

Extraordinary Meeting of Board of Management

Minutes

Meeting reference: Board 2022-23/EM01

Date and time: Monday 05 September 2022 at 5.00pm

Location: Boardroom (Braham Room 019)

Members present: Brian Crichton, Chair, Board of Management
Graham Watson, Chair, AST Board
Jim Crooks, Chair, Audit Committee
Andrew Comrie, Chair, Strategic Development Committee
Katrina Hodgson, Chair, Finance & Resources Committee
Heather Cormack, Board Member
Sheena Devlin, Board Member
Jenny Hamilton, Board Member
Fiona Martin, Board Member
Derek Waugh, Board Member
Margaret Cook, Principal & Chief Executive
John Dare, Staff Board Member
Patrick O'Donnell, Staff Board Member
Todor Pavlov-Kennedy, Student Board Member
Liam Fowley, Student Board Member

In attendance: Alastair MacColl, Chair of UHI Court (Item 3 only)
Lorenz Cairns, Depute Principal
Catherine Etri, Vice Principal
Veronica Lynch, Vice Principal
Iain Wishart, Vice Principal
Ian McCartney, Clerk to the Board of Management

Apologies: Michael Buchanan, Board Member
Debbie McIlwraith Cameron, Board Member

Chair: **Graham Watson (on behalf of Brian Crichton)**

Minute Taker: Ian McCartney

Quorum: 10

MINUTES

Item		Action
1.	<p>Welcome and Apologies</p> <p>Chair welcomed new Board Members, Derek Waugh and Liam Fowley to their first meeting, and congratulated Debbie McIlwraith Cameron on the recent birth of her child.</p> <p>Chair welcomed Alastair MacColl, Chair of UHI Court, who would be addressing the meeting under Item 3.</p> <p>Chair noted that he would be formally stepping down on 30th September 2022 and as such would be taking a step back from much of the discussion at this meeting. Chair of this meeting was passed to Chair of AST, who will formally take over as Interim Chair from 1st October 2022.</p> <p>Chair AST thanked Brian Crichton for all he has contributed in the support of students and staff at Perth College over the last 5 years.</p>	
2.	<p>Declaration of Interest in any Agenda Item</p> <p>There were no declarations of interest.</p>	
3.	<p>Presentation from Alastair MacColl, Chair of Court, UHI</p> <p>Chair of Court, UHI noted his involvement with UHI as Chair of Court for over a year, and that it had taken that time to get to know such a complex organisation.</p> <p>Despite the changing environment over the last 10 years, particularly with regards to the market and economic cycles, the partnership hasn't kept up which has led to this "reset" moment re the function, operation and behaviours within the partnership. This would be addressed partly through ways of working.</p> <p>The Paper provided to prior to this meeting (Paper 1) was arrived at with the involvement of key decision-makers within the partnership, including the Chair and Principal of Perth College, to identify where things can be improved. Essentially, the Paper is a framework (or manifesto) for such commitments and aspirations, however the radical element is to actually make this happen; the previous vagueness of responsibilities has to change.</p> <p>Chair of Court, UHI noted that Perth College is a valued part of the partnership, and wants Perth College to be a committed member of this partnership. Delivery of the Paper will improve the organisation for the benefit of students, staff and the community.</p>	

On conclusion of this presentation, Chair AST noted that he had collated some questions from Board Members which would be put to Chair of Court, UHI, following which the floor would be opened to further questions.

Chair AST: It's hard to disagree with the background note, however there's no sense of how the partnership should be structured. Concern has been raised over going down the route of the 7 change initiatives with no idea of the end point of the structure of the partnership.

Chair of Court, UHI: If UHI was being designed from scratch, it wouldn't be structured as it is currently. There is no specific gameplan regarding future structure, however it will clearly need simplified. Would personally like to see fewer partners, and expects to see more alliances, resource sharing, and possibly mergers and less partners represented at Court.

Chair AST: What is the view of Court regarding Perth College remaining a partner?

Chair of Court, UHI: It's fundamental; a summary of inter-dependencies between UHI and Perth College runs to over 3 pages. The financial impact of not working together is almost existential for both parties; not working together forms a huge risk versus the dividend of working together in terms of student numbers and financial and economic impact. Would ask that Perth College fully commits to not just supporting but actively delivering on the 7 initiatives.

Chair AST: Structure and viability has not been tackled in the past – what guarantee will there be to allow Perth College to be confident at the end of the proposed 2-year period?

Chair of Court, UHI: Can't speak explicitly for Court, but would expect Court to want to go faster and be more ambitious than that laid out in the Paper. It's a relatively new Court, with four new members, and there is a conviction at Court that the plan will be worked through and implemented using all partners to allow UHI to prosper. UHI has so much opportunity yet to be exploited.

Chair AST: Do the Senior Leadership Team within EO share the vision to make change with no barriers?

Chair of Court, UHI: Barriers need to be considered as part of any major change programme, and while there is confidence that the programme developed by the partnership will be made to happen, this will only happen if all partners are fully committed.

