**DocUC15/01**

 **(Confirmed)**

**University Court**

**Minutes of the meeting of the University Court held on 25th June 2015**

**(Minutes 14.190– 14.246)**

**Present:** Mrs Hazel Brooke (Chair)

 Dr Douglas Chalmers, Mr John Chapman, Professor Pamela Gillies, Ms Laura Gordon, Mr Tom Halpin, Mr Gordon Jack, Miss Davena Rankin (via conference call) Mr Michael Stephenson, Mr David Wallace, Mr Alistair Webster, Dr Bob Winter, Professor Stephanie Young (Vice-Chair)

**Apologies:** Mrs Rhona Baillie, Mr Ian Gracie, Mr IainStewart

**In attendance:** Ms Greta Bartsch, Director of Strategic Projects, Strategy & Planning

Ms Jan Hulme, University Secretary & Vice Principal (Governance)

Mr Alex Killick, Director of People

Professor Mike Mannion, Vice Principal & Pro Vice Chancellor Research

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

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

& Innovation

Professor Karen Stanton, Deputy Vice Chancellor

Mrs Fiona Stewart-Knight, Director of the School of Work-Based Learning

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

 Ms Janice Bruce, Secretary

**Chair’s Opening Remarks**

1. The Chair welcomed all present to the meeting.

2. The Director of the School of Work-based Learning and the Director of Strategy and Planning were attending the meeting for the African Leadership University Proposal and the Key Performance Indicator Report 2014-2015 respectively. The Chair intimated that there would be a change to the order of the agenda to allow the Directors to leave the meeting once discussion of their respective items had concluded.

3. The Chair drew Court’s attention to the new convention in relation to identifying items for approval, discussion and approval on the agenda of business.

**Minutes of the meeting of the University Court held on 7th May 2015**

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| 14.190 | Agreed |  | Document UC14/84, the unconfirmed draft minutes of the Court meeting held on 7th May 2015 were an accurate record.  |

**Matters Arising Briefing Note**

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| 14.191 | Noted |  | Document UC14/85, an update on the matters arising from the meeting held on 7th May 2015.  |

**African Leadership University Proposal**

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| 14.192 | Considered |  | Document UC14/91, the business case proposal for the intended partnership between GCU and the African Leadership University. |
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| 14.193 | Reported | i. | By the Vice Principal & Pro Vice-Chancellor Communications & External Relations that an opportunity had arisen through a respected Scottish contact in New York to develop a partnership between the African Leadership University (ALU) and GCU to provide high quality, affordable tertiary education in Africa. The partnership would advance GCU’s delivery of key aspects of the 2020 Strategy particularly internationalisation, TNE and employability. No financial investment was required by the University and costs were expected to be covered.  |
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|  |  | ii. | The University’s external auditors in their capacity as professional advisors to GCU had undertaken significant due diligence into the background of the Advisory Council of ALU |
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|  |  | iii. | If the business case was approved by the University Court, GCU would support ALU in the creation of the first ALU campus, which would be located in Mauritius, subject to the recommendation of approval by the Tertiary Education Commission (TEC) in Mauritius. GCU would be the lead academic partner to ALU, and GCU degrees would be awarded (while ALU had support from various high profile international universities no other universities were working with the ALU on the same basis. However, it was possible that, if the ALU multiplied its campuses in Africa as planned, other partners would come on board). The TEC would not confer the university title on the ALU (eventual title to be agreed) at this stage and GCU would be responsible for the quality agenda and any university dimension to the project.    The draft academic case had been supported by GCU’s Academic Policy Committee and would be submitted to Senate in due course. |
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|  |  | iv. | A package of bespoke and standard supporting documents had been produced by the University Department of Quality and formally submitted to the Tertiary Education Commission (TEC) in Mauritius in conjunction with ALU’s application and request for a licence to establish their first university campus.  The licence decision making period was envisaged to be no longer than 90 days. It was ALU’s ambition to open the campus in Mauritius in September 2015, subject to TEC approval. |
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|  |  | v. | The Chair of the Finance & General Purposes advised that the Committee had discussed in depth the benefits and risks associated with the proposal at an extraordinary F&GPC meeting on 19th June 2015 and had asked that a contingency be included in the business plan projections to take account of unforeseen costs. The Committee had confirmed its support for the GCU African Leadership University business case proposal, noting that there should be no financial risk and that steps had been taken or were in hand to mitigate risks relating to management time and reputation. The Committee recommended the proposal to Court for approval at the meeting on 25th June 2015. |
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| 14.194 | Discussion | i. | Court was supportive of the proposal noting that it fitted well with the University’s mission. Court discussed and tested the business case thoroughly and sought and received further information or clarification on a range of topics including the African market for tertiary education and the fit with the GCU portfolio being offered through the ALU, the potential for extending the programme of options and opportunities for collaboration beyond the initial strategic agreement, the ALU fee structure for students, the potential risks and benefits. |
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|  |  | ii. | Court commended the Vice Principal & Pro Vice-Chancellor Communications & External Relations, the Director of the School of Work-Based Learning and their teams for the significant amount of work carried out in developing a comprehensive business case and undertaking due diligence. |
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| 14.195 | Agreed |  | To approve the GCU African Leadership University Business Case.  |

