



Queen Margaret University
EDINBURGH

COURT (14)
MINS 02

UNIVERSITY COURT

Minutes of meeting held on 2 April 2014

PRESENT

Keir Bloomer (Chair)
Fergus Boden
Jim Bradshaw
Robin Burley MBE
Ian Calder
Craig Cathcart
Johnny Elmer
Dr Anna Gregor CBE
Dr Lindesay Irvine
Mark Laing

Brian Leggat
Jackie Macdonald
Miller McLean
Margaret McPhail
Robert Rae
Judith Sischy OBE
Professor Petra Wend
Olga Wojtas

IN ATTENDANCE

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| Irene Hynd | University Secretary (Secretary) |
| Dr Richard Butt | Dean of School of Arts, Social Sciences and Management |
| Dr Fiona Coutts | Dean of School of Health Sciences |
| Gordon Craig | Head of Planning |
| Malcolm Cutt | Director of Operations and Finance |
| Steve Scott | Director of Campus and Commercial Services |
| Riley Power | Governance Officer (Minute Secretary) |

1 WELCOME AND APOLOGIES

The Chair welcomed members and those in attendance to the meeting and noted that the Court had received apologies from Dr Anthony Falconer, Roger Knox, Professor Bob Cormack and Professor Alan Gilloran.

2 CONFLICTS OF INTEREST

There were no conflicts of interest declared.

3 DETERMINATION OF OTHER COMPETENT BUSINESS

There was no other competent business.

4 CHAIR'S REPORT

The Chair reported that he had attended a meeting of UCEA concerning pay negotiations as a representative of the Scottish Chairs. The Chair suggested that there had been significant goodwill demonstrated at the negotiating meeting and that the focus had been on the 2014/2015 pay negotiations and not on the dispute over the 2013/14 pay award.

The Chair reported that he had chaired the UCEA annual HE pension schemes update where the USS pension scheme had been a key topic of discussion. This issue had also been raised at a meeting of the Scottish university chairs that he had attended. The Chair also noted that he would attend an upcoming meeting of the Committee of University Chairs to discuss, among other things, pensions and the CUC governance code.

5 PRINCIPAL'S REPORT

Members RECEIVED a detailed report from the Principal (COURT (14) 05) highlighting recent news and developments that involved or impacted upon the University.

In relation to the update provided in the report about the outcome of the Students' Union elections, the Chair extended the Court's congratulations to Fergus Boden and Johnny Elmer on their re-election as Student President and Vice-President respectively.

6 MINUTES

The minutes of the meeting of Court held on 5 February 2014 (COURT (14) MINS 01) were APPROVED as a correct record.

Members also RECEIVED the notes of the Court Away Days held on 5 and 6 February 2014 (Court (14) 06).

7 MATTERS ARISING

There were no matters arising from the minutes.

8 SENATE

8.1 Members RECEIVED the minutes of the Senate meeting held on 12 February 2014 (SENATE (14) MINS 01).

8.2 In relation to the discussion in the minutes concerning a statement on academic freedom, members queried the basis for developing such a statement. The University Secretary directed members to the provisions of the Further and Higher Education (Scotland) Act 2005 and the Scottish Code of Good Higher Education Governance, both of which required the University to have regard to the desirability of ensuring academic freedom of relevant persons within the University. The Chair also noted that most Universities had developed a statement on academic freedom.

9 AUDIT COMMITTEE

9.1 Members RECEIVED the minutes of the Audit Committee meeting held on 29 January 2014 (AUDIT (14) MINS 01) and NOTED in particular that there had been significant improvement in formal procurement processes and that the 2012/13 TRAC return had been signed-off by the Principal.

- 9.2 Members APPROVED the recommendation of the Committee that KPMG be appointed as internal audit providers for a term of a further five years. The recommendation followed a tender process for the contract.
- 9.3 Members approved the recommendation of the Committee that the appointment of Grant Thornton as external auditor be extended for a further year and that the tender exercise for provision of external audit services be deferred until 2015.

10 FINANCE AND ESTATES COMMITTEE

10.1 Minute redacted

Minute 10.1 is exempt from disclosure under Section 33 (1) (b) of the Freedom of Information (Scotland) Act 2002.

10.2 Minute redacted

Minute 10.2 is exempt from disclosure under Section 33 (1) (b) of the Freedom of Information (Scotland) Act 2002.

