

COURT

In the Chair:	Dame Frances Cairncross
Present also:	Dr Richard Armour Ms Tracey Ashworth Davies Ms Aoife Clarke Professor Patrick Corbett Mr Graeme Dickson Professor Fadi Ghaith Dr Amos Haniff Mr Steve Heathcote Dr Paul Hopkinson Mr Grant Innes Professor Julian Jones Ms Morag McNeill
Officer in attendance:	Professor Mushtak Al-Atabi Ms Sue Collier Ms Lucy Everest Professor Gill Hogg Professor Ammar Kaka
Others in attendance:	Mr Dave Baskill (for item M36.1) Mr Ross Campbell (for item M36.2) Ms Lynda Johnstone (for item M36.2)

Minutes

Date of Meeting: 27 March 2020
Dr Amanda Lyness Mr Roger Murray Professor Máiréad Nic Craith Ms Marta Phillips Mr Alan Robertson Mr Kieran Robson Renner Ms Dawn Skidmore Ms Jandy Stevenson Mr Mike Tumilty Mr Graham Watson Professor Richard Williams
Mr Andrew Jefferson Ms Ruth Moir Professor Garry Pender Professor John Sawkins
Ms Kathy McCabe (for item M36.1) Ms Lorna Kirkwood-Smith (minutes)

M20/23 WELCOME AND ANNOUNCEMENTS

The Chair welcomed all who attended the meeting which took place through a video link. The Chair Introduced Ruth Moir, Assistant Principal (International Development) and Lucy Everest, Global Executive Director Marketing, Recruitment, Admissions and Communication, who were present in their shared capacity as Acting Secretary.

The Chair reported that the following colleagues would join the discussion for particular agenda items: Ms Kathy McCabe and Mr Dave Baskill for the VLE and e-Portfolio business case; and Ms Lynda Johnstone and Mr Ross Campbell for the Tennis Centre business case.

M20/24 APOLOGIES

Apologies were received from Ann Marie Dalton Pillay and Dr Gill Murray and Lord Vallance, who had both been invited to attend the meeting.

M20/25 MINUTES OF THE LAST MEETING

The Court approved as accurate records the minutes of the meeting of Court held on 7 February 2020, subject to a minor point of clarification requested by the Chair of the Finance Committee to minute M20/11.

M20/26 DECLARATION OF INTERESTS

The Chair of Court invited declarations of interest. No interests were declared.

M20/27 MATTERS ARISING

27.1 Cubane Consulting report

The Court noted that the benchmarking review report from Cubane Consulting had recently been received and would be considered by the University Executive within the next week or two.

M20/28 COURT ACTION LOG

The Court received and noted the Court Action Log which had been updated as of March 2020.

In relation to item 7.2: 'Global Environmental Sustainability', the Principal reported that a University statement on Global Environmental Sustainability had been developed and would be shared with the Court for comments in the near future.

M20/29 UPDATE FROM THE PRINCIPAL (Paper Ct2/20/13)

The Court received and discussed an update report from the Principal. The discussion was focused around the recent Covid-19 developments and contingency measures implemented by the University. The Principal acknowledged and thanked those at every campus, including staff and the student body working in close partnership, who had risen to meet significant challenge. The overarching priority had been to ensure health and well-being across the University community.

The Principal emphasised that, academically, the focus had been on ensuring that students can continue learning, assisted by online support, and that their work can be suitably assessed to enable them to progress and to graduate in a timely matter. Some students had been stranded in the UK and in home countries. Particular initiatives to support students in need were recorded in the sections of the report which follow.

The Principal emphasised his approach in the current difficult times is being guided by a clear Strategy that affirms the University's purpose, mission, values and ethos. The purpose had been honed over the last 200 years and it is imperative to keep this in sight going forward. He emphasised the University's global and social outlook to change and influence the world. While its brand and position had not changed, there were quantitative aspects of Strategy 2025 which would. He reported on the critical part the University would play in economic and social recovery from the crisis. The University must stand with confidence in itself and the impact it has the responsibility to deliver. In relation to the University's financial position he reported that regular strategic planning business would continue alongside recovery planning (which will vary across the three nations the University works from) as the University focuses on the financial impact of the crisis and the government support which will become available.

