

**MINUTES OF THE COURT MEETING (UC)
UNIVERSITY OF THE HIGHLANDS AND ISLANDS
HELD ON WEDNESDAY 29 NOVEMBER 2017 AT 14:00 HRS
IN ROOM EO1, EXECUTIVE OFFICE, NESS WALK, INVERNESS**

PRESENT: Garry Coutts (Chair)
Professor Fiona McLean (Vice Chair)
Professor Clive Mulholland (UHI Principal and Vice-chancellor)
Dr Michael Foxley (Chair of UHI FE Regional Board)
Andy Rogers (Chair of Finance & General Purposes Committee)
Willie Printie (Chair of Audit Committee)
James MacDonald (Chair of Remuneration Committee)
Alistair Dodds
Andrea Robertson
Neil Stewart
Holly Scrimgeour
Callum Stephen (VC)
Rosemary McCormack
Anton Edwards Rector

IN ATTENDANCE: Professor Neil Simco (Acting Vice Principal Research & Specialist)
Professor Crichton Lang (Deputy Principal)
Fiona Larg (Chief Operating Officer & Secretary COOS)
Lydia Rohmer (Vice Principal Tertiary) (VC)
Roger Sendall (Head of Governance & Records Management)

APOLOGIES: Dr Gareth Davies
Roddy Burns
Diane Rawlinson (Vice Principal Further Education)
Dr Jeff Howarth (Vice Principal Enterprise)
Niall McArthur (Director of Corporate Resources)

ITEM

ACTION

1 INTRODUCTION

1.1 Welcome and Quorum.

It was noted that a quorum was present.

1.2 Declarations of Interest:

It was noted that Neil Stewart was employed by NHS Highland.
Alistair Dodds & Michael Foxley and Fiona Mclean are also associated with the NHS Highland Board and clinical governance committees.

1.3 Notification of any other Business:

None.

2 MINUTES OF MEETINGS

2.1 Approval of Court Minutes

The Court resolved to approve the minutes of the meeting held on 20th September 2017 (UC17-169).

2.2 The Court resolved to approve the minutes of the meeting held on 10th October 2017 (UC17-170).

2.3 Matters Arising

The Court noted the Matters Arising paper UC17-171.

2.4 Review of Delegated Decisions

None

2.5 Minutes from Committees of Court

The Court reviewed the draft minutes of the following committee meetings:

- UC17-172a - Finance and General Purposes Committee of 20th November 2017.
- UC17-172b - Audit Committee of 20th November 2017.
- UC17-172c – Further Education Regional Board of 22nd November 2017.
- UC17-172d – Academic Council Report from 14th September 2017.
- UC17-127e – Nominations Committee of 15th November 2017
- UC17-127f – Remuneration Committee of 20th September 2017

The following points were noted:

- The Chair of FGPC highlighted the financial implications and risks associated with current under occupancy of new student residences at Inverness, Dornoch and Elgin. It was noted that actions were currently being developed to mitigate these risks and that these would be monitored through the committee.
- The Chair of Audit reported concerns that Argyll College UHI had not yet managed to meet the standards required to achieve assigned college status. The situation was unsatisfactory and reflected poorly on the university. SFC was understood to be very concerned by the lack of progress.
- The Chair of FERB highlighted growth of 1.2% in FE activity across the region. This was the 7th consecutive year that the region had grown its FE provision. He also reported a substantial increase in modern apprenticeships and productive working with SDS. It was noted that FERB had also discussed issues and challenges associated with implementing national bargaining and rural and remoteness funding.

The Chair of Court noted that West Highland and Argyll colleges had not committed to fully implementing national pay bargaining for support staff. It was noted that Court had an expectation that each college must pay staff the full amount and that the SFC had sought a guarantee from the University in its capacity as the RSB that all partners would pay staff the national rate.

3 CHAIRMAN/PRINCIPALS COMMENTS

Court noted the quarterly status report UC17-173 introduced by the Principal and Vice Chancellor. Court was pleased to note the content of the reports, however, Court was disappointed that the report did not include a substantive submission from the VP SHOE.

4 STRATEGY & PLANNING

4.1 Critical Performance Indicators

Court noted paper UC17-174.

5 GOVERNANCE & RISK MANAGEMENT

5.1 Effectiveness Review Follow Up

Court noted that the Chair of Court and Chair of FERB had held some initial discussions, however, the current strategic discussions relating to integration were directly relevant and it was agreed to defer further discussion until after the next strategic session planned for 13th December 2017.

5.2 Committee Membership

Academic Council - Court approved the recommendations set out within paper UC17-175.

5.3 Articles of Association

Court considered paper UC17-176a and a report from the COOS explaining the rationale for adopting new articles of association for the University and highlighting the key changes. It was noted that the HGRM would circulate a clean and a tracked changes version to members by email immediately following the meeting.

HGRM

Following due consideration Court agreed to recommend that the new articles as presented should be formally adopted by the company. The Chair thanked the COOS and the governance team for their efforts to develop new articles.

