

UNIVERSITY OF ABERDEEN

UNIVERSITY COURT

Minutes of meeting held on 4 October 2017

Present: Ms M Chapman (in the Chair), Mr M Gilbert, Principal (except for minutes 41 to 55), Professor N Booth, Mr C Duncan, Professor M Delibegovic, Mrs J Fernandes, Mr D MacFarlane, Mrs K McPhail, Ms L Menzies, Dr M Mills, Ms A Minto, Mr L Ogubie, Dr N Oren (23 to 67), Mr B Paterson, Mr I Percival, Professor J Schaper, Dr R Shanks, Mrs J Shirreffs, Ms K Smith, Dr D Steyn and Dr D Watts.

In attendance: Mr D Beattie, Mrs D Dyker (for minutes 1 to 21), Professor M Greaves, Professor I Guz (for minutes 23 to 38), Professor S Heys (for minutes 23 to 31), Mrs C Inglis, Professor B MacGregor (for minutes 39 to 40), Professor J Paterson (for minutes 23 to 38 and 39 to 40), Professor M Ross (for minutes 1 to 11), Dr H Sveinsdottir (for minutes 39 to 40), and Mr B Purdon (Clerk).

Apologies for absence were received from, Mr J Hall, Mr I Mackay and Mr K Murray.

NEW MEMBERS

- 1 The Rector welcomed new members to their first meeting following the approval of the Court's new composition by the Privy Council on 19 July 2017. The Rector also welcomed Professor Mike Greaves, Senior Vice-Principal, following his appointment.
- 2 The Court noted that following a meeting of the Interview Panel on Friday 29 September, Ms Lyndsay Menzies and Mr Iain Mackay had been appointed to two current vacancies for independent members of Court with immediate effect and that Ms Lorna Jack had been appointed to a third vacancy arising from 1 November 2017. (Minute 59 also refers)
- 3 The Court noted that Mr Ken Murray would retire from Court on 31 October 2017. The Court agreed to record its thanks and appreciation to Mr Murray for his contribution to the work of the Court, his leadership of the Audit Committee and to the University generally.

DECLARATION OF INTERESTS

- 4 No declaration of interests were noted.

WELCOME AND PRESENTATION ON THE NEW COMPOSITION OF COURT

- 5 The Court received a presentation from the Secretary on the new composition of Court, its powers and responsibilities and those of members, and the governance and legislative framework within which the University and the Court operated.

MINUTES AND ACTION LOG

- 6 The Minutes of the meeting held on 27 June 2017 were approved.
- 7 In discussion, it was noted that with regard to Minute 220 of 27 June 2017, the analysis of staffing levels against sector benchmarks should in future also take into account variations for institutions with medical schools.
- 8 The Court noted the updated Action Log (*copy filed with the principal copy of the minutes*).
- 9 The Court noted that its scheduled extended strategy day had, after consideration by the Senior Governor, been postponed following the announcement of the retirement of the Principal to

allow the Court to focus on the recruitment of the next Principal. The Court discussed the reasons for the decision to defer an extended review and discussion of strategy and noted that the intention was to hold that meeting at a later date, taking into account when the process for appointment of the next Principal was to be concluded. The Court agreed, however, that it should at its next meeting have an opportunity to receive updates on the issue of Brexit and its implications for strategy.

PARTNERSHIP, NEGOTIATION AND CONSULTATIVE COMMITTEE

- 10 The Court noted a report of the principal items of business considered by the Partnership Negotiation and Consultative Committee at its meeting on 19 September 2017 (*copy filed with the principal copy of the minutes*).
- 11 In discussion, a concern was raised regarding the implementation of revisions to the Collective Agreement on Terms and Conditions of Employment with regard to overseas travel. The Court was advised of the extensive discussions that had taken place on this issue with representatives of staff. The Court was assured that the University would not compel staff to work overseas and should they feel unable to do so, the University did not expect that to be to their detriment. The inclusion of a 'no detriment' clause could not, however, be included as there might theoretically be a situation where an area of University activity was relocated overseas. The Vice Principal for People Strategy offered to attend staff meetings in order to reassure staff on this matter.

