

## UNIVERSITY COURT OF ST ANDREWS

AT ST ANDREWS on the 26<sup>th</sup> day of OCTOBER 2018 AT A MEETING OF THE  
COURT OF THE UNIVERSITY OF ST ANDREWS

**Present:** Mr Srdja Popovic, *Rector (President)*; Dame Anne Pringle, *Senior Governor*; Professor Sally Mapstone, *Principal*; Professor Garry Taylor, *Master of the United College & Deputy Principal*; Mr Adrian Greer, *Chancellor's Assessor*; Ms Paloma Paige, *President, Students' Association*; Ms Alice Foulis, *Director of Education, Students' Association*; Mr Nigel Christie and Mr Kenneth Cochran, *General Council Assessors*; Professor Sharon Ashbrook, Dr Derek Ball and Dr Morven Shearer, *Senate Assessors*; Ms Donna Pierz-Fennell, *Non-Academic Staff Assessor*; Mr Timothy Allan, Ms Pamela Chesters, Mr Ken Dalton, Ms Eve McCurrich, Mr Nigel Morecroft and Professor Sir David Wallace, *Non-Executive Members*.

**In attendance:** Professor Brad MacKay, *Vice-Principal (International Strategy & External Relations)*; Mr Alastair Merrill, *Vice-Principal (Governance)*; Professor Paul Hibbert, *Proctor*; Mr Derek Watson, *Quaestor & Factor*; Mr Andy Goor, *Chief Financial Officer*; Ms Ester Ruskuc, *Director of Strategy and Policy (for item 5 only)*; Ms Margaret Thomas, *Executive Officer to the University Court & Senate*.

**Apologies:** Councillor Jim Leishman, *Provost of Fife Council*; Professor Frances Andrews, *Senate Assessor*; Professor Stuart Monro, *Non- Executive Member*.

### Starring of items

Item 8, Capital Projects Update (on file, Court 18/07, Annex N -Solar) was starred at the request of a Member.

### Declarations of Interest

There were no declarations of interest.

## I. OPENING BUSINESS

### WELCOME

The Rector welcomed to the meeting the new members formally beginning their terms on Court, namely Dr Derek Ball, Ms Alice Foulis, Ms Eve McCurrich and Ms Paloma Paige. Ms Margaret Thomas replaces Dr Gillian MacIntosh as Clerk to Court.

## **1. MEETING MINUTES**

### **i) Minute of the Court Meeting held on 15 June 2018**

The minute (on file, Minute No 4. pp 29-38) was agreed as a correct record.

### **ii) Report of Court Away Day held on 11/12 September 2018**

The report from the Away Day (on file, Court 18/01) was agreed as a correct record.

## **2. COURT MEMBERSHIP, 2018-19**

Members noted the Court membership list for the forthcoming academic year (on file, Court 18/02).

## **3. REPORT FROM THE RECTOR**

The Rector's report was delivered by the Rector's Assessor. The Rector's Assessor highlighted the success of the Rector's Fund with grants awarded to 21 rector's scholars last year covering a wide range of projects including volunteering, think tanks and secondments. Also outlined were the priorities for the coming months during which the focus would be to strengthen collaborations with the Student's Association; to campaign for Out of Hours health service provision, (engaging with MSP Willie Rennie and the local community); and to continue the recent discussions with student services relating to gender based violence.

## **4. REPORT FROM THE PRINCIPAL**

Professor Mapstone introduced her written Court report (on file, Court 18/03), which outlined her recent activities and general University news, drawing out the following:

The Principal received Court's approval for the Head of School appointments detailed in para 3 of the report.

Thanking the Students' Association for its involvement with Raisin Weekend, the Principal informed the Court that, the weekend appeared to have taken place without any significant incidents of concern.

The Principal highlighted the fact that the Scottish Enterprise and Skills Strategic Board had now produced a strategic plan which contained a number of key messages for the HE Sector to consider. The University would continue to engage with this.

The Scottish Government had announced the funding of its portion of the Tay Cities deal. A statement from the UK Government on its share of the funding was anticipated in the Autumn Statement. This was positive news for the development of the Eden Campus.

In response to questions, the Principal confirmed that the Gender Pay Gap Working Group established with the local Trade Unions was analysing the data behind the recently published Gender Pay Gap Report to deepen understanding of the drivers of the pay gap and identify potential additional remedial actions. Consideration would also be given as to how the issue of intersectionality could best be addressed within the University.

The Vice-Principal (Governance) updated Court on the results of the recent ballots for industrial action on the current pay dispute held by UCU and Unison which had fallen short of the 50% turnout required by legislation. The threat of industrial action this semester was accordingly lifted.

## **5. Strategy Update**

The Director of Strategy and Policy joined the meeting for this item.

The Principal presented the final version of the Strategy for Court's approval (on file, Court 18/04 and Annex). Following the Away Day, an updated draft Strategy had been posted on the University website with an invitation to the University community to provide feedback. Over 100 responses had been received relating both to the Strategy and to the associated and forthcoming enabling strategies. The feedback, from a clearly engaged community, had been thoughtful, helpful and constructive and would be used to inform future planning. Discussions and collaborations would continue as key to realising objectives and developing the enabling strategies.

The Principal highlighted the notable changes made to the Strategy set out in para 4.1 of the paper including the addition of a new interdisciplinary area - Behaviour, Evolution and Environment.

Turning to the design of the document, the Principal reported that work was continuing with an external creative design company, with oversight from Corporate Communications, to develop the design for a printed version of the Strategy and its digital companion. In the interim a limited-run hard copy of the document with a preliminary design had been produced for use by the Principal on her forthcoming trips to the USA and China. Copies of this document were circulated to Court, and Members invited to submit comments, either to the Director of Strategy and Policy, or to the Principal directly.

Court approved the Strategy, and noted the next steps outlined in the accompanying paper including the work to be undertaken to develop the enabling strategies.

The Senior Governor, on behalf of Court, commended the Principal and the team involved on the production of the Strategy and on the skilful handling of the design and development process. The Strategy was a taut document with resonant themes which gave much to build on. The Principal requested that specific thanks be recorded to the Director of Strategy and Policy and the Vice-Principal (International Strategy & External Relations) for their work on the project.

## II. PARC BUSINESS

### 6. Minute of the Meeting held on 20 September 2018

Court noted the minute of the meeting (on file, Court 18/05).

### 7. North Haugh Hub

Court received the paper (on file, Court 18/06) which provided an update of progress with the North Haugh Hub.

### 8. Capital Projects Update

Court received the summary report of planned and on-going capital projects being undertaken by the University (on file, Court 18/07). The following items were discussed:

**Solar:** In response to questions raised, the Quaestor & Factor explained the commercial rationale for the current choices made relating to Solar technology, outlined in Annex N to the paper and confirmed that the agricultural sites mentioned in para 4.1, thereof were located at Cameron and Tayport.

**Powell and Whitehorn Halls:** Court noted that the University had taken possession of both Powell and Whitehorn Halls and that appropriate penalties for delay have and will be levied on the contractor. The Principal's office was commended for the handling of the situation in relation to the delay in completion of these hall: good communication with students, careful information provision and realistic expectation management had allowed the delay to be effectively and diplomatically managed. The President of the Student's Association confirmed that students appreciated the way in which the delay had been navigated and were now looking forward to the move into the new accommodation.

**Laidlaw Music Centre:** The Project Sponsor confirmed that the contract for the provision of the motorised rostra floor had gone to tender in order to establish potential cost. If the floor is to be provided its costs will be met by dedicated fundraising activity.

**Contingencies:** in response to a question regarding variation of contingencies, the Quaestor & Factor explained the approach taken to the allocation of contingencies which were always set at a minimum of 10%.

### 9. Pensions Update

The Vice-Principal (Governance) gave a verbal update on the written report (on file, Court 18/08) briefing Court on developments since June relating to the

Universities Superannuation Scheme (USS) and, in particular, the Joint Expert Panel (JEP) Report on the 2017 Valuation of USS.

During discussion members commented on the positive value of the pensions working group which had been an effective vehicle to develop staff information sessions on USS pensions and should continue; and to the tone and emphasis of communications to staff on these matters over the summer and autumn. In response to a question relating to pay withheld from members of staff who had taken industrial action last spring, it was explained that all pay withheld had been directed to student hardship funds.

After a brief discussion Court agreed to endorse wholeheartedly the JEP report as a viable way forward to conclude the 2017 valuation and agreed the proposed line of response to the UUK consultation set out in the para 4.14 of Court 18/08.

#### **10. Annual Report of the Investment & Treasury Assurance Group**

Court received the annual report (on file, Court 18/09) of the Investment & Treasury Assurance Group, which provided an overview of the work of the Investment & Treasury Assurance Group (ITAG) over the last twelve months. The Senior Governor thanked Mr Nigel Morecroft, Convener of ITAG, for his work with the group over the past year.

#### **11. Annual Development Update**

Following a brief introduction by the Principal, Court noted the summary report (on file, Court 18/10) outlining the University's philanthropic performance to 31 July 2018.

#### **12. Institutional Indicators Update**

Court noted the regular report (on file, Court 18/11) of the University's performance measured against a set of key targets in the areas of research, learning and teaching, student experience, financial stability, staff, infrastructure and reputation.

#### **13. Financial Performance -Summary Financial Reporting**

Members received the report (on file, Court 18/12) which outlined the University's consolidated financial performance for the period ending 31 July 2018.

#### **14. Laidlaw Music Centre**

Court noted the paper (on file Court 18/3) which provided an update on progress with the music centre.

#### **15. Academic Fees**

Court received the paper (on file Court 18/14) which outlined the process deployed by the University in setting Academic fees.

**iii. REGULAR BUSINESS****16. AUDIT & RISK COMMITTEE****i) Minute of the Meeting held on 6 September 2018**

Members noted the minute of the Committee's meeting (on file, Court 18/15). Briefing Court on matters considered at this meeting, Ms Pam Chesters the Convener of the Committee requested that Court be aware of the three internal audit reports on Academic Performance Management, Library Services and Planned and Reactive Maintenance. These were discussed briefly and ongoing actions to address the recommendations noted.

**ii) Academic Assurance Group Annual Report**

Court noted the annual report of the Academic Assurance Group's monitoring and review activity over the last Academic year (on file, Court 18/16).

**iii) Statement to SFC on Internal Subject Review**

Court formally approved the annual institutional statement of teaching quality and internal subject review (on file, Court 18/17) required by the Scottish Funding Council (noting that this has been supplied already in draft to the SFC, to meet their own deadlines).

