UHI INVERNESS

Meeting	Chairs Committee
Date and time	Thursday 29 May 2025 at 8.30 a.m.
Location	Online - Via Microsoft Teams

Governance Officer

20 May 2025

AGENDA

Welcome and Apologies

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

1. **MINUTES**
   a.) Meeting of the Committee held on 27 February 2025
   b.) Confidential Note of Discussion held on 27 February 2025 (CN-01-022025)

2. **OUTSTANDING ACTIONS**

3. **PRINCIPAL UPDATE (CONFIDENTIAL)**
   Verbal Update from Principal

4. **CHAIRS UPDATE**
   Verbal Update from Committee Chairs

5. **REVIEW OF SKILLS MATRIX AND COMMITTEE MEMBERSHIP (CONFIDENTIAL)**
   Report from Governance Officer

6. **TEACHING STAFF MEMBER – ELECTION TIMETABLE**
   Report from Governance Officer
   a.) Rules for election of staff members to Boards

7. **BOARD MEMBER EVALUATIONS UPDATE**
   Report from Governance Officer

8. **AOCB**

9. **DATE OF NEXT MEETING –** 28 August 2025 at 8.30 a.m.

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Outstanding Actions from Chairs Committee Meetings

Item	Action	Responsibility	Time Line	ACTIONED
03 March 2022				
Efficiency Review	A review of the Professional Services Costs now vs pre-financial recovery plan will be conducted as part of our effectiveness review. This issue will continue to be monitored over the upcoming year in respect of workload analysis and our Talent Management Process.	EMT	June 2024	**Ongoing**
01 September 2022				
Review of Annual Strategic Plan	The Annual Strategic Plan Review Report was discussed at BOM on 25 October alongside the sub strategies. We will continue to monitor the strategic plan and consider how it maps onto UHI 2024.	Principal	Feb '25	**Ongoing**

BOARD OF MANAGEMENT COMMITTEE MEMBERSHIP

Chair of the Board of Management – Victoria Erasmus

Vice Chair of the Board of Management – Dee Bird

SIM – Innis Montgomery

Membership form Terms of Reference	Members
Audit At least 5 plus open invitation to Board Chair and Principal ex officio Lead Officers: Vice Principal – Curriculum, Student Experience and Quality	1. Janette Campbell (Chair) 2. Sally Blyth (Vice Chair) 3. Innis Montgomery 4. Wendy Gridle 5. David Stewart Board Chair (by open invitation) Principal (by open invitation) Information Systems Manager (by open invitation) Director of Finance and Estates (by open invitation) External and Internal Auditors (by open invitation)
Finance & General Purposes At least 4 plus Board Chair and Principal ex officio Lead Officer: Vice Principal – Curriculum, Operations & External Relations	1. Donald MacKenzie (Chair) 2. Professional Services Staff Member (Pauline Tuthill) 3. Rojan Kumar Subramani 4. Jane Davidson 5. Trade Union Representative Academic (Paul Shanks) Board Chair (ex officio) Principal (ex officio) Director of Finance and Estates (by open invitation) Operations and Commercial Manager (by open invitation)
Human Resources At least 5 plus Board Chair and Principal ex officio Lead Officer: Vice Principal – Curriculum, Operations & External Relations Vice Principal – Curriculum, Student Experience and Quality HR Manager Professional Development Manager	1. Innis Montgomery (Chair) 2. Sally Blyth (Vice Chair) 3. Donald MacKenzie 4. Jane Davidson 5. David Stewart 6. Annie Nelson Board Chair (ex officio) Principal (ex officio)

Learning, Teaching & Research At least 6 plus Board Chair and Principal ex officio Lead Officer: Vice Principal – Curriculum, Student Experience and Quality	1. Dee Bird (Chair) 2. Arvinder Kainth (Vice Chair) 3. Teaching Staff Member (vacant) 4. HISA Member – Elizabeth Keegan 5. HISA Member – Holly Pearce 6. Wendy Grindle 7. David Stewart 8. Annie Nelson 9. Trade Union Representative Academic (Paul Shanks) Board Chair (ex officio) Principal (ex officio) Director of Research – Biodiversity & Freshwater (by open invitation) Director – Centre for Living Sustainability (by open invitation)
Chairs / Performance Review & Remuneration / Search & Nomination Board Chair, Board Vice Chair, Committee Chairs & SIM (Principal excluded from PR&R) Lead Officer: Governance Officer & Chair of Board of Management	Victoria Erasmus (Chair of Board, Chairs & S&N) Dee Bird (Vice Chair of Board & Chair of LT&R) Innis Montgomery (SIM, Chair of HR & PR&R) Donald MacKenzie (Chair of F&GP) Janette Campbell (Chair of Audit)

Updated 21 May 2025

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ITEM 06.