AMENDMENTS TO THE COMPOSITION OF COURT COMMITTEES AND MEMBERSHIPS

- 12 The Court received a paper outlining proposed changes to the composition of Court sub-committees to enable memberships to better reflect the new composition of Court (*copy filed with the principal copy of the minutes*). The paper also proposed that the composition of committees be clarified to allow flexibility for the Senior Vice-Principal to serve as an alternate member to the Principal where necessary or to be in attendance where the Principal is not a member of a committee but is regularly in attendance.
- 13 The paper further proposed that the process for appointment of both independent members of Court and staff members on Court to committees be revised to require nominees to provide further information to the Governance and Nominations Committee on their suitability for and interest in the particular role, for consultation with the Convener of the relevant Committee to be undertaken and to reserve the right to interview nominees if required. Due to the fact both the recruitment of three independent members of Court and elections of staff members of Court and Senate Assessors had been ongoing, the Governance and Nominations Committee had agreed to defer the consideration of appointments to committee vacancies until the full membership of Court was appointed and nominations had been sought. It was, therefore, proposed that subject to approval of the changes to compositions, members of Court would be invited to submit nominations for vacancies to the Governance and Nominations Committee.
- 14 In discussion, it was noted that the proposals did not guarantee that non-academic staff would have representation on the Operating Board and it was suggested that the Governance and Nominations Committee should give further consideration to this point and to review whether this was an issue for any other Court committees. It was also suggested that the Committee should also reflect further on whether the staff membership of Court committees was appropriate in the context of the new composition of Court.
- 15 The Court approved:
 - (i) the proposed amendments to the compositions of Court committees subject to further consideration being given by Governance and Nominations Committee to the issues of staff representation on Court committees, including in particular, the issue of non-academic staff representation
 - (ii) the revised process for appointments to committees and agreed that nominations to vacancies would be sought following the further consideration of the issue noted at (i);

- (iii) the delegation of authority to the Governance and Nominations Committee to approve appointments to committee vacancies on Court's behalf subject to the issues noted at (i) and ii); and
- (iv) the continuing Court membership on Court and Joint Court and Senate Committees.

THE SCHEDULE OF DECISION MAKING BETWEEN COURT AND OPERATING BOARD

- 16 The Court received a paper (*copy filed with the principal copy of the minutes*) outlining a schedule of delegation between Court and Operating Board which set out which matters were delegated to the Operating Board for decision and those that were reserved to Court.
- 17 In discussion, the level of financial authority permitted to the Operating Board was queried. While it was considered to be reasonable relative to the University's income, it was agreed that this should be compared with other universities to ensure the University was consistent with practice in the sector.

PROFESSIONAL SERVICES RESTRUCTURING

- 18 The Court discussed the process that had been undertaken to restructure Professional Services. It was confirmed that the review had commenced with discussion at a previous Court of the achievement of savings within Professional Services but that a further presentation on how that had been progressed could be provided to Court and Operating Board. The Court agreed it should receive a paper for information on this at its next meeting.

COMMUNICATION FROM THE BUSINESS COMMITTEE OF THE GENERAL COUNCIL

- 19 The Court received a paper from the Business Committee of the General Council setting out proposals for how under the new composition of Court, the links with the General Council might be preserved (*copy filed with the principal copy of the minutes*).
- 20 The Court noted the paper and agreed it should be referred to the Governance and Nominations Committee to consider in more detail and the outcome reported back to Court.

