

**MINUTES OF THE COURT MEETING (UC)
UNIVERSITY OF THE HIGHLANDS AND ISLANDS
HELD ON TUESDAY 22nd OCTOBER AT 11:00 HRS
IN ROOM EO1, EXECUTIVE OFFICE, NESS WALK, INVERNESS**

PRESENT: Matthew MacIver (Chair)
James Fraser (UHI Principal and Vice-chancellor)
Anton Edwards
Michael Foxley
Gillian Berkeley VC
Eileen Mackay
Donald MacRae VC
Rachel Parker
Drew Ratter
Bruce Nelson
Niall Smith
Steve Thomson
Fiona McLean
Willie Printie

IN ATTENDANCE: Fiona Larg (Chief Operating Officer & Secretary)
Garry Coutts (UHI Rector)
Brian Chaplin
Janice Annal
Jeff Howarth
Crichton Lang
Michael Gibson
Lorna MacDonald
Aideen O'Malley in part
Martin Wright
Roger Sendall (Minutes)

APOLOGIES: Andrew Campbell
Jana Hutt
Ertie Nicolson
Bill Mckelvey
Penny Brodie
Michael Gibson
James MacDonald
Alistair Mair
Kenny Miller
Bruce Ritchie
Andy Rogers
Iain Scott
Norman Sharp
David Worthington

ITEM	ACTION
<p>1 INTRODUCTION</p> <p>1.1 Welcome and Quorum.</p> <p>It was noted that a quorum was present.</p> <p>1.2 Declarations of Interest: None.</p> <p>1.3 Notification of any other Business. None</p>	
<p>2 MINUTES OF MEETINGS</p> <p>2.1 Approval of Minutes.</p> <p>The Court resolved to approve the minutes of the meeting held on 9th of September 2013 (UC13-040a).</p> <p>2.2 Matters Arising.</p> <p>The Court noted the Matters Arising paper UC13-041.</p> <p>i) It was noted that the FERB terms of reference attached to the matters arising paper were currently still in draft form. FERB had previously agreed to maintain the terms of reference in draft format until the Post 16 (Scotland) Education Act had been passed. A number of amendments had been proposed by FERB and these would be reviewed in the context of the provisions of the Act. Amended terms of reference would be presented for approval by Court at the next meeting. Most significantly it was noted that the Chair of FERB would be an independent member of the University Court as opposed to being appointed by the Cabinet Secretary for Education and Lifelong Learning as previously envisaged.</p> <p>ii) It was noted that the Principals Appointing Committee would meet later in the day to progress the recruitment process for a new Principal and Vice Chancellor with Aspen recruitment consultants.</p>	
<p>3 CHAIRMAN/PRINCIPAL'S COMMENTS</p> <p>3.1 Report from the Chairman.</p> <p>The Chair was pleased to welcome new independent members to their first Court meeting. In addition the Chair congratulated Steve Thomson on his appointment as Chair of the Shadow University Court and as his eventual successor following approval of new articles of association for the university.</p> <p>Report from the Principal.</p> <p>The Principal provided Court with a verbal report on a number of opportunities and activities that had occurred since the previous meeting. Court were pleased to note the following points:</p> <ul style="list-style-type: none"> • Shetland Islands Council had agreed to support the appointment of a new Creative Industries Chair based in Shetland to and lead on development of new curriculum and associated research activity across the partnership. 	

- The university was investigating positive opportunities to develop a relationship with the highly respected Groam House Museum with links to curriculum activity and research including celtic design, art, history and archaeology.
- Potential to develop a new learning centre on Iona was being investigated in partnership with the local community.
- The Principal had recently visited New York on behalf of the UHI Development who had established links with a New York bank with connections to a number of high net worth clients of Scottish origin who may be interested in philanthropic giving to the University to support a number of specific projects.
- The university had been invited to join and attend the Association of Commonwealth Universities.

3.2 News and Events Round-Up.

The Court noted paper UC13-042.

4 COMMITTEES & MEMBERSHIP

4.1 Membership.

The Court approved paper UC13-043 prepared by the Chief Operating Officer and Secretary, setting out proposed changes to the membership of the University Court.

It was noted that Shadow Court Member David Alston would be appointed to replace Hugh Morison. This decision would contribute towards mitigating risk by allowing a smoother transition and overlap between members of the existing court and the new shadow court.

