University of the Highlands and Islands
Inverness College

Board of Management

Meeting	Chairs Committee
Date and time	Thursday 03 June 2021 at 8.30 a.m.
Location	Microsoft Teams via Calendar Link

Board Secretary
27 May 2021

The timings on this agenda are indicative only and the meeting may extend beyond the anticipated finish time.

AGENDA

Welcome and Apologies

Declarations of Interest

1. **MINUTES**
   Meeting of the Committee held on 04 March 2021

2. **GOVERNANCE UPDATE**
   Report by Board Secretary

3. **PRINCIPAL UPDATE**
   Report by Principal

4. **PARTNERSHIP COUNCIL UPDATE**
   Verbal Update by Principal

5. **CHAIRS UPDATE**
   Verbal Update by Committee Chairs

6. **AOCB**
   Discussion on the Return to Campus – Board and Committee Members.

7. **DATE OF NEXT MEETING –** 09 September 2021 at 8.30 a.m.

University of the
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Inverness College

Board of Management

MINUTES of the MEETING of the CHAIRS COMMITTEE held via Microsoft Teams on Thursday 04 March 2021

PRESENT:	Sarah Burton, Donald MacKenzie, Innis Montgomery, Tina Stones, Gillian Galloway
APOLOGIES:	None
CHAIR:	Sarah Burton
ATTENDING:	Principal
	Secretary to the Board of Management

The Chair welcomed Tina Stones and Gillian Galloway to the meeting.

There were no declarations of interest noted.

1. **MINUTES**

   The minute of the Meeting of the Committee held on 05 November 2020 was **ACCEPTED** as a correct record and was **APPROVED**.

2. **PRINCIPAL'S UPDATE**

   The Principal referred to his report which provided the Committee with a short briefing on budgets and the upcoming industrial action.

   - SFC Budget - The Principal gave context to the Committee in relation to the SFC Budget for 2021/22 noting that the draft budgets offered to the FE & HE Sectors were better than expected however it was noted that they could still be subject to change.

     The Principal highlighted to the Committee the headline figures from the draft budget.

   - Digital Poverty – The Principal advised that we continue to support students and have been able to provide laptops to those who require them.

   - Dockside Building – The Principal advised that we are looking to lease a building which will offer us additional capacity to provide our practical classes.

   - Pay Award – The Committee highlighted the pay award and enquired whether there were any concerns in relation to the affordability of this. The Principal advised that these monies had been included within our forward projections and that it formed part of the drivers with regards to the restructure of the organisation as part of the FRP.

- Possible Income Streams – The Principal advised that we have identified potential new streams of income which would bring in between £80-£100K of funds. We are continuing to develop our apprenticeships with our target for this year being exceeded by 46.

- UHI – The Principal advised that the new University Vice Chancellor is leading a Crisis Management Group which is looking at our current deficit position. The Principal advised that he is continuing to ensure that our FRP savings made are taken into account. A lengthy discussion around this took place. The Principal advised that he would ensure that any business plan received from UHI is taken to the Board of Management for their feedback.

- Industrial Action – The Principal advised that EIS are moving forward with plans for industrial action following the national ballot. Dates have been sent out and we expect to have several one day closures between 16 March and 13 May 2021. The Committee was advised that our Marketing and Communications Team would be releasing a statement on the impact that these strikes will have on students. The Principal advised that he would ensure that the Board of Management have sight of this statement.

- Reopening of the Campus – the Principal advised that the Campus is due to reopen on Monday 8th March 2021 and that he would be the Duty Manager for the first week. The Principal advised that we have reviewed Health and Safety, upgrades have been made where necessary and appropriate items such as masks and hand sanitiser have been purchased. Legal advice has been sought over non-compliance. The Committee recommended that a protocol that assists staff to support students who cannot/will not wear a mask and support students who may be affected by others not wearing a mask be drawn up. The Principal advised that new notices have been put up around the campus by the Estates Team.