The Principal thanked colleagues involved in the Covid-19 Response Team for their unstinting hard work in recent times and reported that further updates would be provided to the Court over the period ahead.

29.1 Campus closures and student support overview

The Principal reported that the Dubai, Malaysia, Scottish Borders Campus and Edinburgh Campuses had closed on 8, 17, 20 and 23 March 2020 respectively. He acknowledged the outstanding work undertaken by many colleagues in partnership with the student body to enable the University to remain operational while addressing many challenges to ensure the continued wellbeing of students and staff. Students had faced the additional disruption of industrial action during the academic year, making support all the more important.

The Principal reported on the launch of a Student Emergency Appeal (<https://www.hw.ac.uk/alumni/giving/student-emergency-support.htm>) setting out the variety of ways that students impacted by the Covid-19 financially and in other ways can be supported through the period ahead. The Court noted that some 1,300 students unable to travel remained in accommodation at the Edinburgh Campus.

29.2 Covid-19 Response Team

The Court noted that the University had established a Covid-19 Response Team led by the Vice-Principal working with the Global Director of Governance & Legal Services which had been working tirelessly over the past few weeks.

The Court noted that a critical focus of work will be to plan recovery (economic and social) with recovery rates expected to differ across the different campuses, while business-as-usual work continues in parallel. Some as yet unquantified support from government is anticipated and it was commented that full records ought to be kept of the financial impact on the University of Covid-19.

The Vice-Principal reported that the Response Team is in constant contact outside of its twice-weekly meetings. Work is organised around Learning & Teaching, Research and Practical/Infrastructure issues, with four key supporting functions: Health & Safety, Human Resources, Financial and essential on-campus services.

The Vice-Principal reported that research work has been discontinued, and that UK Research & Innovation is expected to announce a six-month extension to all research grant work. Meanwhile REF submissions were to be postponed. While no new date had been set yet for submissions a minimum of eight months' notice would be given for this, with the census date remaining at 31 July 2020. He reported that good lines of communication are being maintained with relevant parts of central government and local authorities.

29.3 Organisational resilience

The Assistant Principal (International Business) outlined steps taken to ensure that the University maintains agility and resilience in the organisation of its leadership and management. The Covid-19 Response Team is meeting twice weekly, supported by a project office, and dealing with updated guidance daily. The University's clear strategy, ethos and values are guiding all work. The Response Team is reporting weekly to the University Executive and decision-making protocols are in place to support rapid decision-making where necessary. Continuity of leadership has been built into senior executive working with paired up working, deputization and "on-call" measures in place.

The Court noted that the Covid-19 project office is being led by the Head of Assurance Services with the Director of Global Governance & Legal Services and working closely with the marketing and communications division.

29.4 Student support and Communications

The Court noted continuing work to keep students and prospective students informed of and engaged with all available advice which was being updated regularly, through social media, newsletters and through a student helpline open all weekdays. Students in isolation were being cared for by the Safeguarding division.

The Court noted that currently there is no discernible change in the volume of applications being handled, although it is not known how this might change looking over the period ahead. Engagement with prospective students is being undertaken online through webinars, podcasts and virtual events etc. There is potential to redeploy staff temporarily to provide student support. The "One Watt" community is being used to build student belonging.

29.5 Learning and Teaching

The Court noted that work is being focused on enabling current students to graduate on time and do so in a way that assures normal quality and academic standards. A senior decision-taking group including academic and professional staff and the Student Union is meeting weekly to consider all the relevant issues and Academic Regulation 31: Authority of Heads of Schools and Examiners in Exceptional Circumstances has been invoked.

The Deputy Principal (Learning & Teaching) reported also that the University had been in liaison with all the relevant regulatory bodies (KHDA, MQA, QAA, professional accreditation bodies) all of whom are satisfied with approaches adopted by the University. He reported that robust plans are being implemented, subject to daily review and update. Examination Board meetings would be scheduled online taking all evidence into account and he outlined the approaches that are being taken for years one/two, three/four, postgraduate/postgraduate online, to achieve orderly step-through assessment processes. The Court noted that liaison is continuing with the wider HE sector and there is confidence that the University is in as advanced a position in its planning and contingencies as any in Scotland. Work is also continuing in relation to student recruitment / admissions in autumn 2020.

