

# Board of Management

## Minutes

**Meeting reference:** Board 2023-24/04

**Date and time:** Thursday 06 June 2024 at 1.00pm

**Location:** Boardroom (Braham Room 019)

**Members present:** Jim Crooks, Vice Chair  
Jenny Hamilton, Chair, Strategic Development Committee  
Mary Fraser, Board Member  
Jenni Harrison, Board Member  
Chris Lusk, Board Member  
Debbie McIlwraith-Cameron, Board Member  
Elaine Piggot, Board Member  
Ian Robotham, Board Member  
Derek Waugh, Board Member  
Alistair Wylie, Board Member  
Margaret Cook, Principal & Chief Executive  
Patrick O'Donnell, Staff Board Member  
Fiona Smith, Student Board Member  
Rebecca Bond, Student Board Member  
Ronnie Dewar, Trade Union Board Member  
Winston Flynn, Trade Union Board Member

**In attendance:** Alastair MacColl, Chair UHI Court (Observer – until Item 7.1)  
Joe Mulholland, Education Scotland (re Item 6.1)  
Lorenz Cairns, Depute Principal  
Lynn Murray, Depute Principal (Operations)  
Catherine Etri, Vice Principal (Academic)  
Gavin Stevenson, Interim Head of Finance  
Ian McCartney, Clerk to the Board of Management

**Apologies:** Graham Watson, Chair, Board of Management  
Veronica Lynch, Vice Principal (External)

**Observers:** Xander McDade, HISA Perth President-elect  
Andi Garrity, HISA Perth Depute President-elect  
Candy Munro, CDN

**Chair:** Jim Crooks  
**Minute Taker:** Ian McCartney  
**Quorum:** 9

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**We will act with integrity in everything we do**

**Student Centred + Innovative + Ambitious + Respectful + Inclusive + Collaborative**

### **Current Action Log**

<b>Initial Meeting date</b>	<b>Topic</b>	<b>Action</b>	<b>Owner</b>
17 October 2023	Development Trust	Board to receive process update re winding up of Development Trust	Vice Principal (External)
14 December 2023	Approval of Accounts	Extraordinary Board meeting to be organised early in 2024 to scrutinise and approve Financial Statements & Audited Accounts	Clerk

## **MINUTES**

<b>Item</b>		<b>Action</b>
<b>1.</b>	<p><b>Welcome and Apologies</b></p> <p>Vice Chair noted late change in chairing responsibilities due to Chair being called away. Vice Chair also noted it was to be his last UHI Perth Board meeting after 8 years on the Board.</p> <p>Vice Chair noted that this was also the last meeting of Fiona Smith and Rebecca Bond as Student Board Members, and wished them every success in their future.</p> <p>Vice Chair further noted the impending departures of Catherine Etri and Veronica Lynch, and recorded the appreciation of the Board for their input and guidance over the years.</p> <p>Vice Chair further noted the recent resignation of Michael Buchanan from the Board and recorded thanks for his time and efforts during his tenure.</p> <p>Vice Chair welcomed Joe Mulholland and Candy Munro to the meeting and noted the attendance of the 2 incoming Student Board Members as part of their induction process.</p>	
<b>2.</b>	<p><b>Additions to the Agenda</b></p> <p>Following the Extraordinary Board meeting held on 5<sup>th</sup> June 2024, it was agreed to discuss issues around Finance capacity under 7.1.</p>	
<b>3.</b>	<p><b>Declaration of Interest in any Agenda Item</b></p> <p>There were no Declarations of Interest noted.</p> <p>Clarification was sought by Board Member around the contributions of the Chair of UHI whilst acting as an Observer to Board meetings given the nature of some of the discussions. Clerk clarified that invitation to all Board meetings had been extended the Chair of UHI Court since 2022 with contributions being requested by the Chair of the Board.</p> <p>Vice Chair requested that Chair of UHI Court attend up to Item 7.1 of the agenda.</p>	
<b>4.</b>	<p><b>Minutes of Board of Management meeting, 28 March 2024</b></p> <p>The minutes were <b>APPROVED</b> as an accurate record of the meeting.</p>	

