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UC(24/25)064

Edinburgh Napier University

University Court

Minutes of the meeting held on Monday 23 June 2025 at 3.00 pm in the Rivers Suite, Craiglockhart and by Teams Video Conference

Present: R Tomlinson (Chair); Professor S Rigby (Principal & Vice-Chancellor); Professor P Andras; R Cairns; Professor M Chipulu; (online); J Chittleburgh; Professor S Cross; L Duncan; E Eghan; Professor N Karodia; S Kumar; L McAreavey; M Melville; Q Miao; T Oyinlola (online); Dr H Patrick; Lady Paton (Chancellor's Assessor); P Sim; P Upton (online); H Wareing; Professor L Yellowlees.

Apologies: D Chapman.

Absent: Dr K Hewitson.

In attendance: M Greenhalgh (Director of Finance, Strategy and Planning & Secretary to Court); C Begbie (Director of People, Information Services & Student Services); D Cloy (Head of Governance & Risk); N Graham (Vice Principal, International & External Relations); A McGoff (Director of Finance & Operations); L Wright (Director of Finance).

Observing: A Brunton (ENSA).

1. OPENING REMARKS, APOLOGIES AND DECLARATIONS OF INTEREST

1.1. The Chair welcomed members to the meeting and welcomed new lay Court member Liz McAreavey to the meeting. Newly elected ENSA Co-President Austen Brunton, who was observing the meeting ahead of joining Court next session, was also welcomed.

1.2. Congratulations were extended to the University's Chancellor Will Whitehorn who had been awarded an Order of the British Empire (OBE) in recognition of his outstanding services to the aerospace and space industry.

1.3. The publication of the report on the investigation into financial oversight and decision making at the University of Dundee was highlighted and members were encouraged to read the report. It was noted that the Chair of Court would meet with Court Committee Chairs in the coming weeks to review the report and any learnings. There would be discussion at Nominations Committee in September and an update to Court at its October meeting. Members were encouraged to send any observations on learnings to the Head of Governance & Risk.

1.4. The apologies were **noted**.

1.5. L Yellowlees declared her SFC Board membership under declarations of interests.

Part A For discussion and decision

2. MINUTES OF THE MEETING HELD ON 24 MARCH 2025 UC(24/25)48

2.1. The minutes of the meeting held on 24 March 2025 were **approved**.

3. MATTERS ARISING

3.1. There were no matters arising.

4. CHAIR OF COURT ELECTION REPORT UC(24/25)49

4.1. Court received the report on the conduct and outcome of the Chair of Court appointment process which had resulted in the election of Rex Tomlinson as Chair of Court from 1 August 2025 for a four-year period.

4.2. Members reflected on the low election turnout and agreed that further work should be undertaken to improve engagement, including understanding of the role of Court and its Chair, prior to the next election.

4.3. Court **noted** the report.

5. REPORT FROM NOMINATIONS COMMITTEE ON COURT AND COMMITTEE MEMBERSHIP* UC(24/25)50

5.1. Court received the paper which reported on the proceedings of the Nominations Committee meeting held on12 May 2025 and presented a recommendation for approval regarding the position of Vice-Chair of Court. Thanks were extended to Professor Yellowlees for her service in the role of Vice-Chair over the past year.

5.2. Members noted progress with the appointment of new lay Court members and further work that was ongoing.

5.3. It was noted that Tayo Oyinlola would demit following this meeting and thanks were extended for her contribution to Court and F&PC over her period of membership.

5.4. It was noted that there was an expectation that Court meetings would be in person from the next session, with online attendance by exception as agreed with the Chair. It was agreed that this practice should be monitored to ensure that it did not put barriers in the way of the achievement of Court's diversity goals.

5.5. Thereafter Court:

a) **Noted** the report of the meeting of Nominations Committee on 12 May 2025.

b) **Approved** the appointment of Linda Duncan as Vice-Chair of Court from 1 August 2025 for a four-year period.