**iv) Risk Management Update including quarterly Update and Draft Risk Maturity Matrix.**

Court noted the regular update given to the Audit & Risk Committee (on file, Court 18/18) of the escalating institutional risks, and the actions being undertaken to mitigate their effects. Court also noted the annual report on Risk Management and the draft maturity matrix that was under development.

**v) Minute of the Meeting held on 11 October 2018**

Members received the minute of the Committee's meeting (on file, Court 18/19). The Convener of the Committee Informed Court that papers relating to the University's Policy on the Criminal Finance Act 2017 and the draft University Tax Strategy 2018 had been tabled at this meeting. The Convener sought and received the approval of Court to the Audit & Risk Committee having oversight of these matters. It was noted that the Committee's Terms of Reference would be amended to reflect this.

The Convener additionally drew the attention of Court to the internal audit report on cyber security noting that the Audit & Risk Committee considers this to be an ongoing area of high risk.

**vi) Audit & Risk Committee Annual Report, 2017-18**

Members received the annual report of the Committee's activities (on file, Court 18/20)

#### **vi) Financial Statements, 2017-18**

The Chief Financial Officer introduced the annual financial accounts (on file, Court 18/21), thanking the Finance team and the University's external auditors for their prompt and thorough work in completing the year-end financial process to a tight timescale. The Convenor of the Audit & Risk Committee, confirmed that the Financial Statements had been thoroughly discussed at the committee and commended the Finance team for their efforts and level of engagement. Court thereafter added its thanks to the Finance team for achieving a tight year-end timetable and a very clean external audit report, before approving and adopting the 2017-18 Financial Statements as presented.

### **17. ACADEMIC COUNCIL**

Members noted the report of the meeting held on 26 September 2018 (on file, Court 18/22).

### **18. COURT OFFICE BUSINESS**

#### **i) Resolution 2018 No.2**

Court approved and passed Resolution 2018 No.2-Degree of Doctor of Professional Practice promulgated by the University Court on 15 June 2018. The Resolution comes into effect on the date passed by Court (26 October 2018).

#### **ii) Result of Election to Deputy Chair of Court**

The Vice-Principal Governance announced that Professor Stuart Monro had been elected as Deputy Chair of Court. The results of the election would be posted on Sharepoint. Court endorsed the appointment of Professor Monro, with effect from 26 October 2018, for a period of 4 years or until such time as he ceases to be a member of Court.

## **VI. ANY OTHER COMPETENT BUSINESS**

### **19. Report of the Extraordinary meeting of the Remuneration committee held on 31 August.**

The Vice-Principal Governance provided an update on the initial findings of the report commissioned from SUMS Consulting who had undertaken a review of the University's Human Resources and Organisational Development provisions. Proposals for future governance arrangements would be discussed at November's meeting of the Remuneration and HR Committee.

### **20. SHAREPOINT**

Court thanked the team who had delivered the Sharepoint training session which had taken place prior to the Court meeting. Sharepoint was now operational and Court agreed that, for the next two meetings, all meeting papers would be circulated by e mail with an electronic copy of the meeting pack attached. Copies of all papers and supporting information would be in addition, uploaded to Sharepoint. It was further agreed to post a list of Court Members' St-Andrews.ac.uk e mail addresses on the Sharepoint site.

## **VII. DATE OF NEXT MEETING**

Friday 18 January 2019 at 10.00am, in the Gateway Boardroom.

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## UNIVERSITY COURT OF ST ANDREWS

AT ST ANDREWS on the 18<sup>th</sup> day of JANUARY 2019 AT A MEETING OF THE  
COURT OF THE UNIVERSITY OF ST ANDREWS

**Present:** Mr Srdja Popovic, *Rector (President)*; Dame Anne Pringle, *Senior Governor*; Professor Sally Mapstone, *Principal*; Professor Stuart Monro, *Deputy Chair of Court*; Professor Garry Taylor, *Master of the United College & Deputy Principal*; Mr Adrian Greer, *Chancellor's Assessor*; Ms Paloma Paige, *President, Students' Association*; Ms Camilla Duke, *Rector's Assessor*; Mr Kenneth Cochran, *General Council Assessor*; Professor Frances Andrews, Professor Sharon Ashbrook, Dr Derek Ball and Dr Morven Shearer, *Senate Assessors*; Ms Donna Pierz-Fennell, *Non-Academic Staff Assessor*; Mr Timothy Allan, Ms Pamela Chesters, Mr Ken Dalton, Ms Eve McCurrich; Mr Nigel Morecroft, and Professor Sir David Wallace, *Non-Executive Members*.

**In attendance:** Professor Lorna Milne, *Master & Deputy Principal Designate*; Professor Brad MacKay, *Vice-Principal (International Strategy & External Relations)*; Mr Alastair Merrill, *Vice-Principal (Governance)*; Professor Paul Hibbert, *Vice-Principal Education, (Proctor)*; Mr Derek Watson, *Quaestor & Factor*; Professor Derek Woollins, *Vice-Principal (Research & Innovation)*; Mr Andy Goor, *Chief Financial Officer*; Ms Margaret Sinclair, *Executive Officer to the University Court & Senate*.

**Apologies:** Mr Nigel Christie, *General Council Assessor*, Ms Alice Foulis, *Director of Education, Students' Association*.

### PRELIMINARIES

#### WELCOME

The Rector welcomed members and attendees and noted apologies.

#### EXPRESSION OF THANKS

Court noted that this was the last meeting of Court to be attended by Professor Garry Taylor as Master of the United College & Deputy Principal: Professor Taylor completes his term of office as Master at the end of January 2019. Court joined with the Rector in expressing warm thanks to Professor Taylor for his service and exceptional contribution to Court and to the University; extending all good wishes to him in his future endeavours and research.

Court noted that Professor Lorna Milne takes up post as Master & Deputy Principal on 1 February 2019 and will attend the March meeting of Court in this capacity.

## I. OPENING BUSINESS

### 1. MEETING MINUTES

#### i) Minute of the Court Meeting held on 26 October 2018

It was noted that the Rector's Assessor was present at the last meeting. Subject to this, the minute of the previous Court meeting (on file) was agreed as a correct record.

### 2. REPORT FROM THE PRINCIPAL

The Principal provided a verbal update to Court on recent events, activities and general University news highlighted in her advance written report (on file, Court 18/25).

**Heads of School Appointments:** Court approved the recommendation that Professor Frank Gunn-Moore serve as Head of the School of Biology from 1 March. As previously announced to Court, Professor Keith Bennett became Head of School for Geography and Sustainable development on 1 January 2019.

**New Year's Honours:** The Principal was delighted to report that, following nominations by the University, two former members of staff, Professor Robert Bartlett, Emeritus Professor, School of History and John Jardine, former Bedellus were recognised in the Queen's New Year's Honours list with a CBE and BEM respectively.

**California Visit:** The Principal updated Court on her recent visit, together with the Vice-Principal (International Strategy & External Relations), to California to meet with alumni and friends as part of on-going Development engagement in the US. The trip had included a winter gathering in Pebble Beach with Renee Powell as guest speaker. The event was both well attended and well received. The Principal highlighted the value of such events in building contacts and relationships, observing that the trip has already generated opportunities for engagement which Development will continue to explore.

**Audit Scotland:** The Principal informed Court that Audit Scotland is undertaking a follow up audit scheduled to take place during the first half of the year. This is a high-level exercise and the University has been selected as one of four to be audited as representative of the HE sector in Scotland as a whole. A preliminary meeting has taken place, attended by the Principal, Quaestor and Chief Financial Officer.

The Principal responded to questions from members on: the release of funding for the Tay Cities Deal, in relation to which the Quaestor confirmed that he was engaged in the complicated and potentially lengthy process (involving dealing

both with the Programme Management Office and the Scottish and UK Governments) to achieve the release of allocated monies; on the University's position in relation to post qualification admissions; and data on RUK offers.

Court noted that Mr Tim Allan has resigned from the Tay Cities Deal Joint Committee.

### **3. REPORT FROM THE RECTOR**

The Rector's Report was presented to Court (on file, Court 18/26). On this occasion the Rector's report took the form of a joint written report, prepared by the Rector's Assessor, in conjunction with the President and the Director of Education of the Students' Association, to update Court on the co-ordinated work undertaken by the Students' Association and the Rector's Committee. The Rector's Assessor, in conjunction with President of the Students' Association, provided a verbal update to Court on the issues set out therein.

**Out of Hours Service:** The value of co-ordinated action between community and students has been highlighted by the success of the Out of Hours (OOH) campaign, where the University has worked with community groups, students, local GPs, NHS, MSPs and MPs to turn public concern into meaningful dialogue and action. Both the President of the Students' Association and its Director of Wellbeing spoke at a meeting of the Integration Joint Board (IJB) in December following which, Fife Health & Social Care Partnership (FHSCP) has agreed to give reconsideration to aspects of its plans regarding St Andrews out-of-hours service. Two members of the OOH campaign group have been invited to sit on the working group convened by FHSCP to consider an addendum to the options appraisal previously approved by the IJB. The FHSCP will report to the April meeting of the IJB.

**Universal Credit Campaign:** Rt Hon Frank Field MP, Chair of the Parliamentary Work and Pensions Committee is collecting evidence on the impact of Universal Credit on students for submission to a Select Committee Hearing. Students are being encouraged to provide testimony if they have been affected by Universal Credit. The Rector and Rector's Assessor have met with Sandra Mitchell, the student who first contacted the Rector's Committee with concerns about the impact of Universal Credit, and given advice on how to run an issue centred campaign.

The Rector commended the report to Court emphasising that change is possible where people work in a united way in numbers: some five thousand people from across the student body and local community had signed the OOH petition. Uniting in a common cause had been positive for town/gown relations and brought tangible results. The Rector's own background and experience allows him to act as a figure-head for student campaigns and to act as a mentor and trainer and he is actively considering other areas where the student body could engage with the community or be encouraged to participate more fully in the community in particular through registering to vote locally.

## **II. PARC BUSINESS**

#### **4. Minute of the Meeting held on 14 December 2018**

Members noted the minute of the meeting (on file, Court 18/27).

#### **5. USS Update**

Court received the written paper (on file, Court 18/28) updating Court on the USS Trustee's position for a revaluation of the USS as at 31 March 2018 and setting out an initial analysis of the USS Trustee consultation document.

At the beginning of January, the USS Trustee issued its consultation document on the technical provisions for the 2018 valuation of the scheme. This 2018 valuation was offered by the USS Trustee in response to the Joint Expert Panel (JEP) report briefed to Court in October (on file, Court 18/08). The new valuation is separate from the ongoing work to finalise the 2017 valuation. UUK have, in turn, sought comments from employers by 25 February to feed into the consultation process on the 2018 valuation.

