

COURT

In the Chair: Dame Frances Cairncross

Present also: Professor Patrick Corbett
Mr Graeme Dickson
Mr Craig Duffy
Dr Fadi Ghaith (by Skype)
Dr Alicia Greated
Dr Amos Haniff
Mr Grant Innes
Professor Julian Jones
Dr Amanda Lyness
Ms Morag McNeill
Mr Cameron Millar

Officer in attendance: Professor Mushtak Al-Atabi (by skype)
Ms Ann Marie Dalton-Pillay
Professor Ammar Kaka (by skype)
Mr Andrew Menzies

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

Minutes

Date of Meeting: 21 September 2018

Mr Roger Murray
Professor John Perkins
Ms Marta Phillips
Dr James Richards
Mr Rahul Singh
Ms Jandy Stevenson
Mr Tony Strachan
Professor Ian Wall
Mr Graham Watson
Professor Richard Williams

Dr Gillian Murray
Professor Garry Pender
Professor John Sawkins

M18/65 WELCOME AND ANNOUNCEMENTS

The Chair welcomed Mr Graeme Dickson, Dr Alicia Greated and Dr James Richards, who were attending their first meeting of the Court since joining the membership. The Chair also welcomed Professor Patrick Corbett and Dr Amos Haniff, who had been re-elected to the membership of the Court in June 2018.

The Chair reported that the following individuals would attend for particular items on the agenda:

- Lord Vallance (for item M18/76);
- Professor Robert MacIntosh (for items M18/75 and 76);
- Mr Paul Gentle (for item M18/75); and
- Ms Ruth Moir (for item M18/77)

M18/66 APOLOGIES

Apologies had been received from the following members: Ms Tracey Ashworth-Davies, Mr Andrew Milligan and Professor Mairead Nic Craith, and from the following who were invited to sit in attendance: Ms Sue Collier and Professor Gill Hogg.

M18/67 MINUTES OF THE MEETING OF THE COURT HELD ON 25 JUNE 2018

The Court approved as an accurate record the minutes of the meeting of Court held on 25 June 2018.

M18/68 DECLARATION OF INTERESTS

The Chair of Court invited declarations of interest. No interests were declared.

M18/69 MATTERS ARISING

The following were reported as matters arising:

- the Secretary of the University reported, in relation to minute M18/44, that the Differentology Report had been made available to Court members for information on the Court SharePoint site;

- the Deputy Principal (Research & Innovation) provided an update on the current status of the National Robotarium City Deal project. He confirmed that: the timescale for delivering the full business case remains November 2018, although there had been recent stasis due to changes in personnel in the DCLG; and the overall governance structure is in the process of being finalised. While it remains too early to take up the offers of support for the project from Mr Roger Murray and Mr Cameron Millar, contact would be made very soon with those Court members;
- the Secretary of the University reported that a final meeting of the Constitutional Review Group will be held shortly to review the minor further changes made to the Charter and Statutes in response to points raised by the Scottish Government Legal Department. The only material changes made so far related to the Academic Freedom statements in each of the Charter and Statutes and the Senate had recently approved a revised form of words. The Court noted that the aim remains for an enactment date for the new Charter and Statutes of January 2019; and
- the Secretary of the University reminded Court members that the Scottish Graduation ceremonies would take place on 13 and 14 November 2018. Court members were encouraged to make arrangements to attend at least one of the ceremonies.

M18/70 OPENING REMARKS FROM THE CHAIR OF COURT

70.1 The Chair reminded Court members that the deadline date for their submissions to the HESA personal data collection for 2017/18 is 21 September 2018.

70.2 The Chair reported on two recent events she had attended at Panmure House for which the building had provided an excellent setting, signalling that the investment made in this exceptional facility with its prime location close to the Scottish government ought to yield many more good opportunities in the future.

M18/71 UPDATE FROM THE PRINCIPAL (Paper Ct7/18/109)

The Court noted and discussed a report, presented by the Principal, who summarised key matters of interest. The Principal thanked Court members for their helpful contributions to the Strategy 2025 discussion at the Court dinner meeting on 20 September.

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

M18/72 REPORT FROM THE SENATE (Paper Ct7/18/110)

The Court noted a report from the Senate relating to the meeting of the Senate held on 12 September 2018.

72.1 Modification to Ordinance G2: Appointment, Removal and Duties of a Pro-Chancellor of the University

The Senate had considered and agreed to recommend to the Court a request from the Governance and Nominations Committee to modify Ordinance G2 relating to the appointment of a Pro-Chancellor, such that the selection committee would include two members of the Court and two members of the Senate, not four of each as stipulated in the current Ordinance. The Court approved the modification to the Ordinance (as recorded in M79.2, below).

