

## **WEB COPY**

### **Court**

#### **Minute of Extraordinary Meeting held on Friday 2 May 2014 in the Yudowitz Lecture Theatre, Wolfson Medical Building**

##### **Present:**

Mr David Anderson General Council Member, Mr Graeme Bissett Co-opted Member, Mr Ken Brown Co-opted Member, Ms Heather Cousins Co-opted Member, Professor Christine Forde Senate Member, Mr Alan Macfarlane General Council Member, Ms Jess McGrellis SRC President, Cllr Pauline McKeever Glasgow City Council Representative, Mr Murdoch MacLennan Chancellor's Representative, Ms Margaret Anne McParland Employee Representative, Mr David Milloy Co-opted Member, Ms Margaret Morton Co-opted Member, Professor Anton Muscatelli Principal, Professor Miles Padgett Senate Member, Mr David Ross General Council Member (Convener of Court), Dr Duncan Ross Senate Member, Dr Donald Spaeth Senate Member

##### **In attendance:**

Ms Deborah Maddern (Administrative Officer), Mr David Newall (Secretary of Court)

##### **Apologies:**

**Members:** Mr Dave Anderson Employee Representative, Dr Marie Freel Senate Member, Professor Nick Jonsson Senate Member, Professor Karen Lury Senate Member, Mr Brian McBride General Council Member, Mr Donald Mackay SRC Member, Mr Kevin Sweeney General Council Member

##### **CRT/2013/46. Announcements**

Professor Miles Padgett was attending his last meeting in his capacity as Senate Member on Court. Court thanked him for his contributions to its business and wished him well in the future.

##### **CRT/2013/47. Matters Arising**

There were no matters arising.

##### **CRT/2013/48. Draft Ordinance on Court Composition**

At the February meeting of Court, it had been agreed to initiate a fresh consultation exercise on Draft Ordinance 206 relating to the composition of Court. Court had also agreed at that meeting to establish a governance working group to review responses to the consultation and to make recommendations to Court.

Substantial responses to the consultation exercise had been received from the 16 April meeting of the General Council Business Committee and from the 17 April meeting of the Council of Senate. The governance working group had reviewed these responses when it had met on 22 April.

Court had received a number of documents for the present meeting, including: a paper summarising the governance working group's review and containing its recommendations; the

consultation documents issued by Court on 19 February; responses to the consultation from the General Council Business Committee; a note from the University's lawyer responding to certain procedural matters that had been raised by members of the General Council Business Committee; responses to the consultation from the Council of Senate and from two individuals; and a legal opinion on the question of whether or not the role of the Rector should be considered to be independent. Court noted that the opinion was that the Rector was not independent.

With regard to the response from the General Council Business Committee to the consultation, Court noted that, following discussion, the Business Committee had voted by 11-8 to oppose Court's proposal to reduce from 5 to 2 the number of General Council Assessors on Court, and correspondingly to increase by 3 the number of co-opted members. Ahead of this, the Business Committee had raised some procedural matters and had also recorded 14 specific points that had given it cause for concern regarding Court's proposals. Court noted the submissions on procedural matters and the written response of the University's lawyer to these procedural matters, which advised, in summary, that changes to the composition of Court were indeed necessary and justified; that GCBC comments relating to a lack of proper consultation and a lack information provision were matters that required the facts to be looked at (on which point Court had received details of the consultation process and updates thereon given to the GCBC); and that there was not a conflict of interest in the Principal and General Council Assessors attending the relevant meeting of the GCBC. Court agreed that the discussion would proceed at the present meeting on the basis that procedure had been followed with regard to the consultation.

Court heard that the working group had considered each of the 14 specific points raised by the Business Committee, and noted the outcome of that consideration, point by point. The group had not considered that Court should amend the draft Ordinance in response to the points, but had proposed changes aimed at addressing concerns that had been raised by the General Council Business Committee, in particular relating to the desirability of a strong University of Glasgow graduate presence on Court.

Court unanimously approved recommendations from the working group, to the effect that:

1. Court confirmed its intention to reduce by 3 the number of General Council Assessors, from 5 to 2, and to increase by 3 the number of Co-opted members;
2. Court agreed that membership of the Nominations Committee should be amended such that in future it would always include a General Council Assessor;
3. Court agreed that, in the future recruitment of Co-opted members, Nominations Committee should liaise with the General Council Business Committee with the aim of encouraging applications from graduates of the University; and
4. Court agreed that, in situations where graduates of the University were demitting office as co-opted members of Court, the job specification for their replacement should state that applications from Glasgow graduates were particularly welcome.

