M I N U T E S - Draft

SRUC Board Meeting

Date:	30 March 2021
Place:	Teams
Status:	Draft - Strictly Private & Confidential

Distribution:

SRUC Board
ELT

Present: Mr S Cumming (Chairman), Miss K Allison, Mr D Bell, Mrs A Bruton, Mrs J Craigie, Sir Prof P Downes, Mr J Hume, Mrs M Khnichich, Mrs E Murray, Mr A Peddie, 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, Mr C MacEwan, Mr G Macgregor, Professor Jamie Newbold, Mr C Peebles, Mrs D Taylor (minutes secretary), Miss A McLuckie (SRUCSA Co-president), Dr P Hanesworth (for item 21.02), Prof D Hopkins (for item 21.10.03), Prof A Barnes (for item 21.10.03), Prof M Reed (for item 21.10.03), Dr C Langston (for item 21.10.03) and Miss J Volk (for item 21.10.04).

21.01 Apologies and Welcome

Noted that:

a) Apologies were received from Mia Aitchison, Julie Fortune and Kevin Hamilton. Amy McLuckie, SRUCSA co-President, attended has an observer.

b) Andy Peddie and Pete Downes were welcomed to their first Board meeting.

c) The Chair outlined that the results of the SRUCSA elections for 2021-22 were known and the incoming Co-Presidents were Amy McLuckie (central), Cara Sangster (north), and Rosalind Asli (south and west). The Board looked forward to hearing who the two student representatives on the Board would be.

21.02 Student Voice

The Board received a presentation on the “Student Voice at SRUC” from the Head of Learning & Teaching. Annette Bruton facilitated a discussion on the Student Liaison Committee.

Noted that:

a) The student voice elements of the National Student Survey (NSS) 2020 results were shared. The Mapping Student Voice at SRUC report had recently been completed and included recommendations to strengthen the student voice. The recommendations fit into six broad themes: Data and Mechanisms, Staffing and

Oversight, Students' Association, Board-level, Communications, and Student Development and Opportunities.

b) There was great support from the Board for making the student voice a priority and it was recognised that some of the required changes were structural while others were cultural. It was also recognised that this work will take time and will require constant review to ensure the student voice is being amplified, heard and acted upon successfully.

c) The current NSS response rate was 71.2%, an improvement on last year, and since there was still time to receive responses before the survey closed it was possible this would improve further.

d) Annette Bruton, the Chair of the Student Liaison Committee (SLC), outlined that while the arrangements for 2020/21 had been confirmed at the previous Board meeting, there was still work to be done to clarify confusions and overlaps between the SLC and other groups. Great support had been received from SRUCSA and Annette would be working with the Learning and Teaching team to take this further.

e) The Chair of SLC made the following recommendations which were all **agreed**:
- Co-chair: The SRUCSA Co-President from the geographic region would be the co-chair for the SLC meeting.
- Class-rep training: SRUCSA are currently revaluating and would like to include a video from the Board/ Board members.
- Campus tour/ showcase/ best practice/ talk: To take place on the same day as the SLC meeting and SLC Chair to report back to the Board.
- SLC priorities: The Board to agree priorities in September for discussion at SLC meetings throughout the year. The SLC Co-Chairs would then prepare a summary for the Board after the meeting. A "you said, we did" item should be included at the start of SLC agendas.

Action: AB

f) Jim Hume, Chris Sayers, and Elma Murray volunteered to help Annette Bruton with the above actions and student voice.

Agreed that:

a) Annette Bruton would bring a report on SLC development to the June Board.
Action: AB

b) The student member induction process to the Board should be reviewed.
Action: CP

c) A follow-up on Student Voice should be include on the October Board Strategy Session agenda and the Head of Learning & Teaching should be invited to attend.
Action: DT/PH

21.03 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.

21.04 Minutes of Previous Meetings

21.04.01 Minutes of Meeting held on 15 December 2020

Noted that:

a) The minutes were approved as an accurate record of the meeting, once a typo and some wording were corrected.

21.04.02 Note from the Board Strategy Session held on 11 February 2021
Noted that:

a) The note was approved as an accurate record of the meeting. It was especially noted that the Board had approved the appointment of RSM as the external auditors and the Annual Audit & Risk Committee's Annual Report to the Board for submission to the Scottish Funding Council at the meeting.

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

Noted that:

a) Item 20.36.01, SeedPod: The SeedPod development continues to move forward in line with the recommendations made by the Board.

b) Item 20.36.02, Dairy Nexus/ Borderlands: Confirmation was given that the Borderlands and SIP bids continue to move forward as outlined at the previous Board meeting.

c) Item 20.37.01, SRUCSA update: It was confirmed that the Speak Week report has been circulated to the Board.

d) Item 20.38.03, R&A Committee report: It was confirmed that the Chair's appraisal report, written by the former Independent Board member, has been circulated to the Board.

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

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

21.08 Finance

21.08.01 2020/21 9+3 Forecast Update (confidential, closed business)

21.08.02 2021/22 Macro Budget Update (confidential, closed business)

21.08.03 Citrus Pension Update (confidential, closed business)

21.09 Items for Approval

21.09.01 Inverness Vet Hub update and SFC loan approval (confidential, closed business)

21.09.02 Operational Plan (confidential, closed business)

21.09.03 Extended Delegated Authority Powers

The Board received a "Extended Delegated Authority Powers" paper from the Company Secretary (paper 467).

