M20/79 WELCOME AND ANNOUNCEMENTS

The Chair welcomed the following, who were attending their first meeting of the Court: Professor Mark Biggs, Vice-Principal & Provost; Professor Marc Desmulliez, Staff elected member; Professor David Cobham, trade union nominated member; and Mr Jürgen Munz, trade union nominated member. Dr Brian Henderson, who was absent from the meeting, had also joined the Court from 1 August 2020 as the Watt Club appointed member. The Chair welcomed Lord Iain Vallance to the meeting.

The Chair reported that the Global Director of HR, who was present at the meeting, would be invited to sit in attendance at all future meetings of the Court.

The Chair reminded Court members of the extreme sensitivity of some of the papers presented and emphasised the need to maintain confidentiality.

M20/80 APOLOGIES

Apologies were received from: Dr Amos Haniff, Dr Brian Henderson, Professor Ammar Kaka, and Professor Gill Hogg, who had been invited to attend the meeting.

M20/81 MINUTES OF THE LAST MEETING

The Court approved as an accurate record the minutes of the meeting of Court held on 23 July 2020.

M20/82 DECLARATION OF INTERESTS

The Chair of Court invited declarations of interest. No interests were declared. Ms Ruth Moir, Acting Secretary of the University, was absent from the discussion on the University Secretary appointment (item M20/96), and the relevant Court members recommended for appointment to Court committees (item M20/97) were also absent from the discussion at the appropriate points.

M20/83 MATTERS ARISING

83.1 The Principal reported on recent, well attended open staff briefing meetings including the most recent held on 21 September 2020. The link to this recorded event had been shared with Court
members. The Principal reported also on the outcomes of the recent second ‘pulse survey’ which had signalled a mixed mood among staff facing return to campus based work or continued home-based working.

M20/84 COURT ACTION LOG

The Court noted the Court Action Log which had been updated as of September 2020.

84.1 The Court noted that the action arising in the minutes of July 2020 to inform the Court about how the outcomes of the Cubane Review are being used to inform Executive decision-making had not been captured in the Court Action Log and a correction would be made. The Court noted that this information will be embedded in presentations on institutional change, including the report to Court to be provided by the Global Director of HR on 25 September 2020.

84.2 In relation to action SD/19/10 and the request for increased transparency in and regular reporting of income generating projects, the Acting Secretary of the University (Ms Ruth Moir), reported that this would be considered in reporting to the Court in November 2020 and beyond.

M20/85 REPORT FROM THE CHAIR OF COURT (Oral report)

The Chair of Court outlined his view on the priorities for the Court over the period ahead and the Court’s role. The Chair:

- reminded the Court of function of governance described by the Higher Education Governance (Scotland) Act 2016 and the Scottish Government Nine Principles of Public Life which, as the Chair, he had responsibility to ensure are upheld by the Court;
- reminded the Court that each member carries equal responsibilities and has an equal voice. He emphasised the duty of Trustees at all times to act in the best interests of the University, with individuals setting aside their associated constituencies; and
- outlined key priority areas that he believes should define the work of the Court over the period ahead:
  - actions to secure financial sustainability, as the topmost priority, while delivering against Strategy 2025 and abiding by the University’s values. The Chair commented on the importance of the move to a rolling budget review process including continuous monitoring of underpinning financial assumptions, and the USS pensions issue, which will require special consideration sooner rather than later;
  - developing the culture and tone of the University so that both reflect a values-led ethos. The Chair commented on the outcomes of the last Staff Engagement Survey and the need to ensure a co-operative team-work approach between the Court and the Executive, while maintaining the normal expectations of governance challenge. A contribution to this aim is being achieved through the Chairs and Executive fortnightly meeting which is helping to ensure Court maintains timely awareness of the relevant issues. He emphasised that there are metrics which could be adopted to monitor and measure improvements in cultural aspects; and
  - improving governance effectiveness. The Chair reported that the University had demonstrated governance compliance; however, more remained to be done to increase governance effectiveness and efficiency. He would work further with the University Secretary to identify where further improvements can be made.

The Chair reported that a renewed Court Effectiveness Action Plan would be developed by the end of the calendar year for consideration by the Court.