**Chair’s Report**

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| 14.196 | Noted |  | Document UC14/86, a report from the Chair of Court on the activities she had undertaken and meetings she had attended, on behalf of Court.  |
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| 14.197 | Reported |  | The Chair referred to the Higher Education Governance (Scotland) Bill which had been published on 17 June 2015. The detail of the Bill noticeably increased the powers of the Scottish Government to prescribe governance arrangements in universities and use regulations not withstanding institutions’ own governing instruments. Universities Scotland and the Committee of Scottish Chairs (CSC) would be engaging in further discussions about the provisions set out in the Bill. A copy of the Bill together with a briefing note would be circulated to Court members. The Chair asked Court members to relay any comments to the University Secretary. |
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| 14.198 | Discussion |  | The Academic staff governor referred to the CSC’s commitment to reviewing the Scottish Code of Good HE Governance in 2016. He suggested that the CSC might consider including staff and student representation in the composition of the Steering Group. The Chair of Court stated that she thought this was being considered. |

**Principal’s and Executive Board Report**

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| 14.199 | Noted |  | Document UC14/87, the Principal’s and Executive Board Report to Court.  |
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| 14.200 | Received |  | An update from the Principal in relation to developments with Babson College. The President of the College had recently visited GCU London. Work was underway to develop a Memorandum of Agreement to include joint MScs in selected areas such as Finance and International Fashion Marketing and Global Public Health which would be delivered from the London campus. Court noted the developments with interest.  |
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| 14.201 | Agreed |  | In response to a request, it was agreed to circulate copies of the annual report for the Grameen Foundation.  |

**Key Performance Indicators Report 2014-2015**

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| 14.202 | Noted |  | Document UC14/94, the Key Performance Indicators Report 2014-2015 which provided an update on progress against the 2015 Strategy. |
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| 14.203 | Reported |  | The Director of Strategic Projects, Strategy & Planning advised that this was the final year of reporting on the 2015 KPIs that were linked to the 2015 strategic goals. The review of the KPIs showed that the University performed very strongly in the academic year 2014-2015 and many of the KPIs had been achieved or exceeded in the 2015 outcome. A small number of KPIs were less likely to be achieved due to external factors which had resulted in a challenging operating environment. |
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| 14.204 | Discussion | i. | Court noted that the report was encouraging and commended the significant progress which had been made. |
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|  |  | ii. | One governor referred to the University’s strong performance in recent years and, whilst acknowledging that there had been modest improvements in the University’s position in some league tables, noted that the University’s achievements had not yet translated into more significant league table improvements. He asked if the University needed to take a slightly different approach in some areas. The Principal indicated that work would be undertaken to examine the areas where the University’s performance in key league table criteria needed to increase.  |
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|  |  | iii. | With regard to the five areas where the University's KPI performance had fallen even slightly short of its targets the Principal advised that the Director of Strategic Projects, Strategy and Planning would carry out a detailed examination to ascertain more fully the reason behind this and to determine what improvements could be made. |

