WELCOME AND ANNOUNCEMENTS

The Chair welcomed those attendees who joined the meeting via Skype.

APOLOGIES

Apologies had been received from the following members: Mr Andrew Milligan, Professor John Perkins and Mr Tony Strachan. It was noted that Ms Lucy Graham was also absent from the meeting.

MINUTES OF THE MEETINGS OF THE COURT HELD ON 21 SEPTEMBER AND 9 NOVEMBER 2018

The Court approved as accurate records the minutes of the meeting of Court held on 21 September and the notes of the Strategy Day meeting held on 9 November 2018.

DECLARATION OF INTERESTS

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

MATTERS ARISING

The following were reported as matters arising:

- the Secretary of the University reminded Court members of the invitation to encourage applications for vacancies arising in the Staff, Finance, Infrastructure and Ordinances and Regulations Committees by 4 January 2019;
- the Secretary of the University reminded Court members of the invitation to each member to confirm their commitment to be a regular annual attender at a University event in the calendar;
- the Secretary of the University reported that liaison has been continuing with the Good Governance Institute to finalise the report on the 2018 Court and Senate Effectiveness Review. Once an agreed final version of the report is received, consultation on the findings will be undertaken with the Senate and the University Executive with the aim that the report, including recommendations and actions, will be considered by the Court at its meeting on 1 February 2019; and
• the Principal thanked those Court members who had attended one or more Edinburgh campus graduation ceremonies in November 2018.

M18/101 OPENING REMARKS FROM THE CHAIR OF COURT

101.1 The Chair reminded members that Ms Morag McNeill would take up the position of Deputy Chair of Court from 1 January 2019. The Chair emphasised the substantial contribution to the work of the Court made by Mr Tony Strachan, who would shortly step down from this role. In due course thanks and appreciation should be relayed to him by the Court in the appropriate manner.

101.2 The Chair of Court drew particular attention to the two most important items on the Court agenda for its December meeting: Strategy 2025, and the proposal for the new unified Edinburgh Business School. In relation to the former, this embodies the particular responsibilities of the Court as the body which sets and approves the strategic direction, values and mission of the University. The Strategy 2025 document had advanced substantially since the version discussed at the November Strategy Day and it would be the responsibility of the Court at its December meeting to ensure that members are fully satisfied with the final form of Strategy 2025.

M18/102 REPORT FROM THE SENATE (Paper Ct9/18/126)

The Court noted that the meeting of the Senate took place on 13 December, therefore a full written report from the meeting would follow in due course. In the meantime, the Principal provided a brief oral update report.

102.1 Strategy 2025
The Principal reported that there had been a strongly positive discussion on Strategy 2025, including from student members of the Senate, and endorsement for onward reporting to the Court.

102.2 Unified Business School
The Principal reported that the Senate had confirmed its endorsement of the supporting academic case for the establishment of a unified Business School.

102.3 Staff Engagement Survey
A staff member of the Court reported that there had also been discussion at the Senate meeting about the outcomes of the 2018 Staff Engagement Survey with some members having asked for more detailed information on the findings (a high level report on the findings had been provided).

The Principal reported that the detailed findings of the Survey had been distributed to individual Schools and Professional Services Directorates with a view to local staff briefing sessions taking place in the New Year and action plans being developed as appropriate: i.e. some School or Directorate level actions will be relevant, while other University-wide actions should be developed in response to universal issues. The Principal reported that, until local dialogue had taken place, the full picture would not be known. He advised that, once reports have been received, the University’s leadership team will focus on the feedback from the University community before agreeing on the next steps. This is considered to be more helpful as an approach than attempting to engage the Senate in a detailed level of discussion at this stage.

The Court noted the intention to run the Staff Engagement Survey every year starting in 2019 and to develop and maintain a standard question set to enable evaluation of any trends over time. The Court noted that the question set used in the 2018 Survey had been lengthier than usual, driven mainly by Athena SWAN requirements, and with the timing of the Survey also directed by the Athena SWAN timetable for submission for renewal of Athena SWAN status by two of the University’s Schools.

