

COURT

In the Chair: Dame Frances Cairncross

Present also: Ms Aashna Bakshi
Ms Lucy Conan
Professor Patrick Corbett
Mr Grant Innes
Dr Amanda Lyness
Ms Morag McNeill
Dr Gillian Menzies
Mr Andrew Milligan

Officer in attendance: Professor Mushtak Al-Atabi (by skype)
Ms Sue Collier
Ms Ann Marie Dalton-Pillay
Professor Gill Hogg
Professor Ammar Kaka (by skype)

Others in attendance: Ms Lorna Kirkwood-Smith (minutes)

Minutes

Date of Meeting: 23 February 2018

Professor John Perkins
Mr Tom Stenhouse
Ms Jandy Stevenson
Mr Tony Strachan
Professor Ian Wall
Mr Graham Watson
Professor Richard Williams

Mr Andrew Menzies
Dr Gillian Murray
Professor Garry Pender
Professor John Sawkins

M18/1 WELCOME AND ANNOUNCEMENTS

The Chair of Court informed the Court that, while he was not able to attend this meeting of the Court, Dr Fadi Ghaith had been appointed to the Court as the Dean elected by the Senate. He is the first member of the Court based outside of the UK.

M18/2 APOLOGIES

Apologies had been received from the following members: Ms Tracey Ashworth-Davies*, Mr Diarmuid Cowan, Dr Fadi Ghaith, Dr Amos Haniff, Professor Julian Jones, Mr Roger Murray, and Professor Isabelle Perez.

*Ms Tracey Ashworth-Davies submitted comments on agenda items which were relayed to the Court at the appropriate points.

M18/3 MINUTES OF THE PREVIOUS MEETING

The Court approved as an accurate record the minutes of the meeting of Court held on 15 December 2017, subject to the following amendment. It was reported to the Court that, since distribution of the minutes an amendment had been made to minute M17/37; those who dissented from the decision had numbered eight, not seven, and include Mr Diarmuid Cowan.

M18/4 DECLARATION OF INTERESTS

The Chair of Court invited declarations of interest. No declarations were made.

M18/5 MATTERS ARISING

5.1 Annual institutional stakeholder meeting

The Secretary of the University sought the views of the Court on the proposal that the University's first annual public stakeholder meeting, which was set out as a requirement in the 2017 Scottish Code of Good Higher Education Governance, should take place in the late afternoon / early evening of the Court Strategy Day on 18 May 2018. The Court agreed with the proposed date and time and were invited to input any comments they might have on plans for the event to the Secretary of the University, who also advised that she would seek advice on approaches being adopted in the wider

sector. The Court noted that the definition of “stakeholder” would be broadly based including, as examples, students, alumni, and business and industry colleagues; a full list of invitees would be developed in the near future. The Court noted that the timing of the event would coincide with the University’s planned ‘open weekend’ and would accord with the aims of the weekend to be a celebratory event, drawing on the achievements of all parts of the University and demonstrating how the University engages with its surrounding communities. The Secretary of the University agreed that publicity and issue of invitations ought to be arranged as soon as possible.

5.2 Discovery and Innovation Centre ‘show and tell’

The Principal updated the Court on plans to provide a show and tell session on the Discovery and Innovation Centre on the Court Strategy Day on 18 May 2018.

5.3 Committee of University Chairs (CUC) Remuneration Code

The Secretary of the University reported that the CUC was consulting on a draft Remuneration Code with a deadline for consultation submissions of 12 March 2018. The Secretary agreed to provide more information to members, should they wish to make an individual submission. The Secretary of the University and the Deputy Chair of Court advised that they would agree whether an institutional response should be made to the consultation. The Deputy Chair reported that the Scottish sector (Committee of Scottish Chairs) had adopted a Scottish Remuneration Code which was more progressive than its counterpart in England.

5.4 Student Mental Health support

In response to a question raised by a Court member about resources for mental health support for students, the Secretary of the University reported that overall the University was fairly well resourced; however, the necessity to develop the mental health support service available to students at the Dubai Campus had been recognised in recent times. Student mental health is an area of growing wider concern with some evidence of problems that can be traced back to school time. The Secretary of the University reported that she is the Scottish representative on the Universities UK Wellbeing in Higher Education Working Group. The Court also noted that the topic of student wellbeing and mental health had been considered at the meeting of the Global Student Liaison Committee in January 2018.

