

Ordinances

Most recent updates agreed by the Court on 7 December 2023, 7 November 2024 and 20 March 2025

Preamble

The Ordinances of Heriot-Watt University are an important set of documents that support and help to put into effect the [Charter and Statutes](#), which provide the primary governance and regulatory framework for the University. More background is provided in the [Constitutional framework: approved definitions](#).

The new [Charter and Statutes](#) were approved by Her Majesty the Queen and the Privy Council on 12 June 2019 and came into effect on that date. This followed a substantial review to ensure that the University's constitutional documents would correctly take account of the provisions of the Higher Education Governance (Scotland) Act 2016.

Accordingly, the Ordinances have been reviewed to ensure that they correctly reflect the terms of the new Charter and Statutes. The opportunity was taken to make some practical changes and updates. The review exercise in 2019 and 2020 built on the previous overall revision, conducted in 2015 and 2016.

This document therefore provides a full set of working Ordinances that ensures compliance with the new Charter and Statutes. The dates of approval by the Court are marked on each Ordinance.

The process of review and modernisation continues, and the Court shall consider and approve further modifications to the Ordinances as and when it identifies a need to do so.

NB the Ordinances provide for and inform the [Academic Regulations](#) (covering important areas such as admission to academic programmes, examinations and student discipline). The Regulations are published separately.

Terminology of “Primary Academic Units” (2019):

In line with the definitions in the new Charter and Statutes, approved on 12 June 2019, the Court approved, at its meeting on 24 June 2019, a recommendation from the Senate that all references in the Ordinances to “Schools” should be read as references to “Primary Academic Units”.

Some notes to assist users of the Ordinances:

In referencing the Ordinances, please follow the convention that the letter of each Section is stated, followed by the relevant Ordinance number. Thus, in speech or in written text “Ordinance A1” refers to the first Ordinance in Section A, “Ordinance B2” refers to the second Ordinance of Section B, and so on.

Readers should note that there is no Section 'I' or Section 'O'.

Readers will note references throughout the Ordinances to the “Heriot-Watt Group”. This means those entities associated with the University whether by ownership of shares or otherwise and which the Court determines should form part of the Heriot-Watt Group for the purposes of the Charter and Statutes, and who are listed in the Ordinances as amended from time to time.

The Ordinances and Regulations Committee, supported by the [Secretariat](#).

(recent updates are noted overleaf as at 7 December 2023, 7 November 2024 and 20 March 2025)

Recent modifications approved by the Court:	Date of approval
The Court approved modifications to the following Ordinances:	
• Ordinance A3 <i>The Academic Year</i>	26 June 2023
• Ordinance B6 <i>Delegation by the Court</i>	23 March 2023 / 26 June 2023
• Ordinance C1 <i>Election of Members from the Schools to the Senate</i>	7 December 2023
• Ordinance C6 <i>Appointment of Student Members to the Senate</i>	26 June 2023
• Ordinance E5 <i>Sports Union</i>	26 June 2023
• Ordinance K1 <i>Appointment of the Secretary</i>	7 December 2023
• Ordinance P8 <i>Primary Academic Units and Academic Units</i>	26 June 2023
• Ordinance E3 <i>Graduates' Association</i>	23 March 2023
• Ordinance J3 <i>Appointment of the Vice-Principal (Malaysia)</i>	7 November 2024
• Ordinance P2 <i>Requirements for Degrees, Diplomas and Certificates</i>	20 March 2025
• Ordinance E1 <i>Fees, Charges, Fines and Debts</i>	20 March 2025
• Ordinance B2 <i>Appointment to the Court of Members of Staff of the University</i>	20 March 2025
• Ordinance B3 <i>Appointment of Members of the Senate to the Court</i>	20 March 2025
• Ordinance B10 <i>Appointment of the Chair of Court</i>	20 March 2025
• Ordinance C1 <i>Election of Members from the Schools to the Senate</i>	20 March 2025
• Ordinance L1 <i>Deans of the University and Associate Deans</i>	20 March 2025

