



UNIVERSITY COURT

23 June 2025

Usher Institute, BioQuarter, Edinburgh

Minutes

- Members Present:** Janet Legrand, Senior Lay Member  
Simon Fanshawe, Rector  
Katya Amott, Students' Association Vice-President Education  
Shereen Benjamin, Senatus Assessor  
Richard Blythe, Senatus Assessor  
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  
Jock Millican, General Council Assessor  
Hugh Mitchell, Co-opted Member  
Kathryn Nash, Trade Union Academic Staff Member  
David Ovens, General Council Assessor  
Mark Patrizio, Trade Union Professional Services Staff Member  
Ash Scholz, Students' Association President  
Alistair Smith, Co-opted Member
- Member Apologies:** Rushad Abadan, Co-opted Member  
Robert Aldridge, City of Edinburgh Council Assessor  
Frank Armstrong, Co-opted Member  
Kavi Thakrar, Co-opted Member  
Sarah Wolffe, General Council Assessor
- In Attendance:** Leigh Chalmers, Vice-Principal & University Secretary  
Gale Macleod, Rector's Assessor  
Claire Sarafilovic, Governance Apprentice
- Presenters & Observers:** Lewis Allan, Senior Governance Advisor to the Vice-Principal & University Secretary  
David Argyle, Head of College, Medicine & Veterinary Medicine  
Nirmal Borkhataria, Interim Director of Finance  
Fiona Boyd, Chief of Staff & Head of the Principal's office  
Iain Gordon, Head of College, Science & Engineering  
Colm Harmon, Vice-Principal Students  
Kim Graham, Provost  
Catherine Martin, Vice-Principal Corporate Services  
Gavin McLachlan, Vice-Principal & Chief Information Officer, and Librarian  
Sarah Prescott, Head of College, Arts, Humanities & Social Sciences  
Rona Smith, Deputy Secretary, Governance and Strategic Planning  
Louise Kelso, General Counsel and Director of Legal Services  
Daniel Wedgwood, Head of Court Services (clerk)

<b>Observers</b>	Morag Angus, Co-opted Member appointee, starting 1 August 2025 Sandra Cummings, Co-opted Member appointee, starting 1 August 2025 Christopher Morson, Co-opted Member appointee, starting 1 August 2025
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## OPENING ITEMS

### Opening and welcome

Simon Fanshawe, Rector, opened the meeting, noted the apologies received and welcomed the two new student members of Court, Ash Scholz and Katya Amott, and the three appointees to the position of Co-opted Member, who were observing this meeting and would begin their terms of office in the new academic year, Morag Angus, Sandra Cummings and Christopher Morson.

Having opened the meeting, the Rector invited the Senior Lay Member to chair the main items of business on the agenda.

### 1 Minutes

**Paper A1**

The minutes of the meeting held on 28 April 2025 were approved, subject to one requested amendment, for which Court's approval would be sought subsequently [Note: approval was subsequently granted by correspondence.].

### 2 Matters Arising & Review of Action Log

**Paper A2**

#### Matters Arising

There were no matters arising.

#### Action Log

The Action Log was noted. The Action Log had been updated to reflect developments related to recommendations of the 2018 and 2024 effectiveness reviews of Court, all of which were dealt with elsewhere in the agenda of this meeting:

- proposed changes to the Delegated Authority Schedule (item 10);
- proposed disbandment of Knowledge Strategy Committee (item 11); and
- proposed changes to Court and committee papers (item 4., Paper C3).

### 3 Principal's Report

**Paper B**

Peter Mathieson, Principal & Vice-Chancellor, introduced the report, highlighting in particular the recent confirmation that the University would host the new national Exascale supercomputer, a decision that recognised the University's world-class expertise in this area. The Principal noted the crucial contribution of Professor Mark Parsons to achieving this outcome. More generally, the University was well placed to contribute to government priorities in technology and innovation, in particular in the field of Artificial Intelligence (AI), and so to take advantage of related research and educational opportunities.

