Meeting Minutes

Meeting	Trustee Board	
	Management Board	
	Executive Committee	
	Finance & Commercial Development	
	Appointments & Renumeration	
	Compliance, Governance & Risk	
	Other: **Company Law Meeting of the Trustee Board**	

Meeting Date	21st May 2026
Meeting Time	17:30-18:00
Attendance	
Present	Xander McDade (President & Chair) Neil Stewart (External Trustee & Vice Chair) Professor Edward Abbott-Halpin (External Trustee) Janet Hackel (External Trustee) Colin Munro (CEO)
Apologies	Irene Hynd (External Trustee) Dr Iain Morrison (External Trustee) Holly Pearce (Vice President Education)
Non-Attendance	-

SECTION A: RESERVED BUSINESS – Trustee Board members only attend	
Section	**Minutes**
1. Welcome and Meeting Management	
1.1 Welcome & Apologies	The Chair welcomed those attending to the Company Law Meeting of the Trustee Board. This meeting is required to be arranged when dealing with changes to the Articles and Schedules of Association. Dr Iain Morrison (External Trustee) was unable to attend the meeting but had circulated his position on the agenda items. Apologies were received from Holly Pearce and Irene Hynd. The meeting was quorate in number.
1.2 Conflicts of Interests	There were no conflicts of interest declared.
2. Governance	
2.1 Special Resolution on Proposed Changes to the Articles of Association & Schedules	[Papers: HCL0526-01- Special Resolution, HCLO526-02 Articles of Association & Schedules] The Chair provided an update on the Annual All Staff Meeting held on Monday 18 May. The meeting had been updated on the outcome of the referendum and that additional changes to the Articles and Schedules were now also being

	proposed that had been discussed and approved at the last Trustee Board meeting. These included: • Change the Chair of the Trustee Board to be an External Trustee and that the Student President would become the Vice Chair of the Trustee Board. • Minor change of the title "Students' Association President" in the draft articles to "Student President" to reflect the fact that they are elected to represent the whole student body and not just the association or students involved in HISA. • Maintaining the quorum for referenda at 200 votes in line with the current (2015) version of the Articles of Association & Schedules. No issues were raised at the AASM regarding these changes and they had been approved with no objections/ abstentions. In light of this outcome the next stage in finalising changes to the Articles and Schedules requires a Company Law Meeting to approve a Resolution which had been circulated in advance of the meeting. **DECISION:** • The Trustee approved the Special Resolution *"IT IS RESOLVED that the Articles of Association of the Charity be amended and that the attached Articles of Association dated 21 May 2026 for identification purposes be adopted following ratification by the Court and Academic Partner Boards of the University of the Highlands and Islands as the Articles of Association of the Charity in substitution for the existing Articles of Association."* **ACTIONS:** • The Company Secretary to ensure that the updated Articles and Schedules dated 21 May 2026 are circulated to the Courts and Boards of Management for the June meeting cycle in order to allow for submission to Companies House. • A target of mid-July to be in place to arrange the further Company Law meeting noting the outcome of the ratification process and to ensure that the current ambiguity from working to outdated Articles and Schedules is resolved. • The further Company Law Meeting Special Resolution to be approved by email if this is acceptable.
2.2. Trustee Board Member	[Paper: HCL0526-03) A paper had been circulated on progress with Student Trustee vacancies. The Trustee Board agreed to: 1. Re-appoint Victoria Hutchinson for a second term of office to 31 March 2028. 2. To appoint Lizzie Nairn for a first term of office (two years) from date of ratification by the next Student Meeting. 3. To appoint Ethelbert Chisom Amasiaku for a first term of office (two years) from date of ratification by the next Student Meeting.

	The Board also agreed to the re-appointment of Irene Hynd, External Trustee for a second and concurrent term to 1 June 2030.
3. Any Other Competent Business	
3.1	There were no items under this item.

ANNEX

Company Number: SC511955 (Scotland)

THE COMPANIES ACT 2006
SPECIAL RESOLUTION
OF
THE HIGHLANDS AND ISLANDS STUDENTS' ASSOCIATION
Company Limited by Guarantee
("the Charity")

At a Company Law Meeting of the above-named Charity, duly convened and held virtually, on 21st May 2026, in order to review the amendment to the Articles including that of a Referendum and Student Meeting (Regional Student Council) the following SPECIAL RESOLUTION was duly passed:
IT IS RESOLVED that the Articles of Association of the Charity be amended and that the attached Articles of Association dated 21 May 2026 for identification purposes be adopted following ratification by the Court of the University of the Highlands and Islands as the Articles of Association of the Charity in substitution for the existing Articles of Association.

Certified True Copy

Colin Munro
Company Secretary