WELCOME, APOLOGIES AND DECLARATIONS OF INTEREST

The Chair welcomed all present to the meeting, making particular mention of Mr John Rushforth, who was observing the meeting on behalf of Advance HE as part of the Externally-Led Effectiveness Review. The apologies for absence were noted, and no declarations of interest were reported.

It was noted that members whose renewals would be discussed under M23/104 would remain within the meeting but would take no part in decision-making for their own role.

The Chair reported that this would be the last Court meeting for Ms Sharan Virdee, who would leave the University at the end of January 2024. Ordinance B2 laid out the process by which casual vacancies amongst the staff elected members of the Court should be filled. Both previously unsuccessful candidates had chosen to stand again and so, in accordance with the Ordinance, Civica Election Services had been asked to recount the votes for those candidates. The result would shortly be communicated to the candidates and the Court.

MINUTES OF THE MEETINGS OF 5 OCTOBER 2023 AND 9 NOVEMBER 2023

The Court received and approved the minutes of the meetings held on 5 October 2023 and 9 November 2023.
REPORT FROM THE COURT INTERIM BUSINESS COMMITTEE (CIBC) (Ct8/23/69)

The Court received and noted the report from the CIBC, presented by the Chair. The Committee had approved by correspondence the appointment of Dr Brian Henderson as Chair of the Donations and Investments Committee from 31 October 2023 until 31 July 2026, concurrent with his membership of the Court.

ACTIONS LOG AND MATTERS ARISING (incl. Ct8/23/70)

The Court received and noted the Action Log, presented by the Chair, and agreed that those items marked as complete would now be removed from the Log.

Levers to manage delivery of the bottom line (Ct8/23/70)
The Court considered the paper provided, which identified twenty levers that the University could use to manage delivery of the bottom line. It was noted that a number of these related to business as usual and that a limited number of the levers would have a significant impact. The Court agreed that there would be a further update to identify levers that would remain available following planned cost savings, and how significant the impact of those levers would be.

This topic was further discussed as part of M23/106 Report from the Finance Committee below.

Resource Efficiency Strategic Performance Indicator (SPI)
The Court noted an update on Action 23/23, relating to the need to revise the Resource Efficiency SPI. As noted in the Log, there had been issues with categorisation of financial data in recent years which had made it difficult to progress this work. The University Executive would develop assumptions in the coming months using other information and would then benchmark these against the full financial data once it was available.

Portfolio Review
The GCOO provided a verbal update on the Portfolio Review, ahead of a full report on progress since 2019 which would be presented in March 2024.

BUSINESS REPORTED BY THE CHAIR (VERBAL)

Externally-Led Effectiveness Review
The Chair reported that the externally-led effectiveness review of Court and Senate was underway and being led by a Steering Group including Ms Dorothy Wright, Chair of the Staff Committee (Court) and Professor Fiona Waldron, Chair of the University Quality and Standards Committee (Senate). The University Secretary and the Global Director of GALS completed the membership and Mr Rushforth attended. The Review remained on track to report into the Court in March 2024. All Court members were encouraged to complete the Effectiveness Review Survey prior to the closing date of 15 December 2023.

Visit to Dubai and Malaysia
The Chair noted that he had recently attended graduation ceremonies at the Dubai and Malaysia Campuses, along with the formal opening of the Dubai Campus by His Majesty the King. The visits had highlighted the positive impact that Heriot-Watt graduates were having as alumni of a global university, and the contribution that the wider University community was making to global issues such as climate change. There had also been an opportunity to showcase the work of the University and its alumni to benefit society.

Watt Club Constitution
The Court agreed to delegate approval of the Watt Club Constitution to the Court Interim Business Committee (CIBC). The Constitution required consideration by
the Watt Club AGM, which would meet in January 2024, before it could be presented to the Court. Approval by the CIBC was therefore the most efficient governance route.

M23/99 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.

