SRUC BOARD MEETING

Thursday, 26th March 2026
Lecture Theatre H, Kings Building
09:00 – 15:30

STATUS

Approved

DISTRIBUTION

SRUC Board
ELT
SFC
SRUC Website (approved version, redacted)

PRESENT

David Bell (Interim Chair), Dr Mia Aitchison, Simon Cunningham, Craig Davidson, Prof Sir Peter Downes, Jarlath Flynn, Dr Katrina Hayter, Alexandra House, Fiona Larg, Oliver Mundell, Andrew Peddie (via Teams), Prof Wayne Powell, Dr Neil Robertson, Schaun Schirkie, Prof Michael Smith, Eilidh Rojanai

IN ATTENDANCE

- Kyrstan Black - SRUC Registrar (via Teams for item 26.08.02)
- Belinda Haig - Head of Information Digital and Systems (for item 26.08.02)
- Malcolm Hosie - Head of Commercialisation and Innovation (for item 26.07)
- Andrew Kirkness – Chief Financial Officer
- Gavin Macgregor – Chief Operating Officer
- Fiona Mackay – Director of Commercial Estates and Services (via Teams for Item 26.09.01)
- Nadine Manning – Assistant Company Secretary (minutes)
- Tom Maxwell – Chief Communications Officer

- Chloe McCulloch – Head of Consulting (for item 26.07)
- Dr Christine Milburn – Director of Strategic Delivery and Growth
- Prof Jamie Newbold – Provost & Deputy Principal
- Jitka Novak – Group Financial Controller (for item 26.08.03)
- Dr Anne Seaton - Head of Veterinary Diagnostic Services and Livestock Health Schemes (for item 26.07)
- Wendy Smith – Chief People Officer
- Devon Taylor – Company Secretary

26.01 WELCOME AND APOLOGIES

Noted that:

a) Nadine Manning and Eilidh Rojanai were welcomed to their first board meeting.

b) Apologies were received from Jamie Baker.

26.02 REGISTER OF INTERESTS, CONFLICT OF INTERESTS, HOSPITALITY AND GIFTS REGISTER

Noted that:

a) No conflicts of interest were declared.

b) The Committee were reminded to contact the Company Secretary with any updates to the Register of Interests or Hospitality Register.

26.03 MINUTES

26.03.01 MINUTES OF MEETING HELD ON 11 DECEMBER 2025

Noted that:

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

26.03.02 ACTION LOG

Noted that:

a) Ref Action item 1212202402, 24.49.02 and Ref Action item 2103202506, 25.15.02 – The Company Secretary highlighted the overdue actions on the register related to commercial subsidiary appointments and subsidiary governance and reporting. These specific actions had been paused while wider remit and terms of reference work was taking place. It was also important to receive input from the incoming SRUC Chair and Director of Strategy, Governance & Engagement on these topics, once they take up their respective positions.

b) Ref Action 2103202502, 21.03.25, Stakeholder engagement – This item was overdue. It was agreed to set a revised date for stakeholder engagement and mapping.

Action: DT/TM

c) Ref Action 1206202502, 12.06.25, SRUC email addresses – The Company Secretary outlined that sruc.ac.uk email addresses for all board members will be rolled out this calendar year as an important data security measure.

Action: DT

26.04 MATTERS ARISING

Noted that:

a) No further matters not on the agenda were introduced for discussion.

26.05 INTERIM CHAIR'S UPDATE CLOSED BUSINESS, CONFIDENTIAL

Noted that:

a) The Interim Chair provided an overview of his recent activities highlighting the extensive list of meetings and events he attended representing SRUC.

b) The Interim Chair questioned the ELT on slippage with the progress on the Post Mortem lab for the Vet School.

c) The Interim Chair discussed pursuing a stronger collaboration with JHI, specifically horticulture at Elmwood, and suggested that the ELT look into the Tay Cities deal framework which the Elmwood Campus would be eligible for.

d) The Interim Chair acknowledged and thanked the Director of Strategic Delivery and Growth for her work and contribution to SRUC noting this was her last board meeting.

e) The Interim chair acknowledged Dr Mia Aitchison and her team at Barony who are running the three peaks challenge for fundraiser.

