

## Extraordinary Board of Management

### Agenda

**Meeting reference:** Board2024-25/04a

**Date:** Monday 30 June 2025 at 5:00pm

**Location:** Online

**Purpose:** Additional meeting

- \* Denotes items for approval or discussion.  
Members should contact the Secretary in advance of the meeting if they wish to request an item be starred.

	Agenda Items	Author	Led by	Paper
1	Welcome and apologies		Chair	
2	Additions to the Agenda		Chair	
3	Declaration of a Conflict of Interest in any Agenda Item <b>Board Members are reminded of their responsibility to regularly review and update their Register of Interest.</b>			
4	Minutes of the Meeting of the Board of Management held on 05 June 2025		Chair	Paper 1
5	Actions arising from previous minutes			
6	<b>Financial Performance &amp; Budgets</b>			
6.1	UHI Perth Management Accounts: Year to 30 April 2025 & Forecast to 31 July 2025	Depute Principal (Operations)	Depute Principal (Operations)	Paper 2
*6.2	UHI Perth Budget update	Depute Principal (Operations)	Depute Principal (Operations)	Paper 3
7	<b>Strategy</b>			
*7.1	UHI Perth Recovery Plan	SLT/PLG	Interim Principal	Paper 4
8	<b>Governance &amp; Compliance</b>			
*8.1	HISA Elections Report	HISA	HISA	Paper 5

	<b>Agenda Items</b>	<b>Author</b>	<b>Led by</b>	<b>Paper</b>
*8.2	UHI Perth Governance Report	Vice Chair	Vice Chair	Paper 6
*8.3	UHI Perth Authorised Signatories	Depute Principal (Operations)	Depute Principal (Operations)	Paper 7
8.4	Trade Union Membership/Attendance		Interim Chair	Verbal
*8.5	Independent Investigation into the Financial Challenges at the University of Dundee – Lessons Learned	SFC	Interim Chair	Paper 8
9	<b>Date and Time of next meeting</b> <ul style="list-style-type: none"> <li>Wednesday 20 August 2025 @ 5pm</li> </ul>		Clerk	
*10	<b>Review of Meeting &amp; Key Messages</b> (Committee to check against the Terms of Reference to ensure all competent business has been covered & to note Key Messages to be communicated to appropriate stakeholders)			Paper 9

# Board of Management

## DRAFT Minutes

**Meeting reference:** Board 2024-25/04

**Date and time:** Thursday 05 June 2025 at 1.00pm

**Location:** Boardroom (Room 019)

**Members present:** Alistair Wylie, Interim Chair  
Deirdre Joy, Board Member  
Chris Lusk, Board Member  
Debbie McIlwraith-Cameron, Board Member  
Elaine Piggot, Board Member  
Ian Robotham, Board Member  
Chris Whatley, Board Member  
Catherine Etri, Interim Principal & Chief Executive  
Richard Fyfe, Staff Board Member  
Patrick O'Donnell, Staff Board Member  
Xander McDade, Student Board Member  
Andi Garrity, Student Board Member  
Ronnie Dewar, Trade Union Board Member

**In attendance:** Lynn Murray, Depute Principal (Operations)  
Nicki Inglis, Director of Curriculum (Item 7.8 only)  
Phil McNaul, Finance Consultant (Items 7.1 & 7.2)  
Ian McCartney, Clerk to the Board of Management

**Observers:** Millie Fowler, HISA Perth Depute President-Elect  
Liz Stewart, UHI Court

**Apologies:** None received

**Chair:** **Alistair Wylie**  
**Minute Taker:** Ian McCartney  
**Quorum:** 8

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

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

## **MINUTES**

Item		Action
1.	<p><b>Welcome and Apologies</b></p> <p>Interim Chair welcomed everyone to the meeting, and introduced those who were attending their first UHI Perth Board of Management meeting.</p> <p>Interim Chair formally notified Board of the resignation of Jenni Harrison from the Board of Management and recorded thanks for her contributions during her time on Board.</p> <p>Interim Chair also noted thanks to Alastair MacColl in his capacity as UHI Court Observer, with Liz Stewart now acting in that capacity.</p> <p>Interim Chair formally noted Xander McDade's contribution to the Board during his time as a Student Board Member, and Board wished Xander well in his next role as HISA President from 1<sup>st</sup> July.</p>	
2.	<p><b>Additions to the Agenda</b></p> <p>Interim Chair noted that Reserved Item 7.8 would be taken prior to Standing Reports.</p> <p>Interim Chair sought approval for the suspension of Standing Order 5.4 until the next scheduled Board Meeting in order to convene short-notice Board Meetings over the summer period if required.</p> <p>Board <b>APPROVED</b> the suspension of Standing Order 5.4 until 07 October 2025.</p>	
3.	<p><b>Declaration of Interest in any Agenda Item</b></p> <p>There were no Declarations of Interest noted.</p>	
4a.	<p><b>Minutes of the Board of Management meeting held on 16 April 2025</b></p> <p>The minutes were <b>APPROVED</b> as an accurate record of the meeting.to avoid potential confusion.</p>	
4b.	<p><b>Minutes of the Extraordinary Board of Management meeting held on 08 May 2025</b></p> <p>The minutes were <b>APPROVED</b> as an accurate record of the meeting.to avoid potential confusion.</p>	

4c.	<p><b>Minutes of Extraordinary Board of Management meeting held on 15 May 2025</b></p> <p>The minutes were <b>APPROVED</b> as an accurate record of the meeting.</p>	
4d.	<p><b>Minutes of Extraordinary Board of Management meeting held on 19 May 2025</b></p> <p>The minutes were <b>APPROVED</b> as an accurate record of the meeting.</p>	
5.	<p><b>Matters Arising from Previous Minutes</b></p> <p><u>Development Trust</u> Board were advised that audited accounts had not been lodged with OSCR at the point of the Director of Finance leaving the organisation. Henderson Loggie had been approached to complete the audit process.</p> <p>Board were further advised that regulators' consent had been sought regarding the winding up of the Trust. The application period has now concluded with no receipts and OSCR duly informed. OSCR will confirm reorganisation of the Trust in due course and thereafter consent to wind up will be provided. A final set of accounts may be required at this time, dependant on timescales.</p>	
7.8	<p><b>RESERVED ITEM</b></p> <p>Board were informed that Item 7.8 had been deemed a Reserved Item due to commercial sensitivity.</p> <p>Director of Curriculum presented Paper 14, which had been issued in two parts, following a brief context-setting by the Interim Chair.</p> <p>Board discussion on the Reserved Item initially focused on the need to balance potentially conflicting risks around cost versus reputational damage, the legal obligations that inform the risk positions, and the impact of duty of care on students.</p> <p>Interim Principal advised that, while options had been carefully examined, the reality was that the option provided in Paper 14 were all that was realistically available to the College in terms of providing reassurance to students and limiting reputational damage.</p> <p>Board discussed the nature of the contract presented, in particular timescales being committed to, and options around other modes of delivery beyond this timescale. It was also agreed that indemnification against confidentiality breaches be considered.</p>	

	<p>Board also discussed how the costs of the proposal would be funded, including engagement with UHI/SFC/ScotGov, however it was not yet clear what options would be available, if any, to cover costs.</p> <p>Finally, Board discussed the impact of the situation on the College's capacity to deliver on the Tay Cities Deal, and the impact on impending timescales around the College's capacity to draw down committed funding within the TCD.</p> <p>Board <b>APPROVED</b> a strategic decision to move forward as detailed in Paper 14 on the proviso that funding can be agreed.</p>	
<b>6.1</b>	<p><b>UHI Transitions Project</b></p> <p>Interim Chair provided a verbal update to Board, noting that a positive meeting was hosted by UHI in May, where discussions focused on areas of progress and targeting quick wins around shared services. Interim Chair noted there was a groundswell to take matter forward positively.</p> <p>Board were advised that the main misalignment within the project appeared to be around curriculum and curriculum delivery, however there were other misalignments around marketing messages, although there had been an agreed move towards a single marketing strategy from September.</p>	
<b>6.2</b>	<p><b>Interim Chair's Report</b></p> <p>Interim Chair presented Paper 5, noting that the paper captured high-level items.</p> <p>Board <b>NOTED</b> Paper 5.</p>	
<b>6.3</b>	<p><b>Interim Principal's Report</b></p> <p>Interim Principal provided a verbal update on key items since commencing the role.</p> <p>Interim Principal noted the ongoing work around a replacement for AST, and the continued exposure of 54 students to Lendwise for a combined £213k relating to commercial courses. While the Administrators are dealing with this issue, UHI Perth need to consider the matter from a reputational standpoint.</p> <p>Interim Principal advised that were arranged to be held around Tay Cities Deal/Aviation Academy for Scotland, and with PKC around nursery provision.</p>	

	<p>Interim Principal noted that lift works were due to recommence w/c 23 June with a completion date of 08 August, and compensation is expected due to the delays experienced.</p> <p>Interim Principal advised that the Centre for Mountain Studies had sourced £26k of funding, and come International opportunities had been identified via links to an SQA programme.</p> <p>Interim Principal's verbal update was <b>NOTED</b>.</p>	
<b>6.4</b>	<p><b>HISA Perth Report</b></p> <p>Student Board Member presented Paper 6, highlighting the recent OBI Awards ceremony, which had received the highest number of nominations, with the keynote speech was delivered by the First Minister. Student Board Member noted that the Awards reflected the benefits of working as a cross-College team. Thanks were extended to the Senior Independent Board Member for participating in the judging panel.</p> <p>Student Board Member reported positive levels of engagement with Student Voice Reps with good success rates, and HISA Perth is looking to expand provision and where SVRs could be involved within the College. To this end, it would be useful to hear what the College wants from its Student Voice and embed this in decision-making.</p> <p>Student Board Member advised that HISA would be receiving flat-cash funding for 2025/26, meaning the expectation was that more would require to be done with less.</p> <p>Board Member queried benefits of generic HISA report when there was so much activity at a local level. Student Board Member advised that the Board of Management Project review phase may be reflecting on this matter as there is an opportunity to look at change.</p> <p>Paper 6 was <b>NOTED</b> by the Board.</p>	
<b>7.1</b>	<p><b>UHI Perth Draft Budget 2025/26 &amp; Indicative Budgets 2026/27 and 2027/28</b></p> <p>Interim Chair acknowledged the huge amount of work done that has taken place around the Budget process, however noted that the current position is in effect a draft as input will be required from Interim Principal around cost reduction and income generation, therefore Board was asked to focus on direction of travel over specific numbers at this stage.</p>	

	<p>Depute Principal (Operations) summarised Paper7 together, noting that the forecast deficit for 2025/26 was projected as £1.479m, with deficits also projected for following 2 years.</p> <p>Depute Principal (Operations) noted that these figures act as a baseline for the Recovery Plan alongside FFR assumptions released this week by SFC, including use of capital funding as revenue, and 9% payroll increase over 3 years, which will need to be locally modelled. Depute Principal (Operations) advised that the accounts direction around Job Evaluation now include provisions for costs but with no provision for income from Scottish Government to counter-balance this.</p> <p>Depute Principal (Operations) advised that a redraft of the Budget would be brought to the next Board meeting following further analysis within Finance.</p> <p>Finance Consultant noted that the information provided represented a robust starting position for where the College needs to get to, however Years 2 and 3 will change based on assumptions that need to be evaluated. Finance Consultant warned that there was insufficient knowledge around the cause of some variances, and this would need to be addressed, however improvements were being made week on week.</p> <p>Board Member queried what approach the cashflow had adopted re Pension Strain costs. Depute Principal (Operations) advised that current cashflow assumes a 5-year repayment period.</p> <p>Student Board Member noted that Budget assumes 3% inflation however current rates are above this. Depute Principal (Operations) advised that 3% was an amount agreed between UHI Finance Directors and was consistent with FFR. Additionally, not everything will be inflated by 3%, particularly where costs have been reduced.</p> <p>Board <b>NOTED</b> Paper 7 and <b>AGREED</b> approach for Budget processes and timings for approval.</p>	
7.2	<p><b>UHI Perth Recovery Plan – Progress Report</b></p> <p>Depute Principal (Operations) presented Paper 8, noting that the Finance Consultant had provide templates to allow calculation of key ratios which were now being populated, with the next stage being to meet with the Interim Principal and verification of work conducted to date. A session with PLG and Sector Managers had been scheduled for 16 June to gain additional input.</p> <p>Finance Consultant advised that Boards would not normally be provided with the level of detail in the report t this stage, however it</p>	



	<p>was felt to be useful for Board to see the level of work being undertaken within the Finance team.</p> <p>Finance Consultant noted that reliable data is critical to allow effective decisions for the future, and discussions need to focus on what numbers mean rather than whether they are correct in order to allow the testing of credibility of assumptions in generating and sustaining income in the future.</p> <p>Finance Consultant advised that the workstreams set out in the Appendix require the engagement of all budget holders. Principal further advised that a number of managers providing the data required are either not available or have no capacity available, which has led to concerns around timescales for delivering on these workstreams.</p> <p>Principal noted that there were opportunities around commercial income, but the college now occupies a different landscape therefore there is a need to consider how these can be delivered with the resources available. Finance Consultant advised that there has to be better than the status quo as the status quo is not sustainable.</p> <p>Trade Union Board Member noted that some of the workstream work may have already been done, and it may be damaging to staff morale to repeat the same exercise. Finance Consultant recognised the issue and noted that any quality work previously provided will be re-used, however there is an issue if work previously undertaken wasn't implemented as the Plan will have to recognise the current position not an historic one.</p> <p>Board Member queried whether, with a 3-year Recovery Plan timescale, there was capacity to utilise a sharper fall to achieve sharper recovery, eg systems investment. Finance Consultant advised that this would depend on the longer-term plan and support from SFC and Scottish Government, which would require a robust Plan with a compelling story of recovery with a better picture for the future; while capacity exists to do this, this will depend on timings emerging on analysis of work arising from the workstreams.</p> <p>Board <b>NOTED</b> Paper 8.</p>	
7.3	<p><b>Pension Strain Agreement</b></p> <p>Interim Chair tabled Paper 9 for approval, noting that a loan with SFC had been discussed, but as this was not possible, Paper 9 reflected the final option on the table for this matter.</p> <p>Interim Chair noted that an alternative 3-year repayment plan had been looked at to tie in with the Recovery Plan. Depute Principal</p>	

	<p>(Operations) advised that Tayside Pension Fund would also prefer a 3-year repayment, and further advised that additional payments in June would not be required.</p> <p>Board <b>APPROVED</b> Paper 9, and <b>AGREED</b> a 3-year repayment plan.</p> <p>Chair, Finance &amp; Resources requested that lessons be learned from this exercise and similar future exercise should be required to include plans for how Pension Strain costs are paid for. Board <b>AGREED</b> with this position.</p>	
<b>7.4</b>	<p><b>Estates Planning</b></p> <p>Student Board Member presented Paper 10 for consideration by the Board, which sought to provide reassurances around the future of the Goodlyburn building as the amount of work required to prepare the building for closure within 3 years does not appear credible.</p> <p>Student Board Member noted that a future Estates strategy needs driven by a curriculum review, and Goodlyburn hosts some specialist spaces that cannot be easily replicated elsewhere.</p> <p>Student Board Member further noted the need to leverage goodwill available within the local business community, which could be achieved by using space for an Innovation Hub, Business Gateway, or similar, as this could provide the most significant non-academic opportunity to generate income.</p> <p>Following confirmation of endorsement of the paper from Finance &amp; Resources Committee, Board <b>APPROVED</b> Paper 10</p>	
<b>7.5</b>	<p><b>2025/26 Board &amp; Committee Schedule</b></p> <p>Clerk presented Paper 11 for approval, advising that there was ample time for Board Members to suggest potential topic areas for Board Development Sessions</p> <p>Paper 11 was <b>APPROVED</b> by Board.</p>	
<b>7.6</b>	<p><b>Procurement Award – Catering &amp; Procurement Award – Gym Equipment</b></p> <p>Interim Principal noted that both Paper 12 and Paper 13 had now been reviewed and is satisfied that both were suitable to take forward, although the Catering award was crucial in terms of timescales.</p> <p>Board Member noted comfort in endorsing both Papers, however noted the paper submitted to Finance &amp; Resources Committee</p>	

	<p>from HISA around catering on campus that hadn't been heard during this procurement process therefore there need to be lessons learned within the process.</p> <p>Student Board Member echoed the frustration that the student voice hadn't been heard on this issue, and stressed the need to embed the student experience as a top priority within the college.</p> <p>Depute Principal (Operations) advised that 2 members of staff had spoken to students as part of the process. Student Board Member noted that staff engagement was minimal and didn't speak to non-users.</p> <p>Board Member stressed that the issue was about engaging with user right at the beginning. Student Board Member noted that HISA were not made aware that the tender was up for review despite the issue being noted on manifesto pledges.</p> <p>Principal noted that there should be review meetings with the supplier held on a monthly basis that may not have been taking place – these will be reinstated with student representation going forward.</p> <p>Paper 12 was <b>APPROVED</b> by Board with the caveat that Procurement be advised of issues raised with a view to consideration around better engagement with students as users for similar processes.</p> <p>Paper 13 was <b>APPROVED</b> by Board.</p>	
8.1	<p><b>Pay Gap Report</b></p> <p>Paper 15 had been presented online for Board queries.</p> <p>Board Member noted that the report shows a fairly significant pay gap affecting disabled women compared to non-disabled men and queried whether there were any particular actions being explored to address this, and how will progress be tracked over time.</p> <p>Management advised that that figures are likely to be affected by the number of staff who disclose a disability, and specifically male colleagues who seem less likely to disclosure a disability than their female colleagues. Actions around data capture should clarify whether this is a true picture or whether it has been skewed by under-reporting, however this picture may not emerge until the next Pay Gap report in 2027.</p> <p>Work has commenced on the March 2026 data which should provide some indication whether the data capture exercise has changed our disability profile and then for March 2027 whether there is a different in disability-gender pay gap. It is also possible</p>	

	<p>by that point there may be clearer guidelines from the government about disability pay gap reporting, as at the current time there is no defined way of calculating this and the College has used the gender pay gap model which is clearly defined.</p> <p>Board <b>NOTED</b> Paper 15.</p>	
<b>8.2</b>	<p><b>Mainstreaming Report</b></p> <p>Paper 16 had been presented online for Board queries.</p> <p>Board Member queried what targeted actions are being taken to improve staff confidence and participation in equality data disclosure, especially in relation to disability and ethnicity, to strengthen future reporting and planning.</p> <p>Management advised that an Action Plan is being developed to address the gaps that have been identified; this Action Plan will be presented a draft to the next EDIT committee.</p> <p>Board <b>NOTED</b> Paper 16.</p>	
<b>8.3</b>	<p><b>Amendments to Scottish Charity Law</b></p> <p>Paper 17 had been presented online for Board queries.</p> <p>Board Member queried what the changes to charity law specifically mean for UHI Perth, including any actions that may need to take to stay compliant, and any potential risks.</p> <p>Clerk noted that the exercise is effectively an additional layer of admin for the initial process re provision of Trustee details over summer 2025, which would roll into the standard recruitment and induction process thereafter. Financial information is already presented to OSCR on an annual basis, however OSCR will now be publishing full accounts rather than summary information.</p> <p>Clerk further noted that the only obvious risk element lies around conducting proper checks around the wider criteria affecting Trustees and those senior managers that would be deemed to fall come under the new definitions, however this looks to be a straightforward process in the first instance, and would be easy to maintain under standard recruitment/induction processes thereafter.</p> <p>Board <b>NOTED</b> Paper 17.</p>	
<b>9.</b>	<p><b>Standing Committee Summaries</b></p> <p>Board received and <b>NOTED</b> summaries from the Chairs of each of the following Standing Committee meetings:</p>	

	<ul style="list-style-type: none"> <li>• Learner Experience Committee – 23 April 2025</li> <li>• Chairs Committee – 19 May 2025</li> <li>• Finance &amp; Resources Committee – 21 May 2025</li> <li>• Audit Committee – 28 May 2025</li> </ul>	
<b>10.</b>	<b>Date &amp; Time of Next Meeting</b> <ul style="list-style-type: none"> <li>• Thursday 07 October 2025, 5:00pm (scheduled)</li> </ul>	
<b>11.</b>	<b>Review of Meeting</b>  Board confirmed that the meeting had been conducted in line with the Terms of Reference.	

**Information recorded in College minutes are subject to release under the Freedom of Information (Scotland) Act 2002 (FOI(S)A). Certain exemptions apply: financial information relating to procurement items still under tender, legal advice from College lawyers, items related to national security.**

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 ☒ Excepting Item 7.8**

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 2018?      **Yes** ☒      **No** ☐

<b>Committee</b>	Board of Management
<b>Subject</b>	UHI Perth Management Accounts: Year to date and Forecast to 31 July 2025 at 30 April 2025 (Q3 24/25)
<b>Date of Committee meeting</b>	30/06/2025
<b>Authors</b>	Lynn Murray, Depute Principal – Operations Yemi Orioge, Finance Manager
<b>Date paper prepared</b>	27/06/2025
<b>Executive summary of the paper</b>	<p>This paper includes the year-to-date actual position at 30 April 2025 (Q3 24/25) of £0.325m deficit as well as the full-year financial forecast to 31 July 2025 at 30 April 2025 of <b>£1.202m deficit</b>.</p> <p>This forecast improves the position previously reported at H1 (half-year to 31 January 2025) by <b>£0.6m</b>.</p> <p>Appendix 1 – Year-to-date actuals and full year financial forecast at 30 April 2025 (Q3 24/25)</p>
<b>Consultation</b> How has consultation with partners been carried out?	The Finance Team has had discussions with budget holders across the organisation to arrive at the position set out in this paper.
<b>Action requested</b>	<input checked="" type="checkbox"/> For information only <input checked="" type="checkbox"/> For discussion <input type="checkbox"/> For recommendation <input type="checkbox"/> For approval
<b>Resource implications</b> (If yes, please provide details)	Yes Budgeted income and expenditure is included
<b>Risk implications</b> (If yes, please provide details)	<b>Yes</b> Notes the risk to financial sustainability

<p><b>Link with strategy</b></p> <p>Please highlight how the paper links to the Strategic Plan, or assist with:</p> <ul style="list-style-type: none"> <li>• Compliance</li> <li>• National Student Survey</li> <li>• partnership services</li> <li>• risk management</li> <li>• other activity [e.g. new opportunity] – please provide further information</li> </ul>	<p>Financial sustainability</p>
<p><u><b>Equality and diversity</b></u></p> <p><b>No</b></p> <p>If yes, please give details:</p>	<p>Click or tap here to enter text.</p>
<p><b>Island communities</b></p> <p>Does this activity/ proposal have an effect on an island community which is significantly different from its effect on other communities (including other island communities)?</p>	<p><b>No</b></p> <p>If yes, please give details:</p> <p>Click or tap here to enter text.</p>
<p><u><b>Data Protection</b></u></p> <p>Does this activity/ proposal require a Data Protection Impact Assessment?</p>	<p><b>No</b></p> <p>Set out any data protection aspects and whether a data protection impact assessment is needed</p>
<p><b>Status</b> (e.g. confidential/non confidential)</p>	<p>Non-Confidential</p>
<p><b>Freedom of information</b></p> <p>Can this paper be included in “open” business?* <b>-Yes</b></p>	<p>Papers should be open unless there is a compelling reason for them to remain closed. If a paper, or parts of a paper, are to remain closed the reason for that exemption must be specified – see reasons below</p>

\* If a paper should **not** be included within ‘open’ business, please highlight below the reason.