4.2 Committees Changes.

The committee noted paper UC13-044 identifying changes made to the membership of the Honorary Awards Committee and closure of the Transformation Implementation Group (TIG). The Court thanked the members of TIG for assisting to implement the recommendations of the Capita report.

5 GOVERNANCE

5.1 Implementation of Governance Working Group Report

The Court noted paper UC13-045 providing an update on implementation of Governance Working Party report recommendations. The following points were highlighted:

- Steve Thomson had been appointed as Chair of the Shadow Court, as Mr Thomson was originally appointed to the shadow court as a nominee for Highlands and Islands Enterprise (HIE), a further nomination would need to be sought from that body.
- The Privy Council had responded to the university's request to approve new articles of association and sought clarification on eight points. It was noted that the COOS would respond to these points as soon as possible and that Court would be kept informed of progress throughout the process.

- The Office of National Statistics (ONS) reclassification of incorporated colleges as public bodies would affect the status of Perth, Inverness, Moray, North Highland and Lews Castle College by in 2014. This may lead to serious implications for the colleges and for the university in terms of financial management and control. This was a politically sensitive area and efforts were currently being explored through the FE Regional Leads to negotiate an exemption or appropriate compromise for colleges. It was noted that Court would require a full report on the ONS situation at the next meeting.

5.2 Report from UHI Foundation

The Court received a verbal report from the Rector. It was noted that the next Foundation Business meeting would be held on 18th November 2013. The Rector reported that he intended to present a paper examining the role and future function of Foundation for discussion and that he would report to the Court on to be reassessed and it was noted that the Rector had agreed to prepare a paper for consideration at the ne

5.3 Report from UHISA

The Court noted paper UC13-046 prepared by the President of UHISA providing an update on UHISA's work and activities over the previous quarter.

In addition the President of UHISA informed Court that subsequent to preparing the report that a human resourcing issue had occurred and that as a result UHISA had decided to terminate the employment of its Support Assistant. It was noted that this decision was subject to an active appeal.

5.4 High Level Risk Register (HLRR)

Court considered the High Level Risk Register (UC13-047) that had been amended following a meeting of the Risk Review Group held on 10th September 2013. It was noted that new risks had been added to the register at No.19 and No.3.

The COOS explained that the HLRR would be presented in an amended format in future utilising a recently agreed partnership risk template.

Court expressed concern that that Risk No. 4 "Risk of Financial failure or loss to the partnership" remained extreme and it was agreed that FGPC should receive a full update on actions to mitigate this risk and associated issues at its next meeting.

DoF

5.5 Scottish Code of Good HE Governance

The Court noted paper UC13-048 providing a copy of the new Scottish Code of Good HE Governance published July 2013.

It was noted that the Internal Audit Service was currently progressing an independent review of the university's compliance with the new code.

5.6 Gaelic Language Policy

The Court approved the Gaelic Language Policy set out within paper UC13-049. It was noted that the policy had been approved previously by Comataidh Gaidhlig on 22nd May 2013 and by Academic Council on 13th June 2013.

5.7 Highland Public Services Partnership Board

The Court approved paper UC13-050 prepared by the Director of Marketing

Enter A
O'Malley
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Communications and Planning setting out proposals for University representation on the Highland Public Services Partnership Board for the Highland Council area. However, in reaching its decision Court noted that the University's own jurisdiction crossed numerous council authorities and felt that it was essential for the University to liaise with each council in a consistent manner in each council region. It was therefore agreed that the Rector should work with the COOS to identify a suitable and consistent strategy for University engagement with such bodies.

COOS &
Rector

5.8 Articles of Association – Special Resolution text

The Court approved paper UC13-051 comprising the text of two draft special resolutions for presentation to company members following receipt of approval from the Privy Council to adopt new Articles of Association for the University.

6 FINANCE & PLANNING

6.1 Finance Report

The Court noted the Finance report (UC13-052) prepared by the Director of Finance including a summary of the Management Accounts for the year ended 31st July 2013.

Court expressed concern that the three part budget challenge exercise that had previously been agreed as a condition to approval of the 2013/14 budget had been delayed. It was noted that the reason for the delay followed dialogue with AP finance managers and was caused by a lack of available resource to undertake a thorough budget challenge exercise at the present time due to competing priorities. It was noted that a new timetable had been agreed with FGPC and that a robust budget challenge process would be completed before the end of the current financial year.

