

COURT**Minutes**

In the Chair: Ms Morag McNeill

Date of Meeting: 24 March 2022

Present also: Dr Richard Armour
Professor Mark Biggs
Ms Hannah Copeland
Mr Graeme Dickson
Dr Fadi Ghaith
Mr Steve Heathcote
Mr Brian Henderson
Mr Gary Kildare
Ms Emily King

Mr Paul Lewis
Mr Cameron Millar
Ms Marta Phillips
Mr Chris Pirie
Mr Alan Robertson
Mr Mike Tumilty
Mr Graham Watson
Ms Dorothy Wright

In attendance: Ms Ruth Moir (Secretary)
Professor Mushtak Al-Atabi Mr
Richard Claughton
Ms Sue Collier
Ms Lucy Everest

Mr Andrew Jefferson
Dr Gill Murray
Professor John Sawkins
Dr Maggie King (M22/33 only)
Mr John McDermott (Clerk)

Apologies for absence: Professor Scott Arthur, Professor Lynne Baillie, Professor Marc Desmulliez, Dr Bill MacPherson, Mr Jürgen Munz, Professor Richard Williams, Professor Ammar Kaka, Professor Steve McLaughlin, Professor Mercedes Maroto-Valer, Lord Vallance

M22/23 WELCOME AND ANNOUNCEMENTS

The Chair welcomed all participants to the meeting.
The apologies for absence were noted.

M22/24 DECLARATION OF INTERESTS

The Chair invited declarations of interest relating to the matters under discussion. No new declarations were made.

M22/25 STATEMENT ON CYBER-ATTACK

The Court received and noted a statement from the University Secretary regarding a recent cyber-attack, which had caused disruption to IS systems with implications for students, staff and business systems. The Court noted that University staff were working with government agencies and other external bodies to identify and resolve the damage done. **XXX(...)XXX Reserved section (Ref Sections 30, 33 FOI(S)A)**

The Court noted that the external agencies had commended the University for its procedures and the actions of staff in preventing a far larger problem. The Court added its commendation to the staff involved and looked forward to receiving updates (via the ARC) as the recovery continued and lessons learned were distilled.

M22/26 MINUTES OF THE PREVIOUS MEETING

The Court approved the minutes of the meeting held on 23 February 2022 as a fair record.

The Court noted that the minutes of the meeting held on 3 February 2022 were not available due to the restricted access to systems following the cyber-attack but would be submitted to the next meeting.

M22/27 MATTERS ARISING / COURT ACTION LOG

27.1 The Court noted that the Action Log would be updated once the previous minutes were up to date and would be circulated ahead of the next meeting .

M22/28 REPORT FROM THE CHAIR (Oral report)

The Chair of Court gave some brief verbal remarks, including to highlight for future discussion the adverse economic headwinds and inflationary pressures that would affect the University's budgeting in 2022/23. This also highlighted the benefit of having greater visibility of forward plans under the new planning process.

The Chair also highlighted the very positive references to Heriot-Watt in the Quality Assurance Agency (QAA) Scotland Annual Report. The Report had also included a contribution from Professor Sawkins in his capacity as Chair of the QAA Scotland Strategic Advisory Committee.

M22/29 UPDATE FROM THE PRINCIPAL AND VICE-CHANCELLOR (Paper Ct3/22/12)

The Court considered and noted the report presented by the Vice-Principal and Provost in the unavoidable absence of the Principal.

The matters of particular note included the response of the University to issues raised by the Russian invasion of Ukraine. The University community included students and staff from both countries and support had been offered to all to help overcome difficulties caused by the conflict. In addition, the University was subscribing to and working with CARA (the Council for At-Risk Academics), a body with whom the University had previously engaged with to assist academics affected by the conflict in Syria. A proactive approach was being taken where possible, and the possibility was being explored of bringing some refugees from conflict onto the Edinburgh campus. The University would co-ordinate with the local authorities as well as following advice from government and other agencies, including Universities UK. The Court noted that the Values of the University would guide the approach to this complicated matter and support would be provided in appropriate means. Actions would also be risk assessed. It was noted that a relationship with a Russian organisation had been suspended for the meantime and research links would be assessed. A practical action had been to permit rapid academic decisions to help students based in Ukraine. It was suggested that further help might include steps such as provision of English language tuition for any refugees on campus.

The Court welcomed the adherence to the Values and the actions and approaches taken to date. The Chair emphasised the need to ensure that Court is kept updated on actions on this matter.

