

**MINUTES OF THE COURT MEETING (UC) – Special Meeting
UNIVERSITY OF THE HIGHLANDS AND ISLANDS
HELD ON FRIDAY 16 SEPTEMBER 2016 AT 13:30 HRS
IN ROOM EO1, NESS WALK, INVERNESS**

PRESENT: Professor Fiona McLean (Vice Chair of Court – Chair of meeting)
Garry Coutts
Professor Clive Mulholland (UHI Principal and Vice-chancellor)
Dr Michael Foxley – (Chair of UHI FE Regional Board) VC
Eileen Mackay
Andy Rogers (VC)
Angus Ross (VC)
Luke Humberstone
Peter Campbell (VC)
Iseabail Mactaggart(VC)

IN ATTENDANCE: Fiona Larg (Chief Operating Officer & Secretary(COOS)) by telephone
Professor Ian Bryden (Vice Principal Research & Specialist)
Irene Peterson – VC (Vice Principal Further Education)
Crichton Lang (Deputy Principal)
Marlene Wood (Chair of SWG) (VC) in part
Roger Sendall (Head of Governance & Records Management)

APOLOGIES: Malcolm Burr
Gillian Berkeley
Dr David Alston
Willie Printie
Anton Edwards
Dr David Worthington
Professor Kenneth Miller
James MacDonald

ITEM	ACTION
1 INTRODUCTION	
1.1 Welcome and Quorum.	
It was noted that a quorum was present.	
2 Strategy Working Group	
The Chair of Court advised that as he was a member of SWG it may be perceived that he already held a firm position in relation to SWG discussions and a proposed future structure for the University. Accordingly, it was noted that he had asked the Vice Chair of Court to Chair this meeting.	

The Vice Chair explained that the Chair of SWG had been invited to attend the first part of the meeting to provide members with a report in relation to the work of the SWG leading up to the point at which the Deputy First Minister had indicated his desire for the SWG to cease activities and for him to meet with the key stakeholders in an attempt to “reach agreement on the future operating model for the University”.

Court considered the report provided by the Chair of SWG dated 15th September. It was noted that this report represented the SWG Chair's own view as opposed to an output that had been agreed with the group.

The Vice Chair explained that the aim of this meeting and a subsequent meeting on Monday morning was to provide Court members with an opportunity to identify and agree a clear and firm view (majority or otherwise) in relation to the best solution for the future sustainable development of the University prior to a meeting with the Deputy First Minister on 23rd September.

The following key points were noted:

1. The Chair of FGPC tabled a list of 20 key points (appended) and areas where broad agreement existed across the various models and solutions presented to SWG by different parties and highlighting just 2 areas of contention/challenge. It was suggested that Court's priority should be to focus attention on working to resolve these challenges.
 - There is a need to clearly define where authority and control sits including addressing the role of AP principals within the University's decision making processes within the context of an appropriate accountability and assurance structure.
 - There is a need to better align governance authorities through the development of improved communications and enhanced links between the Court and AP Boards of Management so as to deliver improved two-way information exchanges, to enhance strategy formulation and to ensure that all partners are committed and working towards a common purpose.
2. All members present agreed with the Chair of FGPC analysis, however, it was noted that currently the areas where broad agreement existed were often nuanced and that progress with implementing these issues was hampered by the two areas of challenge identified above. Consequently, Court considered that it was necessary to address these two challenges first. If these fundamental issues could be resolved, then the areas of agreement would be easier to progress and implement.
3. There was broad support in relation to the principle of involving AP Principals more effectively in partnership decisions, however, it was essential that this involvement was properly integrated within a robust governance structure that would provide appropriate assurance in relation to the allocation of resources and timely implementation of decisions.
4. There was broad support for the proposal to merge FEED and HEPARC (and possibly a Principals' Steering Group) and to develop a new tertiary management structure. For this to work effectively it would be necessary to develop a clear mechanism setting out how business would reach the agenda and be considered.

5. There was unanimous agreement that the University should be led by a single accountable officer (the Principal & VC) supported by an effective team. It would not be appropriate to democratise the executive management team as this would have the potential of undermining assurance mechanisms. In addition, it was broadly agreed that the senior management team should not exceed 8 individuals if it was to be effective. However, it was noted that there was a need for the rationale behind any decisions or recommendations made by the senior management team (and Court) to be better communicated to affected/interested parties to demonstrate that meaningful consultation had occurred with all AP Principals and that due consideration had taken place.
6. It was noted that the group structure model was proposed as a mechanism to address financial sustainability issues including removing the incorporated colleges from ONS requirements and aiding development of single services. This model had been suggested as an alternative to merger (which would also achieve this) because merger was still understood to be regarded as unacceptable by many partners.

It was reported that the students and partnership staff and indeed some members of Court regarded merger as an obvious eventual solution for the future development and structure of the University and that even if an actual merger was not progressed that the partners should work together as if the institution was a single entity. The reasons as to why a merger was not palatable to some partners had never been formally articulated. It was felt that these issues needed to be aired and considered. If a merger was not even a future possible option for the University then there would be merit in formally recognising and acknowledging this so as to remove the spectre of control and to enable progress with other options. However, if merger was an eventual obvious solution then the partnership should actively work towards implementing this perhaps in a phased manner i.e the 5 Public Bodies first to avoid ONS and with others remaining independent.

The meeting closed at 4pm.