**DocUC14/56**

**(Confirmed)**

**University Court**

**Minutes of the meeting of the University Court held on 29th January 2015**

**(Minutes 14.87– 14.123)**

**Present:** Mr Antony Brian, Chair

Mrs Rhona Baillie, Mrs Hazel Brooke (Vice-Chair), Dr Douglas Chalmers, Mr John Chapman, Professor Pamela Gillies, Mr Ian Gracie, Mr Tom Halpin, Mr Gordon Jack, Mr Austin Lafferty, Dr James Miller, Miss Davena Rankin, Mr Michael Stephenson, Mr Iain Stewart, Mr David Wallace, Mr Alistair Webster, Dr Bob Winter, Professor Stephanie Young

**Apology:** Ms Laura Gordon

**In attendance:** Ms Jan Hulme, University Secretary and Vice Principal (Governance)

Mrs Claire Hulsen, Director of Strategy and Planning (for item 10.2, SFC Outcome Agreement)

Ms Bernadette Kelly, Chief Information Officer

Mr Alex Killick, Director of People

Professor Mike Mannion, Vice Principal & Pro Vice Chancellor Research

Mr Gerry Milne, Chief Financial Officer and Vice-Principal Infrastructure

Professor Lesley Sawers, Vice-Principal and Pro Vice Chancellor Business Development, Enterprise

and Innovation

Ms Cara Smyth, Vice-President GCU New York

Professor Karen Stanton, Deputy Vice Chancellor

Professor Valerie Webster Vice Principal & Pro Vice-Chancellor Communications & External Relations

Professor John Wilson Vice Principal & Pro Vice- Chancellor Student Experience

Ms Janice Bruce, Secretary

**Chair’s Opening Remarks**

1. The Chair welcomed all present to the meeting and, in particular, Ms Bernadette Kelly, who was attending her first Court meeting.

2. The Director of Strategy and Planning would be attending the meeting for the discussion on item 10.3, the SFC Outcome Agreement 2015-2016 to 2017-2018. This item would be taken after the Principal’s & Executive Board Report to allow the Director of Strategy and Planning to leave the meeting at the conclusion of the discussion.

3. On behalf of Court, the Chair congratulated Professor Wilson on his appointment as Principal and Chief Executive Officer of the Sino-British College (SBC) in Shanghai and Professor Webster on her appointment as Vice-Principal & PVC, Learning & Student Experience.

**Minutes of the meeting of the University Court held on 27th November 2014**

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| 14.87 | Agreed |  | Document UC14/41, the unconfirmed draft minutes of the Court meeting held on 27th November 2014 were an accurate record. |

**Matters Arising Briefing Note**

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| 14.88 | Noted |  | Document UC14/42, a progress report on matters arising from the meeting of Court held on 27th November 2014. |