DoF

DoF

It was noted that Barnett Waddingham would be engaged to provide Court with a presentation on pension strategy options at the next meeting of Court.

It was noted that members of Court considered that financial data relating to key projects such as UHI Direct and UHI Oil and Gas was currently difficult to identify within the general finance report. The COOS explained that financial data for such projects was routinely provided in greater detail to the Programme Board that was chaired by the COOS with minutes and reports provided to FGPC, however, it was accepted that presentation of such projects could be improved and it was agreed to try to improve presentation of such data in future reports.

COOS/DoF

6.2 Annual Internal Audit Report

The Court noted the UHI Internal Audit Service Annual Internal Audit Report for the year 2012/13 prepared by the Head of Internal Audit.

The Court approved the Internal Audit Plan for 2013/14 (UC13-053a).

It was noted that Court members were extremely pleased with and reassured by the consistent high calibre and professional service provided by the University's Internal Audit Service.

6.3 Strategic Plan Performance Report

The Court welcomed the paper UC13-054 prepared by the Director of Marketing

Communications and Planning comprising a report in relation to achievements against key objectives identified within the 2012/17 Strategic Plan.

6.4 Student Number Update 2012/13

The Court noted paper UC13-055 providing a report of the final position in relation to student numbers for academic year 2012/13.

Court noted that whilst the figures represented a shortfall against internal planning targets off 383 FTEs that the external SFC student number target had been exceeded by 353 FTEs.

6.5 Student Number Update 2013/14

The Court noted paper UC13-056 providing a summary of student number registrations for 2013/14 as at 3rd October 2013.

Court was pleased to note that performance to date indicated that the SFC target of 4705 FTEs for 2013/14 would be comfortably exceeded.

6.6 Annual Report on Progress against SFC Outcome Agreement targets 2012/13

The Court approved paper UC13-057 submitted by the Deputy Principal.

It was noted that Court considered that it would be appropriate to reframe text within future Outcome Agreements relating to the University's desire to achieve RDAP.

DP

7 ACADEMIC & RESEARCH

7.1 Beechwood Partnership Facility

The Court discussed paper UC13-058 prepared by the Vice Principal Research and Commercialisation comprising an updated report following on from the outline business case for a new research and education facility at Beechwood adjacent to Inverness College UHI's new campus building discussed at the last meeting.

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Berkeley at
12:53

It was recognised that Court members would welcome additional information about research activities and opportunities for partnership involvement in the proposed new facility at Beechwood and it was agreed that Court would receive a presentation on these matters at its December meeting.

VPRC

Following due consideration Court agreed to continue progression of the project in line with the recommendations contained within the paper.

7.2 Red Button Annual Report

The Court noted paper UC13-059 prepared by the Dean of Students comprising a summary of red button usage throughout academic year 2012/13.

7.3 Annual Statement to SFC on institution led review in 2012/13

The Court approved paper UC13-060 prepared by the Academic Registrar comprising the University's submission to SFC in relation to the University's internal quality review processes.

7.4 National Student Survey 2013 Results

The Court was pleased to note the commendable performance of the University following participation in the annual National Student Survey for the first time as set out in paper UC13-060.

7.5 ELIR – One year follow up report

The Court approved paper UC13-060b provided by the Deputy Principal comprising a reflection on progress made against the key areas for development highlighted within the 2011/12 ELIR report.

8 REPORTS & CIRCULARS

8.1 Committee meetings

The Court noted the following minutes of Committee meetings:

Finance and General Purposes Committee – 11th June and 25th September 2013

Academic Council – 12th September 2013

Higher Education Partnership Policy and Resources Committee – 30th May and 29th August 2013

Audit Committee – 15th May and 11th September 2013

Risk Review Group – 21st May and 10th September 2013.

UHI Transformation Implementation Group - 7th June and 3rd October 2013

Following a request from the Rector it was noted that the minutes of the Honorary Awards Committee would be circulated to members by email for information.

CGM

9 ANY OTHER BUSINESS

It was noted that this was likely to be Professor MacIver's last meeting as Chair of Court and members expressed their gratitude for his leadership and dedication in assisting to establish a University "in for and of" the Highlands and Islands.

10 DATES OF FUTURE MEETINGS:

17th December 2013

18th March 2014

11th June 2014