A member of the Court suggested that it would be useful, once the outputs of School and Directorate dialogue are processed, for the Court to understand the main cross-cutting themes which have surfaced, what action plans have been developed in response to these, and how those actions will be delivered.
UPDATE FROM THE STUDENT UNION (Paper Ct9/18/128)

The Court noted and discussed a report on recent Student Union activities which was presented by the President of the Student Union. The President highlighted:

- work continuing to implement the University/Student Partnership Agreement and to develop the Student Union Strategy;
- the establishment of a new officer structure and byelaws. The new democratic structure incorporates the Sports Union, fostering a closer relationship between the two bodies, and replaces the liberation officer posts with wellbeing representatives. Various clubs and societies will have enhanced connectivity;
- engagement of the Student Union in a variety of charity activities and fundraising; and
- engagement on a turn-around strategy with the National Union of Students which had been reported to be unable to meet a projected £3m deficit this year.

A member of the Court, who is also a trustee of Social Bite, extended thanks to the University, including the Student Union, for recent contributions made to the charity.

REPORT FROM THE STAFF COMMITTEE (Paper Ct9/18/136)

The Court received and noted a report from the Staff Committee which related to the meeting of the Committee held on 12 November 2018.

104.1 Annual Report from the University Health and Safety Committee

The Court received and discussed the Annual Report prepared by the University Health and Safety Committee as the Annual Safety and Security Report for the academic year ending 31 July 2018. The report provides an overview of the effectiveness of the University’s safety and security framework for the year reported.

The Court discussed the observation made about the evident significant increase in reported security incidents in the year. The Secretary of the University explained the improvements in reporting tools, in particular the SafeZone app, as well as the highly variable nature of the incidents which were frequently very minor in nature; these were gaining visibility for the first time. There had been no cases in the year of a specified injury under RIDDOR (Reporting of Injuries and Diseases and Dangerous Occurrences Regulations), and the point was made that the Edinburgh Campus is considered by the University as comparatively very safe.

Observations were made about the benchmarking of performance in the broad area of safeguarding. It was reported that Heriot-Watt had established something of a leading position within the sector in this area, and had become a source of advice for others; therefore, there remain relatively few standard measures across the sector for use in comparative benchmarking.

The Court noted that stress-related health issues were not covered in Health and Safety reporting, but separately in reports received and considered by the Staff Committee. This left something of a reporting gap in relation to stress-related health issues of students which the Court should discuss at a future point in the context of the wider student wellbeing strategy. The Court agreed that wellbeing should form the topic of discussion at the Court Dinner Meeting in March 2019.

104.2 Health and Safety Policy Statement and Health and Safety Policy

The Court received approved the University’s Health & Safety Policy Statement dated September 2018 and the University Health and Safety Policy. Both documents had been reviewed in accordance with the annual review cycle and minor revisions had been agreed in each case.

A Court member raised the matter of a request made in December 2017 for the Policy Statement to be worded in a more inspirational and engaging way. The Chair of the Staff Committee responded that, while the Statement for signature was necessarily presented in a straight forward legal style, nevertheless Safeguarding Services did have real responsibility to inspire and to engage the University community in shared health and safety responsibilities through its communications.
Court discussions on Health and Safety

The Chair of the Audit and Risk Committee drew attention to the Committee’s recommendation to the Court that the Court ought to have an annual discussion dedicated to Health and Safety which involves the Director of Safeguarding Services. The Court agreed that the Director of Safeguarding Services should be invited to give a presentation and to join discussion on the topic of Health and Safety at the Court Dinner Meeting scheduled to take place on 31 January 2019.

Other matters

The Court noted the other items included in the Committee’s report for information.

REPORT FROM THE DUBAI NON-EXECUTIVE ADVISORY GROUP (Oral report)

The Court noted and discussed an oral update report on the Dubai Campus Transition Project by the Chair of the Dubai Non-Executive Advisory Group (DNEAG).