M20/86 UPDATE FROM THE PRINCIPAL (Paper Ct4/20/45)

The Court received and discussed an update report from the Principal. Before turning to his report the Principal confirmed his endorsement of and the Executive’s alignment to the three priority areas which had been highlighted in the Chair of Court’s report and which resonated with the ethos and Strategy of the University.

The Principal drew attention to recent significant activities and achievements across the University, highlighting the achievement of teams delivering Responsive Blended Learning and working hard to
support staff and students who, especially, had endured a great deal in recent times. He expressed thanks for the exceptional work undertaken by staff to ensure continuity of learning and social engagement in ways which reflect the University’s values.

The Principal drew attention to the matter of the current student and staff experience across all campuses, given current circumstances. He reported that the University had not experienced any catalytic growth in Covid-19 cases, and the vast majority of students had behaved well, contributing to a safe campus environment. The Principal reported that while 13 students had tested positive for the virus off campus, there are currently no cases of Covid-19 in campus student accommodation at Scottish campuses or either of the Dubai or Malaysia campuses and therefore no isolation on campus, as had been seen in other Scottish universities. A video had been produced jointly with the Student Union encouraging and thanking students for their continuing safe and responsible behaviour.

The Principal reported on small numbers of staff at the Edinburgh and Dubai Campuses who had tested positive and/or were in isolation. He reported that some staff members were working at Scottish Campuses on a limited capacity and where staff members are able to work from home they are continuing to do so. Based on current Government advice, this arrangement is expected to extend into 2021. The Principal reported that the mood among staff is broadly encouraging although feelings of isolation were evident especially among a proportion of those continuing in home-based working.

The Vice-Principal (Malaysia) reported that more than 1000 students and 100 staff are on site at the Malaysia campus every day. Communications are being relayed through monthly “town hall” meetings, through video productions (including for welcome events) and through social media. At a national level Covid-19 is largely under control with the wider community largely adhering to strict government rules.

86.1 Covid-19 crisis and student welfare

The Principal invited the President of the Student Union to provide an update on the student experience at Scottish campuses.

The President of the Student Union reported on a general feeling of isolation amongst students in campus accommodation and a wish for opportunities to socialise. In contrast, the general view is positive about flexible online learning being provided where students are adapting to the new delivery methods and are feeling well supported. The President reported positively on the return of societies and sports back on campus and the level of student engagement through online platforms.

The President relayed the more negative views among the student population relating to external factors, including recent press coverage which had tended to homogenise and blame students for rising case numbers and had increased concerns about future lockdown (e.g. over the Christmas period). She expressed her hope that students on Scottish Campuses will heed the Scottish Government restrictions in relation to socialising over the forthcoming weekend. She reported that work is continuing to identify opportunities to extend social opportunities via online means, as well as safe physical means. She reported also on takeaway and food-box delivery services that are being provided. The Court noted that further discussions would take place outside of the meeting to consider forward strategies in relation to shop and bar spaces at the Edinburgh campus.

The Court noted the new disciplinary measures announced by the Scottish Government which could, as a last resort, over-ride universities own disciplinary policies. The Principal reported that the University’s existing disciplinary approaches are currently being applied and dialogue is continuing with the Scottish Government on the matter of controls with a view to agreeing measured approaches. The Court noted that NUS Scotland is also maintaining dialogue with the Scottish Government.

In response to a question about practical support for students’ mental health including counselling support at this time, the President of the Student Union reported that two advice hub advisors have been overwhelmed by requests and queries. She highlighted the need for the Student Union to prioritise its work in this area and to ensure that students who do not reside on campus are not feeling especially isolated and that all students are aware of the resources that are available to help them. It was noted that there is potential that increased resources will be needed to support students, and the President reported that wider issues besides isolation are impacting on students.
She reported that financial hardship and damage to employability through a reduction in the amount of part-time employment opportunities available are also having a negative impact.

The Court noted that the University is currently awaiting advice on the opportunity to use Car Park A space as a regional test site for a Covid-19. It was noted that access to reliable testing is patchy and while Heriot-watt has had no experience of a campus outbreak itself the Principal is maintaining contact with others in the sector.

