****

**UNIVERSITY COURT**

Confirmed minutes of a meeting of the University Court held at 10.00am on 16 April 2025 in the Conference Suite, Queen Margaret University.

**PRESENT**

|  |  |
| --- | --- |
| Pamela Woodburn (Chair)Janet ArcherPatrick BartlettJay BrownProfessor Richard ButtSilvia CardinaleJulie ChurchillKaren CullenDr Maria Giatsi-ClausenSir Paul GriceProfessor John HarperSteven Hendry | Ann HillEllenore HobkirkDr Kavi JagadammaSofia KhanDr Arturo LangaJames MillerJacqueline MorrisonGarvin SealyCarol SinclairGuy SmithBill StronachAndrew Watson |

**IN ATTENDANCE**

Irene Hynd Vice-Principal and University Secretary (Secretary)

Gordon Mackenzie Head of Strategic Planning and Policy Development

Dawn Martin Assistant Secretary, Governance and Quality Enhancement (Minute Secretary)

Johnathan Matthews Head of Financial Reporting and Analysis

Chris Reilly Interim Director of Finance

Steve Scott Chief Operations Officer

1. **WELCOME AND APOLOGIES**

The Chair welcomed members to the meeting.

As this was Jay Brown’s final Court meeting, the Chair extended to Jay on behalf of the Court sincere thanks for his outstanding commitment and contribution to the University, and to the work of the Court over the two years of his tenure. Jay’s successor as President - Academic Life, Zoë MacCallum, would attend the meeting of the Court on 18 June 2025. Silvia Cardinale had been re-elected as President – Student Activities and would continue to serve on the Court for her second tenure in this capacity.

Karen Cullen’s tenure had also ended, and the Chair extended her thanks on behalf of the Court to Karen for her significant contributions to the work of the Court over her two consecutive three-year periods of tenure. Members were advised that arrangements would be progressed to appoint to the vacancy for support staff arising from the conclusion of Karen’s tenure.

**2** **CONFLICTS OF INTEREST**

There were no conflicts of interest declared.

1. **DETERMINATION OF OTHER COMPETENT BUSINESS**

There were no other items of Other Competent Business.

1. **MINUTES OF THE PREVIOUS MEETING**

**4.1 Minutes of the meeting held on 19 February 2025**

The Unconfirmed minutes of the meeting of the University Court held on 19 February 2025 (paper Court (25) MINS 02) were APPROVED as an accurate record. The Chair wished to put on record her thanks to the Vice-Chair for convening the meeting in her absence.

**4.2 Matters arising**

Updates were provided on the following matters arising from the minutes not covered elsewhere on the agenda:

*Treasury Management Policy* (minute 7 refers): Pending some revisions, the Policy had been approved at the meeting of the Finance and Estates Committee (FEC) held on 5 March 2025.

*Joint Venture Governance (minute 9.2 refers):* Members noted that the Principal had joined the Joint Venture Board as one of two Directors representing QMU’s interests following Elizabeth Porter’s retiral from the Court. Further updates on the Land Development Project would be provided later in the agenda (Minute 8 refers).

*Risk Register (minute 11 refers):* Work continued on the review of the structure of the Risk Register and the revisiting of the University’s risk appetite.

1. **CHAIR’S REPORT**

The Chair continued to meet regularly with the Principal and the Secretary to discuss matters of importance to the Court and to the University, with areas of recent focus being the SFC Indicative Funding Allocations for 2025-26, representation on the Joint Venture Board, and progress on initiatives being led by the Senior Leadership Team. The Chair looked forward to detailed discussion with members on a range of strategic matter over the course of the Strategy Day that followed on directly from the Court meeting.

**6** **PRINCIPAL’S REPORT**

The Principal and Vice-Chancellor provided an oral report covering the following matters:

**6.1 Financial context**

The Principal opened with a reminder of the serious financial pressures facing the sector as a whole. As documented widely in the media, universities in Scotland (and the UK more broadly) continued to experience significant challenges, leading in some cases to unprecedented deficits and compulsory and voluntary staff redundancies.