STRATEGY 2025 (Paper Ct9/18/129)

The Court noted and discussed a final draft of the Strategy 2025 document which was presented by the Principal on behalf of the University Executive. The document was supplemented by a year one milestones diagram outlining a range of outputs from strategic initiatives within the four key Strategy 2025 themes which will build the foundations of, and provide the direction and momentum for, the delivery of the Strategy. The Principal reported that Strategy 2025 had been endorsed by the Senate at its meeting on 13 December 2018 and that the Senate had also considered the supporting Learning & Teaching and the Research & Enterprise Strategies. The former had been approved by the Senate and the final draft of the latter would be considered by the Senate early in 2019.

The Principal summarised the structure of Strategy 2025, including the outcomes of the recent work undertaken by the Court and the Senate to shape the overarching Mission, Vision and Ethos. The Strategy had been built around and would be led by the “golden thread” of four values: Inspire; Belong; Collaborate; and Celebrate, and four strategic themes.

The Court noted eleven benchmarked Strategic Performance Indicators (SPIs) with proposed 2024/25 target values and agreed to accept the recommendation of the Finance Committee for an amendment to the ‘Operating Surplus’ measure so that this shall be set at 4-5% of income, subject to further discussion by the UE on 18 December 2018. It was explained that a range of performance indicators will underpin the SPIs. The Chair of Court asked that there be a reversal in the text so that the student satisfaction strategic performance measure is presented before the staff satisfaction measure.

Other points and observations which arose in the course of discussion included:

- student and staff satisfaction and the ability to meet student recruitment targets are of uppermost importance;
- when considering the Strategy a conservative approach should be taken to financial considerations, and consciousness of the University’s debt obligations;
- the enterprise agenda is given insufficient attention in the document given the importance of links with industry and commerce to the contribution of income and distinctiveness. The Deputy Principal (Enterprise & Business) responded that enterprise features strongly within the implementation plans underpinning the Strategy, including the cultivation of enterprise partnerships, and is integrated within the learning and teaching and research and innovation strategies. The Deputy Principal (Research & Innovation) added that a new research institute structure will embed enterprise and innovation as core principles. Another member emphasised the importance of ensuring that staff resources are aligned to delivery of the enterprise strategy, while another (staff) member reported that the University’s work is already characterised by a wide range of enterprise activities;
- the importance of considering the community of students, staff and alumni ethos statement in the context of the University’s values and in a sphere beyond simple survey tools;
- the imperative to keep the community of internal stakeholders engaged with the Strategy going forward, building real ownership and reinforcing the link between activities and strategic goals;
• the need to consider how the Court itself will demonstrate, promote and help to embed the values. It should be evident, for example, that application of the values drives decision-making;
• the need to consider how the University will exert influence in a new external higher education funding policy structure;
• the Infrastructure Committee would consider environmental strategy at its meeting in February 2019 and may make a proposal as to the environmental sustainability target;
• new properly financed activities and new ways of operating will be vital to the delivery of the ambitious strategy. The outputs of the 2018 Court and Senate Effectiveness Reviews will make important contributions; and
• the Principal reminded the Court of the externally commissioned work being undertaken with the University Executive on leadership and changing leadership behaviours.

It was proposed that strategic performance indicators targets for the Dubai and Malaysia Campuses, which are not yet confirmed, should be considered at the next meeting of the Court in February 2019.

Subject to the alteration to be made to the SPI target for surplus and the suggestion made by the Chair of Court, the Court was content to approve the Strategy 2025 document.

M18/107 PROPOSAL FOR A UNITARY BUSINESS SCHOOL IN THE SCHOOL OF SOCIAL SCIENCES  
(Paper Ct9/18/131)

Reserved section (Ref section 33, FOI(S)A).

M18/108 HEADS OF SCHOOL APPOINTMENTS (Paper Ct9/18/127)

On the recommendation of the Senate Committee for Interim Business and Effectiveness, and in accordance with Ordinance F8: Head of School, the Court approved the following re-appointments:

• the re-appointment of Professor Fiona Waldron as Head of the School of Textiles and Design from 1 January 2019 until 30 June 2023;
• the re-appointment of Professor Robert MacIntosh as Head of the School of Social Sciences from 1 January 2019 until 30 April 2023; and
• the interim re-appointment of Professor Malcolm Chrisp as Head of the School of Energy, Geoscience, Infrastructure & Society from 1 January 2019 until 31 March 2019. The Court noted that during this short period an internal recruitment process would be conducted. If at the end of that process a suitable candidate is not appointed, then a further short-term re-appointment would be requested while an external recruitment process in undertaken.

