

Board of Management

Minutes

Meeting reference: Board 2025-26/02

Date and time: Monday 19 January 2026 at 5.00pm (rescheduled from 16 December 2025)

Location: Online

Members present: Alistair Wylie, Interim Chair, Board of Management
Sarah Cordwell, Board Member
Mary Fraser, Board Member
Rosie Howie, Board Member (until Item 8.2)
Chris Lusk, Board Member
John McMullen, Board Member
Ian Robotham, Board Member
Chris Whatley, Board Member
Catherine Etri, Interim Principal & Chief Executive
Andi Garrity, Student Board Member
Patrick O'Donnell, Staff Board Member
Richard Fyfe, Staff Board Member
Ronnie Dewar, Trade Union Board Member (until Item 9.2)

In attendance: Jill Elder, Depute Principal
Lynn Murray, Depute Principal (Operations)
Gail Dunn, Chief Financial Officer
Fiona Cameron, Interim Director of Finance
Ian McCartney, Clerk to the Board of Management
Vicki Nairn, UHI Principal (Item 2 only)
Lorna Walker, UHI (Item 2 only)
Michael Baxter, UHI (Item 2 only)
Brian Williams, UHI (Item 2 only)
Roger Sendall, UHI (Item 2 only)
Max Brown, UHI (Item 2 only)
Lynn Thrower, UHI (Item 2 only)
Liz Stewart, UHI Court Observer

Apologies: Deirdre Joy, Board Member
Debbie McIlwraith-Cameron, Board Member

Chair: **Alastair Wylie**

Minute Taker: Ian McCartney

Quorum: 10

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MINUTES

Item		Action
1.	<p>Welcome and Apologies</p> <p>Interim Chair welcomed all to the meeting, and noted apologies.</p>	
2.	<p>UHI Transformation – Full Business Case</p> <p>Interim Chair invited UHI to present Paper 1 to Board prior to a question-and-answer session. UHI Director of Transformation led the initial presentation, with other UHI Directors inputting as appropriate.</p> <p>UHI Principal noted that the Final Business Case as presented was still in draft form, and this meeting should be seen as a platform to discuss change, with particular reference to the positive Scottish Budget settlement.</p> <p>UHI Principal noted that the FBC is linked to the mission set out in the UHI 2030 Strategic Plan, but is not the final solution, and no final decisions have been reached as feedback will inform the next stage, however there is an expectation that things will move forward at pace.</p> <p>UHI CFO noted that the draft FBC had been presented to UHI Court and shared among key stakeholders, who had also been asked to complete a feedback form which will be summarised and presented to Court in February. SFC had also commissioned PWC to review the draft FBC and their report is expected to be issued to SFC by the end of January or early February.</p> <p>Interim Chair thanked UHI for their presentation and additional clarification before opening the floor for Board Member contributions.</p> <p>Staff Board Member noted that there was a great deal of repetition in the FBC due to the Green Book format, but felt there was a lack of granular analysis of comparison and contrast with Academic Partners, and would have liked to have seen more on how initiatives such as the Green Free Port investments could be beneficial.</p> <p>UHI CFO agreed that there was a lack of granularity re Academic Partners, however there was a need at this stage to focus on the work required on the benefits to the Partnership as a whole before looking at delineations.</p> <p>Staff Board Member queried why Option 3 hadn't been more fully explored. UHI CFO noted that the Economic Case compared Option 3 to Option 6 and once Option 6 had been identified as the viable option on this basis, the other Cases focused on the delivery of Option 6.</p> <p>Staff Board Member suggested that, while Option 6 may be the best option for the rest of the Academic Partners, that was not necessarily</p>	

the case for UHI Perth. UHI Principal agreed that that may be UHI Perth's position, however Option 6 was not focused on centralising everything, and allows for economic development focus around initiatives such as Tay Cities Deal. However, there is a need for the future composition of Court to better represent the Academic Partnership.

Staff Board Member advised that the contractual issue will be very sensitive and there is a need for the provision of intentions and clarity in this area. UHI Principal noted that the final composition of contracts will depend on the model chosen, and there is an expectation that the final proposal would look quite different to what is currently provided.

Staff Board Member noted the existence of National Agreements and queried whether there was sufficient flexibility within tight timescales to move within these parameters. UHI Principal advised that it is expected that the timescales identified in the FBC will change based on feedback from Boards, and will need to take into account Scottish Elections happening later in the year. UHI Director of Transformation add there were no savings assumed related to staff Terms & Conditions.