M18/6 REPORT FROM THE CHAIR OF COURT

The Chair had no matters to report which were not already covered elsewhere in the agenda.

M18/7 UPDATE FROM THE PRINCIPAL (Paper Ct4/18/68)

The Court noted and discussed a report, presented by the Principal, who summarised key topical items of news included in his report.

The Principal reported on three key matters which post-dated the issue of his report:

- Scottish Funding Council (SFC) grant announcement:- the SFC had recently confirmed a delay in its announcement of main grant funding for higher education in 2018/19. This would not be released for at least a further week;
- University and College Union (UCU) strike action:- the Principal had spoken to many staff and sent all-staff communications about the UCU strike action which started on 22 February. As the strike was at national level, there was no action that the University could take which might lead to a local call-off. The Principal had written to the Chairs of the USS and the Joint Negotiating Committee, setting out the University’s position and expressing his strength of feeling about the failure of the USS Trustee Board and the JNC to achieve a common position; full consideration of the UCU and UUK sides had not taken place.

Meanwhile, Heriot-Watt staff members are working hard to minimise the impact of the strike on students. The level of industrial action on 22 February had been relatively modest, but with a differential impact across Schools. In response to a question raised by a staff Court member,

the Principal reported that he had led four recent information sessions for staff members; however Heads of Schools and Professional Services are also sharing the responsibility for staff communications, through local-level discussions. He had responded on an individual basis to all emails he had received recently from staff.

The Principal confirmed in response to a question raised by a Court member that the University had agreed that withheld pay for strike days would be ring-fenced for student support. On previous such occasions, the University had donated strike pay to the Student Hardship Fund; however, on this occasion it was felt appropriate to consider where the impact of the strike on the student body has impacted hardest and to take decisions on the allocation of funds on that basis. In response to a question about the potential for compensation claims from students the Director of Governance & Legal Services confirmed that legal advice had been sought. It was too early to determine whether any the impact made on the totality of the student experience would be sufficient for a claim to be brought and the basis of any claim brought would be limited.

A few Court members gave their view of the importance of universities being seen to be prepared to be flexible in the negotiations and proactive in seeking a resolution to the dispute.

- **XXX Reserved section (Ref: Section 30, 33, FOI(S)A).**

The Principal drew attention to his reports on progress being made in the four key priorities: to create a more integrated international university; to deliver cost savings and effectiveness; to generate new income; and to develop the Strategy 2025; he would continue to provide regular progress reports on these to the Court.

The Principal provided additional information by way of an update on the University's savings programme:

- **XXX Reserved section (Ref: section 30, FOI(S)A).**

In relation to a point raised about the University's policy on plastic use, the Principal advised that the University was in a relatively strong position policy-wise, although there was scope for improvement; he would provide further information on this to the Court.

M18/8 UPDATE FROM THE STUDENT UNION (Paper Ct4/18/69)

The Court noted a report on recent Student Union activities. In the absence of the President of the Student Union the report was presented by the Vice-President (Wellbeing). The report focused on the Student Union's support for current UCU strike action, which had been discussed at the recent Student Union Annual General Meeting and was set out in a statement provided with the report, as well as a range of other recent student support activities and events which were highlighted. The Vice-President reported that, following a recent meeting with the Principal, it had been confirmed that withheld pay from the UCU strike will be used in a variety of ways to support students. The Student Union relayed their thanks for this commitment.

In response to a question raised by a Court member in relation to the reported invitation to discuss the pension issue at the Student Union AGM, the Principal confirmed that while, from a practical perspective, he had been unavailable - being in Dubai at the time of the meeting - he nevertheless held the view that the AGM meeting was not a suitable forum for the kind of discussion sought and he had favoured issuing a communication which reached all students.

The Chair of Court congratulated the Student Union on the success of the annual Global Day held on 22 February 2018.

M18/9 REPORTS FROM THE SENATE (Paper Ct4/18/70a & 70b)

The Court received a report from the Senate relating to the meeting of the Senate held on 14 December 2017, which was presented by the Principal.