**Chair’s Report**

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| 14.89 | Considered |  | Document UC14/43, a report from the Chair of Court on the activities he had undertaken and meetings he had attended, on behalf of Court. |
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| 14.90 | Reported |  | The Chair referred to the consultation paper on the Scottish Government’s proposal to introduce a Higher Education Governance Bill noting that Court had offered its initial views at the meeting on 27th November 2014. The Chair reminded Court that responses on the consultation paper had been requested by 30th January 2015. Given the tight timescale for responses, GCU’s draft submission had been circulated to Court for comment prior to the meeting. |
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| 14.91 | Discussion | i. | Dr Chalmers, the academic staff governor, stated that he wished to record his concerns about the University’s response and in particular to three of the proposals in the consultation paper. |
|  |  |  | Academic Freedom  Dr Chalmers expressed the view that the issue to be addressed was not one of defending and protecting academic freedom. He stated that the proposal to introduce legislation should be supported as it would enhance the academic freedom already captured in legislation. In response it was pointed out that it was generally accepted in the sector that the change proposed in the Consultation did not add anything new in substance to the existing statutory definition and was thus unnecessary. |
|  |  |  | Election of Chairs  Dr Chalmers supported this proposal. In response the arguments against it were highlighted, namely that this could damage good governance by politicising the appointment and restrict the number of capable individuals, particularly women, who would be willing to stand. As a result there was significant risk that the proposal would not result in the best person for the role being appointed. |
|  |  |  | Trade Union Representation  Dr Chalmers stated that TU representation would be a valuable addition to the, staff members already on Court. Miss Rankin supported Dr Chalmers’ view stating that TU colleagues would act in accordance with the principle of collective responsibility. Miss Rankin referred to the statement that non-trade union staff were the majority of university staff in Scotland and believed that the source of this could be challenged. In response it was outlined how governors nominated by trade unions (as opposed to staff governors who happened to hold TU office) would be vulnerable to a serious conflict of interest which could impede their responsibility as governors to consider only the best interests of the university. |
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|  |  | ii. | Following further discussion the Court confirmed its agreement to submission of the proposed response. |
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| 14.92 | Agreed |  | The University’s response should be submitted to the Scottish Government. |

**Principal’s and Executive Board Report**

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| 14.93 | Noted |  | Document UC14/44, the Principal’s and Executive Board Report to Court. |
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| 14.94 | Reported | i. | The Principal reported that the Scottish Funding Council had issued the indicative grant letter for the academic year 2015-2016. The Principal referred in particular to the fact that Vision Sciences had still not been brought into core funding and she expressed concern over the security of its SFC funding over the next 5 years noting that the University offered the only undergraduate provision for Vision Sciences in Scotland. The Principal intended to write to the Chief Executive of the SFC to explore the possibility of an alternative way of funding Vision Sciences. |
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|  |  | ii. | The Principal tabled a report from Biggar Economics on the University’s impact on the Scottish and UK economy for 2013/2014. The Principal reminded Court that Biggar Economics had last been commissioned to carry out an economic impact assessment three years earlier. The current report demonstrated significant growth in the University’s contribution to the Scottish and UK economy to £1B p.a. Court welcomed the findings in the report and asked how the University might capitalise on these. The Principal advised that the report would be shared with the University’s key stakeholders. The Chair of F&GPC suggested that the economic value of the University’s activities might be included as an annex to the Outcome Agreement. |
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|  |  | iii. | The Principal advised Court that the Executive Board had agreed to the change of name of the Development of Alumni Relations Office (DARO) to the Glasgow Caledonian University Foundation for the Common Good subject to legal/external body requirements being met. Court, whilst being supportive of the proposal, raised two points. It was advised that a shorter title would have more impact. Given the reference to the common good, it was suggested that there was scope for confusion about the purpose of the Foundation and that it would be important to make it clear that this was the fundraising arm of the University. The Principal would bring the finalised proposal back to Court. |
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|  |  | iv. | The Principal gave an update on Oman following her December visit and advised that the Caledonian College of Engineering’s application for university status was progressing. |

**SFC Outcome Agreement 2015-2016 to 2017-2018**

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| 14.95 | Considered |  | Document UC14/54, the SFC Outcome Agreement 2015-2016 to 2017-2018. |
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| 14.96 | Reported |  | The Director of Strategy and Planning stated that, following endorsement from Court, the final Outcome Agreement was due to be submitted to the SFC by 27th February 2015. Initial feedback from the SFC had been very positive. The SFC saw scope for sharing with the sector what it viewed as the University’s best practice in its achievements and intended to highlight the University’s widening access work in its triennial report to the Scottish Government. The Director of Strategy and Planning advised that the draft Outcome Agreement would be updated to include the results of the REF 2014 and would also include a summary of the findings of the report from Biggar Economics. The Outcome Agreement would be circulated internally to staff and would also be included on the SFC website. |
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| 14.97 | Discussion | i. | Noting that there would still be opportunity to make changes to the Outcome Agreement before it was submitted to the SFC, it was suggested that Court delegate authority to the Chair of Court to approve any minor changes. Should any major changes be proposed, these would be circulated to Court for approval. |
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|  |  | ii. | Court commended the Principal, the Deputy Vice-Chancellor and the Director of Strategy and Planning for producing a well-received document and encouraged them to continue to be proactive internally as well as externally by, for example, publishing the case studies included in the Outcome Agreement on the University website. |
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| 14.98 | Agreed | i. | To endorse the Outcome Agreement 2015-2016 to 2017-2018 for submission to the SFC. |
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|  |  | ii. | To delegate authority to the Chair of Court to approve any subsequent minor changes to the Outcome Agreement. |
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|  |  | iii. | Any major changes would be submitted to Court for approval. |

