

# Extraordinary Meeting of the Board of Management

Thu 16 May 2024, 16:30 - 18:00

Teams-only

## Attendees

### Chair Board members

- David Sandison (Interim Chair of the Board of Management, Interim Chair of Search and Nominations Committee)

### Board Members

- Graeme Howell (Interim Vice Chair of the Board of Management, Interim Chair of Finance and General Purposes Committee, Senior Independent Member)
- Karen Hall (Chair of Learning, Teaching, and Research Committee)
- Claire Christey (Chair of Audit Committee)
- Mason Robbins (Vice Chair of Audit Committee)
- John Goodlad (Independent Director)
- Valerie Nicolson (Independent Director)
- Gary Souter (Regional Student Director)
- Keith Massey (Local Student Director)
- Simon Clarke (Teaching Staff Director)
- Jane Lewis (Principal - Shetland UHI)
  
- Absent: Lauren Doughton (Independent Director)
- Samuel Wyeth (Non-Teaching Staff Director)

### Staff In Attendance

- Laura Burden (Depute Principal Tertiary)
- Matt Sierocinski King (Board Secretary)
- Katrina Short (Head of Finance)
- Kathy MacDonald (HR and OD Lead)

### Observers

- Sheena Stewart (UHI Observer)
- Angus Campbell (UHI FGPC Observer)

### Apologies

- Daniel Lawson (Independent Director)
- Maria Bell (Independent Director)
- Steve Keightley (SFC Observer)

## Meeting minutes

## Opening Items

## 1. Welcome, Apologies, and Announcements

Mr Sandison (Chair of the Board of Management) welcomed everyone to the meeting, and explained the purpose of the meeting.

## 2. \*Standing Orders of the Board of Management

**Noted:** The Board of Management noted the Standing Orders of the Board of Management.

## 3. Declarations of Interest

Dr Clarke (Teaching Staff Director) declared a conflict of interest with regards to the restructure paper, and declared his willingness to leave the meeting, if the Board of Management required him to do so.

## 4. Minutes of the previous meetings

Mr Sandison (Chair of the Board of Management) asked the members of the Board of Management to review the Confidential minutes of the previous meeting. The Chair of the Board of Management also asked the members of the Board of Management to review the Non-Confidential minutes of the previous meeting.

**Decision:** The Board of Management approved the Confidential minutes as a true and accurate record of the previous meeting.

**Decision:** The Board of Management approved the Non-Confidential minutes as a true and accurate record of the previous meeting.

## 5. Matters Arising

Mx Sierocinski King (Board Secretary) detailed the ongoing actions from the previous meeting, with those not covered by the agenda of this meeting, listed below.

**Action:** Mr Howell (Interim Vice-Chair of the Board of Management) shall write to members of the Board of Management to ask them to serve as Vice-Chairs for Committees where vacancies currently exist.

**Action:** The Board Secretary shall circulate the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it, to the Board of Management, once released.

**Action:** The Board of Management shall review the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it.

**Action:** The Board Secretary shall, once Search and Nominations Committee has completed their actions, add the recommendations made by Search and Nominations Committee to the Articles of Association for the consideration of Search and Nominations Committee.

**Action:** The Board Secretary shall, once Search and Nominations Committee has completed the review of the proposed changes to the Articles of Association, lay these proposals before the Board of Management for their consideration.

**Action:** The Board Secretary shall add the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it, to the next agenda of the Board of Management, when they are released

**Action:** The Board Secretary shall add GHG Emissions Update to the agenda of the Quarter 1 meeting of the Board of Management in 2024-2025.

**Action:** Ms Bell (Independent Director) shall meet with, discuss ideas further, and provide further support to the Net Zero Exchange Co-ordinator after a meeting she is attending in April.

**Action:** Mrs Burden (Depute Principal Tertiary) shall check what the difference in apprenticeships between Shetland UHI and Shetland Islands Council, is.

