

## Transition Board – College Merger

WebEx

Wednesday 9 September 2020, 4.30pm

### Present:

#### Board Members

Graeme Howell	Non-Executive Member [ <i>Interim Chair</i> ]
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
Flo Jansen	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

No apologies were received

#### Observers

Christine Ferguson	SIC Director of Corporate Services
Willie Shannon	Principal, NAFC Marine Centre UHI
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	SFC

Minute Ref	Item
<b>Welcome and Apologies</b>	Mr Howell opened the meeting and welcomed everyone.
<b>Minute Shadow Board – 5 August 2020</b>	The minutes of the meeting held on 5 <sup>th</sup> August 2020 were confirmed on the motion of Ms Hall, seconded by Ms Urquhart.
<b>Matters arising</b>	Mr Howell reminded board members to complete and return the skills audit.  <b>Decisions/Actions:</b> It was resolved to appoint Florence Jansen as an additional director of the Company from conclusion of the meeting and to approve the application to become a member of the Company.

Minute Ref	Item
<p><b>Board of Management Report for HISA Shetland</b> TB2020-11</p>	<p>Ms Jansen introduced the report and stated it was a summary of the previous year's activities for the student association. It was noted that it was a priority to improve social connectivity, especially in light of Covid-19 restrictions. Ms Mair added that she was keen to ensure that students were aware of the support available for mental health and wellbeing and to improve recruitment for class reps. The elections for the local HISA Lerwick and HISA NAFC positions were postponed till October.</p> <p>Mr Howell thanked Ms Mair and said he had been very impressed with the report. Mr Goodlad agreed and added that he had found it illuminating. He did ask for a correction on page 6, which had misspelled National. Ms Jansen confirmed that would be changed.</p> <p>Mr Howell said that the Board looked forward to working with HISA. Prof. Lewis added that it was important for Shetland UHI to be aware of HISA activity and developments.</p>
<p><b>To consider committee structure</b> TB2020-8</p>	<p>Prof. Lewis outlined the minimum requirements to ensure good governance and which would support being assigned to UHI.</p> <p>Mr Howell asked for comments and suggestions. Ms Jansen said that she would welcome learning &amp; teaching as well as a focus on estates. Ms Urquhart agreed and added that she felt that HR and remuneration would work well together. Regarding estates, Prof. Lewis highlighted that there may be a requirement for a separate project relating to the Campus project for the Islands Deal.</p> <p>Following discussion it was agreed that it was important to not overburden board members during transition and that it would be important to review the committee structures.</p> <p><b>Decisions/Actions:</b> It was agreed that the Committee Structure would be:</p> <ul style="list-style-type: none"> <li>○ HR and remuneration</li> <li>○ Learning, Teaching and Research</li> <li>○ Finance and General Purpose</li> <li>○ Audit</li> <li>○ Nominations and Appointment</li> <li>○ Estates projects would be created when required for Islands Deal.</li> </ul>
<p><b>Update from SFC</b></p>	<p>Ms Drysdale stated that there had been a meeting with the Scottish Government on Monday that week. She said that there have been delays and challenges related to Covid-19 but that it was reassuring to hear that the proposed merger remains a key priority. The Deputy First Minister had confirmed that and had requested progress updates.</p> <p>It was noted that SFC are keen to not change the proposed Vesting date of August 2021. They intended to commence evaluation in early October. That would be undertaken virtually and Ms Drysdale said there would be a full schedule of work which would be shared with Prof. Lewis.</p>

