

In the Chair: Mr Bruce Pritchard, Chair of Court

Present: Mr Scott Anderson, Student Union President  
 Professor Scott Arthur, Dean  
 Professor Lynne Baillie, Trade Union Member (from 9.15am)  
 Professor Mark Biggs, Vice-Principal and Provost  
 Professor Marc Desmulliez, Staff Member  
 Mr Graeme Dickson, Lay Member  
 Dr Brian Henderson, Alumni Member  
 Dr Fadi Ghaith, Senate Member (from 9.00am)  
 Mr Steve Heathcote, Lay Member (from 9.00am until 10.20am)  
 Mr Gary Kildare, Lay Member (until 10.25am)  
 Ms Molly Knight, Student Union Vice-President (Education)

Ms Morag McNeill, Deputy Chair of Court  
 Dr Bill MacPherson, Senate Member (from 9.35am)  
 Mr Cameron Millar, Lay Member  
 Mr Jürgen Munz, Trade Union Member  
 Ms Marta Phillips, Lay Member  
 Mr Chris Pirie, Staff Member  
 Mr Alan Robertson, Lay Member  
 Mr Mike Tumilty, Lay Member  
 Professor Richard Williams, Principal and Vice-Chancellor  
 Ms Dorothy Wright, Lay Member  
 Mr Graham Watson, Lay Member

In attendance: Ms Ruth Moir, University Secretary  
 Professor Mushtak Al-Atabi, Vice-Principal and Provost (Malaysia)  
 Professor Malcolm Chrisp, Deputy Principal (Education and Student Life)  
 Mr Richard Claughton, Global Director of HR  
 Ms Sue Collier, Global Director of Governance and Legal Services (GALS)  
 Ms Lucy Everest, Global Chief Operating Officer (GCOO)  
 Mr Andrew Jefferson, Global Chief Financial Officer (GCFO)  
 Professor Mercedes Maroto-Valer, Deputy Principal (Global Sustainability) (from 10.30am)  
 Professor Dame Heather McGregor, Vice-Principal and Provost (Dubai)  
 Professor Gill Murray, Deputy Principal (Enterprise and Business) (until 10.25 am)  
 Mr Martin Pringle, Interim Global Finance Director (GFD)  
 Ms Kirsty Scanlan, Director of Strategic Planning and Performance (for item M23/38)  
 Ms Lisa Herlihy, Clerk to the Court

Apologies: Professor Steve McLaughlin, Deputy Principal (Research and Impact)  
 Dr Richard Armour, Lay Member  
 Mr Paul Lewis, Lay Member

MINUTE REF		ACTION BY	ACTION DATE
<b>M23/25</b>	<b>WELCOME, APOLOGIES AND DECLARATIONS OF INTEREST</b>		
	The Chair welcomed all present to the meeting, making specific note of the new Student President and Interim Global Finance Director and reported the apologies for absence. No declarations of interest were reported.		
<b>M23/26</b>	<b>MINUTES OF THE MEETINGS OF 2 FEBRUARY 2023 AND 6 FEBRUARY 2023, AND COURT STRATEGY DAY REPORT FROM 7 DECEMBER 2022</b>		
	The Court received and approved the minutes of the meetings held on 2 February 2023 and 6 February 2023, and the report of the Court Strategy Day on 7 December 2022 including the key outcomes.		
	The Court discussed the Programme for the Court Strategy Day in May 2023, noting that this would focus on horizon scanning and longer-range planning, particularly for the period after Strategy 2025. Consideration was being given to the development of a ten-year strategy integrating operational and financial plans. Court members were encouraged to provide any ideas for Strategy Day discussions to the University Secretary.		

## **ACTIONS LOG AND MATTERS ARISING (Ct3/23/17)**

The Court received and noted the Actions Log, presented by the Chair of Court. The Court agreed that actions marked as complete would now be removed from the Log.

### **Study World Court Case**

#### **XXX Reserved Section – Ref. FOI(S)A, s.33**

#### **Addendum to the Remuneration Committee report of 18 November 2022**

The Court noted that, to address action 23/30, a report had been provided to confirm that delegations from the Court to the Remuneration Committee had been followed. The previous report had also been reviewed and updated, to reduce the amount of redaction and ensure the report was more meaningful. This format would be followed in future.