Agreed that:

a) The temporary Covid-19 Authorities/Decision Making and Succession Arrangements should be extended to the June 2021 Board meeting where they will be reviewed again, if required.

21.10 Items for Information

21.10.01 SRUCSA update

The Board received an update on SRUCSA activities from Cara Sangster, SRUCSA Co-President (north) (paper 468).

Noted that:

a) The Co-president took the report as read but noted that since the circulation of the SRUCSA update, SRUC's response to the Speak Week report has been received.

b) The Board **agreed** with the Co-President's suggestion that the newly elected Liberation Officers could attend a Board meeting to update on their areas (LGBT+, Women, and Students with disabilities). The Chair requested that the Co-Presidents consider and plan what topics/who they would like to bring to the Board meetings over the next 12-months.

Action: SRUCSA Co-Presidents

c) Phase 1 of the Class Rep Review had begun, and it would be helpful to have the Chair of the Student Liaison Committee involved.

Action: AB/Cara S.

d) The Chair welcomed SRUCSA's use of bi-lingual wording on its logo. He asked ELT to review SRUC's policy with regard to the Gaelic Language (Scotland) Act 2005.

Action: ELT

21.10.02 Marketing Strategy update

Noted that:

a) Due to time constraints, it was agreed that the Director of Marketing, Digital & Communications would record a video update and circulate it to the Board.

Action: CB

(Secretary's note: the video has been circulated to the Board by email)

21.10.03 Academic Overview: Entrepreneurship & Enterprise

The Board received a paper on "Academic Overview" from the Chief Academic Officer (paper 469).

Noted that:

a) Five Challenge Driven Centres have been identified and the appointed leads are now working to produce business plans and KPIs.

b) Preparation for the REF2021 submission has been completed. The number of staff returned from the last exercise has increased by 82% and SRUC research underpinned 8 of 11 impact case studies.

c) On the education side, a clear progress-based model is being developed and the academic domains are being reviewed to ensure our portfolio serves the natural economy through four areas: Science, Society and Business, Circular economy, Planetary Health, and Nature based tourism.

d) Prof D Hopkins, Prof A Barnes, Prof M Reed and Dr C Langston joined the meeting and gave a presentation on Science, Society and Business.

(Secretary's note: The presentation was circulated to the Board after the meeting.)

Agreed that:

a) The Board appreciated the presentation and subsequent discussion and thanked the presenters for joining the meeting. It was agreed that further in-depth discussion would be welcomed, and the Chief Academic Officer was invited to bring a further Academic Overview paper/presentation to the Board in June where 1 hour would be allocated.

Action: JN

21.10.04 Balanced Scorecard update

The Board received a "Balanced Scorecard update" from Jennifer Volk, the Business Intelligence Analyst, and the Chief of Staff (paper 470).

Noted that:

a) While the Balanced Scorecard (BSC) had met the original goals of enabling better oversight of organisational performance, there was a need to review the measures included and ensure there was clear ownership of the KPIs.

b) A new approach to the BSC was presented at the March Senior Leadership Team (SLT) meeting where they agreed the steps forward for determining the KPIs and owners for the "operational" side of the BSC.

c) In order to improve BSC input and dialogue, ownership if KPIs, and the use of quality measures/data, the following recommendations were made:

- separate the dual-purpose BSC into 2 different sections – one for the Board and one for ELT
- create a Strategic Performance subgroup (non-execs and executive membership)
- ELT BSC to incorporate more input from SLT (to ensure better accountability and alignment to operational objectives)

d) The BSC and how it is framed also serves an important role in the Degree Awarding Powers process, as the BSC demonstrates SRUC's delivery to strategy and sustainability through its versatility.

e) There was discussion about whether having two BSC would result in a disconnect between them and whether the approach should be one map for one strategy for one organisation. It was also suggested that it was possible to have different scorecards as they were essentially just a mechanism for setting and measuring objectives. Multiple “lenses” could be used to review the BSC data and present it for different audiences/purposes.

f) The BSC had a strategic and multi-year focus while the Operational Plan had a 1-year and operational focus based on budget.

Agreed that:

a) A Strategic Performance subgroup should be created with the remit outlined in the paper. The Non-executive members would be Annette Bruton, Elma Murray, and Chris Sayers. Dennis Overton would also be asked to be a member in order to connect the BSC process to the SAC Commercial Board. The ELT would confirm their members.

Action: ELT

b) The timeline for delivering the revamped BSC would be the October 2021 Board Strategy Session.

Action: GM

c) Based on questions from the Board, the Strategic Performance sub-group would look at the BSC, Operational Plan and Corporate Planning and discuss how they all fit together.

Action: GM

21.10.05 Risk Register update

The Board received a “Risk Register Update” from the Chief of Staff (paper 471).

Noted that:

a) While SRUC has strong components of a risk management system, there is a need to integrate the various risk registers/monitoring systems into one institutional level system, while maintaining connectivity between operational level risk management and the corporate level risk identification/mitigation process. The development of a formal Risk Strategy would be an important part of this process.

b) The A&R Committee has reviewed and approved the KPMG audit report recommendations.

c) It was important for the Board to have confidence in the risk mitigation actions being taken forward and receive regular assurances from the A&R Committee.