In response to a question from the Chair of the Finance Committee, the Principal reported that the University will have more accurate information in the coming week on the extent of any termination of campus accommodation leases. The Court noted that there had been a number of lease terminations already, although so far this was not significantly different from an average year and that the situation will continue to be monitored.

The Court discussed communications issues and encouraged the University to ensure that positive steps and achievements are being well communicated to students, staff and the wider community.

86.2 Economic Recovery Prospectus

The Deputy Principal (Enterprise & Business) provided an update report on the University’s Recovery Prospectus which had been reported within the Principal’s Report to the Court. She reported on recent outputs of discussions on the focus of the Recovery Prospectus: to deliver on Strategy 2025; to reflect the University’s drive to support wider economic recovery, while positioning the University as a partner of choice, and demonstrating agility and responsiveness. The resulting Prospectus described four key commitments (to align research to inclusive economic growth and green recovery; to focus on the skills and expertise needed for the future; to inspire ambition, resilience and enterprise; and to utilise global networks to drive transformative recovery).

The Deputy Principal highlighted initiatives within the Prospectus to build on Graduate Apprenticeship opportunities and to skill young people for future new jobs. She encouraged Court members to contact her if they wish to contribute support for such initiatives.

The Principal thanked the Deputy Principal and the wider team involved in the development of the Prospectus. In association with the Centre of Excellence in Smart Construction (CESC) at the Dubai Campus, which will contribute to delivery of the recovery agenda, the Principal reported on the recent appointment of His Excellency Dr Abdullah Belhaif Al Nuaimi, UAE Minister of Climate Change and Environment to the position of Chair of the Board for CESC. The University hoped to secure further similar senior appointments in the future.

86.3 Other matters reported

The Court noted other matters included in the Principal’s Report. In response to a question about the successful stage 1 bid for ‘Strength in Places’ funding to create a Centre for Regulated Bio-Manufacture on the Edinburgh Campus, the Deputy Principal (Research & Innovation) reported that the plan is centred around a new building and a business case for bid submission is under development for Finance Committee and Court consideration in November 2020.

M20/87 INSTITUTIONAL CHANGE AND SAVINGS: UPDATE REPORT (Oral report)

The Court noted and discussed oral update reports on the Institutional Change and Savings Programme by the Global Director of HR and the Global Chief Financial Officer.

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

M20/88 STUDENT RECRUITMENT UPDATE (Oral report)

The Court received an update report on student recruitment from the Acting Secretary (Ms Lucy Everest). XXX Reserved section (Ref: sections 30,33 FOI(S)A).

The Acting Secretary drew attention to caveats on income predictions. Student numbers had not yet settled and were by no means guaranteed; the picture would be clearer by November 2020. There remained a risk that enrollers could drop out once fees are due or because of a lack of engagement
with online learning. It was noted that, while the majority of international students have enrolled, they have not yet arrived on campus. The risk remained of a future lockdown which would impact on continuation of studies and accommodation income.

M20/89 REPORT FROM THE STAFF COMMITTEE (Paper Ct6/20/52)

The Court received and noted a report from the Staff Committee which related to the meeting of the Committee held on 1 September 2020. The report included an annual report to the Court on Equality and Diversity for formal receipt. All matters were presented for information.

The Global Director of HR presented the Annual Report on Equality and Diversity as the first of its kind received by the Court, and in keeping with guidance provided in the Scottish Code of Good Higher Education Governance.

The Court noted that an Equality and Diversity Strategy is under development which will apply a global approach to Equality and Diversity, which is relevant and fit for purpose at all campuses, taking cognisance of differing cultural reference points. The committee Chair also highlighted the need for a People Strategy as a priority piece of work which will weave together the Equality and Diversity Strategy with wider strategic people and culture aims.

A staff member of the Court highlighted campus experience (in the social sciences) of a relatively low proportion of UK BAME staff members with the majority coming from overseas locations. He also encouraged more work be undertaken to monitor and report on the long-term trend in pay differentials as evidence to measure progress against equality goals.

