

COURT

There will be a meeting of the Court in the **Cedar Suite, top floor of the Hugh Nisbet Building (HNB) on Friday 9 December 2016 from 9.30 am**. I append a note of the agenda and enclose the relevant papers. **Lunch will be available from 12.00 pm in Beech Room, top floor of the HNB**. Car parking will be available in Car Park E.

AM Dalton-Pillay, Secretary of the University, December 2016.

AGENDA

Item	Paper Ref	Status
1. FORMAL MATTERS		
1.1 Apologies	-	
1.2 Minutes of the meeting of the Court held on 7 October 2016 and notes of the Strategy Day on 11 November 2016	-	Encl.
1.3 Declaration of interests	-	-
1.4 Matters arising	-	-
2. REGULAR REPORTS		
2.1 Opening remarks from the Chair of Court	-	-
2.2 Report from the Principal	Ct3/16/111	Encl.
2.3 Report from the Student Union	-	-
2.4 Report from the Senate: meeting held on 5 October 2016	Ct3/16/112	Encl.
2.5 Annual Report on University complaints: 2015/16	Ct3/16/113	Encl.
3. STRATEGIC MATTERS		
3.1 Annual Report from the Dubai Campus	Ct3/16/114	Encl.
3.2 Dubai Transition Plan update report	Oral	-
4. REPORTS FROM COURT COMMITTEES		
4.1 Emergency Committee of Court: item of business dealt with on 31 October 2016	Ct3/16/115	Encl.
4.2 Joint meetings of the Court Emergency Committee and the Finance Committee: 1 and 28 November 2016	Ct3/16/116	Encl.
4.3 Finance Committee: meeting held on 24 November 2016 <ul style="list-style-type: none"> • Management Accounts (Quarter 1) 	Ct3/16/117	Encl.
4.4 Audit and Risk Committee: meeting held on 24 November 2016	Ct3/16/118	Encl.
4.5 Staff Committee: meeting held on 7 November 2016 <ul style="list-style-type: none"> • University Health & Safety Committee Annual Report • Health and Safety Policy Statement 	Ct3/16/121	Encl.
4.6 Global Student Liaison Committee: meeting held on 9 November 2016	Ct3/16/122	Encl.
	Over...	

5. REPORT FROM THE ORDINANCES & REGULATIONS COMMITTEE

- | | | | |
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| 5.1 | Recommendations from the Ordinances & Regulations Committee:
Amendments to Ordinances | Ct3/16/125 | Encl. |
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6. ANY OTHER BUSINESS

- | | | | |
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| 6.1 | Court rolling programme of business (as at December 2016) | Ct3/16/123 | Encl. |
| 6.2 | Forthcoming events | Ct3/16/124 | Encl. |

7. DATE OF NEXT MEETING

Friday 2 March 2017

THE COURT

Date of meeting: 9 December 2016

Presented By: Rio Watt, Chair of the Global Student Liaison Committee

Title/Subject: **REPORT FROM THE GLOBAL STUDENT LIAISON COMMITTEE:
MEETING HELD ON 9 NOVEMBER 2016**

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- 1. Purpose of the paper** The purpose of this paper is to provide Court with a report of the business conducted at the meeting of the Global Student Liaison Committee held on 9 November 2016.
- 2. Summary** The attached contains details of discussions of the following items:
- **Update reports from student representatives:** the Committee received update reports from the Student Presidents at the Dubai and Malaysia Campuses, the President of the Student Union and the Vice-President, Scottish Borders Campus.
 - **Student Representation Systems:** the Committee noted and discussed a report on University-wide student representation. It was agreed that further consultations should take place and that a follow-up report should be provided for consideration by the Committee at its meeting in February 2017.
 - **Interfaith Activities:** The Committee received and noted a report on recent developments in interfaith activities led by the Chaplaincy Centre. The Chaplain drew attention in particular to his attendance at the 'Global Chaplains in Higher Education' conference in summer 2016. More recently he had participated in a panel discussion hosted by the British Science Association. Both events had featured debate on Science-Religion themes.
 - **Student Administration and Revitalisation Programme:** The Committee received and discussed an oral presentation on progress made; this multi-project programme aimed to transform a wide range of student/applicant administration systems to properly support the global nature of the University. Delivery of all of the transformational projects included in the programme was expected to take at least three to four years.
 - **Annual Student Survey:** The Committee noted and discussed a report on the Annual Student Survey together with a summary report on the results of the National Student Survey conducted in 2016.
- Please note that the report from 9 November 2016 has been reviewed by the Chair but has not yet been approved by the Global Student Liaison Committee which will next meet in February 2017.
- 3. Recommendations** The Court is invited to **NOTE** and **COMMENT ON** the information contained within this report.
- 4. Equality and Privacy Impact Assessment status** Neither Equality nor Privacy Impact Assessment is applicable.
- 5. FOI status** The Court's records (agenda, papers and minutes) are included in the University's Freedom of Information Publication Scheme.

This paper is included in open business. All parts of the paper are disclosable under Freedom of Information.

REPORT TO THE COURT FROM THE GLOBAL STUDENT LIAISON COMMITTEE: MEETING HELD ON 8 NOVEMBER 2016

In the Chair:	Ms Rio Watt, Chair
Present also:	Dame Frances Cairncross, Chair of Court * (until M16/35) Mr Diarmuid Cowan, Student Union President Mr Corto Pimenta, Student Union Vice-President, Scottish Borders Council Mr Tony Strachan, Deputy Chair of Court Mr Franklin Thankachan, Student President, Dubai Campus * Professor Richard A Williams, Principal (until M16/36) Mr Mohd Naqeeb Zahiedin Zainuddin, Relations Officer, Student Association HWU Malaysia *
Others in attendance:	Ms Pamela Calabrese, Quality Enhancement Officer (for Paper GSLC/16/14) Ms Ann Marie Dalton-Pillay, Secretary of the University (until M16/37) Rev Dr Alistair Donald, University Chaplain Mr Campbell Powrie, Director of Administration and School Registrar, School of Social Sciences, Edinburgh Campus Mr Paul Travill, Academic Registrar Ms Naveena Nathene James (Student Association Vice-President, HWU Malaysia) * (Observer) Lorna Kirkwood-Smith (clerk)
	* Indicates member participating remotely
Apologies:	Apologies were received from: Mr Liam Burns, Ms Vanessa Northway (Senior Teaching Fellow & Academic Head of School, Dubai Campus) and Professor John Sawkins (Deputy Principal (Learning & Teaching)).

For information:

1. WELCOME AND ANNOUNCEMENTS

The Chair welcomed Ms Pamela Calabrese who joined the meeting to co-present paper GSLC/16/14 on student representation systems with the Academic Registrar.

2. APOLOGIES

Apologies were received from the following member: Mr Liam Burns, and from the following who are invited to attend meetings: Ms Vanessa Northway and Professor John Sawkins.

3. DECLARATION OF INTERESTS

Members were invited to declare any interest they may have in relation to particular items on the agenda. No interests were declared.

4. MINUTES OF THE LAST MEETING ON 8 JUNE 2016

The Committee received and approved the minutes of the meeting held on 8 June 2016, subject to two "interfaith" references in Section M16/23 within bullet points two and six being altered to read "faith provision".

5. ACTION LOG FOLLOWING THE MEETING ON 8 JUNE 2016

M16/20 Heriot-Watt University Global Provision of Careers Services

The Committee noted the reported action and noted that no update report was expected presently; however, the Committee would receive a further report on a future date.

M16/21 Update report on student retention

The Committee noted the report of the continuing working group review of the postgraduate research student life-cycle and anticipated receiving a report on the outcome in due course.

Other action points noted in the Action Log

The Committee noted other matters reported in the Action Log which were included on the agenda for the 9 November 2016 meeting, or where actions were complete or under way.

6. MATTERS ARISING

There were no reported matters arising.

7. STUDENT REPRESENTATION SYSTEMS (Paper GSLC/16/14)

The Committee noted and discussed a report on University-wide student representation systems which was presented by the Academic Registrar and the Quality Enhancement Officer.

