

Extraordinary Board of Management

Minutes

Meeting reference: Board 2024-25/04/E4

Date and time: Monday 30 June 2025 at 5.00pm

Location: Online

Members present: Alistair Wylie, Interim Chair, Board of Management
Mary Fraser, Board Member
Deirdre Joy, Board Member
Chris Lusk, Board Member
David Macluskey, Board Member
Debbie McIlwraith-Cameron, Board Member
Elaine Piggott, Board Member
Christopher Whatley, Board Member
Catherine Etri, Interim Principal & Chief Executive
Patrick O'Donnell, Staff Board Member
Xander McDade, Student Board Member
Ronnie Dewar, Trade Union Board Member

In attendance: Lynn Murray, Depute Principal (Operations)
Fiona Cameron, Interim Director of Finance
Ian McCartney, Clerk to the Board of Management

Apologies: Ian Robotham, Board Member
Richard Fyfe, Staff Board Member
Andi Garrity, Student Board Member
Phil McNaul, Financial Consultant

Chair: Alastair Wylie

Minute Taker: Ian McCartney

Quorum: 8

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MINUTES

Item		Action
1.	<p>Welcome and Apologies</p> <p>Interim Chair welcomed all to the meeting and thanked those present for being able to attend given the short notice provided. Apologies were noted.</p> <p>Interim Chair noted that a recent IBM appointment had been reversed due to issues with the appointee receiving clearance from their employee due to perceived operational conflicts. Interim Chair would be following up via appropriate channels. Recruitment for additional IBMs was ongoing.</p> <p>Interim Chair welcomed Mary Fraser back to the Board, noting that Mary's resignation had been withdrawn and approved by UHI Court to allow reinstatement.</p> <p>Interim Chair welcomed David Macluskey to his first Board meeting; introductions were made by all present.</p> <p>Interim Chair advised that this would be the final Board meeting for Xander McDade, and formal thanks were noted for Xander's significant contribution during his tenure.</p>	
2.	<p>Additions to the Agenda</p> <p>Board were advised of the addition of Paper 8a to Item 8.5.</p>	
3.	<p>Declaration of Interest in any Agenda Item</p> <p>Board were reminded of their responsibility to regularly review and update their Register of Interest.</p> <p>There were no Declarations of Interest noted.</p>	
4.	<p>Minutes of the Meeting of the Board of Management held on 05 June 2025</p> <p>Interim Chair noted the statements that had been issued to staff and students earlier in the day regarding the resignation of the Principal.</p> <p>Interim Chair additionally noted that, due to a confidentiality clause engaged within the Settlement Agreement, both parties were subject to the strictest confidentiality on this issue.</p> <p>Board discussed the impact the issue was having and would be</p>	

	likely to have on the staff and students of UHI Perth.	
5.	<p>Matters Arising</p> <p>Chair of Audit Committee provided a brief update around the Development Trust, noting that OSCR had granted consent for a Stage 1 Reorganisation. The Supplementary Deeds now require to be signed by the Trustees before progressing to Stage 2 (formal wind-up).</p> <p>Depute Principal (Operations) advised that the most recent annual accounts for the Development Trust are still to be prepared. Chair of Audit Committee advised that this raised no concerns around the wind-up process.</p>	
6.1 & 6.2	<p>UHI Perth Management Accounts – Year to 30 April 2025 and Forecast to 31 July 2025 & UHI Perth Budget Update</p> <p>Depute Principal (Operations) advised that communication had been received from the Auditor General that the Section 22 issued on the College would be proceeding based on the lack of budget for 2023/24. An initial meeting would be held soon to progress.</p> <p>Depute Principal (Operations) further advised that a meeting had taken place with UHI CFO following last week's Finance & Resources meeting, where it had been clarified that the Clawback decision had been deferred to October, however the SFC grant had been front-loaded to allow local cashflow management. SFC had also confirmed they were content with the approach taken around the 2025/26 cash position, and this had been reflected in Paper 2.</p> <p>Depute Principal (Operations) summarised Paper 2, noting the £1.2m deficit forecast had increased by £600k, and other variances had been highlighted within the paper. The Draft Budget presented as Paper 3 also reflected these changes. Depute Principal (Operations) advised that outstanding Workstream treatments removed in consultation with UHI CFO may be rolled into Recovery Plan.</p> <p>Board Member noted the clear thread through the Budget re AST however noted that this position may be moveable therefore there is a need to keep a clear record of any variations for the Recovery Plan to ensure narrative reflects assumptions of numbers. Interim Chair queried whether this should be reflected in a separate project line. Depute Principal (Operations) agreed with this approach, and noted that explanations will be supplied for any variations.</p> <p>Student Board Member noted that timings around sign-off means that there will not be clarity around applications being converted, therefore there might be some value in being conservative around</p>	

