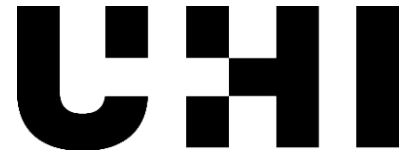


University Court

Thu 15 December 2022, 14:00 - 17:00

By VC (Microsoft Teams)



Attendees

Board members

Alastair MacColl (Chair), Andrea Robertson, Angus Campbell, Calum Ross, David Sandison, Derek Lewis, Duncan Macaulay, Heather Innes, Linda Kirkland, Madeleine Anne Rose Brown, Mei-Li Roberts, Murray Easton, Rosemary McCormack, Sara O'Hagan, Vicki Nairn

Absent: Poonam Malik, Jo de Sylva, Beverly Clubley, Malcolm Burr, Fiona McLean

In attendance

Sheena Stewart, Lorna Walker, Neil Simco, Max Brown, Niall McArthur, Charlotte Wheatland (- in part), Aaron Porter (- in part), Nicholas Oakley

Meeting minutes

1. *Preliminary Items

Note

Alastair MacColl

1.1. *Welcome and apologies

Note

The Chair opened the meeting and noted the apologies from Poonam Malik, Fiona Mclean, and Malcolm Burr.

The Chair extended the Court's gratitude to departing Audit and FGPC Chairs Frank Gribben and Linda Kirkland, as well as Vice Principal Gary Campbell.

1.2. *Declarations of Interest

Note

Derek Lewis declared an interest in item 6.3 Rural and Island Colleges Merger and agreed to leave the meeting for this item.

1.3. *Notification of other business

Note

None.

1.4. *Review of any delegated decisions

Note

No delegated decisions to review.

1.5. *Starring

Discuss

No changes to the starring were made.

2. *Report on Review of the Effectiveness of Court


[Aaron Porter joined the meeting]

The Chair asked Aaron Porter, of AdvanceHE, to provide a summary of the external governance review report. Aaron Porter reported that overall there were effective governance arrangements at UHI, although there were areas for improvement. Eleven recommendations were made as well as two suggestions for the university to adopt, with the main focus of the recommendations around strategy and performance management. Interviews with members as well as the survey responses indicated a mixed experience of induction and governor development; as well as gaps in the oversight of equality, diversity and inclusion.

Court noted the effectiveness review. Court agreed that Sheena Stewart, University Secretary, and her team would work with the Chair and Nominations Committee to review and implement all of the recommendations, with observations from the review also being passed to the relevant UHI 2024 workstream leaders.

Action: Implement recommendations of External Effectiveness Review

[Aaron Porter left the meeting]

 UC22-23-088a AdvanceHE report cover.pdf

 UC22-23-088b UHI Final Report.pdf

3. Minutes of Court meetings

3.1. *Approval of the minutes of 16 November 2022

Court reviewed the minutes of the Court meeting held on 16 November 2022. Court **agreed** that a change be made to item 5.1, that the need for radical proposals would be passed to workstream leaders by the Director of Transformation as a matter arising. Court **approved** the minutes subject to this correction.

 UC22-23-087 Minutes_University Court_161122.pdf

3.2. *Matters Arising

Court **noted** that the matters arising from previous meetings were either complete or in progress.

 UC22-23-087b Matters Arising.pdf

4. *Interim Principal and Vice-Chancellor Update

Vicki Nairn, Interim Principal and Vice Chancellor, gave members an update, in particular:

- The **education review** continued and the key principles for the substructure and accountabilities had now been defined, with a further report returning to Court on details.
- **Shetland UHI**. Although post-merger funding had been agreed with the Scottish Funding Council (SFC), the funding had been slow to arrive. Cash advances continued to be made, including an additional £400k to Shetland UHI from UHI in recent days. Vicki Nairn reported that work continued with the Shetland UHI Board and executive to reach financial sustainability.
- In the discussion on Shetland UHI, members queried how the university and Shetland had reached the position that necessitated significant and ongoing cash advances. Members heard that as well as delays to the funding, the business case did not include historical pay awards amongst other gaps in due diligence. Shetland UHI were now looking to dispose of estates to improve position, make reductions in staffing headcount, as well as seeking approval for a voluntary severance scheme and shift to a focus on more income and growth.
- Court **noted** the update and requested that the executive and Shetland UHI to continue to work together and agree a solution in conjunction with the SFC.
- Members also **noted** the matter raised wider issues around dominant control and the role of the university as the regional strategic body and its legal duties and responsibilities towards both an individual academic partner experiencing financial distress, as well as toward the wider partnership. Court members reported that they were not comfortable with the university being a “bank of last resort” without clarity around legal liabilities and accountabilities, and asked the executive to seek legal advice and agree a protocol with SFC outlining where responsibilities lay. This should include guarantees for funding/ cash advances in a scenario when a college might no longer be financial sustainable, and arrangements for support during transition periods.