5.	<table><tr><th>Initial Meeting date</th><th>Topic</th><th>Action</th><th>Status</th></tr><tr><td>17/10/2023</td><td>Development Trust</td><td>Board to receive process update re winding up of Development Trust</td><td>Remains Ongoing</td></tr><tr><td>14/12/2023</td><td>Approval of Accounts</td><td>Extraordinary Board meeting to be organised early in 2024 to scrutinise and approve Financial Statements &amp; Audited Accounts</td><td>Remains Ongoing</td></tr></table>	Initial Meeting date	Topic	Action	Status	17/10/2023	Development Trust	Board to receive process update re winding up of Development Trust	Remains Ongoing	14/12/2023	Approval of Accounts	Extraordinary Board meeting to be organised early in 2024 to scrutinise and approve Financial Statements & Audited Accounts	Remains Ongoing	
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6.1	<p><b>Education Scotland Progress Report</b></p> <p>Due to the late arrival of the presenter, this item was deferred until later in the meeting.</p>													
6.2	<p><b>Chair’s Report</b></p> <p>In Chair’s absence, Vice Chair advised that, with regard to the UHI Target Operating Model business case, the document produced with the support of external consultants EY has now submitted to University Court. In addition, a Partnership Meeting has been scheduled for 18th June, with SFC in attendance, to discuss the OBC, which is understood to be over 100 pages in length.</p> <p>Vice Chair invited Chair of UHI Court to clarify any of these points.</p> <p>Chair UHI Court noted that Chair UHI Perth has met with the consultants EY and Max Brown (Director of Transformation) to help support the preparation of the draft report and has therefore been given an early copy of the draft. The intention is that UHI Court will discuss the draft report on Friday 7th June. Principals will meet to consider shortly thereafter and then the full group of Principals and Partnership Board Chairs will consider the paper. Before the end of the month, the draft report will be presented to board members of all UHI Academic Partners and HISA trustees. The SFC and Scottish Government will be updated as part of the process and the status of Academic Partner Board approval will be made clear. Following that, there will be a short summer break. Principals will then undertake any additional/further work that comes out of the discussions held through June on the OBC, following which there will be individual and detailed consultation meeting on the OBC with each of the Academic Partners Boards.</p>													

	<p>Vice Chair advised that Chair had stressed that there was no presumption of approval until the Board of UHI Perth and other Academic Partners had signed off on the proposals, which Chair UHI Court was happy to make explicit, adding that it was assumed that changes would arise from discussions and that the comfort of all Boards was being sought.</p>	
<b>6.3</b>	<p><b>Principal's Report</b></p> <p>Principal summarised Paper 3, noting that the main points in the report relate to Item 7.1 in this meeting's agenda.</p> <p>Principal advised that some additional manual work was required to complete the July payroll following the agreed pay award settlement for Professional Services staff. EIS-FELA are now looking at a 4-year deal for teaching staff, however strike action and ASOS were ongoing and impact of ASOS was being monitored.</p> <p>Principal noted continuing concerns re levels of engagement within HISA.</p> <p>Principal informed Board that the Executive Office budget had been discussed at Partnership Council and the request for a reduction in the top-slice for UHI Perth had been refused. Chair of UHI Court added that Court hoped that the Business Case will realise a very different financial situation which should address issues around the operating model, including the top-slice.</p> <p>Board Member expressed concern that UHI Perth is helping to fund the UHI deficit. Chair UHI Court noted that, like UHI Perth, EO is looking at budgets and making some very difficult choices. Board Member appreciated this was the case, but still did not have a good sense of what EO spends top-slice money on and it would be useful for local Boards to understand the efficiency of EO spending. Chair UHI Court agreed this was a reasonable expectation and stressed that there is support for short-term measures while long-term changes are being implemented.</p> <p>Board Member queried whether it was just UHI Perth asking for a reduction in top-slice. Principal clarified that this was an issue across the Partnership albeit at different levels.</p> <p>Board Member queried whether top-slice levels are published within accounts. Principal noted this wasn't the case as funding isn't received as income therefore all that is shown is the amount that is drawn down.</p> <p>Board Member asked why there could not be greater transparency. Chair UHI Court noted that there is clear information on where EO deploys its resources, which includes people, assurance, research, etc. Principal advised that a service catalogue was created under</p>	