Its disclosure would substantially prejudice a programme of research	<input type="checkbox"/>	Its disclosure would substantially prejudice the effective conduct of public affairs	<input type="checkbox"/>
Its disclosure would substantially prejudice the commercial interests of any person or organisation	<input type="checkbox"/>	Its disclosure would constitute a breach of confidence actionable in court	<input type="checkbox"/>
Its disclosure would constitute a breach of the Data Protection Act	<input type="checkbox"/>	Other [please give further details] Click or tap here to enter text.	<input type="checkbox"/>

For how long must the paper be withheld? Until the OBC and FBC are approved and funding awarded to begin the project. This would be for an estimated 12 months.

Further guidance on application of the exclusions from Freedom of Information legislation is available via:

<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp>  
and

[http://www.itspublicknowledge.info/web/FILES/Public\\_Interest\\_Test.pdf](http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf)

**Background**

1. The Board approved the budget for 2024/25 at the meeting on 14 December 2024. Management accounts and a financial forecast to the end of July 2025 at 31 January 2025 (H1 – half-year 1) were provided to the Finance and Resources Committee on 24 March 2025 and to the Board meeting on 2 April 2025.
2. The H1 forecast review identified several items of income and expenditure that had not been included in the 2024/25 budget. The review at 30 April 2025 (Q3 – quarter 3) has identified further items that were not included in the H1 forecast or the budget. This is not a good position for UHI Perth, however it is encouraging that increased resources in the Finance team and engagement with all budget holders is improving understanding of financial management expectations and corporate knowledge of figures for income and expenditure.
3. At H1 a deficit of £1.8m was identified, which was a £0.5m increase to the approved budget for 2024/25 of £1.3m. This led to significant concern from the Executive Office of UHI as the Regional Strategic Body (RSB) as well as the Scottish Funding Council (SFC) as further liquidity support was requested as a result. A financial recovery plan is currently being developed for the next three years.

**Year-to-date position at 30 April 2025 (Q3 24/25)**

4. The 2024/25 budget was phased evenly over 12 months. The 2025/26 budget process required budget holders to estimate phasing of budgets over 12 months and estimates should become more accurate in future years with reference to historic data.
5. The 2024/25 phased budget showed a deficit of £0.967m at Q3 while the actual figures at Q3 shows a deficit of £0.325m, resulting in a variance of £0.642m. £1.999m variance related to income as there were many income sources that had not been included in the budget (see explanations for full-year forecasts below). The largest variance in non-staff costs related to the catering cost of £0.765m that had not been included in the budget, as identified previously.

**Full year financial forecast at 30 April 2025 (Q3 24/25)**

6. Meetings took place between Finance Business Partners and budget holders across UHI Perth to prepare income and expenditure forecasts at 30 April 2025 based on nine months actual expenditure and three months forecast. The breakdown of the revised forecast of **£1.202m** deficit is shown at appendix 1, comprised of **£26.968m** income and **£28.170m** expenditure. This represents an improved position of £0.6m from the H1 forecast for the reasons set out below.
7. The change of £0.168m from the paper that went to the Finance & Resources Committee on 25 June is due to corrections to income and expenditure relating to capitalisation of the lift that were identified during the review of cashflow.

## Income

	FY Budget 24/25	Q3 Forecast	Variance
	£'000	£'000	£'000
<b>Income</b>			
<b>Academic</b>			
FE Teaching Grant	8,487	8,487	0
Student Support	2,340	2,251	(89)
SFC/RSB Grants	874	1,473	599
HE Teaching Grants	6,676	7,229	553
Tuition Fees	2,980	2,908	(72)
SDS Contracts	535	594	59
International Income	1,211	1,579	368
Other Income	252	361	109
	<b>23,355</b>	<b>24,882</b>	<b>1,527</b>
<b>Commercial</b>			
Catering/Residences	1,080	1,117	36
Other Income	177	210	33
ASW	700	759	59
	<b>1,957</b>	<b>2,086</b>	<b>129</b>
<b>Total Income</b>	<b>25,313</b>	<b>26,968</b>	<b>1,656</b>

8. There was a considerable knowledge gap amongst the Finance team and budget holders about the types of income and amounts that UHI Perth are due to receive. A list of income sources has now been compiled, which is being updated with more detailed information. Back-up documentation will also be sourced and held in one place in the Finance team directory.
9. Significant variances between budget and the forecast at 30 April 2025 for income are shown in the tables below.

SFC/ RSB grants	£'000
<b>24/25 budget</b>	<b>874</b>
HE estate grant	61
Bursary	23
Sanitary products	21
D & A College - Science Futures	55
International Test and Learn - SG	16
Centre for Mountain Studies - various research funding	95
Teachers Pension Funding from SFC	245
Additional Grant for Lift Replacement from SFC	83
<b>Q3 forecast at 30/04/25</b>	<b>1,473</b>

HE Teaching Grants	£'000
<b>24/25 budget</b>	<b>6,676</b>
Shared Services funding for ICT - UHI EO	278
UCS (sport) controlled numbers not in budget	164
Reduced clawback from £800k to £700k	100
HE Main Grant underestimated	11
<b>Q3 forecast at 30/04/25</b>	<b>7,229</b>

Tuition fees	£'000
<b>24/25 budget</b>	<b>2,980</b>
HE Full Time (SAAS) Tuition fee budget overestimation	(43)
HE Part Time (SAAS) Tuition fee budget overestimation	(19)
HE Part Time - (Self Financing) budget overestimation	(16)
HE Self financing full time budget underestimation	55
Postgraduate Fees Self financing budget overestimation	(49)
<b>Q3 forecast at 30/04/25</b>	<b>2,908</b>

International income	£'000
<b>24/25 budget</b>	<b>1,211</b>
Unbudgeted TNE income received for 434 students	279
Unbudgeted departmental income	89
<b>Q3 forecast at 30/04/25</b>	<b>1,579</b>

Other income	£'000
<b>24/25 budget</b>	<b>252</b>
CMS research projects	60
Needs Assessment funding	26
Horsecross Arts funding	4
Unbudgeted departmental income	19
<b>Q3 forecast at 30/04/25</b>	<b>361</b>

## Staff costs

	FY Budget 24/25	Q3 Forecast	Variance
	£'000	£'000	£'000
Staff Costs	16,944	17,009	65
Contracts & Timesheet	1,101	1,319	218
VS & Pension Strain	823	1,050	227
<b>Total Staff Costs</b>	<b>18,868</b>	<b>19,379</b>	<b>511</b>

10. The variations in staff costs are shown in the table below. The additional pension strain costs have been reported previously and discussed by the Board. A process will be put in place that better controls contract and timesheet costs, which relate mainly to cover in ASW and the curriculum.

Staff costs	£'000
<b>24/25 budget</b>	<b>18,868</b>
Additional staff cost due to staff changes	65
Additional pension strain in the year due to actual	228
Increased contracts & timesheet cost over budget	218
<b>Q3 forecast at 30/04/25</b>	<b>19,379</b>

## Non-staff costs

	FY Budget 24/25	Q3 Forecast	Variance
	£'000	£'000	£'000
<b>Non-Staff Costs</b>			
Travel & Subsistence	221	157	(63)
Training & Other staff costs	153	104	(49)
Course costs & exam fees	1,413	1,499	86
Supplies & Services	262	1,608	1,347
ICT	765	706	(59)
Property costs	1,911	1,750	(161)
Legal & Admin	571	582	11
Bursary costs	2,340	2,251	(89)
Finance costs	98	133	35
<b>Total Non-Staff costs</b>	<b>7,733</b>	<b>8,791</b>	<b>1,058</b>

11. The largest variation to non-staff costs was identified in H1 as catering costs of £0.765m had been missed from the budget. Significant variances between budget and the forecast at 30 April 2025 for non-staff costs are shown in the tables below.

<b>Course costs and exam fees</b>	<b>£'000</b>
<b>24/25 budget</b>	<b>1,413</b>
Unplanned UCS (sport) uncontrolled numbers payment	101
Savings on budgeted exam fees	(15)
<b>Q3 forecast at 30/04/25</b>	<b>1,499</b>

<b>Supplies and services</b>	<b>£'000</b>
<b>24/25 budget</b>	<b>262</b>
Catering cost not in budget	765
Residency cost understated in budget	38
Unbudgeted prizegiving and graduation cost	18
Temps. Agency fee increase-Finance Dept.	54
Unplanned Student Equipment/Kits - All depts.	106
ICT departmental licences not in budget net of savings in spend	374
Savings from other supplies and services across various cost centres	(8)
<b>Q3 forecast at 30/04/25</b>	<b>1,608</b>

<b>Property Costs</b>	<b>£'000</b>
<b>24/25 budget</b>	<b>1,911</b>
Lift Expenditure capitalised	(84)
Original budget overstated	(77)
<b>Q3 forecast at 30/04/25</b>	<b>1,750</b>

### **Cashflow**

12. At 30 April 2025 there was cash in bank of £1.4m. It is currently projected that this cash will be exhausted by the end of 31 July 2025, with an anticipated shortfall of £60k. The three-year cashflow in the draft budget paper has been revised to reflect this position.

The SFC has supported the RSB's proposal to defer the clawback of £700K included in our cashflow forecast in July to at least October and to front load grant funding for 25-26 into earlier months to ease cashflow in the short term.

An illustration of the cashflow impact of this request between June and August 2025 is provided below. The impact on future months is shown in the 25/26 budget paper.

	May-25 Actual	Jun-25 Current	Jul-25 Forecast	Aug-25 Forecast
RDEL				
Opening Bank Balance	1,438,266	1,304,156	1,262,957	-60,054
Net Cash Available	380,209	213,218	-870,991	-1,283,612
SFC Cash Drawdown Total	923,947	1,049,739	810,937	1,184,747
Closing Bank Balance	1,304,156	1,262,957	-60,054	-98,865
Rephase clawback to October			700,000	
If SFC Cash Drawdown was phased more up front			810,937	1,184,747
Closing Bank Balance			639,946	601,135

It should also be noted that other liabilities totalling £5.374m are not included in the cashflow but will be included in the financial statements to 31 July 2025.

- Pension strain payments to be paid beyond July 2025 - £0.674m
- Job evaluation re support staff - £3.2m
- Liquidity Support received from SFC in the year - £1.5m.

### Risks

- There are three risk categories in the ERM (Enterprise Risk Management) strategic risk register that relate to the financial sustainability of UHI Perth – academic income, commercial income and financial (income and cost risk). The Board has minimal risk appetite for the academic and financial categories and a cautious risk appetite for the commercial category.
- With less than two months left of the financial year at time of writing the risks to the 2024/25 budget are much reduced. The Perth Leadership Group will continue to identify and mitigate risks to the budget and any significant issues will be highlighted to the Board and to the RSB.

### Recommendation

- It is recommended that the Finance and Resources Committee notes the year-to-date actual position of £0.325m deficit and full-year forecast position of **£1.202m** deficit at 30 April 2025 (Q3 24/25). There is continued action to improve the knowledge of Finance Team members and budget holders with the aim of improving the timeliness and accuracy of financial information.

**Appendix 1 – Year-to-date actuals and full year financial forecast at 30 April 2025 (Q3 24/25)**

	Actuals Q3 YTD 24/25	Budget Q3 YTD 24/25	YTD Variance	FY Budget 24/25	Q3 Forecast	Variance
	£'000	£'000	£'000	£'000	£'000	£'000
<b>Income</b>						
<b>Academic</b>						
FE Teaching Grant	6,450	6,365	(85)	8,487	8,487	0
Student Support	2,009	1,755	(254)	2,340	2,251	(89)
SFC/RSB Grants	1,392	656	(737)	874	1,473	599
HE Teaching Grants	4,691	5,007	316	6,676	7,229	553
Tuition Fees	2,886	2,235	(651)	2,980	2,908	(72)
SDS Contracts	324	401	77	535	594	59
International Income	1,213	908	(305)	1,211	1,579	368
Other Income	275	189	(86)	252	361	109
	<b>19,241</b>	<b>17,517</b>	<b>(1,724)</b>	<b>23,355</b>	<b>24,882</b>	<b>1,527</b>
<b>Commercial</b>						
Catering/Residences	951	810	(141)	1,080	1,117	36
Other Income	198	133	(65)	177	210	33
ASW	594	525	(69)	700	759	59
	<b>1,743</b>	<b>1,468</b>	<b>(275)</b>	<b>1,957</b>	<b>2,086</b>	<b>129</b>
<b>Total Income</b>	<b>20,984</b>	<b>18,984</b>	<b>(1,999)</b>	<b>25,313</b>	<b>26,968</b>	<b>1,656</b>
Staff Costs	12,682	12,723	41	16,944	17,009	65
Contracts & Timesheet	990	826	(164)	1,101	1,319	218
VS & Pension Strain	635	603	(33)	823	1,050	227
<b>Total Staff Costs</b>	<b>14,307</b>	<b>14,151</b>	<b>(155)</b>	<b>18,868</b>	<b>19,379</b>	<b>511</b>
<b>Non-Staff Costs</b>						
Travel & Subsistence	129	165	37	221	157	(63)
Training & Other staff costs	63	115	52	153	104	(49)
Course costs & exam fees	1,308	1,060	(249)	1,413	1,499	86
Supplies & Services	1,196	196	(1,000)	262	1,608	1,347
ICT	503	573	71	765	706	(59)
Property costs	1,393	1,433	40	1,911	1,750	(161)
Legal & Admin	413	428	15	571	582	11
Bursary costs	1,916	1,755	(161)	2,340	2,251	(89)
Finance costs	82	73	(8)	98	133	35
<b>Total Non-Staff costs</b>	<b>7,002</b>	<b>5,800</b>	<b>(1,202)</b>	<b>7,733</b>	<b>8,791</b>	<b>1,058</b>
<b>Net Deficit</b>	<b>(325)</b>	<b>(967)</b>	<b>(642)</b>	<b>(1,289)</b>	<b>(1,202)</b>	<b>87</b>



<b>Committee</b>	Board of Management
<b>Subject</b>	UHI Perth – Revised draft budget 2025/26 – version 3
<b>Date of Committee meeting</b>	30/06/2025
<b>Authors</b>	Fiona Cameron, Interim Director of Finance Lynn Murray, Depute Principal – Operations
<b>Date paper prepared</b>	27/06/2025
<b>Executive summary of the paper</b>	<p>This paper includes a revised draft budget for 2025/26 (version 3) that includes amendments following the Financial Forecast Return (FFR) assumptions and other adjustments. This forms a baseline for the Financial Recovery Plan.</p> <p>Draft budget 25/26 <b>£2.492m</b> deficit, 26/27 <b>£3.301m</b> deficit and 27/28 <b>£3.905m</b> deficit.</p> <p>Appendix 1 – Draft budget 2025/26 and plans for the next two years (version 3)</p> <p>Appendix 2 – Three-year cashflow forecast (version 3)</p>
<b>Consultation</b> How has consultation with partners been carried out?	There have been discussions with the Executive Office on some of the amendments within this version of the draft budget.
<b>Action requested</b>	<input type="checkbox"/> For information only <input type="checkbox"/> For discussion <input type="checkbox"/> For recommendation <input checked="" type="checkbox"/> For approval
<b>Resource implications</b> (If yes, please provide details)	Yes Budgeted income and expenditure is included
<b>Risk implications</b>	Yes

(If yes, please provide details)	Notes the risk to financial sustainability
<p><b>Link with strategy</b></p> <p>Please highlight how the paper links to the Strategic Plan, or assist with:</p> <ul style="list-style-type: none"> <li>• Compliance</li> <li>• National Student Survey</li> <li>• partnership services</li> <li>• risk management</li> <li>• other activity [e.g. new opportunity] – please provide further information</li> </ul>	Financial sustainability
<p><u><b>Equality and diversity</b></u></p> <p><b>No</b></p> <p>If yes, please give details:</p>	Click or tap here to enter text.
<p><b>Island communities</b></p> <p>Does this activity/ proposal have an effect on an island community which is significantly different from its effect on other communities (including other island communities)?</p>	<p><b>No</b></p> <p>If yes, please give details:</p> <p>Click or tap here to enter text.</p>
<p><u><b>Data Protection</b></u></p> <p>Does this activity/ proposal require a Data Protection Impact Assessment?</p>	<p><b>No</b></p> <p>Set out any data protection aspects and whether a data protection impact assessment is needed</p>
<p><b>Status</b> (e.g. confidential/non confidential)</p>	Non-Confidential

<b>Freedom of information</b> Can this paper be included in “open” business?* <b>-Yes</b>	Papers should be open unless there is a compelling reason for them to remain closed. If a paper, or parts of a paper, are to remain closed the reason for that exemption must be specified – see reasons below
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\* If a paper should **not** be included within ‘open’ business, please highlight below the reason.

Its disclosure would substantially prejudice a programme of research	<input type="checkbox"/>	Its disclosure would substantially prejudice the effective conduct of public affairs	<input type="checkbox"/>
Its disclosure would substantially prejudice the commercial interests of any person or organisation	<input type="checkbox"/>	Its disclosure would constitute a breach of confidence actionable in court	<input type="checkbox"/>
Its disclosure would constitute a breach of the Data Protection Act	<input type="checkbox"/>	Other [please give further details] Click or tap here to enter text.	<input type="checkbox"/>

For how long must the paper be withheld? Until the OBC and FBC are approved and funding awarded to begin the project. This would be for an estimated 12 months.

Further guidance on application of the exclusions from Freedom of Information legislation is available via:

<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp>

and

[http://www.itspublicknowledge.info/web/FILES/Public\\_Interest\\_Test.pdf](http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf)

## Background

1. On 5 June 2025 the Board approved the draft deficit budget of £1.479m for 2025/26 as a basis for the Financial Recovery Plan (FRP) subject to confirmation that the FFR assumptions are met.
2. The Scottish Funding Council (SFC) published the FFR assumptions on 3 June 2025 to complete three-year plans from 2025/26. The FFR is due to be submitted to the SFC on 30 June 2025 and UHI Perth must submit a draft to the Executive Office of UHI as Regional Strategic Body (RSB) prior to this date.
3. The RSB published a final funding allocation to academic partners on 5 June 2025, which has been reviewed to include any budget changes.

## Draft budget for 2025/26 - version 3

4. This paper should be read in conjunction with the paper on the draft budget 2025/26 that was approved by the Board on 5 June 2025. Rather than repeating the same information, only changes to the previous version of the budget will be referred to in this paper.
5. Amendments to the draft budget for 2025/26 and plans for the following two years are set out in the table below. **Draft 2 of the budget was presented to the Finance & Resources Committee on 25 June and reference was made to the final adjustment in the table in relation to removal of workstream savings.** Draft 3 of the 25/26 budget is included at appendix 1 and shows a deficit of **£2.492m** with income of £26.277m and expenditure of **£28.769m**.

Budget adjustments since 5 June 2025	Income	Staff	Non-staff	Impact	2026/27	2027/28
	£'000	£'000	£'000	£'000	£'000	£'000
<b>Board on 5 June 2025</b>	<b>26,960</b>	<b>19,369</b>	<b>9,070</b>	<b>(1,479)</b>	<b>(2,549)</b>	<b>(3,471)</b>
<b>FFR assumptions</b>						
Remove capital grant from revenue budget	(799)			(799)	(800)	(800)
Employers NI uplift - increase	57			57		
Pay assumptions - 9% over 3 years		(81)		81	292	530
<b>Other</b>						
Resource Group - AST replacement			489	(489)	(248)	(167)
HE income - 30 graduate apprenticeships	53			53	53	53
Staff cost amendments		62		(62)		
PKC funding	6		6	0		
Recruitment fees			11	(11)		
Removal or workstream savings not yet implemented		(157)		157	(49)	(50)
				0		
	<b>26,277</b>	<b>19,193</b>	<b>9,576</b>	<b>(2,492)</b>	<b>(3,301)</b>	<b>(3,905)</b>

6. Material adjustments are as follows:

- Remove capital grant from revenue budget – this was identified in the draft budget on 5 June as a risk. The FFR for all Colleges in Scotland assumes that capital funding for estates must be used for capital spend when previously it could be used for ongoing repairs and maintenance. This puts £799k more pressure on our revenue budget. SFC continues to engage with Scottish Government on this matter.
- Employers NI uplift – UHI Perth's final allocated funding from the RSB was £57k higher than budgeted.
- Pay assumptions – we had previously budgeted for 4.14% each year for academic and support staff. The FFR assumption is 9% over 3 years. 4.14% in 25/26 has been agreed for academic staff with 1.14% funding provided by the SFC.
- Resource Group – AST replacement - this is the additional cost if SFC approval is given to appoint another provider to enable current students of the BSCh Aircraft Maintenance Engineering and Management to complete their degree programme. This was identified as a risk in the Board paper of 5 June although final figures were not known at this time.
- HE income – graduate apprenticeships – 30 GAs were omitted from the draft budget on 5 June bringing the total HE numbers to 1,560 FTE.
- Staff cost amendments – minor amendments identified after the first draft budget was issued.
- Workstream Savings – the costs and associated savings from the outcome of a previous workstream have been removed and will be included as part of the FRP options for completeness.

7. The FFR guidance states that Colleges should continue to account for job evaluation costs based on Colleges Scotland costings. For UHI Perth the provision is predicted to be £3.74m from 2018 to 2025/26.

### **Capital funds**

8. As set out in paragraph 6 above, in line with FFR guidance UHI Perth has capital funding of £799k. A programme of capital spend will be set out in the estates strategy.

### **Cashflow**

9. The paper on Q3 24/25 highlights that SFC has supported the RSB's proposal to defer the clawback of £700K included in our cashflow forecast in July 2025 to at least October and to front load grant funding for 25/26 into earlier months to ease cashflow in the short term. The tables below show the monthly closing bank position before and after this proposal is implemented. These figures will be discussed with the RSB in the week beginning 30 June before submission to the SFC.

