M I N U T E S

SRUC Board Meeting

Date:	9 June 2020
Place:	Teams
Status:	Strictly Private & Confidential

Distribution:	SRUC Board SAC Commercial Board ELT

Present: Mr S Cumming (Chairman), Dr M Aitchison, Ms K Allison, Mrs A Bruton, Miss H Colbert, Mr F Dinning, Mr J Hume, Mrs M Khnichich, Professor S McDaid, Mrs C Millar, Mrs E Murray, Professor W Powell, Dr K Richards, Mr I Ross, Mr S Thomson, Professor C Williams, and Mr B Wood.

In attendance: Mr H Anderson, Mr C MacEwan, Mr G Macgregor, Professor J Newbold, Mr C Peebles (minutes secretary), Mrs D Taylor (minutes secretary).

20.01 Apologies and Welcome

Noted that:

a) Apologies were received from Caroline Bysh and Julie Fortune.

b) On behalf of the Board the Chair thanked the Principal & Chief Executive for his outstanding leadership during this time and the ELT for their dedication and contributions.

c) The Chair thanked the Executive Team for the excellent communications which had been sent daily, now weekly, during lockdown. The #unified webinars were well received and should be watched as part of the Non-executive induction process. These communications had kept the Non-executive Directors well informed during this time.

d) Despite the cancellation of the March Board meeting the Board had received the papers and given full opportunity to comment.

20.02 Register of Interests, Conflict of Interest, Hospitality Register

Noted that:

a) No Conflicts of Interest were declared.

b) Any updates to the Register of Interests or Hospitality Registry should be forwarded to the Assistant Company Secretary.

c) Elma Murray had been appointed the Interim Chair of the Accounts Commission.

20.03 Minutes of Previous Meetings

20.03.01 Minutes of Meeting held on 10 December 2019

Noted that:

a) The minutes were approved as an accurate record of the meeting.

20.03.02 Minutes of the SRUC Strategy Session – Feb 2020

Noted that:

a) The minutes were approved as an accurate record of the session.

20.03.03 Notes of the Strategy Meeting Working Groups Session – Feb 2020

Noted that:

a) The output from the working group session was noted.

20.04 Matters Arising *(not elsewhere on the agenda)*

20.04.01 Governance Items update since 23rd March

The Board received a "Governance update" from the Company Secretary (paper 425).

Noted that:

a) All 4 matters for formal approval at the March meeting had been **approved** via email:

   i. **7.04** Approval of SFC Loans **Paper No: 417**
   ii. **7.05** Approval of Operational Plan 20/21 **Paper No: 418**
   iii. **7.06** Approval of SRUC Articles of Association **Paper No: 419**

   (Note: this approval was made via Special Resolution –

   "SPECIAL RESOLUTION

   THAT the regulations set out in the form attached to this written resolution be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.")

   iv. **7.07** Approval of SRUCSA Constitution **Paper No: 420**

b) Temporary arrangements relating to; amendment of the Schedule of Delegation; succession for the roles of Chair and Principal and Chief Executive for SRUC and SACC and; arrangements to permit execution of documentation in relation to property transactions were approved separately via email.

c) To date, it has not been necessary to invoke any of the additional powers nor to initiate any succession arrangements.

d) The R & A Committee met via telephone on 23rd March and agreed various recommendations for SRUC Board approval.

Agreed that:

a) The end date of the temporary arrangements should be extended from the 31 July to the end of September 2020.

b) The following second term appointments to SRUC and SACC Boards appointments were **approved**: Ian Ross (SRUC), Jim Hume (SRUC) and Bruce Wood (SRUC and SACC).

c) The following recommendations from the R & A Committee were **approved:**
- Margaret Khnichich would chair the Finance & Estates Committee when Professor Seamus McDaid retires.
- Annette Bruton would chair the Student Liaison Committee when Dr Kate Richards retires from the SRUC Board.
- Ian Ross would take on the role of health and safety champion when Fred Dinning retires.
- Jim Hume would take on the role of Independent Non-Executive Director when Fred Dinning retires.
- Elma Murray would take on the role of Non-Executive Equality champion when Dr Kate Richards retires from the SRUC Board.

d) On behalf of the Board, the Chair noted with regret that Caroline Millar had intimated that she did not wish to seek second terms on the SRUC and SACC Boards. Caroline would continue to provide support to both organisations in different ways and the Chair wished her well in her future enterprises.

20.04.02 Agri Tourism (19.42)

Noted that:

a) The Director of Commercialisation and Innovation confirmed that a report on agri tourism will be prepared for future consideration by the Board.

