

# Board of Management Meeting, Quarter 4, 2023-2024

*Wed 26 June 2024, 16:30 - 18:30*

## Attendees

### Chair

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

### Board Members (Attending in Person)

- Valerie Nicolson (Independent Director)
- Brian Smith (Independent Director)
- Jane Lewis (Principal - Shetland UHI)

### Board Members (Attending Via Teams)

- Karen Hall (Chair of Learning, Teaching, and Research Committee, Absent: 17-26)
- Claire Christey (Chair of Audit Committee)
- Daniel Lawson (Independent Director)
- Lauren Doughton (Independent Director)
- Gary Souter (Regional Student Director)
- Simon Clarke (Teaching Staff Director)

### Staff In Attendance (Attending in Person)

- Laura Burden (Depute Principal Tertiary)

### Staff In Attendance (Attending Via Teams)

- Katrina Short (Head of Finance)
- Matt Sierocinski King (Board Secretary)

### Observers (Attending in Person)

- Harley Green (Incoming Student Director)
- Mark Green (Incoming Independent Director)

### Observers (Attending Via Teams)

- Sheena Stewart (UHI Observer)
- Steve Keightley (SFC Observer)
- Amanda Hawick (Incoming Independent Director)

### Apologies

- Graeme Howell (Interim Vice Chair of the Board of Management, Interim Chair of Finance and General Purposes Committee, Senior Independent Member)
- Mason Robbins (Vice Chair of Audit Committee)
- John Goodlad (Independent Director)
- Maria Bell (Independent Director)
- Keith Massey (Local Student Director)

# Meeting minutes

## Opening Items

### 1. Welcome, Apologies, and Announcements

Mr Sandison (Interim Chair of the Board of Management) welcomed everyone to the meeting. The Interim Chair of the Board of Management extended warm welcomes to Mr H Green (Incoming Student Director), Mr M Green (Incoming Independent Director), Ms Hawick (Incoming Independent Director).

#### 1.1. ~Appointments to the Board of Management

This agenda item was taken after agenda item 2.

Mx Sierocinski King (Board Secretary) introduced the paper, and explained that Search and Nominations Committee had recommended that Mr Brian Smith, Ms Amanda Hawick, and Mr M Green are appointed as Independent Directors, subject to the clearance of the necessary checks. The Board Secretary also explained that Mr H Green had been recommended by Search and Nominations Committee to be appointed as a Student Director, subject to the clearance of the necessary checks.

Separately, the Board Secretary announced that Mr Sandison (Interim Chair of the Board of Management) had requested an extension of his term of office for a further six months. The Board Secretary suggested to the Board of Management that Mr Sandison be retrospectively re-appointed as an Independent Director, from 31st May 2024, when his current term expired, until 30th November 2024.

**Decision:** The Board of Management approved the appointment of Mr Brian Smith as an Independent Director, subject to the clearance of the necessary checks.

**Decision:** The Board of Management approved the appointment of Ms Amanda Hawick as an Independent Director, subject to the clearance of the necessary checks.

**Decision:** The Board of Management approved the appointment of Mr Mark Green as an Independent Director, subject to the clearance of the necessary checks.

**Decision:** The Board of Management approved the appointment of Mr Harley Green as a Student Director, subject to the clearance of the necessary checks.

**Decision:** The Board of Management approved the retrospective re-appointment of Mr Davie Sandison as an Independent Director from 31st May 2024, and extended his term until 30th November 2024.

**Action:** The Board Secretary shall manage the Induction and onboarding of the incoming Independent Directors and the incoming Student Director.

Note for the minutes: Prior to the meeting, Mr Brian Smith had cleared all the necessary checks, and was therefore appointed at the meeting, as an Independent Director. The Board Secretary wasn't aware of the checks being completed for Mr Smith, until after the meeting's end. The checks for the other Incoming Directors, remained an ongoing action.

## **1.2. \*Decisions approved by Correspondence**

There were no decisions made by the Board of Management via correspondence, since the last meeting of the Board of Management.

