

Edinburgh Napier University

University Court

Minutes of the meeting held on Monday 8 December 2025
at 3.30 pm in Room 1/53, Craigmackhart Campus

Present: R Tomlinson (Chair); Professor S Rigby (Principal & Vice-Chancellor); Professor P Andras; A Brunton; J Chittleburgh; Dr V Davies; L Duncan; E Eghan; Professor N Karodia; S Kumar; Professor N Lieven; L McAreavey; Q Miao; K MacInnes; M Melville; Dr H Patrick-Thomson; Lady Paton (Chancellor's Assessor); D Scott; P Sim; H Wareing; Professor L Yellowlees.

Apologies: Professor M Chipulu; Professor S Cross; P Upton.

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); Professor G Hutchison (Assistant Principal); A McGoff (Vice Principal of Business Engagement & Dean of the Business School); L Wright (Director of Finance); Professor E Hart (item 11).

Observing: Erin Williams (Reward and Recognition Partner).

1. REMUNERATION COMMITTEE REPORT* UC(25/26)19

[ULT members other than the Principal were not present during presentation and discussion of this item.]

1.1. The report from the Remuneration Committee meeting that took place on 10 November 2025 was introduced and **noted**. It was noted that there had been robust discussion leading to the salary decision agreed by the committee.

2. OPENING REMARKS, APOLOGIES, DECLARATIONS OF INTEREST AND CHAIR'S UPDATES

2.1. The Chair welcomed members to the meeting. It was noted that the meeting had been preceded by a Pre-Court session on External Engagement covering the regional innovation, enterprise and skills landscape presented by the Assistant Principal.

2.2. Newly appointed lay Court member Kenny MacInnes (Principal and Chief Executive, Forth Valley College) was welcomed to his first Court meeting.

2.3. Erin Williams (Reward and Recognition Partner) was welcomed to the meetings as an observer in support of her professional development.

2.4. Under declarations of members' interests, K MacInnes declared his college's involvement with Babcock International in relation to the earlier presentation on External Engagement. The Principal's SFC Board membership would be noted as a standing declaration going forward.

2.5. The apologies were **noted**.

Part A For discussion and decision

3. MINUTES OF THE MEETING HELD ON 27 OCTOBER 2025 UC(25/26)17

3.1. The minutes of the meeting held on 27 October 2025 were **approved**. The appended note of the outcomes and actions from the Strategy Session discussions was **noted**.

4. MATTERS ARISING

(i) Honorary Degrees and Titles Regulations (15.2)

4.1. It was **noted** that work had now concluded on the revised regulations which would be brought to the March meetings of Academic Board and Court for approval.

5. GOVERNANCE MATTERS UC(25/26)18

5.1. Court received the report presented following the meeting of Nominations Committee on 18 November 2025 which updated on Court membership matters and presented the proposed revised Terms of Reference for Court committees and updated Schedule of Delegated Financial Authority for approval.

5.2. Key points from the report were introduced. The appointment of Kenny MacInnes (Principal and Chief Executive, Forth Valley College) was highlighted and it was noted that an interview with a candidate for the Scottish Academic lay member vacancy was expected to take place in January, whilst efforts continued to identify a finance expert. It was noted that S Kumar had been appointed as the lay Court member on the ENSA Board of Directors and that H Wareing and S Cross would join the Chancellor Appointment Panel.

5.3. The key changes proposed to the committee terms of reference and the process followed were outlined. It was noted that the review had been led by the Chair of Court and Committee Chairs, supported by the Head of Governance & Risk, and that learnings from the Gillies Review had been considered as appropriate. As part of the review, the terms of reference had been benchmarked against those of other Scottish universities and reviewed against the Scottish Code of Good Higher Education Governance and with the SFC Financial Memorandum to ensure alignment. The terms of reference were considered and approved by each committee and any feedback from discussion at the committees was considered by Nominations Committee and incorporated into the final versions recommended for Court approval. It was noted that an internal audit review of

financial governance was nearing completion and a further internal audit into broader governance would take place in the new year. It was noted that further changes to governance requirements were expected to emerge in the coming year from the SFC, governance code review activity and potentially through legislation. It was noted that terms of reference would be reviewed by each committee annually to address any changes arising from feedback and emerging new governance requirements. It was noted that the amendments proposed to the Schedule of Delegated Financial Authority were not substantive and were made to reflect the new ULT structure.

5.4. Thereafter, Court:

- i) **Noted** the report from Nominations Committee on Court membership matters.
- ii) **Approved** the revised Terms of Reference of Court committees.
- iii) **Approved** the updated Schedule of Delegated Financial Authority.

6. PRINCIPAL'S REPORT

UC(25/26)20

6.1. The Principal introduced her written report and highlighted key points.

6.2. The University was in good health relative to many in the sector, but under significant financial pressure. Significant steps towards regaining immediate financial sustainability had been made and a longer-term plan was beginning to emerge to generate and enact a satisfactory strategy for the University. This strategic process would progress through next year and into the early steps of delivery.