	<p>the UHI2024 initiative, but this appears to have been discontinued, although this is being looked at within the current initiative.</p> <p>Board Member observed that without more information on the benefits to UHI Perth it is difficult to assess value for money. Chair UHI Court sought to reassure Board Members that Court were aware of the issues and are working to address these.</p> <p>Paper 3 was <b>NOTED</b> by the Board.</p>	
<b>6.4</b>	<p><b>UHI Target Operating Model - update</b></p> <p>Committee agreed that this item had been covered in some detail under Items 6.1 and 6.3.</p>	
<b>6.5</b>	<p><b>Your Students' Association Report</b></p> <p>Student Board Member summarised Paper 4, noting that the drop off in Student Voice Reps was a point of concern; a change to SRC meetings was being considered in an attempt to address.</p> <p>Student Board Member highlighted the events hosted over the year which had generated more engagement, particularly the one-off events. Ways were being looked at to encourage more clubs and societies.</p> <p>Student Board Member concluded by thanking those Board Members who attended the OBI event earlier today.</p> <p>Paper 4 was <b>NOTED</b> by the Board.</p> <p>Vice Chair thanked the Student Board Members for their work during the year.</p>	
<b>6.1</b>	<p><b>Education Scotland Progress Report</b></p> <p>Joe Mulholland, Education Scotland noted Paper 2 as read, advising that the full comparative data from SFC was very late in being issued so the report was slightly vague in terms of some of the numbers provided.</p> <p>Board were advised that the UHI Perth were 4% ahead of the Scottish average for full-time FE, and part-time FE was on the sector average but heading in the right direction. Although UHI Perth were slightly below the SSES response rate of 52.5%, the 96.3% satisfaction rate was an incredibly high figure.</p> <p>The Report shows that learners strongly value the PAT support available, and PATs are clearly the go-to people for pastoral and academic help; however, the flip side of this is that the academic reps were not being fully utilised as a result.</p>	

	<p>Additional noteworthy points included teaching staff using self-evaluation modules well, and the quality of the work between Transitions Officers and PKC providing special needs data with only one other college in Scotland producing the same data.</p> <p>Board were asked to note the development points raised around ethnic minority numbers; the need for monitoring to perhaps be implemented more consistently across the college; the opportunity for some teachers to better utilise informal arrangements to enhance teaching and learning; alternative assessment arrangements to avoid the college being stretched; and the significant numbers of Student Voice Reps not utilising training (which may be linked to the success of the PATs). These development areas will be addressed in an Overview Report to be produced in September.</p> <p>Vice Chair noted the positive report despite a challenging environment and thanked staff across the College for their contribution. Board Member agreed with Vice Chair's comments and added that there would be areas of good practice that could be passed on to EO across FE delivery areas.</p> <p>Student Board Member noted that HISA Perth were very aware of the high regard that student have for their PATs, and suggested a higher level of co-ordination between HISA Perth and PATs would be beneficial for students.</p> <p>Board Member noted the 10% discrepancy between FE male and female students and advised there was a need to ensure decisions being made do not exaggerate this gap.</p> <p>Board <b>NOTED</b> Paper 2</p>	
7.1	<p><b>UHI Perth Sustainability Report – Proposals For Change</b></p> <p>Principal presented Paper 5, noting the Paper had been previously issued for Extraordinary Board the previous evening, therefore many aspects of the Paper had been considered there.</p> <p>Principal noted that the Paper did not cover the loan issue discussed at Extraordinary Board, however Principal was able to confirm that UHI are content to work with UHI Perth and SFC to enable an early draw-down of funds, which will be of particular use now the Pay Award for Professional Services staff has crystallised.</p> <p>Chair Audit noted that Extraordinary Board had not landed on a defensible number, although it appeared that £3.2m (option 3) seemed the most likely compromise given that flat income didn't appear to be achievable and options 1 and 2 didn't deliver a break-even position over the longer time.</p>	

