

# ENVIRONMENT AND INFRASTRUCTURE COMMITTEE

## Terms of Reference

1	Constitution and Purpose
1.1	<p><b>Purpose:</b> The purpose of the Committee is to provide governance oversight and advice on the development of the University's physical and digital infrastructure to support delivery of Strategy 2035 (S2035), with an excellent student and staff experience. The Committee's purpose is also to provide governance oversight on the development and delivery of the University's sustainability policy, putting people and sustainability at the heart of its decision making.</p>
1.2	<p><b>Constitution:</b> In accordance with Statute 4 (paragraph 6a), the Court has established a Environment and Infrastructure Committee. Under the Statutes, and in line with the Court Statement of Primary Responsibilities, the Court is responsible for approving the University's strategy direction, vision and mission, and has overall responsibility for the University's assets, property, estate and for the oversight of the affairs of the University.</p>
2	Remit
	<p>Court delegates authority to the Environment and Infrastructure Committee as set out in these terms of reference. The Committee will foster a governance approach which enhances and supports collaborative and connected thinking about sustainability and the infrastructure in a way that progressively supports delivery of strategy. The remit is focussed on strategic oversight, and the level of materiality of projects is set at the threshold for Finance and Court approval in the <a href="#">Financial Regulations</a>.</p>
2.1	<p><b>University Estate and Physical Infrastructure</b></p> <ul style="list-style-type: none"> <li>• To receive and report annually to Court on the long term strategic plan for the University's global estate and physical infrastructure, designed to support delivery of S2035 and an excellent staff and student experience in all locations.</li> <li>• To provide governance oversight on delivery of the plan, advising on plans for the development, management and maintenance of the physical estate of the University in supporting delivery of Strategy 2035.</li> <li>• To monitor and report on delivery of major physical infrastructure projects which have been approved by Finance Committee and/or Court.</li> <li>• To endorse to the Court proposals regarding the University's property portfolio, including the disposal and acquisition of properties and associated legal and commercial documentation related to such transactions.</li> </ul>
2.2	<p><b>Commercialisation and partnership opportunities</b></p> <ul style="list-style-type: none"> <li>• To promote and support the commercialisation and partnership development opportunities presented by the physical estate and the 'know how' of its people capital.</li> <li>• To receive an annual report on the strategic plan for the Research Park at the Edinburgh Campus, and report on progress to the Court.</li> <li>• To monitor commercial management of the physical estates and to advise on how to maximise return from the University's assets in line with the University's strategy and for the benefit of the wider University community.</li> </ul>
2.3	<p><b>Digital Strategy</b></p>

- To receive and report annually to Court on the long-term strategic plan for the University's digital infrastructure, designed to support delivery of S2035 and an excellent staff and student experience in all locations.
- To provide governance oversight of the development and implementation of digital strategy (incorporating AI) as a strategic enabler for S2035.
- To monitor and report on related major digital projects which have been approved by Finance Committee and/or Court, considering the investment, management and people aspects of this work.

#### 2.4 **Capital Planning and Investment in Infrastructure**

To review and advise on the development of the Capital Plan and related Capital Projects for the physical and digital infrastructure, viewing proposals through the lens of sustainability, people and cost/benefit and considering investment priorities relative to Strategy 2035.

#### 2.5 **Physical and digital infrastructure business cases**

The Environment and Infrastructure Committee has no delegated financial authority from the Court. However, it will review and make recommendations on business cases for major projects which underpin and facilitate the delivery of the University's strategy to the Court, for approval, via the Finance Committee where required.

#### 2.6 **Oversight of Sustainability**

- To provide governance oversight and support for the ongoing development of the University's sustainability strategy and Climate Action Framework, promoting the University values in pursuit of a fair transition towards environmental sustainability.
- To be responsible for monitoring and reporting to the Court on progress relative to the 10 Sustainability Commitments.
- To ensure that proposed investments in the physical and digital infrastructure take account of environmental sustainability and comply with best practice wherever possible.
- To provide oversight of statutory reporting and advice on best practice in sustainability.
- In the first year (2025-26), the Committee will focus on infrastructure-related sustainability. From 2026-27, this will be expanded to a wider portfolio.

#### 2.7 **Heritage and Collections**

- To receive on behalf of the Court, an annual report on the University's strategic plan for the management of its heritage collections.
- As required, to refer to the Finance Committee for approval any acquisitions with significant resource implications and any proposed disposal of items from the collections.

#### 2.8 **Other Matters**

The Committee shall have delegated authority for such other matters as may be determined by the Court from time to time.

### **3 Composition and Membership**

#### 3.1 The composition of the Committee shall include:

- At least four members of the Court (Independent or Staff) appointed by the Court
- The Vice-Principal and Provost (ex officio)
- The Executive Director of University Operations
- The Deputy Principal for Sustainability
- At least two co-opted persons appointed by the Court
- One member nominated by the Student Presidents

#### 3.2 The Governance and Nominations Committee may recommend to the Court co-option of members who they consider have particular skills and experience to contribute to the work of the Committee and/or to serve as a co-opted member with a view to future membership of the Court.