Agreed that:

a) The Board **approved** the development of a revised and enhanced risk management system (over the next 12 months) as outline in the KPMG audit report.

b) The Board **approved** the recommendation to delegate responsibility to the Chair of the Audit & Risk Committee to oversee the development, transition, and implementation of the revised/enhanced risk management system.

c) The current Risk Register would continue to be reviewed and updated by the ELT and A&R Committee (for presentation to the Board) during this transition time.

Action: GM

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

21.11.01 Finance & Estates Committee

21.11.02 Audit & Risk Committee

21.11.03 Remuneration & Appointments Committee

21.11.04 SAC Commercial Board

21.11.05 Academic Board

21.11.06 Student Liaison Committee

21.11.07 Transformation Steering Group

21.12 Any Other Business

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

21.13 2021 Dates of Future Board meetings

- Tuesday 8th June
- Tuesday 7th September
- Tuesday 14th December

21.14 Private Non-executive Director Session

Agreed that:

a) Due to time constraints the Private Non-executive Director Session would be delayed until the next Non-executive "coffee and chat" session (Note: this has been scheduled for 30th April).

Devon Taylor
Assistant Company Secretary
30 March 2021

M I N U T E S - Draft

SRUC Board Meeting

Date:	8 June 2021
Place:	Teams
Status:	Draft - Strictly Private & Confidential

Distribution:

SRUC Board
ELT

Present: Mr S Cumming (Chairman), Dr M Aitchison, Mr D Bell, Mrs A Bruton, Sir Prof P Downes, Mr K Hamilton, Mr J Hume, Mrs M Khnichich, Mrs E Murray, Mr A Peddie, 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, Mr C MacEwan, Mr G Macgregor, Professor Jamie Newbold, Mr C Peebles, Mrs D Taylor (minutes secretary), Miss R Asli (incoming SRUCSA Co-president), Mrs B Haig (for item 21.23.02), Mr S Young (for item 21.24.05), Mr S Gillespie (for item 21.24.04). For item 21.16: Prof D Roberts, Prof D McCracken, Prof V Thakur, Prof John Newbold, Prof Nick Sparks, and Prof R Dewhurst.

21.15 Welcome and Apologies

Noted that:

a) Apologies were received from Miss K Allison, Mrs J Craigie and Miss J Fortune.

21.16 Academic Overview: South and West

Noted that:

a) The Board received a presentation titled “Circular Economy: The Ambition” from Nick Sparks, John Newbold, Richard Dewhurst, Vijay Thakur, Davy McCracken, and Dave Roberts. A copy of the presentation was circulated after the meeting.

b) The Board found the presentation and following discussion very interesting and inspiring and looked forward to further developments.

21.17 Register of Interests, Conflict of Interest, Hospitality Register

Noted that:

a) Chris Sayers noted he was a board member of Advance HE which might be a conflict for item 21.23.04 since Advance HE was advising SRUC on DAP. It was agreed he would not need to leave the meeting and could participate in the discussion.

b) No other Conflicts of Interest were declared.

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

21.18 Minutes of Previous Meetings

21.18.01 Minutes of Meeting held on 30 March 2021

Noted that:

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

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

Noted that:

a) There were no matters arising from the minutes that were not on the agenda.

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

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

21.22 Finance

21.01.01 Year End Review (confidential, closed business)

21.23 Items for Approval

21.23.01 21/22 Cashflow and Update on Five Year Planning (confidential, closed business)

21.23.02 IDS Investment and Network Segmentation (confidential, closed business)

21.23.03 Extended Delegated Authority Powers

The Board received a verbal update on "Extended Delegated Authority Powers" from the Company Secretary.

Agreed that:

a) The temporary Covid-19 Authorities/Decision Making and Succession Arrangements should be extended to the Sept 2021 Board meeting where they will be reviewed again, if required.

21.23.04 Degree Awarding Powers

The Board received a paper and presentation on "Degree Awarding Powers" from the Director of Marketing, Digital & Communications and the Chief Academic Officer (paper 478).

Noted that:

a) The Board were provided with a substantial draft of SRUC's Critical Self Analysis for Taught Degree Awarding Powers and were asked to consider: 1) if they recognised their role and the role of the board in the document, and 2) if they recognised SRUC and the direction of travel of the institution in the document.

a) Any feedback on the draft document should be emailed to the Director of Marketing, Digital & Communication or the Chief Academic Officer.

b) Advance HE would attend a future Board session to help answer questions and prepare for the scrutiny and assessment period of the TDAP process.

c) There was a need to consider the reporting between the Academic Board and the SRUC Board and the sharing of minutes. It was recommended Academic Board minutes be a standing item on the SRUC Board agenda.

Action: CP/DT

d) While the Academic Board currently oversees academic quality and assurance, the main Board has responsibility for this. Academic quality and assurance should be added as a new item on the Non-executive Training and Development action list.

Action: DT

e) The following feedback and recommendations were received and would be considered by the Director of Marketing, Digital & Communication or the Chief Academic Officer:
   - the section on SRUC's strategy should be brought forward in the document since SRUC's strong vision is a key reason we want DAP.
   - The transformation group could be drawn out more.
   - Pleased to see appreciative inquiry referenced in the document.
   - Should include more references to the equality, diversity and inclusion work which has recently been done or is planned.

Action: CB/JN

f) The Board congratulated the team who had collated the required information and written the substantial daft.