	<p>estimates of student numbers. Student Board Member also noted that it would be useful to understand the legal status around AST students.</p> <p>Board Member noted that it would be helpful to understand the story around budgeting of costs. Depute Principal (Operations) advised that there had been some issues around items being expected but not in place, therefore a high-level budget had been produced. It had been assumed that the Budget would have been approved on the provision of the Recovery Plan, however as this process had taken longer than anticipated it was felt that there would be a need to provide new Board Members with this background information as part of their Induction process. Board AGREED with this approach.</p> <p>Paper 2 was NOTED and Paper 3 was APPROVED by Board.</p>	
7.1	<p>UHI Perth Recovery Plan</p> <p>Interim Principal presented Paper 4, advising that this had previously been presented to Finance & Resources Committee, and noting that the report was laid out in stages rather than as individual workstreams; workstreams had been built in as tasks within this format.</p> <p>Interim Principal summarised Stages 1 and 2, noting that 100% feedback had been received from staff teams plus 90 individual responses. The remaining elements of Stage 2 would be completed this week, and Stage 3 has commenced where possible to do so, and will include reviews of previous workstream solutions.</p> <p>Board Member noted the tight timescales and queried the capacity and resources for decisions to be enacted over and above the day-job. Interim Principal agreed that workloads and time capacity were going to be difficult, but everyone is aware of the importance of this work and are going above and beyond to deliver. Investment will be required in some areas, and these will be written into cost/benefit analysis.</p> <p>Board Member queried where the £3.5m in income growth will come from given the difficulty in generating additional income in the sector. Interim Principal advised that there is untapped opportunity in the Transnational area that had not previously been developed due to challenges around expansion, eg timescales for approval processes.</p> <p>Student Board Member noted that the proposals had been positively received and further noted importance of having a number of smaller growth items that add up to a larger number, however the main problem is likely to be getting such projects up and running over the summer.</p>	

	<p>Board Member queried how competition within UHI for the same students could be addressed. Interim Principal noted that this would be a difficult area to break down, for example commissions will have to be negotiated around some International work, however while competition is still being encouraged there are steps being looked at to break down barriers.</p>	
8.1	<p>HISA Elections Report</p> <p>Interim Chair noted that Paper 5 had been carried forward from Board meeting on 05 June due to lack of time, and advised that, as no HISA staff were available to present the paper that comments and questions from Board Members should be directed to the Clerk who would then pass to HISA for formal response.</p> <p>Interim Chair noted the worryingly low turnout that needs addressed. Student Board Member advised that Student Satisfaction Surveys act as a better barometer of student engagement.</p>	
8.2	<p>UHI Perth Governance Report</p> <p>Vice Chair presented Paper 8.2, and reminded Board that the purpose of the Review had been to ensure the Board's governance arrangements were transparent and in keeping with the recent reset, with a tight focus around information and training.</p> <p>Vice Chair noted that the items identified as being urgent had all been implemented, and that further work will be required to complete outstanding tasks</p> <p>Student Board Member queried the training priorities of the Board. Vice Chair confirmed that it was a suggestion that Board Members prioritise training around the committees that they sit on. Student Board Member noted the situation at Dundee University, and advised that that all Board Members should be prioritising Finance Training. Interim Chair agreed and suggested that this be reflected in Mandatory Training requirements and the Governance Review going forward.</p> <p>Board Member suggested that the Statement of Primary Responsibilities and the Terms of Reference should be more ambitious in nature. Clerk noted that clarification would be required over Board's capacity to amend the Statement of Primary Responsibilities, and if possible Board approval would be sought for any proposed amendments.</p> <p>Board APPROVED amendments to the Standing Orders noted in Paper 6, with additional amendments taken forward for Board approval.</p>	Clerk

