticated if:

23.9.2.1 the identity of the sender is confirmed in a manner specified by the Association; or

23.9.2.2 where no such manner has been specified by the Association, if the communication contains or is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement.

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23.10 If the Association gives an electronic address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the document).

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Part Four
Trustees

APPOINTMENT AND RETIREMENT OF TRUSTEES

24. Appointment of Trustees

The Trustees shall be made up of the following persons:

24.1 Cross-Campus Officer Trustees, elected in accordance with Article [25];

24.2 Student Trustees, appointed in accordance with Article [26];

24.3 External Trustees, appointed in accordance with Article [27].

25. Cross-Campus Officer Trustees

25.1 The Cross-Campus Officer Trustees shall be elected by secret ballot by the Student Members and Associate Student Members of the Association at an election to be held in accordance with the Schedules.

25.2 Cross-Campus Officer Trustees shall be elected in accordance with Article [25.1] to posts specified in the Schedules and each of these Cross-Campus Officer Trustees shall also hold office as a Trustee until they cease to be a Cross-Campus Officer Trustee in accordance with Article [31] or cease to be a Cross-Campus Officer Trustee in accordance with Articles [28]. Except where otherwise indicated, references in these Articles to “Cross-Campus Officer Trustees” are to individuals acting solely in their capacity as Cross-Campus Officer Trustees.

25.3 The Cross-Campus Officer Trustees shall remain in office for a term of one year commencing in accordance with the Schedules. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, a Cross-Campus Officer Trustee may be re-elected for a maximum further term of one year by the Student Members and Student Associate Members of the Association at an election to be held in accordance with the Schedules. For the avoidance of doubt, a Cross-Campus Officer Trustee’s terms of office may be either consecutive or non-consecutive.

25.4 Each Cross-Campus Officer must either be:

25.4.1 a Student Member; or

25.4.2 a Student Associate Member; or

25.4.3 a first year Cross-Campus Trustee; or

25.4.4 a full-time Local Officer;

at the time of their election.

25.5 In accordance with Article [11], each Cross-Campus Officer Trustee shall become a Student Member of the Association on commencement of their appointment or reappointment as a Cross-Campus Officer Trustee. Such Student Membership shall cease when the Cross-Campus Officer Trustee ceases to be a Cross-Campus Officer Trustee.

25.6 The Cross-Campus Officer Trustees shall be deemed to be “major Association office holders” for the purposes of Section 22 of the Education Act.

25.7 At the same time as commencing the term of office, each Cross-Campus Officer Trustee will enter into a contract of employment with the Association for a term to be determined by the Schedules. The duties and method of remuneration of each Cross-Campus Officer Trustee shall be as set out in the Schedules.

26. Student Trustees

Subject to Article [26.1] below, Student Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each Student Trustee is ratified by a simple majority vote of the Annual All Student Meeting (AASM) or All Student Meeting (ASM). For the avoidance of doubt, such appointments shall not take effect until it has been ratified by the Annual All Student Meeting (AASM) or All Student Meeting (ASM).

26.1 Each Student Trustee must be a Student at the time of their appointment (and shall continue to be a Student for the duration of their term as a Student Trustee).

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26.2 Student Trustees shall remain in office for a maximum term of two years commencing in accordance with the Schedules. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.

26.3 A Student Trustee may serve a maximum of two terms which may either be consecutive or non-consecutive.

27. External Trustees

27.1 External Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each External Trustee is ratified by a simple majority vote of the Annual All Student Meeting (AASM) or All Student Meeting (ASM). For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Annual All Student Meeting (AASM) or All Student Meeting (ASM).

27.2 Unless their appointment is terminated in accordance with Articles [28], [29] or [30], External Trustees shall remain in office for a term of up to four years commencing in accordance with the Schedules.

27.3 External Trustees may serve for a maximum of two terms which may either be consecutive or non-consecutive.

27.4 They may not be Student Members, Associate Student Members, employees of the Association, or serving governors at UHI.

28. Disqualification, Resignation and Removal of Trustees

The office of a Trustee shall be vacated if:

28.1 that person ceases to be a Trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a company director by law;

28.2 they become prohibited by law from being a charity trustee;

28.3 in the case of a Cross-Campus Officer Trustee, they cease to be a Cross-Campus Officer Trustee;

28.4 in the case of a Student Trustee, they cease to be either a Student Member or Student Associate Member;

28.5 in the case of a Cross-Campus Officer Trustee or a Student Trustee, their Student Membership or Student Associate Membership of the Association is removed in accordance with the Association's code of conduct;

28.6 they resign by notice to the Association (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);

28.7 they fail to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that they are removed for this reason; or

28.8 they are removed from office under Article [29] or [30].

29. Removal of Student Trustees or External Trustees by an All Student Meeting (ASM)

The office of a Trustee shall be vacated if:

29.1 A motion of no confidence in the Trustee is passed by a two thirds majority vote at an All Student Meeting (ASM). Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 100 Student Members and, or Student Associate Members.

30. Removal of Trustees by the Board

The office of External Trustee or Student Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Article [46].

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31. Removal of Cross-Campus Officer Trustees

31.1 A Cross-Campus Officer Trustees shall be removed from office if they:

31.1.1 resign or die;

31.1.2 are removed from office by a motion of no confidence: this is passed by a simple majority of the Student Members and/ or Student Associate Members voting in a Referendum, provided that at least 200 Student Members and/ or Student Associate Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 100 Student Members and/ or Student Associate Members;

31.1.3 provided that, such removal shall be subject to the Association having first carried out any steps it is required to take under the Elected Officer's contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice.

32. Replacement of Trustees

32.1 If a Cross-Campus Officer Trustee resigns, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the Board of Trustees shall be filled in accordance with the Schedules.

32.2 If a Cross-Campus Officer Trustee resigns, is disqualified or is removed from office after the commencement of the Academic Year the vacancy shall be filled in accordance with the Schedules. Any person elected under these Articles may be required to assume the responsibilities of the Cross-Campus Officer Trustee.

32.3 If a Student Trustee resigns, is disqualified or is removed from office, a Student Trustee may be appointed to the vacancy in accordance with Article [26].

32.4 If an External Trustee resigns, is disqualified or is removed from office, an External Trustee shall be appointed to the vacancy in accordance with Article [27.1].

TRUSTEES' POWERS AND RESPONSIBILITIES

33. Trustee's general authority

33.1 The Board of Trustees shall be responsible for the management and administration of the Association and (subject to the Education Act, these Articles and the Schedules) may exercise all the powers of the Association. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

33.2 The Board's powers under Article [33.1] shall include but not be limited to responsibility for:

33.2.1 the governance of the Association;

33.2.2 the budget of the Association; and

33.2.3 the strategy of the Association.

33.3 The Board of Trustees may override any decision or Positional Policy made by the Student Members and/ or Student Associate Members at an Annual All Student Meeting (AASM), or All Student Meeting (ASM), or by Referendum which the Trustees consider (in their absolute discretion):

33.3.1 has or may have any financial implications for the Association;

33.3.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);

33.3.3 is not or may not be in the best interests of the Association or all or any of its charitable objects; or

33.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article [33.2].

33.4 No alteration of these Articles or the Schedules shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.

33.5 All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:

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33.5.1 was not properly appointed;

33.5.2 was disqualified from holding office;

33.5.3 had vacated office; or

35.3.4 was not entitled to vote.

34. Trustees may delegate

34.1 Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles:

34.1.1 to such person or committee;

34.1.2 by such means (including by power of attorney);

34.1.3 to such an extent;

34.1.4 in relation to such matters or territories; and

34.1.5 on such terms and conditions as they think fit.

34.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.

34.3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

35. Committees

35.1 In the case of delegation to committees:

35.1.1 the resolution making the delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);

35.1.2 subject to Article [35.3], the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;

35.1.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary;

35.1.4 no committee shall knowingly incur expenditure or liability on behalf of the Association except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

35.2 The Trustees shall establish and retire committees in accordance with their powers under Articles [33.1] and [33.2]. The remit and authority of such committees shall be defined in the Schedules.

35.3 For the avoidance of doubt, the Trustees may (in accordance with Articles [34] and [35.1]) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Schedules and provided always that no committee shall incur expenditure on behalf of the Association except in accordance with a budget which has been approved by the Trustees.

35.4 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any Schedules.

36. Delegation of day-to-day management powers to the Association's Senior Manager

In the case of delegation of the day-to-day management of the Association to the Association's Senior Manager:

36.1 the delegated power shall be to manage the Association by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;

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36.2 the Trustees shall provide the Association's Senior Manager with a description of their role and the extent of their authority;

36.3 the Association's Senior Manager shall report regularly to the Trustees on the activities undertaken in managing the Association and provide them regularly with management accounts sufficient to explain the financial position of the Association; and

36.4 the Trustees shall provide the Association's Senior Manager with a performance management structure to aid their work plan and development.

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Part Five
Executive Committee

37. The Executive Committee

37.1 Unless the Trustees or schedules determine otherwise, the Executive Committee shall include:

37.1.1 the Cross-Campus Officer Trustees; and

37.1.2 one elected Local Officer from each academic partner.

37.2 The Executive Committee's responsibility shall not include the duties of the Trustees as set out in Article [33] but shall include representation and campaigning work and the implementation of Positional Policy save in so far as these responsibilities have not been delegated to another committee.

37.3 The Association's Senior Manager and the Association's management team may attend meetings of the Executive Committee at the request of the Executive Committee.

37.4 The Executive Committee shall meet in accordance with the Schedules.

38. Local Officers

38.1 Local Officers shall be elected by secret ballot by the Student Members of the Association at an election to be held in accordance with the Schedules.

38.2 The Local Officers shall remain in office for a term of one year commencing in accordance with the Schedules. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, a Local Officer may be re-elected for a maximum further term of one year by the Student Members of the Association at an election to be held in accordance with the Schedules. For the avoidance of doubt, the term of a Local Officer may be either consecutive or non-consecutive.

38.3 Each Local Officer must be a Student at the time of their election; in the case of a full-time Local Officer, they may be a first year full-time Local Officer at the time of their election.

38.4 In accordance with Article [11], each full-time Local Officer shall become a Student Member of the Association on commencement of their appointment or reappointment as a Local Officer. Such Student Membership shall cease when the Local Officer ceases to be a Local Officer.

38.5 Local Officers shall be deemed to be "major Association office holders" for the purposes of Section 22 of the Education Act.

38.6 At the same time as commencing the term of office, each Local Officer will enter into a contract of employment with the Association for a term to be determined by the Schedules. The duties and method of remuneration of each Local Officer shall be as set out in the Schedules.

38.7 A Local Officer shall be removed from office if they:

38.7.1 resign or die;

38.7.2 are removed from office by a motion of no confidence: this is passed by a simple majority of the Student Members and/ or Student Associate Members voting in a Referendum, provided that at least 200 Student Members and/ or Student Associate Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 100 Student Members and/ or Student Associate Members;

38.7.3 provided that, such removal shall be subject to the Association having first carried out any steps it is required to take under the Elected Officer's contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice.

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Part Six
Decision Making by Trustees

DECISION-MAKING BY TRUSTEES

39. Trustees to take decisions collectively

Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article [49] (Majority decisions without Trustees' meeting).

40. Trustees' meetings

40.1 The Trustees shall hold a minimum of four meetings in any Academic Year.

40.2 Guests or observers can attend meetings of the Trustees at the discretion of the Chair of the meeting.

41. Calling a Trustees' meeting

Two Trustees may, and the Association's Senior Manager at the request of two Trustees, shall call a Trustees' meeting.

42. Length of Notice

A Trustees' meeting shall be called by at least seven clear days' notice unless either:

42.1 all the Trustees agree to shorter notice; or

42.2 urgent circumstances require shorter notice.

43. Contents of Notice

Every notice calling a Trustees' meeting shall specify:

43.1 the place, day and time of the meeting;

43.2 the general particulars of all business to be considered at such meeting; and

43.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

44. Service of Notice

Notice of Trustees' meetings shall be given to each Trustee, but need not be in writing. Notice of Trustees' meeting may be sent by Electronic Means to an address provided by the Trustee for the purpose.

45. Participation in Trustees' meetings

45.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

45.1.1 the meeting has been called and takes place in accordance with the Articles; and

45.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

45.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

45.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

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46. Quorum for Trustees' meetings

46.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

46.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than four. Unless otherwise fixed, the quorum shall be four and such quorum must include at least one Cross-Campus Officer Trustee. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be four.