20.04.03 Veterinary School Feasibility (19.48.04)

Noted that:

a) The Principal & Chief Executive reported that, notwithstanding the enormous levels of disruption in the sector, progress had been made in planning for this feasibility project.

20.05 Principal & Chief Executive and ELT's update (confidential, closed business)

20.06 Covid-19 Risk Mitigation (confidential, closed business)

20.07 Finance

20.07.01 2019/20 Year-end out-turn update (confidential, closed business)

20.07.02 Budget and Covid-19 update (confidential, closed business)

20.07.03 Five-year Plan

The Board received a verbal update on the Five-year plan from the Director of Finance.

Noted that:

a) Considerable work on the plan has been undertaken since before lockdown. The Finance Director confirmed that it is still under detailed consideration and will be brought to the Board at the right time. He thanked his Finance team for the extensive work on the plan and all other important work areas in difficult circumstances.

20.08 Items for Information

20.08.01 Farms update (confidential, closed business)

20.08.02 Balanced Scorecard update (confidential, closed business)

20.08.03 Academic Year 2020-21 – Term Start date

The Board received a "Delay to Academic Term Time" paper from the Chief Academic Officer (paper 432).

Noted that:

a) The board noted the new dates for academic term times which were made due to the disruptions caused by the pandemic and lockdown.

20.08.04 REF update

The Board received a "REF update" from the Chief Academic Officer (paper 433).

Noted that:

a) The original submission date for the 2020 Research excellence framework has been delayed but internal work on the submission is continuing on the original timetable. The is being done with a higher profile of 3- and 4-star papers. SRUC is carrying out many of the impact case studies.

20.08.05 Board Recruitment update (confidential, closed business)

20.08.06 SRUCSA Annual Report

The Board received the "SRUCSA Annual Report" from the SRUCSA President (paper 435).

Noted that:

a) The student mental health agreement was completed, and a farms products home delivery service had been quickly established in response to the lockdown.

b) In spite of the recent restrictions, some training and shadowing has been carried out with the three co-presidents and this continues.

c) Feedback on the first QAA conference was positive.

d) Andy Robinson is retiring from his position and the Chair congratulated him and SRUCSA in having the mental health policy passed by NUS.

Agreed that:

a) On behalf of the entire Board, the Chair thanked Hayley, Katie and the SRUCSA team for their work and for their contribution to the Board during their tenures. He wished them well in their future endeavours.

20.09 Board Sub-committee and SAC Commercial Board updates (confidential, closed business)

20.10 Any Other Business

It was **noted** that no other business was raised.

20.11 Dates of Future Meetings – 2020

- Tuesday 8 September, 9:30-3:30
- Tuesday 15 December, 9:30-3:30

Colin Peebles
Company Secretary
9 June 2020

Devon Taylor
Assistant Company Secretary

SRUC Board Meeting	
Date: 8 Sept 2020	Distribution: SRUC Board SAC Commercial Board ELT
Place: Teams	
Status: Draft - Strictly Private & Confidential	

Present: Mr S Cumming (Chairman), Miss K Allison, Mrs A Bruton, , Mr F Dinning, Mr J Hume, Mrs M Khnichich, Professor S McDaid, Mrs C Millar, Mrs E Murray, Professor W Powell, Dr K Richards, Mr I Ross, Mr S Thomson, Professor C Williams, and Mr B Wood.

In attendance: Mr H Anderson, Mr K Bartlett (from Advance HE for item 20.13), Dr K Black (for items 20.13, 20.20.02, 20.20.03), Mrs C Bysh, Dr P Hanesworth (for items 20.13), Mr C MacEwan, Mr G Macgregor, Mr A Mackrell (for item 20.21.03), Professor J Newbold, Mr C Peebles, Mrs D Taylor (minutes secretary).

20.12 Apologies and Welcome

Noted that:

a) Kevin Hamilton was welcomed to his first meeting as a Non-executive Director.

b) Apologies were received from Mia Aitchison, Julie Fortune, and Cara Sangster.

