



**Board of Management
Minutes of Meeting held on
Thursday 23 June 2022
At 0930, Room AGBC114/116 and MS Teams**

Present

Peter Graham (Chair)	David Patterson
Jessie McLeman	Rebecca Dewis
Hugh Hamilton	Caroline Webster
Dawn McKinstrey	Caelum Leese (HISA)
Paul Mitchell (via MS Teams)	Leigh Mair
Rhiannon Stradling (HISA)(via MS Teams)	Ben Cookman
Liz Hudson	Dave McCallum
Jackie Stevenson	

In Attendance

Derek Duncan	Carolyn Thomson
Shelly McInnes	Murray Easton
Kenny McAlpine	Elaine Sutherland
El Melton	Rosemary McCormack (item 12 only)

	Introduction		
	Peter welcomed everyone to the meeting, including the six new members of the Board who were attending for the first time and asked everyone to introduce themselves. Peter explained that Murray Easton, the former Chair of the Board's Finance and General Purposes Committee (FGPC), had been invited to attend to cover item 9 on the agenda concerning the closing of the college accounts for 2021-22.		
Item		Action	Date
BM.22.03.01	(i) Resignations		
1.1	Resignations had been received from Alistair Fowlie, Caelum Leese and Rhiannon Stradling.		
	(ii) Appointments		
1.2	New appointments to the Board were noted as Ben Cookman, Liz Hudson, Leigh Mair, Dave McCallum, Jackie Stevenson, Amy Wiggins, Jamie Wilson, Alan Simpson (HISA), Melissa Carr (HISA) and Rebecca Dewis (Academic staff member).		
BM.22.03.02	Apologies for Absence		
2.1	Apologies were received from Stuart Cruickshank, Amy Wiggins, Jamie Wilson, Alan Simpson and Melissa Carr.		
BM.22.03.03	Any Additional Declarations of Interest including specific items on this Agenda		
3.1	There were no additional declarations of interest. In this regard, Peter underlined that the Board make corporate decisions, which Board members are expected to stand by. There is also an expectation that information and discussions of a confidential nature are not disclosed outwith the Boardroom.		

BM.22.03.04	Minutes of Previous Board meetings		
	(i) Draft Minutes of Board Meeting held on 24 March 2022		
4.1	The minutes of the Board meeting held on 24 March 2022 were accepted as an accurate record. Proposed: Jessie McLeman Seconded: Hugh Hamilton		
BM.22.03.05	Matters Arising from Previous Board Meetings		
	(i) Matters Arising from Board meeting held on 24 March 2022		
5.1	All matters arising were noted as either complete or on the agenda.		
5.2	It was agreed that the One UHI presentation be recirculated to all members.	ES	Immediate
5.3	<u>One UHI and the UHI Partnership Conference, 14-15 June 2022</u> Arising from the last item and to inform the debate on the Academic Partnership Agreement (see item 16 of these minutes), Peter reported briefly on the UHI Partnership Conference which had been held on 14-15 June in Nairn and involved board chairs and partner principals, amongst others. For the benefit of the new members, Peter began by briefly outlining how UHI has evolved from a loose association to the current partnership model. The big debate around the model is that it includes 13 Principals, 13 Boards, and the duplication of most professional services 12 times. The university is paid for by top-slicing the income of its partners and the big political argument is whether UHI take too much. The funding allocation for AY 2022/23 is going to be flat in cash terms and, depending on inflation, this could represent a real terms cut of up to 10%. It was against this background and the need to make savings, that the concept of 'One UHI' was launched by the vice Chancellor to UHI Court earlier this year as a ten-year vision to plan and build UHI around becoming a single, integrated, tertiary institution with one Principal, one Court, one Chair, etc.		
5.4	At the June Partnership Conference, all the participants had committed to work together and engage positively on options to develop the partnership. Peter did not know if this is deliverable because there are so many difficulties, but three basic models are being considered from an integrated, to a federation+, model. Peter was clear that whichever route is chosen, it must involve a major re-structure of the way Executive Office (EO) operates. Although the partners have already made significant cuts in spending, EO had still not made any cuts and yet UHI is currently facing a £12M black hole. The next steps would involve the presentation of further iterations towards a new structure before the end of August to the group who had met in Nairn and Peter would look to the Board for guidance on it in due course.		
5.5	It had been hoped to agree a set of guiding principles at Nairn for the work going forward but that time had run out. David was		

