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**TO: ALL MEMBERS OF COURT**

A meeting of the University Court constituted under the University of the West of Scotland Order of Council 2019 will be held on **Wednesday 20<sup>th</sup> November 2019 at 2:30pm in the Court Room, Paisley Campus.**

**Donna McMillan**  
**Secretary to Court**

### AGENDA

	<b>Welcome to New Member Apologies for Absence Declaration of Interest</b>		
1.	<b>Minutes</b>		Document Attached
1.1	Minutes of meeting held on 24 <sup>th</sup> June 2019	Approval	
2.	<b>Matters Arising</b>		
3.	<b>Determination of Any Other Business</b>		
<b>CORE BUSINESS ACTIVITIES</b>			
4.	<b>Chair's Business</b>	Information	Oral Report
4.1	Death of former member of Court	Information	Paper 4.1
5.	<b>Students' Association</b>		
5.1	Students' Union Report to Court	Discussion	Paper 5.1
6.	<b>Senate</b>		
6.1	Report from meeting of Senate held on 2 <sup>nd</sup> October 2019	Information	Paper 6.1
7.	<b>Committee Reports</b>		
7.1	Report from meetings of Governance & Nominations Committee held on 24 <sup>th</sup> September and 21 <sup>st</sup> October 2019	Information	Paper 7.1
7.2	Report from meeting of Remuneration Committee held on 24 <sup>th</sup> September 2019	Information	Paper 7.2
7.3	Report from meeting of Health, Safety & Sustainability Committee held on 8 <sup>th</sup> October 2019 <ul style="list-style-type: none"> <li>• Health, Safety &amp; Sustainability Annual Report to Court</li> </ul>	Discussion and Approval	Paper 7.3 App 1
7.4	Report from meeting of Policy & Resources Committee held on 21 <sup>st</sup> October 2019	Information	Paper 7.4
7.5	Report from meetings of Audit & Risk Committee held on 22 <sup>nd</sup> October 2019 and 8 <sup>th</sup> November 2019 <ul style="list-style-type: none"> <li>• Annual Internal Audit Report</li> <li>• Audit &amp; Risk Annual Report to Court</li> <li>• Corporate Risk Register</li> </ul>	Discussion and Approval	Paper 7.5 App 1 App 2 App 3

8.	<b>Financial Statements</b> <i>Presentation from Trevor Gabriele, Chief Finance Officer</i>	Discussion and Approval	Paper 8.1
8.1	Financial Statements to 31 <sup>st</sup> July 2019		
9.	<b>Outcome Agreement - Self Evaluation Report</b> Does the Outcome Agreement Self Evaluation position UWS appropriately with UWS?	Discussion and Approval	Paper 9
10.	<b>Annual Institutional Statement of Internal Review Activity</b> Does the annual report to SFC on quality meet UWS and SFC requirements?	Discussion and Approval	Paper 10
11.	<b>Modern Slavery Statement</b> Does Court approve the refreshed Modern Slavery Statement?	Discussion and Approval	Paper 11
<b>STRATEGIC PRIORITIES</b>			
12.	<b>Corporate Strategy 2020-2025</b> Will the Strategy Delivery Institutional Progress to 2025?	Discussion and Approval	Paper 12
13.	<b>Key Performance Indicators and Annual Plan</b> Does the UWS Annual Report effectively assess performance and future priorities?	Discussion and Approval	Paper 13
14.	<b>Student Population Forecast</b> Is Court confident in UWS capacity to meet SFC funded and unregulated student recruitment targets?	Discussion and Approval	Paper 14
<b>RELEVANCE AND EXTERNAL IMPACT</b>			
15.	<b>Principal &amp; Vice-Chancellor's Highlight Report</b>	Information	Paper 15
16.	<b>Is the Rebalancing Project Progressing as Planned?</b>	Information	Paper 16
17.	<b>Any Other Business</b>		
<b>RESERVED BUSINESS</b>			
18.	<b>Minutes</b> Minutes of Reserved Meeting held on 24 <sup>th</sup> June 2019		
19.	<b>Santander Loan Facility</b>	Approval	Paper 18

**Date of Next Meeting: 10<sup>th</sup> February 2020- Ayr Campus**

**Court Strategic Residential Event – 10<sup>th</sup> and 11<sup>th</sup> February 2020, Ayr Campus**

**Paisley, 20<sup>th</sup> November 2019 being the 57<sup>th</sup> meeting of the Court of the University of the West of Scotland**

