

BOARD OF MANAGEMENT

Minutes of Meeting held on

Thursday 27 March 2025

At 1:30pm in the Boardroom and via MS Teams

Present:

Eilidh Kennedy McLean (Chair)
Grenville Johnston
David Patterson – Left at 4.45pm
Elizabeth Hudson (via MS Teams)
Caroline Webster
Roddy Burns

James Walls
Ralph Luck
Clare Matysova (via MS Teams) – Left at 4.45pm
Katy O'Connor – Left at 4.45pm
Stuart Cruickshank – Left at 4.50pm
Chloe Catmore (HISA) – Left at 4.30pm

In Attendance:

Murray Easton
Derek Duncan
Eleanor Melton (Clerk)
Alex Hastings (Minutes)

Carolyn Thomson – Left @ 17.30pm

Item		Action	Date
BM.25.01.01	(i) Resignations		
1.1	There were no resignations received.		
	(ii) Appointments		
1.2	There were no new appointments.		
	(iii) Introductions		
1.3	Eilidh welcomed everyone to the meeting, explaining that Vicki Nairn and Roger Sendall were in attendance to conduct a presentation on UHI Governance.		
BM.25.01.02	Apologies for Absence		
2.1	Apologies were received from Sarah Marshall.		
BM.25.01.03	Any Additional Declarations of Interest including specific items on this Agenda		
3.1	SLT members were asked to leave the meeting for the Board to discuss SLT staffing in the Principal's Report item.		
UHI Governance Overview Presentation			
Vicki Nairn – Principal & Vice-Chancellor and Roger Sendall – Deputy University Secretary			
	Roger supported the presentation, outlining the role of the RSB and how it is governed by UHI Court. Grenville queried the composition of UHI Court, specifically the recruitment of Academic Partner Chairs, which currently sits at two members on the Court. Roger explained that originally, the academic partners would hold elections for Court membership themselves. Of late, the decision is made by the Nominations Committee and depends on whether the members experience aligns with specific gaps within UHI Court. Roger added that there used to be seven partnership chairs on UHI Court, however, following an effectiveness review, the size of UHI Court was considered too big which was resulting in difficulties in approving decisions. Roger		

	<p>explained that the UHI Partnership Forum, which sits beneath UHI Court, ensures that all chairs are involved in key strategic matters.</p> <p>Ralph queried what the conduit is for discussions held in the Partnership Forum going to UHI Court. Roger explained that the minutes from the Partnership Forum are discussed at UHI Court meetings, adding that the Partnership Forum is chaired by Alastair MacColl, Chair of UHI Court. James pointed out that theoretically, a college could have no representation at all, and decisions made could directly impact them. Vicki explained that the Partnership Forum would allow for debate, adding that the Academic Partner positions can be flexible to allow representation on Court. Vicki indicated that as the transformation progresses, it is time that the composition of UHI Court is reviewed. Eilidh highlighted the importance of working collaboratively, adding that it would be interesting to see the proposal for the UHI Court as part of transformation, as soon as possible.</p> <p>Murray queried the previous constitutional structure, in particular the role of the Further Education Regional Board, with regards to accountability. Roger explained that the present case is that the RSB is directly accountable to UHI Court, with each member being a Company Director. Roger reiterated that UHI Court decided to use the Partnership Forum effectively as consultation. Not all colleges are assigned, as they do not receive FE funding, in which FERB was previously responsible for. As this was unsuitable for SAMS, Sabhal Mòr Ostaig and HTC, UHI Court sought to find a route that worked for the whole partnership, leading to the creation of the Partnership Forum. Grenville queried if the Specialist Partners are a problem with regards to funding. Vicki explained that some of Sabhal Mòr Ostaig does come through the university, and UHI has an input on SAMS research projects.</p> <p>The presentation was noted by all members. Eilidh emphasised that the aspiration is to have a much-improved model with clear lines of accountability and responsibility. Vicki supported this statement, highlighting that this structure was inherited, and would have been formed differently if it was within UHI's gift.</p> <p>Eilidh suggested that the Board meet to have a further discussion on this after further reflection.</p>		
ACTION	El and Eilidh to arrange Board meeting for further discussion on UHI Governance.	EM/EKM	
<i>Vicki and Roger left the meeting at 2.45pm</i>			