The Court noted that the industrial action continued by members of the UCU over salary, pensions and other matters. As part of the national action, a number of members of staff had withdrawn their labour for a targeted number of days. There was a peaceful and calm picket line at the front of the Edinburgh campus. The Court welcomed the report that the action was being taken in the spirit of the University Values and the Respect agenda.

As this was a national dispute, the dialogue with the trade union was being conducted by the national pay negotiation body, UCEA. There was a prospect of further industrial action later in the year, subject to a further national ballot.

The impact of the action across the University as a whole was assessed to be low to medium, with some pockets experiencing slightly higher disruption. It was noted that around a third of UCU members had recorded that they had taken strike action. The action 'short of strike' was also noted to be having an impact on academic provision and the professional services. The Court noted that there would be consistent application of the mitigating circumstances policy and an informed view taken of the circumstances that students had faced in each academic area and any steps that would be required, whether at local level or University wide.

The Court noted that, as provided in the written report, progress continued to be made towards the Strategic Priorities, and that an update on Strategic Performance Indicators would be provided to the Court Strategy Day in May, with the updated Three-Year Financial Plan to be considered by the Finance Committee and the Court in June.

Progress was reported regarding the Global Foundation College (HWGC), which would work with an external partner to support delivery at scale. The recruitment process for the Executive Dean of HWGC was at an advanced stage.

Following interviews for the Executive Dean position in Edinburgh Business School/School of Social Sciences (EBS/SoSS) a preferred candidate had been identified and it was hoped that a recommendation would be brought to Court for approval in the near future. The Court also noted that recruitment for the Executive Dean of the School of Mathematical and Computer Sciences (MACS) was underway, and there was confidence that a good candidate would be identified. A

further recruitment exercise had just commenced for the Deputy Principal (Education and Student Life), and the Court would be informed of the outcome in due course.

Other matters highlighted from the report included: the student events of the Sports Ball and the Sports Union Volunteer awards; the increasing number of staff who are Fellows of the Higher Education Academy; the continuing upwards trends in successes in Research and Enterprise, the support given to the online gender-based violence campaign (white ribbon); the re-start of the GoGlobal programme, which was a key selling point for prospective students across the campuses; that a proposal for the Global Research institute (GRI) for Net Zero would be brought to the Finance Committee and then the Court in the next cycle.

The Court welcomed the report and follow-up discussion and thanked the Vice-Principal and his executive colleagues for the information provided.

M22/30 FINANCE ASSURANCE REPORT (Paper Ct3/22/13)

The Court received and considered the updated Finance Assurance Dashboard, as presented by the Vice-Principal and Provost, and approved the establishment of and terms of reference – with modifications – for an ERP Oversight Group.

XXX(...)XXX Reserved section (Ref Sections 30, 33 FOI(S)A).

After discussion, the Court thanked the Vice-Principal, the Global Chief Operating Officer (GCOO), the Global Chief Financial Officer (GCFO), and all staff involved in taking forward this matter, and looked forward to receiving reports from the ERP Oversight Group in due course.

M22/31 REPORT FROM THE STUDENT UNION

The Court received and noted a verbal report from the Student Union (SU) as presented by the SU President. It was noted that the intended written report, due as paper Ct3/22/14, was not available due to illness. The President highlighted in particular the most important current topics, as well as highlighting areas of joint working.

The President reported on: the success of the recent Global Day, which had included contributions from students from fifteen nationalities; the success of the SU Elections, which had experienced a lower turnout than the previous year but still had recorded the highest participation in Scotland; the processes would shortly be underway in Dubai and Malaysia (the manifestos for successful candidates in the elections would be made available to Court members); the ongoing partnership working with the student representatives in Malaysia and Dubai, as well as senior staff, to take forward the Student Partnership Agreement; the upcoming Volunteer awards; the ongoing campaign to highlight student hardship, particularly in relation to ever-increasing costs of housing/accommodation.

The Court welcomed the report and expressed deep thanks to the President and her team on the continued tremendous work that had been conducted in the spirit of partnership.

M22/32 REPORT FROM THE SENATE (Paper Ct3/22/15)

The Court received and noted the Report from the Senate of the meeting on 27 January 2022 as introduced by the Vice-Principal and Provost on behalf of the Principal. The minutes from the earlier meeting on 24 November 2021 had also been lodged in the 'background information' folder.