#### **Other actions**

In relation to 23/27, the University Secretary reported that the development of Oversight Groups for both the Global College and Borders Campus was being progressed. In relation to 23/32, the University had received legal advice regarding wording within the Bond Covenants and this was being considered by the Interim GFD.

## **M23/28 BUSINESS REPORTED BY THE CHAIR**

#### **Deputy Chair of Court Nominations**

The Chair reminded members that nominations for the Deputy Chair of Court role would be welcomed up to close of business on 23 March 2023.

#### **Annual Stakeholder Meeting**

The Chair reported that a new date had been chosen for the Annual Stakeholder meeting: 9am – 10am on 25 May 2023. A holding invitation had been sent and further details would be shared as they became available.

#### **Chairs of Court Committee meeting**

The Chair noted that an initial meeting had been held with the Chairs of the Court Committees on 10 February 2023 and the next would be held in late April 2023. These would be quarterly in future.

#### **Other Matters**

The Chair had also begun working with the University Secretary to address the volume of paperwork provided for Court and Court Committee meetings. This would be overseen by the Governance and Nominations Committee (GNC), which would provide updates to the Court where necessary. Future Court agendas would include topical discussions early in the agenda, with the Principal's Report and Student Union Report also taken early to provide context for later items.

## **M23/29 STRATEGIC SUMMARY REPORT (Presentation)**

The Court received a Strategic Summary Report, focused on current issues for the University, presented by the Principal and Vice-Chancellor. The presentation used the 2022-23 framework of Stabilise and Support; Transform; and Grow to introduce these issues.

#### **Stabilise and Support**

##### ***Finance and the Enterprise Resource Planning (ERP) system implementation***

As previously reported to the Court, the University was focusing its activities for 2022-23 around the areas of Stabilise and Support; Transform; and Grow. The most critical activity was stabilising and supporting the University's financial planning and Enterprise Resource Planning (ERP) system implementation. As agreed, a plan had been developed to establish a pathway from the current severe risks to a situation where finance was a strategic enabler, ERP had been implemented, and there was improved connectivity with the rest of the University. This was discussed fully under M23/31.

The Court queried whether a detailed report on the planned changes would be presented to the Finance Committee. The Principal confirmed that the expanded ERP Oversight Group would consider more detailed reports and onward reporting would be provided to the Court.

#### *NSS and Student Experience*

The Court noted that the University now had a joined-up system for diagnosing issues with the student experience. This included detailed analysis at University level, for each School, and for each course based on National Student Survey (NSS) results. The Court noted that the NSS Taskforce had provided a good understanding of underlying issues, as well as processes for drilling down into the data and acting upon it. The work of the group was now being extended to consider all years, as it was important that students were confident from their first year that concerns were being heard and addressed.

The Court observed that ensuring students understood how the University was acting on their feedback was key. The Deputy Principal (Education and Student Life) confirmed that the University was developing a culture of reporting back to students, from course level up to University level. The Deputy Principal had recently met with fourth-year students and encouraged them to be as honest as possible in the NSS as well as reminding them of the actions that the University was taking. A range of other communications were ongoing, with help from the Student Associations. The University was aware that industrial action would have an impact in affected areas and students continued to provide helpful feedback to the University on this impact.

#### *School of Social Sciences (SoSS) / Edinburgh Business School (EBS)*

The Principal reported that the Executive Dean for SoSS and EBS was making internal changes to arrangements within the School, including restructuring EBS into three departments rather than seven subject groups. The leadership team was also being updated, committee accountability was being clarified, the portfolio was being reviewed and dashboards were being developed to measure performance. Finally, pre-work for an accreditation process was currently underway. The Lead Governor for SoSS and EBS was engaging with the School on the internal changes.

#### **Transform**

##### *Global College*

The Court noted that, following Court Interim Business Committee (CIBC) approval, the contracts for the Heriot-Watt Global College had been agreed for signature. The Global College would be a feeder into existing programmes and would widen access for students.

##### *NetZero Strategy*

The Principal reported that consultation was ongoing around the University's carbon literacy programme, to ensure that this was relevant and provided some content specific to Heriot-Watt. The programme's aim was to help the community develop a view on what NetZero meant for them. The Court noted that an item on sustainability was being considered for the Court Strategy Day.

