

Board of Management Meeting, Quarter 1, 2024-2025

Wed 9 October 2024, 16:30 - 18:30

A3 Lerwick Campus, and online

Attendees

Chair

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

Board Members (Attending in Person)

- Graeme Howell (Interim Vice Chair of the Board of Management, Interim Chair of Finance and General Purposes Committee, Senior Independent Member)
- Claire Christey (Chair of Audit Committee)
- Brian Smith (Independent Director)
- Amanda Hawick (Independent Director)
- Mark Green (Independent Director)
- Simon Clarke (Teaching Staff Director)
- Harley Green (Local Student Director)
- Selina-May Miller (Non-Teaching Staff Director)
- Jane Lewis (Principal - Shetland UHI)

- Absent: Lauren Doughton (Independent Director)
- Valerie Nicolson (Independent Director)

Board Members (Attending Via Teams)

- Karen Hall (Chair of Learning, Teaching, and Research Committee)
- Mason Robbins (Vice Chair of Audit Committee)
- Daniel Lawson (Independent Director, Absent: 1)
- Keith Massey (Student Director, Absent: 1-1.4)

Staff In Attendance (Attending in Person)

- Matt Sierocinski King (Board Secretary)
- Gemma MacGregor (Vice Principal Operations)
- Laura Burden (Depute Principal Tertiary)

Staff In Attendance (Attending Via Teams)

- Katrina Short (Head of Finance)

Observers (Attending Via Teams)

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

Apologies

- Maria Bell (Independent Director)
- John Goodlad (Independent Director)

Non-Confidential Meeting minutes

Opening Items

1. Welcome, Apologies, and Announcements

Mr Sandison (Interim Chair of the Board of Management) welcomed everyone to the meeting, and extended a special welcome to Miss Hawick (Independent Director) as it was her first in person meeting of the Board of Management.

1.1. Appointments to the Board of Management

Mx Sierocinski King (Board Secretary) spoke about the recommendation from Search and Nominations Committee to appoint Ms Miller as Non-Teaching Staff Director, and confirmed that all the checks had been successfully completed.

During this agenda item, Mr Lawson (Independent Director) joined the meeting.

Decision: The Board of Management approved the recommendation to appoint Ms Miller as the Non-Teaching Staff Director to the Board of Management.

1.2. *Decisions approved by Correspondence

There were no decisions record as being made by correspondence between the 2023-2024 Quarter 4 meeting of the Board of Management and the 2024-2025 Quarter 1 meeting of the Board of Management.

1.3. Appointment of Board Roles

No appointments to roles of the Board of Management were made.

Mx Sierocinski King (Board Secretary) confirmed that the following roles of the Board of Management were either currently vacant with no current prospect of filling the role, or will become vacant this calendar year:

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

- Vice-Chair of Learning, Teaching, and Research Committee

1.4. Committee Assignations

Mx Sierocinski King (Board Secretary) introduced the paper, and spoke to the Board of Management about the recommendations to give Ms Miller (Non-Teaching Staff Director) the Committee Assignations of Finance and General Purposes Committee, and Human Resources and Remunerations Committee.

Decision: The Board of Management assigned the Non-Teaching Staff Director to be a member of Finance and General Purposes Committee.

Decision: The Board of Management assigned the Non-Teaching Staff Director to be a member of Human Resources and Remuneration Committee.

Action: The Board Secretary shall invite the Non-Teaching Staff Director to meetings of Finance and General Purposes Committee.

Action: The Board Secretary shall invite the Non-Teaching Staff Director to meetings of Human Resources and Remuneration Committee.

1.5. Terms of Reference for Committees

Mx Sierocinski King (Board Secretary) spoke to the Board of Management about the changes to the Terms of Reference for Human Resources and Remuneration Committee, along with Finance and General Purposes Committee.

Mr Massey (Student Director) joined the meeting virtually during this agenda item.

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 Finance and General Purposes Committee.

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

Mr Sandison (Interim Chair of the Board of Management) asked Directors to declare any conflicts of interest in relation to any item on the agenda. No such declarations were recorded.

4. Minutes of the previous meetings

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

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

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

Standing Items

6. Principal's Report

Professor Lewis (Principal) presented the Principal's report starting with on the UHI updates regarding changes in composition to UHI's Senior Executive Team.

Mrs Burden (Depute Principal Tertiary) spoke about student numbers, with at the time of writing, 101 Full Time Further Education enrolments, 776 Part Time Further Education enrolments, 96 Full Time Higher Education enrolments, and 128 Part Time Higher Education enrolments. She confirmed that the 2024-2025 Further Education credit target was 3902, with an expected delivery at Shetland UHI of 4777. She spoke about the mitigations to manage additional students. Dr Clarke (Teaching Staff Director) also provided information to the Board of Management regarding module changes. The Board of Management discussed the topic, with a focus on income per credit. The Principal confirmed that a steer from the Board of Management would be asked for at the Board of Management workshop regarding credit allocation, and confirmed that she had raised the matter with the First Minister.