There were no matters for the Court to approve on this occasion, but it was highlighted that the report included a note of the Senate Effectiveness Review, which would be discussed later in the meeting under the report from the Governance and Nominations Committee. The Court also noted that progress continued to be made towards developing a proposed revision to the Academic Architecture, the outcomes of which would be reported to the June Court meeting, (subject to Senate agreeing a position at its June meeting).

The Court thanked the Vice-Chair of the Senate for the report and looked forward to engaging with Senate as a whole at the joint meeting in May.

M22/33 ELIR FOLLOW UP REPORT (Paper Ct3/22/16)

The Court received and endorsed for submission to the QAA (Scotland) the one-year-on follow-up report on the ELIR Outcome as introduced by the Head of Academic Quality who had joined for

this item. It was noted to be a formal requirement for the Court to endorse the return before it is sent to the QAA (Scotland). The Report had previously been endorsed by the University Executive and the University Committee for Learning and Teaching (UCLT) on behalf of the Senate.

The Court noted that the Report explained how the University had responded to recommendations in the ELIR report from 2021, and that the responses were in tune with the culture of openness and partnership that typified the relationship the University had with the QAA. The Court welcomed the very comprehensive and positive report and commented on some elements. In particular it was noted that the new Virtual Learning Environment (VLE) allowed basic learner analytics, a trial of which sought to identify at an early stage learners at risk of disengaging. The development of this was part of the single student platform project in the coming year.

The Court welcomed the commendation from the QAA for the approach at Heriot-Watt for partnership working and the opportunities taken to enhance processes and practices. The student representatives stated appreciation of this approach, and academic colleagues also welcomed working closely with the Academic Quality team and others to this end.

In expressing contentment with the Report, (which would be formally submitted and published), the Court thanked the Head of Academic Quality and her team for the ongoing and diligent work that goes into supporting this important element of the University's operations and for preparing the follow-up report. The Court also thanked the Deputy Principal (Education and Student Life) for his continuing leadership in this area. .

M22/34 REPORT FROM THE STAFF COMMITTEE (Paper Ct3/22/17)

The Court considered and noted a report of the meeting on 3 March 2022 of the Staff Committee as introduced by the Chair of that Committee and supported by the Global Director of HR.

There were no matters for the Court to approve on this occasion, but the Court was informed of the important work overseen by the Committee regarding Staff wellbeing informed by the outcomes of staff surveys and other inputs. A comprehensive review of wellbeing strategy was being undertaken. The Court noted that a challenging exercise was underway to review pay, grading and benefits across all the campuses. In addition, employment contracts in Dubai were being reviewed to reflect a change of status. An equal pay working group was also working in the background, and the implementation of the ERP system for HR purposes was progressing satisfactorily, with a move to wave three imminent. The next Staff Committee meeting was due to consider matters including bullying and harassment, as well as the follow-up actions from the QC report, and contracts and other staffing matters in Dubai and Malaysia. The 2022 Staff Survey was also underway, which would inform future actions at local and institution-wide levels. Some themes for future discussion were noted to include facilitating career development, particularly in the Professional Services, and developing the role of leaders in change management.

In discussion it was noted that the Display Screen Equipment Procedures provided for members of staff to conduct assessments of their working environment, whether at home or in the workplace, and that this requirement would be reinforced to encourage healthy working, wherever that work was taking place.

The Court thanked the Chair and the Committee for the report and its ongoing work in this important area.

M22/35 REPORT FROM THE AUDIT AND RISK COMMITTEE (Paper Ct3/22/18)

The Court considered and noted a report of the meeting on 24 February 2022 of the Audit and Risk Committee as introduced by the Chair of that Committee.

There were no matters for the Court to approve on this occasion, but it was highlighted that, in line with the terms of reference, the Committee had approved on behalf of the Court a Procurement Policy and Strategy, and a Sustainable and Ethical Procurement Policy. These documents were lodged in the 'background information' folder.

The Court noted that the Committee would devote its meeting in April to a 'deep dive' consideration of cyber security matters. ARC members had previously been feeding in elements for discussion at that session and there would also be a report on the recent cyber-attack.

The recent meeting had included a discussion on risk acceptance and the approach of focusing on minimising the impact of risks as opposed to accepting the risk. It was suggested that the

Committee could report to Court once a year of risks that had been assessed to be outside the agreed risk appetite. This would be intended to inform discussion at Court of the implications, which could include Court agreeing to condone a particular risk status or assessing whether or not the Court should agree a revised risk appetite. The Court agreed it was appropriate for any risks outwith the risk appetite to be assessed by the ARC in the first instance and reported to Court on the above basis.

