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**Court**

**Minute of Meeting held on Wednesday 25 September 2024 held in the Senate Room and via Zoom**

**Present:**

Gavin Stewart Co-opted Member (Convener of Court), Cllr Susan Aitken (Glasgow City Council Assessor),Professor Sarah Armstrong (Elected Academic Staff Member), Professor Tara Brendle (Elected Academic Staff Member), Professor Nicola Dandridge (Co-opted Member), Kerry Christie (Co-opted member), Mr David Finlayson (Co-opted Member), Stuart Hoggan (General Council Assessor), Dr Bo Hu (Chancellor’s Assessor), Mr Christopher Kennedy (Elected Professional Services Representative), Professor Simon Kennedy (Elected Academic Staff Member), Laic Khalique (Co-opted Member), Jonathan Loukes (Co-opted Member), Dr Christine Middlemiss (General Council Assessor), Pablo Moran Ruiz (SRC President), Professor Sir Anton Muscatelli (Principal), Elspeth Orcharton (Co-opted Member), Professor Richard Reeve (Trade Union Nominee), Shan Saba (Co-opted Member), Professor Bethan Wood (Elected Academic Staff Member).

**Attending:**

Gregor Caldow (Executive Director of Finance), Professor Frank Coton (Senior Vice Principal and Deputy Vice Chancellor (Academic)), Dr David Duncan (Chief Operating Officer & University Secretary), Amber Higgins (Head of Court Office and Clerk to Court), Mary Jane Brouwers (Co-opted member of Court from Oct 2024), Martin Sinclair (Chair of Audit and risk Committee).

**Apologies:**

Dr Ghassan Abu-Sittah (Rector), Paula McKerrow (Trade Union Nominee), Lorriane McMillan (Co-opted Member), Dr Christine Middlemiss (General Council Assessor)

**CRT/2024/04. Announcements and declaration of Interests**

The Convener welcomed Lorraine McMillan (Co-opted Member) (in her absence) and Mary Jane Brouwers (future Co-opted member from 1 October) as new members of Court and Pablo Moran Ruiz (SRC President), in his new role on Court. Court also noted that Martin Sinclair would be attending Court as an observer as the Chair of the Audit and Risk Committee from 1 October, and welcomed Martin.

Court noted that the Rector was absent as he was currently in Beirut and passed on their best wishes.

There was the following declaration of interest in relation to business to be conducted at the meeting: Dr David Duncan as a member of the UCEA - National Negotiating Team.

A pre-Court briefing took place on the Keystone Building Business Case and Court’s thanks for the briefing were recorded.

Court was reminded that papers and business were confidential.

**CRT/2024/05. Minutes of the meetings held on Tuesday 18 June 2024**

The Convener of Court reported that there was concern from several members of Court that procedure was not followed both by not allowing a full discussion of the divestment item (CRT/2023/57.2) at Court on June 18 2024 and by not allowing some members to minute their disagreement with the decision on that item.

Following discussion it was agreed that members who were present and wanted to minute their disagreement to the decision would be added to the minutes of the current meeting. The Court members were:

Sarah Armstrong, Elected Academic Staff Member

Dan Haydon, Elected Academic Staff Member

Paula McKerrow, Trade Union Nominee

Richard Reeve, Trade Union Nominee

Pablo Moran Ruiz, SRC Assessor

Hailie Pentleton, SRC President

Court also discussed other minor amendments and the minutes were approved for the meeting of 18 June 2024 with these changes.

**CRT/2024/06. Matters Arising**

No substantive items were raised.

