

COURT

Minutes

In the Chair:	Dame Frances Cairncross	Date of Meeting: 11 December 2015
Present also:	Ms Tracey Ashworth-Davies Ms Lucy Conan Professor Patrick Corbett Ms Hannah Frances Ms Trish Gray Mr Amos Haniff Professor Phillip John Professor Julian Jones Ms Miranda Matoshi	Mr Andrew Milligan Professor Isabelle Perez Ms Jane Queenan Ms Dorothy Shepherd Mr Tom Stenhouse Ms Jandy Stevenson Mr Tony Strachan Professor Ian Wall Professor Richard Williams
Officer in attendance:	Professor Bob Craik (via Skype) Ms Ann Marie Dalton Professor Gill Hogg	Mr Andrew Menzies Professor John Sawkins
Others in attendance:	Ms Lorna Kirkwood-Smith (minutes)	

M15/31 APOLOGIES

Apologies were received from the following members: Ms Pamela Calabrese, Ms Morag McNeill, Ms Jane Queenan, Mr Graham Watson, Ms Rio Watt, and from the following who were invited to attend the meeting: Ms Sue Collier, Professor Ammar Kaka and Professor Duncan Hand.

M15/32 WELCOMES

The Chair welcomed the following:

- Professor Bob Craik, who joined the meeting via Skype;
- Mr Malcolm Deans, who attended to join the discussion on the Oriam hotel development project (Paper Ct3/15/62); and
- Mr Les Allan, who attended to join discussion on the Health and Safety Committee Annual report and the Health and Safety Policy and Policy Statement (Paper Ct3/15/63).

M15/33 MINUTES OF THE MEETINGS OF COURT HELD ON 9 OCTOBER AND 13 NOVEMBER 2015

The Court approved the minutes of the meetings held on 9 October and 13 November 2015.

M15/34 DECLARATION OF INTERESTS

The Chair of Court invited any members of the Court with a personal interest in any matter for discussion at the meeting to declare their interest. No declarations of interest were made.

M15/35 MATTERS ARISING

35.1 West London College

The Deputy Principal (External Relations) provided an oral update on arrangements between the University and West London College. **reserved section (ref section 30, FOI(S)A).**

35.2 Higher Education Governance (Scotland) Bill

The Secretary of the University provided an oral update on recent developments and anticipated next steps in relation to the passage of the Higher Education Governance Bill. It was noted that the Bill was expected to complete its progress through Parliament by around mid-March 2016.

35.3 50th anniversary celebrations

The Principal updated the Court on plans for a series of events to mark the 50th anniversary of the University being granted university status which would be announced in the near future. Events would include, inter alia, a summer party in 2016 for staff and their partners to mark the occasion with the opportunity to celebrate other recent University successes, such as the Queen's Anniversary Prize awarded to the Institute of Petroleum Engineering. The Principal reported that the programme of events will be circulated in January 2016.

M15/36 REPORT FROM THE CHAIR OF COURT (Oral)

36.1 Principal's Inaugural Lecture

The Chair of Court reported on the success of the Inaugural Lecture delivered by the Principal on 9 December 2015. Unfortunately, invitations had been issued to members of the Court only in the previous week; the Chair of Court requested that, in future, Court members receive invitations for important University events as early as possible.

36.2 Court dinner meeting discussion: 10 December 2015

For the benefit of members of the Court who were not present at the Court dinner meeting on 10 December, the Chair of Court provided a brief oral summary of the key points emerging from the discussion which had focused on institutional development activities and future opportunities. It had been noted in the discussion that a considerable amount of untapped opportunity existed, both in the UK and internationally, which could be developed, from the current relatively low level position, through the University's relations with its alumni membership and business and industry. There were opportunities for Court members to engage actively to support the University's future development and fundraising aims.

The Chair reported that the level of attendance at the dinner meeting had been relatively low and she emphasised the importance of attendance whenever possible at future events, as these played an important part of Court members' continuing learning. The Chair stated that she hoped to see an improved level of attendance at future dinner meetings.