- 10.3 Members NOTED the projected costs of a potential application for planning 'in principle' to East Lothian Council, and were advised of the rationale behind the proposal, the basis for the amount estimated and what the University could reasonably be expected to secure through lodging the application. The amount projected could be accommodated within the budget contingency. A final decision on how to proceed would be taken by the Executive Board.
- 10.4 Members also NOTED a paper on the subject of pension liabilities. It was reported that although net pension liabilities formed a significant component of the University's financial position, it was important to consider their long-term nature and propensity to fluctuate in line with the short-term performance of financial markets. It was reported further that the performance of pension assets did not form part of the underlying financial performance of the University and that there was a low likelihood of any immediate cash requirement. Members were advised that the implications of potential changes in the rate of employer pension contributions were monitored carefully as part of the budget process. Members briefly discussed the paper having regard to how pension schemes were managed across the University academic staff, support staff and students' union. The Chair noted that the issue of pensions had been the subject of discussion across different levels in the HE sector and that further updates on these discussions would be provided once available.

11 HEALTH AND SAFETY COMMITTEE

- 11.1 Members RECEIVED the minutes of the Health and Safety Committee meeting held on 20 March 2014 (HSC (14) MINS 01) and NOTED in particular the update provided on the smoking policy within the University. Following a discussion of the University position on smoking, members AGREED that the University, recognising the need to protect the health of students, staff and visitors to the University, aspired over time to become a non-smoking campus. Members AGREED that options to achieve this aspiration would be developed by the Health and Safety Committee. Members recognised too however the particular challenges presented in enforcing a blanket non-smoking policy on campus.

- 11.2 Members APPROVED the proposed changes to the remit and membership of the Health and Safety Committee.

12 EQUALITY AND DIVERSITY COMMITTEE

Members RECEIVED the minutes of the Equality and Diversity Committee meeting held on 11 February 2014 (EDC (14) MINS 01) and NOTED in particular that the Equality Challenge Unit would be undertaking a project on equality in governance. The University Secretary reported that she had offered to be a part of the consultative group to be formed as part of the project.

13 SENIOR MANAGEMENT REMUNERATION COMMITTEE

Members RECEIVED the minutes of the Senior Management Remuneration Committee meeting held on 3 February 2014 (SMRC (14) MINS 01) and NOTED in particular that the Committee intended to work with external consultants to develop a more structured approach to senior management remuneration arrangements for implementation by the SMRC.

14 SFC FUNDING LETTER 2014/15

As the final funding letter from the SFC had not yet been issued, item 14 was held over for discussion at a later meeting.

15 MINUTE REDACTED

The record of discussion under Minute 15 is exempt from disclosure under Section 33 (1) (b) of the Freedom of Information (Scotland) Act 2002.

16 MID-YEAR REVIEW

- 16.1 Members CONSIDERED a paper which reported on the financial performance against budget for the first six months of 2013/14. The overall projected full-year surplus as at 31 January was £107k which was broadly consistent with the first quarter projected surplus.

- 16.2 [Minute Redacted - Part of minute 16.2 is exempt from disclosure under section 33 (1) (b) of the Freedom of Information (Scotland) Act 2002]. In relation to grants and KE income, the Director of Operations and Finance stated that such income was difficult to predict year on year and that particularly successful years set a high benchmark against which future years are assessed. In this regard, the Principal suggested that the University had a very high level of grant income and KE income as a percentage of turnover in a previous year but was now moving back towards the sector average.

- 16.3 Members CONSIDERED the new proposed format for reporting progress on University KPIs to the Court. Members AGREED that the new report met the Court's reporting needs and that future reports on University KPIs would be presented in the proposed format.

- 16.4 Members then NOTED a paper which provided a report on the University's KPIs for the second quarter of 2013/14.

17 STUDENTS' UNION

Members NOTED the 'Report of the Trustees and Audited Financial Statements' for the year ended 31 July 2013 for the QMU Students' Union. Members sought clarification from the Student President and Student Vice-President on the arrangements for reviewing the block grant provided to the Students' Union and the processes by which funds had been distributed to clubs and societies.