FINANCIAL YEAR END OUTTURN REPORT

- 21 The Court received a report (*copy filed with the principal copy of the minutes*) which set out the draft financial outturn for the year ended 31 July 2017 which was subject to External Audit review, together with the Management Report for 31 July 2017.
- 22 The Court noted that the draft results to 31 July 2017 reported an overall underlying operating deficit of £1.957M. This was an improved position on the budgeted £5.128M underlying deficit for the year ended 31 July 2017 and the forecast deficit to the end of the financial year at 31 May 2017 of £3.469M. The paper also reported on significant adjustments that had been recorded within the results. The Court discussed in more detail the reasons for adjustments with regard to student accommodation contractual commitments and a fixed asset impairment provision with regard to the OneSource project. The Court also discussed the current position of the University's pension schemes and that further consideration of how these were structured might be required.

REPORTS ON TRANSNATIONAL EDUCATION

PRIORITISATION OF TRANSNATIONAL EDUCATION PROJECTS

- 23 On 4 October 2017, the Court received and discussed a report on the progress and prioritisation of the four active transnational projects - East Africa (Uganda), Korea, Qatar and Sri Lanka - which had been requested by the Operating Board.

- 24 The Court discussed the basis for the prioritisation of each of the projects in terms of the strategic benefits of the project, the degree of risk (reputational, ethical and business), and the University's capacity to deliver the projects. The Court accepted the prioritisation of the projects as set out in the paper and resulting from the Court's decisions regarding the Uganda and Korean projects. The Court also noted that while the immediate priorities for delivery were the Qatar and Sri Lanka initiatives, the strategic importance of opportunities in sub-Saharan Africa were evident and should continue to be considered. The University would also continue to progress its strategy to grow online education provision.
- 25 It was noted that all projects were monitored by project boards and the composition of these was available to members.
- 26 The Court agreed that transnational education should be a standing item on the Court agenda but that it would be helpful in particular to consider at its next meeting:
- the University's transnational education strategy;
 - information on lessons learned from other universities which had previously engaged in similar transnational education projects.

QATAR CAMPUS UPDATE

- 27 The Court received and noted a paper which reported on the opening of the University of Aberdeen campus in Doha, Qatar (*copy filed with the principal copy of the minutes*). It was noted that teaching had commenced on 17th September and 106 students had registered and taken up places, with more students expected to register.

PROPOSED TNE PARTNERSHIP IN SRI LANKA

- 28 The Court received a paper which reported on a potential transnational education project with a healthcare education partner in Sri Lanka to deliver a five year MBChB in Medicine in Aberdeen and Sri Lanka. The paper also reported on the Operating Board's consideration of the proposal and the Court received a separate report on the Governance and Nominations Committee's consideration of the project.
- 29 The Court discussed the potential ethical risks arising from Sri Lanka's past record on human rights, in particular concerns that had been expressed by the UCU regarding allegations that medical professionals had been coerced into becoming complicit in cases of torture. It was acknowledged that Sri Lanka had in the past experienced significant human rights abuses but that these were historic and recent reviews by the UK Government and Freedom House had concluded the country had made significant progress in terms of civil liberties. With regard to the specific concern around medical professionals, the Court was also assured that this project would be conducted in private hospitals where staff would not be under Government control and which had received private hospital accreditation from American authorities.
- 30 In further discussion, it was acknowledged that the quality of the student experience and security of any staff visiting Sri Lanka would be paramount. It was also noted that the project would involve three years of teaching in Aberdeen with two years of clinical placement in Sri Lanka and would, therefore, not be solely based in Sri Lanka.
- 31 The Court agreed that the proposal should progress to consideration by Senate before returning to Court for further consideration.

KOREA CAMPUS UPDATE

- 32 The Court received a paper outlining recent developments with the proposed campus in Hadong, South Korea, together with a note of the Operating Board's most recent consideration of the project's progress.
- 33 The Court noted that the core income streams underpinning the original business case were now not expected to be viable. Extensive discussions with Korean partners had therefore been taking place regarding a revised basis on which the University could continue with the project,

in particular with regard to ensuring the offering of programmes were revised to be relevant to the present and anticipated future needs of the Korean economy.

