

COURT**Minutes**

In the Chair: Ms Morag McNeill

Date of Meeting: 27 June 2022

Present also: Dr Richard Armour
Professor Mark Biggs
Professor Marc Desmulliez
Mr Graeme Dickson
Dr Fadi Ghaith
Mr Steve Heathcote
Mr Brian Henderson
Mr Gary Kildare (to M22/50)
Ms Molly Knight
Mr Paul Lewis

Dr Bill MacPherson
Mr Cameron Millar
Ms Marta Phillips
Mr Chris Pirie
Mr Alan Robertson
Mr Mike Tumilty
Mr Graham Watson (to M22/50)
Professor Richard Williams
Ms Dorothy Wright

In attendance: Ms Ruth Moir (Secretary)
Professor Mushtak Al-Atabi (to M22/48)
Ms Sue Collier
Mr Andrew Jefferson
Professor Ammar Kaka

Mr Mike Ross (M22/51 only)
Rev Dr Alistair Donald (M22/52 only)
Imam Hassan Rabbani (M22/52 only)
Dr Maggie King (M22/54 only)
Mr John McDermott (Clerk)

Apologies for absence: Professor Scott Arthur, Professor Lynne Baillie, Mr Sanjit Krishnakumar, Mr Jürgen Munz, Mr Richard Claughton, Ms Lucy Everest, Professor Steve McLaughlin, Professor Mercedes Maroto-Valer, Dr Gill Murray, Professor John Sawkins, Lord Vallance

M22/43 WELCOME AND ANNOUNCEMENTS

The Chair welcomed all participants to the meeting and made special mention of the new student member Ms Knight (the SU Vice President Education) who had taken office on 1 June and for whom this was the first meeting. The new SU President, Mr Krishnakumar, unavoidably had to miss the meeting.

The apologies for absence were noted.

M22/44 DECLARATION OF INTERESTS

The Chair invited declarations of interest relating to the matters under discussion.

Professor Desmulliez declared an interest in the Health and Care Engineering Global Research Institute business plan (M22/50.a). It was noted that Professor Desmulliez had a lead role in progressing the plan and so would take no part in the decision-making. In the absence of three deputy principals who would otherwise have been able to answer queries from members on the topic, Professor Desmulliez would stay in the meeting for the item to be able to assist discussions if required.

Mr Watson declared a potential interest in the Health and Care Engineering Global Research Institute business plan (M22/50.a) due to his role as Executive Chair of InnoScot Health Limited (formerly Scottish Health Innovations Limited) which is referenced in the business case as one of the likely partners in this initiative. The Court agreed that Mr Watson could remain in the meeting and participate in the decision-making.

The Court noted that the existing declaration from Mr Watson in relation to the Tennis business plan still applied and that Mr Watson would leave the meeting for that topic (M22/50.b).

M22/45 MINUTES OF PREVIOUS MEETINGS

The Court received and approved as a fair record the minutes of the meetings held on 2 February 2022; 24 March 2022 (with the correction of a typographical error); and 19 May 2022.

The Court received and noted the Report of the Court Strategy Event held on 19 May 2022 and noted that the contents would inform future discussions on taking forward strategic initiatives.

The Court noted that the Report of the Court/Senate Joint meeting on 10 May 2022 was not yet available but would be circulated for the next meeting.

M22/46 MATTERS ARISING / COURT ACTION LOG

The Court received and noted the Action Log as updated since the previous meeting.

46.1 Dubai Power of Attorney and Memorandum of Association (to note)

The Court noted with regard to M22/39 that further to the provisional approval granted at the previous meeting to amend the primary governance documents for Dubai, the requested amendment had been made to the Memorandum of Agreement (MOA), which now included provision for specifying controls for signing-off payments between 5m and 25mAED. The Court noted that the controls were consistent with and bolstered by the robust provisions contained in the Financial Regulations.

