

**DRAFT MINUTES OF THE COURT MEETING (UC)
UNIVERSITY OF THE HIGHLANDS AND ISLANDS
HELD ON WEDNESDAY 18TH JUNE 2014 AT 15:00 HRS
IN ROOM EO1, EXECUTIVE OFFICE, NESS WALK, INVERNESS**

PRESENT: Garry Coutts (Chair)
Professor Clive Mulholland (UHI Principal and Vice-chancellor)
Dr Michael Foxley
Rachel Parker
Professor Fiona McLean
Andy Rogers
Dr David Worthington
Michael Gibson
Anton Edwards
Dr Alistair Mair
Dr Bruce Ritchie
Dr David Alston
Malcolm Burr
Gillian Berkeley
Eileen Mackay
Niall Smith
Iain Scott
Peter Campbell (VC)
Michael Gibson (VC)

IN ATTENDANCE: Penny Brodie
Janice Annal (VC)
Andrew Campbell
Fiona Larg (Chief Operating Officer & Secretary)
Dr Jeff Howarth
Lorna MacDonald
Professor Ian Bryden
Mike Devenney
Roger Sendall

APOLOGIES: Professor Matthew MacIver
Willie Printie
Dr Jana Hutt
Dr Brian Chaplin
Vicki Nairn
James MacDonald
Professor Kenneth Miller
Dr Bruce Nelson
Professor Donald MacRae
Iseabail Mactaggart
Martin Wright

ITEM	ACTION
1 INTRODUCTION	
1.1 Welcome and Quorum.	
<p>It was noted that a quorum was present.</p>	
<p>The Chief Operating Officer and Secretary (COOS) opened the meeting and reported that Professor MacIver was unable to attend the meeting and advised that he had asked Mr Coutts to chair the meeting in his absence.</p>	
<p>Court noted that paper UC14-031 included a recommendation from the Nominations Committee to formally appoint Mr Coutts as the Vice-Chair of Court. The COOS invited members to consider this proposal at the outset of the meeting. Members resolved to approve the recommendation and Mr Coutts chaired the remainder of the meeting.</p>	
<p>The Chair welcomed new Principal and Vice Chancellor Clive Mulholland and new Shetland College Board Chair Peter Campbell to their first Court meeting.</p>	
1.2 Declarations of Interest:	
<p>It was noted that Dr Foxley was the Regional Lead for Further Education in the Highlands and Islands region.</p>	
1.3 Notification of any other Business.	
<p>Resignation of Professor Sharp – Court noted the resignation of Professor Sharp. Court recorded its huge appreciation for his efforts and contribution to the University during his period of office.</p>	
<p>Court agreed to offer the vacancy following Professor Sharp’s resignation to Shadow Court Highlands and Islands Enterprise appointed representative Iseabail Mactaggart.</p>	CGM
2 MINUTES OF MEETINGS	
2.1 Approval of Court Minutes	
<p>The Court resolved to approve the minutes of the meeting held on 25th April 2014 (UC14-028).</p>	
2.2 Matters Arising. The Court noted the Matters Arising paper UC14-029.	
<p>Item 9 – University Direct. The Principal advised Court that he had some concerns with the project. These included high delivery costs and the choice of Geography as the pilot subject. No applications had been received for the to date and on this basis the Principal had requested that FGPC consider options including, discontinuing the project, continuing as originally proposed or modifying the delivery model to reduce costs. Following due consideration FGPC had agreed to authorise the Principal to set a minimum target of UCAS applications that would need to be submitted before December 2014 and then to terminate or modify the initiative if this target was not met. It was noted that Court approved this response.</p>	

2.3 Minutes from Committees of Court

The Chair invited members from each Committee of Court to highlight key points and issues from recent meetings. The following minutes were noted:

- UC14-030 – Further Education Regional Board of 5th June 2014
- UC14-030a – Finance and General Purposes Committee of 10th June 2014
- UC14-030b – Audit Committee of 4th June 2014
- UC14-030c – Foundation of 21st May 2014
- UC14-030d – Nominations Committee of 6th June 2014

The Chair of the University's Remuneration Committee provided a verbal report in connection with a recent meeting. Minutes for this meeting were not available to date. Court noted that the committee had approved a 1% cost of living wage increase for all Executive Office (EO) staff effective from 1st August 2014. It was noted that the UK national settlement was for a 2% increase, however, the committee considered that this was not achievable in the current climate for EO staff. However, the committee had agreed to enhance employee benefits through joining the Asperity Gateway rewards scheme.

Court was pleased to note the election of Professor Edwards as the University's new Rector.

3 COMMITTEES AND MEMBERSHIP

3.1 Recommendations from the Nominations Committee

Court approved paper UC14-031 prepared by the COOS setting out the recommendations of the Nominations Committee for the membership of Court Committees, Vice-Chair and independent intermediary of new Court, Chair of Shared Services Commissioning Board and change of Shetland College Chair.

Court noted that a few vacancies remained on some Court Committees and agreed that the Vice Chair of Court should be authorised to approach members with a view to filling these vacancies in due course bearing in mind any required skills and experience as he deemed appropriate.

Vice Chair

4 GOVERNANCE

4.1 and 4.2 Update on Revised Articles of Association/Notice of Extraordinary General Meeting (EGM)

The COOS reported the University had now sought formal consent from the Privy Council with regard to progressing a special resolution to adopt new Articles of Association.