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SECTION A - ORDINANCE 1

Definitions and Interpretation

1. The Ordinances will be interpreted benevolently and in every case most favourably to the University and the promotion of the Objects. The provisions of the Ordinances shall not be construed to conflict with any applicable national law, current or future enacted.
2. In the event of any conflict or inconsistency between the Ordinances and the Charter or the Statutes, the provisions of the Charter and the Statutes shall take precedence. No provision of the Ordinances shall be inconsistent with the Charter or the Statutes.
3. The following list of defined terms is taken from Article 2 of the Charter and is reproduced here for convenience. Unless the context requires otherwise, any terms used but not defined herein shall have the meanings ascribed to them in the Charter and the Statutes viz;

“Academic Staff” means Staff falling within those categories of Staff listed as academic staff in the Ordinances;

“Academic Unit” means any academic unit of the University devoted to one or more academic disciplines which is established in accordance with the Statutes at a level subordinate to a Primary Academic Unit and which may incorporate one or more Academic Units and/or other constituencies;

“Chancellor” means the Chancellor of the University;

“Charity Trustees” means charity trustees as defined in the Charities and Trustee Investment (Scotland) Act 2005;

“Charter” means the Charter of the University;

“Chief Accounting Officer and Chief Executive Officer” means the person with overall responsibility for the executive management of the University and who is accountable to the Court for the exercise of these responsibilities and to the Scottish Further and Higher Education Funding Council or its successor body for the use of public funds;

“Common Seal” means the common seal of the University;

“Court” means the Court of the University;

“Dean” means a member of the Academic Staff who represents the academic community and whose constituency, responsibilities and process of appointment as a Dean are prescribed in the Ordinances;

“External Auditor” has the meaning given to it in the Statutes;

“Heriot-Watt Group” means those entities associated with the University whether by ownership of shares or otherwise and which the Court determines should form part of the Heriot-Watt Group for the purposes of the Charter and Statutes, and which are listed in the Ordinances and “member of the Heriot-Watt Group” shall be construed accordingly;

“Objects” means the objects of the University set out in Article 3.1 of the Charter;

“Officer of the University” means each of the Principal, the Vice-Principal and the Secretary;

“Ordinances” means Ordinances made under the Charter and Statutes and “Ordinance” shall be construed accordingly;

“Ordinary Resolution” means a resolution passed by a simple majority of those present and voting at a meeting of the Court;

“Primary Academic Unit” means any academic unit of the University devoted to one or more academic disciplines which is established in accordance with the Statutes as a primary level academic unit and which may incorporate one or more Academic Units and/or other constituencies;

“Principal” means the Principal and Vice-Chancellor and Chief Accounting Officer and Chief Executive Officer of the University;

“Pro-Chancellor” means any Pro-Chancellor of the University;

“Programme of Study” means a programme of study of the University as further prescribed in the Ordinances, and approved by the Senate in the manner prescribed in the Regulations;

“Professional Services Staff” means Staff falling within those categories of Staff listed as professional services staff in the Ordinances;

“Regulations” means Regulations made under the Charter and the Statutes or the Ordinances and Regulation shall be construed accordingly;

“Research Staff” means Staff falling within those categories of Staff listed as research staff in the Ordinances;

“Secretary” means the Secretary of the University;

“Senate” means the Senate of the University;

“Special Resolution” means a resolution passed at a meeting of the Court, provided that notice of the meeting, setting out the proposed resolution in full, is given to each member of the Court not less than fourteen clear days before the meeting and that the resolution is passed by a majority of not less than three fourths of the members of the Court present and voting;

“Staff” means all persons employed by the University or by any member of the Heriot-Watt Group;

“Statement of Primary Responsibilities” means the statement of primary responsibilities adopted by the Court pursuant to paragraph 2 (b) of Statute 4;

“Statutes” means the Statutes of the University and “Statute” shall be construed accordingly;

“Students” means persons pursuing a Programme of Study;

“Student Union” means an association of Students devoted to the educational interest and welfare of its members as further prescribed in the Ordinances; and

“Vice-Principal” means the Vice-Principal and Deputy Vice-Chancellor of the University.

4. Pursuant to Article 2 of the Charter, the following terms shall have the following meanings:

“Academic Staff” means Staff whose post involves teaching and/ or research duties, which for the time being shall comprise the following posts:

Academic/ Academic Managerial:

Principal;
Deputy Principal; and
Vice-Principal.

Academic/ Teaching related:

Teaching Assistant;
Assistant Professor;
Associate Professor; and
Professor.

Academic/ Teaching and Research related:

Assistant Professor;
Associate Professor; and
Professor.