The report provided the detail of the University's current academic representation systems, including the roles and responsibilities of the various parties, and provided information on the measures currently in place to enhance student representation globally. The paper also described work currently under way on two projects to explore and enhance approaches to academic representation at all campuses and for Approved Learning Partners and Independent Distance Learning students, where the University shared a similar challenge to other higher education institutions to determine the most effective ways to provide structures and processes for representation of those student groups. In addition, the planned development of an online training tool would enable common training to be delivered to all School and Class Representatives from 2017.

The Principal emphasised the diversity that exists across the University's student population involving different locations, modes of learning, needs and expectations. In terms of student academic support therefore a complex array of structures and processes was required, not a one-size-fits-all approach.

It was noted that at the Dubai and Malaysia campuses, a Student Council / Student Association model rather than a Student Union was in place. In the case of the Student Association at the Malaysia Campus this was at an early stage of development; however, a new Student President was in place and class/school representation was already well established at the campus. The report confirmed that student representation structures across all campuses of the University were at very different stages in their evolution.

The paper reported on a gap in global student representation in relation to key academic committees with remits including learning and teaching, research and quality. These included Student Union members; however, in constitutional terms these members represented Scottish Campus students. It was reported that the Senate Effectiveness Review had provided an opportunity to develop proposals to address this issue and the Deputy Vice-Principals in Dubai and Malaysia would join the membership of the relevant committees. The paper suggested that consideration should also be given to including the Dubai and Malaysia Student Presidents membership places on the relevant University committees.

The Student President of the Dubai Campus reported that the supporting Administrative Officer post referred to in the report was not currently filled and that the shortage of resource in this area was continuing to have a substantial negative impact on the effectiveness of the Student Council.

The Academic Registrar reported that he would check when it was proposed to advertise to fill the post in question and that when he visits the Dubai Campus in the coming week, he would agree a timescale for filling the post with the Director of Administration & Registrar and the Student President. The Chair of the GSLC encouraged early resolution of the reported difficulties.

The President of the Student Union raised concerns about the report presented and gave his view that it contained unspecified errors and had not been the subject of consultation with his fellow officers at the Dubai and Malaysia campuses.

The President reported on a paper on student representation which had been produced by the Student Union in 2014 and his view that this paper should be re-surfaced and shared with student representative colleagues in the Dubai and Malaysia Campuses.

It was agreed that further consultations should take place and that a follow-up report should be provided for consideration by the Committee at its meeting in February 2017.

8. REPORTS FROM THE STUDENT UNION PRESIDENTS (DUBAI, MALAYSIA, SCOTTISH CAMPUSES)

The Committee received reports from campus Student Presidents:

Student President Dubai Campus

The President provided a written report detailing the composition and aims of the Dubai Campus Student Council. The President reported on the election process undertaken during summer 2016 and the appointment of School Officers in July, ensuring that there was a well-defined structure for student representation by the beginning of the new academic year. The President described recent campaigns / activities. A campaigning fund was being considered and would feature as a recommendation in relation to next year's budget discussions. There were concerns about connectivity between the Student Council and student representation at other campuses. In response to this the Principal encouraged student leaders at each campus to meet up regularly and informally via Skype.

Vice-President (Scottish Borders Campus)

The Student Union Vice-President (SBC) and the Secretary of the University reported on new Learning and Teaching, studio and social space for students at the Scottish Borders Campus.

President of the Student Union

The President of the Student Union reported on the recent successful Freshers' Week, the appointment of a new Combined Studies School Officer, potential for engagement of students in a credit union, a recent visit to the Orkney Campus to ensure students there feel supported, and planned involvement in the student rally in London on 19 November 2016.

The Deputy Chair of Court requested a background note of the proposals concerning the credit union.

Student President, Malaysia Campus

The President of the Malaysia Campus reported on expansion in the membership of the campus Student Association, and current administrative difficulties in achieving timely release of funds via the University.

The Academic Registrar advised that in a forthcoming trip to the campus he would meet with the President and the Chief Operating Officer and Registrar at the Malaysia Campus to consider further the funding issues reported.

In relation to a similar matter concerning delays and administrative procedures for releasing funding reported by the President at the Dubai Campus, he was encouraged to raise the matter with the Director of Administration & Registrar at the Dubai Campus.

9. REPORT ON INTERFAITH ACTIVITIES FROM THE UNIVERSITY CHAPLAINCY (Paper GSLC/16/15)

The Committee received and noted a report presented by the University Chaplain on recent developments in interfaith activities led by the Chaplaincy Centre. The Chaplain drew attention in particular to his attendance at the 'Global Chaplains in Higher Education' conference in summer 2016. More recently he had participated in a panel discussion hosted by the British Science Association. Both events had featured debate on Science-Religion themes.

The Committee noted also update reports on recent successful events associated with the three faith-based student societies: the Catholic Society; the Christian Union; and the Muslim Society. In addition, a Diwali celebration had recently been hosted in the Chaplaincy. As part of this year's Edinburgh Interfaith Week in November, the Chaplaincy will be hosting an Interfaith Meal for students. The Chaplain reported also that planning for the 2017 Annual Chaplaincy Lecture was under way. A member commended this annual lecture to other members of the Committee.

The Chaplain reported that in the summer he had met with the Vice-Principals Dubai and Malaysia to discuss what appropriate faith support might be offered to students at those campuses. It was planned to have this information available in time for 2017 student entry.

The Principal advised that he would welcome dialogue with the Chaplain and other relevant colleagues on how the University ensures that it sets the right tone for its communications across the University community to ensure that these reflect recognition of the diversity of faiths which exists and the respect and value that the University attributes to this diversity.

In this context, the Secretary commented on the University's agreed 'Values'. In due course these would require review and refreshment and student input to this process will be important to ensure that the Values have meaning and applicability across the whole university community.

The Malaysia Campus observer at the meeting queried whether the University could consider scheduling assessments to leave a gap at either side of Diwali celebrations to allow students leave time. The Secretary of the University responded that this suggestion could be looked at; however, with a view on equity and fairness, there were many festivals associated with different faiths in the annual calendar, and a strong likelihood that a policy of the type suggested would be impractical.

10. STUDENT ADMINISTRATION AND REVITALISATION PROGRAMME (Oral)

The Committee received and discussed a presentation from the Academic Registrar on progress made on the Student Administration Revitalisation Programme (SARP). This multi-project programme aimed to transform a wide range of student/applicant administration systems to properly support the global nature of the University (promoting the "one Heriot-Watt" ethos), to transform services and communications and to streamline processes to make them more effective and efficient.

The Academic Registrar confirmed that a range of projects had started, some behind the scenes and some more readily visible. Enabling works including software upgrades had already begun and system enhancement work was under way. Timescales for other project areas included the enquiry and applicant experience (delivery by January 2017), student experience (delivery by September 2017) and quality and academic administration (delivery by September 2018). Delivery of all of the transformational projects included in the programme was expected to take at least three to four years.

The Academic Registrar reported that he would make the URL for the published programme 'roadmap' available to committee members.

The Committee noted that a common platform for IT was central to the SARP. At the core of this platform was the Banner Student Administration System which was in the process of being substantially upgraded. The University was estimated to be three-quarters of the way through the processes of upgrading software and the redesign and implementation of systems architecture, including document management, workflow and reporting and recruitment/admissions systems. Tendering would close later in November 2016 for a Student Portal and a Student CRM (customer relationship management) system with a view to selecting new software by the end of the December 2016.

The Committee noted plans for the phased roll-out of the recruitment and admissions system, starting with Malaysia and Dubai Campuses in early 2017, with Scottish Campus implementation by April 2017 and new Agent Management facilities by June 2017. The system would feature a simplified application form, applicant services, and enhanced communications and reporting, while enhancements yet to be considered in detail would include an Applicant Hub and communication tools to support applicant conversion rates.

The Academic Registrar reported on the Student Experience project which involved a review of current processes associated with management of examination papers, examination timetables and examination boards. He reported also on a review of academic administration processes which was under way focusing on administrative processes around enrolment and those which affect the student experience, e.g. for postgraduate research students, relating to withdrawal and suspensions, mitigating circumstances and personal tutor reporting.