3. **SCHEDULE OF SUBMISSIONS**

The Board Secretary advised that following our recent EER we require to review and update our schedule of document submissions in respect of all Board and Committee meetings.

The Board Secretary advised that she would propose to meet with the Chair of each Committee and the relevant EMT Lead Officer to discuss this document and ensure that it remains relevant to the Committee, that all documents are submitted within the correct timescale, that no items are being overlooked or neglected and to ensure that each committee continues to meet its responsibilities as set in their Terms of Reference.

The Committee agreed that it was important to review how agendas were structured in order to develop creative time within all meetings, to streamline agenda items, assist with the review of KPI's and minimise any duplication of papers.

Decision: The Committee **AGREED** to the following approach for this review:

1. The Board Secretary will meet with the Chair of each Committee and the EMT lead and review the schedule of documents for each Committee as well as the Terms of Reference to ensure that these are fit for purpose and include learning outcomes.
2. Each of these schedule of documents will be used as a basis for setting all future agendas.

4.   DATE OF NEXT MEETING

Thursday 3rd June 2021 - 8.30 a.m.

Signed by the Chair: _____

Date: _____

University of the Highlands and Islands
Inverness College

Board of Management

Subject/Title:	Governance Update
Author: [Name and Job title]	Lisa Ross Board Secretary
Meeting:	Chairs Committee
Meeting Date:	03 June 2021
Date Paper prepared:	31 May 2021
Brief Summary of the paper:	This paper provides an update on a number of Board issues including: Ensuring that all Committees have a vice-chair in place, the review of all Committees, terms of reference and how agendas are shaped in the future, review of the code of good governance and the annual evaluation of Board Members, Chairs and Committees.
Action requested: [Approval, recommendation, discussion, noting]	Discussion and Noting
Link to Strategy: Please highlight how the paper links to, or assists with:**:** • compliance • partnership services • risk management • strategic plan • new opportunity/change	• Governance Compliance
Resource implications:	None **If yes, please specify**:
Risk implications:	None **If yes, please specify:** Operational: Organisational: achieving student numbers targets
Equality and Diversity implications:	None **If yes, please specify:**
Consultation: [staff, students, UHI & Partners, External] and provide detail	

Status – [Confidential/Non confidential]	Non confidential		
Freedom of Information Can this paper be included in "open" business* [Yes/No]	Yes		

*If a paper should **not** be included within "open" business, please highlight below the reason.

Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (S33)		Its disclosure would constitute a breach of confidence actionable in court (S36)	
Its disclosure would constitute a breach of the Data Protection Act (S38)		Other (please give further details)	
For how long must the paper be withheld? (express either as the time which needs to pass or a condition which needs to be met.)			

Further guidance on application of the exclusions from Freedom of Information legislation is available via

http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp and

http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf

Vice-Chairs for Committees

Following the recent recruitment campaign carried out in Autumn 2021 we have recruited a number of new members to the Board and their Committees. This has ensured that both the Board and each Committee has sufficient membership. However there are currently no Vice-Chairs in place for any of our Committees. (See Appendix 1)

This issue has been discussed by the Board Secretary and the Committee Chairs and will be highlighted at all Committee meetings within May/June 21 with Committee members being requested to come forward if they are interested in the role. Initial discussions have begun with members of the Board over their potential interest in these roles.

Update on Review of Committee Agendas and Terms of Reference

At the Chairs Meeting held on 04 March 2021 it was agreed that:

1. The Board Secretary will meet with the Chair of each Committee and the EMT lead and review the schedule of documents for each Committee as well as the Terms of Reference to ensure that these are fit for purpose and include learning outcomes.
2. Each of these schedule of documents will be used as a basis for setting all future agendas.