20.13 Advance HE – DAP presentation

Noted that:

a) Degree Awarding Powers (DAP) is key to SRUC's future strategy and the critical self-assessment, which SRUC will submit in spring 2021, is key to achieving DAP.

b) The Registrar and the Head of Learning & Teaching are co-leads on SRUC's DAP project and outlined the basics of the process and timeline. A gap analysis has been done and an action plan has been created to address the identified gaps. The action plan addresses 42 actions which are divided into 6 sub-categories: RDAP, culture, strategic operations, policy and guidance, student experience, and capacity and development.

c) Keith Bartlett of Advance HE outlined that SRUC was in a good position to achieve DAP in the timeline outlined. He emphasised that DAP was an organisation wide project.

d) Once the critical self-assessment was submitted in spring 2021, the QAA auditors will visit SRUC and their assessment can take an academic year or more. They

will observe board and sub-committee meetings and can also call additional meetings as required. To date the approach of QAA auditors has been to only have one meeting with the Principal at the beginning of the process.

e) Keith Bartlett led a mock question session with the Board. Questions included "What new opportunities will DAP open for SRUC?", "What benefit will TDAP bring stakeholders?", "As you secure TDAP/RDAP/University status what kind of institution do you want SRUC to be and what will its relationship/partnership with UoG and UoE?", "In what ways do you see Board member's roles changing with TDAP?", "Can you provide examples of governance issues the Board has had to work through and resolve?".

f) Keith Bartlett outlined that the mock discussion took 30 minutes but the actual session would be 1 to 1.5 hours. He noted that good examples were given by the Board about the benefits of DAP for SRUC that went beyond status.

g) SRUC would be provided with the QAA team in advance of the long assessment process.

Agreed that:

a) The Board found the mock question session very helpful. In preparation for the actual session it would be important to identify what the Board wanted to say and the messages it would like to convey. Identifying Board members strengths/areas of expertise would be important so the group would know who to pass questions to.

Action: Chair/Principal

b) The chair should be first to answer the first question in order to get the meeting going and so there is no "dead air" at the start.

c) The Board would benefit from having a summary of 5-6 benefits of TDAP for SRUC at a strategic level but also with concrete examples for staff. The Director of Digital, Marketing & Communications agreed to do this.

Action: CB

d) The induction process for incoming non-executives would include a TDAP section.

Action: CP

e) It would be helpful for Professor Seamus McDaid to write a short summary of why SRUC had rejected a merger with UoE. The key points were SRUC's geographic nature, tertiary element, and not wanting to go against SRUC's core mission.

Action: CP/DT

20.14 Register of Interests, Conflict of Interest, Hospitality Register

Noted that:

a) No Conflicts of Interest were declared.

b) Dr Kate Richards had an update for her Register of Interest and would forward it to the Assistant Company Secretary.

20.15 Minutes of Previous Meetings

20.15.01 Minutes of Meeting held on 9 June 2020

Noted that:

a) 19.57.01, Governance update, agreed c: It is to be added that Kate Richards had been the non-executive Equality Champion for a number of years and that this role would be taken up by Elma Murray after Kate's retirement from the SRUC Board.

b) With the above edit the minutes were approved as an accurate record of the meeting.

20.16 Matters Arising *(not elsewhere on the agenda)*

20.16.01 Extended Delegated Authority Powers

The Board received a "Delegated Authorities and Succession Arrangements" paper from the Company Secretary (paper 436).

Agreed that:

a) In light of continuing uncertainty the Board approved a further extension of the temporary delegated authorities and succession arrangements (as detailed in paper 425) until 31 December 2020.

20.17 Principal & Chief Executive and ELT's update (confidential, closed business)

20.18 Covid-19 Risk Mitigation (confidential, closed business)

20.19 Finance

20.19.01 2019/20 Year End Audit and Accounts (confidential, closed business)

20.19.02 3+9 Forecast and Covid-19 Financial Impact (confidential, closed business)

20.20 Items for Approval

20.20.01 SAC Commercial Chair

The Board received an "Appointment of new SACC Chair" paper from the Company Secretary (paper 441).

Noted that:

a) The Company Secretary outlined that the interviews for the SAC Commercial Chair had taken place on the 27th August and after three excellent sessions, the panel unanimously agreed that Dennis Overton should be appointed to the position. He would take up the role with effect from the 1st October and Sandy Cumming would step down as a member of the SACC Board.

20.20.02 Institution-Led Review (ILR) Annual Report (confidential, closed business)

20.20.03 Year-on Response to the Enhancement-Led Institutional Review (ELIR)

The Board received the "Year-on Response to the Enhancement-Led Institutional Review (ELIR)" from the Registrar (paper 443).

Noted that:

a) One year after the publication of the ELIR Outcome and Technical Reports, SRUC is asked to provide a Follow-up report to indicate how we are responding to the outcomes of ELIR 4.

b) The Registrar confirmed that no unexpected areas were raised and required actions were already in place. The Academic Board, who have ownership of the Action Plan, have signed off the report and the Board are asked to endorse it.