6.3. It was noted that the external environment continued to be volatile at UK and Scottish level with much activity by the Scottish Government and Scottish Funding Council remaining opaque in terms of both intent and outcome.

6.4. An update was provided on the Voluntary Redundancy process, and it was considered likely that the required savings target from this process would be met. Progress on short term growth opportunities and on collaborations and partnerships was also outlined and it was considered that we were broadly on course to meet our budget for this year. The external engagement work being undertaken by the Vice Principal of Business Engagement and the Assistant Principal was commended.

6.5. Congratulations were extended to ENSA President, Evans Eghan, who was named as the winner of the Student Award at the 2025 edition of the Creative Edinburgh Awards.

6.6. In discussion, a member queried whether there were any lessons to be learned from the incident at Sheffield Hallam University where there had been pressure from China to halt research and it was confirmed that the University did not engage in the type of research that could lead to that type of scenario. Members emphasised the importance of bolstering staff morale in the context of the cost savings exercise, and it was noted that progress would be made in the new year to address medium term concerns including the website and audiovisual facilities which would impact positively. A member queried how progress with collaborations would be communicated and it was noted that potential areas would be explored, and specific opportunities would be brought to Court as they crystallised. A member queried the extent of the risk to the University's Student

sponsor licence in view of the UKVI's new Basic Compliance Metrics and an overview was provided of the measures that were in place to address the risk which could be shared with UKVI. It was noted that around 80% of universities were likely to be rated amber. A member emphasised the importance of recognising that there would be genuine asylum seekers within the student population. A member queried whether it was necessary to move to compulsory redundancy given the progress that had been made towards achieving the required cost savings and it was confirmed that it was necessary to conclude the process as planned to ensure the savings were fully achieved. It was noted that roles remained which had been identified as not being required and was emphasised that all opportunities to avoid compulsory redundancy would be explored.

6.7. Court **noted** the report.

7. PROGRESS ON PAY SAVINGS AND BUDGET MITIGATIONS* UC(25/26)21

7.1. Court received the update which set out progress on delivering pay savings and budget mitigations, covering the management of change process, risks and issues and income growth mitigations. It was noted that we are on track to deliver the proposed pay savings and are making progress on non-pay savings. It was noted that the next update report to Court in March would provide further detail on the progress against both pay and non-pay savings and costs. A reflection on the impact on colleague engagement and morale would be shared at this point too. The latest forecast would also inform an updated position on income targets, while progress towards new income opportunities would have also moved on.

7.2. Discussion followed. In response to a query, an update was provided on the industrial action ballot position, and it was confirmed that extensive contingency planning was in place to minimise disruption in the event of industrial action. The number of posts remaining at risk of redundancy was also confirmed. In response to a query, the mechanism for the University's engagement with ENSA was clarified. It was queried when ENSA would be told the details of the roles which had been removed to understand the impact, and it was confirmed that communication of this was expected to begin the following week. It was not considered that there would be serious impact on students arising from these staff reductions. On non-pay, it was queried whether there was confidence on being able to meet the designated amount of savings given the areas of required additional spend and it was confirmed that there was high confidence in delivery overall, notwithstanding variability in certain areas. It was agreed that as many non-pay savings should be secured as possible for the longer term, with particular focus on areas of recurring cost. In response to a query about SFC funding clawback it was confirmed that this was expected to reduce in the current year and then be stable, but the detail of the future SFC allocation model was not yet known. Activities underway to ensure SFC targets are achieved were outlined. It was noted that an update would be provided at the March Court meeting with a plan to increase our income and maximise contribution to ensure longer term financial sustainability.

7.3. Court **noted** the update.

8. AUDIT & RISK COMMITTEE ANNUAL REPORT 2024/25* UC(25/26)22

8.1. Court received and **noted** the Audit & Risk Committee's 2024/25 annual report to Court. The clean bill of health provided by the external auditors was noted and the positive position of the University on internal audit action completion relative to others was welcomed.

8.2. In response to a member's query about the medium risk rating on the Cyber Resilience internal audit report, it was noted that this arose from specific findings on disaster recovery and back-up which had been validated and were in the process of being addressed. Assurance was also provided that this was a recognised high-risk area which received significant attention and focus through Audit & Risk Committee. Thanks were extended to the Convenor, members and management for the work reflected.

9. APPROVAL OF ANNUAL REPORT AND AUDITED ACCOUNTS 2024/25* UC(25/26)23

9.1. Court received the paper which presented the Annual Report and Financial Statements for 2024/25. The Audit and Risk Committee had considered the draft financial statements and comments from the External Auditor on accounting and related matters. The Finance and Property Committee had also considered the draft accounts. Both Committees had agreed to recommend to the University Court that the Annual Report and Financial Statements for 2024/25 be approved.