The Board Secretary has had initial discussions with Committee Chairs and the new EMT leads during the recent agenda setting meetings. The process for carrying out this review will be as follows:

1. The Board Secretary will set up meetings for each Committee Chair and relevant EMT leads to begin the review of the schedule of submissions and terms of reference. These will begin in June 2021 and may continue over the Summer as required.
2. The Board Secretary will produce for these meetings a schedule of the current submissions for the Committee, a copy of the terms of reference along with any further relevant information.
3. The updated schedule of submissions and terms of reference will be taken to the relevant Committee Meeting in September for the views and thoughts of the Committee and then taken to the Board of Management meeting in October 2021 for final approval.

Code of Good Governance Review

The yearly Review of the Code of Good Governance will be carried out via JISC survey in June 2021. An action plan from this review will be available for discussion at the October 2021 Board of Management meeting.

Annual Evaluation of Board Members, Chairs and Committees

The Annual Board Evaluations have begun with Committee Members being asked to review the Committees and Chairs. Where Chairs are newly in place it has been agreed with the Chair and the EMT Leads for the Committee that only a Committee evaluation will be carried out this year.

Feedback from these evaluations will be available for discussion at the Board of Management meeting in October 2021.

All Committee Chairs are requested to begin the annual evaluation process for Board Members (See appendix 2). Chairs should evaluate the following members:

Sarah Burton: Innis Montgomery, Gillian Galloway, Donald MacKenzie, Tina Stones, Ruth MacFadyen.

Tina Stones: Sally Blyth, Arvinder Kainth, Robyn Kennedy

Innis Montgomery: Leanne MacKenzie, Mark Sheridan

Donald MacKenzie: Russell Edwards, Kelly MacKenzie

Gillian Galloway: Samantha Cribb, Amy Goodbrand

Lisa Ross
Board Secretary

BOARD OF MANAGEMENT COMMITTEE MEMBERSHIP – APRIL 2021

Chair of the Board of Management – Sarah Burton
Vice Chair of the Board of Management – Tina Stones
SIM – Innis Montgomery

Membership from Terms of Reference	Members	
Audit At least 5 plus open invitation to Chair and Principal *Lead Officers:* *Assistant Principal – Finance & Audit* *Assistant Principal – Academic & Research* *Information Systems Manager*	Gillian Galloway (Chair) VACANT(Vice Chair) Innis Montgomery Samantha Cribb Sally Blyth Mark Sheridan Amy Goodbrand (Co-opted) Chair (by open invitation) Principal (by open invitation)	
Finance & General Purposes At least 5 plus Chair and Principal ex officio *Lead Officers:* *Assistant Principal – Finance & Audit* *Assistant Principal – Operations & External Relations* *Commercial Services & Events Manager*	Donald MacKenzie (Chair) Vacant (Vice Chair) Support Staff Member (Kelly Mackenzie) Leanne Mackenzie Russell Edwards Arvinder Kainth Board Chair (ex officio) Principal (ex officio)	
Human Resources At least 5 plus Chair and Principal ex officio *Lead Officers:* *Assistant Principal – Operations & External Relations* *Assistant Principal – Student Experience & Quality* *HR Manager*	Innis Montgomery (Chair) Vacant (Vice Chair) Gillian Galloway Leanne Mackenzie Mark Sheridan Sally Blyth Board Chair (ex officio) Principal (ex officio)	
Learning, Teaching and Research At least 5 plus Chair and Principal ex officio *Lead Officers:* *Assistant Principal – Student Experience & Quality* *Assistant Principal – Academic & Research*	Tina Stones (Chair) Vacant (Vice Chair) Samantha Cribb Support Staff Member – Kelly Mackenzie Teaching Staff Member - Robyn Kennedy Student Member – Ruth McFadyen Arvinder Kainth Russell Edwards Board Chair (ex officio) Principal (ex officio)	

