

Shadow Board – College Merger
Classroom 3, NAFC Marine Centre, Scalloway
Wednesday 25 September 2019, 4.30pm

Present:

Board Members

Peter Campbell SIC SC *[Joint Chair]*
 Davie Sandison NAFC *[Joint Chair]*
 George Smith SIC SC
 Glenn Gilfillan NAFC staff rep
 Beth Mouat NAFC staff rep
 Andrew Anderson SIC SC staff rep
 Kevin Briggs SIC SC staff rep *[substituting for Rory Gillies]*
 Lauren Doughton Non-Executive Member
 John Goodlad Non-Executive Member
 Karen Hall Non-Executive Member
 Irene Hambleton Non-Executive Member
 Steven Kerr Non-Executive Member
 Jean Urquhart Non-Executive Member

Apologies

Graeme Howell Non-Executive Member
 Diane Rawlinson UHI
 Sharon Drysdale Scottish Funding Council
 Andrew Bowie HISA

Observers

Willie Shannon Joint Principal NAFC/SC
 Neil Grant SIC Director of Development

Board Support

Ruth Campbell UHI Project Manager
 Anne Cogle SIC Team Leader – Administration *[Minutes]*

Minute Ref	Item
Chair	Mr P Campbell, Joint Chair, chaired the meeting.
Welcome and Apologies	Mr Campbell opened the meeting and welcomed everyone. Apologies were read out and noted.
Minute – 28 August 2019	Except as undernoted, the minute of meeting held on 28 August was confirmed: Page 6, 5 th paragraph, last sentence: replace “agrees with” with “acknowledged”.

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	<p>Page 9, 2nd paragraph, 9th line: replace “value” with “cost”.</p>
<p>Minute – 31 July 2019</p>	<p>Subject to amendments made at the meeting held on 28 August, the minute of the meeting held on 31st July 2019 was confirmed.</p>
<p>Minute – 28 August 2019 - Matters Arising – 2. Report on Feedback re Training Needs</p>	<p>Ms R Campbell advised that, following the receipt of training needs from Board members, a proposal had been made to Skills Development Scotland (SDS) to develop a bespoke course that covers identified needs, for delivery in Shetland. She added that whilst the College Development Network (CDN) and SDS do have virtual training which can be accessed, these did not necessarily fit with the priority training needs identified. Ms Campbell confirmed she would advise members once options from SDS were provided.</p> <p>Mr P Campbell said that the UHI were hosting Board member training in December, but this would be delivered in Inverness. He said that whilst VC facilities were an option for attendance, it had been suggested that members should not be involved in this training at this time. In this regard, it was agreed that training in Shetland would be preferable for those members who wished to access it.</p> <p>In response to a question from Ms Hambleton regarding background training, Ms Campbell advised that tours of the facilities at both Shetland College and the NAFC were being arranged, with the first availability being set for this Friday 27 September at 12 Noon at Shetland College. She advised this would be an opportunity for Board members to also speak with staff and students. Although it was noted that members would not wish to interrupt classes, Mr Anderson said that staff would welcome the opportunity to speak with members, even during class time. Whilst the date of 4 October had been suggested for a similar visit to the NAFC, it was noted that a number of senior and other staff would be out of Shetland on that day, at a national conference. In this regard, it was agreed that future dates would be reviewed, and members notified in due course.</p>
<p>Minute – 28 August 2019 - Matters Arising – PB2019-21 – College Name – Use of the term Institute</p>	<p>The Board noted that SFC had been asked for comment in relation to use of the name “Institute”. However, no comment had so far been made, so the Board remained content that the name should remain and proceed to registration.</p>
<p>PB2019-31 Financial Forecast Shetland Institute UHI</p>	<p>The Board considered a paper which explained an assessment of the potential for growth based on a range of opportunities.</p> <p>There followed a full and frank discussion during which members questioned and debated the scenarios being used to provided forecast figures. During debate, it was noted that, along with corporate support, officers from both SIC and NAFC were working together on achieving</p>

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	<p>clarity on the processes and approach with regard to future business and financial forecasting. It was recognised that this required members of the Board to receive full information to ensure clarity and unity on the range of forecasts, from prudent through to positive, to be presented as part of the Ministerial Merger Business Case (MMBC). Board members agreed that all forecasts were recognised as being valid, but that some further explanation was required beyond that which could be provided in the time available at this meeting.</p> <p>It was suggested that these matters could be discussed, along with the new Principal, at a special meeting on 9 October. However, Members agreed it was important to also hear from the new Principal before the Board could discuss and agree on recommendations for strategic direction and the business case. Issues regarding staff consultation were raised, with a request that commitment is sought by the Board to ensure that staff were informed and consulted on the impacts for staff and delivery of outcomes in relation to future growth within the context of the financial forecasts.</p> <p>It was recognised that non-executive members in particular were not fully aware of all the issues contained in the original full business case, approved by the Council in December 2018. Members were keen to ensure that the new Principal be involved in advising the Board further in terms of strategic direction and staffing, and members agreed that, in order to discuss these matters in more detail, and to hear from the new Principal, that a facilitated workshop for members and relevant officers, be held. Members agreed this would provide an opportunity for the Board to be clearer on the strategic direction for the new College.</p> <p>The Board agreed to hold a facilitated workshop on 9 October for Shadow Board members and invited local advisors, with no external attendees, and the topics for consideration would include the matter of consultation with staff, discussion on the journey so far, and vision for the future. The Board agreed also that a further session on, or around, 16 October would be required to conclude the Board's position, at which point work on financial forecasting should be completed, and prior to a formal meeting of the Board to submit its recommendations to the NAFC, SIC and SFC.</p>
<p>PB2019-32 Special Resolution – Memorandum & Articles of Association (MMA)</p>	<p>Mr Campbell advised that the SIC had concluded that the MMA was of no detriment to the Council, and were happy to approve its terms.</p> <p>Mr Sandison advised that the SFTCT meeting had been inquorate when it came to this item, but it was on the agenda for approval on 3 October.</p> <p>Ms Campbell advised that the SFC had confirmed that funding was available for engaging Anderson and Strathern to check the MMA for its validity before submission for company registration and review by OSCR.</p>

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	<p>Mr Sandison advised that he was not aware of the SFTCT being anxious about any issues, and that it was unlikely to have any problem in being approved at its next meeting. In this regard, Mr Sandison said he did not want this to delay progress with Anderson and Strathern and that it should proceed at this stage, subject to approval by the SFTCT at its meeting on 3 October.</p> <p>The Board concurred, and it was agreed that in paragraph 5.3, the word “local” should be removed.</p>	
<p>Papers to Note:</p> <p>PB2019-29 Role and Status of the Shadow Board</p> <p>PB2019-30 Register of Interests</p>	<p>The Board noted both papers.</p> <p>The Board also noted that whilst the completion of the Register of Interests was only voluntary at this stage, it would be a requirement for any members appointed formally to the new Board, and that the Register would be published.</p> <p>The Board further noted that the steps required, and the ordering of formal requirements for the new Board, would be set out in due course.</p>	
<p>Ministerial Merger Business Case (MMBC)</p>	<p>The Board noted that a draft of the MMBC had been circulated to members for information, acknowledging that it was not the current draft and that members should contact Ms Campbell if they had any questions on its content at this stage.</p>	
<p>Conclusion</p>	<p>Mr Campbell thanked everyone for attending and for their contributions.</p> <p>The meeting concluded at 6.30 p.m.</p>	
	<p>P Campbell Joint Chair</p>	<p>D Sandison Joint Chair</p>

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