In March 2025, the Scottish Funding Council (SFC) had announced a funding package for the University of Dundee, following the University having notified the SFC of a deterioration in its financial position in November 2024. The SFC had since commissioned an independent investigation into the circumstances leading to this position. The investigation would seek to understand matters related to financial management, financial reporting, and governance and oversight more broadly. [As set out in the published terms of reference](https://www.sfc.ac.uk/wp-content/uploads/2025/03/Investigation-into-Financial-Oversight-and-Decision-Making-at-the-University-of-Dundee.pdf), the investigation would provide the opportunity for the University of Dundee to learn lessons from the circumstances that had led to the deterioration. Additionally, the SFC would be interested in understanding lessons that would be beneficial for the wider sector in Scotland.

The Principal and the Chair would keep members updated on the progress of the investigation and wider sector discussions, including learning points and recommendations arising from the Committee of Scottish Chairs and Universities Scotland.

**6.2 Tertiary Education and Training Bill**

As noted at the previous Court meeting, the Scottish Government had published the [Tertiary Education and Training (Funding and Governance) Bill](https://www.parliament.scot/bills-and-laws/bills/s6/tertiary-education-and-training-funding-and-governance-scotland-bill) on 5 February 2025. If passed, the legislation would move responsibility for providing national training programmes and apprenticeships to the SFC from Skills Development Scotland. This approach had been broadly welcomed across the sector as presenting an opportunity for improved coherence, but there would undoubtedly be a period of uncertainty to follow. The Principal would contribute shortly, in his capacity as Interim Convener of Universities Scotland, to an evidence session before the Education, Children and Young People of the Scottish Parliament, and would provide further updates to the Court on the progress of the Bill and the implications for the sector.

**6.3 Indicative Funding Allocation 2025-26**

 TheScottish Funding Council had published its [Indicative Funding Allocations for 2025-26](https://www.sfc.ac.uk/publications/university-indicative-funding-allocations-2025-26/) on 3 April 2025.

 As set out in the appendices to the announcement, QMU’s overall indicative allocation for teaching, research and innovation had a 2% uplift from 2024-25. However, this represented a real terms cut (below inflation), meaning a ‘flat cash’ settlement. As expected, the 54 additional SQA places provided to QMU during Covid would be withdrawn. A further six funded places for non-controlled provision would also be removed due to recruitment falling short of the SFC 2% tolerance threshold in recent years. The decision to remove just six places reflected the SFC’s consideration of recruitment over several years, rather than a narrower focus on the most recent cycle.

**6.4 Internal updates**

The Principal reported on a range of internal matters as follows:

*Recruitment:* Against a challenging recruitment landscape, applications for entry were up 1% from the same point in the previous cycle. The investment in relationship management support had undoubtedly enhanced communication with applicants and offer holders as part of focussed efforts to maximise application conversion.

*Forecast return to SFC:* The University’s recent projections submitted to the SFC forecast an outturn for 2024/25 of a deficit of £1m and an EBIDTA of £5.7m.

*Grand Ball:* The Principal had attended the Students’ Union’s annual Sports and Societies Grand Ball on 9 April 2025. This had been an enjoyable occasion, presenting an important opportunity to celebrate the significant achievements of QMU’s sports teams and societies and individual success. The Principal noted some of QMU’s sporting highlights in recent years, including QMU’s Ladies’ Gaelic Football Club retaining the title of Scottish Champions for three consecutive years.

*Herald Awards:* The Principal was delighted to report that [QMU had been shortlisted in six categories in the prestigious Herald Higher Education Awards](https://www.qmu.ac.uk/news-and-events/news/2025/2025415-qmu-shines-with-record-herald-award-nominations-in-150th-year). This marked the University’s most successful year to date in terms of award recognition with a record number of submissions reaching the awards final. The winners would be announced on 29 May 2025 at a celebratory event in Glasgow.

 *Graduation:* Court members were warmly invited to take up the invitation to participate in the graduation ceremonies being held on 7 and 8 July 2025, as well as the post ceremony celebrations being held on-campus. These were hugely enjoyable occasions where the whole University community came together to recognise and celebrate student academic achievement.

**7 FINANCIAL UPDATE AND FORECAST 2024-25**

 Court RECEIVED the Period 7 financial report and accompanying narrative, together with an oral update on period 8 and the forecast outturn for 2024-25, (paper Court (25) 11).