The Secretary of the University highlighted the value of the programme as part of the solution to current challenges faced by the University in the areas of student retention and competition for new student recruits where speed of response is vital. The vast majority of the central £1 million per annum IT budget was being allocated over the period to support the transformational initiatives represented by SARP.

In response to a question from a member, the Academic Registrar confirmed that the different Data Protection requirements across all campus settings were being taken account of fully in the context of the SARP.

11. ANNUAL STUDENT SURVEYS (Paper GSLC/16/17)

The Committee noted and discussed a report presented by the Academic Registrar on the Annual Student Survey together with a summary report on the results of the National Student Survey (NSS) conducted in 2016.

The Committee noted that the University's Annual Student Survey had been run for the first time as a pilot exercise in spring 2016. The paper reported on the background to the survey and the decision of the Student Survey Management Group to run the Survey again in 2017. The Survey had been conducted at each campus and for Approved Learning Partner and Independent Distance Learning students with some tailoring of survey questions including, inter alia, final year students in Dubai where the survey mirrored the UK NSS (from 2017, the same shadow NSS survey will be used at the Malaysia Campus). The Survey also included, for Scottish Campus students questions on behalf of the Student Union, although the University and the Student Union would run separate surveys in 2017.

The Academic Registrar reported that the Survey results were consistent with what was being learned through the national NSS and the PTES (Postgraduate Taught Experience Survey) and in that respect were useful as an early predictor of the student view, enabling weak areas to be identified and addressed ahead of national surveys undertaken in students' final years. The Academic Registrar confirmed that further work remained to be undertaken to shorten the overall time taken to address areas of identified weaknesses arising from the Survey. It was intended to use student focus groups to make this process more effective.

12. FORWARD AGENDA OF COMMITTEE BUSINESS: 2016/17 (Paper GSLC/16/18)

The Committee received and discussed the forward plan of business and regular reporting for the Global Student Liaison Committee.

The Committee requested that it receive update reports from the Deputy Principal (Learning & Teaching) on the recently introduced personal tutor arrangements and on student assessment and feedback by May 2017.

The Committee requested that it receive an update report on student welfare at its meeting in May 2017.

13. GLOBAL STUDENT LIAISON COMMITTEE MEETING DATES (Paper GSLC/16/19)

The Committee approved proposed forward meeting dates for 2017/18 and a change to one previously approved meeting date in 2016/17:

2016/17

- Monday 6 February 2017, 9.00 am (Changed from Wednesday 8 February 2017)
- Wednesday 31 May 2017, 9.00 am (as previously agreed)

2017/18

- October 2017 date (actual date yet to be confirmed)
- Tuesday 30 January 2018, 9.00 am
- Tuesday 5 June 2018, 9.00 am

14. ANY OTHER BUSINESS

Student wellbeing and mental health

The Secretary of the University reported that she had joined the membership of a Universities UK Wellbeing in Higher Education working group which would oversee a well-being in higher education programme aimed at developing a strategic approach to universities' support for student well-being and mental health. One of the key objectives will be to establish linkages in care between universities and NHS and charity provision. The working group was due to report with recommendations in 2017 for adoption/implementation in the sector. The Secretary reported that when it becomes available she would share a copy of the report with the Global Student Liaison Committee.

It was agreed to keep the Committee updated on matters relating to student welfare support more widely across all campuses.

DATE OF THE NEXT MEETING

Monday 6 February 2017, 9.00 am GMT

Location to be confirmed.

THE COURT

Ct3-16-123
V3 (Dec 2016)

Rolling Programme of Business Oct 2016 to December 2017

This is a live document for continuing review and update; the agenda topics assigned to meeting dates may therefore be subject to change. The next update of this report will be provided for the March 2017 meeting of the Court.

Regular routine agenda items include:		
<ul style="list-style-type: none"> • Declaration of interests • Minutes of the previous meeting • Reports from Court Committees which have met in the preceding period (Audit & Risk, Emergency, Finance, Governance & Nominations, Staff, Global Student Liaison) • Reports: from the Chair, from the Principal, from the Senate, and from the President of the Student Union • Forward Rolling Programme of Business (included under Any Other Business) • Obituaries (when relevant and included under Any Other Business) 		
Meeting date	Key recurring items	Other items
October 2016	<ul style="list-style-type: none"> • Report of the Court Effectiveness Review 2016 • Report from the Remuneration Committee 	<ul style="list-style-type: none"> • EBS Memorandum & A of A / Chair and Interim Chair appointments • Panmure House project • NSS results • Student recruitment update • Financial Regulations • Sustainable Procurement Policy • Capital Investment Plan <p><i>Dinner topic: Edinburgh Business School (led by Prof. Heather Macgregor) (confirmed)</i></p>
November 2016 (Strategy Day)	<ul style="list-style-type: none"> • Strategic KPI Review 2015/16. • Annual Report from the Malaysia Campus 	<p>League Tables Creating our Future (Principal's reflections) Social Science Research Stories</p> <p><i>Dinner topic: Higher Education in Malaysia (led by Prof. Bob Craik and Datuk Hamzah Kassim)</i></p>
December 2016	<ul style="list-style-type: none"> • Annual Accounts & Financial Statements 2015/16 • Annual Report of the Audit and Risk Committee • External Auditor Audit Highlights Memorandum & Management Report • Internal Audit Annual Report • Internal Audit Forward Plan • Annual Report from the Health & Safety Committee 	<ul style="list-style-type: none"> • Dubai Transition Plan update report

	<ul style="list-style-type: none"> • Health & Safety Policy Statement • University Strategic and Operational Risk Registers • Management Accounts (first quarter) • Annual Report from the Dubai Campus • Annual Report of University Complaints (2015/16) 	<i>Dinner topic: 2015 Edinburgh City Vision (led by Andrew Kerr, Chief Executive, City of Edinburgh Council and Professor Gill Hogg, Deputy Principal (Engagement & Staff Development))</i>
March 2017	<ul style="list-style-type: none"> • HWU/SFC Outcome Agreement • Management Accounts (Period 5/6) • Annual report from the Orkney Campus (tbc) • Prevent Duty update report (in March '17 this will be informed by a recently completed Internal Audit review) 	<ul style="list-style-type: none"> • Health and Safety Policy (review) • Ethical Business: Bribery Prevention Policy (review) • Externals Speakers and Events Policy <p><i>Dinner topic: Entrepreneurial Culture (led by Dr. Gillian Murray (DP, Enterprise & Business))</i></p>
May 2017 (Strategy Day)	<ul style="list-style-type: none"> • Research achievements (led by Prof Garry Pender, DP(Research & Innovation) / interaction with some leading researchers. • Rest of programme to be developed. 	<i>Dinner topic: The Dubai Campus (led by Prof. Ammar Kaka and Prof. Bryn Jones)</i>
June 2017 (meeting to be held at <u>Scottish Borders Campus</u>)	<ul style="list-style-type: none"> • Five-Year Financial Plan (for approval and onward presentation to the SFC) • Management Accounts (third quarter) (Sharepoint) • Report from the Remuneration Committee • Annual Report to the SFC on Institution-Led Quality Review • Future Court meeting dates (2018/19) • Annual report from the Scottish Borders Campus (tbc) 	To be confirmed. <i>Lunch topic to be confirmed.</i>
September 2017	<ul style="list-style-type: none"> • Report of the 2017 Court Effectiveness Review • Annual Report to the SFC on Institution-Led Quality Review (formal sign-off) • Report from the Remuneration Committee • Management Accounts (full year) • Annual Report from one of the University's Campuses • Student recruitment update • Sustainable Procurement Policy • Court Attendance and Participation Policy 	To be confirmed. <i>Dinner topic to be confirmed.</i>
November 2017 (Away Day)	<ul style="list-style-type: none"> • Annual performance and risk review (programme to be confirmed) • Risk Appetite Policy / Statement 	To be confirmed. <i>Dinner topic to be confirmed.</i>

