

**Board of Management**

**MINUTES of the BOARD OF MANAGEMENT HYBRID MEETING held via Rooms 203/204, Inverness Campus and Webex on 27 June 2023**

**PRESENT:** Chris O'Neil, William Campbell, Donald MacKenzie, Mark Sheridan, James Millar, Dee Bird, Rojan Kumar Subramani, Arvinder Kainth, Matthew Millward, Gillian Galloway, Sally Blyth, Amy Goodbrand, Russell Edwards, Stephen Sheridan, Pauline Tuthill and Innis Montgomery

**CHAIR:** Mark Sheridan

**APOLOGIES:** Michael Beveridge and Tina Stones

**OBSERVERS:** Jane Davidson, Janette Campbell, Wendy Grindle, Holly Pearce and Elizabeth Keegan

**IN ATTENDANCE:** Vice Principal – Student Experience and Quality  
Vice Principal – Operations and External Relations  
Lead HMI, Education Scotland  
Quality Officer  
HISA Perth Student Association Coordinator  
Governance Officer

The Chair welcomed everyone to the meeting and introductions were made.

**Presentation**

The Board was provided with a Presentation from the recent Education Scotland Annual Engagement Visit (Note of Session: CSN-01-062023).

*Sally Blyth joined the meeting.*

*The Lead HMI, Education Scotland left the meeting.*

## **Closed Session – Board Creative Space**

*The Quality Officer joined the meeting.*

A closed session took place, which provided the Board with an opportunity to discuss the development of our new dashboard and the implementation of empowering staff to lead on improvements (Note of Session: CSN-02-062023).

*The Quality Officer left the meeting.*

### **Declarations of Interests**

No declarations of interest, statements of connections or transparency statements were noted.

## **1. MINUTES**

### **a.) Meeting of the Board of Management held on 28 March 2023**

**Decision:** The minutes of the Board of Management Meeting held on 28 March 2023 were **AGREED** as a correct record and were **APPROVED**.

### **b.) Closed Session Note (CSN-032023) held on 28 March 2023**

**Decision:** The Closed Session Note (CSN-032023) of the Board of Management Meeting held on 28 March 2023 was **AGREED** as a correct record and was **APPROVED**.

### **c.) Confidential Note of Discussion (CN-01-032023) held on 28 March 2023**

**Decision:** The Confidential Note of Discussion (CN-01-032023) of the Board of Management Meeting held on 28 March 2023 was **AGREED** as a correct record and was **APPROVED**.

## 2. OUTSTANDING ACTIONS

- **Partnership Agreement** – It was reiterated to the Board that updates to the Partnership Agreement have ceased whilst the work streams from UHI 2024 are conducted. The Principal provided the Board with a confidential update in respect of UHI 2024 advising that work is continuing to progress.  
**Action:** The Governance Officer will circulate to the Board a note of the UHI 2024 Curriculum Update which was provided to staff as part of a Wee Connect update in May 2023.
- **Business Solutions Team Presentation** – The Governance Officer advised the Board that Creative Space Sessions are being diarised for the upcoming Academic Year as part of the Board Development Plan. The Board was advised that the Business Solutions Team Presentation would be scheduled for the Board in conjunction with updates on the revitalisation programme and curriculum review.
- **Procurement Strategy** – The Governance Officer advised the Board that the Joint Director of Finance and Audit is currently reviewing the Procurement Strategy which will be taken to the September F&GP Committee for comment and then to the Board of Management in October for final approval.
- **Finance Training** – The Governance Officer advised that finance training for all Board Members had been arranged by the Professional Development Team and was carried out in June 2023. The Board provided feedback on the training.  
**Action:** The Board requested a follow up Finance Training session, which the Governance Officer will arrange following the return of Academic Staff in August 2023.
- **Partnership Working** – The Principal advised the Board that we are continuing to look at partnership working. The Board noted that a collective decision had been made to cease the move to ITrent and that we are currently going through the procurement process again, in conjunction with others in the partnership, in respect of a combined Payroll and HR System.

- **External Effectiveness Review Action Plan** – The Governance Officer advised that the review of the action plan had been conducted and an update had been provided to the Board as part of the Governance Update Report.

**Decision:** It was **AGREED** that this item could be removed from the list.

- **UHI Inverness College Annual Audit Report by Ernst and Young** – The Governance Officer advised the Board that the Audit Committee continue to review all outstanding recommendations. In respect of the Internal Audit Recommendations the Board was advised that 15 remain active but that most are interrelated. The Board noted that it is expected that the financial recommendations will be closed once the procurement strategy and financial regulations have been updated.

### **3. POLICIES FOR APPROVAL**

#### **a.) Sustainable Procurement Policy**

The Board was advised that this policy had not been to a Committee for review. The Board noted that this policy had been developed in line with sector policies and will be subject to an annual review to ensure that it reflects both our financial regulations and the expectations of the SFC and the Scottish Government.