9.1 The Court approved the recommendation from the Senate that, as an interim measure, any mention in the Ordinances and Regulations of the 'Senate Business Committee' (SBC) would be read as meaning the 'Senate Committee for Interim Business and Effectiveness' (SCIBE). The Court noted that a number of Ordinances and Regulations remained to be modified to reflect the disestablishment of SBC and the establishment of SCIBE.

9.2 The Court noted that, because of staff illness, the report from the Senate meeting held on 7 February 2018 remained to be finalised and had not been presented to the Court in time for the 23 February meeting. It was reported that there would be no items in the report requiring Court approval and the report will be released to the Court as soon as possible.

A Senate member of the Court confirmed that part of the discussion at the February meeting of the Senate had focused on plans for consultation with the Senate on College and School organisational change proposals. This being a topic on which there is some strong feeling. Workshops for members of the Senate to debate the proposals were planned to take place in advance of the April meeting of the Senate when the proposals will be discussed.

M18/10 2018 PLANNING ENVELOPES: PRELIMINARY REPORT (Paper Ct4/18/71)

The Court noted and discussed a preliminary report from the Vice-Principal on the 2018 'Planning Envelopes'. In the absence of the Vice-Principal, the Director of Finance presented the report.

The Director of Finance reported that changed sequencing of Court and Court committee meetings in the year meant that an interim report is being provided at this stage in order to provide the Court with visibility of the executive team's early thoughts on the likely shape of the three-year financial plan under construction. The overall envelope set the tone for more detailed work to be undertaken and the Finance Committee and the Court will be invited to scrutinise a more detailed report in due course.

- **XXX Reserved section (Ref: Section 30, 33, FOI(S)A).**

The Director of Finance clarified that the "Contribution" reported in Table 1 of the report is effectively the planned surplus for the year. The forthcoming planning round would provide the opportunity for detailed exploration of all assumptions and these would also be tested against the forthcoming Quarter 2 financial forecast and indications of student numbers in the coming year. The Quarter 2 forecast would provide a clearer picture on expenditure savings being delivered, research income – where there is pressure on the whole, and potential for pressures in the current year to prevail with a compound effect on future years. The Director reported the expectation that there would be some shifts in the planning envelope values as a result of testing of current assumptions and following review of risks by the Finance Committee.

The Deputy Chair of Court emphasised the importance of scrutinising the business plans for major new income stream projects separately and in detail.

The Court was asked to give its view on whether a full additional meeting of the Court or, alternatively, the Court Emergency Committee should consider and approve the planning envelopes in due course. The general weight of opinion was that consideration of this matter and understanding of the underlying risks should be for the full Court, not the Emergency Committee. The Deputy Chair of Court advised that he would consult further with the Principal and the Secretary of the University and report back to the Court with a proposal.

M18/11 HWU/SFC OUTCOME AGREEMENT 2018/19-2020/21 (Paper Ct4/18/72)

The Court received and discussed the draft Heriot-Watt University/Scottish Funding Council Outcome Agreement document for 2018/19 to 2020/21 which was presented by the Director of Planning. The document, which had been approved by the University Executive, was presented for approval, subject to any further comments which Court members were invited to submit up until Friday 2 March 2018.

- **XXX Reserved section (Ref: sections 30, 33, FOI(S)A).**

M18/12 REPORT FROM THE DUBAI NON-EXECUTIVE ADVISORY GROUP: UPDATE (Oral report)

The Court received and discussed oral update reports on the recent work of the Dubai Non-Executive Advisory Group (DNEAG) and the status of negotiations in relation to the University's future partner contract for the Dubai Campus from 2020, which were provided by the Chair of DNEAG and the Assistant Principal (International Development).

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

M18/13 DUBAI CAMPUS ANNUAL REPORT (Paper Ct4/18/73)

The Court received and discussed an annual report from the Dubai Campus, which was presented by the Provost and Vice-Principal (Dubai), and reported on the activities of the last academic year and key developments in 2017/18.

The Provost and Vice-Principal (Dubai) drew attention to the following:

- **XXX Reserved section (Ref: Section 30, 33, FOI(S)A.)**

In response to a question raised by the Chair of the Staff Committee about reducing reliance on part time adjunct academic employees, the Provost and Vice-Principal (Dubai) confirmed that this reflected a directional change which had been under way for some time for the reasons described and the Campus was successfully managing the transition.