UUK are expected to produce fact sheets and Q&A material which will be made available to staff along with the detail of the technical process. Plans for staff engagement will be developed through the informal pensions focus group, due to meet on 24 January and will feed into the development of key messages for the University's input into the consultation exercise.

Introducing the paper, the Vice-Principal (Governance) highlighted some points of detail:

- On a like for like basis the Trustee estimates that the deficit reduced by over half, from £7.5bn to £3.6bn between 31 March 2017 and 31 March 2018 (mainly due to the performance of investments).
- The suggested upper (36.6%) and lower (33.7%) bookends in contributions suggested by the Trustee are both higher than the level suggested by the JEP (29.2%).
- The Trustee has also proposed reducing the level of deficit recovery contributions from 6% in the 2017 valuation to 5%. This is higher than the figure that the University and UUK have previously proposed in the context of the 2017 Valuation (2.1%).
- The University and other HEIs have made support for the 2018 process contingent on the outcome of the second JEP report into future approaches to valuations. A wholesale reform of the approach to scheme valuation is necessary to provide a sustainable and affordable long-term solution to the governance of the USS. There is still no date for the publication of the second JEP report.

In response to questions, the Vice-Principal (Governance) clarified that the pensions focus group was an informal group looking at the best means of engaging and communicating with staff across the institution on USS issues, to ensure that scheme members were properly informed of developments and had the opportunity to feed into the development of the University's position.

Members attended in a personal capacity, and feedback about the group's work had been positive.

Court noted the initial analysis of the Trustee's proposals and the key messages for the University's input into the consultation exercise set out in para. 4.5.1 - 4.5.4 of the paper.

## **6. Byre Theatre Update**

Court received the update (on file, Court 18/29) on recent progress in relation to the Byre, including providing detail of its strategic aims together with a summary of the associated benefits, beneficiaries and most recent performance against KPIs.

Court acknowledged the improvement in the financial position of the Byre and the consequential reduction in the contribution required from the University. Whilst noting the clear benefits to the University from the Byre in terms of community, academic and research impact and acknowledging the value of the Byre to the town, Court recognised that the performance of the Byre should be kept under tight review in order to weigh up carefully the cost of continuing to subsidise the Byre at the expense of other projects. PARC will oversee this and report further to Court as necessary.

In assessing the value of the Byre and its overall contribution, members considered it essential that factors, other than monetary value and including public engagement, were evaluated and taken in to account. The importance of capturing the contribution of the Byre to impact case studies in the REF was also highlighted and it was suggested that more information detailing the Byre's contribution to such case studies be obtained. Members noted that, in the current financial climate, there was little prospect of major funding from Creative Scotland but there was scope to apply for small "project focused" amounts from this body.

Court noted that Mr Liam Sinclair has now left the post of Artistic Director. Consideration is underway on how best to replace him.

## **7. Property Update**

Court received the summary of in-train and planned capital projects (on file, Court 18/30), discussing the following items:

**Gatty/Scottish Oceans Institute:** Practical Completion is anticipated in early April. The internal fit-out is underway, and the project remains within budget (including contingency). It is hoped that the building will be available for occupation in late April/early May.

**Laidlaw Music Centre:** Court noted the Update (on file, Court 18/30 Annex C-Update) relating to the provision of a motorised floor for the Laidlaw Music Centre. A further verbal update was provided by Professor Garry Taylor as project sponsor. Tenders for provision of the motorised floor were received by

the main contractor in December. A preferred bidder was selected, following a detailed tender review process, which included consultation with the core project group and the acoustician for the whole project. Following direct conversations with the preferred bidder to explore the detailed design, costs and timescale implications of their proposal, the costing of the floor has been finalised at £1.4 m (including VAT but without any contingency), and the floor could be fitted by the end of December 2019. £8.633m has currently been raised in fundraising for the Music Centre, against an initial target of £7.5m. The core project group are of the view that the costs of the floor can therefore be met within the current budget. Following discussion, Court agreed to the provision of the motorised floor providing that the costs of this will be covered by fundraising.

**Grange Road:** It was confirmed that the project would aim to provide affordable housing both for staff and postgraduates with families who may otherwise struggle to afford rents in St Andrews.

**Solar:** There was a request that the University revisit work to review the suitability of existing University buildings for Solar generation.

**Biomass Plant:** The Quaestor informed Court that the Biomass boiler has been out of service for some months and should be repaired within the next week. The priority had been to get the boiler operational but, once this was achieved, appropriate steps would be taken to deal with any resultant contractual issues.

**Town Centre Buildings and Madras:** The Senior Governor expressed thanks to Mark O'Sullivan, Project Officer, Estates, for the informative tour of the Younger Hall on the evening of 17 January and to Professor Christopher Smith who had attended the pre-Court dinner, as guest speaker and academic sponsor of the Madras Project, providing an insight into the emerging vision on the utilisation of town centre buildings and the Madras site.

Court approved the proposal made by the Senior Governor that no Court non-executives be appointed directly to the Project Board for the Madras Project. Noting that the Project Board could draw on expertise from Court non-executives as required, the Senior Governor emphasised the importance, from a governance perspective, of maintaining a distance between Court and the Project Board.

## **8. Entrepreneurial St Andrews**

Court noted the annual report (on file, Court 18/31) on progress with the implementation of Entrepreneurial St Andrews, commending both its clarity and content and noting, with approval, the intention that similar progress reports be presented to Court on all key themes of the University Strategy.

## **9. Capital Investment Plan**

Court noted the current position as set out in the Summary Financial report to 30 November (on file, Court 18/32) including the latest iteration of the Capital Investment Plan, detailing proposed spend and individual times for each project

therein. The Chief Financial Officer outlined the discussions, both those held to date and those planned, with Schools and Professional Service Units regarding delivering the required cost reduction/income growth, observing that this process of engagement had been positive with discussions well received within individual Schools.

### **10. Institutional Indicators Update**

Members noted the quarterly report (on file, Court 18/33) which contains the regular update of the University's institutional performance measured against defined targets (indicators) related to research, learning and teaching, student experience, financial stability, staff, infrastructure and reputation. Responding to a specific query on numbers for the William & Mary Programme, the Vice-Principal (International Strategy & External Relations) informed Court that, following steps to reposition the programme, applications for this year had doubled.

## **III. DISCUSSION ITEM**

### **11. Brexit Preparations**

Court noted the briefing paper (on file, Court 18/34), presented by the Vice-Principal (International Strategy & External Relations) which provided a high-level overview of planning and mitigation to date in relation to the potential impact of various Brexit Scenarios. Such planning has been spearheaded by the Brexit Preparedness Group established by the University to oversee the University's operational resilience planning in relation to Brexit.

Since the paper was prepared, Westminster had voted against the Withdrawal Agreement and to date there is still no clarity as to the terms on which the UK will leave the EU. The fast moving situation made it difficult to plan and the Brexit Preparedness Group's planning initiatives are currently focused on dealing with two categories: (1) Major strategic issues, where steps are being taken to encourage continuing dialogue, embed partnerships, deepen existing relationships and look for new ways to collaborate; and (2) business continuity and contingency planning at a granular and highly proactive level, including the planning of management actions that can be taken to reduce uncertainty amongst staff and students and to identify potential vulnerabilities in relation to supply chains or operational matters. The aim is to build in as much flexibility as possible to manage and reduce uncertainty and to allow the University to pivot to respond to whatever arrangements are finally agreed. The group meets regularly to review external developments and existing actions to ensure that its focus remains current.

Careful consideration is ongoing as to the content and timing of communications with staff and students over Brexit issues. The Rector requested that the Brexit Preparedness Group meet with the Students' Association and the Rector's Committee to identify the key issues relevant to students arising out of Brexit and prepare a plan for the release of information to the student body. Members also requested that specific thought be given to how best to inform PGR students

given that such students do not get information targeted at staff and tend not to respond to information targeted at undergraduates.

Court agreed to the suggestion that the Director of Communications should be invited to attend future meetings of Court in an advisory capacity.

#### **IV. REGULAR BUSINESS**

##### **12. AUDIT & RISK COMMITTEE**

###### **i) Minute of the Meeting held on 27 November 2018**

Members noted the report of the meeting (on file, Court 18/35). Ms Pamela Chesters, Convener of the Audit & Risk Committee (ARC), highlighted that topics discussed at the last meeting of the ARC included the annual report of the Ethics & Research Integrity Assurance Group (see below) and Internal Audit reports generally. In relation to Internal Audit reports the ARC had requested that consideration be given, by the Internal Auditors, to providing evidence as to the embedding of a policy after the internal review in order to allow a further review to be undertaken, if required. The ARC expressed the view that the provision of this information would allow compliance (having identified realistic compliance targets) to be assessed, non-compliance identified and allow action to be taken in the event of any recurring process failure.

The Convener informed Court that the ARC was continuing to keep the issue of IT Infrastructure under review and remained concerned as to levels of compliance and the provision of a back-up data facility.

###### **ii) Ethics & Research Integrity Assurance Group Annual Report**

Court noted the annual summary (on file, Court 18/36) of the Assurance Group's activities, including its oversight of the University Teaching & Research Ethics Committee and the Animal Welfare & Ethics Committee.

##### **13. GOVERNANCE & NOMINATIONS COMMITTEE**

###### **i) Minute of the Meeting held on 22 November 2018**

Members noted the report of the meeting (on file, Court 18/37). Professor Stuart Monro, Convener of the Governance & Nominations Committee (G&N) commented that the current main focus of discussion for G&N continued to be the ongoing work to achieve compliance with the Scottish HE Governance Code and the Higher Education Governance (Scotland) Act 2016, including the requirement for a senior lay member to be elected to Court.

Answering queries from members, the Convener clarified the process for the appointment of external members to Court committees. Whilst indicating that the current process was robust, involving as it does an application process and skills matrix, the Convener agreed that G&N would keep the process under review, with a particular focus on ensuring that the requirements of diversity were

being met. A member raised a specific issue about the overlap between the timetable of elections for General Council Assessors and the process for appointing Non-Executive members. This effectively required individuals to choose between one route of appointment or another, which could cause confusion and was not ideal from a diversity perspective. Mr Ken Cochran, General Council Assessor, indicated, by way of information, that this issue had been considered by the Business Committee of the General Council who did not believe it to be of concern, as individuals were made aware of the options available and could choose accordingly. The Convener of G&N agreed that the committee would review the options in advance of the General Council elections due to take place in spring 2020.

Court formally approved the recommendation of G&N that Ms Lynn Brown be re-appointed as Court Nominee on the Audit & Risk Committee for a period of four years from 1 February 2019 until 31 January 2023.

