

COURT

In the Chair: Dame Frances Cairncross

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

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

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

Minutes

Date of Meeting: 15 September 2017

Mr Andrew Milligan
Professor Isabelle Perez
Professor James Ritchie
Mr Tom Stenhouse
Ms Jandy Stevenson
Mr Tony Strachan
Professor Ian Wall
Mr Graham Watson
Ms Rio Watt
Professor Richard Williams

Mr Andrew Menzies
Dr Gillian Murray
Professor Garry Pender
Professor John Sawkins (via Skype)

M17/1 WELCOME

The Chair welcomed Dr Amanda Lyness and Dr Gillian Menzies, who were attending their first meeting of the Court as members elected by the University staff in spring 2017.

M17/2 APOLOGIES

Apologies had been received from the following members: Professor John Perkins; and Ms Dorothy Shepherd.

M17/3 MINUTES OF THE PREVIOUS MEETINGS

The Court approved as an accurate record the minutes of the meeting held on 25 June 2017.

M17/4 DECLARATION OF INTERESTS

The Chair of Court invited declarations of interest. Ms Lucy Conan declared an interest in that Mr Alistair Wilson (as reported in paper item Ct1/17/38, below) was a personal acquaintance of hers.

The relevant members were absent from the Court discussion pertaining to their own membership of the Court and Court committees, as reported under M17/16, below.

The Principal and the Vice-Principal were absent from the Court discussion on senior staff remuneration, as reported under M17/43, below.

M17/5 MATTERS ARISING

5.1 Lord Penrose

The Secretary of the University relayed the good news of the recent marriage of Lord Penrose, former Chair of Court. The Court conveyed its congratulations and best wishes to Lord Penrose.

5.2 Obituary notices

The Secretary of the University sought the view of the Court on the continuation of the historic practice of relaying notices of the deaths of current or former colleagues or associates of the University to the Court. Court members agreed that the Court should continue to receive obituary notices.

5.3 Autumn 2017 graduation ceremonies

The Principal encouraged Court members to attend at least one of the forthcoming Edinburgh Campus graduation ceremonies; these would take place on 14 and 15 November 2017.

M17/6 REPORT FROM THE CHAIR OF COURT

6.1 Chair and Deputy Chair of Court role sharing

The Chair of Court reported that, due to family circumstances over the next few months which would restrict her work for the Court, the Deputy Chair of Court would step in to cover the role of Chair of Court for the period October to November 2017.

6.2 Election of the alumni member to the Court 2017

The Chair of Court reported that, due to a procedural error made in the 2017 election, the University intended to re-run the election of the Watt Club elected member to the Court; arrangements were being made to conclude this process as soon as possible. Court members were provided with a copy of a letter received from an alumni member who had requested that Court members be notified of a contravention of the terms of Ordinance E3: Graduates Association, which had rendered the results of the election invalid.

The Deputy Chair of Court suggested that, as the contravention related to the way in which the votes were cast, it would be helpful in the future for the Ordinances & Regulations Committee to review the required voting method to determine whether this is the best method to apply.

M17/7 UPDATE FROM THE PRINCIPAL (Paper Ct1/17/35)

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

The Court discussed potential opportunities arising from the new programme for government released by the Scottish Government and the three Scottish Enterprise agencies.

The Deputy Principal (Learning & Teaching) was invited to say more about the University's 2017 National Student Survey results. He reported on the leading role of the University Committee on Learning & Teaching in addressing issues highlighted in the report. In October 2017, the Committee expected to receive detailed action plans from Schools, Professional Services and the Student Union for implementation in 2017/18. These plans were being established both at individual subject level and at an institutional level. A follow-up review process would follow in the early part of 2018.

The Court noted that it was intended to focus strongly on the student tutoring programme to ensure that this works effectively in all parts of the University, and that it had been acknowledged that more could be done to ensure that all provisions contributing to the student experience are both joined up and communicated effectively; strong partnership working between the University and the Student Union will be essential to achieving future enhancements. The Court also discussed the importance of managing institutional change so that its impact on staff and consequent impact on the student experience is avoided. **XXX Reserved section (Ref: Section 30, FOI(S)A.**

The Chair of the Campus Committee asked that the outcomes of the interim development and financial review of the Lyell Centre which was described in the Principal's report should be presented in due course to the Finance Committee.

M17/8 UPDATE FROM THE STUDENT UNION PRESIDENT (Paper Ct1/17/36)

The Court received and discussed a report on current and forthcoming Student Union activities, which was presented by the President of the Student Union and the Vice-President (Wellbeing).