In response to a question asked about growing 'Go Global' student transfers to the Dubai Campus, the Court noted that it is the University's intention to grow the numbers. Significant cultural and financial issues are thought to play a part in student decisions and different approaches will be explored. For example, in the current year much shorter term visits (2/3 weeks) were being made possible with the hope that this will encourage larger numbers of students to consider visiting the Dubai Campus through the Go Global programme.

M18/14 ORIAM ANNUAL REPORT (Paper Ct4/18/74)

The Court noted and discussed a report on the first year of operations of the Oriam Centre which was presented by the Oriam Executive Director with the Head of the School of Social Sciences. The report highlighted the contributions that Oriam has made across three reported main areas of 'Performance', 'Student' and 'Community'.

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

The Chair of Court thanked the Oriam Executive Director for his very interesting and useful report.

M18/15 STRATEGIC PLAN DEVELOPMENT: UPDATE (Paper Ct4/18/75)

The Court noted and discussed a report, presented by the Principal, which provided an update on work under way to support development of the 'Strategy 2025'. The Principal reported that plans are proceeding to time (towards Court approval of the Strategy in December 2018). Ranmore colleagues are progressing with work to refine horizon scanning and stakeholder engagement activities; organisational structures including an Operational Group and Strategy Working Group would help to co-ordinate and support the Strategy development process going forward; and a range of mechanisms will support stakeholder involvement in the process. The process is about to move into the public, "conversation" phase, supported by a communications plan.

The Court noted that the outcomes of horizon scanning work looking at trends, opportunities and threats would be the identification of emergent themes, which would in turn inform the discussion themes of the stakeholder workshops to take place in April 2018.

The Court noted work that had been undertaken or was under way, led by the Deputy Principal (Learning & Teaching) and the Deputy Principal (Research and Innovation) through the respective Senate committees, to gather input to the Strategy development process. These processes included engagement of staff and the Dubai and Malaysia Campuses. The Secretary of the University reported also that a strategy workshop had been held at the Dubai Campus. It was planned that a similar workshop would be provided at the Malaysia Campus.

In response to a question raised by the Chair of the Staff Committee, it was confirmed that a wide range of internal and external individuals, including Court members, would be invited to attend the April 2018 workshops. The Chair of Court asked that Court members receive information about workshop dates and themes by the end of February, if possible.

M18/16 GOVERNANCE AND NOMINATIONS COMMITTEE REPORT (Paper Ct4/18/76)

The Court received and discussed a report, presented by the Secretary of the University on behalf of the Committee, which related to the meeting of the Committee held on 14 February 2018. The report included a number of recommendations for consideration and approval and other matters reported to the Court for information.

16.1 Dean appointment to the Court

The Court noted that Dr Fadi Ghaith had been appointed to the Court as of 16 February 2018.

16.2 Court Effectiveness Review 2017: action plan update

The Court noted actions that had emerged from the Court Effectiveness Review in 2016/17 which had been discussed in further detail by the Committee. Court members were invited to feed in to the Secretary of the University any further comments or views they might have on the issues raised.

The Court noted that the Secretary of the University will develop costed proposals in relation to Court member visits to the University's Dubai and Malaysia Campuses.

16.3 Phase 1 Assurance Mapping project

The Court received a summary report of the outcomes of the first phase Assurance Mapping project undertaken in 2016 and 2017 and agreed that:

- work should proceed within 2017/18 with the relevant Court Committees to undertake a review of their respective terms of reference in the light of the assurance mapping outputs; and
- parallel work should be undertaken on other constitutional documents in the light of the assurance mapping outputs.

16.4 Report from the Constitutional Review Group

The Court noted the update report from the Chair of the Constitutional Review Group which had been provided to the Committee (Court members were given access via SharePoint to the report).

Court members were advised to relay any comments or questions they might have on the matters reported to or discussed by the GNC to the Chair of the Constitutional Review Group.