**University Secretary’s Report**

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| 14.99 | Considered |  | Document UC14/45, the University Secretary’s Report. |
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| 14.100 | Discussion | i. | Court ratified the election of Professor Stephanie Young as Vice-Chair of Court for a three year term of office from 6th February 2015. |
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|  |  | ii. | Court was advised that with the retiral of the Chair of Court, there would be an immediate vacancy on the Court Membership Committee. Court agreed the Committee’s proposal that Professor Young be appointed to the Committee from 6th February 2015, noting that a practice had crystallised whereby both the Chair and Vice-Chair of Court had membership of the Court Membership Committee. |
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|  |  | iii. | The University Secretary referred to Court’s discussion at its meeting on 27th November 2014 about the proposed changes to the University’s Statutory Instrument which had been identified to enable compliance with the main principles in the Scottish Code of Good HE Governance. The proposed amendments were ready to be submitted to the Privy Council for approval. The University Secretary stated that the University’s legal advisers had reviewed the wording and in order to maintain the tone and the style of the SI in the legislative changes Court wished to make, the proposed wording did not capture the nuances of the Court’s previous discussion. In particular the proposed wording to secure powers to remunerate lay governors could not capture the caveats and reservations previously expressed by the majority of Court Members. Court would now have to decide simply to have the power to remunerate governors or not. The wording did not, of course, require the Court to invoke the power. |
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|  |  | iv | Court again discussed at length the issue of remunerating governors. The great majority of Court members reaffirmed the conviction that lay members should not receive remuneration. There was a view that the power to remunerate should not be sought until the process and policies governing the practice were designed and approved by Court, although any procedure to determine how the power to remunerate governors would work in practice would be shaped by the requirements of charities legislation. With reference to increasing diversity of representation on Court, one member stated that remunerating governors might encourage individuals who would not otherwise express an interest in the role of governor to do so. However, it was acknowledged that it could equally deter others and, given that not all governors could be reimbursed without breaching charities legislation, it would create inequities amongst lay governors. Court was reminded that the remuneration of governors was not in the Main Principles set out in the Scottish Code of Good HE Governance but was an area where GCU’s governing instrument and thus practice did not reflect a Supporting Guideline where ‘observance’ rather than ‘compliance’ was expected. Accordingly, it was not mandatory for the University to comply. Court concluded that, the weight of members’ opinions was against having the SI amended to acquire the power to remunerate lay members. The Court agreed not to pursue this course and if necessary explain why in terms of observing the Code. |
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|  |  | v. | Recognising the rationale of members who had supported a move to obtain the power to remunerate, and given that Court had agreed that it should seek approval from the Privy Council to widen the scope of expenses reimbursable to governors, it was suggested that this might include an element for loss of earnings. It was agreed that the University’s legal advisers should be asked if reasonable expenses could include an element for loss of earnings and, if so, whether there would be any tax implications for lay governors. The response from the lawyers would be circulated electronically to Court to allow final approval of the amendments to be submitted to the Privy Council. |
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|  |  | vi. | Court agreed a revised version of its Standing Orders which reflected changes in governance arrangements already approved by Court. |
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|  |  | vii. | Court noted that, following an extensive review of the existing Code of Student Discipline, which had been in operation since 2009, and a review of current practice in the HE sector, a new Code of Student Conduct has been developed. The Code had been subject to a rigorous discussion at the Academic Policy Committee before it had been submitted to Senate for approval. Senate had approved the revised Code at its meeting on 13th December 2014. The only change directly affecting Court was a change in the membership of the Court Appeal Panel, which was responsible for considering appeals against decisions taken by the Senate Disciplinary Committee, to include the Student President. The Code would come into effect from the start of Academic Session 2015 -2016. |
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| 14.101 | Agreed | i. | To ratify the election of Professor Stephanie Young as Vice-Chair of Court for a three year term of office from 6th February 2015. |
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|  |  | ii. | Professor Young be appointed to the Court Membership Committee from 6th February 2015. |
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|  |  | iii. | The proposed changes to the Statutory Instrument with the exception of the power to remunerate lay governors. |
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|  |  | iv. | Advice should be sought from the University’s legal advisers as to whether loss of earnings could be included under reasonable expenses incurred by governors in undertaking their role as a member of Court. Once clarification had been obtained, the response would be circulated electronically to Court to allow final approval of the proposed amendments to be submitted to the Privy Council. |
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|  |  | vi. | The proposed revisions to Court’s Standing Orders. |