In relation to the report of changes made to bus timetables which were adversely affecting Edinburgh Campus students, the Deputy Principal (Engagement and Staff Development) confirmed that all four Edinburgh universities were joining forces in a group approach to dialogue with the bus transport operators.

The Court noted that planning was underway for Diversity Month in October 2017. The Chair asked that information on the forthcoming events be circulated to Court members via the Secretary of the University.

M17/9 ANNUAL REPORT TO THE SCOTTISH FUNDING COUNCIL ON INSTITUTION-LED QUALITY REVIEW (Paper Ct1/17/37)

The Court received the Annual Report to the Scottish Funding Council (SFC) on Institution-Led Quality Review for 2016/17, which was presented by the Deputy Principal (Learning & Teaching). At its meeting in June 2017, the Court had considered an earlier draft of the report. The final draft presented at the September meeting reflected comments and feedback provided by Court members during the earlier consultation phase.

A member of the Court queried whether, in the light of the University's aim to improve its NSS performance, a cycle of regular reviews (e.g. every 2/3 years) should be established for non-academic student facing services. The Deputy Principal agreed that this was a valid point adding, in relation to academic reviews that, while the University had adopted a five-yearly review cycle, where areas of risk had been identified, then a more frequent pattern had been applied; the programme was therefore adaptable to circumstances. He acknowledged that there may well be benefits in adopting a lighter touch approach to reviews, while making reviews more frequent.

A question was raised about the University's efforts to monitor attendance and also deal with contractual cheating. The Deputy Principal explained that a one-size-fits all approach would not be effective. As regards attendance, for many of the very large lecture classes a sign-in system would be impractical and students who wished to do so would be able to circumvent practical methods of attendance checking that might be applied. Instead, it would be better to create good reasons for students to attend, using class time in new and better ways. In relation to contractual cheating the Deputy Principal reported that this matter was under continuing review and the University's Academic Regulations were being reviewed to take all risks into account. An examinations time-zones policy also served to reduce the risk of cheating in assessments held world-wide. The Deputy Principal reported that he would be happy outside of the meeting to share further information that the measures the University was taking to address the risk of assessment cheating.

The Court agreed that the Annual Assurance Statement for 2016/17 should be signed off by the Chair of Court and the report should be submitted to the SFC.

M17/10 PLAN FOR THE STRATEGIC PLAN (Paper Ct1/17/38)

The Court noted and discussed a report which set out the proposed plan for development of the new Strategic Plan (2018 – 2025) over the course of the current academic year, towards approval by the Court in September 2018 and subsequent publication and submission to the Scottish Funding Council. The Secretary of the University tabled a paper which provided an overview of the stages in the development process in summary form. The Court also noted information on, and provided by, Dr Tom Kennie and Dr Alister Wilson of the Ranmore Consulting Group, who had been commissioned to support the University to develop its Strategic Plan. It was agreed that a Horizon Scanning paper produced by Tom Kennie and Alister Wilson should be distributed following the meeting.

The following observations and comments were raised in the course of discussion:

- stress testing, scenario analyses and risk review will be important elements in the development process and should therefore be firmly embedded in the process;
- staff should be engaged fully in the process, and able to submit their ideas from an early stage. Consideration should be given to setting up a suggestion box;
- the Deputy Principal confirmed that the University Committee for Learning & Teaching, in its work to develop the Learning and Teaching strand of the Strategic Plan, will ensure that staff and student stakeholders at every campus have an opportunity to engage with the process;
- the involvement of the University's subsidiary companies should be established from an earlier point than indicated in the timeline;
- the Plan should be ambitious and, as far as possible, developed through a bottom-up process;
- Ranmore should have a stretching brief which takes a wide view, going beyond the higher education sector, and which is international in scope;
- international stakeholder engagement should be referred to explicitly in the plan for the Strategic Plan;
- KPI discussions as set out early in the process are confusing, as development of the strategy should come first. The Vice-Principal explained the anticipated two-stage process of, firstly identifying the right measures and, subsequently, determining what targets should be set against those measures, and where the overall balance is set. There will be some KPIs which the University must have as core, while others will be established as a result of decisions taken on the future ambition and focus of the institution;
- technology should have a prominent place at the front end of horizon scanning activities;
- the importance of maintaining a clear distinction between strategic and operational planning, with the former driving the latter, and ensuring that opportunities for funding are aligned to deliver against a firmly established vision;
- the proposed seven-year horizon for the Strategic Plan represents a long time-span in a very uncertain political and economic climate. One member suggested that perhaps there should be an interim Plan which is revisited post-Brexit. Another suggested a process of rolling review which supports frequent testing of the direction of travel, while another proposed a clear three-year Plan with less clarity set around the more uncertain later years of the Plan;
- the Principal proposed that a finely-tuned ambitious and clear plan for the future would be necessary if the University is to continue to attract high quality academic staff, an interim Plan would not be an attractive option; and
- in relation to staff focus and time, the relatively large scale of the Strategic Plan development process should be managed carefully against other important priorities in the period ahead; those priorities included including managing major risks. The University should therefore establish its risk appetite for change in this context.