COP28 and Dubai Campus Opening
The Principal reported that the Dubai Campus had been transformed into a Climate Hub for COP28. Many events were being held both on campus and in the Green Zone of the Energy Transition Hub, including talks by Heriot-Watt colleagues. In support of this sustainability agenda, Professor Tadhg O’Donovan had been appointed as the University’s new Chief Scientist. The visit to the Dubai Campus by His Majesty the King, Lord Cameron and the First Minister of Scotland had been a particular highlight.

Student Experience
The Court noted a summary of actions in progress to improve the student experience. The University Executive had agreed to repurpose budgets in order to provide necessary resource, and reporting on progress against these actions would be developed.

Financial Position
The sector had faced a significant reduction in international student numbers, with Heriot-Watt one of only two institutions to see an increase in recruitment. However, the University was below target in this area and planned changes to Visa requirements in the UK were likely to have a further negative impact on recruitment. Vice-Chancellors across the sector were in contact with government regarding immigration policies.

As agreed with the Finance Committee, the University would be seeking to recover its position in terms of delivering the planned deficit, particularly via cost savings and phasing of initiatives. The next significant step would be producing the 6+6 reforecast in February 2024, though the University would be progressing immediate actions in the intervening period. Communications for staff were being planned to ensure a realistic but positive message was shared.

The Court discussed the governance route for strategic decisions relating to the financial position and the Chair of Court clarified that the Finance Committee would consider the 6+6 reforecast and make recommendations to the University Executive where needed. These would then be reported back to the Court. Strategic decisions above the agreed financial thresholds would be presented to the Court for approval. The CIBC (via the revised remit approved in M23/103) would provide an initial forum for discussion and advice.

Annual Accounts and External Audit
The GFD reported that the Annual Accounts and External Audit were on track for reporting in February 2024, as planned. The External Audit and Finance teams were working well together, with a clear understanding of requirements. The Court queried whether the timing of the 6+6 reforecast would have any impact on the going concern calculation for the Annual Accounts. The GFD clarified that the External Auditor would shortly be reviewing the going concern calculations and no issues of compliance with covenants were expected; the figures had been stress tested and reverse stress tested. All of the University’s lenders had confirmed that they were content with the proposed timeline for submission of the Annual Accounts.

The Court welcomed the transparency of discussions relating to the University’s current position and invited the Executive to seek whatever support they needed from the Court.
M23/100  PRINCIPALS REPORT TO COURT (Ct8/23/71)

The Court received and noted the Principal's Report, presented by the Principal and Vice-Chancellor. This included updates on delivery of the strategic themes and milestones for each of the University's SPIs, as well as cross-campus news.

M23/101  GLOBAL UPDATE FROM THE STUDENT REPRESENTATIVE BODIES (SRBs) (PRESENTATION)

The Court received and discussed a global update from the SRBs, presented by the SU President.

The SU President reported that the SRBs continued to focus on their four key priorities: reducing student isolation; relieving financial pressure; limiting student confusion; and increasing global connectivity.

Reducing Student Isolation
Events had been run across the University's campuses, including a catalogue of events for World Mental Health Day; welcome and taster events for clubs and societies; and global class representative training. In addition, funds that had been made available to students at the Borders and Orkney Campuses were being used to organise social events in those locations. The SU's Movember campaign had raised £15k through a variety of fundraising events, with training on suicide prevention made available for staff and students. The Sports Union continued their significant contribution to building a sense of community with events such as the Sports Ceilidh, and work was now being done to identify and address any barriers to sport access for international students.

Relieving Financial Pressure
Amongst the initiatives designed to relieve financial pressure on students were a HSBC Financial Health Check in Malaysia, a discount card for more than 35 companies introduced for students in Dubai (Watt Deals), and abolishing studio fees for students at the Borders Campus. Community meals were also being expanded in Scotland, including a free Christmas Lunch on 8 December 2023.