The Court also noted reassurance provided by the Global Director of Governance and Legal Services, on the advice of the University's lawyers in Dubai, that it would now take approximately twenty to thirty days for the UAE authorities to process a new Power of Attorney (POA). The Court further noted that the POA would be recognised once it had been approved by the Court and notarised in the UK. Most companies in the UAE would accept that the POA had been recognised whilst approval was underway and should the be any instance where that was not the case, the University could write directly and/or instruct the lawyers if necessary.

With regard to the request to assess contingency planning for any circumstance in which the Vice-Principal and Provost (Dubai) might be incapacitated, the Court noted that there was some authority delegated to the Acting Deputy Vice-Principals and Chief Operating Officer in Dubai, which would permit operational matters to continue. Legal advice had been received that there was no means of including 'whom failing' conditions in Dubai, which left a low possibility of exposure on some matters. This was recognised as a risk of which the University needed to be aware, in the knowledge that it could not fully be mitigated.

Given that approval had been given at the previous meeting subject to these matters being resolved, the Court agreed that it was now content for the revised Power of Attorney and Memorandum of Association to be submitted to the UAE authorities. The Court agreed that the revised version of the MOA would be made available to members at the time of submission.

M22/47 REPORT FROM THE CHAIR (Oral report)

The Chair of Court gave some brief verbal remarks, including to highlight the excellent week of graduations, in which particular highlights had been the former Student Union officers and Court members Emily King and Hannah Copeland receiving their degrees. The Celebration Week had also been a tremendous success. The Chair congratulated all concerned in organising these significant landmarks in the University calendar.

The Chair further noted that although the restrictions were currently largely lifted, the threat of Covid-19 was still present, and instances in the community had risen in recent weeks. It was noted that the Executive continued to monitor the on-going risks that might affect the University.

M22/48 UPDATE FROM THE PRINCIPAL AND VICE-CHANCELLOR (Paper Ct6/22/25)

The Court considered and noted the report presented by the Principal and Vice-Chancellor.

The Principal noted that the busy but positive finale to academic year continued, and included examination boards, bicentennial events, graduation ceremonies and other celebrations in Scotland, Dubai and Malaysia. There had been a very pro-active start to the working relationships with the three new Student Presidents and other student officers. The Principal looked forward to working with the impressive new student representative team.

A further matter of particular note was that the University had temporarily housed, in partnership with the City of Edinburgh Council, some fifty-six Ukrainians in the Leonard Horner Hall on the Edinburgh Campus.

The Principal thanked the Court for the interactive and helpful sessions within the recent Strategy event. He reported that the notes from the event would help inform planning for the next academic year, which would include a two-day strategy event for the Executive to consider how best to ensure delivery on agreed priorities. The Executive event would consider delivery from current investments, developing a stronger sense of purpose in staff and students, as well as taking forward initiatives and assisting the on-boarding and development of the several new senior staff. Other themes would include approaches to ensuring future sustainable infrastructure; and plans to

release and utilise the Bond funds. Regular reports on these themes would be made to the Court, with an early topic intended to be the promulgation of research culture and ethos.

The Court noted that the Scottish Funding Council (SFC) had projected a flat-line budget for the sector for several years ahead. This would result in a significant cut in investment in tertiary education. The detail had yet to emerge as to how this would affect Heriot-Watt, but the University would continue to seek equitable access whilst taking strategic decisions on admissions and maximising the benefits of the revised Academic Architecture and delivering on plans for the Global College and Heriot-Watt Online. One point of especial concern was the potential risk to the Graduate Apprenticeship scheme, for which Heriot-Watt had a particular commitment. It was noted that the Scottish Government had convened a group to review the purpose of education. The position in England was noted to also be complex and challenging.

The Court noted that the Principals were conversing across the sector and sought to present a united voice to the Scottish Government. Members of Court were urged to advocate for the University and to raise the profile of these matters with politicians and influencers where possible.

The Court noted that the 1821 Appeal had progressed well, with one aspect being the development of some significant scholarship opportunities in Malaysia. The Campaign would be further progressed under the influence of a new senior lead Campaign Director who would take up their role at the start of July.