## **1.3. ~Appointment of Board Roles**

Mx Sierocinski King (Board Secretary) introduced the paper and informed the Board of Management that that Search and Nominations Committee had recommended that:

- Ms Hawick (Incoming Independent Director) be appointed to the role of Vice-Chair of Human Resources and Remuneration Committee from 16th January 2025.
- Mr Sandison (Interim Chair of the Board of Management) retains his existing appointments of:
  - Interim Chair of the Board of Management
  - Interim Chair of Human Resources and Remuneration Committee

The Board Secretary also suggested to the Board of Management that they take up the offer from Mr Smith (Independent Director), to serve as Vice-Chair of Finance and General Purposes Committee, with a start date of 16th January 2025.

**Decision:** The Board of Management appointed Ms Hawick (Incoming Independent Director) to the role of Vice-Chair of Human Resources and Remuneration Committee from 16th January 2025.

**Decision:** The Board of Management re-appointed Mr Sandison (Interim Chair of the Board of Management) to the roles of Interim Chair of the Board of Management, and Interim Chair of Human Resources and Remuneration Committee.

**Decision:** The Board of Management appointed Mr Smith (Independent Director) to the role of Vice-Chair of Finance and General Purposes Committee from 16th January 2025.

## **1.4. ~Committee Assignations**

Ms Nicolson (Independent Director) temporarily left the meeting.

Mx Sierocinski King (Board Secretary) explained the recommendations for Committee Assignations from Search and Nominations Committee, along with the suggestions made, that had arisen since Search and Nominations Committee had met. The Board Secretary corrected the paper to state that the recommendation for Mr H Green (Incoming Student Director), that he receive the Committee Assignation to Learning, Teaching and Research Committee, rather than Human Resources and Remuneration Committee.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee for Mr H Green (Incoming Student Director) to receive the Committee Assignation of Learning, Teaching, and Research Committee.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee for Mr H Green (Incoming Student Director) to receive the Committee Assignation of Search and Nominations Committee.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee for Mr M Green (Incoming Independent Director) to receive the Committee Assignation of Human Resources and Remuneration Committee.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee for Mr M Green (Incoming Independent Director) to receive the Committee Assignation of Audit Committee.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee for Ms Hawick (Incoming Independent Director) to receive the Committee Assignation of Human Resources and Remuneration Committee.

**Decision:** The Board of Management approved the recommendation from Search and Nominations Committee for Ms Hawick (Incoming Independent Director) to receive the Committee Assignment of Audit Committee.

**Decision:** The Board of Management approved the suggestion for Mr Smith (Independent Director) to receive the Committee Assignment of Finance and General Purposes Committee.

**Decision:** The Board of Management approved the suggestion for Mr Smith (Independent Director) to receive the Committee Assignment of Learning, Teaching, and Research Committee.

**Action:** The Board Secretary shall send meeting invitations for meetings of Audit Committee to Mr M Green (Incoming Independent Director) and Ms Hawick (Incoming Independent Director).

**Action:** The Board Secretary shall send meeting invitations for meetings of Finance and General Purposes Committee to Mr Smith (Independent Director).

**Action:** The Board Secretary shall send meeting invitations for meetings of Human Resources and Remuneration Committee to Mr M Green (Incoming Independent Director) and Ms Hawick (Incoming Independent Director).

**Action:** The Board Secretary shall send meeting invitations for meetings of Learning, Teaching, and Research Committee to Mr Smith (Independent Director) and Mr H Green (Incoming Student Director).

**Action:** The Board Secretary shall send meeting invitations for meetings of Search and Nominations Committee to Mr H Green (Incoming Student Director).

## **1.5. ~Terms of Reference for Committees**

Mx Sierocinski King (Board Secretary) explained the changes to the Terms of Reference for each of the Board of Management's Committees, and asked the Board of Management to approve them.

**Decision:** The Board of Management approved the changes to the Terms of Reference for Audit Committee.

**Decision:** The Board of Management approved the changes to the Terms of Reference for Finance and General Purposes Committee.

**Decision:** The Board of Management approved the changes to the Terms of Reference for Learning, Teaching, and Research Committee.

**Decision:** The Board of Management approved the changes to the Terms of Reference for Human Resources and Remuneration Committee.

**Decision:** The Board of Management approved the changes to the Terms of Reference for Search and Nominations Committee.

## 2. Education Scotland

This agenda item was taken after agenda item 1.