Introducing the report, the Interim Director of Finance advised that the outturn forecast for 2024-25 remained unchanged at a deficit of £1m, adverse to budget by £0.5m. At period 7, the Revolving Credit Facility (RCF) was fully drawn at £15m. A repayment of £10m had been made during March 2025, reducing the outstanding balance of the RCF to £5m. The current cash balance was £17.5m. No further significant repayments were proposed before year end, with cash to be managed in accordance with the newly developed Treasury Policy. However, Finance would continue to monitor the cash balances and forecast and look to reduce debt subject to cash balances. The forecast closing cash balance was £8.0m, and the closing RCF balance £5m, including £2.6m of capital expenditure.

As set out in the report, further substantial capital spend of £1.5m had been included within the budget for the financial year 2024-25 relating to the campus data network refresh, including Wi-Fi access points and network switches. However, given the scale of the project and level of expenditure, which would require approval from the Finance and Estates Committee and the Court before work could commence, it was expected that the expenditure would come from the budget for the 2025-26 financial year. The Chief Operations Officer provided a brief update on progress with the refresh, advising that the project would be subject to tender, which would influence the timing, but the matter was being advised to Court now given the likely level of expenditure.

In discussion, members sought assurance on the impact of the significant increases in the value of debtors and creditors. In response it was confirmed that this was in keeping with the expected performance of tuition fees during the financial year, with balances expected to be reduced by year end.

Clarification was requested on the cash outflow associated with the Scottish Teachers’ Pension Scheme. As set out in the paper, QMU had received £0.4m additional funding from the Scottish Funding Council to offset the 2024-25 increase in employer costs. It was explained that the additional expenditure of around 2 to 3% for each member of the Scheme would be captured under the heading of staff costs rather than being depicted separately in the income and expenditure statement. At this stage, it was unknown whether similar SFC funding would be provided in subsequent years. However, Universities Scotland would continue to lobby for this, taking into consideration the particular and significant impact of the changes to the Scheme on the post-92 universities.

There was also discussion around the removal within the budget of an allocation of £250k for cost savings. The Principal advised that this would be revisited for the 2025-26 financial year, and that cost savings expected to arise from Project Evolve would be more clearly defined.

1. **LAND DEVELOPMENT**

Court RECEIVED an update on progress with the Land Development Project (paper Court (25) 12).

Introducing the paper, the Chief Operations Officer highlighted the specific areas recorded below and advised that the project remained on track, with no new risks

identified since the previous Court meeting.

*Local Development Plan (LDP):* The local authority was progressing a multistage consultation process which would result in an updated LDP. A principal focus of the updated masterplan and submissions to the LDP related to the development of a Commercial Zone on the site of the existing QMU car park at Queen Margaret University Drive. The submission to the LDP also included an update on the proposals for the development of the Edinburgh Innovation Park.

*Edinburgh Innovation Hub:* The Hub operational date was projected to be 16 October 2025, four weeks later than scheduled. As reported previously to the Court, the delay was due to the late energisation of the Hub power supply. This had affected the completion of the construction, but the original period for Client Fit Out Works had been maintained, mitigating the delay. The development was scheduled to be completed within the approved budget allocation of £36m. The client contingency within the Construction Budget had been reduced to £50k following a reallocation of £300k to a risk allowance to address anticipated contractual claims associated with the utility connections. The newly appointed Director of the Edinburgh Innovation Hub, Marian McNeil, would have a lead role in the co-ordination of the various activities necessary to deliver an operationally ready Hub facility opening in October 2025.

*Edinburgh Innovation Park:* The JV continued to monitor the opportunities and timescales associated with the wider park development. A draft vision validation exercise, facilitated by CBRE, was being reviewed prior to final publication. This would also come to the Court once available.

The Chair welcomed this very positive update, noting that she continued to participate in discussions with the Principal around the governance of the Joint Venture Board and wider development, and that updates would be provided appropriately to the Court.

Responding to a question from the President – Academic Life regarding the implications for student safety of public access to the proposed commercial zone on campus, the Chief Operations Officer confirmed that student privacy and safety were important considerations and that there would be strict adherence to planning and building regulations, taking on board the adjacency of the student residences. Members were reminded also that, at this stage, the commercial zone development was speculative.