## **ii) HE Sector Stakeholder Engagement**

Court considered the paper (on file, Court 18/38) setting out proposals for the first Annual University Stakeholder Event required under the Scottish Code of Good HE Governance. This will take place early evening on Saturday 6 April and will take the form of a facilitated conversation with the Principal, Senior Governor and President of the Students' Association.

Court approved the proposal in broad terms, noting that, as this was the first event of its type to be held by the University, it should be viewed both as a means of achieving compliance with the requirements of the Code and as a learning experience, used to inform decisions on the format and timing of this event in the future.

## **iii) HE Governance Act Implementation-Revisions to Ordinances**

Court noted the current position as set out in the paper (on file Court 18/39) relating to the Draft Ordinances (132 and 133) required to restructure Court (132) and Senate (133) in accordance with the requirements of the Higher Education Governance (Scotland) Act 2016

Court approved draft Ordinance 132 (Composition of Court) contained at Annex A of the paper and directed that it be promulgated as a draft for consultation. Promulgation of the draft Ordinance will commence the eight-week statutory consultation period required by the Universities (Scotland) Act 1966.

It is intended that draft Ordinance 133 (Composition of Senatus Academicus) will be presented to Court, for approval for promulgation as a draft for consultation, at the next Court meeting and that both draft Ordinances be submitted to Court for final approval in June.

## **14. REMUNERATION**

### **Remuneration Committee- Annual Report to Court**

Court agreed in June 2018 to the establishment of a dedicated committee to focus solely on remuneration issues. Court noted the first Annual Report of this Remuneration Committee (on file, Court 18/40). The report provides contextual information on remuneration matters including: the approach taken to remuneration; the senior salary review process; pay data; recognition and retention (including severance payments); and committee structure.

#### **15. ACADEMIC COUNCIL**

Members noted the report of the meeting held on 5 December 2018 (on file, Court 18/41).

#### **V. ANY OTHER COMPETENT BUSINESS**

None intimated.

#### **VI. DATE OF NEXT MEETING**

Friday 5 April 2019 at 10.00am in Upper College Hall

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**Mr Srdja Popovic, Rector (President)**

*Draft subject to approval at Court meeting of 14 June*

## **UNIVERSITY COURT OF ST ANDREWS**

AT ST ANDREWS on the 5<sup>th</sup> day of April 2019 AT A MEETING OF THE COURT OF THE UNIVERSITY OF ST ANDREWS

**Present:** Mr Srdja Popovic, *Rector (President)*; Dame Anne Pringle, *Senior Governor*; Professor Sally Mapstone, *Principal*; Professor Stuart Monro, *Deputy Chair of Court*; Professor Lorna Milne, *Master of the United College & Deputy Principal*; Mr Adrian Greer, *Chancellor's Assessor*; Ms Paloma Paige, *President, Students' Association*; Ms Alice Foulis, *Director of Education, Students' Association*; Ms Camilla Duke, *Rector's Assessor*; Mr Kenneth Cochran, Mr Nigel Christie, *General Council Assessor*; Professor Frances Andrews, Professor Sharon Ashbrook, Dr Derek Ball and Dr Morven Shearer, *Senate Assessors*; Ms Donna Pierz-Fennell, *Non-Academic Staff Assessor*; Mr Timothy Allan, Ms Pamela Chesters, Mr Ken Dalton, Ms Eve McCurrich; Mr Nigel Morecroft, and Professor Sir David Wallace, *Non-Executive Members*.

**In regular attendance:** Professor Brad MacKay, *Vice-Principal (International Strategy & External Relations)*; Mr Alastair Merrill, *Vice-Principal (Governance)*; Professor Derek Woollins, *Vice-Principal (Research & Innovation)*; Mr Derek Watson, *Quaestor & Factor*; Mr Andy Goor, *Chief Financial Officer*; Ms Margaret Sinclair, *Executive Officer to the University Court & Senate*.

**In attendance (advisory capacity):** Mr Niall Scott, *Director of Corporate Communications*

**Apologies:** Professor Paul Hibbert, *Vice-Principal Education (Proctor)*

## **PRELIMINARIES**

### **WELCOME**

The Rector welcomed Professor Lorna Milne who was attending her first meeting of Court in her capacity as Master and Deputy Principal.

### **EXPRESSION OF THANKS**

Court noted that this was the last meeting of Court to be attended by Ms Pam Chesters as a Non-executive member of Court. Court joined with the Rector and Senior Governor, in expressing warm thanks to Ms Chesters for her time on Court and, in particular, for the clarity and challenge she had brought to deliberations and discussions, both at Court and as Convenor of the Audit & Risk Committee. Ms Chesters takes up appointment as Chair of the Governing Body of Bath University, and all good wishes were extended to her in this new and challenging role.

## **STARRING OF ITEMS**

Members noted those items currently starred on the Agenda. No requests were made to star any additional items.

## **DECLARATION OF INTEREST**

Mr Ken Cochran declared an interest in relation to the St Andrews West project.

## **I. OPENING BUSINESS**

### **1. MEETING MINUTES**

#### **i) Minute of the Court Meeting held on 18 January 2019**

The minute of the Court meeting held on 18 January 2019 (on file) was agreed as a correct record.

### **2. REPORT FROM THE RECTOR**

The Rector's Report was presented to Court (on file, Court 18/42). The Rector's report took the form of a written report, prepared jointly by the Rector's Assessor, and the President, Director of Education and Director of Wellbeing of the Students' Association, which updated Court on the co-ordinated work undertaken by the Students' Association and the Rector's Committee over the course of the past semester. The report detailed developments in relation to the issues of Universal Credit, Addressing Sexual and Gender-Based Violence in St Andrews and the GP out of hours service at St Andrews Community hospital. The Rector's Assessor undertook to provide the Court Office with the links to the resources cited in the Appendix to the report. These would be circulated to Members for information.

The Principal thanked the student representatives for the report, emphasising the willingness of the University to work with the student body in relation to Sexual and Gender-Based Violence issues and to take forward plans to develop appropriate GotConsent workshops.

The Principal also commended the student body for its leadership and partnership in relation to the Out of Hours campaign and the participation of representatives (Dr Chris Lusk (Director of Student Wellbeing Projects, University of St Andrews) and Nick Farrer (Director of Wellbeing, University of St Andrews Students' Association)) in the North East Fife community working group tasked with developing the option to be presented to the Integrated Joint Board (IJB) of the Fife health and Social Care Partnership. The final option, to be put to the IJB on 26 April was supported by NE Fife Community, the University and the Students' Association.

Student representatives, the student body and the University remain fully engaged with the campaign and focused on maintaining momentum. There is cautious optimism that there will be a positive outcome, which will result in some form of Out of Hours service being retained. The challenge to the original proposal to close the St Andrews Treatment Centre from 6pm-8am every day and all weekend has led to an improved proposal which would see the Centre closed from 11pm-6am weekdays and open on Saturday from 8 am to midnight and on Sunday 10am- 10pm. The University will continue to lobby for its implementation. If achieved, this would represent a significant shift from the zero-provision option originally proposed.

### **3. REPORT FROM THE PRINCIPAL**

The Principal provided a verbal update to Court on recent events, activities and general University news highlighted in her advance written report (on file, Court 18/43).

**Appointments:** Court noted that Professor Lorna Milne became Master of the United College and Deputy Principal on 1 February 2019; Professor Ruth Woodfield was appointed to the post of Assistant Vice-Principal Diversity and took up responsibilities on 25 March 2019; and that Professor Derek Woollins will be stepping down from his role of Vice-Principal (Research & Innovation) during the summer, after a successor to him in this role has been appointed. As previously confirmed to Court, Professor Frank-Gunn Moore became Head of the School of Biology on 1 March 2019.

The Principal responded to questions from members on: the number of overseas applications; access to funding for courses where there is not an articulation pathway, in relation to which the Principal suggested that funding may be sourced from the Carnegie Trust; the presentation of ranking information, in relation to which the Principal agreed that the League Table Working Group would make a future presentation to Court; and staff perceptions of the University Strategy (following comments made at the pre-Court meeting with Lay Assessors). The Chancellor's Assessor, who had attended the meeting, indicated that there appeared to be a perception amongst staff that the University Strategy was balanced more towards achieving teaching excellence rather than research excellence. The Principal reassured Court that was manifestly not the case. The Strategy identified six inter-disciplinary themes which were researched and work was progressing to incentivise activity in these areas. More information would become available in this academic year and this would assist in addressing this misconception. The Principal thanked the Chancellor's Assessor for raising the question and voicing these concerns: his doing so underlined the value of feedback from the pre-Court meetings.

## **II. PARC BUSINESS**

### **4. Minute of the Meeting held on 15 March 2019**

Members noted the minute of the meeting (on file, Court 18/44).

## 5. BMS Update

Court received the paper (on file, Court 18/45) which provided a high-level overview of the impact and actions arising from the serious fire in the Biomolecular Science Building (BMS) on the evening of 10 February 2019.

The Quaestor gave a verbal update on the University's response highlighting its 4 distinct recovery work phases: Emergency response; Stabilisation; Restart Research and Long-Term Strategy.

Court was informed that the process of recovery continues: consultation with insurance Underwriters is ongoing and portacabins have been ordered to provide temporary buildings, including laboratory facilities for the School of Biology. It is intended that these be *in situ* by the end of August. Works are also underway to convert existing rooms in the Purdie building, but this process is unlikely to be completed until October. Efforts continued to get colleagues re-established in research as soon as possible.

A formal de-briefing has taken place with the emergency services. This was positive and confirmed the efficacy of the University's response. A number of small but significant observations had been made, which would be taken forward as learning points. These related to practical matters, for example, the provision of colour coded tabards at the scene, and suggestions as to the future location of the control room and key personnel.

A report is awaited from the University Health and Safety officer. Any learning outcomes, identified by this report, will be incorporated into future planning.

An ongoing fortnightly incident meeting had been instituted involving Estates, Insurers, Schools, and the Master. This provides a forum to discuss how best to continue to offer support to staff affected by the incident.

The impact of the fire on the estate is also a factor which will require to be taken into account in the future strategic planning of the facilities for Science provision.

Court recorded its thanks to all those involved in the response to the incident. The University was to be commended for an admirable response, both in terms of dealing with the emergency itself and the aftermath.

## 6. USS Update

Court received the written paper (on file, Court 18/46) updating Court on the USS Trustee's consultation on the 31 March valuation of the USS and plans for the second report of the Joint Expert Panel (JEP) into future approaches to valuations and long-term sustainability of the scheme. The paper detailed the terms of the University's contribution to UUK's response to the USS consultation and to the initial call for evidence from the JEP. This University's response had been developed through the USS Pensions Communications Group (formally the informal Pensions Focus Group) and reflects consultation with scheme members.

