University Court

Minutes of the meeting of the University Court held on 28th September 2017

(Minutes 17.01 – 17.31)

Present: Hazel Brooke (Chair)

Kevin Campbell, Dr Douglas Chalmers, Dr Morag Ferguson, Daniel Gallacher, Professor Pamela Gillies, Laura Gordon, Tom Halpin, Asif Haseeb, Gordon Jack, Ian Kerr, Austin Lafferty, Neena Mahal,

Lesley Thomson, Alistair Webster, Professor Stephanie Young (Vice-Chair)

Apologies: Dr Bill Gunnyeon, Dr Neil Partlett, Ann Priest, Davena Rankin, Paul Reynolds, Caroline Stuart, Gerry

Milne

In attendance: Chris Daisley, Students' Association Vice-President SEBE

Professor Cam Donaldson, Pro Vice Chancellor Research Jan Hulme, University Secretary & Vice Principal Governance

Claire Hulsen, Director of Strategy & Planning

Dr Jeanine Gregersen-Hermans, Pro Vice-Chancellor International

Alex Killick, Director of People

Seonag MacKinnon, Director of Communications and Public Affairs

Professor James Miller, Deputy Vice Chancellor (Strategy)
Professor Valerie Webster, Deputy Vice Chancellor (Academic)

Riley Power, Head of Governance (Secretary)

Chair's Opening Remarks

The Chair welcomed members to the meeting and noted the apologies as above. The Chair welcomed new governors Danny Gallacher, Asif Haseeb and Lesley Thomson to their first Court meeting and also welcomed Dr Bill Gunnyeon who had indicated on appointment that he would be unable to attend this meeting of the Court.

Minutes of the meeting of the University Court held on 22nd June 2017

i.

17.01 Agreed

Document UC17/01, the unconfirmed draft minutes of the Court meeting held on 22nd June 2017. It was considered that the minutes of the Court meeting reflected an accurate record of the discussion at the June meeting of Court subject to the following changes:

The last sentence in minute 16.135(b) should be amended to state:

'The Principal noted that the University may need to engage with the TEF in the future. The Principal noted that the work that the University was already undertaking in relation to improving and enhancing the student experience would be relevant to the student experience metrics used as part of the TEF.'

Minute 16.149(v) should be amended to state:

'A Court member queried the NPV implications. The CFO & VP Infrastructure confirmed that, while the NPV calculated over the period of the lease would be

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affected, additional income generation opportunities would be developed and efficiencies identified in GCNYC operations over the same period to offset the impact. Moreover, as GCNYC was fully expected to exist beyond the NPV period, there would be continuing future benefit.'

Matters Arising Briefing Note

i.

17.02 Noted

- Document UC17/02, being a report on the matters arising from the Court meeting on 22nd June 2017 and the actions taken since that meeting to address these matters.
- ii. The Court noted the request that specific information about the numbers of, and income derived from, summer school and junior year abroad students be included in future international student recruitment updates. The PVC International advised that an update on plans to develop a junior year abroad would be provided to Court at its meeting in November.
- iii. One governor requested details of the number of staff who had applied for the mutual severance scheme and the impact that this would have on student/staff ratios. The Principal advised that the Executive Board was yet to determine which applications for the mutual severance scheme would be approved and that maintaining appropriate SSRs would be a factor in that careful review. Court members also noted that the benchmarking table containing the comparative SSR ratios should be amended to make it clear that the high SSR scores for the University were higher than they ought to be as in its current form, the table implied that the University was performing well in comparison to the rest of the sector.

Appointment of Chair of Court

17.03 Considered

Document UC17/03, a report from the University Secretary on the work undertaken by the Nominations Committee with regard to the process for appointing a new Chair of Court to succeed Hazel Brooke who would demit office as Chair and lay governor on 5th February 2018. The paper also contained a recommendation to Court on the appointment of the preferred candidate as a lay governor, with immediate effect, and as Chair of Court from 6th February 2018.

17.04 Agreed

Court approved the recommendation of the Nominations Committee to appoint Mr Rob Woodward as a lay governor on the University Court with effect from 28th September 2017 and as the Chair of Court with effect from 6th February 2018. The Court thanked the Vice-Chair of Court and the members of the Nominations Committee which she had chaired for their considerable work.

