



# Meeting Minutes

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

Meeting Date	30 <sup>th</sup> January 2026
Meeting Time	17:00-19:00
<b>Attendance</b>	
Present	Xander McDade (President & Chair) Neil Stewart (External Trustee & Vice Chair) Holly Pearce (Vice President Education) Irene Hynd (External Trustee) Dr Iain Morrison (External Trustee) Professor Edward Abbott-Halpin (External Trustee) Janet Hackel (External Trustee) Victoria Hutchinson (Student Trustee) Ahren Armstrong (Student Trustee) Colin Munro (CEO Designate - Observer)
Apologies	
Non-Attendance	

SECTION A: RESERVED BUSINESS – Attendees and Observers Do Not Attend	
Section	Minutes
<b>1. Welcome and Meeting Management</b>	
1.1 Apologies	None.
1.2 Declarations of Interest	The Student President & Vice President Education declared a non-financial interest in 4.1 - as current year student officers who are not re-standing for election they would not financially benefit from the decision.
1.3 Minutes from 15 <sup>th</sup> January 2026	[Paper: HTB300126-01]  <b>DECISIONS:</b> <ul style="list-style-type: none"> <li>The Board agreed the minutes as an accurate record.</li> </ul> <b>ACTIONS:</b>

	<ul style="list-style-type: none"> <li>• Correct minute to record Professor Edward Abbott-Halpin as present.</li> </ul>
1.4 Action Log from 15 <sup>th</sup> January 2026	<p>[Paper: HTB300126-02]</p> <p><b>DECISIONS:</b></p> <ul style="list-style-type: none"> <li>• The Board noted the action log and agreed to remove completed actions.</li> </ul> <p><b>ACTIONS:</b></p> <ul style="list-style-type: none"> <li>• Correct date at top of action log.</li> </ul>
<b>2. Finance</b>	
2.1 3-Year Financial Sustainability	<p>[Paper: HTB300126-03]</p> <p>In line with the action agreed at 3.1 of the 15th January 2026 Board meeting, the Trustees considered the requested paper on options for 3 years of financial sustainability and options for increasing the level of reserves during that period.</p> <p>The Board had an extensive discussion about the best way to proceed including OSCRs best practice guidance on the levels of reserves to hold.</p> <p><b>DECISIONS:</b></p> <ul style="list-style-type: none"> <li>• The Board voted [at 18:17] on the level of reserves to hold. <ul style="list-style-type: none"> <li>○ 2 months – 1 vote</li> <li>○ 3 months – 6 votes</li> <li>○ 4 months – 2 votes</li> </ul> <p>The Board resolved to hold 3 months of reserves and to build this assumption into financial planning.</p> </li> <li>• The Board voted [at 18:43] on how to proceed next. <ul style="list-style-type: none"> <li>○ Another round of Voluntary Redundancy – 6 votes</li> <li>○ Move straight to Compulsory Redundancy – 1 vote</li> <li>○ No further redundancy – 1 vote</li> </ul> <p>The Board resolved to proceed with another round of Voluntary Redundancy (VR). It was agreed that the closing date for staff to apply for this round of VR applications would be Thursday 19<sup>th</sup> February 2026 to allow applications to be considered at the Board meeting on Friday 20<sup>th</sup> February. The proposed exit date for staff taking VR would be 30<sup>th</sup> April 2026.</p> </li> </ul> <p><b>ACTIONS:</b></p> <ul style="list-style-type: none"> <li>• Further financial planning to be based on holding 3 months of reserves.</li> <li>• A further round of VR to be offered ahead of the next Board meeting.</li> </ul>
<b>3. Operational Plans and Staff Communication</b>	
3.1 Proposed Restructure Timeline	<p>[Paper: HTB300126-04]</p> <p>The Board considered the papers on the proposed timeline.</p>

	<p><b>ACTIONS:</b></p> <ul style="list-style-type: none"> <li>• Chair to seek legal advice on the proposed organisational change timeline and redundancy policy.</li> </ul>
3.2 Message to Staff	<p>In line with the action agreed at 3.1 of the 15<sup>th</sup> January 2026 Board meeting, the Trustees discussed communication to staff on progress to date and next steps of the financial sustainability and organisational change process.</p> <p><b>DECISIONS:</b></p> <ul style="list-style-type: none"> <li>• The Board agreed that the message to staff should state publicly that our aim is to avoid compulsory redundancy, and that HISA continue to take steps to avoid it, including offering VR and a further review and reduction of non-staff costs. However, it was felt it was also important to be clear with staff that if the required level of savings could not be delivered through the second round of VR then HISA would likely require to move to a compulsory redundancy position. The Board agreed that in the absence of a CEO, the Chair of the Board would issue the message to staff on behalf of the Board.</li> </ul> <p><b>ACTIONS:</b></p> <ul style="list-style-type: none"> <li>• Draft email to staff to be circulated to trustees for comment after the meeting for agreement.</li> </ul>
<b>4. Governance</b>	
4.1 Officer Terms & Conditions	<p>[Paper: HTB300126-05]</p> <p><b>DECISIONS:</b></p> <ul style="list-style-type: none"> <li>• Due to the meeting running over time the Board agreed to defer consideration of the paper until a future meeting.</li> </ul> <p><b>ACTIONS:</b></p> <ul style="list-style-type: none"> <li>• Paper to be brought back to a future meeting.</li> </ul>
4.2 Agreement to convert to a SCIO	<p>[Paper: HTB300126-06]</p> <p>The Board noted the paper on the proposal to convert to a SCIO to reduce governance costs and compliance requirements.</p> <p><b>DECISIONS:</b></p> <ul style="list-style-type: none"> <li>• Following a brief discussion the Board decided to defer full consideration of the proposal until a future meeting after the organisational change process was complete, and the new CEO had started.</li> <li>• The Board also agreed to obtain specialist legal advice to inform the decision of potential benefits and risks.</li> </ul> <p><b>ACTIONS:</b></p> <ul style="list-style-type: none"> <li>• Action to be added to the Action Log for the CEO to bring back a paper within the next academic year that includes specialist legal advice on benefits and risks.</li> </ul>

<p>4.3 Appointment of solicitors</p>	<p>The Chair advised the Board of ongoing discussions with UHI about accessing one of the solicitors on their procurement framework to provide specialist legal advice on the organisational change process. The university is currently working through potential issues such as VAT recharge and limits of the number of discounted hours available.</p> <p><b>DECISIONS:</b></p> <ul style="list-style-type: none"> <li>• The Board agreed to utilise the University’s procurement framework, if possible, to access reduced rates for a solicitor to advise on the organisational change process.</li> </ul> <p><b>ACTIONS:</b></p> <ul style="list-style-type: none"> <li>• Selected solicitors to be appointed by correspondence once UHI has worked through the potential issues of the proposed arrangement.</li> </ul>
<p><b>5. Any Other Competent Business</b></p>	
<p>5.1 Digital Content Co-ordinator Contract Extension</p>	<p><b>Digital Content Co-ordinator Contract Extension</b></p> <p>The Board noted the paper by the Director of Community &amp; Communications requesting a contract extension of the Digital Content Co-ordinator.</p> <p><b>DECISIONS:</b></p> <ul style="list-style-type: none"> <li>• The Board agreed that the Digital Content Co-ordinator has done excellent work but given the current financial situation and the intention to proceed with another round of Voluntary Redundancy it would not be appropriate to enter into new obligations.</li> </ul> <p><b>ACTIONS:</b></p> <ul style="list-style-type: none"> <li>• The Director of Community &amp; Communications to be informed of the decision and to notify affected staff.</li> </ul>