**CRT/2024/07. Keystone Building Business Case**

Court received a presentation by Gregor Caldow, Executive Director of Finance and Professor Frank Coton (Senior Vice Principal and Deputy Vice Chancellor (Academic)), on the business case for the Keystone Building. Court noted that they had received an earlier presentation on the proposal and the key points noted were:

* The Keystone building represented an opportunity to deliver world‐class facilities to accelerate the impact and growth of the institution at the same time as removing estate liabilities and unlocking future opportunities.
* Estates Committee and Finance Committee were both supportive of the business case and externals reviews of the business case had also been undertaken by KMPG and an external Gateway review completed.
* An additional stress scenario had been forecasted which had been based on a significant downturn.  The scenario was seen as unlikely but demonstrated the timing and level of savings that would be required to protect the institution in such a scenario.
* The building of Keystone was key to ensuring the maintenance backlog could be addressed, it enabled further growth of the University and allowed the University to build its research power.
* The Keystone would also allow for a significantly improved student and staff experience through delivery of modern, flexible spaces in place of old buildings which have known issues impacting research, teaching and overall experience.

During the discussion it was noted that it was important that investment in staff continued to be a key message along with maintenance of existing buildings when announcing the new building project to ensure that staff understood the wider context. A query was also raised about sustainability and how this would impact on the Net Zero target for 2030. It was noted that Keystone would be the most efficient building on campus and would allow the University to exit buildings that were less efficient and were a poor working and teaching environment. It was also noted that the reporting for sustainability would be strengthened through Estates Committee and a proposal would be put forward in the near future for Court’s approval.

Court noted that the final price for the building was still to be confirmed and was due to be between £300 - £313m. The final contract was due to be signed in the coming weeks and Court would be kept informed at each stage of the build due to the size and complexity of the project.

Court approved the business case for the Keystone Building with delegated authority for the finances only to a maximum of £313m to SMG.

**CRT/2024/08. University Risk Register**

Court received a presentation by Gregor Caldow, Executive Director of Finance on the updated Risk Register. Court discussed the overview of the Risk Register and its role in the organisation’s risk management. The top risks included data governance, information security, climate change, geopolitical landscape, and operational aspects such as cash flow and campus development. It was agreed that the Risk Appetite would be circulated to Court members.

Key areas noted were:

* Reputation management and the importance of embedding this across most risks and day to day operations
* Retention of academic staff was noted as a significant risk with concerns around the professorial zoning.
* Financial uncertainty across the HE Sector
* Student experience particularly in relation to the NSS
* Cyber security and risks of a major outage

During the discussion Court noted the concerns in relation to staff retention and academic progression and that fair pay was a priority for the University. It was reported that there was a number of mechanisms for annual review and as with any due process there was risk that staff could be rezoned either up or down. It was acknowledged that some schools had a high turnover but it was important that there was balance as no turnover also created significant risks.

Court agreed that the Chair of the People & Organisation Development Committee, the Executive Director of P&OD and the Deputy Vice-Chancellor (Academic) would review the current process.

Court approved the Risk Register for 2024/25.

**CRT/2024/09. Report from the Principal**

*CRT/2024/09.1 Principal’s Report*

Court noted the report from the Principal. Court discussed in detail student admissions including International and RUK students. Following the major challenges of the 2023 admissions cycle, changes had been made to maximise conversion of offers and respond to market demand. Court noted that the latest Postgraduate Taught and Undergraduate admissions forecasts showed continued movement towards a relatively positive outcome, particularly given the increasingly competitive and challenging external environment. As forecast throughout 2024, the international recruitment position would be considerably better than 2023, although still short of the overall target, landing in between budget scenarios 1 and 2.

Court noted that there was significant instability in the student recruitment markets and that the University would need to continue to improve the conversion rate in order to maintain their share of the market.

The following areas from the Principal’s Report were also noted:

* General Election – the University had been working to working to engage with new local representatives and Cabinet members with portfolios of greatest relevant to HE.
* University rankings – the Times Higher Education Impact Rankings – up one place to 12th in the world; the QS World University Rankings – down two places to 78th in the world and the Complete University Guide 2025 – down three places to 29th in the UK.
* NSS 2024 - Despite some positives, SMG acknowledged that this was a very disappointing set of results overall, particularly noting the further divergence in relation to Russell Group universities, and the clear shift in the direction of travel in contrast with comparator institutions. The trend over the last several years was concerning and needs to be addressed. A proposal to establish a Task Group to set in train actions which could be taken at University level to address the challenges identified through the NSS had been approved. Court would be given a more detailed update at its next meeting in November.
* Vice-Principal and Head of College for Science and Engineering – Court noted that Professor Eric Yeatman had been appointed and would take up the role on the 6 January 2025.