Board of Management

Subject/Title:	Teaching Staff Member on the Board of Management – Election Timetable
Meeting and date:	Chairs Committee – 29 May 2025
Author:	Ludka Orlowska-Kowal Governance Officer
Link to Strategic Plan:	
Cost implications:	Yes / No *(delete as applicable)* **If yes, please specify:**
Risk assessment:	Yes / No *(delete as applicable)* **If yes, please specify:** Financial: Operational: Organisational:

Recommendation
It is recommended that the Committee approve the election process and timetable as shown overleaf.

Background
The Post 16 Education (Scotland) Act 2013 requires that the membership of the Board must include "a person appointed by being elected by the teaching staff of the college" and that "Elections to appoint teaching and non-teaching staff members of the board will be conducted in accordance with rules made by the board. Before making, varying or replacing rules about elections for teaching or non- teaching staff, the board must consult the representatives of any trade union which the board recognises as being, or which otherwise appears to the board to be, representative of the staff of the college."

The Teaching Staff Member on the Board of Management, Matthew Millward has left college and stepped down from the position on Friday 9th May 2025. In the event of an election requiring to be held because of a resignation of the respective members of the Board the procedures set out shall be completed no later than eight weeks after the vacancy occurs. The eight weeks excludes College vacation periods to ensure that all staff have the opportunity to participate.

Teaching staff will start their academic holidays on 24th June 2025, and it is my intention that the election process commences almost immediately. This would allow the nomination, campaigning and voting to be completed by Tuesday 24th June. The result would then be formally advised to the Board at its meeting on 24th June. This would also allow the Board of Management to formally appoint the new Teaching Staff Member to the Learning and Teaching Committee.

(Chairs Committee –29 May 2025)

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Previous Teaching Staff member was appointed in May 2022 and took up his position with effect from 17th May 2022. It is proposed that the new Teaching staff member be announced at the Board meeting on 24th June 2025. Given the academic break starting on the same day, with academic staff returning on Monday 11th August, it is proposed that the start of the term would also be the same day.

Teaching Staff Member on the board of Management
Election process and timetable – May / June 2025

Date	Activity
Thursday 29th May	Advertise vacancy to teaching staff – Connect + and through all staff email to pick up supply staff who may not always look at Connect +.
Thursday 5th June	Reminder sent to teaching staff – Connect + and all staff email.
Thursday 12th June 5pm	Nominations close
If there is more than one nominee for the position, an election will require to be held.	
Friday 13th June	Candidates announced on Connect + and all staff email.
Friday 13th to Monday 23rd June 5pm	Time allocated for candidate campaigning. Online ballots open (Microsoft Form). (11 days concurrent timescale for campaigning and voting by teaching staff only)
Friday 20th June	Reminder on Connect + and all staff email that ballot closes on Monday 23rd June at 5.00 p.m.
Tuesday 24th June	Result of election will be declared on Connect + following independent verification of voting.
Tuesday 24th June	Tabled Report to Board of Management meeting – appointment of successful candidate to Board Committee(s).
Monday 11th August – teaching staff return	Arrange Board of Management initial induction programme for successful nominee – meet with Chair, Principal and Governance Officer.

September/October 2025	New member attends Strategic planning day, first Board Committee meeting(s) and Board Meeting.

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Appointment of Teaching (Academic) and Non-Teaching (Professional Services) Staff Members to the Board of Management of UHI Inverness

Election Rules

1   In accordance with Schedule 2 to the Further and Higher Education (Scotland) Act 1992 ("Schedule 2), the Board must include two members of staff. One shall be appointed by being elected by the teaching ("academic") staff of the college from amongst their own number and the other shall be appointed by the non-teaching ("professional services") staff of the college from amongst their own number.