December 2017	<ul style="list-style-type: none"> • Annual Accounts & Financial Statements 2016/17 • Annual Report of the Audit and Risk Committee • External Auditor Audit Highlights Memorandum & Management Report • Internal Audit Annual Report • Internal Audit Forward Plan • Annual Report from the Health & Safety Committee / H&S Policy • University Strategic and Operational Risk Registers • Management Accounts (first quarter) • Annual Report of University complaints 	<p>Public Interest Disclosure Policy</p> <p><i>Dinner topic to be confirmed.</i></p>
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To be incorporated:

- Invitation to speak to Dame Ruth Silver, Chair of the Learning and Skills Improvement Service
- Charter and Statutes: approved changes to meet compliance with Higher Education Governance (Scotland) Act 2016
- New / revised Ordinance approvals
- Assurance Mapping: Committee Terms of Reference / updated Court Statement of Primary Responsibility approvals
- Reports from the Chairs of HWU wholly owned subsidiaries

Report date: 1 December 2016

THE COURT

Date of meeting: 9 December 2016

Presented By: Ann Marie Dalton-Pillay, Secretary of the University

Title/Subject: **FORTHCOMING EVENTS**

1. Purpose of the paper To provide the Court with a note of forthcoming events which they may be interested to attend. This information is also provided to members via email by the Secretariat.

2. Summary Members are reminded that information about University events can be found at <https://www.hw.ac.uk/events/united-kingdom.htm>

Energy and Cleantech – 23 November 2016

Postgraduate Centre, Edinburgh Campus

The Energy Academy presents the fourth in a series of seminars from distinguished speakers working across areas of renewable energy.

Golden Years Exhibition looks back to 1966 – 1 February 2016

Edinburgh Campus Museum

The exhibition looks back at what it was like to work and study at the new University. This is a rare opportunity to see the original Royal Charter, setting out the new University's powers, together with other iconic items from that year.

Geology's place in the future of Singapore – 25 November 2016

Enterprise Oil Building, Seminar Room

Presented by Graham Leslie, Senior Mapping Geologist with BGS Scotland, as part of the lunchtime brown bag seminar series at the Institute of Petroleum Engineering.

Candlelit Christmas Concert – 17 December 2016

Rosslyn Chapel, Midlothian

Heriot-Watt Anniversary Service – 12 February 2017

Currie Kirk, Currie

Excelsior per cantum, the University's Chamber Choir, will perform the Anniversary Service at Currie Kirk.

The Choirs of Heriot-Watt University – Great Choral Masterworks – 12 February 2017

St. Giles Cathedral, Edinburgh

The Choirs of Heriot-Watt University will perform Great Choral Masterworks.

Confucius Celebration Concert – 16 February 2017

James Watt Centre, Edinburgh Campus

Haydn Symphony no.99 and Early Scottish Music – 19 February 2017

St. Giles, Edinburgh

The Orchestra of HWU will perform Haydn's Symphony no.99 and early Scottish music.

Heriot-Watt Music Scholars Recital – 8 March 2017

Edinburgh Campus Chaplaincy

Excelsior per Cantum – 25 March 2017

Rosslyn Chapel, Midlothian

End of University Year Concert – 6 May 2017

James Watt Centre, Edinburgh Campus

Inchcolm New Music Ensemble – 1 July 2017

St. Giles Cathedral, Edinburgh

Summer 2017 Graduation Ceremonies

Borders Campus – 16 June 2017

Edinburgh Campus – 20 to 23 June 2017

November 2017 Graduation Ceremonies

Edinburgh Campus 16 – 17 November 2017

- 3. Recommendations** The Court is invited to **NOTE** this report.
- 4. Equality and Privacy Impact Assessment status** Neither Equality nor Privacy Impact Assessment is applicable.
- 5. FOI status** The Court's records (agenda, papers and minutes) are included in the University's Freedom of Information Publication Scheme.

This paper is included in open business. All parts of the paper are disclosable under Freedom of Information.

THE COURT

Date of meeting: 9 December 2016

Presented By: Ann Marie Dalton-Pillay, Secretary of the University

Title/Subject: **MODIFICATIONS TO ORDINANCE E2: STUDENT UNION AND
ORDINANCE B5: COURT BUSINESS**

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- 1. Purpose of the paper**

The purpose of this paper is to invite the Court to consider revisions to *Ordinance E2: Student Union*, which has been modified to reflect the change of status of the Student Union to become an Incorporated Company Limited by Guarantee, and revisions to *Ordinance B5 Court Business*.
 - 2. Summary**

Ordinance E2: Student Union has been modified to reflect the change in status from an Unincorporated Association to an Incorporated Company Limited by Guarantee, resulting in the replacement of 'Constitution' with 'Articles' or 'Articles of Association'.

Ordinance B5: Court Business has been modified to reflect the wording in the Standing Orders of the Court, made in pursuance of Article 7 of the Charter and Statute 4: The Court.

At its meeting on 26 October 2016, the Ordinances & Regulations Committee approved the recommended changes for onward recommendation to the Court.
 - 3. Recommendations**

The Court is invited to **APPROVE** the proposed modifications to both Ordinances, copies of which are attached highlighting the relevant changes and additions to the wording.
 - 4. Equality and Privacy Impact Assessment status**

Neither Equality nor Privacy Impact Assessment is applicable.
 - 5. FOI status**

The Court's records (agenda, papers and minutes) are included in the University's Freedom of Information Publication Scheme.

This paper is included in open business. All parts of the paper are disclosable under Freedom of Information.

SECTION E - ORDINANCE 2

Student Union

1. The Student Union is constituted under clause 1 and clause 2 of Article 11 of the Charter.
2. The Student Union shall comprise all eligible Students as specified in the ~~Constitution~~ Articles of Association of the Student Union (hereinafter referred to as the "~~Constitution~~ Articles") and the Bye-Laws of the Union (hereinafter referred to as the "~~Bye-Laws~~"), together with such other persons as may be prescribed by the Executive Committee of the Student Union, except those Students who have exercised their right under section 22(2)(c)(i) of Part II of the Education Act 1994 not to be members. Students who choose not to be members do so in accordance with the ~~Constitution~~ Articles. Such Students may not be entitled to the full range of services offered by the Student Union. The University shall ensure that there is no unfair disadvantage to such Students in terms of the range of University facilities made available by the University.
3. The Student Union's objects will be set out in the ~~Constitution~~ Articles.
4. The ~~Constitution~~ Articles of the Student Union, as amended from time to time, shall be accessible ~~at:~~ <http://www.hwunion.com/> on the Student Union web pages or from an officer of the Student Union.
5. The Bye-laws of the Student Union, as amended from time to time, shall be accessible ~~at:~~ <http://hwunion.com/assets/downloads/governance/HWUnion%20ByLaws.pdf> on the Student Union web pages.
6. The Student Union shall elect and maintain the Executive Committee of the Student Union which shall act on behalf of the Student Union in the furtherance of its objects and in representing its views to the authorities of the University.
7. The Student Union shall appoint and maintain a Trustee Board which shall act on behalf of the Student Union in the furtherance of its governance, strategy and finances.
8. The ~~Constitution~~ Articles shall be prepared by the Trustee Board for the furtherance of the objects of the Student Union and shall be of effect and binding on all members of the Student Union immediately upon receiving the ratification of the Court and the Senate. The ~~Constitution~~ Articles shall provide for the manner of elections including elections of the Executive Committee; the appointment of the Trustee Board; the powers and the functions of the Executive Committee and the Trustee Board; the appointment and dissolution of all necessary committees; a complaints procedure for members; and the affiliation of Student societies. The Trustee Board shall review the ~~Constitution~~ Articles at least once every five years in consultation with the Student Union.
9. The Court, in accordance with the ~~Constitution~~ Articles and the Bye-Laws and on the recommendation of the Trustee Board, may from time to time designate as sabbatical one or more of the posts of office-bearers of the Student Union and may by resolution determine the conditions applying to any such post, provided that no member of the Student Union may hold sabbatical office during more than two years and provided also that no member of the Student Union may hold any such post unless at the time of his or her election he or she is a Student.
10. An office-bearer whose post has been designated as sabbatical shall be required to register as a Student in the year for which he or she holds office. Upon registration, he or she shall be deemed to be registered for the purposes of the Charter, the Statutes, the Ordinances and the Regulations of the University and shall receive an identification card.
11. The Court of the University may, from time to time, approve further ~~Constitutions~~ constitutional documentation of the Student Union at other campuses of the University or at campuses of members of the Heriot-Watt Group.