The Convener thanked the Principal for the update.

**CRT/2024/10. Report from the University Secretary**

Court noted the report from the University Secretary – Paper 7. The following areas were discussed in further detail.

*CRT/2024/10.1 Organisational Change Governance Committee*

The University Secretary reported that the Organisational Change Governance Committee (OCGC) had met once more on 3 September to review the structural changes in Social and Public Health Sciences Unit (SPSHU).  A number of issues were raised at the meeting including whether the process had been fair and whether more MRC funded posts should be transitioned to University funded roles. There were concerns about gender inequality, with data showing men were three times more likely to be retained than women during Phase 1 of the organisational change.

Court noted that a number of recommendations were now being put for approval by the Committee. The proposals included continuing consultations with Trades Unions and affected individuals and also making a recommendation that an independent external review take place to provide assurance to both OCGC and Court. The review would include experts in Equality, Diversity, and Inclusion (EDI) and data analysis, and would help to assess whether the process had been fair and to identify any systemic issues.

OCGC acknowledged that earlier involvement in Phase 1 would have been beneficial and suggested that the Terms of Reference (ToR) for the independent review be drafted and shared with Court for comment. Recognising that similar situations were likely to occur in the future, the review would aim to ensure that lessons are learned, particularly in relation to gender balance, and the treatment of affected staff were acted upon.

Court also noted that a collective grievance had been raised by some of the staff within SPSHU and that the Clerk of Senate was involved with hearing the case.

Court members expressed concerns about the impact this was having on the staff within SPSHU and if the changes were inline with the University’s strategic priorities and interdisciplinary research as the staff were within health inequalities which was a strategic priority. Concerns were also raised about the potential to cause reputational damage due to the loss of a large number of staff and also the disparities in the staff that were transferred on to general funds.

Court members emphasised the need for clearer criteria for determining when it was appropriate and feasible to transition staff from externally funded to University funded roles and suggested that a standardised process should be developed to support these transition decisions more effectively in the future which included technical staff.

Following discussion Courts approved the next steps:-

* The current process would be allowed to continue, recognising that this may lead to redundancies as signalled in the papers shared with OCGC, trade unions and UK Government Secretary of State.
* The College would be invited to review whether it was possible and appropriate to further use the growth fund to preserve more of the affected positions.
* An independent assessment of the Academic PI Review to be conducted on the process to ensure fairness, particularly with regard to gender disparities and fairness between different grades of staff. Court to have sight of the ToR for the review.
* The College would be encouraged to explore opportunities for placing affected Academic PI individuals in Schools outside the School of Health and Wellbeing, whilst also considering opportunities to redeploy other members of staff.

Court also agreed that OCGC would review broader University policies for staff and units affected by the loss of external funding to see if a standardised process could be developed and staff had clear early indication of what was required to ensure that they had the strongest case for being retained on general funds. Court also noted that it was also important to ensure that staff implementing the process had the appropriate training in relation to Equality, Diversity, and Inclusion (EDI) and data analysis. It was also agreed that the OCGC ToR would be reviewed to ensure that it was clear that the Committee should be sighted on any proposed organisational changes at the early stages.

*CRT/2024/10.2 Principal and VC Appointment*

Court noted that following the approval of the appointment of Professor Andy Scofield at the Court meeting on 6 September 2024 a formal announcement was due to be made shortly.

*CRT/2024/10.3 Vice-Convener of Court Appointment*

Court approved the appointment of Kerry Christie as the Vice-Convener of Court.