M15/37 REPORT FROM THE PRINCIPAL (Paper Ct3/15/53)

The Court received and discussed a report from the Principal. The Principal drew the attention of the Court to particular matters highlighted in his report:

- the UK Government Green Paper on higher education which had been released recently for consultation. The Vice-Principal highlighted that the Green Paper paved the way for new higher education providers to enter the sector and to gain university status, and that the developments signalled potential for increased differentiation across the HEFCE funded sector;
- the UK and Scottish budgets for higher education. The Scottish budget was expected to be published on 16 December 2015 and it was anticipated that the sector would learn more about Funding Council allocations in January 2016. The Principal reported that the University would consider how it could benefit from the planned expanded apprenticeship scheme which had been revealed in the budget announcement and which would be subsidised via a levy on large employers; and
- the intention of the University to expand student opportunities for inter-campus transfers in the future through the recently launched 'Go Global' student programme. Signs of student interest were positive with, for example, the number of Scottish based students spending part of their degree programme this year at the Malaysia Campus expected to double.

The Principal also updated the Court on his recent visits to the Dubai and Malaysia Campuses. The Deputy Chair of Court had also undertaken this year's governor visit to the overseas campuses. The trips incorporated overseas graduation ceremony events, a dinner to celebrate the tenth anniversary of the opening of the Dubai Campus and a celebration of the third anniversary of operations at the Malaysia Campus. The Deputy Chair of Court shared his view of the highly impressive quality of both overseas campuses and conveyed thanks to Professor Bob Craik and his team of staff for their work in supporting the successful establishment of the Malaysia Campus.

The Court conveyed its congratulations on the recent award of the Queen's Anniversary Prize to the University's Institute of Petroleum Engineering.

M15/38 REPORT FROM THE UNIVERSITY EXECUTIVE (Paper Ct3/15/54)

The Court received and discussed a report presented by the Principal on behalf of the University Executive (UE).

The Principal drew the attention of the Court to particular matters highlighted in the report:

- the Malaysia Campus Strategic Development Group, as discussed by the UE at its meeting on 10 November, was meeting on a weekly basis. A number of proposals aimed at generating new income and boosting the Malaysia Campus business plan would be presented for consideration by the UE in January 2016;
- following the recent consultation exercise and further consideration by the UE in November 2015, the University brand "boilerplate" statement had been finalised;
- the relevant decision dates in relation to the re-organisation of academic activities of the School of Life Sciences had been delayed to allow additional consultation time; however, discussions were progressing positively; and
- (in relation to one of the outcomes of the first Leadership Forum meeting, **reserved section (ref section 30, FOI(S)A)**).

In response to a question about the reported levels of research grants and contracts proposals and awards the Vice-Principal reported that research awards generally followed an uneven pattern throughout the year. While the level of proposals had increased over the same period in the previous year, the level of increase was insufficient to remove the risk which will be associated with next year's research expenditure; following changes to Research Council policy it had become increasingly difficult to cover the full economic cost of research.

M15/39 REPORT FROM THE SENATE: MEETINGS HELD ON 7 OCTOBER AND 2 DECEMBER 2015

39.1 SENATE MEETING HELD ON 7 OCTOBER 2015 (Paper Ct3/15/55a)

The Court received and noted a report from the Senate, presented by the Principal, which related to the meeting of the Senate held on 7 October 2015. All items in the report were presented for information.

39.2 SENATE MEETING HELD ON 2 DECEMBER 2015 (Paper Ct3/15/55b)

The Court received and noted a report from the Senate, presented by the Principal, which related to the meeting of the Senate held on 2 December 2015.

39.2.1 Ordinance B9: Joint Committees of the Court and the Senate

The Court noted and approved recommendations by the Senate for modifications to *Ordinance B9: Joint Committees of the Court and the Senate*. The main modifications included changes to the rules associated with voting and quoracy.

39.2.2 Ordinance C4: Standing Committees of the Senate

The Court noted and approved recommendations by the Senate for modifications to *Ordinance C4: Standing Committees of the Senate*. The modifications included changes to arrangements relating to the rules associated with voting.

39.2.3 Revised Terms of Reference: Ordinances and Regulations Committee

The Court noted and approved recommendations by the Senate for a small number of modifications and additions to be made to the Terms of References of the Ordinances and Regulations Committee. The main modifications aligned to the recommended changes to *Ordinance B9: Joint Committees of the Court and the Senate*.

39.2.4 Other items presented for information

The Court noted other items in the report which were presented for information. In relation to the report on recent disruption to the University's IT services, the Secretary of the University provided further clarification on the incident which was the result of human error. The Court noted that a lessons learned exercise was being concluded and relevant reminder advice to staff on matters of IT policy would be issued shortly. The Court was also made aware by the Vice-Principal of a recent apparent malicious attack on the UK-wide higher education JANET network which remained under investigation.