At the invitation of the Principal, the Vice-Principal and Provost (Malaysia) spoke briefly regarding the success of impact statements having been developed for each member of the leadership team. Professor Al-Atabi had led this initiative and offered his services to assist Court members to develop their own individual impact statements, whether on a one-to-one basis or jointly through the medium of a workshop.

The Court welcomed the report and thanked the Principal, the Vice-Principal and Provost (Malaysia) and the other executive colleagues for the information provided.

M22/49 THREE-YEAR FINANCIAL PLAN (FOR APPROVAL) (paper Ct6/22/26)

The Court received and, after consideration, approved the Three-Year Financial Plan for 2022-25. The proposal was presented by the Vice-Principal and Provost and the Global Chief Financial Officer, following an introduction by the Chair of the Finance Committee.

The Court noted that the Plan had been fully discussed by the Finance Committee at its two recent meetings and had been modified as a consequence of those discussions. Following the important addition of scenario planning to better present potential downside and upside outcomes, the Finance Committee had been content to endorse the Plan and to recommend it for Court approval. The Finance Committee had been conscious of the challenges that would be faced in delivering on sections of the Plan, such as attaining the significant projected increase in donations income, as well as the pressures that would come from increased inflation in the wider economy, which would affect many aspects, including salary expenditure.

The Court noted that the Plans had been developed through a combination of top-down consideration, via the executive committees, including input from the leadership of Schools and Campuses, and bottom-up input, including via workshops and other means. A Framework for success (F4S) had been developed as had a high-level dashboard to keep track of delivery of approximately 100 objectives within the overall Plan.

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

The Court noted that the assessment of risk and mitigation included monitoring inflation and endeavouring to reduce exposure through control of expenditure, creating greater resilience, as well as focussing on income-generation opportunities. Stress testing had been undertaken to identify an extreme downside scenario. The importance was emphasised of vigilance to maintain compliance with the Bond conditions. The Court would be kept informed via the reports from the Finance Committee throughout the year. The Finance Committee also regularly monitored the progress of the various projects that were underway.

The Court noted that risks also existed regarding the attainment of research funding, and that although the University 'punched above its weight' with grants from EPSRC and other funders, there were uncertainties over future funding from the Scottish and UK Governments. As mitigation, the ongoing development of Global Research Institutes and greater collaboration with industry were intended to help to expand activity and income in this area.

The Court discussed risks around the recruitment and retention of appropriate staff to meet the needs of priority areas. It was noted that pressures were increasing on attracting suitable staff to particular areas that were necessary to support growth, including in IT. It was noted that this theme would continue to be reviewed by the Staff Committee, with different tactics being considered by the Executive. It was noted that the brand was very important for staff recruitment, and it was requested that a presentation would be given to a future meeting on the employer brand as a whole. External factors such as potential implications of another independence referendum in Scotland, and the University's positioning, would also likely form part of future discussions.

After consideration, and with provisos for monitoring and reporting as raised in discussion, the Court approved the Three-Year Financial Plan for 2022-25.

The Court noted that the submission of the Plan to the Funding Council was due by 30 June and agreed that the Vice-Principal would liaise with the Acting Deputy Chair to finalise the presentation of the document to the Funding Council.

The Court noted that this had been an extremely comprehensive paper and presentation, and recorded thanks to the Vice-Principal, the Global Chief Financial Officer (GCFO), the Finance Committee, and all staff who had contributed to the preparation of the Plan, noting that it had been a team effort. The Court looked forward to receiving regular reports on the delivery of the Plan.

M22/50 REPORT FROM THE FINANCE COMMITTEE (Paper Ct6/22/27)

M22/50.1 The Court considered and noted a report of the meetings of the Finance Committee on 4 May and 14 June 2022 as introduced by the Chair of that Committee.

