

Glasgow Caledonian University Court

Minutes of the meeting of the University Court held on 22nd November 2019 at 9am in the Lantern

Present: Rob Woodward (Chair)
Dr Douglas Chalmers (present until item 12), Dr Morag Ferguson, Campbell Fitch, Peter Baguley, Eilidh Fulton, Daniel Gallacher, Dr Bill Gunnyeon, David Halliday, Asif Haseeb, Sharon Lowrie, Meg Lustman, Neena Mahal, Alistair Webster, Professor Stephanie Young (Vice-Chair), Ian Kerr, Lesley Thomson.

Apologies: Professor Pamela Gillies, Gordon Jack, Professor Ann Priest and Sylvie Freund Pickavance,

In attendance: Jan Hulme, University Secretary & Vice Principal Governance
Professor James Miller, Deputy Vice Chancellor (Strategy)
Susan Mitchell, Chief Operating Officer
Susan Docherty Vice-President (SCEBE), GCU Students' Association
Paul Queen, Director of Finance
Professor Valerie Webster, Deputy Vice Chancellor (LTSE)
Professor Cam Donaldson, Pro Vice Chancellor (Research)
Lucy Strachan, Head of Governance (Secretary)
Fiona Campbell, Director of People Services (for item 21 only)

Chairs Opening Remarks

The Chair welcomed court members as well as Dr Walter Roettger, Interim Provost of GCNYC, who was joining the meeting to discuss GCNYC's present position and plans. He extended the Court's congratulations to Dr Bill Gunnyeon on becoming Chair of the General Osteopathic Council.

1. Minutes

- 1.1 Minutes of the Court meeting held on 20th June 2019 had been approved with the wording of paragraph 11.6 outstanding pending agreement with the Chair of the Audit Committee. The agreed wording of the paragraph was **approved** by Court.
- 1.2 Minutes of the previous Court meeting held on 20th September 2019 were **approved** by circulation prior to the Court meeting.
- 1.3 Minutes of the extraordinary meeting of Court held on 17th October 2019 were **approved** by circulation prior to the Court meeting.

2 Matters Arising

- 2.1 Court noted a report on the matters arising from the Court meeting on 20th September 2019 and the actions taken since that meeting to address them.

3. Declaration of Interests

- 3.1 Court noted the register of interests of members and those in attendance. Court members were invited to advise the secretariat of any change to their registered interests as they arose. No changes or additional interests were notified.

4. Items Brought by the Chair of Court

4.1 The Chair noted the following matters:

4.1.1 The Chair thanked Ben Page, Chief Executive of Ipsos MORI, for delivering an entertaining and informative address to Court members, along with staff and student representatives, the previous evening.

4.1.2 The Chair noted the new dates that had been set of Wednesday 19th February 2020 for the Annual Stakeholder Event in Glasgow, and Thursday 12th March for the London Court Event. The Chair confirmed to Court members that they were welcome to attend the events if they were in the vicinity of Glasgow and London on the respective dates. Court members were asked to consider whether there were individuals within their networks who should be invited to the Annual Stakeholder Event and, if so, to pass those details on to the University Secretary for checking against/inclusion in the University's corporate database.

ACTION: Governors to inform the University Secretary of any contacts who should be on the corporate distribution list for invitations to the Annual Stakeholder Event.

4.1.3 The Chair confirmed his attendance at a recent meeting with Richard Lochhead, Minister for Further Education, Higher Education and Science, week before last. The meeting culminated with a discussion on climate change and the Minister invited the whole of the University sector to take an active interest in COP26 which is coming to Glasgow in 2020.

4.1.4 The Chair informed Court members that the Governor Link Scheme had been refreshed and would take effect from start of the new calendar year. The Chair confirmed that he would complete discussions with those Governor's whose links were changing and would then circulate the updated list to Court.

ACTION: Chair to discuss with all Governors whose responsibilities were changing and then circulate the updated Governor Link Scheme. (Chair of Court)

5. Principal's and Executive Board Report

5.1 Deputy Vice Chancellor (Strategy) presented the Principal's report on substantive matters considered by the Executive Board since the last meeting of Court. The Deputy Vice Chancellor (Strategy) drew particular attention to the following:

5.1.1 The achievement of GCNYC in obtaining the Title IV status, which brings together the last of the accreditations required by the College.