Agreed that:

a) Since the report would be published on the QAA website, "hub and spoke" should be removed in reference to veterinary developments in the north as this was a phrase used by the Royal College of Veterinary Surgeons and had the potential to make SRUC's Vet School plans more public than necessary or intended at the moment. Under section 4.2 it should be noted that distance learning opens a worldwide market for SRUC. Finally, there should be a reference to digital poverty and SRUC's actions to address this issue while also linking it to the Digital Strategy.

Action: KB

b) With the above edits the ELIR was endorsed by the Board.

20.21 Items for Information

20.21.01 SRUCSA update

The Board received a verbal update on SRUCSA activities from Kevin Hamilton, co-SRUCSA President.

Noted that:

a) SRUCSA had restructured and there were now three co-Presidents who were geographically based in the SW, Central and North. The outgoing SRUCSA President, Hayley Colbert, remained active in SRUCSA as a Liberation Officer. Training of new staff was now underway and going well.

b) "Speak Easy Week" had taken place and one focus had been blended learning and ensuring students do not feel like they are missing out on the student experience. Slides will be going up at the end of lectures with recommended discussion points/ice breakers to encourage communication. Digital poverty was noted and was being addressed.

c) The Period Dignity Campaign has been successful and it has been reiterated that this is for all students.

d) The Campus Council has been rebranded the Student Panel in order to make it more inclusive and not geographically/campus based. There is scope to move

these events online and reach more students. Annette Bruton, the incoming Student Liaison Committee Chair, outlined that she was keen to meet with the SRUCSA team to discuss the SLC and how to take this new structure forward. Virtual meeting dates are in the diary and she would encourage moving past a geographic structure for the meetings.

20.21.02 Capital Projects update

The Board received a "Transformation Portfolio Progress Report/ Capital Projects update" from the Transformation Programme Manager, Project Manager, and Chief of Staff (paper 444).

Noted that:

a) Covid-19 has required SRUC to respond rapidly to new ways of working and consider the new landscape which we are operating in. Part of this process has included reviewing and prioritising transformation/capital projects which has resulted in some projects being paused and other moving ahead.

b) There is a strong focus on developing the digital strategy which will impact the type and scale of infrastructure required to future proof SRUC. PwC were appointed through a procurement exercise to help with the design and delivery of a new digital strategy. The Chief of Staff confirmed that Business Cases for specific elements of the digital strategy would be brought to the Board as required once the road map is confirmed.

Action: GM

c) The revised OBC for Dairy Nexus was submitted to Dumfries and Galloway Council at the end of August for discussion at their Economy and Resources Committee in September and then by the Boarderlands Partnership Board in mid-October.

d) The Collaboratorium was now complete and was a modern meeting room with technology to support creative and interactive meetings.

e) The paper also contained updates on Barony, Inverness Rural Veterinary Hub, SeedPod, and Veterinary Nursing Portfolio (Craibstone).

f) The Chief of Staff outlined that recruitment was underway for the PMO.

20.21.03 Q1 Health and Safety Report

The Board received the "Q1 Health & Safety Report" from the Lead Environment, Health and Safety Business Partner (paper 445).

Noted that:

a) The report provides visibility of SRUC's health and safety performance during the first quarter of FY 2020/21 and has been discussed by the Health & Safety Executive Policy Sub-group and endorsed by the ELT.

b) The Health & Safety Team have been heavily involved in SRUC's response to Covid-19 and planning for the return of staff and students. The unions have been effective partners in this process.

c) Online health and safety training packages have been invested in during this period.

d) There has been a significant drop in the overall incidents and accident numbers, due to people working from home.

e) The Farms audit schedule was reviewed and it was noted that some audits were overdue.

f) Fred Dinning, the outgoing non-executive Health & Safety Champion congratulated the Health & Safety group for their efforts during this time and particularly noted the increase in mental health first aid and other wellbeing work which had been implemented. Ian Ross thanked Fred for his commitment to the role and looked forward to taking on the role.

20.21.04 Equality, Diversity, and Inclusion Update

The Board received an "Equality, Diversity and Inclusion Update" from the Company Secretary (paper 446).

Noted that:

a) Recruitment was underway for a dedicated E&D position. The EDI Committee had been reformed with representation from across SRUC. Work had also progressed on reporting/communication lines.

b) Elma Murray was the incoming non-executive Equality & Diversity Champion and would have a catch-up with Kate Richards, the outgoing E&D Champion.

Agreed that:

a) In terms of governance and reporting lines clarity was required on who the EDI Committee should send reports to and how frequently. It was suggested that reports should be sent to the ELT and the Remunerations & Appointments Committee quarterly and to the Board once or twice a year.

Action: CP

20.21.05 SRUC Risk Register

The Board received a "SRUC Strategic Risk Register" paper from the Chief of Staff (paper 447).

