

Heriot-Watt University

THE COURT**Minutes: 2 October 2025**

In the Chair: Mr Bruce Pritchard, Chair of Court

Present:

Professor Paul Dalgarno, Senate Member	Mr Rodney Miller, Lay Member
Professor Louise Delicato, Senate Member	Mr Jürgen Munz, Trade Union Member
Mr Graeme Dickson, Lay Member	Ms Marta Phillips, Lay Member (<i>until 10.40am</i>)
Mr Cameron Fields, Student Union (SU) President	Mr Bruce Roberts, Staff Member
Ms Hilary Hansen, Lay Member (<i>until 12.30pm</i>)	Mr Alan Robertson, Lay Member
Dr Brian Henderson, Alumni Member	Mr Ian Stevenson, Lay Member
Professor David Jenkins, Trade Union Member	Ms Denise Thomas, Lay Member (<i>until 10.50am</i>)
Mr Gary Kildare, Lay Member	Mr Mike Tumilty, Deputy Chair of Court
Mr Paul Lewis, Lay Member	Dr Laura Wicks, Staff Member
Ms Holly McAdams, SU Vice-President (Academic)	Professor Richard Williams, Principal and Vice-Chancellor (<i>except for M25/50.1, until 12.40pm</i>)
Dr Yvonne McLaren-Hankin, Dean of the University	Ms Dorothy Wright, Lay Member
Professor Steve McLaughlin, Vice-Principal	

In attendance:

Ms Ruth Moir, University Secretary and Vice-Principal (Governance and Operations)
 Professor Mushtak Al-Atabi, Vice-Principal and Provost (Malaysia)
 Ms Sue Collier, Global Director of Governance and Legal Services (GALS)
 Professor Lynne Jack, Deputy Vice-Principal (Dubai) (*for M25/58.4*)
 Ms Suzie Lyons, General Counsel
 Ms Penny McIntyre, Global Director of HR
 Professor Gill Murray, Deputy Principal (Enterprise and Business)
 Professor Tadhg O'Donovan, Deputy Principal (Education and Student Life)
 Mr Martin Pringle, Global Chief Financial Officer (GCFO)
 Professor Chris Turney, Deputy Principal (Research and Impact)
 Ms Lisa Herlihy, Clerk to the Court

Apologies:

Mr Steve Heathcote, Lay Member
 Professor Mercedes Maroto-Valer, Deputy Principal (Global Sustainability)
 Professor Dame Heather McGregor, Vice-Principal and Provost (Dubai)

MINUTE
REF
M25/45

WELCOME, APOLOGIES AND DECLARATIONS OF INTEREST

The Chair welcomed all present to the meeting, making particular mention of those who were attending their first meeting:

- Mr Rodney Miller, lay member of the Court, who had been appointed to the Court and the Donations and Investments Committee from 1 August 2025 until 31 July 2028;
- Professor Louise Delicato, Senate member of the Court, who had been appointed from 1 August 2025 until 31 July 2028, concurrent with her membership of the Senate;
- Professor Chris Turney, Deputy Principal (Research and Impact); and
- Professor Tadhg O'Donovan, Deputy Principal (Education and Student Life).

The Principal noted an interest in the update on appointing a new Principal and Vice-Chancellor, included in M25/50.1 below. The Principal would step out of the meeting for this discussion.

The Chair reported that Court members would be asked to raise their electronic hand to confirm approval of each item presented for approval.

Recent discussion with Staff Members of the Court

The Chair reported that he had recently met with Staff Members of the Court to discuss four key concerns that they wished to raise, in the context of the Gillies Report into the situation at Dundee University. The Chair observed that it was vital to good governance that reports matched the lived experience of staff and students at the University, and he was grateful to the Staff Members of the Court for raising their concerns so that management could respond in this meeting. The Chair also noted his appreciation for the professional, balanced and constructive way in which the concerns had been raised.