The Deputy Principal (Learning & Teaching) relayed thanks to student leaders and staff at all campuses for their continuing hard work.

29.6 Dubai and Malaysia

The Vice-Principal and Provost of the Malaysia Campus reported on the work of the campus's crisis management team and the work undertaken to ensure that as many staff as possible are able to work successfully from home. Online learning had recently been instituted following work with and now confirmed support of the British High Commission and the relevant government agencies. He reported that the campus is dealing with government bodies on a continuing basis and communication with staff and students is daily. The mood at the campus is overall very positive, with confidence that the Campus will be a strong contributor to the recovery effort.

The Vice-Principal and Provost of the Dubai Campus reported that the Dubai Campus had completed its third week of closure. Many staff are working from home and a maximum of 20% of staff are permitted on site at any one time. Around 70 students remained resident at the campus, but with no room sharing and one floor of the accommodation left empty in the event that isolation measures are required. Online teaching had been under way for the past week with arrangements working well and the Student Council had been engaging strongly with measures to support the student body. He reported on the IT support that had been provided to staff and to students to fully support off site working, including additional measures to support students with no internet access at home.

Both Vice-Principal's and Provosts acknowledged with thanks the very hard work undertaken by their communities of staff and students working in partnership to achieve the necessary transitions.

29.7 Student Union

The President of the Student Union reported on the many strands of Student Union partnership working with the University, using student feedback to plan and tailor communications and advice via social media and blogs etc. The Student Union continued to liaise with other Student Unions in the sector to further student interests and welfare.

29.8 Court view

The Court was generally content with the operational plans and contingencies that the University had put in place. These appeared consistent with the University's values and focus on staff and student wellbeing and the Chair of Court acknowledge with thanks the contributions led by the University's leadership team. The likely significant financial impact was acknowledged (reported under M20/30, below).

M20/30 FINANCIAL PLAN / BUDGET: UPDATE REPORT (Oral report)

XXX Reserved section (Ref: Section 33, FOI(S)A.)

M20/31 REMARKS FROM THE CHAIR OF COURT (Oral report)

The Chair of Court had no additional comments beyond those pertaining to other matters covered by the agenda.

M20/32 REPORT FROM THE CHAIRS' GROUP (Oral report)

The Deputy Chair of Court reported that the focus of the discussion in the most recent Chairs' Group meeting had been COVID-19 impact and contingencies. A more up-to-date report had been provided to the Court (as recorded above.)

M20/33 REPORT FROM THE SENATE (Paper Ct2/20/15)

The Court noted a report from the Senate which related to the meeting of the Senate held on 26 February 2020. All matters were reported for information.

M20/34 UPDATE FROM THE STUDENT UNION (Paper Ct2/20/16)

The Court received an update report from the President of the Student Union on work completed or under way by the Union since the last meeting of the Court in February 2020.

The Court noted the results of recent Student Union elections which had a high level of turnout and key new student officer appointments. The new President, Emily Lucy King, and Vice-President Wellbeing, Lara Stroudinsky, would serve as members of the Court from 1 June 2020.

The President explained the mechanisms in place to ensure quality of student experience at the Scottish Borders Campus (SBC) following removal of the previous Vice-President SBC officer position in favour of a Vice-President Education position. It was noted that the President of the Student Union had SBC student experience explicitly built into their role, while other officers had SBC built into their work on a rotational basis. Meanwhile, the SBC campus is a focus for new activities and strengthened student engagement work. The President reported on his confidence in measures to fully integrate support for SBC with wider Student Union support and to deliver parity in the student experience.

M20/35 HWU-SFC OUTCOME AGREEMENT (Paper Ct2/20/17)

The Court noted and discussed a draft Outcome Agreement document between the University and the Scottish Funding Council (SFC) for the years 2020/21 to 2022/23. The Court was reminded of the statutory requirement for Scottish HEIs to negotiate and publish an annual Outcome Agreement (OA) which describes how the institution is addressing identified policy priorities of the Scottish Government as a requirement of funding. The Court noted that the current draft OA is a culmination of interactions with the SFC since autumn 2019; it was consistent with earlier OAs, and it had been written without reference to the recently arising COVID-19 situation.