5.1.2 The progress being made towards the permanent appointments to the Director of Marketing Recruitment and Admissions and the Director of Communications and Public Affairs positions at the University.

5.1.3 The transition to the new operating model in GCU London, which seeks to further integrate the three campuses, ensuring the enhancement of the offering to students in London, was progressing well. Professor Morgan has decided to step aside from his current leadership role at GCU London but will continue to play a leading role in the area of Public Health. The University is currently reviewing the requirements for a replacement Provost, with a revised profile currently being considered, and Court will be kept updated regarding developments in the appointment process.

5.1.4 The UCU industrial action over pay and conditions (and pensions in some universities though not GCU) is due to commence on Monday 25th November to Friday 29th November and from Monday 2nd December to Wednesday 4th December. The University is making preparations to ensure that day-to-day learning and teaching activities and other events, including graduation celebrations continue without detriment to students. It was confirmed to Court that any deductions made from pay will be used to support

students. The academic staff elected governor urged Court to encourage UCEA, the employer's association, to enter into discussions to resolve the dispute with UCU.

6. Student President's Report

6.1 Court considered a report from the Student President highlighting the recent activities and initiatives undertaken by the Students' Association. The Student President highlighted the following in particular:

6.1.1 The Student President confirmed to Court that the Students' Association would be supporting the UCU strike action and would be issuing a statement of support on its website.

6.1.2 The Student President confirmed to Court that all Court members were welcome to attend Student Voice meetings, the main democratic body of the Students' Association, which held officers to account, and undertook to issue the dates of the upcoming Student Voice meetings to Court members.

6.1.3 The Student President confirmed that Moses Apiliga, Vice President Glasgow School for Business and Society, was leading for the Students' Association on closing the black attainment gap with a focus on understanding the student experience of BAME students.

ACTION: Issuing of Student Voice meeting dates to Governors. (Student President)

7. Chief Operating Officer's Report

7.1 The Chief Operating Officer presented her report and highlighted the following points:

7.1.1 A number of changes have been made to the COO portfolio including the addition of communications and public affair, content and multimedia, strategic projects, GCU Foundation, alumni and conferences and events. The Student President requested the further addition of the Students' Association to the COO portfolio and the COO agreed with this request. The COO assured Court that the portfolio remained manageable and that it was supported by a strong cadre of directors.

ACTION: Students' Association to be added to COO portfolio. (COO)

7.1.2 The settlement of the equal pay claims first raised against the GCC continues to progress well with the University aiming to make payment on the claims as soon as possible following the conclusion of the negotiations with HMRC.

7.1.3 The results of the staff survey will be ready in January and it was confirmed to Court that an early look at the high level results will be shared at the next People Committee meeting.

ACTION: High level results of staff survey to be circulated at the next People Committee meeting. (COO)

8. University Secretary's Report

8.1 Court considered a report from the University Secretary which provided a summary of work relating to areas of governance pertinent to the work of Court. The University Secretary reminded Court that the date of the inaugural Annual Stakeholder Event for the University is Wednesday 19th February 2020 and reiterated the request of the Chair for Court members to provide details of any individuals, organisations or stakeholder groups who should already be on or added to the corporate list of contacts held by the University in order to ensure that the event is inclusive and targeted as well as broadly publicised among the general public.

8.2 Court noted the Court Effectiveness Tracker 2019-20 attached as an appendix to the University Secretary's Report which was developed as a product of the Court's own reflections and discussions on the operation of business. The Chair highlighted the fact that one of the items on the Court

Effectiveness Tracker is the opening up of the Finance and General Purposes Committee to a maximum of three additional Governors at any meeting, attending as observers, and confirmed that the Head of Governance would co-ordinate attendance. A further item on the Court Effectiveness Tracker is the engagement with students beyond the Students' Association officer bearers which the Student President undertaken to arrange. However, having discussed this further, she wished to propose that rather than arranging separate meetings for court members with different student constituencies, governors should be made aware of planned student events and have the opportunity to join those in order to meet with the broader range of students they sought. She believed that this was a less artificial approach and was likely to achieve the Court's objective more successfully. The Chair agreed that this route should be pursued in the first instance to see if this delivered the intended opportunity for engagement with all student categories.