Noted that:

a) Covid-19/Pandemic had been added as an institutional level risk. Income remains a key risk for SRUC.

b) It was agreed at the August Audit & Risk Committee meeting that KMPG would support SRUC in doing a deep dive of the risk register. There was also discussion about SAC Commercial risks being encompassed by the SRUC risk register too.

c) The deep dive version of the Risk Register would be brought to the December Board meeting.

Action: GM

20.22 Board Sub-committee and SAC Commercial Board updates (confidential, closed business)

20.22.01 Finance & Estates Committee

20.22.02 Audit & Risk Committee

20.22.03 Remuneration & Appointments Committee

20.22.04 SAC Commercial Board

20.22.05 Academic Board

20.22.06 Student Liaison Committee

20.23 Any Other Business

20.23.01 Board membership

The SRUC Chair gave a verbal update on "Board membership".

Noted that:

a) Dennis Overton will be joining the Finance & Estates Committee.

b) We are saying farewell to four colleagues in the SRUC boardroom and we very much hope to mark their departure in person in 2021.

   a. Seamus McDaid – Thank you for your many years of service and dedication not only as a committee chair but as Vice Chair.
   b. Kate Richards – Thank you for your dedication leading the SLC and being the E&D Champion. We look forward to continuing to work with you on the SACC Board.
   c. Fred Dinning – Thank you for your tireless work as the H&S Champion and your input on the A&R Committee and serving as the independent board member.
   d. Caroline Millar – Thank you for your tremendous contribution on the SACC Board and bringing a commercial edge to the SRUC Board.

20.24 Dates of Future Meetings – 2020

- Tuesday 15 December, 9:30-3:30

Devon Taylor
Assistant Company Secretary
8 September 2020

SRUC Board Meeting

Date: 25 November 2020

Place: Teams Meeting

Status: Strictly Private & Confidential

Distribution:	SRUC Board SAC Commercial Board ELT

Present: Mr S Cumming (Chairman), , Mrs A Bruton, Mr K Hamilton, Ms C Sangster, Ms J Fortune, Mr J Hume, Mrs M Khnichich, Professor W Powell, Mr I Ross, Mr S Thomson, Professor C Williams, and Mr B Wood.

In attendance: Mr H Anderson, Mrs C Bysh, Mr C MacEwan, Mr G Macgregor, Professor J Newbold, Mrs J Novak, Mr C Peebles, (Minutes Secretary).

20.25 Apologies and Welcome

Noted that:

a) Apologies were received from Mrs E Murray, Ms Mia Aitchison Ms K Allison and Mrs D Taylor.

b) Cara Sangster was welcomed to her first meeting as a student Board member.

c) The Chair referred to the highly unusual and challenging situation caused by the Covid-19 outbreak which, ultimately, had led to an additional meeting to approve annual accounts. Significant staff resource and additional costs had been occasioned by the long and arduous audit process over the last months. On behalf of the Board, he thanked the Finance Director, the Financial Controller and their teams for outstanding efforts in complex and difficult circumstances.

d) The Board **approved** the electronic signature of all of the sets of accounts under consideration.

20.26 Annual Accounts

20.26.01 Annual Financial Accounts

The Board received the “Annual Financial Statements” from the Director of Finance (paper 448).

Noted that:

a) The Director of Finance thanked the Financial Controller and the Finance Team for all their work in preparing the annual accounts.

b) The Board received the accounts to 31 March 2020 for SRUC, SAC Commercial Ltd, SAC Corporate Trustee, The SAC Foundation, Roland Sutton Trust, Cruickshank Trust, and WJ Thomson Trust.

c) The Finance & Estates and the Audit & Risk Committees had reviewed the full suite of accounts on 17th and 19th November, respectively. In addition, the Finance and Estates Committee had seen the financial details at its August meeting. Their recommendations had been incorporated into the final versions being reviewed by the Board.

SRUC

d) The Finance Director referred to the significant extra work which had been carried out in respect of the Going Concern Statements. He noted that a clean audit opinion had been given and felt that the results demonstrated the resilience of the SRUC model in very difficult sectoral conditions. The lockdown had resulted in considerable additional work relating to stock. The Financial Controller commented that detailed going concern work is likely to be a significant feature in future audits within the sector and beyond.

e) Adding her thanks to the team, the Chair of the F&E Committee confirmed that the Committee had reviewed the figures and were content with the accounts.

f) The Chair of the A&R Committee confirmed that the Committee reviewed the figures in August and the going concern report the previous week, with Ernst & Young present at both meetings. The Committee recognised that although accounting requirements had tightened, there were no adverse comments.

g) The Chair asked that future annual reports should indicate members' attendance at Student Liaison Committee meetings and that the presence of the Independent External Member at Audit and Risk Committee meetings is also recorded.

h) The Board **approved** the SRUC accounts for signing.