Action: Vicki Nairn and Shetland UHI to continue work with SFC on Shetland UHI post-merger funding, and to keep Court updated on any material changes between meetings as necessary.

Action: UHI to clarify its RSB role and legal and financial liabilities in the event that an academic partner becomes financially unsustainable.

5. *HISA Report

Note

Heather Innes

Heather Innes, HISA President, reported that an interim CEO was expected to take up post in February 2023, with the trustee board commencing recruitment for a permanent CEO in January 2023.

Court **noted** the HISA report.

 UC22-23-090 HISA December Court Update.pdf

6. *Strategic items for discussion

6.1. *Rural and Island Colleges Merger: Update

Note

Sheena Stewart

[Item moved from 6.3. Derek Lewis left the meeting for this item only]

Max Brown, Director of Transformation, gave an update on the Rural and Islands College Merger. He reported that UHI, as the RSB, appointed the Chair of the merged college Board. After due process, the selection committee recommended the appointment of Derek Lewis as chair designate, which Court duly **approved**.

6.2. *UHI2024 Framework

Discuss

Vicki Nairn/Max Brown

Max Brown, Director of Transformation, provided members with an update on the UHI 2024 workstreams. He reported that work continued on developing targets and timelines, as well as mapping the interdependencies. He reported that the workstream executive leads were working well in a collaborative and open approach. Additional project management resources had been applied to support the workstreams, but he anticipated that further resources would be needed from across the organisation. These requirements would be built into the operational work plans. He closed by reporting that a consolidated plan would be presented to the February 2023 Court meeting.

Andrea Robertson, Programme Board Chair, reported that a meeting was being held in January 2023 to clarify timelines, deliverables, and resources. She noted that the strategy workstream was a particularly important one for the entire UHI2024 framework and that work would continue to ensure good progress emerged from this specific workstream. She closed by noting that the Programme Board was providing oversight but that responsibility for decision-making remained with Court.

Court noted the update, and **agreed** that effective project management, strong communications, and clear strategic direction was vital, and that existing groups and committees should be appropriately consulted and informed about developments.

Action: UHI2024 update at February 2023 Court meeting

Action: All internal stakeholders be appropriately engaged and informed of UHI 2024 workstream developments

 UC22-23-091 UHI2024 - Update - Court - December 22 Updated.pdf

6.3. *Student recruitment

Discuss

Charlotte Wheatland

Charlotte Wheatland, Director of Student Recruitment and Admissions, provided an update on student recruitment. She reported that work was underway to link with an integrated marketing service and to develop structure around which the Academic Partners could build around. Engagement continued with partners at the executive and practitioner level in order to optimise underperforming processes. Targets had been developed in collaboration with the curriculum review group to ensure a more demand-led focus. She closed by reporting she was seeking a culture change to enhance collaboration and cooperation and to end counterproductive internal competition.

Court **endorsed** the student recruitment approach.

 UC22-23-092 2024-25 Student Recruitment Strategy paper Court.pdf


7. Items for noting/approval


7.1. Regional Outcome Agreement


Approve


Margaret Antonson

Court approved the Regional Outcome Agreement.

 UC22-23-093a draft of the 2022-23 regional outcome agreement cover.pdf

 UC22-23-093b Draft 2022-23 Highlands and Islands regional outcome agreement.pdf



 UC22-23-093c Draft 2022-23 ROA Further Education Core national measures.pdf

 UC22-23-093d Draft 2022-23 ROA Higher Education Core National Measures.pdf

7.2. *2021/22 UHI Statutory Accounts, including supporting paper

Approve
Niall McArthur









Court approved the 2021/22 UHI Statutory Accounts.