Research related:

Research Assistant;
Research Associate;
Research Fellow;
Senior Research Fellow; and
Professorial Fellow.

“Heriot-Watt Group” means the following entities, as amended from time to time:

Heriot-Watt University Malaysia Sdn Bhd;
Edinburgh Business School (a company incorporated in Scotland, with registered number SC 173556);
Heriot-Watt Trading Limited (a company incorporated in Scotland with registered number SC132919); and
Heriot-Watt Services Limited (a company incorporated in Scotland with registered number SC271030).

“Professional Services Staff” means Staff who have been appointed to one of the following categories, as amended from time to time:

Administration related;
Campus Services related;
Technical related;
Professional and Managerial related.

“Research Staff” means Academic Staff who have been appointed to one of the following posts, as amended from time to time:

Professorial Fellow;
Senior Research Fellow;
Research Fellow;
Research Associate; and
Research Assistant.

“Student Union” means the Student Union as further described in Ordinance E2; and

5. For the purposes of the Ordinances and the Regulations, the following term shall have the following meaning:
“University Executive” means the University’s primary management decision making body.
6. All existing Regulations shall continue in full force and effect and shall not be amended by virtue of these Ordinances until the particular Regulation has been specifically amended, repealed or replaced.
7. Unless the context requires otherwise, words in the singular shall include the plural and words in the plural shall include the singular and words importing the masculine shall be construed as including the feminine or the neuter or vice versa.
8. In construing the Ordinances, the rule known as the *ejusdem generis* rule shall not apply nor shall any similar rule or approach to the construction of the Charter and accordingly general words introduced or followed by the word “other” or “including” or “in particular” shall not be given a restrictive meaning because they are followed or preceded (as the case may be) by particular examples intended to fall within the meaning of the general words.

Ordinance A1	
Effective Date 1 September 2015	
Amendment took effect on 12 June 2019 (i.e. the date that the revised Charter and Statutes came into effect)	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court	<i>26 August 2015</i> <i>24 June 2019</i>
Consultation via: Ordinances and Regulations Committee Senate	<i>10 October 2018</i> <i>12 June 2019</i>

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SECTION A – ORDINANCE 2

Members of the University

1. This Ordinance is made in pursuance of Article 1 of the Charter.
2. In addition to those Members set out in Article 1.2 of the Charter, the following persons shall be Members of the University:

The benefactors of the University named by the Court;
The members of Court;
All members of Staff;
The holders of visiting titles of the University;
The holders of honorary titles of the University;
The holders of emeritus titles of the University;
The Graduates of the University and those who have completed a Programme of Study leading to a University award; and
All Students.
3. The Court on the recommendation of the Senate shall have power to declare other persons or groups of persons Members of the University.
4. A person shall be a Member of the University only as long as they continue to occupy at least one of the positions set out in paragraph 2 of this Ordinance.

Ordinance A2	
Effective Date 1 September 2015 (replacing 'old' Ordinance 46)	
Modified 25 September 2020	
Approved by: Emergency Committee of Court (on behalf of the Court) Amendment approved by Court	<i>26 August 2015</i> <i>25 September 2020</i>
Consultation via: Ordinances and Regulations Committee The Senate Governance and Nominations Committee	<i>26 August 2020</i> <i>3 September 2020</i> <i>10 September 2020</i>

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SECTION A – ORDINANCE 3

The Academic Year

1. An academic year shall extend from September in one calendar year until August in the next calendar year.
2. **Semesters**
 - 2.1 There shall be three semesters in each academic year.
 - 2.2 The semesters shall be called September semester, January semester, May semester.
 - 2.3 The initial date and the duration of each semester, including the assessment diet for each semester, shall be prescribed by the Senate.
 - 2.4 There shall be an assessment diet included in each of the three semesters. The assessment diets shall be called the December diet, the April diet and the August diet.
3. **Breaks**
 - 3.1 There will be a break between each semester.

