Meeting Minutes

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

Meeting Date	25th September 2026
Meeting Time	10:00-13:00
Attendance	
Present	Trustees: Oliver Sweeney (President & Chair) Neil Stewart (External Trustee & Vice Chair) Andi Garrity (Vice President Education) Janet Hackel (External Trustee & Chair elect) Victoria Hutchinson (Student Trustee) Irene Hynd (External Trustee) Dr Iain Morrison (External Trustee) Lizzie Nairn (Student Trustee) Professor Keith Smyth (Observer) Staff: Dr Emma Miller (Director of Communications & Communities) Colin Munro (CEO) Paul Stalker, Insight & Democracy Coordinator (Agenda Item 3.2) Simon Varwell (Director of Student Engagement & Representation)
Apologies	Ethelbert Chisom Amasiaku (Student Trustee) and Professor Edward Abbott-Halpin (External Trustee) who both had work commitments. Andi Garrity indicated they would attend as much as possible as they were travelling to the Argyll Graduation ceremony and their feedback on voting references that they had circulated was noted.
Non-Attendance	

SECTION A: NORMAL BUSINESS – Attendees and Observers Join	
Section	**Minutes**
1. Welcome and Meeting Management	
1.1 Apologies	NS asked for clarification regarding the quorum and CM confirmed that it was four members and that must include two Principal Officer Trustees although this was based on the situation where there were the equivalent of three cross-campus officers and so a majority had to attend. AG was in attendance and has

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	circulated their voting preferences and so the meeting meets the quoracy requirements.
1.2 Declarations of Interest	None.
1.3 Minutes from 26th June 2026 Trustee Board meeting	[Paper: HTB0926-01] **DECISIONS:** • The Board agreed the draft minutes of the 26th June meeting as an accurate record.
1.4 Action Log from 26th June	[Paper: HTB0926-02] The action log was reviewed. Various items would be covered later in the agenda including ratification of the Articles of Association. SV provided an update on the action related to measuring and reporting meaningful student participation on Boards of Management. Ensuring student officers are able to participate remained an area where HISA provides support and this is particularly important at Academic Partners where officers are part-time and / or the number of officers has reduced from two to one. CM also highlighted that support is also dependent on the issues that can arise and which can often be unexpected and / or confidential, so for example the recent appointment of the Interim Principal and Chair at UHI Inverness. The Employee Handbook Policy Changes had been updated except for the changes to the Sickness Absence policy which require the Employee Assistance Programme service to be reactivated and the restructure finalised. The use of co-pilot tool to summarise governance meetings required a risk assessment to be completed with an aim to implement this at the December board meeting. The proposal to consider moving from a Charitable Company structure to a Scottish Charitable Incorporated Organisation would be discussed later in the year and the Finance & Commercial Development Committee had noted such arrangements reduce audit and other compliance costs. The next meeting of the Compliance, Governance & Risk Committee would receive an update on the risk register. **DECISIONS:** • The Board noted the action log and the removal of items marked as completed.
2. President Update	
2.1 Welcome to new Student Trustees	The Chair welcomed Ethelbert Chisom Amasiaku and Lizzie Nairn to the trustee board meeting and looked forward to their contributions to the work of HISA. The All Student Meeting on 17 September had ratified their appointment.
2.2 President's Report	OS provided an update to the Board on key activities since taking up the role of Student President on 1st July. Yesterday the new Student Partnership Agreement was signed (2026-2029) with the two key action areas being the 'cost of living crisis and 'improved student community'. Within these themes were six objectives that had individual streams to help support and monitor meaningful progress. The future vision of student experience across the UHI Partnership was a topic being discussed with the Learning, Teaching and Student Experience team and OS thanked KS for the engagement on this topic. He looked forward to the positive and creative ways in which this could be

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	moved forward. The next All Student Meeting (October) would have a focus on political policy making and he would report back on that at the next board meeting. IM thanked OS for the update and noted the positive discussions with the UHI Foundation that both had been involved with the previous day. IM queried the ways in which the partnership agreement was being taken forward and ensuring that the different Academic Partners engaged in the theme priorities ensuring that it was not only viewed as a document led and supported by the Executive Office. OS hoped that further engagement on this would take place at the Partnership Council.
3. CEO Update	
3.1 CEO Update	[Paper: HTB0926-03] CM introduced the CEO update that covered people, finances and partnerships. He acknowledged that there was much progress and evident energy with the start of the new academic term. New Student Officers were in place and a period of training undertaken to ensure that new and returning officers were supported before the start of the new academic year. Staffing vacancies had been filled in both Shetland / Orkney and also Perth. Unfortunately the maternity cover arrangement in Moray would require us to advertise the role and it was disappointing we could not retain that individual. OS sought clarification on this situation with CM elaborating on these. The positive financial result and small surplus was noted and this allowed HISA to go into the current year having increased reserves. The restructure would be covered later in the agenda. Positive developments were highlighted regarding ensuring that student voices in relation to transformation were captured and the special session on this at the summer residential along with the Transformation team visiting Welcome Fayres in Inverness, Perth, Thurso, Fort William, Lerwick and Stornoway was noted. He encouraged trustees to review that feedback given it provides a current snapshot of student views and priorities. The update on the EHCR guidance on single sex spaces was highlighted. Trustees were interested in how the arrangements regarding the EDI Committees at each Academic Partner as well as the new UHI People Committee looking at HR and EDI within EO was being co-ordinated. This remained a point of frustration for HISA as there is a lack of clarity as to whether each Academica Partner has an EDI Committee, whether there is student representation on them and how EDI issues across the partnership are being addressed. Trustees welcomed the positive progress on student views being represented within the transformation process. They noted that in many cases trust and engagement in the transformation process is dependent upon seeing positive progress with more immediate and often straightforward issues/ frustrations. They hoped that the focus on transformation would not lead to less emphasis on other short-term goals that could be delivered by UHI. NS acknowledged the new space that HISA had moved into at UHI House. CM confirmed that this continued as a donation to HISA and that by vacating surplus space we were assisting with UHI cost management. **Actions** KS agreed to take points back to the Management Team and to report back as to • What is happening regarding EDI committee/group/policy in EO? • Links/ Existence to Academic Partner EDI groups?