M20/90 REPORT FROM THE SENATE (Paper Ct6/20/46)

The Court noted a report from the Senate which related to the meeting of the Senate held on 3 September 2020. The report included one matter presented by the Senate for approval, while the Court noted other matters which were reported for information.

90.1 Ordinance A2: Members of the University

The Court approved proposed modifications to Ordinance A2: Members of the University. The Court noted that the main changes had been proposed to align the wording of the Ordinance to recently modified Ordinances relating to Emeritus, Honorary and Visiting titles. The modifications to the Ordinance had been approved also by the Governance & Nominations Committee at its meeting on 10 September 2020.

M20/91 REPORT FROM THE FINANCE COMMITTEE (Ct6/20/47)

The Court noted a report from the Finance Committee which related to the meeting of the Committee held on 10 September 2020. The Committee had recommended for approval a revised Intellectual Property Policy which was considered and approved by the Court under the cover of the report from the Audit and Risk Committee (Paper Ct6/20/48) as the lead proposing Court committee. All other matters were reported for information.

91.1 Intellectual Property Policy

The Court noted the Committee’s endorsement of the revised Policy. The Committee Chair, on behalf of the Committee, commended the new Policy, as a first-class, market-leading piece of work which provides creative approaches to Intellectual Property and its beneficiaries.

91.2 Management Accounts to the end of July 2020

The Court noted Management Accounts and Group Financial Dashboard for the period to 31 July 2020 (full year) and the Committee’s comfort with the indicated year end position, albeit still subject to some adjustment. The end position would fall well within bond covenants. The Committee Chair emphasised the importance of the University’s relationship with its Bond Holders and confidence that the Executive are fostering a supportive relationship with them and thinking well ahead.

91.3 Other matters reported
The Committee Chair drew attention to the Committee’s discussion focusing on the GRID building and progress made against the original business plan. The Committee had welcomed the achievements of the centre which defined it as a very distinctive feature of the University, providing a platform that is encouraging and fostering activities across boundaries and across all campuses.

M20/92 REPORT FROM THE AUDIT AND RISK COMMITTEE (Paper Ct6/20/48)

The Court received and noted a report from the Audit and Risk Committee which related to the meeting of the Committee held on 9 September 2020. The report included two matters presented for approval and other matters which were included in the report for information.

92.1 External Audit Fee 2019/20

The Chair of the Audit and Risk Committee tabled and presented an additional summary report to the full report which was presented with the request that the Court approve an increase in the External Audit fee to be paid for the 2019/20 external audit. Exceptionally, Court approval had been sought because of the scale of the increase proposed by the External Auditor.

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

92.2 Intellectual Property Policy

The Court discussed and approved a new substantially revised Intellectual Property (IP) Policy which the Committee recommended to the Court for approval.

The Court noted that the Policy had been revised in response to a previous internal audit report and met the need to establish a globally relevant Policy. It was noted that ‘commercialisation’ arrangements would be contained within a different procedure following further consultations. It was noted also that existing guidance on spin-out company formation would also be reviewed and updated.

The Court noted that the Committee had endorsed the IP Policy for implementation in order to mitigate an existing risk. However, at its meeting in February 2021 (at the earliest) the Committee would receive a further update of the Policy to address issues raised around commercialisation following appropriate further consultations. The Deputy Principal (Enterprise & Business) reported that the Policy would be accompanied by a new commercialisation framework.

The Court noted that the new Policy provisions, which were more favourable to and incentivised entrepreneurship, would not apply the new rules retrospectively.

M20/93 DELIVERING STRATEGY 2025 IN DUBAI: UPDATE REPORT (Paper Ct6/20/49)

The Court noted and discussed a Programme Update Report on the Dubai Campus transition project, dated September 2020. The Acting Secretary of the University and Project Sponsor drew attention to continuing focused work to complete the handover process from Study World, and other key matters, as reported in the paper the Court received.

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

M20/94 REPORT FROM THE STUDENT UNION (Paper Ct6/20/51)

The Court noted a report from the Student Union which reported on key activities and matters of news since the last report to the Court in June 2020. All matters were reported for information.