**Action:** The Interim Vice-Chair of the Board of Management shall lead on the organisation and delivery of an open meeting with students and the Board of Management after Easter once final restructure proposals are known.

**Action:** The Board of Management shall hold an open meeting with staff after Easter once final restructure proposals are known.

**Action:** Professor Lewis (Principal) shall send an updated version of the Risk Register summary to the Board of Management.

**Action:** The Board Secretary shall send the invitations out for each meeting across a period of about a month.

## **Progress to Assignment of Shetland UHI**

## 7. 2022-2023 Annual Report of Audit Committee

**Decision:** The Board of Management decided to postpone this agenda item and review via correspondence.

**Action:** The Board of Management shall, via correspondence, review the 2022-2023 Annual Report of Audit Committee to the Board of Management.

## Closing Items

### 8. Any Other Business

Mr Sandison (Chair of the Board of Management) raised the topic of his term of office and that it was coming to a close on 31st May 2024 without a successor as Chair of the Board of Management being appointed. The Board of Management discussed the matter. Doctor Clarke (Teaching Staff Director) suggested that one existing member of the Board of Management member may wish to become Chair of the Board of Management, and suggested that any extension for Mr Sandison be until December 2024. Mr Massey (Local Student Director) gave his thoughts on the matter.

Professor Lewis (Principal) drew attention to the degree show running from the 7<sup>th</sup> June. The Local Student Director confirmed he is exhibiting as part of the degree show.

**Action:** The Chair of the Board of Management is to send Mx Sierocinski King (Board Secretary) a date for to which he wishes to extend his term of office until.

**Action:** The Board Secretary is to send such a date to the Board of Management to consider and determine the request from the Chair of the Board of Management of an extension to their Term of Office.

### 9. Date of Next Meeting

The date of the next meeting is 26th June 2024. The Board Workshop date was confirmed as 8th June.

Agenda Item	Action	Responsible	Progress
5	Write to members of the Board of Management to ask them to serve as Vice-Chairs for Committees where vacancies currently exist.	Mr Howell (Interim Vice-Chair of the Board of Management)	

5	Circulate the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it, to the Board of Management, once released.	Board Secretary	
5	Review the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it.	Board of Management	
5	Once Search and Nominations Committee has completed their actions, add the recommendations made by Search and Nominations Committee to the Articles of Association for the consideration of Search and Nominations Committee.	Board Secretary	
5	Once Search and Nominations Committee has completed the review of the proposed changes to the Articles of Association, lay these proposals before the Board of Management for their consideration.	Board Secretary	
5	Add the 2024 Code of Good Governance and the Islands Community Impact Assessment supplied with it, to the next agenda of the Board of Management, when they are released	Board Secretary	
5	Add GHG Emissions Update to the agenda of the Quarter 1 meeting of the Board of Management in 2024-2025.	Board Secretary	
5	Meet with, discuss ideas further, and provide further support to the Net Zero Exchange Co-ordinator after a meeting she is attending in April.	Ms Bell (Independent Director)	
5	Check what the difference in apprenticeships between Shetland UHI and Shetland Islands Council, is.	Mrs Burden (Depute Principal Tertiary)	
5	Lead on the organisation and delivery of an open meeting with students and the Board of Management after Easter once final restructure proposals are known.	Interim Vice-Chair of the Board of Management	Complete
5	Hold an open meeting with staff after Easter once final restructure proposals are known.	Board of Management	
5	Send an updated version of the Risk Register summary to the Board of Management.	Professor Lewis (Principal)	
5	Send the invitations out for each meeting across a period of about a month.	Board Secretary	Complete
7	Via correspondence, review the 2022-2023 Annual Report of Audit Committee to the Board of Management.	Board of Management	
8	Send Mx Sierocinski King (Board Secretary) a date for to which he wishes to extend his term of office until.	Chair of the Board of Management	
8	Send such a date to the Board of Management to consider and determine the request from the Chair of the Board of Management of an extension to their Term of Office.	Board Secretary	