

**MINUTE OF THE SPECIAL COURT MEETING (UC)
UNIVERSITY OF THE HIGHLANDS AND ISLANDS
HELD ON THURSDAY 3rd MAY 2012
AT THE EXECUTIVE OFFICE, INVERNESS
AT 10:30 HRS**

PRESENT: Professor Matthew MacIver (Chair)
Jack Watson
James Fraser
Dr Jana Hutt VC
Wilma Campbell VC
Janet Hackel
Professor Bill McKelvey
Aideen O'Malley VC
Andy Rogers VC
Rt Hon Lord William Prosser VC
Professor Anton Edwards VC
Professor Donald MacRae VC
Dr Bruce Nelson VC
Michael Gibson
Dr Fiona Skinner
Dr Michael Foxley VC
Nathan Shields VC
Thomas Prag
Professor Norman Sharp
Iain Scott
Murray McCheyne from 11:30

IN ATTENDANCE: Fiona Larg
Martin Wright
Dr Crichton Lang
Roger Sendall (minutes)

APOLOGIES: Garry Sutherland
Dr Brian Chaplin
Euan Smith
Professor Kenneth Miller
Joe Moore
Dr Alistair Mair
Hugh Morison
Eileen Mackay
Penny Brodie
Niall Smith
Ertie Nicholson
Allan Wishart
Garry Coutts
Dr Gordon Jenkins
Dr Jeff Howarth
Lorna MacDonald

ITEM	ACTION
1 INTRODUCTION	
1.1 Welcome and Quorum.	
It was noted that a quorum was present.	
The Chairman thanked members for attending the special meeting.	
1.2 Declarations of Interest: None	
1.3 Notification of other business: None.	
RESERVED BUSINESS	
2. Options for Change: Cabinet Secretary's Governance Proposals	
<p>The Chairman reported that the meeting had been called at short notice and at the request of numerous members in order to provide opportunity for members to discuss the Cabinet Secretary's governance proposals. It was noted that all members present were fully supportive of the need for the special meeting and that they valued the opportunity provided for independent members to engage in discussions bearing in mind that independent members had not been invited to participate in the meeting with the Cabinet Secretary. Indeed it was noted that members felt that it was critical for Court to be fully appraised, aware and able to influence developments under consideration by government in advance of the next scheduled meeting of the Court on 19th June 2012. The Chairman expressed the hope that the discussion would focus on high level rather than on detail; that the proposals which would be drafted by a Working Party set up by SFC would be done timeously and presented to the June meeting of Court.</p>	
<p>It was noted that one member of Court who was unable to attend today's meeting had written to members to express concern about the need for a special Court meeting and the appropriateness of discussing issues contained within paper UC12-020 prior to receipt of a substantive paper from the Scottish Government on the matter that was expected soon.</p>	
<p>Court considered the paper UC12-020 prepared by the Principal and Vice Chancellor setting out issues for discussion by Court following a meeting of Academic Partner Chairs and Principals, the Chair and Vice Chair of UHI and the Principal and Secretary of UHI with the Cabinet Secretary for Education and Lifelong Learning on 16th April 2012. Court noted that a minute of the meeting was included with the paper at Appendix 1.</p>	
<p>Speaking to his paper the Principal highlighted the need to differentiate between Court's role as running a university and its role as having additional duties towards FE which would remain an activity delivered by the FE Colleges within the UHI partnership. He stressed the importance of the interlocking relationship of teaching and research and the necessity for this to be reflected in any new structures.</p>	
<p>He suggested that since Court would sign and be held accountable for a single outcome agreement covering HE and FE funding, the delegated powers granted to the FE Regional</p>	

Board as a sub-committee of Court had to be compatible with ensuring that Court had the ability to deliver its side of the outcome agreement. In that respect he suggested that one accountable officer would be more appropriate than three and that in respect of research the idea of a separate accountable officer for Research made little sense.

He drew attention to the Research and Specialist Sub-committee and suggested that whilst it performed a function of ensuring that the 4 Specialist Colleges were not overlooked by the University this function could not be research in the 4 colleges alone. Research was part of the very substance of the university and had to be inclusive of all 13 Academic Partners – nothing short of this would enable the acquisition of rDAP. He suggested therefore that the proposed Committee should itself be inclusionist for research and function as the four colleges for the institutional functional aims of this proposal.