The concerns raised had included a sense of unease across the institution regarding the future. The key points were noted and the Chair indicated at which point these would be addressed during the agenda:

1. There was a desire for more transparency regarding the institution's response to the Gillies Report and how Heriot-Watt measured against the 18 recommended actions, as well as how plans to ensure best practice compliance would be communicated. This would be covered in M25/47, the University Secretary's Update.
2. There was an ongoing concern around the relationship with some suppliers due to the way in which creditors had recently been managed, and the lack of transparency within the governance structure.

XXX Reserved Section – Ref. FOI(S)A, s.33.

This would be addressed via M25/58 Report from the Finance Committee, and M25/61 Report from the Audit and Risk Committee;

3. There was a concern that the Portfolio Review, and any work to right-size the institution, had a bias between different Schools and staff wished to ensure that there was an even-handed approach in both of these processes, not just across Schools but also across the Global Research Institutes (GRIs), the Professional Services, and the different campuses. This would be addressed in M25/54 Update from the Vice-Principal;
4. The announcement of the potential closure of the Scholar programme had caused concern about how this would impact on staff and on those who benefitted from Scholar. There was concern around the transparency of decisions being communicated as well as the behaviours associated with broader change management. It was noted that good change management would be key due to broader change programmes arising from Strategy 2035. This would be addressed within M25/51, the Strategic Summary Report from the Principal.

M25/46 DRAFT COURT PRIORITIES 2025-26 AND UNIVERSITY EXECUTIVE (UE) OBJECTIVES 2025-26 (Ct4/25/27)

The Court **approved** the draft Court Priorities for 2025-26 and **noted** the UE Objectives for 2025-26. The report was presented by the Chair.

The draft Court Priorities were:

1. Overall financial sustainability, framed by effective communication and Governance arrangements and delivered through:
 - a. Achieving break even in 2025/26, whilst protecting the staff and student experience
 - b. Assuring long term liability management as an underpinning to Strategy 2035
2. Strategy 2025 bridging to Strategy 2035:

- a. Effective communications and engagement plan for 2025/26
 - b. Delivery of the foundational work to enable operationalisation of S2035 from August 2026
3. Build institutional reputation through effective PR and marketing and improved performance in:
- a. QS rank position
 - b. Staff Satisfaction
 - c. Student Satisfaction across the global student population - UG, PGT, PGR and online students
 - d. Employability outcomes
4. Succession planning to ensure long-term continuity in leadership

These were framed around the Strategy 2035 theme of *Driven by Purpose, Measured by Impact: With Staff and Students at the heart of decision making, management focus and communications and engagement.*

The UE Objectives were:

1. The student experience exceeds *Strategy 2025* target (90%) and that 80% NSS positivity scores are obtained in all disciplines – Weighting 20%
2. Achieve at least breakeven in operating costs and meet the planned income target – Weighting 25%
3. Strategy 2035 plans for phase 1 developed and signed off by Court aligned to forward financial plans and that the Strategy is publicly disseminated – Weighting 20%
4. Build Institutional Reputation through PR, Marketing and improved performance in rankings and assurance of key measures on institution-wide graduate employability – Weighting 20%
5. Research grants won achieve the £65m target and that School enterprise, consultancy and other external income targets are in place and achieved to match or exceed the agreed 25/6 Finance Plan – Weighting 15%

The Court noted that these would not be the only areas of focus for the University, but they would be key areas to ensure a strong foundation for Strategy 2035. The Court Priorities had been shared with the Senate, and the Senate was now developing its own set of linked priorities so that there was coverage across the governance structure.

The Court queried the use of the weightings in the UE Objectives and the Chair clarified that these were related to the end of year reward processes and analysis.

In response to a question, the University Secretary confirmed that an action plan was being developed that linked to the UE Objectives and could be tracked in a meaningful way. Once this was available, the Objectives would be cascaded to the Executive Deans by the Vice-Principal, and to the Professional Services by the University Secretary. The Principal reported that work on areas such as NSS performance had begun, with the Deputy Principal (Education and Student Life) leading work with underperforming disciplines. In addition, work was being done to align activity within Schools and Services with the University's key financial planning processes.

The Court agreed that the action plan should include lead and lag indicators so that Court could easily review progress during the year. The Principal confirmed that leading indicator data would also be included within the Management Information (MI) Pack.