The President of the Student Union drew attention to the activities of the Student Union working in partnership with the University to prepare for the new academic year including the freshers’ welcome. The student experience had been at the core of the Union’s activities and many recent successes.
XXX Reserved section (Ref Sections 30,33 FOI(S)A).

The Principal reported that the University will be remaining in close dialogue with the Student Union about the Union’s financial position and resources. In relation to funding to support cases of student hardship the Principal confirmed that as well as Funding Council resources to support student hardship, the University received other financial resources which can be utilised to alleviate student hardship across all parts of the University.

M20/95 ANNUAL REPORT TO THE SFC ON INSTITUTION-LED QUALITY REVIEW (Paper Ct6/20/53)

The Court received the Annual Report for the Scottish Funding Council (SFC) on Institution-Led Quality Review for 2019/20, which was presented by the Deputy Principal (Learning & Teaching). The Court had considered an earlier draft of the report in summer 2020, with the opportunity for members to provide comments. The report had been updated in the light of comments received. The Deputy Principal (Learning & Teaching) relayed thanks to Court members whose contributions had helped shape the final report and relayed particular thanks to Professional Service colleagues who had been involved in the development of the report.

No further changes were recommended and the Court agreed that the Annual Assurance Statement for 2019/20 should be signed by the Chair of Court and submitted with the report to the SFC by the due deadline date.

M20/96 APPOINTMENT OF UNIVERSITY SECRETARY (Paper Ct6/20/54)

Ms Ruth Moir, Acting Secretary of the University, was absent from the Court discussion on this item of business.

The Court approved the appointment of Ms Ruth Moir to the position of University Secretary from 1 October 2020, noting a description of the role and summary CV information for Ms Moir.

The appointment was proposed in terms of Ordinance K1: Appointment of the Secretary and the Court noted views received from members of the Senate which were relayed with the report of the joint Court and Senate Secretary appointment committee established in terms of Ordinance K1. The Chair of Court and the Principal & Vice-Chancellor, who had jointly presented the recommendation, both reported their strong confidence in the appointment which had been unanimously supported by the appointment committee.

Court members relayed congratulations to Ms Moir on her forthcoming appointment.

M20/97 REPORT FROM THE GOVERNANCE & NOMINATIONS COMMITTEE (Paper Ct6/20/55)

The Court received and noted a report from the Governance & Nomination Committee which related to the meeting of the Committee held on 10 September 2020. The Court members whose appointments to Court Committees were considered and approved left the discussion at the appropriate points.

97.1 Meetings of non-executive members of the Court
The Court approved the recommendation that the Court should adopt the practice of scheduling of regular meetings during the year for the Chair to meet with other non-executive (independent lay) members of the Court. The recommendation had been made with reference to the outstanding Action 71.2.3. and no decision-making or formal recording will be involved in such meetings.

The Chair of Court advised that he would be happy to Chair similar regular meetings for staff members of the Court.

97.2 Court Statement of Primary Responsibilities
The Court approved a minor modification to the Court Statement of Primary Responsibilities (SoPR), noting that the SoPR had been reviewed and updated in the context of the regular cycle of annual review.
97.3 **Ordinance A2: Members of the University**
The Court noted the approval of the Governance & Nominations Committee for modifications to Ordinance A2: Members of the University which had been proposed by the Ordinances & Regulations Committee. The Court had approved revisions to the Ordinance which accompanied the Senate report to the Court (Paper Ct6/20/46, above).

97.4 **Annual Stakeholder Meeting**
The Court endorsed the approach to and suggested content of the University’s next Annual Stakeholder Meeting (ASM) which were proposed by the Committee. The Court noted that a programme for the ASM, suggested to take place online in spring 2021, would be developed further and presented for Court approval.

97.5 **Court Effectiveness Mid-Point Review**
The Court noted the proposed approach to the next Court Effectiveness Review. The Chair of Court reported further on Court Effectiveness under M20/85, above.

97.6 **Future schedule of Court meetings**
The Court approved the Committee’s recommendations that the forward schedule of Court meetings should be revised from January 2021 with meetings to be held normally on a Thursday rather than a Friday which is not a working day at the Dubai campus. The recommendation had been made following a survey of Court members view which was undertaken in summer 2020. The Court noted that further work will be required in consultation with the Finance Directorate to ensure that meetings of the Finance Committee (and consequently the Court) are aligned to the quarterly budget reset points from the autumn period 2020 through the entirety 2020/21. Pending completion of this consultation no actual future Court dates are being proposed yet.

