

Extraordinary Meeting of Board of Management

Minutes

Meeting reference: Board 2022-23/EM02

Date and time: Thursday 06 October 2022 at 5.30pm

Location: Boardroom (Braham Room 019)

Members present: Graham Watson, Interim Chair, Board of Management
Jim Crooks, Chair, Audit Committee
Andrew Comrie, Chair, Strategic Development Committee
Katrina Hodgson, Chair, Finance & Resources Committee
Michael Buchanan, Board Member
Heather Cormack, Board Member
Sheena Devlin, Board Member
Jenny Hamilton, Board Member
Fiona Martin, Board Member
Debbie McIlwraith Cameron, 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: 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: None received

Chair: **Graham Watson**

Minute Taker: Ian McCartney

Quorum: 10

MINUTES

Item		Action
1.	Welcome and Apologies Chair welcomed all present to the meeting.	
2.	Declaration of Interest in any Agenda Item There were no declarations of interest.	
3.	Minutes of the Previous Meeting The minutes of the Extraordinary Meeting of the Board of Management on 05 September 2022 were APPROVED .	
4.	General Board Discussion Interim Chair noted that the purpose of the meeting was to follow-up on the previous Extraordinary Board and the work undertaken in the interim by the Strategic Development Committee (SDC). Chair requested that Chair of SDC provide a summary of the SDC meeting held on 19 September 2022. Chair of SDC summarised the discussions around the options presented to SDC and the financial statements that supported these options. Chair of SDC noted that the biggest question posed at the meeting was that of “What is UHI?”, however that did not get answered as the impact of potential delivered outcomes were not clear. The change programme lacked detail with regards to structure and resource, and it was not clear which methodology was to be used to manage the project. In addition, there was a lack of clarity around the financial outcomes expected, and a lack of benchmarking around funding within the wider sector, and the extent to which Executive Office costs are seen and needed by each Academic Partner were not obvious, with no reference to whether there will be buy-in or opt-out options. It was SDC’s recommendation that remaining as part of UHI was the best option available given the current climate, however SDC requested that further SMT provided evidence-based justification of the SWOT analysis was provided, plus reference to other documents such as the Audit Scotland report, in order to fully support this position. Chair of SDC advised that the cultural negotiating positions around revenue generation and curriculum strategy would still require to be explored.	

	<p>Interim Chair thanked Chair of SDC for this feedback and requested that the Principal summarised any update to these positions.</p> <p>Principal noted that all workstream leads had been identified, however details have not yet been released with respect to these. Principal advised that a meeting with the Chair of Court had been organised next week to clarify authority and methodology for workstream leads. Principal of Perth College would be leading on the Shared Services workstream.</p> <p>Interim Chair asked the Board whether there was any desire to explore any other option than Scenario 1, ie remaining within UHI. Board AGREED to proceed with Scenario 1 as only viable option.</p> <p>Chair of Audit suggested that an underlying issue that would need worked on is the freedom for each AP to develop and retain strategic links within own geographic community. Principal agreed, and advised that the Chair of Court had recognised this as a positive factor; Principal saw no evidence that this position will change.</p> <p>Interim Chair noted that speed is vital for this project to have the required impact of taking costs out of the business, and it will quickly become apparent whether actions match words in terms of achieving significant financial change.</p> <p>Chair of Audit noted the need to broker a Perth-centric view for our community. Principal advised that the College would not be fulfilling its contract with the Government if this was not an area of focus.</p> <p>Depute Principal noted that the whole sector was in crisis, not just Perth College, and expressed concern that there is no vision and no plan within UHI24.</p> <p>Chair of SDC noted that there needs to be some methodology for local checks and balances as the project is worked through, and suggested that the College would need to behave differently as well as UHI, including engaging with the Chair of Court at PC Board meetings.</p> <p>Board Member referred to historic issues with EO and compared this with impassioned speech from a student member of SDC regarding the value of UHI; it is clear that our issues are with the structures and processes adopted by UHI and not the student experience.</p> <p>Depute Principal noted that there were still huge transparency issues regarding finance, amongst other things, that need to be addressed. Board Member agreed that the financial issues are key, but there appears to be a nervousness around the figures being presented. Interim Chair advised that having the PC Principal leading the Shared Services workstream should provide greater transparency.</p> <p>Interim Chair noted that the governance around the change process needs to be clear, with opportunity for levers of influence to be applied. Principal advised that this process commences on Monday, albeit initially</p>	
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at high-level only, and that the Interim Chair and Board will be regularly updated. Interim Chair and Principal agreed that the key to success will be obtaining appropriate resourcing for the workstreams.