Chair AST: One way of getting buy in from Perth College would include the College Principal being project lead on one of the 7 initiatives.

Chair of Court, UHI: Having spoken to the Principal, it looks like a deal may already have been done in this regard.

	<p>Chair AST: Commitment from Perth College would require a willingness on the part of UHI to open its books. It's hard to really know how money flows in and out of UHI, particularly in regard to Executive Office (EO). The Paper does not show what sustainability means in monetary terms, and transparency is needed regarding benefits received from what College pays for.</p> <p>Chair of Court, UHI: Could not agree more, extracting data from across the partnership has been very difficult, not just around financials, eg Return on Investment, and this includes EO. It's not easy, and will require a forensic effort from all partners.</p> <p>Chair AST: Time is not on our side within the current climate, though. Perth College needs reassurance that it can feed into the Tayside economic recovery rather than Highlands & Islands.</p> <p>Chair of Court, UHI: There is a recognition that collaboration is crucial. It is expected that the partnership will work with a number of economic partners in their geographic areas, however there is a sense that Perth College has looked elsewhere in the past and this project needs full commitment from Perth. The plan will release significant dividend, albeit with the recognition that nothing is forever and ever.</p> <p>Chair AST: Perth College have a strong request to see that the plan represents a genuine partnership rather than a takeover.</p> <p>At this point, the floor was opened to other Board Members to ask questions.</p> <p>Chair Audit: The 7 priority areas provide a map, but processes and structures won't solve all of the issues at hand. It is perceived that there is a culture of "first among equals" with regard to EO. Perth would be looking for an absolute commitment to establish a culture of parity across the partnership.</p> <p>Chair of Court, UHI: Can identify with this statement, and there is a need to change the culture. However, this goes both ways in that there is both "Them & Us" and "Us & Them" on display – this needs to be stopped and replaced with "We, Us & Our".</p> <p>Staff Board Member: Given the various attempts at restricting over the years, there is a definite feeling of "here we go again" amongst staff across the partnership.</p> <p>Chair of Court, UHI: Have heard this, and understand the scepticism, however this time there is absolute conviction and UHI can't afford to fail – fiduciary responsibilities are taken very seriously. UHI has time, resources, capital and cash to make these proposals work.</p> <p>A recent Audit Scotland report was quite explicit about making changes, but these have not been done and now need addressed.</p>	
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	<p>Board Member: As a newish member of the Board, it's a struggle to understand what UHI looks like. The Paper a move toward a tertiary model but doesn't define which one, eg University of London, and this would determine what the initiatives work towards. UHI appears to be in a good position for a new model, but it can't be seen where this is.</p> <p>Chair of Court, UHI: Confident the model will emerge, but it's unlikely to be UoL due to the lack of multiple colleges with degree-awarding powers. Scotland is the only nation in Europe without a successful model of tertiary education, and the work being conducted over the next 12 months will seek to establish this.</p> <p>Staff Board Member: Is it identifiable where the "Us v Them" scenario is at its most obvious, as that's not the experience in terms of collaboration within teaching and research.</p> <p>Chair of Court, UHI: Agreed that at ground level collaboration is working well, however this doesn't appear to be replicated so much at higher levels within the organisation.</p> <p>Chair AST thanked Chair of Court, UHI for his candour and coming to speak with the Board. Chair of Court, UHI offered to attend future Board meetings as an Observer as part of a Court initiative, if that was deemed to be useful.</p>	
<p>4.</p>	<p>General Board Discussion</p> <p>Chair AST opened meeting up to comments and questions from those present, and commenced by asking Principal for initial thoughts.</p> <p>Principal: noted that SMT had met this morning to work on an options paper for Strategic Development Committee (SDC) that challenged the perceived assumption that leaving the partnership would represent a panacea for the College, and had been open with Chair of Court, UHI in a one-to-one meeting earlier today.</p> <p>Depute Principal: There is no doubt that Chair of Court, UHI would like Perth College to be part of UHI, but there is concern over lack of detail within the plan therefore it is difficult to sign up without a level of substance and analysis.</p> <p>Chair Audit: We don't have detail for other options either – could a 2-year commitment as proposed work for Perth College? Main consideration has to be student voice in this, and would be interested to ascertain whether the current set-up meets students' needs.</p> <p>Student Board Member: Every time a question has been posed to Perth College students around this issue, there has been a positive response around the sense of connection. Whilst there is some unhappiness, there is a clear consensus that students want to be part of UHI, albeit there may be different opinions this year.</p>	

