

COURT

In the Chair: Dame Frances Cairncross

Present also: Ms Aashna Bakshi
Ms Tracey Ashworth-Davies
Ms Lucy Conan
Professor Patrick Corbett
Mr Diarmuid Cowan
Dr Fadi Ghaith
Dr Amos Haniff
Mr Grant Innes
Professor Julian Jones
Dr Amanda Lyness
Ms Morag McNeill

Officer in attendance: Professor Mushtak Al-Atabi
Ms Ann Marie Dalton-Pillay
Professor Gill Hogg
Professor Ammar Kaka

Others in attendance: Mr Mark Butler, Good Governance Institute (observing)
Ms Lorna Kirkwood-Smith (minutes)

Minutes

Date of Meeting: 18 May 2018

Dr Gillian Menzies
Mr Cameron Millar
Mr Andrew Milligan
Mr Roger Murray
Professor John Perkins
Ms Jandy Stevenson
Ms Marta Phillips
Mr Tony Strachan
Professor Ian Wall
Mr Graham Watson
Professor Richard Williams

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

M18/26 WELCOME AND ANNOUNCEMENTS

The Chair welcomed the following to the meeting:

- Mr Mark Butler from the Good Governance Institute (GGI), who sat in on proceedings as an observer as part of the GGI's information gathering and review activities for the 2018 Court and Senate Effectiveness Review;
- Ms Marta Phillips and Cameron Millar, who were attending their first meeting of the Court since becoming new members in April 2018; and
- Professor Fadi Ghaith who was attending his first meeting of the Court since taking up the position of the Dean appointed to the Court.

The Chair reported that this would be the last meeting of the Court attended by Diarmuid Cowan and Aashna Bakshi, who will demit their Student Union positions at the end of May 2018. The Court relayed its appreciation and thanks for the valuable contributions made by Diarmuid Cowan and Aashna Bakshi to the work of the Court and its Committees.

The Chair reported that the incoming President of the Student Union from 1 June 2018 is Mr Rahul Singh. Although he could not attend the meeting, Mr Singh had been invited to attend the 18 May Court meeting as an observer. The Court noted that the second new Student Union member of the Court from 1 June is Mr Craig Duffy, the newly elected Vice-President (Wellbeing).

The Chair reported that, had she been present, this would have been the last meeting of Court attended by Professor Isabelle Perez, who had given her apologies and who will leave the University officially at the end of May 2018. The Court asked that its appreciation and thanks for her contribution to the work of the Court and to the Governance & Nominations Committee be relayed to Isabelle Perez.

M18/27 APOLOGIES

Apologies had been received from the following members: Professor Isabelle Perez; and Mr Tom Stenhouse; and from Ms Sue Collier, who would normally sit in attendance at meetings. Because of a prior engagement Professor Richard Williams was delayed and joined the meeting from item M18/31.

M18/28 MINUTES OF THE PREVIOUS MEETING

The Court approved as accurate records the minutes of the meeting of Court held on 23 February 2018 and the matter dealt with by correspondence on 23 April 2018.

M18/29 DECLARATION OF INTERESTS

The Chair of Court invited declarations of interest. Ms Morag McNeill reported that she had recently become a trustee of the board of the Social Bite Fund. She asked that the register of Court members' interests be updated to reflect this change. No conflicts of interest were reported in relation to any item on the agenda for the 18 May 2018 meeting.

M18/30 CHARTER AND STATUTES, KEY SUPPORTING ORDINANCES AND COURT AND COURT COMMITTEE MEMBERSHIP POLICY (Paper Ct5/18/85)

30.1 Charter, Statutes and Ordinances

The Court received a report from Ms Morag McNeill, Chair of the Constitutional Review Group, which described the outcomes of the work undertaken by the Group to review the Charter, Statutes and key supporting Ordinances. The review had considered the changes required to the University's constitutional documents in order to comply with the Higher Education Governance (Scotland) Act 2016, and had also considered other necessary and desirable changes, which included, but were not limited to, provisions incorporated in the Charter and Statutes to accommodate any future changes made to the academic structure of the University. The Group had observed that consultation on such changes had been continuing within the University.

The Court noted that consultation on the proposed changes to the Charter, Statutes and Ordinances had been initiated with the Scottish Government Legal Department and that this would continue over the months ahead.

In response to a question from a member, it was reported that the broad principles that apply to risk management and controls and, more generally to systems of compliance, were implicit in the Charter and Statutes as powers and responsibilities of the University but made explicit through, for example, the terms of reference of the Audit and Risk Committee and through the Court Statement of Primary Responsibilities.

