

Extraordinary Board of Management

Minutes

Meeting reference: Board 202425/03/E1

Date and time: Tuesday 04 February 2025 at 5.00pm

Location: Boardroom (Braham 019)

Members present: Graham Watson, Chair, Board of Management
Mary Fraser, Board Member
Jenni Harrison, Board Member
Deirdre Joy, Board Member
Chris Lusk, Board Member
Debbie McIlwraith-Cameron, Board Member
Elaine Piggott, Board Member
Ian Robotham, Board Member
Derek Waugh, Board Member
Chris Whatley, Board Member
Alistair Wylie, Board Member
Margaret Cook, Principal & Chief Executive
Richard Fyfe, Staff Board Member
Patrick O'Donnell, Staff Board Member
Andi Garrity, Student Board Member
Xander McDade, Student Board Member
Ronnie Dewar, Trade Union Board Member

In attendance: Lorenz Cairns, Depute Principal (Academic)
Lynn Murray, Depute Principal (Operations)
Ian McCartney, Clerk to the Board of Management

Apologies: Jenny Hamilton, Board Member
Winston Flynn, Trade Union Board Member

Chair: **Graham Watson**

Minute Taker: Ian McCartney

Quorum: 10

UHI Perth is a registered Scottish charity, number SC021209

We will act with integrity in everything we do

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

MINUTES

Item		Action
1.	<p>Welcome and Apologies</p> <p>Chair welcomed all to the meeting and noted apologies.</p>	
2,	<p>Additions to the Agenda</p> <p>There were no additions to the Agenda.</p>	
3.	<p>Declaration of Interest in any Agenda Item</p> <p>There were no Declarations of Interest noted.</p>	
4.	<p>UHI Outline Business Case</p> <p>Chair opened proceedings by referring to the informal meeting with UHI on the Outline Business Case (OBC) last week, and noted it was very clear from the SFC's statement that they are keen to progress the process to Full Business Case (FBC), with funding provided to advance the process, are not currently considering other options, and will only be providing long term transformational funding on the basis of an FBC. The Board was reminded that a formal decision on any structural changes in the partnership would only be sought after completion of the FBC.</p> <p>Chair further noted that it would be useful for this meeting to consider documenting elements of a response to UHI around those key aspects of a FBC that UHI Perth would wish to be taken forward and/or supported.</p> <p>Chair identified that there were a number of suggested income benefits within the OBC, but it would be useful to understand how these will benefit the students of UHI Perth, and what mechanisms will exist to make these initiatives fair and equitable in terms of resources.</p> <p>Principal stressed the importance of ensuring sustainable funding through the FBC process while remaining fully engaged in and committed to managing costs during Recovery Planning. Board Member added that it is vital that all APs are similarly engaged in their own Recovery Planning processes.</p> <p>Board Member sought some clarity around the pathway towards a single institution. Principal advised that UHI saw Option 6 as the most desirable outcome and, while this may prove to be the final destination, this looks to be a long road, and would estimate it will take nearer 10 years than 5 to complete. Principal further advised</p>	