It was noted that Court had already committed, in February 2011, that it would ask Nominations Committee to ensure that, in recommending individuals to Court for co-option, it should bear in mind the desirability of having at least three co-opted members who, as graduates of the University, were members of the General Council.

With regard to the response from the Council of Senate to the consultation, discussion at the Council of Senate, from which a written response had been provided to Court, had focused on the proposed reduction from 7 to 5 in the number of Senate members, and the corresponding increase of 2 in the number of Co-opted members. While the Council of Senate had recognised the need

for an independent majority on Court, it had voted strongly against a reduction from 7 to 5 Senate Assessors, and strongly for a counter-proposal that the number should be reduced from 7 to 6, which Court noted had been made very much in a spirit of compromise. The Court governance working group had been conscious that the Council of Senate had sought to identify a way forward that would meet the requirement of the Code, while at the same time maintaining a strong presence of Senate members on Court. The Privy Council had also specifically asked that Court's proposed reduction to 5 Senate members should be the subject of further discussion with Senate.

The working group had been clear that its principal concern should be that the new Ordinance was compliant with the Code of HE Governance. The working group was therefore recommending to Court that:

1. if Court was confident that, in accepting the Council of Senate's counter-proposal, it could demonstrate compliance with the Code of HE Governance, then the Draft Ordinance should be amended such that the number of Senate Assessors would be reduced by one (from 7 to 6), and the number of Co-opted members increased by one. Court noted that agreeing this option would be very much in keeping with the spirit with which Senate had approached the matter, that is with a view to a compromise;
2. if Court was not confident that, in accepting the Council of Senate's proposal, it could demonstrate compliance with the Code, then the Draft Ordinance should remain unaltered, such that that the number of Senate Assessors would be reduced by two (from 7 to 5) and the number of Co-opted members increased by two.

The matter of the independence of the Rector had been further explored with the obtaining of a QC's opinion, which was that the role was not independent as described in the new Code of Good Governance. As such a reduction from 7 to 6 Senate Assessors would produce a simple majority of 13-12. This raised the question as to what was required to comprise a "clear" majority in these circumstances. Court noted, however, that another interpretation of 'independent' was possible: that the Rector was not a member of staff or a student of the University, therefore not personally affected by decisions of Court. This definition had the benefit of being clear and, in terms of this definition, the Rector was clearly independent, since the 1966 Act of Parliament and the subsequent Ordinance 186 prohibited members of staff and students of the University from standing for election as Rector. A further alternative interpretation of "independent" might be that the person was not beholden to any group and was therefore in a position clearly to exercise independent judgment. By this definition, the Rector's independence was questionable since, as the choice of the University's students, s/he was expected to represent the interests of students on Court.

In discussion, Court members expressed views to the effect that the Rector could not always be counted on to be independent, for example the post-holder might in the future be very much driven by a student electorate mandate at each meeting. Comment was made to the effect that Counsel's opinion has gone back to first principles and had concluded 'in the round' that the Rector was not independent. In addition, given the doubts in general about the way the role might be exercised, this pointed to non-independence. It was also commented that Court needed to factor in cases where the Rector did not attend meetings, which was currently the case and had been so on several occasions in the recent past.

A further consideration was the apparent inconsistency in considering that the Rector was not independent simply on the grounds that s/he was elected by students, given that Senate Assessors were elected by Senate but nevertheless acted in the interests of the University rather than their 'constituency' when discussing Court business. Court noted also that 'representatives' and 'delegates' were not synonymous; the former made decisions based on their own judgment.

Arguably, the crux of the issue was not 'independence', but the disquiet on the part of a number of Court's stakeholders about the implications of the Ordinance. It was agreed important that Court listened to the issues and responded appropriately to points made during the consultation. Court recalled that it had already taken on board feedback from the consultation, having agreed to change the number of Senate Assessors from 7 to 5, rather than from 7 to 4, and to ask Nominations Committee to bear in mind the desirability of having one co-opted member of Court who was suitably experienced in the management of high quality academic research, given Senate's response following the first consultation in 2011. Court's ability to respond further was made difficult because of the Code, which required a clear majority, but it remained keen now, as it had been in 2011, to take on board concerns.

The Convener pointed out that the SFC would require a 'comply or explain' approach to the Code; there was no option involved, and institutions would have to explain the reasons, if they were not compliant. Compliance would be a condition of grant, and Court agreed that non-compliance was not likely to be taken lightly by the SFC.