- 34 The Court discussed the implications for the project should agreement on a viable business model not be agreed by the Korean partners. It was noted that legal clarification on the costs of exiting the project were being sought. The Court also noted that the University had and continued to commit considerable management time to the project which could not be sustained indefinitely given other transnational education priorities. *

. *Minute redacted - commercially sensitive information

PROPOSAL TO ESTABLISH AN EAST AFRICA CAMPUS BASED IN UGANDA

- 35 The Court received a proposal to establish a University of Aberdeen campus in partnership with a third party provider in Uganda.
- 36 The proposal was a successor proposal to a former initiative in Rwanda and the paper reported on the reasons that initiative had not been progressed. The paper reported on the Operating Board's consideration of a new proposal for a campus in Uganda and noted that the Governance and Nominations Committee had also reviewed the project (which was reported separately in the Governance and Nominations Committee report to Court and the draft minutes of its most recent meeting). (Minute 57 refers).
- 37 The Court noted that the Senior Management Team had reviewed the proposals further, in particular in the context of there being significant issues and risks of operating in Uganda in terms of corruption and minority rights. Following discussion of these, the Court agreed that the degree of risk involved in Uganda as a location were prohibitive and that the proposal should not be taken forward.
- 38 The Court discussed the implications of this decision for the University's relationship with the third party provider. It was agreed that the University should continue to seek to maintain that relationship given the potential future strategic importance of transnational education, in particular in sub-Saharan Africa.

THE STRATEGIC PLAN AND PERFORMANCE AGAINST KEY INDICATORS

- 39 The Court received a paper (*copy filed with the principal copy of the minutes*) which reported on progress made across 2016/17 at an Institutional level, towards achieving targets against Key Performance Indicators (KPIs) that underpinned the University's Strategic Plan.
- 40 The Court discussed the report, in particular the University's league table performance and the further actions planned to achieve improvements in performance in these across a variety of indicators. The Court also discussed how the University currently used opportunities to influence reputational components of the rankings and how these might be developed further with the support of the academic community. The Court also noted that the majority of the University's KPIs, if achieved, would, in turn, result in improvements in league table performance.

RECRUITMENT PROCESS FOR THE APPOINTMENT OF THE NEXT PRINCIPAL

- 41 The Court received a discussion paper on the process for recruitment and appointment of the next Principal which included how the process should be conducted and the attributes that the University should seek in its next Principal (*copy filed with the principal copy of the minutes*). The paper provided Court with the current role description of the Principal and guidelines produced by Universities UK (UUK) on '*Appointing Heads of Higher Education Institutions*'. The paper also set out the requirements of the Scottish Code of Good HE Governance with regard to the appointment process, including membership of selection committees. In addition, the paper outlined options for the composition of the Selection Committee which had been considered by the Governance & Nominations Committee, including a model subsequently proposed by a Senate member who had been co-opted as a

member of the Committee for the purposes of that discussion. The Court also received a motion that had been passed by Senate regarding the recruitment and appointment of the next Principal (which was included separately on the agenda).

- 42 The Court noted that the appointment of the Principal was a decision for it to take as the governing body but that the recruitment process and recommendation of a candidate was one that should be taken forward by a smaller group which had credibility as being representative of the key stakeholders of the institution.
- 43 The Court considered the current role description of the Principal and discussed the key attributes required for the role. It was noted that a revised job description and a person specification aligned to the strategic priorities of the University would be required. The person specification would also detail the necessary skills, knowledge, experience and personal characteristics of the individual.
- 44 The Court discussed a number of potential key responsibilities for the role which had been detailed in the paper. These included:
- Raising the University's profile nationally and internationally, further enhancing its UK and world rankings as an innovative, research-led institution
 - Leading the University's learning and teaching agenda
 - Leading the University's research agenda
 - Enhancing the University's internationalisation agenda including international partnerships and TNE
 - Financial sustainability
 - Providing strong leadership for all staff
 - Developing an inclusive and supportive culture in line with the Institutional People Strategy
 - Leading the University's fundraising campaign
- 45 The Court discussed the key attributes to be considered for the successful candidate including:
- Inspirational leadership
 - Confidence to delegate effectively to encourage and empower the Senior Team and all staff to do their best
 - Energy, drive and enthusiasm to deliver the University's mission and strategy
 - Innovative problem solver
 - Decision making
 - An ability to influence key stakeholders
 - Personal presence
- 46 In discussion, the following further key points were noted:
- The importance of ensuring the Principal was able to focus sufficiently on the key external and internal responsibilities of the role was emphasised. In this regard, ensuring there was effective leadership of the senior management team to allow the Principal greater focus on the external responsibilities of the role, in particular by the Senior Vice-Principal leading the internal management of the University, was noted.
 - The ability to communicate and engage with individuals from a wide variety range of backgrounds.
 - A commitment to equality and diversity and the ability to unite and lead all staff in the community behind a vision for the future of the University.
 - Differing views were expressed regarding the need for candidates to have a proven academic reputation and credibility. Some members considered this to be key while others felt that the ability to lead and manage while also understanding the characteristics and dynamics that made an academic community function and succeed were more important.
 - The experience necessary to understand and lead the University to a financially sustainable future, given the financial challenges facing higher education in Scotland.