26.06 PRINCIPAL & GROUP CHIEF EXECUTIVE'S & ELT'S UPDATE
CLOSED BUSINESS, CONFIDENTIAL PAPER NO: 743

Noted that:

a) The Principal and Chief Executive Officer acknowledged and thanked the Interim Chair's contribution, energy, efforts and leadership over the last six month.

b) The Principal and Chief Executive Officer's report was taken as read and the following three points were highlighted:
   i. The recent launch of Scotland's AI strategy. Emphasised SRUC's contributions to machine learning and AI approaches in agriculture, including control technology and sensor development. Jarlath Flynn was acknowledged for facilitating community practice sessions, which aim to raise skills and ensure appropriate governance around AI, which was considered a disruptive but essential organisational change.
   ii. The ongoing pursuit of University College status, noting recent correspondence from the Cabinet Secretary and that the formal process involved Privy Council approval.
   iii. The commissioned report from Sir Ian Boyd was being written and would be discussed at the next Board meeting.

c) **Reserved section – Ref FOI(S)A, s. 30, 33**

d) The Board commended the ongoing Strategy to 2031 rollout, noting the in-person roadshows currently underway.

26.07 SRUC INNOVATION LTD OVERVIEW AND STRATEGY
CLOSED BUSINESS, CONFIDENTIAL
PAPER NO: 744

Noted that:

a) The Head of Commercialisation and Innovation, Head of Veterinary Diagnostic Services and Livestock Health Schemes, and Head of Consulting joined the meeting.

b) The Vice Principal introduced the paper and provided an in-depth overview of the SRUC Innovation Ltd business group, including its structure, function, business areas, and key pillars of SRUC Innovation Ltd. Noting the unit is a key interface between research and industry.

c) The Head of Veterinary Diagnostic Services and Livestock Health Schemes described the evolution of veterinary services, including centralised diagnostic testing, health schemes, and ongoing process improvements, with a focus on automation, customer management, and data utilisation.

d) The Head of Commercialisation and Innovation outlined the creation of six thematic Innovation Centres - integrating existing assets and infrastructure to foster a high-performing ecosystem, with alignment to SRUC's Schools and a common operating framework. This ecosystem allows SRUC to connect with partners and businesses by aligning with the products and services of the organisation.

e) The Head of Consulting explained SAC Consulting's national reach, technical expertise, and strategic value, highlighting its influence, insight, and profitability, as well as its role in feeding practical information back into SRUC's research.

f) **Reserved section – Ref FOI(S)A, s. 30, 33**

g) The Board asked questions for clarification regarding staff turnover within the SAC Consulting, five-year targets for percentage utilisation of different sites, correlation between place-based innovation and student numbers, and how the organisation is required to pivot the strategic position to deliver on strategic deliverables.

26.08 FINANCE

26.08.01 P6 RESULTS AND 5+7 FORECAST

CLOSED BUSINESS, CONFIDENTIAL **PAPER NO: 745**

Noted that:

a) The Chief Financial Officer introduced the paper which reported on SRUC's financial results to Period 6, the 5+7 forecast for 2025/26, and performance against budget.

b) **Reserved section – Ref FOI(S)A, s. 30, 33**

c) **Reserved section – Ref FOI(S)A, s. 30, 33**

d) The F&E Chair endorsed the update.

e) There was discussion about whether the Financial Recovery Plan (FRP) should continue to be tracked separately or be considered business as usual (BAU), noting that its principles are now embedded in ongoing financial management and reporting. The F&E and A&R Committee Chairs confirmed this had been discussed at their respective committees and there was general agreement to move away from FRP reporting and to BAU financial reporting. The Board **agreed** to move to BAU financial reporting with the caveat that the focus on financial performance be maintained and any requirements to move away from FRP reporting, as agreed internally or with external body, are fulfilled. This will be confirmed by the F&E and A&R Committees.

Action: AK/DT

f) The impact of current global events was discussed on financial planning. Mitigation strategies were outlined, including forward contracts for utilities and ongoing scenario planning.