Chair's Report

17.05 Noted

- i. Document UC17/03, a report from the Chair of Court on the activities she had undertaken and meetings she had attended on behalf of Court. It was noted that revised Scottish Code of Good HE Governance would be presented to the Chairs of Scottish Courts the following week and publication was expected shortly thereafter.
- ii. In addition, it was noted that the Court Open event would be held on 22nd
 November 2017 and that further details would be provided to staff about this

Principal's and Executive Board Report

17.06 Noted

- i. Document UC17/05, the Principal's and Executive Board Report to Court.
- ii. The Principal highlighted in particular the report on Widening Access for 2015-16 which had been published on 26 September 2017 and showed that the University had exceeded widening access targets and was second in the sector for recruiting SIMD20 students. The Principal also advised Court that Professor Valerie Webster had been asked to become a member of the SFC's Access and Inclusion Committee.
- iii. In relation to the Advanced Higher Hub, Court members queried how many of these students subsequently became GCU students. The Principal advised that about 50% of students attending the Advanced Higher Hub became GCU students, up from approximately 45% in the previous year. The Principal and DVC Academic advised that the Advanced Higher Hub acted as a centre for excellence for widening access and the primary focus of the hub was to assist students in achieving their goals without necessarily channelling students to GCU.
- iv. Court members queried whether the University had explored partnerships with other local authorities with a view to their participation in the advanced higher hub. The DVC Academic advised that further partnerships remained a possibility. However a funding model would need to be agreed with the local authorities in order to support this expansion. Given the outstanding success of the Hub, a Court member queried the financial feasibility of trying to continue the hub if the support of the local authority were to cease. The Principal and DVC Strategy advised that this would mean the University was faced with a cost burden of approximately £300k per year.
- v. A Court member commended the University's work in hosting the Brexit events noted in the Principal's report and requested that the presentation given on the implications arising from Brexit be made available to Court members.

University Secretary's Report

17.07 Considered

Document UC17/06, the University Secretary's Report.

17.08 Agreed

- i. Court considered and reaffirmed its acceptance of the University Court's Statement of Primary Responsibilities.
- ii. Court considered and approved the University's Statement on Modern Slavery for 2016-17 for publication on the University's website.
- iii. Court also considered a paper (Document UC17/21) which was tabled at the meeting and which proposed a number of changes to the membership of Court Standing Committees. Further to the recommendations in the paper, Court considered and approved the following:
 - (a) Laura Gordon to step down from the Audit Committee
 - (b) Gordon Jack to demit office as Chair of the Finance and General Purposes Committee, while remaining a member;

- (c) Ann Priest to stand down from the Finance and General Purposes Committee.
- (d) Asif Haseeb appointed to the Audit Committee;
- (e) Danny Gallacher, Lesley Thomson and a staff elected governor, to be confirmed by a process to be determined, appointed to the Finance and General Purposes Committee;
- (f) Dr Bill Gunnyeon appointed to the Health and Safety Committee;
- (g) Ian Kerr appointed as Chair of the Finance and General Purposes Committee;
- (h) Neena Mahal appointed as Chair of the Health and Safety Committee;

17.09 Noted

i. A Court member raised concerns about the increase in extremism within the UK and the prospect of more and queried whether the University's approach to its Prevent duty remained fit for purpose. The Principal advised Court that the University retained close links with the rest of the sector and the relevant Scottish Government team and believed its approach was appropriate although this was, of course, kept under review. (Secretary's Note: The University Secretary will discuss the matter further with the Court member.)

Annual Statement on Enhancement Led Internal Subject Review and Quality Assurance Arrangements for the Academic Session 2016-17