Chairs /Performance Review and Remuneration/Search & Nomination Chair, Vice Chair, Committee Chairs and SIM (Principal excluded from PR&R) *Lead Officers:* *Chair of Board of Management* *Secretary to the Board of Management*	Sarah Burton (Chair of Board, Chairs & S&N) Tina Stones (Vice Chair of Board & Chair of LT&R) Innis Montgomery (SIM, Chair of HR Committee, Chair of PR&R) Donald MacKenzie (Chair of F&GP) Gillian Galloway (Chair Audit Committee)	
Estates Legacy Project Board 8– Chair, Principal, 5 members to include 1 from Audit and 1 from F&GP + COOS to UHI *Lead Officers:* *Assistant Principal – Finance & Audit* *Assistant Principal – Operations & External Relations*	Sarah Burton (Chair) Gillian Galloway Donald MacKenzie Principal John Kemp (UHI) Student Member – Ruth McFadyen (8)	

Guidance Notes for Boards in the College Sector:

1. A Board Development Framework

Board Member Evaluation and Development

The Code of Good Governance requires that there is evidence of effective performance if a board member is to be considered for an extension to their appointment and boards must ensure there is a mechanism in place to provide this evidence. In any case, every board member is expected to be as effective as possible, seeking feedback on their contribution and making a commitment each year to develop their own skills and knowledge. If a board member is failing to make an adequate contribution to the board, the chair must explain that to them and offer them support to improve their performance.

As part of the annual board evaluation process, each board member should be invited to evaluate their own contribution over the last 12 months and consider how they can support the effectiveness of their board during the next year. This should be discussed in a confidential one-to-one meeting with the board chair at which the chair should also offer feedback on the member's contribution and how they can best support the board going forward. This discussion should be based around the Core Skills Matrix and the four Pillars of Board Development, identifying where the board member has made particular use of or developed their skills/knowledge in the preceding year to the benefit of the board and which skills/knowledge they wish to develop or make more use of in the coming year.

(The guidance does not stipulate the format or detailed content of these annual one-to-one discussion, other than to require that they take place and that there is a formal record of the training and development actions (a member Development Plan) agreed and passed to the board Secretary. In addition, the chair and board member should agree a short confidential summary of the previous year's performance that can be used as evidence, should that individual b considered for extension or reappointment to the board. Basic outline templates which indicate the minimum information required from these on-to-one meetings are provided as parts A, B and C.)

Part A: Board member self-evaluation. To be completed by board member prior to meeting the chair)

Part B: Board Member self- evaluation. To be completed by the Chair and agreed with the Board Member as a confidential summary or their discussion

Part C: Board Member annual development plan agreed with Chair (to be passed to Board Secretary for action as required)

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ANNUAL BOARD MEMBER DEVELOPMENT MEETING WITH BOARD CHAIR

Name of Board member:		Date completed:
Part A: Board Member self- evaluation **(To be completed by Board Member prior to meeting with Chair)**		
Development Pillars	Over the last year, where have I made an effective contribution or developed my skills/knowledge? Anything I could have done better?	Looking to next year, where would I like to make a contribution and/or develop my skills/knowledge further?
Knowledge of the external environment		
Board member skills		
Knowledge of the organisation's business		
Contribution to board team work		

Signed:

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ANNUAL BOARD MEMBER DEVELOPMENT MEETING WITH BOARD CHAIR

Name of Board member:		Date completed:
Part B: Board Member self- evaluation **To be completed by the Chair and agreed with the Board Member as a confidential summary or their discussion**		
Development Pillars	Over the last year, where have I made an effective contribution or developed my skills/knowledge? Anything I could have done better?	Looking to next year, where would I like to make a contribution and/or develop my skills/knowledge further?
Knowledge of the external environment		
Board member skills		
Knowledge of the organisation's business		
Contribution to board team work		

Signed chair: Signed Board member:

BOARD MEMBER DEVELOPMENT PLAN

Part C: Board Member annual development plan agreed with Chair (to be passed to Board Secretary for action as required)

It has been agreed that the College will support …………………………………………………..
in developing the following skills/knowledge over the next 12 months

Development Pillars (as required)	
Knowledge of the external environment	
Board member skills	
Knowledge of the organisation's business	
Contribution to board team work	

Signed Board member:

Signed Chair:

Date:

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Inverness College

BOARD MEMBER CORE SKILLS MATRIX

As a Board member, you will have joined the board with your own specific skills, qualities and expertise. During your time on the board you are expected to develop or keep up to date in the following core areas:

Development pillar	Core skills, qualities, expertise and behaviours
Knowledge of the external environment	• Understanding of the local/regional/national and, if appropriate international, agenda that your organisation contributes to • Understanding of the legal and financial requirements of those bodies your board is accountable to, including Scottish Funding Council, OSCR and, where appropriate, your regional strategic body (e.g. Financial Memorandum, including severance guidance) • Understanding of the Code of Good Governance, Code of Conduct for Board Members and Outcome Agreements • Understanding of your organisation's regional or national partners and other stakeholders • Understanding of national or regional skills needs • Insights acquired from building networks with other boards in the college sector.
Board member skills	• Communication skills – listening, explaining, questioning, influencing • Understand the non-executive role, including the leadership role and how to avoid unnecessary operational detail while demonstrating stewardship of the organisation • Ability to balance constructive challenge and support of staff • Avoid/manage conflicts of interest and take collective responsibility for board decisions that are in the best interests of your organisation • Understand and take informed and rigorous decisions on complex issues and think strategically • Fulfil board ambassadorial role with staff and students and their representative bodies • Chairing skills (if a chair) • Contribute to discussions and decisions on finance, audit, risk management, human resources and strategic planning.
Organisational knowledge	• Understanding of the financial, legal and accountability framework of your organisation • Understanding of staff views and culture • Understanding of student views and experiences, including student association • Understanding of the views of other customers and stakeholders, build/facilitate relationships with external stakeholders, facilitate effective partnership working and be an ambassador for the board and your organisation • Understanding of your organisation's business – curriculum, finances, estates, human resources, values, business planning systems, business priorities, performance indicators, risk and control framework • Understanding of responsibilities and business of committees.

Team working	• Attend and make contributions to board and committee meetings, events and development sessions
	• Take time to get to know other board members and build a strong team
	• Challenge each other and contribute to rigorous debates while maintaining supportive relations with fellow board members
	• Share own expertise and networks with fellow board members as required
	• Contribute to board, chair and personal evaluation processes and development plans
	• Support and mentor inexperienced board members
	• Contribute to succession planning, including building expertise and taking on responsibilities such as committee membership and chairing as required.

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Subject/Title:	Principal's Update
Author: [Name and Job title]	Lisa Ross, Board Secretary
Meeting:	Chairs Committee
Meeting Date:	03 June 2021
Date Paper prepared:	31 May 2021
Brief Summary of the paper:	A copy of the following documents are attached: • Partnership and Service Level Agreement between UHI and IC for 2021. • Legal Advice received from Brodies LLP with regards the above document with comments from UHI. A verbal update will be provided by the Principal.
Action requested: [Approval, recommendation, discussion, noting]	For discussion and noting.
Link to Strategy: Please highlight how the paper links to, or assists with:**:** ☐ compliance ☐ partnership services ☐ risk management ☐ strategic plan ☐ new opportunity/change	Partnership Services
Resource implications:	Yes / **No** **If yes, please specify**:
Risk implications:	**Yes** / No **If yes, please specify:** Operational: Organisational: Potential governance failure if meetings not held.
Equality and Diversity implications:	Yes/**No** **If yes, please specify:**
Consultation:	

[staff, students, UHI & Partners, External] and provide detail	
Status – [Confidential/Non confidential]	Confidential
Freedom of Information Can this paper be included in "open" business* [Yes/No]	No

*If a paper should **not** be included within "open" business, please highlight below the reason.

Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	X
Its disclosure would substantially prejudice the commercial interests of any person or organisation (S33)	X	Its disclosure would constitute a breach of confidence actionable in court (S36)	
Its disclosure would constitute a breach of the Data Protection Act (S38)		Other (please give further details)	
For how long must the paper be withheld? (express either as the time which needs to pass or a condition which needs to be met.)			

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