

**Minutes of the 2<sup>nd</sup> meeting of the Scottish Code of Good HE Governance Steering Group on 16 November 2012, 3pm to 6pm, in the Melville Room of the Gilbert Scott Building at the University of Glasgow.**

#### **Attendance**

##### **Steering Group Members**

Lord Robert Smith (Chair)  
Dame Elish Angiolini  
Mr Simon Pepper  
Mr David Ross  
Mr Tony Brian  
Lord Iain Vallance

##### **Apologies**

Mr Eric Sanderson

##### **Consultants/Advisers**

Mr Kevin Clarke  
Dr Peter West

##### **Secretariat**

Mr Darren Thompson

#### **12-05 Welcome and Apologies (Oral)**

The Chair welcomed members to the meeting and noted a late apology submitted by Mr Eric Sanderson.

#### **12-06 Approval of Minutes from 2 October 2012**

Members requested two amendments:

- Clearer reference in paragraph 3 of item 12-02(c) to the fact that non-unionised staff in Scottish HEIs make up a large proportion of the overall staff population, better reflecting the Group's discussion
- Clarification of the discussion on student representation at item 12-03(c)  
*[Secretariat Note: These amendments were made]*

#### **12-07 Matters Arising (Oral)**

There were none.

## **12-08 Discussion of the Report of the Review of HE Governance Recommendations (Prof von Prondzynski in attendance) (Paper SCoG 08)**

Prof von Prondzynski was welcomed to the meeting. He provided a detailed background to the work of the Review of HE Governance, which reported its findings in early 2012. Prof von Prondzynski informed the Group that there had been significant time constraints in relation to the Review's work but that the intention had nonetheless been to take a contextual approach rather than just a purely technical one. This had resulted in a more discursive process than had first been intended. Some early conclusions of the Review panel had suggested that:

- There was no major crisis in Scottish HE governance and that, in many aspects, it was an internationally leading example of good practice
- It was felt that institutions could perhaps do more to actively demonstrate transparency in their individual governance arrangements
- Some academic staff unions perceived there to be an issue whereby institutions' senior management teams were not being sufficiently challenged by their governing bodies and efforts were needed to clearly demonstrate that this was not the case
- It was in the HE sector's own interests to ensure a high level of confidence in the robustness of its governance framework

Prof von Prondzynski recognised that a number of the Review's recommendations, including the proposal for a single statute, were outside the scope of the Steering Group's remit to develop a new Code. However, it was recognised that a new Scottish Code should be able to incorporate or help address many of the other recommendations made by the Review of HE Governance.

Discussions of specific recommendations or issues arising from the report of the Review of HE Governance included:

- The potential dichotomy between academic freedom and increased accountability for the use of public funds. It was agreed that both institutional autonomy and the freedom of academics to pursue enquiry were key.
- The need for an appropriate level of engagement with FE and its continued relevance, despite the restructuring currently taking place within the FE landscape.
- The need to include lay governors in the appraisal process for university Principals.
- The need for lay governors to be involved in the analysis and scrutiny of key information
- The need for a new Code to have a suitable 'comply or explain' principle in order to accommodate the range of institutional diversity.
- The consideration of specific clauses in relation to SSIs within a new Code, recognising their specific differences.
- Recognition of the relationship between Chair of Court and Principal as the nexus of good governance and the suggestion that an elected Chair could threaten this relationship.
- Consideration of the possibility of a more open process in appointing the Chair, using open advertisement and considering possible candidates beyond only the existing lay members of Court.

The Chair thanked Prof von Prondzynski for his attendance and engagement and expressed his hope that he would remain available to the Steering Group during the development of a new Scottish Code of HE Governance. Prof von Prondzynski left the meeting.

### **12-09 Draft 'Issues Paper' (Paper SCoG 09)**

Members were advised that the draft paper had been developed by the consultants to aid discussions during the planned institutional visits. It was not intended to limit debate solely to the issues contained within it but merely to act as a stimulus to discussion around some of the issues which had been recognised as more contentious. The consultants recognised the need to record the results of the consultation visits in a way which could be easily understood and presented as evidence.

Members **agreed** that the consultants should also meet with Scottish Government officials, the Scottish Funding Council and with the Scottish University Secretaries' Group. There was some discussion around how best to engage with external stakeholder organisations that had made submissions to the Review of HE Governance, including the CBI, RSE and SCDI. It was **agreed** that these organisations should be contacted, provided with the issues paper and asked to provide their own thoughts on how they might best contribute to the development of a new Scottish Code.

Members felt that it was important to establish agreement on a definitive statement of the principles of good HE governance.

It was stated that care should be taken to ensure that the new Code does not propose anything which is inconsistent with the devolved powers of the Scottish Parliament or the elements reserved to Westminster under the Scotland Act or that is incompatible with the current legislative framework.

Members asked that references within the paper to the 'existing code' be amended throughout to the 'UK code'. Subject to this minor change being made, members agreed that the draft paper, should be finalised, circulated to institutions and made publicly available via the project website.

### **12-10 Update on consultation activities (Paper SCoG 10)**

The consultants reported back to the Steering Group on their recent meeting with STUC on 31 October, at which both UCU and EIS were also represented. They confirmed that they had already scheduled subsequent individual meetings with both UCU and EIS and they were seeking confirmation of a similar meeting with UNISON.

Amongst other issues, staff union officers had indicated that a further short consultative stage in the early part of 2013 on a draft Code would be welcomed. Members agreed that the main purpose of the Steering Group was to produce a draft Code that would be presented to the Committee of Scottish Chairs. The process for approval of the Code, including any further consultative stages, would be for the CSC to determine.

### **12-11 Website development (Paper SCoG 11)**

Members were advised that the project website was in the final stages of development and were asked to approve the content, particularly in regard to the accuracy of the biographies of Steering Group members. Several minor changes were requested. *[Secretariat note: These amendments have since been made and the site is now live]*