	Aug-25 Forecast	Sep-25 Forecast	Oct-25 Forecast	Nov-25 Forecast	Dec-25 Forecast	Jan-26 Forecast
RDEL						
Opening Bank Balance	-60,054	-98,865	-402,085	-279,680	-290,148	-759,038
Net Cash Available	-1,283,612	-1,586,832	-1,345,952	-1,356,420	-1,706,836	-2,081,018
SFC Cash Drawdown Total	1,184,747	1,184,747	1,066,272	1,066,272	947,798	1,184,747
Closing Bank Balance	-98,865	-402,085	-279,680	-290,148	-759,038	-896,271
Rephase clawback to October			-700,000			
If SFC Cash Drawdown was phased more up front	1,184,747	1,400,000	1,700,000	1,000,000	1,400,000	1,350,000
Closing Bank Balance	601,135	513,168	569,301	492,561	475,873	503,893

	Feb-26 Forecast	Mar-26 Forecast	Apr-26 Forecast	May-26 Forecast	Jun-26 Forecast	Jul-26 Forecast
RDEL						
Opening Bank Balance	-896,271	-777,652	-1,342,732	-1,219,647	-1,452,887	-1,839,447
Net Cash Available	-1,370,026	-1,698,156	-2,641,343	-2,400,685	-2,905,719	-2,890,978
SFC Cash Drawdown Total	592,374	355,424	1,421,696	947,798	1,066,272	829,324
Closing Bank Balance	-777,652	-1,342,732	-1,219,647	-1,452,887	-1,839,447	-2,061,654
Rephase clawback to October						
If SFC Cash Drawdown was phased more up front	500,000	900,000	1,300,000	1,112,724	0	0
Closing Bank Balance	530,138	509,634	511,023	442,709	-1,010,123	-2,061,654

10. Appendix 3 shows the cashflow for three years with a total cashflow requirement of £8.2m by the end of year 3, before a FRP is put in place.

11. It should also be noted that other liabilities totalling £5.374m are not included in the cashflow but will be included in the financial statements to 31 July 2025.
- Pension strain payments to be paid beyond July 2025 - £0.674m
  - Job evaluation re support staff - £3.2m
  - Liquidity Support received from SFC in the year - £1.5m.

## Recommendation

12. It is recommended that the Board approves version 3 of the draft deficit budget of **£2.492m** for 2025/26 as a basis for the FRP.

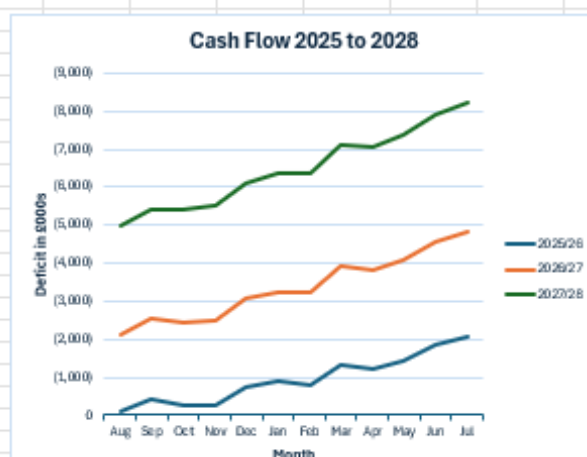
13. It is recommended that the Committee notes version 3 of the plans for the following two years that forecast deficits of **£3.301m** in 2026/27 and **£3.905m** in 2027/28 prior to any mitigating actions being taken, that act as placeholders to demonstrate the scale of the challenge that the FRP will need to address. A FRP is being developed that will be submitted to the UHI Perth Board, RSB and SFC before the end of August 2025.

## Appendix 1 – Draft budget 2025/26 and plans for the next two years (version 3)

	Draft Budget 25/26	Approved Budget 24/25	Variance	Plan 26/27	Plan 27/28
Income	£'000	£'000	£'000	£'000	£'000
<b>Academic</b>					
FE Teaching Grant	8,750	8,487	263	8,750	8,750
Student Support	2,410	2,340	70	2,410	2,410
SFC/RSB Grants	612	874	(262)	288	288
HE Teaching Grants	7,251	6,676	575	7,251	7,251
Tuition Fees	2,616	2,980	(364)	2,616	2,616
SDS Contracts	511	535	(24)	511	511
International Income	1,473	1,211	262	1,473	1,473
Other Income	443	252	190	344	345
	<b>24,066</b>	<b>23,355</b>	<b>711</b>	<b>23,645</b>	<b>23,646</b>
<b>Commercial</b>					
Catering/Residences	1,281	1,080	201	1,305	1,321
Other Income	70	176	(106)	68	68
ASW	860	700	160	885	910
	<b>2,211</b>	<b>1,956</b>	<b>255</b>	<b>2,258</b>	<b>2,300</b>
<b>Total Income</b>	<b>26,277</b>	<b>25,311</b>	<b>966</b>	<b>25,902</b>	<b>25,945</b>
Staff Costs	18,335	16,944	1,391	18,834	19,463
Contracts & Timesheet	858	1,101	(243)	885	913
VS & Pension Strain	0	823	(823)	0	0
<b>Total Staff Costs</b>	<b>19,193</b>	<b>18,868</b>	<b>325</b>	<b>19,720</b>	<b>20,375</b>
Travel & Subsistence	140	221	(81)	143	143
Training & Other staff costs	102	153	(51)	107	107
Course costs & exam fees	1,920	1,413	507	1,715	1,634
Supplies & Services	1,861	262	1,599	1,793	1,795
ICT	619	765	(146)	720	761
Property costs	1,844	1,911	(67)	1,900	1,930
Legal & Admin	595	571	24	607	605
Bursary costs	2,410	2,340	70	2,410	2,410
Finance costs	84	98	(14)	88	89
<b>Total Non-Staff costs</b>	<b>9,576</b>	<b>7,734</b>	<b>1,842</b>	<b>9,483</b>	<b>9,475</b>
<b>Net Deficit</b>	<b>(2,492)</b>	<b>(1,291)</b>	<b>(1,200)</b>	<b>(3,301)</b>	<b>(3,905)</b>

## Appendix 2 – Three-year Cashflow Forecast

2025/26	Aug-25 £000	Sep-25 £000	Oct-25 £000	Nov-25 £000	Dec-25 £000	Jan-26 £000	Feb-26 £000	Mar-26 £000	Apr-26 £000	May-26 £000	Jun-26 £000	Jul-26 £000
Income	2,003	2,356	2,463	2,334	2,325	2,430	2,450	2,268	2,447	1,984	1,943	1,984
Staff	(1,546)	(1,667)	(1,606)	(1,606)	(1,667)	(1,606)	(1,606)	(1,664)	(1,602)	(1,602)	(1,663)	(1,602)
Non-Staff	(435)	(392)	(735)	(733)	(1,127)	(361)	(725)	(1,163)	(722)	(615)	(665)	(605)
<b>Total cashflow</b>	<b>(38)</b>	<b>(304)</b>	<b>122</b>	<b>(11)</b>	<b>(469)</b>	<b>(137)</b>	<b>119</b>	<b>(565)</b>	<b>122</b>	<b>(233)</b>	<b>(385)</b>	<b>(223)</b>
Opening balance	(60)	(38)	(402)	(280)	(290)	(759)	(896)	(777)	(1,343)	(1,220)	(1,453)	(1,839)
Movement	(38)	(304)	122	(11)	(469)	(137)	119	(565)	122	(233)	(385)	(223)
<b>Closing Balance</b>	<b>(38)</b>	<b>(402)</b>	<b>(280)</b>	<b>(290)</b>	<b>(759)</b>	<b>(896)</b>	<b>(777)</b>	<b>(1,343)</b>	<b>(1,220)</b>	<b>(1,453)</b>	<b>(1,839)</b>	<b>(2,062)</b>
2026/27	Aug-26 £000	Sep-26 £000	Oct-26 £000	Nov-26 £000	Dec-26 £000	Jan-27 £000	Feb-27 £000	Mar-27 £000	Apr-27 £000	May-27 £000	Jun-27 £000	Jul-27 £000
Income	1,939	2,337	2,432	2,309	2,293	2,408	2,389	2,200	2,439	1,965	1,933	1,958
Staff	(1,569)	(1,753)	(1,629)	(1,629)	(1,753)	(1,629)	(1,629)	(1,749)	(1,625)	(1,625)	(1,749)	(1,625)
Non-Staff	(492)	(385)	(730)	(734)	(1,119)	(354)	(720)	(1,161)	(717)	(611)	(660)	(601)
<b>Total cashflow</b>	<b>(62)</b>	<b>(401)</b>	<b>73</b>	<b>(54)</b>	<b>(579)</b>	<b>(176)</b>	<b>40</b>	<b>(710)</b>	<b>97</b>	<b>(272)</b>	<b>(476)</b>	<b>(269)</b>
Opening balance	(2,062)	(2,123)	(2,524)	(2,451)	(2,505)	(3,084)	(3,259)	(3,219)	(3,330)	(3,833)	(4,104)	(4,581)
Movement	(62)	(401)	73	(54)	(579)	(176)	40	(710)	97	(272)	(476)	(269)
<b>Closing Balance</b>	<b>(2,123)</b>	<b>(2,524)</b>	<b>(2,451)</b>	<b>(2,505)</b>	<b>(3,084)</b>	<b>(3,259)</b>	<b>(3,219)</b>	<b>(3,330)</b>	<b>(3,833)</b>	<b>(4,104)</b>	<b>(4,581)</b>	<b>(4,849)</b>
2027/28	Aug-27 £000	Sep-27 £000	Oct-27 £000	Nov-27 £000	Dec-27 £000	Jan-28 £000	Feb-28 £000	Mar-28 £000	Apr-28 £000	May-28 £000	Jun-28 £000	Jul-28 £000
Income	2,002	2,341	2,436	2,312	2,297	2,412	2,393	2,203	2,443	1,968	1,936	1,961
Staff	(1,621)	(1,809)	(1,683)	(1,683)	(1,809)	(1,683)	(1,683)	(1,805)	(1,679)	(1,679)	(1,805)	(1,679)
Non-Staff	(431)	(384)	(729)	(733)	(1,118)	(353)	(719)	(1,160)	(716)	(610)	(660)	(600)
<b>Total cashflow</b>	<b>(110)</b>	<b>(452)</b>	<b>23</b>	<b>(104)</b>	<b>(630)</b>	<b>(225)</b>	<b>(9)</b>	<b>(762)</b>	<b>47</b>	<b>(322)</b>	<b>(529)</b>	<b>(319)</b>
Opening balance	(4,849)	(4,353)	(5,412)	(5,388)	(5,432)	(6,123)	(6,348)	(6,357)	(7,119)	(7,072)	(7,394)	(7,922)
Movement	(110)	(452)	23	(104)	(630)	(225)	(9)	(762)	47	(322)	(529)	(319)
<b>Closing Balance</b>	<b>(4,959)</b>	<b>(5,412)</b>	<b>(5,388)</b>	<b>(5,492)</b>	<b>(6,123)</b>	<b>(6,348)</b>	<b>(6,357)</b>	<b>(7,119)</b>	<b>(7,072)</b>	<b>(7,394)</b>	<b>(7,922)</b>	<b>(8,241)</b>





## Committee Cover Sheet

Paper No.4

<b>Name of Committee</b>	Board of Management
<b>Subject</b>	Recovery Plan - Progress Update
<b>Date of Committee meeting</b>	30/06/2025
<b>Author</b>	Catherine Etri, Interim Principal
<b>Date paper prepared</b>	23/06/2025
<b>Executive Summary</b> Please provide a concise summary of the Paper outlining the purpose, impact and recommended future actions if approved	Paper provides a Plan Process and associated Gantt Chart around the UHI Perth Recovery Plan, and is provided for information. Additional supporting information for the Recovery Plan is available on the Board Teams Page.  The final Recovery Plan will be presented for Board Approval during August 2025.
<b>Committee Consultation</b> Please note which Committees this paper has previously been tabled at, and a brief summary of the outcomes/actions arising from this.	Paper discussed at Finance & Resources Committee, 25/06/2025
<b>Action requested</b>	<input checked="" type="checkbox"/> For information <input type="checkbox"/> For discussion <input type="checkbox"/> For endorsement <input type="checkbox"/> For approval <input type="checkbox"/> Recommended with guidance (please provide further information, below)
<b>Strategic Impact</b> Please highlight how the paper links to the Strategic Objectives of UHI Perth or the UHI Partnership: <a href="#">Strategic-Plan-2022-27.pdf</a>  If there is no direct link to Strategic Objectives, please provide a justification for inclusion	Yes/ No

## Committee Cover Sheet

of this paper to the nominated Committee.	
<b>Resource implications</b> Does this activity/proposal require the use of College resources to implement? If yes, please provide details.	Yes/ <del>No</del>
<b>Risk implications</b> Does this activity/proposal come with any associated risk to UHI Perth, or mitigate against existing risk? If yes, please provide details.	Yes/ <del>No</del> Click or tap here to enter text.
<b>Equality &amp; Diversity</b> Does this activity/proposal require an Equality Impact Assessment? If yes, please provide details.	<del>Yes</del> / No
<b>Data Protection</b> Does this activity/proposal require a Data Protection Impact Assessment? If yes, please provide details.	<del>Yes</del> / No Click or tap here to enter text.
<b>Island communities</b> Does this activity/proposal have an effect on an island community which is significantly different from its effect on other communities (including other island communities)?	<del>Yes</del> / No If yes, please give details: Click or tap here to enter text.

## Committee Cover Sheet

<b>Status</b> (ie confidential or non-confidential)	Non-Confidential  If a paper needs to remain confidential for a prescribed period of time before being made 'open', please advise how long must the paper be withheld:  <a href="#">Click or tap here to enter text.</a>
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### Freedom of Information

Please note that **ALL** papers will be included within 'open' business unless a justifiable reason can be provided.

Please select a justification from the list, below:

Its disclosure would substantially prejudice a programme of research	<input type="checkbox"/>	Its disclosure would substantially prejudice the effective conduct of public affairs	<input type="checkbox"/>
Its disclosure would substantially prejudice the commercial interests of any person or organisation	<input type="checkbox"/>	Its disclosure would constitute a breach of confidence actionable in court	<input type="checkbox"/>
Its disclosure would constitute a breach of the Data Protection Act	<input type="checkbox"/>	Other [please give further details] <a href="#">Click or tap here to enter text.</a>	<input type="checkbox"/>

Further guidance on application of the exclusions from Freedom of Information legislation is available via:

<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp>

and

[http://www.itspublicknowledge.info/web/FILES/Public\\_Interest\\_Test.pdf](http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf)

## Financial Recovery Plan Process

### 1. Stage 1: Setting the Scene (12<sup>th</sup> June – 20<sup>th</sup> June)

- 1.1. Staff are empowered with new **“Think Yes”** culture at June Staff Conference. All staff offered the opportunity to make suggestions for improvement as part of staff conference.
- 1.2. Staff suggestions will be shared with PLG/SLT for discussion at the workshop session on Monday 16<sup>th</sup> June. Consideration of opportunities for quick wins in the spirit of **“Think Yes”** and opportunities for any savings/efficiencies/income generation from staff suggestions.
- 1.3. As part of the Financial Recovery Plan (FRP) development process:
  - 1.3.1. **Task 1:** PESTEL Analysis – Kirsty Campbell (by 20<sup>th</sup> June 2025)
  - 1.3.2. **Task 2:** SWOT Analysis – SMs/SLs/team managers (by 20<sup>th</sup> June 2025)
  - 1.3.3. **Task 3:** Academic Strategy (using stakeholder feedback) – David Gourley

### 2. Stage 2 – Initial Savings/Growth Proposals (16<sup>th</sup> June – 30<sup>th</sup> June)

- 2.1. UHI Perth needs to deliver **£3.5m** in **savings** and **growth** by 2027/28. Most of this will need to be found through **income growth**.
- 2.2. Front line managers are asked to collate suggestions for savings and generating income to their Director by Friday 20<sup>th</sup> June. Focus on Staff and Team responses from 13 June Staff Conference, in particular opportunities to reduce administration burden and remove systems duplication.
- 2.3. Using the FRP Pro Forma to ensure consistency PLG will be asked to prepare proposals either through savings or **realistic** income growth. Professional Services (in particular Finance and HR) will be required to provide financial value and staffing data to support directors in preparing their proposals.
- 2.4. Directors should give consideration to opportunities presented by UHI transformation and consider if there are functions that we can withdraw from that would have little impact on the student experience in line with the “think yes” culture.
- 2.5. The amount of savings/income growth will be informed by the ratio work already undertaken which will be agreed by the Independent Financial Consultant, Interim Finance Director and the Interim Principal. Directors will be encouraged to provide more savings/growth than the minimum target amount required.
- 2.6. Savings and Income Growth Targets will be provided to:
  - 2.6.1. Depute Principal – Operations (Finance and Procurement)
  - 2.6.2. Director of Curriculum Arts, Humanities & Education
  - 2.6.3. Director of Curriculum Business, Science, Technology & Wellbeing
  - 2.6.4. Director of Teaching, Learning & Quality Enhancement
  - 2.6.5. Director of Student Experience
  - 2.6.6. Director of Estates
  - 2.6.7. Director of HR and Organisational Development
  - 2.6.8. Director of Information Services
  - 2.6.9. Director of Partnerships
  - 2.6.10. Director of Centre for Mountain Studies
- 2.7. The Interim Principal will prepare management saving proposals.
- 2.8. Proposals should be ordered by Directors, from most acceptable to least acceptable in line with the College’s strategic priorities and financial principles.

### 3. Stage 3 – Initial Proposals Peer Review (30<sup>th</sup> June – 14<sup>th</sup> July)

- 3.1. Each director’s initial proposals will be peer reviewed by the Interim Director of Finance and the Independent Financial Consultant. The purpose of the peer review is to scrutinise the credibility of the proposals and add in external objectivity. Proposals that are considered to be put forward in “bad faith” i.e. have been put forward with the intention that they will be rejected by the BRG (Budget Review Group) or that transfer a pressure/problem to another directorate will be removed at this stage.
- 3.2. Following peer review Directors may be asked to revise proposals to ensure credibility and accuracy.
- 3.3. The Interim Principal will then consider all proposals and may ask Directors to further revise any proposals.
- 3.4. Upon the completion of the initial peer review stage, the Interim Principal will arrange the combined proposals from most acceptable to least acceptable in line with the College’s strategic priorities and financial principles for the Budget Review Group’s consideration (Stage 4).

#### **4. Stage 4 – Budget Review Group Initial Appraisal (14<sup>th</sup> July – 18<sup>th</sup> July)**

- 4.1. A Budget Review Group (BRG) will be formed to be chaired by the Interim Principal. The composition of the BRG will include a mix of key internal and external stakeholders.
- 4.2. The BRG will go through all the proposals and provide constructive challenge to test whether proposals are deliverable. They will then accept/partially accept/reject proposals.
- 4.3. The BRG may also consider additional proposals not previously submitted by Directors.

#### **5. Stage 5 – Detailed Proposal Preparation (14<sup>th</sup> July – 28<sup>th</sup> July)**

- 5.1. Directors will be asked to work up more detailed information including, more detailed costings on all proposals accepted by the BRG including any new proposals suggested by the BRG. This work can begin ahead of BRG decisions being made to meet the tight timelines.

#### **6. Stage 6 – Detailed Proposal Peer Review (28<sup>th</sup> July – 4<sup>th</sup> August)**

- 6.1. Each Director's detailed proposals will be peer reviewed by the Interim Director of Finance and the Independent Financial Consultant. Following review further revisions to strengthen proposals may be requested.
- 6.2. The Interim Principal will then consider all proposals and may ask directors to further revise proposals.
- 6.3. Upon the completion of peer review the Interim Principal will arrange the combined proposals from most acceptable to least acceptable in line with the Colleges strategic priorities and financial principles for the Budget Review Groups consideration.

#### **7. Stage 7 – Budget Review Group Final Appraisal (4<sup>th</sup> August – 8<sup>th</sup> August)**

- 7.1. The BRG will undertake a final review of the proposals to ensure that they are acceptable and deliverable before submission of the completed recovery plan to Finance & Resources Committee and the Board.

#### **8. Stage 8 – Financial Recovery Plan Approval (11<sup>th</sup> August – 20<sup>th</sup> August)**

- 8.1. The draft Financial Recovery Plan will be considered by Finance & Resources on Thursday 14<sup>th</sup> August (subject to Board Member availability).
- 8.2. The draft Financial Recovery Plan will be considered for final sign off by the UHI Perth Board on Wednesday 20<sup>th</sup> August (subject to Board Member availability).
- 8.3. Submission to the Regional Strategic Body (RSB) and Scottish Funding Council (SFC) following UHI Perth Board sign off.

#### **9. Stage 9 – Implementation (August/September 2025)**

- 9.1. **Task 4:** Enabling Strategies – based on FRP decisions made)
- 9.2. Student Services Strategy – Deborah Lally
- 9.3. Estate Strategy – TBC
- 9.4. Finance Strategy – Lynn Murray/Fiona Cameron
- 9.5. People Strategy – Katy Lees
- 9.6. Marketing & Communications Strategy - TBC
- 9.7. **Task 5:** Management Reporting for Decision Makers – Lynn Murray/Fiona Cameron
- 9.8. **Task 6:** Professional Services Catalogue – based on the FRP decisions
- 9.9. **Task 7:** Financial Model – based on the FRP decisions
- 9.10. **Task 8:** Risk Register – based on the FRP decisions – Kirsty Campbell

## **Detailed Timeline**

Thur 12<sup>th</sup> Jun: Staff submit suggestions as part of staff conference.  
Mon 16<sup>th</sup> Jun: PLG/SLT Workshop  
Fri 20<sup>th</sup> Jun: 12 pm deadline for front line managers to submit suggestions to Directors.  
Mon 30<sup>th</sup> Jun: 12 pm deadline for Directors to submit initial proposals for peer review.  
Tues 8<sup>th</sup> Jul: 5pm deadline for peer reviewed submissions to be sent Interim Principal for review.  
Mon 14<sup>th</sup> Jul: 12 pm deadline for initial proposals to be sent to BRG members.  
Thur 17<sup>th</sup> Jul: Budget Review Group Meeting (Hold All Day)  
Fri 18<sup>th</sup> Jul: Directors informed what is being progressed to detailed proposal stage.  
Mon 28<sup>th</sup> Jul: 12 pm deadline for Directors to submit detailed proposals for peer review.  
Mon 4<sup>th</sup> Aug: 12 pm deadline for final proposals to be sent to BRG members.  
Thur 7<sup>th</sup> Aug: Budget Review Group Meeting (Hold All Day)  
Mon 11<sup>th</sup> Aug: FRP papers sent to Finance & Resources Committee  
Thur 14<sup>th</sup> Aug: 5 pm Finance & Resources Meeting to approve FRP  
Fri 15<sup>th</sup> Aug: FRP papers sent to Board  
Wed 20<sup>th</sup> Aug: 5 pm Board Meeting to approve FRP  
Submission to RSB & SFC  
Implementation

## FRP Process

### 1 Stage 1: Setting the Scence (12-20 June 2025)

- 1.1 Staff are empowered with new “**Think Yes**” culture at June Staff Conference. All staff offered the opportunity to make suggestions for improvement as part of staff conference.
- 1.2 Staff suggestions will be shared with PLG/SLT for discussion at the workshop session on Monday 16 June. Consideration of opportunities for quick wins in the spirit of “**Think Yes**” and opportunities for any savings/efficiencies/income generation from staff suggestions.
- 1.3 As part of the Financial Recovery Plan (FRP) development process:
  - 1.3.1 **Task 1:** PESTLE Analysis – Kirsty Campbell (by 20 June 2025)
  - 1.3.2 **Task 2:** SWOT Analysis – SMs/SLs/team managers (by 20 June 2025)
  - 1.3.3 **Task 3:** Academic Strategy – David Gourley (by 20 June)

### 2 Stage 2 – Initial Savings/Growth Proposals (16- 30 June)

- 2.1 UHI Perth needs to deliver £3.5m in savings and growth by 2027/28. Most of this will need to be found through income growth.
- 2.2 Front line managers are asked to collate suggestions for savings and generating income to their Director by Friday 20 June. Focus on Staff and Team responses from June Staff Conference, in particular opportunities to reduce administration burden and remove systems duplication.
- 2.3 Using the FRP Pro Forma to ensure consistency PLG will be asked to prepare proposals either through savings or realistic income growth. Professional Services Directors (in particular Finance and HR) will be required to provide financial value and staffing data to support directors in preparing their proposals.