The Principal also noted the following notable developments since the paper had been written:

- The results of the national Postgraduate Taught Experience Survey had been published. The University's results had improved substantially in a number of areas, including the priority area of Assessment & Feedback. A full report on this would be provided to Court at its next meeting.
- The report of Professor Pamela Gillies' investigation into financial oversight and decision making at the University of Dundee had been published.
- The University had fallen by seven places in the QS World University Rankings. While the University's outcomes, as measured within the rankings, had generally remained strong, the international environment was increasingly competitive. It had been noted at the national level that a number of UK universities had similarly fallen in the QS rankings. The University had risen in some other rankings.
- The University had performed well in the Times Higher Education University Impact Rankings, which track performance against the United Nations Sustainable Development Goals (SDGs). This including retaining joint first ranking in the world for the contribution to SDG 9: Industry, Innovation and Infrastructure.

The following points were made in discussion:

- University policies relevant to the Supreme Court judgment on the interpretation of the Equality Act would be re-examined, recognising that concerns had been raised regarding their compatibility with the judgment. The University's legal advice was that the policies were legally compliant and new guidance to accompany them was in preparation.
- Efforts had been made to avert recent industrial action but it had not proved possible to reach agreement on key points. It was hoped that further strike action could be avoided. Measures would be taken to minimise the impact of any industrial action on students.
- While the situation at the University of Dundee, as discussed in the Gillies report, involved many unique elements, there were also contextual factors of relevance to all Scottish and UK universities and the situation highlighted the importance of the oversight role of a university Court.
- The University was carefully monitoring student recruitment, including any possible changes in demand and conversion resulting from policy changes in the USA. Overall, international student recruitment outturn for autumn 2025 entry remained relatively uncertain, for a variety of reasons.
- The process to recruit a Chief Financial Officer was progressing well.

#### **4 Committee Business**

##### **Exception Committee**

**Paper C1,  
Paper R**

Court noted Exception Committee's approval of the granting of a 99-year lease for an electricity substation, along with the cabling route serving the substation, which was necessary to progress the refurbishment project at the Edinburgh College of Art.

Court also considered and approved a similar 99-year lease (as proposed in Paper R) of ground and cable routes for a substation within the McLeod Street Student Accommodation site.

### **Policy & Resources Committee**

### **Paper C2**

Court noted the report.

Court's attention was drawn to the intention to continue the Dryden Shed Relocation project, which had previously been paused as a result of the Category C projects review. It had since been confirmed that this project would be fully funded by an external funder and that the funder expected the project to progress. Consequently, an updated business case was being prepared for consideration by the Estates Committee Exception Group.

### **Governance & Nominations Committee**

### **Paper C3**

Court noted the report and approved the following appointments, on the recommendation of Governance & Nominations Committee (GNC). The named members, attendees and observers recused themselves from the meeting while the relevant decisions were taken:

- the reappointment of Ruth Girardet as a co-opted lay member of Court for a second four-year term from 1 August 2025 and as a member of PRC for a second three-year term;
- the appointment of David Ovens and Morag Angus as members of PRC, each for a three-year term of office from 1 August 2025;
- the appointment of Hugh Mitchell as Intermediary Court Member from August 2025;
- the appointment of Christopher Morson as a member of Audit & Risk Committee, for a three-year term of office from 1 August 2025;
- re-appointment of Toby Kelly as a member of Remuneration Committee to 31 May 2025, co-extensive with the remainder of his current term as a member of Court;
- re-appointment of Iain Gordon and Sarah Prescott as Curators of Patronage, for a two-year term of office from 1 August 2025 to 31 July 2027 (co-extensive with the remainder of their current terms as Heads of College).

Court noted further appointments to committees and other groups that had been approved directly by GNC under delegated authority, as detailed in the report.

Court also approved the development of reforms to the form and content of Court and committee papers, in line with feedback received from members, and the implementation of these reforms for the academic year 2025/26, noting that changes would be reviewed after one year.

Douglas Millican, Convener of Audit & Risk Committee (ARC) summarised key points from the report. He noted that revised financial metrics had been proposed for the Risk Appetite Statement. Court's approval for these revised measures was not sought at this stage: they would be subject to further consideration and, as appropriate, brought forward for approval at a future meeting. It was suggested that there may insight to be drawn from benchmarking such measures with those of other institutions.

Court approved the Internal Audit Plan 2025-26.

Court approved the External Audit Annual Plan for 2024-25 and the External Audit Fee for the 2024-25 audit. Work had been conducted to learn lessons from the previous year's audit and to prevent avoidable challenges from arising at year-end. An interim audit was being conducted.

