



The James Hutton Institute
BOARD MEETING
Macaulay A, Aberdeen
31 May 2017, 09:00h

MINUTES

Chair: James Curran (JC) (Chair)

Board members: Susan Davies (SD) Joan MacNaughton (JM)
Ian Gambles (ICG) Andrew Millar (AM)
Archie Gibson (AG) Iain Reid (IR)
Stephen Hall (SG) Marian Scott (MS)
George Lawrie (GL) Alyson Tobin (AT)
Deborah Keith (DK) Elizabeth Wade (EW)

Apologies:

Attendees: Colin Campbell (CC)
Alasdair Cox (AC)
Bob Ferrier (BF)
Fraser Black (FB)
Deb Roberts (DR)
Lesley Torrance (LT)
Derek Leslie (DL)
Anne Pack (AP) [Minutes]

1 Apologies

There were none.

2 Register of Interests

No new declarations were made. It was noted that the Register of Interests had been discussed at Nomination and Remuneration (N&R) Committee the previous day where it was agreed that the Register would be circulated to all Board members.

3 Minutes of the meeting held on 29 March 2017.

The minutes were accepted as a true record of the meeting.

4 Matters arising

All actions were complete.

5 Health and Safety

Last year through discussions with the Head of H&S it was agreed to change the format of reporting H&S to the Board this year. Ten individual hazards were identified and reporting will focus on these in turn. The Chair added he hoped this would provide reassurance to the Board that the Institute takes H&S seriously.

The Institute has engaged H&S specialists, Marsh Risk Consulting, to review our H&S processes and make any necessary recommendations.

Raising awareness of H&S will form part of the People Strategy which is underway.

6 Strategy Planning and Budget

6.1 Cost Reduction Review

The Board at its meeting in March had approved the Executive Team's proposed Cost Reduction programme target of 3% and requested a more detailed proposal be provided at the May meeting. The paper provided set out how the cost savings will be delivered.

The Executive sought the Board's approval on the detailed cost reduction programme.

The Board discussed details of the paper which had been presented at the Audit & Finance (A&F) meeting the previous day. A&F was supportive of the approach suggested. The Board was impressed by the pragmatic approach the Executive was taking.

6.2 IBH & APGC

The paper was received for information. It provides an update in developments in the past two months. The Working Group is focusing on governance of the IBH. The Board requested any updates to the Risk Register be highlighted in the report.

7 Regular reports

7.1 CEO Report & 2017/18 Operational Plan forward look

The report was received for information.

Of note is the submission of the IRO application. CC recorded his thanks to those involved in gathering information and preparing the submission. The outcome is expected around October at the earliest. The application for Athena SWAN bronze accreditation was also submitted recently.

It was also suggested that the Institute prepares an advocacy strategy. The Board has a wealth of experience of advocacy including around universities, communications, branding expertise, and government.

- **CC to refresh the Public Affairs Strategy to include details on advocacy. This is to come to the next Board.**

The updated Operational Plan was provided with reprioritised tasks and for the first time an attempt to map the KPIs to it. Work is ongoing to identify four lead KPIs and these will come to the July Board for discussion. Comments on the current KPIs are welcomed and should be sent to CC.

- **Feedback on the current KPIs should be sent to CC.**

7.2 Risk Register

The Risk Register was discussed at the Audit & Finance meeting the previous day. High-level financial risks have been identified and a mitigating strategy is in place. A first draft of the risk appetite paper was discussed at A&F and will be brought to the Board in due course.

7.3 P12 Management Accounts

The final management accounts for the year were provided. From the next Board meeting greater detail and a new format will be provided in the management accounts.

8 Minutes of sub-committee meetings since last Board meeting

8.1 ACS

The draft minutes of the ACS meeting held on 28 March 2017 were received for information. The committee will meet after the Board on this occasion under the new Chairmanship of SH. It is planned to hold the three sub-committee meetings back to back the day before the Board meeting in future.

8.2 Audit & Finance

The committee met the previous day where the new Internal Auditors were present. The forward audit agenda was discussed and a range of issues were agreed and prioritised. The committee's TOR was discussed and a revised version will come to the Board in July.

8.3 Nominations & Remuneration

The draft minutes of the N&R meeting held on 28 March 2017 were received for information. At its meeting the previous day N&R agreed the process for Board evaluation. A paper on employee/Board relations was circulated to the Board by Head of HR. The paper was prepared in response to the request for staff representation on the Board. A proposed TOR was appended to that paper, setting out options for achieving an enhanced relationship and suggestions for the composition of a Working Group. An indicative timetable suggests a proposal will come to the Board in September.

The Board's agreement on the TOR was sought. Comments and proposals should be sent to JMcN.

- Comments and proposals for the TOR should be sent to JMcN.

The Board approved the draft TOR subject to clarification on:

Secretary and Deputy Chair positions
Quorate position
Process around staff representation
Process around keeping staff informed

Other Reports

9.1 Media Digest

This report was received for information. CC reported that the Communications office issued a monthly newsletter. He will ensure that Board members receive a copy.

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Dates of meetings in 2017:

July 26 Dundee

September 27 Aberdeen

November 29 Dundee