Agreed that:

a) The Board confirmed that they recognised their role and the role of the board in the document, and that they recognised SRUC and the direction of travel of the institution in the document.

21.23.05 Elections: SRUC Chair and staff members

The Board received a paper on "Chair Election and Staff Member Election" from the Company Secretary (paper 479).

Noted that:

a) SRUC's Chair will be retiring in April 2022 and under the Higher Education Governance (Scotland) Act 2016 (HEGA) an election will need to be held. The Company Secretary outlined the process, election rules and recommended timeline for this.

b) The Remuneration & Appointments (R&A) Committee had discussed the proposals at their meeting on the 7th June. The R&A Committee's view were:
   - No hustings should be held

- They supported the draft Chair Election Rules and recommended them to the Board for approval
- Elma Murray, as incoming R&A chair would chair the Chair Election Committee. There was no conflict of interest as she did not intent to run for election.
- The Principal & Chief Executive should not sit on the Chair Election Committee but should be available for discussions with the candidates.

c) The Board **approved** the draft process, election rules and recommended timeline, and asked for the following points to be taken forward:
   - Elma Murray should attend the upcoming sector wide Election Committee Chairs' meeting and gauge whether other institutions were including the Principal & Chief Executive as an Election Committee member. The R&A Committee would then discuss and bring a paper to the Board.

     Action: EM/CP

   - Company Secretary should clarify if there is an appeal process for people who are not recommended for the election process by the Nominations Committee.

     Action: CP

   - It should be confirmed whether videos can be used in place of hustings.

     Action: CP

21.24 Items for Information

21.24.01 SRUCSA update

The Board received an update on SRUCSA activities from Cara Sangster, SRUCSA Co-President (north) (paper 480).

Noted that:

a) The SRUCSA Co-Presidents highlighted the student engagement section of the report and were very pleased to see the students being involved in activities.

b) The Board fully supported the request for a non-executive mentor to be officially put in place for the incoming student members of the Board. Annette Bruton, Mia Aitchison, Chris Sayers, and Jim Hume all volunteered to be involved in a mentor programme. This is to be followed-up.

   Action: CP

c) The SRUC Chair thanked the SRUCSA Co-Presidents for their contributions to the Board over the past year.

21.24.02 Balanced Scorecard update

The Board receive a verbal update on the Balanced Scorecard from Elma Murray, Chris Sayers and Annette Bruton.

Noted that:

a) The Strategic Performance Sub-group meet on the 18th May to discuss the Balanced Scorecard (BSC) further.

b) The group reviewed SRUC's mission, vision and strategic priorities and had a thorough discussion of what the key deliverables could be. This led to a discussion on the importance of differentiating between enablers and deliverables of the strategy/priorities.

c) Two longer meetings are to be arranged in July and August to allow to group to further this work in more detail.

21.24.03 Risk Register update

The Board received a paper on "SRUC Strategic Risk Register" from the Chief of Staff (paper 481).

Noted that:

a) The main corporate risks are cyber security, estates, and equal pay claim. Improvements to Cyber Security were discussed under item 21.23.02. The Estates risk is linked to physical premises but also operational model and digital. These will all need to be considered if the estates risk is to be reduced. The Equal Pay Claim risk will take time to mitigate due to the complexity of the work required.

b) The Risk Register had been updated in line with recommendations from KPMG: 1) updated risk titles, 2) a simplified scoring mechanism, and 3) the implementation of a risk waterfall.

c) Work on the articulation of the risks is still to take place. The Senior Leadership Team is taking a lead in linking operational risks to strategic risks.

21.24.04 Carbon Management Plan

The Board received a "Carbon Management Plan" update from the Campus & Estates Operations Manager (paper 482).

Noted that:

a) The Campus & Estates Operations Manager outlined that there was an engagement campaign in order to get feedback and input from across SRUC (staff and students) in the development and refinement of the Climate Change Action Plan (CCAP).

b) Farms are now going to be brought into the main CCAP and not sit under their own plan. This will be reflected in the updated version.

c) Having considered emission reduction targets it has been established that a target reduction of 20% is deliverable through actions across the six themes outlined in the CCAP. It was agreed this was a more feasible approach than trying to reduce emissions through projects as there were fewer projects at the moment.

d) Public bodies are required to provide a target date for achieving Zero direct emissions and for reducing indirect emissions within their annual reports. Having reviewed peer group targets and assessing SRUC's position, it is recommended that SRUC adopt a date of 2040 for Net Zero compliance.

Agreed that:

a) The Board supported the recommendation that SRUC set a delivery date to be "Net Zero" by 2040. Planning and completion of the CCAP could progress based on this date. The final CCAP report will be presented to the Board in September 2021 for approval.

Action: SG

21.24.05 Health & Safety Annual Report

The Board received the "Health & Safety Annual Report" from the Lead Health & Safety Business Partner (paper 483).

Noted that:

a) The Lead Health & Safety Business Partner outlined the key achievements of the H&S team over the 2020/21 FY, highlighting the migration process towards the new ISO 45001 standard.

b) Ian Ross, the non-executive H&S champion, confirmed that he meets with the Lead H&S Business Partner and the Campus & Estates Operations Manager regularly, as well as attending the H&S Group meetings. There is strong communication amongst all. He highlighted what an important role the H&S and Campus & Estates teams have played during the pandemic.

c) The one open RIDDOR event related to livestock at Easter Howgate and members of the public coming into contact with livestock when passing through grazing land en route to the Pentlands. There is a need to address right of way issues in this area (e.g. route of path or fencing) and discussions are underway with other landowners.

d) The Lead H&S Business Partner clarified that the eight incidents related to exposure to chemical substances were related to the handling of samples in the Vet Centres.