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	• EDI provision discussion in Learning, Teaching and Student Experience section of strategy (circulate section of report) • HISA transformation meeting themes. Circulate section of report and discuss in Learning Teaching and Student Experience, what/where can we address topics/needs? • Ensure L&T and student experience foregrounded in Transformation (meeting with Principal Vicki Nairn and Prof Brian Williams, Deputy Vice Chancellor).
3.2 Election Action Plan	[Paper: HTB0926-04], Paul Stalker, Insight & Democracy Coordinator joined the meeting. Irene Hynd, External Trustee joined the meeting. At the June board meeting the board had requested an action plan on steps to deliver an increased turnout for the 2027 Student Office elections. SV and PS had prepared a report on this that included: • technical improvements to the voting process • improvements to the promotion of elections • raising HISA's wider profile. The timeline for elections is also to be extended to allow for a sufficiently long nominations awareness raising as well as for campaigning. Delivery of successful elections requires partnership with each Academic partner and the action plan included responsibilities being placed on them. SV highlighted that there is no common way of calculating election turnout across Scottish Student Associations / Unions but this was a topic that would be raised at a forthcoming meeting of ways to strengthen the capacity of Associations. At UHI all students are included in the calculation, including many modes and/or types of students that other institutions may not include. PS highlighted overall UHI engagement was 3.75%. This breaks down to 6.5% of post-graduate research students, 5.2% undergraduate, 3.1% further education, and 1.5% post-graduate taught. Overall 8% of full-time students voted and 1% of part-time students. Therefore further analysis of this date was required as well as appreciation of the dangers of relying upon comparisons between different types of university. NS was supportive of the extended campaigning period but asked whether retaining the current arrangement of voting over four days and the traditional Monday – Thursday approach worked. He was keen to understand how HISA addressed engagement with the significant number of students who don't vote rather than us focusing on small increases in the numbers who do. Other trustees raised similar concerns as to how HISA ensures it does not see turnout fatigue with an extended voting period versus being innovative and willing to try new things and approaches. SV, EM and PS provided feedback on various aspects of the voting process. OS requested clarity as to whether the three-week campaigning period meant that Student Officers standing for re-election would need to book three weeks annual leave for this and how on-going responsibilities and work could be handled. SV confirmed that the three-week period aimed to assist the juggling of responsibilities and that updated leave guidance would be circulated to ensure this was clear. Trustees expressed appreciation for the action plan and the concrete steps being taken to help increase engagement by students in elections.

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	DECISION: • The action plan was noted including the extended three-week campaigning period. **ACTION:** • Further ideas and perspectives from students to be captured as to effectiveness of the voting period in elections and reported back as part of the 2026-27 election report (June 2027). • Student Officer guidance to be circulated relating to rules on annual leave and level of expenses that can be claimed for those standing for re-election.
4. Governance	
4.1 Update on ratification of Articles by UHI Court and Academic Boards.	[Paper: HTB0926-05] An update on the status of the ratification of the revised Articles of Association were provided. The UHI North, West & Hebrides Board who had previously noted the changes are now being asked to approve them on 30th September. UHI Argyll Board had approved them at their September and UHI Orkney had approved them at their Education, Communities and Housing Committee on 8th September with full council being asked to endorse this on 6th October. All other Academic Partners and the UHI Court had approved the revised Articles. UHI Inverness highlighted that legal advice on the new document may need to be sought. CM confirmed that this had been discussed internally in May but that the changes proposed were not significant and that the new Code of Governance for Student Unions produced by Bates Wells confirmed that the changes to Trustee Board chairing were compliant in law. SV acknowledged that the note to Academic Partner boards could have been clearer on this aspect. **DECISIONS:** The Trustee Board noted the positive progress on ratification of the revised Articles of Association and that no objections have been received from Academic Boards or the Court of the University of the Highlands & Islands. The Company Law meeting at the completion of the trustee board meeting later would therefore be asked to approve a special resolution to allow the Articles to be submitted to Companies House after the 6th of October when final approval would have been received.
4.2 Committee Membership	[Paper: HTB0926-06] The updated Committee Memberhsip list was reviewed and approved. **DECISIONS:** 1. The change of Chairing of the Finance & Commercial Development Committee from October 2026 (Iain Morrrison replacing Janet Hackel) was noted. 2. The Appointments & Remuneration Committee members are Irene Hynd (Chair), Lizzie Nairn and Andi Garrity. Oliver Sweeney is invited to attend. 3. The Compliance, Governance & Risk Committee members are Edward-Abbot-Alpin (Chair), Victoria Hutchinson and Andi Garrity. Oliver Sweeney is invited to attend. The UHI Governance and Policy Manager Nicholas Oakley is invited to attend as an observer. 4. The Finance & Commercial Development Committee members are Iain Morrison (Chair), Ethlebert Amasiaku and Andi Garrity with Janet Hackel

