

# COURT INTERIM BUSINESS COMMITTEE

## Terms of Reference

### 1. Constitution and purpose

1.1 In accordance with *Statute 4: The Court* (paragraph 6), the Court has established the Court Interim Business Committee (CIBC).

#### 1.2 Interim Business

The purpose of the CIBC is to undertake on behalf of the Court any delegable business of the Court in accordance with Article 7.1.2 of the University Charter, as and when it is expedient to do so between scheduled ordinary meetings of the Court.

(Article 7.4 of the Charter stipulates those powers of the Court which cannot be delegated to any other body, including the CIBC or any other body or individual. These are shown in **appendix 1** to these Terms of Reference).

#### 1.3 Advisory Role

The CIBC will also meet regularly to comment and advise on the University's strategic forward planning, ongoing delivery of strategic priorities, and advance consideration of the pipeline of initiatives that the University is considering.

### 2 Remit

2.1 The remit of the CIBC extends to include the transaction of any business which falls within the powers and the authority of the Court and which is not excluded under the restrictions described in Article 7.4 of the Charter.

2.2 In accordance with the Court Standing Orders, it will be at the discretion of the Chair of the Court, as and when business needs might arise, to determine if an item of business should be formally considered by the CIBC between meetings of the Court, or whether the full Court should be invited to consider that item of business. Article 7.4 of the Charter notes that 'The Court may not delegate its powers to make final decisions on issues of corporate strategy.'

2.3 Where the matter of business relates to the Chair of the Court it will be at the discretion of the Deputy Chair of the Court to determine whether to convene a meeting with, or conduct a matter of business by correspondence with, the Court or the CIBC.

### 3 Composition and Membership

3.1 The composition of the Committee will include:

- a) the Chair of Court, ex officio (as Chair)
- b) the Deputy Chair of Court, ex officio
- c) the Chair of the Audit and Risk Committee, ex officio
- d) the Chair of the Finance Committee, ex officio
- e) the Chair of the Staff Committee, ex officio
- f) the Chair of the Remuneration Committee, ex officio
- g) the Chair of the Global Student Life Committee, ex officio

- h) the Chair of the Infrastructure Committee, ex officio
- i) the Principal & Vice-Chancellor, ex officio
- j) the Vice-Principal and Provost, ex officio
- k) the Student Union President, ex officio
- l) one or more staff members of the Court (elected or nominated category)

3.2 Members are appointed to the Committee by the Court. The Committee's current membership is as follows:

Chair:

- a) Mr Bruce Pritchard, Chair of Court

Ex Officio members:

- b) Mr Mike Tumilty, Deputy Chair of Court and Chair, Audit and Risk Committee
- c) Mr Steve Heathcote, Chair, Finance Committee
- d) Ms Dorothy Wright, Chair, Staff Committee
- e) Ms Morag McNeill, Chair, Remuneration Committee
- f) Ms Marta Phillips, Chair, Global Student Life Committee
- g) Mr Alan Robertson, Chair, Infrastructure Committee
- h) Professor Richard A Williams, Principal & Vice-Chancellor
- i) Professor Mark Biggs, Vice-Principal and Provost
- j) Mr Scott Anderson, Student Union President

Other members who are Court members:

- k) Dr Bill MacPherson, Elected staff member of Court

3.3 The term of office of Court members who are members of the Committee is concurrent with their term of office on the Court.

3.4 The maximum term of office for members appointed by the Court is nine years. The initial appointment will be for three years with eligibility to be considered for appointment for up to two further periods of up to three years while the member remains a member of the Court.

## 4 Equality, Diversity and Inclusion

4.1 The Committee will exercise its responsibility, as far as possible, to promote diversity of representation within its membership. The Committee will also act to promote equality of opportunity for all colleagues who are involved in carrying out the business of the Committee.

## 5 Quorum and voting

5.1 For formal business matters, the quorum will be five members, one of whom will be the Chair of the Committee, and at least three of whom will be independent lay members of the Court.

5.2 The Chair of the Committee will have a deliberative and a casting vote.

5.3 Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to communicate with all members present at the meeting simultaneously will be deemed to be present at the meeting and to count towards the quorum.

## 6 Committee Chair

- 6.1 The Chair of the Committee will be the Chair of Court.
- 6.2 In the absence of the Chair of the Committee, the Deputy Chair of Court will chair the meeting. In the absence of both the Chair of Court and the Deputy Chair of Court members will elect from among the independent lay members of the Committee who are present at the meeting a person to act as Chair for the meeting or until such time as the Chair of the Committee arrives.
- 6.3 At times when the Committee is considering the appointment of the successor to the Chair, Chairing of the Committee will pass to the Deputy Chair or, as per arrangements set out in 6.2, above, another independent lay member of the Committee.

