



Meeting Minutes

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

Meeting Date	3 rd December 2025
Meeting Time	10:00-13:00
Attendance	
Present	Xander McDade (President (Chair)) Holly Pearce (Vice President Education) Rachel Burn (Chief Executive Officer) Janet Hackel (External Trustee) Neil Stewart (External Trustee) Irene Hynd (External Trustee) Dr Iain Morrison (External Trustee) Simon Varwell (Director of Student Engagement and Representation) Dr Emma Miller (Director of Community and Communications) Hannah Laycock (Operations and Governance Coordinator) (minute taker 'Normal Business')
Apologies	Victoria Hutchinson (Student Trustee) Ahren Armstrong (Student Trustee) Irene Hynd (External Trustee)
Non-Attendance	

SECTION A: NORMAL BUSINESS – Attendees and Observers Join	
Section	Minutes
1. Welcome and Meeting Management	
1.1 Apologies	Apologies were received from VH, AA, and IH. JH and EAH provided advance notice that they would join the meeting at a later stage.
1.2 Declarations of Interest	RB noted that she was happy to step out of the meeting during Reserved Business when discussions on CEO interviews were presented.
1.3 Minutes from 3 rd October 2025	[Paper: HTB1225-01] DECISIONS: Minutes from 27 th June 2025 were approved in principle of the following amendment:

	<ul style="list-style-type: none"> Amend top line of page 7 wording to “migrant” rather than “anti-migrant.” <p>ACTIONS:</p> <ul style="list-style-type: none"> HL to change wording on page 7 to “migrant” rather than “anti-migrant.”
<p>1.4 Action Log from 3rd October 2025</p>	<p>[Paper: HTB1225-02]</p> <p>DECISIONS:</p> <p>Actions from 27th June 2025 were approved and all complete.</p> <ul style="list-style-type: none"> Risk Register item on the agenda Circulate Skills Matrix to all Trustees
<p>2. CEO Update</p>	
<p>2.1 CEO Report</p>	<p>[Paper: HTB1225-03]</p> <p>RB summarised the report to Board, and highlighted the following:</p> <ul style="list-style-type: none"> Progress on restructure has taken place with staff over the past few weeks in relation to our current financial position. Report from staff questionnaire, and role analysis question that has gone out to staff, which will prove useful next year in terms of analysing where there is duplication of work and streamlining. In recognition that all staff have engaged positively with the restructure process to date, Board were asked to consider granting an extra day of annual leave (AL) for staff on 24th December. A grant submission was made to SSEN Transmission for £120,000. <p>RB agreed with the review of annual leave/holidays.</p> <p>ACTIONS:</p> <ul style="list-style-type: none"> RB and NH to draft holiday policy to review holidays and bring back to the Trustee Board. <p>DECISIONS:</p> <ul style="list-style-type: none"> Trustees approved additional annual closure day for 24th December 2025, with communications to staff being clear this relates to result of staff survey, and it does not set a precedent for future years.
<p>2.2 HISA KPI Measurements with Proposed Updates</p>	<p>[Paper: HTB1225-04]</p> <p>RB noted that Board had previously seen the revised KPI paper but these were revised before HISA was aware of the Sports Coordinator post changing. The KPIs have therefore been revised again to reflect HISA’s reduced capacity in sporting. EM and RB have revised the KPIs to amalgamate sports and club membership into one KPI; members of clubs and societies with sport membership, and then a new KPI on student engagement in HISA EDI projects has been added.</p>

	<p>DECISIONS:</p> <ul style="list-style-type: none"> Trustees approved the updates to HISA KPI Measurements. <p><i>N.B. EAH and JH joined the meeting</i></p>
<p>2.3 HISA 2024/25 Impact Report (Comms version)</p>	<p>[Paper: HTB1225-05]</p> <p>RB noted that the Board had previously seen the Word version of the Impact Report, and this version was the fully designed copy. Thanks were given to Communications Manager and EM for their work on the report. A printed copy of the report will be given to each AP Principal, some kept at the HISA office and a PDF version uploaded to the website.</p> <p>NS gave thanks for how professional the report looked, and highlighted the number of smiling faces there were in the photos included in the report, which was great.</p> <p>HP noted how positive it was to see everyone coming together, especially through challenging times.</p> <p>XM gave thanks to the Comms team, and asked for the sentiments to be passed onto the team.</p> <p>DECISIONS:</p> <ul style="list-style-type: none"> Trustees approved the 2024/25 Impact Report
<p>3. Directorate Updates</p>	
<p>3.1 Community and Communications</p> <ul style="list-style-type: none"> Update 	<p>[Paper: HTB1225-06]</p> <p>EM took the paper as read, and highlighted the following areas of work:</p> <p>Students have been made aware of the anti-immigrant protests taking place in Inverness and some have expressed concerns for their safety, so the Inverness team have written messages of support to vulnerable students. A drop-in session was being made available online and in-person to support students. Our Scribblers club has also sent a letter to UHI calling on them to support migrant students. Resources had been collated to signpost students with any concerns about this matter. On December 6th there were due to be anti-migrant protests taking place across the UK so extra support might be needed.</p> <p>IM gave thanks for the support and highlighted the interest on the Inverness Barracks issue, and whether this was affecting students, and asked what EM's stance was on this. EM responded that information about the protest had been sent in by a UHI Inverness student and asked to disseminate the information. Because the Barracks are so close to UHI House and Inverness College (IC) students are seeing this on their social media channels, and there are safety concerns. UHI and IC have many</p>