2   Paragraph 3B (1) of Schedule 2 provides that such elections must be held in accordance with rules made by the Board.

3   Before making, varying or replacing these Election Rules, the Board must, as required under 3B of Schedule 2, consult the representatives of any trade union which the Board recognises as being, or which otherwise appears to the Board to be, representative of the academic/professional services staff of the College.

4   Having consulted relevant representatives as required under paragraphs 3(B)(2) and (3) of Schedule 2, these election rules have been made by the Board under paragraph 3(B)(1) of Schedule 2. These rules were made by the Board on 28th March 2017 and come into effect on that same date.

5   For the purposes of these election rules, staff groups are defined as follows:

   - **Teaching Staff/Academic Staff** – all staff (including Managers) who are on the academic staff payroll.
   - **Non-Teaching Professional Services Staff** – all staff (including Managers) who are on the professional services staff payroll.

6   Appointments shall proceed as follows:

   (a)   The appointment shall be made by election administered by the Returning Officer (the Returning Officer shall normally be the Governance Officer. Where the Governance Officer is unavailable, the Board must appoint another staff member to act as Returning Officer).

   (b)   The Returning Officer shall communicate to staff any vacancies that arise and request nominations for membership from the Academic or Professional Services Staff as relevant.

   (c)   Such nominations must be received by the Returning Officer by the date specified in the communication, being not less than fourteen days from the date of the communication.

   (d)   Each nomination must be signed by the nominee, the proposer and one other person all being members of the academic or professional services staff as appropriate. Only academic members of staff may nominate the academic member and only professional services staff may nominate the professional services staff member.

   (e)   If more than one nomination is received, the Returning Officer shall thereafter arrange for an election to be conducted using an appropriate electronic system and shall notify each member of the academic or professional services staff of the college as appropriate of the names of the nominees and the process to be followed.

   (f)   The election shall be completed by the date and time specified in the notice issued by the Returning Officer being not less than seven days from the date of the issue of the notice of the election. Only academic members of staff may vote for the academic member and only professional services staff may vote for

the professional services staff member. All staff members who are eligible to vote shall each be entitled to one vote.

7   The following rules shall be followed as regards counting votes:

(a)   The Returning Officer shall offer each nominee the opportunity to be present or represented at the counting of votes.

(b)   The counting of votes shall take place within 24 hours of the time set for the close of the election and shall be done by the Returning Officer in the presence of such nominees or their representatives as have chosen to attend.

(c)   The nominee receiving the most votes shall be declared elected.

(d)   In the event of a tie the election shall be decided by the drawing of cards or lots amongst the nominees with the most number of votes.

(e)   In the event of elections for academic and professional services staff members being held concurrently, the counting of votes shall be done as a separate and consecutive process for each election.

(f)   The Returning Officer may use such staff of the College as may be necessary to assist in the counting of votes.

(g)   The names of the persons elected shall be reported to the next meeting of the Board after the election and announced to all staff.

The 'counting of votes' may be a physical count of ballot papers where a paper system has been used, or the opening of an electronic report where an electronic voting system has been used.

8   The following rules shall apply in the event of a vacancy arising in respect of the appointment for a staff member

(a)   In the event of an election requiring to be held because of the expiry of the term of office of the respective members of the Board the procedures set out above shall be completed no later than four weeks prior to the date of expiry.

(b)   In the event of an election requiring to be held because of a resignation or death of the respective members of the Board the procedures set out shall be completed no later than eight weeks after the vacancy occurs. The eight weeks excludes College vacation periods to ensure that all staff have the opportunity to participate.

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Appointment of Teaching (Academic) and Non-Teaching (Professional Services) Staff Members to the Board of Management of UHI Inverness

Sample Advertisement

As you may be aware, membership of the College Board of Management includes two places for College staff members (one academic and one professional services). The position of [**academic/professional services**] member will become vacant on [**date**]. The Board has a strong commitment to equality and diversity and particularly welcomes Board members from those groups under-represented on Scotland's public bodies.

Staff members of the Board of Management are full members and have the same rights, responsibilities and obligations as other Board members. Staff members are **not** there as 'representatives' of the staff, they are there to bring knowledge and expertise of the day-to-day workings of the College into Board meetings, processes and decision-making.