- An understanding of the University of Aberdeen, its core values and mission, its region and its wider community would be desirable. Equally, the individual should have international presence and networks given the strategic importance of issues such as Brexit and internationalisation to the University's future success.
- 47 It was agreed that all of the comments made in discussion would inform the development of a final role description by the Selection Committee and that this would be reported back to Court by circulation.
- 48 The Court discussed the remit and composition of the Selection Committee. It was agreed that the composition should be a committee of eleven members as follows:
- Convener (Independent member, Convener of the Governance and Nominations Committee)
Senior Governor
Two independent members of Court – who should be female in the interest of gender balance.
President of the Students' Association
The four Senate Assessors on Court
Two staff members on Court
- In attendance: An external assessor to advise the Committee but who would not be a member of the Committee for the purposes of agreeing on the recommendation of an appointment to Court.
- 49 It was agreed that independent members should make nominations to the Secretary for the independent member positions on the Committee. In discussion, the Court accepted a nomination of Ms Anne Minto to serve as one of the independent members given her role as Chair of the Development Trust.
- 50 The elected academic staff member of Court, the academic trade union member of Court, the elected non-academic staff member of Court and the non-academic trade union member of Court were asked to agree on which of them would serve as the two staff members of Court on the Selection Committee and to advise the Secretary after the meeting. Following discussion, a nomination of Mrs Jenny Fernandes to one of the two positions was accepted by Court and the four elected/union staff members were, therefore, asked to agree on who the remaining staff member of the Committee should be and advise the Secretary after the meeting.
- 51 The Court discussed the use of search consultants. It was agreed that in order to reach the widest and most diverse field of potential candidates, the support of search consultants would be necessary. The Court also discussed the selection process and it was agreed that in broad terms opportunities for short-listed candidates to engage and present to the staff and student community and other key stakeholders could be useful in informing the selection decision. It was noted also that this could give rise to difficulties for candidates who wished their candidature to remain confidential within the process. It was agreed the Selection Committee should consider these issues further but that in principle the suggestion that potential candidates engage with representatives from the University community should be undertaken if possible.
- 52 The Court agreed that the Selection Committee would have delegated authority to undertake the recruitment search, consultation process, shortlisting and interview of candidates, with the objective of recommending a single candidate for appointment by Court. The Committee would also select and appoint the search consultants and would be invited at its first meeting to consider the person specification and role description for the Principal, including the views expressed by Court, and that this would be reported back to Court for information by circulation.
- 53 The Court noted that the Senate Assessors would represent Senate within the Selection Committee membership but that there would be consultation with Senate and other stakeholder groups as the recruitment and selection process was taken forward.

- 54 The Court noted the anticipated timeline for the process was likely to be a minimum of six months and that the April 2018 meeting of Court would be the earliest point at which a recommendation on appointment might be considered. It was agreed it was important that the process be robust and as transparent as possible while also being conducted swiftly given the importance of the appointment to the University's leadership and management.
- 55 The Court also discussed the communications that it had received with regard to the retirement of the Principal.