SAC Commercial Ltd

i) The SAC Commercial Board had reviewed and approved the SAC Commercial accounts at their meeting on 24th November. Their comments had been included in the final version which they recommended to the SRUC Board for approval. The Finance Director also referred to a small change in the narrative of the report which recorded thanks to the former Chair and other minor textual changes which had, in addition, been approved by the SAC Commercial Board.

j) Mr Wood said the SAC Commercial Board had been pleased with the changes made and advised that future SACC accounts would be designed to have greater impact for marketing purposes.

k) The Board **approved** the SAC Commercial Ltd accounts for signing.

SAC Corporate Trustee Ltd and the SAC Foundation

l) The above accounts were considered together and both were **approved** by the Board for signing.

The Cruickshank Trust, Roland Sutton Trust, and WJ Thomson Trust

m) The Trustees of the three trusts had met and approved their respective accounts prior to the F&E and A&R Committees meeting. The Finance Director confirmed that the trust accounts had been approved in draft form because the auditors had not yet managed to review them given the workload in reviewing the other SRUC group accounts. The Trust accounts are now with the partner for review.

n) The Chair referred to the negative effect on fund investment values because of coronavirus, although values had recovered partially in the most recent quarter. The trustees had acknowledged the difficulties encountered by the auditor but felt that the trust accounts, given their relative scale, should not have taken 8 months to be audited. The trustees also expressed some concern at the level of awards and hoped that the level would increase in future years.

o) The Board had no further comment on the three Trust accounts.

20.26.02 Letters of Representation

The Board received "Letters of Recommendation" from the Director of Finance

Noted that:

a) Letters of Representation were received for SRUC, SAC Commercial Ltd, SAC Corporate Trustee and the SAC Foundation. These are standard letters which must be received by the auditors.

b) The Letters were recommended for approval by the F&E and A&R Committees.

Agreed that:

a) The Letters of Representation were **approved** by the Board.

20.26.03 Annual Audit Report

The Board received the "Annual Audit Report" from Ernst & Young.

Noted that:

a) The Director of Finance outlined that the Partner from Ernst & Young had been present at the A&R Committee meeting to discuss the report.

b) Higher audit fees had reflected the additional covid-related work, particularly around the going concern elements and stock. The Director of Finance noted that the entire HEI sector is experiencing the same audit issues and pressures.

c) A positive report and clean audit were delivered by the auditors. The Chair of the A&R Committee said that the auditors had flagged at the start of the pandemic that the process would be tightened. He said the Committee was pleased with the clean audit report and again acknowledged the work of the finance team.

d) The Finance Director confirmed that he is discussing the fees with the auditor but did not anticipate any material movement.

e) The Chair re-iterated the Board's gratitude to the Principal and Chief Executive, the Executive team and staff for the work which had resulted in the findings of the report.

20.26.04 Going Concern Reports

The Board received the "Going Concern Reports" from the Director of Finance.

Noted that:

a) The Director of Finance outlined the Going Concern Reports for SRUC, SAC Commercial Ltd and the SAC Foundation, highlighting that this was the first occasion the report had been broken down to 3 parts. Substantial work had been undertaken to carry out going concern activities and a letter of support had been granted by SRUC to SAC Commercial as part of this. The work had encompassed not only the previous and current year but had also looked forward. "Reverse stress testing" was carried out as part of the process.

b) Appendix 3 illustrated the comparative funding models of Scottish HEI sector, highlighting the varied levels of resilience of individual institutions. Sectoral issues are being looked at in the extensive SFC review currently being carried out.

c) The Going Concern Reports had been reviewed and supported by the Finance & Estates and Audit & Risk Committees at their meetings on the 17th and 19th November respectively. SAC Commercial had reviewed and approved its report on 24th November. The Auditors had also supported the Going Concern Reports.

Agreed that:

a) The Board **approved** the Going Concern Reports for SRUC, SAC Commercial and the SAC Foundation. On behalf of the Board, the Chair said the reports were impressive documents and again thanked the Director of Finance and team for the substantial work involved in compiling them.

