

Board of Management

DRAFT MINUTES of the BOARD OF MANAGEMENT ONLINE MEETING held via Microsoft Teams on 19 December 2023.

PRESENT: Mark Sheridan, Chris O'Neil, Dee Bird, Rojan Kumar Subramani, Michael Beveridge, Sally Blyth, Russell Edwards, Stephen Sheridan, Innis Montgomery, Elizabeth Keegan, Wendy Grindle, Janette Campbell, Jane Davidson, James Millar

CHAIR: Mark Sheridan

APOLOGIES: Arvinder Kainth, Matthew Millward, Gillian Galloway, Amy Goodbrand, Pauline Tuthill, Holly Pearce, Donald MacKenzie

IN ATTENDANCE: Vice Principal – Curriculum, Student Experience and Quality
Vice Principal – Curriculum, Operations and External Relations
Interim Director of Finance
Operations and Commercial Manager
Governance Officer

OBSERVER: Peter Francis

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

The Chair welcomed Peter Francis as an Observer.

The Board was advised that we are now able to formally ratify the appointments of Ludka Orłowska-Kowal as Governance Officer and Janette Campbell as Non-Executive Member of the Board of Management.

Decision: The Board **RATIFIED** the appointments of Ludka Orłowska-Kowal as Governance Officer and Janette Campbell as Non-Executive Member of the Board of Management.

Closed Session – Board Creative Space

The Chair introduced the CONFIDENTIAL session, during which the Principal would present an overview of recent events.

Closed Session – Principal’s Overview

A closed session took place (Note of Session: CSN-01-192023).

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 03 October 2023

Decision: The minutes of the Board of Management Meeting held on 03 October 2023 were **AGREED** as a correct record and were **APPROVED**.

b.) Closed Session Note (CSN-01-102023) held on 03 October 2023

Decision: The Closed Session Note (CSN-01-102023) of the Board of Management Meeting held on 03 October 2023 was **AGREED** as a correct record and was **APPROVED**.

c.) Confidential Note (CN-BoM-01-102023) held on 03 October 2023

Decision: The Closed Session Note (CN-BoM-01-102023) of the Board of Management Meeting held on 03 October 2023 was **AGREED** as a correct record and was **APPROVED**.

2. OUTSTANDING ACTIONS

- **Partnership Agreement – ON HOLD** - 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 1: 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.

This action has now been put on hold.

Decision: It was **AGREED** that this item could be put on hold.

- **Business Solutions Team Presentation – ONGOING** - 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.

Action: The Business Solutions Team will attend the Board meeting on 25 June 2024.

- **Finance Training – COMPLETE** - 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.

This action has now been completed with Audit training taking place in November 2023.

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

- **Partnership Working – ONGOING** - 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. Suzanne Stewart, Information Development Manager, has recently made recommendations to data sharing model.

- **UHI Inverness College Annual Audit Report by Ernst and Young – SUPERSEDED** -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.

This action is to be superseded as the contract with Ernst and Young has now ended. New action has been proposed to monitor and evaluate the failure by new external auditors Deloitte to complete audit reports on time.

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

- **UHI 2024 – ONGOING** - The Governance Officer will circulate to the Board a note of the UHI 24 Curriculum Update, which was provided to staff as part of the Wee Connect update in May 2023.

Workshop will take place on 19 January 2024.

- **Finance Training Sem 2 – ONGOING** - The Governance Officer will arrange a further follow up session for Board Members. Speaking to Sarah Sutherland about another session to be offered in Sem 2.

- **Finance Training HISA – ONGOING** - Training session with Finance Team to be organised for HISA Board members.

Session to take place in January 2024.

- **Principal's Report: Enquiring Minds Scheme – COMPLETE** - Enquiring Minds Scheme presentation to be circulated to the Board.

This action is now complete.

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

- **Principal's Report: Enquiring Minds Scheme Update – ONGOING** - An update on Enquiring Minds project to be presented to the Board during one of the Board Creative Space sessions. Session will be provided either during March or June meeting.
- **UHI Inverness College Annual Audit by Deloitte – ONGOING** - We are in the first year of contract with the new provider. An action has been proposed to monitor and evaluate the failure by new external auditors Deloitte to complete audit reports on time.
- **Health & Safety induction module – ONGOING** - Health & Safety module for Board induction to be looked at and updated if needed.

3. HEALTH & SAFETY ANNUAL REPORT

The Health, Safety & Sustainability Manager spoke to his report on Annual Health & Safety update. The period covered is from 01 December 2022 to 30 November 2023. The total number of reported incidents is now similar to our pre-covid number.

Main areas addressed:

- iHasco platform used for H&S staff training
- Sypol platform introduced to manage hazardous substances
- Inconsistencies in asset management procedures have been identified, and a plan to address them has been implemented
- Fire alarm procedures have been updated and additional training offered to staff due to changes to automatic fire alarms introduced by Scottish Fire and Rescue Service.

The Chair and Board thanked the Health, Safety & Sustainability Manager for a very detailed and concise report.

A discussion took place to clarify a number of question Board members had in regard to violence incidents on campus, near miss statistics and verbal incidents.

The Board welcomed the decision that the Health, Safety & Sustainability Manager reports now directly to the Principal. A discussion took place to decide if Board and EMT members would benefit from additional H&S training sessions.

Action: Health & Safety module for Board induction to be looked at and updated if needed.

Decision: The Board **APPROVED** Health & Safety Annual Report.