M15/40 REPORT FROM THE STUDENT UNION PRESIDENT (Oral)

The Court received and noted an oral update from the President of the Student Union on the Union's recent activities. The Court noted:

- success of the recent by-election in electing full delegations for the NUS National and Scotland Conferences and also in electing replacement Equality & Diversity and Women's Officer post-holders;
- the Student Union had been continuing to review options for a future Student Union building and was working with the Sports Union on space sharing plans;
- involvement in an NUS-led lobby of Westminster MPs on cuts to welfare and student loans;
- the launch of a 'Change One Thing' campaign, which aimed to increase student feedback on issues, whether large or small;
- consideration by the Student Union of some complaints by students following changes in University regulations which limited the amount of drinking water

permitted in examination rooms. The Student Union was continuing to monitor student feedback on the issue;

- recent community, charity, sports and student support activities at the Scottish Borders Campus;
- work under way to develop a full programme of events for Refreshers Week, including welcome events and other themed events;
- work under way to increase the amount of entrepreneurship on campus, including competitions;
- development of a programme of events for Diversity Week;
- increased activity of Liberation Groups leading to more events such as a Diwali party;
- a recent visit by the Student Union President to the Dubai Campus to deliver training to student representatives;
- participation in the consultation process on proposed University study space upgrades and monitoring of study space usage and quick fix actions; and
- work to review the rates of pay for demonstrators across Schools.

The Deputy Principal (Learning & Teaching) explained that the limitation on water consumption was a response to problems which had arisen in the past due to frequent student breaks from examination rooms. This created noise disruption during examinations with an impact also on supervisory resources.

M15/41 REPORT FROM THE EMERGENCY COMMITTEE OF THE COURT (Paper Ct3/15/56)

The Court received and noted a report from the Emergency Committee of the Court which was presented by the Chair of Court. The report notified the Court of three items of business which had been dealt with by the Emergency Committee on behalf of the Court in the period since the last ordinary meeting of the Court held on 9 October 2015.

The Court noted the Committee's key decisions in relation to the following:

- the appointment of an Interim Chair of the Edinburgh Business School Board following the resignation from the position of Chair of the Board of Sir Bob Reid. At a meeting held on 28 October 2015, the Committee had approved the appointment of Dr Shonaig Macpherson to the position of Interim Chair for a maximum period of 12 months while arrangements are made to appoint a successor;
- the temporary appointment to the membership of the Audit and Risk Committee of Ms Morag McNeill; and
- on the recommendation of the Senate Business Committee, the appointment, as Head of the School of Mathematical & Computer Sciences, of Professor Beatrice Pelloni from 1 April 2016.

M15/42 REPORT FROM THE AUDIT AND RISK COMMITTEE: MEETINGS HELD ON 29 OCTOBER AND 23 NOVEMBER 2015 (Paper Ct3/15/57)

The Court received and noted a report from the Audit and Risk Committee which related to meetings of the Committee held on 29 October and 23 November 2015. All items in the report were reported for information. It was noted that the Committee's approval and onward recommendation to the Court of the Annual Report and Financial Statements were dealt with under separate cover (Paper Ct3/15/60, below).

The Interim Chair of the Committee reported that most of the meeting held on 23 November had been devoted to reviewing Internal and External Auditor reports. The Committee had considered a draft Audit Highlights Memorandum and Management Report, as a small number of non-material matters remained outstanding which had delayed finalisation of the Auditor's report. The Interim Chair reported that, other than the delay, which arose in the final audit stages, the timetable for completion of the Annual Report had worked well and she was already in discussion with the Director of

Finance in relation to the Committee's agreement to seek a plan for improvements in the coming year from the Finance Office.

The Court noted that there was likely to be tax credit in the region of £4.5 million gross (£3.5 million, net) which was reported to the Court at its meeting in October 2015 but this did not factor in the 2014/15 Financial Statements as the precise sum due was not certain. The finance team were working on the claim and it remained a positive accrual off balance sheet.

The Chair of Court thanked Ms Jandy Stevenson for taking up the role of Interim Chair of the Audit and Risk Committee.

42.1 Strategic Project Register

The Court received and noted a University Strategic Project Register report, as at 3 November 2015, which formed Appendix 1 to the Audit and Risk Committee's report.

M15/43 ANNUAL REPORT OF THE AUDIT AND RISK COMMITTEE (Paper Ct3/15/58)

The Court received and discussed the Annual Report for 2014/15 of the Audit and Risk Committee, which was presented by the Interim Chair of the Committee. The Court noted that the report would be submitted to the Scottish Funding Council (SFC) as part of a set of documents which the SFC required to be submitted each year with the Annual Accounts and Financial Statements.

