

ROBERT GORDON UNIVERSITY

BOARD OF GOVERNORS

Minute of the meeting held on 29 November 2022 (1.30pm – 5.25pm).

Present: Dr C Hunter (Chair), A Bannister, J Booth, A Campbell, M Clare, N Crawford, A Easton, K Gifford, Dr J Isaacs, T Lampkin, M McGinlay, Professor R Marcella, K Milroy, P Murray, Professor S Olivier, Professor N Seaton, J Strachan and E Walton.

Apologies: S Bamigbola, E Ogilvie-Brown and T Walker.

Members of the Executive in attendance: D Beaton, Dr D Cockburn, Professor N Fyfe, Professor L Kilbride and V Strachan (University Secretary).

In attendance: F Antoniazzi (item 9 only), S Elston, M McCall and F McLean Whyte (Clerk), W Somerville (item 11 only), D Suttie (item 9 only) and M Williams (item 9 only).

Welcome: Aileen Weston and Susan Elston were welcomed to their first meeting of the Board of Governors.

Action

DECLARATIONS OF INTEREST

No additional interests were declared beyond those recorded in the Governors' profiles at www.rgu.ac.uk/about/our-leadership/board-of-governors, with exceptions of Dr Colin Hunter in respect of item 24, and Tricia Walker in respect of item 11.

1. REMUNERATION COMMITTEE [STRICTLY CONFIDENTIAL]

This item contains sensitive information.

CHAIR'S OPENING REMARKS

Following the Scottish Government's emergency budget review (EBR), that was published on 2 November 2022, it was due to publish the Scottish Budget for 2023-24 on 15 December 2022. The Scottish higher education sector was working closely with the college and school sectors to prepare a joint response.

For the first time in 28 years, the University had participated in the *University Challenge* television programme and had succeeded in winning through to the second round after beating Roehampton University by 210 points to 90 points. He wished to congratulate the team on their excellent performance.

2. MINUTE

The Board **approved** the *Minute of the meeting held on 27 September 2022* for publication, and noted a *Matters Arising Report* by the University Secretary.

Governance and
Academic Quality

2.1 Principal's Report (item 2 of the minute refers)

The next update of the University's facts and figures briefing note was currently being finalised. A hard copy version would be posted to all Board members prior to the Christmas break.

2.2 Cost-of-Living Crisis (item 7 of the minute refers)

The University continued to support its students in a wide range of ways. Since the last meeting, the University launched a Breakfast Club for students and staff offering a free breakfast one day a week. In the first four weeks over 900 breakfasts were provided. Other initiatives were being developed and the University was organising a Christmas fundraising campaign around the theme of student poverty (refer also to item 13 below).

2.3 Quality Assurance (item 7 of the minute refers)

The *Annual Report to the Scottish Funding Council (SFC): 2021-22 Institution-Led Review of Quality* was submitted to the Scottish Funding Council and the Board's approval of the *QAA Enhancement-Led Institutional Review 4: Follow-Up Report – Status of Recommendations* was confirmed.

2.4 National Subsea Centre (item 12 of the minute refers)

A full business plan would be submitted to the Finance and General Purposes Committee on 14 February 2023 and the Board on 9 March 2023.

FGPC Holding File
[14.02.23]
Board Holding File
[09.03.23]

2.5 Student Association Report and Accounts (Calendar of Business refers)

The Board customarily would receive a report from the Student Union on an annual basis. The *Code of Practice* provides that this would be after a meeting between the Board of Trustees of the Students' Union and senior officers of the University. This meeting had not yet taken place but was scheduled for 12 January 2023, therefore, this item would be submitted to the Board's next meeting on 9 March 2023. It was confirmed there were no matters of concern to highlight to the Board.

Board Holding File
[09.03.23]

Moreover, the Constitution of the Student Union was undergoing its five-yearly review, and would be submitted to the Student Union AGM in February 2023. Thereafter, it would be submitted to the Board's next meeting on 9 March 2023. The *Code of Practice* would also be updated as required.