17.10 Considered i.

- Document UC 17/07, being the University's Annual Statement on Enhancement Led Internal Subject Review and Quality Assurance Arrangements for the Academic Session 2016-17. The DVC Academic advised Court that this statement was part of the University's reporting arrangements to the SFC in addition to the Outcome Agreement and the statutory and financial data returns.
- ii. Court considered the statement and noted the following in particular:
 - (a) The Statement set out a number of positive initiatives undertaken by the University, in particular around student engagement and enhancing the student experience but these did not seem to be reflected in the University's performance in the league tables. Court queried whether it was possible to map the measures in the statement to the metrics used in calculating league table scores. The DVC Academic Advised that measures used in assessing performance in the NSS and the league tables did not correspond directly to those set out in the statement. Court members were advised that further details of how the University was delivering on the Student Experience Action Plan would be presented to Court at its Away Days on 11th October 2017.
 - (b) A Court member queried how Court could be assured that the University was delivering on the measures outlined in the statement. The DVC Academic advised that Court would receive reports on the various elements of the statement periodically throughout the Academic Session, either directly or through consideration and report by Senate and its sub-committees.
 - (c) A Court member queried the impact that increased competition for SIMD20 students would have in the context of the challenging targets set by the Commission on Widening Access. The Principal advised that this increased competition would make it harder to deliver the same outcomes for SIMD20 students but that the University's focus was demonstrating a high quality offering to attract students in the increasingly competitive environment.
 - (d) A Court member asked how the University determined which Departments were reviewed and how the University ensured quality between reviews. The DVC Academic advised that there was a work programme for ELISR reviews appended to the paper showing which reviews were scheduled and noted that

the University also required that all academic programmes were monitored and reviewed on an annual basis. These annual reports were submitted to the Learning and Teaching Sub-Committee, the Academic Policy and Practice Committee and the University Senate for consideration.

17.11 Agreed

Court approved the SFC Statement confirming the University's arrangements for the management of academic standards and the quality of the learning experience for Academic Session 2016-17.

GCNYC

17.12 Considered i.

- Document UC17/08, which set out the essential elements of the GCNYC Governance Framework, including the internal functions of GCNYC and GCU's relationship with GCNYC in addition to the by-laws, MOU with GCU, initial resolutions and associated policies for GCNYC.
- ii. Court noted that the governance framework for GCNYC had been set up to achieve three main objectives which were:
 - (a) To ensure GCNYC was governed consistently with best practice governance principles while ensuring compliance with the NY Not-For-Profit Corporation Law;
 - (b) To ensure consistency with the expectations of the Middle States Commission for Higher Education in relation to governing bodies of institutions; and
 - (c) To embed oversight and control appropriate to the Sole Member for the GCU Court.

17.13 Agreed

The Court approved the proposed arrangements set out in the paper and the further consideration of this paper for approval by the GCNYC Board of Trustees having sought clarification on the following:

- (a) In relation to the audit responsibility of GCU for GCNYC, the Court was advised that while the requirements of NY law relating to Audit Committee membership precluded those GCNYC trustees who were also GCU Governors or Executive Board members from being Audit Committee members, nonvoting advisory members could still, generally, be in attendance at the GCNY Audit Committee meetings. It was noted that the GCU Court could also obtain copies of the audit reports provided to the GCNYC Audit Committee.
- (b) The GCNYC By-Laws required all decisions relating to senior/executive management remuneration and remuneration of any kind to trustees to receive the prior approval of the GCU Court.
- (c) Court members sought assurance that there were no trade law issues arising from GCU's provision of support services to GCNYC as governed by the MOU between the parties. The University Secretary advised that further advice would be sought on this point.

(Secretary's Note: Advice was subsequently obtained from the University's NY legal advisers who confirmed that there was no basis for concern.)

(d) Court members queried whether there was any conflict of interests raised by GCNYC having KPMG as tax and financial advisers as well as external auditors. Court were advised that this was not an issue, in principle, however that the relative fee income from non-audit services required to be monitored by GCNYC. This was also the practice adopted by GCU in addressing this issue.

- (e) Members queried whether the New York State Education Department (NYSED) were required to approve these proposed governance arrangements. The DVC Strategy advised that NYSED had already received details of the MOU between the parties and did not require sight of these further documents at this stage. The DVC Strategy noted that the documentation would be submitted to the Middle States Commission for Higher Education as part of GCNYC's application for accreditation by that body and that there may be queries from the MSCHE on the governance arrangements and that any issues would be addressed if and when raised by the MSCHE.
- (f) While there should be appropriate clarity, the cost of services provided by GCU to GCNYC should not be recharged to GCNYC until such time as GCNYC had reached a cash positive position.
- (g) There would be a data sharing agreement agreed between GCU and GCNYC to ensure that each was compliant with relevant data protection regulations and this would be addressed as part of the wider work around the transfer of functions from GCU-NYC, Inc. to GCNYC.
- (h) Court requested that the details of the GCNYC Trustees were re-sent to all Court members;
- (i) The University Secretary agreed that more explicit clarification would be sought from the University's UK insurers and the insurers of GCNYC on whether the directors' and officers' liability coverage extended to cover GCU Court members acting as the Sole Member of GCNYC.