He affirmed his support for the protection of FE funding but always on the assumption that the FE funding stream to pay for the additional costs exclusively as a result of incurred by Court's new role in respect of FE.

Finally he drew attention to an illustrative reconstitution of Court and reminded Court that the reconstitution would have to reflect national legislation and guidelines as well as create a body able to take on the new FE function.

During discussion the following points were highlighted:

- Court agreed that the primary focus in all discussions and amendments to governance arrangements must be on enhancing the student experience. It was essential to ensure a focus on the student journey and to retain Court's commitment to develop tertiariness.
- A single outcome agreement necessitated a single Accountable Officer. Similarly clarity and accountability necessitated that the Associate Principals for FE and the Specialist Institutions should report to the University Principal. There should be one Court, one Principal, one leader; without this clarity there could be significant difficulty in securing a succession to the current Principal.
- The university was an autonomous body that had been created for the purpose of delivering and advancing education. It was essential that changes to governance did not adversely affect the ability of Court to retain firm control of Higher Education (HE) activities including teaching, research and scholarship. Changes to the Articles of Association should be at a high level and not inhibit future change by the inclusion of too much detail.
- Since Court would be required to sign an outcome agreement that would cover financing of HE and Further Education (FE) activity. Court must be provided with appropriate opportunity to influence its content.
- It was important that Court remained able to determine its own future and care must be taken to ensure that the Articles of Association were not altered in such a way as to preclude Court from managing its own affairs effectively.
- Re-constitution of the Court was a matter for the members of the Company and could only be pursued following consultation with and agreement of the UHI Foundation. In addition, formal approval for constitutional reform would also be required from the Privy Council following consultation with the Office of the Scottish Charity Regulator and other stakeholders. A paper on this subject would

be provided to Court in June. Concern was expressed that the illustrative reconstituted Court was still too large in number.

- A concern was raised that the example reconstituted Court document appended to paper UC12-20 did not include sufficient Foundation representation.
- Concerns were raised that the ongoing debate on amending governance arrangements and management structures within UHI meant that the Court was too inward facing and this may reduce competitive effectiveness and detract senior management focus from academic and research opportunities. Early resolution was therefore essential.
- Concerns were raised that the existing proposals had a potential to increase bureaucracy. Court had to have clear lines of accountability and responsibility and clear remits for the bodies involved in the structure to obviate overlap and confusion.
- Court felt very strongly that research was an integral part of HE for the university and all APs either were engaged in this activity or aspired to be. Linkages between teaching and research were an essential part of our progression towards rDAP and greater clarity was needed with regard to the purpose and function of the proposed Partnership Group for Research and Specialist Institutions.

The following points were agreed:

- Court agreed to nominate representatives to the Scottish Funding Council/Scottish Government Working Party to develop the governance proposals further. The court nominated the Chair and Vice Chair of Court, Deputy Chair of the Executive Board, former Chair of Post Title Working Group, Chair of Specialist College (SAMS), Principal and Vice Chancellor, University Secretary and President of UHISA.
- Court agreed to request the SFC and the working group to aim to provide Court with their recommendations for consideration at the next scheduled meeting of Court on 19th June 2012. Recommendations should include clear lines of responsibility and accountability.
- The Deputy Chair of the Executive Board would be authorised to represent the University Court in discussions to develop aspects of the outcome agreement with SFC focussed on FE activity.
- Court unanimously agreed that the University should have only one accountable officer covering HE (including research) and FE and that the proposed new Associate Principal positions should report to the Principal.
- Whilst it was accepted that the university should not top slice FE funding for administrative purposes it was agreed that the position of Associate Principal FE and associated costs must be resourced from FE funding.
- Members agreed that the current Court structure was too big and expressed the preference that a reconstituted Court should contain fewer members although there was also some support for increasing the cross-membership from the Foundation.

- The Partnership Group for Research and Specialist Institutions should be fully integrated with the existing Research Committee to ensure a joined up process and a link between research and teaching across all APs.
- No changes to governance should be made if they did not have a positive impact on the learning experience.
- The outcome agreement should contain clear, concise and unambiguous..
- Court would aim to agree composition of the Transformation Implementation Group in June in the light of the proposals from the Working Party.

The meeting closed at 12:10