The Court was invited to consider and approve, for onward consultation and approval by the Senate, proposed revisions to the following, subject to the conditions reported and included in the record below:

- revised Charter (version 8.3): - the Court approved the proposed changes for onward consultation with and where relevant approval by the Senate;
- revised Statutes (version 8.4): - the Court approved the proposed changes for onward consultation with and approval by the Senate, with agreement that further consideration would be given to the suggestion that a reference to 'emeritus professors' ought to be included in Statute 4, paragraph 1 (b) (*Addendum: this was considered and no change was recommended as Emeritus Professors, being former members of staff of the University, were already captured within the provisions*);
- revised *Ordinance B1: Appointment of external and independent members of the Court*: - the Court approved the proposed changes;
- new *Ordinance B10: Appointment of the Chair of Court*: - the Court approved the proposed new Ordinance;
- *Ordinance C6: Appointment of Student Members to the Senate*: - the Court approved the proposed new Ordinance for consultation with and approval by the Senate;

- *Ordinance B12: Appointment of Student Members to the Court* - the Court approved the proposed new Ordinance;
- *Ordinance B13: Appointment of Staff Trade Union Members to the Court* (subject to the outcomes of consultation with the Trade Unions):- the Court approved the proposed new Ordinance, subject to the outcomes of continuing consultation with the recognised trade unions; and
- *Ordinance E3: Graduates Association* (revised Ordinance): - the Court approved the revised Ordinance, subject to the outcomes of continuing consultation with the Watt Club Council.

The Court was invited to comment on the principles incorporated in the new *Ordinance B11: Removal from the membership of the Court* (new Ordinance), on the understanding that steps will be taken to share the contents with others in the sector, to consider where there might be opportunities to adopt common approaches. The Court confirmed that it was content with the Ordinance as drafted.

The Secretary of the University agreed, in relation to *Ordinance B10: Appointment of the Chair of Court*, that provisions which set firm time-limits on any election campaign and restrictions on the amount of money that may be spent on any election campaign (whether that be funded by the University or by the individual standing for election) would be clearly set out in a supporting policy document.

30.2 Court and Court Committee Membership Policy

The Court was invited to consider and approve, subject to finalisation of consultation with the Academic Registry on Appendix 3, the draft revised Court and Court Committee Membership Policy with the intention that the Policy will be implemented at the same time as the new Charter, Statutes and Ordinances. It was agreed also that the revised Policy should be provided as soon as possible to the Constitutional Review Group for comment.

In response to a request from a member, it was agreed to amend section 7 of the Policy on Equality and Diversity such that the Court shall review annually other protected characteristics besides gender. It was noted that such review would in some part be dependent on declarations from individual Court members having been received.

The Secretary of the University invited Court members to submit any further comments they might have on the Policy following the meeting. (*Addendum: Court members were invited to submit any further comments by Friday 25 May 2018.*)

M18/31 DUBAI PROJECT UPDATE (Paper Ct5/18/86)

The Court received and discussed an update report on the Dubai project, which was presented jointly by the Chair of the Dubai Non-Executive Advisory Group (DNEAG) and the Assistant Principal (International Development). The report followed the most recent meeting of the DNEAG on 19 April at which the University's solicitors were in attendance for the discussion.

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

M18/32 EDINBURGH AND SOUTH EAST SCOTLAND CITY DEAL: ROBOTARIUM (oral report)

The Court received an oral update report from the Deputy Principal (Engagement & Staff Development) on the current status of discussions with the Scottish government on the City Deal National Robotarium project.

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

The Chair thanked the Deputy Principal for her report and, on behalf of the Court, encouraged her to continue dialogue with the Treasury with the aim of achieving as good an outcome for the University as possible.

M18/33 EDINBURGH BUSINESS SCHOOL

33.1 Organisational structure (oral report)

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

M18/33.2 XXX Reserved section (Ref: Section 33, FOI(S)A.)

M18/34 THREE-YEAR FINANCIAL PLAN 2018 (Paper Ct5/18/87)

The Court received and discussed a draft interim report of the developing Three-Year Financial Plan, which was presented by the Director of Finance and the Vice-Principal. The report was presented to stimulate discussion and advice from the Court to help inform the next iteration of the Financial Plan, a final version of which would be submitted, via the Finance Committee, to the Court for approval at its meeting in June 2018.

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

M18/35 ANNUAL REPORT 2017/18 FROM THE STUDENT UNION (Paper Ct5/18/89)

The Court received and discussed an Annual Report for 2017/18 from the Student Union which was presented jointly by the President of the Student Union and the Vice-President (Wellbeing).