72.2 Charter and Statutes: proposed modification to the statements on academic freedom

Following consultation by the Constitutional Review Group, the Senate had considered and agreed to recommend to the Court modifications to the statements on academic freedom within the revised Charter and Statutes which had been submitted to the Scottish Government Legal Department for consultation. The changes were proposed in response to comments received from the Scottish Government Legal Department. The Court approved the proposed modifications.

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

72.4 Other matters reported

The Court noted other matters included in the report which were reported for information.

M18/73 UPDATE FROM THE STUDENT UNION (paper Ct7/18/111)

The Court noted and discussed a report on recent Student Union activities which was presented by the President of the Student Union. The President highlighted:

- work under way on the Student Union strategy;
- work to reconfigure the academic representation system within Schools;
- recent discussion on the recognition and engagement of on-line learning students within the University community;
- planning work to secure new building space;
- a new anti-drug policy;
- forthcoming Dubai Campus bye-elections to elect the full Student Council Team;

- new membership of the Vice-President (Community) on the Edinburgh Student Charitable Aid trustee board and the National Student Accommodation Survey Advisory Board;
- work with a partner to launch a Women in STEM mentor programme;
- developments associated with the volunteer scheme (now being incorporated across all campuses), including successful accreditation of the volunteer scheme with the Saltire Awards Scheme; and
- a new partnership with Lothian Busses aimed at improving services and membership of the President on a City of Edinburgh Council working group on the future of travel in the city and an invitation to sit on the 2050 City Vision Strategy Group.

The President explained the new Heriot-Watt University Student Partnership Agreement 2018/19 which set out the aim for the University and the Student Union (Scotland), Student Council (Dubai) and the Student Association (Malaysia) to work in partnership to review the Student Partnership Agreement (SPA) each year. The SPA would identify the main agreed priorities in each academic year with an indicated action plan and was designed to increase student engagement with the University, enhance the student experience and engender a sense of belonging to the University community. A good many of the priorities identified for 2018/19 had been informed by the outcomes of the 2018 National Student Survey and other student feedback surveys, with priorities grouped under the main themes of 'Academic', 'Community' and 'Wellbeing'. The Court welcomed the report, and an observation was made about the pertinence of some elements within the Agreement to the developing Strategy 2025.

A member of the Court suggested that consideration be given to whether there might be some aspect of relevance to the alumni body within the Community theme. It was further suggested by a Court member that the Student Union should provide a brief update report to the Court at each meeting on progress within each of the three themes. It was noted that reports would be made to the Global Student Liaison Committee and would be relayed to the Court via that Committee's regular report.

In response to a question asked about support for the LGBT community in particular at Dubai and Malaysia [where wider legal and societal viewpoints differ from the UK] the Court noted that support is provided to match as closely as possible that available at the UK campuses; however, there is no overt publicity in either location about the support available to students (and staff) in this section of the University community.

The Chair of Court encouraged the Vice-President (Wellbeing) to have a discussion with the Provost of the Malaysia Campus on the wellbeing agenda under development at the Malaysia Campus.

M18/74 ANNUAL REPORT FOR THE SCOTTISH FUNDING COUNCIL: INSTITUTION-LED QUALITY REVIEW (Paper Ct7/18/112)

The Court received the Annual Report to the Scottish Funding Council (SFC) on Institution-Led Quality Review for 2017/18, which was presented by the Deputy Principal (Learning & Teaching). The Court had considered an earlier draft of the report and the Deputy Principal (Learning & Teaching) thanked those members who had provided their comments at that earlier phase of consultation. An observation

was made that a very small number of Court members had provided comments on the earlier draft report presented for consultation and Court members were encouraged to contribute their views and comments in greater numbers in future years.

The Court agreed that the Annual Assurance Statement for 2017/18 should be signed off by the Chair of Court and submitted with the report to the SFC.

M18/75 STRATEGY 2025 UPDATE (Oral report)

Professor Robert MacIntosh, Chair of the Academic Advisory Group (AAG) for Strategy 2025 and Mr Paul Gentle were present for discussion on this item. The Principal introduced Mr Paul Gentle who commented on the impressive level of stakeholder engagement involved in the strategy development process so far and his own engagement in that process. He had been commissioned to support the University in writing up the Strategy 2025 document.

The Chair of the AAG thanked those Court members who had contributed to the previous evening's strategy discussion. He explained the broadly inclusive and consultative nature of the strategy development process to date. Court members were invited to contribute their further views by completing the online poll at www.menti.com (code number 500659).