[illegible]



Thur 12 June	Staff submit suggestions as part of staff conference.
Mon 16 June	PLG/SLT Workshop
Fri 20 June	12pm deadline for front line managers to submit suggestions to Directors
Mon 30 June	12pm deadline for Directors to submit initial proposals for peer review
Tues 08 July	5pm deadline for peer reviewed submissions to be sent Interim Principal for review
Mon 14 July	12 pm deadline for initial proposals to be sent to BRG members
Thur 17 July	Budget Review Group Meeting (Hold All Day)
Fri 18 July	Directors informed what is being progressed to detailed proposal stage
Mon 28 July	12pm deadline for Directors to submit detailed proposals for peer review
Mon 04 August	12pm deadline for final proposals to be sent to BRG members
Thur 07 August	Budget Review Group Meeting (Hold All Day)
Mon 11 August	FRP papers sent to Finance & Resources Committee
Thur 14 August	5pm Finance & Resources Meeting to approve FRP
Fri 15 August	FRP papers sent to Board
Wed 20 August	5pm Board Meeting to approve FRP

Name	Job Title	Initials	Project Role
Catherine Etri	Interim Principal	CE	Project Owner
Lynn Murray	Depute Principal Operations	LM	Project Owner
Phil McNaull	Consultant	PMcN	Consultation/Advisor
Xander McDade	HISA Perth President	XMcd	Student Experience/tbc
Rosalind Bryce	Director of CMS	RB	Postgraduate Curriculum
Fiona Cameron	Interim Director of Finance	FC	Project Lead Finance
Deborah Lally	Director of Student Experience	DL	Project Lead Student Experience
Katy Lees	Director of HROD	KL	Project Lead Human Resources
Jill Martin	Director of Information Services	JM	Project Lead Digital Infrastructure
Christiana Margiotti	Director of Curriculum: AHE	CM	Project Lead: Curriculum
David Gourley	Director of TLQE	DG	Project Lead: Academic Quality
Nicky Inglis	Director of Curriculum: BSTW	NI	Project Lead: Curriculum
Gavin Whigham	Director of Estates	GW	Project Lead: Estates
Lin Shen	Director of International Partnerships	LS	International Partnerships
Stephen Ayton	Sector Manager: Built Environment & MV	SA	Academic Curriculum
Ronnie Dewar	Sector Manager: Humanities & Social Science	RD	Academic Curriculum
Nick Green	Sector Manager: Audio, Arts & Creative Tech	NG	Academic Curriculum
Heidi Hope	Sector Manager: Science, Engineering & Engineering	HH	Academic Curriculum
Katrina MacIntyre	Sector Manager: Early Years & Education	KMacI	Academic Curriculum
Suzanne Miller	Sector Manager: Beauty, Hairdressing & Wellbeing	SM	Academic Curriculum
John Small	Sector Manager: Language School & SVS	JS	Academic Curriculum
David Watt	Sector Manager: Music & Music Business	DW	Academic Curriculum
Ype Van Der Schaaf	Sector Manager: Business, Hospitality & Leisure	YVDS	Academic Curriculum
Kirsty Campbell	Risk Management & Project Officer	KC	Project Team
James Wood	Process Improvement Manager	JW	System/Process Improvement
Christine Paton	General Manager: ASW	CP	Commercial Activity
Les Hutchison	Estates Officer	LH	Physical Estate

**Committee Cover Sheet**

Paper No.5

<b>Name of Committee</b>	Board of Management
<b>Subject</b>	HISA Elections Report May 2025
<b>Date of Committee meeting</b>	30/06/2025
<b>Author</b>	Simon Varwell, Director of Student Engagement and Representation, Highlands and Islands Students Association (HISA)
<b>Date paper prepared</b>	26/05/2025
<b>Executive Summary</b> Please provide a concise summary of the Paper outlining the purpose, impact and recommended future actions if approved	A summary of activities and results of HISA's 2025 Student Elections
<b>Committee Consultation</b> Please note which Committees this paper has previously been tabled at, and a brief summary of the outcomes/actions arising from this.	n/a
<b>Action requested</b>	<input checked="" type="checkbox"/> For information <input type="checkbox"/> For discussion <input type="checkbox"/> For endorsement <input type="checkbox"/> For approval <input type="checkbox"/> Recommended with guidance (please provide further information, below)
<b>Strategic Impact</b> Please highlight how the paper links to the Strategic Objectives of UHI Perth or the UHI Partnership.  If there is no direct link to Strategic Objectives, please provide a justification for inclusion	In line with HISA Strategy

## Committee Cover Sheet

of this paper to the nominated Committee.	
<b>Resource implications</b> Does this activity/proposal require the use of College resources to implement? If yes, please provide details.	Yes/ No
<b>Risk implications</b> Does this activity/proposal come with any associated risk to UHI Perth, or mitigate against existing risk? If yes, please provide details.	Yes/ No Click or tap here to enter text.
<b>Equality &amp; Diversity</b> Does this activity/proposal require an Equality Impact Assessment? If yes, please provide details.	Yes/ No
<b>Data Protection</b> Does this activity/proposal require a Data Protection Impact Assessment? If yes, please provide details.	Yes/ No Click or tap here to enter text.
<b>Island communities</b> Does this activity/proposal have an effect on an island community which is significantly different from its effect on other communities (including other island communities)?	Yes/ No If yes, please give details: Click or tap here to enter text.

## Committee Cover Sheet

<b>Status</b> (ie confidential or non-confidential)	Non-Confidential  If a paper needs to remain confidential for a prescribed period of time before being made 'open', please advise how long must the paper be withheld:  <a href="#">Click or tap here to enter text.</a>
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### Freedom of Information

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Please select a justification from the list, below:

Its disclosure would substantially prejudice a programme of research	<input type="checkbox"/>	Its disclosure would substantially prejudice the effective conduct of public affairs	<input type="checkbox"/>
Its disclosure would substantially prejudice the commercial interests of any person or organisation	<input type="checkbox"/>	Its disclosure would constitute a breach of confidence actionable in court	<input type="checkbox"/>
Its disclosure would constitute a breach of the Data Protection Act	<input type="checkbox"/>	Other [please give further details] <a href="#">Click or tap here to enter text.</a>	<input type="checkbox"/>

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<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp>

and

[http://www.itspublicknowledge.info/web/FILES/Public\\_Interest\\_Test.pdf](http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf)



# HISA's 2025 elections: Report to UHI Perth

## Summary

Over the spring of 2025, HISA conducted elections for the 16 Student Officer roles across the UHI partnership. These positions collectively form the Executive Committee of the Students' Association, and usually take up governing body positions across UHI. All students were able to vote for the two cross-campus roles and then one, two or three local officer roles (depending on our structures at each Academic Partner).

This year, we made substantial revisions and enhancements to our 2024 processes, including updated candidate training and resources, election rules and publicity, plus the important addition of Single Sign-On for the HISA website's voting platform, which aimed to give us up to date access to records of eligible UHI students.

There were two elections in 2025: our main **Student Elections** running from December to March, and a **by-election** in April to May to fill two remaining positions (Depute Presidents for UHI Argyll and SAMS). All posts were filled, giving HISA a full Executive team going into the 2025-26 academic year.

Turnout in the main Student Elections was 4.17%, an increase on last year's 3.02%, which in fact due to changes in our reported membership represents a 51.09% increase on the turnout (due to differing total memberships over the two years).

This report aims to update governing bodies in UHI and the Academic Partners on these elections, contributing towards their responsibility under the 1994 Act to ensure free and fair elections in their students' association.

## 1: Introduction

Under the 1994 Education Act, each further and higher education establishment is required to have a Students' Association that elects its officers through a fair and democratic election. HISA's Articles of Association state that we must hold elections for two regional Cross-Campus Officers (President and Vice-President Education) and at least one Local Officer from each academic partner.

Our main Student Elections saw nominations open in December and voting took place during the week of 10<sup>th</sup> March 2025, while nominations for the by-election for the UHI Argyll and SAMS Depute Presidents opened in April with voting during the week of 5<sup>th</sup> May 2025.



From July 2025 HISA's new Insight and Democracy Coordinator, who is responsible for operational delivery of processes such as our elections, undertook a review of key processes including our election nomination and voting stages. From this, a number of changes were introduced including:

1. Development of a new "brand" for our elections, with graphics specific to each stage (eg nomination and voting).
2. Revised [election rules](#), drawing on effective practice from across the sector.
3. A comprehensive [candidates' pack](#).
4. Updated [training for candidates](#), including a compulsory introductory session, training on campaigning and expenses, and a chance to meet with key HISA staff to better understand the roles of those they might be working with.
5. A [social media competition](#) with cash reward/prize to raise profile of voting.
6. The addition of Single Sign-On for the HISA website, where nomination and voting took place, enabling students to use their regular UHI login details rather than create a new account. This also has the advantage of enabling students to easily access other member-only functions such as joining a club or society.



## 2: Preparing for the elections

Working with staff, especially in teaching and support roles, at Academic Partners is crucial to the success of our elections, because of the day-to-day contacts with students that they have. As such, we arranged this year through AP management teams the promotion of our "recommend a friend" form whereby staff (and students) can trigger an anonymous email of encouragement to a student to consider standing, and a heavy programme of class visits to promote the opportunities available through nominations. Our local teams have also undertaken promotional work through stalls in campus open spaces, digital communications through our website, social media and newsletter, and through AP-based services such as display screens, plus our various channels of engagement with Student Voice Reps (SVRs) including meetings.

Across UHI, we worked closely with UHI's data protection and student records teams to ensure Single Sign-On was effectively implemented.

This partnership working is further crucial given the roles local officers usually play as student member posts of governing bodies, so liaison with governing bodies and governance professionals is a key part of our election processes – not least in the form of this report.

At UHI Perth, information on the elections was shared with Personal Academic Tutors and student facing staff, in particular the Recommend a Student form which has been successful in previous years. Senior Curriculum and Student Engagement staff were very supportive of the process and the Perth team were able to conduct 21 class visits during nomination period.

## 3: Elections process and results



Key dates for our elections were as follows:

- **Nominations Open:** Noon (12:00) Monday 9th December 2024
- **Nominations Close:** Noon (12:00) Thursday 20th February 2025
- **Candidates Briefing:** 5pm, Thursday 20th February 2025
- **Candidates Training Workshops:** Friday 21st February 2025
- **HISA Staff Speed Meet:** Tuesday 25th February 2025
- **Manifestos Deadline:** Noon (12:00) Thursday 27th February 2025
- **Online Campaigning Starts:** 10am, Monday 3rd March 2025
- **Voting Opens & Physical Campaigning Starts:** 10am Monday 10th March 2025
- **Voting Closes:** 4pm Thursday 13th March 2025
- **Election Results Announcement:** 5pm, Friday 14th March 2025

Due to significant publicity and promotion work, candidacy was significantly higher than 2024's Spring Elections, albeit there was some candidate withdrawal upon engaging with briefings and training and due to personal circumstances. At the opening of voting, we had 25 candidates in total.

Voting took place by Single Transferable Vote. Voting was available through our website, and at polling stations at many campuses using a desktop polling app from MSL, our website provider.



AT UHI Perth, PATs brought students to polling stations stationed in Braham and Goodlyburn Buildings during contact time to help promote the importance of the elections and to support students to cast their votes. Candidate visibility on campus (Local and Cross-Campus) helped create an atmosphere and boost awareness of the elections also, as well as support in promotion from Perth Marketing on campus and via social media.

The National Union of Students acted as Returning Officer, a service available as part of our affiliation to NUS by which they provide external validation of results and advice on complaints or complex judgements. HISA's Director of Student Engagement and Representation (Simon Varwell) acted as Deputy Returning Officer, meaning he was responsible for decisions about the elections and declaring the results. Our Insight and Democracy Coordinator (Paul Stalker) was responsible for day-to-day operational delivery.

The [results of the Student Elections in March, including our declaration video, are on our website](#), and the names of candidates returned in each role, with the numbers of votes cast in total for each position (not just for the winning candidate), are as follows:

Role	Total votes cast	Winning candidate
President	776	Xander McDade
Vice-President Education	738	Holly Pearce
HTC Depute President	5	Susan Loughlin
Inverness President	186	Chloe Young
Inverness Depute President	186	Holly Storton
Moray President	92	Sarah Marshall





Moray Depute President	91	Emmaleigh Hay
North, West & Hebrides Depute President (North)	79	Cole Garscadden
North, West & Hebrides Depute President (West)	76	Abigail Teague
North, West & Hebrides Depute President (Islands)	71	Alasdair Macleod
Shetland Depute President	64	Harley Green
Orkney Depute President	38	Mila Tabone
Perth President	294	Andi Garrity
Perth Depute President	288	Millie Haokip

Our May by-election for the two remaining positions led to candidates returned as follows:

Role	Total votes cast	Winning candidate
Argyll Depute President	1	Craig Ward
SAMS Depute President	7	Hannah Lehmann

This means we have a complete membership on our Executive at the end of elections which was not the case in recent years (Sabhal Mòr Ostaig have their own local students' association, with an entitlement to an appointed place on the Executive).

#### 4: Election statistics

Thanks to Single Sign-On, we were able to extrapolate some useful data about voting via MSL, our website provider.

In the main Student Elections in March, 946 members voted (4.17%), casting 2984 individual votes. This represents an increase in turnout of around 51.09% compared to the 2024 Spring Elections where 613 members cast 1731 individual votes. Among those who voted:

- 85% of voters voted for a Cross-Campus Officer role (President or Vice-President Education), 75% for both roles and the remaining 10% for only one or other.
- 88% of voters voted for a Local Officer (all other posts based within APs).
- 65% of voters voted via the HISA website, nearly double last year's figure, demonstrating the ease which Single Sign-On provides for the voting process.

Over the **four days of voting** (Monday 10<sup>th</sup> to Thursday 13<sup>th</sup> March), voting was broadly spread out but with some tail off towards the later days. There were significant spikes in voting during typical working hours and very little overnight turnout.

	Day One (Monday)	Day Two (Tuesday)	Day Three (Wednesday)	Day Four (Thursday)
<b>Votes</b>	852	848	661	623
<b>% Votes</b>	28.55%	28.42%	22.15%	20.88%



There was a number of notable differences in turnout with regards to **student type** in the 2025 Student Elections. Postgraduate Research (PGR) students were significantly more likely to vote than others, and Postgraduate Taught (PGT) students were the least likely to have voted in the 2025 Student Elections.

	Voters	Total Membership	Turnout
<b>Further Education (FE)</b>	479	12541	3.82%
<b>Undergraduate (UG)</b>	422	8195	5.15%
<b>Postgraduate Taught (PGT)</b>	22	1765	2.25%
<b>Postgraduate Research (PGR)</b>	21	203	10.34%

Similarly, a breakdown of the vote by **mode of study**, highlights that there was a significant difference in turnout between students on full-time programmes of study and students on part-time programmes of study.

	Voters	Total Membership	Turnout
<b>Full-Time (FT)</b>	747	13650	5.47%
<b>Part-Time (PT)</b>	197	9054	2.18%

In terms of **age**, turnout ranged from 0.51% for under 16s to 6.34% for 18-21s.

By **Academic Partner**, some interesting things can be noted: including a correlation between SAMS' high turnout (despite the lack of a local officer candidate) and its high full-time HE numbers, and UHI Argyll's turnout and its low full-time and HE numbers.

	Voters	Total Membership	Turnout
<b>Highland Theological College (HTC)</b>	5	126	3.97%
<b>Sabhal Mor Ostaig</b>	6	355	1.69%
<b>Scottish Association for Marine Sciences (SAMS)</b>	30	192	15.63%
<b>UHI (Executive Office)</b>	17	713	2.38%
<b>UHI Argyll</b>	20	1517	1.32%
<b>UHI Inverness</b>	217	5290	4.10%
<b>UHI Moray</b>	102	2979	3.42%



<b>UHI North, West &amp; Hebrides</b>	108	4126	2.62%
<b>UHI Orkney</b>	39	1117	3.49%
<b>UHI Perth</b>	336	5287	6.36%
<b>UHI Shetland</b>	63	992	6.35%

## 5: Evaluation and analysis

There are considerable successes we can point to in our 2025 Student Elections:

1. An increased turnout from last year, due to increased publicity and visibility of the elections.
2. An increased level of candidacy from last year, with all positions filled by the end of the May by-election.
3. Positive feedback from surveys conducted of all candidates and of HISA staff, complementing how well organised the elections are and how supportive the process was, and the value and effect of the elections' new branding.
4. The implementation of Single Sign-On for our website.
5. Improved materials for publicity and candidate information, including higher profile on-campus presence, class talks and engagement with the student population.
6. A revised candidate training process.

On the other hand, there are some continuing challenges:

1. Turnout for our Student Elections, while up on last year, is poor by sector standards (the National Union of Students reported a national average of 16.4% among its member unions in 2024). Our figure is exacerbated by UHI's distributed student population including a high number of online and part-time students who are typically less likely to engage with democratic processes. We attempted to address this by reaching out to online programme leaders to offer class visits or VLE content to promote the elections but uptake of this was low.
2. While Single Sign-On was a success, there were some difficulties in ensuring we had timely access to full and up to date lists of UHI's student population.
3. Also, some variation in AP student enrolment practices (for example relating to short course students) meant that our overall membership in practical terms was several hundred lower than it should have been. Related questions also remain about legal entitlements to membership (for instance for under-16s) and legacy student accounts still being in the system. One consequence of this is that fully reliability of reporting on our percentage turnout is difficult to achieve.

In terms of action for the future, it should be noted in the first instance that HISA's democratic structure may change for 2026-27 in light of a current democracy review and/or following UHI Transformation. For instance, any reduction in the number of officers from our current total of 16 (already considerably higher than any other students' association in Scotland) would allow a simplification of message to students regarding candidacy and voting.



Beyond that, a second action relates to the engagement of online students, which as stated above is a wider dynamic. As part of broader aims to engage with those studying entirely online, we are working with Academic Partners to ensure that students are made aware of the value of engaging with their local campus where they have one, and that we can access online classes and learning spaces throughout the year for key intervention such as Welcome activities and election promotion. This relates to a wider point about scope for further partnership working with UHI and academic partners on a shared understanding of the value of the elections and how most effectively to promote them to students.

A final challenge relates to harmonisation of practices relating to student records. HISA is unique in its membership being shaped by 11 different processes for recording students, and this risks variation in our reportable membership. We will continue to explore this through academic, administrative and data protection processes.

Simon Varwell  
Director of Student Engagement and Representation  
Highlands and Islands Students' Association

**Committee Cover Sheet**

Paper No.6

<b>Name of Committee</b>	Board of Management
<b>Subject</b>	Board Governance Review – April-June 2025
<b>Date of Committee meeting</b>	30/06/2025
<b>Author</b>	Elaine Piggot, Vice Chair Ian McCartney, Clerk to the Board
<b>Date paper prepared</b>	26/06/2025
<b>Executive Summary</b> Please provide a concise summary of the Paper outlining the purpose, impact and recommended future actions if approved	<p>Subsequent to the Board of Management meeting held on 16 April 2025, and as part of the recent Board Reset, the Vice Chair of the Board undertook a review of aspects of some key governance arrangements to ensure good practice was being followed.</p> <p>Certain elements of this review required immediate attention, with the remainder scheduled to be scrutinised/approved by the Board in June 2025.</p> <p>This paper comprises the following:</p> <ul style="list-style-type: none"><li>• an updated version of the Plan with notification of completed tasks, for information</li><li>• an Appendix with track-change amendments to the Scheme of Delegation, requiring approval</li></ul>
<b>Committee Consultation</b> Please note which Committees this paper has previously been tabled at, and a brief summary of the outcomes/actions arising from this.	The initial review was circulated to Committee Chairs for input at an early stage.
<b>Action requested</b>	<input checked="" type="checkbox"/> For information <input checked="" type="checkbox"/> For discussion <input type="checkbox"/> For endorsement <input checked="" type="checkbox"/> For approval <input type="checkbox"/> Recommended with guidance (please provide further information, below)

## Committee Cover Sheet

<p><b>Strategic Impact</b></p> <p>Please highlight how the paper links to the Strategic Objectives of UHI Perth or the UHI Partnership.</p> <p>If there is no direct link to Strategic Objectives, please provide a justification for inclusion of this paper to the nominated Committee.</p>	<p>Impact of implementing recommendations in the paper is to aid good governance.</p>
<p><b>Resource implications</b></p> <p>Does this activity/proposal require the use of College resources to implement?</p> <p>If yes, please provide details.</p>	<p>Yes/ No</p>
<p><b>Risk implications</b></p> <p>Does this activity/proposal come with any associated risk to UHI Perth, or mitigate against existing risk?</p> <p>If yes, please provide details.</p>	<p>Yes/ No</p> <p>Improved governance mitigates against risk</p>
<p><b>Equality &amp; Diversity</b></p> <p>Does this activity/proposal require an Equality Impact Assessment?</p> <p>If yes, please provide details.</p>	<p>Yes/ No</p>
<p><b>Data Protection</b></p> <p>Does this activity/proposal require a Data Protection Impact Assessment?</p> <p>If yes, please provide details.</p>	<p>Yes/ No</p> <p>Click or tap here to enter text.</p>
<p><b>Island communities</b></p> <p>Does this activity/proposal have an effect on an island community which is significantly different from its effect on other communities (including other island communities)?</p>	<p>Yes/ No</p> <p>If yes, please give details:</p> <p>Click or tap here to enter text.</p>

## Committee Cover Sheet

<b>Status</b> (ie confidential or non-confidential)	Non-Confidential  If a paper needs to remain confidential for a prescribed period of time before being made 'open', please advise how long must the paper be withheld:  Click or tap here to enter text.
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## Freedom of Information

Please note that **ALL** papers will be included within 'open' business unless a justifiable reason can be provided.