20.27 Board Recruitment Update (confidential, closed business)

20.28 A Private Non-Executive Director Session was held.

Colin Peebles
Company Secretary
1 December 2020

SRUC Board Meeting

Date: 15 December 2020

Place: Teams

Status: Strictly Private & Confidential

Distribution: SRUC Board ELT

Present: Mr S Cumming (Chairman), Miss K Allison, Mr D Bell, Mrs A Bruton, Mrs J Craigie (to item 20.37.02), Mr K Hamilton, Mr J Hume, Mrs M Khnichich, Mrs E Murray, Professor W Powell, Mr I Ross, Miss C Sangster, Mr C Sayers, Mr S Thomson, Professor C Williams, and Mr B Wood.

In attendance: Mr H Anderson, Mrs C Bysh (to item 20.37.02), Mr S Gillespie (for item 20.37.03), Mr A Lacey (for item 20.36.01), Mr C MacEwan, Mr G Macgregor, Ms H Martin (for item 20.36.01), Professor Jamie Newbold, Professor John Newbold (for item 20.36.02), Mr C Peebles, Mrs D Taylor (minutes secretary).

20.29 Apologies and Welcome

Noted that:

a) Apologies were received from Mia Aitchison and Julie Fortune.

b) David Bell, Jane Craigie, and Chris Sayers were welcomed to their first Board meeting.

20.30 Register of Interests, Conflict of Interest, Hospitality Register

Noted that:

a) Jane Craigie outlined that her company's contract with SAC Consulting has been extended but the work would be completed by March 2021. No other Conflicts of Interest were declared.

b) Any updates to the Register of Interests or Hospitality Registry should be forwarded to the Assistant Company Secretary.

20.31 Minutes of Previous Meetings

20.31.01 Minutes of Meeting held on 8 September 2020

Noted that:

a) The minutes were approved as an accurate record of the meeting.

20.31.02 Minutes of Accounts meeting held on 25 November 2020

Noted that:

a) The minutes were approved as an accurate record of the meeting.

20.32 Matters Arising *(not elsewhere on the agenda)*

Noted that:

a) Item 20.13, Degree Awarding Powers: DAP will be an item at the Board Strategy Session in Feb 2021.

b) Item 20.21.04, Equality, Diversity and Inclusion: The Company Secretary confirmed that work continues on EDI reporting as recommended by the Board.

c) Item 20.21.05, SRUC Risk Register: An update would be provided by the Chair of the Audit & Risk Committee later in the meeting.

d) Digital Strategy: The Director of Marketing, Digital & Communication confirmed that the work conducted with PwC was now complete and key projects were being taken forward. There would likely be more financial detail in 6 months.

20.33 Principal & Chief Executive and ELT's update (confidential, closed business)

20.34 Covid-19 Recovery Planning Update (confidential, closed business)

20.35 Finance

20.35.01 6+6 Forecast and Covid-19 Financial Impact

The Board received a "2020/21 6+6 Forecast and Covid-19" from the Director of Finance (paper 450).

20.36 Items for Approval

20.36.01 SeedPod (confidential, closed business)

20.36.02 Dairy Nexus/ Boarderlands (confidential, closed business)

20.36.03 Balanced Scorecard Recommended Revisions

The Board received a "Balanced Scorecard" paper from the Chief of Staff (paper 453).

Noted that:

a) The Board were provided with the current Balanced Scorecard and a commentary grid which provided a RAG status for each measure/target (i.e. Green = keep as is, Amber = change or modify, Red = remove or replace).

b) The Chief of Staff outlined that while the BSC is the strategic delivery contract between the Board and the ELT, it should also be movable and relevant and with the introduction of a refreshed strategy now was a good time to review the BSC.

c) All measures should be SMART and add up to the sum of SRUC's parts. There currently were gaps in key areas which should be measured/monitored.

d) The need to have a "golden thread" between individuals' work and the delivery of the vision was necessary.

e) It was suggested that leadership in sustainability, tertiary education, and student experience could be brought out more.

Agreed that:

a) The BSC would be discussed at the Board strategy session on the 11th February.

b) A working group composed of Sandy Cumming, Annette Bruton, Elma Murray, Chris Sayers, and Gavin Macgregor would meet prior to the 11th February to review the BSC and provide comments.

20.36.04 Extended Delegated Authority Powers

The Board received a "Extended Covid-19 Authority Arrangements" paper from the Company Secretary (paper 454).

Agreed that:

f) The temporary Covid-19 Authorities/Decision making and Succession Arrangements should be extended to the 30th March 2021 Board meeting where they will be reviewed again.

g) The following amendments were approved for succession plans:
   i. Dennis Overton to substitute for Sandy Cumming for SAC Commercial Board following Mr Cumming's recent retirement from the SACC Board.
   ii. Professor Seamus McDaid would be removed from the SRUC Board succession plan following his retirement.

h) The Chief of Staff to have authority to sign day to day property related documentation such as leases, dispositions, etc in order to ensure that business as usual transactions can be speedily progressed.