The Chair of the AAG reported that a first draft of the Strategy 2025 document would be prepared by the week beginning 8 October 2018. The draft would be considered by the University Executive and the Global University Leadership Forum and would be made available on the Strategy 2025 microsite for wider consultation. In the meantime Court members were invited to relay any questions or comments to Mr Roger Murray (member of the Strategy 2025 Academic Advisory Group), Mr Cameron Miller (member of the Strategy 2025 Development Group) or himself.

The Court discussed what should be interpreted as "distinctiveness" and how this will be articulated in the Strategy. The Chair of the AAG gave a view of what this could be taken to mean: e.g. small and specialist; multi-campus; multi-mode deliveries; international; mould-breaking in methods of meeting industry needs etc. He advised that there should be a high degree of consensus developed across the University about how the University shall define and express its distinctiveness, presented in compelling ways. Other themes suggested as examples to help define distinctiveness included the "positive education" and "flourishing" themes discussed at the previous evening's Court dinner meeting, and the potential future repositioning of the Edinburgh Business School. The Chair of Court encouraged Court members to direct any views they have on how distinctiveness should be defined to the Chair of the AAG.

M18/76 EDINBURGH BUSINESS SCHOOL (EBS) (Paper Ct7/18/114)

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

76.4 Edinburgh Business School: use of University arms / logo (Paper Ct7/18/114b)

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

M18/77 DUBAI CAMPUS PROJECT: REPORT FROM THE DUBAI NON-EXECUTIVE ADVISORY GROUP (Paper Ct7/18/115)

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

M18/78 REPORT FROM THE AUDIT AND RISK COMMITTEE (Paper Ct7/18/116)

The Court noted and discussed a report from the Audit and Risk Committee which related to the meeting of the Committee held on 30 August 2018.

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

78.3 Other matters reported

The Court noted other matters included in the report which were reported for information.

M18/79 REPORT FROM THE GOVERNANCE AND NOMINATIONS COMMITTEE (Paper Ct7/18/117a)

79.1 Chair of Court appointment and timeline

The Court noted and approved a revised proposed timeline for the selection and appointment of a new Chair of Court by August 2020 (Appendix 1 to the report).

79.2 Chancellor and Pro-Chancellor appointments

The Court approved the following:

- an updated updated timeline for the selection and appointment of a new Chancellor and Pro-Chancellors (Appendix 2 to the report);
- the proposal that key criteria drawn from the Chancellor 'Person Specification' in the candidate brief document provided, coupled with the requirement that the individual should be exceptional in terms of their reputation and standing should be utilised by the appointed executive search firm and the appointment selection committee to evaluate, shortlist and select a suitable candidate for the role of Chancellor;
- the proposal that the selection committee for the Pro-Chancellor roles be reduced from four members appointed by each of the Senate and the Court to two members appointed by each. The Court noted that the Senate had agreed with this recommendation and had approved the required revisions to Ordinance G2: Appointment, Removal and Duties of the Pro-Chancellor (as shown in Appendix 3 to the report);
- the role specification which has been developed for the Pro-Chancellor roles (Appendix 4 to the report), with the recommendation that international experience and connections should be essential (rather than desirable) criteria for both the Pro-Chancellor and the Chancellor roles;
- the proposal that key criteria drawn from the role description and the personal attributes sections of the candidate brief document, coupled with the requirement that the individual should be exceptional in terms of their reputation and standing, should be utilised by the appointed executive search firm and the appointment selection committee to evaluate, shortlist and select suitable candidates for the role of Pro-Chancellor;
- the proposal that Court appointments to the Chancellor selection committee in terms of Ordinance G1: Appointment, Removal and Duties of the Chancellor, should include Mr Rahul Singh, Professor Máiréad Nic Craith, Ms Tracey Ashworth Davies and the Deputy Chair of Court (as distinct from Mr Tony Strachan in a personal capacity); and
- the proposal that the composition of the panel to be appointed to evaluate the executive search firm tender bids should include the Secretary of the University, the Director of Governance and Legal Services and Ms Tracey Ashworth-Davies.

79.3 Court Committee compositions

The Court noted the endorsement of the Committee of proposals to adjust the pattern of membership composition of Court committees with a view to achieving greater consistency. The Committee had also considered a number of vacancies arising in Court committee memberships in 2018 and 2019 which had not been filled at the conclusion of the 2017/18 recruitment campaign or which had arisen in the period since then.

