

**MINUTES OF THE BOARD OF GOVERNORS MEETING (BG)
HELD ON WEDNESDAY 19 JANUARY 2011
AT THE NEWTON HOTEL, NAIRN
AT 1100 HRS**

PRESENT:	Professor Matthew MacIver (Chair) Professor Anton Edwards William Bruce Wilma Campbell James Fraser Janet Hackel Ken Kennedy Dr. Alistair Mair Eileen Mackay John Eccles Hugh Morison Aideen O'Malley Thomas Prag William Prosser Norman Sharp Nathan Shields Dr. Fiona Skinner Jean Urquhart Jack Watson Andy Rogers	Member (Independent) Member (UHI Foundation) Member (Academic Partner) Member (Academic Partner) Member (Ex officio) Member (Non-teaching Staff) Member (Academic Partner) Member (Sponsor University) Member (Independent) Member (Academic Partner) Member (Independent) Member (Academic Partner) Member (Independent) Member (Independent)
IN ATTENDANCE:	Dr Michael Rayner Michael Gibson Professor Norman Gillies Andrew Hughson Willie Maclean David Green Dr Jeff Howarth Dr Jana Hutt John Spencer	Fiona Larg Reverend Alex Murray Martin Wright Mary Thomson Roger Sendall (minutes) Gary Campbell Dr Crichton Lang
APOLOGIES:	Penny Brodie Philip Mackenzie Iris Hawkins Joe Moore	Anne Clark Mo Shepherd Professor Kenneth Miller Gary Coutts

ITEM	ACTION
1 INTRODUCTION 1.1 Welcome It was noted that a quorum was present. The Chair opened the meeting and congratulated the Principal and staff of the Executive Office (EO) and the Academic Partners (AP's) on progress towards achieving University Title.	

The Board noted the election of Gary Coutts as Foundation Rector replacing Val MacIver and the award of an MBE for Elizabeth Baron of Inverness College.

1.2 **Declaration of Interest**: None.

1.3 **Notification of other business**: None.

2 MINUTES OF MEETINGS

2.1 **Approval of Minutes.**

The Board resolved to approve the minutes of the meeting held on 28th September 2010.

The Board resolved to approve the minutes of the meeting held on 9th December 2010.

2.2 **Matters Arising/Action Points (BG10-62)**: Noted.

3 CHAIRMAN/PRINCIPAL'S REMARKS

3.1 **News and Events Round Up**

The Chairman noted that the An Comann event of 18th and 19th January 2011 had been well attended. The event had provided a useful opportunity for an inclusive discussion on future strategy and had succeeded in identifying the first steps in developing a roadmap for change.

3.2 **Title Update.**

The Principal reported that a letter was expected from the Privy Council to confirm that the submission for University Title had been successful. It was noted that once Title had been confirmed that the new university would be eligible to apply for grant funding from the Carnegie Trust.

Developm
ent Office

4 MEMBERSHIP

The Board noted the content of the paper (BG11-01) relating to the appointment of Professor Donald MacRae OBE by Highlands and Islands Enterprise to replace Mary Campbell, and the appointment of Dr Bruce Nelson by Edinburgh University to replace Melvyn Cornish.

5 POST TITLE WORKING GROUP (PTWG)

The Chair PTWG reported that the group was seeking approval and a remit from the Board as outlined in the paper (BG10-65), this was to work on post-title governance structures and issues relating to organisational change. It was noted that the Board felt that the PTWG had a useful role to play by informing debate with regard to considering possible options and models for the future strategy and governance structure of the organisation and that this work should continue.

JH

The Board resolved to approve the recommendation from the PTWG. The Board instructed the Group to reflect on An Comann discussions before reporting back to the Board.

6 ACADEMIC

6.1 C21C – Update on Progress

The Board received a presentation by the Dean of Learning and Teaching relating to the C21C project.

The President of UHISA advised that C21C had the potential to deliver students with a much greater degree of control over their own learning experiences and on that basis he welcomed the initiative with the caveat that the quality and standard of education must be maintained at the appropriate level. This sentiment was supported by the Board.