The Interim Chair reported on the possibility of future moves by the SFC to bring forward the submission date for institutions' Annual Accounts and Financial Statements by one month; this would have implications for the date of the meeting of Court at which the Accounts are approved. The Court noted that any consequent change in the relevant Court meeting date should be agreed at the earliest possible point.

A member of the Court observed that the statement in the opening paragraph of the report that "the Malaysia Campus had moved from 'project' to 'business as usual' implied completion of work and that a steady state had been achieved. Given continuing uncertainties, it was recommended that this part of the report should be reworded.

In accordance with the Court Statement of Primary Responsibilities, the Court endorsed the continuation of the appointment of the University's auditors for a further year. It was noted the Internal Auditor's contract would end in 2016. Internal Audit services for the University will therefore be put out to tender in the early part of 2016.

43.1 Annual Report from the Internal Auditor 2014/15

The Court received and discussed an annual report for 2014/15 from the University's Internal Auditor.

In relation to cyber security, it was noted that this remained an area of continuing attention by the Audit and Risk Committee, as indicated by the Committee's Annual Report. The Court noted also that the Director of Information Systems was invited to attend the Committee's discussions on IT related matters on a regular basis. The Interim Chair reported that, in the year ahead, the Committee would consider the matter of fragmentation within the University's systems and processes, and the associated risks.

The Principal emphasised the need for greater harmonisation of IT systems to reduce the vulnerability that was inherent in hang-off systems and to facilitate more effective information sharing across the University. He reported also that it was not possible to achieve absolute security of IT systems, rather the University should seek to be robust in its response to such risks; the University had been fortunate to date, considering the relatively low volume of security incidents experienced, compared with other similar institutions.

43.2 Internal Audit Plan 2015/16 to 2019/2020

The Court received and noted a report which set out the schedule for internal audit reviews for the period from 2014/15 to 2019/20.

In relation to a question arising about non-inclusion of 'disaster recovery' in the Internal Audit Plan for the current and forthcoming years, the Secretary of the University confirmed that formal internal audit reviews were conducted in this area every five years, with a review having been undertaken in 2014/15. Nevertheless, disaster recovery studies were considered and reviewed annually.

43.3 Audit Highlights Memorandum and Management Report

The Court received and noted an audit highlights memorandum and management report for the year ended 31 July 2015 from the University's External Auditor. The report summarised the work of the Auditor in relation to the financial statements of the University for the year ended 31 July 2015.

The Court noted the report that the Auditor anticipated issuing an unqualified audit opinion on the financial statements of the University and its subsidiary companies, following their approval by the Court and subject to resolution of the matter of transfer of land which was detailed on page 17 of the report. The Court noted that, in the meantime, the University was in the process of obtaining a valuation of the land in question but the issue did not prevent the approval of the consolidated accounts as the matter under review was a transfer between subsidiaries.

M15/44 UNIVERSITY STRATEGIC AND OPERATIONAL RISK REGISTERS (Paper Ct3/15/59)

The Court received, noted and discussed the following current Risk Register reports which had been considered by the Audit and Risk Committee at its meeting on 23 November 2015 following review and update by the Risk and Project Management Strategy Group in October 2015 and the University Executive in November 2015:

- University Strategic Risk Register and Overview Report;
- Schools and Professional Services Operational Risk Registers and Overview Report;
- Dubai Risk Register and Overview Report; and
- Malaysia Risk Register (including a horizon scan report of political and economic risks).

The Court noted the requirement for all Strategic and Operational Risk Register should be considered annually by the Court alongside the Annual Report and Financial Statements.

The Court approved the Risk Registers subject to a recommendation from one member that the lease expiry at the Dubai Campus in 2020 should be added to the International section of the University Strategic Risk Register.

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

In response to a question raised about this risk and the level of confidence in the controls in place to mitigate the risk, the Principal confirmed that it was not expected that full recovery against the business plan would be achieved. Currently the gap was being quantified and there was confidence that all possible actions were being progressed. Future developments would reflect strategic growth across Schools which attracted varying degrees of risk.

The Vice-Principal highlighted that Risk 8 was part of a wider dialogue that would take place during 2015/16 as consideration is given to the wider pattern of risks and

opportunities of relevance to student numbers growth. There were operational issues which would need to be considered and the University's capital investment plans would need to be reviewed to ensure their effective alignment in enabling the University to pursue new opportunities.

