

Meeting Minutes

Meeting	Trustee Board	X
	Management Board	
	Executive Committee	
	Finance & Commercial Development	
	Appointments & Remuneration	
	Compliance, Governance & Risk	
	Other:	

Meeting Date	14/12/2023
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Meeting Time	09:30-12:30
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Attendance	
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Present	<p>Wendy Day (Director of Finance and Operations) Mark Stanley (Communications and Commercial Development Committee) Dr Iain Morrison (Observer (UHI Dean of Students)) Janet Hackel (External Trustee) Rachel Burn (Chief Executive Officer) Neil Stewart (External Trustee) Irene Hynd (External Trustee) William Campbell (President (Chair)) Simon Varwell (Director of Student Engagement and Representation) Gary Souter (Vice President (Education)) Colina Wright (Interim Voice Manager)</p>
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Non-Attendance	
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SECTION A	
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Section	Minutes
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1. Welcome and Meeting Management	
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1.1 Apologies	Emma was on leave.
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1.2 Minutes from 28 th September 2023	<p>[Paper: HTB1223-01]</p> <p>IM noted he hadn't been present for the whole meeting but had attended.</p> <p>Minutes of the previous meeting on 28th September 2023 were approved as read with the above correction.</p>
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1.3 Action Log from 28 th September 2023	<p>[Paper: HTB1223-02]</p> <p>Interim CEO Report</p>
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	<p>The action to draft a formal amendment proposal to all members was marked as completed.</p> <p>AOB Funding Profile</p> <p>The action to take a procedure to the next FCDC in respect of payments had been discussed regarding trying to get the UHI block grant payments on track. WD had met with UHI Director of Finance and UHI Senior Financial Consultant and so far, it appeared to be back on track, but she would continue to carefully monitor. JH noted they had discussed this at the Finance Committee, and they were happy with the current situation. As such, action was marked complete.</p>
<p>2. Sub-Committees</p>	
<p>2.1 Sub-Committee Membership</p>	<p>There were no comments.</p>
<p>2.2 Finance and Commercial Development</p>	<p>JH noted they weren't quorate at the meeting and made some decisions, but after the meeting was over, she had contacted those missing from the meeting, to ask if they agreed with the decisions, which they had. At the meeting, they had agreed this was how they would agree things. Everything in the summary had been approved by the full sub-committee. They were going to revise scales at the next meeting in April. WD had talked about the written confirmation and that was in hand. The audit had been going well and they were going to have a budget re-forecast at the end of December. Two things the board needed to be aware of was that they had approved new policies on staff loans and targeted funds. For targeted funds, they could only be used for what they were targeted for, with a procedure in place for if they were not used. For loans, the focus was on how much people could take out and payback rates. Lastly, they had discussed the Murray Project and agreed to withdraw. It had been overtaken since then, and a paper was going to come to the Board.</p> <p>RB added they had agreed she was going to write to Moray Council, but in the meantime, the development had moved on to be all about Elgin town centre, with UHI and David working with the council and various others. She happened to know the lead architect on the project. She had emailed the principals to get meetings with them and she suggested holding off until after having conversations with David, the architect, and consider how students could get involved in the space being thought about in the town. The coffee shop was off the table due to the Starbucks development and the focus was now more on a drop-in business start-up space.</p> <p>DECISIONS:</p> <p>The Board approved the changes.</p>
<p>2.3 Appointments and</p>	

