

THE COURT

Minutes: 21 December 2022

In the Chair: Mr Bruce Pritchard, Chair of Court

<p>Present:</p> <p>Dr Richard Armour, Lay Member Professor Scott Arthur, Dean Professor Mark Biggs, Vice-Principal and Provost Professor Marc Desmulliez, Staff Member Mr Graeme Dickson, Lay Member Mr Brian Henderson, Alumni Member Dr Fadi Ghaith, Senate Member Mr Steve Heathcote, Lay Member Mr Gary Kildare, Lay Member</p> <p>Ms Molly Knight, Student Union Vice-President (Education) Mr Sanjit Krishnakumar, Student Union President</p>	<p>Mr Paul Lewis, Lay Member Dr Bill MacPherson, Senate Member Ms Morag McNeill, Deputy Chair of Court</p> <p>Mr Cameron Millar, Lay Member Mr Jürgen Munz, Trade Union Member Mr Chris Pirie, Staff Member Mr Alan Robertson, Lay Member Mr Mike Tumilty, Lay Member Professor Richard Williams, Principal and Vice-Chancellor Mr Graham Watson, Lay Member Ms Dorothy Wright, Lay Member</p>
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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 Lucy Everest, Global Chief Operating Officer (GCOO)
 Professor Heather McGregor, Vice-Principal and Provost (Dubai)
 Professor Steve McLaughlin, Deputy Principal (Research and Impact)
 Ms Lisa Herlihy, Clerk to the Court

Invited: Ms Anna Fenge, Executive Dean (Global College)
 Mr Angus McGuire, In-house Lawyer

Apologies: Professor Lynne Baillie, Trade Union Member
 Ms Sue Collier, Global Director of Governance and Legal Services (GALS)
 Mr Andrew Jefferson, Global Chief Financial Officer (GCFO)
 Professor Mercedes Maroto-Valer, Deputy Principal (Global Sustainability)
 Dr Gill Murray, Deputy Principal (Enterprise and Business)
 Ms Marta Phillips, Lay Member

MINUTE
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M22/101 WELCOME, APOLOGIES AND DECLARATIONS OF INTEREST

The Chair welcomed all present to the additional business meeting of the Court, which had been convened to consider a single item of business. The Chair offered particular thanks to the Finance Committee and members of the University Executive for all their work on the Global College Business Case in recent weeks.

The apologies for absence were noted and no declarations of interest were reported.

M22/102 REPORT FROM THE FINANCE COMMITTEE: GLOBAL COLLEGE BUSINESS CASE (Ct10/22/61)

The Court received and approved in principle the Global College Business Case, subject to final approval by the Court Interim Business Committee (CIBC) once outstanding contractual issues had been resolved. The Business Case was presented by the University Secretary and the GCOO as Programme Sponsors.

The Chair of the Finance Committee introduced the background to the Business Case, which had first been presented to the Committee for consideration in November 2021. There had been considerable developments since that point, particularly following the identification of a partner (Shorelight). The

Finance Committee had endorsed the Business Case for Court approval on 14 December 2022, subject to a small number of caveats. These included:

- a full external legal review being conducted by CMS (the University's lawyers) for the meeting of the Court, with a clear understanding of what remained outstanding. This had been completed and included in the papers for the Court meeting as a RAG-rated report. Some items remained at amber but none were red;
- establishing an absolute right for the University to terminate the contract at 5 years. This had now been agreed with the partner; and
- a Court Oversight Board being set up immediately. This would be discussed with Court later in the meeting.

The Committee was very supportive of the strategy and the underpinning rationale, and had focused on ensuring an optimum deal for the University.

The University Secretary reported on the context for the rationale of the Global College, which would provide foundation and pathway programmes for progress to the University's global degrees. This was a strategic deliverable under the Globally Connected theme and would provide an engine for growth, inclusion and access. The Global College was also a critical income generator, which would address potential overreliance on key markets by reaching into a wide range of international markets. International recruitment would be managed by the University's partner, with the University retaining control of domestic recruitment.

The Court noted that the majority of the University's international recruitment was currently Postgraduate Taught (PGT) students. These were one-year degrees and were highly susceptible to market and governmental changes, particularly around visas. Expanding the University's international recruitment to foundation and undergraduate degrees would mitigate the current risks around international recruitment and income. The use of a partnership would also mitigate risks, as very few institutions succeeded at international recruitment at scale on their own.

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

Next steps

The Court discussed next steps, noting that the Programme Sponsors would finalise contract changes to address outstanding items, and would ensure that CMS reviewed any material changes to clauses. The internal Information Governance team would provide a report on Data Protection issues. Red-lined copies of the two final contracts would be produced and approval sought from the Heriot-Watt University Malaysia Board at the appropriate time.

Approval by the Court

The Court was invited to agree that final sign-off of the partnership contracts would be delegated to the CIBC. The Court approved this proposal, on the understanding that the CIBC would refer the matter back to the Court should any new risks arise. Should the outstanding matters within the report remain amber, the Court was content for the CIBC to provide approval on its behalf.

The Court had a full discussion regarding the need for a Court Oversight Board to oversee the Global College project. Following this discussion, the Court agreed that the University Secretary would draft Terms of Reference for an Oversight Board and would present these to the Court for consideration and approval. There was strong support for an Oversight Board, following the success of this model in overseeing the development of the new Dubai Campus and the implementation of the Enterprise Resource Planning (ERP) Programme. It was noted that there would need to be careful consideration of the Board's remit to ensure that this was focused on income generation and did not extend into academic matters which were delegated from the Court to the Senate.

The Court also agreed that it would receive regular reporting on progress against large-scale projects via the University Executive and the Project Management Office. This would include reporting on benefits realisation.

Discussion

During the meeting, the Court received assurance that the University retained full control of academic delivery, quality and entry requirements, with the 85% progression target designed to ensure that any issues with progression were identified and interventions were implemented by both parties. The Global

College would function as a School of the University and all of the usual quality processes would be in place.

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

A member of the Court recommended that the progression criteria and routes provided were cross-checked against the University's regulations to ensure consistency.

The Court discussed the targets provided within the Business Case, which had been agreed with colleagues at each campus. The University was working with Shorelight to ringfence agents where necessary and to ensure that they were responsive to demand. Some movement on the targets was expected because it was impossible to predict future demand at each campus with complete accuracy. The Steering Group would monitor numbers and movement between campuses.

The Court emphasised that the Global College would have implications for the nature of each campus and that there would inevitably be changes that the University had not considered that would require resources. Contingency would be required in business planning to account for this, as well as consideration of the cultural implications. The GCOO confirmed that the evolution of student support, changes to the function of the international office, and the requirement for English language support were all being included in the annual planning process. There would also be further investment in induction and onboarding support. The importance of the cultural element was acknowledged, and this would be taken on board for future planning.

Accommodation

The Court noted that the Finance Committee had also received an update on student accommodation at its meeting on 14 December 2022, with particular emphasis on how this linked to the Global College. The report had been presented to the Court at this meeting. The Committee had received assurance that a realistic and deliverable route was available to bridge the gap until new student accommodation could be built on campus, subject to providing a business case for Capex funding.

The Court agreed that the Infrastructure Committee would receive and consider the report on student accommodation and would report back to the Court on future plans and options.

M22/103 DATE OF NEXT MEETING

2 February 2023, 8.30am (UK time), 12.30pm (Dubai time), 4.30pm (Malaysia time).