**Complaints Handling Procedure Annual Report 2013/2014**

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| 14.102 | Noted | i. | Document UC14/46, the Complaints Handling Annual Report for 2013/2014. |
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|  |  | ii. | The model Complaints Handling Procedure published by the Scottish Public Sector Ombudsman in December 2012, and adopted by the University, required that Court receive an annual report. For clarity it was noted that Court was not required to endorse the recommendations set out in the report as implied by the cover sheet: this was the responsibility of the Academic Policy Committee which had already considered and endorsed the report at its last meeting. |

**Senate Report: 12th December 2014**

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| 14.103 | Noted |  | Document UC14/47, a report on substantive items which Senate had considered at its meeting on 12th December 2014. |

**Outcome of Research Framework Exercise (REF) 2014**

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| 14.104 | Noted | i. | Document UC14/48, a summary of the University’s Research Excellence Framework 2014 results. Further analysis of the underlying data was being carried out. |
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| 14.105 | Discussion | i. | The Vice-Principal & Pro Vice Chancellor Research highlighted the improvement in performance compared with the results of the last REF carried out in 2008. The Chair of Court congratulated all involved on an excellent set of results which reflected both quality and the number of staff submitted. |
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|  |  | ii. | One member sought clarification of the basis of the figures for GCU’s results in relation to the Scottish sector results for each unit of assessment set out in section 5 of the paper. Given the different ways that the rankings could be compiled, it was agreed that the Vice-Principal and VP Research would provide a short explanatory note for inclusion in the minutes as a Secretary’s note\*. |

*\*[Secretary’s note – There were 18 Scottish HEI submissions to REF2014. Each university submitted to a different subset of the 36 Units of Assessment (UoA). For the 9 UoAs to which GCU made a submission, the table in section 5 showed how GCU compared to the other HEIs who also submitted to that UoA. For example GCU was 4th out of the 10 institutions that submitted to Unit of Assessment 3 – Allied Health Professions, Dentistry, Nursing and Pharmacy.]*

**Students’ Association Trimester 1 Report**

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| 14. 106 | Noted | i. | Document UC14/49, a report on the activities in which the Students’ Association had been engaged during Trimester 1 in the academic year 2014/15. |
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|  |  | ii. | The President of the Students’ Association introduced the report and drew Court’s attention to the main highlights. |
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|  |  | iii. | In response to a query about there being no INTO class representatives for the first trimester of 2014/2015, it was agreed that the Student President would try to ascertain the reason and report to the next Court meeting through the matters arising briefing note. |
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|  |  | iv. | The Chair thanked the President of the Students’ Association and the student executive team for an impressive and informative report. |