BM.25.01.04	Draft Minutes of Board Meeting held on 17 December 2024		
4.1	<p>Carolyn pointed out that in the item detailing the Board's discussion with Alastair MacColl, the closing paragraph should read 'Eilidh noted that the UHI Moray Board...' rather than 'UHI Board'.</p> <p>Following the agreed amendment, the minutes of the meeting held on 17 December 2024 were accepted as a true and accurate record: Proposed: Grenville Johnston Seconded: Roddy Burns</p>		
BM.25.01.05	Matters Arising from Board Meeting held on 17 December 2024		
5.1	5.3 - Complete		
5.2	5.10 – Ongoing – Board Development Day date to be discussed later in the agenda.		
5.3	6.1 – Complete – On agenda		
5.4	7.1 – Part of discussion on financial update		
5.5	Alastair MacColl item - Complete		
5.6	15.3 – Complete – On agenda		
BM.25.01.06	Principal's Report		
	(i) Moray Growth Deal – MEEIC Presentation – K McInnes		
6.1	<p>Kerry joined the meeting to support the presentation delivered at the third workshop of the Moray Community Planning Partnership.</p> <p>David informed members that there will be more information available on what is happening in the next Board meeting, as the MGD Programme Board have a meeting scheduled for next week to discuss options.</p> <p>Grenville pointed out that there is much more opportunity outlined in this proposal in comparison to the MAATIC proposal. Ralph added that as there are a number of organisations willing to be involved, there will not be a reliance like there was on Boeing.</p> <p>Eilidh asked David what else the Board can do in terms of strategic engagement in order to reinforce the College's position, emphasising the importance of not losing this opportunity. David explained that following the MGD Programme Board meeting, more information will be available regarding engagement.</p> <p>Roddy drew attention to the impact this project would have on Moray, emphasising examples such as manufacturing in Moray being twice the national average, Moray having the</p>		

	<p>highest number of distilleries across the world, and being home to two military bases. Roddy added that this is a very compelling case and is a great opportunity for Moray to stand up for what it has in terms of infrastructure.</p> <p>Murray pointed out the current risks that are known in the short term, such as assurance around running costs and how revenue is managed. David added that if the Programme Board and Council approve this proposal, a clear financial case is imperative. David added that the college will require an equivalent lead role on this project as with the BE Hub, whilst working collaboratively with EO.</p> <p>Eilidh asked to meet with Kerry to discuss the finer detail of the proposal. It was agreed that the proposal would become a standing agenda item so that the Board can have input to engage and influence decisions.</p>		
ACTION	Eilidh and Kerry to meet to discuss the MEEIC proposal.	EM	
ACTION	MEEIC to be made a standing agenda item for Board meetings.	EM	
	(ii) KPI Dashboard		
6.2	<p>David welcomed questions from members on the report. James queried the number of green rated items, asking why this was the case if the target has not yet been achieved. David explained that as the target is expected to be achieved, it has been rated as green with supporting comments in the narrative.</p> <p>It was agreed that the supporting narrative in the KPI's is to be enhanced in order to provide further information on targets.</p>		
ACTION	KPI supporting narrative to be enhanced by David when reporting to the Board.	DP	
	(iii) BE Hub Update		
6.3	<p>David supported the paper. Eilidh asked if the government funding for the FBC have been approved. David explained that it has been approved, adding that Moray Council were asked not to sign the until the College's conditions had been met.</p> <p>With regards to management and governance, Eilidh asked for the Board to be briefed as part of normal business. Furthermore, when key landmarks are achieved, the Board is to be notified. David confirmed that once things come to fruition, this will be reported back to the Board.</p>		
	(iv) SLT Staffing - RESERVED		
6.4	This item is reserved, and the minute held in confidence.		
	(v) UHI Transformation Update		
6.5	David supported the paper, informing members of the meeting held with Max Brown to discuss areas of concern raised by the Board. James asked if queries regarding the		