26.08.02 BUSINESS SYSTEMS PAPER NO: 746

Noted that:

a) The SRUC Registrar and Head of Information Digital and Systems joined the meeting.

b) The Vice Principal introduced the proposal for a new integrated business systems project, outlining its benefits for efficiency, data quality, and user experience, and detailing lessons learned, change management, and the procurement process, with Board approval sought for the next phase.

c) **Reserved section – Ref FOI(S)A, s. 30, 33**

d) This is a people and processes project and the technology is an enabler. Integration needs to be better, and lessons learned from previous projects have been encapsulated and integrated.

e) The Head of Information Digital and Systems has been leading this project but, recognising the criticality of change management for this project, the next phase involves the appointment of a Project and Change Manager to take forward and implement.

f) The incoming Director of Strategy, Governance & Engagement had reviewed the outline business case and provided comment.

g) The paper had gone through F&E and A&R Committees. The F&E Committee recommended the Board approve moving to the procurement phase of the project, with full business case to be presented in September. The A&R Chair reported the following comments from A&R Committee's discussion: the importance of clean data for successful implementation, the potential for SFC funding support, the importance of lessons learnt from past projects, and the requirement to have sufficient project management resource.

h) The Board **approved** moving to the procurement phase of the Business Systems review, with the full business case to be presented in September.

26.08.03 BANK FACILITY CLOSED BUSINESS, CONFIDENTIAL PAPER NO: 747

Noted that:

a) The Group Financial Controller joined the meeting and presented the proposal for entering into a revolving credit facility with Virgin Money Bank.

b) The F&E Committee had met on 3rd and 17th March 2026 to consider and discuss the proposal, with special attention on the covenant measures. The F&E Chair confirmed the Committee supported the recommendation to the Board to enter into the revolving credit facility.

c) The Financial Controller explained that the agreement underwent extensive legal and commercial review, with standard terms established and responsibilities for monitoring compliance assigned to the Financial Team.

d) It was clarified that the facility is intended as a precautionary option and risk mitigation action to address any potential liquidity crises, with governance arrangements ensuring Board notification and management reporting for any drawdown.

e) The Board discussion included the importance of monitoring tangible net worth and ensuring covenants are not breached, with the facility designed to support external audit requirements and university college status considerations.

f) The board **approved** entering into the revolving credit facility with Virgin Money Bank.

26.09 RISK AND ASSURANCE

26.09.01 HEALTH AND SAFETY REPORT PAPER NO: 748

Noted that:

a) The Director of Commercial Estates & Services joined the meeting and provided an update on the Health and Safety Improvement Programme, detailing the completion of campus audits by contractor ACS, the transition to the MyCompliance system, and the implementation of a risk-based workplace safety inspection schedule.

b) It was confirmed that the Interim Chair had fulfilled the role of H&S Champion on behalf of the Board and had reviewed and discussed the report with the Director of Commercial Estates & Services prior to discussion at the A&R Committee.

c) A full workplace safety inspection schedule has been developed, and departments are being booked for inspections, providing a new risk-based framework not previously available. Investment in an iPad will enable real-time workplace safety inspections, allowing immediate data input and improving time efficiency.

d) The workplace safety inspection module in MyCompliance is nearly ready to go live, while the incident management module is still under testing, expected to launch soon.

e) The Director of Commercial Estates & Services explained that the rise in reported incidents in the last reporting period is attributed to increased visibility and staff education on reporting procedures, not to an actual increase in health and safety risks.

26.09.02 RISK REGISTER AND APPETITE PAPER NO: 749

Noted that:

a) The Chief Operating Officer introduced the paper **Reserved section – Ref FOI(S)A, s. 30, 33**

b) **Reserved section – Ref FOI(S)A, s. 30**

c) **Reserved section – Ref FOI(S)A, s. 30**

d) The COO also covered the following topics from the Risk Register - estates condition, fire safety, cyber security, business continuity, inflation, and pensions.

e) The Board noted updates on upcoming fire safety technical audits and a request to SFC for funding for a condition survey.

f) Recent improvements for cyber security and business continuity include system upgrades, implementation of a security operations centre and planning for cyber exercises, with ongoing work to address risks related to business continuity and IT systems.

g) The Board noted the volatility of inflation forecasts and provided an update on external review work to pension provision.

g) **Reserved section – Ref FOI(S)A, s. 30, 33**

h) Concerns were raised regarding Item 16, Student Mental Health, on the Risk Register and the low-risk rating.

i) The Board had a thorough and important discussion regarding staff and student wellbeing and mental health, the measures used to report on wellbeing, and the mitigating actions. It was recognised the low-rating did not reflect the Board's commitment and interest in student and staff wellbeing and mental health.

j) to m) **Reserved section – Ref FOI(S)A, s. 30, 33**

n) It was **agreed** to review the risk status for student and staff wellbeing and mental health for the next reporting cycle - September A&R Committee and Board meetings.