	<p>international students. Various HISA historical stances have been against this kind of racism in the past. EAH noted that non-white and international students can feel targeted, and that it was important to support students during such worrying times.</p>
<p>3.2 Student Engagement & Representation</p> <ul style="list-style-type: none"> • Update • Revised Election Rules • Proposed Referendum Rules • Referenda Returning Officer (RRO) & Deputy Referenda Returning Officer (DRRO) Appointment • Revised Articles and Schedules 	<p><i>N.B this item was presented after items 4.1 to 4.3 due to time management.</i></p> <p>Update [Paper: HTB1225-07a] SV took the paper as read, and highlighted the following:</p> <ul style="list-style-type: none"> • SVR system has been vastly improved this year and we have already exceeded last years numbers • Trustees to approve revised Election rules – so that HISA can hold two upcoming referendums • Revised Articles and Schedules to be presented by PS later in the SER item. • Advice Service report in the appendix of the paper • HTC students have voted to support removal of the HTC Depute role and be represented by the Cross-Campus Officers instead. <p>NS queried whether SVRs actively promote HISA as an institution and will the increase in SVR numbers increase engagement and impact during elections. SV responded that SVRs did increase engagement and impact and have a good grounding for us to build on. Part of the training is making them aware of HISA and the services we provide, and things to get involved in and should have a good grounding in what HISA is. SVRs are engaged through meetings and conversations that are important to HISA. Though, they are not constituted as we would like, which is something to build on as they do not currently appear in the Articles and Schedules, and were not driving force, but something for the review.</p> <p>JH queried the Faculty Interns agreement with UHI regarding their funding, and whether an agreement had passed agreeing UHI would contribute for 2025/26. SV responded that UHI have committed to funding the current AY of £10,000 for the posts. As our finances currently stand we cannot afford the roles on core money year on year. IM noted that we do not yet have the money, though no indication we would not get it.</p> <p>IM was saddened to hear about the Depute position at HTC being dropped. There was concern as to how this might affect further funding, and that other APs might also decide to drop HISA Deputes. SV agreed this was sad news, though a theological and philosophical society were being set-up and HTC was a specific case within the UHI partnership. SVRs were being registered from HTC for the first time which is excellent. HTC does not have a size comparable to other APs, and HTC is constituted differently. XM noted that there was a better relationship with HTC due to this result.</p>

Revised Election Rules [Paper: HTB1225-07b]

SV noted that these were the same except for a couple of changes.

DECISIONS:

- Trustees approved the Revised Elections Rules.

Proposed Referendum Rules [Paper: HTB1225-07c]

SV noted these reflect if there were to be a referendum.

DECISIONS:

- Trustees approved the Proposed Referendum Rules.

Referenda Returning Officer (RRO) & Deputy Referenda Returning Officer (DRRO) Appointment [Paper: HTB1225-07d]

DECISIONS:

- Trustees approved the Referenda Returning Officer (RRO) & Deputy Referenda Returning Officer (DRRO) Appointment

Revised Articles and Schedules [Paper: HTB1225-07e]

PS summarised on the historical background of the Constitutional Review Project, which was launched during the 2024/25 AY to fix four identified issues with HISA's current Articles of Association and Schedules:

- Missing information
- Outdated information
- Conflicting and contradictory information
- Complexity and duplication

It was agreed by the working group that they would not change the current officer model or democratic structures and would stay away from anything political or controversial.

Aim was to make the current system work so the focus could be on the normal day-to-day work making policies etc.

SV, XM, and HP worked on the review, removing duplications of clauses and rules. 'Regional' was a big detail that has now been removed. Desktop research was done on best practice in democratic meeting, elections, by-laws and schedules. All these amendments led to the revised Articles and Schedule.

Two other changes are the new numbering system, and section part two of the Articles of Association around membership.