Board Member queried whether advisor costs were included in the implementation phase of the Transformation Project. UHI Director of Transformation advised that considerable costs had been built into the FBC but discussion is required with SFC and the Scottish Government to fund the costs of the project, including the option ongoing deficit positions to provide a stable platform. Such issues will be resolved once a final route map is determined.

Interim Principal asked UHI Principal whether there was any sense that an agreement around a single option across the Partnership was achievable given the uniqueness of all the Academic Partners, and if there wasn't instant agreement around a single option, how much risk does this introduce around time slippage?

UHI Principal noted that this meeting represented the 5th such meeting with Academic Partners and themes were emerging around Boards wanting more information on their own position given their duties to make the right decision for their colleges, therefore there is a need to better understand some of the risks, particularly around public and private models. It is also clear that Boards are looking for guarantees that centralisation won't take over.

UHI Principal noted that all Boards are focused on change, but there is a need to know how this change will be delivered, and there is an expectation that an amended model will be presented to the next meeting of Court. UHI Principal concluded that there would be an issue for SFC if any Academic Partner could not get on board with change.

	Interim Chair thanked UHI colleagues for their time, and noted that feedback forms should be sent to Clerk in the first instance before a collated response is issued to UHI for consideration at UHI Court.	
3.	Additions to the Agenda Interim Chair noted the late addition of Paper 19 for the meeting – this would be dealt with as part of Item 8.2.	
4.	Declaration of Interest in any Agenda Item Meeting noted that a number of UHI Perth Board Members had contributed to the UHI Transformation Project prior to the Full Business Case being presented, as follows: <ul style="list-style-type: none"> • Alistair Wylie • Chris Lusk • Chris Whatley • Elain Piggott (resigned Board Member) 	
5a.	Minutes of the Board Meeting held on 07 October 2025 Minutes were approved as being an accurate record of the meeting.	
5b	Minutes of the Extraordinary Board Meeting held on 18 December 2025 Minutes were approved as being an accurate record of the meeting.	
6	Matters Arising from Previous Minutes Interim Chair noted that all items of Matters Arising would be dealt with as part of scheduled Agenda Items.	
7.1	UHI Perth Group Report & Financial Statements for Year Ended 31 July 2025 Depute Principal (Operations) presented Paper 3, and highlighted slight amendments from version presented at Extraordinary Joint Finance & Resources and Audit Committees meeting of 13 January 2026, noting in particular the extra costs related to Resource Group. Board APPROVED Paper 3.	
7.2	External Audit Annual Report 2024-2025, including Letter of Representation Depute Principal (Operations) presented Papers 4a and 4b, and highlighted slight amendments from version presented at Extraordinary	

	<p>Joint Finance & Resources and Audit Committees meeting of 13 January 2026.</p> <p>Board APPROVED Papers 4a and 4b.</p>	
7.3	<p>Internal Audit Annual Report 2024-2025</p> <p>Depute Principal (Operations) presented Paper 5, noting that there were no amendments to this paper from the Joint Finance & Resources and Audit Committees meeting of 13 January 2026.</p> <p>Board APPROVED Paper 5.</p>	
7.4	<p>Audit Committee Annual Report to the Board of Management</p> <p>Clerk presented Paper 6 and highlighted slight amendments from version presented at Extraordinary Joint Finance & Resources and Audit Committees meeting of 13 January 2026.</p> <p>Board APPROVED Paper 6</p>	
7.5	<p>Procurement Contract Extension – Travel Management Services</p> <p>Board received Paper 7 from APUC for approval, and noted that Board-level approval is required for this contract due to the likely expenditure requirements across the duration of the contract.</p> <p>Following a query from a Board Member, Board were advised that approval of the contract did not mean UHI Perth were required to use the Contractor for all travel bookings, however there were benefits for certain complex travel arrangements in terms of time spend by the Finance Team in processing expenses claims for staff.</p> <p>Board APPROVED Paper 7.</p>	