The following points were made in discussion:

- It was noted that ARC had sought formal clarification of the status of the Curriculum Transformation Project (CTP). It was clarified that activities of the CTP had been moved from the CTP Board to the Learning & Teaching workstream of wider current change programme and that activities would be reconsidered and prioritised in the new context. It was confirmed that this change did not affect Senate's oversight of relevant activities under the CTP.
- It was noted that the Internal Audit report referred to benchmarking against good practice in relation to equality, diversity and inclusion aspects of recruitment processes. It was suggested that this should be approached with due consideration and appropriate advice, given that there was controversy over what constituted good practice in this area.

Court noted the report and approved the updates to the University's Collections Management Policy, ahead of a major review in academic year 2029/30.

Peter Mathieson, Principal & Vice-Chancellor, introduced the report. It was noted that Senate had passed a vote of no confidence in the University Executive and that this had been communicated to the Executive.

It was observed that this vote related specifically to the current cost-saving plans and that a common concern among members of Senate had been to establish a greater understanding of the principles underlying this and the intended outcomes. It was noted that this concern was fully recognised by the University's executive leadership and that, while much relevant work was still in progress, no significant change in the academic mission, ambitions or overall nature of the University was envisaged. Rather, the aim was to enable the University to be more resilient and flexible in its approach to achieving its mission.

## **KEY ITEMS FOR DISCUSSION/DECISION**

### **5 Finance and Planning**

#### **5.1 Finance Update Report**

**Paper D1**

Nirmal Borkhataria, Interim Director of Finance, presented the finance update report, which included the Quarter 3 (Q3) forecast for 2024-25 and management accounts for April 2025.

Court noted the report.

#### **5.2 2025-26 and 2026-27 budget and strategic cost saving proposals**

**Paper D2**

Janet Legrand, Senior Lay Member, noted that, in line with Court's instructions at the previous meeting, the paper on the budget and strategic cost saving proposals had been distributed to Court members before the main circulation of Court papers and a briefing session had been held, giving members additional time and opportunities to clarify and consider the proposals.

Nirmal Borkhataria, Interim Director of Finance, and Kim Graham, Provost, summarised the nature of the proposed budget, along with the proposed programme to manage the University's finances and make progress with change initiatives such that this budget could be delivered, and thanked all those who had worked to formulate the budget and related plans, noting that Court's challenge and support during this process had been very valuable.

It was noted that approval was sought for a budget spanning two financial years, as this reflected the aspiration to return to a position of surplus generation within this timescale, and this was also the period within which a programme to implement recurrent cost savings would be completed. Budget projections for the following three years had also been included, providing an overall five-year plan. It was noted that the budget as presented accounted for restructuring costs, which would contribute to a projected deficit position in the first year of the budget, but would allow for a surplus in the second. In line with these projected outcomes, cash balances were expected to continue to fall for the first year of the budget and to rebuild thereafter.

One important contextual factor was the need to manage the risk of a breach of the University's major debt covenants. Sensitivity analysis, as provided in the paper, showed the potential for covenant headroom to narrow beyond comfortable levels if appropriate budgetary measures were not taken in a suitable timescale.

It was noted that substantial cost savings had already been achieved, through measures including recruitment restraint and the recent Voluntary Severance scheme. Savings targets had been allocated to budget holders and actions to achieve significant savings had been identified within budget areas. Further work to achieve savings within budget areas would be enabled through the work of five workstreams to develop a programme of cross-institutional change.

Court's attention was drawn to a set of guiding principles for the work to achieve cost reduction, both principles applied to the programme overall and principles specific to each workstream. It was noted that an overarching principle was protection of the academic mission and reputation of the University and that one purpose of a co-ordinated and time-limited programme of change was to avoid the potentially damaging effects, in this regard, of a more piecemeal approach. Additional overarching principles included a commitment to engage openly with staff and students, including through Senate and the recognised trade unions, and a commitment to evaluate proposed actions, and respond appropriately, with regard to potential impacts on equality, diversity and inclusion.