	<p>value for money of EO were included, and if they are clearly stated. Eilidh advised that from speaking with the Chairs at UHI Perth and UHI Inverness, there are areas of commonality with regards to concerns. Alastair MacColl has been asked to arrange a meeting with Perth, Inverness and Moray chairs to have a discussion on the top slice and what EO will look like. This will allow for an open conversation on issues the partners are raising as well as our Board's.</p> <p>Ralph pointed out that the timeline for completion could be further challenged by a potential change in Government. Eilidh added that if the FBC is not completed by December 2025, this will allow a potential new Government to potentially change it.</p> <p>Elizabeth notified members of a meeting held with Max Brown prior to the Board meeting, which was positive. Elizabeth explained that there are four key workstreams the Board can get involved in depending on its members' skills. There is a sense that there is appetite for the partnership to have constructive and collaborative input. Elizabeth asked the Board how it would like to be represented in these discussions. David suggested that the focus is on elements the College has control of, such as the feedback received from the College Development Day. Carolyn added that as a result of such reduced staffing, it is imperative that efficiencies are investigated. Elizabeth asked how the Board would like this to be documented. Eilidh suggested not making the process overly bureaucratic, asking that Elizabeth and Grenville engage on issues that are of importance to the College and to communicate these to the Board via email.</p> <p>Clare asked why there were not many questions raised during the sessions with staff on transformation. David explained that both sessions were carried out on MS Teams, therefore it was difficult to know how the sessions went or gather feedback. Katy added that given the difficult FRP period, staff are happy to remain in a job and are not keen to look at more change. Murray stated that there is not much to query as there is still no substance in the discussion. Carolyn added that a lot of staff have heard it all before regarding plans for change.</p> <p>The Board noted this update.</p>		
BM.25.01.07	Learning and Teaching Update		
	(i) Applications and Enrolments		
7.1	Stuart supported the paper, welcoming questions from members.		

	<p>Eilidh asked if looking ahead, will the challenge be more related to the College's infrastructure and abilities, with regards to recruitment. Stuart explained that because of the VSS, the College has reduced staffing. Stuart added that there are good opportunities to enhance the curriculum with both MGD projects, which will in turn enhance staffing as well.</p> <p>The Board noted this update.</p>		
BM.25.01.08	Finance Update		
	(i) 2024-25 Forecast		
8.1	<p>Murray supported the paper, informing members that the forecast has been distorted by the volatility and uncertainty of external factors such as NIC increases and the SFC policy change in the treatment of maintenance funding for 2024/25.</p> <p>Murray informed the Board that the FGP committee now consider the FRP to be complete, allowing the focus to now manage new challenges.</p> <p>Murray asks members for any additional thoughts/comments on this, to which there were none.</p> <p>Roddy queried how internal factors such as commercial income can continue to be monitored. Roddy added that with the continued uncertainty, how do the Board ensure oversight of this. Murray explained that the F&GP Committee overlook the financial risk matrix to ensure risks are evaluated. These risks are escalated by the Committee if necessary. Eilidh highlighted the heavy lifting carried out over a number of years, reminding members that the College is still not out of the woods when the loan for the VS scheme will still require repayment. Murray explained that there is no expectation to repay the loan until the College is absolutely comfortable financially (as part of the soft repayment terms).</p> <p>Eilidh drew attention to the point around continued visibility of risks and how this is conducted outside of Board meetings, querying if it would be helpful to have updates outside of meetings. Roddy queried the level of materiality in which all Board members would have to be informed of, with regards to risks. Murray explained that anything substantial is to be raised to Grenville, and anything between £100k and £1m would be escalated to the Board immediately.</p>		
	(ii) 2025-26 Projection		
8.2	<p>Murray's paper was taken as read. Murray advised that a bottom-up re-forecast will be presented to the Board in the next meeting.</p>		

ACTION	Murray to present 2025-26 forecast at next Board meeting	ME	12-06-25
BM.25.01.09	Risk Update		
9.1	<p>Murray supported the paper, updating members on the three changes made since the last meeting.</p> <p>The Board noted this update.</p>		
BM.25.01.10	Minutes from Previous Committee Meetings		
	(i) Draft minutes of Audit committee meeting held on 20 February 2025		
10.1	<p>James highlighted the membership of the Audit Committee as an issue. Currently there are two members and an observer. James advised that Jessie will be leaving in October, being the only member with accountancy training, this will leave a significant gap in the Committee. James stated that the intention is to recruit two committee members, with at least one coming from an accountancy background.</p> <p>Eilidh suggested that, given the urgency, the College's marketing team could release an advert for new Board members which emphasised the need for accountancy experience. Members discussed different channels of advertising, Eilidh queried if the Northern Scot could help. Carolyn advised that this could be possible, adding that the College is required to advertise in different places.</p> <p>It was agreed that El would follow up on Audit Committee recruitment with David and send the application pack to Ralph.</p>		
ACTION	El and David to follow up on Audit Committee recruitment.	EM/DP	
ACTION	El to send Ralph Board application pack.	EM	ASAP
	(ii) Draft minutes of Staff Governance committee meeting held on 27 February 2025		
10.2	<p>Carolyn updated members on the situation with representatives of the EIS-FELA Union. There is currently no local representative for the union, and the teaching staff representative has resigned. Nominations have been sought for a new teaching staff representative and the window for nominations is set to close on Friday 28 March. Carolyn advised that EIS-FELA are being pushed to get a local representative.</p> <p>With regards to Unison representatives, this is now on track and Unison are working to get a representative on the Board. Unison have also confirmed with Carolyn that the dispute has been closed, although a response is still required from EIS-FELA regarding this.</p>		
	(iii) Draft minutes of Finance & General Purposes committee meeting held on 6 March 2025		