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

21.25.01 Committee and Board reports

21.25.02 Remuneration & Appointments Committee

21.26 Any Other Business

It was **noted** that an open meeting on the Wigwams was taking place on the evening of 9th June and non-executives were welcome to attend. No other business was raised.

21.27 2021 Dates of Future Board meetings

- Tuesday 7th September
- Tuesday 14th December

Devon Taylor
Assistant Company Secretary
8 June 2021

M I N U T E S

SRUC Board Meeting

Date: 7 September 2021

Place: Teams

Status: Strictly Private & Confidential

Distribution: SRUC Board ELT

Present: Mr S Cumming (Chairman), Dr M Aitchison, Miss R Asli, Mr D Bell, Mrs A Bruton, Sir Prof P Downes, Mrs K Hammond, Mrs M Khnichich, Mrs E Murray, Mr A Peddie, 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, Mr G Macgregor, Professor Jamie Newbold, Mr A Lacey, Mr C Peebles, Mrs D Taylor (minutes secretary), Dr P Hanesworth (for item 21.37), Dr K Black (for item 21.37), Mr S Gillespie (for item 21.38), Miss J Volk (for item 21.39.02), Mr D Overton (for item 21.29), and Mr K Bartlett.

21.28 Welcome and Apologies

Noted that:

a) Apologies were received from Mrs C Bysh, Mrs J Craigie, Mr J Hume, and Miss J Fortune.

b) The Chair welcomed…
- Roz Asli to her first official Board meeting as a student member,
- Keith Bartlett from Advance HE who was observing as part of the TDAP preparatory work,
- Andrew Lacey in his role as Interim Director of Commercialisation & Innovation, and
- Dennis Overton, Chair of SAC Commercial Ltd.

21.29 SAC Commercial Ltd Report and Presentation

The Board received the "SAC Commercial Board Annual Report" and a presentation from the Chair of the SAC Commercial Board and the Interim Director of Commercialisation & Innovation (paper 485).

Noted that:

a) The SACC Chair outlined how impressed he had been with the agility, commitment and pace of change delivered by the SACC Board and staff while in crisis/pandemic mode and could imagine what could be delivered under different circumstances.

b) The four areas of activity within Commercial were outlined: New Ventures, Support Consortia Building, Income from services, and Optimise partnerships.

c) A supportive infrastructure established to deliver the mission to stimulate, connect, grow and support via physical services, knowledge-based services, and commercialisation ecosystem services. This coherent suite of services would be delivered by colleagues from across SRUC.

d) Knowledge-based services allow for broader revenue streams. Successes to date include Agrecalc, QBA, MI:RNA, Aviagen.

e) The focus at the moment is on:
- Project based Collaborations CDC & enterprise
- Knowledge Exchange and Impact
- Innovation hub and business support
- Maximise benefits of hybrid working. Be wise, be kind, promote flexibility
- Continue to increase our capability to adapt to change, embrace digital
- Differentiating propositions: compelling, driving broader revenue generation
- Continue toward an environment of autonomy, our people are empowered to make decisions
- Propose broader incentives and measures, target more ways to recognise excellence

f) Looking forward involves:
- Context: How will TDAP, net zero agenda, the prominence of natural capital and data informed decision making affect our direction?
- Connection: How does Commercial play its part to the full in ensuring SRUC delivers on its mission over the coming 10-year strategic period?
- Collaboration: What is the role of the commercial group in an emerging enterprise university model?

g) The Q1 financial results were reviewed by the SAC Commercial Board the previous week and they were on track.

h) The Board questioned whether there was a process or structure in place for considering what ideas are pursued and which are halted. The Interim Director of Commercialisation & Innovation outlined that a confirmed infrastructure was bedding down but the Orchard remained the main pipeline at the moment.

i) SRUC/SAC Consulting is in a good position to bridge the gap between farmers and their views of forestry. It was noted this links into Net Zero work as well as peatland restoration work.

j) There was discussion around the interface between SRUC and SAC Commercial and ensure their purposes align. The Interim Director of Commercialisation & Innovation confirmed that SAC Commercial and the commercial elements across SRUC are not simply viewed as “commercial” but as an aid to meeting SRUC’s mission, vision and strategy.

k) In terms of risk appetite, it was recognised that the innovative/entrepreneurial elements will always hold a higher risk profile than well-established commercial elements or other areas of SRUC.

l) The Scottish Government have said they will be extending the FAS programme into Q4 (March) and then looking at a 3-year contract with similar funding levels.

m) The Principal & Chief Executive discussed the importance of recognising how the external environment is changing and considering what is the expectation of a university today. SRUC is well placed to deliver on many of the items outlined in the Scottish Government's 10-year transformation plan.

Agreed that:

a) The SAC Commercial and the commercial elements across SRUC should be included in the SRUC Board strategy session discussion on the 14th October.

21.30 Register of Interests, Conflict of Interest, Hospitality Register

Noted that:

a) No conflicts of interest were raised.