Remuneration Summary	<p>WC noted the Appointment Panel had gone well, with a mix of students and external trustees present with good conversations. They were going to make an offer to external trustee EAH to join the Board. Both candidates for the Student Trustee they had interviewed, VH and CSF, they were happy with and both seemed engaged. They were going to be contacted and offered the trustee positions. IH added they still had a Student Trustee vacancy as one of the candidates didn't show.</p> <p>RB added they had launched the new website and it would be good to get the new members' profiles up when adding everyone from the Trustee Board. She suggested asking the new trustees to make a social media video explaining why they had joined and what they had learnt so far.</p> <p>ACTIONS:</p> <ul style="list-style-type: none"> • MS to add profiles on the new website for new members of the Board.
2.4 Compliance, Governance and Risk Summary	Item was not discussed.
3. Executive Update	
3.1 Principal Officers Report	<p>WC took the paper as read. He had been working with students on the proposed restructure plans in UHI Shetland after visiting the previous day. This visit hadn't been noted in the paper as it had been written prior to the meeting. The student protest had went well, with around 40-50 students and trade union staff. BBC Radio Shetland and News had been interviewing students and staff. They had put an interview forward, calling on the Scottish Government and Scottish Funding Council to better fund tertiary institutions. It had been positive and constructive, and principal Jane Lewis had been speaking to attendees. The Co-op, he had gotten a response from one department but pinning it to another, causing confusion. NUS Scotland had responded with a generic email to contact the NUS Scotland president, which he intended to do.</p> <p>UHI and UCU had established a working group and were currently drafting a recognition agreement. UCU was set to become the first recognised union of the executive office. The all-student meeting on 1st December was an engaging session which provided students with insights into their activities. The articles were endorsed and most of the schedules were put through with ease, barring Schedule 2. This had been returned to the Executive Committee to discuss the structure. They had a session on Monday to discuss this with some officers, with another session on 15th December to continue discussions. So far, discussions had been positive with good collaboration. GS had been collaborating with UHI to establish AI policy framework. He was currently awaiting the formation of the Short Life Working Group for this. In addition to this, he was also in discussion with Ede & Ravenscroft to access feasibility for a graduation role bursary/fund and looking at potential for the UHI Graduate</p>

	<p>Fund for the initiative. To enhance student perspective in university initiatives, he had joined a small working group aimed at providing student voice during preparations for the QA's Quality Enhancement and Standards Review.</p> <p>IM asked if there was anything they could be doing in the university to support their work. WC responded that the university had been quite helpful in supporting them, and the only thing would be that sometimes there were issues around when they got papers or links to SharePoint on an email that they didn't have access to, which meant having to email to get access.</p>
<p>4. Interim CEO Update</p>	
<p>4.1 Interim CEO Report</p>	<p>RB was officially welcomed to her first Trustee Board meeting as Chief Executive. SV was also officially welcomed to his first Trustee Board.</p> <p>RB noted that since writing the report, she and SV had written personalised emails to all of the principals, introducing themselves, making reference to local situations where they may want to discuss things, and offering visits and collaboration. They had met with Chris at UHI Inverness the previous day, meeting with Argyll and SAMS on 9th January in Oban. They were in discussion with a few others on dates for meetings. They were in talks for at least one of them to attend the research conference in Orkney at the end of January. With MS, they had finalised the 22-23 Impact Report. They were starting to think about how to improve internal communications, trialing an email summary update every other week and were keen to hear opinions from staff. They had made good links with the UHI Mental Health Team and how they could work better together going forward. She had also made contact with the Head of Philanthropy Alison regarding how to approach relevant companies. She had also put in the paper, draft ideas for objectives as CEO and would welcome feedback on these to shape them for approval. She had discussed with IH whether it may be easier to put a short summary in her report of sub-committees rather than requiring the sub-committee chairs to write papers. NS had agreed to stay on as a trustee beyond the end of his term in Summer 2024.</p> <p>JH added she enjoyed writing her sub-committee report, to which RB clarified this would be for those who asked if they felt they were too busy. WC noted if anyone had feedback for RB on CEO objectives, to send an email.</p>
<p>5. Departmental Updates</p>	
<p>5.1 Student Engagement and Representation</p>	<p>Student Engagement</p> <p>Following the all-student meeting, there were a couple of outstanding schedules that hadn't been proposed. One was working with EM, who was currently away, and CW noted she would be gone when she returned. The other was to work with WD regarding outlining that they had financial</p>

proceedings. In terms of student representation, there was a list of officers as is, with a number of vacancies. However, they had held interviews for student intern roles in response to a lack of student representation, and the governance suggested they needed to nominate someone. The local coordinator role in Perth was being supported by Kelly, with an interview taking place today. She was still unsure what was happening with Argyll and SAMS and she appreciated there was a history in difficulties for trying to get someone for such a broad area.