Please select a justification from the list, below:

Its disclosure would substantially prejudice a programme of research	<input type="checkbox"/>	Its disclosure would substantially prejudice the effective conduct of public affairs	<input type="checkbox"/>
Its disclosure would substantially prejudice the commercial interests of any person or organisation	<input type="checkbox"/>	Its disclosure would constitute a breach of confidence actionable in court	<input type="checkbox"/>
Its disclosure would constitute a breach of the Data Protection Act	<input type="checkbox"/>	Other [please give further details] Click or tap here to enter text.	<input type="checkbox"/>

Further guidance on application of the exclusions from Freedom of Information legislation is available via:

<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp>

and

[http://www.itspublicknowledge.info/web/FILES/Public\\_Interest\\_Test.pdf](http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf)

REPORT ON ASPECTS OF GOVERNANCE OF THE BOARD OF  
MANAGEMENT OF PERTH COLLEGE

Prepared by Elaine Piggot, Vice Chair

April 2025



## **PART ONE**

## **INTRODUCTION**

### *Background*

This Report has been prepared at the request of Alistair Wylie the Interim Chair (“the Interim Chair”) of the Board of Perth College (“the Board”). Following the departure of the former Chair, and some long serving Independent Board Members, the Board has entered a “reset phase” as it seeks to address the significant financial pressures under which Perth College (“the College”) is operating and strives to do so in a transparent and robust manner, following principles of good governance. The Board Committees have been reviewed and restructured to ensure a balance of skills, and to reflect the current focus and needs of the Board. To facilitate the Board’s drive for good governance to underpin all its decisions, and to ensure that all Board Members are able to discharge their own duties in an effective and efficient manner, the Interim Chair has requested an urgent review of the aspects of the Board’s governance outlined in the Scope below. It has been requested that this review is completed within 14 days of the Interim Chairs’ appointed to ensure any issues, or areas for improvement that are identified can be addressed promptly. This Report details the findings of the review and the recommended actions.

### *Scope*

The review has focused on the following specific areas:

1. Identifying any skill sets the Board or any of its Committees may require from new Independent Board Members.
2. Reviewing the Terms of Reference for the Committees of the Board.
3. Considering provisions for training and development of Board Members, focusing on enhancing Board Members’ abilities to meet the requirements of their role.
4. Improving Board Members’ access to governance Information and other key documents needed to discharge their duties as Board and Committee Members.

The work carried out to produce this Report, and the Report itself are not, and are not intended to be, a review of all governance matters, or a review of how the Board has worked within this governance. Candy Munro from College Development Network (“CDN”) carried out a full external review of the effectiveness of the Board with her report issued on in October 2024. This Report was a positive one and since its publication the Board has continued to monitor, and strive for improvement in, its effectiveness, the commissioning of this review being one such step.

### *Structure and Content of Report*

The Report is divided into five Parts. This Part One deals with introductory matters. Part Two draws out from the report areas where immediate action is required, either due to the importance of the recommendation, or to facilitate its effective implementation in a timely manner. Part Three is the main body of the Report looking at each of the matters in scope and making recommendations. Part Four is a table of all the recommendations, their status and who it is recommended takes responsibility for overseeing their implementation (assuming the decision is taken to implement). This can be used as a checklist moving forward. Part Five is the proposed Training Plan referred to in the Report.

### *Implementation*

This Report (subject to the specific points detailed in Part Two) is intended to be tabled to Chairs' Committee to review and make recommendations to the Board in time for the June 2025 Board Meeting.

### *Acknowledgements*

Thanks go to Ian McCartney, Clerk to the Board ("the Clerk") for his assistance during the review process and his ongoing support to the Board. He will be key in overseeing the implementation of any of the recommendations taken forward.

Elaine Piggot, Vice Chair

April 2025

**PART TWO****IMMEDIATE ACTIONS**

The actions below (numbered as they appear in Part Four) are recommended for immediate action. Given the urgency, it is proposed that these are tabled to the Chairs' Committee for written approval with the exception of Recommendation 8 which should be tabled to the Board for written approval as soon as possible given the next Board meeting is not until June 2025.

	<b>Action</b>	<b>Responsible person(s)</b>	<b>Current Status</b>	<b>Date Completed</b> (or date of decision not to implement with reasoning)
1.	Seek to appoint at least one Independent Board Member with audit experience who would sit on the Audit Committee.	Interim Chair	Recommendation made. Interim Chair has raised this with the RSB. Discussions are underway on how this can be addressed as soon as possible.	Appointed June 2025
2.	Seek to appoint at least one Independent Board Member with finance experience who would sit on the Finance and Resources Committee	Interim Chair	Recommendation made. Interim Chair has raised this with the RSB. Discussions are underway on how this can be addressed as soon as possible.	Appointed June 2025
4.	Ensure that those on the Audit Committee and the Finance and Resources Committee are aware of the skill set of their committees and know how to access any additional support	Clerk	Recommendation made. Clerk to take forward with the Chairs of the Committees.	May 2025 – CDN Remuneration Training and declarations at F&R

8.	Address the anomaly in how remuneration decisions for the Management team are taken by updating the Terms of Reference for Chairs' Committee to provide them with the right to exercise decision making functions in this regard.	Clerk	Recommendation made. Clerk made aware of the recommendation.	April 2025 - Approved via online process
11.	Add to the agenda for the start of the next meeting of each of the Board Committees that (i) the Clerk goes over the Terms of Reference and (ii) the members of the Committee give an overview of their experience.	Clerk	Recommendation made. Clerk made aware of the recommendation.	May 2025
14.	Ensure the Perth College website is up to date in relation to the identity of Board Members, papers from the Board and Committee meetings and in relation to the Register of Interests.	Clerk	Recommendation made. Clerk made aware of recommendation and is actioning – due to be complete by end of 21/04/2025.	April 2025

## **PART THREE**

## **REVIEW FINDINGS**

### ***Board Skill Set***

#### *Findings*

Following the departure of some longstanding Independent Board Members the skill set of the Board has been impacted. There is no longer a sufficient representation on the Board of Independent Board Members with finance experience or with audit experience. The Board is actively engaging with the Regional Strategic Body (“RSB”) to fill the Independent Board Member Vacancies and has highlighted the need for finance and audit experience. There is currently no Nominations Committee for the Board and the identification of recruitment needs and addressing this sits only with the Board, which may not be the most effective way of keeping this under review. A separate Nominations Committee could be established but given the current size of the Board, following the recent departures, it is likely to be a better solution to pass this responsibility specifically to Chairs’ Committee so they can monitor this and advise the Board on required actions.

Pending appointment of new Independent Board Members with audit and finance experience it is important that members of both the Finance and Resources Committee and the Audit Committee feel they have the necessary skill set within their committees to discharge their responsibilities. They should consider in consultation with the Clerk whether any additional support needs to be provided to those Committees at this time.

#### *Recommendations*

1. Seek to appoint at least one independent Board Member with audit experience who would sit on the Audit Committee. This is recommended as an immediate action and it is recommended that responsibility for this action should be assigned to the Interim Chair.
2. Seek to appoint at least one independent Board Member with finance experience who would sit on the Finance and Resources Committee. This is recommended as an immediate action and it is recommended that responsibility for this action should be assigned to the Interim Chair.
3. Update the Terms of Reference for Chairs’ Committee to add “To review annually (or in the event of a departure of a Board Member at the next meeting to be held) the membership of the Board, in so far as members are to be appointed by the Regional Strategic Body, and recommend to the Board any recruitment considered necessary or appropriate to ensure the overall effectiveness of the

Board.” It is recommended that responsibility for this action should be assigned to the Clerk.

4. Ensure that those on the Audit Committee and the Finance and Resources Committee are aware of the skill set of their committees and know how to access any additional support they may feel necessary pending appointment of new Independent Board Members with audit and finance experience. This is recommended as an immediate action and it is recommended that responsibility for this action should be assigned to the Clerk.

## ***Terms of Reference***

### ***Findings***

The Terms of Reference are in the course of being updated following the Board Meeting on 16 April 2025 which approved a number of changes to the membership of these Committees, and disbanded the Strategic Development Committee (this function taken back into the whole Board given the current financial position and a need to all Board Members to be focused on this) and, for the avoidance of doubt, the AST Board. At the time of production of this Report the updated Terms of Reference were not available but it is expected that the following updates will be made as part of that process:

- Removal of requirement for the Principal to be a member of Chairs’ Committee and instead to provide that] the Principal will be invited to attend meetings.
- Removal of the requirement for the Chair of the Audit Committee to be on the Remuneration Committee. Updated to reflect that it can include any other Board Member nominated by Chair of the Board.
- Removal of the requirement for the Principal to act as Chair of the Learner Experience Committee.
- Update of the Membership list for the Learner Experience Committee to reflect the change in the Perth Leadership Group job titles.
- The creation of Terms of Reference for the newly formed Estates Planning Sub-Group which is to report to the Finance and resources Committee.

On review of the Terms of Reference these clearly set out the membership requirements and roles of each of the Committees. On the whole, they continue to reflect the expectations of the Board as regards their contribution to the decision-making process. Some changes are recommended most of which are required as a result of changes made at the most recent Board meeting.

With the disbanding of the Strategic Development Committee, there is one of the Terms of Reference which fell within their remit which should be specifically assigned to

another Committee rather than simply resting with the main Board alone. This is covered in the recommended actions below.

In order to ensure the Board continues to put good governance at the forefront of their decision making it would be useful to task the Audit Committee, the Finance and Resources Committee and the Learner Experience Committee with carrying out an annual review of their Terms of Reference and composition, making any recommendations regarding change to Chairs' Committee to allow them to discharge their duty of annually reviewing these.

The Remuneration Committee Terms of Reference provide for them to make recommendations regarding remuneration packages however there is no corresponding provision in the Terms of Reference for the Chairs' Committee requiring a decision to be made on these recommendations (and given the nature of these it would not be anticipated these would go to the full Board). This anomaly needs to be addressed urgently either by delegating the Remuneration Committee decision making powers or by Chairs' Committee having these powers on receipt of recommendations from Remuneration Committee. The recommendation made in by this Report is the latter as this provides additional scrutiny given the current composition of the Committees.

It is one of the key objectives, following the Board reset, to increase transparency. To this end it is suggested that where any Committee has a right to exercise a function of the Board, and proceeds to do so, this should be reported to the remainder of Board at the earliest opportunity by the Clerk to the Board.

The recommendations below also pick up on a typographical error in the Terms of Reference for the Audit Committee and a clarification change in the Terms of Reference for the Remuneration Committee.

Following the reallocation of Committee memberships, and the updates to Terms of Reference, it is recommend that at the start of the next meeting for each of the Committees the Clerk goes over the Terms of Reference and the members of the Committee take the time to give an overview of their experience so all members have a clear understanding of the skills within their Committee.

### *Recommendations*

5. Ensure updates are made to the Governance Manual to reflect the changes authorised at the Board meeting on 16 April 2025. It is recommended responsibility for this action should be assigned to the Clerk.
6. Update the Terms of Reference for the Audit Committee, the Finance and Resources Committee and the Learner Experience Committee to add the

following “Review annually the Terms of Reference for the Committee and its composition and make any necessary recommendations for change to Chairs’ Committee”. It is recommended responsibility for this action should be assigned to the Clerk.

7. Update the Learner Experience Committee Terms of Reference to add “To keep under review the regional and national economy and market trends to help advise on the alignment of the curriculum”. It is recommended responsibility for this action should be assigned to the Clerk.
8. Address the anomaly in how remuneration decisions for the Management team are taken by updating the Terms of Reference for Chairs’ Committee to delegate to them decision making functions in this regard. This is recommended as an immediate action and it is recommended that responsibility for this action should be assigned to the Clerk.
9. Update Terms of Reference to ensure where any Committee has a right to exercise a function of the Board, and proceeds to do so, this requires to be reported to the remainder of Board at the earliest opportunity by the Clerk to the Board. It is recommended responsibility for this action should be assigned to the Clerk.
10. Correction to the Audit Committee Membership section in the Governance Manual to remove the word “Student” and replace it with “Staff” where it appears in the sentence “One place reserved by invitation for a **Student** Member of the board, to be determined by Staff Members of the Board”. Correction to the Remuneration Committee Authority Section to clarify that the word “Chair” used in bullet 1. means Chair of the Board of Management. These are typographical errors/clarifications. It is recommended responsibility for this action should be assigned to the Clerk.
11. It is added to the agenda for the start of the next meeting of each of the Board Committees that (i) the Clerk goes over the Terms of Reference and (ii) the members of the Committee are to give an overview of their experience. This is recommended as an immediate action and it is recommended that responsibility for this action should be assigned to the Clerk.

## ***Training Plan***

### ***Findings***

The Clerk of the Board ensures all new Board Members receive initial training on joining the board, and access to the College Development Network Training Portal. The Clerk also ensures that any mandatory Board wide training that is required is delivered at an appropriate time.



Whilst the Board Members bring with them considerable experience and expertise from their work outwith the Board, it is important that they are able to develop those skills for the specific demands of being on a College Board, and in particular for any Committee work they are assigned to. The Training Plan contained in Part 5 has been prepared to strike a balance between ensuring Board Members are as well placed as they can be to perform their duties while recognising these roles are voluntary and unremunerated and therefore the time commitment for training should not be too onerous.

The Board has few longstanding members and whilst there have been increased efforts recently to allow the Board Members to get to know each other better, this is something that should continue to be nurtured. It is recommended that Board Development evenings are used for this purpose. In order to enhance the working relationship between member and to embed a robust approach to governance there should be a workshop style session based on a real-life scenarios that looks at how things can go wrong and how this can be avoided through good governance.

### *Recommendations*

12. Implementation of the Training Plan in Part Five of this Report. It is recommended responsibility for this action should be assigned to the Clerk.
13. When planning the 2025 Board Development evenings there should be focus on developing strong working relationships between Board Members and a workshop looking at how things can go wrong in Boards, and how this can be avoided through good governance, would be a sensible use of one of these evenings. It is recommended responsibility for this action should be assigned to the Clerk.

### ***Access to Governance Information***

#### *Findings*

The governance Information relating directly to Perth College is available to both Board Members and the public on the Perth College website. When reviewing this, it was noted that the website was slightly out of date in relation to recent resignation and a few cycles out of date with regard to Committee Meeting papers and the Registers of Interests. While all this information would be available to Board Members on request, and to the public on submission of a freedom of information request, transparency is a key focus of the Board and it is essential this is updated and maintained. In addition to an urgent action to resolve this, it is recommended that checks are built in to prevent this happening in future.

There are a large number of governance documents that are directly relevant to Board Members, both in general and in relation to their Committee work. These range from

those specific to the College through to those applicable to all publicly funded bodies. To facilitate easier access to these when it is required, it would be helpful if the Board Teams page had a copy of all Perth specific documents and links to all relevant external documents relevant to the main Board. The same would be helpful for each of the Committees within their Teams pages. This will allow more effective use of Board Member's time as well as encouraging engagement with these important documents.

### *Recommendations*

14. Ensure the Perth College website is up to date in relation to the identity of Board Members, papers from the Board and Committee meetings and in relation to the Register of Interests. This is recommended as an immediate action and it is recommended that responsibility for this action should be assigned to the Clerk.
15. Add a standing item for the Board at their meetings to ask if any Board Member requires their entry in the Register of Interests to be updated. It is recommended responsibility for this action should be assigned to the Clerk.
16. Add a standing item for the Board and each of its Committees to have confirmation that the papers from its previous meeting have been added to the website. It is recommended responsibility for this action should be assigned to the Clerk.
17. Set up a folder within the Teams page for the Board and each of the Committees which includes copies of all Perth specific governance documents and link to relevant external governance documents. It is recommended responsibility for this action should be assigned to the Clerk.

**PART FOUR****RECOMMENDATIONS - STATUS REPORT**

The table below is intended to facilitate implementation and monitoring of the recommendations in this Report. Given the urgency of some of the actions identified, these have already been highlighted to the appropriate member of the Board/the Clerk to enable prompt action to be taken. Where it states “Recommendation made” it means that this Report has made the recommendation.

	<b>Action</b>	<b>Responsible person(s)</b>	<b>Current Status</b>	<b>Date Completed</b> (or date of decision not to implement with reasoning)
1.	Seek to appoint at least one Independent Board Member with audit experience who would sit on the Audit committee.	Interim Chair	Recommendation made and accepted. Interim Chair has raised this with the RSB. Discussions are underway on how this can be addressed as soon as possible.	Appointed June 2025
2.	Seek to appoint at least one Independent Board Member with finance experience who would sit on the Finance and Resources Committee.	Interim Chair	Recommendation made and accepted. Interim Chair has raised this with the RSB. Discussions are underway on how this can be addressed as soon as possible.	Appointed June 2025
3.	Update the Terms of Reference for Chairs’ Committee to include responsibility for identifying the need for new Independent Board Members, the skills they need to have and make recommendation to the Board on their appointment.	Clerk	Recommendation made.	Appendix 1

4.	Ensure that those on the Audit Committee and the Finance and Resources Committee are aware of the skill set of their committees and know how to access any additional support.	Clerk	Recommendation made and accepted. Clerk to take forward with the Chairs of the Committees.	May 2025 – CDN Remuneration Training and declarations at F&R
5.	Ensure updates are made to the Governance Manual to reflect the changes authorised at the Board meeting on 16 April 2025.	Clerk	Recommendation made.	Appendix 1
6.	Update the Terms of Reference for the Audit Committee, the Finance and Resources Committee and the Learner Experience Committee to add an annual review of their Terms of Reference and composition.	Clerk	Recommendation made.	Appendix 1
7.	Update the Learner Experience Committee Terms of Reference to add responsibility for the review of the regional and national economy and market trends to help advise on the alignment of the curriculum.	Clerk	Recommendation made.	Appendix 1
8.	Address the anomaly in how remuneration decisions for the Management team are taken by updating the Terms of Reference for Chairs' Committee to provide them with the right to exercise decision making functions in this regard.	Clerk	Recommendation made. Clerk made aware of the recommendation.	April 2025 - Approved via online process
9.	Update Terms of Reference to ensure where any Committee	Clerk	Recommendation made.	Appendix 1

	has a right to exercise a function of the Board and proceeds to do so this requires to be reported to the remainder of Board at the earliest opportunity by the Clerk to the Board.			
10.	Correction to Audit Committee Membership section to remove the word “Student” and replace it with “Staff” where it appears in the sentence “One place reserved by invitation for a <b>Student</b> Member of the board, to be determined by Staff Members of the Board”. Correction to Remuneration Committee Authority Section to clarify that the word “Chair” used in bullet 1. means Chair of the Board of Management.	Clerk	Recommendation made.	May 2025
11.	Add to agenda for the start of next meeting of each of the Board Committees that (i) the Clerk goes over the Terms of Reference and (ii) the members of the Committee give an overview of their experience.	Clerk	Recommendation made. Clerk made aware of the recommendation.	May 2025
12.	Implementation of the Training Plan in Part Five of this Report.	Clerk	Recommendation made.	Remuneration complete. Audit modules still required to complete by Oct 2025.
13.	When planning the 2025 Board Development evenings there should be focus on developing	Clerk	Recommendation made.	To be confirmed within Board Development

	strong working relationships between Board Members and a workshop looking at how things can go wrong in Boards, and how this can be avoided through good governance.			Sessions 2025/26
14.	Ensure the Perth College website is up to date in relation to the identity of Board Members, papers from the Board and Committee meetings and in relation to the Register of Interests.	Clerk	Recommendation made. Clerk made aware of recommendation and is actioning – due to be complete by end of 21/04/2025.	April 2025
15.	Add a standing item for the Board at their meetings to ask if any Board Member requires their entry in the Register of Interests to be updated.	Clerk	Recommendation made.	June 2025
16.	Add a standing item for the Board and each of its Committees to have confirmation that the papers from its previous meeting have been added to the website.	Clerk	Recommendation made.	From August 2025
17.	Set up a folder within the Teams page for the Board and each of the Committees which includes copies of all Perth specific governance documents and link to relevant external governance documents.	Clerk	Recommendation made.	From August 2025

## **PART FIVE**

## **TRAINING PLAN**

It is recommended that all Board Members complete appropriate training to help them in their role. Beyond the mandatory Board Induction Training run by CDN, which new members attend, and familiarity training the Clerk provides when new Board Member is appointed, the table below identifies other required training (which should be completed within 3 months of the launch of this training plan or the Board Member's appointment to that Committee (whichever is later)) and other suggested training which Board Members can work through at their own pace. There Remuneration Committee training **MUST** be completed within one month of appointment to the Committee to comply with the Code of Good Governance for Scotland's Colleges.

<b>Name</b>	<b>Position</b>	<b>Committee Membership</b>	<b>Required Training</b>	<b>Suggested Training</b>
Andi Garrity	Student Board Member	Board, Learner Experience Committee, and Audit Committee	CDN Audit Committee Training	Work through general CDN Training Modules
Alistair Wylie	Chair of the Board, Chair of Chairs' Committee and Independent Board Member	Board, Finance and Resources, Chairs' Committee, and Remuneration Committee	CDN Remuneration Committee Training*	Work through general CDN Training Modules prioritising those relating to finance
Chris Lusk	Senior independent Board Member, Chair of Learner Experience Committee and Independent Board Member	Board, Learner Experience Committee, Remuneration Committee and Chairs' Committee	CDN Remuneration Committee Training*	Work through general CDN Training Modules
Chris Whatley	Vice Chair of Audit Committee and Independent Board Member	Board, Audit Committee and Learner Experience Committee	CDN Audit Committee Training	Work through general CDN Training Modules
Debbie McIlwraith Cameron	Chair of Audit Committee and Independent Board Member	Board, Audit Committee and Chairs' Committee	CDN Audit Committee Training	Work through general CDN Training Modules

Deidre Joy	Vice Chair Learner Experience Committee and Independent Board Member	Board, Learner Experience Committee and Finance and Resources Committee		Work through general CDN Training Modules prioritising those relating to finance
Elaine Piggot	Vice Chair of Board, Chair of Finance and Resources Committee, Chair of Remuneration Committee	Board, Finance and Resources, Chairs' Committee and Remuneration Committee	CDN Remuneration Committee Training*	Work through general CDN Training Modules prioritising those relating to finance
Ian Robotham	Vice Chair Finance and Resources Committee and Independent Board Member	Board and Finance and Resources Committee		Work through general CDN Training Modules prioritising those relating to finance
Jenni Harrison	Independent Board Member	Board and Audit Committee	CDN Audit Committee Training	Work through general CDN Training Modules
Patrick O'Donnell	Staff Board Member	Board, Learner Experience Committee, Finance and Resources Committee		Work through general CDN Training Modules prioritising those relating to finance
Richard Fyfe	Staff Board Member	Board and Audit Committee	CDN Audit Committee Training	Work through general CDN Training Modules
Ronnie Dewar	Trade Union Board Member	Board and Finance and Resources Committee		Work through general CDN Training Modules prioritising those relating to finance
Xander McDade	Student Board Member	Board, Learner Experience Committee and Finance and Resources Committee		Work through general CDN Training Modules prioritising those relating to finance

\*Must be completed within one month of appointment to Remuneration Committee



# Perth College UHI Board of Management

## Governance Manual

### Section 2 - Standing Orders

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## **1. GENERAL**

### **Introduction**

These Standing Orders for the Governance of the proceedings of the Board of Management ("the Board") of Perth College ("the College") have been drawn up in accordance with Paragraph 11(1) of Schedule 2 to the ("the Act").

### **Purpose & Application**

The purpose of these Standing Orders is to ensure the orderly and effective conduct of the meetings of the Board of Management and of Committees of the Board. They shall apply to all meetings of the Board and its Committees and shall, subject to a resolution by the Board for their suspension, remain in force unless and until they are varied or revoked as hereinafter provided.