46.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to increase the number of Trustees, including by calling An All Student Meeting (ASM) so as to enable Student Members and/ or Student Associate Members to ratify further Student Trustees or External Trustees, or by calling an election so as to enable the Student Members and/ or Student Associate Members to elect further Cross-Campus Officer Trustees.

47. Chair and Deputy Chair

47.1 The Trustees shall appoint an External Trustee to be the Chair of the Trustees and may at any time remove them from office.

47.2 The Student President shall be the Deputy Chair of the Trustees.

47.3 In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

48. Casting vote

Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.

49. Majority decisions without Trustees' meeting

49.1 The Trustees may, in the circumstances outlined in this Article, make a simple majority decision without holding a Trustees' meeting.

49.2 If:

49.2.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;

49.2.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;

49.2.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

49.2.4 simple majority of the Trustees vote in favour of a particular decision on that matter;

a decision of the Trustees may be taken by a majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.

49.3 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article:

49.3.1 may be in different places, and may participate at different times; and

49.3.2 may communicate with each other by any means.

49.4 No decision shall be taken by the Trustees in accordance with Article [49] unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with Article [49] shall be the same as the quorum for Trustees' meetings as set out in Article [46].

49.5 The Chair or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with Article [49]. The process shall include:

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49.5.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;

49.5.2 the nomination of a person to whom all Trustees' votes must be communicated;

49.5.3 if a majority of the Trustees vote in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and

49.5.4 the nominated person must prepare a minute of the decision in accordance with Article [55].

49.6 In the case of an equality of votes in any decision-making process in accordance with this Article, the chair shall be entitled to a casting vote in addition to any other vote they may have but this does not apply if, in accordance with the Articles, the chair or specified Trustee is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

50. Trustee interests and management of conflicts of interest

Declaration of interests

50.1 Unless Article [50.2] applies, a Trustee must declare the nature and extent of:

50.1.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the Association; and

50.1.2 any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of the Association or their duties to the Association.

50.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

50.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Association, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

50.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Association, they may participate in the decision-making process and may be counted in the quorum and vote unless:

50.4.1 the decision could result in the Trustee or any person who is connected with them receiving a benefit other than:

50.4.1.1 any benefit received in their capacity as a beneficiary of the Association (as permitted under Article [6.3.1]) and which is available generally to the beneficiaries of the Association;

50.4.1.2 the payment of premiums in respect of indemnity insurance effected in accordance with Article [5.29];

50.4.1.3 payment under the indemnity set out at Article [60]; and

50.4.1.4 reimbursement of expenses in accordance with Article [6.3.2]; or

50.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary;

in which case they must comply with Article [50.5].

50.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article [50.5], they must:

50.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

50.5.2 not be counted in the quorum for that part of the process; and

50.5.3 withdraw during the vote and have no vote on the matter.

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Continuing duties to the Association

50.6 Where a Trustee has a conflict of interest or conflict of duties and the Trustee has complied with their obligations under these Articles in respect of that conflict:

50.6.1 the Trustee shall not be in breach of their duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and

50.6.2 the Trustee shall not be accountable to the Association for any benefit expressly permitted under these Articles which they or any person connected with them derives from any matter or from any office, employment or position.

51. Register of Trustees' interests

The Trustees shall cause a register of Trustees' interests to be kept.

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Part Seven
Administrative Arrangements and Miscellaneous Provision

52. Schedules

The Trustees and the membership (via either an Annual All Student Meeting (AASM) or an All Student Meeting (ASM)) shall have the power from time to time to jointly make, repeal or amend Schedules as to the management of the Association and its working practices provided that such Schedules shall not be inconsistent with these Articles.

53. Communications by and to the Association

Methods of communication

53.1 Subject to the Articles and the Companies Acts, any document or information (including any notice, report or accounts) sent or supplied by the Association under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Association, including without limitation:

53.1.1 in Hard Copy Form;

53.1.2 in Electronic Form; or

53.1.3 by making it available on a website.

53.2 Where a document or information which is required or authorised to be sent or supplied by the Association under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.

53.3 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

Deemed delivery

53.4 A Member present in person or by proxy at a meeting of the Association shall be deemed to have received notice of the meeting and the purposes for which it was called.

53.5 Where any document or information is sent or supplied by the Association to the Members:

53.5.1 where it is sent by post it is deemed to have been received 48 hours (excluding Saturdays, Sundays, and Public Holidays) after it was posted;

53.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

53.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

53.5.3.1 when the material was first made available on the website; or

53.5.3.2 if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

53.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Company Law Member) may agree with the Association that notices or documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

53.7 Where any document or information has been sent or supplied by the Association by Electronic Means and the Association receives notice that the message is undeliverable:

53.7.1 if the document or information has been sent to a Company Law Member and is notice of a Company Law Meeting of the Association, the Association is under no obligation to send a Hard Copy of the document or information to the Company Law Member's postal address as shown in the Association's register of Company Law Members, but may in its discretion choose to do so;

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53.7.2 in all other cases, the Association shall send a Hard Copy of the document or information to the Member's postal address as shown in the Association's register of Members (if any), or in the case of a recipient who is not a Member, to the last known postal address for that person (if any); and

53.7.3 the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

53.8 Copies of the Association's annual accounts and reports need not be sent to a person for whom the Association does not have a current address.

53.9 Notices of Company Law Meetings need not be sent to a Member who does not register an address with the Association, or who registers only a postal address outside the United Kingdom, or to a Company Law Member for whom the Association does not have a current address.

Communications to the Association

53.10 The provisions of the Companies Acts shall apply to communications to the Association.

54. Secretary

54.1 A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

54.1.1 anything authorised or required to be given or sent to, or served on, the Association by being sent to its Secretary may be given or sent to, or served on, the Association itself, and if addressed to the Secretary shall be treated as addressed to the Association; and

54.1.2 anything else required or authorised to be done by or to the Secretary of the Association may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

55. Minutes

55.1 The Trustees shall cause minutes to be made:

55.1.1 of all appointments of officers made by the Trustees;

55.1.2 of all resolutions of the Association and of the Trustees; and

55.1.3 of all proceedings at meetings of the Association and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Student Member or Trustee of the Association, be sufficient evidence of the proceedings.

55.2 The minutes referred to in Article [55.1] above must be kept for at least ten years from the date of the meeting, resolution or decision.

55.3 The minutes of the meetings referred to in Article [55.1] above shall normally be considered open and shall be available to the Student Members on the Association's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Association's offices

56. Records and accounts

56.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities and Trustee Investment (Scotland) Act 2005 as to maintaining a Company Law Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Office of the Scottish Charity Regulator (OSCR) of:

56.1.1 annual reports;

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56.1.2 annual returns; and

56.1.3 annual statements of account.

56.2 Both Student Members and Student Associate Members of the Association have the right to ask the Trustees questions in writing about the content of any documents referred to in Article [56.1].

57. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

58. Patrons

The Trustees may appoint and remove any individual(s) as patron(s) of the Association and on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any Annual All Student Meeting (AASM) or All Student Meeting (ASM) as if a Student Member and shall also have the right to receive accounts of the Association when available to Student Members.

59. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

60. Indemnity

TRUSTEES' INDEMNITY

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Association may be indemnified out of the assets of the Association against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association, and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of their duties or in relation thereto.

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Subject/Title:	Outstanding Actions
Author: [Name and Job title]	Ludka Orlowska-Kowal Governance Officer
Meeting:	Board of Management Meeting
Meeting Date:	23 June 2026
Date Paper prepared:	12 June 2026
Brief Executive Summary of the paper:	This paper provides the Board of Management with an update on all outstanding actions. The status of the actions has been clearly marked, with updates provided for outstanding actions.
Action requested: [Approval, recommendation, discussion, noting]	Discussion and Noting.
Link to Strategy: Please highlight how the paper links to, or assists with:**:** □ compliance □ partnership services □ risk management □ strategic plan □ 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	N/A

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

Purpose of the report

To provide the Board of Management with an update on all outstanding action.

Executive Summary

The Board of Management oversees and monitors the progress of all actions and recommendations raised to date. The status of the actions has been clearly marked, with updates and comments provided for outstanding actions. The Governance Officer monitors the action progress and contacts all actions owners for updates on a regular basis.

Progress update:

- Board of Management action list:
  - ✓ 2 actions complete
  - ✓ 5 ongoing actions

BOM - Action List

ITEM 04.a

Action	Academic Year	Status	Finding	Recommendation	Recommendation Significance	Implementation Date	Responsible Officer	Comments
3	25/03/2025 2024/25	Ongoing	**Variations of credit-based funding across partnership:** The importance of a consistent approach to the use of credits by all partners and the RBS had been highlighted by the Board.	The variations of credit-based funding across partnership to be raised with UHI.	Medium	31 June 2025	Chair of the Board	**Update 31/06/2025:** 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. **Update at 08/12/2025:** This action is being reviewed as part of the FBC process. **Update at 03/02/2026:** This action is being reviewed as part of the FBC process. **Update at 31/03/2026:** This action is being reviewed as part of the Transformation process. **Update at 28/05/2026:** This action is being reviewed as part of the Transformation process and being moved forward as part of Option 3.
4	24/06/2025 2024/25	Ongoing	**Topslice increase for 2025/26:** Discussion about the financial figures presented, concerns regarding duplication of systems and processes and the need for the topslice being reviewed took place.	Reasons for the increase in topslice for 2025/26 to be discussed with EO.	High	31 October 2025	Chair of the Board	**Update at 07/10/2025**: The Chair of the Board will re-check the status of this action with EO. **Update at 08/12/2025:** This action is being reviewed as part of the FBC process. **Update at 03/02/2026:** This action is being reviewed as part of the FBC process. **Update at 31/03/2026:** This action is being reviewed as part of the Transformation process. **Update at 28/05/2026:** This action is being reviewed as part of the Transformation process and being moved forward as part of Option 3.
10	24/06/2025 2024/25	Ongoing	**Principal's Report – QAA process:** The Board raised concerns in regard to the current QAA self-evaluation process, its 6 years cycle and risk associated with the final report being done for the whole of the partnership, not for individual colleges.	Feedback about the new QAA process to be shared with EO and SFC. There is a need for more frequent meetings.	Medium	31 October 2025	Chair of the Board	**Update at 07/10/2025:** Feedback to be shared with EO and SFC. **Update at 08/12/2025:** QAA reporting process might change with any new structure emerging from the Transformation process. **Update at 03/02/2026:** This action is being reviewed as part of the FBC process. **Update at 31/03/2026:** This action is being reviewed as part of the Transformation process. **Update at 28/05/2026:** This action is being reviewed as part of the Transformation process and being moved forward as part of Option 3. **Update at 09/06/2026:** As reported to the LTR Committee the Partnership Quality and Enhancement Committee suggested that the QAA process and SEAP documents should be reviewed by the Principals in Partnership Council.
21	31/03/2026 2025/26	Complete	**Timeline for the VSS:** The Board agreed that clarification needs to be sought from the RSB regarding the timeline of the process.	Communication to be sent back to the RSB to clarify the initial timeline of 6-8 months.	High	03 April 2026	Chair of the Board	
22	31/03/2026 2025/26	Complete	**KPI Matrix:** It was previously suggested that incorporated budget impacts could be added to the KPI Matrix going forward. The Head of Operations and Business Performance to meet with Chairs of FGP and Audit to discuss the addition of a column on budget impact, what is being measured and at what point in the year.	Incorporated budget impact column to be added to the KPI Matrix. Meeting to be scheduled with Chairs of Audit & FGP.	Medium	23 June 2026	Chairs of Audit, FGP & Head of Operations	**Update at 29/05/2026:** Meeting took place on 28/05/2026 with new format of the report agreed for next AY to better capture and monitor financial and budgetary measures.
23	31/03/2026 2025/26	Ongoing	**Governance Update:** Discussion about the proposed new template for the Skills, Knowledge & Experience Self-Assessment took place with the Board asking for assurance that the new template will be able to reflect Member's skills but also to be reviewed to ensure more user-friendly format.	Format and content of the new Skills, Knowledge & Experience Self-Assessment template to be reviewed to ensure all skills are captured and the form is user-friendly.	Medium	23 June 2026	Chair of the Board & Gov Off	**Update at 12/06/2026:** In May 2026 the Board agreed for a SLWG to be created to review the template and guidance documents. Meeting took place on 10/06/2026 and work is ongoing with next meeting to take place in July 2026. The reviewed and updated documents will be presented at Chairs Committee meeting in September 2026 & full Board in October.
24	28/05/2026 2025/26	Ongoing	**Research Update:** The wider partnership will continue to support research but a realignment of UHI Strategy will be implemented to link it closer with the transformation project and to include sector led demand.	An update to be provided regarding new UHI Strategy, wider partnership experience and knowledge exchange in terms of research.	Medium	Dec 2026	Deputy Principal Academic & Research, UHI	