Mr Laird (Education Scotland) spoke to the Board of Management regarding the Education Scotland Engagement visit, and subsequent report. He detailed the findings in the report, and gave a very strong report for Shetland UHI, and detailed how Shetland UHI positively compares to the rest of the sector. He spoke about how the extremely high levels of satisfaction and quality. He spoke to the recommendations made in the report and there were no areas of improvement. He said it was one of the strongest reports he has engaged in in 14 years in his role. Dr Clarke (Teaching Staff Director) gave praise to Mr Laird from how positive the experience was from a staff perspective. Professor Lewis (Principal) spoke to the actions undertaken to progress a data sharing agreement with SIC, who in turn assured her it would be complete by the end of the academic year. Mr Laird spoke to the change of the model of engagement for next academic year with QAA leading on these in the future. He gave thanks to the SMT for their openness and hospitality.

Mr Laird left the meeting at the end of this agenda item.

**Action:** Mx Sierocinski King (Board Secretary) is to circulate the Education Scotland report to the Board of Management.

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

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

## 4. Declarations of Interest

Mr Sandison (Interim Chair of the Board of Management) asked if any member had a conflict of interest with any item on the agenda, to declare it. No such declarations were made.

## 5. Minutes of the previous meetings

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

**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.

## 6. Matters Arising

There were no matters arising.

## Standing Items

## 7. Principal's Report

Professor Lewis (Principal) spoke to the report, including the appointment of the Dean of Research and UHI, Derek McGee.

Mrs Burden (Depute Principal Tertiary) spoke to the Board of Management about full time FE recruitment which was expected to continue next year, and that this was unique to islands. She spoke to the reasoning behind the growth of numbers. She spoke to the strength in applications in maritime and other new courses. She spoke about the reduction in HE applications, but has now confirmed that UHI Shetland has exceed our HE target by 2FTE. She confirmed that UHI Shetland is 30% down for next year compared with last years.

The Principal spoke to the apprentices contract, with all bar £80 claimed on the contract. She spoke to the development of the contract for next year. She noted the 83% completion level this year, well above the Scottish average.

The Principal spoke about the research development, and merger related topics. She confirmed there was very little to update on Health and Safety.

The Principal spoke to the Board of Management regarding the Islands deal, with income and activity expected next year. She spoke to the different projects to which UHI Shetland was involved in, and the order to which they may start to bear fruit.

The Principal drew the attention of the Board of Management to the Students' work in the Eric Grey Museum.

The Board of Management discussed the report with a focus on apprentice areas. The Principal congratulated Mr Massey (Local Student Director) for the prestigious award to which he won.

## **8. HISA Annual Report**

Mx Sierocinski King (Board Secretary) explained the purpose of the report to the Board of Management, and how, with the exception of the activities in the last month, the report had been reviewed and discussed by Learning, Teaching, and Research Committee during its Quarter 4 meeting.

The Board of Management gave its thanks to Mr Souter (Regional Student Director) for his service as Vice-President Education, of HISA.

**Noted:** The Board of Management noted the HISA Annual Report.

## **9. HISA Election Report**

Mx Sierocinski King (Board Secretary) introduced the HISA 2023 Election Report, explaining its context and the improved turnout at UHI Shetland, the highest since before the pandemic began, as well as how turnout was significantly higher compared to other academic partners.

**Noted:** The Board of Management noted the HISA Election Report.

## **Development of Shetland UHI**

### **13. \*Risk Register Summary**

Professor Lewis (Principal) spoke to the different layout of the paper, and spoke to how the risks could be reduced, and felt that our risk estimations have perhaps been over cautious. The Principal felt that the summary could include quarterly scores.



**Noted:** The Board of Management noted the Risk Register Summary.

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

### **15. 2022-2023 Annual Report of Audit Committee**

Ms Christey (Chair of Audit Committee) spoke to the report and the development of the committee and the review of the risks and audit recommendations. Mx Sierocinski King (Board Secretary) explained the reasoning of the report, and gave thanks to the Former Chair of Audit Committee, Dr Doughton (Independent Director). Dr Doughton (Independent Director) gave her thanks to the members of the committee and to the Chair of Audit Committee for taking on the leadership of Audit Committee, from May 2024.