	clear that from our point of view, the partnership must be regionally aligned, have regional impact and a regional voice but also, underlying this, it must be locally engaged, empowered and accountable.		
5.6	During discussion, members suggested that the partnership needs to be outward looking and forward facing; it needs to be more transparent; and that the future financial sustainability of the partnership is dependent upon doing something radically different.		
BM.22.03.06	Principal's Update (RESERVED)		
6.1	This item is reserved, and the minute held in confidence.		
BM.22.03.07	Curriculum and Learning Update		
	(i) UHI Curriculum Review Update (ii) Learning and Teaching Update		
7.1	David had provided a paper that included an update on the UHI Curriculum Review, which had been approved by UHI Academic Council in March, and an update on learning and teaching that had been presented to the last meeting of the Learning, Teaching and Quality Committee (LTQC) held on 9 June.		
7.2	Hugh, as Chair of LTQC, recalled that at their meeting on 9 June, LTQC had taken issue with parts of Appendix C of the Academic Council paper concerning student employability, which they considered to be factually incorrect.		
7.3	David agreed to feedback members' concerns at the next meeting of Academic Council, particularly the assertion that businesses prefer long-term placements. Meanwhile, the college will continue to run its own system of placements in a more flexible way.	DP	
7.4	During discussion, David explained that the Subject Network Leaders' (SNLs) plans for rationalising the HE curriculum in their subject areas have been discussed with the college's Heads of Curriculum (HOCs), who have no significant concerns about any of the changes relating to the college. The wider group of Academic Partner (AP) Principals have, however, expressed reservations about the proposed phasing out of some HN programmes in favour of degree provision.		
7.5	Assurances were sought that the number of courses the College loses, and the impact of those losses, will be monitored. Assurances were given that the current approach to planning the curriculum worked well. Even different ways of delivering HND programmes are now being discussed collectively and cohesively. The real challenge, however, is that decisions are often taken by curriculum leads without further analysis of the resources, financial impacts and the mitigations required. The position was noted.		
BM.22.03.08	Organisational Development		
	(i) Industrial Action Update		

8.1	Carolyn reported that the college has been faced with two national pay disputes since September 2021. Eight days of strike action by EIS-FELA had taken place and Action Short of Strike Action had also been taken which involved the removal of good will, including the refusal to record results. An average of 8.5 of the college's 141 members of academic staff had participated in strike action. The UNISON ballot for strike action had been unsuccessful. EIS-FELA and the Employers Association have now agreed a pay award of £1,000 and UNISON are currently balloting their members on a similar offer, plus some additional measures, and it is expected that it will be accepted.		
	(ii) NWOW		
8.2	Carolyn explained that the college had moved to new ways of working during the COVID 19 pandemic, and it was keen to maintain the benefits accrued from this. Hence, a New Ways of Working pilot will run during semester one of academic session 2022/23. Three main work modes – campus mode, home mode and blended mode – were being piloted. The aim is to deliver learning, teaching, and services in the most efficient and successful way, and, at the same time, improve the student experience by ensuring there is a buzz on campus. The new working arrangements will result in around 70% of staff being on campus throughout the week and 60% on Fridays. The outcome of the pilot will be reviewed in January 2023 with the priority being the needs of the service.		
8.3	During discussion, it was suggested that having three models instead of one, hybrid model, sends mixed messages and could be seen as unfair by those staff who are expected to be on campus all the time. Carolyn explained that the three ways of working were in fact more of a continuum than separate models and that some roles, such as cleaners and site assistants, cannot be performed remotely. Peter explained that the college estate was another factor in the equation. In implementing NWOW the college is reducing the need for a new campus. Rebecca, as the teaching staff member, indicated that students have welcomed the hybrid approach to learning because many have part-time jobs to help finance their studies. It was confirmed that the health and safety of those working from home will be considered as part of the pilot.		
BM.22.03.09	Finance Update (RESERVED)		
	(i) Q2 Management Accounts (ii) Draft Budget 2022-23		
9.1	This item is reserved, and the minute held in confidence.		
BM.22.03.10	Periodic Risk Reporting		
	(i) Annual Report to the Board on Corporate Risk Register		
10.1	Shelly introduced her paper, which was the first time the information had been presented in this way as an annual report on the college Corporate Risk Register. It provided a high-level		

