

Meeting Minutes

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

Meeting Date	28/09/2023
Meeting Time	14:00-17:00
Attendance	
Present	<p>Antony Blackshaw [AB] (Interim CEO) Rachel Burns [RB] (Incoming CEO) Wendy Day [WD] (Director of Finance and Operations) Janet Hackel [JH] (External Trustee) Neil Stewart [NS] (External Trustee) Irene Hynd [IH] (External Trustee) Colina Wright [CW] (Interim Student Voice Manager) Mark Stanley [MS] (Communications and Commercial Development Manager) William Campbell [WC] (President) Gary Soutar [GS] (Vice President Education) Hannah Laycock [HL] (Executive Assistant).</p>
Apologies	
Non-Attendance	

SECTION A	
Section	Minutes
1. Welcome and Meeting Management	
1.1 Apologies	<p>IH gave her apologies due to having to leave the meeting early, towards the end of the meeting.</p> <p>RB and CW were welcomed to their first meeting.</p>
1.2 Minutes from 28 th June 2023	<p>[Paper: HTB0923-01]</p> <p>Board noted and APPROVED the minutes from the last meeting.</p>
1.3 Action Log from 28 th June 2023	<p>[Paper: HTB0923-02]</p> <p>Action 2: The £25,000 payment is confirmed and on its way.</p>

2. Sub-Committees	
2.1 Sub-Committee Membership	<p>AB noted that there was only one External Trustee on the ARC, and FCDC. An External Trustee was required for CGRC. AB advised Board of the current recruitment for an External Trustee. NS and IH put their names forward for Chair of CGRC.</p> <p>JH and IM suggested three names from UHI for External Advisor for CGRC.</p> <p>ACTIONS:</p> <ul style="list-style-type: none"> • NS and IH to confirm with HL which of them will join the CGR Committee.
2.2 Finance and Commercial Development	<p>[Paper: HTB0923-03]</p> <p>Board noted the report.</p>
2.3 Appointments and Remuneration Summary	<p>IH noted the successful appointment of the new CEO, RB, and gave thanks to MS for drafting the recruitment pack for External Trustee.</p> <p>AB noted that Student Trustee applications were starting to be received.</p>
2.4 Compliance, Governance and Risk Summary	<p>Covered in discussions above.</p>
3. Executive Update	
3.1 Principal Officers Report	<p>[Paper: HTB0923-04]</p> <p>WC took the report as read and summarised current activities relating to the potential strike action, restructure of regional officers, UCU strike action and action short of strike. This would be known closer to the time as it was still developing.</p> <p>WC advised that GS had been working on a policy for what AI is and how it can be used within limits.</p> <p>The Board responded to the Principal officers in support of their work and tone.</p> <p>Board was happy with the comprehension of the paper.</p>
4. Interim CEO Update	
4.1 Interim CEO Report	<p>[Paper: HTB0923-05]</p> <p>AB took his paper as read.</p> <p>There was formal recognition that WD is now Director of Finance and Operations.</p> <p>Governance</p>

	<p>AB noted to Board that the weight of the paper related to Memorandum and Articles of Association [item 8.1 was discussed here].</p> <p>IH queried the removal of Trustees, and what would happen if a Regional Student Council decided to remove a Trustee and the Board had full confidence in that Trustee. AB responded that a referendum of 100 students could remove an External Trustee from Board.</p> <p>The Board APPROVED to the following amendments of the Memorandum and Articles of Association:</p> <ul style="list-style-type: none"> • Replacing 'Principal Officer' with 'Cross-campus Officer' • Reducing the number of students required to call a referendum to 100 and increase the number of students required to vote in a referendum to 400. • Deleting the definition of Part-time Officers. <p>Operating Plan Board agreed with the points put forward in the Operating Plan.</p> <p>Democratic Review WC summarised to Board his thoughts about Executive Reform and Regional Student Council.</p> <p>ACTIONS:</p> <ul style="list-style-type: none"> • AB to draft a formal amendment proposal to all members.
5. Departmental Updates	
5.1 Student Engagement and Representation	<p>[Paper: HTB0923-06]</p> <p>CW expounded on ideas covered in the paper. AB invited Trustees to attend the Student Leadership Conference.</p>
5.2 Communications and Commercial	<p>[Paper: HTB0923-07]</p> <p>MS took the paper as read.</p> <p>Board gave thanks to MS for detailing the social media channels analytics which illustrated an increased engagement with students.</p> <p>JH asked MS to make sure to include a Commercial section within the reporting.</p>
5.3 Community Engagement	n/a
5.4 Operations (including recruitment update)	<p>[Paper: HTB0923-09]</p> <p>WD took the paper as read.</p>
6. Finance	

6.1 Budget Update	<p>[Paper: HTB0923-10]</p> <p>WD advised that these were first monthly accounts for the financial year and included some timing differences from the budget.</p>
6.2 22/23 Audit Timeline	<p>[Paper: HTB0923-11]</p> <p>WD gave an update on the Audit Timeline. It was more realistic that audited accounts would be brought to March meeting for approval rather than December. WD to bring an updated version to December Board and ahead of this the Finance and Commercial Development Committee meeting.</p> <p>NS queried whether we needed to look at other auditors. WD was looking at whether to tender for other auditors. WD noted a good working relationship with the current auditors and their familiarity with the accounts made the process easier.</p>
7. Recruitment	
7.1 CEO Appointment Update and Handover	<p>AB noted that he and RB had met earlier this week and he would now step back to allow RB to step in.</p> <p>RB noted that she will be meeting with Principals and key stakeholders in-person and online.</p>
8. Governance and Compliance	
8.1 Memorandum and Articles of Association	<p>[Paper: HTB0923-12]</p> <p>This was discussed during the CEO report item.</p>
8.2 Schedules re-write update	<p>CW noted that the review of the Schedules was underway, removing some which were obsolete and making additions and changes as needed. These would be presented to Executive Committee initially and then follow the approval process outlined in the Articles.</p>
8.3 Annual Statement of Compliance – Draft Format	<p>[Paper: HTB0923-14]</p> <p>WD noted that this was a draft layout of the Annual Statement of Compliance.</p> <p>DECISIONS:</p> <ul style="list-style-type: none"> The Board Approved the draft format
10. Any Other Competent Business	
11.1 Block Grant Funding Profile	<p>WD advised Board that the dates for UHI funding had previously been agreed and not followed through to timely payment. This meant that cashflow was severely reduced in previous months. After a meeting with Scott Rhynas and Carol Dixon (both UHI), a renewed commitment was made to meeting the agreed schedule.</p> <p>WD would confirm a procedure for missed payments with FCDC.</p>
SECTION B - Confidential	

9. Interim CEO Presentation

9.1 Interim CEO
Final Presentation

Attendees and observers left the meeting to allow Trustees to discuss the item as closed business.

APPROVED