

Glasgow Caledonian University Court

Minutes of the University Court held on Thursday 17th November 2022 at 9am via Online Conferencing Facilities.

Present: Rob Woodward (Chair), Peter Baguley, Amit Bhargava, Chukwuma Egbujor, Sylvie Freund Pickavance (until 12.00), Daniel Gallacher, Ellen Gibson, Professor Pamela Gillies, Dr Lyle Gray, David Halliday, Asif Haseeb, Ian Kerr, Meg Lustman, Neena Mahal, Bill McDonald, Dr Nick McKerrell, Professor Catriona Miller, Austin Sweeney, Laiba Tareen and Jane Wilson (until 11.00).

Apologies Sharon Lowrie.

In attendance Jan Hulme, University Secretary and Vice Principal (Governance).
Susan Mitchell, Chief Operating Officer.
Professor Mike Mannion, Acting DVC
Professor Andrea Nelson, Pro Vice Chancellor (Research).
Professor Alastair Robertson, Pro Vice Chancellor (Learning and Teaching).
Paul Queen, Director of Finance.
Fiona Campbell, Vice Principal, People and Student Wellbeing.
Claire Hulsén, Director of Strategy.
Paul Brown, Director of Governance & Legal Services.

Chair's opening remarks

The Chair opened the meeting by remarking that this would be the last meeting under the Principal's leadership. The Chair thanked the Principal for her outstanding leadership of GCU over her 17 year tenure and the Court and everyone associated with GCU offered her their thanks and gratitude for everything that she has done.

The Chair welcomed Professor Mike Mannion to his first Court meeting in his new role as Acting Deputy Vice Chancellor. The Chair explained that it had been hoped to hold the meeting in a hybrid fashion but that this had not been possible on this occasion but in any event, it is preferred that Court meetings take place in person and that the hope is that all future meetings will be so. The Chair reminded Governors of the upcoming graduations and the hope that governors will attend at least 2 graduation ceremonies during the year.

The Chair confirmed some changes to the order of business and that the Effectiveness Review under Item 9 and Item 14 on the agenda would both require approval.

1. Minutes

- 1.1 Court noted that the minutes of the Court meeting held on 8th September 2022, had been approved by prior circulation.

2. Matters arising

- 2.1 The Court noted a report on the matters arising from the Court meeting on 8th September 2022 and the actions taken to address them.

3. Declaration of interest

- 3.1 A summary of the register of interests was included with the court papers. There was no update but Court members were invited to advise the University Secretary or the Director of Governance & Legal Services of any changes to their position or if any agenda items gave rise to a conflict of interest.

4. Items brought by the Chair of Court

- 4.1 The Chair explained that he had asked the union nominated governors to provide Court with a brief update on the ongoing strike action and the reasons for this. This would be to inform Court but not to negotiate or seek to resolve the issue as this is a matter for management and the unions.
- 4.2 The Chair explained that the November Court meeting would normally be required to approve the accounts but that due to technical problems with the University's auditor's operation, the accounts were not yet ready but that an Extraordinary meeting of Court would be convened on the 12th December in order for Court to review and approve the accounts.
- 4.3 At the Chair's request, the Chair of the Audit Committee explained that this was due to system problems with in the auditors and that this was nothing to do with GCU and that there was no concern about GCU's financial position or the financial statements but that there would be a meeting with the auditors in advance of the Extraordinary meeting on the 12th in order to ensure finalisation of the accounts.
- 4.4 The Chair informed Court that with Annie Lennox stepping down as the Chancellor of the University, the University owed her a debt of gratitude for her all of her support to GCU and particularly its students throughout her term of office. Arrangements for appointing her successor would be considered in the New Year.
- 4.5 The Chair discussed the Effectiveness Review that he had undertaken with the assistance of all of the governors. This item is included in the University Secretary's report at item 9 but that the Chair wished to make it clear that the issues raised had been noted in the report and would be actioned going forward.
- 4.6 Court **approved** the Effectiveness Review and its recommendations.
- 4.7 The Chair invited the Vice-Chair to provide an update on the meeting of the Chairs of University Courts (CUC) which she had attended as the Chair was unable to do so. The Vice-Chair explained that the meeting had discussed the difficulties facing the HE Sector not just in funding and accommodation issues affecting students but also in public perception and negative media reports on the values and benefits of the Sector and what they are doing to counteract that perception. The Chair noted that there is also a Scottish Chairs forum that meets 4 times per year in order to consider matters from a Scottish perspective and that he or the Vice Chair will continue to keep Court informed of those discussions.
- 4.8 The Chair then invited the union nominated governors, Ellen Gibson and Dr Nick McKerrell, to provide some background information and to inform Court of the reasons for the current industrial action. The Chair thanked them for their explanation and confirmed that Court will be kept informed of developments.