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	<p>Ms Drysdale outlined the stakeholders they wish to engage with which included the Transition Board, staff and students. Ms Drysdale added that it was hoped that the Scottish Government consultation would be reduced and that would be delivered over approximately two weeks.</p> <p>In response to a query from Ms Urquhart, Ms Drysdale confirmed that the consultation would be different due to Covid-19 but that it would be on the Parliament website and target the same the groups SFC would engage with during the evaluation.</p>
<p><b>To approve appointment of Chair for Transition Board</b> TB2020-12</p>	<p>Mr Sandison was asked to leave the meeting by the Chair.</p> <p>Ms Urquhart was invited to provide an overview of the process followed by the Appointment Sub-Committee. There had been 3 applicants and that Mr Sandison was the best candidate for the role. It was noted that Mr Sandison had stood down from his role as Chair with the NAFC board of trustees but that he would remain a trustee.</p> <p>Ms Jansen and Ms Mair both raised concerns regarding perceived conflict of interest as a result of the proposed appointment. Mr Goodlad, who was on the Appointment Sub-Committee explained that Mr Sandison had performed well in interview and had demonstrated an understanding on the perception of the conflict of interest. Ms Urquhart agreed and added that she was of the opinion that it would be better if Mr Sandison were to also stand down as a Trustee of NAFC. Mr Howell said that we must ensure NAFC remain in good order through to transfer. Mr Shannon agreed and explained that for the Trust it was important for Mr Sandison to remain a Trustee.</p> <p>A lengthy discussion followed and the following points were noted:</p> <ul style="list-style-type: none"> <li>○ Four out of five previous mergers in Scotland had seen one of the current Chairs or the merging Colleges become Chair of the new merged entity</li> <li>○ Mr Sandison, as an elected member of Shetland Islands Council, has extensive experience of governance and managing conflicts of interest</li> <li>○ Mr Sandison has to act in the best interests of Shetland UHI as Chair and the rest of the board can hold him to account in that regard</li> <li>○ Mr Sandison has demonstrated integrity throughout his time with NAFC</li> <li>○ It should be the case that the best candidate is appointed regardless of where they come from</li> <li>○ Shetland is a small community and it is not always possible to have individuals who are neutral or not involved in other activities.</li> </ul> <p>Mr Anderson queried the length of the time the appointment would be made for. Following discussion, Ms Larg clarified that all Directors of Shetland UHI had been appointed for a full term.</p> <p>Following summing up, voting took place by roll call vote.</p>

Minute Ref	Item
	<p>The result was Yes – 8, No – 4, and 1 abstain. Accordingly the motion to approve the appointment of Mr Sandison as Chair for a three year term, was agreed.</p> <p><b>Decisions/Actions:</b> It was resolved to appoint David Sandison as an additional director of the Company from conclusion of the meeting and to approve the application to become a member of the Company.</p> <p>Mr Sandison’s appointment as Chair for a three year term was agreed.</p> <p>Mr Sandison was invited to re-join the meeting.</p>
<b>Any other Business</b>	<p>Prof. Lewis said that now the Chair had been appointed that they would now move ahead with getting training sessions organised.</p> <p>Prof. Lewis asked for her thanks to the Interim Chair of the Transition Board be recorded. Mr Howell congratulated Mr Sandison on his appointment and thanked the board for lively and interesting discussions.</p>
<b>Next meeting</b>	<p>The date of the next meeting is 23<sup>rd</sup> September 2020.</p> <p>The meeting concluded at 6.10pm.</p>

END

Minute Ref	Decision / Action	Update / Progress
<b>Matters arising</b>	It was resolved to appoint Florence Jansen as an additional director of the Company from conclusion of the meeting and to approve the application to become a member of the Company.	Complete.
<b>To consider committee structure</b> TB2020-8	<p><b>Decisions/Actions:</b> It was agreed that the Committee Structure would be:</p> <ul style="list-style-type: none"> <li>○ HR and remuneration</li> <li>○ Learning, Teaching and Research</li> <li>○ Finance and General Purpose</li> <li>○ Audit</li> <li>○ Nominations and Appointment</li> <li>○ Estates projects would be created when required for Islands Deal.</li> </ul>	Terms of reference TB2020-13
<b>To approve appointment of Chair for Transition Board</b> TB2020-12	<p>It was resolved to appoint David Sandison as an additional director of the Company from conclusion of the meeting and to approve the application to become a member of the Company.</p> <p>Mr Sandison’s appointment as Chair for a three year term was agreed.</p>	Complete.

From 23<sup>rd</sup> August

<b>Minute Ref</b>	<b>Decision / Action</b>	<b>Update / Progress</b>
<b>To consider branding</b> TB2020-3	The review of suggestions from staff and students would be moved to the Transition Board meeting on 23 <sup>rd</sup> September.	Consultation out with staff and students. Report on agenda.
<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.	UHI training dates 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