In addition to the matters presented for Court to approve (referred to in M22/50.2 and M22/50.3), the Chair highlighted the discussions of the Committee on the development of the Financial Plan (referred to in M22/49), and reports from the ERP oversight group. **XXX(...)XXX Reserved section (Ref Sections 30, 33 FOI(S)A)** The Finance Committee had also had important discussions around the partner arrangements for Heriot-Watt Global College, noting that these had been informed by lessons learned from the experience in Dubai. The Committee had also noted that it would have further discussions on an important network upgrade before a proposal for funding would be brought forward for approval.

The Court noted that draft management accounts had been prepared for the year to the end of May 2022 and that confidence was high that a robust report would be able to be provided for the year-end. **XXX(...)XXX Reserved section (Ref Sections 30, 33 FOI(S)A)**

The Court thanked the Chair of the Finance Committee for the report.

M22/50.2 Health & Care Engineering Global Research Institute business plan

As previously noted, Professor Desmulliez took no part in the decision-making, but remained in the meeting to provide answers to queries on factual matters that were raised in discussion.

The Court received and approved the proposed business plan for the Health & Care Engineering Global Research Institute (GRI) as introduced by the Chair of the Finance Committee and the Vice-Principal and Provost.

The Court noted that the Finance Committee had agreed to recommend the proposal at its recent meeting and had been informed of the significant preparatory work over a lengthy period of time to build critical mass for the proposed GRI. Bringing together the different areas of excellent academic provision in this area would help raise the profile externally. **XXX(...)XXX Reserved section (Ref Sections 30, 33 FOI(S)A)**

After discussion the Court commended the business case and was content to approve the proposal.

M22/50.3 Updated Tennis business plan (for approval) Ct6/22/27(b)

As previously notified, Mr Watson left the meeting for this item.

The Court noted a brief introduction from the Chair of the Infrastructure Committee on the discussions of the Finance Committee on this topic, which had included a specially convened meeting earlier that day to finalise a recommendation. **XXX(...)XXX Reserved section (Ref Sections 30, 33 FOI(S)A)** The Court recognised that the facility would offer significant opportunities for academic developments as well as providing facilities for social and competitive activities for students, staff and wider community.

After assessing the risks and benefits and noting that it remained the firm recommendation of the Finance Committee and the Executive that the project should proceed, the Court reaffirmed its commitment to the project and agreed to approve the total investment of £1.5m in the indoor tennis facility in the Oriam.

The Court noted that following this decision, and confirmation of the sums being pledged by the external partners, some minor modifications would be made to the draft Parent Company Guarantees (PGCs) to be provided to the Lawn Tennis Association Trust Fund and sportscotland in respect of loan and grant monies advanced by them to Heriot-Watt Services Limited (Orium) in respect of the Indoor Tennis Centre. The draft PGCs used as a precedent the existing guarantee between HWU and sportscotland relating to the National Performance Centre for Sport (Orium).

In light of the urgency of the matter, the Court agreed that the Court Interim Business Committee (CIBC) would be invited to approve on its behalf the granting of Parent Company Guarantees to the Lawn Tennis Association Trust Fund and sportscotland.

Clerk's note: having been circulated with the final drafts on 27 June, the CIBC agreed unanimously on 29 June 2022 to approve the PGCs to the Lawn Tennis Association Trust Fund and sportscotland. The CIBC further agreed to authorise the Principal to sign the guarantees on behalf of the University.

M22/51 WATT CLUB UPDATE

The Court received and noted a verbal report from the President of the Watt Club who had joined the meeting for this item. The President highlighted the background to the Watt Club and some recent developments, as well as informing the Court that some important constitutional changes were under preparation. The changes would be intended to enhance the strategic impact of engagement with the University and would address the constitution of the Watt Club Council among other aspects. It was intended to submit the constitutional changes to the September meeting of the Court after their approval by an Annual General Meeting of the Watt Club.

The long and prestigious history of the Watt Club was noted and that there were now around 147,000 graduates worldwide. There was a close working relationship with the Development and Alumni staff of the University. The Watt Club Council now wished to reform the structure and to clarify roles whilst still ensuring partnership. The proposal to come later in the year would provide the necessary detail as to how this would be attained.