### **Interpretation of Standing Orders**

Any dispute as to the interpretation of the Standing Orders shall be determined by the Chair of the meeting whose decision shall be final.

### **Implementation of Standing Orders**

It shall be the duty of the Chair and the Clerk to the Board to ensure that the business of the Board is conducted in accordance with these Standing Orders.

### **Variation, Revocation or Suspension of Standing Orders**

Any of these Standing Orders, other than such Standing Orders as the Board may think should not be capable of being suspended, may be varied, revoked or suspended at any meeting of the Board after a motion to that effect has been passed by a majority of two thirds of the members present and voting. However, it shall not be competent to vary, revoke or suspend any Standing Orders or portions thereof which express statutory provisions. A motion to suspend must state the period, for which the suspension is being moved, shall be for a specified item of business only and shall lapse when that item is concluded.

### **Review of Standing Orders**

These Standing Orders shall be kept under review to ensure that they continue to support effectively the workings of the Board. Standing Orders shall be formally reviewed at least once every three years.

## **2. DUTY AND POWERS**

The Duty and Powers of the Board of Management shall be in accordance with section 12 of the Further and Higher Education (Scotland) Act 1992, as amended by the Post-16 Education (Scotland) Act 2013 in so far as it has a duty to manage and conduct the business of the College.

### **3. STATEMENT OF PRIMARY RESPONSIBILITIES**

3.1 The primary responsibilities (this list being neither exhaustive or exclusive) of the Board are -

- a) The Board shall ensure that the College provides the best possible education and learning environment for its students.
- b) The Board shall approve the mission and strategic vision of the College, including institutional and longer-term strategic, academic and business plans, and key performance indicators. It will ensure that the College's strategic plan is aligned with the strategic plan of the Regional Strategic Body; that the College meets the interests of all stakeholders, including students, local and national communities and funding bodies; and the College meets its legal and ethical obligations to its staff.
- c) The Board shall be responsible for the setting, demonstrating and upholding the good name and the values and ethos of the College.
- d) The Board shall promote further and higher education locally, nationally and internationally and shall promote and support the work of University of the Highlands and Islands and the Regional Strategic Committee

3.2 Accountability and Responsibility of the Board:

- a) The Board is accountable to students and its stakeholders, which includes the public, employers and its local community for the provision of high-quality education that enhances social and economic well-being.
- b) As an assigned college, the Board is accountable to the University of the Highlands and Islands as the Regional Strategic Body.
- c) The Board is collectively responsible and accountable for all Board decisions. As such, it will ensure that its decision-making process is transparent, properly informed, rigorous and timely and in the best interests of the College as a whole, rather than selectively or in the interests of a particular group, section or individual.
- d) The Board shall ensure that the College operates ethically, responsibly and with respect for the environment and for society at large.
- e) The Board is responsible for ensuring so far as is reasonably practicable the safety, health and welfare of all its employees, students and others that may be affected by College activities in respect of United Kingdom Health and Safety law and best safety practice and procedure.
- f) The Board will provide leadership in equality and diversity, ensuring that it fulfils its statutory obligations and duties in respect of equalities legislation.
- g) The Board is responsible for ensuring that appropriate arrangements are in place for the conduct of student elections, and nominations and elections of staff members to the Board.

- h) The Board shall ensure that sound risk management and internal control systems are in place and maintained. These processes must support the identification, reporting, evaluation and management of significant risks on an ongoing basis, and enable the effectiveness of risk management, business continuity planning and internal control systems to be reviewed.
- i) The Board shall ensure that it maintains a balance of appropriate knowledge, skills and experience amongst its membership to enable it to meet its primary responsibilities.
- j) The Board shall ensure that a process is in place for evaluating the Board, the Board Chair and Committee Chairs.
- k) The Board may establish a specialist group where it considers that particular work, such as reviews of policy and procedure, will need to be undertaken outside of the formal schedule of meetings.
- l) Specific and detailed responsibilities of the Board are detailed in Section 3, Scheme of Delegation.

#### **4. CHAIR AND VICE CHAIR**

##### **Appointment of Chair and Vice Chair**

- 4.1 The Regional Strategic Body shall appoint a Chair under the terms laid out in College Sector Board Appointments: Ministerial Guidance.
- 4.2 The Board shall 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.
- 4.3 The appointment of Vice Chair shall be set down on the Agenda for the meeting at which the appointment is to be considered.
- 4.4 In the event of there being two or more duly nominated and seconded candidates for the post of Vice Chair, the matter will be determined by confidential ballot, which will be supervised by the Clerk to the Board of Management.
- 4.5 The following provisions shall apply to any Vice Chair appointed under Paragraph 4.2:
  - (a) they shall hold office for four years and the appointment may be extended for one further period subject to the limits on membership of the Board and approval by the UHI Court;
  - (b) the Vice Chair may be removed from office by resolution of two-thirds of the members of the Board present and voting and subject to prior notice on the Agenda for the meeting. Such periods of time must be subject to the overriding limits on Board membership as determined by the College Sector Board Appointments: Ministerial Guidance;

- (c) The Vice Chair will normally fulfil the role of Senior Independent Board Member unless otherwise determined by the Board.

### **Chair to Preside at Meetings**

- 4.6 The Chair shall preside at meetings of the Board and the Vice Chair shall preside in the absence of the Chair;
- 4.7 In the absence of both the Chair and the Vice Chair, the Board shall appoint a Chair from among the lay members to preside at any meeting.

### **Responsibilities and Duties of Chair**

4.8 The Chair is responsible for:

- (a) leadership of the Board and ensuring its effectiveness in all aspects of its role;
- (b) setting the Board's agenda and ensuring that adequate time is available for full discussion of all agenda items, particularly strategic issues;
- (c) promoting a culture of openness and debate by encouraging the effective contribution of all Board members and fostering constructive relations between Board members.

4.9 The Chair shall, *inter alia*:-

- (a) preserve order and ensure that every member of the Board shall have a fair hearing;
- (b) decide all matters of order, competency and relevancy;
- (c) decide between two or more members of the Board indicating a wish to speak by calling on the member who has first caught his or her eye;
- (d) see that due and sufficient opportunity is given to members of the Board who wish to speak to express their views on the subject under discussion;
- (e) ensure that the sense of the meeting is properly ascertained with regard to any matter which is properly before the meeting;
- (f) ensure that decisions are clearly documented within the minutes.

### **Responsibilities of Principal and Chief Executive**

4.10 The Principal is the operational interface between the Board and the College and, as a Board member, shares responsibility with the Chair and the Board for enabling good governance through supporting effective communication and interaction between the Board and the College staff and students.

## **Responsibilities of individual Board members**

- 4.11 The Independent members of the College Board of Management are appointed by the Regional Strategic Body. An independent member is responsible for:
- (a) Contributing to the business of Board meetings, following established and agreed procedures;
  - (b) Contributing to one or more of the Board committees by membership or chairing;
  - (c) Engaging effectively at board meetings and working collaboratively with other members;
  - (d) Observing the *Nine Principles of Public Life* (selflessness, integrity, objectivity, accountability, openness, honesty, leadership, public service and respect) in all Board business.

## **Responsibilities of Clerk to the Board**

- 4.13 The Clerk to the Board, who will be independent of the College executive, is responsible for providing the Board and Executive team with advice on governance, the role of the Board and Board matters.
- 4.14 The Clerk to the Board shall ensure that the Board receives appropriate, timely and high-quality information in a form that allows it to monitor and scrutinise the College's activities and to challenge performance when required.
- 4.15 The Clerk to the Board shall support the Chair, the Board and the Executive in ensuring compliance with all relevant legislative and governance requirements.
- 4.16 The appointment and removal of the Clerk to the Board shall be a decision of the Board.

## **5. ORDINARY MEETINGS OF THE BOARD**

### **Calendar of Meetings**

- 5.1 The Board shall hold as many Board and Committee meetings as may be necessary for the performance of its functions, and at such times, places and frequency as the Board determines annually in a calendar of Board and Committee meetings, including a schedule of required business.
- 5.2 The proposed calendar of ordinary meetings of the Board and the Board's Standing Committees shall be submitted for approval by the Board.
- 5.3 Extraordinary meetings of the Board and Committees may be called on the instructions of the Chair or by agreement by a majority of the members entitled to vote at such a meeting.
- 5.4 Board and Committee meetings shall be called giving no less than five working days' notice. Where extraordinary meetings are called and, exceptionally, due to the urgency of the business five working days' notice cannot be given, notice will be given as soon as is reasonably practicable and giving no less than 2 working days' notice.
- 5.5 The Chair of the Board may, in special circumstances (of which the Chair shall be the sole judge) alter the date or time of any ordinary meeting of the Board. At least five working days' notice shall be given of any alteration to the agreed date of an ordinary meeting of the Board from that detailed in the approved calendar of meetings.

### **Quorum & Voting Rights**

- 5.6 At all meetings of the Board one half of the membership entitled to vote shall constitute a quorum, so long as this number includes a majority of Independent Board Members and the Chair of the Board.
- 5.7 If at any time appointed for a meeting or, if before the business of any meeting has been completed, the number of members present is the prescribed quorum, the Chair must adjourn the meeting to such day or time as the members determine and the meeting may be re-convened on less than one week's notice.
- 5.8 If the Chair of the Board or Committee is not present at any meeting, the Vice Chair (where this office exists) shall assume that role. Where a Vice Chair is not available, members shall elect from amongst themselves a Board member who is entitled to vote as the Chair of that meeting.
- 5.9 No failure or defect in the appointment, election or co-option of any member of the Board and no vacancy in the office of member shall prevent the Board from acting in the execution of its functions, nor shall any act or proceeding of the Board or any Committee appointed by it be invalidated or be illegal by reason of or in consequence of any such vacancy or of any such defect in the appointment or co-option of any one or more members of the Board, excepting only in a case where the Board is not quorate.
- 5.10 A question on which a vote is required shall be determined by a majority of

votes of the members of the Board present and voting on the question and, in



the case of an equal division of votes, the Chair of the meeting shall have a second or casting vote.

- 5.11 Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.
- 5.12 In exceptional circumstances, such as for matters requiring urgent attention, and when the approval of the Board or Committee is required, decisions can be taken, with the prior agreement of the Chair, by written procedure. That is, decisions can be taken without calling a physical meeting of the Board or Committee. In such circumstances for a decision to be deemed to be taken:
- the Clerk to the Board shall email all Board Members outlining the decision required, together with relevant briefing information
  - a quorum, as defined in 5.6 of these Standing Orders, must have replied to the email
  - the Clerk to the Board shall ensure that a deadline for response is clearly specified and Board members shall endeavour to respond within that timeframe
  - any decisions taken in this way shall be homologated at the next relevant meeting of the Board or Committee.
- 5.13 Where a proposal is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of the last amendment first, until a single amendment is put against the proposal. Thereafter, voting will take place upon the proposal amended. All members have a single vote.
- 5.14 No-one shall be entitled to enter his or her dissent from any decision, except at the meeting at which it has been passed; but any member not present may at the next meeting have his or her dissent recorded.

### **Agenda of Business**

- 5.15 The Clerk to the Board in consultation with the Chair shall prepare the draft agenda. Other members may place an item on the agenda for discussion by submitting this to the Clerk to the Board no later than 10 working days in advance of the meeting (except in the case of an extraordinary meeting where only the urgent business notified at the time the meeting was requested will be placed on the agenda). The Clerk shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.
- 5.16 All matters for consideration by the Board or Committee shall be clearly identified within each agenda item's Cover Sheet as to whether it is for approval, decision, discussion, noting or for information purposes.
- 5.17 The Agenda of Business must be approved by the Chair before being circulated to members of the Board. Once approved by the Chair the Notice calling the meeting and detailing the Agenda, together with all documentation relating thereto, shall be sent by the Clerk to the Board with notification of the date, time and place of the meeting to all Members not less than one week before the date of the meeting. Notices of meetings shall be sent electronically.

## **Reserved Business**

- 5.19 Only in exceptional circumstances should matters other than those listed below be treated as Reserved Business:
- (a) matters relating to a Board member, former Board members, an employee, former employee or applicant for employment in relation to the College;
  - (b) matters relating to a person who is, has been or is likely to be a student of the College;
  - (c) any information the disclosure of which is prohibited by any enactment;
  - (d) items of a confidential commercial nature.
- 5.20 All matters considered under Reserved Business must be treated as confidential and must not be disclosed to third parties unless and until such disclosure is authorised by the Board.
- 5.21 Any instances of unauthorised disclosure of reserved matters should be reported to the Chair via the Clerk to the Board or the Principal.

## **Adjourned Meetings**

- 5.22 Where a meeting is adjourned, temporarily, for a brief period for convenience, emergency or other cause, no special procedures are required when the meeting resumes. The remaining business shall be dealt with as if the meeting had been continuous.
- 5.23 Where a meeting is adjourned to continue on another day, the Clerk to the Board shall endeavour to advise those members of the meeting who were not present when the meeting was adjourned of the date, time and place of the adjourned meeting. At the adjourned meeting only the unfinished business for which the original meeting was called shall be transacted
- 5.24 At the discretion of the Chair, when there are no matters of urgency to be resolved, the unfinished business may be referred to the next ordinary meeting of the Board or Committee, when it shall take precedence over other business except for the confirmation of the Minutes of the previous meeting.

## **Conduct of Meetings**

- 5.25 Meetings shall commence promptly at the times shown on the Agenda. The Chair shall, at the outset of each meeting, agree the estimated finishing time with members as well as any proposed re-ordering of the business of the meeting.
- 5.26 Members should, wherever possible in advance of the meeting, seek any factual information they may need or notify any apparent errors in papers prior to the meeting itself.

- 5.27 When speaking a Member shall be directed to the question and discussion in hand or to a point of order or a point of explanation. Although no fixed time limits are set either to the length of speeches or the number of times a member may speak, members should bear in mind the need for brevity and relevance and gauge the number and duration of their interventions accordingly.
- 5.28 The Chair is responsible for ensuring that all Members have adequate opportunity to be heard, but may draw the attention of any Member to the need for economy in time or indicate to the meeting the view that the discussion should be brought to a close. The Chair may also call to order any Member whom he/she considers has strayed from the matter under consideration.
- 5.29 The Chair shall ensure that the Clerk to the Board has appropriate information to accurately record the decisions made.

### **Motions and Amendments**

- 5.30 The Chair may require any motion, or motion of amendment to be put in writing by or on behalf of the mover, and delivered to the Clerk to the Board immediately on its being seconded.
- 5.31 After a motion or motion of amendment has been made and seconded, it shall not be withdrawn or altered in substance without the leave of the mover or seconder.
- 5.32 All amendments must be relevant to the motion on which they are moved, the Chair to decide as to relevancy.
- 5.33 The Chair shall have power, with the consent of the meeting, to conjoin amendments which are not consistent with each other.
- 5.34 The mover of the motion shall have the right to reply to the debate on his/her motion and any proposed amendments thereof. After the reply is concluded, the debate on that question shall be as closed.
- 5.35 When any amendment is made upon a motion the vote shall be taken between the motion and the amendment, the latter being put from the Chair first. When there is more than one amendment, the amendment last proposed shall be put against that immediately preceding, and then the one which is carried shall be put against the next preceding, and so on until there remains only one amendment. A vote shall then be taken between the amendment and the original motion. After the vote the motion or amendment shall, if demanded by any member, be put as a substantive resolution without further discussion. The foregoing order of voting may, however, be altered by the Chair with the consent of the meeting.
- 5.36 On a motion being made 'that the question now under discussion be put', such motion shall be at once. If the majority of the votes cast are in favour of the motion, the mover of the original motion may be allowed to sum up before a vote is taken on the question under consideration. If the motion for closure is not carried, the debate may be resumed.

## **Voting**

- 5.37 Unless otherwise specified in these Standing Orders or agreed, voting shall be carried out by a show of hands and resolutions shall be carried by a simple majority of those present and voting. In the case of equality of votes at any meeting of the Board, the Chair of such meeting shall have a casting vote in addition to a deliberative vote other than where the subject of the vote relates to an election or appointment to office in which case then, in the event of an equality of votes, the matter shall be put to the vote again and if there remains an equality the matter shall be determined by drawing lots.
- 5.38 In the case of a vote regarding an election or appointment to office, the voting shall proceed by way of a confidential ballot unless the two-thirds of the members present and voting determine otherwise.

## **Dissents**

- 5.39 No dissents against any decision of the Board shall be recorded unless explicitly requested at the meeting at which the question is determined. Only a Board Member who has recorded a vote or an abstention on a matter under discussion shall be entitled to have their dissent recorded.

## **Minutes**

- 5.40 Minutes of meetings shall contain a clear statement of decisions taken.
- 5.41 Draft minutes shall be prepared for the Chair's agreement as soon as reasonably practical after each meeting and shall be labelled "draft".
- 5.42 At each ordinary meeting of the Board, the Minutes of the previous ordinary meeting and, (when practicable) of any intervening special meeting, having been previously circulated, shall be approved for accuracy. No discussion shall be allowed at the meeting on these Minutes, except as to matters arising from the minutes to which they relate.
- 5.43 The Minutes of any special meeting of the Board, if not submitted for approval at the next ordinary meeting of the Board, shall be submitted for approval at the earliest subsequent ordinary meeting thereafter at which it is practicable so to do and shall be disposed of as provided in Standing Orders.
- 5.44 Circumstances may arise which necessitate a Minute of a Board or Committee decision to be approved at the meeting at which the decision is taken; in such circumstances the Minute Secretary shall prepare a draft Minute for immediate consideration and approval by the Board or Committee.
- 5.45 The Clerk to the Board shall be responsible for ensuring that decisions taken by the Board and its Committees are formally notified to the responsible officer (and copied to the Principal) within five working days of the meeting so that he or she can, in turn, arrange for their implementation.

## **6. RESCINDING OF DECISIONS**

- 6.1 A decision of the Board shall continue to be operative and binding until varied or rescinded but no motion to vary or rescind any decision passed within the preceding six months shall be competent except with the consent of two thirds of the Members present and voting.
- 6.2 However, it shall be competent to deal with the subject matter afresh where the Chair of the meeting is satisfied that a material change of circumstances has occurred (which shall be detailed in the Minutes of the meeting) which requires the matter to be considered anew.

## **7. COMMITTEES**

### **Establishment of Committees**

7.1 The Board shall establish Audit, Finance, Strategic Development, Chair's, Remuneration and Nominations Committees together with such other standing and ad hoc Committees as it considers necessary and appoint Board members and/or co-opted members and/or others to them taking account of their qualifications, interests and experience.

7.2 The Learner Experience Committee will report to the Board and its membership will include two Board members.

7.3 Air Service Training (Engineering) Limited is a wholly owned subsidiary of Perth College, accountable to the Board of Management through the Chair of the Board of Directors.

### **Appointment of Committee Chair**

7.4 The Board shall appoint a Chair to each Committee it establishes.

### **Chair to Preside**

7.5 The Chair of a Committee shall preside at meetings of the Committee. If the Chair is not present at the time when the meeting is due to commence, the Vice Chair will preside. In the absence of both the Chair and Vice Chair, members of the Committee present shall elect a Chair of the meeting from among the members present who shall preside over the meeting in the absence of the Chair and Vice Chair.

### **Members *ex officio***

7.6 The Chair and Principal, in addition to membership of Committees allocated to them as ordinary members of the Board, shall *ex officio* be members of all other Committees of the Board, other than the Audit Committee, (and, in the case of the Principal, the Remuneration & Nominations Committees), but such additional membership shall not confer the right to vote. The Principal may be invited to attend meetings of the Remuneration Committee when matters relating to the salary, terms and conditions of Senior Management Team are being considered.

## **Minutes of Meetings of Committees**

- 7.7 The Minutes of Committees shall be submitted for confirmation as being correct records of the proceedings to the next appropriate meeting of the Committee and shall be submitted to the Board (a) for the information of the Board in respect of matters delegated to the Committee and (b) for the decision of the Board in respect of matters referred.

## **Terms of Reference and Powers of Committees**

- 7.8 The Terms of Reference and Powers of Committees shall be as set out in the appendices to these Standing Orders.

## **Application of Standing Orders to Committees and Sub-Committees**

- 7.9 The Board's Standing Orders shall apply with any appropriate amendments to meetings of Committees and sub-Committees of the Board as they apply to meetings of the Board.

# **8. APPOINTMENT AND REAPPOINTMENT OF BOARD MEMBERS**

## **Initial appointment of members**

- 8.1 The Nominations Committee shall take guidance from the Board of Management where vacancies exist and liaise with the UHI Nominations Committee for Incorporated College Boards. It will approve the recruitment and selection methods and schedule and ensure compliance with the terms laid out in College Sector Board Appointments: Ministerial Guidance.
- 8.2 The shortlisting and interview process for independent members will be chaired by the Chair of the Board of Management, whilst a nominee of the Regional Strategic Body will chair panel meetings for the appointment of the Chair of the Perth College Board of Management.
- 8.3 Any recommendation of appointment by the Nominations Committee to the Board of Management will be subject to obtaining satisfactory references. Each recommendation shall be ratified by the full Board prior to the person taking their place on the Board of Management.
- 8.4 Appointments to the Board shall be for a period of four years in accordance with legislation, except for the Principal who remains a member as long as he/she is Principal and the Student Member whose term of office expires on 31st July following his/her appointment.

### **Election of Staff Members:**

- 8.5 Two members of staff will be appointed as Board members; one Teaching and one Support. Staff Elections are held for vacancies as they arise, and are conducted as follows:
- All appropriate staff are informed of a vacancy and are invited to consider suitable nominations.
  - All nominations must be received on the appropriate form and duly seconded.
  - Where more than a single nomination is received, an election will be held, giving appropriate time for the relevant staff to register their vote.
  - The count will be undertaken in the presence of an independent scrutineer.

### **Nomination of Student Members:**

- 8.6 Two student members will be appointed to the Board following the election of a HISA Perth President and Vice Presidents elected by the student membership following the agreed procedures set out in the HISA Perth Constitution.

### **Nomination of Trade Union Members:**

- 8.7 Two trade union members will be appointed to the Board following election by the appropriate trade union membership in accordance with the Procedure for the Election and Appointment of the Trade Union Nominees to College Boards in Scotland set out by the Good Governance Steering Group for Scotland's Colleges

### **Reappointment of Members**

- 8.8 Three months prior to the end of a member's term of office, the Clerk to the Board shall write and remind them of their end-date, and invite them to indicate their willingness to be considered for re-appointment (subject to the limits on membership of the Board).
- 8.9 When indicating a willingness to be considered for reappointment, the member shall complete a self-appraisal proforma which includes:
- A clear statement of willingness to be reappointed;
  - Details of posts held;
  - Attendance record at Board/Committee meetings;
  - Any other relevant information;

- An indication to undertake surgeries or other duties as required;
- An indication to be available for consultation and advice and take an active interest in the College;
- A willingness to remain in sympathy with and generally support the strategy and policies of the Board;
- An indication of their willingness to be considered as a Committee Chair or Vice Chair if the opportunity arises.