10.3	There were no questions from Board members regarding the F&GP Committee minutes.		
	(iv) Update on Learning, Teaching and Quality committee meeting held on 13 March 2025 – Verbal		
10.4	Elizabeth informed members that the Terms of Reference for the LTQ Committee are almost complete, pending a final review. This will be ready to share at the next meeting.		
BM.25.01.11	Estates Update		
11.1	<p>Derek supported the paper, reporting that the Estates team are currently working very reactively in terms of maintenance carried out on all buildings. It was noted that a failure to have regular planned maintenance is a risk as it will lead to significant deterioration of the College estate. Derek advised that a condition survey is being organised so that the College can develop a long-term strategic plan and investigate priorities.</p> <p>With regards to RAAC, an options appraisal has commenced on the Speyside Wing. At the end of this, we will receive a recommendation on the future use of the building. The proposal from this will be taken to the F&GP Committee and, following a consideration of the options available, the Board.</p> <p>Derek highlighted that tackling backlog maintenance is a major challenge across the sector. The current position for the College is that the estates team are able to maintain the buildings, the College remains open and able to manage issues as they arise, however, it is imperative that future planning starts.</p> <p>Caroline pointed out that when considering UHI Transformation options, if an amalgamation was to happen, the estate could be seen as a liability. As a result, UHI could potentially look to cut ties with the most expensive estate to repair.</p> <p>Eilidh asked if, following receipt of the condition survey, the Board would approve of serious concerns being flagged regarding the pattern in which the College has previously applied for funding for campus redevelopment, however, funding has either been denied or withdrawn. Eilidh highlighted issues raised in the previous condition survey, such as asbestos problems, adding that there is a human cost that is not incorporated into discussions. The Board agreed to this approach.</p>		
ACTION	Following receipt of condition survey, concerns regarding campus redevelopment to be flagged by the Chair.	EKM	

BM.25.01.12	HISA		
	(i) Board of Management Report and Action Plan		
12.1	This report was taken as read due to the HISA representative leaving the meeting at 4.30pm.		
	(ii) HISA Update		
12.2	A written report had been provided. There was no further verbal update provided due to the HISA representative leaving the meeting at 4.30pm.		
BM.25.01.13	Emerging Issues		
	(i) SFC Funding Model		
13.1	The presentation regarding changes to the SFC funding model was noted by the Board.		
	(ii) Board and Committee Schedule 2025-26		
13.2	Members were advised to email EI with any issues regarding the schedule.		
	(iii) Board Development Day		
13.3	EI advised that the anticipated date for the next Board Development Day will either be at the end of June or beginning of July. Members were asked to suggest suitable weeks via email to EI.		
	(iv) Draft Terms of Reference - Committees		
13.4	EI sought Board support to go forward with the Terms of Reference, informing members that the LTQ Committee's require a lot more amendments. EI advised members that each Terms of Reference will be reviewed regularly.		
BM.25.01.14	Date of Next Meeting – 12 June 2025		
RESERVED ITEMS			
BM.25.01.15	Draft Reserved Minutes of Board Meeting held on 17 December 2024		
15.1	This item is reserved, and the minute held in confidence.		
BM.25.01.16	Reserved Matters Arising from Board Meeting held on 17 December 2024		
16.1	This item is reserved, and the minute held in confidence.		
BM.25.01.17	Reserved Minutes from Previous Committee Meetings:		
	(i) Draft Reserved minutes of Audit committee meeting held on 20 February 2025		
17.1	This item is reserved, and the minute held in confidence.		
	(ii) Draft Reserved minutes of Finance & General Purposes committee meeting held on 6 March 2025		
17.2	This item is reserved, and the minute held in confidence.		
	<i>Meeting closed at 5.40pm</i>		