4. LONGMAN SITE DISPOSAL

Vice Principal – Curriculum, Operations & External Relations spoke to her report on Longman Site Disposal. A slight change to the report has been provided as the sale did get concluded on the 15 December and not 13, as stated in the report. The funds have been reported to be transferred already and have been invested into a high interest account.

Vice Principal – Curriculum, Operations & External Relations proposed to the Board that the Estates Legacy Project Board to be discontinued with an amendment that either F&GP or Audit Committee will take responsibility for monitoring it for next two years.

The Chair asked for this item to be added to the remit of the Audit Committee.

The Board agreed that a Thank You letter will be sent to SFC, and agents involved.

Decision: The Board **APPROVED** the Longman Site Disposal.

Decision: It was **AGREED** that the Estates Legacy Project Board can be closed down.

5. SUB-STRATEGIES & POLICIES FOR APPROVAL

The Interim Director of Finance joined the meeting.

ITEM 1.a

The Chair reported to the Board that all five policies have not been sent to the Committees for scrutiny due to short notice. Some of them are being presented still in draft format with comments and formatting visible. The Board members have been advised additional time can be allocated in case it was needed, and all policies can then be approved as Chair's actions in January 2024.

The Interim Director of Finance has provided the Board with a detailed list of changes in all five policies as he spoke to his report.

The Chair thanked the Interim Director of Finance for his detailed summary. The Principal commented that the EMT were delighted with the quality of work provided to them.

The Chair of Audit Committee commented on all five policies from assurance and risk management perspective: being written to a very high standard, and with attention to detail. The Chair of Audit confirmed the compliance of all with current good and best practice across the sector.

The Chair thanked the Chair of Audit for the confirmation that best practice has been used in all five. He was content with details provided and the professional presentation by the Interim Director of Finance. The Board had agreed and approved all five policies presented.

a.) Anti-Fraud Policy

Decision: The Board **APPROVED** Anti-Fraud Policy.

b.) Staff Travel and Transport Policy

Decision: The Board **APPROVED** the Staff Travel and Transport Policy.

c.) Financial Regulations Policy

Decision: The Board **APPROVED** the Financial Regulations Policy.

d.) Risk Management Policy

Decision: The Board **APPROVED** the Risk Management Policy.

e.) Value for Money Policy

Decision: The Board **APPROVED** the Value for Money Policy.

Innis Montgomery left the meeting.

6. KPI MATRIX

Operations and Commercial Manager spoke to his report to provide the Board of Management with an overview of the performance against KPI measures in scope YTD 2023-24.

This report provided the Board with summary information of college performance against the agreed key performance measures that are in scope year to date. The data and RAG rating for each measure in scope is provided as at the end of period 4 – November 23, with the exception of two measures for which actual November data is to be completed. Those measures are:

- Room Occupancy – Frequency %.
- GTFM % Reactive task completion rate.

The monitoring and reporting frequency is established for each measure; for example student numbers are monitored weekly therefore the data for the KPI matrix is profiled and reported monthly, whereas NSS and SSES surveys are undertaken and reported annually.

The Board discussed all Performance Measures provided, welcomed all achieved targets and a further discussion around the targets still not achieved took place.

Decision: The Board **APPROVED** the KPI Matrix report.

7. PRINCIPAL'S REPORT

The Principal spoke to his CONFIDENTIAL report (CN-BoM-01-192023) which provided the Board with an overview of new and continuing activity.

8. WORKING IN PARTNERSHIP REPORT

The Quality Manager joined the meeting.

The Quality Manager spoke to her report on Working in Partnership with HISA and wider student body. The aim of the report is to assist with the Quality Assurance and Enhancement strategy, the student partnership agreement and to provide the Board with an update on current enhancement themes, number of Student Representatives and a short summary of current activities.

The Board thanked the Quality Manager for her detailed report and agreed that listening and acting on students' feedback and suggestions is very important to create a healthy relationship between staff and students.

Decision: The Board **APPROVED** the Working in Partnership report.

9. GOVERNANCE UPDATE

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

- Open nomination process for the position of the Vice Chair of the Board with nominations to be sent 7 days prior next meeting on 13 February 2024
- Janette Campbell has been ratified as the newest Non-Executive Board member and Chair of the Audit Committee
- Prof. Peter Francis has been offered a panel interview for the position of the Co-Opted member and a panel interview will take place in January 2024
- Notes of interests to join HR Committee would be welcome

ITEM 1.a

- Trade Union Nominees on Board - recognised trade unions will now commence the election process in January 2024, with new Board members formally elected to Boards by 31st January 2024

10. DRAFT MINUTES OF MEETINGS OF BOARD COMMITTEES

The Board noted the contents of the DRAFT meetings of the:

- Chairs Committee held on 02 November 2023
- HR Committee held on 16 November 2023
- LT&R Committee held on 05 December 2023 – to follow

The Chair has asked members to send any comments regarding minutes attached to himself and the Governance Officer.

11. Q1 COMPLAINT HANDLING REPORT

The Chair has asked members to send any comments regarding the report to himself and the Governance Officer.

12. EXTERNAL AUDITORS FAILURE

The Chair has asked members to send any comments regarding the report to himself and the Governance Officer.

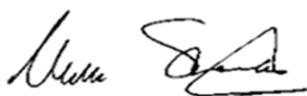
11. DATE AND TIME OF NEXT MEETING

Tuesday 13 February 2024 at 4.30 p.m.

The Chair thanked Peter Francis for joining the meeting as an Observer and for accepting his interview.

The Chair wished all members present a good Christmas break and a Happy New Year 2024.

Signed by the Chair:



Date: 13-02-2024