	<p>that the other options being put forward within the OBC may act as staging posts along this route.</p> <p>Board Member noted that the OBC didn't clearly demonstrate an economic case for the options taken forward, therefore a priority for the FBC should be to ensure this is delivered on a number of key metrics.</p> <p>Board Member noted that there is a need to get on the front foot to make the best case for UHI Perth; however, the process cannot be allowed to take as long as the route map suggests and there is a clear need to quickly identify what services can be immediately centralised given that UHI Perth are already paying for these within the top-slice. Quick wins in developing the FBC are important. Depute Principal (Operations) advised that there will be elements of this proposal within the Recovery Plan, including potential location options.</p> <p>Board Member stressed that there is a need to clearly define what UHI Perth want out of the process, in particular around responding to local needs. UHI Perth contributes a large percentage of UHI's HE numbers, but that does not need to be the focus locally going forward. Evidencing clearly the benefits within the FBC would be essential, so that it is clear to SFC that the way forward represents better value for the taxpayer.</p> <p>Depute Principal (Academic) advised of a need to focus on what will remain at the end of the process and how competitive this will be. Investment in Estates is required and needs to be phased appropriately to ensure readiness for business. Board Member added that we need to be clear what our offer is to allow investment to follow.</p> <p>Board Member identified that Shared Services will be the main driver in terms of reducing costs across the Partnership.</p> <p>Board Member expressed disappointment at the level of detail provided in the OBC in terms of benefits analysis, timescales and costs, noting that of the £1.5m identified SFC had only committed to £500k to date. Chair advised that there is a meeting this week with SFC and it is assumed the full £1.5m will be forthcoming; without it, it would be hard to see the project progressing.</p> <p>Board Member noted that there is no apparent provision yet for SFC to provide funding for the costs of change and there is no guarantee that the project will succeed if an Invest To Save model cannot be produced, therefore UHI Perth, while committing to the process, should keep one eye on what happens if project does not work.</p> <p>Board Member expressed concern around how costs associated with TUPE, infrastructure, etc would be met if SFC isn't committed</p>	
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	<p>to covering these costs. Chair expressed doubt that SFC would commit to £1.5m of funding if they thought all that would do was buy some time. Principal advised that TUPE/Pensions/VAT are likely to be key issues, and likely costs need to be fully explored during FBC work. Board Member agreed the importance of these issues, and also that charity structures need to be taken into account around pension crystallisation, which will be a very tricky issue across a number of different bodies.</p> <p>Student Board Member, while recording concern that any cuts to front-line staff would impact upon the student experience, noted a need for UHI Perth to be an active participant at all levels during this process, and in some ways OBC not being detailed may allow the narrative to be set with UHI Perth leadership. In addition, SFC should be asked to pay for long term costs of change, and should also be asked to consider writing off any funding already provided to APs.</p> <p>Board Member identified a need for realism and clear single-point accountability, however it was not clear where this will lie. In addition, the OBC makes assumptions on a number of issues such as a unified curriculum, but doesn't explore risks such as what happens if there is a change of government or government focus in 2026.</p> <p>Board Member stressed that the FBC needs to be exciting, ambitious and radical – a case not made convincingly in the OBC.</p> <p>Chair advised that UHI Perth needs to take a leadership role in the project due to its relative size and needs to make best use of the opportunities the process will present over the next few months to ensure we are well positioned to move to the next stage. Board Member appreciated the desire to take a leadership role and agreed that should be UHI Perth's position, however previous experiences around Shared Services should be heeded, and the "how" of achieving Shared Services needs to be factored in.</p> <p>Board Member noted there is a Sector perspective around the desire to recruit HE students, and the project needs to address how UHI will address this within an increasingly competitive market.</p> <p>Board Member noted the need for a better understanding of the HE Contract in terms of how much HE costs UHI Perth, and what would be the impact if UHI Perth was an FE Provider/HE Host. Principal noted that HE and FE provision are closely meshed together - few staff teach all FE or all HE, most teach both. National Bargaining and FE contracts will also be an issue.</p> <p>Board Member queried when costings re course provisions will be available. Depute Principal (Operations) advised that this work was being progressed with Curriculum Team and would likely be</p>	
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	<p>available in April 2025.</p> <p>Board Member queried whether the Top Slice could be renegotiated. Principal advised that UHI need the money from the Top Slice so it's hard to see a position change in the near future. Chair noted that options from UHI Perth in terms of future forecasts had been formally laid out to SFC in this regard in the Chair's December 2024 letter to the UHI Chair, copied to the SFC Chair.</p> <p>Board Member stressed that there is a need for UHI Perth to be more economically viable and that seems difficult for us to achieve at the moment. Principal advised that there will be a number of options provided in the Recovery Plan that will be coming to Board for discussion in early March.</p> <p>Staff Board Member expressed need for more information around student choices being made beyond other HEIs reducing entry requirements as the situation is more complex than that. Board Member agreed that UHI occupies a niche market that doesn't need to compete with more traditional Universities, but this doesn't appear to be a focus for the organisation. Depute Principal (Academic) noted that attainment figures are available with tangible evidence as to why student numbers have decreased, and these are being used as part of the Targeting Model to determine future student numbers.</p> <p>Board Member noted that today was the first time UHI Perth Board had grasped the nettle with respect to leading within UHI, however thought needs to be given by the SLT as to what next steps are.</p> <p>Board Member noted that the FBC process offered a real opportunity to be creative and ambitious, and we need to get in a room with other APs to drive forward toward mutual benefit.</p> <p>Following a brief discussion around potential wording, and subject to receipt of assurances from UHI of appropriate commitment from all other Academic Partners, UHI Perth Board of Management AGREED to support UHI and take a leadership role with full participation in moving forward with the preparation of a Full Business Case as outlined in the OBC, and in line with the Minute of the UHI Perth Board Meeting held on 4 February 2025.</p>	
3.	<p>Date & Time of Next Meetings</p> <ul style="list-style-type: none"> • Thursday 06 March 2025, 5:00pm (Extraordinary) • Wednesday 02 April 2025, 5:00pm (Scheduled) 	
4.	<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 – Closed until formal approval of UHI Full Business Case ☒

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

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

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

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