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	and Oliver Sweeney invited to attend. The UHI Chief Financial Officer (Derek Bond) is invited to attend as an observer. **ACTION:** • Committee invitations to be updated and sent out to newly appointed Committee members.
4.3 Clarification of Committee Responsibilities for Staff Pay	[Paper: HTB0926-07] The FCDC had sought clarification as to how pay awards are envisaged to be reviewed and approved by relevant committees. • Annual organisation-wide cost-of-living increase: FCDC - consideration of the proposal, affordability and recommendation to the Trustee Board • General amendments to staff pay scales: FCDC - consideration of financial and organisational implications and recommendation to the Trustee Board • Remuneration of the CEO, Officer Trustees and Elected Officers: ARC - as already provided for in its Terms of Reference • Major or exceptional remuneration changes: Trustee Board - following advice from the relevant committee or committees Where an organisation-wide cost-of-living award applies equally to the CEO, Officer Trustees and Elected Officers, it should not require separate approval through ARC. ARC's role is to provide independent oversight of remuneration decisions specific to those posts, including any proposed change to salary, grade or other contractual remuneration, thereby ensuring that individuals are not involved in determining their own remuneration. ARC should take organisation-wide awards into account when considering the overall remuneration of these posts. **DECISIONS:** It was agreed to add to the remit of: • FCDC To consider and make recommendations to the Trustee Board on organisation-wide staff pay awards, including annual cost-of-living increases and amendments to staff pay scales, having regard to affordability, the annual budget and the financial sustainability of HISA. • ARC For the avoidance of doubt, responsibility for organisation-wide staff cost-of-living increases and general amendments to staff pay scales rests with the Finance and Commercial Development Committee (FCDC). The Appointments and Remuneration Committee (ARC) retains responsibility for independent oversight of remuneration decisions relating specifically to the Chief Executive Officer, Officer Trustees and Elected Officers, including any proposed changes to salary, grade or other contractual remuneration. Individuals must not participate in decisions concerning their own remuneration. Where an organisation-wide cost-of-living award applies equally to these posts, separate approval by ARC is not required.

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	ACTIONS: • The Committee Terms of Reference to be updated to reflect the approved changes.
4.4 AoB	NS confirmed that he planned to step down as an external trustee at the completion of the December Board meeting. OS thanked him for all his contribution to the HISA Trustee Board and for serving as Vice Chair. **ACTION:** IH to consider the forthcoming vacancy and report back to the board on appointment process noting the feedback from AG regarding balance of number of Student and External Trustees on the board as well as ensuring a mix of skills and expertise.
SECTION B: RESERVED BUSINESS – Attendees and Observers Do Not Attend	
5. Reserved Business	
5.1 FCDC 28th August 2026 report	[Paper: HTB0926-08] These were confidential items and were not minuted.
5.2 Restructure Proposal	[Paper: HTB0926-09] These were confidential items and were not minuted. Andi Garrity and Lizzie Nairn left the meeting.
SECTION C: COMPANY LAW MEETING – Trustee Board members	
1. Special Resolution on revised Articles of Association	[Paper: HTB0926-10] CM confirmed that AG and EDH had recorded their voting preference for the Special Resolution and this required 75 per cent of company law members (trustees) to positively approve in order to be carried. At a Company Law Meeting of HISA, duly convened and held virtually, on 21st May 2026 a special resolution was duly passed requesting the Court of the University of the Highlands and Islands and Academic Partner Boards to approve amendments to the Articles including that of a Referendum and Student Meeting (Regional Student Council). At a Company Law Meeting of HISA, duly convened and held virtually, on 25th September 2026, the ratification status by the Court of the University of the Highlands and Islands and Academic Partner Boards was noted (see agenda item 4.1) The following resolution was passed **IT IS RESOLVED** that the Articles of Association of HISA be amended and that the attached Articles of Association dated 25th September 2026 for identification purposes be adopted as the Articles of Association of the Charity in substitution for the existing Articles of Association. For: Nine

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	Against: One Abstain: None The nine votes for represented 90 per cent of company law members and therefore the Special Resolution was passed. **ACTION:** - The Company Secretary to submit to Companies House the updated Articles of Association (dated 25th September 2026) following final ratification being confirmed by UHI Orkney and for this process to be completed by 9th October 2026.

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