

**MINUTE OF THE COURT MEETING (UC)  
UNIVERSITY OF THE HIGHLANDS AND ISLANDS  
HELD ON TUESDAY 12 FEBRUARY 2013  
AT THE EXECUTIVE OFFICE, INVERNESS  
AT 14:00 HRS**

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- PRESENT:** Professor Matthew MacIver (Chair)  
James Fraser (UHI Principal and Vice-chancellor)  
Katrina Paton (UHISA President)  
Rt Hon. Lord William Prosser (VC)  
Hugh Morison  
Eileen Mackay (VC)  
Professor Norman Sharp (VC)  
Professor Donald MacRae (VC)  
Thomas Prag  
Professor Anton Edwards (VC)  
Dr Alistair Mair (VC)  
Dr Bruce Nelson (VC)  
Jack Watson (Telephone)  
Dr Jana Hutt (VC)  
Niall Smith
- IN ATTENDANCE:** Fiona Larg (Chief operating Officer & Secretary)  
Garry Coutts (UHI Rector)  
Murray McCheyne  
Michael Gibson  
Dr Michael Foxley  
Janice Annal  
Penny Brodie (VC)  
Aideen O'Malley (VC)  
Roger Sendall (minutes)
- APOLOGIES:** Janet Hackel  
Dr Brian Chaplain  
Professor Bill McKelvey  
Iain Scott  
Joe Moore  
Drew Ratter  
Martin Wright  
Lorna MacDonald  
Dr Crichton Lang  
Dr Jeff Howarth  
Dr Gordon Jenkins (Deputy Chair, Executive Board)  
Dr Fiona Skinner  
Andrew Campbell  
Garry Sutherland  
Professor Kenny Miller  
Andy Rogers
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ITEM	ACTION
<b>1 INTRODUCTION</b>	
<b>1.1 Welcome and Quorum.</b>	
	It was noted that a quorum was present.
	The Chair reported that the purpose of this special meeting of Court was to provide opportunity for Court to consider and if appropriate to recommend the Members of the University to approve new Articles of Association.
<b>1.2 Declarations of Interest: None.</b>	
<b>1.3 Notification of any other Business. None</b>	
<b>2 UHI CONSTITUTION</b>	
	The Chief Operating Officer and Secretary explained that the process to adopt new Articles of Association was lengthy and complex requiring the consent of six separate bodies including the University Foundation, OSCR and the Privy Council. The Articles comprised the constitution of the University and it was now necessary to amend them so as to enable the institution to progress proposed changes to governance structures including a reduction in the size of Court; also to provide the University with the ability to perform all of the functions of a regional strategic body, subject to enactment of the Post-16 Education (Scotland) Bill. It was noted that in drafting new articles that efforts had been made to simplify and future proof them by removing overly prescriptive conditions and by drafting more flexible clauses designed to enable and empower the Court to take appropriate decisions thus reducing the likelihood and frequency of future amendments.
	It was noted that a special meeting of the Foundation had been held on 29 <sup>th</sup> January 2013 to consider the draft Articles and that subject to minor amendment that the Foundation had agreed to recommend their adoption.
	The Chairman then invited general comments on the draft articles prior to the Secretary leading Court through them on a page turning basis. The following key points were noted.
	<ul style="list-style-type: none"> <li>• It was noted that Perth College UHI and Moray College UHI had each sought legal advice with regard to concerns about the University adopting new articles prior to the enactment of the Post-16 Bill. In particular these colleges were concerned that it would be inappropriate for the University to act “as if” the Bill had been approved since there was a danger of acting ultra vires and the advice received by Perth suggested that this was the case.</li> <li>• It was noted that the Scottish Government (SG) and the Scottish Funding Council (SFC) were actively encouraging the University to make changes to its constitution now and to begin acting “as if” the legislation had been passed. Amending the articles in advance of the legislation being passed ought not to be problematic providing the university did not act in a manner that was contrary to the extant legislation. The articles should be viewed as an enabling mechanism and needed to be amended now in order to provide the ability for the university to act once the Bill had been passed without delay.</li> </ul>

- It was noted that the Secretary would raise the above concerns with the SG and SFC and it was noted that one mechanism to achieve clarity with regard to whether or not the UHI partnership could lawfully begin to act “as if” the legislation had been enacted would be to request the SG to include a question within the submission to the Privy Council.
- Some concern was expressed that the draft articles did not provide any assurance for academic partners with regard to prescribing the structure and functions of the proposed FE Regional Board that would be a sub-committee of Court. It was noted that the articles were purposefully silent on this and that the only committees of Court defined within the articles were the Academic Council and Title Management Group because these structures were understood to be required by the Privy Council. Instead article 12.3 provided provision for Court to establish sub-committees “for any purpose” and this was considered to provide greater flexibility for the partnership to develop structures further if considered appropriate by Court without having to amend the articles again.
- APs were concerned that relationships between the University and APs would change fundamentally in future and the Articles of Association reflected the nature of the new relationship. On this basis it was suggested that opportunity should be provided for AP Principals and Boards of Management to comment on the Articles before they were formally presented to Members for approval.
- Concern was raised about new definitions for staff and students. It was noted that these definitions had been extended to encompass partnership staff and FE students to increase engagement and to enable them to be elected as members of the Court and/or sub committees. The concern was heightened by article 18 because APs were concerned that the university was seeking new powers to hire and fire AP staff. It was noted that the University would only have authority over its own employees, however, for the purpose of clarity it was agreed to amend the article.
- Object q may need to be amended to include provision for dispersing funding to APs to satisfy OSCR. This would be considered with the University’s lawyers.
- A definition of Graduates should be added.
- There was a need to consider the provisions at Article 11.5 c and d relating to a poll as there appeared to be an inconsistency between them.
- The composition of Court membership defined at Article 12 d should be amended to ensure that Court had a member with appropriate FE experience and skills. It was suggested that this may be preferable to including a member appointed by HIE.
- Article 12.2 - It was agreed that all members should be able to serve 3 x 3 year terms.
- Article 12.1 e should be amended to enable the sponsor universities to appoint a member as they felt appropriate who may not necessarily be a member of TMG.
- It was noted that if the Post-16 Bill was silent on the process for appointing a Chair of the FE Regional Board that the articles must enable the Court to do this.
- Court noted the proposed changes to the structure of Academic Council as set out

in Articles 22 and 23.

- Article 26.1 should include provision for updating/amending partnership agreements in consultation with the relevant AP.
- The President of UHISA proposed that an additional article should be included at 19.1 to include reference to the Student Council. Members noted that the Student Council was already provided for within the UHISA constitution that could be amended with Court approval and concern was raised that the suggested amendment would reduce flexibility for the students with little benefit. It was agreed that the UHISA President would discuss the proposal with the Secretary outside the meeting.
- The following definitions/amendments were also suggested to the Articles of Association:
  - 2.1 add the definition of the F.E. Regional Board
  - 12.1.d include the Chair of F.E. Regional Board is an independent Governor
  - 26.3 include the F.E. Regional Board in the responsibility.
  - 26.5 note the Principal of an academic partner is also accountable to their college board

The Chair thanked members for their attendance. It was noted that the articles would be amended to reflect the discussion and that an amended set would be produced and presented to Court for consideration on 18<sup>th</sup> March.

**3 ANY OTHER BUSINESS:** None

**4 DATES OF FUTURE MEETINGS:**

19<sup>th</sup> March 2013 and 18<sup>th</sup> June 2013

The meeting closed at 16:15