The Principal advised that discussions had been held with the Open University (Scotland) and with the English Open University to consider the possibility of shared learning, however, the tone of these meetings had not been particularly accommodating to date. Further opportunities were being progressed.

6.2 HESA – Non Continuation Rates

The Board noted the content of the paper (BG10-66) relating to actions being taken to address student retention issues at UHI.

6.3 UHI Student Charter (BG10-67)

Following due consideration **the Board resolved to approve the UHI Student Charter.**

7 FINANCE AND PLANNING

7.1 Report from the Finance and General Purposes Committee (FGPC)

The Board accepted a report from the Chair of FGPC and the Budget Committee.

8. GOVERNANCE

8.1 Report from UHISA

The Board received a report from the President of UHISA.

It was noted that UHISA was disappointed by the Westminster decision to allow Universities in England to charge higher tuition fees and they were concerned about similar measures being implemented in Scotland. The President UHISA requested that the Board lobby hard on behalf of all Scottish students to ensure that similar legislation was not enacted in Scotland. The Chairman thanked the president UHISA for his report and advised that he would report this message to the Chairs of all the Scottish Universities at a forthcoming meeting.

8.2 Risk Register

The Board was provided with a summary report relating to the content of the Risk Register (BG10-74) prepared by the Risk Review Group (RRG). Noted.

Chair

Significantly, it was noted that many of the identified risks were associated with the challenges surrounding financial stability. Issues related to shared information between academic partners and a need to be fully open and candid with regard to sharing information were also identified as significant.

8.3 Annual Monitoring Report

The Board noted the content of the paper (BG10-75) setting out a summary of complaints by students, Freedom of Information and Data Protection Act enquiries during 2009/2010.

8.4 Annual Accident Report

The Board noted the content of the paper (BG10-76).

8.5 SFC Circulars

The Board considered the content of the SFC circulars and consultations summarised in the paper (BG10-76). Noted.

8.6 Reports from Committees of the Board

The Board considered the minutes of the following committee meetings provided within (BG10-78).

Minutes of the following meetings were noted.

- Finance and General Purposes meeting of 31st August 2010
- Finance and General Purposes meeting of 8th October 2010
- Academic Council meeting of 23rd September 2010
- Audit Committee meeting of 6th September 2010
- Executive Board meeting of 28th October 2010
- UHI Foundation meeting of 4th October 2010
- Health and Safety meeting of 15th September 2010

9 UNIVERSITY TITLE CELEBRATIONS

The Board noted a paper (BG11-02) requesting approval of the establishment of a small group empowered to make arrangements for the celebration of the anticipated award of University Title. Additional to the measures outlined in the paper (BG11-02) the Director of Marketing and Communications recommended that the Board approve actions to secure a coat of arms for UHI from The Lord Lyon.

MW

Following due consideration **the board resolved to approve the recommendations.**

10 ARTICLES OF ASSOCIATION

The Chairman invited the Secretary to present the Board with a report explaining the need to amend the Articles of Association (BG11-03).

The Secretary advised that following the award of University Title it would be necessary to amend the Articles to reflect the new status of the company. The Secretary led the Board through the proposed draft new Articles Of Association on a page by page basis. A

number of minor issues and errors were identified that would need amendment/clarification before the written resolution was finalised.

It was noted that the UHI Foundation had resolved to endorse the proposed changes at an extra-ordinary meeting held on 6th December 2010.

The Board agreed to recommend that the members of the company approve the amendments by a Written Special Resolution as soon as practicable following the receipt of a letter from the Privy Council confirming university title.

FL

11 ANY OTHER BUSINESS

It was reported that the new Scottish Association for Marine Science (SAMS) teaching facility located at Oban was open and staff and students were delighted with the building. Mr Gibson stated that members would be very welcome to visit the facility. Noted.

12 DATE OF NEXT MEETING:

Tuesday 22nd March 2011 at 11am at Ness Walk.

Tuesday 21st June 2011 at 11am at Ness Walk.

There being no further business the meeting closed at 1.15 pm.