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

21.31 Minutes of Previous Meetings

21.31.01 Minutes of Meeting held on 8 June 2021

Noted that:

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

21.31.02 Minutes of Meeting held on 24 June 2021

Noted that:

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

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

Noted that:

a) *Item 21.23.05, SRUC Chair Election*: Elma Murray, Chair of the Chair Election Committee, confirmed that membership of the committee was almost set, and that the Principal & Chief Executive would be a member of the committee which was in keeping with the sector norm. An independent/external member was also being sought for the committee. The committee would hold its first meeting shortly. It was noted that voter turnout had been very low at the institutions who had already been through the Chair election process. SRUC would do everything possible to communicate with staff and encourage voting.

b) *Item 21.23.03, Extended Delegated Authority Powers*: The Company Secretary outlined that it had been agreed at the last Board meeting to extend the temporary Covid-19 decision making and succession arrangements to September 2021. The Board **agreed** that these were no longer required but could be reinstated at a future date if necessary. It was also **agreed** that a review of the current delegated authorities would be brought to the December Board meeting.

Action: CP

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

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

21.35 Accounts

21.35.01 Annual Financial Statements to 31 March 2021 (confidential, closed business)

21.35.02 Letters of Representation

The Board received the "Letters of Representation" from the Director of Finance (paper 489).

Noted that:

a) Letter of Representation for SRUC, SAC Commercial Ltd, SAC Corporate Trustee, and The SAC Foundation were received by the Board for approval. These were standard letters and had been reviewed and recommended for approval by the F&E and A&R Committees.

Agreed that:

a) The Board approved all the Letters of Representation.

21.36 Finance

21.36.01 FY 21/22 Q1 Actuals and 3+9 Forecast report (confidential, closed business)

21.36.02 Strategic Plan update (confidential, closed business)

21.37 Academic Business

21.37.01 Academic Board Report and Presentation

The Board received the "Academic Board Report 2020/2021" from the Chief Academic Officer (paper 492).

Noted that:

a) The Registrar and the Head of Learning & Teaching gave a presentation on key areas of Registry and CELT (Centre for Enhanced Learning and Teaching).

b) The Head of Learning & Teaching highlighted the following points: teaching qualifications and recognition, peer on peer support, national surveys, GBOM (Getting Best Out of Moodle), and community forums. The curriculum review will take place over next year.

c) The Registrar highlighted the following points: collaborative relationship between Registry and CELT, the work that has been done to pull all Registry functions into one group, the process review and digital development, admissions dashboard, the substantial education manual, inclusion of EU students and compliance with Home Office, work based learning thematic review, SQA next generation project. These will continue to be enhanced over the coming year as well as new projects starting.

d) The Board also received a detailed paper which outlined the membership and terms of reference of the Academic Board and its sub-committees. A summary of the Academic Board's main areas of focus over the year was provided.

Agreed that:

a) The Board welcomed the Academic Board Report for 2020/2021, noting the activities undertaken by the Board and its committees. The Board thanked the Academic Board for their oversight of the complex process resulting in a comprehensive application for Taught Degree Awarding Powers being submitted. The Board welcomed the Academic Board's plans for 21/22 which included an Effectiveness Review of the Academic Board.

21.37.02 Institution-led Review (ILR) Annual Report

The Board received "SRUC's Annual Report on Institution-Led Review for the SFC" from the Head of Learning and Teaching (paper 493).

Noted that:

a) On page 8 of the report, it noted that blended learning had enabled the development of cross-campus teaching and module development, but this had been more successful with 2nd/4th year students than 1st/3rd year students. The Head of Learning and Teaching clarified this was likely due to 1st/3rd years being in-take years and the students are new, whereas 2nd/4th year students are perhaps more settled in their studies and confident.

b) The Head of Learning & Teaching confirmed that some of the recommendations in the report were significant and therefore a 3 year interim review was recommended instead of a 6 year review.

Agreed that:

a) the ILR for AY 2020/21 was approved for signing by the Chair.

21.38 Items for Approval

21.38.01 Climate Change Action Plan (CCAP)

The Board received the "Climate Change Action Plan (CCAP)" from the Campus & Estates Operations Manager (paper 494).

Noted that:

a) The Estates Operations Manager confirmed that wind turbines and all renewable options would be considered. Planning regulations varies across SRUC locations.

b) The importance of SRUC being a leader in Carbon reduction and having an ambitious plan was emphasised by the Board.

Agreed that:

a) The Board would receive annual updates tracking progress on CCAP targets.

Action: SG

b) The figures in section 3 would be checked for accuracy.

Action: SG/MK

c) A revised version would be circulated for Board approval.

Action: SG

21.39 Items for Information

21.39.01 SRUCSA update

The Board received an update on SRUCSA activities from Cara Sangster, SRUCSA Co-President (north) (paper 495).

Noted that:

a) The SRUCSA co-president took her in depth report to the Board as read but highlighted that the graduation ceremonies had been a great success and enjoyed by the students. The gown hire support had been appreciated.

b) The Chair of the Student Liaison Committee (SLC) confirmed that she would be meeting with the SRUCSA co-presidents soon to think about the format of the upcoming SLC meetings which would likely be scheduled for late Oct/early Nov and use a hybrid format.

c) The Non-executive Equality, Diversity & Inclusion champion was pleased to see Gender Based Violence (GBV) work being led by SRUCSA and students with their involvement with the Not On My Campus Network.

d) It was confirmed that SRUCSA and SRUC are encouraging students to get the Covid-19 vaccination and to be tested regularly. Students are also being supporting through flexible accommodation options and support for students in "red" countries.