Present: Dr W Hatton (Chair)  
Ms L Barjonas  
Ms M Curran  
Mr C Devlin (by video conference)  
Mr F Jacob  
Ms M Gibson OBE  
Mr H Henry  
Ms C Hunter  
Professor C MacDonald  
Mrs M McCusker  
Ms A McKechin  
Mr A Munro  
Dr C O'Donnell  
Professor S Olivier  
Mr K Quinlan  
Professor K Sloman  
Mr W Smith (by video conference)

In attendance: Mr T Gabriele  
Ms J Maguire  
Professor E Mesbahi  
Ms D McMillan  
Mr M Ross  
Mrs A Loudon

Observing: Mr B Tucker, Minerva  
Ms A Lukkari, Minerva

Apologies for absence were received from Mr A Gordon, Professor C Mahoney and Ms T O'Donnell, for late arrival from Mr A Munro and for early departure from Mr C Devlin, Ms A McKechin and Mr W Smith.

**Welcome**

The Chair welcomed Dr C O'Donnell to his first meeting following his election as Senate representative on Court.

The Chair advised that Minerva had been appointed to undertake the externally facilitated review of the Court and welcomed Mr B Tucker and Ms A Lukkari who were in attendance as observers.

**Declaration of Interest**

No declarations of interest were notified.

1. **Minutes of Meeting held on 24<sup>th</sup> June 2019**

The Minutes of the meeting held on 24<sup>th</sup> June 2019 were approved as a correct record.

## 2. **Matters Arising**

There were no matters arising other than those contained elsewhere in the agenda.

## 3. **Determination of Any Other Business**

No additional items of business had been notified.

## 4. **Chair's Business**

The Chair updated Court on events she had attended since the last meeting of Court and thanked members of Court for their attendance at graduation ceremonies in the summer and autumn 2019 rounds. The inaugural UWS Stakeholder Event, a requirement of the Scottish Code, had been held in September 2019. Attendance at this public event had been disappointing.

Members noted that, following a recruitment exercise, Mr R Doherty had been co-opted to membership of the Audit & Risk Committee for one year in the first instance.

The Vice Chair of Court updated members on the recent meeting of the Committee of Scottish Chairs she had attended on behalf of the Chair. This meeting had included sessions with the Minister for Further Education, Higher Education and Science and representatives from the Scottish Funding Council. Topics discussed had included implications of Brexit, University financing, institutional sustainability and good governance.

The Chair advised that, to ensure clarity on how members of Court, staff and students communication with each other, a communications protocol had been developed which would shortly be circulated to members. Feedback on the protocol would be welcomed.

Finally, Court was saddened to note the recent death of two former members of Court - Mr J Wardop OBE (member of Court November 2001 - November 2010) and Mr W Barr OBE (member of Court December 1990 - December 2002).

## 5. **Students' Association**

### 5.1 **Students Union Report to Court**

The President of SAUWS spoke to the report which summarised activity at the Students' Association since the start of the 2019/2020 academic year. Members welcomed the improved engagement with the University and the continued support from senior colleagues on particularly on partnership working and finance. Court noted that while the legal status of SAUWS had been retained, the Association's space and services had been rebranded as "Your Student Union".

The launch of the Student Partnership Agreement and the Mental Health Agreement which included areas of partnership working with the University and priority areas of work for 2019/2020 were noted. Court was pleased to note the success of Freshers week, noting the increased footfall particularly at Ayr and Paisley Unions with well attended regular events.

In response to a question, the President of SAUWS advised that fewer students accessed the emergency graduation fund established by the University to assist

students who are in poverty to graduate at the recent graduation round than at the summer ceremonies. Discussions with the University on the issue of graduation fees were continuing.

Members commended the President of SAUWS for his presentation and the vibrant and informative content of the report.

The remainder of the report was noted for information.

## 6. **Senate**

### 6.1 **Report from Meeting of Senate held on 2<sup>nd</sup> October 2019**

The Vice Chair of Senate spoke to the report from the meeting held on 2<sup>nd</sup> October 2019.

The slight decrease in overall student satisfaction in the 2019 National Student Survey and the impact on League Table positions was noted. In this connection, members noted the work being undertaken to review student feedback at programme level. Consideration would be given to including a detailed review of the National Student Survey as part of the next Court residential event.

Court noted that the visit for the QAA Quinquennial Enhancement Led Institutional Review was currently taking place and that the REF Code of Practice had been accepted by the Funding Council.

The remainder of the report was noted for information.

## 7. **Committee Reports**

### 7.1 **Report from Meetings of Governance & Nominations Committee held on 24<sup>th</sup> September and 21<sup>st</sup> October**

The Vice Chair of Court advised that, following interview, the Committee had agreed that two candidates met the University's criteria for the role of Chair and were therefore entitled to stand in an election for the position. However, as one candidate subsequently withdrew from the process, in line with the Act, the election could not be held until there was more than one candidate standing. As a result, the recruitment process had recommenced.

