

# PB 2020-13

## University of the Highlands and Islands

<b>Committee</b>	Shetland Shadow Board
<b>Subject</b>	Adoption of Articles of Association of Shetland UHI
<b>Action requested</b>	<input type="checkbox"/> For information only <input type="checkbox"/> For discussion <input checked="" type="checkbox"/> For recommendation <input type="checkbox"/> For approval
<b>Brief summary of the paper</b>	<p>A company limited by guarantee was registered some months ago and is currently named Shetland UHI. Currently it has only one member and a company secretary.</p> <p>Adoption of the articles in their current form would be difficult as adoption by one member would be in breach of the articles as they stand.</p> <p>It is proposed that the articles be amended before adoption. The revised draft is appended to this paper.</p> <p>The key changes can be summarised as follows:</p> <ul style="list-style-type: none"><li>• Transition arrangements inserted to allow the remaining 6 independent members of shadow board to be appointed to the new company board.</li><li>• Provision made for 4 staff and 2 students to be appointed to the new company board with provision for election for staff members to be carried out within 8 weeks of vesting.</li><li>• Nominations for membership of the Transition Board would not be requested from Shetland Islands Council in recognition of current Council policy with regard to SIC appointments to external organisations.</li><li>• The principal designate of the new institution will be appointed to the board.</li><li>• The chair, when appointed, will take over chairmanship of the board. An interim chair from the independent members should be appointed by the new board until the substantive appointment is made.</li><li>• The board of Shetland UHI will be able to make decisions on matters relating to the new body.</li><li>• The name will be changed to Shetland Institute prior to vesting but will be late in the process as the use of "institute" will need ministerial approval.</li><li>• Once revised articles are adopted an application will be made to OSCR to gain charitable status.</li><li>• Terms of reference for the transition board will be developed (initial version attached here for discussion).</li></ul>

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<b>Resource implications</b> [if yes, please provide detail]	Yes Mechanism for funding the new entity prior to vesting may need to be investigated.
<b>Risk implications</b> [if yes, please provide detail]	Yes There are a number of key decisions which need to be taken before vesting and a legal mechanism for this needs to be put in place.
<b>Date paper prepared</b>	10/06/2020
<b>Date of committee meeting</b>	17/06/2020
<b>Author</b>	Fiona Larg, COO/Secretary - UHI
<b>Link with strategy</b> Please highlight how the paper links to, or assists with: <ul style="list-style-type: none"> <li>• compliance</li> <li>• partnership services</li> <li>• risk management</li> <li>• strategic plan</li> <li>• other activity [e.g. new opportunity] – please provide further information.</li> </ul>	Constitution of new entity <a href="#">Click here to enter text.</a> <a href="#">Click here to enter text.</a> Choose an item. <a href="#">Click here to enter text.</a>
<b>Equality and diversity</b>	No
<b>Status</b>	Confidential
<b>Consultation</b> How has consultation with partners been carried out? [summary of response should be included in the paper]	Yes Structure of new institution currently out for consultation
<b>Freedom of Information</b> Can this paper be included in 'open' business?	No