Court approved the wording of a Notice of an Extraordinary General Meeting (UC14-032) and associated proxy forms dated 18th June 2014. Court noted that company members could appoint a Proxy to vote on their behalf at an Extraordinary General Meeting scheduled for 8th July 2014 and at any adjournment thereof.

5 FINANCE AND PLANNING

5.1 UHI 2014/15 Budget

The Principal invited Court to consider paper UC14-033 seeking approval from Court to approve the 2014/15 budget for submission to the Scottish Funding Council in accordance with the following caveats:

1. The Principal should undertake a review of the university strategy at the earliest opportunity. Such a review should involve Court members, Academic Partner chairs, members of the FE Regional Board, academic partner Principals and the EO senior team with a view to informing development of a budget reforecast. To ensure that this strategic planning process is effective it is important that as many chairs and principals as possible engage with this review. Such a review will ensure that partnership expenditure is appropriately aligned with the University's new responsibilities following 1st August 2014 and with agreed strategic objectives. A revised strategy should be completed for consideration by Court by the end of October 2014.

2. The draft budget for 2014/15 should be approved for a period of three months. Thereafter a reforecast should be carried out in November 2014 informed by the development of the strategic plan.

3. The Vacancy Review Panel membership should be extended immediately to include representation from Academic Partner Principals, with any new posts proposed kept to an absolute minimum and considered on a case by case basis.

4. All stages of the budget challenge process initiated in May 2014 should be completed with a fresh opportunity to examine functions undertaken by the Executive Office and across the partnership to seek to eliminate duplication and overlap.

Court agreed to approve the budget in accordance with the four caveats specified above.

5.2 Management Accounts

Court noted the management accounts for the nine month period ended 30th April 2014 (UC14-034).

5.3 Q3 Reforecast

Court approved the 2013/14 Quarter 3 reforecast (UC14-035) based on the management accounts for the nine month period ended 30th April 2014.

5.4 Student Residences Update

Court noted paper UC14-036 providing an update on progress towards the provision of student residences across various Academic Partner locations over the next five years.

Court agreed to delegate final approval of the project to the Vice Chair of Court and Chair of FGPC in recognition of the fact that this was likely to be necessary before the next Court meeting. It was noted however that final details of the contract would be circulated to members of FGPC and to Court so as to provide an opportunity for comments prior to any contract being signed.

5.5 Shared Services Update

Court noted paper UC14-037 providing an update on progress towards setting up the UHI Shared Services Company from 1st August 2014. The following key points were highlighted:

- The Commissioning Board had been established and would hold its first meeting on 19th June 2014.
- Issues relating to pensions remained unresolved. Clarity with regard to the amount of pension liability that may crystallise for EO and APs upon the transfer of staff and the contribution rates for staff remaining in the scheme would not be available before the end of June.
- Final due diligence and financial modelling relating to the operation of the new company and the benefits it would deliver previously requested by Court would not be until the end of the month. This information would be circulated to members as soon as it became available.
- Court agreed to delegate final approval of the project to the Vice Chair of Court and Chair of FGPC once financial forecasts had been provided by the company. It was noted formal approval by the Chairs would not be requested until members had been granted an opportunity to comment on the forecasts.

5.6 Inverness Campus Partnership Facility (ICPF)

Court approved paper UC14-038 prepared by the Vice Principal Enterprise comprising a final presentation of the ICPF capital project and seeking conditional and delegated approvals.

5.7 Science Academy

Court noted paper UC14-039 providing background information in connection with an emerging collaborative programme to promote Science, Engineering, Technology, Mathematics and Digital (STEMD) training and skills.

5.8 Scottish Funding Council Outcome Agreement 2014-15 to 2016-17

Court noted paper UC14-040 comprising notification of a late addition to the SFC Outcome Agreement.

5.9 Student Numbers

Court noted paper UC14-041 providing a report on the position in relation to student numbers for 2013/14, 2014/15 and 2015/16.

5.10 Annual Health and Safety Reports

Court noted paper UC14-042 comprising the EO Annual Health and Safety Report for the period 1st August 2012 and 31st July 2013 and the UHI Annual health and Safety Compliance Report dated January 2014

6 ACADEMIC BUSINESS

6.1 Schools Engagement

Court noted paper UC14-043 prepared by the Deputy Principal providing a series of reports outlining key developments in the area of engagement with primary and secondary schools, and formation and development of the UHI Regional Schools Group and its activities.

6.2 Research Degree Awarding Powers (rDAP): Preparation

Court noted paper UC14-044 prepared by the Deputy Principal comprising an update on actions being undertaken to pull together the necessary material and activities to underpin a submission for RDAP at the end of 2014.

7 RISK MANAGEMENT

7.1 High Level Risk Register

Court noted paper UC14-045 providing a report of high level risks as at 12th June 2014. It was noted that additional risk information was also provided within a Boardpad Reading Room. Court welcomed the new format of the reports.

8 REPORTS

8.1 Report From UHISA

The President of UHISA reported that since the last meeting of Court where she had raised concerns over support for UHISA that she had held a productive meeting with the Vice Chair and Deputy Principal and was now content that the concerns were being taken seriously and considered.

8.2 Foundation

No report. Court noted the minute of the meeting at item 2.3 above.

9 ANY OTHER BUSINESS

None

10 DATE OF NEXT COURT MEETING

It was noted that the next scheduled meeting of Court was 9th October 2014.

It was noted that members would also be invited to attend a special meeting on 22nd August and a strategic session on 26th and 27th August. Both meetings to be confirmed.