Limiting Student Confusion
'Making the Most of Feedback' resources, including podcasts, had been made available to help students consider how to improve based on the feedback they had received. In response to a question, the SU Vice-President (Education) confirmed that this initiative had been delivered in partnership with the University's Learning and Teaching Academy. In addition, over 1000 students had completed the Big 6 Surveys, which considered aspects of the student experience not always covered by other surveys. Analysis would be undertaken in the coming weeks, but an early theme had been students' desire for face-to-face support alongside step-by-step guides for certain processes.

Increasing Global Connectivity
The SRBs had taken part in a three-day planning session, in partnership with the University, to develop the 2024 Student Partnership Agreement (SPA). The themes were sport, wellbeing, community and academic, and the SPA had been reviewed to ensure it was succinct, focused and deliverable. The SRBs had all attended Common Purpose Training recently to develop their skills and identify the legacy they wished to leave behind.

M23/102  REPORT FROM THE COURT STRATEGY DAY ON 9 NOVEMBER 2023 (Ct8/23/72)

The Court received and approved the report from the Court Strategy Day on 9 November 2023, presented by the Chair and the University Secretary.

The Court noted that one further amendment would be made to the report in order to clarify that the University would ensure new partnerships were fully risk assessed.
The Court noted that next steps from the Strategy Day would now be considered with the CIBC. Feedback on the format and content of the Strategy Day would shortly be requested from attendees.

**M23/103 CIBC FUTURE OPERATION AND TERMS OF REFERENCE (Ct8/23/73)**

The Court received and approved a proposal regarding the future operation of the CIBC, including revised Terms of Reference, presented by University Secretary. The Terms of Reference were approved subject to a minor amendment as noted below.

It was proposed that the remit of the CIBC be broadened to facilitate routine, regular engagement between the CIBC and members of the Executive. This would support strategic planning, ongoing delivery of strategic priorities, and advance consideration of the pipeline of initiatives that the University was considering. To enable these discussions, it was proposed that the CIBC would meet regularly between scheduled meetings of the Court, replacing the current informal meetings of the Chairs of Court Committees. This would be in addition to its current role dealing with interim business on behalf of the Court. The Chair of Court reported that the changes were in response to Annual Review meeting feedback from Court members and that there was no intention for the Committee to function as a shadow Court.

The Court noted that Strategy Review Group meetings, including Executive Deans and other members of the Executive, would be held following CIBC meetings to discuss key topics for the development of Strategy 2035.

The Court agreed that there would be a 12-month review of the revised operation, to determine whether Court considered the arrangement to be effective and whether it was reducing the burden on the Court as a whole.

The Court queried in what instance information would be redacted from a report to Court (as in item 11.1 of the Terms of Reference) and noted that this provision was in case a committee discussed individual circumstances that would not be appropriate for wider circulation to the Court. It was very rarely applied, and the Court recommended that the provision be reconsidered in the next review of Terms of Reference.

In relation to item 11.5 in the Terms of Reference, authority to rescind a decision, the Court recommended a review of the wording to ensure that the timing and circumstances of such a decision would be appropriate. This wording would also be reviewed within the Court and Court Committee Standing Orders.

**M23/104 REPORT FROM THE GOVERNANCE AND NOMINATIONS COMMITTEE (Ct8/23/74)**

The Court received the report from the Governance and Nominations Committee, presented by the Chair, and approved the proposals noted below subject to minor amendments.