	<p>Vice Chair thanks Chair Audit for a useful summation. Depute Principal (Operations) noted that £2.7m was always the break-even position for year-end July 2025 as that was target date; Board Member agreed, however the position also needs to be sustainable thereafter.</p> <p>Board Member noted that the primary role of the Board is to consider the impact of decisions on the student experience and it's difficult to have a sense of this impact and requested some indicators around this, eg student numbers. Principal understands this viewpoint and noted that the series of proposals included higher savings levels to allow management a degree of flexibility and to further engage in consultation before reviewing proposals with assurances provided to the Board around the protection of the student experience. The original intention had been to come back to the Board once the collective Consultation was completed, however as we are now beyond the original date there may be a requirement for an additional Board meeting over the next few weeks.</p> <p>Student Board Member noted that there may not be a Student Board Member available over this period and asked that Board prioritise PATs, study skills and library resources to ensure a focus on students' education.</p> <p>Depute Principal advised that the curriculum had already been looked at to ensure clarity for 1<sup>st</sup> August and the college will continue to engage with students via surveys, Student Voice Reps, etc.</p> <p>Board Member noted this was comforting to hear, however it was realistic that the level of cuts being proposed will impact of the student experience despite the commitments being made. Depute Principal advised there was always a risk, however students are and always have been the college's core business.</p> <p>Trade Union Board Member queried whether the proposal was committing to a revised period to break-even. Principal noted that the mid-point figure of £3.2m allows a greater period without returning into deficit therefore avoids repeating processes on an annual basis and minimises effects on the student experience. Depute Principal (Operations) added that there is a need to monitor positions regularly and make decisions at the appropriate time.</p> <p>Board Member reiterated the difficulties around Finance capacities and it was clear that strategic decisions were required to ensure sufficient resource. Board <b>AGREED</b> that Finance capacities need addresses, and requested that Principal ensures this issue is fully implemented.</p> <p>Board Member queried whether the loan/draw-down on cash would require to be repaid or accounted for. Depute Principal (Operations)</p>	
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	<p>advised that this will need repaid, but as noted earlier this would be used for the pay award but not for VS settlements. Board Member sought clarification whether repayment would require Board intervention. Principal noted that the terms of any loan/draw-down are not known as yet as this requires further input from EO and SFC.</p> <p>Board Member queried how momentum on savings would be maintained after 3 years if the top-slice issue is not addressed. Principal responded that this is an iterative process and no decrease in top-slice has been calculated into the projections as this would be difficult to assume, however this may be addressed once a Full Business Case was presented.</p> <p>Vice Chair noted that Board will be seeking further refinement as matters progress, however sought clarification that the Board were content to allow management to progress on the mid-point proposal of £3.2m savings advised to support Paper 5.</p> <p>Board <b>APPROVED</b> this proposal.</p> <p>Principal then introduced Paper 5a which would permit management to submit business cases to SFC should individual pension strain costs exceed a certain level and therefore allow an appropriate level of flexibility.</p> <p>Vice Chair advised Board that this proposal was precautionary and that specific business cases would require a minute of a Board Meeting to be presented.</p> <p>Board <b>APPROVED</b> Paper 5a.</p>	
7.2	<p><b>Election of Vice Chair of Board</b></p> <p>Due to the current Vice Chair stepping down as a Board Member after this meeting, Board is required to appoint a Vice Chair from among those members of the Board who have been appointed by the Regional Strategic Body to the Board under the terms laid out in the College Sector Board Appointments: Ministerial Guidance.</p> <p>Board was informed that Derek Waugh had put himself forward for the role of Vice Chair. There being no other nominees, Board <b>APPROVED</b> Derek Waugh for the role of Vice Chair, with effect from the end of the current Board meeting.</p> <p>Board were informed that, while the Vice Chair would normally also fulfil the role of Senior Independent Board Member (SIBM) unless otherwise determined by the Board, these roles have been separated out in recent years, and Jenny Hamilton has been recommended by Chairs Committee for this role. Board <b>RATIFIED</b> Jenny Hamilton for the role of Senior Independent Board Member</p>	