-  UC22-23-094a UHI Statutory accounts and summary of accounts - 2021-2022 cover.pdf
-  UC22-23-094b UHI Accounts 2021-22 Final Draft v3.1.pdf

7.3. *2021/22 Letter of Comfort and Letter of Representation

Approve
Niall McArthur



Court approved the 2021/22 Letter of Comfort and Letter of Representation.

-  Letter of comfort for UHI.pdf
-  UC22-000 - UHI letter of comfort & representation 2021-22.pdf
-  Letter of comfort UHIRE.pdf
-  MPI Dornoch Limited LOR.pdf
-  MPI Elgin Limited LOR.pdf
-  UHI LOR-1-1.pdf
-  Letter of comfort MPI Co s.pdf
-  UHIRE Letter of representation.pdf

7.4. *External Audit Final Management Report - 2021/22

Note
Niall McArthur


Court approved the External Audit Final Management Report - 2021/22.

-  UC22-23-096a UHI Updated FMR-1.pdf
-  UC22-23-096 Final ext audit report - 2021-2022 cover.pdf

7.5. *Going Concern Review

Note
Niall McArthur

Court approved the Going Concern Review.

-  UC22-23-097 - going concern 2021-22.pdf

7.6. Annual Audit Committee assurance

Note
Chair Of Audit Committee

Court noted the Annual Audit Committee assurance.

-  UC22-23-098 Audit Committee Annual Report 2021-22.pdf

7.7. Internal audit programme

Approve
Jason Thurlbeck

Court approved the internal audit programme

-  UC22-23-099 Internal Audit Plan 2022-23.pdf

7.8. AP financial monitoring reports

Note
Niall McArthur

Court noted the AP financial monitoring reports.

-  UC22-23-100 - AP FFRs - 2021-22 2026-27.pdf

7.9. 2022-23 UHI Q1 Management Accounts and Reforecast


Note
Niall McArthur

Court noted the 2022-23 UHI Q1 Management Accounts and Reforecast.

-  UC22-23-101 - UHI 22-23 Q1 YTD Management Accounts & Reforecast.pdf

7.10. Statutory accounts

Court noted the Statutory accounts, including UHI Research and Enterprise, MPI Dornoch, and MPI Elgin.

-  UC22-23-102 - final UHIRE & Dornoch-Elgin MPI Fin statements - 2021-2022.pdf


7.10.1. UHI Research & Enterprise Ltd

Note
Niall McArthur

-  UC22-23-102a UHI Research and Enterprise Limited 2021-22 third draft.pdf

7.10.2. MPI Dornoch

Note
Niall McArthur

 UC22-23-102b MPI (Dornoch) Limited - Final updated_ (004).pdf

7.10.3. MPI Elgin

 UC22-23-102c MPI (Elgin) Limited - final updated.pdf

Note
Niall McArthur

7.11. Research Integrity Report

Court approved the Research Integrity Report.

 UC22-23-103b UHI Integrity Statement 2022.pdf

 UC22-23-103 Annual Research Integrity Statement Cover.pdf

Approve
Neil Simco

7.12. *VSS update

Lorna Walker, Vice Principal People, Culture and Strategy, gave a verbal update on the Executive Office voluntary severance scheme, that closes to applicants on the 18 December. She reported that SET panels would be convened the week commencing 16 January to make recommendations to Remuneration Committee towards end of January.

Court noted the verbal update on the VSS.

Note
Lorna Walker

8. Minutes from Committees of Court

8.1. Audit Committee

Court noted the Audit Committee minutes.

 UC22-23-104 Minutes_Audit Committee_301122.pdf

Note
Roger Sendall

8.2. Finance and General Purposes Committee

Court noted the Finance and General Purposes Committee minutes.

 UC22-23-105 Minutes_Finance and General Purposes Committee (FGPC)_301122.pdf

Note
Nicholas Oakley

9. *Any other Business

There was no other business and the Chair thanked the members for their contributions in 2022, and closed the meeting at 16:20.

10. Date of Next Court meetings:

8 February 2023 (in person at Ness Walk, Inverness)

22 March 2023 (virtual by MS Teams)

21 June 2023