79.4 Staff Committee

The Court approved the following recommendations:

- a temporary vacancy which will exist for one year during 2018/19 should be left unfilled;
- when the Deputy Chair of Court demits office, the (fifth) lay Court member place should be removed from the composition of the committee;
- following his re-appointment to the Court, Dr Amos Haniff should be invited to continue his membership of the Staff Committee in the staff member category for a period commensurate with his continued membership of the Court (*Addendum: Dr Haniff confirmed his wish to continue his membership of the Committee*); and

- Court members should be invited to nominate suitable interested candidates who may be invited for interview for a 2019 vacancy arising in the co-opted membership of the Committee. No remaining suitable candidates had been identified following the 2017/18 recruitment campaign.

The Court noted that it could be desirable for the Chair of the Remuneration Committee (a position currently held by the Deputy Chair of Court) to be a member of the Staff Committee also. The Secretary of the University agreed that this is a matter which should be considered further in the context of agreement to be formed on the full range of duties and responsibilities of the new Deputy Chair of Court.

79.5 Global Student Liaison Committee

The Court approved the recommendation that the Professional Services Leadership Board representative place on the Committee which is currently vacant should be removed from the composition.

79.6 Campus Committee

The Court approved the following recommendations:

- Dr James Richards should be invited to join the membership of the Campus Committee with immediate effect to fill a current staff member vacancy, the period of appointment to run for three years until 31 July 2021 while Dr Richards remains a member of Court (*Addendum: Dr Richards has confirmed that he will take up the invitation to serve as a member of the Committee*);
- a current vacancy in the Court member category should not be filled and the place removed from the composition of the committee;
- the third (extra) place in the co-opted member category should be removed from the composition of the Committee when a vacancy arises in 2019, unless the incoming new Chair wishes to seek augmentation of the Committee membership for a particular reason. It was agreed that the Secretary of the University should seek his advice on this point.

The Court noted that the Deputy Chair of Court is currently included in the membership of the Committee and future consideration would be given to whether and how the vacancy which will arise in the future should be filled.

79.7 Audit and Risk Committee

The Court approved the following recommendations:

- the membership of Ms Morag McNeill should be renewed for a further period of two years from 1 July 2019 until 31 July 2021 while Ms McNeill remains a member of the Court, subject to her willingness and availability to accept this extension (*Addendum: this should be confirmed in the context of wider agreement on the full range of responsibilities of the Deputy Chair of Court*); and
- the membership of Mr Roger Murray should be renewed for a further year from 1 July 2019 until 31 July 2020 while Mr Murray remains a member of the Court. It was noted that Mr Murray had agreed to serve on the Committee for the further period.

79.8 Finance Committee

The Court approved the following recommendations:

- the third (extra) place occupied by Mr Steve Heathcote in the co-opted membership category should be removed from the composition of the Finance Committee when Mr Heathcote transfers into the Court member category of the Committee from 1 August 2019; and
- Court members should be invited to make nominations for suitable interested candidates who may be invited for interview for a 2019 vacancy arising in the co-opted membership of the Committee. No remaining suitable candidates had been identified following the 2017/18 recruitment campaign.

79.9 Ordinances and Regulations Committee

The Court approved the recommendation that Court members should be invited to make nominations for suitable interested candidates who may be invited for interview for a 2019 vacancy arising in the

Court appointed membership of the Ordinances and Regulations Committee. No remaining suitable candidates had been identified following the 2017/18 recruitment campaign.

79.10 Court Statement of Primary Responsibilities

The Court noted and approved proposed revisions to the Court Statement of Primary Responsibilities, which had been updated in accordance with changed provisions in the 2017 version of the Scottish Code of Good Higher Education Governance, outputs from the first phase assurance mapping exercise completed in 2017 and proposed revisions to the University Charter and Statutes in 2018.

79.11 Court and Senate Effectiveness Review 2018

The Court noted the Committee's report of the proposed approach described for the receipt and review of the final report on the 2018 Effectiveness Review conducted by the Good Governance Institute.

79.12 Governance and Nominations Committee Terms of Reference

The Court noted and approved for implementation draft revised Terms of Reference for the Governance and Nominations Committee. The Terms of Reference had been updated to reflect the outcomes of the first phase assurance mapping exercise, proposed changes to the Charter and Statutes in 2018 and the 2017 Scottish Code of Good Higher Education Governance, as well as the evolution over time of the Committee's working remit.

79.13 Independence of the Secretary and the Clerk to the Court

The Court noted and approved for implementation a proposed framework of criteria set out as the defined measures of the independence of the Secretary and the Clerk to the Court. It was agreed that the Secretary of the University should work with the Deputy Chair of Court to implement the framework in 2018/19, following which the arrangements should be reviewed at three yearly intervals.