(Secretary's Note: the governance arrangements for GCNYC were formally endorsed by the GCNYC Board of Trustees at its meeting on 26 October 2017 at the GCNYC NY Campus).

17.14 Considered i.

- Document UC17/09, being an update report from the Principal on the overall position of GCNYC including student recruitment, registration and student experience, finance, faculty and governance. The paper also provided an update on matters relating to the MSCHE accreditation process.
- ii. Court noted that GCNYC was on track to deliver and possibly exceed expectations on student numbers for 17/18, depending on the Trimester 2 intake, despite the late award of the Charter. The Principal noted the strong first cohort of students for NY indicating the budget for student income would be likely to be met for 17/18. The success in securing a first cohort was, moreover, key to immediate submission of an application for Middle States Accreditation, the recognition required to allow GCNYC to recruit internationally and to recruit students who required financial aid to pursue their studies. Court noted that, although GCNYC was currently unable to recruit international students, it had already attracted (and was nurturing) interest from around two dozen international students without any targeted recruitment.
- iii. The DVC Strategy provided further details to Court about the MSCHE accreditation process. The Dean of GCNYC had met with representatives from the MSCHE and had been advised that GCNYC was one of the first institutions to be assessed against their newly revised accreditation standards. The University's had submitted a letter of intention to submit an accreditation application and would submit an accreditation readiness report to the MSCHE by 31st October 2017. The DVC Strategy noted that following submission of the accreditation readiness report the MSCHE would have 60 days within which to review the application and come back to GCNYC with a work plan. Based on the information available to the University, it

was expected that MSCHE accreditation would be obtained by April 2018 following which, it was expected that GCNYC could recruit international students and US domestic students in receipt of federal funding support.

17.15 Agreed

The DVC Strategy agreed to provide Court with a timeline which set out the MSCHE accreditation process. The Court also requested that the timeline of key tasks for GCNYC included in the paper be updated to show the key measures of success for each task.

17.16 Considered i.

Court considered the P12 Management Accounts for GCNYC and the request for a further amendment to the loan agreement with GCU-NYC, Inc. (Document UC17/10). The Chair of the Finance and General Purposes Committee provided an update on the Committee's discussion of these accounts at its meeting on 26 September 2017. The Chair noted the following in particular:

- (a) Although the Committee was pleased that there was scope for the student numbers to meet and exceed 17/18 expectations, GCNYC's income figures remained very disappointing against budget and despite assurances to Court that the 16/17 forecast figures would be met.
- (b) The Committee therefore had limited confidence in the 17/18 forecast budget previously provided for GCNYC or the likelihood that income streams would be realised. While the Committee noted that there might be reasons why income had not materialised, it could not accept continued and significant underachievement of budgeted income.
- (c) As such, the Chair had asked the Executive Board to provide the Committee urgently with a refreshed budget for 17/18 which focussed on those income streams that could be, and ought to be, delivered and which were driven by the core strengths of the NY operations. It was agreed that this budget would require a clear evidence base to support any underlying assumptions in order to provide the Committee with confidence in the robustness of the forecasts. The Principal outlined actions that were envisaged to reposition GCNYC and to ensure that its sustainability was built on the core element of students.
- (d) The Committee had also sought an analysis of the costs overspend. The Committee had noted that the reforecast budget with realistic income lines would need to be accompanied by rigorous and effective cost control measures.
- (e) While the Committee was very determined to receive a budget in which it could have confidence, and while it was clear that the status quo was not acceptable, it was recognised that it was important at the same time to maintain positive momentum at GCNYC and to encourage highly effective performance.
- ii. Court noted the P12 management accounts, including the deficit which had doubled between Periods 9 and 12, and the lower than forecast income. Court welcomed the comments from the Chair of the Finance and General Purposes Committee around the actions agreed with the Executive to address the concerns of Court. The Chair of the Audit Committee noted that there would be a need to consider in 2017-18 the question of the recoverability of the loan and that any decisions around this issue would be reflected in the 2017-18 financial statements for the University.
- iii. Court also noted that while the P12 management accounts had raised concerns, it was recognised that the GCNYC project was a long term proposition and that there required to be a long term business plan, with robust intervening steps, supported

by a clear and reliable evidence-base.