8.10 The self-appraisal forms will be provided as supporting evidence to enable the Board to consider an extension and if approved, put forward a request for the proposed extension to the Regional Strategic Body.

8.11 The members shall withdraw from the meeting during the discussion of their re-election.

8.12 In the case of the Chair being considered for re-election to the Board, the Vice Chair or a nominated Convenor shall take the chair and the Chair will withdraw from the meeting.

8.13 Requests for an extension of appointment of the Chair will be put forward to the Regional Strategic Body for its consideration and approval.

### **Termination of Membership**

8.14 Anyone who has, within 5 years of the date on which the appointment would take effect, been sentenced to imprisonment for a period of not less than 3 months, whether suspended or not, without the option of a fine; is an undischarged bankrupt; or has been removed from office under section 24 of the Act (see Section 8 Mismanagement by Board) is prevented from being appointed to or continuing as a member of the Board of Management.

8.15 If it comes to the attention of the Chair or another Board member that a member may be suspected of any of the above categories, the Chair may invite the member to attend a meeting of the Nominations Committee where he/she will be given an opportunity to explain his/her position.

8.16 The Nominations Committee, having listened to the explanation, shall prepare a report and recommendation for consideration by the Board of Management. The decision of the Board of Management will be conveyed to the member by the Clerk to the Board of Management.

8.17 The member in question shall have fourteen days in which to appeal against the Board's decision.

8.18 The appeal will be considered by the Chair; Convener of Audit, Principal, as the chief executive officer, and an independent observer. Should any of these noted be the member under consideration, their place on the appeals panel shall be taken by the Vice Chair.

8.19 The decision of the Appeals Panel will be final.



## **9. DISCLOSURE OF INTERESTS**

- 9.1 Members of the Board shall at all times be mindful of the need to observe the highest standards of probity, integrity and accountability in discharging their roles as members of the Board and in doing so shall be bound by whatever statutory rules, national guidelines, the College Development Network's Guide for College Board Members and the Perth College Code of Conduct for Board Members which are in force at the time.
- 9.2 Without prejudice to the foregoing generality however the following shall apply:
- (a) All members of the Board and Senior Managers of the College are required to complete and sign a Declaration of Interest form on an annual basis. Such interests shall also include those of close family members.
  - (b) All members of the Board and Senior Managers of the College are required to declare to the Clerk to the Board in writing any additional interests that arise throughout the year at the earliest available opportunity.
- 9.3 Any member who has a clear and substantial interest in a matter under discussion shall declare that interest, whether or not that interest is already declared in the Register of Interests. Such declaration should make clear the nature of the interest and whether it involves a matter of direct or indirect financial interest to the member. Where such an interest constitutes a direct or indirect interest, the member involved will not be permitted to vote on the matter under consideration and will normally be required to withdraw from the meeting while the matter is being considered and determined.
- 9.4 Where a member has an interest which is not financial but which is relevant to the activities of the College, that interest should also be declared. Where the interest is substantial the member involved shall withdraw from the meeting whilst the matter is being considered and determined.
- 9.5 In all circumstances members should ask themselves whether members of the public, knowing the facts of the situation, would reasonably conclude that the interest involved might influence the approach taken by the Board or Committee. If so, the interest is sufficient for the member to declare that interest.
- 9.6 Where no relevant interests are declared at a meeting, this shall be noted and a nil declaration statement minuted.

## **10. RISK MANAGEMENT**

The Board of Management:

- has responsibility for overseeing Risk Management within the College;
- will set the tone and influence the culture of Risk Management within the College;
- approve major decisions affecting the College's risk profile or exposure;
- monitor the management of significant risks to reduce the likelihood of unwelcome surprises or impact;
- satisfy itself that the less significant risks are being actively managed, with appropriate controls in place and working effectively;
- annually review the College's approach to risk management and approve changes or improvements to key elements of its processes and procedures.

## **11. APPENDIX – STANDING COMMITTEES & TERMS OF REFERENCE**

### **Standing Committee Summaries**

#### **Audit Committee**

The College's Financial Memorandum with its Regional Strategic Body requires an Audit Committee. The Audit Committee ensures effective internal control systems are in place; ensures compliance with corporate governance requirements; reports to the Board on internal financial control prior to signing the financial statement and oversees risk. The Committee is also responsible for appointing the internal auditors and monitoring both internal and external auditors.

#### **Finance and Resources Committee**

The Finance and General Purposes Committee is responsible for monitoring the College's financial position and financial control systems. It approves all key financial decisions, approves the annual budget, considers the annual accounts and recommends for approval, oversees the system of financial control and delegated authority. It also considers any other matters relevant to the financial duties of the Board including human resource. It safeguards the College's estate, monitors the overall development of estates strategy and recommends on major capital projects to the Board.

#### **Learner Experience Committee**

The Learner Experience Committee maintains an overview of academic quality assurance and outcomes by reviewing reports from relevant internal and external sources including feedback and evaluation from student and stakeholder surveys.

#### **Strategic Development Committee**

~~Strategic Development Committee provides broad oversight in the development, review and monitoring of the College's Strategic Plan; considers and approves other appropriate College Strategies, in particular those that seek to grow non-SFC income for the College; and considers matters relating to community outreach and the participation of the college in the delivery of major partnership projects.~~

#### **Chairs Committee**

The Chairs' Committee exercises the functions of the Board in any cases of urgency and provides an overview of Board operation.

#### **Remuneration Committee**

The Remuneration Committee is responsible for consideration of the Principal, Senior Management Team and Clerk to the Board's pay and conditions.

## Nominations Committee

The Nominations committee makes recommendations on the Board's composition and the procedures for appointment of Board members. Chairs Committee would normally fulfill the role of Nominations Committee.

### ~~AST Board of Directors~~

~~Air Services Training (Engineering) Limited is a wholly owned subsidiary of Perth College, accountable to the Board of Management through the Chair of the Board of Directors. All members of the Board of Management allocated to attend Air Services Training (Engineering) Limited will be deemed to be a Director of the Company.~~

### General

Where any Committee has a right to exercise a function of the Board, and proceeds to do so, this requires to be reported to the Board at the earliest opportunity by the Clerk to the Board

## AUDIT COMMITTEE

### Membership

No fewer than 3 members of the Board of Management.

One place reserved by invitation for a Student Member of the Board, as nominated by HISA Perth.

One place reserved by invitation for a ~~Staff~~udent Member of the Board, to be determined by Staff Members of the Board

- Board members not eligible for appointment are the Chair of the Board, the Principal, the Chair of the Finance & Resources Committee, the Staff Board Member nominated to Finance & Resources Committee, and the Student Board Member nominated by HISA Perth to Finance & Resources Committee.
- No member of the Finance & Resources Committee shall also be a member of the Audit Committee.
- The Chair of the Board, the Principal and the Chair of the Finance & Resources Committee shall be invited to attend meetings.
- The Committee may sit privately without any non-members present for all or part of a meeting if they so decide.
- The College Executive will attend meetings at the invitation of the Committee Chair and provide information for Agenda items

### In attendance

~~Vice Principal (External)-~~

~~Depute Principal (Academic)~~

Depute Principal (Academic)

Depute Principal (Operations)

Other appropriate staff members of the College by invitation

Representatives of Internal and External Auditors of the College by invitation

### Quorum

The Quorum shall be 3 members.

### Frequency of Meetings

The Committee shall meet no less than three times per year.

### Objectives

The Audit Committee's main responsibilities include advising the Board on whether:

- There are systems in place to ensure that the College's activities are managed in accordance with legislation and regulations governing the sector.
- A system of governance, internal control and risk management has been established and is being maintained, which provides reasonable assurance of effective and efficient operations and produces reliable financial information.
- There are systems in place to ensure the Committee engages with financial reporting issues

## **Terms of Reference**

### **Internal Control**

1. Reviewing and advising the Board of Management of the internal and the external auditor's assessment of the effectiveness of the college's financial and other internal control systems, including controls specifically to prevent or detect fraud or other irregularities as well as those for securing economy, efficiency and effectiveness; and
2. Reviewing and advising the Board of Management on its compliance with corporate governance requirements and good practice guidance including a strategic overview of risk management.
3. Strategic oversight of Health and Safety, Freedom of Information and Data Protection on behalf of the Board.

### **Internal Audit**

1. Advising the Board of Management on the selection, appointment or reappointment and remuneration, or removal of the internal audit provider.
2. Advising the Board of Management on the terms of reference for the internal audit service.
3. Reviewing the scope, efficiency and effectiveness of the work of internal audit, considering the adequacy of the resourcing of internal audit and advising the Board of Management on these matters.
4. Advising the Board of Management of the Audit Committee's approval of the basis for and the results of the internal audit needs assessment and the strategic and operational planning processes.
5. Approving the criteria for grading recommendations in assignment reports as proposed by the internal auditors.
6. Reviewing the internal auditor's monitoring of management action on the implementation of agreed recommendations reported in internal audit assignment reports and internal audit annual reports.
7. Considering salient issues arising from internal audit assignment reports, progress reports, annual reports and management's response thereto and informing the Board of Management thereof.
8. Informing the Board of Management of the Audit Committee's approval of the internal auditor's annual report.
9. Ensuring establishment of appropriate performance measures and indicators to monitor the effectiveness of the internal audit service.
10. Securing and monitoring appropriate liaison and co-ordination between internal and external audit.

11. Ensuring good communication between the Committee and the internal auditors.
12. Responding appropriately to notification of fraud or other improprieties received from the internal auditors or other persons.
13. Reviewing the Risk Management Register.

## **External Audit**

The appointment of external auditors to the College is directed by Audit Scotland.

1. Considering the college's annual financial statements and the external auditor's report prior to submission to the Board of Management by the Finance Committee. Care should be taken, however, to avoid undertaking work that properly belongs to the Finance and General Purposes Committee. If within its terms of reference, the Committee should consider the external audit opinion, the Statement of Members' Responsibilities and any relevant issue raised in the external auditor's management letter.
2. Reviewing the external auditor's annual Management Letter and monitoring management action on the implementation of the agreed recommendations contained therein.
3. Advising the Board of Management of salient issues arising from the external auditor's management letter and any other external audit reports, and of management's response thereto.
4. Reviewing the statement of corporate governance.
5. Establishing appropriate performance measures and indicators to monitor the effectiveness of the external audit provision.
6. Reviewing the external audit strategy and plan.
7. Holding discussions with external auditors and ensuring their attendance at Audit Committee and Board of Management meetings as required.
8. Considering the objectives and scope of any non-statutory audit work undertaken or to be undertaken, by the external auditor's firm and advising the Board of Management of any potential conflict of interest.
9. Securing appropriate liaison and co-ordination between external and internal audit.

## **Value for Money**

1. Establishing and overseeing a review process for evaluating the effectiveness of the college's arrangements for securing the economical, efficient and effective management of the college's resources and the promotion of best practice and protocols, and reporting to the Board of Management thereon.

2. Advising the Board of Management on potential topics for inclusion in a programme of value for money reviews and providing a view on the party most appropriate to undertake individual assignments considering the required expertise and experience.
3. Advising the Board of Management of action that it may wish to consider in the light of national value for money studies in the further education sector.

### **Advice to the Board of Management**

1. Reviewing the college's compliance with the Code of Audit Practice and advising the Board of Management on this.
2. Producing an annual report for the Board of Management.
3. Advising the Board of Management of significant, relevant reports from the Scottish Funding Council and National Audit Office and successor bodies and, where appropriate, management's response thereto.
4. Reviewing reported cases of impropriety to establish whether they have been appropriately handled.
- 4.5. Review annually the Terms of Reference for the Committee and its composition and make any necessary recommendations for change to Chairs' Committee.

Reviewed: ~~September 2022~~June 2025



## **CHAIRS' COMMITTEE**

### **Membership**

The Chair of the Board of Management

The Chair of each of the Standing Committees of the Board

The Vice Chair and Senior Independent Member of the Board of Management (if not already members ex officio)

### **In Attendance**

Principal & Chief Executive

If a Standing Committee Chair is not able to attend a meeting of the Chairs' Committee, the Standing Committee Vice Chair or a Standing Committee member are to be invited to deputise for the Committee Chair.

### **Quorum**

The Quorum shall be 3 members.

### **Frequency of Meetings**

The Committee shall meet not less than 4 times per year.

### **Terms of Reference**

#### **The Chairs' Committee shall:**

1. exercise the functions of the Board in any cases of urgency of which the Chair of the Board with the Vice Chair or the Chair of a Standing Committee shall be the judge and where it is not practicable to convene a meeting of the full Board. The Chair of the Board shall seek to consult with no less than 2 other members of the Chairs' Committee on any matters requiring Chairs' action.
2. At the specific request of the Board consider matters of special interest which are not within the remit of another Standing Committee.
3. To receive and consider for approval recommendations from the Remuneration Committee on the remuneration package of the College Principal and such other senior staff whose remuneration and other terms and conditions are individually agreed with the Board
4. Maintain an overview of the work of the Board and Committees, planning and co-ordinating activity as required to ensure the primary responsibilities and functions of the Board are discharged through the Board of Management and established Standing Committee structure.
5. To consider strategic matters and future issues including horizon scanning external developments in order to advise the Board on future proofing the strategic plan
6. To review annually the membership and terms of reference of the Board's Standing Committees and the overall effectiveness of the Board's Committee Structure and to recommend to the Board any amendments or additions considered appropriate.

Where this Committee exercises a function of the Board as defined in the Standing Orders, this should be reported to the Board at the earliest available opportunity, save in relation to 3 above which shall be reported in terms only of whether the recommendation has been approved, rejected or returned for amendment given the confidential nature.

Reviewed April 2025

## **FINANCE AND RESOURCES COMMITTEE**

### **Membership**

Chair (ex officio).

Vice Chair (ex officio).

Principal (ex officio).

No fewer than 2 other Independent Members of the Board of Management.

One place reserved by invitation for a Student Member of the Board, as nominated by HISA Perth.

One place reserved by invitation for a Staff Member of the Board, to be determined by Staff Members of the Board

### **In attendance**

Depute Principal

Vice Principal (External)

Vice Principal (Operations)

Head of Human Resources and Organisational Development

Head of Estates

### **Quorum**

The quorum shall be 4 members of which at least 2 to be independent Board of Management members.

### **Frequency of Meetings**

The Committee shall meet no less than four times per year.

### **Terms of Reference**

- 1 Consideration of the annual estimate of revenue income and expenditure.
- 2 Consideration of the annual estimate of capital income and expenditure.
- 3 Responsibility to ensure that appropriate control systems are in place:
  - a to administer and control all revenue and capital grants received from the Scottish Government and all other sources.
  - b to administer and control the payment of all monies due and the collection of all income due.
  - c to ensure the efficient management of the College Catering Service and Food Court and Halls of Residence.
  - d to administer and control matters relating to the repair, maintenance and upkeep of land, buildings etc.
- 4 Liaison with the Audit Committee in reporting to the Board on the state of the College's finances.
- 5 Consideration and approval of the College's Financial Regulations and Procedures, ensuring their implementation, monitoring and review in relation to all matters financial, including approving organisations in which funds may be invested and setting investment limits.

- 6 Generally the formulation of advice to the Board on financial matters and the supervision of the financial affairs of the Board.
- 7 Strategic oversight of procurement, contract management and ICT service level agreement on behalf of the Board.
- 8 Consideration of tenders received for any works the cost of which are in excess of £50,000.
- 9 The acquisition and/or disposal of heritable property whether by purchase/sale or lease.
- 10 Consideration of any proposals to obtain plant equipment furnishings or fittings the cost of which is expected to be more than £50,000.
- 11 Consideration and assessment of priorities for capital grant for new building work or the major modification of existing buildings. Recommendations to the Board on issues relating to College estates and resources
- 12 The oversight of the Board's statutory functions and responsibilities as an employer of the staff of the College.
- 13 Consideration of all matters relating to:
  - a the establishment and staffing structure of the College;
  - b the salaries, wages and conditions of service of all staff except the Principal, Executive and Managers as individual contracts with the Board.
- 14 Responsibilities for early retirement/early severance policy.
- 15 Oversight of the disciplinary and grievance policies and procedures of the College.
- 16 Consideration of matters relating to staff relations including union recognition and local bargaining agreements.\_
- ~~16~~17 Review annually the Terms of Reference for the Committee and its composition and make any necessary recommendations for change to Chairs' Committee.

## **Board of Management – LEARNER EXPERIENCE COMMITTEE**

### **Terms of Reference**

#### **Membership**

No fewer than 3 Independent Member of the Board of Management

Principal & Chief Executive

2 Academic Staff Members (the Teaching Staff Member of the Board of Management plus one other nominated teaching staff representative)

2 Student Board Members (to be nominated by HISA Perth )

1 Trade Union Member of the Board of Management

Depute Principal (Academic)

Chair of Scholarship and Research Committee

Director of Student Experience

Director of Learning, Teaching & Quality Enhancement

2 Directors of Curriculum

- ~~Principal (who shall act as Chair)~~
- ~~No fewer than 2 Representatives of the Board of Management (one of whom to act as Vice-Chair of the Committee)~~
- ~~2 Academic Staff Representatives (Board Teaching Staff Member plus one other nominated teaching staff representative)~~
- ~~2 Student Representatives (to be nominated by HISA Perth)~~
- ~~Depute Principal~~
- ~~Vice Principal (Academic)~~
- ~~Vice Principal (External Engagement)~~
- ~~Chair of Scholarship and Research Committee~~
- ~~Head of Student Experience~~
- ~~Head of Learning and Teaching Enhancement~~

#### **By invitation**

~~Student Services Manager, Student Records Manager, Quality Manager~~

#### **In attendance**

Other appropriate staff members of the College by invitation

#### **Quorum**

The quorum shall be 7 including the Chair or Vice Chair, and must include one Independent Member of the Board of Management

#### **Frequency of Meetings**

At least 3 times per academic session, and as required.

## **Terms of Reference**

1. To maintain an overview of academic quality assurance and outcomes by reviewing reports from the Quality Assessment Committee and other relevant internal and external sources including feedback and evaluation from student and stakeholder surveys.
2. To consider the implications of reports and updates from other relevant College and UHI Committees and, where appropriate, act to ensure the relevance and currency of the academic offer.
3. To review and approve College's policies and strategies that relate directly to the student experience.
4. To receive regular reports from Management and HISA Perth on progress with student engagement in the operation of the College.
5. To keep under review the regional and national economy and market trends to help advise on the alignment of the curriculum
- 4.6. Review annually the Terms of Reference for the Committee and its composition and make any necessary recommendations for change to Chairs' Committee.

Reviewed June 2025

## **REMUNERATION COMMITTEE**

### **Membership**

The Chair of the Board of Management

The Vice Chair of the Board of Management

The Chair of each of the Standing Committees of the Board (excepting Audit Committee)

Any other Board Member as nominated by the Chair of the Board of Management

The Chair of the Board of Management shall not chair the Remuneration Committee.

### **In Attendance**

Director of HR & Organisational Development (as required)

### **Quorum**

The Quorum shall be 50% of the total current membership of the Committee

### **Frequency of Meetings**

The Committee shall meet no less than once per year.

### **Terms of Reference**

To consider and make recommendations to the Chair's Committee on the remuneration package of the College Principal and such other senior staff whose remuneration and other terms and conditions are individually agreed with the Board, taking into account:

1. that College senior management should be fairly rewarded for their individual performance and contribution to the college's overall performance.
2. where, in terms of senior management remuneration, the College stands in relation to other comparably sized institutions in the sector;
3. the Scottish Government's guidance for remuneration in the public sector;
4. the relationship between the remuneration of the senior management and that of other employees of the college and the Scottish Government's public sector pay guidance;
5. the benefits granted to senior management;
6. the adequacy of pension arrangements and also the cost implication of pension arrangements, including the pension effect of remuneration proposals.

