

**Board of Management  
Minutes of Meeting held on  
Thursday 24 March 2022  
At 0930 hours by MS Teams**

**Present**

Peter Graham (Chair)	David Patterson
Jessie McLeman	Alistair Fowlie
Hugh Hamilton	Seonaid Mustard
Murray Easton	Caroline Webster
Paul Mitchell	Stuart Cruickshank
Rhiannon Stradling (HISA)	Caelum Leese (HISA)

**In Attendance**

Derek Duncan	Elaine Sutherland (Clerk)
Shelly McInnes	El Melton (Minutes)
Andrew Brawley (HMIE)	

**Announcement – Issy McNeil**

David referred to the recent passing of Issy McNeil. Issy had been a student with the College, graduating with a First-Class Honours Degree in BSc (Hons) Integrative Healthcare. She then became a member of staff, joining the Integrative Health area as a Learning Assistant. She had been a valued colleague and would be hugely missed. The Board noted Issy's passing with sadness and asked that their condolences be recorded.

**Presentation: Education Scotland**

The meeting began with a presentation by Andrew Brawley, HM Inspector, Education Scotland. Andrew presented the findings of the HMIE progress visit undertaken in November 2021. The review had explored five themes linked to college priorities and COVID-19 recovery. A light-touch, supportive conversational approach had been taken this year, which looked at all courses at a high-level. The judgement was a binary one – satisfactory progress or unsatisfactory progress - and the College was found to have made satisfactory progress. The review had identified many areas of positive practice and a small number of areas which the College might want to focus on, as part of its continuing improvements.

During discussion, it was noted that HMIE, in common with the rest of sector, does not have a comprehensive approach to the evaluation of learning and teaching; that they conduct their work 'without fear or favour' in accordance with their remit from the Scottish Government; that progress visits are an opportunity for colleges to share two examples of best practice, which HMIE share with the College Development Network for publishing across the sector. David indicated that the College welcomed the progress visit as an external eye on what the College is doing, and the findings were consistent with the College's own views on its progress. He had identified 5 themes from the report, which he had taken back to the CMT to check if there is anything else we should be doing.

*Andrew Brawley left the meeting at 10.05am*

Item		Action	Date
<b>BM.22.02.01</b>	<b>(i) Resignations</b>		
1.1	Peter was sorry to report that Murray had resigned from the Board, and this would be his last meeting, prior to his joining the		

	UHI Court. It was also Seonaid's last meeting, and she too would be greatly missed. Peter wanted to record the Board's thanks to both for all the work they had done during their time on the Board, which was greatly appreciated.		
	<b>(ii) Appointments</b>		
1.2	There were no appointments.		
<b>BM.22.02.02</b>	<b>Apologies for Absence</b>		
2.1	An apology for absence was received from Dawn McKinstrey.		
<b>BM.22.02.03</b>	<b>Any Additional Declarations of Interest including specific items on this Agenda</b>		
3.1	There were no declarations of interest.		
<b>BM.22.02.04</b>	<b>Minutes of Previous Board meetings</b>		
	<b>(i) Draft Minutes of Special Board Meeting held on 24 February 2022</b>		
4.1	The minutes of the Special Board Meeting held on 24 February 2021 were accepted as an accurate record of the meeting. Proposed: Seonaid Mustard Seconded: Hugh Hamilton		
<b>BM.22.02.05</b>	<b>Matters Arising from previous Board meetings</b>		
	<b>(i) Matters Arising from Special Board meeting held on 24 February 2022</b>		
5.1	Of the two matters arising, one was on the agenda whilst the other was ongoing: <u>Item 5.2:</u> Shelly reported that the issue of periodic, high-level risk reporting to the Board had been rolled forward to the May meeting of SLT and hence the June Board, due to illness. In the meantime, the Audit Committee is still reviewing risk at every meeting.	<b>SM</b>	June Board meeting
<b>BM.22.02.06</b>	<b>Principal's Update (RESERVED)</b>		
6.1	This item is reserved, and the minute held in confidence.		
<b>BM.22.02.07</b>	<b>Curriculum and Learning Update</b>		
	<b>(i) UHI Curriculum Review Update</b>		
7.1	The Board noted a curriculum update prepared for senior management teams, which set out recommendations that had been approved by UHI Academic Council on 10 March to ensure the curriculum remains sustainable and fit for purpose. During discussion, assurances were sought and given that the SLT are comfortable that the right things are being done in the right way and that the governance structure around the college curriculum is working.		
<b>BM.22.02.08</b>	<b>Organisational Development</b>		
	<b>(i) Update on national pay negotiations</b>		