Board Holding File
[09.03.23]

2.6 Pension Change: Progress, Timeline and Staff Communication [**Strictly Confidential**] (Item 1.4 of the Finance and General Purposes Committee minute refers)

Due to external factors in relation to the financial markets, as well as trade union strike action, the Executive had sought agreement from the Chair for a short delay in the implementation of the change.

3. PRINCIPAL'S REPORT

The Board noted a comprehensive report from the Principal and, in addition, the following was noted:

- the funding environment was particularly challenging and the Executive and Director of Finance were currently undertaking scenario-planning;
- at present, minimal disruption was anticipated by the University from the forthcoming trade union strike action;
- both Deputy First Minister John Swinney MSP, and Stephen Flynn MP, had accepted invitations to visit the University's campus;
- he had been in discussions with the Head of Robert Gordon's College regarding the potential to partner with it and the Gordonian Association for use of the sports facilities at Countesswells;
- he had continued to receive some moving and appreciative correspondence from staff following the one-off cost-of-living payment made on 1 November 2022;
- the University's reception in the Scottish Parliament on 16 November 2022, on the skills needed to support Scotland's energy transition, had been very well attended and the speakers well received.

The Board also considered a report from the Communications Manager on external stakeholder engagement. This was regarded as helpful and informative, although it was felt the role of Governors in supporting the University achieve its objectives and *Strategy* was not clear.

Although Gray's School of Art was provided as an example of a school where stakeholder engagement was deeply embedded, the Board was reassured this was fundamental to all Schools across the University, including their engagement with professional, statutory and regulatory bodies. This was overseen by the Vice-Principal for Academic Development and Student Experience and Vice-Principal for Research and Community Engagement who lined-managed the Deans of School and ensured the Schools' contribution to fulfilling the University's *Strategy*. It was suggested that Gray's School of Art Degree Show provided an opportunity to showcase to stakeholders, and it was **agreed** the Vice-Principal for Academic Development and Student Experience and Vice-Principal for Research and Community Engagement would consider whether this might be emulated by other Schools to increase the number of in-person events.

The Principal updated the Board on the current activities of the Vibrant Campus Group, that was pursuing a number of projects including development of the garden allotments, talks, the community kiln and a song contest. The Group was also working to develop the riverside walk all the way through to Aberdeen Harbour.

Governors were reminded all such events were advertised in the weekly Staff Bulletin email, which Governors now received, and across the University's social media.

4. VISIONING AND LONG-TERM AMBITIONS DISCUSSION

Detailed consideration was given to a report from the Principal and Vice-Principal for Strategy and Planning regarding how the University's *Strategy* would support medium and longer-term decision-making, and providing a number of questions to guide discussion

Although all higher education institutions tried to articulate what made them unique or distinctive, it was felt vision statements rarely achieved their intended aim. It was believed that distinctiveness lay in each of the University's individual Schools, rather than as a University as a whole. Consequently, the Board **agreed** that the existing Purpose, Mission and Culture statements were sufficient, and the University did not, at this stage, require to develop a separate Vision statement.

Prof S Olivier &
Dr D Cockburn

The sub-strategies would aim to underpin delivery of the University's *Strategy*, through the identification of the Critical Success Factors, and help inform the Board's investment decisions. The five Critical Success Factors presented were considered helpful for identifying priorities. It was suggested more could be made of highlighting enterprise beyond the private sector; sustainability; equality, diversity and inclusion; and staff. It was **agreed** the Vice-Principal for Strategy and Planning would proceed to develop the Critical Success Factors further.

Dr D Cockburn

5. ANNUAL REPORT AND FINANCIAL STATEMENTS

The Board considered the *Annual Report and Financial Statements for the year ended 31 July 2022*, as previously considered by the Finance and General Purposes Committee. The Board also considered the following:

- *KPMG Audit Findings for the year ended 31 July 2022* as discussed by the Audit Committee;
- a *Letter of Representation* relating to the Annual Report and Financial Statements;
- confirmation from the Conveners of Audit and Finance and General Purposes Committees of their agreement to the approval of the *Annual Report and Financial Statements for the year ended 31 July 2022*.

