

Board of Management

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

Current Action Log – Board of Management

Initial Meeting	Topic	Action	Owner	Progress Update
17 October 2023	Development Trust	Board to receive process update re winding up of Development Trust	Principal	Ongoing – DMC update Board at Cycle 3 meeting; paperwork due to be lodged with OSCR end May 2025 before wind-up signed off.
23 October 2024	Annual H&S Report	Volunteer info re Board H&S Champion to be circulated	Clerk	Complete – alternative monitoring via Audit Committee agreed.
16 April 2025	Recovery Options	Risk Appetite to be reviewed	Depute Principal (Operations)	Ongoing – to be considered at Audit Committee before presenting to Cycle 4 Board
16 April 2025	Voluntary Severance Scheme	Greater detail on ongoing consultation to be provided to Board	Principal	Complete – issued to Board 17 April 2025
16 April 2025	UHI Perth China Visit	Board to receive post-trip reports for international visits to show extent of income generated	Principal	Not yet available

MINUTES

Item		Action
1.	<p>Welcome and Apologies</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 1st July.</p>	
2.	<p>Additions to the Agenda</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 APPROVED the suspension of Standing Order 5.4 until 07 October 2025.</p>	
3.	<p>Declaration of Interest in any Agenda Item</p> <p>There were no Declarations of Interest noted.</p>	
4a.	<p>Minutes of the Board of Management meeting held on 16 April 2025</p> <p>The minutes were APPROVED as an accurate record of the meeting.to avoid potential confusion.</p>	
4b.	<p>Minutes of the Extraordinary Board of Management meeting held on 08 May 2025</p> <p>The minutes were APPROVED as an accurate record of the meeting.to avoid potential confusion.</p>	

4c.	<p>Minutes of Extraordinary Board of Management meeting held on 15 May 2025</p> <p>The minutes were APPROVED as an accurate record of the meeting.</p>	
4d.	<p>Minutes of Extraordinary Board of Management meeting held on 19 May 2025</p> <p>The minutes were APPROVED as an accurate record of the meeting.</p>	
5.	<p>Matters Arising from Previous Minutes</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>RESERVED ITEM</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 APPROVED a strategic decision to move forward as detailed in Paper 14 on the proviso that funding can be agreed.</p>	
6.1	<p>UHI Transitions Project</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>	
6.2	<p>Interim Chair's Report</p> <p>Interim Chair presented Paper 5, noting that the paper captured high-level items.</p> <p>Board NOTED Paper 5.</p>	
6.3	<p>Interim Principal's Report</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 NOTED.</p>	
6.4	<p>HISA Perth Report</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 NOTED by the Board.</p>	
7.1	<p>UHI Perth Draft Budget 2025/26 & Indicative Budgets 2026/27 and 2027/28</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 NOTED Paper 7 and AGREED approach for Budget processes and timings for approval.</p>	
7.2	<p>UHI Perth Recovery Plan – Progress Report</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 at this stage, however</p>	

	<p>it 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>Interim 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 NOTED Paper 8.</p>	
7.3	<p>Pension Strain Agreement</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 APPROVED Paper 9, and AGREED a 3-year repayment plan.</p> <p>Chair, Finance & 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 AGREED with this position.</p>	
7.4	<p>Estates Planning</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 & Resources Committee, Board APPROVED Paper 10</p>	
7.5	<p>2025/26 Board & Committee Schedule</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 APPROVED by Board.</p>	
7.6	<p>Procurement Award – Catering & Procurement Award – Gym Equipment</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 & 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 APPROVED 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 APPROVED by Board.</p>	
8.1	<p>Pay Gap Report</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 NOTED Paper 15.</p>	
8.2	<p>Mainstreaming Report</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 NOTED Paper 16.</p>	
8.3	<p>Amendments to Scottish Charity Law</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 NOTED Paper 17.</p>	
9.	<p>Standing Committee Summaries</p> <p>Board received and NOTED summaries from the Chairs of each of the following Standing Committee meetings:</p>	

	<ul style="list-style-type: none"> • Learner Experience Committee – 23 April 2025 • Chairs Committee – 19 May 2025 • Finance & Resources Committee – 21 May 2025 • Audit Committee – 28 May 2025 	
10.	Date & Time of Next Meeting <ul style="list-style-type: none"> • Thursday 07 October 2025, 5:00pm (scheduled) 	
11.	Review of Meeting 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** ☐