**Students’ Association Constitutional Changes**

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| 14.107 | Considered |  | Document UC14/50 which set out proposed changes to the Students’ Association’s Constitution and Schedule 3 of the Constitution. |
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| 14.108 | Reported |  | The President of the Students’ Association advised that the main proposed change was to the Students’ Association’s rules for holding a referendum. Other changes were minor and referred mainly to a change in nomenclature. The revised Constitution would be submitted to Office of the Scottish Charity Regulator (OSCR) for approval following Court’s acceptance of the changes. In response to a query about whether the language of the Constitution might be modernised, the Student President stated that he thought that the style of drafting had been based on guidance from the NUS. However, he would check this and report back to Court. |
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| 14.109 | Agreed |  | To approve the proposed changes to the Students’ Association’s Constitution and Schedule 3 of the Constitution. |

**Proposed Process for Identifying Second Student Member of Court**

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| 14.110 | Considered |  | Document UC14/51, the proposed process for identifying a second student member of Court. |
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| 14.111 | Noted |  | Court had previously agreed that there should be a second student member on Court. This would necessitate a change to the Statutory Instrument and would be submitted to the Privy Council for approval as part of the suite of proposed changes referred to in Minute 14.101(iii). |
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| 14.112 | Reported |  | By the Student President that it was proposed that the second student member be drawn from amongst the Students’ Association’s Full Time Officers. The proposed method aligned with the Association’s new model for conducting elections for full-time officers. |
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| 14.113 | Discussion | i. | The Professional and Support Staff Court member, noting that the Students’ Association had changed the nature of its election process, asked why either student governor on Court should be the Student President ex officio. The Students Association should prioritise gender balance and retain maximum flexibility in its identification of the two student Court governors to help it do so. The Student President stated that it was intended that the proposed election process would already encourage more diverse representation and gender balance.  The Chair of Court, whilst acknowledging the gender issue raised, stated that such matters were for the Students’ Association to determine and agree. The Student President described some of the other action underway in the Students Association to address the issue. |
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| 14.114 | Agreed |  | To approve the proposed process for identifying the second student member on Court. |

