

**Transition Board – College Merger****WebEx****Wednesday 5 August 2020, 5.40pm****Present:****Board Members**

Graeme Howell Non-Executive Member [*Interim Chair*]  
Jane Lewis Principal Designate  
Glen Gilfillan NAFC staff rep  
Beth Mouat NAFC staff rep  
Andrew Anderson SIC SC staff rep  
George Wallington SIC SC staff rep  
Cally Mair HISA  
Lauren Doughton Non-Executive Member  
Karen Hall Non-Executive Member  
John Goodlad Non-Executive Member  
Steven Kerr Non-Executive Member  
Jean Urquhart Non-Executive Member

**Apologies**

Willie Shannon Principal – NAFC  
Sharon Drysdale Scottish Funding Council  
Jack Shehata HISA

**Observers**

Flo Jansen HISA  
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 [*Minutes*]  
Fiona Larg UHI

<b>Minute Ref</b>	<b>Item</b>
<b>Welcome and Apologies</b>	Mr Howell opened the meeting and welcomed everyone.  Mr Howell welcomed Ms Jansen, who was attending instead of Jack Shehata from HISA.
<b>Minute Shadow Board – 15 July 2020</b>	The minute of meeting held on 15 July 2020 was confirmed.  Ms Jansen asked why there was a requirement for seafood representatives on the board. It was noted that it was a condition for NAFC's decision to merge. Mr Howell added that there would be opportunity for further discussion later in the meeting as board and skills audit was on the agenda.

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<p><b>Confidential minute Shadow Board – 15 July 2020</b></p>	<p>The confidential minute of meeting held on 15 July 2020 was confirmed.</p> <p>There were no matters arising.</p>
<p><b>Minute Transition Board – 15 July 2020</b></p>	<p>Except as undernoted, the minute of meeting held on 15 July 2020 was confirmed:</p> <p style="padding-left: 40px;">Page 2, second paragraph: 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>Ms Larg informed the Board that Mr Kerr had signed all requisite paperwork and that everything had been regularised with documentation lodged with Companies House.</p> <p>Ms Larg asked about the second student director and whether Ms Jansen knew whether or not Mr Shehata would be willing to be nominated in which case she would send the relevant forms to him to complete. Ms Jansen agreed to follow up on this.</p>
<p><b>To review consultation document and agree response</b> TB2020-1</p>	<p>Mr Howell said that he welcomed the Consultation Report and that it was an amazing piece of work. He congratulated Professor Lewis and her team.</p> <p>Prof. Lewis introduced the report and the draft response for consideration by the Board and emphasised the importance of the Board’s response to the Consultation Report as part of the merger process.</p> <p>She explained that the report had been considered by Shetland College Board and SFTCT and the changes requested would be made available and the final version would be published on the website.</p> <p>During the ensuing discussion, a number of members of the Board echoed the chair’s opening remarks and paid tribute to Professor Lewis and her team for an excellent report.</p> <p>There was discussion on the following points:</p> <p><b>Non-incorporated:</b> Ms Jansen said that students are not clear what a non-incorporated college is and that more information is needed. Prof. Lewis said that she would make a note in the response to that effect.</p> <p>Mr Howell added that the response should also note the consideration given to this matter by the Shadow Board.</p> <p>Mr Anderson asked that this should say that the majority of Shadow Board members were content with the proposal that the new college should be non-incorporated. The chair ruled that this was not appropriate as the decision of the Shadow Board was that the Shadow Board agreed that the new college should be non-incorporated.</p>