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Board of Management

Subject/Title:	Policy Approval
Author: [Name and Job title]	Quality
Meeting:	Board of Management
Meeting Date:	23rd June 2026
Date Paper prepared:	11th June 2026
Brief Summary of the paper:	The Board are asked to approve the reviewed and new Policies listed below. Please see the below consultation area which highlights the approval record so far at Policy & Procedure Review Panel (PPRP), JCC, Employee Engagement Group and all Staff Consultation. Summary of the changes are as follows: 1. **Harm Reduction Policy – NEW** This is a new policy developed to complement our existing suite of staff and student facing policies, strategies and initiatives to support health and wellbeing. This policy has been developed in conjunction with the Highland Alcohol and Drugs Partnership and in line with national policy drivers to prevent and reduce alcohol and drug related harm. Following HR & LTR Committees and comments received further amendments to the document were made as follows: • Wording of section 3.7 around possession of illegal drugs updated to 'will' be reported to police instead of 'may'. Also updated in the Staff Code of Conduct. • Zero tolerance statement added to the first paragraph.
Action requested: [Approval, recommendation, discussion, noting]	Approval
Link to Strategy: Please highlight how the paper links to, or assists with:**:** • compliance • partnership services • risk management • strategic plan • new opportunity/change	Compliance
Resource implications:	No

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<tr><td></td><td>If yes, please specify:</td></tr>
<tr><td>Risk implications:</td><td>Yes
If yes, please specify:
Operational:
Organisational: Policies review and development required to ensure compliance with legislation and awarding body regulations.</td></tr>
<tr><td>Equality and Diversity implications:</td><td>Yes
If yes, please specify:
Policy EIA’s included</td></tr>
<tr><td>Consultation:
[staff, students, UHI & Partners, External] and provide detail</td><td>
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<tr><td>5. Harm Reduction</td><td>N/A</td><td>15 May</td><td>15 May</td><td>15 May – 4 Jun</td></tr>
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<tr><td>Status – [Confidential/Non confidential]</td><td>Non-confidential</td></tr>
<tr><td>Freedom of Information
Can this paper be included in “open” business* [Yes/No]</td><td>Yes</td></tr>
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http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp and

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

ITEM 05.a

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Harm Reduction Policy

Document Reference Number	TBC
Date Approved	TBC
Review Date	TBC
EIA	Yes
Lead Officer	Vice Principal – Curriculum, Student Experience & Quality
Review Officer	Wellbeing & Learning Support Manager
Further Information	In collaboration with the Highland Drug and Alcohol Partnership

Version Control History

Reviewer	Date of Change	Summary of Revisions made
Wellbeing & Learning Support Manager	June 2026	New Policy developed

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1. Policy Statement

UHI Inverness is committed to providing a safe, healthy, inclusive and productive working environment for all students, staff, volunteers and visitors. Personal wellbeing and health and safety are always a ~~priority~~priority, and we take a zero-tolerance approach to anything which poses a risk to that. UHI Inverness recognises the growing challenge the harmful use of drugs and alcohol pose to our society, and the college are committed to proactively supporting any concerns in relation to drugs and alcohol which may impact on individuals.

UHI Inverness believes that the harmful use of drugs and alcohol is detrimental to the health and wellbeing of individuals and could adversely affect the safe and efficient working of UHI Inverness.

UHI Inverness supports the work of the Highland Alcohol and Drugs Partnership and its endeavours to prevent and reduce alcohol and drug related harm in Highland. We recognise that Highland and Scotland face key socio-economic challenges underpinning harmful alcohol and drug use. UHI Inverness want to play a pro-active role in education, prevention and early intervention which are key to promoting informed, healthy choices around alcohol and drug use. As part of our wider commitment to wellbeing, UHI Inverness will:

- Deliver regular awareness workshops / campaigns
- Promote a culture of care and responsibility
- Provide clear referral pathways for students to counselling, health services, and external partners
- Provide support for staff through the employee assistance programme
- Train staff and students to respond supportively and signpost effectively

The aims of this policy are to clearly state UHI Inverness' position on the use of drugs and alcohol and to support our ability to provide a safe environment for everyone who works and learns at UHI Inverness.

The policy also aims to ensure that learners and staff:

- Treat individuals with dignity and respect
- Facilitate the early intervention and support available for any concerns individuals experience associated with the harmful use of alcohol and/or drugs
- Seek advice, help and assistance if they have any concerns
- Have an awareness of the health, wellbeing and legal issues associated with alcohol and/or drug use to enable individuals to make informed choices, along with supportive and caring harm-minimising strategies

2. Legislative Framework / Related Policies

2.1. Legislative framework

- The National Collaborative Charter of Rights 2024
- Preventing Harm, Promoting Recovery: Scotland's Alcohol and Drugs Strategic Plan 2026-2035
- National Guidance for Child Protection in Scotland 2021
- Psychoactive Substances Act 2016
- Counter-terrorism and Security Act 2015
- Children and Young People (Scotland) Act 2014
- Mental Health Act 2007
- Adult Support and Protection (Scotland) Act 2007
- Mental Health (Care and Treatment) (Scotland) Act 2003
- Protection of Children (Scotland) Act 2003
- Health and Safety at Work Act 1974
- The Misuse of Drugs Act 1971
- Equality Act 2010

2.2. **Related Policies, Procedures and Guidance.**
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.

- Support to Study Procedure and Guidance
- Gender Based Violence Policy
- Student Code of Conduct
- Student Disciplinary Procedure
- Mental Health Strategy
- Mitigating Circumstances Procedure
- Student Mental Health and Counselling Policy
- Safeguarding Policy and Procedure
- PVG Scheme Membership for Students Procedure
- PVG Scheme for New and Existing Staff Procedure
- Health and Safety Policy
- Highland Alcohol and Drugs Partnership Strategic Plan 2025-2030
- Staff Code of Conduct Policy & Procedure
- Staff Disciplinary Policy and Procedure
- Staff Wellbeing Policy and Guidance
- General Teaching Council Scotland Code of Professionalism and Conduct

3. Scope

3.1. This policy applies to all learners and staff at UHI Inverness in line with Highland's Drug and Alcohol strategy and the whole systems approach needed to meet the needs of people with problem alcohol and drug use.

3.2. UHI Inverness recognises the Charter of Rights for people affected by substance use and are committed to removing any stigma as a barrier to people getting the support they need. The college will adopt the new approaches outlined in the Charter which prioritise health, dignity and inclusion and will be guided by the international guidelines on human rights and drug policy. All cases which require intervention will be treated confidentially and with sensitivity to protect the rights of individuals.

3.3. The policy applies to observable behaviours both on UHI Inverness campus premises and in external settings where UHI Inverness has responsibility including, for example, UHI Inverness: supported trips, transport, approved work placement. It does not encroach an individual's personal life out with UHI Inverness and respects the right of an individual to a personal life and personal choices within that.

3.4. Reasonable suspicion is based on observable signs and behaviours, not assumptions or stereotypes. Indicators may include but are not limited to:

- Slurred speech
- Unsteady gait or loss of coordination
- Aggressive, hostile, erratic, or inappropriate behaviour
- Confusion or disorientation
- Possession of alcohol / drugs in restricted areas
- Irritability, agitation, restlessness or euphoria
- Confusion, paranoia, hallucinations or delusions

UHI Inverness are aware of a potential overlap in indicators which are a side effect of prescribed medication for ill-health or some disabilities. UHI Inverness will pay cognisance to this and consider each situation individually to best support students and staff.

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3.5. The policy applies to a range of situations where an individual's behaviour raises concerns due to suspected influence of alcohol or drugs on UHI Inverness campus or in external settings where UHI Inverness has responsibility. Such concerns include, but are not limited to:

- Individuals disclosing / using / under the influence of drugs, solvents or psychoactive substances ('legal' highs)

- Individuals distributing or in possession of drugs, solvents or psychoactive substances ('legal' highs)
- ~~Individuals disclosing that they or a family member or friend are using drugs, solvents or psychoactive substances~~
- Individuals consuming and/or being under the influence of alcohol on campus with the exception of sanctioned alcohol use during arranged events such as graduations and other public events authorised by Executive Management Team (EMT).
- UHI Inverness having a reasonable suspicion of any individuals under the influence of alcohol, drugs, solvents or psychoactive substances ('legal' highs) on UHI Inverness campus or in external settings where UHI Inverness has responsibility, see indicators in 3.4.
- Individuals eliciting behaviours, such as those listed in 3.4, giving cause for concern as a result of the inappropriate use of prescribed medication / not using as prescribed. ~~such as those listed above~~
- UHI Inverness having a reasonable suspicion of any individuals dealing, producing or being in possession of drugs, solvents or psychoactive substances ('legal' highs).
- Police or other credible disclosures made to UHI Inverness concerning an individual and a drug/alcohol related concern.
- Where the health and safety of any member of our learning community is placed at risk or where there is an aspect of criminality, UHI Inverness may consider disciplinary action if deemed appropriate. Any disciplinary action will be taken under UHI Inverness's Student / Staff Code of Conduct Policy and Procedure and the Student / Staff Disciplinary Procedure.

3.6. As outlined in the UHI Inverness Student Code of Conduct, the following behaviours constitute misconduct and may result in disciplinary action:

- The supply, attempted supply, or involvement in the supply of controlled substances or non-prescribed medication
- The supply, or involvement in the supply, of alcohol to individuals under the legal drinking age, or in areas where an alcohol ban is in place
- The use, possession, or consumption of controlled substances on any campus or during college-related activities
- The consumption of alcohol prior to participating in practical activities, where this may impact safety, judgement, or performance
- The failure to inform appropriate staff of the use of prescribed medication where potential side effects may pose a risk to the student, other students, or staff.

3.7. As outlined in UHI Inverness's Staff Code of Conduct Procedure:

- Drugs and alcohol issues within UHI Inverness will be dealt with through the provision of positive support and practical assistance. Staff who believe they have an alcohol or drug related problem are encouraged to seek specialist advice and support as soon as possible. If a staff member notices a change in a colleague's pattern of behaviour, they should encourage them to seek assistance through their line manager or a member of HR. An individual may consult with a HR Business Partner or, alternatively, their line manager.
- It should be recognised that the nature of UHI Inverness's business, particularly in relation to contact with children and adults at risk, is such that incidents relating to inappropriate use of drugs or alcohol whilst within UHI Inverness may also be treated as a disciplinary issue and potentially amount to gross misconduct.
- Any member of staff found to be in possession of illegal drugs ~~may~~ will face disciplinary actions in line with the Staff Disciplinary Policy and Procedure. Possession of illegal drugs ~~may~~ will be regarded as Gross Misconduct which may result in summary dismissal and the matter will be~~ing~~ referred to the police.

3.8. In relation to both staff and students, where a drug or alcohol issue is connected to an underlying health condition, UHI Inverness will take steps to ensure the staff member is treated fairly and in line with our obligations under the Equality Act 2010. If the condition meets the definition of a disability, UHI Inverness has a duty to consider and implement reasonable adjustments to support the staff member in performing their role safely and effectively. This may include adjustments to duties, working patterns, supervision arrangements, or access to specialist support services.

3.9. UHI Inverness works collaboratively with the UHI halls of residence accommodation team to support any individuals where there is a concern around alcohol or drug use. In addition, our Student Code of Conduct aligns with the UHI halls of residence student tenancy agreement. This provides our students with supportive measures both on campus and within their living arrangements.

3.10. UHI Inverness will support individuals who have concerns of being 'spiked' and will encourage victims to report this crime to Police Scotland in addition to accessing our wellbeing services.

4. Compliance

4.1. UHI Inverness recognises and complies with its legal responsibilities under the Misuse of Drugs Act 1971 and will not tolerate the use or supply of any

illegal/harmful substances, or the ~~misuse~~ inappropriate use of alcohol or volatile substances, psychoactive substances ('legal' highs) on its premises.