**GCU New York Update**

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| 14.115 | Considered |  | Document UC14/52 a progress report on the development of GCU New York which included details of updated financial outturn and forecasts for GCUNY over a seven year period. |
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| 14.116 | Received |  | The Principal referred to the ambitious original business plan for New York and advised Court that, with the benefit of hindsight, a more standard start up profile would have been appropriate given the challenges which had been encountered. She described planned revenue streams, the status of the licence application and the impact on the business plan forecasts. The Vice President, GCU NY, delivered a detailed presentation on the progress being made with the establishment of GCU NY with particular regard to the areas where there were plans to generate income without any dependency on the licence. She advised too that the University’s profile and esteem continued to be raised through a number of initiatives, for example the series of Town Hall Lectures which were attracting high profile organisations who wished to engage with GCUNY. |
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| 14.117 | Discussion | i. | The Chair of the Finance & General Purposes Committee stated that the Committee had held a thorough and constructive discussion on the basis of an earlier draft of the report. Main points raised during the Committee’s discussion were:  With reference to the application for the educational licence, the Deputy Vice-Chancellor had advised that she and the Principal had met with the University’s New York lawyer in December 2014. The application was progressing although the process was slow. The Committee had asked the Executive to consider whether there were any alternative options, in addition to using the services of the lawyers, to expedite the application whilst acknowledging that it was important to ensure that any engagement with the regulators was supportive.  With reference to the actual and revised financial forecasts, the Committee had noted that the impact of the delay in the licence application would result in the payback period being extended. |
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|  |  | ii. | Court discussed the update at length, noting in particular the current position of the application for the educational licence, the revised projected date for generating an operating surplus and the planned income generation business opportunities. |
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|  |  | iii. | In response to a query as to whether the delay with licence was purely procedural, the Vice President, GCUNY advised that it was an exceptionally exacting process; the NY State Education Department had undergone various changes and there was a backlog of work; and other US institutions were finding their business with the NYSED similarly delayed. |
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|  |  | iv. | One member asked by which date the educational licence would need to be granted to allow GCUNY to accept students at the beginning of 2016 (the assumption in the updated financial forecasts). Court was advised that as there would be a lead-in time of three to four months, the licence would be required by September 2015. |
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|  |  | v. | Court requested revised figures and forecasts if there were any change in the assumption about when the licence would be in place. |
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|  |  | vi. | In response to a query about the management of expenditure meanwhile, the Court heard that expenditure was appropriate in the context of generating income. Court was advised that the Executive Education programmes would start to generate income within the next six months. |
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|  |  | vii. | Court agreed that it would be useful to consider whether there were any lessons to be learned from the original process undertaken for GCU New York and asked the Executive to submit a report to the Finance & General Purposes Committee or to Court. |
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|  |  | viii. | Court requested ongoing management accounting information in relation to GCUNY. The Chief Financial Officer and VP Infrastructure stated that this would be built into the summary financial management report which was included in the regular F&GPC report to Court. |
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| 14.118 | Agreed | i. | A report on lessons learned from the process carried out for GCUNY would be submitted to a future F&GPC meeting and thereafter to Court. |
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|  |  | ii. | Financial management information for GCUNY would be included in the financial management summary which was submitted to Court as part of the regular F&GPC report. |

**Finance & General Purposes Committee Report: 20th January 2015**

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| 14.119 | Noted |  | Document UC14/53, a report on the substantive issues of business discussed at the Finance & General Purposes Committee meeting on 20th January 2015. |

**Hamish Wood Building Overcladding and Window Replacement**

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| 14.120 | Considered |  | Document UC14/55, a proposal to overclad the Hamish Wood Building and to replace the windows. That cost would be financed from the University’s own resources |
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| 14.121 | Noted | i. | Court had previously approved the in principle business case for the internal and external refurbishment of the Hamish Wood Building as well as the expenditure on Phase 1 which was integrated within the Heart of Campus capital project. It had been agreed that work would be undertaken on a phased basis with each phase being submitted to the Finance & General Purposes Committee or Court for approval depending on the level of expenditure. |
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|  |  | ii. | Under the University’s scheme of delegated financial authority, the Finance & General Purposes Committee recommended major capital projects with a value in excess of £1 million to Court for approval. The Finance & General Purposes Committee had discussed the proposal and supported the proposed works. |
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| 14.122 | Agreed |  | To approve the capital expenditure required to overclad the Hamish Wood Building and to replace the windows as set out in document UC14/55. |

**Date of next meeting**

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| 14.123 | Noted |  | The next meeting of Court would be held on Thursday 19th March 2015 at 4.30pm. |

**Chair’s Concluding Remarks**

Mr Brian, noting that this was his last Court meeting before retiring from Court on 5th February 2015, stated that it had been a privilege and a pleasure to be Chair of the Court of such a vibrant and innovative university. He wished to express his thanks to the Principal, her Executive team and his Court colleagues for the support and help he had received during his period as Chair of Court. Mr Brian said that he would follow the University’s progress with great interest and wished Court and the University every success for the future.

The Principal wished to record her personal thanks to Mr Brian for the advice and support he had given her and on behalf of the Executive Board for steering the University through an exceptional period in the University’s development.

Mrs Brooke, the Chair Designate, paid tribute to Mr Brian for his outstanding leadership of and dedication to Court. Mrs Brooke noted that Court would have an opportunity to pay fuller tribute to Mr Brian at the dinner to be held in his honour on 17th March 2015.