21.39.02 Balanced Scorecard update

The Board receive a report on "Progression towards improved strategic performance reporting using an updated Balanced Scorecard" from the Business Intelligence Analyst (paper 496).

Noted that:

a) A Strategic Performance sub-group had been formed and had met twice to discuss improving the Balance Scorecard (BSC). Membership of the group included non-executives and executives.

b) The sub-group discussed the definition and articulation of the strategic objectives and outcomes, the dynamic between objectives and possible constraints, and the difference between objectives and enablers. A transformation map was also developed to help show the link between the high level strategic objectives to the outcomes and measures of performance.

c) The Board were asked to consider the background information provided and complete a questionnaire in advance of the October Strategy Session. Based on replies a more targeted and prioritised version of the BSC would be presented for discussion at the Strategy Session.

21.39.03 Risk Register update

The Board received a paper on "SRUC Strategic Risk Register" from the Chief of Staff (paper 497).

Noted that:

a) The Chief of Staff highlighted the following risks noting they had been discussed by the Audit & Risk Committee:
   - Estates: A backlog in maintenance and an increase in amber/red items has increased the estate risk. This is also noted in the Strategic Plan.
   - Cyber Security and Equal Pay: Significant work has been done in both these areas to keep them at a steady state.
   - Pandemic Recovery and Student Numbers: Beyond Level 0 plans have been well developed for pandemic recovery and student number targets are being met. These risks have decreased.

b) Work is progressing on the Risk Management recommendation from the KPMG audit. A workshop was held with the Senior Leadership Team to look at linking all risk registers to the corporate risk management system.

c) The Chair of the A&R Committee noted that an Estates Audit was planned with KPMG as it was a topic which impacted much of SRUC's landscape i.e. carbon, delivery of teaching, delivery of commercial strategy, and being placed based.

21.39.04 Equality, Diversity and Inclusion update

The Board received an "Equality, Diversity & Inclusion update" from the Non-Executive EDI Champion and the Equality, Diversity & Inclusion Lead (paper 498).

Noted that:

a) An EDI development session would form part of the Board Strategy Session in October. In advance of the session the Board were asked to fill in a questionnaire in order that the session was directed correctly.

21.39.05 Board Strategy Session

The Board received a verbal update on the Board Strategy Session from the SRUC Chair.

Noted that:

a) The Board Strategy Session would be held on-line and not in-person on the 14th October. The agenda would have three main items: 1) Strategy Discussion, 2) Equality, Diversity & Inclusion session, and 3) Balanced Scorecard.

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21.40 Board Sub-committee and SAC Commercial Board updates (confidential, closed b40iness)

21.40.01 Committee and Board reports

21.40.02 Remuneration & Appointments Committee

21.41 Any Other Business

21.41.01 Non-executive Staff Members

Noted that:

a) This was the last Board meeting for Kerry Hammond and Steven Thomson as the non-executive staff members on the Board. Their significant contributions to the SRUC Board and the Remuneration and Appointments Committee were greatly appreciated.

b) The Chair thanked Professor Christine Williams for her considerable contributions to the SRUC Board and its Committees over the past six years. In particular, the Chair thanked Christine for her wealth of knowledge on research policies and projects, and her Higher Education expertise.

21.42 2021 Dates of Future Board meetings

- Tuesday 14th December

Devon Taylor
Assistant Company Secretary
7 September 2021

M I N U T E S

SRUC Board Meeting

Date: 14 December 2021

Place: Teams

Status: Strictly Private & Confidential

Distribution: SRUC Board ELT

Present: Mr S Cumming (Chairman), Dr M Aitchison, Miss R Asli, Mr D Bell, Mrs A Bruton, Mrs J Craigie, Prof Sir P Downes, Mrs J Fortune, Mr J Hume, Mrs M Khnichich, Mrs E Murray, Mr A Peddie, Prof W Powell, Mr Z Reilly, Mr I Ross, Miss C Sangster, Mr C Sayers, Prof M Smith, and Mr B Wood.

In attendance: Mr H Anderson, Mrs C Bysh, Mr G Macgregor, Prof Jamie Newbold, Mr A Lacey, Mrs D Taylor (minutes secretary), Ms V Chan (minutes secretary). Prof C Argo (items 21.50.01 and 21.51.01), Prof N Foster (item 21.50.01), Prof G Gunn (item 21.50.01), Prof N Holden (item 21.50.01), Dr S Lawton (item 21.50.01), Ms J Volk (item 21.52.01)

21.43 Welcome and Apologies

Noted that:

a) Apologies were received from Duncan Mackay and Colin Pebbles.

b) The Chair welcomed…
- Zach Reilly to his first official meeting as a staff member.
- Professor Michael Smith to his first official meeting.
- Andrew Lacey in his role as Vice Principal Commercial & Head of SAC Consulting

21.44 Register of Interests, Conflict of Interest, Hospitality Register

Noted that:

a) It was agreed the SRUC Chair did not have a conflict with being present for the "Chair Election update" which would be part of the R&A Committee's update under item 21.53. No other conflicts of interest were raised.