Cascade of Priorities into Governance Structure

The Court considered how the Priorities and Objectives would be cascaded through the Court Committees and their alignment with the Global Student Priorities. The Global People and Culture Committee (GPCC) had begun considering the foundational issues that would need to be addressed to progress Strategy 2035 and how these would guide its work during 2025-26. Its November meeting would consider a clear set of Committee priorities, with outcomes and measures so that these could be tracked. It was noted that all committees would need to consider people and culture. In terms of the Audit and Risk Committee (ARC), the Committee's role would be to oversee the key strategic risks that impacted on delivery of the Priorities and to ensure that these were appropriately managed.

The SU President reported that delivery of the Court Priorities would require consideration and delivery of the Global Student Priorities because student satisfaction would not improve unless the concerns of students were addressed. There would be a future discussion at the Global Student Life Committee regarding how to fully align the two sets of Priorities.

M25/47**UNIVERSITY SECRETARY UPDATE: GILLIES REPORT AND RECOMMENDATIONS (Ct4/25/28)**

The Court **considered** the University's draft response to the Gillies Report and its recommendations, presented by the University Secretary.

The Court noted that the University had been undertaking detailed assurance work against the recommendations within the Gillies Report, related principles, and compliance with the Scottish Funding Council (SFC) Financial Memorandum. This had resulted in more formal management of the Memorandum, as well as identification of a series of areas for improvement listed within the report. At the request of the ARC, these had been grouped into themes so that the University was not tracking every action individually. A recent report from the SFC on Expectations of Good Governance would be included within the report once analysis had been completed. An initial finding was that the SFC expected institutions to strengthen their practice regarding External Effectiveness Reviews, which a number of institutions had not completed in a timely manner. Heriot-Watt had undertaken its most recent External Effectiveness Review in 2023-24.

The report would lead to an action plan that would be provided to the Court and the Senate once developed. In preparation for this, the report was being shared widely with governance committees and Trade Union representatives for input and advice. There would also be an upcoming Internal Audit on business planning and stress testing to support the University's own assurance mapping.

The Court provided the following feedback on the report:

- It would be helpful to understand where the thresholds were between Red, Amber and Green (RAG) classifications so that the Court could identify where each theme sat on the scale. The definitions of the RAG classifications should also be reassessed because there was a significant gap between the Amber and Red definitions;
- Culture was a broader issue than could be addressed by an individual report and action plan, and the University needed to consider this across all of its areas of work and metrics. The University Secretary agreed with this point and suggested that this could be considered as a topic for the November Court Strategy Day, as well as within GPCC agendas. The Court agreed that the GPCC would consider how it could assist with a broader assessment of culture, noting a point that internal assessments of culture and values-led behaviour could be considered as lacking objectivity;
- There had been a request to discuss the report at Senate and the University should consider how to cascade the report into the sub-committees of Senate;

- The Court noted that the report provided a good basis for initial discussions and welcomed development of the final version for future consideration. The Court agreed that the final version should be cascaded to staff so that it was clear how the University was addressing the Gillies Report, helping to reduce staff unease;
- The Court agreed that there should be a briefing session for Court members on the SFC Financial Memorandum so that the top-level requirements were clearly understood; and
- For each recommendation, the University should consider what good would look like for Heriot-Watt and then how the University would reach that position. The action plan and tracker would then show the steps required and the timeline, allowing clear tracking.

M25/48 MINUTES OF THE MEETING ON 23 JUNE 2025

The Court **approved** the minutes of the meeting on 23 June 2025.

M25/49 REPORT FROM THE COURT INTERIM BUSINESS COMMITTEE (CIBC) (Ct4/25/29)

The Court **noted** the report from the CIBC, presented by the Chair. The Court noted that the CIBC had approved, on behalf the Court, the appointment of Dr Yvonne McLaren-Hankin, Dean member of the Court, to the CIBC from 20 August 2025 until 31 March 2026, concurrent with her membership of the Court. A minor amendment to the Intellectual Property Policy, to bring this into line with the recently approved Research Publications and Outcomes Policy, had also been approved.