The Chair of Court reported that the Court would receive regular updates on the development of the Strategic Plan at each of its meetings in the year ahead. The Court noted that its own direct engagement in the process would start at the Court Strategy Day in November 2017.

M17/11 REPORT FROM THE ORKNEY DEVELOPMENT BOARD (Paper Ct1/17/39)

The Court received and discussed a report from the Orkney Development Board which was presented by the Deputy Principal (Business & Innovation) and the Head of the School of Energy, Geosciences, Infrastructure & Society. The report summarised recent developments around building capabilities and relationships in support of the Orkney Campus.

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

M17/12 REPORT FROM THE DUBAI NON-EXECUTIVE ADVISORY GROUP (Oral report)

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

M17/13 REPORT FROM THE FINANCE COMMITTEE (Paper Ct1/17/40)

The Court received and noted a report from the Finance Committee which related to the meeting of the Committee held on 22 August 2017.

13.1 Edinburgh Business School (EBS) capital expenditure proposal

The Court noted and approved a proposal, submitted by Edinburgh Business School via the Finance Committee, to spend £1.5 million on a programme of refurbishment of the EBS building. Provision had been made within the University's Four-Year Financial Plan approved by the Court in June 2017; however, within the terms of the Member Agreement between the University and the School, EBS must seek the approval of the University to make any individual investment in excess of £500,000.

13.2 Other business reported

The Deputy Chair of Court drew attention to the update report that the Committee had received on the Edinburgh and South East Scotland Region City Deal and the full-year Management Accounts for 2016/17, which had been provided to the Court. **XXX Reserved section (Ref Section 30, 33 FOI(S)A).**

M17/14 REPORT FROM THE AUDIT AND RISK COMMITTEE (Paper Ct1/17/41)

The Court received and noted a report from the Audit and Risk Committee which related to the meeting of the Committee held on 24 August 2017.

14.1 Ethical Business: Charitable Gifts Acceptance Policy

The Chair of the Committee presented the Ethical Business: Charitable Gifts Acceptance Policy, but confirmed that the Committee had some remaining concerns about some of the narrative contained within it. The concerns were echoed in points raised by a few Court members. The Court was nevertheless in agreement that having such a policy in place is important

The Court therefore agreed that the Charitable Gifts Acceptance Policy should be implemented with immediate effect, with the proviso that, before summer 2018, the Policy should be reviewed and further developed. As part of this process the Policy should be re-submitted to the Audit and Risk Committee for review. The Policy should also be considered by the Endowment Committee.

Court members were invited to submit any comments on the Policy to the Secretary of the University. Specific points raised at the meeting in relation to the current wording of the Policy included the following:

- a revision should be made to the statement relating to gifts from students' parents;
- clarity is needed around sections 5.1 and 5.2 if it is not the intention to preclude co-organised activity with the Watt Club Council or the Student Union; and
- in 6.4 the reference to "Deputy Vice Principal" should be amended.

The Court endorsed the involvement of Sue Collier, Director of Governance & Legal Services, in taking forward the next stage of development of the Policy.

14.2 Other business reported

The Chair of the Committee drew attention to the interesting presentation on Brexit which had been provided to the committee by a senior advisor from PwC. This would be of potential interest to the wider Court membership. The Chair of the Committee also drew attention to the good progress that had been made in implementing the external audit recommendations in respect of research accounting.

M17/15 REPORT FROM THE GOVERNANCE & NOMINATIONS COMMITTEE (Paper Ct1/17/42)

The Court received and discussed a report, presented by the Secretary of the University on behalf of the Committee, which related to the meeting of the Committee held on 4 September 2017. The report included a number of recommendations for consideration and approval as well as other matters reported for information. The report was presented in two parts, as recorded below.

M17/16 COURT AND COURT COMMITTEE SUCCESSION PLANNING AND 2017/18 RECRUITMENT CAMPAIGN: PART 1, SUCCESSION PLANNING (Paper Ct1/17/42)

16.1 Court membership

The Court approved the recommendations of the Committee that the membership periods of the following be renewed for a period of three years from 1 August 2018 to 31 July 2021:

- Ms Morag McNeill;
- Mr Graham Watson; and
- Ms Rio Watt.