	with immediate effect.	
<b>7.3</b>	<p><b>Your Students' Association Board of Management Project – Local Action Plan</b></p> <p>Student Board Member introduced Paper 7, which provided a local action plan for UHI Perth relating to the HISA Board of Management Project, originally approved at Board of Management October 2023.</p> <p>Clerk added that this Paper assisted in ensuring Board's compliance with the Code of Good Governance and achievement of the plan would allow the Board to demonstrate best practice in engaging with our Student Board Members.</p> <p>Board <b>NOTED</b> Paper 7.</p>	
<b>7.4</b>	<p><b>2024/25 Board &amp; Committee Meeting Schedule</b></p> <p>Due to identified issues re Board Member attendance at a number of the proposed dates contained within Paper 8, Board agreed to defer approval of this item pending a redraft of the schedule.</p>	
<b>8.1</b>	<p><b>UHI Perth Management Accounts to 30 April 2024 &amp; Financial Outlook</b></p> <p>Depute Principal (Operations) presented Paper 9, which presented a high-level detail of the current position, and had been previously scrutinised at Finance &amp; Resources Committee.</p> <p>Depute Principal (Operations) noted that the External Auditors had not yet completed the financial statements for 2022-23. The External Auditors had attend the recent Audit Committee to respond to questions on this issue. External Auditors had apologised for their poor performance and assured Audit Committee that outstanding work on the 2022-23 audit around pension will be completed by mid-July then referred to Audit Scotland to conclude their input by early August with a view to reporting the final audit in late August.</p> <p>Depute Principal (Operations) reported that the 2023-24 External Audit would commence over the summer with the External Auditors seeking to conclude this process by the end of the current calendar year.</p> <p>Chair of Audit drew attention to the apology received from the Senior Audit Partner, noting that this was the first time an apology had been received.</p> <p>Principal advised that the matter had been discussed at Partnership Council as this was a broader UHI issue, and there had been real concerns expressed across the Partnership around timescales being promised.</p>	

	<p>Board Member noted the strength of comments made by Audit Committee to the External Auditors, and promised that Audit would continue to stay on top of the issue as much as within its powers.</p> <p>Depute Principal (Operations) advised that it would be prudent to prepare for the audit to be late again next year as the issues caused by the delay may take some time to be fully resolved.</p> <p>Board <b>NOTED</b> Paper 9.</p>	
<b>9.1</b>	<p><b>Balanced Scorecard</b></p> <p>Board <b>NOTED</b> Paper 10.</p>	
<b>9.2</b>	<p><b>Annual Report of Safeguarding</b></p> <p>Board <b>NOTED</b> Paper 11.</p>	
<b>9.3</b>	<p><b>HISA Elections Report 2024</b></p> <p>Board <b>NOTED</b> Paper 12.</p>	
<b>10.</b>	<p><b>Standing Committee Summaries</b></p> <p>Board received summaries from the Chairs of each Standing Committee and <b>NOTED</b> the following minutes:</p> <ul style="list-style-type: none"> <li>• Chairs Committee – 18 April 2024*</li> <li>• Learner Experience Committee – 24 April 2024</li> <li>• AST Board – 02 May 2024*</li> <li>• Finance and Resources Committee – 16 May 2024</li> <li>• Strategic Development Committee – 22 May 2024</li> <li>• Audit Committee – 28 May 2024</li> </ul> <p>*(full minutes provided rather than summary)</p>	
<b>11.</b>	<p><b>Date &amp; Time of Next Meeting</b></p> <ul style="list-style-type: none"> <li>• Tuesday 29 October 2024 @ 5:00pm</li> </ul>	
<b>12.</b>	<p><b>Review of Meeting</b></p> <p>Board confirmed that the meeting had been conducted in line with the Terms of Reference.</p> <p>Vice Chair noted that, as there had been limited time for scrutiny of</p>	

	<p>Papers 10-13 within the meeting, any queries that Board Members may have around these papers can be made online.</p> <p>Principal, on behalf of the Chair of the Board, expressed thanks to Jim Crooks for his contribution to the Board of UHI Perth over the last 8 years, the huge experience he has brought to the Board, and the time and expertise he has generously given over the years. Board fully <b>ENDORSED</b> this statement.</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** ☒