## Authority

The Remuneration Committee is accountable to the Board of Management and is authorised on its behalf to:

1. Set and agree key objectives for the Principal annually. These objectives will take into account the priorities of the Strategic Plan and any important emerging priorities. Objective setting will be carried out by the Chair on behalf of the Committee, and should seek the views of students and staff in setting the performance measures;
2. Conduct an Annual Review and Appraisal no later than 30 September and base the appraisal on the progress achieved against targets and the agreed key objectives identified in the Strategic Plan. This will be carried out by the Chair of the Board of Management on behalf of the Committee and the outcome will be reported to the Remuneration Committee;
3. Satisfy itself that the Principal's remuneration is fair and consider any grounds for review. This may involve evidence gathered and submitted by staff and students, or other evidence such as benchmarks of remuneration packages at other colleges;
4. Consider whether any remuneration received by the Principal from third party sources which relate either directly or indirectly to any College activities and which must be declared to the Remuneration Committee, has any bearing on the level of the Principal's salary.
5. Keep under review specific details of the contract of employment between the Board of Management of Perth College and the Principal;
6. The Principal should attend the Remuneration Committee for the consideration of salaries that are based on the Principal's recommendation;
7. Consider and approve any responsibility payments or nonconsolidated payments recommended by the Principal for senior management;
8. Consider and agree severance arrangements in respect of senior management post holders and ensure such arrangements are in accordance with SFC Guidance;

Reviewed April 2025



## **Strategic Development Committee – Terms of Reference**

### **Membership**

~~No fewer than 3 Independent Members of the Board of Management members~~

~~College Principal~~

~~1 Staff Member of the Board of Management~~

~~2 student members nominated by HISA Perth~~

### **In attendance**

~~Depute Principal~~

~~Vice Principal (Academic)~~

~~Vice Principal (External Engagement)~~

~~Vice Principal (Operations)~~

### **Quorum**

~~The quorum shall be 4 members~~

### **Frequency of Meetings**

~~The Committee shall meet no less than three times per year.~~

### **Terms of Reference**

- ~~• To actively engage in the development, review and monitoring of the College's Strategic Plan;~~
- ~~• To consider and approve other appropriate College Strategies, in particular those that seek to grow non-SFC income for the College;~~
- ~~• To consider matters relating to community outreach and the participation of the college in the delivery of major partnership projects;~~
- ~~• To keep under review the regional and national economy and market trends to help advise on the alignment of the curriculum;~~
- ~~• To monitor risks associated with commercial and international income and make appropriate recommendations to the Audit Committee;~~
- ~~• The Strategic Development Committee shall meet jointly with Finance & Resources Committee on an annual basis to ensure there is sufficient scrutiny of resource implications of potential proposal and recommendations taken forward by Strategic Development Committee.~~

Reviewed January 2022

## **BOARD OF DIRECTORS FOR AIR SERVICE TRAINING (ENGINEERING) LTD**

### **Membership**

~~3 Directors from Perth College Board of Management (one of whom shall be appointed Chair by the Chair of the Board of Management of Perth College UHI);  
Principal and Chief Executive of Perth College UHI;  
General Manager of Air Service Training (Engineering) Limited;  
Up to 2 external non-executive Directors.~~

~~There shall be a nominated Vice Chair of the Board. All non-Executive members of the Board shall be eligible to undertake this role; in the event of no such Director being available, this role shall be undertaken by Principal & Chief Executive of Perth College UHI.~~

### **Quorum**

~~The quorum shall be three members, at least two of whom to be members of the Board of Management.~~

### **In Attendance**

~~Vice Principal (External) of Perth College UHI;  
Vice Principal (Operations) of Perth College UHI;  
AST SMT members by invitation;  
Other appropriate staff members of Perth College UHI by invitation.~~

### **Frequency of Meetings**

~~The Board shall meet no less than four times per year.~~

### **Terms of Reference**

- ~~1 — To approve, monitor and review strategy in relation to the generation of new business opportunities.~~
- ~~2 — To consider and promote proposals for enhancing the efficiency and effectiveness of the company.~~
- ~~3 — To consider market opportunities and to make decisions on marketing strategies and plans to address these opportunities.~~
- ~~4 — To monitor and review the actual performance against the budget and forecasts in respect of progress towards achieving the business plan.~~
- ~~5 — To recommend the annual accounts for approval to the Board of Management of Perth College, through the Finance and General Purposes Committee.~~

- ~~6 To monitor and review the annual budget and three year business plan for Air Service Training (Engineering) Limited and to recommend its approval to the Board of Management of Perth College.~~
- ~~7 To receive and consider reports regarding the award of commercially focused contracts.~~
- ~~8 To consider the physical development of Air Service Training (Engineering) Ltd and make recommendations to the Board of Management of Perth College.~~
- ~~9 To consider all commercial and any other business aspects relating to AST~~

~~Reviewed September 2022~~

<b>Committee</b>	Board of Management
<b>Subject</b>	Authorised signatories for bank
<b>Date of Committee meeting</b>	30/06/2025
<b>Author</b>	Lynn Murray, Depute Principal - Operations
<b>Date paper prepared</b>	25/06/2025
<b>Executive summary of the paper</b>	Board approval is required to set up authorised signatories with RBS.
<b>Consultation</b> How has consultation with partners been carried out?	Communication with RBS Relationship Manager
<b>Action requested</b>	<input type="checkbox"/> For information only <input type="checkbox"/> For discussion <input type="checkbox"/> For recommendation <input checked="" type="checkbox"/> For approval
<b>Resource implications</b> (If yes, please provide details)	<b>Yes</b> Authorised signatories can approve banking transactions for UHI Perth.
<b>Risk implications</b> (If yes, please provide details)	<b>Yes</b> Risk of financial loss can be mitigated by requiring two signatories to authorise transactions.
<b>Link with strategy</b> Please highlight how the paper links to the Strategic Plan, or assist with: <ul style="list-style-type: none"> <li>• Compliance</li> <li>• National Student Survey</li> <li>• partnership services</li> <li>• risk management</li> <li>• other activity [e.g. new opportunity] – please provide further information</li> </ul>	Financial sustainability

<p><u><b>Equality and diversity</b></u></p> <p><b>No</b></p> <p>If yes, please give details:</p>	<p>Click or tap here to enter text.</p>
<p><b>Island communities</b></p> <p>Does this activity/ proposal have an effect on an island community which is significantly different from its effect on other communities (including other island communities)?</p>	<p><b>No</b></p> <p>If yes, please give details:</p> <p>Click or tap here to enter text.</p>
<p><u><b>Data Protection</b></u></p> <p>Does this activity/ proposal require a Data Protection Impact Assessment?</p>	<p><b>No</b></p> <p>Set out any data protection aspects and whether a data protection impact assessment is needed</p>
<p><b>Status</b> (e.g. confidential/non confidential)</p>	<p>Non-Confidential</p>
<p><b>Freedom of information</b></p> <p>Can this paper be included in "open" business?* <b>-Yes</b></p>	<p>Papers should be open unless there is a compelling reason for them to remain closed. If a paper, or parts of a paper, are to remain closed the reason for that exemption must be specified – see reasons below</p>

\* If a paper should **not** be included within 'open' business, please highlight below the reason.

Its disclosure would substantially prejudice a programme of research	<input type="checkbox"/>	Its disclosure would substantially prejudice the effective conduct of public affairs	<input type="checkbox"/>
Its disclosure would substantially prejudice the commercial interests of any person or organisation	<input type="checkbox"/>	Its disclosure would constitute a breach of confidence actionable in court	<input type="checkbox"/>
Its disclosure would constitute a breach of the Data Protection Act	<input type="checkbox"/>	<p>Other [please give further details]</p> <p>Click or tap here to enter text.</p>	<input type="checkbox"/>

Further guidance on application of the exclusions from Freedom of Information legislation is available via:

<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp> and [http://www.itspublicknowledge.info/web/FILES/Public\\_Interest\\_Test.pdf](http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf)

### Bank authorised signatories

1. UHI Perth banks with RBS and we require to set up authorised signatories via an online mandate form.
2. On completing the mandate form for RBS the authorised signatory is asked to attach a minute of the Board meeting where approval was given for them to be signatories.
3. Day-to-day bank transactions are processed and approved by members of the Finance team. Internal audit will assess banking arrangements and segregation of duties as part of their review of key financial controls, which is currently taking place.
4. Authorised signatories at a senior level are required to be in place eg to authorise any changes to those processing and approving bank transactions.
5. Currently there are only two members of the Senior Leadership Team operating as the Depute Principal Academic is absent through ill health. It is considered prudent to have another authorised signatory for cover and the interim Chair of the Board has consulted the Executive Office of UHI who has advised that it is acceptable to have a Board member as a signatory in these exceptional circumstances.

### Recommendations

6. It is recommended that the Board agrees that the following are authorised signatories for UHI Perth:
  - Catherine Etri, interim Principal and Chief Executive (already registered with the bank)
  - Lynn Murray, Depute Principal Operations
  - Alistair Wylie, interim Chair of the Board
7. It is recommended that a financial control is put in place that two signatories are required to approve any changes to banking arrangements.

**Committee Cover Sheet**

Paper No.8

<b>Name of Committee</b>	Board of Management
<b>Subject</b>	Independent Investigation into the Financial Challenges at the University of Dundee – Lessons Learned
<b>Date of Committee meeting</b>	30/06/2025
<b>Author</b>	Scottish Funding Council
<b>Date paper prepared</b>	26/06/2025
<b>Executive Summary</b> Please provide a concise summary of the Paper outlining the purpose, impact and recommended future actions if approved	<p>Paper consists of the “Lessons Learner” portion of the Independent Investigation into the Financial Challenges at the University of Dundee for discussion.</p> <p>The full Report has been previously issued to Board Members, and is available via the following link: <a href="https://www.sfc.ac.uk/wp-content/uploads/2025/06/Gillies-Report.pdf">https://www.sfc.ac.uk/wp-content/uploads/2025/06/Gillies-Report.pdf</a></p>
<b>Committee Consultation</b> Please note which Committees this paper has previously been tabled at, and a brief summary of the outcomes/actions arising from this.	n/a
<b>Action requested</b>	<p><input checked="" type="checkbox"/> For information</p> <p><input checked="" type="checkbox"/> For discussion</p> <p><input type="checkbox"/> For endorsement</p> <p><input type="checkbox"/> For approval</p> <p><input type="checkbox"/> Recommended with guidance (please provide further information, below)</p>
<b>Strategic Impact</b> Please highlight how the paper links to the Strategic Objectives of UHI Perth or the UHI Partnership.	n/a

## Committee Cover Sheet

<p><b>Resource implications</b></p> <p>Does this activity/proposal require the use of College resources to implement?</p> <p>If yes, please provide details.</p>	<p>Yes/ No</p>
<p><b>Risk implications</b></p> <p>Does this activity/proposal come with any associated risk to UHI Perth, or mitigate against existing risk?</p> <p>If yes, please provide details.</p>	<p>Yes/ No</p> <p>Click or tap here to enter text.</p>
<p><b>Equality &amp; Diversity</b></p> <p>Does this activity/proposal require an Equality Impact Assessment?</p> <p>If yes, please provide details.</p>	<p>Yes/ No</p>
<p><b>Data Protection</b></p> <p>Does this activity/proposal require a Data Protection Impact Assessment?</p> <p>If yes, please provide details.</p>	<p>Yes/ No</p> <p>Click or tap here to enter text.</p>
<p><b>Island communities</b></p> <p>Does this activity/proposal have an effect on an island community which is significantly different from its effect on other communities (including other island communities)?</p>	<p>Yes/ No</p> <p>If yes, please give details:</p> <p>Click or tap here to enter text.</p>
<p><b>Status</b></p> <p>(ie confidential or non-confidential)</p>	<p>Non-Confidential</p> <p>If a paper needs to remain confidential for a prescribed period of time before being made 'open', please advise how long must the paper be withheld:</p> <p>Click or tap here to enter text.</p>



## Committee Cover Sheet

### Freedom of Information

Please note that **ALL** papers will be included within 'open' business unless a justifiable reason can be provided.

Please select a justification from the list, below:

Its disclosure would substantially prejudice a programme of research	<input type="checkbox"/>	Its disclosure would substantially prejudice the effective conduct of public affairs	<input type="checkbox"/>
Its disclosure would substantially prejudice the commercial interests of any person or organisation	<input type="checkbox"/>	Its disclosure would constitute a breach of confidence actionable in court	<input type="checkbox"/>
Its disclosure would constitute a breach of the Data Protection Act	<input type="checkbox"/>	Other [please give further details] Click or tap here to enter text.	<input type="checkbox"/>

Further guidance on application of the exclusions from Freedom of Information legislation is available via:

<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp>

and

[http://www.itspublicknowledge.info/web/FILES/Public\\_Interest\\_Test.pdf](http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf)

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# **Investigation into financial oversight and decision making at the University of Dundee**

**Report presented to the Scottish Funding Council  
by Professor Pamela Gillies**

**19 June 2025**

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## Foreword

There have been numerous reports and horizon scans of the financial health of higher education institutions in Scotland in recent years and, almost without exception, they have indicated a difficult and worsening financial landscape for the sector.

Two important evidence-based documents on the financial sustainability of the Scottish higher education sector by the Scottish Funding Council were published in March 2022 and January 2023. They indicated that the financial environment would indeed continue to be extremely challenging going forward due to already well-known factors. These included, amongst others: the level of funding of the unit of resource for teaching, the funding of research, the rising costs of utilities and other operating costs, the rising costs of the staff pay bill due to increased employee pension contributions and national insurance contributions and declining home student numbers. In addition, international student growth was unlikely to continue due to UK visa and immigration issues and global economic instability.

Despite these very considerable financial pressures and challenges affecting the sector in Scotland, the University of Dundee is the only one of the nineteen Universities and specialist institutions to have suffered a financial collapse.

The Scottish Funding Council commissioned this investigation under clear terms of reference to establish precisely why the University of Dundee's financial position deteriorated so seriously and apparently so suddenly, as revealed to its Court of governors on 12<sup>th</sup> November 2024.

The main causal factors of the financial failure uncovered by this investigation are largely specific to the University of Dundee. They include poor financial judgement, inadequate management and reporting, poor monitoring of the financial sustainability key performance indicator, lack of agility in responding to a fall in income by the University leadership and weak governance in relation to financial accountability by the Court. Financial oversight was lacking when most needed.

These failings were compounded by the top-down, hierarchical and reportedly over-confident style of leadership and management, a lack of transparency and clarity in respect of financial data, the promulgation of a positive narrative around financial matters and a culture in which challenge was actively discouraged.

Key lessons to be learned for the University of Dundee and the sector are captured in this report. They cover themes relating to: financial acumen; the accurate, consistent, clear and comprehensive reporting of financial data; the importance of a knowledgeable, responsive and effective Court holding senior management to account and the value of an engaged workplace and inclusive University culture in which challenge and dissenting voices are welcomed and listened to.

The University of Dundee continues to retain a vibrant community of very talented and committed staff and students. The University has a strong track record of research success, is renowned for the quality of its teaching and student support, for its entrepreneurial flair and the very considerable contribution it makes to the economic, social and cultural life of the City of Dundee and beyond.

To paraphrase a member of staff who provided evidence to this investigation, my hope is that by rigorously, and clearly accounting for the past, this investigation will support a sustainable future for the University of Dundee which is built on financial competence, transparency and accountability.

Pamela Gillies, CBE FRSE

Professor Emerita and former Principal & Vice Chancellor, Glasgow Caledonian University

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## Terms of reference

The SFC has commissioned an independent investigation to determine the causes and contributing factors to the deterioration of the University of Dundee's financial position as revealed to its Court on 12 November 2024. The SFC wishes to understand how it was possible that the financial deterioration of the University had not been identified by UEG earlier and notified to the SFC. The investigation will seek to understand:

### Financial Management

1. The causes of the worsening financial situation, and in particular the balance between external factors affecting income generation and internal factors around governance and cost control.
2. The extent to which, over time, budgets were building in unrealistic savings or income targets which masked the true ability of the University to meet its budget targets.
3. The reasons the University failed to manage its cash prudently, allowing it to deteriorate to critically low levels, and failed to honour the commitment to invest money that had been understood to be ringfenced for future projects.
4. Whether investment decisions (capital, staffing, digital, operational, other) were appropriately agreed against their effects on the University's sustainability.
5. The effectiveness of internal systems and controls.

### Financial Reporting

6. The reasons why key signs of distress were not reported to UEG and Court in a timely fashion, and in particular why Court was only informed fully in November 2024.
7. The reasons why the University failed to report in a timely fashion to its key stakeholders.
8. The quality, credibility and accuracy of the information provided to the UEG and Court and their delegated committees and other groups, and whether this had an impact on the UEG's or Court's capacity to understand the situation and provide appropriate challenge.
9. The extent to which these bodies were left with a false impression of the University's financial health.
10. The extent to which any current or former member of the executive or governance structures sought to suppress information about the magnitude of the financial situation.
11. The extent to which any member of staff felt unable to raise concerns of the magnitude of the financial situation.

### Governance & Oversight

12. The extent to which UEG and Court and their committees and groups were aware, could have been aware and should have been aware, of the worsening financial situation.
13. The extent to which any reasonable person could have reached a judgement on the basis of the information provided that the University's financial position was worse than presented in the reports provided to UEG, Court and their committees and groups.
14. Whether any of the UEG, Court and their committees and groups failed in their executive or governance responsibilities to act soon enough to respond to the worsening situation.
15. The degree to which any executive or governance failures since the Court meeting on 12 November 2024 have inhibited the ability to address the financial situation and work towards recovery.

### Other

16. Such other issues as may emerge from the investigation of the above and which contributed to the deterioration of the financial position

In this report the above 16 Questions are referred to as 'the Questions'.

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## Conduct of investigation

The SFC set out the purpose of this investigation:

*“The investigation is being commissioned to understand the reasons why the University of Dundee’s financial position deteriorated so seriously and apparently so suddenly. The investigation will consider the role of management and governance in the deterioration, the information flows, any cultural issues and whether appropriate questions were asked at University Executive Group (UEG), Court and its committees. The investigation will provide the opportunity for the University to learn lessons from the circumstances that led to the deterioration. Additionally, SFC would be interested in understanding any lessons that would be beneficial for the wider sector in Scotland.”*

The SFC also set out the administration of the investigation:

*“The investigation will be supported by the University to ensure the Investigator and team has access to the documents and information that is required, and to support such arrangements for interviews, etc, as prove necessary.”*

### Investigation Team’s approach to the investigation and reporting

The Investigation Team established a timeline for review of 1 August 2021 through to 31 March 2025. The investigation was focused solely on the Terms of Reference to which the Investigation Team aligned its investigation and enquiries.

We began by engaging widely and listening to stakeholders, collecting evidence in the early stage of investigation and then moving to formal interviews and reporting.

The Investigation Team was appointed on 10 April 2024. This report was prepared on an urgent basis and required the review of a large volume of documentation and the undertaking of information gathering meetings and formal interviews in person. We are grateful for the support received.

Some of the evidence naturally came into focus such as the £40.3m cash from the Exscientia sale, which is relevant to how much cash was available at the beginning of the period of our review. Some of the evidence provided background, such as the impact of the currency crash in Nigeria (June 2023) and change in government policy on visas for dependents (announced in May 2023 and effective from January 2024).

Other matters related to historic decisions with, at times, the application of hindsight and / or personal views on the impact (which may not have triangulated with the financial records or be a judgement by the person providing the evidence). Whilst the Investigation Team read all of the evidence that was provided, up to and including 6 June 2025, it did not pursue every avenue nor follow up every invitation for a meeting or further evidence. This is in the context of: (i) this is a focused review with limited time; (ii) a significant number of papers readily triangulated, and progressively so over time; (iii) a number of pieces of evidence overlapped; (iv) evidence gathering through interviews is time intensive and has a high opportunity cost in delivery; (v) not all evidence submitted was relevant (either timeline or scope) and (vi) once the analysis was understood in the context of the 16 Questions in the Terms of Reference, the Investigation Team moved to report writing and completion of this report.

We have looked at decisions, actions or inactions taken at certain times, in the context of what was known at the time or should reasonably have been known. We have not reviewed decisions, actions or inactions using hindsight.

The Lead Investigator and Head of Investigation held an open ‘Townhall’ meeting on 1 May 2025. We were advised by the University that this was attended in person by c.150 people and a further c.250 people joined through the live feed.

The Investigation Team formally met:

- ▶ 14 people information gathering (predominantly current employees in the University), some on multiple occasions
- ▶ 8 people meeting with the Trade Unions
- ▶ 61 people information provided to the [BDOinvestigations.dundee@bdo.co.uk](mailto:BDOinvestigations.dundee@bdo.co.uk) email or through the SFC
- ▶ 16 people formal interviews (current and former staff and current and former Court members, two of whom were met as part of information gathering)

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# Lessons that may be beneficial for the wider sector in Scotland

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## Lessons that may be beneficial for the wider sector in Scotland

The responses to the Questions provide the opportunity for the University to learn lessons from the circumstances that led to the deterioration.

Standing back, the well-established Scottish Funding Council's Financial Memorandum ('FM') with Higher Education Institutions and the Scottish Code of Good Higher Education Governance in Scotland ('Scottish Code') are fit for purpose.

Whilst the University was obliged to comply with the FM, it did not. Whilst the Scottish Code provides a framework for adequate and effective management and governance arrangements, the University failed to operate effectively in practice (both governance and management).

There are a small number of general lessons:

1. The UEG, or equivalent, should actively consider and challenge the management accounts of the institution from a position of understanding of the totality of operations. There needs to be:
  - An integrated income & expenditure, cashflow and balance sheet.
  - Transparent cash reporting and cash management i.e. budgeted and allocated cash, unallocated operational cash.
  - Control and reporting of capital projects in a way that is not separate to or segregated from the whole university financial reporting; and
  - Transparent treasury management (especially if RCFs or loan finance is being used or is available);
2. Active and critical appraisal and challenge of the Risk Register;
3. Where there are obvious sensitivities (high risk rating) on student recruitment or financial sustainability, there should be regular updates to the Finance Committee (or equivalent) as a check and balance on budgets and forecasts;
4. Where there are loan or RCF covenants, depending on headroom these should be reported to UEG on a monthly or quarterly basis (in real time and based on the prior month's management accounts);
5. There needs to be a culture (in practice) of the validity and value of questioning at all levels in a way that is without fear;
6. The Chair of UEG (ordinarily the Principal) should be receptive to challenge;
7. Curiosity should be encouraged (and whether at UEG, ARC, Finance Committee or Court) - one person's 'innocent question' ("I don't really understand but...") is often a catalyst for another person and the engagement leads to a far richer understanding and potentially uncovering of risks and issues that are worthy of debate;
8. There should be clear and unambiguous early communication to Court and its committees regarding matters of importance to the whole university;
9. Minutes should reflect challenges and not bias. They should also make clear how decisions were arrived at;
10. Both the UEG and all members of Court should live the nine principles of public life;
11. The ARC should be able to stand back on any matter and review or enquire. The ARC should be the conscience of the University - the ultimate back stop for any matter.
12. The University of Dundee had a practice of the Chair of FPC 'in attendance at ARC' and the Chair of ARC 'in attendance at FPC'. This overlap can appear functional in theory but from a best practice perspective often falls over in practice. The respective Chairs can readily get sucked into the detail and, in particular, the Chair of ARC returns to ARC with a pre-set and (likely) biased view. ARC should retain an element of independence in the overall governance and certainly absolute objectivity - this is readily lost. Best practice would be for no overlap - there will be members of the Executive that do attend both and the different lenses are helpful;
13. In extremis, and it is seen (UK wide), institutions have a habit of forming a 'Committee of Chairs of Committees' or similar. In doing so, the Chair of ARC automatically loses their objectivity. The 'conscience of the University' is lost and objectivity over new and emerging risks can readily be overridden by a bias from prior (and detailed) consideration in a different context to ARC's considerations;
14. Papers must (not should) be provided in advance of meetings (and regardless of UEG, Court or its committees). Papers should be provided to give members time to read and consider in advance;
15. Papers should never be provided retrospectively, this is poor practice, regardless of the considered confidentiality of content - good governance cannot happen in a vacuum and the Executive need to work within the Board and Committee structure of the University;

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16. There are few instances in Scotland where the University Secretary (or equivalent) is the Chief Operating Officer of the institution, but this dual role can create conflicts of interest that are difficult to resolve in real time. While there will be a direct reporting line to the Chair of Court / Governing Body, there will also be a reporting line to the Principal. These two lines often work 'until they do not'. Care should be taken to ensure the primary responsibility is always to the Chair of Court;
  17. The FM could usefully be updated for 'responsibilities of the Principal' and in particular in the role as 'Accountable Officer' and the responsibilities of Chair of Court; and
  18. A values-led University culture, which privileges transparency and accountability, is likely to actively support evidence-based collaborative decision making, integrity and openness to challenge and debate.



**BOARD OF MANAGEMENT**

Paper 9

**Membership**

All Independent Members appointed by the Regional Strategic Body;

The Principal & Chief Executive of the College;

One person appointed by being elected by the teaching staff of the College;

One person appointed by being elected by the non- teaching staff of the College;

Two persons appointed by being nominated by HISA Perth from among the matriculated students of the College;

Two persons appointed by being nominated by the recognised Trade Unions of the College

**In attendance**

Depute Principal (Academic)

Depute Principal (Operations)

Other appropriate staff members of the College by invitation

**Quorum**

The quorum shall be 50% of the total current membership of the Board

**Frequency of Meetings**

The Board shall meet no less than four times per year.

**Terms of Reference**

During Board meetings and other sanctioned Board events, the Board shall:

1. Take note of the overall environment in which the college operates, and provide considered and appropriate strategic guidance to safeguard and enhance the continued operation of the college.
2. Ensure that the College provides the best possible education and learning environment for its students;
3. Ensure that the values and ethos of the College are upheld and promoted;
4. Ensure that its decision-making process is transparent, properly informed, rigorous and timely, and in the best interests of the College as a whole, including taking into account UHI partnership needs;
5. Ensure that the College operates ethically, responsibly and with respect for the environment and for society at large;
6. Ensure that robust risk management and internal control systems are in place, maintained and enhanced;
7. Ensure compliance with all statutes, ordinances and provisions regulating the College and its framework of governance.

**Reviewed October 2024**