M25/50 ACTIONS LOG, MATTERS ARISING AND COURT AGENDA TRACKER

The Court **noted** the Actions Log and Agenda Tracker, presented by the Chair. The Court agreed that those items marked as complete would now be removed from the Log and noted that Action 25/10 was also now complete.

50.1 Appointment of the Principal and Vice-Chancellor: Update

The Chair of Court noted his thanks to the Principal for the early notice he had provided of his intention to retire, which would allow the transition to be appropriately managed.

The Court had recently received an email outlining the process for the appointment of a new Principal, and this communication would shortly be issued to staff to raise awareness. The Court had approved the Court-appointed membership of the Joint Committee of the Court and the Senate that would oversee the process. There had been feedback suggesting the inclusion of a Trade Union member on the Joint Committee to increase engagement with staff. The Chair of Court reported that the Joint Committee would be established in line with Ordinance H1, which did not require a Trade Union member. However, to ensure full engagement, other mechanisms for Trade Union involvement were being considered, such as contributing to the development of interview questions.

The Court noted that, at present, the Senate was nominating the four Senate-appointed members of the Joint Committee. The Senate Committee for Interim Business and Effectiveness would be considering the nominations to ensure diversity in the membership.

Following a tender process, an executive search firm had been appointed. The role description had been drafted and a microsite for the appointment would shortly be launched. Staff would be asked to raise awareness of the search through their networks. The Court queried the timeline for the appointment and received confirmation that the University expected to interview for the role in January 2026.

STRATEGIC SUMMARY REPORT (PRESENTATION)

The Court **discussed** a Strategic Summary Report focused on current issues for the University, presented by the Principal and Vice-Chancellor.

Sector Context

The Principal provided a summary of the current sector context, noting ongoing scrutiny around finances and a wider conversation about the broken funding model for Higher Education. This had formed part of the context for the situation at Dundee University, though there had also been many other issues at play. A White Paper had been published by the UK Government regarding Post-16 Education and Skills. In addition, all UK governments continued to emphasise the importance of degree apprenticeships. A new levy on international students was due to be introduced in England; there had not yet been confirmation of whether this would be applied in Scotland. The Principal reported that Scottish universities were keen to avoid this because of the likely loss of international students. That message could usefully be communicated by Court members in support of the Executive.

In response to this context, Scottish university Principals were taking a proactive approach and communicating a factual, statistical assessment of the costs of educating students and the proportion of these costs that was covered by existing funding, with a call for the Scottish Government to address the gap.

Another key area for student recruitment was international student visas, which had seen another decrease for the UK and an increase for Australia. This suggested that a further negative financial impact would be felt by Scottish universities in future. Controlling visas issued allowed the UK Government to impact immigration statistics and this was a lever that was likely to continue being used.

Universities continued to be in dispute with the Trade Unions regarding national pay negotiations because of the affordability of pay rises. The University and College Union (UCU) was currently balloting for a national mandate around strike action and the pay dispute remained on the risk agenda.

Scholar Programme

The Principal summarised the situation regarding the Scholar Programme, which was an online STEM education service that the University provided to schools, funded by Local Authorities (LAs). In recent years, the funding provided by the LAs had reduced and many had indicated that they would not now be renewing their contracts. The income received had therefore been outstripped by expenses and the University had provided notice to the LAs by 31 July 2025 that Scholar would be ending from 31 July 2026. As a result, roles within the Scholar team would be at risk. The University had not been able to communicate with staff far in advance of this decision being taken because work to try and secure sufficient funding had been ongoing.

The Court discussed the contribution that Scholar made to student recruitment, which had not been quantified but was acknowledged, and its benefit to the University's community engagement. The Executive clarified that the University would very much like to continue providing the Scholar programme but could not continue to subsidise school-level education from funding meant to support the University's charitable purpose. Redeployment of staff members had been considered as one option should Scholar close and discussions would be taken forward with staff at the earliest opportunity. This was likely to be in January 2026 because the closure of the programme was now dependent on the outcome of a Scottish government review of online education in Schools and the related funding. The review was due to be completed by Christmas.