Ordinance A3	
Effective Date 1 September 2015 (replacing 'old' Ordinance 20)	
Amended 26 June 2023	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court	<i>26 August 2015</i> <i>26 June 2023</i>
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	<i>2015 and in the course of 2022/2023</i>

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SECTION A – ORDINANCE 4

Service of Notices

1. Any notice or document required by or for the purposes of the Charter, Statutes, Ordinances or Regulations to be given or sent to any person may be given or sent either by messenger, post or email to such person at his or her last address registered by the University.
2. Any notice or document given in person shall be deemed to have been received that day. Any notice or document served by email shall be deemed to have been received on the day of sending. Any notice or document served by post shall be deemed to have been received on the next working day in the respective territory.
3. Notices relating to termination of appointment shall be given personally or sent by Recorded Delivery, Registered Post, couriered mail, or other similar secure mail process where receipt can be verified.
4. Failure to receive a notice or document shall not invalidate any proceedings, meetings, or other engagements to which such notice or document relates.
5. Where a given period of notice is required, the day of service of the notice shall be counted in the period.

Ordinance A4	
Effective Date 1 September 2015 (replacing 'old' Ordinance 21)	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION A – ORDINANCE 5

External Academic Partners

1. This Ordinance is made in pursuance of clause 4.5 of Article 4 and clause 9.1 of Article 9 of the Charter and clause (i) of paragraph 2 of Statute 5 by which Senate is empowered to direct and regulate the instruction, teaching and research within the University.
2. The University aims to provide programmes and courses of the highest standard and quality for study with academic partners in a range of subjects. Such provision may be offered through franchise, validation, joint collaborative, articulation or exchange arrangements. Partners may be academic institutions, professional institutions, private companies or other partners judged to be able to contribute to the delivery or support of learning. The partners may be based either in the United Kingdom or be international.
3. The wide range of partners and the different types of partnership mean that there can be no single set of rules or guidelines covering every possible arrangement. Therefore, the Court has authorised the University Executive and the Senate, having overall responsibility for business and academic matters respectively, to exercise judgement in the development and use of processes for partnership arrangements. Such processes shall be fit for purpose and shall be designed in such a way as to achieve the overall objectives of the University as determined by the Court from time to time.
4. The University Executive and the Senate therefore have responsibility not only for the approval and monitoring of partnerships, but also for the implementation, review and revision of processes for partnership arrangements.
5. The University shall maintain policies on the management and oversight of academic partners which shall be approved both by the Senate and by the University Executive.
6. The University's policies on the management and oversight of academic partners, as amended from time to time, are available on the University's website at <https://www.hw.ac.uk/services/academic-registry/quality/partnerships/partnership-agreements.htm>.

Ordinance A5	
Effective Date 1 September 2015 (replacing 'old' Ordinance 44)	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION A – ORDINANCE 6
Affiliation with other Institutions

1. In accordance with clause 4.5 of Article 4 of the Charter, the University may affiliate with other institutions.

Ordinance A6	
Effective Date 1 September 2015	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

Note: Ordinance A6 is a new Ordinance and is to be developed further pending further consultation.

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SECTION B - ORDINANCE 1

Recommendations for Appointments to the Court

1. This Ordinance is made in pursuance of clause (a) (i) of paragraph 1 of Statute 4 and sets out the operation of the Governance and Nominations Committee in fulfilment of its role in the appointment of external and independent members of the Court.
2. **Terms of Reference**
 - 2.1 The Governance and Nominations Committee shall comply with the terms of reference prescribed by the Court in the exercise of its responsibilities under this Ordinance.
3. **Powers and Functions**
 - 3.1 The Committee shall comply with the Scottish Code of Good Higher Education Governance in the exercise of its role in the appointment of external and independent members of the Court.
 - 3.2 The Committee shall have the power to recommend to the Court the appointment of up to thirteen external and independent members of the Court.
 - 3.3 The Committee may invite any persons whose knowledge and experience would be of value to attend meetings of the Committee.
 - 3.4 The Committee may consult with other committees and persons on matters of mutual interest.
 - 3.5 A person who is a member of Staff or a Student shall not be eligible for recommendation by the Committee to an appointment to the Court.
 - 3.6 The Chancellor shall be prohibited from being appointed as a member of the Court.

