

COURT

Minutes (Regular business section of the agenda)

In the Chair:	Dame Frances Cairncross	Date of Meeting: 6 May 2016
Present also:	Ms Lucy Conan Professor Patrick Corbett Ms Hannah Frances Ms Trish Gray Mr Amos Haniff Mr Grant Innes Professor Phillip John Professor Julian Jones Ms Miranda Matoshi Ms Morag McNeill	Professor Isabelle Perez Ms Jane Queenan Ms Dorothy Shepherd Mr Tom Stenhouse Ms Jandy Stevenson Mr Tony Strachan Professor Ian Wall Ms Rio Watt Professor Richard Williams
Officer in attendance:	Ms Sue Collier Professor Bob Craik Ms Ann Marie Dalton	Professor Gill Hogg Professor Ammar Kaka Mr Andrew Menzies
Others in attendance:	Ms Lorna Kirkwood-Smith (minutes)	

M16/78 APOLOGIES

Apologies were received from the following members: Ms Tracey Ashworth-Davies, Ms Pamela Calabrese, Mr Andrew Milligan and Mr Graham Watson, and from the following individuals who had been invited to sit in attendance: Professor Duncan Hand and Professor John Sawkins.

M16/79 INTERNAL AUDIT TENDER (Paper Ct5/16/02)

The Court received, noted and approved a recommendation, which was presented by the Chair of the Audit Committee, that PricewaterhouseCoopers LLP be appointed as the University's Internal Auditor for an initial period of three years with effect from 1 August 2016, with the option of two further one-year extensions to be exercised at the discretion of the Court for a maximum total contract term of five years.

The Court noted that the recommendation followed post-tender interviews held on 9 March 2016 and had been approved by the Audit and Risk Committee at its meeting held on 14 April 2016. The Court received and noted a report on the interview process and scoring in relation to the audit firms who were interviewed in the selection process.

The Court noted the intention that a new Internal Audit Plan will be presented for consideration by the Audit and Risk Committee in September 2016.

M16/80 REPORTS FROM HERIOT-WATT UNIVERSITY STUDENT UNION: ANNUAL REPORT 2015/16 AND ARTICLES OF ASSOCIATION (Paper Ct5/16/03)

80.1 Heriot-Watt University Student Union (HWUSU) Annual Report for 2015/16

The Court received and discussed the HWUSU annual report for 2015/16 which was presented by the President of the Student Union.

The President drew the Court's attention to the following in particular:

- evidence of the progress being made towards achieving the Union's Strategic Plan targets for the period 2015 to 2019;

- the Union's biggest ever pre-election promotional campaign delivered in which 38 candidates stood for election across 15 roles with the final voter turnout the highest in Scotland. The Vice-President Wellbeing role had been added to the Union sabbatical office bearer line-up for the first time;
- opposition to the PREVENT agenda had become one of the key areas of work engaging the Union in the year and where a grassroots movement in opposition to the legislation had grown among the student body;
- the biggest academic related area of the Union's work had been around the issue of Postgraduate Demonstrator rates of pay. These had been found to be lagging behind pay rates in comparable institutions. Steps towards a resolution were under way;
- the positive outcomes of the collaborative work carried out in partnership with University colleagues to allay the concerns of School of Life Sciences students during the process of planning for restricting of the School;
- the launch of the volunteer accreditation scheme;
- work that had been undertaken in the year at the Scottish Borders Campus which had focused on building the student community and trying to secure social space for the University's students there. Court members indicated their support for continuing work to establish suitable student social space at the Scottish Borders Campus; and
- the Union's decision, made with regret, to withdraw support for the Dubai Campus for the time-being. Resources had been stretched by increased activity and engagement at the UK campuses and during the year, with no President at the Dubai Campus for much of the year, increased requests for support had been made which could not be met by the Edinburgh based Student Union. Rules around the Union's block grant also prohibited use of finances to support Dubai structures. This was an issue which the Union hoped could be revisited in the near future as it remained the Union's aim to engage in work in support of a comparable global student experience.

In response to the final point the Principal confirmed that the University was keen to pursue discussions with the Union on its support for the already active and effective student council in Dubai and to agree a resolution to the issue of capacity. Further discussions on this matter should be expected. The Vice-Principal (Malaysia) reported on the local support being developed by the President at HWUM and the relative self-sufficiency of the campus in this respect. The capacity issues at the Edinburgh campus Student Union were not therefore causing any significant impact.

The Chair of Court thanked the Student Union for its interesting and internationally focused annual report.

80.2 Heriot-Watt University Student Union Articles of Association and Ordinance E2: Student Union

The Court received, noted and approved Heriot-Watt University Student Union Articles of Association which were presented by the President of the Student Union.

The Court noted that the Articles of Association replaced the Student Union Constitution. On 1 August 2015 the Student Union had become a Company Limited by Guarantee. In order to achieve this the charity had changed its governance documents from the Constitution, which was approved by the Court in June 2014, to Articles of Association. The Court noted that the Articles will be subject to review in 2021.

An observation was made by a Court member that the Articles of Association were silent on the matter of overseas campuses and it was not clear to the reader whether these related to Scottish campus only or whole university student representation. It would be helpful for the system of representation across the whole university to be defined, with structures and processes for delivery designed accordingly.

It was reported in response to a question posed by a Court member that the Student Union organised annual induction training for its trustees who were also encouraged to engage in training provided by the National Union of Students.

The Court received and noted proposed revisions to Ordinance E2: Student Union. The revised Ordinance, which had been modified to reflect the change from a Constitution to Articles of Association, had been considered by the Ordinances and Regulations Committee in April 2016. Following a response to the Committee on a few matters raised for clarification, the Ordinance would be presented to the Court for approval at its meeting in June 2016.