Court engaged in extensive discussion of the budget and cost-saving proposals, within which the following points were made:

- The paper was welcomed as providing richer background than had previously been available. It was noted that the need to take action was now widely accepted, both within Court and, to a significant extent, more widely.
- Questions remained over the nature and timing of the action to be taken.
- Reservations were expressed about whether the plan was viable in terms of the relationship between academic mission and financial planning. It was also noted that working closely with staff and addressing concerns about how delivering the budget could impact the academic mission would be crucial. Correspondence from several staff on this theme, which had been relayed to Court, was noted and discussed.
- The balance of and interaction between local and cross-institutional action was discussed at length, with concerns expressed that dispersed action, effected through the University's devolved structure, could lead to less coherent outcomes. It was noted that the central workstreams had a crucial role in this respect, although there were also benefits to local decision-making, based in expert and fully contextualised knowledge. An appropriate balance of these approaches would be essential.
- Reservations were expressed over approval of the budget in the absence of a comprehensive articulation of the envisaged outcomes of the programme of change and their relation to the strategic direction of the University. In particular, it was suggested that this could elevate the risk of producing more dispersed and less coherent actions. It was noted that opportunities to create savings and improvements were both subject to active on-going work. The motivations for working at pace were also acknowledged.
- In this context, there was discussion of the potentially damaging effects of uncertainty and how best to move to a position of greater certainty and clarity. Concerns were expressed over proceeding with remaining levels of uncertainty and, in this context, it was noted that Court could consider the option of approving the first year of the budget and monitoring progress before considering the second. In response to this, it was noted that the purpose of proposing clear and decisive action was to remove uncertainty as soon as possible, and that approval of the two-year budget would empower such action and so help provide the necessary clarity.
- The proposal to enhance the monitoring and management of performance as part of the Staff workstream was welcomed. It was noted that contribution could also be measured separately from performance.

- Court's oversight would be of crucial importance, through information to be provided to Court at subsequent meetings and on an ongoing basis. It was noted that this point should not delay approval of the budget and that Court would be expected, in any case, to hold management to account for delivery of the budget according to the stated principles, with suitable information provided to enable this oversight. Reporting to Court should be regular and transparent. The University should consider appropriate levels and means of dedicated support for this.
- Good communications would continue to be vital and concerns were expressed about the current approach. It was noted that, along with impacts on staff and student morale, prospective students and those supporting them would be aware of the University's plans to effect a programme of change. It was suggested that this was a further reason to minimise the degree and duration of uncertainty around this. It was also noted that challenges were widely known to exist at the level of the higher education sector and that the University had less control over perceptions at this level.
- It was observed that, while concerns expressed in the discussion reflected Court members' thorough and thoughtful consideration of the implications of budgetary decisions, Court's role in approving the budget should be primarily to satisfy itself that the proposed budget appropriately recognised the financial context and a commensurate need for action, rather than to examine the details of specific actions, which were still in development. Nonetheless, where clarity could be provided, it should be communicated without delay.

Court approved the group-level budget for 2025-26 and 2026-27 as set out in the paper, noting the variety of views that had been expressed over the course of the discussion and the need for the provision of further information to support monitoring and evaluation of the cost-saving plans necessary for the delivery of the budget and their impacts.

## **6 Students' Association and Sports Union Reports**

### **6.1 Students' Association Report**

**Paper E1**

### **6.2 Sports Union Report**

**Paper E2**

Court noted the reports.

## **7 Data-Driven Innovation (DDI) Initiative Progress Report Q2 – 2024/25** **Paper F**

Kim Graham, Provost, introduced the report, summarising the substantial progress that had been made to date within this large-scale initiative and noting that its impacts also fell within a wider context of innovation activity and regional collaboration. The focus was now on accelerating this progress to develop and deliver an ambitious regional agenda in collaboration with partners. The University's hosting of the new national supercomputer would further expand the potential impact of the initiative.

Noting the significant scale of investment by the University over the course of the 15-year programme, alongside substantial government funding, additional budgetary detail was requested. It was noted that relevant capital expenditure was largely complete, meaning that revenue investments would be the focus of future activity.



Further information was sought also on the economic impacts of the initiative, including job creation and support for companies. It was agreed that further detail would be provided to Court at a future meeting.

## **8 Net Zero Infrastructure – Easter Bush Campus Utilities Networks Expansion**

**Paper G**

Janet Legrand, Senior Lay Member, summarised the nature of the requested approval of funding, noting that this project had been identified at the previous meeting of Court as one of the current estates capital projects that should progress. As part of this, Court's attention had been drawn to the need to approve the University's contribution to the project in order to enable access to the low-cost government loans that constituted the majority of the project's funding.

Court approved the University's contribution to the funding of this project.

## **9 Senior Lay Member: Recruitment and Election**

**Paper H**

Hugh Mitchell, Co-opted Lay Member of Court, assumed the Chair for this item.