N.B. EAH left the meeting

IM noted the great and much needed work done, and highlighted the Local Officer removal, and if it should be more specific. PS noted that these things

	<p>tended to stay in HR policies, and that the Articles mainly focus on the political removal mechanism. There is a clause in that a resolution would formally be sought first, which would potentially go down a HR route. The removal of an officer was highly unlikely.</p> <p>DECISIONS:</p> <ul style="list-style-type: none"> Trustees approved consultation on the revised the Articles of Association and Schedules.
4. Sub-Committee Update	
4.1 Finance and Commercial Development	<p><i>N.B the items 4.1 to 4.3 were presented before item 3.2 due to time management.</i></p> <p>JH noted Committee met the week before and gave thanks to HL for getting the minutes out quickly, which were noted in the 'For Information' section of the agenda, and were yet to be formally approved by members.</p> <p>Two new members were welcomed to the Committee; Dr Iain Morrison, and Ahren Armstrong.</p>
4.2 Appointments and Remuneration Summary Sub-Committee Membership	<p>HL noted that Victoria Hutchinson was now a member of CGRC.</p>
4.3 Compliance, Governance and Risk Summary	<p>EAH noted the minutes included in the agenda.</p> <p>RB spoke of the workload of CGR and FCDC Committees and whether they could be amalgamated within the Trustee Board meetings. There was a strong view to keep them separate but that the frequency of Committee meetings could be reduced and aligned with Trustee Board dates. This is something that would be taken into next year. EAH noted that the primary reason to keep some of the sub-committees separate from Board was for oversight and good governance decisions.</p>
5. Governance	
5.1 HISA Statement of Compliance 2024/25	<p>[Paper: HTB1225-08]</p> <p>RB noted the purpose of the statement to confirm that HISA is compliant with current legislation and good HR and governance practice. Two items still to complete are Articles of Association and Schedules which are in progress, hence not finalised.</p> <p>DECISIONS:</p> <ul style="list-style-type: none"> Board approved the 2024/25 Statement of Compliance.

<p>5.2 Revised Risk Register Cover Sheet Revised Risk Register</p>	<p>[Paper: HTB1225-09a and HTB1225-09b]</p> <p>Risk 7 has been updated with information about the correct use of images due to copyright law. EM had done a great job reviewing our practice in this space, making sure we are compliant and has trained staff on what steps to take when using images and proper use.</p> <p>Risk 8 had been changed slightly to include information on how redundancies are handled.</p> <p>A proposal was made to change Risk 1 to red even after mitigation due to HISA's financial position. NS noted there were mitigating actions that could be put in place to take it down from a red risk by reducing expenditure and more in line with our income. The commentary needed to be updated to reflect this. RB queried if there was another way to note this. NS noted this was a separate risk from finance. RB to find way to make the distinction.</p> <p>ACTIONS:</p> <ul style="list-style-type: none"> • RB to keep risk 1 as amber after mitigation but reflect the conversation elsewhere in terms of knock on effects on HISA's operations. <p>DECISIONS:</p> <ul style="list-style-type: none"> • Board approved the revised Risk Register subject to those changes being made
<p>5.3 NUS Referendum Approval Paper</p>	<p>XD noted NUS Referendum Approval Paper. It was approved to move forward with a referendum on membership.</p> <p>Xander reported that he had met with NUS President after the HISA All Student Meeting and then followed up with a detailed letter regarding issues with NUS delivery over 18+ months. We pay more due to there being 10 APs yet receive very little democracy and service from NUS. A rebate on the fees has also been requested for 25/26, this is currently pending a decision.</p> <p>IM responded that it was entirely appropriate for there to be a referendum to ask students for their decision given the lack of service NUS Scotland have provided. He also questioned if NUS had made the case for continued affiliation. XM noted that the conversation with NUS Scotland was not fruitful, and that they asked for the referendum to be held in the Scottish Parliamentary year.</p> <p>NS queried whether there would be a financial penalty for the second year if the referendum is held. XM confirmed there would not be a financial penalty. He also questioned whether there be a disaffiliation campaign, and whether there would be a cost to this such as pamphlets</p>

	<p>and flyers etc. XD responded there would be a small cost of circa £100, though bulk of the cost would be staff time.</p> <p>SV noted that the Articles of Association & Schedules details that the campaign group would be modestly funded. Regarding timing, this would need to include view of Executive, staff time, and seen to be fair election. Whether it happens at same time as elections or elsewhere.</p> <p>RB noted that the Management team were working on a timeline for the next 6 months January-June 2026 to direct staff and focus work.</p> <p>DECISIONS:</p> <ul style="list-style-type: none"> Trustee Board approved the NUS Referendum taking place in 2025/26 Academic Year.
6. Any Other Competent Business	
6.1 CEO Interview Panels	EM gave thanks to those who participated in the CEO interviews and panels for their hard work.
SECTION B: RESERVED BUSINESS – Attendees and Observers Do Not Attend	
7 RESERVED BUSINESS	
7.1 Chair’s Report – move to reserved business <ul style="list-style-type: none"> Officer Restructure Appointment of new HISA CEO 	These were confidential items and were not minuted.
7.2 HISA Financial Position 2025/26 and Budget / Block Grant Update <ul style="list-style-type: none"> VR principles and policy Responses to staff survey 	These were confidential items and were not minuted.