4.2. UHI Inverness recognises the potential linkages between problem alcohol and drug use and wider concerns and will comply with its legal and statutory obligations arising from legislation including the Protection of Children (Scotland) Act 2003, the Adult Support and Protection (Scotland) Act 2007, the Counter-terrorism and Security Act 2015, the Children and Young People (Scotland) Act 2014, National Guidance for Child Protection in Scotland 2021 and other relevant guidance and regulations.

4.3. In accordance with the Health and Safety at Work etc. Act 1974, UHI Inverness has a legal duty to ensure, so far as is reasonably practicable, the health, safety, and wellbeing of all its employees, students, and visitors. This includes taking proactive steps to prevent risks associated with the ~~misuse~~ inappropriate use of drugs and alcohol within the UHI Inverness environment.

4.4. UHI Inverness will implement appropriate policies, provide relevant training, and take reasonable measures to identify and manage substance use that could impair an individual's ability to study safely. By fulfilling these obligations, the college aims to maintain a safe and supportive environment that promotes the wellbeing of the entire UHI Inverness community.

4.5. Where there is police involvement in relation to students, as per the Student Code of Conduct Policy, UHI Inverness will be unable to investigate any incidents whilst an official police investigation is underway. However precautionary actions may be taken to reduce risk, ensure the safety of others and protect the integrity of the police investigation. UHI Inverness will consult with the police during this period, and appropriate support will be provided to any learners or staff involved.

5. Monitoring

5.1. This is a UHI Inverness wide policy; and all staff and learners must comply. Reporting on this policy will always be anonymised and will come to EMT on an annual basis. The Quality team have oversight of the procedures in place for reviewing and monitoring to ensure currency, implementation and effectiveness are considered appropriately.

5.2. The following performance indicators will be used to monitor implementation of the Harm Reduction policy:

- Number of workshops delivered on harm reduction
- Number of learner referrals to specialist drug and alcohol support services
- Number of incidents recorded on the health and safety reporting system linked to drugs and alcohol ~~mis~~use
- Number of incidents recorded on student halls tracker associated with drugs and alcohol use
- Number of student disciplinaries associated with drugs and alcohol use
- Further breakdown of these indicators will be used to identify any emerging patterns.

6. Review

6.1. This policy and supporting arrangements will be formally reviewed every year and in an on-going way to ensure currency of content, arrangements, new legislative requirements and to provide a framework for the setting and reviewing of health and safety improvement objectives. The review will include consultation with the Highland ~~Drug and~~ Alcohol and Drugs Partnership.

UHI | INVERNESS

Subject/Title:	Items approved via written procedure
Author: [Name and Job title]	Ludka Orlowska-Kowal, Governance Officer
Meeting:	Board of Management
Meeting Date:	23 June 2026
Date Paper prepared:	12 June 2026
Brief Summary of the paper:	This paper provides the Board with the list of items that have been approved by the members via email approvals. Following policies were approved by the Audit & HR Committees and recommend for Board's approval:
Action requested: [Approval, recommendation, discussion, noting]	Ratification

Link to Strategy: Please highlight how the paper links to, or assists with:**:** □ compliance □ partnership services □ risk management □ strategic plan □ new opportunity/change	New Opportunity/Change, 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	N/A
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

Recommendation

The Board is being asked to confirm the final approval of following policies that had been approved by Audit & HR Committees in June 2026 and recommended for Board's approval. Quorum approval was received via written email procedure.

Following items needed approval:

1. **Policies for Approval**
   a.) Data Protection Policy
   b.) Staff Flexible Working Policy
   c.) Maternity & Parental Leave Policy
   d.) Staff Code of Conduct Policy
   e.) Dignity in the Workplace Policy

UHI | INVERNESS

Subject/Title:	OSCR Return for 2024-25
Author: [Name and Job title]	Ludka Orlowska-Kowal Governance Officer
Meeting:	Board of Management
Meeting Date:	23 June 2026
Date Paper prepared:	12 June 2026
Brief Summary of the paper:	To provide the Board of Management with the final return which was submitted to the Office of the Scottish Charity Regulator (OSCR) in respect of the College Financial Year 2024-25 on Monday 27th April 2026.
Action requested: [Approval, recommendation, discussion, noting]	Retrospective approval for this information to be submitted to OSCR along with a copy of the signed Annual Accounts.

Link to Strategy: Please highlight how the paper links to, or assists with:**:** □ compliance □ partnership services □ risk management □ strategic plan □ new opportunity/change	Compliance with OSCR Regulations.
Resource implications:	Yes / No **If yes, please specify**:
Risk implications:	Yes / No **If yes, please specify:** Operational: Organisational: Risks associated with not submitting this information within the deadline.
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	N/A
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

ANNUAL RETURN (SC021197.2025.1)

If you would like further guidance on an individual question, please click on the corresponding button. Full guidance on completing an online annual return can be found here.

ANNUAL RETURN DETAILS

1. Charity Type

- (•) Standard
- ( ) Cross Border
- ( ) Registered Social Landlord

CHARITY PRINCIPAL CONTACT DETAILS

1. Title

Ans. Miss

2. Forename

Ans. Governance

3. Surname

Ans. Officer

4. Suffix

Ans.

5. Position in the Organisation

Ans. Governance Officer

6. Address Line 1

Ans. Inverness College UHI

7. Address Line 2

Ans. Board of Management

8. Address Line 3

Ans. 1 Inverness Campus

9. Address Line 4

Ans. Inverness

10. Address Line 5

Ans.

11. Post Code

Ans. IV2 5NA

12. Country

Ans. Scotland

13.Telephone Number

Ans. 01463273508

14. Mobile Number

Ans.

15. Fax Number

Ans.

16. Email

Ans. boardsecretary.ic@uhi.ac.uk

17. Principal Office Or Charity Trustee Address

Ans. principal

18. Website Address

Ans. www.inverness.uhi.ac.uk

19. Alternative Contact Email

Ans. boardsecretary.ic@uhi.ac.uk

CHARITY TRUSTEES

The list of the charity's current trustees is shown below. If any updates are needed, please click here Manage Charity Trustees

Charity Trustee Name(s): *

- John Pocock
- Pauline Tuthill
- Innis Montgomery
- Donald MacKenzie
- Chloe Young
- Janette Campbell
- Barbara Nelson
- Anthony Standing
- Wendy Grindle
- Paul Shanks
- Jane Davidson
- Arvinder Kainth
- Sally Blyth
- Rojan Kumar Subramani
- Lindsay Ferries
- David Stewart
- Victoria Erasmus
- Heather Keyes
- Oliver Sweeney
- Chris O'Neil

☑ I confirm the list of charity trustees is correct. All charity trustees first and last names will be shown on the Scottish Charity Register unless they have been granted an exemption from name publication.

SECTION A

1) Financial Year End Date

31/07/2025

2) Current number of Charity Trustees *

Ans. 20

3) Total number of paid employees at the financial year end *

Ans. 331

4) How many people have volunteered for your charity in the last financial year, excluding your charity trustees (in their capacity as charity trustees)? *

- ○ 0
- ● 1-50
- ○ 51-100
- ○ 101-250
- ○ over 250

5) Does the charity have a Bank or Building Society account in the name of the charity? *

- ● Yes
- ○ No

SECTION B – FINANCIAL INFORMATION

1) Gross Income *

Ans. £ 30097172

2) Gross Expenditure *

Ans. £ 30940164

3) What type of accounts does your charity prepare? *

- ○ Receipts and Payments
- ● Fully Accrued

a i) Donations and legacies *

Ans. £ 0

a ii) Charitable Activities *

Ans. £ 29927650

a iii) Other Trading Activities *

Ans. £ 0

a iv) Investments *

Ans. £ 169522

a v) Other *

Ans. £ 0

a vi) Total Income *

Ans. £ 30097172

b i) Raising Funds *

Ans. £ 0

b ii) Charitable Activity *

Ans. £ 30940164

b iii)) Other *

Ans. £ 0

b iv) Total expenditure *

Ans. £ 30940164

c) Net current assets *

Ans. £ 896478

d) Total funds *

Ans. £ 16270275

SECTION C – ORGANISATIONAL AWARENESS

1) Your charity's purpose, according to the Scottish Charity Register is

Ans. The advancement of education

1a) In order to achieve this purpose, does your charity do any of the following *

- [ ] Provide grants or donations to others
- [x] Deliver services to beneficiaries
- [x] Hold meetings or sessions (this will include regular group meetings)
- [x] Undertake activities and events
- [ ] Undertake religious activities
- [x] Provide facilities
- [ ] Campaign
- [ ] Other

2) Tell us in your own words what your charity is set up to do and how you do this? (max 1000 chars) *

Ans. Deliver further and higher education to students by delivering courses in variety of different ways.

3) Have you made any changes to your governing document in the last year? *

- ( ) Yes
- (•) No

When was the last time you considered your governing document? *

- (•) In the last 12 months
- ( ) Between 1 and 3 years ago
- ( ) Longer than 3 years ago
- ( ) Have never done this
- ( ) Not Known
- ( ) No copy

4) Do you have at least the minimum number of charity trustees as required per your governing document? *

- (•) Yes
- ( ) No

5) Do you have an up to date induction process so that new charity trustees understand their role in the charity? *

- (•) Yes
- ( ) No

6) Do any of the charity trustees receive payments for any services provided to the charity? *

- ( ) Yes
- (•) No

7) In order for us to understand the structure of the charity please select one of the following *

- ( ) The charity is the parent of a subsidiary body/bodies
- ( ) The charity is a subsidiary of a parent body
- (•) Neither of the above

ACCOUNTS SUBMISSION OPTION

UPLOAD ACCOUNTS *

From early 2026 OSCR will be publishing the accounts as they are received and no longer redacting personal information. It is important to ensure that the accounts are in a format suitable for publication.

Please upload an electronic copy of the charity's accounts here. The upload **must** include the charity's:

1. Trustees Annual Report
2. Financial Information
3. External Scrutiny Report

Guidance and templates for charity accounting can be found here.

OSCR will accept digital or typed signatures on the documentation. Please upload documents in pdf format if possible. When your online annual return is processed, the files you upload will be available to view on the public Scottish Charity Register at www.oscr.org.uk

File: Inverness_College_UHI_Financial_Statements_for_the_year_ended_31st_July_2025.pdf

Tags:

Please do not upload any password protected files as part of your submission.

☑ **I confirm the charity accounts uploaded are accurate and a full record** *

DECLARATION INFORMATION

☑ **I certify that the information entered in this form is correct to the best of my knowledge**

☑ **I confirm the information entered has been approved by the charity trustees and I am authorised to submit this information**

Name of person submitting *

Ans. Ludwika Orlowska-Kowal

Role of person submitting *

Ans. Governance Officer

Declaration Date *

27/04/2026

UHI | INVERNESS

Subject/Title:	Capital Budget – 2026/2027
Author:	Niall McArthur – Director of Finance & Estates
Meeting:	Board of Management Meeting
Meeting Date:	23 June 2026
Date Paper prepared:	4 June 2026
Brief Summary of the paper:	To present the capital funding budget for 2026/27 for both FE and HE capital grants.
Action requested: [Approval, recommendation, discussion, noting]	Recommend to Board for Approval

Link to Strategy: Please highlight how the paper links to, or assists with:**:** □ compliance □ partnership services □ risk management □ strategic plan □ new opportunity/change	Complying with Funding parameters Financial sustainability
Resource implications:	Yes – monitoring of Financial Resources **If yes, please specify**:

Risk implications:	Yes **If yes, please specify:** Financial Operational
Equality and Diversity implications:	N/A
Student Experience Impact:	None
Consultation: [staff, students, UHI & Partners, External] and provide detail	None
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

Recommendation

That the Board approves the College's 2026/27 capital budget.

Purpose of report

To present to the Board the capital budget for 2026/27 and ask for approval.

Background

The annual capital budget is prepared each year and is then presented for approval by the Board by 31 July of each year and prior to the commencement of the new financial year.

Capital Budget Allocations

The capital budget parameters are slightly different from the revenue budget. The revenue budget has a year-end of 31 July, whereas the capital budget has a year-end of 31 March and therefore the college must commit to spend the full grant by 31 March and pay the subsequent invoices by 31 July each year.

