

**MINUTE OF THE COURT MEETING (UC)  
UNIVERSITY OF THE HIGHLANDS AND ISLANDS  
HELD ON TUESDAY 25 SEPTEMBER 2012  
AT THE EXECUTIVE OFFICE, INVERNESS  
AT 10.30 HRS**

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- PRESENT:** Professor Matthew MacIver (Chair)  
Andrew Campbell  
Professor Anton Edwards  
James Fraser (UHI Principal and Vice-chancellor)  
Janet Hackel  
Eileen Mackay  
Professor Donald MacRae  
Professor Bill McKelvey  
Joe Moore  
Hugh Morison  
Dr Bruce Nelson  
Aideen O'Malley  
Katrina Paton (UHISA President)  
Thomas Prag  
Rt Hon. Lord William Prosser  
Andy Rogers (VC)  
Professor Norman Sharp  
Dr Fiona Skinner  
Garry Sutherland  
Jack Watson (Vice Chair)
- IN ATTENDANCE:** Fiona Larg (Secretary)  
Dr Gordon Jenkins (Deputy Chair, Executive Board)  
Garry Coutts (UHI Rector)  
Dr Michael Foxley  
Michael Gibson  
Dr Jeff Howarth  
Dr Crichton Lang  
Lorna MacDonald  
Murray McCheyne  
Martin Wright
- Roger Sendall (minutes)
- APOLOGIES:** Dr Jana Hutt  
Penny Brodie  
Dr Brian Chaplain  
Dr Alistair Mair  
Professor Kenneth Miller  
Iain Scott  
Drew Ratter  
Ertie Nicholson
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ITEM	ACTION
<p><b>1 INTRODUCTION</b></p> <p><b>1.1 Welcome and Quorum.</b> It was noted that a quorum was present.</p> <p>The Chairman welcomed Katrina Paton, President of UHSA to her first meeting as a member of Court.</p> <p><b>1.2 Declarations of Interest:</b> It was noted that Jack Watson, Willie Prosser, Thomas Prag, Joe Moore, Eileen MacKay and Norman Sharp all had an interest in agenda item 4.4 paper UC12-045 relating to a proposal to extend the terms of appointment of Court members.</p> <p><b>1.3 Notifications of any Other Competent Business</b> Mr Gibson requested that the Court consider research Key Performance Indicators under any other business.</p> <p>The Chairman reported that he wished to hold a closed session of Court at the end of the meeting and that all those who were “in attendance” would be asked to leave the meeting at this point.</p>	
<p><b>2 MINUTES</b></p> <p><b>2.1 Approval of Minutes.</b> The Court resolved to approve the minutes of the meeting held on 19 June 2012 (UC12-041) subject to one minor amendment.</p> <p><b>2.3 Matters Arising.</b> Court noted the paper UC12-042.</p> <p><b>Schools Liaison</b> – the Director of Marketing, Communications and Planning reported that a budget had been agreed for a new post for a Schools Liaison Officer, however, this post had not been advertised to date pending confirmation of grant income from SFC. It was noted that a full report would be presented to the Court meeting on 18 December 2012 for substantive discussion.</p> <p><b>UC12-041</b> – It was noted that Court wished to extend its gratitude and congratulations to the academic staff for achieving an outstanding ELIR final report.</p>	<p>Corp Gov Officer</p> <p>D of MC&amp;P</p>
<p><b>3 Chairman/Principal and Vice-Chancellors Comments</b></p> <p>The Chairman reported that he had been invited to attend two prize-givings recently at Glasgow High School and Morrison’s Academy, providing an opportunity to promote UHI to school-leavers. He had also given an interview to the BBC Gaelic channel focussing on student recruitment.</p> <p>The Chairman also reported on a successful royal visit by the Queen and Duke of Edinburgh to Perth College in July.</p>	

The Vice-Chancellor and Principal reported that the Chancellor had recently attended the School of Forestry at Inverness College. This had been an extremely successful visit and had provided a good opportunity to promote UHI in the media. He noted that the Chancellor was willing to attend a number of AP events each year and he encouraged AP Chairs to consider submitting proposals as such events provided a superb opportunity for promoting UHI and attracting new students.