New applications had been received and these would be considered at a meeting of the Governance & Nominations Committee on 27<sup>th</sup> November, with potential candidates being invited for interview early in December.

The Chair reminded members that in line with the Scottish Code lay governor re-appointment to membership of Court would be subject to a review of performance and outlined for the information of Court the process recently agreed by the Governance & Nominations Committee. As their period of appointment was due to conclude at the end of November 2019, Court agreed that the membership of Court of Mr H Henry and Ms T O'Donnell should be extended for two months, ie from November 2019 to January 2020. Re-appointment to membership for a further 3 year period would be considered, along with others whose period of appointment was due to expire in January 2020, in line with the new arrangements with recommendations being made to the February 2020 meeting of Court accordingly.

Members noted that the externally facilitated effectiveness review of Court was now under way. A report on the outcome of this review would be submitted to the next meeting of Court.

The remainder of the report was noted for information.

#### 7.2 Report from Meeting of Remuneration Committee held on 24<sup>th</sup> September 2019

The report from the meeting of the Remuneration Committee held on 24<sup>th</sup> September 2019 was noted for information.

#### 7.3 Report from Meeting of Health, Safety & Sustainability Committee

The Chair of the Health, Safety & Sustainability Committee drew members' attention to the summary of discussion at the meeting held on 8<sup>th</sup> October together with the Health, Safety & Sustainability Annual Report which summarised the work of the Committee during the 2018/2019 academic year.

She highlighted in particular the ongoing work in broadening the committee's remit to address the wider issues relating to wellbeing across the University and thanked the Dean of the School of Business & Creative Industries and Interim Director for Student Services & Administration for their commitment to leading the work of the Wellbeing Group.

In response to a question in relation to a recent fire within student residences at an English HEI, the University Secretary confirmed confidence in the processes for fire safety and evacuation in the University's residential accommodation. The Chief Finance Officer emphasised his assurance in the partnership working between colleagues in Health & Safety and the Campus Services Team with safety of students being of paramount importance. A previous inspection of the cladding on buildings had confirmed that they were within safety guidelines.

Members noted that fire safety induction training for all new staff was delivered through the Awaken online training system which included reminder follow-ups. Managers were notified in the event of non-completion of the training. Colleagues in Student Services had been trained in Mental Health Awareness and Safetalk Suicide Awareness workshops had been delivered across Scottish Campuses. Mental Health Awareness training was also being introduced in SAUWS societies.

Court welcomed and endorsed the Health, Safety & Sustainability Annual Report.

The remainder of the report was noted for information.

#### 7.4 Report from Meeting of Policy & Resources Committee held on 21<sup>st</sup> October 2019

The Vice Chair of PRC drew members' attention to discussion at the meeting of the Committee in relation to the relocation of the London Campus. She paid tribute to the significant work being undertaken to identify a new partner and alternative premises highlighting that arrangements were being put in place for both her and the Chair of PRC to visit the new proposed site next week.

In response to questions from members, the Chief Finance Officer outlined the proposals in detail, highlighting the differences between the current and new proposed

arrangements which would ensure that the University retained overall control of the Campus with the focus of the partner being mainly on student recruitment.

After discussion, Court agreed that it was comfortable with the new proposals being developed, noting that the identified risks outweighed the benefits, particularly to the student experience. It was agreed that it would be useful for a report outlining the financial model, risks and identified cost savings to be submitted to the next meeting.

The remainder of the report was noted for information.

#### 7.5 Report from Meeting of Audit & Risk Committee held on 22<sup>nd</sup> October and 8<sup>th</sup> November 2019

The Chair of the Audit & Risk Committee spoke to the report from meetings held on 22<sup>nd</sup> October and 8<sup>th</sup> November.

Court approved the Internal Audit Service Annual Report to Court and the Audit & Risk Committee Annual Report to Court, noting that both of these documents were submitted to the Funding Council along with the Financial Statements.

Members were pleased to note that the effectiveness review of the Internal Audit Service had confirmed the positive impact of the Head of Internal Audit Service and his team.

The Chair of the Audit & Risk Committee reminded members that the current contract with the University's External Auditors was due to conclude in April 2020. At its meeting on 8<sup>th</sup> November 2019, the Committee had agreed to extend the contract for one further year. However, the External Auditors had advised that they did not wish to extend the contract. Court therefore agreed that the University should commence a procurement process for the appointment of new External Auditors, with recommendations being brought to the February meeting for approval.