Communications

The Court noted that communication channels had been reviewed. Scope for additional communications had been identified and there would now be a monthly

overview from the Principal and a monthly report from the Vice-Principals providing more detail on topics such as Strategy 2035 and the Portfolio Review. The Executive recognised the gap between the written communications and the lived experience of staff, and this would be considered further.

League Tables

There had been a number of significant positive movements in league tables in 2025, with the QS World Ranking being the exception. The QS Sustainability ranking and People and Planet ranking would be released later in the year. The Court queried why the QS World Ranking result had been different to the other league table results and the Principal clarified that the University had improved its score in the Ranking but that other universities had improved more. The University was underperforming in research citations and reputation. In terms of reputation, the University was considering how it could improve the number of employers and colleagues voting for Heriot-Watt whilst continuing to operate within its values and principles.

The Court noted that the University was developing its own measure of employability to ensure that its global student population was accounted for. The UK statistics were very positive for the University, but they omitted 87% of Heriot-Watt students.

Student Recruitment

The Court received a summary of the student enrolment forecast, noting that this was a leading indicator for the University's financial performance. The Court noted that, at present, the University was on target overall, with some areas of under or overperformance. There had been strong growth at the Dubai Campus, as well as some growth at the Malaysia Campus, though further improvement was required in Malaysia. January intakes remained very important. On 14 October, there would be an audit of final enrolment numbers, with fee calculations then undertaken to identify any gaps that needed to be addressed. There would be a report to the Finance Committee on this analysis.

UE Objectives 2024-25

The Principal reported on the final position with the UE Objectives for 2024-25, noting that the target regarding financial performance had not been met. This was addressed in detail within M25/58 Report from the Finance Committee.

The Court noted that the objective relating to change management and communication had not been met and queried the reason, observing that this measure was fully within the University's control. The Global Director of HR reported that pulse surveys had been used to measure staff satisfaction and activities during the year had not produced the intended improvement. The Court agreed that the University would consider behavioural changes that would have an impact and that this should be an item for discussion with the GPCC.

Research Park Relaunch

The Court noted a delay in relaunching the Research Park due to ongoing work with a potential partner and the decision to limit costs. The Court advised that there were cost effective ways of undertaking this sort of relaunch and noted its concern at the time that was being lost. The Principal agreed to discuss this with the relevant business leads to ensure progress, and the Deputy Principal (Enterprise and Business) asked to meet with Mr Robertson, who had experience in this area, to get further advice. An update on this matter would be provided in the Principal's Report for the December 2025 meeting.

M25/52 PRINCIPALS REPORT TO COURT (Ct4/25/30)

The Court **noted** the Principal's Report, presented by the Principal and Vice-Chancellor. This included updates on delivery of the strategic themes and milestones for each of the University's SPIs, as well as cross-campus news.

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M25/53

**GLOBAL UPDATE FROM THE STUDENT REPRESENTATIVE BODIES (SRBs)
(PRESENTATION)**

The Court **discussed** a global update from the SRBs, presented by the SU President.

The SU President reported that all campus locations had enjoyed a very successful welcome week with a range of activities and diverse engagement from across the student community. This had included an increase in Postgraduate (PG) engagement, which was a significant achievement because this group had historically had low engagement, and with students from the Global College.

The Court noted that the Global Student Priorities were:

1. Strengthening belonging and community;
2. Supporting students' future readiness; and
3. Tackling financial and living pressure.

Each SRB had also developed a set of related local priorities. For the Malaysia Campus, these included increased support for international students and advancing graduate employability opportunities. For the Dubai Campus, they included building on enhanced PG engagement, fostering an inclusive campus culture and promoting the ethical use of AI whilst building student confidence.

For the Scottish Campuses, a key focus was combatting Gender-based Violence. The Court noted that the SU did not yet have data regarding instances of Gender-based Violence at Heriot-Watt but it was known that this was a significant issue in England. A productive meeting had been held with the University Secretary and the Global Director of HR to discuss this. In addition, the SU would be prioritising building a safe environment for international students within the wider context of rising racism and hostility. There was student concern about the ongoing situation in Gaza and a desire to put pressure on the government and the University to derisk the situation and to ensure ethical investments.