Members also discussed how the transition from construction to delivery of the Edinburgh Innovation Hub was being managed, including key considerations around promoting the EIH proposition. The Principal advised that the recently established Strategic Innovation Board would provide a focus for QMU academic and enterprise expertise to contribute directly to the delivery of the Hub. Importantly, the appointment of the Hub Director, Marian McNeil, would provide necessary impetus and focus at this stage of the project on occupancy and on potential sources of funding (such as the Knowledge Exchange and Innovation Fund). Work to explore the potential for QMU to deliver on a contractual basis aspects of professional and operational services support to the Hub was also progressing. Welcoming this, the Chair advised that she had discussed with the Principal the need to revisit the business case and benefits realisation for the benefit in particular of recently appointed Court members. A fuller report would come to the June meeting of the Court.

**9 MAINSTREAMING REPORT AND EQUALITY OUTCOMES**

Court RECEIVED the University Mainstreaming Report and Equality Outcomes, in compliance with the University’s duties under the Public Sector Equality Duty, (PSED), introduced in the Equality Act 2010 (Specific Duties) (Scotland) Regulations 2012 (paper Court (25) 13).

Introducing the paper, the Secretary explained that an updated Mainstreaming Report was required to be published once every four years with an interim review two years following publication. QMU’s Mainstreaming and Interim Reports were publicly available on the [University’s Equality and Diversity webpages.](https://www.qmu.ac.uk/about-the-university/equality-and-diversity/mainstreaming-report-equality-outcomes-and-employee-information/)

The 2025 Report followed the structure of the previous iteration, covering the following:

* Section 1: Mainstreaming Equality: setting out progress made in mainstreaming equality within the University.
* Section 2: Review of 2021-2025 Equality Outcomes: reflection on progress made in relation to equality outcomes established for 2021-25.
* Section 3: Equality Outcomes 2025-2029: setting out revised equality outcomes for 2025-2029.

The Secretary advised that the majority of Equality Outcomes had been rolled over but with adjustments to reflect the National Equality Outcomes, as set out further in the paper. The Report had been developed in consultation with the Equality and Diversity Committee (EDC), the membership of which represents staff and student stakeholders, and includes representation from each of the recognised Trades Unions. The EDC had approved the Report at its meeting on 3 April 2025. Feedback was now sought from the Court to inform any final amendments prior to the publication deadline of 30 April 2025.

Members commended the Report as a comprehensive, reflective and forward-thinking account of the excellent progress towards mainstreaming since the 2021 iteration and 2023 update, and the ongoing and planned work in support of the Equality Outcomes. QMU staff members on the Court expressed their commitment to the University’s equality and diversity aspirations, noting that they were proud of QMU’s social justice values. Responding to a question about monitoring progress, the Secretary explained that the EDC had a lead role but that specific matters were remitted to other groups and teams, which would report back to the Committee.

In terms of feedback, it was suggested that an executive summary could be helpful. However, the challenges of distilling the content in such a way that it would remain meaningful were acknowledged. A more specific suggestion was to remove the word ‘fully’ from Equality Outcome 2 for the period 2025-2029: *Equality and diversity and anti-racism are embedded fully in the curriculum and in research*. This was in recognition of there being no fixed end point on the journey and the importance of continued responsiveness to changing reference points and other emerging circumstances.

Subject to consideration of these points, Court APPROVED the Mainstreaming Report and Equality Outcomes. Any final comments could be submitted in writing to the Secretary. Thanks were extended to Paola Tisi, Equality and Diversity Adviser for her work in drafting the Report.

**10 OFFICE OF THE SCOTTISH CHARITY REGULATOR REQUIREMENTS**

 Court RECEIVED advice on revised requirements arising from the Charities (Regulation and Administration) Scotland Act 2023 (paper Court (25) 14). Members were asked to note the following revisions in particular:

* Extension of the criteria that result in the automatic disqualification of trustees, with such extension applied not only to Trustees by to staff or volunteers who undertake a senior management function for a charity.
* From the end of 2025, accounts submitted to OSCR would be published exactly as received, with no redaction of personal information prior to publication.
* The requirement to provide personal data on each charity trustee with effect from a date in 2025, yet to be confirmed:

 Additionally, as Court members were also Directors of the Company, the briefing included a short update on forthcoming changes to registration as company directors, specifically the legal requirement in future for Directors, people with significant control (PSCs) and people who file with Companies House to verify their identity. Further information and advice on the practical implications of this would be provided once known.