Further business brought to the attention of Court included: the Committee continued to consider updates on mitigating the impact of the Covid pandemic; the internal auditor was assessing its intended programme of reviews in order that the Committee would receive a smoother flow of audit reports next year, and that maximum value was desired, without swamping the capacity of management to prepare responses. An enhanced tracking mechanism for audit outcomes was also required. The Chair alluded to the earlier discussion on the Finance Assurance Dashboard and reiterated the concerns raised by ARC members about the ongoing absence of Management Accounts in the year to date.

The Court thanked the Chair and the Committee for the report and its continuing work.

M22/36 REPORT FROM THE FINANCE COMMITTEE (Paper Ct3/22/19)

The Court considered and noted a report of the meeting on 9 March 2022 of the Finance Committee as introduced by the Chair of that Committee. The minutes from the earlier meeting on 8 December 2021 had also been lodged in the 'background information' folder.

There were no matters for the Court to approve on this occasion, but it was highlighted that early discussions had been held on the emerging outcomes of the Annual Planning Process, and that a proposed three-year financial plan would be brought to the Court meeting in June for approval.

XXX(...)XXX Reserved section (Ref Sections 30, 33 FOI(S)A).

The Court thanked the Chair and the Committee for the report and its continuing work.

M22/37 REPORT FROM THE GLOBAL STUDENT LIFE COMMITTEE (Paper Ct3/22/20)

The Court considered and noted a report of the meeting on 24 January 2022 of the Global Student Life Committee as introduced by the Chair of that Committee.

The Court noted that the Committee to consider informative updates on the ongoing work in taking forward the various themes within the Student Partnership Agreement. Two elements were drawn to the attention of Court: the excellent work of the student wellbeing services, which were working across all three national areas with service tailored to each location; and the recent centralisation of the handling of complaints from students, which meant that these were now being dealt with more efficiently.

The Committee had also received updates from the student Presidents and other officers, who showed great enthusiasm especially now that students were increasingly back on campus. An area requiring greater focus was noted to be inclusion of the postgraduate research community, which had been echoed in the ELIR report.

It was noted that student services were increasingly global in their focus and operating model. This included careers provision, which was rapidly evolving in this regard.

The Court thanked the Chair and the Committee for the report and its ongoing attention to these matters.

M22/38 REPORT FROM THE COURT INTERIM BUSINESS COMMITTEE (Paper Ct3/22/21)

The Court noted that since the previous meeting the sole decision made on its behalf by the Court Interim Business Committee had been to give authority for mediation in relation to the Dubai litigation case.

XXX(...)XXX Reserved section (Ref Sections 30, 33 FOI(S)A).

M22/39 DUBAI POWER OF ATTORNEY AND MEMORANDUM OF ASSOCIATION (Paper Ct3/22/22)

The Court received and approved (with some provisions) proposals presented by the Global Director of Governance and Legal Services on the recommendation of the Governance and Nominations Committee to amend the primary governance documents for Dubai, the Power of Attorney (POA), and the Memorandum of Agreement (MOA).

The Court noted that these documents were required since the operation in Dubai has the status of a branch campus, which is not legal entity in itself. For the campus to operate there is needed a POA for the Provost, and sitting behind that an MOA, which limits what the Provost can do and specifies the instances where the agreement of Court is required.

The Court noted that the previous revision to these documents had been in 2020 to reflect an extension of the appointment of Professor Kaka as Vice-Principal and Provost (Dubai). Since the process of gaining approval by the UAE authorities had taken considerable time, the process to revise the MOA and POA to reflect the appointment in 2022 of Professor McGregor as successor to Professor Kaka, had been prepared well in advance of Professor McGregor taking office in September 2022. The Court noted that the current arrangements would remain in place until the new versions were approved by the UAE authorities. There therefore would be no gap in provision even if approval were received after Professor Kaka had demitted office and Professor McGregor had taken up the role.

It was noted that the opportunity had been taken as part of this revision to increase the financial limit of the POA from £500,000 to 25mAED, and to express the sum in dirhams. As a balance to this, additional limits to authority, including clear thresholds for counter-signatories of increasing seniority, had been included in the MOA. The Court further noted that the Financial Regulations would be followed in all instances, as would all appropriate provisions of the Charter, Statutes, and Ordinances. Clear lines of control would therefore be in place. A reason for the increase was to help manage the sums of dirhams held in different banks in Dubai that were required for security. The authority given to the Provost in the MOA to sign-off the opening of a bank account with the prior written approval from the Global Chief Financial Officer would also help in this regard.