M18/109 REPORT FROM THE AUDIT AND RISK COMMITTEE (Paper Ct9/18/132)

The Court noted a report from the Audit and Risk Committee which related to the meeting of the Committee held on 22 November 2018.

109.1 Strategic Risk Register
The Court endorsed the University’s Strategic Risk Register in terms of the reported management controls, noting the Committee’s discussions on the topics appearing within the top six risks rated ‘severe’. It was noted that a watching brief is being kept on the ‘major’ Brexit risk which will require reappraisal as the external risks in this area evolve.

109.2 Internal and External Auditor appointments
Reserved section (Ref sections 30, 33, FOI(S)A).

109.3 Other matters reported for information
The Court noted other reports which were presented to the Court for information: Escalated Operational Risks Overview; Strategic Projects Dashboard; and Operational Risk Registers.
The Court noted a report from the Finance Committee which related to the meeting of the Committee held on 22 November 2018.

110.1 Modification to the George Bruce Building
The Court approved the recommendation of the Finance Committee for the release of capital expenditure of £1.5m for the development of an Enhanced Oil Recovery and CO2 Solutions Facility within the unused unit at the George Bruce Building to support research and teaching in this area. The Court noted that provision for this project is covered within the Capital Plan and the 2018 3-Year Finance Plan; however the Financial Regulations require that capital investment of a sum greater than £1m must be approved by the Court.

110.2 Management Accounts and Financial Summary Dashboard
The Court received and noted full Management Accounts and a Financial Summary Dashboard Report for the period to 30 September 2018 (period 2).

Questions arose in relation to the adequacy of the contingency budget to offset shortfalls in planned student fee and research income. The Committee Chair reported that a well-reasoned case underpinned the mitigation plans, although the University Executive, led by the Principal, will face challenges ahead including in relation to the appointment of future new research leaders. The Principal reported that currently there are a number of such appointments in the pipeline and the University could and would take more strategic approaches via the Bicentennial Research Leader programme; this would be a priority area for the incoming new Global Director of HR. The Court noted also that changes in the Research Excellence Framework (REF) rules are expected to substantially reduce the scale of pre-REF staff transfers between institutions which might otherwise have posed a future threat in the run up to REF2021.

110.3 Other matters
The Court noted other matters reported for information.

The Court noted and discussed a report from the ad-hoc Court Papers Review (CPR) Group which had been established by the Court for the purpose of reviewing Court business papers and considering the ways in which these might be made more effective. Court members were invited to comment on and approve the Group’s recommendations and proposed actions with timelines. In accordance with an invitation to Court members, several members provided comments in advance of the meeting and the Chair of the CPR Group reported that she would discuss the suggestions received further with the Secretary of the University.

The Chair summarised the overall aim of the review to support the development of more concise and focused papers, thus helping to release more time in the Court agenda for strategic discussion. As a result the amount of paperwork distributed for meetings of the Court will be reduced in favour of increased SharePoint posting. It had been proposed to establish themed libraries of documents within SharePoint; however, work will be taken forward with a view to introducing a new board pack IT package from 2019/20. The Court noted the intention in a subsequent phase to triangulate the outcomes and recommendations of the review with the outcomes and recommendations of the 2018 Effectiveness Review of the Court.

In the course of discussion the following points/observations were raised by members:

- shorter meeting papers will be a welcome development and changes in this direction for the December 2018 meeting of Court had been helpful;
- there are challenges to moving to paper-free or almost paper-free meetings and the effectiveness of the supporting technology to support this will be paramount;
- the recommendations and actions should be triangulated also with Strategy 2025 and the University’s Values;
- the views of Court members and EBS Board members should be garnered when considering a board pack IT package; and
• a brief document including a common set of profile data relating to each School would be a helpful addition to Court induction materials.