The attention of the Court was drawn to a variety of reported Student Union successes in the year which included winning two major National Union of Students Scotland Awards including Student Union of the Year. The Court also noted that student engagement had been set as a key target in the Union's plan, with tangible results including having achieved the highest student voting turnout across Scotland.

The President and the Vice-President (Wellbeing) drew attention to the range of ways in which the Student Union was achieving student engagement, working in partnership with the University, enhancing student support and representation and working to promote student wellbeing.

The Chair, on behalf of the Court, thanked the President and the Vice-President for their presentation of their report on a very successful year for the Student Union.

M18/36 ANY OTHER BUSINESS

36.1 Annual appraisal of the performance of the Chair

The Chair of Court was absent from the discussion on this item.

The Deputy Chair of Court reminded the Court of his role, as the "intermediary" member required by the Scottish Code of Good Higher Education Governance. A key part of this role was annually to gather the views of the Court membership on the performance of the Chair.

The Deputy Chair gave Court members the opportunity to provide any views they might wish in the current open forum. As an alternative, Court members were invited to provide any comments directly to him privately if they felt more comfortable doing so.

A few points of positive feedback were provided which will be captured within a separate Court record alongside other comments received by the Deputy Chair of Court through private feedback from members.

STRATEGY DISCUSSION

SD/18/1 WELCOME

The Chair of Court welcomed members of Court Committees and Executive colleagues who had been invited to join the Court strategy discussion.

SD/18/2 INTRODUCTION

The Principal reported that the Strategy 2025 debate: “the global conversation” had been launched across the University. This represented the first key phase of the strategy development process. Phase two would involve identifying the University’s chosen direction, honing in on some specific ideas and tracks, while the expression of the University’s global ambition would be formulated in phase three. Since its launch hundreds of individuals had already visited the interactive Strategy 2025 webpage which carried blog and feedback facilities (<https://strategy2025.hw.ac.uk/strategy-2025-our-global-conversation/>). The Principal reported also that a three different levels of support had been established to support the Strategy 2025 development Process: a Development Group; an Advisory Group and an Operational Group.

The Principal provided his view of some of the issues and opportunities to be considered in the Strategy development process: the pioneering nature of the University, the focus on whole of life borderless education, quality of graduates and their contributions, the wider Heriot-Watt community, wellbeing, digital skills in a global context, the Fourth Industrial Revolution and the place of universities as key contributors to the economy. There were questions to be addressed also about the scale of ambition for change: i.e. incremental or radical, and pace and scale decisions. The Principal expressed his wish that alignment will be found between the next new Chancellor of the University and the University’s chosen future direction.

SD/18/3 STRATEGY DISCUSSION

Dr Alister Wilson from Ranmore Consulting presented the findings from the first round of horizon scanning. From this process eight themes had emerged.

- 1) The world is getting older
- 2) Political and economic stability is not a given
- 3) Technology is changing how we live and work
- 4) AI will be transformative
- 5) Divisions between old and young will become increasingly uncomfortable
- 6) Health and wellbeing require care
- 7) The world needs a low carbon future
- 8) Security matters

For each of the above, the Court noted and discussed the underpinning trends and drivers for change, potential future impact and adjustments in the direction of travel that might need to be made to accommodate.

Court members and attendees were asked to evaluate and feed-back on the eight themes. These were designed to be thought provoking and to give rise to the full gamut: new opportunities; interest or challenge; neutral impact; or a threat. More general feedback in the discussion to consider emerging uncertainties and strategic issues, included suggestions that:

- the tenets were valid in themselves, but the questions around those need finer definition;
- macro-level discussion will be needed for some to understand the context more fully;
- care should be taken to ensure that the views emerging are not overly UK/Europe focused. A few of the assumptions may be truer for some parts of the University’s geographical location than for others, for example, different cultural mores and therefore solutions might be relevant, while some assumptions may be broadly applicable to the same degree across all locations;
- some further work will be needed to understand demographic trends in more detail; the “world is getting older” assumption is not true everywhere and, where it is true, there is some evidence of short term reverse movements in the overall trend in those locations where it is;
- in an uncertain and fast-paced world, the University should give consideration to what constitutes good (quality) education, wherever and however that may be delivered, what the

University's ambitions are, e.g. for the quality of its international graduates, and what are the best ways for the University to deliver against those.

Those present were asked to provide feedback to the facilitator on the themes in order of significance and priority to the University.

Those present were invited to submit to the facilitator contextualised questions which should be posed in the global conversation.

Those present were encouraged to input their thoughts to the Strategy 2025 process of dialogue via the web link provided.

The Chair of Court thanked Dr Wilson and all those present for an interesting and productive session.

Date

Signature