## **7. S&LAS Update**

Court received the written paper (on file, Court 18/47) which provides an update on the S&LAS triannual revaluation process as at 31 July 2018 and the arrangements to be put in place to agree a recovery plan for the scheme.

## **8. Brexit**

Court received the update (on file, Court 18/48) which provides a high-level overview of planning and mitigation to date in relation to Brexit scenarios.

## **9. Review of Infrastructure Performance-Estates**

Court received the paper (on file, Court 18/49) which provided an overview of the capacity and condition of estate infrastructure, identifies risks and highlights planned areas for high priority investment activity for infrastructure, identified within the Estates' Budget Submission. University infrastructure is a strategic enabler for University growth plans and requires deliberate long-term planning and investment to ensure that infrastructure capacity and stability facilitate business objectives.

The Convenor of PARC highlighted the energy consumption figures which reflected concerted efforts to promote a greener agenda, to reduce waste and reduce energy consumption.

## **10. Projects for Information**

Court received, without discussion, the summary of in-train and planned capital projects (on file, Court 18/50). The Appendices to the summary include updates on the following: Gatty/Scottish Oceans Institute; Laidlaw Music Centre; Professional Services relocation; MUSA; St Andrews West; Eden Campus; Grange; Main library refurbishment; North Haugh Hub; Albany Park; Town Centre & Madras South Street; STEM: Solar; and Younger Hall refurbishment.

## **11. Backlog Maintenance Issues (Asset Management)**

Court noted the report (on file, Court 18/51) and the related Internal Audit Report: Planned and Reactive Maintenance, (on file, Court 18/55) presented under ARC business below.

The Internal Audit report had been commissioned by the Executive in order to address an area where there was recognition that improvements had to be made, and to inform the work, being undertaken by Estates, as part of the ongoing Estates Improvement Project (EIP), due to complete in the summer of 2020. The EIP aimed to support a move to a planned preventative maintenance programme for defined mechanical and electrical assets, (in contrast to the (historic) reactive maintenance regime).

The paper (Court 18/51) detailed the progress being made with the EIP and the specific actions being taken to mitigate the risks identified in the Internal Audit Report.

PARC and ARC would continue to keep the EIP under review in order to be assured that progress was being made at an acceptable pace; that sufficient resources continued to be allocated to this issue to allow the completion of the project within the projected timeline (particularly given the implications of the BMS fire for Estates in terms of workload and prioritisation); and eventually, to identify appropriate KPI's to enable ongoing review by ARC.

## **12. Summary Financial report to 31 January 2019 including Capital Investment Plan**

Court noted the current position as set out in the Summary Financial report to 31 January (on file, Court 18/52), including the latest iteration of the Capital Investment Plan.

The Chief Financial Officer highlighted the current operating surplus of £7.2 million, £4.2 million ahead of the plan for the year. This is principally due to: the receipt of a gift towards the construction of the new Music Centre; a one-off VAT reclaim agreed with HMRC; higher than expected donations and endowment income; and lower than expected operational spend.

The Chief Financial Officer requested that Court note that any change to the USS deficit contribution rate may have a significant negative effect on outturn figures. This may not be known until July and Court would be updated as appropriate.

In response to a member's question on the figure for staff costs in the Income & Expenditure Account, it was confirmed that this figure was likely to remain over-budget at year end but the overspend would be taken account of in the forward financial plan for the next 3 years.

## **13. Institutional Indicators Update**

Members noted the quarterly report (on file, Court 18/53) containing the regular update of the University's institutional performance measured against defined targets (indicators) related to research, learning and teaching, student experience, financial stability, staff, infrastructure and reputation.

### **III. DISCUSSION ITEM**

**All items included under relevant Agenda Items**

### **IV. REGULAR BUSINESS**

#### **14. AUDIT & RISK COMMITTEE**

##### **i) Minute of the Meeting held on 13 February 2019**

Members noted the report of the meeting (on file, Court 18/54). Ms Pam Chesters, Convenor of the Audit & Risk Committee (ARC), highlighted that the Health and Safety Assurance Group (HSAG) annual report had not been presented at the last ARC meeting, but would be presented at the meeting of ARC in May. Ms Chesters raised a query on compliance with fire assessment standards which was clarified by the convenor of the HSAG and the Vice-Principal (Governance). The HSAG had identified the need to increase the number and frequency of fire risk assessments across a wider range of buildings. Fire assessments currently prioritise those buildings designated as higher risk. This was a key priority in the Health and Safety strategy and the University was actively recruiting additional fire safety assessors to meet this need.

Ms Chesters informed Court that future priorities for the Committee remained keeping an oversight on potential risks arising from GDPR issues and progressing the risk management process generally. As recommended by G&N, Professor Sir David Wallace will be Convenor of the Committee from September 2019.

The Senior Governor thanked the Committee for its efforts under Ms Chester's convenorship, observing that the risk management process had gained increasing clarity. As part of this, and to assist Court's understanding of these issues, it was agreed that it would be useful for ARC to identify those strategic risks which it considered key. Individual risks, once identified, could be explored systematically by Court members.

Responding to a member's question, the Vice-Principal (Governance) confirmed that the the Risk Management update included escalated risks only, suggesting that the member in question contact him in order to discuss access to the full risks register.

## **15. GOVERNANCE & NOMINATIONS COMMITTEE**

### **i) Minute of the Meeting held on 14 March 2019**

Members noted the report of the meeting (on file, Court 18/58). Professor Stuart Monro, Convenor of the Governance & Nominations Committee (G&N) drew the attention of Court to the forthcoming stakeholder event scheduled for 6 April and to the RGU Lessons learned Report which was posted on Sharepoint for information.

The current focus of discussion for G&N continued to be the ongoing work to achieve compliance with the Scottish HE Governance Code and the Higher Education Governance (Scotland) Act 2016, including the requirement for a Senior Lay Member to be elected to Court. In this respect, the Convenor shared with Court some useful insights from the experience of Dundee and Aberdeen universities which had recently completed the selection and election process.

G&N had agreed the eligibility criteria for the Senior Lay Member and the process of drafting suitable election rules continued. The selection process to identify suitable candidates for election had also begun.

Court approved the recommendation of G&N that the nomination by Fife Council of Cllr Altany Craik as Provost of Fife's Assessor to Court be approved.

Mr Tim Allan left the room to allow Court to discuss the recommendation of G&N that he be re-appointed for a second term on Court. Mr Allan's first term of office expires at the end of November 2019. Court approved his reappointment.

## **ii) a. Appointment of General Council Assessors**

Court considered this and item 15.ii) b. below.

The Convenor of G&N introduced the paper (on file, Court 18/59). The paper proposes a change to the future method of appointment of General Council Assessors to the University Court from the current election by General Council to a competitive-skills based appointment process. Implementing this change, if approved by Court, requires the amendment of the current University Ordinance No.129. Paper Court 18/59 includes a draft amending Ordinance (No.134) and a marked-up version of current Ordinance No.129 to show the amendments proposed. The Convenor explained that Court was being asked to note the paper, agree the proposals contained therein, and to approve the draft amending Ordinance.

**The Convenor of G&N** addressed Court, referring to the paper and providing the Court with some context for and insight into the reasons for G&N's proposals.

G&N had, at its meeting of 14 March 2019 discussed options to deconflict the spring 2020 General Council Assessor election from the appointment process for new Non-executive members of Court, also due in spring 2020.

G&N had concluded that the timetable for the two processes could not be separated and had agreed to recommend to Court that the process for nominating General Council Assessors be changed from election by eligible members of the General Council to a competitive skills-based appointment process analogous to that used for Non-executive members of Court. It was emphasised that the motivation of this change stemmed from a desire to ensure that Court has the best mix of members to equip it to face the considerable challenges of the next few years. Appointing General Council Assessors, by reference to a skills-based matrix, afforded the opportunity to identify the appropriate skills-sets most needed by Court at any time, both in terms of hard and soft skills.

The Committee considered that the importance of ensuring the right skills set amongst lay members of Court, as well as promoting greater diversity, and the desirability of avoiding running separate appointment processes in parallel, all argued in favour of making this change, along with the other adjustments to the membership of Court that are required by the HE Governance (Scotland) Act 2016.

Acknowledging that the issue was contentious and indicating that Court would be given an opportunity to discuss the matter fully, the Convenor emphasised

the wish of the Committee to ensure that relations with the General Council were strengthened. For this reason, the participation of the General Council Business Committee (GCBC) would be sought in developing the nomination process. Additionally, the distinct nature of the General Council Assessors would be preserved; General Council Assessors would continue to be appointed from the General Council community; and the specific title of their post would be retained. Furthermore, draft Ordinance No.132, (Composition of Court) had, at the request of the GCBC, been amended to retain the requirement that at least two of the co-opted members of Court should be alumni of the university.

Whilst the importance of alumni representation at Court was not in issue, the time had come to reflect on the most appropriate means of appointing these representatives.

#### **ii) b. Notice of motion on General Council Assessors**

**Mr Ken Cochran General Council Assessor** introduced paper Court 18/60, presenting a Motion from the General Council Assessors (on file, 18/60) expressing reservations about the change in process suggested at 15.i) a. above and proposing that:

*“the General Council Assessors to Court should continue to be appointed through election, as set out in Ordinance 129, for a least the period of the current University strategy.”*

Mr Cochran highlighted several points made in the written paper. Court needed to function well and adhere to the principles of good governance. However, the General Council Assessors were of the view that the graduate body of the university needed a message of support from the University. The role of the General Council had historically been a prominent one, but one which had been diminished and diluted over the years. There was a distinct feeling amongst the members of the GCBC that its efforts were undervalued, and its Convenor had recently resigned. The matter of the nomination of its Assessors to Court should be for the General Council. There was no reason why an election process could not deliver members with appropriate skills, and the particular skills sought by Court had been highlighted in material publicising recent General Council Assessor elections.

Expanding on the position of the General Council Assessors, Mr Nigel Christie emphasised that there was a willingness to consider change. Notwithstanding this, approving the amendment of Ordinance No.129, at this meeting of Court, could be seen as premature and risked sending the wrong message to the graduate body.

The General Council Assessors accepted that the appointment processes should be deconflicted; that diversity was important; and that there had to be a move towards accepting the need for decisions to be made by reference to skills mix. However, they questioned the timing of beginning the process of change at this point before there was absolute clarity about how any alternative

nomination mechanism would work. The General Council Assessors were prepared to withdraw their motion in order to allow such consultation to take place.