OPERATING BOARD REPORT

- 56 The Court received and noted a report from the Operating Board meeting held on 11 September 2017 (*copy filed with the principal copy of the minutes*).

REPORTS FROM COMMITTEES

GOVERNANCE AND NOMINATIONS COMMITTEE

- 57 The Court received a report of the principal items of business considered by the Governance and Nominations Committee at its meeting on 11 September 2017 (*copy filed with the principal copy of the minutes*). The Court approved a proposed nomination for the Benefactor to the University award.

ROUTINE BUSINESS

INSTITUTION LED REVIEW OF ACADEMIC QUALITY

- 58 The Court received and approved the Annual Report on Institution-Led Review of Quality 2016/17 (*copy filed with the principal copy of the minutes*). The report was required by the Scottish Funding Council (SFC) as a condition of grant to ensure (i) that provision is of an acceptable quality; and (ii) that all institutions have an appropriate strategy for quality enhancement.

REPORT FROM THE SENIOR GOVERNOR

- 59 The Court noted a report from the Senior Governor (*copy filed with the principal copy of the minutes*) which included a brief update on the recruitment of independent members (Minute 2 also refers).

REPORT FROM THE PRINCIPAL

- 60 The Court noted a report from the Principal (*copy filed with the principal copy of the minutes*) on recent developments within the University.

REPORT FROM THE PRESIDENT OF THE STUDENTS' ASSOCIATION

- 61 The Court noted a report (*copy filed with the principal copy of the minutes*) from the President of the Students' Association on the recent activities of AUSA.

HEALTH, WELLBEING AND SAFETY

- 62 The Court noted a report on Health, Wellbeing & Safety (*copy filed with the principal copy of the minutes*) which included the annual statistics and trends data.

THE NEW UNIVERSITY COURT

- 63 The Court received a paper (*copy filed with the principal copy of the minutes*) detailing the composition and membership of Court as formally amended by the Privy Council on 19 July

2017; the role of Court; and the role and responsibilities of Court members as governors and charity trustees.

SENATE REPORT

- 64 The Court noted a report from the Senate's extraordinary meeting of 11 September 2017 which had been called to discuss 'leadership and governance' following the announcement of the retirement of the Principal (*copy filed with the principal copy of the minutes*). The report included the text of a motion passed by Senate regarding the recruitment process of the next Principal which was noted by Court. (Minutes 41 to 55 also refer).

DEVELOPMENT TRUST ACTIVITY

- 65 The Court received and noted an update on the activity undertaken by the University of Aberdeen Development Trust since the last meeting of Court (*copy filed with the principal copy of the minutes*). In discussion, the Court further noted that it had been agreed to defer any appointment to the position of Campaign Director. The Court would receive a further report on proposals for fundraising at its next meeting.

DECISIONS TAKEN UNDER VACATION POWERS

- 66 The Court received and noted a paper (*copy filed with the principal copy of the minutes*) on the decisions made during the summer under delegated powers. These were:
- (i) Mrs K McPhail was appointed on an interim bases to the current vacancy for an independent member on Governance and Nominations Committee;
 - (ii) Professor M Greaves as Senior Vice-Principal was appointed as a member of the Governance and Nominations Committee on an alternate basis to the Principal;
 - (iii) Approval of additional brief guidance to candidates in the staff elections to Court on their conduct and the forms of campaigning that were permissible.

DATE OF MEETINGS FOR 2017/18

- 67 The Court noted that meetings had been scheduled for 2017/18 as follows:

Tuesday, 12 December 2017	9.00 – 1.00 pm
Wednesday, 4 April 2018	9.00 – 1.00 pm
Tuesday, 26 June 2018	9.00 – 1.00 pm

Court Lunches 1.00 – 2.00 pm 12 December 2017, 4 April 2018 and 26 June 2018