iv. The Principal noted that the Executive understood the concerns of Court members and was fully committed to providing Court members with the evidence-based assurances sought in relation to GCNYC. The Principal noted that, as agreed with the Finance and General Purposes Committee, a reforecast budget, further assurances around cost control and an analysis of any overspend would be provided to the Committee at its meeting in October before presenting a revised budget to the Court at its November meeting.

17.17 Agreed

In relation to the loan, the Chair of the Finance and General Purposes Committee noted that regardless of any decision on the future positioning of GCNYC, there remained a requirement to pay the costs of the lease for the NY premises. As such, it was the view of the Committee that the amendment requested was consistent with the annual commitment made by GCU to both GCU-NYC, Inc. and KPMG, as part of the audit process, and that financial support would be provided to the organisation sufficient for it to satisfy its obligations as they fell due. In addition, the Committee agreed that the extension of the loan was necessary to ensure that GCNYC could continue to function and should be approved by Court on the understanding that the actions outlined by the Committee were taken forward immediately. On this basis, the Court agreed to approve the request to extend the loan agreement between GCU and GCU-NYC, Inc. by £1.8M.

Early View of GCU Student Recruitment and Admissions Cycle 2017-18

17.18 Noted

- i. Document UC17/11 which provided an early indicative view of student numbers for Trimester A of the Academic Year 2017-18. The PVC International noted in particular that:
 - (a) The University was expected to be comfortably within the SFC student recruitment thresholds for full-time undergraduate SFC eligible students;
 - (b) New full-time international confirmed acceptances were 4% above the new intake target and up 13% on the same time in 2016-17, with GSBS at 82% of target, SEBE at 99% of target and SHLS at 129% of target;
 - (c) Due to strong recruitment from the UK/EU market, GCU London was at 98% of its student number target and had a higher level of confirmed acceptances than at the same time in 2016-17.
 - (d) The positive student recruitment results had resulted from a redesign of the student recruitment pipeline, a more proactive, responsive and incentivising approach to applicants to confirm acceptances and more collaborative working across the institution.
- ii. Court noted the positive recruitment results although expressed some concern about the performance of GSBS in terms of new full-time international student recruitment. The Chair of the Finance and General Purposes Committee noted that the Committee had been deeply concerned about the financial impact of GSBS not achieving these targets and the issues identified as contributing to this lack of achievement. The Committee had sought information and reassurance about what measures were to be put in place to address these issues. The Committee had requested that this report be provided to its meeting on 5th February 2018.
- iii. The Chair of Court queried whether the small extra numbers from the US on GCU's UK campuses had been secured through the use of agents or as a result of the use of GCNYC as a recruitment hub for GCU. The PVC International considered that

GCNYC had helped to raise the profile of GCU and draw students to apply and that this function would be developed further for future recruitment cycles.

iv. Court were advised that further breakdown of the financial implications of any variances against targeted recruitment would be provided to the Finance and General Purposes Committee at its meeting in October.

Proposal to host an imaging centre on GCU Glasgow Campus

17.19 Considered i.

- Document UC17/12, being a report on a proposal to establish a state of the art imaging centre at the GCU Glasgow Campus. This proposal had been considered by the Finance and General Purposes Committee at its meeting on 26 September 2017 at which it recommended that Court endorse the proposal.
- ii. Court agreed that the proposal represented an excellent opportunity for the University. The finalised contract with the partner should ensure that there was proper parity of benefit between the two parties and what each was undertaking to provide and that responsibility for the maintenance of the centre was also appropriately covered. Court noted that the reputational risks associated with the proposal were low.

17.20 Agreed

Court endorsed the proposal contained in the paper.

