

# University Court

Wed 16 March 2022, 14:00 - 16:00

By VC - Microsoft Teams

## Attendees

### Board members

Alastair MacColl (Chair), Andrea Robertson (Member), Angus Campbell (FE Regional Lead), Brian Crichton (Member), Calum Ross (Member), David Sandison (Member), Duncan Macaulay (Member), Fiona McLean (Rector), Jo de Sylva (Member), Kyle Gee (Member), Malcolm Burr (Member), Mei-Li Roberts (Member), Poonam Malik (Member), Rosemary McCormack (Member), Sara O'Hagan (Member), Todd Walker (Principal and Vice Chancellor)

### In attendance

Donna Heddle (Acting Vice Principal Research & Impact), Gary Campbell (Vice Principal - Strategic Development), Jen Vanderhoven (Vice Principal Engagement), Lorna Walker (Chief People Officer), Max Brown (Programme Director), Neil Simco (Vice Principal Research & Impact), Niall McArthur (Director of Corporate Resources), Roger Sendall (Acting University Secretary & Director of Corporate Governance), Vicki Nairn (Vice Principal Operations), Nicholas Oakley (Clerk)

### Observers

Murray Easton (FGPC member), Sheena Stewart (External observer)

## Meeting minutes

### 1. \*CHAIR'S COMMENTS/OPENING ADDRESS

Note

Alastair MacColl

 Court Agenda 16 March 2022.pdf

#### 1.1. \*Apologies

Note

The Chair welcomed the members and noted the apologies from Linda Kirkland, Sarah Helps, Heather Innes, and Beverly Clubley.

#### 1.2. \*Declarations of Interest

Note

There were no declarations of interest made.

#### 1.3. \*Notification of other business

Note

There was no notification of other business.

#### 1.4. \*Starring

Discussion

There were no changes to the starring.

#### 1.5. \*Welcome new members and staff

Note

The Chair welcomed new independent members Jo De Sylva and Calum

Ross. He also welcomed Murray Easton, attending Court as an FGPC member, who would be joining the Court on 25 March 2022, and Sheena Stewart, the incoming Secretary, who would be taking up post on 28 March 2022 and was attending as an observer.

The Chair also recorded the Court's thanks to outgoing members Kirsty Macpherson and Florence Jansen.

## 2. MINUTES OF MEETINGS

### 2.1. \*Approval of the minutes of 14 December 2021

Approve

The **Court** approved the minutes of the previous Court meeting held on 14 December 2021 as an accurate record.

## 2.2. \*Matters Arising

The Court **noted** the matters arising as complete or updates included on the meeting agenda.

 UC21-22-203 Court - matters arising.pdf

## 2.3. Review of Any Delegated Decisions

No delegated decisions were reported.

## 2.4. \*Minutes from Committees of Court since last Court meeting:

**Note**  
Alastair MacColl

### 2.4.1. Audit Committee

The Court reviewed and **noted** the Audit Committee minutes. Roger Sendall, Acting University Secretary, noted that Audit Committee had requested a report following the Court meeting on the financial recovery strategy.

### 2.4.2. Finance & General Purposes Committee

Duncan Macaulay, independent member, introduced the FGPC minutes in the FGPC Chair's absence. He reported that FGPC had focused particularly on the key issue of financial sustainability. He reported that, as reflected in the Committee minutes, FGPC had strongly urged a major corporate governance shift to correct financial sustainability issues, and that this shift needed to happen in a matter of months not years. He closed by reporting that FGPC felt that this strategy should be co-created between Court and Executive Office, working closely with all key stakeholders (including partners).

The Court **noted** the minutes and the verbal update. Action: Vicki Nairn, Vice Principal Operations, agreed to provide a report for Audit Committee and FGPC on the financial recovery strategy.

 UC21-22-002 Minutes\_Finance & General Purposes Committee (FGPC)\_240222.pdf

### 2.4.3. Regional Strategy Committee

The Court **noted** the Regional Strategy Committee minutes without further discussion.

 UC21-22-003 Minutes\_Regional Strategy Committee (RSC)\_070322.pdf


### 2.4.4. Academic Council/Activity Report

The Court **noted** the Academic Council minutes without further discussion.

 UC21-22-004 DRAFT Academic Council minutes (16 December 2021).pdf

### 2.4.5. Nominations Committee

The Court **noted** the Nominations Committee minutes without further discussion.

