

Transition Board – College Merger

WebEx

Wednesday 15 July 2020, 5.40pm

Present:

Board Members

Graeme Howell	Non-Executive Member [<i>Interim Chair</i>]
Jane Lewis	Principal – Shetland College and Train Shetland
Glen Gilfillan	NAFC staff rep – left meeting at 5.43pm
Beth Mouat	NAFC staff rep
Andrew Anderson	SIC SC staff rep
George Wallington	SIC SC staff rep
Cally Mair	HISA
Andrew Bowie	HISA
Lauren Doughton	Non-Executive Member
John Goodlad	Non-Executive Member
Jean Urquhart	Non-Executive Member

Apologies

Steven Kerr	Non-Executive Member
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Observers

Willie Shannon	Principal – NAFC
Christine Ferguson	SIC Director of Corporate Services
Peter Campbell	Chair, Shetland College UHI
David Sandison	Chair, NAFC Marine Centre UHI

Board Support

Jacqui Clark	SIC [<i>Minutes</i>]
Fiona Larg	UHI
Sharon Drysdale	Scottish Funding Council

Minute Ref	Item
Welcome and Apologies	Prof. Lewis thanked the Joint Chairs of the Shadow Board. She added that they had both put in a substantial amount of their time and their support had been very much appreciated.
Appointment of interim Chair PB2020 - 17	Prof. Lewis asked for nominations for an interim chair. Mr Howell's nomination was supported by Mr Goodlad and Ms Doughton. No other nominations were received. Mr Howell took the chair. Mr Howell thanked the Shadow Board and welcomed everyone to the first meeting of the Transition Board.
Agree membership of board PB2020 - 17	Mr Gilfillan advised that he wished to further clarify his position as a staff representative on the Transition Board and left the meeting.

Minute Ref	Item
	<p>It was noted that prior to any further recruitment for non-executive members that an audit of skills on the board would be required. It was noted that it was priority to recruit a Chair to the Board. Ms Larg explained that there was a need for a further student appointment and that would have to wait for election at the start of the academic year. Any replacement for staff representation would require a staff election.</p> <p>Mr Anderson said that he had discussed being a director of a company limited by guarantee with colleagues. They had made clear that they felt it important to ensure staff representation was in place but that they were uncomfortable with the legal status of the board. Mr Anderson expressed concern that as things stood, the staff representative on the Transition Board was required to be a director of a company limited by guarantee.</p> <p>Mr Howell, in summary, confirmed that the Transition Board were happy with the proposals, the Articles were noted and that once the Chair was appointed that there would be a skills audit of Board members undertaken.</p>
<p>Note Adoption of Articles PB2020 – 17 App 1 & 2</p>	<p>Ms Larg confirmed that Steven Kerr had signed a special resolution and that had been lodged with Companies House.</p> <p>In response to a query from Mr Anderson, Ms Larg explained that 65.3 and 65.4 allowed for the Chairs of the current Colleges to remain as observers on the Transition Board till Vesting.</p> <p>Decisions/Actions: The Articles were unanimously adopted.</p>
<p>Appointment of Directors PB2020 – 17</p>	<p>Ms Larg confirmed the current vacancies and that all present, other than Observers and Board Support, were eligible to be appointed.</p> <p>All present agreed to be appointed.</p> <p>Ms Lewis said that there would be training for Board members arranged but that it would wait till such time as the Chair was recruited. It was noted that a training workshop focussed on the risk register may be beneficial. Following that it may be helpful to form a sub-committee.</p> <p>Prof. Lewis asked for it to be noted that this was a very positive step towards the new College and that there will be sharing of bubbly when it is possible for the Transition Board to meet face to face.</p>
<p>To agree Terms of reference PB2020 – 17 App 3</p>	<p>Decisions/Actions: The Terms of reference were agreed.</p>
<p>Next meeting</p>	<p>The date of the next meeting is 5th August 2020.</p> <p>It was noted this meeting was required in order to note the report on the consultation.</p>

Minute Ref	Item
	<p>Mr Howell stated he was happy for his fellow board members to contact him by email.</p> <p>Ms Drysdale said she would meet with Prof. Lewis prior to the next meeting of the Transition Board.</p> <p>Mr Wallington asked if the agenda could be circulated within an Outlook calendar invite. It was noted that would be done as well as by email as not all members had Outlook.</p> <p>The meeting concluded at 6.05pm.</p>

END

Minute Ref	Decision / Action	Update / Progress
<p>Note Adoption of Articles PB2020 – 17 App 1 & 2</p>	<p>The Articles were unanimously adopted.</p>	
<p>To agree Terms of reference PB2020 – 17 App 3</p>	<p>The Terms of reference were agreed.</p>	