**University Secretary’s Report**

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| 14.205 | Considered |   | Document UC14/88, the University Secretary’s Report.  |
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| 14.206 | Discussion | i | Court considered a proposal to change the timing of Court meetings from 4.30pm to 2.00pm. The University Secretary advised that a review of practice in other Scottish universities indicated that most institutions held their Court meetings during standard business hours. An earlier scheduling and the inclusion of lunch might afford better opportunities for networking, engaging with members of the University community and having topical presentations. The Chairs of the standing committees had been asked to take soundings at their committee’s last meeting of the session. This had not been possible in the case of the Health and Safety Committee and the Court Membership Committee due to the timing of their last meetings. However, there was considerable overlap in membership with the committees consulted. A small number of governors consulted through the committees expressed a preference for either the proposed timing or the status quo, while the majority did not feel strongly. Virtually all governors confirmed that, given sufficient notice, the change in timing could be accommodated. The new governors had been asked at interview and all had stated that an earlier start time would present no difficulty. Those Court members present at the meeting voted on the matter. Three expressed a preference for the status quo, two for a phased introduction of the new timing in 2015/2016 and eight for the introduction of the new timing with effect from the November 2015 Court meeting. Court agreed that the changed timing would be on a trial basis for the coming session. The Court Secretariat would establish the availability of Court members for 2015/2016. The timing of the standing committee meetings would remain unchanged or a matter for those committees to decide themselves. Noting that the changed timing could present difficulty on occasions for governors who worked full-time, it was agreed that a qualifying note referring to the changed timing would be included in the record of governor attendance in the University’s annual financial statements for 2015/16.  |
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|  |  | ii. | Court discussed the potential for presenting Court papers in a more concise format with more emphasis on presentations. It was acknowledged, however, that many papers presented to Court were required to have been considered by other bodies at a finer level of granularity. Moreover, providing too little detail to Court could mean that time saved in reading was taken up at the meeting by fielding questions. It was important to strike the right balance between conciseness and an appropriate level of detail. The University Secretary suggested that the cover sheets could be used more effectively by authors of papers to summarise the content and purpose of the paper and to articulate clearly the action which Court was being asked to take. This would allow members of Court to navigate the paper itself more easily and focus on the issues or points they wished to explore. The matter would be considered further. |
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| 14.207 | Agreed | i | To delegate authority to the Chair of Court to exercise summer vacation powers on its behalf. |
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|  |  | ii | To change the timing of Court meetings to 2pm and the nature of associated hospitality with effect from the Court meeting on 26th November 2015 for a trial period of one year. |
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|  |  | iii | The revised draft calendar of Court /committee meetings 2015/2016.  |
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|  |  | iv. | The annual programme of work for Court 2015/16. |

**Senate Report: 5th June 2015**

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| 14.208 | Noted |  | Document UC14/89, a report on substantive items which Senate had considered at its meeting on 5th June 2015.  |

Revised Senate Standing Orders

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| 14.209 | Considered |  | Document UC14/90, the revised Senate Standing Orders. |
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| 14.210 | Noted | i. | Under the terms of Part 2 of the Schedule to Article 30 of the University’s Statutory Instrument, the proceedings of Senate are to be regulated by a scheme made by Senate and approved by the University Court. |
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|  |  | ii. | Senate considered the revised Standing Orders at its meeting on 5th June 2015 and, subject to minor amendments, recommended these to Court for approval. |
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| 14.211 | Discussion | i. | With reference to the procedure for the election of members of Senate it was suggested that this should specify the maximum term of office which a member of Senate was allowed to serve.  |
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|  |  | ii. | In response to a query about the inclusion of representation from GCU London on the Senate in light of Court’s decision to grant it School status, the University Secretary advised that the GCUL governance arrangements had not been developed when the revised Senate Standing Orders had been written. The issue would require to be addressed although there was a degree of complexity around this in terms of the proportionality of elected membership from different constituencies prescribed in the Statutory Instrument.  |
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| 14.212 | Agreed |  | To approve the revised Senate Standing Orders for implementation with effect from academic session 2015/2016.  |