Ordinance B1	
Effective Date 1 September 2015 (replacing 'old' Ordinance 50)	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION B - ORDINANCE 2

Appointment to the Court of Members of Staff of the University

1. The following procedure is in pursuance of paragraph 1 of Statute 4 and shall apply to the appointment to the Court of members of Staff of the University as referred to in clause (a) vi of paragraph 1 of Statute 4.
2. The appointment of Staff in terms of clause (a) vi of paragraph 1 of Statute 4 shall be by election as described below.
3. The Secretary or his or her nominee shall be the Returning Officer for the election.
4. All Staff shall be eligible to nominate, vote and stand for election to the Court. The persons entitled to nominate, vote and stand for election shall be those persons who are members of Staff on the date when the notice inviting nominations is displayed. Clause (a) vi of paragraph 1 of Statute 4 states that there shall be elected two members of Staff at least one of whom is not a member of the Academic Staff.
5. In a year when an election is to be held, by notice within the University, not later than fourteen days before the end of the second semester, the Returning Officer shall intimate to the electorate the following details about the forthcoming election:
 - 5.1 the number of vacancies which will arise on 1st August;
 - 5.2 taking into consideration the distribution of Staff required in terms of clause (a) vi of paragraph 1 of Statute 4, the notice of election shall indicate whether or not the nomination of Academic Staff will be permitted;
 - 5.3 the names of the members of the Court referred to in clause (a) vi of paragraph 1 of Statute 4, the date of expiry of their periods of office and the names of those persons who are not eligible for re-election;
 - 5.4 the procedure for the nomination of candidates for election;
 - 5.5 the last date and time for receipt of nominations.
6. Each nomination for election to the Court shall be supported by not fewer than five electors other than the candidate and shall bear confirmation of the candidate's willingness to accept nomination.
7. As soon as possible after the close of nominations the Returning Officer, by notice within the University, shall intimate the names of the candidates duly nominated.
8. On receipt of the nominations, the Returning Officer shall ensure that in terms of clause (a) vi of paragraph 1 of Statute 4 the distribution of Staff elected shall continue to be two members of the Staff of the University at least one of whom is not a member of the Academic Staff.
9. In the event of the number of candidates being equal to or less than the number of vacancies, and the distribution of Staff in terms of clause (a) vi of paragraph 1 of Statute 4 can be maintained, these candidates shall be declared elected to the Court without ballot. If one or more vacancies still remain, the Returning Officer shall re-open nominations not later than fourteen days after the start of the first Semester and again follow the procedure in paragraph 5.
10. Taking into consideration the distribution of Staff in terms of clause (a) vi of paragraph 1 of Statute 4, if the number of candidates is greater than the number of vacancies the Returning Officer shall intimate, by notice within the University, the date on which the election is to be held and shall cause a Ballot Paper to be issued to each elector not later than ten days before the date notified for the election. The Ballot Paper shall give the names of the candidates and the instructions for the recording of votes.
11. Completed ballot papers shall be returned to the Returning Officer, or nominee thereof, in person, by post, by email or by an online mechanism as designated by the Returning Officer by 4 pm UK time on the date of the election. Ballot papers returned by email should include an elector's electronic signature (if available) and shall be sent from the elector's University email address.
12. The Single Transferable Voting System shall be used to determine the candidates to be elected. The Returning Officer shall decide and apply the detail of the voting system. In the event of a tie at any stage of an/the election where the election or exclusion of a candidate is required, this shall be resolved by drawing lots. Where an external party has been commissioned to manage the election, information on the identity of

the party and process to be followed shall be published on SharePoint and communicated to the candidates and those eligible to vote.