The Board wished to record its appreciation of the efforts of the Director of Finance and his team for the commendably and consistently positive *KPMG Audit Findings*. The auditors had confirmed they concurred with the going concern basis of preparation and had not identified any material uncertainty in relation to going concern.

Mr M McCall

The Board **approved** the *Annual Report and Financial Results for the Year Ended 31 July 2022*, ready for signature by the Chair, and the annual *Letter of Representation*.

Mr M McCall

6. BUSINESS PLAN 2022-23

Consideration was given to a report from the Vice-Principal for Strategy and Planning concerning the final draft *Business Plan 2022-23* for the current academic session. As agreed at the last Board meeting, the Executive had prepared a one-year Business Plan pending completion of the sub-strategies. The draft had previously been considered by the Finance and General Purposes Committee, which had welcomed the greater emphasis placed on outcomes, rather than reporting of actions, and the introduction of 6 and 20 year targets.

The Board **approved** the *Business Plan 2022-23*, subject to the word “adequately” being removed from outcome 5.

Dr D Cockburn

7. STUDENT RECRUITMENT UPDATE

The Board received a presentation from the Vice-Principal for Strategy and Planning on student recruitment challenges, together with a briefing note providing the external context for the challenges. The following was highlighted in discussion:

- Recruitment was a common challenge for organisations in Aberdeen and the north-east, and there was an increased focus on marketing Aberdeen and Aberdeenshire as a desirable destination.
- Anecdotally, it was understood English institutions were processing applications and offers more quickly than Scottish institutions, normally quicker than five working days.
- Survey data of those who had declined to come to the University did not provide much valuable information, with location being the main reason provided. General Data Protection Regulations (GDPR) prevented universities from seeking feedback from third parties such as parents or schools.

8. OUTCOME AGREEMENT

The Board **approved** the *Outcome Agreement 2021-22 Self-Assessment Report* for submission to the Scottish Funding Council by 5 December 2022. The guidance issued by the Scottish Funding Council in October 2022 had indicated the report should be limited to six pages but, given the short period of time and the view that such brevity would not allow for sufficient commentary to be provided against all the headings required, the report had extended beyond this.

Dr D Cockburn

The Board also **approved** the *Outcome Agreement 2022-23* for submission to the Scottish Funding Council by 5 December 2022.

Dr D Cockburn

9. STREETSPOUR

The Board received and welcomed an informative presentation by David Suttie, Trustee, Denis Law Legacy Trust, Mark Williams, Streetsport Chief Operating Officer, and Filippo Antoniazzi, Director of Student Life. This explained the partnership being forged between the University and the Denis Law Legacy Trust to enhance and expand Streetsport's activities.

The depth of the University's commitment to Streetsport had also been demonstrated by it providing office space for the organisation within RGU:Sport, and through its RGU+ initiative, that would integrate volunteering into the University's credit-bearing course provision.

10. RESEARCH INVESTMENT

The Board considered a report from the Vice-Principal for Research and Community Engagement and the Principal presenting the case for a six-year strategic investment in research as part of the University's new *Research Strategy* (approved by the Board in February 2022). The next Research Excellence Framework (REF) would take place in 2027-28.

The report had previously been discussed and approved for submission to the Board by the Finance and General Purposes Committee. A rigorous *Annual Research Monitoring (ARM)* process would be implemented from 2023 for all academic staff with a research allocation in their workload, and the Committee had agreed the ARM process would require key performance indicators.

The Board **approved** the six-year Strategic Research Investment as presented.

Prof N Fyfe &
M McCall

11. SIR IAN WOOD BUILDING [STRICTLY CONFIDENTIAL]

A progress update report from the Director of Estates and Property Services was noted.