In response to a question which arose from a member about potential overseas collaborations, the Principal confirmed that the environment was generally highly competitive but there were opportunities for research partnerships, in particular in Dubai and Malaysia, as well as potential for other forms of linkage or partnership with other universities. The Vice-Principal (Malaysia) reported that while there was competition between UK universities in Malaysia, there were collaborative aspects and a willingness to work together to promote the UK brand generally and in their engagement with government bodies.

In response to a query raised about what seemed to be inconsistencies between the risk ratings in the Strategic and Operational Risk Registers, the Secretary of the University confirmed that it might often be the case that an assessed 'severe' risk within a School or Professional Service, would not be considered so at University level, if actions are being taken to mitigate that area of risk at University level.

M15/45 ANNUAL REPORT AND FINANCIAL STATEMENTS 2014/15 (Paper Ct3/15/60)

The Court received, noted and approved the draft University Annual Report and Financial Statements for the year ending 31 July 2015 which were presented jointly by Mr Andrew Milligan and the Interim Chair of the Audit and Risk Committee on behalf of both Committees. The Court noted that the Financial Statements had been considered and approved by the Finance and Audit and Risk Committees at their meetings held on 17 and 23 November 2015 respectively. It was noted that the foreword from the Principal remained to be incorporated in the document.

The Court noted the expectation that the University's External Auditor planned to sign an unqualified audit opinion.

The Interim Chair of the Audit and Risk Committee highlighted timing difficulties in relation to review of the draft document by the Finance Committee and the Audit and Risk Committee and made the recommendation that, in the future, a joint meeting of both committees should be scheduled in the autumn period.

The Court received, noted and approved draft management representation letters which were prepared in relation to the University (the Group), Heriot-Watt Trading Ltd, Heriot-Watt Sports Village Ltd and Heriot-Watt Services Ltd. The Interim Chair of the Audit and Risk Committee drew attention to additional elements set out in section 14 of the University management representation letter which included a range of accounting stipulations, together with confirmation that there have been no known breaches of covenants or terms of loan agreements. The Audit and Risk Committee had discussed the representations required and advised the Court that in its view the letter could be signed as drafted. The Director of Finance reported that he was not aware of any matters which would prevent the letter being appropriately signed off.

M15/46 REPORT FROM THE FINANCE COMMITTEE: MEETING HELD ON 17 NOVEMBER 2015 (Paper Ct3/15/61)

The Court received and noted a report from the Finance Committee which related to the meeting of the Committee held on 17 November 2015. All items in the report were presented for information. The Court was invited to discuss the initial proposal for a hotel development associated with the Oriam contract award, details of which were appended to the report.

The Court received and noted a Group Financial Summary Dashboard report for the period August to September 2015.

46.1 Oriam hotel development (Paper Ct3/15/62)

reserved section (ref section 33, FOI(S)A).

M15/47 REPORT FROM THE STAFF COMMITTEE: MEETING HELD ON 9 NOVEMBER 2015 (Paper Ct3/15/63)

The Court received and discussed a report from the Staff Committee which related to the meeting of the Committee held on 9 November 2015.

The Chair of the Committee drew particular attention to the Committee's consideration of staff reward in the context of one of the outcomes of the 2015 Staff Engagement Survey. This highlighted a perceived lack of clarity surrounding Professional Service staff promotion processes. It was noted that further work was required in particular to improve clarity and transparency around these processes for Professional Service staff, Since the University's low rate of staff turn-over in this area means that there are relatively few vacancies open to staff hoping for promotion.

The Secretary of the University confirmed that it was planned to organise open meetings for staff at which development opportunities would be discussed; it was intended to shift the focus from the notion of promotion to a wider one of personal development. The Deputy Principal (External Relations) confirmed that she had organised regular workshops for academic staff in recent times and continued to organise these as a means by which staff are provided with useful guidance on the academic promotions process. The workshops had had the effect of increasing the number of successful promotion cases presented for consideration in the academic promotions round.

47.1 Annual Report from the University Health and Safety Committee

The Court received and discussed the Annual Report for the year ended 31 July 2015 from the University Health and Safety Committee. The report, which provided an overview of the effectiveness of the University health and safety framework, had been received and considered by the Staff Committee.

In response to a question from a member about reporting of work-related stress and mental health issues to the Health and Safety Executive (HSE) / other agencies, the Secretary of the University reported that stress was no longer a matter which required reporting to the HSE. The Court noted, however, that the University managed a tripartite system of co-ordinated support between Human Resources & Development, which gathered statistical data in this area, the University's Occupational Health Service based in the University Health Centre, and the Health and Safety Office. The University subscribed to and was an award holder in the 'Healthy Working Lives' initiative. The Secretary of the University reported also that the University had strong support in place for students.