6. PRINCIPAL'S REPORT UC(24/25)51

6.1. The Principal introduced her written report and highlighted several areas including the continued challenging external and funding environment, analysis of international income options (noting that a paper on this would be brought to October Court), nursing recruitment challenges, the current student recruitment position, senior team changes, the upcoming Teaching Quality Enhancement Review (TQER) and recent league table performance.

6.2. The Chair encouraged members to attend the July graduation ceremonies where the Principal's inauguration would take place.

6.3. Discussion followed during which the potential to meet or exceed the 98% threshold of the SFCs indicative target for home student numbers was queried and it was confirmed that although challenging this was still considered achievable. It was also confirmed that further modelling would be undertaken to ensure that the Trimester 3 intake continued to be financially viable.

6.4. Thereafter, Court **noted** the report.

7. STRATEGIC AND FINANCIAL PLANNING

i) Review of Current Financial Position* UC(24/25)64

7.1. Court received the paper which provided an overview of the University's current financial position.

7.2. Discussion followed during which members noted that there would be a review of the alignment between the Finance & Property Committee and Audit & Risk Committee, and the cadence of their meetings, led by the Committee Chairs in terms of the ongoing monitoring and review of financial performance and risk. An update on proposed changes would be brought to the October Court meeting.

7.3. Court **noted** the report.

ii) Future Academic Focus* UC(24/25)52

7.4. The Principal gave a presentation which provided an overview of the remaining papers under the agenda item covering background and context, growth update, savings (approach and scale), future academic focus qualitative and quantitative review, professional services review, risks and medium-term financial challenge.

7.5. Court received the Future Academic Focus paper which provided a summary of the quantitative and qualitative analyses into our current areas of excellence and future areas of focus, sponsored by Academic Board, alongside the actions identified to deliver on the outcomes highlighted during this process. The aims of this work included the identification of areas for growth, enhancement or development, a view on our current academic structures and indications of ways to focus our efforts to deliver our core missions in the future. The findings were presented to Academic Board on 10th June and were endorsed by it.

7.6. Discussion followed during which it was queried whether external input into the review had been considered. It was confirmed that this work served as the beginning of a revised strategy and that external input would be considered as appropriate or as required as part of the next steps in developing that, however it would serve to guide us through the immediate decisions required. It was acknowledged that it was not possible to grow indefinitely, and that work was required to achieve the right sustainable balance for the University between growth and cost reductions. The importance of working to remove silos was also recognised as extremely important. The potential to raise money from exiting spinouts was suggested and it was also confirmed that work was ongoing to explore the use of shared services, with a paper planned for Court on this for October. In response to a query as to whether the savings being sought should be greater it was confirmed that the current levels sought were considered reasonable at this time. The opportunities for growth within the Edinburgh region were highlighted and this was the focus of the new Assistant Principal role.

7.7. The role of Academic Board in approving matters arising from the review was queried and it was clarified that, whilst changes to academic structures would ordinarily be approved by Academic Board within its remit, in the current circumstances Academic Board had agreed that decisions on matters where costs may be added or withdrawn should move to University Court since Court holds responsibility for the financial oversight of the University and its members are responsible and accountable for its financial sustainability. It was also noted that the University's Statutory Instrument allowed for Court to take on powers and functions of the Academic Board as it may determine which recognised this position, however Academic Board had agreed to defer to Court on these matters in this case. It was confirmed that those actions and future work which are cost-neutral falling within its remit would be reported back to Academic Board for consideration and approval and that Academic Board would be kept updated on broader developments.

7.8. Members sought clarity on process and timings relating to the outcomes of the academic focus review and its alignment with the professional services review. It was noted that there was considered to be sufficient input from the reviews at present to build a picture on people impacts and begin consulting on what to do now but that there could be further changes to follow as further work developed on academic size and shape. It was agreed that the executive would ensure clear communication to staff on process and timings.