The Court noted that, in each case, the member had confirmed their willingness and availability to accept the invitation to serve for the further period.

The Court approved the recommendation that the membership periods of the following would end on 31 July 2018 and that new Court appointees with different skills sets may be sought through the 2017/18 recruitment campaign, in time replacing members who have additional roles within the ambit of the Court and whose terms will end by 2019:

- Ms Lucy Conan; and
- Ms Dorothy Shepherd.

16.2 Audit and Risk Committee

The Court approved the recommendations of the Committee that:

- the membership of Ms Morag McNeill be extended for a further year from 1 August 2018;
- the membership of Ms Rio Watt be extended for a further three years from 1 August 2018; and
- the membership of Ms Suzanne Wilson, as co-opted member of the Committee, be renewed for a further three years from 1 August 2018.

The Court noted that Ms Morag McNeill and Ms Rio Watt had already confirmed their willingness and availability to accept the invitation to serve on the Committee for the further period.

16.3 Campus Committee

The Court approved the recommendations of the Committee that:

- Dr Gillian Menzies, staff member of the Court, be appointed to the membership of the Committee with immediate effect, her term of office to run concurrently with her membership of the Court to 31 July 2020; and
- the renewal of the membership of the Committee of Mr Norrie Westbrook, as a co-opted lay member, for a period of three years from 1 August 2018.

The Court noted that Dr Gillian Menzies and Mr Norrie Westbrook had already confirmed their willingness and availability to accept the invitations.

The Court noted that Ms McNeill's membership of the Campus Committee would end on 31 July 2018.

16.4 Finance Committee

The Court approved the recommendations of the Committee that:

- Mr Graham Watson be appointed to the Finance Committee for a further period of three years from 1 August 2018. The period of appointment should last as long as he remains a member of the Court. During that time Mr Watson will hold the position as Chair of the Committee; and
- Ms Marta Phillips be appointed as co-opted lay member of the Finance Committee for a further period of three years from 1 August 2018.

The Court noted that Mr Graham Watson and Ms Marta Phillips had already confirmed their willingness and availability to accept the invitations.

The Court agreed that the vacancy left by Ms Dorothy Shepherd from 1 August 2018 should be filled with a new Court member following the 2017/18 recruitment campaign.

16.5 Global Student Liaison Committee

The Court approved the recommendation of the Committee that Ms Rio Watt should be appointed to the membership of the Global Student Liaison Committee for a further period of three years from 1 August 2018. The period of appointment should last as long as she remains a member of the Court. During that time Ms Watt will hold the position as Chair of the Committee.

The Court noted that Ms Watt had confirmed her willingness and availability to accept the invitation.

16.6 Staff Committee

The Court approved the recommendations of the Committee that Dr Amanda Lyness should be appointed to the membership of the Committee with immediate effect for a period of three years until 31 July 2020. The period of appointment should last as long as she remains a member of the Court.

The Court noted that Dr Lyness had already confirmed her willingness and availability to accept the invitation.

The Court agreed that vacancies arising in the Court member and co-opted lay membership of the Committee should be filled via the 2017/18 recruitment campaign.

16.7 Ordinances and Regulations Committee

The Court approved the recommendations of the Committee that Ms Morag McNeill be appointed to the Ordinances and Regulations Committee in the category of Court member for a period of three years from 1 August 2018. The period of appointment should last as long as she remains a member of the Court.

The Court noted that Ms McNeill had already confirmed her willingness and availability to accept the invitation.

The Court noted that Dr Shonaig Macpherson had confirmed that she would be unable to accept a further period of appointment to the Ordinances and Regulations Committee from 1 August 2018. The future vacancy should therefore be filled via the 2017/18 recruitment campaign.

16.8 Endowment Committee

The Court approved the recommendations of the Committee that:

- Mr Cameron Millar be appointed as co-opted lay member of the Endowment Committee for a further period of three years from 1 August 2018; and
- Mr Brian Robertson be appointed as co-opted lay member of the Endowment Committee for a further period of three years from 1 August 2018.

The Court noted that Mr Cameron Millar had already confirmed his willingness and availability to accept the invitation. [Mr Brian Robertson yet to confirm]

M17/17 COURT AND COURT COMMITTEE SUCCESSION PLANNING AND 2017/18 RECRUITMENT CAMPAIGN: PART 2, RECRUITMENT CAMPAIGN (Paper Ct1/17/42)

The Court noted the report of the Committee on plans for the Court and Court Committee recruitment campaign to take place over the latter part of 2017 and the early part of 2018. The Committee had considered the recruitment aims and timeline, the skills and experience which

should be sought, advertising outlets, the composition of recruitment panels, and suggestions in relation to prospective and new member support.

