Meeting Minutes

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

Meeting Date	7th May 2026
Meeting Time	17:00-19:05
Attendance	
Present	Xander McDade (President & Chair) Neil Stewart (External Trustee & Vice Chair) Holly Pearce (Vice President Education) Professor Edward Abbott-Halpin (External Trustee) Irene Hynd (External Trustee), Item 2.2 onwards Dr Iain Morrison (External Trustee) Colin Munro (CEO)
Apologies	Janet Hackel (External Trustee)
Non-Attendance	

SECTION A: NORMAL BUSINESS – Attendees and Observers Join	
Section	**Minutes**
1. Welcome and Meeting Management	
1.1 Apologies	Janet Hackel (External Trustee)
1.2 Declarations of Interest	None.
1.3 Minutes from 26th March 2026	[Paper: HTB0526-01] **DECISIONS:** • The Board agreed the draft minutes of the 26th March 2026 as an accurate record.
1.4 Action Log from 26th March 2026	[Paper: HTB0526-02] **DECISIONS:** • The Board noted the action log and the removal of items marked as completed.
2. Governance	

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<td>2.1 NUS referendum results and next steps</td>
<td>[Paper: HTB0526-03]
The Chair provided an update on the NUS referendum highlighting that a final check of the Articles of Association that currently govern HISA indicated the 12 October 2015 set when the Association was created rather than the 2023 version would need to be followed. This situation had only become apparent in the last 48 hours and with limited institutional memory from that period being available. As the versions have differing levels of votes to be cast in a referendum this now had relevance to both the recent referenda. The current proposals regarding the NUS referendum therefore needed to follow the requirements of the 2015 Articles. A high level review of these Articles indicated no other major issues related to current arrangements (beyond number of external trustees) with the need for finalising the current review of Articles now being a priority.

Trustees sought further details as to why the 2023 version of the Articles could not be relied upon:

whilst the Student meeting had approved the changes to the Articles the UHI Court had noted the changes and not approved them as would be the norm for such a document;
the HISA Trustee minutes from December 2023 indicate that one academic partner had queries relating to the changes without clarity that these had been addressed/ resolved;
the ‘current’ Articles on the HISA website do not indicate the approval process after the Student meeting as being completed and they include tracked changes and missing references;
there is no evidence that HISA organised a Company Law meeting or approved a Special Resolution for approval of the updated Articles both of which are steps in the ratification process;
the Articles had not been administratively filled at Companies House with the 2015 version being the most recent.

It was noted that these key steps occurred in a time period when the CEO’s and Company Secretary responsibilities were being transitioned.

The Trustees reflected on the process and communication related to the recent referenda’s and were content that the rules put in place for these ensured that students were clear as to voting options. Trustees further discussed the engagement of the NUS in the referendum and noted that they did not put forward a counter campaign. Indeed communication and engagement from them has been limited throughout the process. Trustees noted the financial risks as outlined in the paper in relation to departure arrangements and considered these to be mitigated.

Trustees noted the copy of the draft disaffiliation letter to the NUS.

Given the lengthy process required to change the Articles of Association the Cross Campus Officers intend to take a proposal to the Annual All Student Meeting to seek support to make three further changes to the final version of the Articles of Association and Schedules:</td>
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- Changing the Chair of the Trustee Board to be an External Trustee and that the Student President would become the Vice Chair as discussed by the Trustee Board in March 2026 and the Executive Committee in April 2026.
- Changing 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 12th October 2015 version of the Articles of Association rather than the proposed 400 votes in the draft reflecting the experience of both our recent referenda.

If agreed by the Annual All Student Meeting these final changes will be then be included in the final version to be signed off at a Company Law Meeting (the Trustees are the Company Law Members under the 12th October 2015 version of the Articles) and then taken for ratification by the UHI Court and Academic Partner Boards of Management.

DECISIONS:

- Agree that the HISA Articles of Association & Schedules Referendum held between Monday 9th March 2026 – Thursday 12th March 2026 met the required quorum (200 or more votes) set down in the 12th October 2015 version of the HISA Articles of Association and that as a two-thirds majority (as required by 9.2.4 of the Articles) of the votes cast were in favour of approving the new Articles of Association confirm this as the valid result.

