



UNIVERSITY COURT

4 December 2023, West Court, Edinburgh College of Art Main Building

Minutes

- Members Present:** Debora Kayembe, Rector
Janet Legrand, Senior Lay Member
Rushad Abadan, Co-opted Member
Robert Aldridge, City of Edinburgh Council Assessor
Douglas Alexander, General Council Assessor
Frank Armstrong, Co-opted Member
Sharan Atwal, Students' Association President
Shereen Benjamin, Senatus Assessor
Richard Blythe, Senatus Assessor
Lauren Byrne, Students' Association Vice-President Welfare
Alastair Dunlop, Chancellor's Assessor
Ruth Girardet, Co-opted Member
Tobias Kelly, Academic Staff Member
Peter Mathieson, Principal & Vice-Chancellor
Sarah McAllister, Professional Services Staff Member
Douglas Millican, Co-opted Member
Hugh Mitchell, Co-opted Member
Kathryn Nash, Trade Union Academic Staff Member
Mark Patrizio, Trade Union Professional Services Staff Member
Alistair Smith, Co-opted Member
Kavi Thakrar, Co-opted Member
Sarah Wolffe, General Council Assessor
- Member Apologies:** Jock Millican, General Council Assessor
- In Attendance:** Leigh Chalmers, Vice-Principal & University Secretary
Sophia Lycouris, Rector's Assessor
- Presenters & Observers:** Lewis Allan, Senior Governance Advisor to the Vice-Principal & University Secretary
David Argyle, Vice-Principal & Head of College
Christina Boswell, Vice-Principal Research & Enterprise
Lucy Evans, Deputy Secretary Students
Iain Gordon, Vice-Principal & Head of College
Kim Graham, Provost
Lee Hamill, Director of Finance
Colm Harmon, Vice-Principal Students
Gary Jebb, Director of Place
Louise Kelso, General Counsel & Director of Legal Services
Catherine Martin, Vice-Principal Corporate Services
Theresa Merrick, Director of Communications & Marketing
Sarah Prescott, Vice-Principal & Head of College
James Saville, Director of Human Resources
Rona Smith, Deputy Secretary Governance & Strategic Planning
Dan Wedgwood, Head of Court Services

OPENING ITEMS

1 Minute

**Papers
A1, A2**

Debora Kayembe, Rector, noted apologies and welcomed members and attendees, extending a particular welcome to Kavi Thakrar, Co-opted Member, who was attending his first meeting of Court.

The minute of the meeting held on 9 October 2023 was approved and a note of the Court seminar on the same date was noted.

2 Matters Arising & Review of Action Log

Paper A3

There were no matters arising. The Action Log was noted.

3 Principal's Report

Paper B

Peter Mathieson, Principal & Vice-Chancellor, commented on:

- the UK government's announcement of twelve new doctoral training centres in different aspects of Artificial Intelligence research, Edinburgh being the only university to be awarded more than one (two outright and one jointly with Heriot-Watt University);
- the award to Professor Jane Hillston of the Lovelace Medal, making her the first person to have won all three of the British Computer Society's three top awards (having previously won the Needham Award and the Distinguished Dissertation Award);
- a wide-ranging Student Voice Forum on 14 November in which the Principal had participated, along with the Deputy Secretary Students and Vice-Principal Corporate Services;
- a successful recent visit to the United States, which had advanced numerous objectives, including engagement with alumni, development of philanthropic activity and strategic university partnership development;
- the presentation in October of the Chancellor's Awards for outstanding achievements by members of staff across the range of the University's activity;
- winter graduation ceremonies and the receipt of awards by the vast majority of those affected by the UCU Marking and Assessment Boycott earlier in the year;
- communications with staff and students in relation to the Israel-Palestine conflict, which focused on supporting any members of the University community who were affected and making clear that anti-Semitism and Islamophobia have no place in the University;
- the screening on campus of the film *Adult Human Female*, which had required significant security measures.

Further discussion focused on the impact of security staff and police presence at the screening of the film *Adult Human Female* on those attending the screening or in the area to protest and the conditions leading to the need for such security measures.