5. Summary of Principal's Objectives

- 5.1 The Chair explained that whilst the Principal was due to step down, it is still necessary to consider her objectives for the balance of her tenure in session 2022/23 and that these have already been endorsed by the Remuneration Committee and are now recommended to Court for approval. Court considered the Principal's Objectives for 2022/23 that had been developed following discussion between the Chair of the Court and the Principal. The Chair explained that these objectives will have to be reviewed in due course once the Principal Designate, Professor Stephen Decent, actually joins GCU and that those would be brought to Court in due course.
- 5.2 Court approved the Principal's objectives.

6. Principal and Executive Board Report

- 6.1 The Principal presented her report which provided a summary of items arising since the previous Court meeting. Where these topics were covered by other agenda items, they had not been included in this report.
- 6.2 In addition to her report, the Principal confirmed that steps were being taken to limit the impact of the strike action on students and that graduations would be going ahead.
- 6.3 The Principal informed Court that the Executive Board had discussed the issues arising from the introduction of the SIMS programme but that the COO would discuss that further in her report.
- 6.4 The Principal discussed the issues around student accommodation and the steps that the University were taking to address this and to ensure the welfare of students.
- 6.5 The Principal explained concerns regarding HE funding and the whole Sector concerns with significant feared cuts in Scottish Government funding as well as inflationary and other pressures. The Principal explained that fortunately, GCU was in a healthy financial position but that there was significant pressure on the whole sector. The Principal explained that the cost of living crisis was having an impact on both students and staff and that GCU had increased hardship funding for students and would be introducing free breakfasts. GCU would be offering a "warm space" in the library to the general public to assist with this crisis.
- 6.6 In response to questions about the student accommodation concerns the Principal and the Vice Principal People and Student Wellbeing, explained how GCU were addressing this including deferring some students and entering into arrangements with alternative accommodation providers in order to assist students secure safe accommodation but also reminding students, particularly international students of the need to ensure that they have accommodation arranged before coming to the University.

7. Chief Operating Officer report

- 7.1 The Court noted a report from the Chief Operating Officer (COO) that gave an overview of key issues since the last Court meeting in September 2022. These included challenges with Registration in Tri A associated with SIMS registration release, the delivery of significant major estates and digital infrastructure projects, and supporting Glasgow City Council (GCC) with city design proposals for the local area.
- 7.2 The COO provided an update on SIMS and the issues that had arisen from its roll out. The COO explained that the issues were partly technical but also to do with business processes but that 21,000

students are now registered on the system. Whilst there have been problems both in getting students registered and in explaining to students and staff how the system operated, staff training has been provided and that University Communications team were working on information for students and that these issues are being resolved. The COO explained that Release 3 (supporting the management of assessments) was due to be rolled out soon and that whilst there were problems with the previous roll-outs, it is hoped that the lessons learned will reduce any impact but that Release 3 is necessary in order to complete the process and enable the whole programme to work properly for the benefit of all staff and students.

- 7.3 Following discussion and in response to questions, the COO acknowledged that any issues with specific groups of students that are identified would be addressed and that the Executive Board would continue to monitor the situation and endeavour to resolve these as quickly as possible.

8. Student President's report

- 8.1 The Court noted the report from the Student President, highlighting recent activities and initiatives undertaken by the Student's Association.
- 8.2 In response to questions, the Student President reported that the GCU App for students was currently being developed in conjunction with staff at GCU.
- 8.3 The Student President confirmed that the Students' Association were appreciative of what GCU were doing to assist students with the accommodation and cost of living crisis and that the free breakfasts would be of significant benefit to students. She confirmed that she would report back to Court on the benefits for students and the Student Association of the various conferences that she would be attending as the student representative from GCU.

9. University Secretary's Report

- 9.1 The University Secretary explained that she had nothing to add to her report and that the substantive matter relating to the Effectiveness review had already been dealt with by the Chair and approved by Court.

10. Strategy 2030 KPI Report 2021-22

- 10.1 The Court received the annual KPI report that reflected the University's performance in 2021-22, following the launch of Strategy 2030. The report provided a collated overview of performance highlighting progress towards the 2025 and 2023 KPI milestones. The Director of Strategy explained that overall this is a positive report but that there some KPIs were less positive but that these are ones that were reflected throughout the sector.
- 10.2 In response to questions about the appropriateness of the KPIs and that some may be too ambitious, the Director of Strategy explained that there would be a review in 2025 of progress on the University's 2030 KPIs including on the proportion of international students and continuing recruitment of SIMD 20 students and engaging with the Higher Hub and the Caledonian Club and that she would report to Court with any reviews prior to that date.