The Court noted that student retention will continue to be an area of particular focus and review by the University, especially in relation to SIMD 20/40 students. Over the future period the University would continue to seek to achieve further steady progress in all aspects of widening access.

Court members were invited to provide their comments on the Outcome Agreement and to confirm their approval by 10 April 2020. It was reported that one member of the Court had provided comments before the Court meeting which would be fed back to the authors.

M20/36 REPORT FROM THE FINANCE COMMITTEE (Paper Ct2/20/18)

The Court received and discussed a report from the Finance Committee which related to the meeting of the Committee held on 2 March 2020. The Chair of the Finance Committee highlighted the rapidly changing landscape since the date of the Finance Committee meeting and, therefore, the new context in which to consider the business cases presented.

36.1 XXX Reserved section (Ref: Section 33, FOI(S)A.)**36.2 XXX Reserved section (Ref: Section 33, FOI(S)A.)****36.3 Management Accounts and Financial Summary Dashboard**

The Court received and noted a mid-year Financial Summary Dashboard report and full Management Accounts for the same period.

36.4 VAT

The Committee Chair drew attention to the particular focus of the work of the Global Chief Financial Officer in relation to the reported VAT liabilities.

36.5 Membership of the Infrastructure Committee

Following discussion at the February 2020 meeting of the Governance and Nominations Committee about increased finance expertise within the membership of the Infrastructure Committee, it was recommended that the Mr Cameron Millar should be invited to join the Infrastructure Committee. The Court approved this recommendation.

36.6 IT security

The Global Director of IS was asked to comment on the potential for heightened risk to cyber security through current widespread working from home arrangements. She reported that all staff are continuing to be supported to work using University IT resources which have built in firewall and other protections. Policy reminders have been issued, training sessions delivered and particular warnings issued about phishing risks in the current climate. She reported confidence in the quality and security of arrangements that had been achieved within a very rapid turnaround period.

M20/37 XXX Reserved section (Ref: Section 33, FOI(S)A.)

M20/38 REPORT FROM THE AUDIT AND RISK COMMITTEE (Paper Ct2/20/19)

The Court noted and discussed a report from the Audit and Risk Committee which related to the meeting of the Committee held on 27 February 2020.

XXX Reserved section: ref sections 30,33 FOI(S)A.

M20/39 REPORT FROM THE VICE-PRINCIPAL SELECTION COMMITTEE (Paper Ct2/20/20)

The Court approved the appointment of the following to the post of Vice-Principal & Provost for a period of five years from 1 August 2020, noting that the appointee would be eligible for reappointment for a further consecutive term not exceeding five years:

- Professor Mark James Biggs, CEng FICChemE

In accordance with the terms of *Ordinance F2: Appointment of Academic Staff and Professional Services Staff*, the Court also approved the recommendation that the title of Professor be conferred upon Mark Biggs.

The Court received and noted a summary report of the selection process undertaken by the joint Court and Senate Vice-Principal Selection Committee supported by Witt Kieffer and Professor Biggs' CV. The Principal reported that, by the time of the Court meeting on 27 March 2020, satisfactory references had been received for Professor Biggs.

The Principal reported that in terms of *Ordinance J1: Appointment of the Vice-Principal of the University*, the Senate had been invited to convey views to the Court on the recommended appointment. Seven responses had been received following the invitation, all were very positive.

M20/40 REPORT FROM THE GOVERNANCE AND NOMINATIONS COMMITTEE (Paper Ct2/20/21)

The Court noted a report from the Governance and Nominations Committee (GNC) which related to the meeting of the Committee held on 21 February 2020 and matters conducted by correspondence on 16, 17 and 20 March 2020.

40.1 Court Interim Business Committee Terms of Reference

The Court noted and approved draft Terms of Reference for the Court Interim Business Committee, subject to an addition to paragraph 11.1 stipulating that reporting to the Court should be immediate. (The Chair of the Finance Committee also drew attention to a minor changes needed for clarity and accuracy in sections 5.1 and 7.2 which were made.)