Ordinance E2		
Effective Date 1 September 2015 (replacing 'old' Ordinance 3)		
Approved by:		
The Court Emergency Committee of Court (on behalf of the Court)	v2 v1	<i>xx December 2016</i> <i>26 August 2015</i>

Consultation via: Ordinances and Regulations Committee Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	v2 v1	<i>26 October 2016</i> <i>31 July 2015</i> <i>25 August 2015</i>
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SECTION B - ORDINANCE 5

Court Business

1. Introduction

1.1 This Ordinance is made in pursuance of: Article 7 of the Charter; and of Statute 4: The Court.

2. Statement of Primary Responsibilities

2.1 The Court shall define its primary responsibilities in a Statement of Primary Responsibilities which the Court shall review ~~from time to time~~ regularly. The Statement of Primary Responsibilities shall pay due regard to good governance advice, principally as provided in the Scottish Code of Good Higher Education Governance, and will reflect any prevailing relevant legislation as well as the provisions of the University Charter and Statutes.

2.2 The Court Statement of Primary Responsibilities shall be made public by way of posting on the University's web pages.

3. Standing Orders

3.1 The Court shall draw up standing orders which regulate the conduct of Court business. The standing orders shall pay due regard to good governance advice, principally as provided in the Scottish Code of Good Higher Education Governance, and will reflect any prevailing relevant legislation as well as the provisions of the University Charter and Statutes.

3.2 The standing orders shall include a code of conduct for members which describes the responsibilities of individual members of the Court and expectations as to their behaviour as members.

3.3 The standing orders of the Court shall be made public by way of posting on the University's web pages.

4. Members' Interests

4.1 The Court shall prescribe and review ~~from time to time~~ regularly the terms of a policy governing the management of any real or perceived conflicts of interest among the membership of the Court or any of its committees. The policy shall pay due regard to the relevant Charities and Trustee Investment (Scotland) Act 2005, its successor, or any other relevant legislation.

4.2 Members of the Court and its committees shall be personally responsible for complying with the Conflict of Interest Policy, referred to in 4.1 above and of the duties and responsibilities placed on them as Charity Trustees.

4.3 The Conflict of Interest Policy, referred to in 4.1 above, shall include rules for the submission of information on members' interests, upon joining the Court or one of its committees and the process by which such information shall be reviewed and updated annually.

4.4 The Secretary of the University shall issue an initial request to new members for information on members' interests and thereafter annual requests to review and update the information held. The information received will form a Register of Members' Interest which shall be held by the Secretary of the University and published on the University's web pages.

5. Meetings: attendance and quoracy

5.1 The Court shall prescribe and review ~~from time to time~~ regularly the terms of a policy governing the management of members' attendance and participation as members of the Court or one of its committees. The policy shall pay due regard to good governance advice, principally as provided in the Scottish Code of Good Higher Education Governance.

5.2 A member participating in a meeting remotely by way of video or audio conferencing or other means which enables that member to speak to each of the others, and to be heard by each of the others simultaneously, shall be accounted for as being present and shall be included in the quorum.

5.3 In the absence of a quorum of the Court, the Court members present may choose to recommend to the Chair that the business of the meeting is continued, with a note taken of the discussion and comments raised. ~~continue with the business of the meeting, noting the discussions and comments raised.~~ In addition, comments may then be sought from the absent member or members, via correspondence, and included within the minutes of the meeting. For items of business requiring formal approval by the Court, comments and approval must be sought from the absent members via correspondence as soon as may be following the meeting. An item will be deemed to have received approval when, by the end of a defined time period notified to the members, a majority of a quorate number of members has contributed to such decision making the membership has confirmed such approval.

It shall not normally be permissible for a particular item of business which has been dealt with via correspondence by one committee to be dealt with subsequently by correspondence by a more senior level committee in the upward reporting chain. Discretion as to whether to permit this arrangement in exceptional circumstances shall be at the discretion of the Chair of the more senior level committee.

5.35.4 In the absence of a quorum, the Chair of the Court, or the person chairing the meeting in the absence of the Chair of the Court, shall have the authority to make the final decision as to whether to continue with the business of the meeting, as described in paragraph 5.3 above, or to adjourn the business of the meeting. Any notice of the adjourned meeting shall be sent to all members of the Court at least seven days before the date of the adjourned meeting.

5.45.5 At the adjourned meeting, the business for which the original meeting was called may be completed in the absence of a quorum (other than business that requires approval by way of Special Resolution).

6. Membership

6.1 The Secretary of the University shall maintain information on the University's web pages on current members of the Court along with brief biographies.

6.2 The Court shall prescribe and review ~~from time to time~~regularly the terms of a policy or policies which include but may not be limited to guidance on the procedures to be followed in relation to: making appointments to the Court and its committees; appointing the Chair of the Court and the Deputy Chair of the Court; ~~providing a programme of induction for new members including the contents of induction materials;~~ providing training and development opportunities for members; reviewing effectiveness; and renewal and withdrawal of memberships.

6.3 The Court shall prescribe a programme of induction training for new members of the Court and its committees and shall review this programme ~~from time to time~~regularly to ensure that it reflects current and future needs. Induction information provided to new members shall be prescribed by the Court in a policy which is subject to regular review.

6.4 The Court shall evaluate the skills, experience and attributes required for membership of the Court and shall ensure that membership succession planning and the processes involved in recruiting new independent lay members reflect those future needs. Information on the required skills, experience and attributes shall be documented in a Skills' Register which shall be held by the Secretary of the University.

6.5 The Court shall adopt best practice guidance in relation to equality and diversity, including but not limited to, consideration of the gender composition of the Court and its committees.

6.6 Court prescribed policies and procedures relating to 6.1 to 6.5 above, shall pay due regard to good governance advice, principally as provided in the Scottish Code of Good Higher Education Governance, and will reflect any prevailing relevant legislation as well as the provisions of the University Charter and Statutes.

7. Responsibilities

7.1 The responsibilities of the Chair of the Court, the Secretary to the Court and the Principal, in relation to the proper conduct of Court business shall be as defined in Ordinance B6: Delegation by the Court. Respective responsibilities shall be made clear as relevant in all of the policies which the Court is required to prescribe and review ~~from time to time~~regularly in accordance with this Ordinance, B5: Court Business.

- 7.2 The responsibilities of the Deputy Chair of Court in relation to his or her work to assist the Chair of Court and to act in an ‘intermediary’ capacity, as required by the Scottish Code of Good Higher Education Governance, shall be as defined in Ordinance B4: Deputy Chair of Court Role and Responsibilities.
- 7.3 The responsibilities of individual members of the Court as members of the governing body and as Charity Trustees in terms of the Charities and Trustee Investment (Scotland) Act 2005 or its successor legislation shall be made clear to prospective, new and existing members through the following means: in further particulars information for advertised vacancies; in letters of appointment, in induction materials; in the Court policy(ies) covering appointments and in the Conflict of Interest Policy which relates to Court and Court committee memberships.