 UC21-22-005 Minutes\_Nominations Committee\_280222.pdf

### 2.4.6. Remunerations Committee

The Court **noted** the Remuneration Committee minutes without further discussion.

 UC21-22-006 RemCo Minutes 220228.pdf

### 3. \*VICE CHANCELLOR'S REPORT

**Note**  
Todd Walker

Prof Todd Walker, Principal and Vice Chancellor, introduced his report to Court. He reported that the university executive continued to monitor the situation in Ukraine. Positive feedback had been received following outreach to the small number of Russian and Ukrainian students undertaken by the partnership. Consideration was ongoing for humanitarian efforts that might be undertaken by the partnership, including the housing of Ukrainian refugees in the university's vacant student accommodation. A review had been undertaken on the partnership's ties with Russia (item 6.6), but no decision had yet been made on the future of these collaborations. He agreed to continue to provide briefing notes to Court as the situation demanded.

Court **noted** the report and the verbal update.

 UC21-22-007 P&VC Report to Court 16 March 2022.pdf

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### 4. \*HISA REPORT

**Note**

Kyle Gee, HISA Vice Principal Further Education, introduced the HISA report and confirmed that elections were underway, closing on 18 March 2022.

The Court **noted** the report and the verbal update.

 UC21-22-008 HISA Update Court March 2022.pdf

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### 5. \*STARRED ITEMS FOR DISCUSSION

## 5.1. \*Looking Forward: The Next 10 years

Prof Todd Walker, Principal and Vice Chancellor, made a presentation on 'ONE UHI', a philosophy for shaping the business model of the partnership over the next ten years to improve efficiency, effectiveness, deliver its mission, and support communities and stakeholders. This included a ten-year vision to plan and build the university business around becoming a more integrated organisation. He made the following key points:


1. The ONE UHI philosophy was a vision for a series of projects to create an integrated organisation.
2. The biggest risk to the organisation was a sudden shift in public policy, particularly multi-year funding agreements, national impact framework, pathfinder projects, and research and innovation.
3. The new branding project could be a launchpad for this new vision.
4. The integrated organisation must serve the interests of the region, ensure local delivery, and be based on coherent provision across the region that was coordinated for the collective good.
5. If Court approved, he and the executive would begin the discussion, development, and design work of ONE UHI with all internal and external stakeholders.

The Chair invited the members to discuss the ONE UHI proposal and put questions to Prof Walker and the Senior Executive Team. In the discussion that followed these key points were noted:

1. Emphasis on local delivery was critical, and one person's equality of access to the partnership's services regardless of geography was paramount.
2. Functions do not need to be centrally located or driven – both functions and services could be located and delivered locally across the region.
3. Significant time and resource had been expended in the organisation's short history on governance, structural, and cultural projects and initiatives with little success. It was vital therefore that lessons be learned from these past initiatives, an understanding of where barriers to change arose and might be overcome, and ensure that all stakeholders were given an opportunity to provide feedback and contribute to the solution.
4. Questions were raised about the capacity within the partnership for delivering significant change programmes.
5. In addition to the funding environment, there was a wider political context that needed to be appropriately appreciated, engaged with, and addressed for the ONE UHI initiative to succeed.
6. Members felt that the time period proposed – ten years – was too long, with all members favouring change at pace and a more compressed timeframe such as 2-5 years given the urgent financial sustainability challenges and likely turnover of both executive and non-executive directors, amongst other drivers.
7. Concerns were raised that the ONE UHI paper had not been presented to Regional Strategy Committee or Partnership Council before being presented to Court and that this represented poor governance and consultation practice.
8. Members noted that any structural changes needed full consultation with all stakeholders, and particularly that any proposed structural changes to the assigned colleges required engagement with councils and unions amongst others.
9. That 'ONE UHI' as a concept might be interpreted as a unitary body, and therefore more clarity was needed about the potential model(s) before the concept was circulated more widely.
10. Concerns were also noted that the narrative included in the ONE UHI paper might be seen as lacking objectivity and be potentially divisive if presented to a wider audience, such as the partners. The Court **agreed** that a refined paper, based on Court's feedback and following Court's endorsement of ONE UHI, would be developed and presented for a wider audience.

The Chair thanked members for their contributions to the discussion. Court unanimously **endorsed** the ONE UHI concept and the philosophy of a more integrated tertiary institution.

Court **requested** that the Chair of Court and the Principal and Vice Chancellor move to engage and consult directly with AP Chairs and Principals in the development of the ONE UHI initiative.