A lot of people had spoken about the Student Partnership Agreement and had been approved by QAEC, which CW was pleased with. The work was set to start to populate what this would look like behind the scenes. She had been working with SV to note down what she had, in a logical and meaningful way. They had conversations about the advice service, with concerns they weren't seeing the cases they would like to. She had talked a couple of people in terms of how to make it more meaningful for staff working in quality departments. KS said he was more than happy to speak to them from a quality point of view. She would like to see, if a student was accused of plagiarism, UHI or academic partners' first responses available with a link to the association's advice service as it was impartial and confidential. They had a university collaboration with Healthy Body, Healthy Minds. Better data management was needed as there were some issues. The upcoming QSER review had given them a beating in terms of student representation. She had spoken with SV about this, who was keen to work with the Student Engagement Team to see how they could improve this. So far, they had been doing well with student reps, although they weren't sure what they were supposed to be targeting. Currently they had about 389 reps, some of which still needed training, but this was a good starting point.

SV thanked CW, AB and the broader trustees for the work that had happened over the summer. He noted he had come into an easy job in the sense the path had been prepared well, and it was clear to see what the challenges were. He'd been getting an early sense of what his priorities are, both internally and externally. They had brought people into the directorate who hadn't necessarily been part of the same team before. He had been sorting out internal meetings to build up a picture of how to support the team and wider directorate as well as how to support professional development and mutual learning. Externally, SVR was the huge priority and they had been working with IM and others to understand what the SVR system will look like, primarily, for the next academic year regarding enhancing training and the systems around it. They were working on planning for summer training, understanding some of the dynamics about specific groups such as apprentices and PGRs. They were attending the UHI PGR Conference in Orkney at the end of January. He was keen on them engaging as an association nationally and leading the national debate.

IM agreed with the need to get more people using the advice service and they needed to build it into the normal processes. He added there were two main groups of staff they needed to be targeting, quality managers and the PATs and they could help with both. He added there was a reference to data, and it might be worth RB considering something around data sharing with the university with regard to objectives. The current agreement didn't cover some main areas of work between the university and the student association. RB responded she would pick this up with MS in the New Year.

Advice Service

A comprehensive report had been put together outlining the efforts of the advice service over the past year. CW's concerns was they weren't seeing enough students, but what they had been doing with students had been really impactful. Measures put in place included improvement in the way students could contact them to be more aware of the service. She had talked to SV about seeing how they work with inductions. Her concerns were that whilst inductions were a good opportunity to get into student spaces, everyone was taking the opportunity and students were deciding whether they were at the right institution, let alone on the right course. They were working with universities and academic partners to consider a longitudinal approach to inductions, coming in at a more relevant time.

SV added he had been having good early conversations with Elaina about promotion and development of the advice service and looking at getting it into the hearts and minds of staff and systems. Part of the focus was about selling the advantage of the service to staff and make their lives easier. They were also in the early stage of potentially having a sharing agreement with another advice service in the students association sector to learn and share quality check, holiday cover, etc. IM had added that even though the numbers were low, the depth of the cases Elaina handled could be very complex. WC noted the complexity of some of the cases had increased and as the advice service grew in number, they would have to have a conversation about how to grow the service beyond one person.