**11 COMPLIANCE REPORT QUARTER 1 2025**

 Court NOTED a report on the following areas of compliance activity from 1 January 2025 to 31 March 2025 (paper Court (25) 15):

1. Complaints.
2. Requests made under the Data Protection Act 2018.
3. Requests made under the Environmental Information (Scotland) Regulations 2004.
4. Requests made under the Freedom of Information (Scotland) Act 2002.
5. Activity related to the Counter-Terrorism & Security Act 2015.

Thanks were extended to the Policy Adviser (Governance and Compliance) for preparing the report.

**12 FINANCE AND ESTATES COMMITTEE**

Court RECEIVED the Unconfirmed minutes of the meeting of the Finance and Estates Committee held on 5 March 2025 (paper FEC (25) MINS 01).

The FEC Convener brought to members’ attention the discussion around the Land Development Project. As set out in at Minute 5, the analysis of the wider benefits to the University from the Innovation Hub would be reviewed and refreshed and the results from both this exercise and the stand-alone Hub financial modelling would be integrated into the financial budgeting and forecasting process going forward.

**13 AUDIT AND RISK COMMITTEE**

**13.1 Unreserved minutes**

Court RECEIVED the Unconfirmed Unreserved minutes of the meeting of the Audit and Risk Committee held on 12 March 2025 (paper AUDIT (25) MINS 01). There were no matters brought to members’ attention.

**13.2 Reserved minutes**

Court RECEIVED the Unconfirmed Reserved minutes of the meeting of the Audit and Risk Committee held on 12 March 2025 (paper AUDIT (25) MINS 01 APPENDIX).

At the meeting, ARC had considered proposals for the procurement of External Auditing services (minute 10 refers). The contract in place with QMU’s current external auditors, Ernst and Young (EY) had been awarded in June 2021 for a period of three years with an extension available for 24 months, making the expiry date 31 May 2025. The contract had an extension available for a further 12 months. After careful consideration ARC had agreed to recommend to the Court that EY be retained for this period, noting EY’s considerable knowledge of the University and its processes. The overriding concern expressed in coming to this decision was the time available to conduct the procurement process effectively, and to manage the risks involved.

Court APPROVED the recommendation that Ernst and Young (EY) be retained for the 2024-25 audit and that a re-tendering process be initiated for audit services in 2025-26. In the interim, the partner at EY would be contacted as a matter of urgency to provide the Management Letter completing the 2023-24 audit. The Convener would advise the partner at EY of Court’s approval, and that an engagement letter would follow.

**14 SENATE**

Court RECEIVED the Unconfirmed minutes of the meeting of the Senate held on 12 March 2025 (paper SEN (25) MINS 01). There were no matters brought to members’ attention.

The Principal reiterated the standing invitation for Court members to join meetings of the Senate as observers.

**15 NOMINATIONS COMMITTEE**

Court APPROVED the recommendation from the Nominations Committee that Patrick Bartlett succeed Guy Smith as Chair of the Audit and Risk Committee. Guy Smith would remain in membership, offering important expertise and continuity.

The Secretary provided an update on progress with the search for the next Chancellor of the University, and advised that she was awaiting a response from a candidate with whom she had recently been in contact. Members were advised that, in the event that a Chancellor had not been secured in time to officiate at the July 2025 graduation ceremonies, the Principal had delegated authority, in his capacity as Vice-Chancellor, to confer the degree awards.

**16 EQUALITY AND DIVERSITY COMMITTEE**

Court RECEIVED the Unconfirmed minutes of the meeting of the Equality and Diversity Committee held on 28 January 2025 (paper EDC (25) MINS 01). There were no matters brought to members’ attention.

**17 HEALTH AND SAFETYCOMMITTEE**

**17.1 Meeting held on 11 November 2024**

Court RECEIVED the Unconfirmed minutes of the meeting of the Health and Safety Committee held on 11 November 2024 (paper H&S (24) MINS 04). There were no matters brought to members’ attention.

**17.2 Meeting held on 12 February 2025**

Court RECEIVED the Unconfirmed minutes of the meeting of the Health and Safety Committee held on 11 November 2024 (paper H&S (25) MINS 01). There were no matters brought to members’ attention.

**18 DATES OF FUTURE MEETINGS**

The University Court would meet on Wednesday, 18 June 2025 at 3.00pm in the Boardroom. Dates of meetings to be held in Session 2025-26 would be advised.

DM

April 2025