UHI | INVERNESS

MINUTES of the MEETING of the CHAIRS COMMITTEE held via Microsoft Teams on Thursday 29 May 2025.

PRESENT:	Victoria Erasmus, Donald MacKenzie, Innis Mongomery, Janette Campbell and Dee Bird
APOLOGIES:	Chris O'Neil
CHAIR:	Victoria Erasmus
ATTENDING:	Governance Officer

The Chair welcomed everyone to the meeting and the Governance Officer confirmed that this meeting was quorate.

There were no declaration of interests, statements of connection or transparency statements noted.

1. MINUTES

a.) Minutes of the Meeting of the Committee held on 27 February 2025

Decision: The minute of the Meeting of the Committee held on 27 February 2025 was **ACCEPTED** as a correct record and was **APPROVED**.

b.) Confidential Note of Chairs Discussion (CN-01-022025) held on 27 February 2025

The Confidential Note of the Chairs Discussion (CN-01-022025) held on 27 February 2025 was **ACCEPTED** as a correct record and was **APPROVED.**

2. OUTSTANDING ACTIONS

- Efficiency Review – **ONGOING** - 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.

- Review of Annual Strategic Plan – **ONGOING** - Chairs noted that this formed part of the agenda.
  The Principal asked for the completion date to be changed from September 2024 to February 2025.

3. PRINCIPAL'S UPDATE (CONFIDENTIAL)

The Principal was not present at the meeting. The Chair asked the Governance Officer to email the Principal for a written update in regard to agenda point 3, and to include in it updates on both ongoing actions to be shared with the Committee.

4. CHAIRS UPDATE

Board of Management

The Chair of the Board of Management reported to the Committee that she attended the UHI Court meeting in April 2025 and was reassured by the quality of processes and detailed questions asked in regard to the UHI Transformation project. An update has been provided in regard to new tender process for the Final Business Case (FBC) which closed on 22nd May. Discussion about the financial situation at UHI Perth and need for greater clarity and transparency around the UHI Transformation project took place. The Chair of Audit would welcome an assurance document circulated by EO, that could be shared with Board and the Audit Committee, which would provide a summary of lessons learnt from UHI Perth's situation in order for the Board to check UHI Inverness's governance processes and learn from the example. Short update about the completed recruitment process for new Co-Opted Board members and recent HISA elections also took place.

Learning, Teaching and Research Committee

The Chair of the LTR Committee reported that the next Committee meeting will take place on Tuesday 10th June 2025. One of the highlights of the upcoming Committee meeting will be the End of the Year Student Survey report.

HR Committee

The Chair of the HR Committee reported that the next Committee meeting will take place on Thursday 05 June 2025. The Chair of HR confirmed that his third term on the Board has now been extended and ratified by UHI Court for the duration of four more years. The Chair of the Board welcomed the update.

Audit Committee

The Chair of the Audit Committee reported that the next Audit Committee meeting will take place on Tuesday 03 June 2025. Given the ongoing concern about the composition of skills on the Committee, the Governance Officer had been asked to contact one of the successful Co-Opted candidates to join the Audit Committee. The Chair of HR agreed with the Chair of Audit about the importance of appropriate skills and members attendance at the Audit Committee; concerns, that had been raised by the Chair of Audit numerous times. The Chair of the Board reiterated the importance of engagement and meetings attendance.

Finance and General Purposes Committee

The Chair of the FGP reported that the next FGP Committee meeting will take place on Thursday 12th June 2025 with standard agenda items being raised.

5. REVIEW OF SKILLS MATRIX AND COMMITTEE MEMBERSHIP (CONFIDENTIAL)

The Governance Officer spoke to the report which provided the Committee with an update regarding current Committee Membership.

The Committee were also provided with a CONFIDENTIAL update in regard to Skills Matrix (CN-01-052025) by the Governance Officer.

6. TEACHING STAFF MEMBER – ELECTION TIMETABLE

The Governance Officer spoke to her report which provided the Committee with an update in regard to the newest Board vacancy: Teaching Staff Member. The election timetable and nomination process and had been discussed in more detail. The Committee welcomed the update and approved the election timetable proposed.

7. BOARD MEMBER EVALUATIONS UPDATE

The Governance Officer spoke to her report which provided the Committee with un update about annual Board and Committee self-evaluation process. 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.

Dee Bird & Janette Campbell left the meeting.

AOCB

Nothing raised.

6. DATE OF THE NEXT MEETING

Thursday 28 August 2025 - 8.30 a.m.

Signed by Chair:

Date: 29/05/2025