The Court approved the following:

i. that Ms Marta Phillips was renewed as a Court member, as Chair of the Global Student Life Committee, and as a member of the Donations and Investments Committee from 23 April 2024 until 31 July 2027;

ii. that Mr Graeme Dickson was renewed as a Court member, member of the Audit and Risk Committee and member of the Ordinances and Regulations Committee from 1 August 2024 until 31 July 2026;

iii. that Mr Gary Kildare was renewed as a Court member, member of the Finance Committee, member of the Infrastructure Committee and member of the Remuneration Committee from 1 August 2024 until 31 July 2027;
iv. that Professor Dame Heather McGregor was renewed as a member of the Heriot-Watt University Malaysia (HWUM) Board from 1 August 2024 until 31 July 2027;

v. that recruitment would be undertaken for an independent lay member of the Court with legal expertise, replacing Ms Morag McNeill when she retired from the Court on 31 July 2024. The skillset would include experience of commercial negotiation and, potentially, cross-border transactional experience. It was intended that the Court member with legal expertise would also be appointed to the Audit and Risk Committee;

vi. the Staff Committee Terms of Reference, which now clarified the Committee’s responsibility for approving the pay and grading structure for Grades 1 – 9. Responsibility for Grade 10 lay with the Remuneration Committee;

vii. the revised GNC Terms of Reference and the Assurance Check for 2022-23; and

viii. the revised Court Schedule of Delegations, which now reflected current practice and the approved Financial Regulations. A new clause had been added to Section 12, allowing the Chair of Court or the Chair of the Finance Committee to escalate items below the £5m threshold to the Court if they felt it appropriate. The circumstances in which this mechanism might be used had also been clarified. It was noted that Ms McNeill had some further feedback on this document and would meet with the Global Director of GALS to agree further amendments.

The Court agreed that further feedback on the Court and Court Committee Standing Orders and the Constitutional Framework Definitions Document would be provided by Ms McNeill before they were presented for Court approval.

M23/105 REPORT FROM THE BORDERS STRATEGIC REVIEW OVERSIGHT GROUP INCL. OPTIONS APPRAISAL (VERBAL and Ct8/23/75)

The Court received and noted a verbal update from the Chair of the Borders Strategic Review Oversight Group (BSROG), and endorsed recommendations based on the options appraisal presented by the Vice-Principal and Provost, subject to a general financial viability override. Such override might become necessary when the totality of the university’s financial situation was reviewed during routine reforecasting. The recommendations might have to be reviewed, changed or halted in light of the outcome of any such financial review.

The Chair of the BSROG reported on the two initial meetings held by the Group, which had reviewed the initial analysis completed by the University and then, on 29 November, had considered the options appraisal now presented to the Court. The current focus was on strands of work that were time critical for July 2024, including decisions regarding use of space at the Borders College. The overall aim of the Review was to ensure a better student and staff experience at the Borders Campus, as well as developing a portfolio that was attractive for students, aligned to the local economy in the region and to the University’s global work.

The BSROG had reached a consensus that they supported the recommendations below, noting that further work was required to refine those options.

The Vice-Principal and Provost reported that the current recommendations focused on teaching activity, with consideration of research activity to follow in 2024. As previously agreed with the Court, the University would not be withdrawing from the Borders and was therefore considering what opportunities there were to better align its offering with local and regional requirements.

XXX Reserved Section – Ref. FOI(S)A, s.30
M23/106 REPORT FROM THE FINANCE COMMITTEE (Ct8/23/76)

The Court received and considered the report from the Finance Committee, presented by the Chair of the Finance Committee.

The Committee Chair reported that the Committee had received the results for the first two months of the year (as reported in M23/99), as well as the 3+9 reforecast, which had projected results to the end of the financial year and then ahead to 2026.

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

The Court also noted that the Committee had approved accounting policies and a number of operational contracts within its remit. The Committee Chair reported that the Investment Review paper, appended to the report, had been considered by correspondence and would be discussed in detail at the next Committee meeting.

The Court discussed the allocation of research income between the Schools and the Global Research Institutes (GRIs), noting that the Finance team were currently working with the Deputy Principal (Research and Impact) to develop guidance that could be issued to relevant colleagues. Simplified management information that reflected income against original business plans was also being considered.

M23/107 ERP LESSONS LEARNT REPORT (VERBAL)

The Court received and noted a verbal update on the ERP Lessons Learnt Report, presented by the Chair of the Finance Improvement Plan Oversight Group (FIPOG) and the University Secretary.