Board Member queried whether the Minimum Negotiation Points were the correct ones to make Scenario 1 happen. Depute Principal expressed concerns regarding the visibility and cohesiveness of the project given 7 separate workstreams. Interim Chair noted the need for an oversight group; Chair of SDC advised that SDC agreed with this position, adding that there is a need for the partnership to empower each Academic Partner to make decision locally.

Chair of F&R queried whether there would be a project management team formed for the project in order to start winning hearts and minds. Principal understood that someone was being brought in for this purpose, but it's not yet clear who that may be.

Board Member noted that part of the discussion at SDC focused on the potential for silos and the need for clarity of understanding around the change process to avoid this. SDC stressed the need for highlight reports being routinely circulated to local Boards for scrutiny across all workstreams.

Interim Chair suggested that the Chair of Court would be unlikely to be surprised at any of the negotiation points as they are not in themselves particularly controversial; it is about how these are framed. Chair of SDC agreed, noting that the first bullet point suggests something that is done to the College rather than something the College is an active partner in.

Board Member suggested that what PC Board requires is updates of work in progress rather than an end-product report in order to make comment on the direction of travel. Chair of F&R proposed building 30-minute inputs from UHI into each Board meeting, whether this be from the Chair of Court or the project team. Principal advised that Chair of Court had indicated that there would also be increased representation from AP Boards at Court, although these proposals had not yet been seen.

Principal advised that negotiation points will likely move and flex throughout such an iterative process therefore how matters are reported and how College can influence are vital.

Interim Chair noted that the recent debate around UHI/College branding has been a good example of changing mindsets, and asked SMT to provide an update on the latest position.

Vice Principal (External) noted that UHI had tabled it's new compromise position with SMT, and displayed a series of example graphics on screen for the Board's consideration, noting that there were in effect 3 options going forward:

- Option 1 – stick with current branding;
- Option 2 – adopt UHI proposals in full;
- Option 3 – proceed with local refresh.

SMT's position was that FE recruitment would be damaged by dropping the word "College" from the main brand, and that there is a need to reference both College and UHI to demonstrate tertiary nature of PC, however proposal from UHI doesn't achieve this in an equitable manner.

Chair of Audit suggested that the College needs to start committing to compromise to move to a position of trust rather than suspicion, and therefore would be prepared to drop own commitment to the word "college". However it would also be useful to hear from students on this matter.

Student Board Member advised that HISA Perth had conducted a consultation with a students and the majority preferred UHI Perth, however that process involved a small number of students and it may be useful to repeat the conversation now more student are on campus. Student Board Member expressed a personal view that the word "college" is important.

Chair of SDC noted that the matter comes back to the big question of "What is UHI?". Is compromise on this matter more about how and where "college" is presented within the text, and if so is this a battle worth fighting at this time given other priorities? Chair of F&R added that there are a number of things that can be done to ensure that a search for "Perth College" lands on the correct page.

Student Board Member referred to the Graduation ceremony earlier in the day where 2 brand identities were on show on stage, which looked confusing. In reference to the low numbers of students taking part in the consultation, is this an indication that students don't care that much?

Principal advised that there was a danger of only involving those students already enrolled as opposed to potential and future students, who tend to be the core focus of our marketing efforts.