7.9. Court **noted** the findings and recommendations contained in the paper.

iii) Financial Planning* UC(24/25)53

7.10. Court received the paper which presented a plan to bring the University back to financial sustainability through a mixture of pay and non-pay savings and a plan for growth and sought approval from Court to commence implementation of the plan. Any one-off costs related to restructuring which were unknown at this stage would be communicated to Court in October once further engagement around the process had taken place.

7.11. Discussion followed during which concerns about the shortness of timelines were expressed, and it was clarified that Court was being asked to approve the

ULT actions, not detailed timelines. The concerns were noted, and it was agreed that the executive would ensure that the process was clarified and communicated effectively.

7.12. Thereafter Court:

a) **Approved** a planned reduction in non-pay costs of c £1.5m in 2025/6 compared to the pre-mitigation budget. Of the circa £1.5m, c.£1.1m are recurring costs and £0.4m are non-recurring costs related to Project Vision.
b) **Approved** a planned reduction in annualised pay costs of c £5.4m in 2025/6 compared to the pre-mitigation budget. In 2025/6 there will be a partial year saving of between c.£2m and £3m dependent upon the timing of the implementation of the pay reductions. The full year savings of c£5.4m will be realised in 2026/27.
c) **Approved** that the ULT will implement proposals for the reduction in pay costs and will engage with the Trade Unions in consultation as soon as is possible. The University will aim, wherever possible to mitigate against compulsory redundancy and will engage with the Trade Unions in consultation towards the end of the summer to discuss how the university proposes to achieve the c. £5.4m pay saving.
d) **Endorsed** our short-term plans for growth, as previously presented to Court, focussed on three income streams: Edinburgh Napier University International College (ENUIC), a new Trimester 3 intake, and new TNE franchise opportunities particularly Egypt, recognising the risks associated with this work and commissioning a longer-term growth plan from the ULT to be presented to Court in October 2025.
e) **Approved** our risk analysis for this work and our plans for mitigating these risks.
f) **Approved** proposed next steps outlined in section 5 of the paper.

iv) Annual Plan, Three-Year Financial Forecast and Budget for 2025/26* UC(24/25)54

7.13. Court received the paper which presented the outcome of the University's planning and budgeting process for the upcoming academic year 2025/26, with reference to the future planning horizon. It was noted that the paper should be read in conjunction with the Principal's Report, the Future Academic Focus paper and the Financial Planning paper. It was further noted that the budget did not include the mitigations which would arise from the actions approved under the previous item which would be expected to improve the position. The paper reported that due to financial pressures together with ongoing work on our future academic alignment, we will be closing Project Vision and instead focus on the phased refreshing of Merchiston Campus informed by our immediate maintenance and space needs. The Digital strategy will be progressed in line with identified priorities. F&PC will oversee the plans for this work.

7.14. Discussion followed during which it was noted that performance against the budget was monitored on an ongoing basis by F&PC and that the Chair of F&PC would review the reporting mechanisms to ensure they continued to be fully fit for purpose and to ensure adequate reporting between meetings where necessary. It was confirmed that ongoing monitoring was provided through monthly management accounts and quarterly budget re-forecasting.

7.15. Thereafter, Court:

a) **Noted** the University Tactical Plan for 2025/26 and the intention to review the current KPIs and develop a revised set for endorsement in October (Part A)
b) **Approved** the proposed University Budget for 2025/26 (Part B).

8. EDINBURGH NAPIER STUDENTS' ASSOCIATION UPDATE UC(24/25)55

8.1. Court received and **noted** an update on ENSA activities and progress over the past year, with reference to the Student Community Development Plan which had been included in Court papers.

8.2. Discussion followed in which information was provided on the activities undertaken by ENSA to support students with the development of employment skills and engagement with business, which was noted as an area for further development. Regarding a query about any impact arising from the establishment of the Edinburgh Napier University International College on ENSA's service offering, it was confirmed that ENSA was reviewing the demographics of the student population to identify gaps and how best to engage with different student groups.

8.3. It was noted that this was ENSA Co-President Ryan Cairns' last meeting after 2 years on Court and thanks were extended for his contribution.