The Court welcomed the report and expressed thanks to the President and the Watt Club Council for the ongoing work in supporting and representing the global community of graduates.

M22/52 CHAPLAINCY REPORT (paper Ct6/22/28)

The Court received and noted a report from the University Chaplain and the Muslim Chaplain who were welcomed to the meeting for this item. It was agreed that in future a report would be received on an annual basis.

The Chaplains highlighted in particular the social and spiritual support provided by the Chaplaincy, which was part of Wellbeing Services. Whilst centred on the Edinburgh campus, the other Scottish campuses were also catered for, and contact was maintained with the campuses in Dubai and Malaysia, where other structures existed. The provision included an annual Chaplaincy Lecture which had stimulating debate and to which Court members were always welcome. The Court recognised the particular value that the Chaplaincy had offered during the Covid-19 'lockdown' periods, which had provided students and staff with some social and other contact through online worship and other events.

The Court noted that the number of persons attending Friday prayers had grown significantly in the years before the Covid pandemic and that there was an opportunity for senior staff and governors to be involved in the Friday prayers. The provision of iftar meals during Ramadan had also seen increased participation. Funding had been provided by the community, including from locally based businesses, and this had provided a valuable way of connecting with students, many of whom could feel isolated whilst away from family. Meals had also been provided after Eid, and excellent feedback had been received from students. It was noted that Iftar was also arranged on the Dubai and Malaysia campuses during Ramadan for students, staff and alumni. The Court commended these examples of community involvement, which sat well with the University's Value of belonging.

The Court noted that the Muslim Student Society had an increased membership of women, and that it was largely comprised of undergraduates rather than postgraduates as had previously been the case. The Society had won an award this year from the SU in recognition of their great work.

The Court welcomed the Chaplaincy Report and thanked the Chaplains and the rest of the Chaplaincy team for the hugely valuable work that they do in support of the University community. It was noted that the Rev. Dr Donald would retire later in 2022 after nearly fourteen years of service to the University in which time he had touched the lives of many students, graduates, and staff. The Court offered sincere appreciation for his commendable service and wished the Rev. Dr Donald a very happy and lengthy retirement.

M22/53 REPORT FROM THE STUDENT UNION

The Court received and noted a verbal report from the Student Union (SU) as presented by the SU Vice President Education (VPE), in the absence of the President. The VPE highlighted the most important current topics, as well as highlighting areas of joint working.

It was recognised that the new sabbatical team had been in post only since the start of June and that there had been a very hectic start which had included a successful collaborative programme of induction involving the officers based in Scotland, Dubai and Malaysia. The student officers appreciated the input to the induction by the University Secretary, the Global Academic Registrar and members of the Registry team. The sabbaticals looked forward to putting in train the provisions of their manifestos as well as the elements of the Student Partnership Agreement (SPA). Discussions would be underway shortly to progress the latest iteration of the SPA.

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.

M22/54 REPORT FROM THE SENATE (Paper Ct6/22/29)

The Court received and noted the Report from the Senate of its meeting on 16 June 2022 as introduced by the Principal and Vice-Chancellor. The minutes would follow in due course.

The Court noted that as well as the item below, the Senate had noted the plans to create a Graduate School, which would ensure a better offer for PhD students and those engaged in post-doctoral studies. Further details on this, and the overall evolving Research Strategy would be reported to Court at a later date. The Court further noted that the Audit and Risk Committee recently had considered the means by which assurance is provided that robust quality control is in place for all programmes of the University.

M22/54.1 Change to Ordinance A3 *The Academic Year* (paper Ct6/22/29(b))

The Court considered and approved in principle modifications to Ordinance A3 *The Academic Year* the proposal for which was presented by the Head of Academic Quality, who was attending for this item due to the absence of the Deputy Principal (Education and Student Life).