8.1	In a brief update on the national pay negotiations, David reported that both EIS/FELA and UNISON are balloting their members on industrial action. These were national ballots, where national decisions will be taken, and it was likely that there will be a period of industrial action.		
<b>BM.22.02.09</b>	<b>Finance Update</b>		
	<b>(i) Q2 Management Accounts (RESERVED)</b>		
9.1	This item is reserved, and the minute held in confidence.		
	<b>(ii) Commercial Income Strategy</b>		
9.2	Shelly presented a paper setting out a Commercial Income Strategy intended to ensure the College continues to develop and deliver commercial income streams that contribute to its financial sustainability.		
9.3	During discussion, Jessie commented that the strategy must be consistent with the College's role as a charity; and that FGPC should be asked to take a view on what is an appropriate rate of return. There should also be an intention to withdraw projects if they are never going to make a return. Shelly replied that there could be some projects that we do, that will make a slight loss due to the values involved, such as research projects and innovation vouchers. The college could hold some of these, provided there were demonstrable benefits to the college as a whole. The wisdom of setting a target rate of return was discussed. It was felt that these kind of targets are never met; the benefit of research projects is that they help to recruit students. Murray suggested it was more important to flush out the opportunities and hopefully common business sense would prevail.		
9.4	Murray also advised caution in considering the need for a dedicated Commercial Income Manager. In his experience, most opportunities come from the ground up. Any manager coming in would take time to get up to speed and may not pay for their own overhead. Rather, we should try to access best practice across the partnership. On the proposal for identifying cross-partnership opportunities, Shelly indicated that with the new UHI VP operations about to start, she hoped there would be a will to set up a cross-partnership group to improve commercial income streams.		
9.5	Thereafter, the paper was approved, and it was agreed that an update on the Strategy be provided at the next but one Board meeting.	<b>SM</b>	Board Mtg 22-09-22
<b>BM.22.02.10</b>	<b>Risk Reporting</b>		
	<b>(i) Template for Periodic Risk Reporting to the Board</b>		
10.1	See para 5.1 of these minutes for an update on this item.		
<b>BM.22.02.11</b>	<b>Estates Update</b>		
	<b>(i) Update on Backlog Maintenance and Capital Spend</b>		

11.1	An update paper on the status of 2021/22 funded projects was noted.		
	<b>(ii) Outline Plan for Development of Estates Strategy</b>		
11.2	Derek reported that an informal meeting of the FGPC had been held on 10 March specifically to discuss the development of a new Estates Strategy and that a further meeting would be held on 19 April with a view to presenting a more coherent strategy at the next meeting of FGPC on 15 June.		
<b>BM.22.02.12</b>	<b>Policies Due for Review</b>		
	<b>(i) Complaints Handling Procedure</b>		
12.1	Derek presented a new UHI single policy on Complaints Handling Procedures that will replace the local procedure. Derek highlighted the key features of the procedure which, in terms of governance, is designed to ensure the Board receives timely reports and that lessons are learnt from individual complaints or from an analysis of complaints data and that changes are made. Overall, the key thing was to make the complaints process more accessible.		
12.2	Peter observed that there is no mention about the role of the Board's Senior Independent Member in investigating complaints when other channels have failed to resolve an issue about, for example, another board member. In this regard, Derek agreed to look into the issue and amend the procedure, if appropriate.		
12.3	Jessie questioned if there is a procedure for dealing with a conflict of interest between the person making the complaint and the complaint handler. Derek indicated that the staff code of conduct requires staff to declare any conflicts of interest. Accordingly, he agreed to amend the new single policy to require that any member of staff investigating a complaint should declare any conflict of interest immediately.		
12.3	Thereafter, the new Complaints Handling procedure was approved, subject to minor amendments to cover the role of the SIM and the conflict-of-interest issue.	<b>DD</b>	ASAP
<b>BM.22.02.13</b>	<b>Minutes from previous Committee Meetings</b>		
	<b>(i) Draft Minutes of Staff Governance Committee held on 27 January 2022</b>		
13.1	Seonaid drew members' attention to the excellent work done on culture and values following the staff survey and to an item relating to the risk register, which would be discussed further at the Audit Committee in May. She also thanked all the staff involved with the Staff Governance Committee, for the work they had done and the support they had provided. It had been a pleasure and a privilege to lead the committee.		
	<b>(ii) Draft Minutes of Joint Audit/F&amp;GP Committee held on 17 February 2022</b>		
	<b>(iii) Draft Minutes from Audit Committee held on 17 February 2022</b>		