The FIPOG had considered the Report at its meeting on 29 November and recommended a series of improvements, primarily the development of an executive summary that clarified the key themes from the report. This was currently being actioned and the Report would be presented to the University Executive for their review prior to further consideration by the relevant Court Committees.

The Court noted that the University had prioritised activity to resolve the issues raised in the report, such as the development of the Project Management Office, and these improvements would also be clarified in the executive summary.

The Court observed that the University was responding to the report in the same way as to Internal Audit Reports and that it would, following consideration by FIPOG, be reported to the Audit and Risk Committee as well as to the Finance Committee and the Court.

M23/108 MODIFICATIONS TO ORDINANCES (C1 and K1) (Ct8/23/78)

The Court received and approved modifications to two Ordinances, presented by the Global Director of Governance and Legal Services.

Ordinance C1: Elections of Members from the Schools to the Senate
An issue had been identified in the recent Dean’s election process, whereby a small number of Dubai colleagues were not included in the register of those entitled to vote for the Dean. This arose because of a change in the Dubai Labor Law which meant that colleagues who had previously been on permanent contracts were moved to fixed-term contracts. Under the current Ordinance, staff on fixed-term contracts were not eligible to nominate, vote or stand in elections.

Further discussion with the Global Director of HR had confirmed that some Malaysia colleagues on work permits or visas were also shown as on fixed-term contracts; these were permanent roles but were subject to visa extensions.
To correct the unintended consequence of complying with local legislation, it was proposed that a deeming clause was added to the Ordinance stating that staff in Dubai and Malaysia who would be on a permanent contact but for the requirements of local laws would be deemed eligible for the purposes of the Ordinance.

Ordinance K1: Appointment of the Secretary
The amendment to Ordinance K1 would ensure that there was provision for an Acting Secretary should the University Secretary be incapacitated or absent from the University for an extended period. This fulfilled a requirement within the 2023 Scottish Code of Good Higher Education Governance to address any discontinuity of appointment in senior roles within the University.

It was noted that a provision relating to the appointment of an Acting Principal required further consultation and would be presented to the Governance and Nominations Committee at its next meeting prior to Court consideration.

M23/109 REPORT FROM THE SENATE (Ct8/23/79)
The Court received and noted the report from the Senate, presented by the Principal (Chair of the Senate).

The Court noted that the September and October 2023 meetings of the Senate had set the scene for the work of the Senate Committees in 2023-24, and had also been a useful opportunity to receive feedback from Senators on potential barriers to actioning these plans. The feedback had been considered by the Senate Committee Chairs.

M23/110 REPORT FROM THE AUDIT AND RISK COMMITTEE (Ct8/23/80)
The Court received and considered the report from the Audit and Risk Committee, presented by the Chair of the Audit and Risk Committee.

The Committee Chair reported that the Internal Auditor had provided their annual opinion, which was that: “The organisation has an adequate and effective framework for risk management, governance, internal control, and economy, efficiency and effectiveness.” The Committee was very comfortable with the opinion. There had also been an update on progress with the External Audit, as reported in M23/99.

The Committee had held an initial discussion regarding the Procurement Strategy for the appointment of Internal and External Auditors, which would be required in 2024 as the current incumbents reached the end of their second of two discretionary years. XXX Reserved Section – Ref. FOI(S)A, s.30

The Court agreed that it was supportive of this approach and looked forward to receiving a further update from the Audit and Risk Committee at its March 2024 meeting.

The Committee Chair reported that a reframed risk register had been presented at the meeting and had been well received. In addition, the Committee had been very pleased to see an opinion of Substantial Assurance in the Internal Audit relating to the Governance Framework for Regulatory Review Preparedness (Dubai). Excellent work had been done by the Vice-Principal (Dubai) and her team to prepare for CAA accreditation.