African Leadership College Partnership: Report on Annual Academic and Contract Review

17.21 Noted

- i. Document UC17/13 which provided a progress update on the ALC Partnership. The Committee noted in particular the major review activity which had taken place within the context of the collaborative agreement and the revised income from the contract. Court was advised by the DVC Academic that while GCU remained the academic partner for the ALC in Mauritius, alternative models were being explored with respect to scaling up the project. In relation to comments raised in the report around the critical level of the staffing profile, the DVC Academic advised that following the appointment of a new Academic Provost, there was renewed confidence that the staffing profile would be adequately addressed.
- ii. Court also requested information about what additional regulation might be associated with ALC should it acquire the function of a student loans company and any implications this might have for GCU.

Degree Apprenticeships and Geason Training

i.

17.22 Considered

Document UC17/13a, which provided details of GCU's first degree apprenticeship programme in England delivered in collaboration with Geason Training Ltd. Court was advised that model adopted for this partnership was scaleable. Subject to there being sufficient assurance around the expected contribution, Court was supportive of the approach outlined in the paper. Court endorsed the model used to deliver these apprenticeships and was supportive of scaling up this model.

Digital Strategy Update

17.23 Noted

Document UC17/14 being an update from the DVC Strategy on implementation of the Digital Strategy approved by Court in 2016. The DVC Strategy noted in particular that following one year since approval and noting the refresh of the

research strategy, it was proposed to undertake a light touch review of the digital strategy to ensure that its objectives continued to be aligned with the wider strategic goals of the University and that any proposals to adjust the strategy would be presented to Court in early 2018.

ii. In relation to the Student Information Management System, the DVC Strategy advised Court that a preferred supplier had been identified and that the University was engaged in a discovery process with the preferred supplier and the call-off contract was being negotiated. The DVC Strategy noted that a full report in relation to the SIMS project would be provided to the Finance and General Purposes Committee at its meeting in October. Meanwhile, he confirmed that the project was currently within budget and that there was robust project governance in place.

National Student Survey Summary of Outcomes 2017

17.24 Noted

- i. Court noted document UC17/15 which summarised the key outcomes from the 2017 NSS and provided an overview of the results at an institutional and School level. The Director of Strategy and Planning advised that the University ranked 12th overall in the Scottish sector out of 15 institutions and that while the University was ahead of the sector for learning resources, it was 3% or more behind the sector for all but two categories. The overall satisfaction score was 81% which was below the University's 2017 HEFCE benchmark of 83%.
- ii. The Student President noted that the University needed to look in a holistic way at the areas where it was under-performing against the sector although should also recognise some methodological issues with the survey arising from the use of specific questions and how these questions were interpreted. Nevertheless it was accepted that these issues could not explain the performance relative to other institutions.
- iii. The DVC Academic noted that a particular issue had been identified with responsiveness to student needs and ensuring effective communication with students. The Principal provided examples from another institution on how a personalised and responsive approach to student engagement had been effective. The Principal advised Court that while the NSS was a blunt tool and not without issues, the University still needed to engage with the survey and learn from the results with a view to enhancing the student experience at GCU.

Strategic Report 2016-17

17.25 Noted

Document UC17/16, being the Strategic Report 2016-17 which provided an overview of progress against the University's 2020 strategic indicators which were approved by the Court as the mechanism for measuring the University's performance against strategy 2020. The Court endorsed the Strategic Report 2016-17.

Outcome Agreement 2018-19: Guidance and approach

i.

17.26 Noted

The Director of Strategy and Planning advised Court that the SFC Outcome Agreement guidance had yet to be received and that further details on this would be provided to Court once this had been received.

Standing Committee Annual Reports 2016-17

Noted	Document UC17/18, being Annual Reports for 2016-17 for the Court standing
	committees. Court noted the work carried out by the Committees throughout
	2016-17 to meet committee objectives
	Noted

17.28 Agreed i. Court approved the standing committee objectives for 2017-18 which were set out in each Committee's annual report.

ii. Court also approved minor changes to the Terms of Reference of the Finance and General Purposes Committee and the Health and Safety Committee.

Finance and General Purposes Committee Report: 26th September 2017

17.29 Noted Document UC17/19, a report on substantive items which the Finance and General Purposes Committee had considered at its meeting on 26th September 2017.

Renewal of Facility Letter and Resolution – Bank of Scotland plc

17.30 Agreed Court approved the renewal of the Facility Letter and Resolution from the Bank of Scotland plc.

Date of next meeting

17.31 Noted i. The next meeting of Court would be held on Thursday 23rd November 2017 at 2.00pm.