	review of the top ten risks facing the college, as well as the current risk profile. It was based on a template produced by Dawn, as reviewed and amended by Shelly.		
10.2	During discussion, it was recalled that there is an outstanding commitment to review the Board's appetite to risk, which had last been agreed 3/4 years ago. It was suggested that a column be added to the report to show the potential consequences and ultimate impact of the risks; and it was noted that some of the risks lacked any future mitigating actions.		
10.3	Jessie, as Convenor of the Audit Committee, recalled that committee members had met with the UHI Director of Corporate Governance, to discuss how the current risk register could be improved. Although no changes have been made, the College now has access to Power BI software, which enables users to manipulate the data to gain deeper data insight. It was also noted that the Board's committees should be looking at the risks within their purview and that it might be appropriate for them to also consider mitigation.		
10.4	Thereafter, it was agreed to conduct the outstanding risk review at the Board's development day to be held during September 2022.	SM	September
10.5	Elaine was asked to circulate to the Board, for information, the current risk management process.	ES	Immediate
BM.22.03.11	Estates Update		
	(i) Update on Backlog Maintenance and Capital Spend		
11.1	Derek spoke to his report outlining the capital and backlog maintenance spend for 2022/23, which included an initial £500,000 for projects approved by FGPC on 15 June. The college had been in a holding pattern since the completion of the Alexander Graham Bell Centre (AGBC) in 2015 with spend being reactive to need. The Scottish Funding Council (SFC) have made it clear that the priority continues to be ongoing maintenance and repairs, but they appear to be more open now to funding condition surveys, which is a key requirement of the Estates strategy.		
11.2	During discussion, Derek responded to members' questions regarding carbon reduction and condition surveys. He advised that this would be the first year, since the installation of the new boiler, that the resultant carbon reductions will be measured; and that the capital allocation cannot be spent on anything except maintenance and not, for example, on replacing out of date PCs.		
	(i) Development of Estates Strategy		
11.3	The Board noted progress on the development of the college Estates Strategy and that the full document is awaiting the approval of the Strategic Leadership Team before being presented to the Finance and General Purposes Committee.		
BM.22.03.12	Policies Due for Review		
	(i) Equality, Diversity, and Inclusivity Policy		

12.1	Derek introduced, for approval, the new Equality, Diversity and Inclusivity Policy, which was a single policy for the UHI partnership. It did not differ significantly from the existing policy and applied to every single aspect of college life. The meeting was joined briefly by Rosemary McCormack, the college's lead officer on this area. The Board approved the policy, for publication on the college website.		
BM.22.03.13	Minutes from previous Committee Meetings		
	(i) Draft Minutes of Staff Governance Committee held on 12 May 2022		
13.1	The draft minutes of SGC were circulated for information. Paul highlighted the good work being done by the Health, Safety and Welfare Officer, who has not been distracted by COVID, from the wider H&S risks facing the organisation.		
	(ii) Draft Minutes of Audit Committee held on 19 May 2022		
13.2	The draft minutes of the Audit Committee had been circulated for information. Jessie drew members attention to a slight change to the internal audit plan for 2021/22, whereby a review of marketing arrangements will take place during July instead of the commercial income review, which has been put back to 2022/23 instead. The completed audits of the SITS system and IT Systems had resulted in a Strong level of assurance. The plan for the annual external audit for 2021/22 was to return to the normal timetable with the draft report going to the joint Audit/FGPC at the end of November, prior to being submitted to the Board in December. This was Ernst Young's last year as external auditors. The new auditors appointed by the government were Deloitte.		
	(iii) Draft Minutes of Learning, Teaching and Quality Committee held on 9 June 2022		
13.3	The minutes had been circulated for information. Hugh highlighted that the committee have asked to receive regular reports on Research and Practice in future. It had been Kenny's first meeting since becoming Deputy Principal and Dawn had kindly attended, as a one-off, to ensure there was a quorum.		
	(iv) Draft Minutes of Finance and General Purposes Committee held on 15 June 2022		
13.4	The minutes of the last FGPC meeting were not ready for circulation but, Peter, who had chaired the meeting, explained that the content of the meeting formed part of the business for today's Board meeting.		
BM.22.03.14	Draft Minutes of Regional Strategic Committee held on 3 May 2022		
14.1	The draft minutes of the meeting of the RSC held on 3 May had been circulated for information.		
BM.22.03.15	Draft Minutes of University Court held on 15 June 2022		