- Agree that the NUS Referendum held between Monday 30th March 2026 – Wednesday 1st April 2026 met the required quorum (200 or more votes) set down in the 12th October 2015 version of the HISA Articles of Association and that as a majority of the votes cast were in favour of leaving NUS authorises the Student President & Chair of the Trustee Board to write to NUS before the 30th June 2026 deadline to notify them officially of the referendum outcome and give notice that HISA will be leaving NUS effective 31st December 2026.

- In line with 19.1 of the 12th October 2015 version of the HISA Articles of Association & Schedules - agree to hold the Annual All Student Meeting on Monday 18th May 2026 at 12:30pm on TEAMS to maximise student member participation.

- Agree to hold a Company Law Meeting on Thursday 21st May at 5:30pm on TEAMS (as set out under section 20 of the 12th October 2015 version of the HISA Articles of Association & Schedules) to agree a final version of the new Articles of Association & Schedules to progress to UHI Court and Academic Partner Boards of Management for final approval.

	• Authorise the HISA Company Secretary to submit the new Articles of Association and Schedules to Companies House once all appropriate approvals have been received. **ACTIONS:** • The next steps in relation to HISA formally leaving the NUS by 31 December 2026 to be undertaken. • Additional changes to the Articles of Association to be proposed to the May All Student Meeting with the final document having completed the UHI academic partner and court decision ratification process by the end of June 2026.
2.2 Future Chairing of Trustee Board	[Paper: HTB0526-04a] Following the agreement at the last Board meeting that the Chair and Vice-Chair arrangements would be permanently changed (Chair being elected from an External Trustee and the Vice-Chair being the President), XM and CM had drawn up a suggested way forward including a draft Terms of Reference for the Chair and Vice-Chair. This included important protections to ensure that the Chair will liaise with and facilitate the role of the Deputy Chair. This recognises the distinct role the President has for overseeing the work and accountability of the Executive Committee and that ultimately the views, opinions and interests of UHI students across the UHI partnership are effectively represented. These terms of reference would for the current time be a board approved working document and it was not proposed that a schedule to the Articles of Association to reflect them be put in place. Trustees welcomed the Terms of Reference as assisting with the appointment process for a Chair. The cumulative terms limits for being Chair and a Trustee would need to be aligned to reflect good governance practice. The new Articles of Association indicate the term limits are four years, with an additional term to be consecutive or non-consecutive. Therefore, the terms of reference for the Chair should indicate "*they will serve for a term of three years renewable for a further term of three years, provided that any External Trustee who is so elected shall be eligible to serve as Chair for an aggregate period not exceeding six years*". The Trustees requested that further consideration be given to the wording related to "*the Chair will "support and amplify the leadership of the elected President and the Chief Executive Officer*", and "*Line manages together with the President the Chief Executive Officer on behalf of the trustees including undertaking periodic performance reviews*". It was agreed to further reflect on these with a view to finalise the terms of reference at the next board meeting. It was noted that the proposals had been discussed with both the in-coming President and the Executive Committee. Feedback highlighted the positive impact this could have on recruitment for cross campus officers given the time commitment that being Chair of the Trustees demands. **DECISIONS:** • To agree changes to the 12th October 2015 version of the Articles of Association and to request approval at the next All Student Meeting:

	Definition and Interpretation (introductory section) Chair: the chair of the Board of Trustees, shall be elected from amongst the External Trustees; Chair of the meeting: in the case of Trustees' meetings means the person chairing the meeting; Deputy Chair: the deputy chair of the Board of Trustees, shall be the President of the Association; In the relevant paragraph related to Chair and Deputy Chair: The Board shall elect an External Trustee to be the Chair of the Trustees normally for a term of three years with the possibility of re-election by the board for up to a further three years , provided that any External Trustee who is so elected shall be eligible to serve as Chair for an aggregate period not exceeding six years. The President shall be the Deputy Chair. The role of the Deputy Chair will be to support the Chair. • Approved the Terms of Reference for the Chair subject to clarification of two items at the next board meeting. • Approved an election amongst trustees to appoint the Chair of Trustees and this to be shared at the June board meeting. **ACTIONS:** • Additional changes to the Articles of Association to be proposed to the May All Student Meeting related to the Chair and Vice-Chair position with the final document having completed the UHI academic partner and court decision process by the end of June 2026. • An updated Terms of Reference for the Chair/ Vice-Chair to be reviewed at the June Board meeting.
2.3 Student Trustee Vacancy Update	The recruitment process for a Student Trustee was currently underway and the Chair of the Appointments and Remuneration Committee would be shortlisting candidates the next day with interviews scheduled for the week following. The number of applications was higher than previous rounds and this was a welcome development. Future Student Trustee recruitment would benefit from an earlier time period in the academic year (March- May) and the governance calendar should reflect this. **ACTION:** The Governance calendar to reflect trustee recruitment to take place between March- May annually.
2.4 Governance support to Trustees	CM outlined the transitional arrangements regarding staff support to governance tasks related to the board and committees. Board members had offered to assist with agenda planning and other related tasks. Given developments with AI technology, a pilot study of using co-pilot to generate minutes and actions points from meetings could identify a rationalisation of efforts in this area. **ACTION:** A pilot study of using co-pilot for recording meetings of the board and committees be undertaken as a means to asses future staffing support.
3. Any Other Competent Business	
3.1	There were no items under this item.

SECTION B: RESERVED BUSINESS – Attendees and Observers Do Not Attend	
4. Reserved Business	
4.1 CEO Update	[Paper: HTB0326-04b] These were confidential items and were not minuted.
4.2 Financial Update	[Paper: HTB0326-05] These were confidential items and were not minuted.
4.3 2024/25 Financial Statements approval	[Paper: HTB0326-06] CM highlighted that despite the audit commencing in late March the process has still to complete and the intention to approve accounts at this meeting would now need to be delayed. Correspondence had been submitted to OSCR and Companies House to explain the reason for missing the 30 April 2026 filling deadline. OSCR provide for a ten-week maximum period to submit accounts and Companies House have granted a three-month extension. A trustee highlighted the o/s action related to the legal framework regarding HISA and that converting to an SCIO would remove both time consuming and at times costly audit requirements. Trustees noted this was the first year of appointment of the new auditors and that steps were in place to help prevent a re-occurrence of these delays.
4.4 Employee Handbook Policy Changes	[Papers: HTB0326-07a/7b] Previous board meetings had discussed the need to update the current redundancy and annual leave policies. CM had undertaken a review of both and presented updated policies. With managing change being an integral part of all organisations the redundancy policy was renamed as an organisational change policy. The annual leave policy reflected earlier decisions taken by the board regarding local officers being compensated for working on some bank/ public holidays during the year and a revised approach where bank holidays during the academic year need to be individually booked by all employees. These changes would help support availability of colleagues when academic partners work on bank/ public holidays. The board also supported efforts to have company closures to allow for everyone to be away. CM highlighted a number of key areas of other policies where changes were proposed in order to help promote a high trust workplace and to ensure that positive behaviors were seen to be rewarded. In approving the amended sickness absence policy the board asked for re-assurance in a year that sickness levels are within national standards and not raising red flags. **DECISIONS:** • Approved Organisational Change Policy (subject to minor suggested amendedments from IM). • Approved changes to the annual leave policy including use of bank holidays / public holidays. • Approved changes to the sickness absence policy including updated entitlements based on length of service.

	• Approved changes to policy to reflect move to the flexibility that core hours provide, use of compassionate leave categories with an upper ceiling on number of days pern annum. **ACTIONS:** • The Employee Handbook to be updated with approved policy changes. • The CEO to report to the board (June 2027) on absence levels including utilisation of the sickness absence policy and whether the policy continues to meet the needs of a high performance/ high trust culture.