##### *Rental agreement with Malaysia landlord*

#### **XXX Reserved Section – Ref. FOI(S)A, s.33**

##### *UAE Commission for Academic Accreditation (CAA)*

The University now had licensure under the CAA and could progress towards accreditation in the coming years. Accreditation would increase recognition of University's degrees in the Gulf region and ensure programmes were eligible for Emirati admissions, in line with competitors.

##### *Service Effectiveness Programme*

The Programme was ongoing and aimed to deliver process efficiency and automation, a service culture, provision of appropriate resources, and systems

and data alignment. Uniform were assisting the University in benchmarking resources against the sector so that current and future resources could be prioritised. This item was also being considered for discussion at the Court Strategy Day.

### **Grow**

#### *Learning partnership with Aktobe University (Kazakhstan)*

The UK government had been working with the Kazakhstan government to support partnerships with UK Higher Education, and an academic learning partnership between Heriot-Watt and Aktobe University was now being developed. If agreed, this would follow the Approved Learning Partner (ALP) model and would grow income for the University.

#### *Sustainability*

At the Malaysia Campus, the University had been working with CEOs and the UK Ambassador to consider leadership in sustainability, and how the University could support companies with sustainability education.

The Principal observed that the University needed to be risk aware and conscious that access pathways were vulnerable to change and income lines could reduce. Additional costs were also expected, and there was potential for disruption from industrial action. The initiatives above were designed to mitigate these risks wherever possible.

### **M23/30 PRINCIPALS REPORT TO COURT (Ct3/23/18)**

The Court received and noted the Principal's Report, presented by the Principal and Vice-Chancellor. This included an update on delivery of the strategic themes, as well as cross-campus news.

### **M23/31 FINANCE PLAN (Ct3/23/19)**

The Court received and noted the Finance Plan presented by the Principal and Vice-Chancellor.

### **XXX Reserved Section – Ref. FOI(S)A, s.33**

### **M23/32 UPDATE FROM STUDENT UNION (Ct3/23/20)**

The Court received and discussed the Report from the Student Union (SU), presented by the SU President.

The SU President reported that elections had recently been held at the Malaysia Campus, with a very good turnout, and that the Student Association was working with the Deputy Provost to close the feedback loop with students in Malaysia. In Dubai, positive work had been done to increase academic representation and encourage students to engage with the process.

The SU had developed various initiatives to assist students with the cost-of-living crisis and were now working to develop the community aspect of student life to enable students to thrive. Efforts to assist students with cost-of-living continued, and a national campaign had resulted in an extra £900 payment from the Scottish Government for Scottish Undergraduate students. The SU were also working to provide spaces for Postgraduate Research students on a weekly basis, which would help the SU and the University to engage with these students more regularly. The SU President provided a summary of recent activity within the SU and student community, including efforts to provide a joined-up approach for the Borders Campus.

The Court noted that the SU Advice Hub continued to support a significant volume of complex enquiries, including in relation to academic integrity and disciplinary processes. Work was ongoing to improve students' understanding of academic integrity, including signposting requirements in order to reduce the number of cases.

The SU President reported that the Student Experience Group was working with the Advice Hub to highlight when they could expect a higher volume of queries. The Court discussed the need to understand the underlying issues that were resulting in these queries and whether wellbeing services required further resources to support students. The Court noted that the Scottish Funding Council (SFC) were removing additional wellbeing funding that had been provided during the pandemic and the budget for wellbeing was therefore under review. The SU were part of a campaign to encourage the SFC to reverse this decision.

Lessons were being learned from recent incidents at other universities which related to wellbeing and were being considered via the campus Health and Safety Committees. The University Executive would also shortly discuss the wellbeing resources required, noting that the nature of student concerns was very broad but often centred on the pressure that many students currently felt in every aspect of their life. Staff would be supported to respond promptly to queries and the University was also working to address student queries holistically, rather than providing support in different areas for academic and non-academic matters. The focus was on developing further support for the 2023-24 academic year, and members of the executive continued to meet with the SU on a fortnightly basis to manage accommodation and cost-of-living issues.

### **M23/33 BORDERS CAMPUS VARIATION OF LEASE (Ct3/23/21)**

The Court received and approved the Borders Campus Variation of Lease, presented by the Vice-Principal and Provost.

#### **XXX Reserved Section – Ref. FOI(S)A, s.33**

The Court noted that the executive intended to present detailed plans for the Borders Campus to the Court in December 2023, following completion of the strategic review. Should further work be required following presentation of these plans, the variation would allow a further six months for the Court's concerns to be addressed.