The Court noted that the Head of Health and Safety Services and his team worked closely with other campuses and statutory obligations were being met at all campuses. The report therefore represented all parts of the University.

The Secretary of the University emphasised the role of Health and Safety Services in relation to managing emergency situations and the effectiveness of the team's response in such situations. This had been demonstrated recently, for example, with the swift and effective management of communications with Heriot-Watt students who were in Paris at the time of the terrorist attacks.

47.2 Health and Safety Policy and Policy Statement

The Court received and approved the University's Health and Safety Policy (dated December 2015) and Policy Statement which had been reviewed and updated in the context of the agreed annual programme of review and re-approval. The Court noted that the Policy and Policy Statement had been considered and approved by the University Executive at its meeting on 7 December 2015 and that members of the Staff Committee had been given the opportunity to comment on both documents.

M15/48 GOVERNANCE AND NOMINATIONS COMMITTEE: MEETING HELD ON 6 NOVEMBER 2015 (Paper Ct3/15/64)

The Court received and discussed a report, presented on behalf of the Governance and Nominations Committee by the Secretary of the University, which related to the meeting of the Committee held on 6 November 2015.

48.1 Court succession plans

The Chair of Court reported to the Court the recent resignation from the membership of Mr Colin MacLean. The Chair expressed acknowledgement and thanks on behalf of the Court to Mr MacLean for his tremendous contribution to the University through his membership of the Court and as Chair of the Audit and Risk Committee.

The Court approved the recommendation of the Committee that advertising be placed in the early part of 2016 to fill a vacancy within the membership of the Court which had been created following the departure of Mr Strone Macpherson. The Court further approved the recommendation that a suitably qualified individual with international experience, wherever based, should be sought; advice from relevant overseas agencies would therefore be engaged.

48.2 Court committee succession plans

The Court approved the following recommendations of the Committee:

- the appointment of Ms Trish Gray to the membership of the Ordinances and Regulations Committee. It was noted that Ms Gray had confirmed her willingness and availability to take up this position which shall be for a period of three years, with eligibility for renewal;
- the renewed appointment of Ms Lorrie Secrest-Osman to the membership of the Staff Committee for a further period of three years, subject to further relevant consultations on the membership renewal; and
- the appointment of Mr Cameron Millar to the Endowment Committee retrospectively from 1 September 2015 and for a period of three years.

48.3 Terms of office of co-opted lay members of Court committees

The Court noted its earlier agreement to extend the periods of membership of co-opted lay members of Court committees to three years, with eligibility to be considered for a further period of membership of up to a further three years. It had been agreed the new rule would apply to the relevant members who joined the membership of a committee on or after 1 August 2014. Any extension to the initial period of membership would not be guaranteed and, if agreed, might be offered for a period of less than three years.

The Court approved the recommendation of the Committee that two co-opted lay members of Court committees who joined the membership before 1 August 2014 should be eligible to be considered for an extension of up to a further three years when their current term of office comes to an end. This recommendation was in alignment with the proposal considered by the Court which was set out under minute item 48.5, below.

48.4 Pro-Chancellor appointments

The Court received, discussed and approved the following recommendations of the Committee:

- arrangements should proceed to secure the appointment of two individuals to the role of Pro-Chancellor of the University. The Pro-Chancellors should have particular responsibilities to act in an ambassadorial capacity in the United Arab Emirates and in Malaysia respectively, playing key roles in the delivery within those countries of the University's strategic global research agenda, and supporting development of the University's presence in those regions through its links with business and industry;
- **reserved section (ref section 30, FOI(S)A.)**

The Court noted that the University Statutes included provision for the appointment of one or more Pro-Chancellors to perform such duties of the Chancellor as shall be agreed by the Court. The Principal reported that it was intended that, while each Pro-Chancellor might be able to represent the Chancellor, their roles would not be as deputies to the Chancellor. The Court noted that no remuneration was associated with the position of Pro-Chancellor.

The Court noted the proposal that a natural development of the University's aim to develop its international research strategy and to appoint to the roles of Pro-Chancellor would be the establishment of Industrial Advisory Boards as structured mechanisms to provide linkage between the University's global research agenda and the current and emerging needs of regional business and industry in Dubai and Malaysia to mutual benefit.

The Court noted that, in terms of Statute 2, Pro-Chancellors shall be appointed by the Court on the recommendation of a joint committee of the Senate and the Court.

