

# BORDERS STRATEGIC REVIEW OVERSIGHT GROUP

## Terms of Reference

### 1. Constitution and Purpose

- 1.1 In accordance with *Statute 4: The Court* (paragraph 6), *Ordinance B6 Delegation by the Court* (paragraph 4), and *Ordinance B8 Court Committees* the Court has established a short-life Borders Review Oversight Group.

The Group is expected to undertake and conclude its work (including final report) by 31 July 2024. However, the Group shall provide a review report to Court at this point and Court will decide if the Oversight Group is required to continue, or if the Group may be dis-established.

- 1.2 The purpose of the Group is to provide oversight of the Strategic Review agreed at the Court meeting in February 2023 in relation to the University's presence and impact at the Scottish Borders Campus, advising on the detailed plans as they are developed. The work sits in the context of Strategy 2025 and discussions about the longer-term future Strategy 2035. The Group will receive reports from the Borders & Global Design Futures Programme so it can oversee progress, consider and advise on risks and issues and provide onwards reporting to UE, Court and its Committees. The Group will operate with delegated authority from Court for approval of budgets and decisions relating to the delivery timelines.

### 2 Remit

- 2.1 The Court **delegates authority** to the Borders Review Oversight Group to:

- a) Oversee, advise and report on the Strategic Review of the Borders Campus and the specific plans developed based on the recommendations approved by Court in February 2023:
1. Reshaping and reframing Borders Campus activities to contribute to the South of Scotland, engaging all Schools;
  2. Working across all Schools and Campuses to realise future opportunities to achieve excellence in design, in teaching and research;
  3. Consulting the Scottish Funding Council, Scottish Government, local government and people, and other relevant stakeholders, including Borders College, in the development of the plans.

The consultation was expected to shape and inform the approach to the three recommendations above and allow the University to develop the more detailed plans that the Court wished to receive in order to fully consider the remaining recommendations. These were:

- Progressively transferring Borders Campus School of Textiles and Design (SoTD) activities to the Edinburgh Campus; and
  - Maintaining SoTD academic identity with planning to include opportunities for integration with a larger School.
- b) Evaluate and advise on the planning scenarios brought forward by the Executive on the recommendations, reporting to the University Executive, the Court and its Committees to help assure effective, informed decision making in relation to the Strategic Review and its outcomes.

- c) The timing of reporting is to have due regard to the Minute of Variation which has been approved by both the University and the Borders College which has the effect of extending the “not later than” date for exercising the Option To Extend from 31<sup>st</sup> July 2023 to 31<sup>st</sup> July 2024. The timing should also recognise that the Student Union President or nominee on the Group will demit office in May 2024.
- d) Receive and advise on reports from the Borders & Global Design Futures Programme Sponsor on the programme and workstream framework approved by the University Executive, which will include progress reports relative to milestones, budget and the risks and issues related to the Strategic Review overseeing effective mitigation actions;
- e) Recognising the importance of stakeholder management, communications and engagement throughout this work, to advise and oversee the effectiveness of these processes;
- f) To oversee and authorise expenditure relative to the Strategic Review within an envelope as agreed by the Finance Committee and/or Court in accordance with the Financial Regulations. All financial decisions to be reported to the University Executive, the Finance Committee where appropriate, and the Court in the next available cycle following the decision being taken by the Group.

### 3 Composition and Membership

3.1 The initial composition of the Group shall include:

#### **Court / Court Committee members**

- Ms Marta Phillips (Chair) \*
- TO BE APPOINTED, Vice-Principal and Executive Sponsor\*
- Ms Morag McNeill\*
- Mr Alan Robertson (Chair of Infrastructure Committee) \*
- Dr Bill MacPherson, Senate member of Court
- Mr Scott Anderson, Student Union President\* (or nominee)

#### **Executive members and attendees**

- Ms Ruth Moir, University Secretary
- Ms Lucy Everest, Global Chief Operating Officer
- Professor Julian Jones, Senior Deputy Principal and Programme Business Lead

The following shall be invited to attend meetings of the Group as and when it is relevant and helpful to the agenda discussion:

- Professor Julian Malins (Interim Executive Dean, SoTD)
- Professor Malcolm Chrisp, Deputy Principal (Education and Student Life)
- Mr Richard Cloughton (Global Director of HR)
- Mr Martin Pringle, Interim Global Finance Director
- Ms Lynda Johnstone (Global Director of Estates & Facilities)

(\* - indicates member of Court)

3.2 The Group may invite any other member of staff to attend one or more meetings of the Group as and when their expertise may be relevant to a matter under discussion.