11. SFC Outcome Agreement 2022-23

- 11.1 The Court considered the SFC Outcome Agreement and National Measures for 2022-23, presented by the Acting Deputy Vice Chancellor, which covered a set of key topics prescribed by the SFC, and address the accountability requirements. The Director of Strategy explained that there is some frustration with this process in the Sector about the lack of insight and direction from the SFC and the Scottish Government (SG) and that Universities Scotland were endeavouring to press the SG on clarity but that this was unlikely before the Scottish budget is published.
- 11.2 In response to questions, the Chair explained that the Scottish Chairs of Court have been attempting to get an update on this but that the SG have failed to provide this. The Principal explained that all of the Scottish Principals and Universities Scotland have been pressing for clarification from SG but that they have not yet obtained this but that they would keep pressing.
- 11.3 The 2021-22 Outcome Agreement Self – Evaluation was also provided to the members of the Court for noting.

12. Student Recruitment Report

- 12.1 The Acting DVC introduced a report on student recruitment in Trimester A for the academic year 2022-23 as at 2 November 2022 but that the final intake would not be confirmed until 1 December. A summary of the current recruitment and admissions position for Trimester B was also provided.
- 12.2 The Director of Strategy explained that whilst recruitment was strong overall, there had been issues in hitting targets in certain areas such as in articulating students and also in the controlled area of nursing and that this may lead to the University being in breach of its recruitment targets but that overall, under recruitment is less than other HE institutions. The Director of Strategy provided an explanation of the various factors that have led to the reduction in numbers and that this would be carefully monitored.

13. Research Report Trimester A

- 13.1 The Court noted a report from the Pro Vice Chancellor (Research) summarising key data for the academic year 21/22, including quarterly and annual applications and awards, the annual research income and trajectory, the REF related activity, as well as benchmarking against sector wide summaries of research income and research degree completions. She explained that there is an ongoing problem with Horizon Europe which is preventing some of the funds being released but these should appear in the 2022/23 figures and that the figures show only the proportion of money that actually comes to GCU from any research grant rather than the value of the whole grant.

14. GCU Corporate Risk Register

- 14.1 The court noted a report providing updates on Risk following the Risk Management Forum (RMF) that was held on the 25th October 2022. The COO explained that some risks have been closed with some new ones being added and for two risk scores the residual risk had been decreased since last presented. Following the RMF and subsequent reviews, further narrative amendments had been added to the Corporate Risk Register.
- 14.2 The COO explained that the Risk Register is a fluid report and that it reacts to issues that face the University from time to time. On being asked about risks associated with the war in Ukraine and the

current energy crisis, the COO confirmed that these issues are being considered as part of the ongoing management of the University but that they are not to be identified as specific individual risks.

- 14.3 In response to questions about the accuracy of some of the references in the report, the COO acknowledged that there did appear to be some typographical errors and that these would be resolved. The Chair of Court suggested that once the corrections have been made that the Risk Register should be referred back to Court for approval.

ACTION: COO to update report to be circulated to Court for approval.

15. Annual Procurement Report 2021-22

- 15.1 The Court considered the Annual Procurement Report 21/22 presented by the COO, summarising the activities that had been carried out in delivering Glasgow Caledonian University's organisational Procurement Strategy from 1 August 2021 to 31 July 2022.
- 15.2 The COO explained that this is a report that is normally delegated to the Audit Committee to review and that Court approval is being sought for approval of the report too to be delegated to the Audit Committee in future.
- 15.3 Court **approved** the report and delegated authority to the Audit Committee to approve the Annual Report in future.

16. University Senate: Report from meeting of Senate held on the 19th October 2022

- 16.1 The Court noted a report of the Senate meeting held on 19th October 2022. Key highlights from the report included the impact on staff and students from the introduction of the new student information system, the support offered to students impacted by the shortage of student accommodation and mention of the new Supporting Families Policy (Research Students) that brought together in one place a range of previous policies. The report also provided information on the National Student and Graduate Outcomes, as well as a note of the approval for the updated academic regulations and policies in relation to assessment, conduct and admissions. The report also confirmed the decision to confer Emeritus Professor status on the Principal.

17. Standing Committee Business

17.1 Audit Committee

- (i) The Chair of the Audit Committee presented a report from the Audit Committee meeting on 24th October 2022 and whilst the report is mostly for information, Court is asked to approve the Audit Committee Annual Report before its submission to the SFC. In addition, the Chair of the Audit Committee confirmed that the delegation of authority to approve the Procurement Annual Report in future had already been delegated to the Audit Committee.
- (ii) Court noted the report of the Joint Audit & Finance & General Purposes Committee meeting on the 24th October 2022 to consider the annual financial statements. It was noted that they were due to have been presented to Court for approval at this meeting but that due to internal system problems with the University's auditors, the Statement was not yet ready but that it is hoped that it will be shortly. Court agreed that authority to review and sign off the Statement would be delegated to the Chairs of the Audit and the F&GPC Committees before being brought back to Court for final approval.