**Presentation on the Deputy Vice-Chancellor Model at GCU**

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| 14.213 | Received  |  | A presentation from the Deputy Vice-Chancellor on the DVC model at GCU which set out the role of the DVC and its line management of Deans, among others, and the rationale for and benefits of employing this model.*[Secretary’s note: A copy of the presentation was emailed to Court members after the meeting.]*  |

**Establishment of GCU London as a Separate School**

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| 14.214 | Considered |  | Document UC14/92, a proposal for the creation of GCU London as a School of the University and the associated governance arrangements. |
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| 14.215 | Discussion |  | To ensure consistency with GCU’s Safety, Health and Wellbeing Policy, it was agreed that the terms of reference for the GCU London School Health and Safety Committee should be amended to include the Committee’s responsibility for staff wellbeing.  |
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| 14.216 | Agreed | i. | To approve the creation of GCU London as a School of the University. |
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|  |  | ii. | To approve the governance arrangements for GCU London. |

**Overarching Business Development Strategy**

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| 14.217 | Considered |  | Document UC14/93, the Overarching Business Development Strategy. |
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| 14.218 | Noted | i. | Court was familiar with the strategic objectives and initiatives set out in the paper following the detailed presentation given by the PVC Business Innovation and Enterprise at the March 2015 Court meeting. |
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|  |  | ii. | Consideration was being given to absorbing the Business Development Team into a Research and Enterprise structure. Vice Principal & Pro Vice Chancellor Research would submit a proposal to the Executive Board and Court in due course. |
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| 14.219 | Agreed |  | To the continuation of further discussions.  |

**GCU New York Update**

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| 14.220 | Noted |  | Document UC14/95 a progress report on recent activity at GCUNY including areas of revenue and income generation, sponsorship and philanthropy. |
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| 14.221 | Reported |  | The Principal advised that the First Minister’s visit to GCU NY on 8th June 2015 to deliver the 2015 Caledonian Lecture had been highly successful. The First Minister had congratulated GCU for being the first Scottish university to establish a presence in New York, the University’s Common Good mission and leading by example as an accredited Living Wage employer. |

**Standing Committee Objectives and Terms of Reference 2015-2016**

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| 14.222 | Approved |  | Document UC14/96 the Standing Committee objectives and terms of reference for 2015-2016. |

**Standing Committee Annual Reports and Review of Performance 2014-2015**

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| 14.223 | Noted |  | Document UC14/97, the Standing Committee Annual Reports and Review of Performance 2014-2015. |

**Finance & General Purposes Committee Report: 2nd June 2015**

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| 14.224 | Noted |  | Document UC14/98, a report on the substantive issues of business discussed at the Finance & General Purposes Committee meeting on 2nd June 2015. |

**Draft Financial Strategy**

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| 14.225 | Considered |  | Document UC14/99, the draft University Financial Strategy. |
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| 14.226 | Reported |  | By the CFO & VP Infrastructure that the Draft Financial Strategy had been developed with the goal of ensuring the sustained financial sustainability of the University. This would be done through:* increased operational performance through income generation and control;
* securing value for money;
* supporting activities to grow income;
* targeted investment in international and transnational activities;
* academic partnerships with overseas partners;
* developing partnerships with colleges;
* investment in digital capability and IT infrastructure; and
* increasing income from philanthropy