*CRT/2024/10.4 Court Strategy Day*

The Court Strategy day was noted, and it was recorded that it had provided an opportunity for Court to be updated on, and to discuss, several areas including planning for the start of the academic session. Areas covered included:

* Overview of the University
* Overview of Metrics
* Research Strategy – changing expectations of universities
* Student recruitment – looking ahead
* Student Experience
* Rankings – why they matter

It was noted that a feedback form had been sent out to Court members and all members were encouraged to complete this.

*CRT/2024/10.5 Court Effectiveness Review – Autumn 2023*

Court noted that following the appointment of additional resource to the Court office, members of staff would work with the Court Governance Review (CGR) working group to take forward implementation of the recommendations and action plan.

*CRT/2024/10.6 New and continuing Court Members*

Lorraine McMillan had begun her term on Court on 1 August 2024 as a Co-opted Member of Court for four years. Mary Jane Brouwers would start her term on Court from the 1 October as a Co-opted Member of Court for four years. Pablo Moran Ruiz had also begun his term on Court on 1 July 2024 *ex officio* as SRC President, for one year.

Court noted that the Nominations Committee was recommending several Committee appointments following the appointment of new Court members. Court noted that the appointment process had been set out and agreed by the Nominations Committee and all recent Court appointments had been an open call for applications.

Court approved the following appointments:

* Lorraine McMillan to the Audit and Risk Committee.
* Mary Jane Brouwers to the Finance Committee .
* Dr Bo Hu to the Information Policy and Strategy Committee.
* Martin Sinclair as the Chair of the Audit and Risk Committee.
* Laurie Foulds as an External Lay member of Finance Committee for 4 years from the 1 October 2024.

*CRT/2024/10.7 Court Business 2024/25*

Court received the Schedule of Court Business for the coming year, together with the Statement of Primary Responsibilities of Court.

The attendance lists for meetings of Court and its Committees for 2023/24 had been reviewed; there were no issues for action in connection with this.

*CRT/2024/10.8 SFC Assurance and Accountability and Research Assurance and Accountability Return 2024/25*

Court noted that in June, the SFC published further guidance and information relating to the new Outcomes Framework and Assurance Model (OFAM). This was the replacement for the previous Outcome Agreement approach and came into force from August 1st 2024.

It was reported that work was underway to respond to the monitoring returns due as part of the first year of the OF&AM and that the SFC had stated that returns would be signed off by the Principal on behalf of governing bodies (unless explicitly stated otherwise). In line with internal governance arrangements – and given the continued forward-looking nature of some aspects of each return, it was proposed that each return would be shared with Court ahead of submission to SFC. Court agreed that due to timing issues with the sporadic deadlines associated with the new suite of monitoring returns, documents could be shared with Court by email and reported retrospectively at the next meeting of Court.

Court received the University's proposed submission to SFC regarding the use of research related funding as part of the University’s commitments under the new Outcomes Framework and Assurance Model (replacing the previous Outcome Agreement regime).

Court approved the Research Assurance and Accountability Return (RAAR) for 2024/25.

*CRT/2024/10.9 Student Contract*

The student contract, to which all students sign up at registration, had been updated for academic session 2024-25. Court noted that the University Secretary had approved the updated contract on behalf of Court.

*CRT/2024/10.10 Head of School Appointments*

Court noted the following changes, and congratulated the individuals on their new roles:

College of Medical, Veterinary and Life Sciences

*Head of the School for Head of School of Medicine, Dentistry and Nursing*

Professor Matthew Walters had been re-appointed as the Head of the School from 1 August 2024 for 2 years.

*CRT/2024/10.11 Draft Resolution - Named Chair – Sir Alexander Stone Chair in Commercial Law*

Court noted that following a review of Resolution 262 in relation to the Sir Alexander Stone Chair it was noted that although Court approved the name change for the Chair of Commercial Law to the Sir Alexander Stone Chair in Commercial Law, there is no official record of the resolution being updated to reflect this change which dated back to 1986. It was proposed that the draft resolution would go out for one month’s public consultation and would come back to the Court meeting in November for final approval to confirm the name change for the Chair.

