

Shadow Board – Shetland Merger Project

Committee	Shadow Board
Subject	Transition Board
Action requested	<input checked="" type="checkbox"/> For information only <input type="checkbox"/> For discussion <input type="checkbox"/> Special Resolution
Brief summary of the paper	Summary of steps to the transition board including terms of reference and membership
Resource implications [if yes, please provide detail]	No Click here to enter text.
Risk implications [if yes, please provide detail]	No
Date paper prepared	6th July
Date of committee meeting	15th July
Author	Principal Designate
Equality and diversity	No
Status	Non-confidential
Freedom of Information Can this paper be included in 'open' business?*	Yes

At the Shadow board of 17th June the Memorandum and Articles for the new college were agreed for recommendation and the composition and Terms of Reference for the Transition Board to oversee the new body were reviewed and subsequently amended (PB2020-13). For clarity for the Shadow Board this paper summarises the next steps which will see completion of Shadow Board activities and the start of the board of the new company to prepare for the new college.

1. Members for the new company have submitted paperwork (already circulated) in preparation for their appointment as Directors
2. The membership of the Transition board is set out below
3. Chair of Shadow board will close the meeting, those not on the new board will leave the meeting
4. Principal Designate will request nominations for an interim Chair from the new board members
5. Interim Chair will open the Transition Board meeting
6. The Transition Board will agree those to be in attendance and observers
7. The Transition Board will note the adoption of articles (final version Appendix 1, Appendix 2)
8. The Transition Board will appoint Directors (special minute below)
9. Transition board will agree terms of reference (final version Appendix 3)

Proposed Membership of Transition Board

Executive Director

Jane Lewis

Independent Directors

Steven Kerr

John Goodlad

Irene Hambleton

Karen Hall

Lauren Doughton

Jean Urquhart

Graeme Howell

Transition Staff Directors

Beth Mouat

Glenn Gilfillan

Andrew Anderson

George Wallington

Transition Student Directors

TBC HISA

Cally Mair

In attendance

Willie Shannon (NAFC Principal)

Fiona Larg (UHI)

Sharon Drysdale (SFC)

Christine Ferguson SIC

Observers

Peter Campbell SC Chair

Davie Sandison NAFC Chair

Board Support

Jacqui Birnie

SHETLAND UHI LTD (SC646337)

Minute of a meeting of the board of directors of SHETLAND UHI LTD (**Company**) held at Lerwick, Shetland on [DATE] at [TIME]

Present

Steven Bruce Kerr

In attendance for Items 1, 2 and 3 and Present for the remaining items

[INSERT NAMES OF THE DIRECTORS TO BE APPOINTED TO THE SHADOW BOARD AND WHO ARE PRESENT AT THE MEETING]

1. Declaration of interest

Steven Bruce Kerr noted that confirmed that he had no direct or indirect interest in any way in relation to the business being considered which he required by section 177 of the Companies Act 2006 and the Company's articles of association to disclose.

2. Quorum to pass resolution

It was noted that the Company had adopted the new articles annexed to the written resolution circulated on 03/07/2020 and passed on 06/07/2020 (the "New Articles"). In terms of article 92 of the New Articles, the Director can act for the purposes of filling vacancies.

3. Resolution in respect of filling the vacancies

Applications were received from the following individuals, each of whom had consented to be appointed as directors of the Company with immediate effect:

[INSERT THE NAMES OF EACH OF THE INDIVIDUALS WHO IS TO BE APPOINTED AS THE SHADOW BOARD]

It was resolved to appoint each of these individuals as additional directors of the Company with immediate effect.

4. Chairperson

It was resolved that [xxxxxxxxxx] be elected as the chairperson of the meeting.

5. Notice and quorum

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly the chairperson declared the meeting open.

6. Further Declaration of interest

Each director declared their interest as a director of the Company and it was resolved to authorise any potential or actual conflicts that may arise in accordance with section 175 of the Companies Act 2006 and the Articles.

7. Business to be conducted

Applications for membership were received from

[INSERT THE NAMES OF EACH OF THE INDIVIDUALS WHO IS TO BE APPOINTED AS THE SHADOW BOARD]

and were produced to the meeting. It was noted that each of the applicants would be entitled to become a member of the Company in accordance with the Articles.

8. Resolution

It was resolved to approve the applications to become members of the Company.

9. Filing

The chairperson instructed the Company Secretary to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed at Companies House.

10. Close

There was no further business and the chairperson declared the meeting closed.

.....(Signature of Director) (Date)