The Principal reported that he had made three submissions to the Princess Royal in her capacity as Chancellor to attend UHI events in the forthcoming six months. These included opening the Equestrian Centre at NHC, attending the aircraft engineering facility at Perth College and hosting a possible “friend raising” event at St James’ Palace in London with a view to raising funds for the University via the Development Trust.

### **3.1 News and Events Roundup (UC12-043)**

Court noted the content of the above paper.

## **4 Committees and Membership**

### **4.1 Proposal to rename Fellowships Committee**

Court resolved to approve a recommendation made by the Principal and Vice Chancellor to rename the Fellowships Committee as the Honorary Degrees and Fellowships Committee.

The Principal and Vice Chancellor reported that the Chancellor had indicated that she would like to introduce a new award of a Chancellor’s medal. It was noted that this award would be given out rarely to individuals who had made an outstanding and exceptional contribution to the Highlands and Islands in general.

The Principal and Vice Chancellor then explained that the Honorary Degrees and Fellowships Committee were currently developing criteria for determining how and when to give honorary awards.

It was noted that a wholly separate process was being considered for recognising benefaction.

### **4.2 Academic Partner Chairs Committee (APCC) – Review of remit**

The Chairman reported that the APCC had been established by the Court following a recommendation by the Post Title Working Group (PTWG) to improve dialogue and transfer of information between AP Boards of Management and the UHI Court. He explained that attendance at APCC meetings by Chairs had been poor to date and he asked members to consider if the group was needed since success of the forum was wholly dependent on the support and attendance of AP Chairs.

Following discussion Court agreed to maintain the APCC until after new UHI governance arrangements had been agreed in accordance with the Options for Change Process.

### **4.3 Proposal to Publish Court and Senior Committee minutes online (UC12-044)**

Court approved the above paper prepared by the Corporate Governance Officer recommending that the University begin publishing Court and senior committee meeting minutes online in all situations where the content would not be subject to a valid disclosure exemption.

#### 4.4 Proposal to extend terms of appointment of Court members (UC12-045)

Court approved the above paper prepared by the Secretary recommending extending the terms of appointment of four Court members who were due to finish their final terms of office on 5<sup>th</sup> October 2012.

Court noted that it was highly likely that Court would be reconstituted in the very near future to reflect a changing remit as set out by the Cabinet Secretary for Education and Lifelong Learning and felt that it would be inappropriate to seek new independent governors at the current time as the term of office for new appointees could be very short. Court agreed to extend members terms of office for an additional 6 months.

Court also accepted a recommendation of the Nominations Committee to re-appoint Eileen MacKay and Norman Sharp for a second term and noted the recent appointment of Janice Annal as Chair of Orkney College.

#### 4.5 Reconstitution of Court (UC12-046)

Court discussed the above paper prepared by the Principal and Vice Chancellor detailing proposed changes to the structure of the University Court to reflect a new remit for Further and Higher Education and setting out three possible options for appointing a Chairman and Court members in the context of the recent Scottish Government report on HE Governance that included recommendations for introducing a more democratic process.

During discussion the following points were highlighted;

- Court re-appointed its Chairman for a three year period at the last meeting held on 19<sup>th</sup> June 2012. Court was fully satisfied with the appointment process that it had used and felt that there was no need to amend this.
- None of the three options presented were regarded as appropriate by Court members.
- Court felt strongly that the method for appointing members and a Chairman should be a matter for Court itself and that it would be premature to develop new selection criteria and appointment procedures at the current time.
- It was noted that Universities Scotland and the Committee of University Chairmen in Scotland were opposed to the Government's proposals for appointing new Chairs and it was agreed that it would not be sensible for UHI to develop new selection processes in advance of the rest of the sector.
- It was noted that Court was currently properly constituted and functioning as the governing body of the University. Accordingly there was no need to re-constitute Court at the current time and it was argued that a gradual evolution of the existing body may be more appropriate than reconstitution. However, it was noted that the size of Court was likely to be reduced and on this basis members may be asked to resign and re-apply.
- It was noted that the structure of Court was currently prescribed within the Articles of Association of the University and that these would need to be amended if Court was reconfigured. It was noted that in redrafting the Articles of Association that care should be taken not to be overly prescriptive with regard to the appointment process in order that the Court could retain flexibility and the ability to determine matters itself.