Principal agreed that the branding issue will be seen as a proxy test for being committed to the UHI24 process. Interim Chair noted that if UHI24 works, all APs will all be under one brand anyway.

Chair of SDC noted that the UHI brad doesn't promote either the University or the Highlands & Islands, so could already be considered a compromise position. Principal advised that UHI brand recognition wasn't as strong in Perth & Kinross as it was across the region.

Chair of F&R queried whether funding around a rebrand could be a negotiating position. Principal advised that offer at the time to other APs was minimal funding for external signage but nothing beyond this. Vice Principal (External) further advised that PC contribute more historically to UHI marketing due to size of local marketing team.

Interim Chair stressed that compromise on the branding should be around visibility of "College" within the UHI brand. Student Board Member

	<p>requested that SMT ask what UHI can do to boost brand locally. Principal noted that the brand guidelines were very restrictive, and that it would be unlikely that UHI would be able to offer anything more than other APs received.</p> <p>Principal sought clarification that the Board wished to adopt the UHI branding proposals in principle, with further discussion required with UHI regarding the positioning and visibility of Perth College within these proposals. Board AGREED with this position. Principal advised that this matter would need to be handled carefully with staff and students given previous consultation process.</p> <p>Interim Chair clarified with Board that the desired position was to adopt Scenario 1, ie remain in UHI and commit fully to UHI24. Board AGREED with this position.</p> <p>Interim Chair advised that a formal response to the Chair of UHI Court outlining the Board's position on both these agreed positions would be issued as soon as possible, and that Board would be kept informed of any key items of correspondence in both regards.</p>	Interim Chair
5.	<p>Date & Time of Next Scheduled Meeting</p> <ul style="list-style-type: none"> Thursday 20 October 2022 @ 5:00pm 	
6.	<p>Addendum to Minutes</p> <p><u>Email from Interim Chair to Chair of UHI Court</u></p> <p>From: Graham Watson Sent: 07 October 2022 11:03 To: Alastair MacColl Subject: UHI2024</p> <p>Alastair</p> <p>As you are aware, the Perth College UHI (PC) Board met last night to discuss its appetite to play a full, collegiate, and positive role in the UHI2024 project.</p> <p>I am pleased to say that having examined in detail a range of options for PC, there is a unanimous desire within the PC Board to move forward urgently and collaboratively with UHI2024, and to reset the tone of our relationship.</p> <p>The PC Board believes in the long-term strengths and opportunities inherent in the UHI partnership. While the existing model has many weaknesses, not least around its complexity, financial inefficiency, trust deficit and lack of accountability, we are optimistic that by working together as equal partners with the UHI Court and other academic partners, we can deliver quickly, a much improved and fully transparent operating structure, that works better for students and staff and is</p>	

financially sustainable.

Looking ahead, we sense that UHI2024 will involve considerable cultural change across the partnership. To set this programme of change in context at its outset, we would like you to articulate for the PC Board (and other partners as you wish) what your vision of success, apart from financial sustainability, at the end of UHI2024 will look like; in other words, what the real deliverables and DNA of UHI will be.

As far as managing and governing the seven workstreams is concerned, we would like to see the creation of a project oversight board (POB). We anticipate that an early priority for the POB, populated we would hope with sponsors from each of the partners, would be to propose and agree with the UHI Court, suitable Terms of Reference (ToR).

At a minimum, we would expect these ToR to confirm that one of the shared outcomes of UHI2024 will be a slimmed down Executive Office, that is accountable to and serves the needs of the partnership. Operationally, we assume that the role of the POB will be to hold each of the seven strategic initiative leads accountable for rapid and integrated progress, and to act as a conduit for the regular reporting of progress to partners.

You and I have spoken previously about the importance of transparency in the process and the need for urgency in taking tough decisions across the partnership. Implicit in this mutual desire is quickly building a sense of comfort that the seven strategic initiatives will deliver a financially robust Executive Office, supported by financially robust academic partners. For an academic partner such as PC, that is already facing a very challenging and potentially existential short/medium term outlook, this will necessitate at a minimum, a significant reduction in the top slice of income retained by Executive Office.