Following discussion, the Court was content to approve the revised Power of Attorney (POA), subject to: the MOA having the additional controls requested below; and with consideration given to contingency planning for implementing a POA in the event that emergency provision would be required.

In further discussion the Court agreed to approve the revised Memorandum of Agreement (MOA), subject to further amendment to include provision for authority to sign-off payments between 5mAED and 25mAED.

The Court noted that the delegations under the POA would be expressed in a new delegations MOA to be drawn up, reflecting the changes in the main MOA. The names and role titles of nominated individuals would be reported to the Governance and Nominations Committee

The Court agreed to revoke the POA in relation to Professor Ammar Kaka, once the new POA had been legalised and was in operation following the processes of the UAE authorities, and after Professor McGregor had taken up the post (should approval be gained before that point).

M22/40 REPORT FROM THE GOVERNANCE AND NOMINATIONS COMMITTEE (Paper Ct3/22/23)

The Court received and noted the headline report from the Governance and Nominations Committee (GNC) meeting held on 14 February 2022.

The Court commented on the matters highlighted for particular attention as introduced by the University Secretary. These included an update on the processes underway for the recruitment of the Chair of Court. The members of the Chair of Court Selection Committee had recently taken part, along with some other members of the Court, in a workshop on mitigating implicit bias. The Committee would meet in early April to consider the draft criteria and advertisement for the position as well as the timeline for the process. In line with the relevant Policy the criteria and publicity materials would be put to the GNC for comment and the Court Interim Business Committee to approve on behalf of Court. A University-wide consultation exercise would also be conducted to inform the criteria. All Court members would have the opportunity to contribute to that consultation. To support the recruitment process, and in line with the procurement framework, the GNC had agreed the appointment of search consultants, following receipt of informal 'references' from other

Scottish institutions. The consultants, Veredus, would welcome input from all Court members prior to and during the recruitment campaign.

The Court considered and approved the proposals arising from the findings of the light-touch review of Court Effectiveness as presented by the University Secretary.

In discussion it was recognised that the positive responses, particularly in relation to openness and inclusion and the enhanced culture of Court was a testimony to Grant Innes, the Chair of Court who had demitted office only a few months before the survey was undertaken. The responses also highlighted the largely successful exercise to ensure effective delegation from Court to its committees and ensuring that the committees work in an efficient manner. Further improvements were always being sought, for example, it was suggested that the Court could enhance its focus on performance and investigate ways of engaging with the executive on taking forward the Strategy. The movement of the portal for papers from SharePoint to Admincontrol was agreed to have been a success.

The Chair thanked all court members for their contributions to the survey and noted that there would be regular updates to Court in 2022/23 session and beyond.

The Court received and noted the findings of the light-touch review of Senate Effectiveness as presented by the University Secretary. It was noted that the Senate had agreed at a recent meeting to report to the Court its assessment that it was effective in fulfilling its core functions.

The Court noted that although there had been a low response rate from Senators (which would be sought to be addressed in future exercises, there had been some important messages, including a desire to enhance engagement with the wider University community. It was noted that the SharePoint to Admincontrol move had happened only very recently and so the benefits were yet to become as apparent to Senators as they were to Court members.

M22/41 ANY OTHER BUSINESS

41.1 Court rolling programme of business (as at March 2022) (Paper Ct3/22/24)

The Court noted a brief presentation from the University Secretary to give members advance notice of the format and composition that was intended for the Strategy Day taking place on campus on 19 May 2022. It was noted that Datuk Yasmin Mahmood, the Chair of the Malaysia Board, would give a talk prior to dinner the preceding evening.

The Court noted the rolling programme of forward business. Members were reminded of the open invitation to propose via the University Secretary items for inclusion on future agendas.

The Chair noted that no other business for discussion at the meeting had been intimated in advance and none was raised from the floor.

M22/42 DATE OF THE NEXT MEETING

The following upcoming meetings were noted:

- Wednesday 11 May 2022 (Joint meeting with the Senate)
- Thursday 19 May 2022 (Strategy Day) (on campus)
- Monday 27 June 2022 (ordinary meeting)

Chair's Signature

Date