	<p>Student Board Member: Key consideration for students is the student experience.</p> <p>Chair Audit: Cannot underestimate role HISA plays in student satisfaction, and what Student Members have advised is that there is a key risk around change.</p> <p>Principal: The main disconnect tends to be at a higher level which should not be visible to students or staff, therefore some care must be taken in making generalisations in this area.</p> <p>Chair SDC: The direction of travel is unclear, so should the Board be considering red lines? These could easily be set out given previous discussions. Agreed that there needs to be a coherent tertiary model set up for UHI.</p> <p>Student Board Member: Students now constantly assess whether they've made the right choice to continue they're studies. Whatever we do we have to provide stability for students.</p> <p>Board Chair: Not wholly convinced that student satisfaction survey results are entirely useful due to how questions are framed and no way of asking students questions around how they would feel about delivery with another partner.</p> <p>Student Board Member: Part of the problem is that most students cannot identify what UHI is, but if changes were made student could make a more considered response.</p> <p>Vice Principal: Ask anyone across the country what UHI is and there will be confusion, including within UHI itself. Chair of Court, UHI mentioned an enormous divide within UHI – this has been the case for 20 years, which has been caused by confusion over UHI's identity. There is a clear divide between FE and HE, so UHI is no different from any other organisation.</p> <p>Depute Principal: EO barely recognises FE which casts adrift the dream of tertiary – this needs changed dramatically. A number of staff are concerned about the most recent curriculum review, therefore the issues between UHI and Perth College are not just at the top levels, it's at ground level too.</p> <p>Chair Audit: We can look at data re migration from FE to HE and can be compared across the sector. The real advantage comes from progression from HNC to HND and degree – it took SRUC 8 years to acquire own degree-awarding powers. Articulation stats tend to be between institutions – UHI offers more well-defined pathways than other FE organisations, and Perth College could lose this advantage under a different set-up.</p> <p>Board Member: The model that appears to be favoured is centrally controlled therefore runs the risk of uniqueness of local offer within the offer of a wider route. The review needs to be about what kind of UHI we</p>	
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want it to be.

Chair SDC: Goes back to red line discussion – progression should be a right.

Board Member: Can't make an informal decision without knowledge of other models, and we don't have a sense of how these might work.

Principal: UHI would like Perth College to park things for 2 years despite Perth College never saying anything about leaving the partnership.

Chair AST: It's a reasonable position for them to adopt, albeit not unconditionally.

Principal: We need quantifiable purposes and expectations if we are to sign up for 2 years.

Board Member: There is clear intent, but not much detail in terms of goals – there is the possibility of the project plan being a distraction for a couple of years.

Chair F&R: Chair of Court, UHI mentioned time, capital, resources and cash being available, however there looks to be about 10 years' of work in this project so remain unconvinced they've had a reality check yet. There may be in inspirational Chair working this through, but where are the team sitting now the chief has gone?

Principal: Intention is for this gap to be filled from across the partnership.

Depute Principal: Biggest problem is recruitment – UHI is 10-15% under target on HE recruitment, which is significant. Is the curriculum not attractive enough? Everything fails without students, and the presentation earlier did not mention student experience.

Board Member: Need to consider what other options look like for student experience too.

Principal: Any "divorce" process would require consideration of validation of HE courses, which may provide opportunity to shop around, however there is a cost to doing this, which would be different to the costs via UHI. Looking at a Tayside collaboration (not merger), courses don't transpose in full. Ultimately, we may achieve a better student experience in the longer term, but this may take many years at significant cost.

Chair AST: There are many things out with our control by going down alternative routes, which brings things back to red lines being a sensible course of action within these timescales as other options would take time to establish.

Chair Audit: There is the potential for some short-term wins from within the Paper. Choosing an alternative option at this time would be difficult having things in place beforehand, and looks impossible within 2 years.

	<p>Board Chair: Be under no illusion that UHI project will take more than 2 years. Red lines should be as audacious as possible as UHI is bust without Perth College. This is about knowing the College's worth, not just its core purpose.</p> <p>Principal: Benchmarking is done widely across the HE sector. If "divorce" was the favoured outcome, this would need to be facilitated by Scottish Government, and UHI would seek to retain custody of HE numbers. We need to test "stay and improve" against other models.</p> <p>Vice Principal: What are we willing to give up as well as seeking to gain? These need to be identified to achieve the "big" wins.</p> <p>Chair SDC: Is unification dead in the water?</p> <p>Principal: Discussion has moved away from "One UHI", and now recognised as not viable, but there is desire for an appearance of this without the parent/subsidiary model.</p> <p>Chair SDC: The offer of Chair of Court, UHI observing at Perth College Board meetings should be taken up, otherwise there is a risk that all information is coming from EO rather from partners.</p> <p>Chair AST: This makes sense if we buy into the commitment of 2 years.</p> <p>It was AGREED that SMT present information to Strategic Development Committee regarding options available and potential red lines. An additional Board meeting will be convened in around four weeks with the intention of reaching a decision on next steps.</p> <p>Meeting closed at 7:05pm.</p> <p>Following conclusion of meeting, Board Chair summarised that his intention as Chair had been to leave the College in a better place than when starting, and hoped that the talent around the table was evidence that this had been achieved. Board again thanked Board Chair for his time and commitment.</p>	
5.	<p>Date & Time of Next Scheduled Meeting</p> <ul style="list-style-type: none"> • Thursday 20 October 2022 @ 5:00pm • Additional Extraordinary Board Meeting tbc 	

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Do the minutes contain items which may be contentious under the terms of the Data Protection Act 1998? **Yes** ☐ **No** ☒