Court members were invited to direct any questions or points for clarification on future plans to the Secretary of the University. Subject to the proposed further developments set out above, the Court was content to approve the CPR Group recommendations and actions.

M18/112 REPORT FROM THE GOVERNANCE AND NOMINATIONS COMMITTEE (Paper Ct9/18/135)

The Court noted and discussed a report from the Governance and Nominations Committee which related to the meeting of the Committee held on 12 November 2018 and an item of business approved by correspondence on 30 November 2018.

112.1 Informal Chairs’ meetings
The Court noted and endorsed a proposal for the continuation of informal meetings with the Chairs of the Court and Court committees as a means for awareness raising and to facilitate information sharing. It was agreed that:

• the meetings should be scheduled to take place between meetings of the Court (where feasible before the preceding meetings of Court committees);
• the group involved will include the Chair of Court, the Deputy Chair of Court, the Chairs of the Staff, Finance, Audit & Risk and Infrastructure Committees, the Principal, the Vice-Principal and the Secretary of the University;
• the Deputy Chair of Court should provide an oral report at each ordinary meeting of the Court to update the wider Court membership on the issues discussed at the most recent informal meeting; and
• in accordance with the proposal presented, these meetings shall not involve a decision-taking agenda and, being informal in nature, no written record shall be created of the business discussed.

112.2 Executive search firm: senior appointments
The Court noted that an executive search firm (Witt/Keiffer) had been appointed to support the Chancellor and Pro-Chancellor’s roles search. Interviews with shortlisted firms who submitted tenders for the Chair of Court role will take place in early January 2019.

112.3 Chair of Court Selection Committee
The Court approved the proposed membership of the Chair of Court Selection Committee, to include: Ms Morag McNeill (ex officio) – Chair; Ms Marta Phillips (lay member of Court); Mr Cameron Millar (lay member of Court); Professor Julian Jones (staff member of Court); Dr James Richards (staff member of Court); Mr Rahul Singh, President of the Student Union; and Ms Ann Marie Dalton-Pillay, Secretary of the University. The Court also endorsed the suggested inclusion in the membership of an “external assessor” member of the Committee.

112.4 Court Committee succession planning

Audit and Risk Committee:
• the Court approved the recommendation that the Deputy Chair of Court role holder should not be included in the membership of the Audit and Risk Committee. On this basis, Ms Morag McNeill will stand down from the Committee when she takes up the position of Deputy Chair from 1 January 2019; and
• the Court approved the recommendation that Mr Graeme Dickson be invited to transfer his membership of the Finance Committee to membership of the Audit and Risk Committee to fill the vacancy created following Ms McNeill’s departure.

Ordinances and Regulations Committee:
The Court approved the recommendation that Mr Tony Strachan should continue serving in the membership of the Ordinances and Regulations Committee when he stands down from the position of Deputy Chair of Court (which is an ex officio position on the Committee). He will take the place vacated by Morag McNeill, who will take up the Deputy Chair ex officio position.
Remuneration Committee:
The Court approved the recommendation that the appointment of Ms Evelyn Stevenson to the Remuneration Committee should be extended for a further period of three years from 1 August 2019.

112.5 Modifications to Ordinances
The Court noted and approved modifications to the following Ordinances which in the main had been proposed to achieve consistency with revisions made to the University Charter and Statutes:

- Ordinance B2: Appointment to the Court of Members of Staff of the University;
- Ordinance B5: Court Business;
- Ordinance B8: Standing Committees of the Court;
- Ordinance B9: Joint Committees of the Court and Senate;
- Ordinance B10: Appointment of the Chair of Court;
- Ordinance B11: Removal from the membership of the Court;
- Ordinance B12: Appointment of Student Members to the Court;
- Ordinance C2: Appointment of holders of academic posts to the Senate as determined by Court;
- Ordinance C4: Standing Committees of the Senate;
- Ordinance C6: Appointment of Student Members to the Senate;
- Ordinance M1: Academic Freedom; and
- Ordinance P8: Primary Academic Units.

112.6 Court Standing Orders
The Court approved proposed modifications to the Court Standing Orders, noting that modifications had been proposed in the light of changes to the draft revised Charter and Statutes and in response to the suggestions from the Committee relating in the main to reserved business and voting arrangements.