Court strongly agreed that it would not wish to increase its membership to more than 25 in order to achieve a clear independent majority. A maximum membership of 25 was described in the governance code as a benchmark of good practice, and Court did not believe there was good reason why the University could argue that it alone of Scottish universities was unable to adopt this benchmark. Court noted that Aberdeen University was understood to be reviewing the size of its Court so as to reduce it to no more than 25. Court also discussed a possible phased approach, for example by moving to 6 Senate Assessors in 2014/15, and then 5 in the subsequent years. It agreed not to pursue this approach, which might simply postpone into the future further debate on the composition of Court.

Following further discussion and given its wish to respond positively to feedback from the consultation, Court unanimously agreed that it would amend the draft Ordinance so that the number of Senate Assessors moved from 7 to 6, with the total number of Co-opted members increasing to 9 rather than 10. If the view of Privy Council, advised by the Scottish Government, was that it could not accept the Ordinance so drafted, on the grounds that it would not satisfy the requirements of good governance, then unless the Privy Council advised that the reduction in the number of Senate Assessors to 6 rather than 5 was acceptable, the draft Ordinance should be re-submitted to the Privy Council with the number of Senate Assessors reduced instead from 7 to 5, and with the number of co-opted members increased to 10 rather than 9. Should the Privy Council require the addressing of other specific points, then Court would respond to these following further consideration. Details of the decision by Court would be communicated to the General Council Business Committee and the Council of Senate.

Court also agreed the following approach to implementing the Ordinance:

1. The new Ordinance should have effect from 1 August 2014;
2. with effect from that date, three new co-opted members should be appointed: two to fill the positions vacated by Kevin Sweeney and Alan MacFarlane, who would complete their terms of office as General Council members on 31 July 2014; and one to fill the position vacated by Miles Padgett whose period of office as a Senate Assessor would end on 3 May 2014.
3. on the next occasion when a General Council Assessor reached the end of his term of office, that person would be replaced on Court by a new Co-opted member;
4. in the event that the new Ordinance provided for a reduction to 5 Senate Assessors then, on the next occasion that a Senate Assessor reached the end of his/her term of office, that person would be replaced by a new Co-opted member;

5. should the implementation of the new ordinance be delayed until after 1 August, and should new Assessors be appointed in the intervening period, by General Council or Senate, then the terms on Court of these new appointees would terminate immediately upon the new Ordinance coming into effect.

#### **CRT/2013/49. RUK Fees**

Court received a paper giving details of the current position in respect to the University's approach to RUK tuition fees and financial incentives, previously agreed by Court in 2011. The paper also provided an update on recent application and registration data; gave a summary of comparative fees and support information for competitor institutions; listed details of proposed student support packages; and highlighted risks that should be taken into consideration.

While noting the importance of presentation of the outcomes, Court approved a number of recommended changes, relating to changes to the University's pricing and support packages for RUK students for 2015/16, as follows:-

- i. The annual fee for all undergraduate degrees be £9,000, but capped at £27,000 for all degrees other than Medicine, Dentistry and Veterinary Medicine, and other five year programmes, where the cost would be £36,000, in line with the total degree ticket price being communicated currently. David Newall noted a comment from Jess McGrellis that consideration should be given to the matter of 3 year Ordinary degrees and whether these should attract a discount;
- ii. The promotion be 'final year free', but for those RUK students undertaking an international exchange programme the free year would be the year they were not at the University; in approving this Court noted that consideration would be given following the meeting to the specific circumstances of Modern Languages students who were required to study a compulsory year abroad as part of their degree programme;
- iii. Bursaries and Scholarships be offered to students from Low Income Households and those possessing high academic attainment; the £1,000 first year Welcome Bursary for all RUK students be amended and the Access Tuition Fee Discount be rebadged as an Access Bursary offered as a cash sum and with one less banding, ensuring that students from households with less than £42,600 a year were offered greater support;
- iv. HEBBS undertake the awarding of financial support on behalf of the University, thereby significantly reducing staff administration and streamlining the process.

Court noted that should a new Labour government cap tuition fees at £6,000 per annum, the University would move to a headline fee of £6,000 for every year of study and would also reduce the level of financial support on offer.

#### **CRT/2013/50. Any Other Business**

There was no other business.

#### **CRT/2013/51. Date of Next Meeting**

The next ordinary meeting of the Court will be held on Wednesday 25 June 2014 at 2pm in the Senate Room.