**Decision:** The Board **APPROVED** the Sustainable Procurement Policy

#### **b.) Gender Based Violence Policy**

The Board was advised that this policy had been subject to both LT&R and HR Committee review who had both recommended it to the Board for final approval. The Board was provided with a background to the importance of this policy and our commitment to the White Ribbon Pledge and the Emily Test. The Board noted that this policy would also be subject to an annual review.

**Decision:** The Board **APPROVED** the Gender Based Violence Policy.

#### **c.) Supporting and Managing Performance Policy**

The Board was advised that this policy had been subject to HR Committee review. The Board noted that updates to the policy included sector wide changes and compliance with legal requirements.

**Decision:** The Board **APPROVED** the Supporting and Managing Performance Policy.

**d.) Flexible Working Policy**

The Board was advised that this policy had been subject to HR Committee review who had highlighted some small adjustments which have been made to the policy.

**Decision:** The Board **APPROVED** the Flexible Working Policy.

**e.) Maternity and Paternity Leave Policy**

The Board was advised that this policy had been subject to HR Committee review who had highlighted one small adjustment which has been made to the policy.

**Decision:** The Board **APPROVED** the Maternity and Paternity Leave Policy.

**f.) Staff Recruitment and Selection Policy**

The Board was advised that this policy had been subject to HR Committee review.

**Decision:** The Board **APPROVED** the Staff Recruitment and Selection Policy

**g.) TOIL Policy**

The Board was advised that this policy had been subject to HR Committee review.

**Decision:** The Board **APPROVED** the TOIL Policy.

**h.) Secure Handling, Use, Storage and Retention of Disclosure Information Policy**

The Board was advised that this policy had been subject to HR Committee review. The Board acknowledged the fines involved if GDPR is breached.

**Decision:** The Board **APPROVED** the Secure Handling, Use, Storage and Retention of Disclosure Information Policy.

#### **4. PRINCIPAL'S REPORT**

The Principal spoke to his confidential report (CN-BoM-01-062023) which provided the Board with an overview of new and continuing activity.

*Innis Montgomery joined the meeting.*

**Decision:** The Board **ENDORSES** and **SUPPORTS** Plan B and supports the EMT in asking the RSB to establish an accountable FE Committee, consider credit distribution and use, and a transparent costing model.

**Decision:** The Board **APPROVED** the HR Business Case.

#### **5. HISA BOARD OF MANAGEMENT PROJECT REPORT**

*The HISA Perth Student Association Coordinator joined the meeting.*

The HISA Perth Student Association Coordinator spoke to her report which provided the Board with an outline of the HISA Board of Management Project. The Board was advised that this project was conducted following discussions with each Academic Partner and that the purpose of the project was to standardise the support which was provided to HISA Officers to ensure their effective contribution to each Board.

The Board was advised that following the consultation process a Project Plan has been drawn up, which has been facilitated by each of the Partners Assistant Voice Representatives. The Board noted that this report will be officially released to the public at the end of August 2023.

The Board welcomed this report.

**Decision:** The Board **AGREED** to the adoption of the Board of Management Project Plan as part of the HISA Project Management outcomes.

*The HISA Perth Student Association Coordinator left the meeting.*

## 6. REVENUE BUDGET – AY 23-24

The Principal spoke to the Revenue Budget which was presented and recommended by the Finance and General Purposes Committee. The Board was advised of the mitigating actions which will have an impact on our expected deficit.

*Dee Bird left the meeting.*

The Board discussed HE activity, the potential for additional apprenticeships and plans for further efficiencies.

*Dee Bird joined the meeting.*

The Board expressed their confidence in the Executive Management Team and noted the fluidity of the budget.

The Board discussed miscellaneous income and other income generation and a further lengthy discussion around the sale of the Longman Site took place.

**Decision:** The Board **APPROVED** the Revenue Budget for Academic Year 23-24.

## 7. CAPITAL EXPENDITURE BUDGET AY 23-24

The Principal spoke to the Capital Expenditure Budget which was presented and recommended by the Finance and General Purposes Committee.

**Decision:** The Board **APPROVED** the Capital Expenditure Budget for Academic Year 23-24.

**8. FEES – AY 23-24**

The Principal spoke to the Fees for Academic Year 23-24 which was presented and recommended by the Finance and General Purposes Committee. The Board noted the recommendation that we do not increase FE fees for the upcoming Academic Year.

*Holly Pearce left the meeting.*

**Decision:** The Board **APPROVED** the fees for Academic Year 23-24 and **AGREED** that no increase will be made to our FE fees.