112.7 Court Committee Standing Orders
The Court approved for implementation new Court Committee Standing Orders which were recommended by the Committee.

112.8 Equality and Diversity: Scottish Code compliance
The Court approved for implementation a new Court Equality and Diversity Statement and supporting Equality and Diversity Monitoring Form, noting that, combined, these would help to support full compliance with the Scottish Code of Good Higher Education Governance (2017).

112.9 Audit and Risk Committee Terms of Reference
The Court approved revised draft Audit and Risk Committee Terms of Reference that the Committee had endorsed subject to a few further modifications which had since been incorporated.

M18/113 REPORT FROM THE CONSTITUTIONAL REVIEW GROUP (Paper Ct9/18/134)

The Court noted a report from the Chair of the Constitutional Review Group following the meeting of the Group held on 31 October 2018 to review draft updated versions of the Charter and Statutes and key supporting Ordinances. It was noted that a number of non-material final changes had been proposed. The Court noted that the draft revised Charter and Statutes, together with the agreed response to the points raised by the Scottish Government Legal Department (SGLD), were re-submitted to the SGLD early in December. While an enactment date of 1 January 2019 will not be possible, because of the calendar of Privy Council Meetings, the Group remains hopeful that an enactment date in the early part of 2019 will be achievable.

M18/114 ANY OTHER BUSINESS (Starred items)

114.1 Chaplain and Honorary Chaplain appointments (Paper Ct9/18/138)

The Court approved a recommendation that a team Chaplaincy be established at the Scottish Borders Campus following the resignation of the Rev Leon Keller. The Court approved the appointments of Rev Chris Holder, Minister of Galashiels Baptist Church and Rev Mike McLeister of Borders Hope Church. It was noted that the new incumbent of the parish church would also be invited to join the team, if and when an appointment is made.
The Court noted a report of the recent appointment of Hassan Rabbani, as Muslim Chaplain / Imam, based in Student Wellbeing Services.

The Court noted that it had long been custom and practice for the Court to approve the appointments of individuals to Honorary Chaplain positions specifically, although there is no requirement within the University’s constitutional framework for such authorisation. The Court agreed that future Honorary Chaplain appointments may proceed without the need for Court approval. The Court agreed, however that, at least once each year, the Court ought to receive a report about the chaplaincy services available to the University’s students. It was proposed that a mechanism and a route for this should be agreed.

114.2 Court rolling programme of business (Paper Ct9/18/139)

The Court noted a report of the planned rolling programme of Court forward business, as at December 2018.

The Court agreed the following topics for discussion at forthcoming Court Dinner Meeting slots: 31 January 2019: Health & Safety; and 21 March 2019: Wellbeing.

The Chair of Court proposed, with reference to Court meeting arrangements on 13 December 2018, that further consideration should be given in the future to use of the 5.00 – 6.00 pm on Court Dinner Meeting days as and when additional meeting time might be needed.

M18/115 REPORTS FOR RECEIPT AND INFORMATION (Starred items)

115.1 Report from the Global Student Liaison Committee (Paper Ct9/18/140)

The Court noted a report from the Global Student Liaison Committee, which related to the meeting of the Committee held on 5 November 2018.

115.2 Report from the Interim Business Committee of Court (Paper Ct9/18/141)

The Court noted a report from the Court Interim Business Committee which related to:

- an item of business dealt with on 8 October 2018, involving approval of the University’s proposed response to three consultation questions posed by Universities UK (UUK) in a consultation on Joint Expert Panel (JEP) recommendations in relation to the 2017 Universities Superannuation Scheme (USS) valuation; and
- an item of business dealt with on 31 October 2018 involving the appointment to the Court of Ms Lucy Graham from 24 October 2018 until 31 May 2019.

115.3 Forthcoming events (Paper Ct9/18/142)

The Court noted a report of forthcoming University events of potential interest to Court members and the executive.

M18/116 DATE OF NEXT MEETING

Friday 1 February 2019

Date ..........................

Signature ........................