ACTION: Finance and General Purposes Committee dates to be sent out to Governors and a schedule of Observer attendance established. (Head of Governance)

ACTION: Details of planned student events to be made available to Governors. (Student President)

9 2019-20 Student Recruitment

- 9.1 Court considered a report from the DVC Strategy which provided an overview of students who had registered by 7th November 2019. The Court also noted an early view of the trimester B applicant pipeline along with trend data relating to international student recruitment. The DVC Strategy highlighted to Court that the University expects to be comfortably within the SFC parameters for student recruitment in the key cohort subjects. The DVC Strategy further highlighted to Court that GCU London's intake is significantly higher than last year and explained that this is largely due to the intake of students from Greenwich School of Management.
- 9.2 Court discussed the timelines and approach adopted by the University with regard to the application conversion process and DVC Strategy agreed to provide further information to Court on this. It was also agreed that the Student Recruitment report would be amended going forward to include information on the recruitment target figures for the year.

ACTION: Details on application conversion process and timelines to be provided to Court. (DVC Strategy)

ACTION: Student Recruitment Report to include information on recruitment target figures for the year. (DVC Strategy)

10 Draft Annual Financial Statements to 31st July 2019 and Supporting Documentation

- 10.1 Court considered the draft annual financial statements presented by the COO for the University and its subsidiary companies for the year ended 31st July 2019. The report to Court outlined details of the consolidated headline results and noted in particular that after non-cash pension costs and restructuring costs were removed, the underlying operating surplus for 2018-19 was £2.7M. Court noted that the accounts and supporting documentation had already been considered by the Finance and General Purposes Committee and Audit Committee, with each having recommended them to Court for approval, and **approved** the following documentation:
- 10.1.1 The consolidated annual financial statements along with the external audit letter of representation.
- 10.1.2 The Bank Financial Covenant Certificate to be submitted to Lloyds Banking Group which confirmed the University's compliance with its banking covenants.
- 10.1.3 The letters of support from the University to GCNYC which provided assurances sought by the external auditors for GCNYC over the financial support provided to the College.

- 10.1.4 An amendment to the loan facility to GCNYC to fulfil the annual assurance provided to the external auditors for GCNYC over the level of support provided by GCU.
- 10.2 Court discussed the GCNYC Financial Statements Accounts and the financial support being received from GCU and agreed that this would be relevant to the discussion about GCNYC later on the agenda.

11. Annual Procurement Report 2018-19

- 11.1 Court **approved** the Annual Procurement Report for 2018-19 which summarises the activities that have been carried out in delivering the University's organisational Procurement Strategy in the period and which will be submitted to the Scottish Government as part of the University's public sector reporting requirements.

12. GCU Corporate Risk Register

- 12.1 Court considered and **approved** the Corporate Risk Register which captured changes since last presented to Court. Court noted that the Audit Committee had closely examined the risk register and had recommended Court approval.

13. SFC Outcome Agreement

- 13.1 Court examined a report from the DVC Strategy which outlined the requirements for the 2020-21 Outcome Agreement and the approach and timetable for development of the GCU Outcome Agreement 2020-21 submission. Court noted in that the final Outcome Agreement is due to be submitted to SFC by 30th April 2020 and that a draft will be submitted to the April meeting of Court for discussion and approval.
- 13.2 Court noted the University's Self-Evaluation Report, which demonstrated good progress of achievements against the previous year's Outcome Agreement, and was submitted to the Scottish Funding Council by the required deadline of 31st October 2019.
- 13.3 Court discussed the significant volume of compliance documentation that the University was required to produce by the Scottish Funding Council and the Chair agreed to raise this concern with the Committee of Scottish Chairs.

ACTION: Concern around volume of compliance documentation to be brought up as a topic with CSC. (Chair of Court)

14. GCU Strategy Development - Update

- 14.1 Court considered the update on next steps in the development of Strategy 2030, along with the strategy development timeline, and noted that the final version of the strategy remains on schedule to be brought before Court for formal approval in Spring 2020.

15. Final ELIR 4 Reflective Analysis

- 15.1 Court noted the final version of the ELIR 4 Draft Reflective Analysis report which was now at print for imminent submission. It was agreed that the final version of the report would be added to the document library of Convene.

ACTION: Final ELIR 4 Reflective Analysis to be made available on Convene document library. (Head of Governance)

16. Summary of Principal's Objectives

- 16.1 Court considered and **approved** the Principal and Vice-Chancellor's Objectives for 2019-20 and agreed that the last objective on the list should be moved to become the first objective. Court members notes that the Principal's Objectives had been recommended to Court for approval by the Remuneration Committee.