**9. RATIFICATION OF APPOINTMENT OF NON-EXECUTIVE AND CO-OPTED MEMBERS**

The Governance Officer advised the Board that following a recruitment campaign we had recommended one candidate to University Court for appointment to the Board as well as offering two candidates the opportunity to take on the role of Co-opted Members. The Board noted that all necessary checks have been completed and University Court approval has been given.

**Decisions:**

- The Board **RATIFIED** the appointment of Wendy Grindle as a Non-Executive Member of the Board of Management.
- The Board **RATIFIED** the appointment of Janette Campbell as Co-opted Member to the Audit Committee.
- The Board **RATIFIED** the appointment of Jane Davidson as Co-opted Member to the Finance and General Purposes Committee.

The Governance Officer advised the Board that following the completion of Kelly MacKenzie's term as Professional Services Member, nominations were held and Pauline Tuthill was elected to the position.

**Decision:** The Board **RATIFIED** the election of Pauline Tuthill as Professional Services Member to the Board of Management.

## 10. KPI MATRIX UPDATE

*Holly Pearce joined the meeting.*

The Vice Principal – Operations and External Relations spoke to the KPI Matrix for the year to date and provided an explanation of the RAG rating system for those joining the Board.

The Board enquired as to sector comparisons and noted that all targets had been benchmarked, where available. Where this data was not available, the Board noted that targets had been set to provide an improvement on previous years.

**Action:** The Governance Officer will ensure that all Board Members have access to the KPI Matrix on SharePoint.

*Amy Goodbrand left the meeting.*

*Stephen Sheridan left the meeting.*

The Board discussed the current ratings in respect of mental health, student numbers and waste recycling. The Board thanked the Vice Principal – Operations and External Relations for this update.

## 11. GOVERNANCE UPDATES

The Governance Officer spoke to her report which provided the Board with an update on all governance matters and highlighted:

- That a timeline had been agreed in respect of the Principal's PRD process.
- That the annual review of the Code of Good Governance Survey will go live on 28 June 2023.
- That the annual board evaluation process has begun and that in respect of Committees and Committee Chairs this was carried out via JISC survey. The

## ITEM 01.

Board was advised that the Self-Evaluation Process paperwork has been circulated to all via email.

The Governance Officer spoke to the review of the External Effectiveness Action Plan and the Board was advised that there remain 4 active actions. The Board noted that these actions have been reviewed.

**Decision:** It was **AGREED** that actions 2 and 5 will remain as active until December 2023 to ensure that the Development Plan and training have concluded. The Board noted that Actions 6 and 8 will remain ongoing.

The Governance Officer spoke to the Action Plan from the Review of the Code of Good Governance Deep Dive and advised that these have been reviewed.

**Decision:** It was **AGREED** that actions 1,5,7,8,9,10 and 11 were marked as **COMPLETED**. The Board noted that all remaining actions relate to work which is still ongoing.

The Governance Officer spoke to the Draft Board Development Plan for the upcoming Academic Year 23/24 and highlighted to the Board:

- That the induction process for new members will be reviewed over July and inductions carried out prior to the start of the new Academic Year.
- That all members would be provided with an updated version of the Board Member Handbook.
- Dates for Board Surgeries have been set.
- Sessions to meet teams from within the College will be arranged prior to each Board Meeting.
- Creative Space sessions have been scheduled for the upcoming year.
- Training sessions which are being arranged.

## 12. DRAFT MINUTES OF MEETINGS OF BOARD COMMITTEES

The Board noted the contents of the confidential notes of meetings of the:

- Learning, Teaching and Research Committee held on 21 March 2023
- HR Committee held on 23 March 2023
- Finance and General Purposes Committee held on 27 April 2023 including Confidential Note (CN-02-042023)

## ITEM 01.

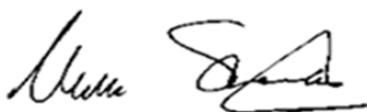
- Audit Committee held on 28 April 2023 including Confidential Note (CN-01-042023).
- Search and Nomination Committee held on 10 May 2023.
- Chairs Committee held on 01 June 2023 including Note of the Confidential Extraordinary Chairs Meeting held on 10 May 2023 and Confidential Note of Discussion (CN-01-062023) held on 01 June 2023.
- Performance, Review and Remuneration Committee held on 01 June 2023.
- Finance and General Purposes Committee held on 08 June 2023 including Confidential Notes of Discussion (CN-01-062023 and CN-02-062023).
- Learning, Teaching and Research Committee held on 13 June 2023.
- Audit Committee held on 21 June 2023.

The Board was advised that the minutes from the HR Committee held on 22 June 2023 were not yet available.

## 12. DATE AND TIME OF NEXT MEETING

Tuesday 03 October 2023 at 4.30 p.m.

Signed by the Chair:



Date: 03 October 2023