12. FUTURE OF TEACHING LEARNING AND ASSESSMENT PROJECT

The Board received a presentation from the Vice-Principal for Academic Development and Student Experience on the ongoing Future of Teaching Learning and Assessment (FTLA) project. Other branches of the project involved an Attendance and Engagement project, academic role review, and a student and staff skills needs analysis. Key outcomes were enhanced student satisfaction, staff satisfaction, student recruitment, student retention and progression, and employability. Other aims included:

- Development of a clear vision for the University's future model of teaching, learning and assessment to enable the creation of a Teaching, Learning and Assessment Strategy

- A shared vocabulary across the University to describe features of the RGU student experience.
- Consistency of the RGU student experience which draws on the best of existing practice from across each of our academic Schools.
- The transformation of the assessment workload should enable:
 - students to balance study, work and personal commitments more effectively; engage more readily with formative learning activities throughout their studies; and be better prepared for summative assessments; and
 - staff to commit more time to support students with formative activities throughout course delivery and balance marking, teaching, research and professional development commitments more effectively.
- Increased in-person time with staff and peers would be highly beneficial following extended periods of disruption in secondary, further and higher education and would enable enhanced support for students.
- Clear messaging to students about the importance of attending and engaging with their course and support to re-engage in the event of attendance or engagement challenges.
- Further enhancement to the accessibility of our courses and equity of experience for students.
- Increased confidence of both staff and students to engage in critical and meaningful discussion on more challenging curriculum content.

The FTLA project was in three parts: Part A involved a Portfolio Review and had been completed; Part B was concerned with the future of teaching and learning and curriculum content; and Part C would involve further consideration of the portfolio in respect of its focus, size, breadth and depth.

The Board would be kept updated on the outcome of the FTLA project evaluation. It was suggested that consideration of the future curriculum might be a topic for a Board Strategy Event.

Prof L Kilbride &
Dr D Cockburn

13. **RGU FUNDRAISING [STRICTLY CONFIDENTIAL]**

A report by the Vice-Principal for Economic Development was noted.

14. **BOARD EVALUATION**

The Board **approved** the *Board Evaluation*. The results demonstrated a high-level of satisfaction and many positive comments had been received, particularly in respect of the University's response to the COVID-19 pandemic. The Chair would liaise with the Principal and University Secretary and Vice-Principal for Corporate Services to consider any actions arising from the comments.

Dr C Hunter,
Prof S Olivier &
V Strachan

The Governance and Nominations Committee continued to monitor and consider diversity within the Board whilst balancing particular sector and skill requirements.

15. STANDING COMMITTEES

15.1 Audit Committee

The Board considered the Minute of the Audit Committee meeting held on 8 November 2022, and the *Annual Report to the Board of Governors for the year ending 31 July 2022*. This recorded inter alia:

- The external auditors were fully engaged with Audit Committee throughout the annual audit process and had provided an unqualified audit opinion on the University and group financial statements for the year ended 31 July 2022. The internal auditors completed their agreed work schedule for the year. They reported that assurance levels obtained for the year under review were 'Major improvements required' in one area. Other than this, no significant findings were discovered by the internal auditor over all other areas reviewed.
- The Committee had regularly considered the risk register for 2021-22 and received assurances that the University high level risk register correctly identified major risks and associated actions. It received and considered the University's 2020/21 procurement report. It received a presentation from the Director of IT Services on Cyber Security.
- The Committee had received an assessment of the University's value for money (VFM) activities and reconfirmed that VFM should continue to constitute a specific aspect of future internal audit reports.
- It received a report from the Convener concerning ethics breaches, fraud, whistleblowing incidents and the gifts and hospitality register for the year. It considered IP commercialisation, including summaries of the activities of university spin-out companies and new start-ups.