The Principal confirmed to the Board of Management that Shetland UHI was on course to match its merger Business Plan growth recruitment targets. The Board of Management discussed how the challenges are to be mitigated against, and how other academic partners do so. Mr Campbell (UHI FGPC Observer) announced that SFC and Scottish Government have confirmed that there will be no credit rises for the next two years, and further thoughts have been had regarding credits being included in funding restructuring projects.

The Principal moved on to speak about short courses and confirmed a successful Eventbrite pilot, and confirmed that engagement with the fishing industry has led to work to establish new courses to match their needs with connections made on this matter with Orkney UHI. She spoke about the Health and Society short courses and the heart of community grant and the new courses that have been developed. The Principal updated the Board of Management on apprenticeship numbers, with 54 new starts, confirming this was above target, and an increased achievement rate. She also confirmed that 2 SDS Audits had been successfully completed. The Principal moved on to research and highlighted the Marine Sciences team with regards to the increased grants received, and the positive developments in the Centre for Islands Creativity.

She spoke about the development of a data sharing agreement with Shetland Islands Council (SIC), that it currently awaits sign off. She also spoke about the continued strong engagement with SIC, and confirmed that momentum continues to build in this regard.

The Principal spoke about the Health and Safety report, and stated that she felt it showed that no further cuts could be made to professional services staff. She also confirmed that first aid training was being rolled out.

The Principal moved on to speak about Islands Deal, and the Campus Redevelopment project, confirming that the Full Business Case is currently in draft with the planning permission request outcome, remaining outstanding. She announced that the Full Business Case for Shell-volution had been approved. Regarding the Creative Islands and Wellbeing Project Full Business Case, the Principal announced that it had been returned with 42 questions received. She confirmed that if the Full Business Case is returned once more with questions, that the project should not be pursued and gave her perspective as to why she felt this should be the case. In response, the Board of Management signalled their understanding towards her perspective. The Principal confirmed that public news with regards to the Full Business Case for the Talented project would be forthcoming in the near future.

The Principal moved on to speak about student achievements and congratulated Mr Massey (Student Director) who will be exhibiting his work in Edinburgh. She also spoke about a range of other work, and offered congratulations to Sophie on a grant achieved.

The Principal spoke about staff achievements, including a heroic archaeological dig by the Teaching Staff Director, along with 2 staff attending Holyrood garden parties.

Development of Shetland UHI

10. *Risk Register Summary

Professor Lewis (Principal) spoke about the reassessment process of risks, with Risk 4 reviewed on Tuesday with no movement. She spoke about Risk 2 and to review the challenge of over delivery and how the risk might be restated, and for it to be reviewed further at the Board of Management workshop.

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

Progress to Assignment of Shetland UHI

There were no agenda items under this section heading at this meeting.

Development of the Board of Management

12. Vacancies Upon the Board of Management

Mx Sierocinski King (Board Secretary) and Professor Lewis (Principal) spoke to the Board of Management about the options on how to manage the upcoming vacancies of roles of the Board of Management, and how the other academic partners had successfully filled any vacancy to the role of the Chair of the Board of Management. The Board of Management discussed the matter, with a focus on internal recruitment and commitment required of the role.

Mrs Stewart (UHI Observer) offered to Independent Directors who were interested in the role of the Chair of the Board of Management, the opportunity to discuss with her what the role of the Chair of the Board of Management entails, along with the role of UHI Court. The Board of Management also discussed about how the new post-holder of the role of the Chair of the Board of Management wouldn't sit on UHI Court, unless the post-holder was asked to and agreed to do so.

The Board of Management discussed the other roles that would become vacant by the end of the calendar year, with particular discussion around the role of Senior Independent Member. Ms Hall (Chair of Learning, Teaching and Research Committee) suggested that the forms used to assess extension requests from Quarter 1 and Quarter of 2023-2024 submitted by the longest serving third of Independent Directors be reviewed to survey such potential interest. The Board Secretary and Mr Howell (Interim Vice Chair of the Board of Management) confirmed that the sole Independent

Director who does not hold any role of the Board of Management and who also submitted an interest in the role of Senior Independent Member at the time, is no longer interested in the role.

Decision: The Board of Management decided not to reach a decision on who to appoint to the role of Chair of the Board of Management after Mr Sandison's resignation had come into effect, at the end of November.