- 17.1.1 Court **approved** the Audit Committee Annual Report and confirmed **approval** of the delegation of approval of the Procurement Annual Report to the Audit Committee.

17.2 Finance & General Purposes Committee.- 27th September 2022

- 17.2.1 Court noted the report of the issues discussed at the Committee meeting held on 27th September 2022 and approved the Committee's Terms of Reference.

17.3 Court Governance & Nominations Committee- 4th October 2022

- 17.3.1 Court noted the report of the Court Governance & Nominations Committee on 4th October 2022. The paper contained a report on a concern that had been raised about staff governor elections and the period of time during which elections and voting should take place to extend this from 24 hours to 1 calendar week, subject to this being possible following consultation with the voting platform providers. In addition the paper provided a report proposing a change to the University's Standing Orders to clarify the position of those who are "in attendance" at Court and its various committees.

- 17.3.2 Court **approved** the change to the voting period.

- 17.3.3 Following discussion, it was agreed that the required Standing Orders to address the "in attendance" issue would be prepared and submitted to Court for approval in future.

ACTION: Standing Orders to be brought to Court for approval.

17.4 People Committee – 29th September 2022.

- 17.4.1 The Chair of the People Committee presented the report from the People Committee meeting on 29th September 2022. She explained that the report contained a proposal for a new Staff Carers Policy to support staff members who have caring responsibilities. The VP People & Student Wellbeing explained that the policy consolidated a variety of existing arrangements for staff. She explained that the JCC had been consulted in the preparation of the policy.

- 17.4.2 Court **approved** the Staff Carers Policy.

17.5 Remuneration Committee – Annual Report 2021 -22

- 17.5.1 The Chair of the Remuneration Committee presented the Committee Annual Report detailing the work that had been carried out by the Committee in the year 2021-22 and the basis of all decisions about the salaries and terms and conditions for the Principal, Executive Board members of staff and those staff earning more than £100,000 p.a.

- 17.5.2 Court noted the report

- 17.5.3 In addition, the Chair of the Committee explained that Court approval was also being sought for a request by the Principal Designate in relation to partial opt out of the pension scheme.

- 17.5.4 Court **approved** the proposal to allow the Principal Designate to adjust his pension arrangements in terms of the proposal, noting that this had no impact on the overall remuneration costs.

18. GCNYC Board of Trustees Report from Meeting on 20th October 2022

- 18.1 The Court noted a report presented by the Principal as President of GCNYC, from the GCNYC Board of Trustees from the meeting held on the 20th October 2022. At that meeting the Board approved the Letters of Support for GCNYC, the Annual Financial Statements and Letter of Representation subject to the amendments identified by the Board. The Board also received reports on Senior Salary Considerations for 2022/23, welcomed the appointment of two new Trustees and the Board secretary, and noted updates on several areas of the Board's business. The Form 990, submitted to the IRS annually, was reviewed and updated accordingly to comply with the information required by section 6033 of the Internal Revenue Code for tax-exempt organisations.
- 18.2 The University Secretary described a governance matter relating to GCNYC and a proposal to amend one of its Articles relating to the current ex officio presidency of GCNYC by the Principal of the University. A proposal to amend the relevant Article to accommodate more flexibility will be brought to Court for electronic endorsement before submission to the Board of Trustees of GCNYC.

Action: Proposal to amend the Articles of GCNYC to be drafted and circulated electronically to Court for endorsement and transmission to the Board of Trustees.

19. Media Coverage Analysis

- 19.1 The Court noted the report.

20. Date of Next Meeting

- 20.1 The Court noted that the next scheduled meeting would take place on 16th February 2023.
- 20.2 At this point, the Chair of Court left the meeting in light of the subsequent business.

21. Report from Court Governance and Nominations Committee: Tenure of the Chair of Court

- 21.1 The Vice-Chair of Court, in her role as Chair of the CGNC when matters to do with the Chair of Court were under consideration, presented a report from the Committee proposing a one year extension to the tenure of the Chair of Court as allowed for under the GCU Amendment Order 2020 and consistent with the Higher Education Governance (Scotland) Act 2016. The report captured the considerations weighed by the Committee in addressing the tenure of the Chair of Court and contained the Committee's unanimous recommendation to Court, namely that the appointment of the Chair of Court should be extended for a further year beyond his current term until February 2025 on the understanding that the Chair of Court was willing to extend his period of tenure in this way.
- 21.2 Court welcomed and approved the proposal to extend the Chair of Court's current tenure to February 2025.