The Court welcomed the presentation and the targets that had been set. The Court requested that, for future meetings, statistics were provided to indicate how prevalent some of the issues raised were across the University's campuses.

M25/54

**UPDATE FROM THE VICE-PRINCIPAL WITH INPUT FROM THE CAMPUS
VICE-PRINCIPALS AND PROVOSTS (PRESENTATION)**

The Court **discussed** the update, presented by the Vice-Principal of the University.

XXX Reserved Section – Ref. FOI(S)A, s.33**School of Textiles and Design (SoTD)**

The School had now relocated all of its activity to the High Mill Building and a Learning Commons had been developed for students as part of a wider refurbishment. The Executive had recently consulted with staff regarding plans to disestablish SoTD as a Primary Academic Unit and relocate it as a Secondary Academic Unit within another School. This work would be reported back to the Senate in October 2025, with a recommendation made to the Court by the Senate at an appropriate point.

Portfolio Review

The Vice-Principal reported that the Review process had been applied to all campuses and Schools in the same way, using the principle of the right resource in the right location to maximise the student experience. Schools had submitted their plans to the Vice-Principal and would shortly be asked to identify what those plans meant in terms of agreed actions, such as closing programmes and courses that were not viable due to having less than 10 students, or developing new programmes based on market opportunities. A Principal's Discussion session on 17 October 2025 would then consider the plans holistically. In response to a

question, the Vice-Principal clarified that the likely financial and staff impact would become clear after 17 October, when full data was available. The Court would be briefed at an appropriate point as resource implications became clear. The Court agreed that this report should include information regarding the change management process that would be followed. The Executive recognised that there was current uncertainty for staff but observed that offering details at this stage, which might then prove to be incorrect, would not be helpful.

M25/55 ANNUAL REPORT FROM THE HERIOT-WATT SERVICES LTD (ORIAM) BOARD (Ct4/25/31)

The Court **noted** the Annual Report from the Oriam Board, presented by the Deputy Chair of Court (Chair of the Oriam Board).

The Court noted the importance of Oriam to the student and staff experience, as well as the work that was being done to drive revenue and reduce costs so that the University no longer needed to subsidise Oriam. The Court reiterated the need to consider the University's corporate structure and transfer pricing arrangements to identify the best approach.

M25/56 ANNUAL REPORT FROM THE HWUM BOARD (Ct4/25/32)

The Court **noted** the Annual Report from the HWUM Board, presented by the Vice-Principal (Malaysia).

The Court noted the content of the report, including that the Malaysia Campus was now on a positive financial trajectory after a number of challenging years. The Court queried when the Campus was likely to break even based on this trajectory, and the Vice-Principal (Malaysia) confirmed that the current plan was for 2027-28, with efforts being made to reach the target earlier.

The Court queried the impact that a newly introduced Malaysian Sales Tax would have on student recruitment, and noted that this 6% tax had been introduced for all international students and therefore affected recruitment equally across the Malaysian HE sector. The University continued to discuss the implications with the Malaysian Government when opportunities arose.

M25/57 ANNUAL REPORT FROM THE DUBAI CAMPUS (Ct4/25/33)

The Court **noted** the Annual Report from the Dubai Campus, presented by the Deputy Principal (Education and Student Life) on behalf of the Vice-Principal (Dubai).

The Court noted the contents of the report, including the opening of the new Dubai Campus building. Student enrolment in 2024-25 had been positive and there had been a 29% increase in international student recruitment. There was additional research investment becoming available in the UAE and the Campus had won research grants that would help to intensify its research efforts. The Court observed that there was work to do to improve links between research teams at the Dubai and Edinburgh Campuses, and that the GRIs would be a good vehicle for developing collaboration.

The Court queried whether achieving CAA accreditation had impact student recruitment, and the Deputy Principal confirmed that significant growth was being achieved in the Postgraduate Taught (PGT) market from students who hoped to improve their employment prospects in the Middle East.