Ordinance B5		
Effective Date 1 September 2015 (replacing ‘old’ Ordinance 42)		
Approved by:		
The Court Emergency Committee of Court (on behalf of the Court)	v2	xx December 2016
	v1	26 August 2015
Consultation via:		
Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	v2	26 October 2016
	v1	31 July 2015 25 August 2015

COURT

Minutes

In the Chair:	Dame Frances Cairncross	Date of Meeting: 9 December 2016
Present also:	Ms Lucy Conan Professor Patrick Corbett Mr Diarmuid Cowan Ms Trish Gray Mr Amos Haniff Mr Grant Innes Professor Julian Jones Ms Morag McNeill Mr Andrew Milligan Professor Isabelle Perez	Ms Jane Queenan Professor John Perkins Ms Dorothy Shepherd Mr Tom Stenhouse Ms Jandy Stevenson Mr Tony Strachan Professor Ian Wall Mr Graham Watson Professor Richard Williams
Officer in attendance:	Ms Sue Collier Professor Bob Craik (via Skype) Ms Ann Marie Dalton-Pillay Professor Gill Hogg	Mr Andrew Menzies Dr Gillian Murray Professor Garry Pender Professor John Sawkins
Others in attendance:	Professor Ammar Kaka Ms Ruth Moir (Items Ct3/16/114 and Dubai Transition Plan report) Ms Lorna Kirkwood-Smith (minutes)	

M16/23 WELCOME

The Chair of Court welcomed the following:

- Professor Bob Craik, who joined the meeting via Skype; and
- Ms Ruth Moir, Assistant Principal (International Development), who attended to present the Dubai Transition Plan update report with Professor Ammar Kaka and who was present also for the presentation of the Dubai Campus Annual Report (Paper Ct3/16/114).

M16/24 APOLOGIES

Apologies were received from the following members: Ms Eloise McNeaney, and Ms Rio Watt.

M16/25 MINUTES OF THE PREVIOUS MEETINGS

The Court approved as an accurate record the minutes of the ordinary meeting of the Court held on 7 October 2016, subject to clarification being added to minute M16/18.2 that Ms Morag McNeill was absent from that part of the discussion which dealt with her appointment as Chair of the reconvened Constitutional Review Group.

The Court approved as an accurate record the notes of the Court Strategy Day held on 11 November 2016.

M16/26 DECLARATION OF INTERESTS

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

M16/27 MATTERS ARISING

The following were raised as matters arising:

- the Secretary of the University reported on the recent release of (Commencement, Transitory, Transitional and Savings Provisions) Regulations in support of enactment of the Higher

Education Governance (Scotland) Act 2016. These accorded with government advice received by the sector in summer 2016. Most sections of the Act will come into force from 30 December 2016 - except that institutions will have until their constitutional documents enable compliance or until 30 December 2020 at the latest to comply with the Act stipulations on the composition of governing bodies and senate bodies stipulations of the Act relating to the governing body Chair appointment will come into force from 30 June 2017. The Secretary of the University reported that the reconvened Constitutional Review Group, chaired by Ms Morag McNeill, would have a first meeting in January 2017 to consider the changes necessary to the University's constitutional documents to enable compliance with the Act;

- the Secretary of the University reported that a selection exercise was under way to appoint an external facilitator to support an Effectiveness Review of the Court in compliance with the requirements of the Scottish Code of Good Higher Education Governance. Three bodies had submitted tenders and these were being considered. Interviews would be held in the early part of 2017 and a report would be made to the Court in due course;
- the Chair of the Finance Committee provided an update report to the Court on the combination of factors in the current year which had contributed to the delay in finalising the draft Annual Report and Financial Statements for 2015/16 for Court approval. The University continued to work closely with the External Auditor to ensure that a final draft is ready in good time for review by the Finance and Audit and Risk Committees at a joint meeting on 20 December 2016. It was planned that the Court should meet in January 2017 (possibly 19 January) to review and approve the Annual Report and Financial Statements. Meanwhile, the agreement of the Scottish Funding Council (SFC) had been secured for an extension to the deadline date for submission. The Court noted that the date of the extra Court meeting would be confirmed as soon as possible. The Principal thanked colleagues who had been working hard to complete the Annual Report and the respective Committee Chairs who were involved in this process for their patience. The Court noted that the University was not alone in seeking an extended deadline from the SFC, as others were also for the first time contending with the impact of new FRS 102 accounting standards on reporting.

M16/28 OPENING REMARKS FROM THE CHAIR OF COURT

The Chair of Court reported on the previous evening's successful Dinner Meeting at which Professor Susan Deacon from Edinburgh University had led discussion on the 2050 Edinburgh City Vision project. Colleagues present had had an opportunity to learn about the aims of the project and to discuss their thoughts on the future contributions that the University might make to Edinburgh City Vision aims.

The Chair of Court strongly encouraged all Court members to attend the Dinner Meeting discussions if they possibly can as these provided a valuable opportunity for Court discussions that cannot fit easily into the schedule of ordinary business agendas. Attendance at the previous evening's meeting had been too low.

The Chair reported on a Committee of University Chairs meeting that she attended earlier in the autumn period at which the impact of the Brexit vote on international student recruitment was a topic of discussion.

The Chair reported on a recent trip to the USA where she had also taken the opportunity on behalf of Development and Alumni to meet an influential Heriot-Watt alumnus with the potential for development of some useful future engagement with the work of the University. The Chair encouraged members of the Court who were travelling abroad and who might have time to fit other similar visits into their schedule to discuss their travel plans in advance with the Assistant Principal (Development).

M16/29 REPORT FROM THE PRINCIPAL (Paper Ct3/16/111)

The Court noted and discussed a report presented by the Principal who in his oral presentation highlighted key external policy matters of note.

In relation to funding from the SFC for 2017/18, it was reported to the Court that an indicative funding announcement was expected in January 2017 with formal confirmation to follow in March 2017.

In relation to the report on the Teaching Excellence Framework (TEF), the Deputy Principal (Learning & Teaching) confirmed that the Framework related only to UK-based students. The student body was central to the development of institutional TEF submissions. However the timing was unfortunate in the current year in that the period running up to the late January 2017 submission date coincided with the end of semester 1 examination diet and the Christmas break. The Deputy Principal reported that he planned to attend a TEF panel meeting within the coming week at which he would learn more about how institutional submissions will be dealt with. An update report will be provided at the next ordinary meeting of the Court.

A Court member asked a question about any particular areas of vulnerability for the University in relation to the TEF. The Deputy Principal (Learning & Teaching) confirmed that there was a very substantial degree of overlap between TEF metrics and those which had been adopted by the University as its Strategic Key Performance Indicators (KPIs). Therefore, the current focus on the University's KPI performance was also entirely appropriate to the TEF.

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

On behalf of the Court, the Chair of Court thanked the Deputy Principal (Engagement & Staff Development) and other colleagues for their work in preparing the University's submission for renewal of the University's Bronze Athena SWAN award.

M16/30 REPORT FROM THE STUDENT UNION PRESIDENT (Oral Report)

The President of the Student Union provided an update to the Court on recent and forthcoming activities of the Student Union. These included:

- his recent attendance at a Teaching Excellence Framework (TEF) briefing event organised by HEFCE;
- the growing issue of 'contract cheating' which included paraphrasing software, purchase of dissertations, etc. The Deputy Principal (Learning & Teaching) also emphasised the growing scale of the fraudulent activities both nationally and internationally and the importance to the University of keeping ahead of those issues;
- the Advice Hub has been continued to offer support for students in Dubai on appeals and mitigating circumstances, although the Student Union was not funded for this work;
- the Postgraduate Research Student Working Group in conjunction with the Student Union had reported to the Research Knowledge Exchange Board. The report aimed to enhance the welfare of the University's postgraduate research students;
- the development of a new Learning and Teaching Partnership Agreement with the University, which could prove useful and interesting in scope and provision;
- in the New Year the Student Union would be holding a campaign with help and support from 'Who Cares? Scotland.' on students with experience in the care system;
- the Staff Credit Union was looking to expand its common bond to the student body, possibly providing cheap loans to Postgraduate Research students as a pilot;
- work to resolve snagging issues at the new student residences was expected to be complete in the New Year;
- a Student Union Christmas video including students and staff from across the university would go online shortly;
- attendance at St Giles Cathedral representing Heriot-Watt at the recent St. Andrews Day celebrations;
- the Student Union LGBT group had raised funds from their 'Red Ceilidh,' to be split between LGBT Youth Scotland and Waverley Care;
- international students had run a successful free event for other international students on 5 November, involving a city tour and viewing the fireworks;
- the Vice-President, Wellbeing had attended a conference about sexual assault and consent on campuses. A report will follow in the New Year;
- planning was under way for Diversity Week and there will be a joint campaign with the Sports Union about gender stereotypes in sports and academia; and

- contribution to the 2017-21 equality outcomes for the university working with the University's Equality and Diversity Adviser.