Information on the allocations is given in appendix 1 of this report. These cover FE Lifecycle Maintenance, FE Backlog Maintenance, HE Capital and SFC BIS (Research Capital Grant) and further details are noted below:

1. FE Lifecycle Maintenance - £109,802. This is in line with the 2025/26 allocation and is used to fund repairs and maintenance to college buildings.

2. FE Backlog Maintenance - £8,018. This is the same as the 2025/26 allocation and should be used to fund estates refurbishments and changes to the college estate.

3. HE Capital funding - £38,196. This grant has increased by £761 or 2% from £37,435 in 2025/26. The SFC guidance states that this grant should only be spent on estates capital items.

4. Research (SFC/BIS) capital funding - £28,617 (estimated) – this funding is research orientated for buildings or equipment. The College still awaits final confirmation of this from the Scottish Funding Council via UHI Executive Office.

Work will now be undertaken to plan and prioritise the capital spend for 2026/27.

INVERNESS COLLEGE **Appendix 1**

CAPITAL BUDGET TO 31 JULY 27

	FE Lifecycle Maintenance £	Total £	HE Capital £	FE Backlog £	Sub Total £		BIS Research £	BIS Total £	
2026/27									
	109,802	**109,802**	38,196	8,018	**46,214**	*	28,617	**28,617**	46,214
2025-26									
	109,102	**109,102**	37,435	8,018	**45,453**		28,617	**28,617**	45,453
2024-25									
	104,279	**104,279**	33,083	8,018	**41,101**		28,551	**28,551**	41,101

Note SFC BIS research grant not yet confirmed by UHI EO, estimate only.

UHI | INVERNESS

Subject/Title:	KPI Matrix and Executive Summary – Period 10 YTD 2025-26
Meeting and date:	Board of Management 23 June 2026
Author:	Martin Whyte
Decision, Discussion or Noting:	Noting
Link to Strategic Plan:	**Links to all strategic objectives**
Cost implications:	~~Yes~~ / No *(delete as applicable)* **If yes, please specify:**
Risk assessment:	No *(RA by function/dept as applicable)*

Executive Summary

Thirty-six measures were in scope as at period 10 May 2026. Two measures without an annual target are also reported; these are shaded blue.

Twenty-one are satisfactory / met (Green).
Ten are unsatisfactory / not yet met (Red),
Five are marginal / not yet met (Amber).

Focus / Close Monitoring

Forecast Outturn Operational Surplus / (Deficit). Serial 53. 214.6%. RED.

Forecast outturn deficit circa. -£1,659,000 against budget deficit of -£792,000.
VP COER and Director of Finance and Estates have provided the BOM with detailed analysis and reporting for review and approval.

HE Active Applications. Serial 1. 87.6% RED.
HE active applications YTD - 1,227 against 1,400 planned.
137 fewer active applications than the same point last year.
Weekly admissions meetings review HE application data.
Additional recruitment and marketing initiatives have been launched.
81% of HE offers have been accepted - 39 fewer than same point last year.

- Fewer applications may lead to fewer HE students/FTE and in turn reduced HE grant and tuition income.
- 39 fewer FTE equates to approximately £160,000 less HE grant.
- Additionally, 2026-27 plan is ~50 FTE greater than 2025-26 actual.

HE FTE (APC figures). Serial 11. 93.9%. RED.

HE FTE (APC figures) is 1,485 FTE against plan 1,581 FTE. 96 FTE below APC target and 181 FTE below budgeted target.
FTE has increased by 22 FTE since period 9.
HE FTE recruitment is 172 FTE greater than the same point last year but remains below budgeted target.

- Shortfall in funded HE FTE has resulted in circa £800,000 lost HE grant.
- A proportion of the funding shortfall will impact the next 1-3 years (continued HE study).

GA Programmes – New Enrolments. Serial 13. 88.5%. RED. (no change)

There were 115 new enrolments to the GA programmes against planned 130. Last year saw 200 new GA enrolments. Overall, GA enrolments were 42 fewer than planned across all years with advanced entry to year 2 of some GAs below expectation.

- Fewer GA FTEs equates to approximately £190,000 reduced HE grant plus tuition fees. This measure features within HE FTE (APC) above.

MA Successful Outcomes (contract year). Serial 32. 81.7%. RED.

Current period performance 61.3% against the SDS KPL of 75%.
20.6 percentage points higher than the same point last year (40.7%).
Validity of the measure remains challenging as SDS contract year, and academic / resulting year do not coincide.

RIDDOR Reportable Accidents & Illness. Serial 48. 233.3%. RED.
7 RIDDOR incidents YTD compared to 5 in 2024-25.
1 incident since last report. Chisel injury to non-dominant hand.
HS&S Manager monitors all RIDDOR cases.

Points to Note

FE Credits. Serial 3. 103.1%. GREEN.
FE Credits exceed YTD target and SFC funding threshold.
FE Credit funding has been met.

Apprenticeship Income / Apprenticeship Starts / Apprentices in Learning
All measures are ahead of plan YTD and projected to remain so.
Positive for increased number of Apprentices in Learning over the next 2-3 years.

The executive summary is accompanied by an appendix containing the complete KPI report with narrative for each in-scope measure.

Performance Measures
AY: 2025-2026
Performance Measures- EMT & Board of Management

Measures - Linked to Profile and Actual sheets

AY Start	01 Aug 2025
Today	12 Jun 2026
Period Month	May
No.Periods YTD	10

Key:

B = Not yet in scope	
R = Not Achieved	
A = Partially Achieved	
G = Achieved	

Serial	Measure	Measurement Frequency	Prior Year Actual	Current Year Target	YTD TARGET	YTD ACTUAL	YTD ACTUAL v TARGET RAG	Prior YTD ACTUAL		Variance - YTD vs Prior YTD
	Measure 1: CORE FE/HE OUTPUTS									
1	HE Active applications (next AY - Measure from Dec - Jul)	Monthly	1,418	1,400.0	1,400	1,227	**87.6%**	1,364		-137
2	FE Active applications (next AY - Measure from Dec - Jul)	Monthly	2194	2,300.0	2200	2,155	98.0%	2,071		84
3	FE Credits	Monthly	27085	26,442	26,300	27,120	**103.1%**	27,130		-10
4	Apprenticeship starts	Monthly	409	382	257	327	**127.2%**	317		10
5	Apprentices in Learning (average in year)	Monthly	705	675	675	707	**104.7%**	688		19
6	Apprenticeship Income (excluding T&A)	Monthly	£1,398,960	£1,300,000	£1,145,000	£1,265,607	**110.5%**	£1,186,714		£78,893
8	Commercial Short Course Income	Monthly	£72,508	£75,000	£62,500	£125,388	**200.6%**	£69,473		£55,915
9	HE enrolments (head count)	Monthly	2,074	2,100	2,100	2,102	**100.1%**	2,101		1
10	HE enrolments (year one starts)	Annual	637	750	750	867	**115.6%**	637		230
11	HE FTE (APC figures) (from Oct)	Monthly	1,313.0	1,581.0	1,581.0	1,485.0	**93.9%**	1,313.0		172
13	GA Programmes - New Enrolments	Monthly	191	130	130	115.0	**88.5%**	191		-76
14	Senior Phase Enrolments	Annual	574	564	564	542.0	96.1%	574		-32
	MEASURE 2: SATISFACTION MEASURES									
18	Early Satisfaction & Engagement Survey (ESES)	Annual	95.7%	96%	96.0%	96.0%	**100.0%**	95.70%		0.30%
20	Student Satisfaction & Engagement Survey (SSES)	Annual	94.7%	95%	95.0%	95.0%	**100.0%**	94.70%		0.30%
23	ESES % Response Rate	Annual	61.0%	60%	60.0%	63.0%	**105.0%**	61.0%		2.00%
24	SSES % Response Rate	Annual	53.2%	55%	55.0%	53.0%	96.4%	53.2%		-0.20%
	Measure 3: RETENTION, SUCCESS & PROGRESSION									
32	Modern Apprenticeship successful outcomes (contract year)	Monthly	63.2%	75%	75.0%	61.3%	**81.7%**	40.70%		20.60%
33	FE progression to further FE study	Annual	39.6%	40%	40.0%	41.5%	**103.8%**	39.60%		1.90%
34	FE progression to HE - actual	Annual	29.7%	35%	35.0%	36.8%	**105.1%**	29.70%		7.10%
35	Mental Health Support appt (non-emergency) offered for within 3 - 10 worki	Monthly	98.0%	97.0%	97.0%	100%	**103.0%**	98.2%		1.70%
36	Learning Support appt offered for within 6 - 20 working days	Monthly	100.0%	97.0%	97.0%	92%	**94.5%**	100%		-8.30%
37	PLSP - completed and accepted by student (within 10 days of meeting)	Monthly	-	85.0%	85.0%	88.9%	**104.6%**			
	Measure 4: HR									
40	Sickness levels	Quarterly	3.63%	2.98%	3.02%	3.63%	**120.3%**	3.63%		0.00%
41	- Short Term	Quarterly	1.53%			1.45%		1.65%		-0.20%
42	- Long Term	Quarterly	2.10%			2.19%		2.45%		-0.26%
43	% Staff turnover	Quarterly	2.35%	2.45%	2.59%	2.45%	**94.6%**	2.39%		0.06%
44	PRD completion - full or review (current quarter -2)	Quarterly	44%	50%	25.0%	27%	**108.0%**	34%		-7.00%
45	Student FTE:Academic Staff Ratio	Biannual	20.2	21	20.0	22.3	**111.5%**	21.7		0.6
47	Number of workplace injuries	Monthly	115	115	111	121	**109.0%**	111		10
48	Number of RIDDOR reportable accidents and illness	Monthly	5		3	7	**233.3%**	5		2
49	% of staff completed mandatory IHASCO (H&S) Trg	Quarterly	84%	80%	80.0%	87.0%	**108.8%**	85%		2.00%
	Measure 5: FINANCE									
53	Forecast Outturn Operational Surplus/(Deficit)	Quarterly	-£842,992	-£792,000	-£792,000	-£1,659,000	**209.5%**	-£967,000		-£692,000
	Measure 6: ESTATES & CAMPUS									
59	Room Occupancy - Frequency %	Monthly	40.2%	38.0%	41.5%	38.7%	**93.3%**	44%		-5.26%
60	CO2 Emissions on Utilities (gross) Tonnes	Monthly	561	532	476	499	104.9%	501		-2
61	CO2 Emissions on Waste - Tonnes	Quarterly	0.821	0.780	0.560	0.429	76.5%	0.590		-0.16
62	Estates reactive task completion rate %	Monthly	95%	96%	96%	96.6%	100.6%	95.1%		1.5%
63	GTFM % reactive task completion rate	Monthly	95%	96%	96%	95.9%	99.9%	94.4%		1.5%
64	Total % of Capital expenditure budget committed (Aug - March)	Monthly	100%	100%	100.0%	100.0%	100.0%	100%		

KPI Measures Period 10 YTD - Report

YTD Summary

Thirty-six measures were in scope as at period 10 May 2026. Two measures without an annual target are also reported; these are shaded blue.

Twenty-one are satisfactory / met (Green).
Ten are unsatisfactory / not yet met (Red),
Five are marginal / not yet met (Amber).

In-Scope Measures YTD: Period 10, May 2026.

FINANCE

Forecast Outturn Operational Surplus / (Deficit). Serial 53. 214.6%. RED.

Forecast outturn deficit circa. -£1,659,000 against budget deficit of -£792,000.
VP COER and Director of Finance and Estates have provided the BOM with detailed analysis and reporting for review and approval.

Core FE/HE OUTPUTS

HE Active Applications. Serial 1. 87.6% RED.

HE active applications YTD - 1,227 against 1,400 planned.
137 fewer active applications than the same point last year.
Weekly admissions meetings review HE application data.
Additional recruitment and marketing initiatives have been launched.
81% of HE offers have been accepted - 39 fewer than same point last year.

- Fewer applications may lead to fewer HE students/FTE and in turn reduced HE grant and tuition income.
- 39 fewer FTE equates to approximately £160,000 less HE grant.
- Additionally, 2026-27 plan is ~50 FTE greater than 2025-26 actual.

FE Active Applications. Serial 2. 98.0%. AMBER.