8.3	<p>UHI Perth Authorised Signatories</p> <p>Depute Principal (Operations) presented Paper 7, highlighting the requirement for Board approval of appointment of authorised signatories along with the shortage of authorised signatories currently within UHI Perth.</p> <p>Student Board Member queried the process for leavers to ensure staff members are removed in a timely manner, and highlighted that previous Principal is still on a PLG distribution list. Depute Principal (Operations) confirmed that there is an exit process in place to remove staff members from systems, and will pick up on the PLG distribution list issue raised.</p> <p>Interim Chair asked for any objections to the recommendations and stated that Chair acting as authorised signatory would be a short-term measure and would be removed as soon as was practically possible. As there were no objections, Board APPROVED Paper 7.</p>	Depute Principal (Operations)
8.4	<p>Trade Union Membership/Attendance</p> <p>Interim Chair advised that a letter had been received from a GMB representative requesting a place on the Board.</p> <p>Clerk summarised the position noted in the College's governing documents that Trade Union Board Member positions were reserved for members of recognised TUs, which did not currently apply to GMB.</p> <p>Student Board Member noted the negative perceptions that may impact on the Board should this affect the level of trust that staff have in the Board, and expressed concern that recent improvements in this regard may be undermined if the Board is not seen to want to hear the staff voice. Trade Union Board Member expressed support for this position.</p> <p>Interim Chair, while agreeing with the principle, stressed a need to do things the correct way, and requested Clerk and Director of HR provide some additional insight into how this matter can be moved forward, and to allow the Board to move forward in such a way that cannot be seen as the Board aligning with a particular side.</p>	Clerk/ Director HR
8.5	<p>Independent Investigation into the Financial Challenges at the University of Dundee – Lessons Learned</p> <p>Interim Chair noted Papers 8 and 8a and provided a short summary of the key issues before opening the issue up for discussion across the Board with a view to providing output around key areas noted in the checklist.</p> <p>Board Member advised that the matter may better lend itself to</p>	

	<p>discussion at a Board Development Session.</p> <p>Board Member suggested that comparative analysis against the recent External Evaluation Review to provide areas to work on may be useful. Other Board Members noted that the EER painted a very broad picture at a specific moment in time that may no longer be deemed valid for the Board.</p> <p>Student Board Member noted some similarities around what happened at Perth so there is a need to consider what did happen internally, how this was resolved versus what should have happened, and the work required around the challenge function, possibly via a reflection piece. It would also be useful to have such work in place prior to any Section 22 hearings.</p> <p>Board Member noted that, although the report has some similarities, the culture at Perth has already changed around openness and trust, however an in-person Board Development Session would prove useful.</p> <p>Depute Principal (Operations) advised that the Section 22 work not only covered 2023/24 as the financial statements included Board resignations so 2024/25 will be in scope.</p> <p>Board AGREED to utilise a Board Development Session to explore issues and how college can ensure relevant lessons are learned. Interim Chair to liaise with colleagues to develop a suitable session plan.</p>	Interim Chair
9.	<p>Date & Time of Next Meeting</p> <ul style="list-style-type: none"> Wednesday 20 August 2025, 5:00pm (Extraordinary) <p>Interim Chair noted that an additional Board meeting may be required prior to this date to provide an interim update around Recovery Plan progression.</p>	
10.	<p>Review of Meeting</p> <p>Board confirmed that the meeting had been conducted in line with the Terms of Reference.</p>	

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

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** ☒