In the lengthy discussion which followed, members of Court took the opportunity fully to explore the issues raised.

Key issues covered included:

- The need for the General Council to retain a degree of control over any future nomination process.
- The discussions that had taken place on the issue with the Convenor of the GCBC.
- The importance of retaining collegiality, good relations and achieving a workable solution through open, constructive and purposeful engagement with the GCBC.
- The low turnout in General Council elections, with voters often being faced with a choice of candidates about whom they knew very little and with a paucity of information on which to make an informed choice.
- The time constraints that required the consultation process for amending Ordinance No.129 to begin now if there was to be reasonable confidence of having the requisite changes in place for the appointment of the next General Council Assessor.
- The fact that approving the draft Ordinance as a draft for consultation did not commit Court to a particular course of action. Following the 8-week consultation period, amendments and revisions could be made to the draft Ordinance, including if need be its withdrawal.
- The context and history of previous discussions of this issue and engagement with the GCBC, most recently in 2016.
- The role to be played by the General Assessors to Court in conveying the essence and tone of Court's discussion and views to the GCBC and working along with Court and the G&N committee to achieve a suitable outcome, arrived at with the engagement of the GCBC and with the commitment of the GCBC to make any solution work.
- The need for consensus not confrontation, including the acknowledgement that this is not, nor should it be an adversarial process.

In the light of this discussion, the General Council Assessors did not move the Motion contained in paper Court 18/60. The clear consensus of Court was that the status quo was not sustainable, and that there should be a move towards developing a skills-based nomination system, taking account of both hard and soft skills sets, engaging constructively with the GCBC to co-produce this in time for it to be in place for the next appointment of a General Council Assessor in 2020.

Discussion also confirmed that there was no objection to Ordinance No.134 being approved as a draft for Consultation, in order to begin the lengthy technical

process of amending Ordinance No.129 to remove the provisions referring to the election of the General Council Assessors.

In conclusion, **Court decided:**

- to agree the recommendation contained in paragraphs 5.1.1 of the paper Court 18/59 without amendment.
- Court did not agree the recommendation set out in paragraphs 5.1.2 and 5.1.3, but agreed an amended proposition, to be drafted by the Vice-Principal (Governance), which would replace these paragraphs and reflect the discussions of Court concerning the paper, and its decisions in relation to the method of appointment of the General council Assessors.

***(Secretary's note: The following record of decision was prepared by the Vice-Principal (Governance), approved by the Senior Governor and Convenor of the G&N Committee and circulated after the meeting.)***

**Court agreed:**

1. to the promulgation of draft Ordinance.134 at Annex 3 of Court 18/59, amending Ordinance 129 and removing the requirement of the General Council Assessors to be elected by eligible members of the General Council (paragraph 5.1.1 of paper 18/59); and
2. that change in the method of appointment of General Council Assessors was necessary with a view to moving to a hard and soft skills-based process. To that end, Court agreed that there should be urgent and constructive engagement with the Business Committee of the General Council to develop proposals for future arrangements for the nomination of General Council Assessors; and requested the VP Gov to provide a progress report to G&N's May meeting with a view to further discussion at Court in June.

### **iii) HE Governance Act Implementation-Revisions to Ordinances**

Court received and noted the paper (on file Court 18/61) relating to the Draft Ordinances (Nos.132 and 133) required to restructure Court (No.132) and Senate (No.133) in accordance with the requirements of the Higher Education Governance (Scotland) Act 2016.

The Vice-Principal (Governance) gave a verbal update on progress explaining why the Ordinances referred to academic rather than "Senate" Assessors and highlighting the additional wording at Part 1,1(m) of Ordinance No.132 "*but at least two of whom shall be graduates of the University*". This wording has been inserted in response to comments made by the General Council during the statutory consultation.

### **Draft Ordinance No.132 (Composition of Court), Annex A**

**Court noted:**

- (i) the draft Ordinance at Annex A (marked-up and clean versions).
- (ii) that the statutory consultation period for the draft Ordinance (commenced following promulgation of the Ordinance as a draft for consultation by Court on 18 January 2019) concluded on 19 March 2019.
- (iii) that the Governance & Nominations Committee had reviewed the comments received during consultation, in Committee and through correspondence. Additionally details of all responses received had been made available to Court members, prior to the Court meeting, via Sharepoint.
- (iii) changes made to the draft Ordinance since last reviewed by Court as highlighted on the marked-up draft of the Ordinance at Annex A. These changes reflect the comments received from Scottish Government during the informal consultation process and comments received during the statutory consultation phase.
- (iv) that Scottish Government has informally approved the text of the Ordinance.
- (v) that the G&N Committee has approved the text of the Ordinance and recommended to Court for formal approval.

Having noted the above, Court approved the text of the draft Ordinance No.132 at Annex A (marked Final Draft for Approval) for onward transmission to the Scottish Universities Committee of the Privy Council and subsequent submission to the Privy Council for approval by her Majesty in Council.

### **Draft Ordinance No.133 (Composition of Senatus Academicus), Annex B**

Court approved draft Ordinance No.133 (Composition of Senatus Academicus) contained at Annex B of the paper (Court 18/61) and directed that it be promulgated as a draft for Consultation.

Promulgation of the draft Ordinance will commence the eight-week statutory consultation period required by the Universities (Scotland) Act 1966.

It is intended that draft Ordinance No.133 (Composition of Senatus Academicus) will be presented to Court, for final approval, in June.

## **16. ACADEMIC COUNCIL**

### **i) Minute of the meeting held on 6 March 2019**

Members noted the report of the meeting held on 6 March 2019 (on file, Court 18/62).

### **ii) REF 2021 Code of Practice**

Court noted the paper and Annex 1 (on file Court 18/63) and approved the Institutional Code of Practice for REF 2021, contained at Annex 1, for submission to the UK REF Team on 7 June 2019, to be reviewed by the REF Equality and Diversity Advisory Panel for final approval.

**17. COURT OFFICE BUSINESS**

i) Court noted the Graduation Dates for 2019 (on file, Court 18/64)

**V. ANY OTHER COMPETENT BUSINESS**

Court noted that the election for an Arts & Divinity Professorial Senate Assessor to Court (to fill the vacancy occasioned by Professor Frances Andrews demitting office at the end of her second term), will take place in April. Nominations open on Monday 8 April and the result will be announced no later than Monday 29 April. Court will be notified of the result of the election at its next meeting.

**VI. DATE OF NEXT MEETING**

Friday 14 June 2019 at 10.00am in the Gateway Boardroom.

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**Mr Srdja Popovic, Rector (President)**

*Draft subject to approval at Court meeting of 25 October 2019*

## UNIVERSITY COURT OF ST ANDREWS

AT ST ANDREWS on the 14th day of June 2019 AT A MEETING OF THE COURT OF THE UNIVERSITY OF ST ANDREWS

**Present:** Mr Srdja Popovic, *Rector (President)*; Dame Anne Pringle, *Senior Governor*; Professor Sally Mapstone, *Principal*; Professor Stuart Monro, *Deputy Chair of Court*; Professor Lorna Milne, *Master of the United College & Deputy Principal*; Mr Adrian Greer, *Chancellor's Assessor*; Cllr Altany Craik, *Provost of Fife's Assessor*; Ms Paloma Paige, *President, Students' Association*; Ms Alice Foulis, *Director of Education, Students' Association*; Mr Kenneth Cochran, Mr Nigel Christie, *General Council Assessors*; Professor Frances Andrews, Professor Sharon Ashbrook, Dr Derek Ball and Dr Morven Shearer, *Senate Assessors*; Ms Donna Pierz-Fennell, *Non-Academic Staff Assessor*; Mr Timothy Allan, Ms Eve McCurrich; Mr Nigel Morecroft, and Professor Sir David Wallace, *Non-Executive Members*.

**In regular attendance:** Professor Brad MacKay, *Vice-Principal (International Strategy & External Relations)*; Mr Alastair Merrill, *Vice-Principal (Governance)*; Professor Clare Peddie, *Vice-Principal Education (Proctor)*; Mr Derek Watson, *Quaestor & Factor*; Mr Andy Goor, *Chief Financial Officer*; Ms Margaret Sinclair, *Executive Officer to the University Court & Senate*.

**In attendance (advisory capacity):** Mr Niall Scott, *Director of Corporate Communications*

**Apologies:** Mr Ken Dalton, *Non-Executive Member*, Ms Camilla Duke, *Rector's Assessor*, Professor Derek Woollins, *Vice-Principal (Research & Innovation)*

**In attendance as Observers:** Professor Mark Harris, *Senate Assessor Elect*; Mr Jamie Rodney, *President Elect of the Students' Association*, Ms Amy Bretherton, *Director of Education, Elect, Students' Association*.

## PRELIMINARIES

### WELCOME

The Rector welcomed Cllr Altany Craik who was attending his first meeting of Court as the Provost of Fife's Assessor and Professor Clare Peddie who was in attendance at her first meeting of Court in her capacity as Vice-Principal Education (Proctor).

Court noted those in attendance as observers.

## **EXPRESSION OF THANKS**

Court noted that this was the last meeting of Court to be attended by Professor Frances Andrews who demits office as Senate Assessor after two terms on Court. Court joined with the Rector and Senior Governor, in expressing warm thanks to Professor Andrews for her valuable contribution during her time on Court. Professor Derek Woollins is leaving the University to take up post as Provost of Khalifa University Abu Dhabi and Court extended all good wishes to him in this new role. The Principal noted that arrangements were in hand formally to recognise Professor Woollins' contribution and appropriately mark his departure.

Court also extended thanks to Ms Paloma Paige, President of the Students' Association and Ms Alice Foulis, Director of Education, Students' Association who step down at the end of the year. The Rector thanked them for their sterling work over the year and hoped that the positive and constructive engagement of the Student representatives would continue.

## **STARRING OF ITEMS**

Members noted those items currently starred on the Agenda. At the request of a Member, item 4 of the PARC Minutes, (Item 4 PARC Business) relating to Albany Park (Annex J PARC 18/38) was specifically starred.

## **DECLARATION OF INTEREST**

Mr Ken Cochran declared an interest in relation to the St Andrews West project. Cllr Altany Craik declared an interest in relation to Madras. The Principal indicated that she would recuse herself from discussion of Item 14(iii).

## **I. OPENING BUSINESS**

### **1. MEETING MINUTES**

#### **i) Minute of the Court Meeting held on 5 April 2019**

The minute of the Court meeting held on 5 April 2019 (on file) was agreed as a correct record.