7.6	<p>Resource Group – confirmation of online approval</p> <p>Board received Paper 8 as confirmation of an online approval process which had taken place in November 2025, for the purposes of formal recording of approval.</p> <p>Board APPROVED Paper 8.</p>	
7.7	<p>Whistleblowing Policy - Review</p> <p>Depute Principal (Operations) presented Paper 9 for review, noting minor changes to the existing Policy.</p> <p>Board Member queried the level of consultation with TUs. Depute Principal (Operations) advised that there had been discussion between PLG and TUs on the issue.</p> <p>Board APPROVED Paper 9.</p>	
7.8	<p>Removal & Relocation Expenses Policy – Review</p> <p>Depute Principal (Operations) presented Paper 10 for review, noting relatively minor changes to the existing Policy.</p> <p>Interim Chair queried whether there was a need for this Policy in the current climate as the onus should be on the individual seeking a new role to incur expenses. Board Member queried whether there were similar policies at other colleges.</p> <p>Board discussed specific aspects of the Policy and its current relevance, including the mileage radius applied, the eligible time-period for application for expenses, and the maximum payment permitted to be allocated.</p> <p>Board DEFERRED discussion of Paper 10 to a future meeting to allow comparative analysis of approaches within the Sector.</p>	
8.1	<p>Interim Chair’s Report</p> <p>Interim Chair presented Paper 11 for information, adding that the UHI Perth appearance before the Public Audit Committee had been well received and the matter has now been concluded, with an official report available to view on the Scottish Parliament’s website. Interim Chair advised it was possible that a referral is made to the Education, Children & Young People Committee in the future,</p> <p>Board NOTED Paper 11.</p>	

<p>8.2</p>	<p>Interim Principal's Report</p> <p>Interim Principal presented Papers 12 and 19.</p> <p>In relation to Paper 12, Board Member queried whether there was an update on timelines re resolution of issues arising from the flooding incident. Interim Principal advised that the matter was in the hands of the Insurers; forensic analysis of the source issue is required, and this may take some time to resolve.</p> <p>Interim Principal noted that Paper 19 provides detail on Phase 2 of the Management Structure required to deliver the Financial Recovery Plan, and provides some additional roles identified following review of current priorities.</p> <p>Interim Chair advised Board that, while this was an operational matter for the Interim Principal to enact, presenting the paper demonstrates openness and transparency, hence it being brought to the Board for information and endorsement.</p> <p>Board Member queried whether the consolidation of some roles would be sustainable or whether this may require to be reconsidered in the future. Interim Principal advised that Director-level positions were not required, although some regarding may be required at a future point if roles expand; however there is an underlying need for staff to take more responsibility at the appropriate level within the organisation.</p> <p>Board NOTED Paper 12 and ENDORSED Paper 19.</p>	
<p>8.3</p>	<p>HISA Perth Report</p> <p>Student Board Member presented Paper 13 for information.</p> <p>Student Board Member advised that the HISA CEO had made the decision to leave the organisation with effect from 16/01/2026, with the new CEO due to start mid-March. Directors, Trustees and the HISA President will cover resulting gaps during this period.</p> <p>In addition, the Development Manager (DM) covering UHIs Orkney & Shetland resigned and left the organisation in December, with cover for that role being provided by the DM for Perth & Moray for the rest of this academic year. As a result, the Perth Local Co-ordinator (LC) is acting as Interim Academic Partner Manager, meaning the HISA Perth team are operating without one full time member of staff for the rest of this academic year, affecting the work that can be delivered during this time.</p> <p>Student Board Member advised on the OBI Awards that HISA Perth runs in partnership with UHI Perth, with nominations open 2nd-24th February, and the Awards Ceremony to take place on the 19th of May.</p>	

	<p>Student Board Member further advised that Student Elections Nominations opened today until 19th February, drawing specific attention to a change in available roles meaning that from 1st July HISA Perth will have a single sabbatical officer with the new title of Perth Depute President, meaning that HISA Perth will not have a part time officer, which will affect the output of the HISA Perth Team next year. The change in HISA officer structures is part of a wider restructure across HISA, however will also see local officer contracts reverting to 12 months from the current 10 months.</p> <p>Board NOTED Paper 13.</p>	
8.4	<p>UHI Transformation Project</p> <p>Board AGREED that this matter had been adequately discussed under Item 2.</p>	
8.5	<p>Recruitment of Principal & Chief Executive</p> <p>Interim Chair provided Paper 14 to update Board on the current status of the recruitment process.</p> <p>Board NOTED Paper 14.</p>	
9.1	<p>Strategic Risk Register</p> <p>Depute Principal (Operations) presented Paper 15 for approval, which provided a revised format for the presentation of Strategic Risk within the College, as previously discussed at Board.</p> <p>Board Member agreed that the revised format represented a huge improvement for Board scrutiny purposes however suggested that the addition of proposed completion dates for mitigating actions and a way to provide some scale where Residual Risk exceeds Appetite rather than a simple Y/N option would improve matters further.</p> <p>Board APPROVED Paper 15.</p>	
9.2	<p>Financial Forecast – Year to July 2026 as at 30 September 2025</p> <p>Interim Director of Finance presented Paper 16 for information, noting that a surplus was projected due mainly to Capital Development Funding having been agreed to be used for Resources, and additional Tuition Fee income exceeding targets.</p> <p>Interim Director of Finance noted that Finance & Resources Committee had agreed to build in a Contingency of 50% of projected surplus at the time of this Forecast.</p>	