### **M23/34 STUDENT UNION ARTICLES OF ASSOCIATION REGULAR REVIEW (Ct3/23/22)**

The Court received and ratified the Student Union Articles of Association (AoAs), presented by the SU President.

The SU President reported that there was a legal requirement to review the AoAs every five years. The majority of the changes made on this occasion had been to improve readability, as well as a change to make it easier for the student body to remove a Trustee should they wish to do so. The changes had been considered by the SU Parliament and approved at the SU AGM. They were now presented to the Court for ratification.

The Court agreed that it was content to ratify the changes subject to clarification of an anomaly between 4.10.1.7 and Section 168 of the Companies Act (2006) that was highlighted.

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### **M23/35 REPORT FROM THE GOVERNANCE AND NOMINATIONS COMMITTEE (Ct3/23/23)**

The Court received the report from Governance and Nominations Committee (GNC), presented by the Chair of Court (Chair of the GNC). Items were approved as below.

The Court approved the following items within the GNC report:

- i. the direction of travel in the development of draft Terms of Reference, operating guidelines and membership profile for the EBS International Advisory Board, along with the transition target date of April 2023;

- ii. the minor revisions to the Conflict of Interest Policy for Court and Court Committee members;
- iii. the revised Ordinance B6: *Delegations by the Court*;
- iv. the proposal that an Alumni member will be sought with experience in education, academia or sustainability;
- v. the revised Ordinance E3: *Graduates' Association*;
- vi. the GNC's view that the role of the Secretary remains independent;
- vii. the proposed scope for the externally led effectiveness review of the Court;
- viii. the proposed Deputy Chair of Court appointment panel; and
- ix. the appointment of Mr Stephen Heathcote as Chair of the Finance Committee from 1 August 2023 to 31 July 2025.

The Chair also reported that the Watt Club Constitution would be reviewed in the coming months to allow the Watt Club Council to become more strategic. Many of the administrative functions currently undertaken by the Council would transfer to the Alumni Engagement team. It had been proposed that reporting to the Court from the Council could, in future, be in the form of an annual report.

The Court noted that the GNC had considered an Equality, Diversity and Inclusion (EDI) Action Plan for the Court and its committees, and a proposal regarding online EDI training for Court and Court Committee members. The Committee had confirmed its contentment with these items.

#### **M23/36 REPORT FROM THE AUDIT AND RISK COMMITTEE (Ct3/23/24)**

The Court received the report from the Audit and Risk Committee, presented by the Chair of the Committee.

**XXX Reserved Section – Ref. FOI(S)A, s.33**

#### **M23/37 REPORT FROM THE FINANCE COMMITTEE (Ct3/23/25)**

The Court received the report from the Finance Committee, presented by the Chair of the Committee, and approved the re-framed Business Plan for Heriot-Watt Online.

**XXX Reserved Section – Ref. FOI(S)A, s.33**

##### *Student Accommodation*

The Court noted that the Committee had approved modest investment in the Leonard Horner Hall accommodation building, to ensure that this remained compliant with House in Multiple Occupation (HMO) requirements. A full options appraisal relating to student accommodation was underway and would be considered by the Committee at its next meeting, including different funding options.

The Committee had also approved a proposal that the University enter into a nominations agreement with a provider of additional student accommodation for 2023-24. In response to a question, the GCOO confirmed that a further provider had been identified, for a similar location, since the Finance Committee meeting. The financials would remain the same and a decision would be sought through the appropriate channels if the arrangement progressed.

The Court queried the status of the Edinburgh Campus Masterplan, and received confirmation that this was due to be discussed by the University Executive in April 2023. Consultation had been undertaken with external parties to ensure that Heriot-Watt was aligned with planning for the local area. The Masterplan would be considered by the Infrastructure Committee at its next meeting and reported onward to the Finance Committee and the Court. The Accommodation Strategy would be linked into the Masterplan.

## **REVISED HWU-SFC INTERIM OUTCOME AGREEMENT 2022-23 (Ct3/23/26)**

The Court received and approved the Interim Outcome Agreement, presented by the Director of Strategic Planning and Performance.

The Director reported that a revised Interim Outcome Agreement was being presented following very useful feedback from the SFC, which had resulted in the inclusion of additional detail and a more forward-looking approach. A final phase of review would now be undertaken prior to publication in late May 2023. The Court approved the revised Interim Outcome Agreement and agreed that, unless further material changes were made, it was content to delegate approval of the final version to the CIBC.