4 Committee Business

- **Senior Lay Member's Overview**

Janet Legrand, Senior Lay Member, noted:

- The University had hosted a meeting of the Committee of Scottish Chairs (comprising the Senior Lay Members of Scottish Higher Education Institutions).
- The University's economic impact report had been the subject of an event at the Palace of Westminster Court, which had helped to strengthen the University's profile and raise awareness of its contributions.
- The Vice-Principal & University Secretary had been asked to develop guidance on the handling of correspondence directed at members of Court, for consideration by Nominations Committee.

- **Court Universities Superannuation Scheme (USS) Sub-Group** **Paper C1**

The report was noted. Court was informed that the University had now responded to a consultation mentioned in the paper: the University had indicated its support for a Schedule of Contributions proposed by the USS Trustee.

- **Policy & Resources Committee** **Paper C2**

The report was noted.

- **Nominations Committee** **Paper C3**

The report was noted and Court approved:

- the appointment of Sarah McAllister as the Court representative on the Scrutinising Committee for the Rectorial election scheduled for February/March 2024;
- the re-appointment of Hugh Mitchell for a second term of office as a co-opted member of Court for four years from 1 August 2024;
- the re-appointment of Ross Millar for a second term of office on Audit & Risk Committee for three years from 1 January 2024; and
- amendments to the Codes of Conduct for Court Members and Attendees to reflect the latest version of the Scottish Code of Good Higher Education Governance.

- **Audit & Risk Committee** **Paper C4**

The report was noted.

The Convener of Audit & Risk Committee (ARC) highlighted the following:

- Work had been carried out, having been commissioned by the Principal, in agreement with ARC, to provide additional assurances in relation to the implementation of the People & Money system. Testing carried out by external consultants had found reductions in two categories of transactions

occurring outside of standard processes. Measures were in place to address a third category.

- Following discussion at ARC, and in line with national guidance, a report on Health & Safety was to be provided to Court on an annual basis, the first of these being in the agenda for the present meeting.

- **Remuneration Committee Annual Report**

Paper C5

The report was noted.

- **Knowledge Strategy Committee**

Paper C6

The report was noted.

Potential and current uses of Artificial Intelligence (AI) within the University were discussed. It was noted that the University was developing an overall AI strategy and prototype AI applications in a number of areas. Appropriate governance was in place for these initiatives, including scrutiny by the AI & Data Ethics Board.

- **Senate**

Paper C7

The report was noted.

It was noted that an independent external review of Senate's effectiveness had been completed and that this provided an opportunity to develop and support the approach and focus of Senate.

KEY ITEMS FOR DISCUSSION/DECISION

5 People and Money – External Review Report

Paper D

Court considered an independent report into the implementation of the People & Money (P&M) system. The purpose of the review had been to help inform future decision-making and oversight for major change projects and system procurement and implementation.

The Senior Lay Member reflected on the highly constructive nature of an informal discussion earlier in the day between Court and the authors of the independent report. The Senior Leadership Team's response to the report had also been considered, noting work that had already been carried out to improve the P&M system and associated processes, in addition to planned improvements to wider University procedures and the governance of major University initiatives.

Court agreed that the independent report should be published in full. It was noted that the Senior Leadership Team had given a commitment to implement all of the report's recommendations and Court agreed that this commitment should be communicated publicly, with details of implementation to be released in due course.

6 Performance Measures to Support Strategy 2030: 2022-23 Year-End Report **Paper E**

Court noted a report on the University's Key Performance Indicators (KPIs) related to the institutional strategic plan. Recent performance against each KPI was noted, including positive movement in measures relating to widening participation, international student diversification and research funding.

Proposals were noted for the development of three KPIs which had not been finalised at the previous reporting point: KPI4 (Efficient Systems), KPI10 (Curriculum Transformation) and KPI12 (Student Experience).

In discussion relating to the proposals for KPI10, it was noted that clarity was required regarding the elements of the Curriculum Transformation Project that were reserved for approval by Senate, rather than one of its committees.