18 SCOTTISH CODE OF GOOD HIGHER EDUCATION GOVERNANCE

- 18.1 Members considered a paper which provided an update on progress with actions agreed by Court concerning the University's compliance with the Scottish Code of Good Higher Education Governance. The paper also advised members of additional areas for development arising from further and final review of the Code and aspects of the University's governance, including the Court Standing Orders.
- 18.2 Members NOTED the progress that had been made in implementing the recommendations approved by the Court at its June, October and December 2013 meetings and addressed the matters set out below.
- 18.3 Members APPROVED the recommendation that staff members of Court would serve on the Nominations Committee on a rotating basis as follows:
- 2014/15 – Sheila Williams
2015/16 – Craig Cathcart
2016/17 – Lindesay Irvine
- 18.4 Members APPROVED the recommendation that provision be made for an alternate to represent a staff member should that member be unable, for good cause, to participate in the Nominations Committee deliberations. It was noted, for the removal of doubt, that the alternate would be drawn from one of the remaining two elected or nominated staff members of Court. Such occasions would be exceptional.
- 18.5 Members NOTED proposed changes to the Terms of Reference and Membership of the Nominations Committee designed to reflect the changes approved by the Court. Members were advised that the proposed changes would be considered formally by the Nominations Committee at its meeting in May before being presented to the Court for final approval. The Nominations Committee would also consider additional lay membership at that meeting.
- 18.6 Members NOTED that the University Senate had discussed at its meeting on 26 March 2014 a proposal from a Senate member that the University adopt a formal position in support of academic freedom. While the Queen Margaret University Statutory Instrument does not make reference to academic freedom, the University (as a 'fundable' body) is subject to the provisions of the Further and Higher Education Act (Scotland) 2005 in that matter. Senate had established a short-term working group to develop a statement on academic freedom, and such statement would come to Court for endorsement.
- 18.7 Members APPROVED the draft Statement of Primary Responsibilities presented to the Court which had set out the functions and the duties of the Court and which consolidated the information already contained in the University's annual accounts and the Statutory Instrument.
- 18.8 Members considered the particular provisions of the Code concerning vacancies in the position of the Chair, or in any of the members appointed by the governing body. Members

were reminded that, with respect to the Chair of Court, the Queen Margaret University, Edinburgh (Scotland) Order of Council 2007 stated that the Court shall appoint a Chair and a Vice Chair of the Court 'from among the lay members appointed under article 4 (2) (a)'. In reviewing Principle 11 previously, Court recognised this as a potential issue as any change to the University's Statutory Instrument would require approval from the Privy Council.

- 18.9 In discussion, members considered whether it might be possible to interpret the Order as clarifying that the Chair may not be appointed from the 'ex officio' or appointed members. Members were advised however that the Court Standing Orders stated that 'candidates for the offices of Chair and Vice-Chair shall be drawn exclusively from the lay members of the Court. Any member of the Court may propose or second a candidate, and each candidate must be proposed by a member and seconded by a different member'. This suggested that appointment to the chair was restricted to the pool of lay members in post at the point of the vacancy arising, and that power to nominate was restricted to Court members. Members were reminded that Court had the power to amend its Standing Orders but a change to the SI would require legislation.
- 18.10 Members AGREED to the recommendation that the University Secretary consult further on the matter, and advise what would be required to make appropriate changes to the Statutory Instrument. The matter would be brought back to the June meeting of the Court.
- 18.11 Members AGREED to the proposal that the University should engage external facilitation to assist in an assessment of the Court's effectiveness and that the University should approach the Leadership Foundation for Higher Education to provide this facilitation with a view to producing an outcome by the end of the calendar year.
- 18.12 Members NOTED that notice had been given pursuant to clause 17 of the Court Standing Orders of an intention to amend the University Standing Orders at clauses 9, 11, 13, 14 and any additional amendment proposals identified before the June meeting of the Court.
- 18.13 Members NOTED the near-final version of the Court Member Handbook and were advised that the Handbook would be updated and reissued to members at the start of each academic session and published on the University website.

19 QM150

Members CONSIDERED a paper from the Head of Planning which outlined the principles that would underpin the extended vision for the University. The Chair invited members to send in writing any comments in relation to the core principles to the Head of Planning.

20 STRATEGIC THEME: SHOWCASE OF HELIX PROJECT TIMELAPSE FILM

Members RECEIVED a presentation from Walid Salhab on his kinetic film of the Kelpies constructed as part of the Helix Project in Falkirk. The Court expressed its appreciation of the quality of the film and the opportunity to have viewed it.

21 DATE OF NEXT MEETING

Court will meet on the following dates

25 June 2014

8 October 2014

3 December 2014

4-5 February 2015 (Court Away Days)

1 April 2015
24 June 2015

All meetings commence at 4.00 pm.