97.7 **Appointments to fill Court vacancies and the HWUM Board**
The Committee agreed that the following vacancies on the Court should be advertised from late September 2020:

- the position left by Mr Grant Innes from 1 August 2020. It was agreed that the skills and experience sought should include an understanding of research, innovation and scholarship from a higher education policy and funding perspective and/or Institutional development and fundraising; and
- the position that will be left by Ms Tracey Ashworth-Davies from 1 August 2021. It was agreed that the skills and experience be sought in the following areas: Human Resources Management; and Organisational Change Management.

The Court noted that it had approved the recommendation that a ‘like-for-like’ replacement should be made when Jandy Stevenson leaves the Court from 31 July 2021. The new Court member would be expected to take up the position of Chair of the Audit and Risk Committee.

97.8 **Appointments to fill Court committee vacancies**
The Court approved the following appointments:

97.8.1 **Finance Committee**
Dr Paul Hopkinson with immediate effect. The Court noted that Dr Hopkinson had confirmed his willingness and ability to take up membership which will run concurrently with and will be dependent on his continued membership of the Court.

The Court agreed that an advert should be raised to fill a vacancy in the co-opted member category from 1 August 2021.

97.8.2 **Governance and Nominations Committee**
Mr Jürgen Munz with immediate effect. The Court noted that Mr Munz had confirmed his willingness and ability to take up membership which will run concurrently with and will be dependent on his continued membership of the Court, subject to there being a review of the appointment after one year.

97.8.3 **Global Student Liaison Committee**

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Dr Brian Henderson with immediate effect. The Court noted that Dr Henderson had confirmed his willingness and ability to take up the membership which will run concurrently with and will be dependent on his continued membership of the Court. The Court agreed that this appointment in the Court member category will replace the current vacancy in the co-opted member category.

97.8.4 Infrastructure Committee
Professor David Cobham with immediate effect. The Court noted that Professor Cobham had confirmed his willingness and ability to take up membership which will run concurrently with and will be dependent on his continued membership of the Court.

97.8.5 Staff Committee
Professor Marc Desmulliez with immediate effect. The Court noted that Professor Desmulliez had confirmed his willingness and ability to take up membership which will run concurrently with and will be dependent on his continued membership of the Court.

The Court noted that the Court had previously approved that an advertisement should be raised to fill a vacancy in the Co-opted Member category of the Committee.

97.8.6 Heriot-Watt University Malaysia (HWUM) Board
Dr Richard Armour with immediate effect and for a period of three years from the date of approval. The Court noted that Dr Armour had confirmed his willingness and ability to take up the membership which will run concurrently with and will be dependent on his continued membership of the Court.

The Court noted that, following his appointment as Chair of Court, Mr Grant Innes will now stand down from his membership of the HWUM Board, but will continue to attend meetings of the Board in the capacity as observer.

M20/98 ANY OTHER BUSINESS

98.1 Court rolling programme of business (as of September 2020) (Paper Ct6/20/56)
The Court noted the rolling programme of forward business of the Court as of September 2020.

98.2 Principal's annual PDR
The Chair of Court reported that the Principal and the Chair had discussed and agreed a more formal approach to and reporting of the annual Performance & Development Review of the Principal in the future. Reviews would be aligned to performance against agreed priority objectives. The Chair reported that a PDR review with the Principal had taken place in 2020 with the outputs reflective of a year which had seen much turmoil. The outputs would be reported to the Remuneration Committee.

98.3 The Chair reported that he is undertaking discussions with the Deputy Chair of Court on future arrangements for annual review by the Court of the Chair's performance.

M20/99 DATE OF THE NEXT MEETING
It was noted that the next scheduled meeting will take place on Friday 6 November 2020 (Strategy Discussion meeting).

The Acting Secretary of the University reported that a draft agenda for the meeting would be shared with Court members in the near future.

Date …………………………………………

Signature ……………………………………