The Court noted that at its recent meeting the Senate had agreed a way forward for the Academic Architecture of the University. This had been the culmination of an exceedingly thorough process that had involved the greatest extent of consultation in living memory – including that of some Court members, who were thanked for their considered input. The matter had been put to the Senate after significant scrutiny by the University Committee for Learning and Teaching (UCLT).

The Court noted that the key features of the new architecture, as approved by the Senate, included changes to the structure and nomenclature of semesters and the timing and nomenclature of assessment diets. Titles based on seasons or festivals had been replaced by months of the year. The changes would also formalise the arrangement whereby teaching and assessment was undertaken in Semester 3 (which already happened in practice). It was emphasised that whilst permitting programmes to be taught in Semester 3, it was not intended that every programme would be taught on that basis. In discussion the Court noted that the changes were intended to enhance flexibility and support progress. Research and other academic activities would continue in Semester 3 with priorities agreed at a local level in each Primary Academic Unit. It was noted that the changes sought to recognise all the academic activities which already took place during the different stages of the academic year.

The Court noted that it was important to make clear in Ordinance A3 *The Academic Year* the consistent terminology and approach. It was emphasised that to enable the changes to be enacted before the start of the new Academic Year in September 2022, and because the Ordinances and Regulations Committee (ORC) had not yet had opportunity to review the modifications to the

Ordinance, the Court was asked to approve the changes in principle, subject to confirmation that the ORC was content with the changes and subsequent Senate endorsement. This formal scrutiny process would be undertaken by correspondence by the end of August. The ORC would also be asked to scrutinise the proposed concomitant modifications to Regulations and to refer these to the Senate for approval.

The Court noted that the proposed changes to the Ordinance (and the Regulations) had been endorsed by the Deputy Principal (Education and Student Life), the Chair of the UCLT, on behalf of that Committee, and were consistent with the new architecture, as approved by the Senate.

After discussion the Court approved in principle the modifications to the Ordinance and looked forward to the notification in due course that the ORC and the Senate had endorsed the changes.

The Court thanked the Head of Academic Quality and, in his absence, the Deputy Principal (Education and Student Life) for the tremendous work in progressing this crucial development. It was anticipated that future reports from the Senate would include updates on how the new Academic Architecture was bedding in, and the benefits that were accruing over time.

M22/55 REPORT FROM THE AUDIT AND RISK COMMITTEE (Paper Ct6/22/30)

The Court considered and noted a report of the meetings of the Audit and Risk Committee on 28 April and 26 May 2022 as introduced by the Chair of that Committee.

The Court considered and was content to approve two matters that the Committee had submitted for approval:

- Reappointment of the Internal Auditors (RSM) for a fourth year;
- Public Interest Disclosure (Whistleblowing) Policy.

The Court also noted that the Committee had approved on behalf of the Court an update to the Ethical Business: Charitable Gifts Acceptance Policy.

Further business brought to the attention of Court included: the 'deep dive' consideration of cyber security matters that the Committee had undertaken at its April meeting; the ongoing close working of the Committee with the Global Chief Financial Officer and the external auditors to ensure a clear plan of action for concluding the 2021/22 audit and attaining a good set of audited accounts in an acceptable timeframe; the need for an holistic approach highlighted by the internal audit report on qualitative and quantitative data.

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

M22/56 REPORT FROM THE STAFF COMMITTEE (Paper Ct6/22/31)

The Court considered and noted a report of the meeting on 24 May 2022 of the Staff Committee as introduced by the Chair of that Committee and supported by the Global Director of HR.

The Court noted that this meeting had commenced with a very uplifting submission from the HR staff team based in Malaysia. A future meeting would hear from the HR staff team based in Dubai. The Committee Chair commended this approach.

The Court noted that the Committee had considered a report from the internal auditors on the actions arising from the QC Report and that the role of Staff Committee in this matter now was formally closed. Good progress had been reported with the final outstanding actions having been completed or near completion.