- FE active applications YTD – 2,155 against 2,200.
- 45 applications fewer than expected YTD.
- 84 more than the same point last year.
- Number of accepted offers is 230 greater than the same point last year with 90% of offers accepted (78%).

FE Credits. Serial 3. 103.1% (Green)

- Delivery exceeds target with 27,120 credits achieved.
- Performance is marginally behind prior year (-10 variance), indicating consistency.
- Overachievement reflects effective curriculum delivery.
- Sustaining this level will support overall performance targets.

Apprenticeship starts. Serial 4. 127.2% (Green)

- Starts significantly exceeds target at 327 versus 257.
- There is a modest improvement on prior year (+10).
- This reflects strong employer engagement and programme attractiveness.
- Continued focus should maintain this high level of delivery.

Apprentices in Learning (average in year). Serial 5. 104.7% (Green)

- Performance is above target with 707 apprentices in learning.
- Improvement of 19 compared to prior year demonstrates growth.
- This indicates strong retention and continued recruitment success.
- Maintaining these levels will support future completions.

Apprenticeship Income. Serial 6. 110.5% (Green)

- Income exceeds target significantly at £1.27m.
- Strong year-on-year growth (+£78,893).
- Reflects expansion in apprenticeship delivery and funding drawdown.
- Continued growth contributes positively to financial sustainability.

Commercial Short Course Income. Serial 9. 200.6% (Green)

- Income significantly exceeds target (£125,388 vs £62,500).
- Strong increase compared to prior year (+£55,915).
- Indicates successful commercial activity and external training grant funding.
- Opportunity exists to further expand this area.

HE Enrolments (head count). Serial 9. 100.9%. GREEN. (no change)

- HE Enrolment head count exceeded annual target (2,119 vs 2,100).
- Head count greater than target but below FTE indicates a larger proportion of PT HE students.

HE Enrolments (year one starts). Serial 10. 115.6%. GREEN. (no change)

- Year one starts are 867 against planned 750.
- Positive and reflects the increased recruitment.
- Increased year one starts provides opportunity to retain students supporting financial sustainability.

HE FTE (APC figures). Serial 11. 93.9%. RED.

- HE FTE (APC figures) is 1,485 FTE against plan 1,581 FTE.
- 96 FTE below APC target and 181 FTE below budgeted target.
- FTE has increased by 22 FTE since period 9.
- HE FTE recruitment is 172 FTE greater than the same point last year but remains below budgeted target.
    - Shortfall in funded HE FTE has resulted in circa £800,000 lost HE grant.
    - A proportion of the funding shortfall will impact the next 1-3 years (continued HE study).

GA Programmes – New Enrolments. Serial 13. 88.5% (Red) (no change)

- Enrolments are below target at 115.
- Decline compared to prior year (-76).
- Indicates reduced uptake in this provision area.
- Review of offer and recruitment strategy is required.

Senior Phase Enrolments. Serial 14. 96.1%. AMBER. (no change)

- 542 senior phase enrolments against planned 564.
- Last year enrolment was 574.
- While below plan the number is not a concern as FE delivery is on track.
- Senior phase applications received for 2026/27 study were greater.

SATISFACTION MEASURES

Early Satisfaction & Engagement Survey (ESES). Serial 18. 100.0% (Green)

- Performance meets target at 96%.
- Slight improvement on prior year (+0.3%).
- Indicates positive early learner experience.
- Consistency in delivery and support is evident.

Student Satisfaction & Engagement Survey (SSES). Serial 20. 100.0% (Green)

- On target performance at 95%.
- Improved compared to prior year (+0.3%).
- Reflects strong overall student satisfaction.
- Continued focus on quality enhancement will sustain this.

ESES % Response Rate. Serial 23. 105.0% (Green)

- Response rate exceeds target at 63%.
- Improvement on prior year (+2%).
- Indicates effective engagement with learners.
- High response rates increase reliability of feedback**.**

SSES % Response Rate. Serial 24. 96.4% (Amber)

- Slightly below target at 53%.
- Minor decrease from prior year (-0.2%).
- Engagement levels remain broadly stable.
- Additional promotion may improve participation**.**

RETENTION, SUCCESS & PROGRESSION

MA Successful Outcomes (contract year). Serial 32. 81.7% (Red)

- Current period performance 61.3% against the SDS KPL of 75%.
- 20.6 percentage points higher than the same point last year (40.7%).
- Validity of the measure remains challenging as SDS contract year, and academic / resulting year do not coincide.

FE Progression to Further FE Study. Serial 33. 103.8%. (Green). (no change)

- 41.5% of FE students continued to further FE study in 2025-26.

- Exceeded the objective of 40% and was 1.9% greater than the previous year.

FE Progression to HE Study. **Serial 34. 105.1%. Green. (no change)**

- 36.8% of our HE students progressed from FE study.
- Exceeded our target of 35% and was 7.1% greater than the previous year.
- FE to HE progression is a key element of our student retention and HE growth plans.

Mental Health Support within 3 days. Serial 35. 103.0% (Green)

- Target exceeded with 100% delivery.
- Improvement on prior year (+1.7%).
- Reflects strong support responsiveness.
- Continued performance is essential for student wellbeing.

Learning Support within 6–20 working days. Serial 36. 94.5% (Amber)

- Below target at 92%.
- Decline versus prior year (-8.3%).
- Indicates delays in support provision.
- Additional capacity in place for early SEM 1 2026/27.

HUMAN RESOURCES

Sickness Levels. Serial 40. 102.3%. (Red)

- Sickness levels as an average YTD are 3.63% against plan 3.02%.
- Same as last year.
- Absence rates for Q3 were 3.4% vs 2.98%.
- Q3 absence rate is 0.7 percentage points lower than Q3 2024/25.
- Head of HR and team have additional analysis.

Staff turnover. Serial 43. 94.6% (Green)

- Turnover is below target at 2.45%.
- Slight increase from prior year (+0.06%).
- Indicates relatively stable workforce retention.
- Continued monitoring required to maintain levels.

PRD Completion – full or review. Serial 44. 108.0%. Green.

- PRD completion rates as of Q2 (the period reported) are 27% against 25%.
- Note, the profile/target reporting has been moved by a quarter.
- HR report PRD completion data a full quarter behind to allow managers time to upload PRD data to CIPHR.

Student FTE: Academic Staff Ratio. **Serial 45. 111.5%. Green. (no change)**

- SSR is 22.3 as at the end of semester 1.
- Better than the target however the ratio must increase to compensate for cost pressures.

Number of Workplace Injuries. **Serial 47. 109%. (Red).**

- 121 injuries YTD against planned 111.
- 5 reported in May versus ‘target’ 6.

- HS&S Manager has seen an increase in reporting across all H&S matters with the more user-friendly SafePoint platform.
- HS&S Manager monitors this closely.

RIDDOR Reportable Accidents & Illness. **Serial 48. 233.3%. (Red).**

- 7 reportable incidents YTD.
- 1 reported in May. C&J student cut thumb.
- HS&S Manager deals with all RIDDOR cases.

% of Staff completed mandatory IHASCO Trg. Serial 49. 108.8%. (Green).

- 87% of staff completed their allocated training within the period.
- 2 percentage points more than the same period last year.
- Changing to a new system. Migration being closely managed.

ESTATES & CAMPUS

Room Occupancy – Frequency. **Serial 59. 93.3%. (Red).**

- Frequency of room usage is below plan (38.7% vs 41.5%).
- 5.2 percentage points lower than the previous year.
- Further analysis required to identify if patterns are emerging across rooms/room types.

CO2 Emissions on Utilities (gross Tonnes). Serial 60. 104.9%. (Amber).

- Emissions greater than expectation (499 tonnes vs 476 tonnes)
- 23 tonnes more than planned
- 2 tonnes more than for the same period last year.
- Increased emissions due to gas usage increasing as a cost management measure.

CO2 Emissions on Waste – Tonnes. **Serial 61. 76.5%. (Green) (no change).**

- 0.429 tonnes YTD against 0.560 tonnes planned.
- Emissions are 0.161 tonnes lower than the same point last year.

Estates Reactive Task Completion Rate %. Serial 62. 100.6%. (Green)

- 96.6% completion in the period against 96% expectation.
- Estates Supervisor monitors estates requests and completion rates.

GTFM % Reactive Task Completion Rate. Serial 63. 99.9% (Amber).

- GTFM slipped below their objective delivering 95.9% against target 96%.
- Key part of the contract management discussions that take place each month.

Total % of Capital Expenditure Budget Committed. Serial 64. 100%. (Green).
The full capital budget has been committed by 31 March.

The information is accessible to all department managers and board members via SharePoint at: IN Management Information > Documents > KPI Matrix

UHI | INVERNESS

Subject/Title:	Governance Update
Author: [Name and Job title]	Ludka Orlowska-Kowal Governance Officer
Meeting:	Board of Management
Meeting Date:	23 June 2026
Date Paper prepared:	16 June 2026
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.
Link to Strategy: Please highlight how the paper links to, or assists with:**:** □ compliance □ partnership services □ risk management □ strategic plan □ 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	N/A

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

Skills Matrix

Collated feedback document was presented to the Board at the Strategic Day in May 2026 and the Members decided that a SLWG should be created to look at the documents, review existing formats, adjust scales and skill sets desired. The documents would not only provide a useful list of all skills on the Board in terms of succession planning and Committee membership but also clarify training needs and gaps in professional development.

Following Members volunteered for the SLWG: Annie Nelson, Conrad Copeland, Paul Shanks and Heather Keyes. The first meeting of the group took place on Wednesday 10th June 2026. Valuable feedback has been provided and over the next 2-3 weeks the Members and the Governance Office will tidy up the documents with suggestions made on 10th June 2026 before a second meeting is called to further review both documents.

Strategic Plan 2027

At May's Strategic Day the Board also decided that a second SLWG should be created to review the existing document and made amendments. The Board suggested that the new strategic plan should also be a 1-year plan due to the ongoing transformation process.

Following Members volunteered for the SLWG: Janette Campbell, Annie Nelson, John Pocock and Paul Travill. First meeting took place on 28th May, and a list of recommendations and suggestions was sent to the EMT after the meeting. The draft Strategic Plan 2027 has been shared with the SLWG last week and positive feedback has been received.

The Board can see the Strategic Plan draft attached as Appendix 1, Item 13.a.

The plan will be finalised before the end of this academic year and will be shared with the Board for approval.

Board Training

All Board Members received access to the new training platform at the end of May. Following training modules need to be completed before end of July as they are delivered by a SCORM package that expires in August 2026:

- GDPR
- Cyber Security
- Health & Safety for Managers and Supervisors

I would be grateful for written confirmations once training has been completed.

ICT Update – access from abroad

Should any Member wish to attend meetings during the summer while they are abroad on holidays please contact the Governance Officer with the dates and destination. A ticket will be raised with ICT for access from abroad, but college laptop will need to be used for all calls from outside of the UK.

Committee & Chair Evaluations

As previously agreed, all future evaluations will be completed individually via an online survey. Board Members will be provided with access to these evaluations via the confidential Microsoft Forms Survey with emails being sent w/c 29th June 2026. Members are requested to complete this process by 5.00 p.m. on Friday 21 August 2026.

Any actions highlighted as part of these evaluations will be brought to the Board of Management and feedback on the Chair will be discussed as part of the separate Board Member Evaluation Process.

University of the Highlands and Islands
UHI Court Meeting [Online]
11 February 2026 10:00-13:00

Online via MS Teams
Quorum: 7 members (4 independent)

Members Present:
Alastair MacColl – Chair of Court (Chair)
Andrea Robertson - Vice-Chair of Court and senior independent member
Alex Paterson – Independent
Allan Clow – Independent
Dr Audrey Decou - Staff Governor
Calum Ross – Independent
Derek Lewis - Chair of UHI North, West, and Hebrides
Dr Fiona McLean – Rector
Jem Taylor – Trade Union Representative (UCU)
Liz Stewart – Independent
Malcolm Burr - Independent
Rosemary McCormack - Staff Governor
Vicki Nairn - Principal & Vice Chancellor, UHI
Xander McDade - Student Governor

Apologies:
Heather Offord, Helen MacInnes, Scott Innes, Calum Ross, Brian Williams, Paul Travil, Holly Pearce

Attendees:
Lorna Walker – Chief Operating Officer and University Secretary, UHI
Max Brown – Director of Transformation, UHI
Mike Baxter – Chief Financial Officer, UHI
Nicholas Oakley – Governance Manager, UHI (Clerk)
Richard Emborg – Vice Principal Student Recruitment and Growth, UHI
Roger Sendall – Deputy University Secretary, UHI
Dr Su Bryan, Dean

Minute Key: **DECISION,** Action

1. Transformation Update

Vicki Nairn, Principal and Vice Chancellor, introduced the transformation update and recognised the work of the transformation team, the Senior Executive Team (SET), and colleagues across the partnership in delivering the Full Business Case (FBC) on time and to budget. A significant volume of feedback had been received through the engagement events, including contributions from staff, trade unions, and Academic Partner Board members. Although analysis of this feedback was still ongoing, the level of engagement had been regarded as very positive.