Nominations are sought to fill the current vacancy. Nominations must come from current members of [**academic/professional services** staff. Each nomination will require a proposer and seconder, both also current members of [*academic/professional services*] staff. The nominee must also prepare a support statement, which should give a brief outline of why they should be elected to the Board. This will be used in the event of an election being required.

Where only one nomination is received, that nominee will automatically be elected to the Board. Where more than one nomination is received, an election by electronic secret ballot will take place and the nominee receiving the most votes shall become elected to the Board. In the event of a tie the nominee shall be determined by the drawing of cards or lots.

The term of appointment shall be for a period of four years.

Information about the role and on the role of a Board member is available ....

Nomination forms can be found ....

Should you require any additional information or have any queries, the Governance Officer would be happy to meet with you – [*insert name*] – [*insert e mail*]

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Appointment of Teaching (Academic) and Non-Teaching (Professional Services) Staff Members to the Board of Management of HI Inverness

Sample Nomination Form

We, the undersigned, wish to nominate:

Name: ....

[**Curriculum Area / Department**]: ....

For election as the [**academic/professional services**] staff member of the Board of Management. Our nominee has agreed to stand for election and has provided a supporting statement overleaf.

___

PROPOSER

Name: ....

Signed: ....

Department: ....

Date: ....

___

SECONDER

Name: ....

Signed: ....

Department: ....

Date: ....

___

Notes

- All proposers, seconders and nominees must be eligible to stand for election as the [**academic/professional services**] staff member on the Board of Management.
- Proposers can only propose one person and cannot be a nominee or seconder.
- Seconders can only second the nomination of one person and cannot themselves be a nominee or proposer,
- Nominees cannot act as a proposer or seconder to any other nominee.
- Proposers, seconders and nominees shall be entitled to one vote in the event that an election is required.
- Return Form to: [*insert name*] Governance Officer, Board of Management, 1 Inverness Campus, Inverness, IV2 5NA or e mail [*insert e mail*] by *[insert date and time]*. Late returns shall not be accepted.

Nominee's Supporting Statement
(Maximum 150 Words)

I accept the nomination to stand for election as the [**academic/professional services**] staff member of the Board of Management.

Name: ....

Signed: ....

[Curriculum area / Department]:   ....

Date: ....

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Subject/Title:	Board and Committee Internal Evaluation Process
Author: [Name and Job title]	Ludka Orlowska-Kowal Governance Officer
Meeting:	Chairs Committee
Meeting Date:	29 May 2025
Date Paper prepared:	22 May 2025
Brief Summary of the paper:	This paper provides Chairs with an update in respect of the annual Board Member Evaluations exercise.
Action requested: [Approval, recommendation, discussion, noting]	Discussion

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:	<mark>Yes</mark> / No **If yes, please specify**: Training Costs
Risk implications:	<mark>Yes</mark> / No **If yes, please specify:** Operational: Organisational: Risk implications to Governance if not compliant.
Equality and Diversity implications:	Yes/<mark>No</mark> **If yes, please specify:**
Student Experience Impact:	Yes/<mark>No</mark> If yes, please specify:
Consultation: [staff, students, UHI & Partners, External] and provide detail	
Status – [Confidential/Non confidential]	Non-Confidential
Freedom of Information Can this paper be included in "open" business* [Yes/No]	Yes

*If a paper should **not** be included within "open" business, please highlight below the reason.

Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)		Its disclosure would constitute a breach of confident actionable in court (s36)	
Its disclosure would constitute a breach of the Data Protection Act (s38)		Other (Please give further details)	

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

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

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

In October/November 2025 UHI Inverness Board of Management will be undergoing an Externally Facilitated Effectiveness Review conducted by CDN. The review takes place every 3-5 years and the latest took place in autumn 2020. The CDN confirmed that the Board does not need to conduct its annual Internal Evaluation Process in the year the external review takes place.

The Governance Officer will contact other Governance Professionals within the partnership and wider network to ask for examples of best practice being used by other institutions when it comes to internal reviews.

The Governance Officer attended the Governance Professional Steering Group Development Day in Perth on 8th May and organised by CDN. One of their guest speakers, Ron Hill, suggested a different approach to Board governance and a short paper will be presented to the Board within the next few weeks with a proposal regarding durations of meetings, reports coming to the full Board and additional sessions with college staff and students.