	<p>Interim Director of Finance advised that the treatment of the Centre for Mountain Studies requires some attention, and that SAAS payments may be late, which will impact cashflow as staff increments are due to be paid in February 2026.</p> <p>Interim Director of Finance sought clarification that the Bad Debt relating to PKC can be written off, as provided for within the Financial Statements. Interim Director of Finance clarified for Board Members that PKC dispute parts of a contract were delivered despite Internal Auditor confirming they had been; however, the deliverables had been repeatedly changed, and it has not been possible to convince PKC that what had been requested had been delivered.</p> <p>Board APPROVED the write-off of the Bad Debt relating to PKC.</p> <p>Depute Principal (Operations) provided Board with an update re discussions with SFC re the treatment of additional costs relating to provision of teaching following AST being entered into Administration. A letter had been received from SFC prior to Xmas stating that the monies provided were an advance of grant funding, as opposed to being additional funding as UHI Perth had been informed.</p> <p>A letter was being drafted for the Interim Principal to issue to UHI Principal on the matter.</p> <p>Board NOTED Paper 16.</p>	
<p>9.3</p>	<p>Section 22 & Wider Scope External Audit Report – Update</p> <p>Interim Principal noted that the Section 22 matter was closed, however the College may be the subject of an additional Report given that the items discussed at PAC spanned more than one financial year, and that the scope of PAC discussions had widened during the hearings.</p> <p>Depute Principal (Operations) advised that the Internal Auditor had raised concern during Audit Committee around references to the delivery of the Internal Audit Service and approval of the Internal Audit Plan within the initial PAC hearing, noting that it had been assumed that clarifications would have been provided to the PAC before now. A meeting between Internal and External Auditors and Audit Scotland had been facilitated to better understand the issues and it was expected that a letter would be provided to PAC to clarify the matter.</p> <p>Interim Chair noted that there were ongoing discussions with the External Auditors re additional fees, with the Depute Principal (Operations) and Chief Financial Officer due to meet with External Auditors in order to resolve.</p>	

<p>10</p>	<p>Standing Committee Summaries</p> <p>Board received and NOTED summary reports from the following Committee meetings:</p> <ul style="list-style-type: none"> • Chairs Committee – 10 November 2025 • Learner Experience Committee – 19 November 2025 • Recovery Plan Monitoring Committee – 29 November 2025 & 11 December 2025 • Finance & Resources Committee – 08 December 2025 • Audit Committee – 08 December 2025 <p>Interim Principal noted, in relation to Paper 17c (Committee Summary for Recovery Plan Monitoring Committee) that there had been some blockages experienced with UHI’s External Partnership Steering Committee) around the setting up of an Institution to progress an initiative in China to set up delivery of degrees in aircraft engineering and related subjects.</p> <p>Interim Principal advised that a formal complaint had been sent to the chair of UHI’s EPSC to seek to address this issue as soon as possible as approved processes require to be in place by the end of February or income totalling £1.5m in 2026/27 will be at serious risk.</p> <p>Interim Chair suggested that, should no substantive response be forthcoming in a timeous manner from EPSC, a letter on behalf of the Board to the UHI Principal should be issued, particularly given the Regional Strategic Board had signed off on the Financial Recovery Plan with International Growth being a key part of the Plan. This approach was AGREED by Board.</p>	
<p>11</p>	<p>Date & Time of Next Meeting</p> <ul style="list-style-type: none"> • Tuesday 31 March 2026, 5:00pm 	
<p>12</p>	<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**