48.5 Court member terms of membership in the light of Statute 4: The Court

The Court noted that, under the terms of new *Statute 4: 'The Court'*, certain members were eligible to be considered for terms of membership which might extend up to a maximum of nine years. However, under the old *Statute XII: 'The Court'*, the maximum term of membership was six years. There has been no previous automatic expectation that the provisions of the new Statutes would apply retrospectively and the majority of the currently serving independent lay members of the Court were appointed under the old Statute XII.

The Court considered and approved the following recommendations from the Committee which aimed to establish common approaches and principles in the relation to the maximum term of office which shall apply to certain categories of Court member:

1. the Court should give dispensation to those independent lay members who were appointed before the new Statute 4 came into effect to have the same eligibility to complete up to nine years of service as applies to members appointed on or following 1 September 2015;

The Court agreed that the appointment of an independent lay member for the maximum period of nine years should be considered as the exception rather than the norm with decisions being driven by the criteria, set out in recommendation 4, below. It was agreed that there should be flexibility to agree a second or a third period of appointment for a period of less than three years. It was noted that this flexibility, would help to support an effective balance of existing and incoming new members to best support continuity in the membership. Each second or third term of office should be defined as "up to three years";

2. the above recommendation 1 will be subject to the application of an agreed process for determining whether an individual should be invited to continue with a further period of appointment. There should be no assumption of automatic re-appointment of any member of Court in the independent lay member category;

3. the Court should give dispensation to Senate, Staff and Alumni Association elected members who were appointed before the new Statute 4 came into effect to have the same eligibility to complete up to nine years of service, as applies to members appointed on or following 1 September 2015, subject to them being re-elected by the relevant constituency;
4. decisions on whether to renew an independent lay member's period of appointment on the Court should be made on the basis of an assessment against the following criteria:
 - the mix of skills and experience that the Court will require over the period ahead;
 - the overall contribution that the individual has been able to make to date, including their Court role and any other contributions made (Court Committee membership, support for projects or other contributions); and
 - the level of time commitment that the individual has demonstrated that they are able to make. (It was noted that the Court's Attendance and Participation Policy stipulates that the attendance and participation of a member in terms of the Policy shall form part of the criteria applied when considering renewal of membership when a member's initial term of office comes to an end);
5. at least three months before the end of a member's current term of office, the Chair of Court, using a standard form (to be provided and part-populated by the Secretariat), and following consultation with the Deputy Chair of Court, as the appointed 'Intermediary' in accordance with the Scottish Code, should make a submission to the Governance and Nominations Committee which includes the Chair's recommendation in relation to re-appointment (or otherwise) of the independent lay member. The Governance and Nominations Committee will consider the Chair's recommendation before making a recommendation to the Court.

The Court noted and endorsed the Committee's view that that it should be clearly emphasised in the above process that there should be no automatic expectation of an extension of membership beyond the completion of either the first or second agreed terms of membership.

48.6 Ordinance B6: 'Delegated authority by the Court' – Authority delegated to the Principal and the Secretary

The Court considered and approved recommendations made by the Governance and Nominations Committee and, following the conclusion of a recent consultation, from the Ordinances and Regulations Committee, in relation to *Ordinance B6: 'Delegated authority by the Court'*. The Court received and approved a tabled paper which included the few further recommended modifications received from the Ordinances and Regulations Committee.

The recommended insertions to the Ordinance, which prescribed the authority of the Court to be delegated to the Principal and the Secretary of the University, were intended to complete the Ordinance which had previously been approved with those sections of the Ordinance outstanding subject to further consultation with the Principal and the Secretary of the University.

48.7 Court Standing Orders

The Court considered and approved draft Standing Orders for the conduct of business of the Court (as shown in Appendix 3 to the report). The Court noted that it was a requirement within the Scottish Code of Good Higher Education Governance that governing bodies should draw up standing orders to regulate the conduct of their business.

48.8 Constitutional Framework Definitions document

The Court considered and approved recommendations from the Committee for modifications to the previously approved Constitutional Framework Definitions document (as shown in Appendix 4 to the report). The Court noted that the main change included the addition to the document of a section on 'Standing Orders' to reflect the establishment of standing orders to regulate the conduct of Court business.

48.9 Governance and Nominations Committee: Terms of Reference

The Court considered and approved recommendations from the Committee for modifications to be made to the Terms of Reference of the Governance and Nominations Committee (as shown in Appendix 5 to the report). The Court noted that the modifications included relatively minor tidy-up changes and that the Committee's Terms of Reference would be subject to a more substantial review following completion of the Assurance Mapping exercise.