A further significant topic of discussion had been around the results of the recent Bullying and Harassment Survey. It was noted that the themes were set out in the minutes and that whilst numbers of staff reporting such instances were low, the intention was to eradicate any poor culture or behaviour. The further matters in the report were noted.

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

M22/57 REPORT FROM THE REMUNERATION COMMITTEE (Paper Ct6/22/32)

The Court considered and noted a report of the meeting on 16 May 2022 of the Remuneration Committee as introduced by the Acting Chair of that Committee.

The Court considered and was content to approve two matters that the Committee had submitted for approval:

- Global Reward Policy and Senior Salary Review Procedures
- Annual Report from the Remuneration Committee (the creation of which had been a recent recommendation from the Committee of University Chairs (CUC))

It was noted that no comments had been received in advance on these documents. The Court thanked the Chair and the Committee for the report and its ongoing attention to its important remit.

M22/58 REPORT FROM THE GLOBAL STUDENT LIFE COMMITTEE (Paper Ct6/22/33)

The Court considered and noted a report of the meeting on 25 April 2022 of the Global Student Life Committee as introduced by the Chair of that Committee.

The Court noted that work of the Committee was structured around the Student Partnership Agreement, many of the themes of which had been considered at the recent Court Strategy Day. The Court also noted that the annual reports of the various student representative bodies were available for members to view in the 'background information' folder. These reports showcased some excellent work and also indicated a high degree of integration between the Academic Registry and the student bodies, and work around supporting postgraduate students having been enhanced in particular.

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

M22/59 REPORT FROM THE COURT INTERIM BUSINESS COMMITTEE (Paper Ct6/22/34)

The Court noted that since the previous meeting decisions had been made on its behalf by the Court Interim Business Committee (CIBC) to approve:

- a) a role description and other material in support of the recruitment of the new Chair of Court (on the recommendation of the Governance and Nominations Committee and in accordance with Ordinance B10);
- b) the appointment of Professor Anna Fenge as Executive Dean of the Heriot-Watt Global College (HWGC) for an initial five-year period from 10 June 2022 (on the recommendation of the Senate Committee for Interim Business and Effectiveness (SCIBE) and in accordance with Ordinance F8);
- c) the appointment of Professor Angus Laing as the Executive Dean of the Edinburgh Business School /School of Social Sciences (EBS/SoSS) for an initial five-year period from 1 September 2022 (on the recommendation of the SCIBE and in accordance with Ordinance F8).

M22/60 REPORT FROM THE GOVERNANCE AND NOMINATIONS COMMITTEE (Paper Ct6/22/35)

The Court received and noted the headline report from the Governance and Nominations Committee (GNC) meeting held on 2 May 2022 as introduced by the Chair of the GNC. It was noted that the full minutes from the meeting would be made available to the Court in due course.

The Court considered and noted an update report from the University Secretary on the progress on the recruitment of the Chair of Court. It was noted that the recruitment period had been extended to take account of the Jubilee holiday period and to seek to arrive at a broad base of potential candidates. Applications had closed the previous week and the search consultants (Veredus) had provided a collation of applications received, which will be considered by the Chair of Court Selection Committee (CoCSC) on 29 June with a view to agreeing a longlist of candidates who potentially would meet the agreed criteria. Those candidates would then be approached again by Veredus for more in-depth conversations and a further report submitted to the Committee in mid-July at which point a shortlist would be agreed by the CoCSC.

The Court noted that the shortlisted candidates would be invited for interviews, which would take place in late July /early August. The intended outcome of the interviews was for at least two of those candidates to then be put forward for an election which was planned for the first half of September. It was noted that the election was a requirement of the HE Governance Act and that all applicants who the CoCSC assessed as meeting the agreed criteria would be invited to stand as candidates. All Court members, students and staff would be eligible to vote in the election. All

being well, it was intended that the outcome of the election would be known by the time of the September meeting of the Court.