Leigh Chalmers, Vice-Principal & University Secretary, introduced the paper, noting that the proposals in the paper were brought forward on the recommendation of Governance & Nominations Committee. She also drew members' attention to a recently circulated amendment to the electoral regulations that Court was being asked to approve. This amendment was to clarify the conditions under which appeals against any decision of the Returning Officer could be considered, in the context of the election of a Senior Lay Member, the newly proposed material being that presented within square brackets below:

(Extract from Paragraph 18 of the proposed Regulations for the Election and Appointment of the Senior Lay Member of the University Court):

“Appeals will only be considered on the grounds of procedure or prejudice [such as a disadvantage suffered by a candidate as a result of a decision which was ultra vires, manifestly unreasonable, tainted by apparent bias, based on an error in fact, or which should reasonably be reconsidered because new material evidence has become available]”

It discussion, it was clarified that the eligibility criteria and person specifications for the role were still to be formulated.

Court approved the proposed updates to the role description, the approach to available remuneration and the election and appointment regulations for the Senior Lay Member.

## **10 Amendments to Delegated Authority Schedule**

**Paper I**

Janet Legrand, Senior Lay Member, resumed the Chair.

Leigh Chalmers, Vice-Principal & University Secretary, summarised the proposals in the paper, noting that the Delegated Authority Schedule had not been reviewed for a number of years and that the intention was to review the document annually in future.

It was noted that an increase in the Principal's approval limit had been proposed in the context of inflationary increases in spending and a desire to limit the burden on Court and its committees of granting approvals for spending of relatively low significance or risk. Adjusting the Principal's approval limit had been identified as a practical way to change the threshold for approval at the executive level, in terms of implementation within University systems, in addition to maintaining an appropriate locus of accountability. Governance & Nominations Committee had discussed this proposal and had recommended that the new limit be set at £5 million. It was observed that this level was well within the expected range for the approval limit for a Chief Executive Officer at an organisation of the University's size.

In discussion of the paper, clarification was provided regarding the nature of changes to student fees policy that would require approval at different levels.

Court approved:

- setting the delegated approval limit for the Principal at £5 million;
- increased delegation to the University Executive and the Future Students Committee for academic fee approvals, while retaining the requirement for Court to approve any major structural changes to fees;
- other, minor updates to the Delegated Authority Schedule, as listed in the paper.

## **11 Knowledge Strategy Committee Future Governance**

**Paper J**

Leigh Chalmers, Vice-Principal & University Secretary, summarised the paper. Following consideration by Senate, there was widespread agreement that Knowledge Strategy Committee (KSC) should be disbanded and it was recognised that further work was required to establish the details of the future committee structure for this area, taking into account the needs of IT, libraries and collections and providing appropriate reporting lines for both operational and oversight purposes.

Court approved the disbandment of KSC.

The Senior Lay Member thanked all members of KSC, past and present, for their service.

## **ITEMS FOR NOTING OR FORMAL APPROVAL**

## **12 Development Trust – Amendments to the Deed of Trust and Update on the Development Trust**

**Paper K**

Court approved amendments to the Deed of Trust to include the specific power for the Trustees to:

- delegate approval and signing authority in respect of donations to the Trust; and
- make written resolutions, including by electronic means.

**13 Implementation of Ordinance No. 217 (General Council Membership and Registration) Paper L**

Court approved the implementation of Ordinance No. 217 on 1 October 2025.

**14 Donations & Legacies and Alumni Relations Activity Paper M**

Court noted the report.

**15 Education Act 1994 requirements in relation to the Students' Association Paper N**

Court noted the assurance of current compliance.

**16 Prevent Duty Annual Compliance Paper O**

Court noted the report.

**17 Resolutions - Chairs Paper P1**

Court approved the Resolutions to found professorial chairs, as listed in the paper.

**Resolutions – Degree Regulations Paper P2**

Court approved:

- Resolution No. 6/2025: Undergraduate Degree Programme Regulations; and
- Resolution No. 7/2025: Postgraduate Degree Programme Regulations.

**18 Court meeting dates 2026/27 Paper Q**

Court approved the meeting dates.

**19 Any Other Business**

The Senior Lay Member thanked Frank Armstrong, Mark Patrizio and Alastair Smith for their many contributions to Court and its committees, this being their final meeting as members of Court.

**20 Date of Next Meeting**

Monday, 6 October 2025