ACTION: List to be updated to move the last objective to become the first objective. (Chair of Court)

17. University Senate

- 17.1 Court noted the report from the meeting of the University Senate held on 18th October 2019. DVC Strategy encouraged Governors to attend Senate as observers and to feedback any observations following attendance.
- 17.2 Court also noted the Senate Annual report which outlined the Senate's work in 2018-19 in relation to fulfilling its terms of reference. The annual report was considered and approved by Senate at its meeting on 18th October 2019.

18. Standing Committee Business

- 18.1 Court noted a report from the Finance and General Purposes Committee which updated Court on the issues discussed and decisions taken by the Committee at its meeting on 14th October 2019. Court noted that the Committee would be meeting next on 2nd December 2019 to consider the Period 3 Forecast.
- 18.2 Court noted a report from the People Committee which updated Court on the issues discussed and decisions taken by the People Committee at its meeting on 26th September 2019. Court **approved** the change to the terms of reference of membership of the People Committee.
- 18.3 Court noted a report from the Court Governance and Nominations Committee which updated Court on the issues discussed and decisions taken by the Committee at its meeting on 21st October 2019. Court **approved** the change to the terms of reference of the Committee to include community engagement for a trial period of twelve months.
- 18.4 Court noted a report from the Audit Committee which updated Court on the issues discussed and decisions taken by the Committee at its meeting on 28th October 2019. The Chair of the Audit Committee also presented the Audit Committee Annual Report which outlined the work of the Audit Committee in fulfilment of its terms of reference and compliance with SFC requirements. Court **approved** this report for submission as part of the annual information requirements of the SFC.
- 18.5 The Court received a full written and oral report from the Committee Chair on the work of the Remuneration Committee for 2018-19. Court approved the report and considered the following, in particular:
- 18.5.1 The agreed application of a 1.8% cost of living uplift to all senior salaries including professorial salaries in respect of FY 2019/20. Court **approved** the 1.8% cost of living uplift for the Principal. Court accepted the decision of the Principal not to accept performance related pay but noted that this should not be viewed as setting a precedent for other senior members of staff and was a matter of individual choice.
- 18.5.2 The Chair of the Committee presented a report of the consultation meetings held with representatives of students and staff, including representatives from recognised trade unions in relation to the remuneration of the Principal and the executive team.
- 18.5.3 Court **approved** the amendment to the Remuneration Philosophy set out in the Report.

19. GCNYC Board of Trustees Report from Meeting on 31st October 2019

- 19.1 Court considered a report from the GCNYC Board of Trustees which provided an update to the Court on the business discussed at the GCNYC Board of Trustees meeting held on 31st October 2019.
- 19.2 Court noted that the appointment of Laura Becking as a Trustee of the GCNYC Board of Trustees meant that the Board was now at full strength.

20. Media Coverage Analysis – October Update

- 20.1 Court noted the Media Coverage Analysis Update Report for October.

21. GCNYC

- 21.1 Following an introduction by the DVC (Strategy) Court received from the Interim Provost a careful analysis of the College's current position, its assets and accreditations (all necessary accreditations for full operational functionality were now in place) and the steps needed to ensure implementation of strategies, plans and resource management that would deliver strong recruitment and sound financial independence. In the course of a wide-ranging discussion of priorities, which included the College's goal to progress from candidacy status to full accreditation with Middle States, Court requested the timeline with milestones for the achievement of that. (It was noted that candidacy status as opposed to full accreditation did not restrict GCNYC's action meanwhile.) Recognising the importance of the student experience, the Court also requested a report on the student experience at GCNYC.
- 21.2 Court thanked the Interim Provost for his thought provoking presentation and agreed that costed options for GCNYC should be prepared for review.

ACTION: Milestones and timelines in relation to achieving full accreditation with Middle States to be shared with Court. (DVC Strategy)

ACTION: Report on student experience at GCNYC to be provided to Court. (DVC Strategy)

ACTION: Analysis of options for GCNYC to be prepared and provided to Court. (Interim Provost and DVC Strategy)

22. Date of Next Meeting

- 22.1 The date of the next meeting of Court is Thursday 20th February 2020 at 9.00AM, with the Court dinner held on the evening of Wednesday, 19th February 2020 at 6.00PM preceded by the Stakeholder Event.