Decision: The Board of Management decided not to reach a decision on who to appoint to the role of Chair of Human Resources and Remuneration Committee after Mr Sandison's resignation had come into effect, at the end of November.

Decision: The Board of Management decided not to reach a decision on who to appoint to the role of Vice-Chair of the Board of Management after Mr Howell's resignation had come into effect, at the end of the Annual General Meeting.

Decision: The Board of Management decided not to reach a decision on who to appoint to the role of Senior Independent Member after Mr Howell's resignation had come into effect, at the end of the Annual General Meeting.

Decision: The Board of Management decided not to reach a decision on who to appoint to the role of Chair of Finance and General Purposes Committee after Mr Howell's resignation had come into effect, at the end of the Annual General Meeting.

Decision: The Board of Management decided to rule out appointing a person to the role of the Chair of the Board of Management who holds residence outside of the Shetland Islands.

Decision: The Board of Management decided that the priority order to fill the upcoming vacant roles was as follows:

1. Chair of the Board of Management,
2. Vice-Chair of the Board of Management,
3. equally the roles of: Senior Independent Member, Chair of Finance and General Purposes Committee, Chair of Human Resources and Remuneration Committee.

Decision: The Board of Management decided that the Interim Vice-Chair of the Board of Management would Chair meetings between the dates of when the resignations of Mr Sandison and Mr Howell, came into effect, an expected period of approximately two weeks, but not take on the duties of the role of the Chair of the Board of Management.

Action: The Interim Vice-Chair of the Board of Management shall Chair meetings between the dates of when the resignations of Mr Sandison and Mr Howell, came into effect, an expected period of approximately two weeks.

Action: The Board Secretary shall revisit the forms used to assess extension requests from Quarter 1 and Quarter of 2023-2024 submitted by the longest serving third of Independent Directors where there were displays of interest in the upcoming vacant roles.

13. Dates of Meetings for 2023-2024 - Q2 Amendments

Mx Sierocinski King (Board Secretary) spoke to the Board of Management about a slight set of change of dates for meetings of the Committees during November and December, mainly affecting the Joint Meeting of Audit Committee with Finance and General Purposes Committee, and the month 5 meeting of Finance and General Purposes Committee, to better accommodate the needs of the External Auditors.

Decision: The Board of Management approved the changes to the 2023-2024 Quarter 2 meetings schedule.

Action: The Board Secretary shall resend the calendar invitations accordingly.

Committees Reporting to the Board of Management Learning, Teaching, and Research Committee

17. *Draft Minutes from the previous Meeting

Action: Mx Sierocinski King (Board Secretary) will circulate the minutes of the previous meeting of Learning, Teaching, and Research Committee via correspondence.

Closing Items

19. Any Other Business

Mr H Green (Local Student Director) spoke about the Board of Management's pledge to hold monthly Accountability Sessions with students, and that no such accountability session had been

held since the start of the academic year. The Board of Management discussed the matter, with a view to set a date for the next one at the end of October/beginning of November at lunchtime.

Professor Lewis (Principal) highlighted the Board of Management workshop and asked members to engage with Ms Emma McCartney (SMT Secretary) regarding lunch, and she spoke about the main focus points of the workshop. She also drew the attention of the Board of Management to an SFC visit on the afternoon of 8th November, and requested that Directors let her know their availability.

The Board of Management thanked Mr Massey (Student Director) and Mr Sandison (Interim Chair of the Board of Management) for their service to the Board of Management as it was their last meeting of the Board of Management.

Action: The Interim Chair of the Board of Management, Mr Howell (Interim Vice-Chair of the Board of Management), and the Local Student Director will arrange for a Board of Management Accountability session with students.

20. Date of Next Meeting

The dates of the next meetings are:

- 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
1.4	Invite the Non-Teaching Staff Director to meetings of Finance and General Purposes Committee.	Board Secretary	Complete
1.4	Invite the Non-Teaching Staff Director to meetings of Human Resources and Remuneration Committee.	Board Secretary	Complete
12	Chair meetings between the dates of when the resignations of Mr Sandison and Mr Howell, came into effect, an expected period of approximately two weeks.	Interim Vice-Chair of the Board of Management	Superseded
12	Revisit the forms used to assess extension requests from Quarter 1 and Quarter of 2023-2024 submitted by the longest serving third of Independent Directors	Board Secretary	Complete

	where there were displays of interest in the upcoming vacant roles.		
16	Resend the calendar invitations accordingly.	Board Secretary	Complete
19	Arrange for a Board of Management Accountability session with students.	Interim Chair of the Board of Management, Mr Howell (Interim Vice-Chair of the Board of Management), and the Local Student Director	Complete