Court agreed the proposed approach to KPI12, in the context that the National Student Survey had changed in 2023, noting that other complementary student experience measures would continue to be tracked to complement the Strategic Performance Framework.

7 Audit & Risk Committee Annual Report **Paper F**

The Convener of Audit & Risk Committee (ARC) highlighted the following points from the annual report, one purpose of which was to help provide assurance to Court before considering the Annual Report and Accounts:

- ARC had noted that the Annual Internal Audit Statement had reported that aspects of the University's system of internal financial control had not operated adequately during the year, but also that the University's system of governance, risk management and internal control had remained adequate overall. ARC concurred with this assessment, following detailed discussion.
- ARC would continue to monitor fulfilment of actions stemming from internal audit reports. While many overdue actions had been dealt with, others had become overdue in the same period.
- ARC had noted improvements in arrangements for risk management and identified areas for further work.

8 Risk Management Post Year-End Assurance Statement **Paper G**

Court noted the statement, which provided an update on the annual risk questionnaire, in order to account for any relevant events following the reporting date of that questionnaire, 31 July 2023. Material issues reported since this date included:

- business interruption and costs of remediation caused by the Reinforced Autoclaved Aerated Concrete (RAAC) issue that was affecting organisations across the country; and
- the impacts of changes made by the Higher Education Statistics Agency (HESA) on the consistency and comparability of student data submitted to HESA by different Higher Education institutions.

Court was provided with an outline summary of requirements to address the presence of RAAC in certain University buildings. Some work would need to be carried out urgently, in order to make vital teaching spaces available for use. Some of the required work carried significant cost, owing to the nature and scale of the necessary structural changes and scale of the risk. A comprehensive report was to be provided to the December meeting of Estates Committee and it was proposed that Court delegate authority to Estates Committee to allocate initial funding to progress remedial projects as required. Court delegated authority to Estates Committee as proposed.

9 Finance

- **Director of Finance's Report**

Paper H1

Court noted the report. Discussion focused on the nature and level of the KPI based on earnings before interest, tax, depreciation and amortisation (EBITDA), as an indication of underlying financial strength. It was noted that the University had a number of other financial KPIs in addition to the 'headline' EBITDA measure.

A fall in the University's cash reserves in recent years was in line with Court-approved financial strategy, representing the drawing down of cash built up, including through borrowing, for the purposes of fulfilling the Capital Plan.

Forward planning would take into account increased costs brought about by the wider inflationary financial context and costs associated with the University's net zero plans.

- **Annual Report and Accounts 2022-23**

Paper H2

Court noted a draft Annual Report and Accounts for the year end 31st July 2023. It was noted that it had not been possible to receive the full and final report by the external auditor by the time of the Court meeting and, therefore, the Annual Report and Accounts could not be finalised for and approved at this meeting.

In order to facilitate approval of a finalised Annual Report and Accounts, Court delegated authority to the Convener of Audit and Risk Committee (ARC) to review the final external auditor's report for the year ended 31 July 2023 and, if content, to refer the 2022-23 Annual Report and Accounts to Court Exception Committee for approval.

It was noted that ARC members would also be invited to provide comment on the external auditor's report, to inform the decision of the Convener of ARC.

[Secretary's note: The Annual Report and Accounts were subsequently approved using the process described here, the approval of Exception Committee being confirmed on 18 December 2023.]

- **Letter of Representation**

Paper H3

Court noted

- the draft letter of representation from PricewaterhouseCoopers LLP (PwC), in respect of the Annual Report and Accounts for the University Group for 2022-23; and
- the back-to-back Letter of Representation, provided by the Director of Finance to Court.

10 Grade Scale Review

Paper I

Court approved proposed revisions to the University's pay grade scale. It was emphasised that this was an underpinning step for a wider set of initiatives to improve the staff experience and drive enhancements in other areas, including the student experience, and that the communications relating to this change should reflect this context.

Recognising the budgetary impact of the proposals, the Senior Leadership Team reaffirmed their collective commitment to plan and deliver performance against budgets (income and expenditure) that would collectively deliver annual EBITDA outcomes in the Court-agreed range of 7-9%.