### **2. REPORT FROM THE RECTOR**

The Rector presented his Report to Court (on file, Court 18/65). The Rector's report took the form of a written report, prepared jointly by the Rector's Assessor, and the President, Director of Education and Director of Wellbeing of the Students' Association, which updated Court on the co-ordinated work undertaken by the Students' Association and the Rector's Committee over the course of the

past semester. The report detailed developments in relation to the issues of engagement with national elections and the recent experience of the European Parliamentary elections; addressing sexual and gender-based violence; and the GP out-of-hours service at St Andrews Community hospital. Citing the example of the recent European elections, the Rector specifically highlighted the work being done to encourage the student body to participate in elections, whether local, national or international. Efforts will continue to promote engagement and ensure representation of the student voice.

The Report also introduced the newly elected Sabbatical team. The outgoing Sabbatical officers bid farewell to Court, commenting that participation in the governance of the University through Court and its committees had been both a valuable and an enjoyable experience.

### 3. REPORT FROM THE PRINCIPAL

The Principal provided a verbal update to Court on recent events, activities and general University news, highlighted in her advance written report (on file, Court 18/66).

**Appointments:** Court noted that Professor Clare Peddie took up office as Vice-Principal Education (Proctor) on 20 May. Court approved the appointment of the following Heads of School who will commence their duties on 1 August: School of Classics, Professor Rebecca Sweetman; School of International Relations, Dr Caron Gentry; School of Physics & Astronomy, Professor Ian Bonnell. As previously approved by Court, Dr Linda Goddard will become Head of the School of Art History on 1 August. Dr Catherine Eagleton has been appointed Director of Museums at the University and will take up her post on 15 July. A joint appointment has been made to the Director of the Byre Theatre post, and responsibilities will be shared by Ms Jessica Richards and Ms Kally Lloyd-Jones. They take up position on 3 September.

**SOI:** Court members had the opportunity to visit the Scottish Oceans Institute that morning. This hugely impressive building was a real showpiece for the University. It was particularly rewarding to see the fruition of a project which Court had been involved in since the planning stage. The Principal informed Court that the SOI will be officially opened by the First Minister on the morning of 16 September 2019. Members would be provided with more specific information as to timing and format when available. The Court Strategic Away Day would follow the opening.<sup>1</sup>

**The Principal highlighted:** the recent ranking in the Guardian University Guide 2020 which places the University second in the UK. This was a huge boost to morale and evidence of a team effort by staff, students and by members of the planning team who had exercised considerable strategic effort and skill in the presentation of information; the award of Honours to Professor Sarah Broadie, Professor Ali Watson, Professor Ian Boyd and former rector Catherine Stihler.

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<sup>1</sup> *Secretary's Note:* The Official Opening Date has now been rescheduled to 30 September 2019.

On a lighter note, Court was informed of the planned Summer visit by a statue of “Oor Wullie” which will be *in situ* outside the Hebdomadar’s Room from 17 June as part of the “Oor Wullie Bucket trail” which raises money for children’s charities.

The Principal also addressed the recent unfavourable press coverage in the Sunday Times dealing with allegations of bullying and harassment. The Principal referred Court members to her detailed statement to Academic Council (on file Court 18/81 page 268 refers). The Principal confirmed that the University is committed to maintaining an open culture that speaks to its values and supports staff and students. As part of the Diverse St Andrews strategic theme, a series of initiatives has been in development since before the adverse publicity, and will include courses on active bystandership and the relaunch of the network of trained volunteer first responders to those with concerns. In addition, the Principal and the Assistant Vice-Principal (Diversity) are available for direct conversations with anyone who feels their voices have not or may not be heard, who are reluctant to speak out formally, or who seek reassurance that their expressed concerns will be properly understood and addressed.

In relation to recent calls for the release of investigation reports, the Principal noted that the requirements of confidentiality made distribution of such reports and discussion in a public forum inappropriate. Should there be specific concerns or questions, she was prepared to discuss these informally.

The Senate Assessors highlighted that the issue was one of concern to staff and had been raised at the pre-court meeting. Staff valued the personal, friendly and short management structures in the University, and the lack of hierarchy, but this made staff feel vulnerable when issues arose. Staff seemed uncertain where to go and there was a lack of understanding about the independent role of the Convener of the Audit and Risk Committee as the University’s whistleblowing point of contact. It was felt that this stemmed from a lack of understanding of the role of a Non-executive Court member. In discussion, it was agreed that communication with staff needed to provide reassurance that an effective “speaking out”, or whistleblowing policy is in place, independently overseen, and with simple and effective procedures that ensured concerns could be raised without fear of repercussions. The Principal indicated that all feedback would be taken into consideration in assessing whether the whistleblowing policy and any other relating to this area could be improved.

## **II. PARC BUSINESS**

### **4. Minute of the Meeting held on 23 May 2019**

Members noted the minute of the meeting (on file, Court 18/67). The Albany Park item starred is dealt with at 6 below.

### **5. USS Pension Update**

Court received the written paper (on file, Court 18/69) updating Court on developments in relation to USS and the 2018 valuation. Three options had been put forward by the USS Trustee, which were considered by PARC on 23 May. Following discussion at PARC, the University had responded to UUK and confirmed that it supported accepting Option 3 as the basis for concluding the 2018 valuation. This would see a move to a contribution rate of 30.7% from October 2019 with the next valuation of the scheme brought forward to 2020; and a “backstop” contribution rate of 34.7% should that valuation fail to reach agreement on a new schedule of contributions. The University reserved its position in relation to accepting the additional conditions proposed by the Trustee on debt monitoring and adjustments to scheme rules, pending further detail and analysis of their implications and stressed that Option 3 could only be seen as a short term solution, which reinforced the importance of the next JEP report finding an approach that provides for longer term stability in the management and funding of the scheme.

The paper detailed developments since the PARC meeting, and outlined the proposed terms of the University’s contribution to the second call for evidence from the JEP, which had been developed following discussion at the USS Pensions Communications Group and a consultation with scheme members.

The Vice-Principal (Governance) updated Court on further recent developments. UUK has written to the USS Trustee, indicating that the majority of institutions (representing 85% of membership) have indicated support for option 3 as the preferred route to concluding the 2018 valuation, with similar caveats and concerns to those expressed by the University.

A letter had been received from UCU, giving formal notification of its intention to ballot members for industrial strike action in September. UUK continued to engage with UCU and further information would be provided when available.

In discussion, members commended the constructive contribution of the USS Pension Communications Group, whose input has been particularly valuable in shaping communications to staff.

Court noted the update on USS, the proposed terms of the University’s input to the JEP call for evidence and the additional information provided.

## **6. Projects for Information**

Court received, the summary of in-train and planned capital projects (on file, Court 18/69). The Appendices to the summary include updates on the following: Gatty/Scottish Oceans Institute; Laidlaw Music Centre; Professional Services relocation; MUSA; St Andrews West; Eden Campus; Grange; Main library refurbishment; North Haugh Hub; Albany Park; Town Centre & Madras South Street; STEM: Solar; and Younger Hall refurbishment.

The Questor briefed Court on Albany Park, providing further detail as to the current situation with CLV referred to in the PARC minutes. Discussions and

negotiations are ongoing in order to reach a mutually beneficial and satisfactory outcome.

## **7. Estates Improvement Project**

Court noted the paper (on file, Court 18/70) which provided an update on the Estates Improvement Project.

## **8. Summary Financial report to 30 April 2019 including Capital Investment Plan**

Court noted the current position as set out in the Summary Financial report to 30 April (on file, Court 18/71), including the latest iteration of the Capital Investment Plan.

The Chief Financial Officer provided a verbal update on his written report confirming that he has no concerns regarding the current position relative to the plan approved by Court. The projected outturn remains positive, with a surplus forecast. Cash balances of £72.3m are £17.6m higher than at the end of the previous year and £5.1m lower than at this time last year. Discretionary cash at £35.2m, is £13.1m lower than at this time last year. Discretionary cash balances are expected to reduce over the remainder of the year in line with planned capital expenditure.

The Chief Financial Officer asked Court to note that the “bottom line” surplus/deficit and the University’s net assets have been significantly affected by the inclusion of a £49m increase in pension provisions (reflecting principally the revised deficit provision percentage figure relating to USS proposals). The adjustment is split between USS (£35.7m) and S&LAS local scheme (£13.3m) and is an estimated figure, based on a worst-case scenario. This figure may fluctuate; however the year end position is likely to reflect this magnitude of additional provisions. This adjustment will be seen across the HE sector this year.

It was noted that staff would be particularly interested in the figures and it would be helpful to be able to produce a clear explanatory guide which, for example, could be placed on the University website.

The Chief Financial Officer responded to members’ questions on specific staffing cost figures providing clarification of the change noted. The Convenor of PARC informed Court that PARC has requested that it be provided with more detailed information on staffing costs. Work was underway to prepare a detailed KPI paper for PARC each December and May. This would allow informed and meaningful discussion and facilitate effective oversight.

The Principal responded to a question concerning the casual staff policy (in relation to the payment of post doc. staff), confirming that the policy was clear and consistent, but a working group established with the local Trade Unions

had established that the policy was not being uniformly applied in all Schools. This was now being addressed, to ensure that all staff and workers were treated fairly.

#### **9. Draft Financial Plan years 2019/20-2021/22**

The Chief Financial Officer presented the Draft University Financial Plan 2019/20 to 2021/22 (on file, Court 18/72). The plan reflects detailed assumptions and modelling for the coming year, moving to broader based assumptions for the subsequent two financial years. It is also produced, recognising a number of highlighted key risks within these assumptions.

The Chief Financial Officer highlighted key points including: the increase in USS pension contributions; a significant additional investment in Estates for maintenance for each of the three years covered by the plan; increase in depreciation; forecast increase in insurance premiums; increase in utilities costs; and reduced savings targets. The Master briefed Court on the current work being undertaken in relation to student strategic growth and staffing costs, including a review of the workforce planning process, and the Quaestor provided confirmation that the estates costs included were based on realistic cost assumptions.

The draft Financial Plan, on an underlying recurring basis, results in a forecast deficit of £5.3m in year 2019/20 (year 1), £5.3m in year 2 and £3.2m in year 3. The Chief Financial Officer confirmed his opinion that the Plan was realistic and deliverable.

PARC had considered the draft plan at its meeting of 23 May and, following detailed discussion (reflected in the minutes of the PARC meeting), recommended the draft plan to Court for approval.

Court discussed the draft plan. In the course of discussion, the Chief Financial Officer responded to members' questions on reduced savings targets, confirming that efforts to achieve savings would continue but the reduced figure quoted represented a realistic appraisal of what the CFO confidently believed could be delivered; the potential financial implications of the Augur review, and recruitment of PGR students. After discussion, the draft Financial Plan was approved by Court.