Enter T Prag  
at 12:17

- A number of members felt that Court should be mindful of the Cabinet Secretary's determination to introduce an element of democracy into the selection process for Court Chairs and it was broadly accepted that Court should be prepared to consider introducing some form of electoral process in the future.
- Court agreed that as a matter of good governance the UHI Secretary should not have a vote on any future panel that might be set up to determine appointments to Court or senior Committees.

## **5 Governance**

### **5.1.1 Options for Change – Transformation Implementation Group (TIG)**

Court noted the paper UC12-047 prepared by the Secretary setting out progress made by TIG to date.

Court was pleased to note that all work streams had made some progress and that TIG had been happy to endorse the activities and actions undertaken by the Research, Shared Services and Finance Practitioners groups. It was noted that the Student Engagement and HR Practitioners Group had made less progress due to student unavailability over the summer period and poor attendance at HR meetings. Court noted that TIG had emphasised the need for further progress to each of the groups and it was noted that TIG planned to meet again in the near future to review progress.

**Lunch interval 20 minutes**

### **5.1.2 Governance Working Party – Update**

Dr Foxley, Chairman of the Governance Working Party provided Court with a verbal report in connection with the group's progress. He began by apologising for not being in a position to provide Court with a copy of the group's final report to the Cabinet Secretary.

During the course of discussion the following points were highlighted;

- The Working Party recognised the autonomy of Court and the importance of Court to retain the ability of determining its own destiny without political influence.
- The Working Party report would recommend that UHI reduce the size of Court from 28 to 19 members with fewer people in attendance at Court meetings.
- A triumvirate senior management structure was recommended comprising the UHI Principal and Vice Chancellor and two new Associate Principal Posts. There would be just one accountable officer, the Principal and Vice Chancellor. The two new posts would be line managed by the UHI Principal and Vice Chancellor and would initially be offered as fixed term appointments for a period of between 3 and 5 years.
- The Working Party report would recommend that AP Boards of Management be comprised of less than 12 members headed by an independent Chair.
- The Working Party report would recommend establishment of a new FE Regional Board. This would be a sub-committee of Court but would have significant and substantial delegated authorities. This group would include all AP Chairs as members. The new committee would be chaired by an independent member of the Court.
- A new post of Associate Principal Research and Specialist (APRS) was proposed by the working group as part of the triumvirate structure, however, it was noted that the functions of this post had not been fully agreed by the working group. The Principal and Vice Chancellor reported that difficulties related to recommendations by the working group to attach specific responsibilities to the new post that were

allocated to an existing member of staff.

- It was noted that Court would be concerned if the Working Group were making recommendations that would affect particular posts and which may have the potential to expose Court to an employment tribunal. Court urged Dr Foxley to restrict the final paper to commenting on structures only and noted that the Principal and Vice Chancellor should be empowered to allocate responsibilities as he saw fit.
- The Deputy Chair of the Executive Board reported concerns with the proposed triumvirate model in that he considered that the creation of a new post of Associate Principal FE represented a missed opportunity to improve the efficiency of the partnership since another senior post would be created and he urged the Court to be bold when considering the final report.
- Court noted that the proposed changes if accepted would require a change to the University's constitution and that if this were the case then the University would need to seek the approval of the Foundation as well as the Privy Council, Big Lottery Fund, OSCR, HIE and others.

Court noted that the final report would be delivered to the Cabinet Secretary on 30th September. It was anticipated that the report would be available for members soon after that date and it was noted that a special Court meeting would be convened to discuss the report.

## 5.2 SFC HE Outcome Agreement

Court noted the paper UC12-047 prepared by the Secretary comprising the final HE Outcome Agreement agreed with SFC.

## 5.3 Report from UHI Foundation

The Rector reports that the Foundation had not met since the last meeting. It was noted that a special meeting of the Foundation would be convened to discuss any proposed changes to the University's constitution.

## 5.4 Report from UHISA

The Court received a verbal report from the UHISA President. The following points were highlighted:

- UHISA had made considerable progress with regard to engaging with students across the partnership and now had seven elected officers.
- The next Student Council would be held on 2<sup>nd</sup> and 3<sup>rd</sup> November 2012.
- UHISA would employ two student interns to assist with administration duties.
- UHISA was working with AP FE students in an effort to develop stronger links with an ultimate aim of establishing a single association.
- UHISA officers would be given the opportunity of participating in the next media training and awareness session organised by the Executive Office.