16.5 Lobbying (Scotland) Act 2016 and Lobbying Register

The Court noted the Committee's discussion on the Lobbying (Scotland) Act 2016 and Lobbying Register (Court members were given access via SharePoint to the paper provided to the GNC). The Court noted that universities (being defined as public bodies in terms of the Freedom of Information (Scotland) Act 2002), fell outwith the scope of the legislation, and were not legally required to register activities that might fall into the category of lobbying for the purposes of the Act.

16.6 Court Committee titles: the Finance Committee and the Emergency Committee

The Court noted that, following review, the Finance Committee and the GNC had recommended that there be no change of title of the Finance Committee.

The Court approved the recommendation from the GNC that the title of the Emergency Committee should be changed to the Interim Business Committee.

M18/17 AUDIT AND RISK COMMITTEE REPORT (Paper Ct4/18/77)

The Court noted and discussed a report from the Audit and Risk Committee relating to the meeting of the Committee held on 1 February 2018.

17.1 Data Protection Policy

The Court approved a revised Data Protection Policy on the recommendation of the Committee, noting that the Policy will be reviewed every two years.

The Committee Chair reported that the University is advanced in its preparations for the enactment of the General Data Protection Regulation (GDPR) in May 2018; the Committee would receive a further update at its next meeting in April. In the meantime legal advice is being taken on the University's fundraising activities in the context of GDPR requirements. The Court noted that, under the legislation, the Student Union is classed as a 'Data Controller' in its own right; however, there had been continuing dialogue between the University and the Student Union on the policy approaches required to comply with the GDPR. The Director of Governance & Legal Services confirmed the collaborative work which had been undertaken with the Student Union and confirmed also that Edinburgh Business School had been involved in developments from the outset; the compliance model being developed by the University would be fit for purpose for all parts of the University.

The Chair of Court suggested that it would be useful to include a briefing and discussion on Data Protection at a future Court Dinner meeting; the Development & Alumni Office should be involved in the discussion.

The Court noted other items in the Committee's report which were presented for information.

M18/18 FINANCE COMMITTEE REPORT (Paper Ct4/18/78)

The Court noted and discussed a report from the Finance Committee relating to the meeting of the Committee held on 30 January 2018, which was accompanied by a Group Financial Summary Dashboard report for the period up to the end of December 2017 (period 5).

The Chair of the Committee drew attention to items of business considered by the Committee as highlighted in the report summary.

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

M18/19 COURT ROLLING PROGRAMME OF BUSINESS (Paper Ct4/18/79)

The Court received and noted a report of its rolling programme of forward business, updated as at February 2018.

Court members were invited to submit any further comments on future Court agenda items to the Secretary of the University.

M18/20 GLOBAL STUDENT LIAISON COMMITTEE REPORT (Paper Ct4/18/80)

The Court received and noted a report from the Global Student Liaison Committee, which related to the meeting of the Committee held on 24 January 2018.

M18/21 STAFF COMMITTEE REPORT (Paper Ct4/18/81)

The Court received and noted a report from the Staff Committee, which related to the meeting of the Committee held on 29 January 2018.

M18/22 COURT EMERGENCY COMMITTEE (Paper Ct4/18/82)

The Court received and noted a report from the Court Emergency Committee which related to:

- an item of business dealt with on 19 January 2018. The Committee had approved the appointment of Ms Lucy Conan to the Audit and Risk Committee from 19 January 2018 until 31 July 2018 in the membership category of Court member;
- **XXX Reserved business (Ref: Section 33, FOI(S)A)**; and
- an item of business dealt with on 16 February 2018. The Committee had endorsed the appointment to the Court of Dr Fadi Ghaith with immediate effect, as the University Dean member of the Court elected by the Senate, his appointment to run until 31 July 2020.

M18/23 FORTHCOMING EVENTS (Paper Ct4/18/83)

The Court noted a report of forthcoming University events of potential interest to Court members, which was presented by the Secretary of the University.

M18/24 OBITUARY (Paper Ct4/18/84)

The Court noted with sadness the news of the recent death of Professor Alexander Balfour, a former academic and recent Honorary Graduate of the University.

The Chair of Court asked that a letter of condolence be sent to his relatives. (*Addendum: a letter had been sent*).

M18/25 DATE OF NEXT MEETING

The next scheduled meeting of the Court will take place on 18 May 2018 (Court Strategy Day).

Date

Signature