II) Advice Service

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	<p>universities and academic partners to consider a longitudinal approach to inductions, coming in at a more relevant time.</p> <p>SV added he had been having good early conversations with Elaina about promotion and development of the advice service and looking at getting it into the hearts and minds of staff and systems. Part of the focus was about selling the advantage of the service to staff and make their lives easier. They were also in the early stage of potentially having a sharing agreement with another advice service in the students association sector to learn and share quality check, holiday cover, etc. IM had added that even though the numbers were low, the depth of the cases Elaina handled could be very complex. WC noted the complexity of some of the cases had increased and as the advice service grew in number, they would have to have a conversation about how to grow the service beyond one person.</p>
<p>5.2 Communications and Commercial</p>	<p>MS took the paper as read. The existing URL now redirected to the new website, but they needed to change over some of the main settings and were working with UHI IT on this. It wasn't just a new website but an entirely new customer relations management software package from MSL. Along with the data they were getting from UHI, they were able to target students and personalise features they wanted. Their old website was more focused on reading, but their aim with the new website was to be rich in features, including an ideas portal with a voting system for students that would work its way into their policy process, joining clubs and societies and finding out more information about the advice service.</p>
<p>5.3 Community Engagement</p>	<p>RB covered the item in EM absence. The paper showed developments in 2023, including the launch of the handbook, nineteen new clubs and seven networks, and Emma was keen to find one or two key academic areas to launch academic societies in 2024. She highlighted Emma and IM's work with UHI on the sixteen days of activism to end gender-based violence. She and Emma were in conversation about how to bring in more societies, networks, academic networks and volunteering in 2024.</p> <p>WC noted any questions to be answered directly by Emma could be sent via email on her return. IM noted he wanted to put a UHI shinty team into the Littlejohn Vase coming up in the spring. He and Amanda had gotten funding from Alison Wilson's team, and Emma had been very supportive in trying to get it together. He asked if anyone who knew of any current students who were shinty players to let them know.</p>
<p>5.4 Operations (including recruitment update)</p>	<p>WD took the paper as read. As of the end of November, they were looking at an underspend of about £37,000, which had been anticipated due to vacancies. They had plans for some of the money to be spent for the rest of the year, but they were also coming up with their RF1 re-forecasting as of</p>

	<p>January, which will take this into account. They would be able to give a better account of where they think they will be at the end of year after that.</p> <p>Their office was far busier than initially, partially as they had two more local people but also there was a good atmosphere. They were hoping to start doing activities to bring in students and encouraging them to drop into the office if they need to. Everything was up to date regarding Companies House. Regarding HR staffing and recruitment, the local coordinator for Perth was being interviewed and they were hopeful this would be successful. Kelly was also trying to recruit a local coordinator for Argyll and SAMS. They had a few roles for student interns, with Orkney, Shetland, and Perth in the process of interviews. Some had been successful, which was encouraging. They were, also, now recruiting for (mw 50.20). They were preparing for interviews for an intern for the operations department based at the UHI House and they would be looking for at least a couple more for community engagement and communications, as and when needed. With budget in mind, they weren't permanent or fixed hours. They had a couple of applicants for an operations intern.</p> <p>WC asked that in terms of the student interns being in lieu of officer roles, what would happen in terms of the Executive Committee and were they then allowed to extend them an invitation to the meeting if they wished. CW responded that was possible. She noted they had to be aware that students would likely be more interested with intern roles due to not having to go through a process of election, and this needed to be managed. Due to students needing to do their PVGs, those being talked to now were unlikely to start until mid-January and finish at the end of May, meaning they didn't have a long time.</p>
6. Finance	
6.1 Budget Updates Reforecast Plan	The RF1 re-forecast plan was an outline of the expected timeline. The Finance Committee had given them an extension, given everything that had been going on in the last couple of months. The RF1 this year, would take place from January instead of November.
6.2 22/23 Audit Timeline	WD was in the process of working with Anthony to get the Trustee Report draft finished for 22-23 which would then go to the Board for approval, comments or edits. They were on track for filing this in April with Companies House and Oscar.
6.3 Real Living Wage Increase Impact	WD noted they had committed to participate in the real living wage scheme which had been announced that as of April 2024, they would need to pay a minimum of £12 an hour to all of their employees. They had been hoping it would be around £11.50 but with the cost-of-living increases, they had decided £12 was more appropriate. In the last section to consider, she had put whether or not they wanted to think about changing the date they do a cost-of-living