The public–private discussion had formed a central theme of the engagement, with trade unions seeking to safeguard terms and conditions and public sector rights and privileges. A need was

identified for a stepping-stone approach that leveraged current arrangements to enable progress toward option 6 (full integration). All partners remained agreed that change was necessary.

The Principal and Vice Chancellor sought Court's views on progressing with a stepping stones approach and agreeing a revised timetable for implementation. The Scottish Government had indicated that it did not wish to receive a proposal before the Scottish elections; therefore additional time would be required, which would allow further review of the feedback and update the proposal. The extension was intended to allow the work to progress into early autumn, followed by public consultation. One or two summits with AP Boards of Management were planned, with the first scheduled for 4 March. It was anticipated that a revised timetable would be welcomed by Boards of Management and trade unions.

[Redacted]

Subject to Court's approval of the altered timescale, the FBC would require revision to incorporate a stepping stones approach. The PVC remained positive that the rationale underpinning UHI's partnership provided a strong foundation for successful transformation; however, success would depend upon collective action across the whole partnership.

Max Brown, Director of Transformation, provided a summary of the AP BoM feedback and the next steps. He reported that the feedback was being analysed and categorised to identify points for noting, areas where clarification was required, and additions needed to strengthen the overall case. The intention was to provide a high-level summary and make all feedback available by the end of February, ahead of the 4 March summit.

Specific areas where greater detail had been sought included:

- clearer articulation of the two models, including funding arrangements and the topslice;
- how the two options addressed the public–private issue, pensions, TUPE, and VAT;
- further exploration of the benefits and risks of each model;
- Partner level impact assessments rather than solely partnership-wide analysis;
- development of a route map to deliver benefits earlier and with reduced risk;
- greater clarity regarding BoM authority, powers, delegation, and risk;
- demonstration of how lessons learned had been applied; and
- clearer explanation of a sector based or single curriculum model and its benefits.

Confirmation was also sought by trade unions on their key concerns, including national bargaining, pensions, and levelling up.

Max Brown confirmed the next steps: these included responding to the feedback; using the 4 March summit to agree areas requiring greater specificity; and developing the detailed enhancements/changes to the FBC during May and June. A high-level proposal would then be taken to the new SG administration for discussion. Updated data and costings would be incorporated, and the FBC would be refreshed over the summer based on the new Financial Forecast Returns. A second draft of the FBC was expected to be ready for public consultation in September. The final FBC would then be prepared, taking account of public consultation outcomes, for submission to the SG by late November or early December.

The Chair thanked Vicki and Max for their opening remarks and invited members to discuss the feedback and the proposals as presented.

Members stressed the need to understand stakeholders' actual positions and highlighted that delays would increase costs and postpone financial sustainability. **[Redacted]**

Mike Baxter, Chief Financial Officer, confirmed that the university continued to progress through its Financial Recovery Plan, aiming for break-even in 2026/27. He advised that UHI would bid for funding through the University Transformation Framework that would consider the draft PwC review from SFC. **[Redacted]**

[Redacted] They argued against seeking full consensus before moving forward and emphasised the importance of maintaining ownership of transformation activity, rather than relying on SG or SFC directives.

Lorna Walker, Chief Operating Officer and University Secretary, reported active and increasingly engagement from national trade unions on transformation, centred on national bargaining, levelling up, and avoidance of compulsory redundancies.

One member noted frustration at the lack of collective progress but urged sustained focus. They emphasised the importance of prioritising key issues, avoiding diversion, and distinguishing between FBC content and delivery plan detail. They expressed concern regarding further delay and urged earlier submission to the new SG administration.

One member highlighted the political timing risks, cautioning that missing the May election window could undermine SG parliamentary progress and extend the implementation horizon. They regarded a six-month delay and an abbreviated consultation period as unrealistic, and emphasised trade unions concerns as a significant obstacle. He and other members cautioned that summit agreements must be binding to avoid subsequent divergence.

Members supported the revised next steps as outlined in the paper, including a revised timescale, but stressed the importance of early SG engagement. They agreed to focus the 04 March summit on core decisions **[Redacted]**

Regular updates would be provided on trade union engagement, financial implications, and funding for the extended timeline. The recommendations and next steps were **APPROVED**.

[Max Brown left the meeting]

2. Reserved Items

2.1 **[Item title and content redacted]**

2.2 Court SET update

[All non-members, except for the Clerk, left the meeting; this included all members of SET.]

[Redacted]

There was no other business and the Chair closed the meeting.

ENDS

Approved on: 24 February 2026

Published on: 25 February 2026

University of the Highlands and Islands
2026-02-24 University Court Meeting
Tue 24 February 2026, 13:00 - 17:00
UHI Boardroom, Inverness and via Microsoft Teams
Quorum: 7 members (4 independent)
Minutes

Members Present:
Alastair MacColl – Chair of Court (Chair)
Andrea Robertson - Vice-Chair of Court and senior independent member
Alex Paterson – Independent
Dr Audrey Decou - Staff Governor
Derek Lewis - Chair of UHI North, West, and Hebrides
Dr Fiona McLean – Rector
Holly Pearce - Student Governor
Jem Taylor – Trade Union Nominee (UCU)
Paul Travill – Further Education Regional Lead
Rosemary McCormack - Staff Governor
Scott Innes - Trade Union Nominee (EIS-FELA)
Vicki Nairn - Principal & Vice Chancellor, UHI
Xander McDade - Student Governor

Apologies:
Heather Offord, Calum Ross, Malcolm Burr, Allan Clow, Helen MacInnes, Liz Stewart

Attendees:
Prof Brian Williams - Deputy Principal, UHI
Lorna Walker – Chief Operating Officer, UHI
Mike Baxter – Chief Financial Officer, UHI
Nicholas Oakley – Governance Manager, UHI (Clerk)
Richard Emborg – Vice Principal Student Recruitment and Growth, UHI
Roddy Burns – Chair of UHI Moray (Observer)
Roger Sendall – University Secretary, UHI
Scott Rhynas – Director of Finance, UHI
Stephen Sheridan – Director of Economic Development, UHI (in part)

Minute Key: **DECISION,** Action

1. Preliminary Items

1.1. Welcome and apologies

The Chair opened the meeting and noted the apologies from Heather Offord, Calum Ross, Malcolm Burr, Allan Clow, Helen MacInnes, Liz Stewart.
1.2. Declarations of Interest

The Chair, Alastair MacColl, advised that he had joined a Scottish Government steering group on Scottish university funding. He also advised that he had joined a review of governance of universities in England and Wales.

Derek Lewis declared an interest as Chair of UHI North, West, and Hebrides in item 9.2 UHI NWH.

1.3. Notification of other business

None.

2. Minutes of Meetings

2.1. Approval of the minutes

2.1.1. Minutes of 17 December 2025 meeting

Court **APPROVED** the minutes of the 17 December 2025 meeting as an accurate record, pending a minor correction to item 5a.

2.1.2. Minutes of 11 February 2026 Special meeting

Court **APPROVED** the minutes of the 11 February 2026 special meeting as an accurate record.

2.2. Matters arising

The Chair requested that item 6.7 Appointments to Incorporated College Boards be moved to this point in the agenda.

Court duly **APPROVED** the two appointments as outlined in the paper. The Chair invited Roddy Burns, the newly appointed UHI Moray Chair, to join the meeting as an observer.

[Roddy Burns joined the meeting]

On the court effectiveness action, the University Secretary advised that this was in progress. Financial literacy training and funding methodology training had been requested; the intention was to put together a presentation for members before June 2026. He noted that work was ongoing with Academic Council on effectiveness, and closed by reporting that the externally facilitated governance effectiveness review was required by December 2027.

Members **NOTED** the matters arising.

2.3. Delegated decisions

None.

3. Principal and Vice Chancellor Update

Vicki Nairn, Principal and Vice Chancellor, reported that activity since December's Court meeting had concentrated on delivering the Financial Recovery Plan, progressing the Full Business Case, and engaging widely with AP Boards, stakeholders, and trade unions.

Higher education (HE) recruitment continued its strong upward trajectory, with an 8% year-on-year increase and broad application growth across most categories, although work remained

necessary to convert applications to enrolments; further education (FE) recruitment had buoyant fulltime enrolments.

The overall financial position remained on track, with continued close monitoring of budget movements, progress toward the sale of estates assets, and confirmation of £4m SFC investment/ support, whilst EO workforce redesign were completed.

UHI had submitted a £5.8m bid to the SFC's University Transformation Framework, although the national funding environment remained highly constrained and was likely to be highly competitive, with up to £190m of requests for a £20-25m available pot.

Extensive engagement on the draft operating model had been undertaken with partners and trade unions, generating substantial feedback requiring additional analysis and leading Court, on 11 February, to agree revised timescales and a partnership summit planned for 4 March.

[Redacted]

Court **NOTED** the PVC's update.

4. HISA Report

Xander McDade, HISA President, provided a verbal update on matters relating to the Student Association. He reported that two rounds of voluntary redundancy had been undertaken and that some progress had been achieved against HISA's budget targets. **[Redacted].** He outlined the impact of the transformation programme on day-to-day operations and the consequent need to prioritise activities.

Court **NOTED** the HISA update.

5. Strategic Items for Discussion

5.1. Economic Development

Stephen Sheridan, Director of Economic Engagement, provided an overview of economic development activity since the last report. Members were advised of the development of the income generation pathfinder strategy, which sought to diversify and strengthen revenue streams across the UHI partnership whilst enhancing the University's responsiveness to economic developments. The strategy had been developed with input from APs and included a strategic initiative to establish a commercial hub to support UHI and its partners in broadening income. The initiative aimed to create a single front door for strategic engagement.

An overview was also given of current workstreams, including strategic engagement activity, sourcing potential funding, scoping an operating model, piloting a UHI prospectus, and undertaking wider economic development work. Positive feedback on this had been received from principals and AP staff.

During discussion, one member requested further quantification and detail regarding the opportunities and needs identified, including the types of skills and qualifications that would be required across sectors over the coming years, the extent to which such activity could be funded, and whether funding might reasonably be sought from employers or private providers. The member emphasised the need to understand the real scale of potential growth and income, the

benefits this might deliver across the partnership, and the development of a clear delivery pipeline.

Members welcomed the energy prospectus and the strategic initiatives proposed, as well as the single front door approach. Members discussed the importance of translating this work into measurable KPIs and identifiable income streams. It was noted that business planning would be required to underpin these income streams and to support reductions in reliance on SFC income.

Another member highlighted the need to bring together the strategic approach and operational planning to create a position of strategic opportunism within each sector, enabling the partnership to respond quickly to emerging opportunities and to identify where opportunities were not viable. It was noted that each sector should have a clear strategy and that this should be supported by economic forecasting and UHI's data driven approach.

An update was provided on the Moray Skills Deal Project engineering centre. Members queried how advanced the concept was and whether UHI Moray or UHI would have management responsibility. It was noted that Moray Council remained committed to delivering a skills project, with an approximate value of £20m, although they were not committed to a MAATIC replacement. UHI Moray, as lead partner, had proposed an engineering centre, with UHI EO acting as a "critical friend" and supporting the bid. Consultants had been appointed to assess project feasibility and to make recommendations to the Council. The UTF bid included a submission from UHI Moray regarding development costs.

It was emphasised that becoming less reliant on core public (SFC) funding would remain a key objective, and Court **AGREED** that brief updates by exception should be provided at each future meeting of Court. Regular updates were requested to enable Court to support this work, including updates on the refinement of opportunity data, the assessment of scale, and the conversion of opportunities into a deliverable "pipeline" generating income or student recruitment growth.

Court **NOTED** that five-year FRP markers relating to income generation and associated targets would be incorporated into future financial planning models and that updates on progress against these targets would be required.