#### **10. Business Transformation Plan Update**

Court received the update on progress with the BT Plan (on file Court 18/73).

#### **11. Institutional Indicators Update**

Members noted the quarterly report (on file, Court 18/74) containing the regular update of the University's institutional performance measured against defined targets (indicators) related to research, learning and teaching, student experience, financial stability, staff, infrastructure and reputation.

## **12. Enabling Strategies-Development Update**

Court received the paper (on file, Court 18/75) presented for information and to update Court on the development of the five enabling strategies: People, Digital, Estate, Accommodation, and Finance. Court noted the context, emerging focus, and next steps as detailed in the report. In relation to focus groups, it was noted that the opportunity for consultation would be afforded to staff and students in September, after the summer break, to ensure that all views are captured. Members commented on the desirability of face-to-face groups in addition to written surveys. The opportunities afforded to staff to sign up for participation in interdisciplinary discussions given previously in relation to the development of the Strategy had been well received and was a model to repeat. The President of the Students' Association expressed the hope that the level of consultation afforded to the student body during the development of the Strategy would continue. In addition, members welcomed the increased emphasis on the theme of social responsibility and suggested highlighting those points in the enabling strategies which related to this underpinning strand. This was an issue which has great resonance throughout the University community.

The Rector highlighted the ongoing concerns amongst the student population in relation to accommodation, which would be exacerbated by recent decisions by Fife Council in relation to HMO licences. He hoped that the priority of tackling this would be recognised in the enabling strategy on Accommodation, and invited the Provost of Fife's Assessor to assist in engaging Fife Council in a dialogue on the matter.

### **III. REGULAR BUSINESS**

#### **13. AUDIT & RISK COMMITTEE**

##### **i) Minute of the Meeting held on 14 May 2019**

Members noted the report of the meeting (on file, Court 18/76). Professor Stuart Monro, Acting Convenor of the Audit & Risk Committee (ARC) until the end of the academic year, summarised the business of the meeting.

Court noted that KPMG had been re-appointed as internal auditors following a rigorous competitive tender process.

##### **ii) Annual Report of the Health and Safety Assurance Group**

Court noted the Annual Report of the HSAG (on file Court 18/77) and commended the new strategic approach being taken to managing health and safety.

The issue of Fire Risk Assessments was discussed, in particular the extent to which the University was complying with legislative requirements following the

change in the compliance environment, with Fife Council and the Scottish Fire and Rescue Service now requiring annual assessments of the larger residencies. The Vice Principal (Governance) explained the approach taken to fire risk assessments, with priority given, in order, to residencies, high risk schools and public access buildings. The new Head of EHSS had addressed fire risk assessment as a priority on taking up post last year, had identified and scoped the gap in capability and capacity, and had developed a plan to tackle this and maximise compliance. Additional resource had been authorised and recruitment of new fire officers was close to completion. The intention was to develop a systematic and risk-based forward programme of inspection and follow up.

It was agreed that a further report on this forward plan would be presented to Court in six months' time following the September meeting of the HSAG.

### **iii) Risk Management Update**

Court received the paper, (on file Court 18/78) which provides the routine summary to Court on risk management. Members commented on the figures relating to stress, noting the role of the People Strategy in dealing with issues of staff wellbeing and mental health.

## **14. GOVERNANCE & NOMINATIONS COMMITTEE**

### **i) Minute of the Meeting held on 24 May 2019**

Members noted the report of the meeting (on file, Court 18/79). Professor Stuart Monro, Convenor of the Governance & Nominations Committee (G&N) drew the attention of Court to the ongoing work to pave the way for the election of the Senior Lay Member, and briefed Court on the selection of Saxton Bampfylde as executive Search Agency to assist in the process, following a competitive tendering process. The recruitment pack and advertising strategy would be developed over the summer months, based on the agreed job description, although some minor modifications may be suggested to improve the attractiveness of the post and to reflect the experience of other Institutions who have gone through the Senior Lay Member election process.

### **ii) Nomination of General Council Assessors**

The Convenor of G&N introduced the paper (on file, Court 18/80). The paper sets out proposals developed at the last G&N meeting for future nomination and appointment of General Council Assessors, drawing on the outcomes of a working group established by the Acting Convenor of the General Council Business Committee together with the Chancellor's Assessor and the current General Council Assessors.

The topic was discussed at length and differing views expressed. A number of key principles were agreed: the appointment should be skills-based; General Council should be seen to have control over the nomination process; there should be a single and consistent selection process for both Non-Executive and GCA appointments; the composition of the selection panel should be based on good governance; should be distanced from any factional interest; and should bring the perspective of Court and an understanding of its requirements, so as to be able to judge whether candidates would be able to contribute efficiently and effectively to Court.

Views differed on the composition of the selection panel, although there was an acceptance that it should be based on roles, with representatives bringing the perspectives of the Executive, Court, and University Alumni. Following discussion, Court agreed that the panel should consist of:

- The Principal or Deputy Principal (representing the perspective of the Executive)
- The Deputy Chair of Court or Convener of G&N (representing the perspective of Court)
- Three lay members of Court, of whom at least two must be alumni of the University

In response to a question, Court noted the advice of the Vice Principal (Governance) that this outcome was consistent with Ordinance 132 and gave General Council control over the nomination and appointment process – individual alumni would be self-nominating by applying for the position, and a majority of members of the selection panel would always be members of the General Council.

The General Council Assessors asked for their reservations to be recorded in relation to this decision, their preference being that all three lay members on the selection panel should be required to be alumni, with, from 2021, one post being always reserved for the continuing General Council Assessor.

Mr Ken Cochran requested that his view be recorded that, since General Council is a governing body separate from Court, the agreed process was incompatible with Ordinance No.132 which specifies “two assessors nominated by the General Council”. The Vice-Principal (Governance) advised that there was no incompatibility with Ordinance No.132. Court was the supreme body in university governance and the precise process for nomination was for Court to determine. General Council members would be self-nominating by virtue of applying for the post of General Council Assessor, and the permanent majority of General Council members on the selection panel provided for General Council ownership of the process.

### **iii) Non- Executive Court Appointment**

*The Principal left the meeting for this item*

The Convenor of G&N, and of the Selection Committee, briefed Court on the recruitment process and the recommendation of the Selection Committee for the appointment of a Non-Executive member of Court. The Selection Committee had been scrupulous in basing its judgement on the skills of the relative candidates, and its recommendation had been considered and approved by G&N at an Extraordinary meeting held on 12 June 2019. Court was now being asked to endorse the recommendation of G&N that Mr Frank MacInnis be appointed to serve for an initial four-year period from 1 August 2019.

In discussion, whilst recognising the strength of Mr MacInnis' application, regret was expressed that the appointment would not enhance the gender balance on Court, and would leave Court further from compliance with the Gender Representation on Public Boards (Scotland) Act 2018. This requires public sector boards to work towards a target of at least 50% of appointed non-executive posts being women by 2022. In this regard, Court noted the responsibility of Court to appoint on a skills basis and to appoint the candidate best qualified for the job. The shortlist had been balanced. Legislation permits the University to apply positive action where candidates are equally qualified but does not allow positive discrimination in favour of less well qualified candidates.

Court endorsed the recommendation and approved the appointment.

## **15. ACADEMIC COUNCIL**

### **i) Minute of the meeting held on 29 May 2019**

Members noted the report of the meeting held on 29 May 2019 (on file, Court 18/81).

## **16. COURT OFFICE BUSINESS**

### **\*i) Ordinance Changes - Revisions to Ordinances**

- **Draft Ordinance No.133 (Composition of the Senatus Academicus)**
- **Draft Ordinance No.134 (Amending Ordinance No 129)**

The Vice-Principal (Governance) introduced the paper (on file Court 18/82) which updated Court on the outcome of the statutory consultation processes on Draft ordinances Nos. 133 and 134. Whilst lengthy submissions questioning the validity of both ordinances had been received from a sub-committee of the General Council Business Committee, these were based on an incorrect interpretation of existing statute and ordinances, and the particular perspective of the General Council Business Committee. Both draft ordinances had been

subject to legal advice, and had been given informal approval by Scottish Government. Ordinance 134 was, in addition, consistent with recent Ordinances approved by the Privy Council for Edinburgh University.

### **In relation to Draft Ordinance No.133**

Court:

- (i) **noted** that the statutory consultation period has concluded and that the Governance & Nominations Committee (G&N) has reviewed the comments received in Committee and recommended that it be forwarded to Court for final approval;
- (ii) **noted** that there have been no substantive changes to the text of the draft ordinance which remains that approved by Court for promulgation on 5 April;
- (iii) **noted** that Scottish Government has informally approved the text of the Ordinance; and
- (iv) **approved** the draft Ordinance as recommended by G&N (Appendix A) and directed that it be made. The Ordinance then to be submitted to the Privy Council for approval.

### **In relation to Draft Ordinance No.134**

Court;

- (i) **noted** that the statutory consultation period has concluded and that the Governance & Nominations Committee (G&N) has reviewed the comments received in Committee and through correspondence and recommended that it be forwarded to Court for final approval;
- (ii) **noted** that there have been no substantive changes to the text of the draft ordinance which remains that approved by Court for promulgation on 5 April;
- (iii) **noted** that Scottish Government has informally approved the text of the Ordinance; and
- (iv) **approved** the draft Ordinance as recommended by G&N (Appendix B) and directed that it be made. The Ordinance then to be submitted to the Privy Council for approval.

The Senior Governor thanked the Vice-Principal (Governance) and the Executive Officer of the Court and Senate for their work on the revision to the Ordinances, which had been a lengthy, technical and highly complex process. The four Draft Ordinances would now be submitted to the Privy Council for final approval, Ordinance Nos. 131 and 132 in July and Nos. 133 and 134 in October.

**ii) Court Office business**

Court noted the paper (on file, Court 18/83) detailing the arrangements for dealing with urgent Court business during the Summer Vacation. Matters will be dealt with via the Extraordinary Committee Court, which has decision-making powers, subject to communication with court, in the interval between its full meetings.

**iii) Senate Assessor Election**

Court noted the results of the recent election in which Professor Mark Harris was elected as Senate Assessor (Professorial Arts & Divinity Constituency) having received with 54 votes. Turnout was 47.8%.

**V. ANY OTHER COMPETENT BUSINESS**

- **Report of CSC Meeting**

Court received the paper (on file, Court 18/84) presented for information.

**VI. DATE OF NEXT MEETING**

Court Away Day Monday 16 / Tuesday 17 September 2019, starting at 12 Noon, in Upper and Lower College Hall.

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**Mr Srdja Popovic, Rector (President)**