M16/81 HERIOT-WATT UNIVERSITY / STUDENT UNION CODE OF PRACTICE (Paper Ct5/16/04)

The Court received and approved for immediate implementation a joint Heriot-Watt University and Heriot-Watt University Student Union Code of Practice which was presented jointly by the Secretary of the University and the President of the Student Union. The Code of Practice had been prepared in accordance with the requirements of the Education Act 1994 and set out the means by which compliance should be met against the relevant provisions of the Act. It was noted that the Code of Practice superseded a previous version approved by the Court in autumn 2013.

The Court noted that the University Executive had received the draft Code of Practice at its meeting on 25 April 2016 and the Global Student Liaison Committee was given the opportunity to comment on the Code of Practice by way of correspondence in April 2016.

M16/82 COURT AND COURT COMMITTEE EFFECTIVENESS REVIEW (Paper Ct5/16/05)

The Deputy Chair of Court provided the Court with a broad summary of the outcomes of the discussion held at the Court dinner meeting on 5 May 2016. The report of the 2015 Court and Court Committee Effectiveness Review which also included observations and recommendations in a global context arising from the Deputy Chair's recent visits to Dubai, Malaysia, Orkney and Borders, had been circulated for discussion ahead of that meeting. The Court was invited to consider and approve the recommendations included in the report, subject to any pertinent points that had been raised at the dinner meeting.

The Deputy Chair of Court highlighted the following in his summary report:

- a report on assurance mapping together with the Court Statement of Primary Responsibilities should accompany Court Effectiveness Review report;
- the need for the Court to understand what is meant by "effectiveness", the Court should seek to define this;
- the need to combine skills with diversity factors. The Skills' Matrix should not be a barrier to equality and diversity and was an effective tool for succession planning;
- recognition that there will always be room for improvement in the area of communications. There was support for the use of SharePoint as a repository for detailed background information while papers presented at the Court should include higher level summaries. This change should free up more of the Court's time for strategic discussions;
- support for a more even spread of Court meetings or Court contact through the calendar year;
- the need to map out what 'One Heriot-Watt' should look like five years' time and set out the structures, clear targets and timelines towards that point. A balance should be set between the operational and governance structures required across the whole university;
- support for local advisory boards as a means to build engagement with local stakeholder groups; and
- no firm opinion on the matter of Court members attending meetings of the Senate as observers, but support to develop opportunities for engagement between the two.

It was agreed that if any member wished to suggest an alternative nomenclature to the 'Finance & General Purposes Committee' as proposed, they should make suggestions to the Deputy Chair.

Subject to further consideration of points raised at the Court dinner meeting, the Court approved the recommendations included in the report and noted that an action plan for implementation of

the recommendations would be developed. This would also be shared with the Court following consideration by the Governance & Nominations Committee.

The Court noted that the 2016 Court Effectiveness Review would be undertaken throughout May 2016.

M16/83 REPORT AND RECOMMENDATIONS FROM THE GOVERNANCE AND NOMINATIONS COMMITTEE: COURT MEMBERSHIP (Paper Ct5/16/07)

The Court received, noted and approved the following recommendations which were presented by the Governance and Nominations Committee (GNC):

- Professor John Perkins be appointed to the Court, his appointment to run from the date on which Court approves the appointment for three years until 31 July 2019; and
- Dr James Evans, should be appointed to the Court as soon as a suitable vacancy arises in the future and, in the meantime, Dr Evans should be invited to serve as a co-opted lay member on the Staff Committee, subject to his willingness to accept the invitation.

The Court noted that the recommendations emerged from panel interviews held on 3 and 4 May 2016 in relation to the current vacancy remaining in the independent lay member category of the Court. The GNC had approved the recommendations of the panel on 5 May 2016.

M16/84 SCOTTISH FUNDING COUNCIL / HERIOT-WATT UNIVERSITY OUTCOME AGREEMENT 2016/17 (Paper Ct5/16/06)

The Court received and noted the Outcome Agreement 2016/17 document which had been recently negotiated between the University and the Scottish Funding Council (SFC). It was noted that the current document was very largely unchanged from the document approved in 2015 as an update to the original Outcome Agreement document 2013/14 – 2016/17 which set out a three to five year programme of activities.

Court members were invited to consider the Outcome Agreement and to provide any comments they might have and confirm their approval of the document not later than Friday 13 May 2016. Following approval by institutions' governing bodies, the SFC would make arrangements in the near future to make the Outcome Agreement documents publicly available on its webpages.

The Principal reported that, following a report to the Court at its meeting held in March 2016 about funding for future Widening Access student numbers, the Scottish Government had agreed to provide Heriot-Watt University with additional funding for this in 2016/17. This was not a new tranche of funds, but will be borrowed from the subsequent year's funding. The additional funds, amounting to just under £1 million, were already incorporated in the Five-Year Plan. A further new element of funding had been allocated to the University to support integrated teacher education in STEM subjects, a new programme to be delivered jointly by Heriot-Watt University and the University of Stirling.

The Court noted the new widening access and diversity challenges that the University would face in the future, especially in the area of gender representation of students in higher education, in the light of heightening government target setting in this area.

(Addendum: the Court approved the Outcome Agreement document by way of correspondence by 13 May 2016. A range of non-material suggestions were made to correct typos and to modify the wording here and there in the document. The suggestions of Court members were taken on board in the process of finalising the document.)

M16/85 ANY OTHER BUSINESS

No other items of business were raised for discussion.

M16/86 DATE OF THE NEXT MEETING

The next meeting of the Court will take place on 27 June 2016.

Signed

Date