We believe therefore that it will assist in the work that is to follow, if Executive Office is able quickly to conceptualise, agree with the partners and implement a restructuring plan that is focused on early financial sustainability and that is agile and responsive to external opportunities.

While continued freedom to conduct business as usual in local markets is important, one of the major attractions of UHI2024 for PC is the chance to build an organisation where continuous improvement and ongoing market development, nationally and internationally, are the norm. We support fully the desire for the UHI partnership to become more agile and more responsive, thereby enhancing its reputation, increasing its recruitment, and capitalising on new revenue streams.

We are pleased that you have invited the PC Principal to lead on the shared services workstream. We view the creation of an attractive shared delivery model that works for all partners, coupled with the emergence of a new curriculum strategy led by academic partners, as two of the major early prizes of UHI2024.

The active involvement of the PC Principal in the process, coupled with PC representation on the POB, gives the PC Board considerable comfort that the assumptions behind its support for UHI2024 will be validated as outcomes are realised.

I hope the PC Board's enthusiasm for UHI2024 is welcomed and I look forward to your support for PC's full engagement on the basis set out above.

In moving forward together as outlined above, I am pleased to confirm that PC is now agreeable to adopting the new UHI branding, with a limited number of caveats around the use, positioning, and size of the 'College' sub text, that the Principal will agree with UHI colleagues prior to adoption. I have advised colleagues that you had indicated a willingness to consider financial support for the cost of implementing the branding change, and this is appreciated.

I hope that as we work together on UHI2024, you might be willing to attend future PC Board meetings as an observer and to offer the occasional opportunity for PC to be represented as an observer at UHI Court meetings.

PC looks forward to being a full partner and an active contributor in the rapid evolution of UHI as a successful and financially robust tertiary institution, that is recognised as delivering a world class research and teaching environment for all students and staff.

I have shared this email with PC Board colleagues.

Regards,

Graham

Graham Watson
Interim Chair

Response from Chair of UHI Court to Interim Chair

From: Alastair MacColl
Date: Fri, 7 Oct 2022 at 11:59
Subject: RE: UHI2024
To: Graham Watson

Hi Graham

Thank you for letting me know the outcome of your Perth College UHI (PC) Board meeting last night. I am delighted that the PC board unanimously supports moving forward together to implement UHI2024 and realise the full potential of our partnership.....and the positive impact

	<p>we can have on the economic destiny of our students, staff and communities. Your flexibility in allowing us to reach a shared solution on branding, underlines in a very meaningful way, quite how quickly a new spirit of partnership is developing. It is much appreciated.</p> <p>The management and governance of the workstreams that underpin UHI2024 will be overseen by a Task and Finish Group/POB chaired by Andrea Robertson. I'd like to invite you to join this group, which includes representation from academic partners, the university court, staff and students. Margaret will of course be centrally involved, along with all of our partner principals, in defining and realising the priorities you refer to in your note. An immediate priority will be to explicitly articulate how we measure success. And of course, we will be working together with all of our Chair colleagues, to guide, shape and build momentum to support UHI 2024.</p> <p>The other observations and comments in your summary are noted and understood.</p> <p>On a more personal note, I'd be delighted to accept your invitation to join the PC Board as an observer.</p> <p>All the very best. I look forward to working together to turn our plans into results.</p> <p>Alastair</p>	
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Notes taken to help record minutes are also subject to Freedom of Information requests, and should be destroyed as soon as minutes are approved.

Status of Minutes – Open ☒

An **open** item is one over which there would be no issues for the College in releasing the information to the public in response to a freedom of information request.

A **closed** item is one that contains information that could be withheld from release to the public because an exemption under the Freedom of Information (Scotland) Act 2002 applies.

The College may also be asked for information contained in minutes about living individuals, under the terms of the Data Protection Act 2018. It is important that fact, rather than opinion, is recorded.

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