## 5.5 High Level Risk Register

Court noted the updated HLRR UC12-050. Court noted that the RRG intended to enhance presentation of high level risks by inclusion of a summary page containing a brief narrative and chart to illustrate trends and changes in risk scores. Court noted that EU auditors would be visiting SAMS in October to review files in connection with HLRR Risk 12.

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D MacRae  
N Sharp  
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## 5.6 Freedom Of Information – Interim Update (UC12-051)

Court noted the above report prepared by the Corporate Governance Officer providing an interim report on progress in connection with the University's action plan to enhance compliance with the Freedom of Information (Scotland) Act and Environmental Information (Scotland) Regulations.

## 6 Academic & Research

### 6.1 Student Admissions Update

Court considered the paper UC12-052 prepared by the Director of Marketing, Communications and Planning providing an update on the position in relation to the recruitment of new students and continuing students for academic session 2012/13.

Court was pleased to note that considerable progress had been made with regard to attracting new students and congratulated staff on delivering a successful marketing campaign. It was noted that increased student numbers may create additional challenges for the institution and Court noted that efforts to improve student retention rates should be a primary focus of management.

### 6.2 Student Retention Report

The Vice Principal Academic reported that the annual student retention report would be presented to Court in December 2012.

### 6.3 SFC Return of Report on Quality – Institutional led annual review 2011/12 (UC12-055)

Court endorsed the above annual report required by the SFC on the University's internal quality review processes, including subject review and external reviews by professional, statutory or regulatory bodies.

### 6.5 Collaborative Delivery of Schools Supporting the Post 16 Agenda

Court noted the paper UC12-033 prepared by the Vice Principal Academic, detailing three strands of development work being pursued by the university in an effort to broaden HE opportunities for senior pupils in secondary schools across the Highlands and Islands region.

## 7. Finance and Planning

### 7.1 Financial Outturn for 2011-12 (draft) (UC12-056)

Court noted the above report UC12-036 prepared by the Director of Finance setting out the financial position of the university including adjustments in accordance with Financial Reporting Standard 17 (FRS17 – Accounting for Retirement benefits)

Court noted that the draft financial statements for the year ended 31<sup>st</sup> July 2012 show a net surplus of around £100k.

Court noted that the pension liability had increased substantially over the past 12 months.

Exit  
A Rogers

## **7.2 Treasury Management Policy (UC12-057)**

Court accepted a recommendation of the Finance and General Purposes Committee to approve the above policy.

Court noted that the University's Schedule of Delegation would be updated to reflect the new policy arrangements.

Secretary

## **8. Estates**

### **8.1 Eòlas - Beechwood Campus Research Facility**

Court agreed to convene a special meeting of Court in October 2012 to consider proposals to establish a new research facility at the Beechwood campus site in collaboration with Highlands and Islands Enterprise, the National Health Service, SRUC (formerly Scottish Agricultural College) and the Centre for Health Science.

## **9. Reports and Circulars**

### **9.1 SFC Circulars**

Court noted the circulars issued by the SFC since the last meeting.

### **9.2 Reports from Committees of Court**

Court noted the minutes of the following meetings contained within the appendix to the Court papers;

Finance and General Purposes Committee – 11<sup>th</sup> June 2012 and 4<sup>th</sup> September 2012  
Academic Council – 14<sup>th</sup> June 2012  
Audit Committee – 13<sup>th</sup> June 2012  
Executive Board – 26<sup>th</sup> June, 31<sup>st</sup> May and 8<sup>th</sup> June 2012  
Academic Partner Chairs Committee – 31<sup>st</sup> August 2012  
Honorary Degrees and Fellowships Committee – 23<sup>rd</sup> August 2012  
Transformation Implementation Group – 3<sup>rd</sup> July 2012

## **10 Any Other Business**

**10.1 KPIs** – It was noted that FGPC had approved KPIs to measure delivery of the UHI Strategic Plan at their last meeting. The next stage would be for these to be populated with data and it was noted that these would be presented to Court at the December meeting.

**10.2** Closed session.

## **11 Date of Next Meeting**

Date of special meeting to be confirmed.  
Next scheduled meeting is 18<sup>th</sup> December 2012