M23/111 REPORT FROM THE REMUNERATION COMMITTEE (Ct8/23/81)
The Court received and considered the report from the Remuneration Committee, presented by the Chair of the Remuneration Committee. The Committee’s Terms of Reference and Assurance Check were approved.
The Committee Chair presented the Terms of Reference for approval, noting that these had received minor amendments on this occasion. A thorough review of the Terms of Reference would be completed for the next meeting of the Committee. In relation to the Assurance Check, a member of the Court noted that the wording around consultation with the Trade Unions lacked clarity and recommended that this be amended to indicate that a written submission had been provided by the University and College Union (UCU) and that this had been taken into account during the Committee’s consideration of proposals. The Court noted that a more detailed report had been provided on this occasion to address feedback from Court members. The Committee had agreed an action plan for the University to progress in order to provide further assurance to the Committee on the robustness of the processes behind the recommendations it received. An interim meeting of the Committee was planned for early 2024 to consider progress, in advance of final consideration at the May 2024 meeting and onward reporting to the Court. The new processes would then be in place for 2024-25.

The Court considered the relationship between disclosures which would be published in the Annual Accounts and Financial Statements (including the Principal’s salary and benefits) and the need for cost savings, which would shortly be communicated to staff. The Committee Chair confirmed that the Committee had been objective and independent in its decision making and that the changes to processes would allow this to be articulated more clearly in future. The Remuneration Committee would consider the timing of disclosures and how these could be communicated to best effect.

M23/112 REPORT FROM THE STAFF COMMITTEE (Ct8/23/82)

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

The Committee Chair provided an overview of discussions at the November 2023 meeting, including the focus on reward, talent attraction and workforce planning. The Committee had endorsed the Malaysia Pay and Reward Review, which had since been approved by the HWUM Board. Recommendations from the Review would address areas such as attraction, retention and EDI. The Committee had agreed that more regular reviews of benchmarking in this area would be helpful.

The Court noted that a recent UCU ballot on pay had not reached the threshold for industrial action. However, the issue continued to be considered at a national level and remained a key concern for staff across the sector.

The Committee had received updates on work to refresh the employer brand; the use of the ERP system in managing the recruitment process; and the development of a workforce plan. Key points raised during these discussions had included the need to reduce the time to hire, and the need to develop key metrics for workforce planning to demonstrate impact and outcomes.

The Court noted that the Committee had received high-level results from the Staff Survey by correspondence and would discuss these fully at its next meeting, with presentation to the Court following in March 2024.

M23/113 REPORT FROM THE GLOBAL COLLEGE PARTNERSHIP OVERSIGHT GROUP (GCPOG) (VERBAL)

The Court received and considered a verbal update from the GCPOG, presented by the Chair of the GCPOG.

The Chair reported that the Group’s initial meeting had focused on the report from the Programme Sponsors relating to the University’s relationship with its recruitment partner, Shorelight. The relationship was in its early stages but targets for student recruitment were being met. The Group would continue to support the Executive in managing the relationship as the challenging recruitment context
developed, and would take account of input from the Senate regarding the academic progression of Global College students.

M23/114 REPORT FROM THE FIPOG (Ct8/23/84)

The Court received and considered the report from the FIPOG, presented by the Chair of the FIPOG.

The Chair reported that the Group continued to work on developing the criteria which, when met, would allow the Court to disestablish the FIPOG. This would include closing out all current audit actions and a successful transition to business as usual.

M23/115 COURT AGENDA TRACKER (Ct8/23/85)

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

M23/116 DATE OF NEXT MEETING

The Chair noted his thanks to all Court members for their contributions to University governance in 2023.

The next meeting of the Court was scheduled for Wednesday 21 February 2024, 2pm – 4pm (UK time) and would consider the Annual Accounts and Financial Statements.

An ordinary business meeting of the Court would take place on Thursday 21 March 2024, 8.30am (UK time); 12.30pm (Dubai time); 4.30pm (Malaysia time).