**Decision:** The Board of Management approved the 2022-2023 Annual Report of Audit Committee to be submitted to SFC.

**Action:** The Board Secretary shall work with the Finance Team to submit the 2022-2023 Annual Report of Audit Committee.

## **Development of the Board of Management**

### **16. Articles of Association**

Mx Sierocinski King (Board Secretary) explained to the Board of Management the changes proposed to the Articles of Association, and that the process for changing the Articles will be undertaken outside of the meeting, through a signature requests to members via Admin Control, which must be signed by 75% of the Board of Management who are also members of the Company, in order to approve the changes to the Articles of Association.

Ms Hall (Chair of Learning, Teaching, and Research Committee) left the meeting at the end of this agenda item.

**Action:** The Board Secretary shall circulate a request for signatures to the new Articles of Association.

## 17. Vacancies Upon the Board of Management

Mx Sierocinski King (Board Secretary) detailed the vacancies of Board of Management roles, noting that the following roles were vacant:

- Vice-Chair of Finance and General Purposes Committee (until 16th January 2025)
- Vice-Chair of Human Resources and Remuneration Committee (until 16th January 2025)
- Vice-Chair of Learning, Teaching, and Research Committee.

The Board Secretary also explained that the following roles were being held on an interim basis, with recruitment needing to happen in the near future:

- Chair of the Board of Management
- Vice-Chair of the Board of Management
- Chair of Finance and General Purposes Committee
- Chair of Human Resources and Remuneration Committee

The Board Secretary relayed the decision of Learning, Teaching, and Research Committee to make the role of Vice-Chair of Learning, Teaching, and Research Committee, available to a Student Director who was not concurrently a HISA Officer.

## 18. Dates of Meetings for 2023-2024 - Q2 Amendments

Mx Sierocinski King (Board Secretary) explained the changes to the calendar, particularly with regards to the change of meetings for Quarter 2.

**Decision:** The Board of Management approved the changes to the meeting dates.

**Action:** The Board Secretary shall re-issue the meeting appointments accordingly.

## Committees Reporting to the Board of Management

### Learning, Teaching, and Research Committee

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## 22. \*Draft Minutes from the previous Meeting

**Noted:** The Board of Management noted the draft minutes of the previous meeting of Learning, Teaching, and Research Committee.

## Closing Items

### 25. Any Other Business

Professor Lewis (Principal) announced that she will be in touch with the incoming members of the Board of Management for an introductory meeting, and encouraged those who hadn't visited the Eric Gray exhibition as yet, to do so.

### 26. Date of Next Meeting

The dates of the next meetings are:

- 9th October 2024 at 16:30 in person and via Teams
- 15th January 2025 at 16:30 in person and via Teams
- 2nd April 2025 at 16:30 in person and via Teams
- 25th June 2025 at 16:30 in person and via Teams

Agenda Item	Action	Responsible	Progress
1.1	Manage the Induction and onboarding of the incoming Independent Directors and the incoming Student Director.	Board Secretary	
1.5	Send meeting invitations for meetings of Audit Committee to Mr M Green (Incoming Independent	Board Secretary	

	Director) and Ms Hawick (Incoming Independent Director).		
1.5	Send meeting invitations for meetings of Finance and General Purposes Committee to Mr Smith (Independent Director).	Board Secretary	Complete
1.5	Send meeting invitations for meetings of Human Resources and Remuneration Committee to Mr M Green (Incoming Independent Director) and Ms Hawick (Incoming Independent Director).	Board Secretary	
1.5	Send meeting invitations for meetings of Learning, Teaching, and Research Committee to Mr Smith (Independent Director) and Mr H Green (Incoming Student Director).	Board Secretary	
1.5	Send meeting invitations for meetings of Search and Nominations Committee to Mr H Green (Incoming Student Director).	Board Secretary	Complete
2	Circulate the Education Scotland report to the Board of Management.	Mx Sierocinski King (Board Secretary)	
15	Work with the Finance Team to submit the 2022-2023 Annual Report of Audit Committee.	Board Secretary	
16	Circulate a request for signatures to the new Articles of Association.	Board Secretary	Complete
18	Re-issue the meeting appointments accordingly.	Board Secretary	Complete