

## Board of Management

### MINUTES of the MEETING of the CHAIRS COMMITTEE held in the Board Room, 1 Inverness Campus on Thursday 23 November 2017

**PRESENT:** Hazel Allen, Sarah Burton, Brian Henderson (VC), Neil Stewart, Steve Walsh, John Wilson  
**CHAIR:** Neil Stewart  
**ATTENDING:** Principal  
Secretary to the Board of Management

#### 1. MINUTE

The minute of the Meeting of the Committee held on 14 September 2017 was **ACCEPTED** as a correct record, was **APPROVED** and signed by the Chair.

*Hazel Allen entered the meeting*

#### 2. GOVERNANCE

##### a. Outstanding actions

The Board Secretary referred to the updated action list. The Chair confirmed that the outstanding Board member appraisals for Steve Walsh and Hazel Allen would be completed before Christmas.

##### b. Board Development Plan

The Board Secretary advised that the actions from the external effectiveness review and the board evaluation exercise had been combined into one document as the Development Plan 2017.

The Committee considered how to implement the four actions arising from the board evaluation and agreed the following:-

##### 1. **Ambassadorial role**

The Board would be guided by the Principal on how members could carry out an ambassadorial role without becoming involved in operational issues.

##### 2. **Sharing and learning from other boards**

This was likely to emerge as part of the discussion on the options for the future of UHI. A Board Development day/team building exercise with the SMT to be arranged for the first quarter of 2018

##### 3. **Induction, training and assessment of board members**

The Board Secretary and Sarah Burton to review the current induction process and paperwork and identify any gaps. Training and development needs for Committee Chairs and the Chair of the Board needed to be identified in advance of members taking on these roles.

##### 4. **Committee structure**

The standing committees (Audit excluded) required to focus more on risk management. Another key issue was the leadership and governance of risk. Risk to be included as part of the Board Development day in 2018.

### 3. SECTOR CONSULTATIONS

The Committees and the Board of Management had not in the past been made aware of sector consultations and had therefore not provided any input to responses submitted by the College. There was a useful discussion on the need to raise the awareness of the Board on consultations carried out.

It was **AGREED** that in the majority of cases, the Board should receive feedback on any consultation responses submitted by Management for noting only. However, where it was considered that the Board should have input into a response, the SMT would prepare a draft and then submit it to the relevant Committee or to the Board as appropriate for consideration.

The Committee also **REQUESTED** that the responses to the two consultations circulated with the agenda, namely ending period poverty and rural and remoteness funding be circulated to Board Members for information.

### 4. STANDING ITEM – ISSUES FROM CHAIRS

**Brian Henderson, Chair F&GP** –He intimated that the new agenda setting procedure had been very productive and that good progress was being made in providing commentary / analysis on the figures which were provided in reports. The other item he wished to raise was that of risk which had already been covered in item 2b4 above.

**Hazel Allen, Chair Audit** –She referred to the recently completed internal audit review of Risk Management. Improvements were required in the management of risk and consideration as to how risk was integrated into the working of the Board.

The Chair of the Board and the Chair of Audit to meet to discuss how to reflect risk at the Board Development day next year.

**John Wilson, Vice Chair HR** –He referred to the ongoing discussions on National Bargaining and the associated risks. It was positive that there was an awareness of the financial implications arising from National Bargaining.

**Sarah Burton, Chair Learning and Teaching** – The Chair concurred with the sentiments of the Chair of F&GP in that the agenda setting procedure for the Learning and Teaching Committee had been very productive.

*The Chair suggested that the order of the agenda be changed and that item 7 – AOCB be taken as the next item. This was agreed.*

### 5. AOCB

#### a. Resignations, Board Composition, Committee membership and Chair appointments

The Chair referred to the recent resignation of Lindsey Mitchel from the Board and to the untimely death of Mick Longton. Carron McDiarmid and Fiona Neilson, currently co-opted members / reserves had been invited to take up an appointment as a non-executive member of the Board. Both had accepted the invitation.



There was a need to find a replacement Chair of HR and PR&R following Lindsey's resignation and Steve Walsh had been invited to take on both roles. Steve had accepted the invitations.

Steve would step down from his role as Senior Independent Member and it was **AGREED** that an invitation would be sent to Members, who did not currently hold potentially conflicting roles, asking if they would wish to take up the position of SIM.

**b. List of outstanding actions from Committee and Board meetings**

It was **AGREED** that the outstanding action lists be included as an item within each committee agenda and that it would be important to clarify when each outstanding action was complete.

**6. UHI STRUCTURE**

The Chair provided a brief update on the meeting which had taken place with a number of the Chairs of the incorporated College Boards, the Chair of Court and the Acting Chief Executive of the Funding Council on 17<sup>th</sup> November. He advised that he would provide a comprehensive update to all members of the board in advance of the Special Board meeting on Monday 27<sup>th</sup> November.

*Brian Henderson left the meeting*

**7. SMT REPORT**

This item was carried over to the next meeting.

**8. DATE OF NEXT MEETING**

Thursday 22 February 2018 - 8.30 a.m.

Signed by the Chair: \_\_\_\_\_

*Neil Stuart*

Date: \_\_\_\_\_

*22/02/2018*