3.3 The Committee's membership from 1 August 2025 is as follows:

- Mr Alan Robertson\* (Chair)
- Professor Steve McLaughlin \*
- Professor Mercedes Maroto-Valer
- Professor Paul Dalgarno \*, Staff Member
- Mr Gary Kildare\*, Finance Committee Member
- Mr Cameron Fields\*, Student Union President
- Mr David Lister
- Mr Jeremy Smart
- Mr John Fowlie
- Mr Mark Eaton

\* - denotes member of the Court

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

3.5 The maximum term of office of co-opted 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.

3.6 The Governance and Nominations Committee of Court will regularly review the skills of the Committee's membership and make recommendations to the Court on new appointments.

## 4 Committee Chair

4.1 The Chair of the Committee shall be a member of the Court.

4.2 The Chair of the Committee shall be recommended by the Governance and Nominations Committee, and appointed by the Court.

4.3 In the absence of the Chair of the Committee, members shall elect from among the members of the Committee who are present at the meeting and who are members of the Court, a person to act as Chair for the meeting or until such time as the Chair of the Committee arrives.

## 5 Attendance at Meetings

5.1 The following officers are normally expected to be in attendance at meetings:

- a) the University Secretary
- b) the Executive Director of University Operations
- c) the Global Director of Estates and Facilities
- d) the Global Director of Information Services
- e) Head of Sustainability
- f) the Global Chief Financial Officer
- g) a Committee Clerk

Other officers may be invited to attend as required by the business of the Committee.

5.2 The Committee will maintain a record of attendance at each of its meetings.

5.3 Any member not attending three or more meetings consecutively (without good reason) may have their membership reviewed by the Chair and the University Secretary. Members are required to submit their apologies to the Clerk of the Committee at the earliest opportunity.

## 6 Equality and Diversity Statement

The Committee exercises its responsibility, as far as possible, to promote the diversity of representation within its membership and the membership of any working group or committee

established by the Committee. The Committee, in carrying out its business, will also act to promote equality of opportunity for all.

## **7 Quorum and Voting**

- 7.1 The quorum is three members of the Committee who are also Members of Court.
- 7.2 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 shall be deemed to be present at the meeting and to count towards the quorum.
- 7.3 It is intended that decisions are normally reached by consensus following a full debate. There are no occasions stipulated in the Charter and Statutes which require a formal vote. Therefore, the Chair will normally seek agreement to the proposal in question, an only call for a vote either if there is a clear expression of dissent or if the matter is of particular significance.
- 7.4 Only members of the Committee shall be entitled to vote on any matter which involves powers and functions delegated to the Committee by the Court.

## **8 Frequency of Meetings**

- 8.1 The Committee normally meets four times a year. Additional meetings may be held in order to meet business requirements at the request of the Chair of the Committee. There will normally be one in-person meeting, with other meetings being conducted on Teams.

### **9 a) Reserved Business**

- 9.1 There may be occasions when a Court Committee's business is designated reserved (confidential and/or commercially sensitive). On such occasions, with the approval of the Chair, any person in attendance may be asked to withdraw from the meeting during consideration of a reserved item of business.
- 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.

### **9 b) Conflict of Interest**

- 9.3 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.
- 9.4 All instances of identified conflicts of interest shall be recorded in the minutes.

## **10 Reporting Procedures**

- 10.1 The Chair of the Committee will report to the Court on any matters which the Committee considers ought to be brought to the attention of the Court.
- 10.2 The Committee will submit regular reports to the Court. The Chair will approve the content of the reports before release, including the redaction of any information deemed necessary for reasons of confidentiality. Matters requiring the approval of the Court will be highlighted in the report.
- 10.3 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 2002 (FOI(S)A), with the exception of information which is deemed to be covered by a specific exemption under the Act.

10.4 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 FOI(S)A.

## **11 Forward Planning**

11.1 The Committee will annually review and revise its Terms of Reference and submit recommendations for any changes to the Court for approval. Only fundamental changes or changes which might impact on other Court Committees shall require Governance and Nominations Committee endorsement.

11.2 The Committee will set its meeting dates two years in advance, aligned to the schedule of meetings of the Court, and will maintain an annual workload plan for the Committee.

11.3 The Committee will maintain a forward agenda plan of its business.

## Supporting Information

### Groups feeding into the Global Environment and Infrastructure Committee

None, however, the University Executive has established a University Committee for Global Environmental Sustainability' with the primary purpose of providing leadership and oversight of the delivery and further development of the Global Environmental Sustainability Strategy. The Committee is chaired by the DP for Sustainability and is responsible for reporting to the University Executive on delivery of the ten commitments approved by the Court and the sustainability objectives set across the whole University.

### Effectiveness and lifespan

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

The Committee will regularly monitor its own effectiveness against its core purpose and responsibilities.

### Actions that may be taken by the Committee

The Global Environment and Infrastructure Committee may:

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

### Minuting style

Traditional/formal minutes in accordance with internal University Guidance.

### Resources

Secretary Ms Ruth Moir, University Secretary

Clerk Nathan Bircham, Governance Assistant

Meetings Four times per annum