## 7 Frequency of meetings

- 7.1 The Committee will normally discuss business matters by correspondence. However, it will also meet regularly to comment and advise on the University's strategic developments between scheduled ordinary meetings of the Court. It may also meet as and when necessary in accordance with direction from the Chair of the Court.
- 7.2 It will be at the discretion of the Chair of the Court to determine whether an item of business for the Interim Business Committee of the Court can be dealt with by means of correspondence with all members of the committee, rather than through a meeting.

## 8 Attendance at meetings

- 8.1 Members of the University Executive and other staff may be invited to attend the CIBC for specific items of business, with the agreement of the Chair.
- 8.2 The following officers are expected to be in attendance at meetings:
- a) The University Secretary;
  - b) The Global Finance Director;
  - c) The Committee Clerk.
- 8.3 The Committee will maintain a record of attendance at each of its meetings and will include this information in its annual assurance report to the Court.
- 8.4 A member participating in a meeting remotely by way of video or audio conferencing or other means which enables that member to communicate with each of the other members simultaneously will be accounted for as being present and will be included in the quorum.

## 9 Reserved Business

- 9.1 There may be occasions when the Committee's business is designated reserved (confidential).
- 9.2 The record of matters which the Chair and the Committee are satisfied should be dealt with on a reserved basis will be recorded separately.

## 10 Conflict of Interest

- 10.1 Where it is identified that a member of the Committee has a conflict of interest with respect to a given matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision-making or may require complete non-participation and/or withdrawal from that part of the meeting.
- 10.2 All instances of identified conflicts of interest will be recorded in the minutes.

## 11 Reporting procedures and decision-making

- 11.1 At each Court meeting, the Committee will submit, for information, reports based on the Committee's minutes of formal business items. The Chair will approve the content of reports before release including the redaction of any information deemed necessary for reasons of confidentiality.
- 11.2 The Chair of Court will provide a verbal update to the Court on meetings held to discuss strategic forward planning, priorities and initiatives.
- 11.3 The Committee's records (agenda, papers, minutes) are included in the University's Freedom of Information Publication Scheme. Information will be readily accessible on request to members of the public under the terms of the Freedom of Information (Scotland) Act (FOI(S)A) 2002, with the exception of information which is deemed to be covered by a specific exemption under the Act.
- 11.4 Minutes and reports of the Committee will denote those areas of reported business which are deemed to fall within the designation of information which is 'exempt' under the FOI(S)A.
- 11.5 A decision taken on behalf of the Court by the CIBC will continue to be operative and binding until the Court agrees to rescind or vary that decision.
- In accordance with the Court Standing Orders, a proposal to rescind or vary any decision made within the preceding twelve month period may be accepted, as long as at least two-thirds of the members present and voting at a quorate meeting agree that the matter should be dealt with afresh. Alternatively, a proposal to rescind or vary a decision may be considered if the Chair reports to the Court that a material change in circumstances has occurred.

## 12 Forward planning

- 12.1 The Committee will review its Terms of Reference and submit recommendations on these to the Court annually for approval.
- 12.2 The Committee will submit with its reviewed Terms of Reference an annual assurance report for the year just completed. This will include a summary report of the items of business undertaken by the Committee in the last full year.

## Supporting Information

### Groups feeding into the Court Interim Business Committee

None

### Effectiveness and lifespan

Lifespan ongoing. Effectiveness reviewed five-yearly as part of the Court's review of its effectiveness.

For formal business, the CIBC may:

- Note
- Receive
- Consider
- Endorse
- Approve
- Recommend
- Reject

For advisory matters (i.e. comment and feedback on strategic initiatives and development) the CIBC may:

- Note
- Receive
- Consider
- Endorse
- Recommend
- Advise

### Minuting style

Traditional / formal minutes for formal business, in accordance with internal University guidance.

Action notes will be taken for advisory discussions.

### Resources

Secretary      Ms Ruth Moir, University Secretary

Clerk            Ms Lisa Herlihy, Senior Governance Officer

**Extract from University Charter (June 2019)**

- 7.4. The Court may not delegate its powers:
- 7.4.1. to determine the objects of the University;
  - 7.4.2. to make final decisions on issues of corporate strategy;
  - 7.4.3. to appoint and dismiss any one or more of the Chancellor, the Pro-Chancellor(s), the Principal, the Vice-Principal and/or the Secretary and to approve their terms and conditions of appointment;
  - 7.4.4. to approve the annual business plan of the University and each member of the Heriot-Watt Group;
  - 7.4.5. to review and approve the annual budget of the University and annual report of the University;
  - 7.4.6. to amend the Charter under the provisions of Article 17;
  - 7.4.7. to make, amend or revoke Statutes or Ordinances;
  - 7.4.8. to adopt the University's annual accounts;
  - 7.4.9. to appoint or remove the University's External Auditor;
  - 7.4.10. to decide the remuneration of the Chair of the Court and any other external and independent members of the Court under the terms of Article 4.8; or
  - 7.4.11. to decide whether there should be a reduction in the Academic Staff as a whole or of any constituent part of the University or any member of the Heriot-Watt Group by way of compulsory redundancy.