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	<p><b>Research:</b> Dr Mouat said that it would be good to have a comment in the response about the research work and the importance of that. Prof. Lewis agreed to add a statement to that effect.</p> <p><b>Decisions/Actions:</b> The response to the Consultation Report was agreed.</p> <p>The comments from Shetland College Board and SFTCT to be circulated to the Board.</p> <p>The Consultation Report is to be published on the website.</p> <p>Prof. Lewis confirmed the report would be published online and shared with SFC, once the alterations were made that had been requested by SFTCT and Shetland College.</p>
<p><b>To agree financial year</b> TB2020-2</p>	<p>It was noted that it made sense to align the financial year to the academic year and with other colleges within the UHI partnership.</p> <p><b>Decisions/Actions:</b> It was agreed that the financial year for Shetland UHI would be 1<sup>st</sup> August to 31<sup>st</sup> July.</p>
<p><b>To consider branding</b> TB2020-3</p>	<p>Prof. Lewis highlighted the importance of developing the brand and to do so timeously.</p> <p>Mr Howell asked for comment on the ambitions detailed which would inform the brand development process.</p> <p>Ms Jansen said she was keen to see the aspirations reflect the UHI partnership as well as encouraging students to the islands.</p> <p>It was agreed that these two points should be added to the three already listed.</p> <p>Mr Anderson queried if the timescales outlined within the process to develop the logo would allow enough time for HE students to be involved. Ms Jansen agreed and asked whether it would be possible to push it back, especially as FE and HE students would receive a lot of information at induction.</p> <p><b>Decisions/Actions:</b> The review of suggestions from staff and students would be moved to the Transition Board meeting on 23<sup>rd</sup> September.</p> <p>Following discussion, it was noted that Transition Board members would also have the opportunity to provide suggestions. It was also noted that:</p> <ul style="list-style-type: none"> <li>○ The Shetland community identifies with the Shetland flag and that for many marine is also an important element of identity</li> <li>○ Important for the new logo to sit within the suite of UHI partnership logos.</li> </ul>

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	<p>Prof. Lewis confirmed that once the suggestions have been reviewed by the Transition Board, a design brief would be submitted to the UHI design team.</p>
<p><b>To consider training for the board and skills audit</b> TB2020-4</p>	<p>Prof. Lewis outlined the proposed training which included UHI Governance, risk management as well as College Development Network (CDN) sessions on developing a collaborative and high performing board.</p> <p>Ms Mair asked if there would be training for student representatives. Prof. Lewis confirmed that all student representative board members would be encouraged to take part. Ms Jansen added that it would be important to plan ahead for new student representative appointments to the board. Mr Howell said there would be a full induction for all new board members.</p> <p>Mr Campbell suggested that training covering UHI governance was a priority for the board. It was noted the CDN sessions should wait till the Chair is appointed.</p> <p><b>Decisions/Actions:</b> Training programme to be scheduled, leaving CDN till the new Chair is appointed.</p> <p>Mr Howell asked members to provide comments and feedback on the suggested areas of expertise required by the board. A lengthy discussion followed. Suggestions made included:</p> <ul style="list-style-type: none"> <li>○ Noted there would be other ways for industry to engage</li> <li>○ Linking with Shetland Partnership plan and economic priorities in Shetland is important</li> <li>○ Green recovery and sustainability are key priorities – sustainability would be not just be in relation to curriculum but also operational considerations. That would also include reducing the carbon footprint</li> <li>○ Renewable energy is important development within local economy</li> <li>○ Wellbeing for staff and students especially important</li> <li>○ Health and social care a large part of Shetland College current offer and that would link well with wellbeing.</li> </ul> <p>It was noted that areas of expertise required for the board would support recruitment for non-executive members. Current members would be asked to complete a short skills audit to identify expertise to be targeted.</p> <p><b>Decisions/Actions:</b> Sustainability and health/wellbeing to be added to areas of expertise required by the board.</p>
<p><b>To review terms of reference and consider standing items for the board</b> TB2020-5</p>	<p>Mr Howell invited members to make comment or suggestions on standing agenda items using the terms of reference for context.</p> <p>During discussion it was noted:</p> <ul style="list-style-type: none"> <li>○ Approving a budget was not sufficient and that the Board should participate in the drafting of it</li> </ul>