15.1	The draft minutes of University Court held on 15 June were unavailable for circulation.		
BM.22.02.16	Academic Partnership Agreement (RESERVED)		
16.1	This item is reserved, and the minute held in confidence.		
	<i>Paul Mitchell and Dave McCallum left the meeting at this juncture.</i>		
BM.22.02.17	HISA Update		
17.1	Three papers from HISA had been circulated, including updates on the HISA Board of Management Project, the 2022 HISA elections and the project plan for supporting student board members across the university.		
17.2	During discussion, Rhiannon and Caelum highlighted the efforts they had made throughout their year in office to encourage student engagement in HISA, including the Student Voice Rep meetings, and in the college in general. They hoped that there will be better engagement after the summer, with the return of more students on campus and the pandemic being less of a concern. Peter thanked Rhiannon and Caelum for their contributions to the work of the Board throughout the year and offered the Board's best wishes for the future. Their reflections on their experience as student members was most welcome.		
BM.22.02.18	Emerging Issues		
	(i) Annual Board and Committee Evaluation 2021-22		
18.1	A full analysis of the annual Board and committee evaluation for 2021-22 had been circulated. A one-page summary including some of the most significant points emerging from this analysis will be presented to the September meeting.		
18.2	Referring to the evaluation of the Staff Governance Committee (SGC), Carolyn voiced her concern about one of the comments made. To address this, she indicated that in preparing for future SGC meetings, she would sit with the SGC Convenor and go through all the evidence behind the papers she presented.		
	(ii) Updated Board Plan for 2022-23		
18.3	An updated Board Plan for 2022-23 was provided for noting.		
	(iii) Update on UHI Partnership Conference (Nairn) - Verbal		
18.4	This item was discussed following matters arising (see item 5 of these minutes).		
	(iv) Just Transition Fund		
18.5	David updated the Board on the Just Transition Fund, a £500 million ten-year commitment by the Scottish Government to support projects in the North-East and Moray that diversify the economy away from carbon-based industries to those that will contribute to the transition to net zero. It is expected that Moray could receive funding in the order of £100 million over that period, half of which would be capital funding. The deadline for submitting expressions of interest was very tight but there were		

	no set criteria to be met. Whilst the Fund cannot be used to top-up the Moray Growth Deal (MGD) funding, it can be used for projects that align with the MGD.		
BM.22.02.19	Moray Growth Deal (Reserved)		
	(i) MAATIC - Verbal		
19.1	This item is reserved, and the minute held in confidence.		
	(ii) Business Enterprise Hub		
19.2	This item is reserved, and the minute held in confidence.		
BM.22.03.20	Date of Next Meeting – 22 September 2022		
RESERVED ITEMS			
BM.22.03.21	Reserved Minutes of Previous Board Meetings		
	(i) Reserved Draft Minutes of Board Meeting held on 24 March 2022		
21.1	This item is reserved, and the minute held in confidence.		
BM.22.03.22	Reserved Matters Arising/Actions from Board Meeting held on 24 March 2022		
22.1	This item is reserved, and the minute held in confidence.		
BM.22.03.23	Reserved Minutes from Previous Committee Meetings		
	(i) Draft Reserved Minutes of Staff Governance Committee held on 12 May 2022		
23.1	This item is reserved, and the minute held in confidence.		
	(ii) Draft Reserved Minutes of Audit Committee held on 19 May 2022		
23.2	This item is reserved, and the minute held in confidence.		
	(iii) Draft Reserved Minutes of Learning, Teaching and Quality Committee held on 9 June 2022		
23.3	This item is reserved, and the minute held in confidence.		
	(iv) Draft Reserved Minutes of Finance and General Purposes Committee held on 15 June 2022		
23.4	The draft reserved minutes were not available for circulation.		
	<i>The meeting closed at 1.30pm</i>		