The Court noted the approaches to the recruitment campaign, as set out, and the Secretary of the University reported that, as part of the process, Court members will be invited to propose nominees who should be encouraged to apply.

17.1 Report of the Court Effectiveness Review 2016/17

The Court received a report on the outcomes of the 2016/17 Court Effectiveness Review exercise, which was presented by the Deputy Chair of Court. The report had been updated since the report had been presented to the Court in June 2017.

The Court noted the recommendations arising from the Review and agreed that these should be adopted. The Deputy Chair observed that by the time of the forthcoming five-yearly Court Effectiveness Review he expected that many of the issues which had emerged in the 2016/17 report will be on a path towards being resolved.

17.2 Externally facilitated five-yearly Court Effectiveness Review 2017/18

The Court noted the current status of the tendering process associated with the planned externally-facilitated review of Court Effectiveness in 2017/18, and agreed with the recommendations made by the Committee in relation to the next steps towards full evaluation of bids from the interested parties.

M17/18 REPORT FROM THE REMUNERATION COMMITTEE (Paper Ct7/17/43)

The Court received and noted a report from the Remuneration Committee relating to the meeting of the Committee held on 25 August 2017, which was presented by the Deputy Chair of Court. The report set out a summary of the reward decisions made on the rewards payable in 2017 across all Grade 10 categories of staff. The Deputy Chair drew the attention of the Court to the decision of members of the University Executive to forego any contribution pay or bonus award for 2017 in order to assist with the savings required to be made from the University budget. He expressed gratitude for those contributions to be recorded. The report confirmed that the appropriate policies and procedures had been followed in relation to decisions on remuneration.

The Deputy Chair also drew attention to the Committee's recommendation in relation to the remuneration of the Principal and Vice-Chancellor; this was an area for continuing careful review. The Court noted and discussed the careful balance which needed to be struck, taking cognisance of public perceptions, as well as the impact of Vice-Chancellors' salaries on differential pay levels below that rank, while recognising the status and mission of the University within the wider and competitive higher education sector market place. The Court indicated that it was broadly content with the approach being taken by the Remuneration Committee with several members suggesting that, over the future period, the Committee should consider justifiable incremental rises, made at the appropriate times and thereby avoiding the risk of a significant increase becoming necessary to resolve any accumulated lag. **XXX Reserved section (Ref: Section 30, 33, FOI(S)A).**

The Court received and noted a supplementary report from the Chair of Court which, in accordance with Scottish Code of Good Higher Education Governance advice, summarised the Court's views on the performance of the Principal in 2016/17 and set out broadly the targets against which the Principal's performance will be assessed in 2017/18.

The Principal and the Vice-Principal were absent from the meeting during discussion on the report.

M17/19 REPORT FROM THE STAFF COMMITTEE (Paper Ct1/17/44)

The Court received and noted a report from the Staff Committee, which related to the meeting of the Committee held on 25 August 2017.

Set out in Appendix 1 alongside the Committee's report, the Court received an update report on the Enhanced Voluntary Redundancy Scheme which had been launched in March 2017. The Court

noted the savings delivered thus far, the patterns within applications and acceptances and the factors which will guide the next steps.

The Court noted also the potential impact of the USS pension deficit. There would be an opportunity for the Court to discuss pension liabilities in more detail at its Strategy Day on 10 November 2017.

M17/20 COURT ROLLING PROGRAMME OF BUSINESS (Paper Ct1/17/45)

The Court noted a report of its rolling programme of forward business. Court members were invited to suggest additions to the programme.

M17/21 REPORT FROM THE EMERGENCY COMMITTEE OF THE COURT (Paper Ct1/17/46)

The Court received and noted a report from the Emergency Committee of the Court which included minute records of matters of business which had been dealt with by the Committee during the period since the last meeting of the Court held on 25 June 2017.

M17/22 OBITUARY (Paper Ct1/17/47)

The Court noted with sadness the report of the recent death of Ms Gerda Bartsch.

M17/23 FORTHCOMING EVENTS (Paper Ct1/17/48)

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 Court noted that it would receive clarification of forthcoming November graduation ceremony dates at the Edinburgh Campus, as the dates in this report differed from those reported in the report to the Court from the Principal.

M17/24 DATE OF NEXT MEETING

The next meeting of the Court will take place on 10 November 2017 (Court Strategy Day).

Date

Signature