Court **NOTED** the economic development update.

[Stephen Sheridan left the meeting]

6. Items for noting/ approval

6.1. AP Financial Sustainability Update

Mike Baxter, Chief Financial Officer, introduced the AP Financial Sustainability update. Members were advised of the latest position with the Scottish Funding Council (SFC). The SFC have confirmed that additional liquidity funding support for the UHI partnership of £2.2m was approved by its Board on 11 December. For APs, this will take the form of further advances of FE teaching grant, and will be reviewed on a revolving annual basis with recovery to be actioned when the AP is in a more financially stable position. This is in line with previous advances of grant.

The £2.2m funding support was released by the SFC in the February grant payments and released to academic partners as follows: UHI Shetland - £300k; UHI Perth - £500k; UHI NWH - £1,400k.

In relation to teaching grant recovery for 2023/24, the University had written to the SFC requesting confirmation of the recovery amount. The current estimate of the over provision is £1.4m.

Members heard the significant challenge associated with the scale of funding available through the University Transformation Fund (UTF). UHI estimated that approximately £20m was available, but demand was expected to be higher. A consolidated bid on behalf of the university partnership had been submitted, with a decision anticipated by April 2026, although earlier feedback was anticipated.

The consolidated partnership AOP for 2024-25 was a deficit of £(7.0)m, including draft figures for UHI NWH, and excluding the final position for HTC. It is expected that HTC would report a deficit in the region of £(0.2)m, which would increase the consolidated deficit to £(7.2)m; this is +£2.4m better than the FFR (original budget) and +£3.5m better than the Mid-Year Return (MYR) submitted in March 2025. A deficit of £(7.2)m equated to 4.3% of total income in 2024–25 and followed consolidated deficits of £(9.3)m in 2023–24 and £(9.5)m in 2022–23. Members observed that this demonstrated considerable progress by APs in addressing financial sustainability and provided a stronger baseline position.

Consolidated unrestricted cash balances at the end of 2024–25, including investments, stood at £19.6m, which was £1.1m higher than the FFR projection and £2.8m higher than the MYR. Despite this, it was noted that unrestricted balances had reduced by £(8.5)m since the end of 2023–24 (£28.1m), even after accounting for additional liquidity support and SFC loans required to maintain operational cash levels for some APs.

By the end of 2024-25, APs had received a total of £14.0m in additional funding/liquidity support from both the university/RSB (unrestricted funds) and SFC in the form of grant advances, waived HE grant recovery, and loans. Without this support, some APs would be in significant negative cash positions.

Members were advised that the RSB would shortly undertake its detailed annual financial reviews with partner principals, finance directors, and the Chairs of the University's Finance and General Purposes Committee and Audit Committee.

One member noted that the AOP position was welcome but that the AOP would require updating following the Q2 outturn. Members discussed how conditions might be attached to support, particularly considering the benefits arising from SFC grant advances and the release of clawback, and whether conditions should be applied to ensure that APs were able to capitalise on this unanticipated windfall to strengthen their financial sustainability. Court noted that a report would be presented to FGPC in March on the proposed mechanism for distributing the overprovision, and one member suggested that such windfalls be formally tied to the requirements set out in partners' FRPs. It was noted that several APs continued to hold outstanding loans for which no recovery or repayment plans were currently in place. Members also observed that it would be deeply unpopular with APs were funds that would ordinarily be distributed equitably across the partnership be redirected to support a single partner.

One member queried the context of the additional £500k allocated to UHI Perth, and noted that the SFC had set conditions for funding support at the end of June 2025. Concerns were expressed that these conditions had now been altered, with consequential impacts on students. It was

agreed that the member would meet outwith the meeting with the CFO to clarify the position with UHI Perth and the SFC.

Court **NOTED** the AP financial sustainability update.

6.1.1. [Item Redacted]

[Redacted]

6.2. UHI EO 2025-26 Budget Update

Mike Baxter, Chief Financial Officer, reported on the UHI 2025-26 budget update. Members were advised that the Financial Recovery Plan (FRP) remained on track. Although there had been some movements, both positive and negative, between Q1 and the current position, the variance between forecast and actual stood at only £(9)k total.

Total cash reserves at the end of Q2 (January 2026) were £15.3m, which was £(1.2)m lower than forecast. This variance was attributed primarily to the timing of monthly HMRC and pension payments (£(0.6)m), a reduction in restricted reserves due to the delayed recovery of the 2024/25 HE grant from UHI Perth (£(0.7)m), and other working capital timing differences.

Unrestricted cash reserves at the end of Q2 were £5.7m, which was £(0.7)m below forecast, due to the timing of payments to HMRC and pension providers (£(0.6)m). Court was advised that this timing difference would resolve by the end of February as the payment cycle returned to its normal pattern. Other than this temporary variance, unrestricted balances remained in line with the previous (Q1) forecast.

The last full year forecast (Q1) presented to Court in December, which included all final savings and growth plans implemented to date, generated an operating cash deficit of £(1.2)m; £0.5m better than the FRP with a closing unrestricted cash balance of £6.2m.

Members were advised that the UHI remained on track to achieve a breakeven position by the end of the next academic year. It was emphasised that continued progress remained dependent upon successful student recruitment across the partnership and on ensuring a coordinated approach to recruitment activity.

The CFO also noted that the finance team continued to focus on debt management and that progress in recovery activity had been positive.

Court **NOTED** the UHI 2025-26 Budget and FRP update.

6.3. Student Recruitment and FE Demand update

Richard Emborg, Vice Principal Student Recruitment and Growth (VP-SR&G), provided members with an update on Student Recruitment and FE Demand.

Members were advised that enrolments continued to be actively managed alongside associated cost controls. Fulltime FE enrolments were 3% higher than the previous year, with managed and planned reductions in parttime activity to support credit allocation requirements.

Significant growth in FT enrolments had been recorded at UHI Moray and UHI Argyll, while decreases at UHI Orkney and UHI Shetland had been anticipated. Credit allocation work was

nearing completion and had reached 97% of the SFC threshold, with expectations of exceeding 100% and achieving around 102,000 credits.

Modern Apprenticeship (MA) activity was reported to be close to the UHI allocation; although credits were not being returned, further work was required to reach target levels, and efforts to maintain MA numbers were ongoing.

A positive position was reported in relation to HE enrolments, income generation, and growth in GA programmes, with an increase of approximately 100 FTE, the majority of which were at UHI Inverness. HE applications were also positive. UCAS data indicated broadly similar levels of applications compared with the previous year, while direct applications had increased significantly across most categories, except for international undergraduate applications. Court was advised that the US market was becoming increasingly competitive.

It was noted that increased investment in UHI's marketing over the previous two years, funded through the HE Growth Project, had contributed to improved application levels. This funding was being reprofiled to support additional activity in the forthcoming year.

Members were reminded that concerns had been raised the previous year about compliance with visa related recordkeeping. A proactive approach had been taken this year to improve compliance, and records within SITS were now maintained to the required standard in anticipation of a potential UKVI visit, expected in Spring 2026. Only a small number of outstanding records remained unresolved, and UHI was in a significantly stronger position.

Members were informed that the UK Government had launched an updated International Education Strategy, representing a shift from encouraging incoming international students to expansion of transnational education (TNE) provision in students' home countries. UHI Perth was developing proposals to expand activity in China and other markets.

During discussion on TNE, one member emphasised the need to ensure that TNE proposals were financially advantageous and represented legitimate income generation, not simply increased student numbers. Court received assurance that financial assessments for all TNE proposals were undertaken and assumed delivery costs of approximately 40%. Members were also informed that diversification of markets would be explored to avoid reliance on any single country.

Court discussed TNE in the context of UHI's league table performance. Members were advised that work had been undertaken to identify league tables that would offer the greatest benefit and where UHI was most likely to perform well. The Times and Sunday Times rankings were considered favourable due to their emphasis on research strength. Work was now under way to identify resource to support the collation and submission of the required data.

Another member highlighted the need to accelerate the timescale for issuing offers. Anecdotal feedback had been received indicating that applicants to teacher education programmes typically received offers from competitor institutions significantly earlier than from UHI. It was suggested that a more responsive approach would help prevent the loss of applicants. On a related point, it was suggested that UHI was turning potential students away due to facility-related limitations.

On offer turnaround times, members agreed that an improved partnership-wide understanding of these was needed, and noting the absence of current reporting to benchmark performance against sector norms. Once established, such monitoring would support discussions with APs and allow comparison with UCAS cycle data. Best practice would also be shared and encouraged through Academic Planning Committee.

On class sizes, Court were advised that classes were not constrained by physical class size alone but were also affected by external requirements and cost considerations, such as regulatory placement demands, specialist equipment, and other disproportionate expenses. It was confirmed that all decisions to restrict cohorts were driven by cost or external constraints rather than accommodation or room size limitations.

One member asked for a breakdown of the proportion of HE applicants progressing internally from FE (internal progression), compared with new applicants. It was noted that this varied across partners; for example, UHI Moray had undertaken significant work to strengthen FE to HE pipeline, whereas the marketing funded through the HE Growth Project had been directed at broader external markets.

Court then received an overview of the evidence demonstrating sustained and growing regional demand for FE provision. It was noted that applications had continued to increase year on year despite capped funding and reduced delivery capacity. Members were advised that there remained approximately 52,000 credits of unmet demand, with a further estimated 15,000 credits of suppressed and additional demand forecast for 2026–27 and beyond. UHI had continued to comply with SFC credit guidance, including limitations on FT credits and reductions in school provision, although this had constrained the University's ability to support the school pipeline. The evidence presented also highlighted unprecedented economic opportunities across the region, with substantial workforce needs. This placed significant expectations on UHI to support skills pipelines into key growth sectors, including renewables, life sciences, digital industries, and tourism. It was emphasised that, to meet regional needs, UHI would require at least 3,500 additional funded credits in 2026–27, together with longer-term support to rescale provision. It was noted that a single FT learner typically represented between 15 and 17 credits, demonstrating the huge volume of unmet demand.

Court **NOTED** the Student Recruitment and FE Demand update.

6.4. Performance report

Court considered the Performance Report. Concerns were expressed that the report was not being afforded sufficient time or attention at Court meetings, and that a significant number of indicators were marked as red. Members queried whether the targets remained appropriate and agreed that, while the proposed changes were acceptable, a more thorough review of the framework would be required. The dashboard was welcomed as a useful development.

The Chief Financial Officer welcomed the comments raised and agreed that a review would be appropriate. Members were informed that feedback had been sought from principals on the data and on how the report was being used operationally and strategically. Court members were invited to provide any further comments outwith the meeting, which would be incorporated into a future position statement.

Action: Court members to provide feedback on performance measures before next meeting to CFO.

It was **AGREED** that the Performance Report would form the most substantive item at the next meeting of Court, and Court **NOTED** the performance report.

Action: Performance report to be substantive item on next meeting agenda [Clerk]

6.5. University Risk Register

Court received an update on the University Risk Register. Members noted a minor narrative change relating to the risk concerning key personnel. This had previously been one of two red rated risks. Following the compulsory redundancy scheme, mitigations were now operating effectively, resulting in a reduced level of potential disruption. Although the score remained high, the potential impact had decreased compared with earlier assessments.

It was noted that further work would be required to identify key postholders for each risk as part of the implementation of the SET redesign.

Court **NOTED** the University Risk Register.

6.6. Approval of Updated People Committee Terms of Reference

Court reviewed the updated People Committee ToR and **APPROVED** it subject to a change to the membership list in the title of the Trade Union member, which should be “nominee” instead of “representative.”

6.7. Appointment to Incorporated College Boards

[Moved to start of agenda]

7. Minutes from Committees of Court

7.1. People Committee

NOTED without discussion.

7.2. Foundation Conference

NOTED without discussion.

8. Any Other Business

9. Reserved Business

9.1. [Item Redacted]

[Redacted]

9.2. [Item Redacted]

[Redacted]

10. Close of meeting

The Chair invited members to consider the appointment process and terms of office for the University's Chancellor, noting that the incumbent, Her Royal Highness The Princess Royal, had been in the role since June 2012. It was **AGREED** that the University Secretary review the installation process and terms of office for the Chancellor, and report back to Court with any recommendations.

There was no other business and the Chair closed the meeting at 16:45

ENDS

Approved on: 14 April 2026

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