9. GRIEVANCE AND DISCIPLINARY POLICIES UC(24/25)56

9.1. Court received the paper which presented the revised Disciplinary Policy and revised Resolution Policy (formerly titled Grievance), for Court approval.

9.2. Court were asked to consider removing these two policies from the schedule requiring Court approval to allow the People Team to respond to culture shifts, trends and enhancement ideas as needed. Any subsequent policy reviews would be approved via full consultation involving stakeholder/colleague engagement via internal committees, Trade Union colleagues and the requisite SLT/ULT approval.

9.3. Court:
a) **Approved** the Disciplinary Policy and Resolution Policy.
b) **Removed** these two policies from the schedule requiring Court approval.

10. RISK MANAGEMENT UC(24/25)57

a) Top Risks Monitoring Schedule (3 of 3)*

10.1. Court **noted** the report which provided the final assessment of confidence in the management of the University's top risks for academic year 2024/25.

10.2. Ongoing work to improve the University's cyber security posture was noted and it was noted that efforts continued to secure cyber insurance.

b) Update on Review of Top Risks and Risk Appetite for 2025/26

10.3. It was noted that ARC had agreed that the Top Risks and the Risk Appetite Statement should be considered further by the executive then ARC in September when there would be a clearer understanding of the Top Risks and any associated impact on Risk Appetite for the coming year further to decisions taken at this Court meeting. A recommendation would then be brought to Court for approval.

11. HONORARY AWARDS* UC(24/25)58

11.1. Court **approved** the Honorary Award nominations recommended by the Honorary Awards and Visiting Titles Committee and Academic Board.

Part B For information

12. ACADEMIC BOARD MEETING 10 JUNE 2025 UC(24/25)59

12.1. Court **noted** the minutes from the meeting of the Academic Board of 10 June 2025.

13. HEALTH & SAFETY ANNUAL REPORT UC(24/25)60

13.1. Court received and **noted** the paper which provided the Annual Report on Health & Safety management. It was noted that improving levels of completion of compulsory staff training would be a particular focus of the Health & Safety Committee in the coming year. The processes for review and audit of Health & Safety matters were also clarified in response to a query.

Part C Not intended for discussion

14. REPORTS FROM COURT COMMITTEES

14a Finance & Property Committee meeting on 22 May 2025* UC(24/25)61

14.1. The report was **noted**.

14.b Audit & Risk Committee meeting on 4 June 2025* UC(24/25)62

14.2 The report was **noted**. Court **endorsed** the appointment of AAB as the University's external auditors for three years from 1 April 2025 with an option to extend for a further two separate years.

15. ANNUAL NOTIFICATION OF VISITING AND EMERITUS PROFESSOR APPOINTMENTS UC(24/25)63

15.1. Court received and **noted** the paper which detailed the current Visiting and Emeritus Professor appointees within Edinburgh Napier University.

16. DATE OF FUTURE MEETINGS

16.1. The dates of future Court meetings were **noted** as follows:

Court	Graduations
27 October 2025 (to be preceded by Strategy Day)	Tuesday – Thursday 28 – 30 October 2025
27 October Court Strategy Day (09.00-15.00)	Wednesday – Friday 08 – 10 July 2026
08 December 2025 (followed by annual dinner)	
23 March 2026	
11 June 2026 (Thursday)	

VALEDICTIONS

It was the last meeting of Tayo Oyinlola and Ryan Cairns. Thanks were extended to them for their contributions to Court and the University.

Part D Reserved Item

[The Chair of Court left the meeting during presentation and discussion of this item]

17. CHAIR OF COURT ANNUAL REVIEW FEEDBACK

17.1. Court received and discussed a summary of the feedback from the Chair of Court's annual performance review presented by the Vice-Chair of Court. Members were invited to provide any further feedback to the Vice-Chair following the meeting and the Vice-Chair would then share the feedback with the Chair of Court.

*Denotes a paper to which an exemption under the Freedom of Information (Scotland) Act 2002 applies.