The Court noted that, historically, the Terms of Reference of the Court Interim Business Committee (formerly the Court Emergency Committee) had been presented simply as a statement confirming that the Committee has all the powers of the Court delegated to it, with the exception of powers prescribed in the University Charter which the Court must not delegate to any other body. The new Terms of Reference which do not extend or reduce the Committee's powers intended to provide clarity as to the Committee's powers, as well as consistency with other committees of the Court.

The Chair of Court emphasised that in this extraordinary period, it will be essential for Court to ensure that the Interim Business Committee has flexibility to take decisions speedily during and, if necessary, only during the period of the virus, although it was noted that online arrangements would make additional meetings of the Court easier to arrange if this is desired. The Court noted that only the Court had the power to make decisions on issues of strategy including any reversal of such decisions.

40.2 **Other committee Terms of Reference**

The Court approved proposed revisions to the Terms of Reference of the following committees:

- Infrastructure Committee;
- Endowment Committee; and
- Ordinances and Regulations Committee.

The Court noted Annual Assurance Reports which were provided alongside the Terms of Reference of the Infrastructure Committee and the Endowment Committee.

40.3 **Deputy Chair of the Ordinances and Regulations Committee**

The Court approved the recommendation that Professor Fiona Waldron be appointed as Deputy Chair of the Ordinances & Regulations Committee with immediate effect until 31 July 2020, subject to her willingness and ability to take up the role.

The Court noted that Professor Waldron would be unable to take up the position of Chair of the Ordinances & Regulations Committee from 1 August 2020 in accordance with earlier approval of the Court that she be invited to do so. The Global Director of Governance & Legal Services reported that a proposal to fill the Chair position will be presented to the Court in due course.

40.4 **Membership of the Audit and Risk Committee**

The Court approved the recommendation for the appointment of Dr Richard Armour to the Audit and Risk Committee with immediate effect and for the period of his current terms as a member of the DNEAG or as a member of the Court, whichever term is the shortest. The Terms of Reference of the Audit and Risk Committee should be amended appropriately.

The Court noted that the Dubai Non-Executive Advisory Group (DNEAG) had agreed to recommend that a secondment from the membership of the Audit and Risk Committee should be made to the DNEAG to ensure connectivity between both bodies over the transition period ahead. The appointment of Dr Richard Armour as a member of the DNEAG to the Audit and Risk Committee performed the same function of creating connectivity between both bodies.

40.5 **Ordinance B6: Delegation by the Court**

The Court approved proposed modifications to *Ordinance B6: Delegation by the Court* which provide more clarity about the powers of the Court Interim Business Committee, the delegated authority to the Dubai and Malaysia Campuses, and the authority delegated to the Principal and the Secretary of the University. The changes had been proposed in response to recommendations made by the Ordinances & Regulations Committee and the GNC. Other changes had arisen out of the work to develop the Chair of Court role.

The Deputy Chair of Court and the Global Director of Governance & Legal Services reported that further improvements to the Ordinance will be proposed in the future which increase further the clarity around delegated powers, including finance related authorities.

40.6 **Ordinance B13: Appointment of Trade Union Members to the Court**

The Court approved the proposed final version of *Ordinance B13: Appointment of Trade Union Members to the Court* (version 5.2).

The Court was reminded that it had approved the draft Ordinance (version 5) in December 2019 on the understanding that consultation was yet to be fully concluded with the Ordinances & Regulations Committee (ORC) and from the University's recognised trade unions. In the period that followed consultation had concluded with the ORC and consultations had continued with the trade unions. In the case of the latter agreement had been reached on the Ordinance with the exception of one part where there had been an irresolvable disagreement about the way in which the Educational Institute for Scotland (EIS) is described in the Ordinance. It was noted that the proposed changes to the final version of the Ordinance presented a neutrally worded and pragmatic compromise position to enable

arrangements to nominate two trade union members to the Court for appointment from 1 August 2020 to proceed in a timely manner.

The Court approved the Ordinance on the basis that the trade unions will be asked to accept the final form of wording with the commitment that the wording of the Ordinance will be revisited in academic year 2020/21 if a mutually agreed form of words were to be presented by the trade unions.