Court approved Draft Resolution 713 - Named Chair – Sir Alexander Stone Chair in Commercial Law to move forward for public consultation.

*CRT/2024/10.12* Resolution - *Endowment Changes*

Court approved Resolution 708 - Reorganisation of Restricted Funds (Goudie and Stevenson funds).

*CRT/2024/10.13 Chancellors Fund*

Court noted the annual report from the Chancellors Fund.

*CRT/2024/10.14 Ward Committee*

Court approved the appointment of Cameron Marshall to the Ward Committee.

*CRT/2024/10.15* Universitas 21 (*U21)*

Court noted that U21 LBG was established as a non-profit organisation (NPO) in Guernsey in 1997. However, new NPO legislation introduced in Guernsey in 2022, aimed at mitigating money laundering and financial crime risks, had significantly complicated operations for NPOs not physically based on the island. In response to these challenges, the Board of U21 had decided to form a new limited by guarantee company in the UK and pursue charitable status by registering with the UK Charity Commission and the University had been asked to be part of this company as one of the members of U21.

Court approved the University being part of the formation of U21 as a limited guarantee company.

**CRT/2024/11. Student Matters, including: SEC Report; SRC President update**

*CRT/2024/11.1 Rector update*

Court noted the Rector’s apologies and no substantive matters were raised.

*CRT/2024/11.2 SRC update*

The SRC President reported that there had been an excellent start to the year, with upwards of 15,000 attendees at the welcome fair during Freshers week. There had also been a large amount of engagement with all the clubs and societies. It was also noted that the SRC elections for Committee members were taking place on 17 October 2024 after which the new SRC Assessor on Court would be elected. The SRC President stated that the SRC encourages all students to get involved as it was a key way in shaping the student experience and ensuring that the student voice was present at all levels of the University.

*CRT/2024/11.3 Student Experience Committee*

Court noted that the Student Experience Committee was due to meet shortly and a report would be provided at the next Court meeting and it was also noted that student residences were at 98% capacity.

The Convener thanked the SRC President for his report.

**CRT/2024/12. Reports of Court Committees**

*CRT/2024/12.1. Finance Committee*

Jonathan Loukes, chair of the Committee, outlined the report from the Committee. It was reported that the Finance Committee had approved the investment request for £23.7m for the next phase of the NIIP and Court approved the investment request given the total project spend was £73m and total cumulative spend to date was £40.1m. The Committee had also received an update on the SRI Policy review, approved the TRAC Return for 2022/23 and had requested further details around the contingency amounts associated with works on the Kelvin building, which would be provided out of cycle – with a total additional value of £0.57m.

It was also reported that the Committee had discussed the issues with BACs salary payments to staff in June 2024 and the steps that were taken to prevent reoccurrence. Court noted that the issue had also been discussed at the Audit and Risk Committee.

The report was noted.

*CRT/2024/12.2 Estates Committee*

Stuart Hoggan, chair of the Committee, outlined the report from the Committee which had approved the Keystone Building Business Case, Estates Investment Plan for 2024/25 and had received an update on Sustainability.

The report was noted.

*CRT/2024/12.3 Audit & Risk Committee*

Elspeth Orcharton, chair of the Committee, reported that the Committee had received a briefing on the updated Risk Register. It was agreed that the updated Register would be included in Court papers for September 2023 for approval. The Committee also received internal audit reports on: Core Financial Controls: Treasury Management, Data and Analytics Framework, Data Retention for HR System Records, Operational Risk Management, Service Excellence Project Advisory Report and the Keystone Building Business Case.