5.4 Special Resolution to approve new Articles of Association

Court approved paper UC17-146b setting out the text of a special written resolution for members of the company to adopt new articles of association. It was noted that the resolution would be circulated to members immediately following the meeting.

HGRM

5.5 Amended Standing Orders

Court approved paper UC17-177 comprising updated standing orders for the University Court subject to the following minor amendments:

- Amend number of meetings per year to a minimum of four not three to ensure consistency with new articles of association.
- Increase the time commitment to a minimum of 8 days per year not 6.

5.6 Appointments to Assigned College Boards (Perth & North Highland colleges)

Court homologated paper UC17-178.

5.7 Annual Assurance from the Audit Committee

The Chair of the Audit Committee presented the Annual Report of the Audit Committee (UC17-179) and the UHI Internal Audit Report UC17-179a to Court.

Internal Audit Plan 2017/18

Court approved the internal audit plan for 2017/18 UC17-179b.

5.8 Annual Monitoring Reports 2017

Court noted paper UC17-180 providing a summary of activity in relation to core data sharing and routine monitoring of complaints, public interest disclosures, information requests, research integrity, fraud and the students association.

5.9 Preparing for GDPR

Court noted paper UC17-181.

5.10 Risk Management

Court discussed paper UC17-182. The following points were noted:

- A recent review of risk management procedures by internal audit had provided substantial assurance in relation to risk management procedures however it had also identified an opportunity to increase the transparency surrounding whether additional mitigation was required or whether the level of particular risks had been formally accepted by Court. The Audit Committee had agreed that improvements could be made to provide assurance that actions to mitigate risk were operating effectively and that any further planned actions to mitigate risk were being progressed and implemented on a timely basis.
- The report had also recommended that consideration was given to raising the profile of risk management on meeting agendas and this action had been implemented.
- A risk workshop would be held in 2018 following the current recruitment round.

6 FINANCE & PERFORMANCE

6.1 UHI Statutory Accounts 2016-17

Court approved paper UC17-183 containing the UHI Report and Financial Statements for the year ended 31st July 2017 and a supporting paper.

Court noted that there were no material uncertainties that may cast significant doubt about the company's ability to continue as a going concern and that the external auditors had issued an unqualified report.

It was noted that the draft accounts had been considered by the Audit Committee and Finance and General Purposes Committee at a joint meeting on 20th November 2017 and that committee members had unanimously agreed to recommend Court to approve the accounts for the year ended 31st July 2017.

6.2 Representation Letter 2016-17

The Court considered the draft Letter of Representation UC17-184 and authorised that it should be executed by the Chair for the auditors in connection with the financial statements for the year ended 31st July 2017.

6.3 Management Letter/Audit Results

Court noted the paper UC17-185 comprising a letter from the external auditors summarising the 2016/17 audit results.

6.4 UHI Research and Enterprise Ltd Accounts

Court noted that the above statutory accounts for the year ended 31st July 2017 UC17-186.

6.5 2017-18 Quarter 1 Management Accounts

Court noted paper UC17-187 comprising the management accounts for the three months ended 31st October 2017.

6.6 2017-18 Quarter 1 Reforecast

Court approved paper UC17-188 as recommended by the FGPC.

6.7 Forecast of 2017/18 HE & FE Student Activity

Court noted paper UC17-189. It was noted that FGPC would require regular reports to monitor performance against targets also that Court wished to hold a focussed discussion on planning activities and the associated distribution of funding at the next Court meeting.

PVC

6.8 Finance System Convergence Project

Court noted paper UC17-190.

6.9 Academic Partner Financial Monitoring

Court noted paper UC17-191.

6.10 Student Residences – Under Occupancy

Court noted paper UC17-192.

6.11 Cnoc Soillier Project

Court noted paper UC17-193.

7 ACADEMIC BUSINESS

7.1 NHS Highland as a University Health Board

Court noted paper UC17-194 and endorsed the proposal to create a partnership board.

7.2 National Student Survey (NSS)

Court discussed paper UC17-195. Court noted that the NSS was a critical measure for the University and agreed that it was important to work collectively across the partnership to ensure that management effort was focussed on improving student satisfaction and quality of service. It was agreed to hold a focussed discussion on NSS and efforts to improve performance at the next meeting of Court.

DP

8 REPORTS

8.1 HISA

Court noted paper UC17-196.

8.2 Foundation Report

Court received a verbal report from the Rector. It was noted that Foundation had recently elected Tom Inglis as vice chair of Foundation.

In addition a recent Foundation short life working group had confirmed Foundations desire for the university to progress towards developing greater unity within diversity and improved efficiency.

The Rector also highlighted aquaculture as a strategically important sector within the highlands and islands region and encouraged the university to explore ways to engage with this sector.

8.3 Red Button Report

Court noted paper UC17-197.

9 DATE OF NEXT MEETING: Strategic session on 13th December & 21st March 2018.