79.14 Other matters reported

The Court noted other matters included in the report which were reported for information.

M18/80 REPORT FROM THE GOVERNANCE AND NOMINATIONS COMMITTEE (Paper Ct7/18/117b)

The Court received a recommendation from the Governance and Nominations Committee in relation to the appointment of the next Deputy Chair of Court in succession to Mr Tony Strachan who will stand down from the position as of 31 December 2018.

The Court noted that by the closing date for nominations a single supported nomination from Ms Morag McNeill had been received for the role of Deputy Chair of Court. The Court noted that, following a panel discussion with her, Ms Morag McNeill was confirmed to be highly suited to the role and able to make the necessary time commitment.

The Court approved the recommendation received from the Governance and Nominations Committee that Ms Morag McNeill be elected unopposed to the position of Deputy Chair of Court from 1 January 2019 until 31 December 2021, for as long as she remains a member of the Court.

M18/81 REPORT FROM THE REMUNERATION COMMITTEE (Paper Ct7/18/118)

The Court received and discussed a report from the Remuneration Committee which related to the meeting of the Committee held on 10 September 2018. Appended to the main report, the Court received a summary report of the profile and costs associated with the 2018 senior staff annual pay round and a summary report of the Principal's review for 2017/18 and objectives for 2018/19, as agreed with the Chair of Court.

81.1 The Court noted and approved an updated Global Reward Policy and Senior Staff Pay Review Procedures as recommended by the Committee, noting that the changes made to the Policy and the Procedures had previously been negotiated through the Combined Joint Negotiating and Consultative Committee.

- 81.2** The Deputy Chair of Court (and Chair of the Committee) reported that the remaining matters reported were presented for information. The report confirmed the annual decisions taken on senior pay which had followed the Policy and Procedures previously agreed by the Court.

The Deputy Chair highlighted the decision of University Executive members to forego any bonus payments for the second year running. He drew attention also to the changing landscape in the UK in relation to university pay and the need in the future to re-evaluate national benchmark information (both public and private sector) and the latest UK and Scottish guidelines in setting senior pay.

M18/82 ANY OTHER BUSINESS

82.1 Court Rolling Programme of Business (Paper Ct7/18/120)

The Court noted a report of the planned rolling programme of forward business, as at September 2018.

M18/83 REPORT FROM THE FINANCE COMMITTEE (Paper Ct7/18/123)

The Court received and noted a report from the Finance Committee, which related to the meeting of the Committee held on 7 September 2018. All items in the report were presented for information. The period 12 (full year) Management Accounts 2017/18 and Summary Group Financial Dashboard for the same period were provided as appendixes to the report.

M18/84 REPORT FROM THE STAFF COMMITTEE (Paper Ct7/18/119)

The Court noted a report from the Staff Committee, which related to the meeting of the Committee held on 10 September 2018. All items in the report were presented for information.

M18/85 REPORT FROM THE INTERIM BUSINESS COMMITTEE (Paper Ct7/18/121)

The Court noted a report from the Court Interim Business Committee which related to:

- an item of business dealt with on 6 July 2018, which related to the appointment of Mr Graeme Dickson to the Court from 1 August 2018; and
- items of business dealt with on 22 August 2018, which related to the appointments of Ms Marta Phillips, Professor Máiréad Nic Craith and Dr Alicia Greated to Court committees with immediate effect.

M18/86 FORTHCOMING EVENTS (Paper Ct7/18/122)

The Court noted a report of forthcoming University events of potential interest to Court members and the executive.

The Secretary reported on her plan to agree future attendance at key University and community events with individual members of the Court on a rolling basis to ensure continuity and appropriate sharing of those commitments.

M18/87 ANY OTHER BUSINESS

87.1 Court Papers Review Group

The Court noted that a meeting of the Court Papers Review Group would be held in the near future [5 October 2018]. Ms Marta Phillips asked that any particular comments on Court papers be relayed via her to the Group. She drew attention to the general volume of Court papers and the number of late papers received for meetings of Court and encouraged the executive team to seek to ensure that paper delivery dates are met.

The Deputy Chair of Court asked that the earlier report of the Communications Focus Group be made available to members of the Court Papers Review Group.

87.2 Visit to overseas campuses

The Secretary of the University confirmed that plans would be put in place to facilitate a visit by Ms Marta Phillips and Ms Morag McNeill to the University's Dubai and Malaysia Campuses in 2018/19.

M18/88 DATE OF NEXT MEETING

Friday 9 November 2018 (Court Strategy Day).

Date

Signature