48.10 Committee Terms of Reference assurance checks

The Court considered and approved a process recommended by the Committee which would involve the annual submission to the Court from each Court committee of a summary report confirming the means by which the Committee had met its terms of reference under the authority delegated to it by the Court. The Court approved also a proposed addition to the standard committee paper front cover sheet, to be used by authors, when appropriate, to confirm which part(s) of the Committee's terms of reference would be served through the item of business presented for consideration. Example papers were provided in Appendix 6 to the report.

48.11 Other items presented for information

The Court noted other items in the Committee's report which were presented for information.

Campus Committee independent lay member appointment(s)

The Secretary of the University encouraged any member of the Court to contact her if they who know of a suitably experienced candidate in either of the fields of hospitality or leisure who may be interested to apply for a position on the Campus Committee.

Senior executive succession planning

In relation to the item in the report relating to senior executive succession planning, the Principal confirmed that the post of Deputy Principal (Research & Innovation) would be re-advertised from January 2016. The Principal reported also that the recently appointed Director of Research & Enterprise Services, Dr Alicia Greated, had taken up the position.

Court Effectiveness Review

The Deputy Chair of Court confirmed that he expected to complete his individual meetings with Court members as part of the mid-point Effectiveness Review of the Court on 11 December 2015. He confirmed also his expectation that the outcomes of the Effectiveness Review process, would be considered at a meeting of the GNC early in the New Year for onward reporting to the Court at its meeting in March 2016. The Secretary of the University confirmed that a range of recommendations would be incorporated in the reported outcomes of the Effectiveness Reviews undertaken for both the Court and the Senate and their committees.

M15/49 GLOBAL STUDENT LIAISON COMMITTEE: MEETING HELD ON 11 NOVEMBER 2015 (Paper Ct3/15/65)

The Court received and noted a report presented by Ms Miranda Matoshi on behalf of the Global Student Liaison Committee, which related to the first meeting of the Committee held on 11 November 2015.

Ms Matoshi drew the attention of the Court in particular to the fact the Committee would consider the whole student life-cycle and would extend to the student experience globally, including the experience of independent distance learners. It was noted that the Committee would continue to develop the forward plan of its work and to define the measurements of student satisfaction that it should focus on.

The importance of qualitative data in assessing the quality of student experience was emphasised, and new tools which might play a part in this process in the future, for example, sentiment analysis, alongside review of textual feedback provided in standard surveys.

The Chair of Court reported that she welcomed the establishment of the Global Student Liaison Committee as a means by which the Court could engage more closely with the student experience.

M15/50 ACTION PLAN AND TIMELINE FOR THE ONGOING REVIEW OF THE UNIVERSITY ORDINANCES (Paper Ct3/15/66)

The Court received and noted a report, presented by the Secretary of the University, which included an update on the timeline and next steps in relation to the continuing review of the University's Ordinances. The current timeline and next steps had been agreed by the Ordinances and Regulations Committee at its meeting in October 2015.

The Court noted that the introduction of legislation in the form of a Higher Education Governance (Scotland) Act would be likely to have a fundamental impact necessitating further changes to the University's constitutional documents.

M15/51 POLICY ON COURT AND COURT COMMITTEE MEMBERSHIP: APPOINTMENTS, INDUCTION, TRAINING, DEVELOPMENT, REVIEW AND RENEWAL (Paper Ct3/15/67)

The Court received and noted a draft 'Policy on Court and Court committee membership: processes for the appointment, induction, training development, review and removal of members. The Court noted that the policy combined various strands of previously agreed policy and practice to a single point of reference, to help ensure that there is clarity and consistency in future practice. The draft Policy was relevant to a number of requirements set out in the Scottish Code of Good Higher Education Governance, enabling full compliance to be met in the relevant areas.

Court members were invited to consider the draft Policy with a view to providing comments and confirming their approval by 17 December 2015. Members were invited to direct their comments to the Secretary of the University or the Head of the Secretariat.

M15/52 ANY OTHER BUSINESS

52.1 Court rolling programme of business (Paper Ct3/15/68)

The Court received and noted a summary report of the Court's rolling programme of business for 2015/16.

52.2 Court dinner topic: Thursday 3 March 2016

The Court noted the proposed topic of the Court dinner meeting on 3 March 2016: 'Bricks or Clicks: alternative modes of delivery to enhance the student learning and teaching experience'.

M15/53 DATE OF THE NEXT MEETING

The Court noted that the next meeting of the Court will take place on Friday 4 March 2016.