 UC21-22-009 - ONE UHI.pdf

## 5.2. \*Financial Challenge: Clawback of Funding


Vicki Nairn, Vice Principal Operations, reported on paper UC21-22-010 Funding Clawback. She reported that FGPC had given a clear direction to members of the senior team for a step change in their approach to financial sustainability, as well as around the information provided to Court and its committees. She reported that in response to this request she would be leading a revised approach to financial sustainability that involved working with colleagues across EO for a new five year financial sustainability plan with an ambition to move from deficit to surplus within this timeframe. This would involve efficiency savings, but also building capability around spend to save, income diversification, and innovation, as well as approaches to the 'topslice'. She also reported on progress with the SFC and the funding environment generally, and agreed to provide reports to Court on the status of the financial sustainability plan and confirmation of the amount of clawback when known.

The Court **noted** the paper and the verbal update.

 UC21-22-010 SFC FE Clawback paper.pdf

### 5.3. \*Key Strategic Projects - Consolidated Progress Report

Max Brown, Programme Director, introduced UC21-22-011 Strategic Projects Update Progress Report. The Court **noted** the update.

 UC21-22-011 Court update strategic projects March 2022, draft.pdf

**Discussion**

Max Brown

### 5.4. \*MAATIC Moray Growth Deal: Update

Dr Gary Campbell, Vice Principal Strategic Development, introduced paper UC21-22-12 MAATIC Update. He reported that a meeting with Boeing was imminent, and would be followed on 23 March by a Project Board meeting, where questions and issues around the funding were expected to be decided.

The Court **noted** the update.

 UC21-22-012 MAATIC update for Court March 2022.pdf

**Note**

Gary Campbell

### 5.5. \*Gaelic Language Plan

*[Neil Simco and Poonam Malik joined the meeting]*

Prof Neil Simco, Vice Principal Research and Impact, reported on the Gaelic Language Plan. He reported that an annual report would be presented to Court, and noted comments from members that provision be provided across the breadth of the partnership.

The Court **endorsed** the Gaelic Language plan.

*[Neil Simco left the meeting]*

 UC21-22-013 UHI Draft Gaelic Language Plan 6 March 2022.pdf

**Approve**

Neil Simco

### 5.6. \*UHI Branding - Launch

Dr Jen Vanderhoven, Vice Principal Engagement, reported on the branding and visual identity project and the planned phases and timelines, including an expected launch of 28 March 2022. She noted that the primary message was 'where learning means more', with a particular focus on student recruitment in the initial phase. Members noted their desire to see other elements of the university, in addition to the lifestyle/ outdoors focus of the initial launch, such as research excellence and innovation be included. She reported that a briefing note to all Court members (as well as others across the partnership) was being prepared to coincide with the launch date on key messages.

Court members welcomed the update. In response to a query on Perth College UHI's involvement, the Principal and Vice Chancellor reported that agreement had been reached with Perth's Board that they will retain their local identity, website, and logo, but that at a regional level (including merchandising) a new UHI Perth brand would be utilised.

Court **noted** the paper and verbal update.

 UC21-22-014 Brand and Visual Identity paper.pdf

**Discuss**

Jen Vanderhoven

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## 6. UNSTARRED ITEMS

### 6.1. Developing new fit for Purpose Academic Partner Agreements: Progress Report update

Noted without discussion.


 UC21-22-015 AP Agreements progress report.pdf

**Note**

Roger Sendall

### 6.2. Academic Partner Quarterly Status Reports

Noted without discussion.

 UC21-22-016 March 2022 AP Court Status Reports.pdf

**Note**

Nicholas Oakley

### 6.3. Confirmation/Appointments Changes to Assigned College Boards

Homologated without discussion.

 UC21-22-017 Confirmation-Appointments changes to ACB.pdf

**Homologate**

Roger Sendall

### 6.4. Risk Management Report and High-Level Risk Register

Noted without discussion.

 UC21-22-018 Risk Management report & High-Level Risk Register.pdf

**Note**

Roger Sendall


### **6.5. Academic Partner Financial Monitoring**

Noted without discussion.

 UC21-22-019 AP fin mon report - Sep-Oct 21 - Jan 22.pdf

### **6.6. Overview of collaborations with Russian organisations**

Noted without discussion.

 UC21-22-020 Overview of Collaborations with Russian organisations.pdf

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### **7. \*AOB**

There was no other business and the Chair closed the meeting at 15:58.

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### **8. \*DATE OF NEXT MEETING: 15 June 2022 - Business Meeting**