Court noted that the Committee received the Internal Audit report for 2023/24 from KPMG and noted that for the 14 reviews completed in 2023/24: 3 were green; 4 were green-amber; 5 were amber-red; and two were advisory reports. The internal auditors had issued an annual report for 2023/24, which included an opinion on the adequacy and effectiveness of governance, risk management and control, and of the University’s economy, efficiency and effectiveness (value for money) arrangements. The opinion was based on an assessment of the design and operation of the underpinning aspects of the risk and assurance framework and supporting processes; an assessment of the range of individual assurances arising from their risk-based internal audit assignments that have been reported throughout the period. This assessment had taken account of the relative materiality of these areas; and an assessment of the process by which the university has assurance over the registration requirements of its regulator(s).

The opinion for 2023/24 was that significant assurance with minor improvement opportunities could be given on the overall adequacy and effectiveness of the organisation’s framework of governance, risk management and control. During the discussion the Committee noted that when reflecting on the range of internal audits undertaken in the year, as well as those specifically referenced above, KPMG have not noted any control deficiencies which prevented them from issuing an overall ‘significant assurance with minor improvement opportunities’ conclusion. The University Risk Register reflected the University’s key objectives and risks and was regularly reviewed. It was also acknowledged that Court reviewed the Risk Register on a regular basis and the Audit & Risk Committee reviewed whether the University’s risk management procedures were operating effectively.

The report was noted.

*CRT/2024/12.4 IPSC*

Frank Coton, chair of the Committee reported that IPSC had focused on cyber security, noting improved balance between prevention activities and business continuity discussions, leading to increased awareness and engagement. Key progress included near completion of a mandatory awareness‐raising course for all staff and recruitment of new team members. IPSC had also considered the updated Business Case for the Network Infrastructure Investment Programme which was discussed earlier in the meeting.

The Committee had also received an update on Project Eos. A query was raised about issues that some staff were having with individual devices, and it was noted that any issues raised could be dealt with on a case by case basis however at present no major issues had been raised directly with the team managing the project.

The report was noted.

*CRT/2024/12.5 People and Organisational Development Committee*

Kerry Christie, chair of the Committee reported that the Senior Vice Principal and Deputy Vice Chancellor (Academic) had provided an update on the development of the University’s next strategy including an overview and his reflections of previous strategic cycles. The Executive Director of People & OD shared an update on the appointment process for the new Principal & Vice Chancellor, acknowledged the ongoing development of the next University strategy, initiated a discussion on the review of the POD Committee, provided an updated on the annual pay negotiations, and invited the committee to join in congratulating recent UHR Award winners.  The Committee had also received an update on the progress of P&OD transformation including system developments.

A query was raised about the suggested changes to the People and Organisational Development Committee as the changes to the ToR had not been agreed by Court. It was agreed that the proposed changes would be reviewed with a proposal put to the Governance Working Group to bring forward to Court.

The report was noted.

*CRT/2024/12.6 Remuneration Committee*

Kerry Christie, chair of the Committee reported that following the conclusion of the appointment process for the new Principal and Vice‐Chancellor, a recommendation had been put forward to the Remuneration Committee in relation to the salary package. The Remuneration Committee had approved the salary proposal. Court also noted that the Remuneration Committee had also agreed that should the new Vice‐Chancellor & Principal choose to stay in the Principals Lodgings on campus, a market value for rent would be charged.

The report was noted.

**CRT/2024/13. Any Other Business**

*CRT/2024/13.1 Members of Court*

Court noted thanks to Elspeth Orcharton – Co-opted member – was attending her last meeting as a Co-opted Member as she would be stepping down in October before the next meeting. Elspeth had been a member of Court for 8 years, and of Finance Committee and Audit and Risk Committee, Ward Committee, and the Gift Acceptance Committee including Chairing of the Committees. Over that time, she had made a substantial contribution to the University and was leaving the University in a significantly stronger position. Court recorded its thanks to Elspeth and acknowledged the huge contribution and dedication to the University and wished her well for the future.

**CRT/2024/14. Date of Next Meeting**

The next meeting of Court would be held on Wednesday 20 November 2024 at 1.45pm. A Pre-Court briefing would take place at 12pm on the NSS Results.