M16/31 REPORT FROM THE SENATE (Paper Ct3/16/112)

The Court received and noted a report from the Senate relating to its meeting held on 5 October 2016 which was presented by the Principal.

The Secretary of the University drew attention to the report of developments associated with the Effectiveness Review of the Senate, in particular recent approval by the Senate of a new Statement of Primary Responsibilities and schedule of delegated powers. The Senate had also approved Standing Orders to regulate Senate procedures and conduct. Work had extended to reviewing and revising committee terms of reference with the terms of reference of the key committees with responsibility for learning and teaching, research and innovation and quality and standards having been completed for Senate review and approval. The Secretary of the University confirmed that an update report on implementation of the outcomes of the Senate Effectiveness Review will be presented at the next meeting of the Governance & Nominations Committee.

A number of members of Court made the observation that from December 2016, two out of the three positions of Dean would be vacant. This gave rise to concerns about a resource gap in the service provided by Dean role-holders, e.g. in processes associated with the discipline and progress of students. The Court heard that there had been no agreement by the Senate as yet on a revised role description for the Deans. The Secretary of the University reported that an election to vacant Dean positions would be held in the early part of 2017. The Deputy Principal (Learning and Teaching) confirmed also that all the tasks undertaken by the Deans had been documented and that he was taking steps in consultation with relevant Academic Registry colleagues to ensure that these will be appropriately covered over the period before the new elected Deans are in place.

M16/32 ANNUAL REPORT ON UNIVERSITY COMPLAINTS (Paper Ct3/16/113)

The Court received and discussed a summary report of complaints received by the University in the year 2015/16, noting that the Scottish Public Services Ombudsman (SPSO) required that university governing bodies and the SPSO receive an annual report on complaints dealt with under the agreed Complaints Policy in force. The Secretary of the University drew attention to the University's practice of carrying out reviews of areas which are a source of complaints, in addition to resolving individual complaints.

A member of the Court drew attention to the reported average response time for resolving stage two complaints and asked whether this indicated a resource issue. The Secretary of the University responded that, as the reported complaints could relate to any part of the University and, as the responsibility for handling complaints was diffused across the University community, the time factor had not been caused by any particular shortage of staff resource. While the SPSO had not raised the reported time as a matter of concern, this was nevertheless an area in which the University could make improvements.

The Chair of Court stated that she hoped that the next annual report would confirm an improved average response time.

M16/33 ANNUAL REPORT FROM THE DUBAI CAMPUS (Paper Ct3/16/114)

The Court received and discussed an Annual Report for 2015/16 from the Dubai Campus which was presented by the Vice-Principal (Dubai). In his presentation he focused attention in particular on the following:

- the wider economic and social profile of the United Arab Emirates;
- the country's education landscape (secondary and tertiary level);
- Heriot-Watt's position as the largest and most successful international campus in the region, able to attract high quality students and to set high level fees;

- the scale of the campus in terms of staff and student headcount (100 and 4,000 respectively). Many nationalities were represented by the student body, and applications for staff roles invariably came from non-Emiratis;
- the importance to the University of brand messaging and brand positioning in the highly competitive higher education environment;
- positive learning and teaching developments in the year which included the launch of seven new programmes – including, as a completely new offering, the BA in Architecture. Professional body accreditation had also been secured across a range of discipline areas;
- research activity and PhD student numbers remained small scale; however, both were growing and new opportunities were being identified;
- it was important to increase the number of students who choose to transfer from one of the UK campuses to the Dubai Campus for part of their studies. Dubai was relatively more expensive than Malaysia to live in, and therefore it will be important to consider bursary and other support to encourage more students to take up this opportunity.

In response to a question about rates of staff turn-over, the Vice-Principal (Dubai) reported that it was relatively common for working individuals to remain in Dubai for a period of 2 to 3 years and there were many different family reasons why employment periods might be comparatively short. Heriot-Watt's situation was not unusual when viewed in the wider context.

M16/34 DUBAI CAMPUS (TRANSITION) PROJECT: UPDATE REPORT (Oral report)

The Court received an update report from the Assistant Principal (International Development) on the Dubai Campus (Transition) Project. **XXX Reserved section ref Section 33, FOI(S)A.**

M16/35 REPORT FROM THE EMERGENCY COMMITTEE OF THE COURT (Paper Ct3/16/115)

The Court received and noted a report from the Emergency Committee of the Court which related to an item of business which the Committee approved on behalf of the Court on 31 October 2016.

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

M16/36 REPORT FROM THE JOINT MEETINGS OF THE COURT EMERGENCY AND THE FINANCE COMMITTEES (Paper Ct3/16/116)

The Court received and discussed a report from the Emergency Committee of the Court and the Finance Committee relating to the meetings held on 1 and 28 November 2016 which was presented by the Chair of the Finance Committee. The report related to the work undertaken by both Committees which had been charged with scrutinising and progressing on behalf of the Court a Private Placement Bond as a means for raising the necessary funds to finance the University's Capital Investments Plan. The Committees had agreed that it was appropriate to enter into a Note Purchase Agreement on 14 December 2016.

The Chair of the Finance Committee emphasised the huge amount of work which had been undertaken by the Director of Finance and the Finance Office over the course of a year to reach the current point. This necessary and important work had been one factor which had contributed to the delay in the production of the Annual Report and Financial Statements.

The Chair of the Finance Committee reported that the Note Purchase Agreement, a copy of which had been supplied to Court members in advance of its 9 December 2016 meeting, reflected the fact that the loan rates had been priced at the best possible time. The Chair emphasised also that the new Agreement would enable repayment of existing debt within a new flexible structure and that the £60 million of additional loan will be ring-fenced for capital development investments. At its next meeting the Finance Committee would consider the University's Five-Year Financial Plan with this condition in mind and would consider any necessary structured cost savings in existing business.

The Committee Chair also drew attention to the importance of 'Disclosure', Section 5.3 of the NPA and certification that all disclosure documentation taken as a whole is complete and accurate. Both the Finance and the Court Emergency Committee were content, following detailed consideration at

the meeting on 28 November, that the University should feel entirely comfortable in accepting this clause in the documentation.

The Committee Chair summarised the decision of both Committees on 1 November 2016 to proceed to conclude the terms of the Note Purchase Agreement within the limits approved by both Committees. On 28 November 2016, there followed a joint meeting of the Committees at which members were fully briefed with relevant professional and legal advice. Both Committees had gained comfort from the advice received as well as confirmation that the Agreement accorded with similar Agreements entered into by other universities. They therefore had no hesitation in making the recommendation that the Court should approve the signing of the Note Purchase Agreement (NPA) within the agreed terms on 14 December 2016 and that the authorised signatory should have discretion to agree any further minor and non-material changes to the NPA without further reference to the Court.

The Principal confirmed that the loan agreement would be communicated by way of the introductory section in the report provided by the Principal. Once the funds had been received a news item would appear in the staff newsletter. The Court agreed that all colleagues should treat the matter in confidence until then.

The Chair of Court reminded Court members that the new funds were to be used only for the purpose of investing in new capital projects to generate additional income. Members of Court had a duty to their successors to ensure that the future yields from those investments will be sufficient to cover the cost of all the relevant loan repayments over the coming years and to generate an appropriate level of return to the University.

There follows a minute of Court approval relevant to the new loan agreement (Appendix A to the minutes) as agreed with the University's solicitor, CMS.