Action: GM/WS

26.10 ACADEMIC BUSINESS

26.10.01 SRUCSA REPORT — PAPER NO: 750

Noted that:

a) The student members, Alex House and Schaun Shirkie, provided an overview of the SRUCSA report. They described the process of gathering student feedback across diverse backgrounds and utilising creative engagement methods.

b) The overall findings determined that students reported high satisfaction with staff, courses and the feeling of sense of belonging. Concerns were raised regarding logistics, timetabling, facilities, assessment density and inconsistencies in student support.

c) The feedback has been noted and the academic team is working to find solutions by standardised timetabling, reviewing assessment loads with plans to address feedback on contact time and support equity. The business systems review solutions will also alleviate some issues.

d) There was discussions regarding the new presidential structure, which had moved from a faculty to responsibility-based structure, noting ongoing challenges and the need for additional officers to ensure comprehensive representation across all geographic areas. Overall, student engagement was deemed positive.

e) The closure of the glasshouses at Glasgow Queens Park was discussed. It was clarified that the closure was driven by maintenance costs and was Glasgow City Council's decision, not SRUC's.

f) Concerns were noted regarding conflicting information during initial communications. It was agreed these would be improved, communication with affected students is ongoing, and options for continued study is being provided.

g) The organisation is still searching for alternative facilities and appreciated that there is a strong preference from students for securing a local facility in Glasgow.

26.10.01 ACADEMIC REPORT
CLOSED BUSINESS, CONFIDENTIAL **PAPER NO: 751**

Noted that:

a) The Provost & Deputy Principal introduced the paper and highlighted the following points:
   a. Tertiary Qualification Education Review (TQER) will be the main focus next year. The Provost & Deputy Principal will bring a more comprehensive TQER report to the June Board meeting
   b. In the middle of mid-term accreditation of the Vet School, with the third cohort of students entering this September. Much work going into gathering material for the Royal College of Veterinary Surgeons (RCVS) accreditation.
   c. A national review of degree-awarding arrangements is underway following a serious incident at the University of Glasgow. An internal group is reviewing SRUC's degree-awarding regulations in preparation for any potential involvement in the national review.
   d. SRUC is currently recommissioning the Edinburgh RESAS programme.
   e. **Reserved section – Ref FOI(S)A, s. 30, 33**
   f. **Reserved section – Ref FOI(S)A, s. 30, 33**

26.11 GOVERNANCE

26.11 SRUC BOARD REMITS / TERMS OF REFERENCE **PAPER NO: 752**

Noted that:

a) The Company Secretary outlined that the SRUC Board, sub-committees and subsidiaries have been reviewing their remits during the Nov/Dec 2025 and Feb/Mar 2026 meeting cycle to ensure they accurately reflect each committee's scope and responsibilities, and that members are fully informed of their remit.

b) The updated remits were provided to the Board for approval, noting they will be reviewed annually during the Nov/Dec meeting cycle. The remits form a significant part of the Governance Handbook which will updated to include the revised remits.

c) During the review, it became clear that the remits of the Finance & Estates Committee, the Strategic Performance Committee, and the SRUC Innovation Ltd Board contained areas of overlap. While the initial overlaps have been addressed within the revised remits, further work will be undertaken this year to examine commercial governance and reporting in more detail.

d) The Knowledge Exchange and Innovation Committee, which previously reported to the Academic Board, has now been stood down. As agreed by the Academic Board, relevant elements of its remit will be incorporated into the SRUC Innovation Board's remit. As discussed at the Innovation Board meeting in February, this work will proceed in parallel with the wider commercial governance review.

e) Concerns about the adequacy of the Board remit regarding legal responsibilities. The Company Secretary outlined that legal duties for directors and charitable trustees were included in the Governance Handbook, but agreed to address this in the annual review of remits (Nov/Dec 2026).

Action: DT

f) The Board acknowledged the process that had taken place to date and **approved** the updated remits, noting they reviewed annually.

26.12 BOARD AND COMMITTEE REPORTS AND DRAFT MINUTES

26.12.01 COMMITTEE REPORTS PAPER NO: 753

Noted that:

The Chairs of the Committee's took the draft minutes and Chair's reports as read and highlighted the following points.