The Court suggested that, in future years, the Outcome Agreement should demonstrate how the University assisted the Scottish Government in delivering its National Performance Framework. The Director confirmed that they would consider this for next year's Outcome Agreement, and that a review of the Outcome Agreement process was being undertaken by the SFC and would likely lead to changes in the required format.

## **M23/39 REPORT FROM THE STAFF COMMITTEE (Ct3/23/27)**

The Court considered and noted the report from the Staff Committee, presented by the Chair of the Committee.

The Committee Chair reported that the Committee had considered the following:

- the Conflict of Interest Policy for Staff, which the Committee had approved;
- an update on HR policy reviews;
- a UK statutory report on EDI. The Committee had requested that future reports included better trend data and milestones;
- staff grievance data and the trends that were starting to emerge;
- the impact of industrial action and activity around staff engagement;
- the Strategic Workforce Planning risk; and
- work to map Heriot-Watt pay grades onto the national pay spine, in order to be fair and well-positioned within the market. The Committee was supportive of the outcomes of this work.

## **M23/40 REPORT FROM THE GLOBAL STUDENT LIFE COMMITTEE (Ct3/23/28)**

The Court considered and noted the report from the Global Student Life Committee, presented by the Chair of the Committee.

The Court noted that the University Executive was considering a request for additional sabbatical support at the Dubai and Malaysia Campuses to allow the Student Association Presidents to contribute more fully.

The Committee Chair reported that the Community Larder at the Scottish Campuses continued to work well, and that the differing needs of students in Dubai and Malaysia were being considered. It was also reported that the Committee continued to monitor the range of support being provided to students.

## **M23/41 REPORT FROM THE COURT INTERIM BUSINESS COMMITTEE (CIBC): GLOBAL COLLEGE BUSINESS CASE (Ct3/23/29)**

The Court considered and noted the report from the CIBC, presented by the Chair of Court.

The Court noted that the CIBC had, as agreed at the 2 February 2023 meeting of the Court, approved the Global College Business Case on behalf of the Court. The Court was grateful to the team who had worked to finalise the legal matters and to the Deputy Chair for all her advice during the process.

## MANAGEMENT AND GOVERNANCE OF GRIS (Ct3/23/30)

The Court received and considered the report on the management and governance of GRIs, presented by the Deputy Principal (Enterprise and Business).

The Court noted that GRI governance was being simplified and streamlined as they matured and were integrated into the AP2.0 planning process and Framework for Success. The level of governance would decrease as GRIs matured, with the external review by the International Advisory Board proposed to take place triennially rather than annually. This would make better use of external expertise by holding reviews when more data was available.

The Court queried the governance arrangements for more mature GRIs and received clarification that these became business as usual and were included within the termly internal reviews of each business unit. The Deputy Principal also clarified that each GRI had a different balance of academic and executive leadership, coming together at the Delivery and Executive Boards to ensure joint working.

The Court recommended that reviews by the International Advisory Boards should take place biennially rather than triennially and the Deputy Principal agreed to reflect on this recommendation. The Deputy Principal confirmed that the internal governance of GRIs would continue to produce regular reporting, which would be considered by the University Executive and the appropriate Court Committees. Reporting on strategic programmes was currently being developed to improve the line of sight on both investment and performance. The University Executive received reporting by exception to ensure that risks, costs and delays were well managed. The Court agreed that the Deputy Principal and the University Secretary would develop a map of the internal governance so that this could be communicated clearly to the relevant committees.

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The Court discussed allocation of costs between Schools, GRIs, Heriot-Watt Online and other business units. It was noted that the financial aspects of the GRIs were currently being reviewed and a paper would be presented to the University Executive once complete.

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## M23/43 COURT FORWARD AGENDA PLAN (Ct3/23/31)

The Court received and noted the Forward Agenda Plan, presented by the Chair of Court. Court members were invited to provide comments or queries to the University Secretary and the Clerk.

## M23/44 DATE OF NEXT MEETING

10 May 2023, Joint Meeting of the Court and the Senate, 9.30am (UK time), 1.30pm (Dubai time), 5.30pm (Malaysia time).

18 May 2023, Court Strategy Day, 9am (UK time).