The Court noted that widely varying approaches had been adopted by Scottish universities in the level of consultation and collaboration with trade union and student bodies in developing constitutional rules to meet the requirements of the Higher Education Governance (Scotland) Act 2016. Heriot-Watt had adopted comparatively high levels of consultation and collaboration.

M20/41 DUBAI POWER OF ATTORNEY AND FINANCIAL MEMORANDUM OF AGREEMENT (Paper Ct2/20/22)

The Court noted and approved draft Power of Attorney and supporting Financial Memorandum of Agreement documents in relation to the Dubai Campus and agreed to delegate authority to the Deputy Chair of Court to agree any non-material further changes which may become necessary as the consultation with the Dubai Campus is fully concluded. The Court also agreed to delegate authority to the Principal to sign both documents, as the University's authorised representative.

The Court was reminded of its earlier agreement, having assessed benefits and risks, that of two options to delegate authority: the establishment of a subsidiary company or through a Power of Attorney agreement, the Court had agreed to proceed with the latter. At its meeting on 21 February 2020 the GNC had agreed the final details of the Power of Attorney and Financial Memorandum of Agreement documentation for onward recommendation to the Court.

It was noted that under the Power of Attorney agreement Professor Ammar Kaka, the appointed manager/authorised representative of the Dubai Campus will be the "Attorney" representing the campus by exercising any or all of a defined set of powers. The Financial Memorandum of Agreement established the parameters within which those powers can be exercised.

M20/42 ANNUAL REPORT OF UNIVERSITY COMPLAINTS (Paper Ct2/20/23)

The Court received and discussed a statutory annual report of complaints received by the University during the year 2018/19.

The Court noted that, as part of the wider Building our Commonality restructuring of Professional Services, the central Complaints Team had been embedded within the newly formed Academic Secretariat, Regulation and Policy (ASRP) Division within the Registry and Academic Support Directorate. With the resulting strengthening of resources in this area the team was better equipped for faster handling and better reporting of complaints. Continuous enhancement had been built into the University's complaint handling processes. It was noted however that the Scottish Public Services Ombudsman had acknowledged that current Covid-19 circumstances will have an impact on organisations' ability to meet statutory deadlines for complaints handling.

The Court noted that the Student Union and the ASRP Division held regular monthly meetings in which complaints cases were tracked. Coupled with a strong centralised process, this is helping to ensure consistency and accuracy of the information held by both bodies.

M20/43 ANY OTHER BUSINESS

43.1 Court rolling programme of business (Paper Ct2/20/24)

The Court noted a report of the planned rolling programme of Court forward business as at 20 March 2020. The Court noted that further consideration will need to be given to the online format of the May 2020 Court Strategy Day. The Chair of Court invited suggestions from Court members.

43.2 Report from the Global Student Liaison Committee (Paper Ct2/20/25)

The Court received and noted a report from the Global Student Liaison Committee, which related to the meeting of the Committee held on 15 January 2020.

43.3 Report from the Staff Committee (Paper Ct2/20/26)

The Court received and noted a report from the Staff Committee, which related to the meeting of the Committee held on 2 March 2020.

The Chair of the Committee highlighted positive engagement with the University's trade unions while there are growing external challenges; the opportunity to approach the main themes emerging from the Staff Survey in the context of current circumstances; the 'Employee Engagement Forum' as the right forum for building engagement and the staff voice; there had been no substantial slow-down in the roll-out of the revised PDR process although some hold up is likely; and the role of the VMG to give ethical considerations to recruitment to vacancies.

43.4 Summer Graduation Ceremonies

The Court noted that, while there will be no graduation ceremonies in summer 2020, special arrangements will ensure timely student graduation. Celebratory events would be organised in the future when circumstances allow.

43.5 Review and report from Morag Ross QC

The Principal reported that Morag Ross QC had yet to conclude her report which was expected within the next month. The Court would be updated when the final report is received.

43.6 Fellowship Award

The Court noted congratulations due to Professor Máiréad Nic Craith, who had recently been made a Fellow of the Academy of Social Sciences.

M20/44 DATE OF THE NEXT MEETING

It was noted that the next scheduled meeting will take place on Friday 15 May 2020 (Court Strategy Day).

Date

Signature