The Court agreed that the financial information within the reports should all use the same template, provided by the Finance team, so that the graphs and charts were standardised and easy to compare.

MINUTE
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M25/58

REPORT FROM THE FINANCE COMMITTEE (Ct4/25/34)

The Court **noted** the report from the Finance Committee, presented by the Chair of Court on behalf of the Chair of the Finance Committee, and **approved** the Finance Committee Terms of Reference.

58.1

Finance Committee Terms of Reference and Key Accounting Policies

The Court noted that minor changes had been made to the Terms of Reference to reflect changes to the Infrastructure Committee reporting line. The Court noted that the Finance Committee had approved the key accounting policies.

58.2

Financial Performance

XXX Reserved Section – Ref. FOI(S)A, s.33

58.3

Return on Investment Report

The Court noted that the Committee had received the first of two parts to this report, covering the return on significant past investments. The Committee had welcomed the thorough report, which had extended beyond financial return. However, it was disappointing to note that the financial return for the majority of the investments was behind target. Increased scrutiny and action was required to ensure that business plans were monitored and corrective action taken where necessary. The second part of the report, relating to the GRIs, would be presented to the Committee in November 2025.

58.4

Long-Term Financing

XXX Reserved Section – Ref. FOI(S)A, s.33

58.4

Project Diamond

XXX Reserved Section – Ref. FOI(S)A, s.30c.

The Court agreed to delegate consideration of the wider Transnational Education (TNE) partnership process to the Audit and Risk Committee.

M25/59

REPORT FROM THE SENATE (Ct3/25/35)

The Court **noted** the report from the Senate, presented by the Principal and Vice-Chancellor (Chair of the Senate).

M25/60

REPORT FROM THE GLOBAL PEOPLE AND CULTURE COMMITTEE (Ct3/25/36)

The Court **noted** the report from the Global People and Culture Committee (GPCC), presented by Ms Dorothy Wright, Chair of the Committee.

The Committee Chair reported that the Committee had met with Trade Union colleagues and had a very open conversation focused on change, behaviours and values. Related work was now being progressed. In response to a question, the Global Director of HR confirmed that the University had a formal approach to on-campus working, indicating that Heriot-Watt was a campus-based university and the majority of colleagues were expected to be on campus three days a week, with student and customer-facing roles attending more regularly. A review of what would be required for Strategy 2035 would be undertaken to ensure any changes were strategic and measured.

REPORT FROM THE AUDIT AND RISK COMMITTEE (ARC) (Ct4/25/37)

The Court **noted** the report from the ARC, presented by Mr Mike Tumilty, Chair of the Committee.

The Committee Chair reported that an external review of Dubai Payroll had been commissioned as a result of issues that arisen with the June 2025 payment. A verbal update had been provided at the September 2025 meeting, with a full report to be presented at the October 2025 meeting. The Committee had also discussed the issues around supplier payments and had considered the related governance, SFC compliance requirements, the need for value management rather than a purely compliance-led approach, and the Committee's expectations that there would be clear processes in place to manage payments. The GCFO had agreed to develop an action plan and report to the October 2025 meeting.

The Court noted that the External Audit was on track, with the Annual Report scheduled to be presented to the Joint Meeting of the Audit and Risk and Finance Committees on time, and thereafter to the Court.

61.1

Financial Regulations

The Court **approved** the revised Financial Regulations, noting that the primary change was an increase in the threshold for UE approval from £150k to £500k. This reflected improvements in the control environment.

M25/62

REPORT FROM THE REMUNERATION COMMITTEE (Ct4/25/38)

The Court **noted** the report from the Remuneration Committee, presented by Mr Mike Tumilty, Chair of the Committee.

M25/63

DATE OF NEXT MEETING

The Chair noted that the Court Strategy Day would be on Thursday 6 November 2025, 9:00 – 16:30, at the Edinburgh Campus.

The next regular meeting of the Court would be on Thursday 11 December 2025 via Microsoft Teams from 8:30 – 12:30 (UK time); 12:30 – 16:30 (Dubai time); and 16:30 – 20:30 (Malaysia time).

At this point in the meeting, Court members took part in an in-camera session.