3.3 The term of office of Court / Court Committee members who are members of the Group is concurrent with their term of office on the Court / Court Committee.

## **4 Equality and Diversity**

- 4.1 The Group will exercise its responsibility, as far as possible, to promote diversity of representation within its membership. The Group, in carrying out its business, will also act to promote equality of opportunity for all.

## **5 Quorum and Voting**

- 5.1 The quorum is three members who are members of the Court.
- 5.2 Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to communicate with all members present at the meeting simultaneously shall be deemed to be present at the meeting.
- 5.3 A member who is not able to be present at a meeting physically or by audio-visual means shall be given the opportunity to provide comments and to present their views on any recommendations being formulated by the Group.
- 5.4 The Group is expected to arrive at recommendations through broad consensus following a full debate. Therefore, the Chair will normally seek agreement to the proposal in question, and only call for a vote either if there is a clear expression of dissent or if the matter is of particular significance.
- 5.5 In the event of a vote being required, all members of the Group (including members who are not also members of the Court) shall be entitled to vote.
- 5.6 A decision shall be carried by a simple majority vote of the number of members present, provided that number is quorate.
- 5.7 The Chair of the Group shall have a deliberative vote and in addition a casting vote when there is an equal match in the number of opposing votes.

## **6 Group Chair**

- 6.1 The Chair is Ms Marta Phillips, member of Court.
- 6.2 In the absence of the Chair, a member of the Group who is a member of the Court shall chair the meeting.

## **7 Frequency of Meetings**

- 7.1 The Group shall normally meet every six weeks during the period it is established, with meeting dates to be aligned with dates of University Executive and Court meetings for purposes of onward reporting.
- 7.2 Additional meetings may be held in order to meet business requirements at the request of the Chair of the Group.

## **8 Attendance at Meetings**

- 8.1 See 'Composition and Membership' above.

- 8.2 A member participating in a meeting remotely by way of video or audio conferencing or other means which enables that member to communicate with each of the other members simultaneously shall be accounted for as being present.

## **9 a) Reserved Business**

- 9.1 The information considered by the Group and the outputs of its work shall be regarded as highly confidential and must not be shared with any other person(s) without the agreement of the Group.

## **9 b) Conflict of Interest**

- 9.2 Where it is identified that a member of the Group has a conflict of interest with respect to a given matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant parts of the discussion.

- 9.3 All instances of identified conflicts of interest shall be recorded in the minute notes.

## **10 Reporting Procedures**

- 10.1 The Group will submit reports at least quarterly to the University Executive and the Court. The Chair will approve the content of reports before release including the redaction of any information deemed necessary for reasons of confidentiality.
- 10.2 The Chair of the Group will report to appropriate meetings of the Court on any matters which the Committee considers ought to be brought to the attention of the Court and on any matters requiring the approval of the Court. Interim reports will be made to Court by correspondence if required.
- 10.3 Matters requiring the approval of the Court will be highlighted in the Group's report.
- 10.4 Information held by the Group may be requested by members of the public under the terms of the Freedom of Information (Scotland) Act (FOI(S)A) with the exception of information which is deemed to be covered by a specific exemption under the Act.
- 10.5 Minutes notes and reports of the Group will denote those areas of reported business which are deemed to fall within the designation of information which is 'exempt' under the FOI(S)A.

## **11 Forward Planning**

- 11.1 The Group will develop and maintain a forward work plan.

## Supporting Information

### Groups feeding into the Borders Campus Oversight Group

None.

### Effectiveness and lifespan

The Group is expected to conclude and report on its work by July 2024; however, the Court will receive a review report at this point and will decide if the Group's work should continue or if it may be disestablished.

### Actions that may be taken by the Group

The Group may:

- Approve within delegated authority from Court
- Receive
- Note
- Consider
- Recommend
- Reject

### Minuting style

Formal but brief style of minute taking.

### Resources

Secretary            Ms Ruth Moir, University Secretary

Clerk                 Ms Megan Morgan, Governance Officer