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

21.45 Minutes of Previous Meetings

21.45.01 Minutes of Meeting held on 7 Sept 2021

Noted that:

a) The minutes were approved as an accurate record of the meeting. C Craigie should be corrected to J Craigie.

21.45.02 Notes for the Strategy Session – 14 Oct 2021

Noted that:

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

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

Noted that:

a) 21.32, Matters Arising, b: The review of the current delegated authorities which was to be brought to the December Board meeting would be delayed until the Company Secretary returned to work.

b) 21.38.01, Climate Change Action Plan: The Chief of Staff confirmed that all actions raised had been addressed and included in the final version.

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

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

21.49 Finance

21.49.01 6+6 Forecast report (confidential, closed business)

21.50 Academic Business

21.50.01 Academic Overview: Planetary health and the wider opportunities around the vet school (confidential, closed business)

21.50.02 TDAP scrutiny update (confidential, closed business)

21.50.03 Annual Reports to Validating Universities (confidential, closed business)

21.51 Items for Approval

21.51.01 Vet School Business Case (confidential, closed business)

21.51.02 Annual Audit & Risk Report for the Board

The Board received the "Annual Audit & Risk Committee Report for the Board" (paper 505).

Noted that:

a) This report will form part of the SRUC annual return to the Scottish Funding Council.

b) The Chair of the A&R Committee outlined that the critical finding regarding purchase orders remains an issue and has not been closed or deescalated yet. The Committee and the Auditors will continue to monitor progress.

c) The Director of Finance outlined that the tender process for internal auditors will begin in early 2022.

Agreed that:

a) The Board approved the Annual Audit & Risk Committee Report.

21.52 Items for Information

21.52.01 Balanced Scorecard Update

The Board received the "Presentation of finalised Balanced Scorecard version 2" from the Chief of Staff and Business Intelligence Manager (paper 506).

Noted that:

a) The Board were asked to scrutinise first iteration of Balanced Scorecard in the new format and discuss any desired changes or priorities with regard to content. They were asked to agree on the structure for the Balanced Scorecard.

b) The Business Intelligence Manager reiterated the work that has taken place to date to arrive at this version of the BSC. She noted that there is still much work to be done to agree detailed measures of success and introduce a RAG system.

c) It was suggested that the BSC could be presented on a wheel and not just in columns.

Agreed that:

a) The Strategic Performance Sub-group will continue to meet.

b) A final Balanced Scorecard reports will be presented to the Board in March 2022.

Action: JV/GM

21.52.02 SRUCSA update

The Board received an update on SRUCSA activities from Cara Sangster, SRUCSA Co-President (north) (paper 507).

Noted that:

a) SRUCSA is working with NUS on strategic planning. They have held one workshop with another planned. An update will be brought to the March 2022 Board meeting.

b) SRUCSA supports SRUC going forward with Fearless Edinburgh and working towards white ribbon status.

c) The Winter Warmer Campaign will provide students with appropriate clothing to keep them warm while windows need to be open for ventilation during teaching due to Covid. Roz Asli was successful in securing a donation of a significant number of winter hats.

d) SRUCSA took a paper to the most recent Academic Board outlining why SRUC should take steps to introduce a deadline by which students should have their term and exam timetables released. This solution was excepted by the Academic Board.

e) The Speak Week is SRUCSA's biggest student feedback gathering activity every year. There was a lower response rate this year compared to usual. The responses are currently being collated and reviewed and report will be produced in late January/early February. This will go to the March Board.

Action: CS/RA

f) SRUCSA have meet with Campus & Estates team to discuss the safer spaces initiative and highlight issues raised by students. Their feedback is being taken on board.

21.52.03 Risk Register Update

The Board received "SRUC Strategic Risk Register" from the Chief of Staff (paper 508).

Noted that:

a) Following the KMPG risk management audit, it was agreed that the process to transition and improve risk management would take a year. Many of KPMG's recommendations have already been implemented. The Risk Policy and Appetite will go to the March A&R Committee.

b) The Senior Leadership Team currently have a risk sub-group which are looking to match all operational risk registers to the corporate risk register.

c) The main corporate risks for SRUC at present are:
- Cyber-security threats
- Estates- severity of condition risks
- Business continuity
- Lack of current long-term financial plan/new business model

d) The Chief of Staff highlighted that the A&R Committee had agreed to place two risks (1. Procurement, and 2. Recruitment) back down to the operational level since they had not changed in a significant amount of time and were no longer considered risks. They can be escalated to strategic risks in the future if required.

e) The Chair of the A&R Committee noted that a longer meeting in March will be held to focus specifically on risk management.

f) The Board recognised the progress made to date and it was agreed risk management should be further up the SRUC Board agenda in March.

Action: DT

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

21.53.01 Finance & Estates Committee

21.53.02 Audit & Risk Committee

21.53.03 Remuneration & Appointments Committee

21.53.04 Transformation Steering Group

21.53.05 SAC Commercial Board

21.53.06 Student Liaison Committee

21.54 2022 Dates of Future Board meetings

The Board received a "Draft Board and Sub-committee Meeting Dates 2022" from the Assistant Company Secretary (paper 510).

Agreed that:

a) The strategy session will be delayed from February to later in the year in order to onboard the new Chair. Diary invites will be circulated for the 2022 schedule prior to the Christmas break.

21.55 Any Other Business

No further business was raised.

Devon Taylor
Assistant Company Secretary
14 December 2021

Vera Chan
Governance Assistant