It was noted that the input of Policy & Resources Committee had contributed significantly to clarifying the proposals. The clearly signalled joint commitment of the Senior Leadership Team to these proposals was also noted and welcomed.

11 Student Experience Update

Paper J

An update was presented, covering three main areas:

- the Student Support Model, where the focus was on ongoing implementation, support for the new model and post-implementation evaluation;
- assessment and feedback, where progress continued to be made in line with discussion at the previous Court meeting; and
- the Curriculum Transformation Project (CTP), in which a Curriculum Framework was under development, ahead of a robust consultation exercise.

The following points were raised in discussion:

- A careful approach to the timing of the CTP may be required, to ensure a consistent response across the University.
- A clear understanding of risk and engagement with critical voices would be essential to the success of the CTP. Levels of engagement, including critical engagement, had been high and consultation processes would be thorough.
- A clear, agreed distinction between the essential elements of the framework and areas with scope for variation would be key to the project's success.
- The post-implementation evaluation of the Student Support Model was welcomed and it was noted that another major change initiative, the migration to the Learn Ultra virtual learning environment, was also to be subject to such evaluation.

- The quality and timing of assessment and feedback had a significant effect on the student experience and on the University's reputation. It was noted that work was in progress to improve the measurement and tracking of performance in this area, alongside work to improve performance directly, although there were complexities to ensuring consistent reporting.

12 Students' Association and Sports Union Reports

• Students' Association Report

Paper K1

Court noted the report. Points particularly highlighted from within the report included the impact on a number of students of the Israel-Palestine conflict and the consequent need for support, and the financial challenges facing some students.

• Sports Union Report

Paper K2

Court noted the report.

13 Edinburgh Futures Institute

Paper L

Court was provided with a detailed overview of the creation of the Edinburgh Futures Institute (EFI) in the former Edinburgh Royal Infirmary building. The complexity of this conversion project was outlined and the impact on costs of unforeseen issues with the fabric of the building was noted. Delays caused by the Covid-19 pandemic and the recent inflationary economic environment had also contributed to rising costs.

The importance of completing the project was noted. Significant returns to the University were expected even with increased levels of investment, given the high-value activity that EFI would facilitate. Moreover, the renovated building would be recognised as an important asset to the city and a significant achievement in terms of heritage preservation.

It was recognised that the allocation of additional funding would bring opportunity costs in other areas of capital expenditure. Managing this through the formulation of the next Capital Plan would enable the University to prioritise accordingly.

Court

- agreed the allocation of additional funding in the Capital Plan; and
- delegated authority to Estates Committee to approve additional funding up to an agreed limit.

14 Research & Innovation Strategy

Paper M

Court considered a new Research & Innovation Strategy, noting that it had benefitted from extensive consultation, culminating in extended discussion by Senate, Policy & Resources Committee and the University Executive. The strategy had been strengthened in various ways in response to this input, in particular in its discussion of mutual benefits between research and teaching.

The strategy was written for both internal and external audiences. To strengthen and clarify its impact in each case, a concise executive summary would be produced and there would be a distinct communications plan for University staff.

The strategy was commended for its quality and level of ambition.

Court approved the strategy and endorsed the proposed next steps: the development of a communications and engagement plan and oversight of implementation, monitoring and evaluation by the Research Strategy Group.

ITEMS FOR NOTING OR FORMAL APPROVAL

15 Externally Facilitated Court Effectiveness Review Paper N

The proposals for the next Externally Facilitated Court Effectiveness Review were approved.

16 General Council Membership & Registration Ordinance Paper O

The General Council Membership & Registration Ordinance was approved to be put forward for statutory consultation.

17 Health and Safety Annual Report Paper P

The Health and Safety Annual Report was noted.

18 Development & Alumni: Granting of Probate Paper Q

The Development & Alumni: Granting of Probate was approved.

19 Donations & Legacies and Alumni Relations Activity Paper R

The Donations & Legacies and Alumni Relations Activity was noted.

20 Resolutions Paper S

The Resolutions were approved.

21 Any Other Business

No other business was raised.

22 Date of Next Meeting

Monday, 26 February 2024