The Chair spoke to the UWS Corporate Risk Register, which Court noted and endorsed, noting the positive developments in managing these risks since the last review.

The remainder of the report was noted for information.

#### 8. Financial Statements

The Chief Finance Officer made a presentation to Court highlighting the main points in the draft Financial Statements for the year ended 31<sup>st</sup> July 2019 and an explanation of movement between actual management account results and the draft statutory financial statements prepared under FRS102.

Court was reassured to note that following a robust external audit, an unqualified opinion had been provided with no issues identified that would affect the University's continuation as a going concern.

Court approved the Financial Statements for year ended 31<sup>st</sup> July 2019. It was agreed that the version published on the University's website would include some minor clarification on total student headcount in relation to TNE and Distance Learning students.

9. **Outcome Agreement - Self Evaluation Report**

Court approved the Outcome Agreement Self Evaluation Report for onward submission to the Funding Council.

10. **Annual Institutional Statement of Internal Review Activity**

Court noted and approved the Annual Statement of Internal Review Activity. In line with their timescales this had already been submitted to the Funding Council, subject to Court approval. However, a letter signed by the Chair of Court confirming Court approval would now be submitted to SFC.

11. **Modern Slavery Statement**

Court noted and endorsed the updated Modern Slavery Statement for the financial year ending July 2019 which has been refreshed as required on an annual basis in compliance with the Modern Slavery Act 2015. Court welcomed the range of training which had been undertaken across the organisation in this regard.

In response to a question, the University Secretary confirmed that human rights issues were taken into consideration as part of the due diligence process on global partner development.

12. **Corporate Strategy 2020-2025**

Members were reminded that following detailed discussion at the Court Strategic Themed Event in September, two additional separate sessions were held to enable members of Court to inform the development of the Corporate Strategy.

The Provost introduced discussion of the draft strategy which aimed to build on the strengths of the University's performance evidenced during the 2014-2020 strategic period, with a number of elements remaining core to the purpose.

The Director of Marketing & Student Recruitment, Sport & Strategic Planning drew members attention to the proposed key principles which would be delivered through a series of priorities designed to underpin development during the period of the strategy. Each principle had a basket of potential performance indicator measures attached and progress with appropriate measures would be reported to each meeting of Court with a retrospective annual review of all performance indicators submitted to the November meeting annually.

After discussion, Court endorse the draft strategy for finalisation and design in January 2020. The final version would be submitted to the February 2020 meeting for approval.

The remainder of the report was noted for information.

13. **Key Performance Indicators and Annual Plan**

The Chair reminded members that in line with the Scottish Code of Good HE Governance the governing body was required to reflect annually on the performance of the institution as a whole in relation to its strategic plan and with reference to agreed KPIs.



The Director of Marketing & Recruitment, Sport & Strategic Planning spoke to the report which provided an annual overview of performance, together with a forward-look with proposed priorities for the University for the 2019/2020 academic year.

Noting that it would form a key element of the implementation plan for the new Corporate Strategy 2020-25, Court endorsed the Annual Report.

The remainder of the report was noted for information.

14. **Student Population Forecast**

Court noted for information the report which set out details on the student population on Scottish Campuses as at 4<sup>th</sup> November 2019. It was agreed that it would be useful for future reports to also include information on student population at the London Campus.

15. **Principal & Vice-Chancellor's Highlight Report**

The Principal & Vice-Chancellor's Highlight Report was noted for information.

Members were delighted to note the recent success of Ms K Haggio in the World Para-Athletics Championships in Dubai, noting that Ms Haggio had graduated with a BSc in Sports Coaching & Development at the recent Ayr Campus Graduation ceremony.

16. **Rebalancing Project**

Court was reassured to note the progress being made to secure the outcomes of the Rebalancing Project. Although savings in staff budgets were largely secured, discussions with Deans and Directors in relation to operational budget savings were ongoing with proposals being considered and nuanced to ensure that impact to the student experience was minimised.

A short life group had been established to consider areas for re-investment against the criteria of teaching and learning, staff and infrastructure.

The remainder of the report was noted for information.

17. **Any Other Business**

The Chair advised members that Mr C Devlin had intimated his intention to stand down from membership of Court at the conclusion of his second period of appointment in January 2020. On behalf of Court, the Chair thanked Mr Devlin for his contribution to the work of the Court and wished him. In response, Mr Devlin wished the Court and UWS every success for the future.

This being her last meeting of Court, the Provost paid tribute to the Chair of Court for her effective leadership, collegiate approach and open and transparent operation of the University's governing body during her time as Chair and previously as a member of the Court. This appreciation was warmly endorsed by the Court.

There being no further business, the Chair declared the meeting closed.