	<p>increment for everyone to April 1st, falling in line with the tax year. This would mean they would need to make a commitment earlier than the budget year, although they would be looking at the budget as early as January or February for their funding bid. It would mean they would be committed to the figures from April rather than 1st August and they wouldn't be able to wait to know exactly what funding would be from the block grant. With their lowest pay point being raised to £12, effectively two more points on the scale would either disappear or need to be modified at the same time. They would either have to stagger with cost-of-living increments in April effected by the real living wage or move all of them to April and say what they would be paying everyone regardless of the block grant amount. She asked the Board for direction on how to proceed with forecasting, which would be brought to the Finance Committee ahead of the next meeting.</p> <p>NS added that they can't forget the Partnership Council tied the payment of the real living wage to one of their increases in their block grant recently. He thought that, first and foremost, they needed to go back to the Partnership Council with the cost of what they wanted, having a discussion with the university on the issue. He didn't support the principle of applying the same pay-level rise across the whole pay structure. He suggested that for next year, they needed to look at a larger pay rise for those at the bottom, with a smaller rise for those further up the scale, to give them time to look at the structure properly in the future.</p> <p>JH asked how they would do this and whether they would start with the Finance Sub-Committee or pull different representatives in. She felt it should be organised by the Finance Sub-Committee but with guidance as to how to go about it. IM suggested the Remuneration Committee should begin looking at the issue. He felt looking at other student unions and doing research was a good place to start.</p> <p>DECISIONS:</p> <p>The consensus was to not go with a 5.9% increase across all salaries. WD noted she would look at a staggered forecast for the Finance Committee to look at the budget implications for the remainder of the year and into next year.</p> <p>ACTIONS:</p> <ul style="list-style-type: none"> • Change the terms of reference for the Appointments and Remuneration Committee.
7. Governance and Compliance	
7.1 Proposed Changes to the Articles of Association	CW had provided the changes to the articles as proposed by Anthony. One further change had been suggested by a secretary for a Board of Management that alluded to the fact that all of court should approve the process. He said it

	<p>could be convoluted as, technically, within each of the individual APs, they still had a right to approve the constitutions before it gets to court. There was a proposal to add the opportunity for a convened meeting of appropriate representatives from court, to sit in and agree they would approve in lieu of court. It had been passed without question in the Extraordinary Meeting. Sheena had been aware of the changes referencing her. These were going to be discussed in court and they were asking for the Board to agree, in principle, that once they had been approved in court, the Board had seen them and had no concerns.</p> <p>NS asked for more detail on the academic partners having the right to look. CW responded that a suggested change had come after the deadline from the Secretary of Shetland who said in terms of the devolved powers for UHI court, they hadn't considered the approval process. It wasn't in black and white that they could do this, but it was suggestible. WC had been discussing with the Shetland Board Secretary as he had been requesting that at their next all-staff meeting, they come and talk about the articles and changes proposed and association activities over the past year due to the senior leadership change. There was discussion around the potential issues around devolved powers and NS suggested they needed guidance on the matter.</p>
7.2 Schedules Re-Write Update	<p>There was an opportunity for the Board to see what the student membership were agreeing to. This was taken as read. They had proposed that once the Exec had reached a consensus about how they wanted the student leadership to look, in regard to the office composition, the paper would be re-presented to members who attended the all-student meeting.</p>
8. Any Other Competent Business	
8.1 August 2024 Finance and Commercial Development Committee Meeting	<p>JH noted that on the agenda, there was a list of upcoming meetings and that the finance meeting in August was on a Bank Holiday and she was unsure if this would have an impact.</p> <p>ACTIONS:</p> <ul style="list-style-type: none"> • JH to discuss with and request that Hannah Laycock reschedules the August FCDC Meeting.