Based on all the evidence laid before Audit Committee, in particular the results of the work of the internal and external auditors and other information and explanations provided by the management of the University, it was the opinion of the Audit Committee that there existed adequate and effective systems of internal control, throughout the University, for the year ended 31 July 2022, except for the one area identified. In respect of this, the University was not alone in facing risks in this constantly evolving area and it was an area in which it was almost impossible to mitigate against all risks. The Committee was satisfied the University had a schedule of work in place to significantly mitigate the major risks and it was expected this would be completed during the next financial year.

The Board **approved** the *Annual Report to the Board of Governors for the year ending 31 July 2022*.

M McCall &
P Murray

15.2 Finance and General Purposes Committee

The Board noted the Minute of the Finance and General Purposes Committee meeting held on 15 November 2022, with the majority of items being substantive items on the Board agenda.

15.3 Governance and Nominations Committee

The Board considered the Minute of the Governance and Nominations Committee meeting held on 18 November 2022. See also item 24 below.

15.3.1 *Skills Matrix*

In respect of the Boards *Skills Matrix*, the Committee had agreed the Audit Committee would benefit from a full or external member with extensive financial reporting expertise and from a current audit background, and the Board would also benefit from attracting representation from the energy sector.

15.3.2 *Audit Committee Quorum*

A recent meeting of the Audit Committee required to be rescheduled as neither the Convener or Vice-Convener had been able to attend. The Committee agreed there should be no change to the required quorum as it remained desirable to have either the Convener or Vice-Convener present.

15.3.3 *Staff Governance Committee Composition*

The composition of the Staff Governance Committee had not been updated since the *Higher Education Governance (Scotland) Act 2016* had come into force, and so did not reflect the fact that the Board now had three Staff Governors and two Trade Union Governors, with each representing different constituencies.

The Board **approved** the following recommended amendments to the composition of the Staff Governance Committee, for immediate implementation, as follows [new text underlined, deleted text struck-through]:

Ex Officio

Chair of the Board of Governors
Principal

Ordinary Members

Not less than three Independent Governors, one of whom shall be appointed Convener

~~The three Staff Governors~~

Three Governors selected from among the three Staff Governors and the two Trade Union Governors

One member who is external to the University and is not a student, member of staff or Governor

The University Secretary will be in attendance at all meetings of the Staff Governance Committee.

15.4 Staff Governance Committee

The Minute of the Staff Governance Committee meeting held on 18 November 2022 and a *Synopsis of the Occupational Health and Safety Annual Report* were noted.

16. REVISED SCOTTISH CODE OF GOOD HIGHER EDUCATION GOVERNANCE

The Board noted the current draft of a revised *Scottish Code of Good Higher Education Governance* being developed by the Committee of Scottish Chairs. Governors were asked to forward any comments to the University Secretary and Vice-Principal for Corporate Services by 16 December 2022.

Governors to
V Strachan

17. VALEDICTORY

On behalf of the Board, the Chair wished to record its appreciation of the significant contributions Ken Milroy had made to the Board over his time as a Governor and observer. His commitment had led to considerable development of North-East of Scotland College (NESCol) and the enhanced relationship the University enjoyed with the College.

K Milroy

18. BOARD OF GOVERNORS: STAFF ELECTIONS

The University Secretary and Vice-Principal for Corporate Services confirmed that, as a result of the staff election that concluded on 28 November 2022, Gemma Barron, lecturer in the School of Pharmacy and Life Sciences, had been elected as the Staff Governor with effect from 1 March 2023.

19. BOAT RACE

The Boat Race would take place on 11 March 2023, 1.00 – 4.00pm.

Governors

20. BOARD OF GOVERNORS: TRAINING AND DEVELOPMENT

Aileen Easton had attended the AdvanceHE Event - New Governors of Scottish HEIs on 19 October 2022.

A Board session had been held on 28th October 2022: Board Management Software by Team Engine; Unconscious Bias Training by Emmanuel Akerele, Equality, Diversity and Inclusion Adviser; and HE Governance Training.