20.37 Items for Information

20.37.01 SRUCSA update

The Board received an update on SRUCSA activities from Cara Sangster and Kevin Hamilton, co-SRUCSA Presidents (paper 455).

Noted that:

a) This was the first time Freshers was held on-line and in order to improve engagement it was extended from the usual week to a month of activities. The cook-a-long session was particularly successful and has resulted in a bi-weekly cook-a-long society.

b) Speak Week received 89 on-line responses and postal responses are still coming in. There has been an increase in distance learners replying than in previous year. It was agreed that the Board would be provided with the final Speak Week report.

Action: CA/KH

c) Tea & Talk will be brought back this year as it is a safe space for students and support staff to chat in a relaxed atmosphere.

d) In order to get a consistent support structure in place, a Working Group for Mental Health is being put in place. It was noted by SRUCSA that this was being redone every year and it is hoped that the working group will be able to input into a long-term plan and help with continuity of service to students.

e) SRUCSA wanted to recognise the effort SRUC made to support students and combat digital poverty.

f) "Winter Extravaganza" is a new concept this year where SRUCSA have teamed up with other students' associations to run a fun festive themed competition for students. Collaborative working between students' associations is a positive to come out of Covid-19 and remote learning/socialising and SRUCSA hopes this continues in the future.

g) Jim Hume invited the SRUCSA co-Presidents to join the National Rural Mental Health Forum event. He was also happy to help with student mental health in any way possible. It was agreed that the Board would receive a session in 2021 on staff/student mental health and SRUC's strategy for mental health and wellbeing.

Action: for Board agenda in 2021

20.37.02 Stakeholder engagement/AGM proposal

The Board received a paper on "Stakeholder Engagement" from the Director of Marketing, Digital & Communication (paper 456).

Noted that:

a) The Scottish HEI Governance Code requires that SRUC conduct a stakeholder meeting which is public-facing and focuses on institutional performance and reflection.

b) Due to Covid-19 restrictions the event would be held virtually and in order to keep the event engaging and attract attendees it is suggested it is not an add-on event but a separate event which a guest speaker would open.

c) The current suggested date is the 26th February and the Board were asked to provide suggested speakers and topics of discussion.

d) The Board ***approved*** the recommended approach.

(Secretary's Note: Following the meeting it was agreed to not hold an event in February but plan for one on 22nd October 2021)

20.37.03 SRUC Carbon Management Plan

The Board received the "SRUC Carbon Management Plan" from the Chief of Staff and the Campus & Estates Operations Manager (paper 457).

Noted that:

a) The report outlines the outputs from SRUC's first Carbon Management Plan (CMP) which covers 2015-2020 and was developed in response to the Climate Change (Scot) Act 2009.

b) SRUC's CMP aimed to reduce carbon emission by 40% by March 2020 via estates rationalisation, office moves and new builds, and identifying and implementing carbon saving projects. It is clearly linked to our Estates Strategy and vision to decrease energy usage, have modern facilities, and fewer people in offices (i.e. modern ways of working).

c) The CMP sat within SRUC's wider sustainability strategy and an Energy & Environmental Working Group had been set-up to ensure an SRUC-wide view was taken when reviewing the CMP.

d) The Board agreed that if SRUC is to be a leader on natural economy we need to be an exemplar in carbon management, for example the use of renewable energy.

Agreed that:

a) Once the new CMP is drafted, at the appropriate time, a 1-hour session should be held with the Board to review it, although it was recognised that the Finance & Estates Committee would approve the final plan.

Action: DT (Board agenda)

20.38 Board Sub-committee and SAC Commercial Board updates (confidential, closed business)

20.38.01 Finance & Estates Committee

20.38.02 Audit & Risk Committee

20.38.03 Remuneration & Appointments Committee

20.38.04 SAC Commercial Board

20.38.05 Academic Board

20.38.06 Student Liaison Committee

20.38.07 Transformation Steering Group

20.39 Any Other Business

20.39.01 Joint Pay Claim

Noted that:

a) The Chief of Staff outlined that the Unions had delivered their Joint Pay Claim letter, which had been discussed by the Remunerations & Appointments Committee on the 14th December. ELT will discuss it further in January and the Board will be kept informed of developments.

20.40 2021 Dates of Future meetings

Noted that:

a) The Board and Committee dates for 2021 were circulated and approved. SLC and TSG dates are to be added.

20.41 Private Non-executive Director Session

Devon Taylor
Assistant Company Secretary
15 December 2020