9.2. Thereafter Court **approved** the Annual Report and Financial Statements for 2024/25, **authorised** the Chair of Court and the Principal to sign the Financial Statements on its behalf and **authorised** the Principal and the Finance Director to sign the Management Letter of Representation on its behalf.

10. REVIEW OF CURRENT FINANCIAL POSITION* UC(25/26)24

10.1. Court received the paper which reported on the financial position as at the end of October 2025 and was given an update on the current forecast. It was noted that there were no material variations from actual or forecasts for income and expenditure at this stage of the year and the current forecast was in line with plan. It was recognised that this continued to receive close attention and review from the ULT. It was confirmed that re-structuring costs were incorporated. Members welcomed the re-assurance provided by the report.

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

11. RESEARCH EXCELLENCE FRAMEWORK (REF) UPDATE UC(25/26)25

11.1. Court received the paper and presentation, delivered by Professor Hart, which updated on the main elements of the next Research Excellence Framework

(REF) and our internal preparations to date, including the oversight groups in place, measures being undertaken to optimise our REF submission, risks and REF team priorities for 2025/26. It was noted that Professor Lieven would engage with the REF team to review preparations, and any insights would be reported to the March Court meeting.

11.2. Discussion followed during which variables around the effect of the research power metric on rankings was explained and it was confirmed that modelling would be undertaken to ensure the best return. It was noted that the SFC had not yet confirmed the formula for allocating funding following the next REF and it would be important that this was in place before the submission. In response to a query about the concentration of research within the sector, the risk of a further narrowing of research funding to a smaller number of large research-intensive institutions was acknowledged in the context of the situation in England. In response to a query about the extent to which the risk profile would map consistently at School level it was confirmed that it would be variable for each School. The good work being undertaken to strengthen research culture was emphasised. It was also confirmed that the work being undertaken on systems and culture as part of REF preparation needed to be done regardless and would support the future strategy for research.

11.3. Members welcomed the presentation and **noted** the update.

12. EDINBURGH NAPIER STUDENTS' ASSOCIATION UPDATE UC(25/26)26

12.1. Court received the paper and update which provided an overview of key ENSA activities and initiatives, including outcomes from the ENSA Pulse Survey.

12.2. Discussion followed during which it was noted that discussions were ongoing between ENSA and the University to increase the provision of data which would help ENSA further develop and enhance its services to students. It was noted that ENSA was focussing on how to better support students studying with the Edinburgh Napier International College. In response to a query about the low number of responses to the survey it was noted that consideration was being given to ways to improve engagement and that increased access to data would assist with this. It was suggested that a smaller number of more targeted survey questions might help. The improvement in the recruitment of Programme Reps which had exceeded the target number for the year was noted. The work undertaken by ENSA on gender-based violence and consent was commended.

12.3. Court **noted** the update and welcomed the detailed report provided and progress outlined.

13. HONORARY AWARDS NOMINATION* UC(25/26)27

13.1. Court **approved** the nomination for the award of Honorary Doctorate of the University which had been considered, approved and recommended to Court by Academic Board.

Part B For information

14. ACADEMIC BOARD MEETING 21 NOVEMBER 2025 UC(25/26)28

14.1. Court **noted** the minutes from the meeting of the Academic Board of 21 November 2025.

15. TOP RISKS MONITORING REPORT (1 of 3)* UC(25/26)29

15.1. Court **noted** the Top Risks monitoring report.

15.2. Members noted the red status of the cyber security risk, reflected on approaches to training and noted the ongoing investment and significant focus of effort by teams in Information Services to mitigate this risk. Members were also assured that this matter was subject to regular review and reporting through Audit and Risk Committee and that the ULT were focused on delivering the mitigations.

15.3. In response to a query, it was explained that the further areas of RAAC in Merchiston campus had been identified through subsequent detailed survey work undertaken as part of Project VISION. Assurance was given that these were monitored regularly and that there was no immediate risk to safety arising. Remedial works would take place during 2026 minimising disruption to students.

Part C Not intended for discussion

16. REPORTS FROM COURT COMMITTEES

16.a Finance & Property Committee meeting on 12 November 2025* UC(25/26)30

16.1. The report was **noted**.

16.b Audit & Risk Committee meeting on 12 November 2025* UC(25/26)31

16.2 The report was **noted**.

17. DATE OF FUTURE MEETINGS / CLOSING REMARKS

17.1. The dates of future Court meetings and events were **noted**. It was noted that dates for the Court meetings for the remainder of the 2026 calendar year would be issued shortly.

17.2. Members were encouraged to attend graduation ceremonies.

17.3. The Chair thanked members for their various and valued contributions to the work of Court over the past year and thanked the Principal and ULT for their efforts.

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