13.2	It was noted the minutes of the two meetings held on 17 February had been discussed at the previous Special Meeting of the Board held on 24 February and there was nothing to add.		
	<b>(iv) Draft Minutes from Finance and General Purposes Committee held on 10 March 2022</b>		
13.3	The minutes had been circulated for information.		
	<b>(v) Draft Minutes of Learning, Teaching and Quality Committee held on 17 March 2022</b>		
13.4	The minutes of the last LTQC meeting were not ready for circulation but in a brief update, Hugh indicated that having assumed the role of Convenor of LTQC, he and David had taken the opportunity to review the format of the agenda for future meetings. As a result of this, at the meeting on 17 March, the committee had agreed to establish a Short Life Working Group to establish how the committee can oversee the curriculum at a high-level; and to give the student voice greater prominence on the agenda.		
<b>BM.22.02.14</b>	<b>Draft Minutes of Regional Strategic Committee held on 7 March 2022</b>		
14.1	The draft minutes of the meeting of RSC from 7 March had been circulated for information. Jessie questioned whether it was still intended to finalise the Partnership Agreement by the end of May. Peter explained that an updated version had just been issued and would be circulated to all Board members for comment.		
14.2	Elaine to circulate to the Board for comment, the latest version of the Partnership Agreement.	<b>ES</b>	Immediate
<b>BM.22.02.15</b>	<b>Draft Minutes of University Court held on 14 December 2021</b>		
15.1	The minutes had been provided for information.		
<b>Bm.22.02.16</b>	<b>HISA Update</b>		
16.1	Rhiannon provided a verbal update on HISA activity, which included a new Social Hotspot Club set up by Caelum. Another training session for Student Voice Representatives had been held the day before. Seventeen of the 54 reps who had signed up were now trained. Rhiannon also announced that following the recent HISA elections, the two incoming Moray Depute Presidents are Melissa Carr, for Education, and Alan Simpson, for Activities and Welfare. There will also be Moray representation at Regional Level with Ju Hu elected as HISA VP Education.		
16.2	Rhiannon also referred to comments contained in the mid-year review on the EREP 2021 Enhancement Plan, which was discussed at LTQC on 17 March and specifically the comments made about the impact and support of HISA elected officers. Rhiannon believed it was more of a regional issue and the result of miscommunication between the regional team and the officers on the ground. She confirmed that specific issues have now been addressed and that the HISA CEO had also issued a statement addressing the points contained in the EREP report.		

16.3	David reported that Moray Council had approached HISA's central team about the possible use of a space in Elgin town centre, for something akin to a student union which would have the added benefit of increasing footfall in the centre. The college has not been involved in these discussions directly, but it is a welcome development, which he would report on further at future meetings under this item.		
16.4	Stuart asked if there is a local HISA strategy or timeline of activities for the academic year that could be shared with the college. Rhiannon suggested that is something that the incoming HISA officers could look to implement next year.		
<b>BM.22.02.17</b>	<b>Emerging Issues</b>		
	<b>(i) Revised Model Code of Conduct</b>		
17.1	The Clerk spoke to her paper which outlined the key changes contained in the Revised Model of Conduct that all FE Colleges are expected to implement in full. Elaine reported that she would be seeking a minor change to the code to reflect the fact that UHI does not have a Standards Officer. The Board agreed to adopt the Model Code as the new Code of Conduct for the Board of Management, subject to the suggested minor amendment being agreed offline between the Principal and the Clerk.	<b>DP/ES</b>	Immediate
	<b>(ii) Draft Board Plan 2022-23</b>		
17.2	The draft Board Plan for 2022/23 was approved.		
	<b>(iii) Recruitment of New Board Members</b>		
17.3	Peter reported that he had asked the Clerk to recruit an additional six independent Board members, two with an accountancy background, two with an audit background and two with learning and teaching experience.		
	<b>(iv) One UHI</b>		
17.4	Murray referred to a presentation delivered at UHI Court the previous week on 'One UHI' which was a ten-year vision to plan and build a new business model around UHI becoming a single, integrated tertiary institution. The concept of One UHI had been agreed in principle by Court but was subject to consultation with AP Chairs and Principals. David indicated that the One UHI paper had not yet been shared with the AP Principals.		
17.5	Peter agreed to provide Elaine with the One UHI presentation for circulation to Board members and to give Board members a further update following a meeting with the UHI Vice-Chancellor and Chair of Court on 19 April.	<b>PG</b>	ASAP
<b>BM.22.02.18</b>	<b>Moray Growth Deal (RESERVED)</b>		
18.1	This item is reserved, and the minute held in confidence.		
<b>BM.22.02.19</b>	<b>Date of Next Meeting: 23 June 2022</b>		
<b>RESERVED ITEMS</b>			
<b>BM.22.02.20</b>	<b>Reserved Minutes of Previous Board Meetings</b>		
	<b>(i) Reserved Draft Minutes of Special Board Meeting held on 24 February 2022</b>		
20.1	This item is reserved, and the minute held in confidence.		

<b>BM.22.02.21</b>	<b>Reserved Matters Arising/Actions of Previous Board Meetings</b>		
	<b>(i) Reserved Matters Arising/Actions of Special Board Meeting held on 24 February 2022</b>		
21.1	This item is reserved, and the minute held in confidence.		
<b>BM.22.02.22</b>	<b>Reserved Minutes of Previous Committee Meetings</b>		
	<b>(i) Draft Reserved Minutes of Joint Audit/F&amp;GP Meeting held on 17 February 2022</b>		
22.1	This item is reserved, and the minute held in confidence.		
	<b>(ii) Draft Reserved Minutes of Audit Committee Meeting held on 17 February 2022</b>		
22.2	This item is reserved, and the minute held in confidence.		
	<b>(iii) Draft Reserved Minutes of Finance and General Purposes Committee Meeting held on 10 March 2022</b>		
22.3	This item is reserved, and the minute held in confidence.		
	<b>(iv) Draft Reserved Minutes of Learning, Teaching and Quality Committee Meeting held on 17 March 2022</b>		
22.4	This item is reserved, and the minute held in confidence.		
	<i>Meeting closed at 13.10pm</i>		