The Court further noted that to prepare for the interview process, the CoCSC was considering the arrangements and topics for questions, which would be put to the Governance and Nominations Committee and the Court Interim Business Committee for scrutiny and approval in line with the Policy for recruiting the Chair of Court. It would be intended, after the process was complete, to review the process as specified by that Policy so that future instances will be less cumbersome whilst still being inclusive.

The Court thanked the University Secretary and the Chair and members of the Chair of Court Selection Committee for their ongoing valuable work on this matter.

M22/61 APPOINTMENT OF PRO-CHANCELLOR (DUBAI) (Paper Ct6/22/36)

The Court received and approved a proposal, introduced by the University Secretary, to appoint Dr Raja Al-Gurg to the position of Pro-Chancellor (Dubai) for an initial period of five years from 1 September 2022 (or the soonest opportunity thereafter).

The Court noted that the Pro-Chancellor Selection Committee had overseen the recruitment process in line with Ordinance G2. After informal processes and due diligence had been conducted, the Committee had agreed at its meeting on 6 June 2022 to recommend the appointment. In line with the Ordinance, the Senate had been invited to comment on the appointment and all responses had been supportive.

The Court noted that Dr Al Gurg was exceedingly well suited for the position and anticipated that she would work well with the Chancellor, Professor Sir Geoff Palmer, and the Pro-Chancellor in Malaysia, Professor Tan Sri Dr Jemilah Mahmood, as well as with the senior management team. Dr Al Gurg had engaged very well with the University and had committed to the time required to fulfil the role. Her values accorded with those of the University, and she actively supported access initiatives and philanthropic ventures. She had significant business and other connections in the Gulf states and beyond and had a particular commitment to encouraging women in STEM as well as promoting more widely female role models and leaders.

M22/62 ANY OTHER BUSINESS

62.1 Court rolling programme of business (as at June 2022) (Paper Ct6/22/37)

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 addition was noted of briefings on the Research Strategy and the Strategy for Sport in the academic portfolio.

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

62.2 Closing remarks / Valediction

The Court joined the Chair in offering thanks and best wishes to Professor John Sawkins and Professor Ammar Kaka who both would leave their Executive roles on 31 July 2022. The Court recognised that both these senior colleagues embodied the values of the University and remained hugely committed to its future success.

The Chair noted that Professor Sawkins had served for ten years as Deputy Principal (Education and Student Life) and had led significant change and innovation over that period, with a wonderful style that had fostered inclusion and partnership across all campuses to the tremendous benefit of the student body throughout his service, with the Student Partnership Agreement in particular leaving a lasting legacy which would benefit many cohorts of students to come.

The Chair further noted that Professor Kaka had served for twelve years as Vice-Principal and Provost (Dubai), and his leadership of the Dubai campus had been invaluable to the development of the University, including leading the transition in the previous eighteen months culminating in the opening of the new campus in Knowledge Park, which would provide a strong platform on which the campus would continue to thrive.

The Court noted that both Professor Sawkins and Professor Kaka would retain senior roles within the University and so would continue to contribute the benefit of their experience and expertise. The Court recognised their excellent contributions over many years to the Court, the University and wider community as they stepped down from their Executive roles.

At the invitation of the University Secretary, the Court thanked Mr McDermott for his service in supporting the Secretary since assuming clerking duties for the Court following the retirement of Ms Kirkwood-Smith in 2021. The Court wished Mr McDermott a happy retirement and expressed thanks for the support he had provided to the Court and the Senate, Finance Committee, as well as other parts of the governance function over the previous eight years.

The Chair closed the final meeting of the session by thanking all members and other participants for their diligent contributions to Court meetings over the past year, which had posed several challenges for the Court and the University as a whole.

M22/63 DATES OF MEETINGS 2022/23

The following schedule of meetings was noted:

- Thursday 29 September 2022
- Wednesday 16 November 2022
- Thursday 8 December 2022 (Strategy Day){*date subject to change*}
- Thursday 2 February 2023
- Thursday 23 March 2023
- Thursday 18 May 2023 (Strategy Day)
- Monday 26 June 2023

Chair's Signature

Date