The draft Strategy acknowledged the challenging external environment, and outlined steps that would be taken to maximise opportunity for the University.  |
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| 14.227 | Discussion | i. | The Chair of the Finance & General Purposes Committee advised that the Committee had reviewed the financial strategy at length and recommended it to Court for approval.  |
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| 14.228 | Agreed | i. | To approve the University Financial Strategy. |
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|  |  | ii. | A report on progress against the financial metrics set out in appendix 1 of the Financial Strategy would be submitted to the Finance & General Purposes twice a year and to Court annually. |

**University Draft Budget 2015-2016**

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| 14.229 | Considered |  | Document UC14/100, the University draft budget for 2015-2016.  |
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| 14.230 | Reported |  | By the Chair of the Finance & General Purposes Committee that the Committee had discussed and tested the draft budget 2015-2016 thoroughly and commended it to Court for approval. The Chair of F&GPC asked that the GCUNY and GCU London elements, and any similar ventures, be identified separately in the draft budget |
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| 14.231 | Agreed | i. | To approve the University draft budget for 2015-2016 and to approve the related five year financial scenarios. |
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|  |  | ii. | That the GCUNY and GCU London elements, and any similar ventures, be identified separately in the draft budget. |

**Court Membership Committee Report: Governor Appointments to Court**

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| 14.232 | Considered |  | Document UC14/101, a recommendation from the Court Membership Committee in relation to the appointment of new lay governors. |
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| 14.233 | Reported |  | By the Chair of Court that the quality of applicants was of a very high calibre. The Court Membership Committee considered that all shortlisted candidates were appointable. There were five particularly strong candidates who would reinforce and complement the current experience and skills mix on Court. |
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| 14.234 | Agreed |  | To appoint the following as lay governors for the period 1st August 2015 to 31st July 2018:Mr Ian KerDr Neil PartlettMr Paul ReynoldsProfessor Ann PriestMs Caroline Stewart |

**Audit Committee Report: 9th June 2015**

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| 14.235 | Noted |   | Document UC14/102, a report on the substantive issues of business discussed at the Audit Committee meeting on 9th June 2015. |

**GCU Risk Management Strategy**

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| 14.236 | Considered |  | Document UC14/103, the revised GCU Risk Management Strategy. |
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| 14.237 | Noted |  | The University’s external auditors had commended the Risk Management Strategy. |
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| 14.238 | Agreed | i. | To approve the revised Risk Management Strategy. |
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|  |  | ii. | To consult the University Risk Management Forum about changing the colours for RAG traffic light system to green, green/amber and amber/red in response to a suggestion from the Chair of the Finance & General Purposes Committee.  |

**Draft Revised Public Interest Disclosure Policy**

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| 14.239 | Agreed |  | To approve document UC14/104, the revised Public Interest Disclosure Policy. |

**Staff Policy Committee Report: 10th June 2015**

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| 14.240 | Noted |  | Document UC14/105, a report on the substantive issues of business discussed at the Staff Policy Committee meeting on 10th June 2015. |

**Revised Register of Interests Policy**

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| 14.241 | Agreed |  | To approve document UC14/106, the revised Register of Interests Policy  |

**Organisational Change Policy**

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| 14.242 | Agreed |  | To approve document UC14/107, the Organisational Change Policy.  |

**Remuneration Committee Report: 15th June 2015**

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| 14.243 | Considered |  | Document UC14/108, a report on the substantive issues of business discussed at the Remuneration Committee meeting on 15th June 2015. |
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| 14.244 | Agreed |  | To approve the University’s Remuneration Philosophy for 2015-2016. |

**Draft Safety, Health and Wellbeing Policy**

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| 14.245 | Agreed |  | Document UC14/109, the University Safety, Health and Wellbeing Policy  |

**Date of next meeting**

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| 14.246 | Noted |  | The next meeting of Court would be held on Thursday 24th September 2015 at 4.30pm. |

**Chair’s Closing Remarks**

The Chair, noting that Professor Stanton, Deputy Vice-Chancellor, was attending her last Court meeting before taking up her new role as Vice-Chancellor at York St John University, thanked Professor Stanton for her outstanding contribution to the work of the University.