There follows a minute of Court approval relevant to repayment of the loan to Barclays Bank, as agreed with Barclays Bank (Appendix B):

(Addendum: shortly following the meeting of Court on 9 December the Chair of Court signed the following documentation:

- *Signature Page to the Note Purchase Agreement;*
- *Senior Note Series A (confirming payments due by 14 December 2031);*
- *Senior Note Series B (confirming payments due by 14 December 2036);*
- *Senior Note Series C (confirming payments due by 14 December 2041);*
- *Senior Note Series D (confirming payments due by 14 December 2046);*
- *Note Purchase Agreement;*
- *Wiring Instructions (for the transfer of the aggregate amount of £112,000,000 14 December 2016) (countersigned by the Secretary of the University);*
- *Closing Agenda (countersigned by the Secretary of the University);*
- *Officer's Certificate to Morrison & Foerster (UK) LLP; and*
- *Incumbency Certificate of the issuer (countersigned by the Secretary of the University).*

M16/37 REPORT FROM THE FINANCE COMMITTEE (Paper Ct3/16/117)

The Court received and discussed a report from the Finance Committee relating to the meeting of the Committee held on 24 November 2016.

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

In response to a point raised by a member about reporting of heritage assets, the Director of Finance said that he would follow up on the observation made. It was not intended to suggest that heritage artefacts had no value; rather it was impossible to arrive at a value which could be expressed in accounting terms.

M16/38 REPORT FROM THE AUDIT AND RISK COMMITTEE (Paper Ct3/16/118)

The Court received and discussed a report from the Audit and Risk Committee relating to the meeting of the Committee held on 24 November 2016. The Committee Chair who presented the report drew attention to key items of business discussed by the Committee as reported.

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

M16/39 REPORT FROM THE STAFF COMMITTEE (Paper Ct3/16/121)

The Court received and noted a report from the Staff Committee relating to the meeting of the Committee held on 7 November 2016.

The Committee Chair, who presented the report, drew attention in particular to the Health and Safety related items being presented for the Court to note and to approve. These demonstrated the strength of the University's commitment to health and safety. The Committee Chair relayed thanks on behalf of the Committee to the Director of Safety and Security Services and his team for their hard work in support of the University's health and safety aims.

39.1 University Health and Safety Committee Annual Report

The Court received and noted the Annual Report for the year ended 31 July 2016 from the University Health and Safety Committee. The report, which provided an overview of the effectiveness of the University health and safety framework for the year reported, had been received and considered by the Staff Committee.

39.2 Health and Safety Policy Statement

The Court received and approved the University's Health and Safety Policy Statement (dated 13 September 2016), which had been reviewed and updated in the context of the agreed annual programme of review and re-approval and considered by the Staff Committee.

M16/40 REPORT FROM THE GLOBAL STUDENT LIAISON COMMITTEE (Paper Ct3/16/122)

The Court received and noted a report from the Global Student Liaison Committee relating to the meeting of the Committee on 9 November 2016. In the absence of the Committee Chair, the report was presented by the Deputy Chair of Court who drew attention to key items of business discussed by the Committee, as reported.

In response to a question about the Annual Student Survey referred to in the report, the Deputy Chair of Court confirmed the survey questions matched those of the National Student Survey and the Survey was augmented by additional questions.

M16/41 REPORT FROM THE ORDINANCES AND REGULATIONS COMMITTEE (Paper Ct3/16/125)

The Court received and discussed a report which was presented by the Secretary of the University on behalf of the Ordinances and Regulations Committee. The report included recommendations for modifications to existing Ordinances.

41.1 Ordinance E2: Student Union

The Court noted and approved recommended modifications to *Ordinance E2: Student Union*, noting that the changes had been proposed to reflect the change in status of the Student Union from an Unincorporated Association to an Incorporated Company Limited by Guarantee.

41.2 Ordinance B5: Court Business

The Court noted approved recommended modifications to *Ordinance B5: Court Business*, noting that the changes had been proposed to reflect the wording in the Standing Orders of the Court, made in pursuance of Article 7 of the Charter and *Statute 4: The Court*.

M16/42 ANY OTHER BUSINESS

42.1 Court rolling programme of business (Paper Ct3/16/123)

The Court received and noted a summary report, as at June 2016, of the Court's rolling programme of business for 2015/16 through until the end of the current calendar year. Members' proposals for additions and changes from members to this live document would be welcomed at any time.

42.2 Forthcoming events

The Court noted a report of forthcoming University events of potential interest to Court members which was presented by the Secretary of the University. The Principal added that a forthcoming Vice-Chancellor's Distinguished Lecture would be held at the Malaysia Campus on 10 January 2017 (Sir Terry Morgan Chairman of Crossrail, 'The Challenges and Opportunities of Building Crossrail under a Global City – London')

M16/43 DATE OF THE NEXT MEETING

The next ordinary meeting of the Court will take place on 3 March 2017. There will be an extra meeting of the Court on 19 January 2017 to consider the Annual Accounts and Financial Statements 2015/16 and related reports.

APPENDIX A

The Chair of Court was in the Chair.

The following documents (the “**Documents**”) were provided to the Meeting and considered carefully by the Court:

- (i) a note purchase agreement between the University and each of the purchasers listed in Schedule A thereto in respect of the Notes (as defined below) (the “**Note Purchase Agreement**”);
 - (ii) 2.97% Senior Notes, Series A, due on 14 December 2031;
 - (iii) 3.22% Senior Notes, Series B, due on 14 December 2036;
 - (iv) 3.31% Senior Notes, Series C, due on 14 December 2041; and
 - (v) 3.31% Senior Notes, Series D, due on 14 December 2046
- ((ii) to (v) collectively, the “**Notes**”)

It was unanimously agreed in relation to the proposed issue and sale of senior loan notes by the University pursuant to the Note Purchase Agreement to be entered into by the University (the “**Issue**”)

that,

- (i) the terms of, and transactions contemplated by the Documents together with any related documents, be approved on the terms and conditions stated therein provided always that any further minor or non-material changes may be agreed by the authorised signatory without further reference to the Court.
- (ii) the University is to execute, deliver and perform its obligations under the Documents and any related documents (to which it is a party);
- (iii) each of the Secretary of the University and the Director of Finance be authorised to negotiate and agree any remaining terms and conditions which remain outstanding at his or her sole discretion in relation to the Documents and any related documents;
- (iv) the Chair of Court of the University whom failing the Deputy Chair of Court be and is authorised individually to execute the Documents and any other relevant documents required to be executed on behalf of the University in relation to the Issue; and
- (v) the Secretary of the University whom failing the Director of Governance & Legal Services be and is authorised, on behalf of the University, to sign and/ or despatch all documents and notices to be signed and/ or despatched by it under or in connection with the Documents.

APPENDIX B

The Chair of Court was in the Chair.

The following documents (the “Documents”) were provided to and considered carefully by the Court:

- (i) a minute of the Emergency Committee of the Court of the University dated 1 November 2016 (the “Emergency Minute”) provided on 9 December 2016; and
- (ii) a proposal for consideration by the Emergency Committee of the Court of the University dated 29 October 2016 (the “Proposal”) provided on 29 October 2016 with a minute report of the decision provided on 9 December 2016.

Pursuant to the issue and sale of senior loan notes by the University under a Note Purchase Agreement to be entered into by the University on or around 14 December 2016 the (“Notes”), the Court had considered a number of financing proposals on offer to it in respect of its current financing arrangements consisting of a term and revolving credit facility in the drawn amount of £26 million with Barclays (the “Loan”). The Court had considered the costs of the financing options with Barclays and the sale proceeds the University would receive in respect of the Notes and had determined to repay the Loan in full following receipt of the sale proceeds of the Notes, in the knowledge that there would be associated breakage costs as a result of early repayment (as set out in detail in an Overview Report from Barclays Bank plc, dated 7 November 2016, which provided indicative costs associated with breaking fixed rate loans).

The Court agreed:
that,

- (i) the University proceed to repay the Loan and will incur any associated costs;
- (ii) the repayment of the Loan and incurrence of associated costs is in the best interests of the University;
- (iii) the Chair of Court of the University, Dame Frances Cairncross (whom failing the Deputy Chair of Court, Mr Tony Strachan) be and is authorised individually to execute any documents required to be executed on behalf of the University in relation to the repayment of the Loan; and
- (iv) each of the Secretary of the University, Ms Ann Marie Dalton-Pillay and the Director of Finance, Mr Andrew Menzies (acting on his or her own) be authorised to negotiate and agree the final fixed rate break costs associated with the repayment of the Loan and any related documents.

Signed

Date