Remuneration & Appointments Committee

a) Staff member, Jarlath Flynn, was coming to the end of his first 3-year term and the R&A Committee recommended that he serve a second 3-year term on the Board. He has indicated his willingness to serve a second term. The Board **approved** the recommendation.

b) The Chair election hustings took place on the 19th March and a recording is available for those who could not watch live. Voting is open and will close on 7th April.

c) There is a proposal to pursue another round of non-executive members recruitment with views to phase appointment dates over the next 18-months to coincide with vacancies, retirements and succession planning of required skills.

Finance & Estates Committee

a) The trust fund disbursements have been challenging this year. A joint meeting of the trusts was held in December, two in March and will meet again at the end of April to identify projects for fund disbursement. The intention are funds will be allocated, dispersed by the end of the financial year.

b) The TRAC return was approved by the TRAC oversight group and submitted in January. The F&E had previously approved the TRAC process.

c) **Reserved section – Ref FOI(S)A, s. 30**

d) The Board discussed philanthropic engagement and alumni relations, highlighting the importance of effective donor relationship management. It was suggested that a strategic framework to support philanthropic giving be considered, noting that current engagement with donors is largely managed on a one-to-one basis.

Audit & Risk Committee

a) The minutes are pending Chair review and feedback, and a verbal Chair's report was provided due the timings of the A&R and Board meetings.

b) Committee membership - Kes Juskowiak resigned from the SRUC Board which left a gap on the A&R Committee and in the Health & Safety Board

Champion role. Dave Bell stepped in and fulfilled the H&S Champion role for this round of meetings, a position he has held in the past. Helen Howden is stepping down from her position as independent external member on the A&R Committee and we will look to recruit to this position during the upcoming non-executive recruitment.

c) Focus of the meeting was four internal audit reports. The A&R Chair summarised the results and findings. **Reserved section – Ref FOI(S)A, s. 30, 33**

d) The A&R Chair commended the executive team with really good progress on closing down recommendations and getting improvements in place. The improvement in this area to last year is noticeable.

e) The tender process for new external audit provision has begun because RSM finished their contract in December 2025. The process will complete in April.

Strategic Performance Committee (SPC)

f) The meeting reflected the planned transition to a new programme of work for the Committee and focussed on deep-dives into strategic performance based on the Key Performance Indicators (KPIs) approved by the Board in Dec 2025.
g) **Reserved section – Ref FOI(S)A, s. 30**

h) **Reserved section – Ref FOI(S)A, s. 30**

i) The Director of Strategic Delivery & Growth had given a presentation to the Committee that set out the methodology followed in identifying suitable benchmark comparator groups in the UK and internationally. The complexity and unique nature of the SRUC model had been noted and factored into this work.

Student Liaison Committee

j) The SLC Chair provided a verbal update noting that the SLC meeting schedule is currently underway with four meetings having taken place across the campuses in March. Attendance and discussions have been good. Items raised and key feedback from the meetings will be reported at the June Board meeting, i.e. once this cycle of meetings has completed.

k) The Chair outlined the ongoing work with SRUCSA to review the role of the Student Liaison Committee and identify improvements to its future operation. Meetings will continue to be held in person on campus, with the School structure embedded within the format and discussion topics.

26.12.02 SRUC INNOVATION LTD. BOARD REPORT AND DRAFT MINUTES PAPER NO: 754

Noted that:

a) The SRUC Innovation Ltd Chair took the paper as read and noted all pertinent items for discussion were covered in the main Board agenda. No further questions were posed by the Board.

26.13 ITEMS FOR INFORMATION/ANNUAL REPORTS

Noted that:

a) No further items for information were provided due to the Health and Safety Report being taken above the line for discussion.

26.14 ANY OTHER BUSINESS

Noted that:

a) AGM plans will be picked up when the incoming Chair takes up their role.

b) Concerns about rumours of land sales at Elmwood, changes to the local development plan, and the preservation of heritage and memorial trees were raised. Sensitivities around these topics was recognised fully but it was emphasised that these were rumours and not facts and highlighted the sensitive handling of heritage and memorial trees in the past.

26.15 DATES OF FUTURE MEETINGS

2026 – Wed 24 June, Thurs 24 Sept, Wed 16 Dec
2027 – Thurs 25 March, Thurs 24 June, Thurs 23 Sept, Wed 15 Dec

26.16 PRIVATE SESSION FOR NON-EXECUTIVE DIRECTORS

Noted that:

a) A private session for the Board members was held after the Board meeting.

Nadine Manning
Assistant Company Secretary
March 2026