The Board noted the *AdvanceHE: Diversity of Governors in Higher Education Report 2022*.

21. BOARD STRATEGY EVENT/BOARD DINNER

The Board Strategy Event, which would be a full-day event on the University campus, and the Board Dinner at the Marcliffe Hotel, would take place on Thursday 2 February 2023.

Governors

22. DATE OF NEXT MEETING

The next meeting of the Board of Governors would be held on Thursday 9 March 2023 at 9.00 am in H230, Ishbel Gordon Building.

Governors

The Chair of the Board left the meeting for items 23 and 24.

23. CHAIR'S APPRAISAL

In accordance with the *Scottish Code of Good Higher Education Governance* a meeting of Board members and the Board Intermediary, without the Chair present, was due to take place to appraise the Chair's performance.

It was understood all feedback had been positive, and it was **agreed** the Board Intermediary (due to their absence) would be asked to email Board members, with the exception of the Chair, to confirm the outcome of the appraisal.

T Walker

24. TERM OF OFFICE OF THE LAY CHAIR

At its meeting on 27 September 2022, the Board had agreed proposals to amend *Organisational Regulation O1* should be prepared by the Governance and Nominations Committee to permit the Board of Governors to have the discretion to extend the term of office of the lay Chair for a further period of up to four years, to enable a degree of flexibility in the term of appointment. The Governance and Nominations Committee had subsequently agreed there would be value in the Committee having two opportunities to recommend an extension to an incumbent Chair's term of office to reflect changing circumstances, but that the total of the extension should not exceed four years.

Subsequent to the Committee's meeting, it was noted that paragraph 20 of the *Scottish Code of Good Higher Education Governance (2017)* stated:

Where an existing member of the governing body is elected to serve as Chair, that member should automatically begin a new term of membership linked to the office. However, consideration should be given to limiting the new Chair to a single term of office where that person has already served for a substantial period on the governing body. The governing body or relevant committee should consider this point when formulating the rules for eligibility to stand for election to the Senior Lay Member position.

The proposed amendments would bring the University in line with practice in the rest of the Scottish sector.

Although no formal notice period was being proposed, it was acknowledged the process for appointing a Chair was lengthy and commenced at least a year in advance.

The Board **approved** the recommended changes to *Organisational Regulation O1: Board of Governors* and *Schedule 1.9*, for immediate implementation [new text underlined, deleted text struck-through] as follows:

V Strachan &
F McLean Whyte
[Organisational
Regulation O1]

4. Election and Appointment of Chair

A lay Chair is elected in accordance with the *Higher Education Governance (Scotland) Act 2016*. The Governance and Nominations Committee will, on behalf of the Board, oversee and manage the election and appointment process. Refer to Schedule 1.9, paragraph 6 for the Term of Office of the lay Chair, and Extensions to the Term of Office. ~~The appointment will be for a single four year period; no re-appointment shall be permitted.~~

Schedule 1.9: Election and Appointment of the Lay Chair

Period Term of Office and Extension to the Term of Office

6.1 Appointment to the position is for a term period of four years, and an incumbent lay Chair shall not be eligible to stand for immediate re-appointment following the expiry of their term of office. Where an existing member of the Board is elected to serve as Chair, that member should automatically begin a new term of membership linked to the office.

6.2 On the recommendation of the Governance and Nominations Committee, the Board of Governors will have the discretion to extend the term of office of the incumbent lay Chair for a further period of up to four years.

(i) Before making such a recommendation, the Governance and Nominations Committee will take into consideration whether the incumbent lay Chair had served a substantial period on the Board prior to commencing the period of office as lay Chair.

(ii) Such a recommendation may be on no more than two occasions relating to the incumbent lay Chair, and is subject to the periods of proposed extension not exceeding a maximum of four years.

(iii) The incumbent Chair of the Board will recuse themselves from all deliberations of the Governance and Nominations Committee and of the Board of Governors whilst such a recommendation is being discussed.