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	<ul style="list-style-type: none"> <li>○ Quarterly management accounts were felt to be appropriate for agenda frequency</li> <li>○ The UHI single policy project would require new policies to be presented when they were available but there were a number of existing policies which could be presented for approval at each meeting. That would not include local policies or those specific to staffing and it was noted that TUPE ensures all T&amp;Cs are transferred with staff</li> <li>○ Mr Anderson asked for it to be noted that TUPE does not cover all the policies for staff.</li> </ul> <p><b>Decisions/Actions:</b>  Quarterly management accounts are to be presented to the Transition Board.</p> <p>The Transition Board, in being responsible for the budget, will be involved in the drafting of it.</p> <p>The Board will be asked to consider existing policies for approval at each meeting, with the UHI single policy environment project's new policies presented as required.</p> <p>Prof. Lewis to consider policies for staff which are not covered by TUPE within schedule of policies for approval by Transition Board.</p> <p>In response to a query, Ms Larg confirmed that the OSCR application should be submitted in the next couple of weeks.</p> <p>There was a further discussion on reporting to the Board. Mr Howell said he felt it would be helpful for there to be a dashboard overview with performance indicators which would not be overly onerous for staff. That would support the Transition Board with developing an improved understanding of the work of the merging institutions.</p> <p><b>Decisions/Actions:</b>  The best format to provide update reports to the Transition Board on key indicators to be developed by Prof. Lewis.</p> <p>Mr Goodlad said that he felt that there was a need to revise the first bullet point within the terms of reference to include Shetland. It was also noted that that we are also UHI so we can influence UHI.</p> <p><b>Decisions/Actions:</b>  First bullet point within terms of reference to be revised to include Shetland.</p> <p>Mr Sandison suggested that health and safety may need to be considered within the terms of reference. It was also suggested that should include wellbeing. Following discussion, and in acknowledging that the Transition Board are not fully responsible for the health and safety of the Colleges at this stage, it was felt to be prudent to include it.</p> <p><b>Decisions/Actions:</b></p>

<b>Minute Ref</b>	<b>Item</b>
	Terms of reference to be revised to ensure health, safety and wellbeing of staff and students are effectively management and supported.
<b>Update – Chair recruitment</b>	Ms Larg informed the meeting that there had been a total of three applications received. The panel had met and they would conclude matters the following week.
<b>Update – Merger Working Group</b>	Prof. Lewis said that the groups had been overseeing the consultation report as well as developing the transformational funding bid to SFC. They would also be working on more detailed aspects of tasks that need to occur during the next stages of implementation. That would include detailed work relating to what would be required for the college to be assigned to UHI. That will then be shared with the Transition Board for consideration.
<b>To approve Transition board schedule</b> TB2020-6	<b>Decisions/Actions:</b> The schedule was agreed.
<b>Next meeting</b>	The date of the next meeting is 9 <sup>th</sup> September 2020.  In response to a query from Ms Urquhart, it was noted that it was not known if there was an impact on the merger timeline yet as result of C-19 or Brexit.  It was noted that the UHI Islands Strategy would be launched next week.  The meeting concluded at 6.10pm.

END

<b>Minute Ref</b>	<b>Decision / Action</b>	<b>Update / Progress</b>
<b>To review consultation document and agree response</b> TB2020 - 01	The response to the consultation was agreed.  The comments from Shetland College Board and SFTCT to be circulated to the Board.  The Consultation Report is to be published on the website.	COMPLETE. Circulated by JB via email on 5 <sup>th</sup> August  COMPLETE. On the website August
<b>To agree financial year</b> TB2020 - 2	It was agreed that the financial year for Shetland UHI would be 1st August to 31st July.	
<b>To consider branding</b> TB2020-3	The review of suggestions from staff and students would be moved to the Transition Board meeting on 23rd September.	Consultation out with staff and students. Report due at next meeting.
<b>To consider training for the board and skills audit</b> TB2020-4	Training programme to be scheduled, leaving CDN till the new Chair is appointed.	
	Sustainability and health/wellbeing to be added to areas of expertise required by the board.	COMPLETE and skills audit circulated
<b>To review terms of reference and consider standing items for the board</b> TB2020-5	Quarterly management accounts are to be presented to the Transition Board.	Future agendas
	The Transition Board, in being responsible for the budget, will be involved in the drafting of it.	Future agendas
	The Board will be asked to consider existing policies for approval at each meeting, with the UHI single policy environment project's new policies presented as required.	Future agendas
	Prof. Lewis to consider policies for staff which are not covered by TUPE within schedule of policies for approval by Transition Board.	Future agendas
	The best format to provide update reports to the Transition Board on key indicators to be developed by Prof. Lewis.	Future agendas
	First bullet point within terms of reference to be revised to include Shetland.	COMPLETE, TB2020-7
	Terms of reference to be revised to ensure health, safety and wellbeing of staff and students are effectively management and supported.	COMPLETE TB2020-7
<b>To approve Transition board schedule</b> TB2020-6	The schedule was agreed.	