13. The Returning Officer, together with two electors selected by the Returning Officer neither of whom is a candidate nor has nominated a candidate in the election, shall have the power to declare a Ballot Paper spoiled or invalid or void for uncertainty and the power to decide any matter in connection with the election which has not been expressly provided for. The Secretary shall report to the Court any action or decision taken in exercise of the above powers. On occasions when Electoral Reform Services is commissioned to manage the election, the University shall accept the conditions established by Electoral Reform Services for deciding whether a Ballot Paper is spoiled, invalid or void.
14. When the results of the election have been determined by the Returning Officer, together with two electors selected by the Returning Officer, neither of whom is a candidate nor has nominated a candidate in the election, the Returning Officer shall ensure that the distribution of elected members in terms of clause (a) vi of paragraph 1 of Statute 4 shall be maintained and that at least one of the members of Staff elected is not a member of the Academic Staff.
15. In the event of one or more casual vacancies occurring among the members of the Staff of the University appointed to the Court the following procedures shall apply:
 - 15.1 If after allowance has been made for any unsuccessful candidate in the last election who withdraws his or her nomination and/or who is now ineligible to participate in the election, there remain sufficient eligible unsuccessful candidates in that election to fill the number of vacancies, all the original voting papers for that election shall be recounted, unless the number of unsuccessful candidates remaining is equal to the number of vacancies, in which case those candidates shall be declared elected. In the recounting of votes, all preferences for any previously unsuccessful candidate who is now ineligible or who wishes to withdraw his or her nomination at this stage and all preferences for any vacating representative, shall be passed over.
 - 15.2 Provided that no previously elected representative shall be excluded, the count shall proceed until a stage when the required number of representatives has been elected to fill the number of casual vacancies.
 - 15.3 The distribution of Staff in terms of clause (a) vi of paragraph 1 of Statute 4 shall be taken into consideration when applying the provisions described in paragraphs 15.1 and 15.2.
16. If, after allowance has been made for any unsuccessful candidate in the last election who withdraws his nomination, there remain an insufficient number of unsuccessful candidates from that election to fill the number of casual vacancies, those unsuccessful candidates who have not withdrawn, if any, shall be declared elected and a further election shall be held to fill the remaining casual vacancies in which case the provisions of paragraphs 5, 6, 7, 8, 9, 10, 11, 12, 13, and 14 shall apply where appropriate.
17. A person appointed to a casual vacancy shall hold office for the unexpired period of office of his or her predecessor.
18. **Notices from the Returning Officer**
 - 18.1 The election notice from the Returning Officer or their nominee inviting nominations shall be issued electronically by means of staff email and inclusion in electronic staff news bulletins. In addition the notice may be issued in paper form for display on staff notice-boards.
 - 18.2 The election notice from the Returning Officer or their nominee intimating the names of the candidates duly nominated shall be issued electronically by means of staff email and inclusion in electronic staff news bulletins.
 - 18.3 The election notice from the Returning Officer or their nominee confirming the date on which an election is to be held, the names of the candidates standing for election and instructions for the recording of votes may be issued electronically by means of staff email or by overland mail.
 - 18.4 If any person is not notified as a result of a genuine mistake or error in transmission, that failure does not invalidate the process.
19. **Removal of Members of Staff from the Court**

- 19.1** No person shall be removed by the Court in exercise of the powers conferred in paragraph 2 of Statute 7 until any applicable disciplinary, removal and/ or grievance procedures have been completed in accordance with Ordinance F5.

20. Terms of Office of Members of the Court

As stated in Statute 4, para 1, clause (e) ii, the members of the Court referred to in this Ordinance shall hold office for a period of three years commencing on the date they are appointed and coming to an end on the third anniversary of their date of appointment – except where the appointment is made further to the provisions in paragraph 17.

Ordinance B2		
Effective Date 1 September 2015 (replacing 'old' Ordinance 30)		
Amendment took effect on 12 June 2019 (i.e. the date that the revised Charter and Statutes came into effect)		
Approved by:		
Amended by the Court Emergency Committee of Court (on behalf of the Court) Court	v2	14 Dec 2018
	v1	26 Aug 2015
		20 Mar 2025
Consultation via: Ordinances and Regulations Committee Governance and Nominations Committee		10 Oct 2018
		Nov 2018

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SECTION B - ORDINANCE 3

Appointment of Members of the Senate to the Court

1. The following procedure shall apply to the appointment of members of the Senate to the Court in pursuance of clause (a) iv of paragraph 1 of Statute 4.
2. The appointment shall be by election as detailed in this Ordinance.
3. The Secretary or his or her nominee shall be the Returning Officer for the election.
4. The persons entitled to stand, nominate and to vote in the election shall be those who are members of the Senate on the date on which the notice inviting nominations is sent out.
5. In a year when an election has to be held, as soon as possible after the results of the election to the Senate referred to in paragraph 2 of Section C, Ordinance 1 are available, the Returning Officer shall intimate by notice to the electorate the following details about the forthcoming election:
 - 5.1 the number of vacancies on the Court, stating that they shall be filled from among those who will be members of the Senate on 1st August in the same year;
 - 5.2 the names of the members of the Court appointed by the Senate, the date of expiry of their periods of office and the names of the persons who are not eligible for re-appointment;
 - 5.3 the procedure for the nomination of candidates for election; and
 - 5.4 the last date and time for receipt of nominations.
6. Each nomination for election to the Court shall be supported by not fewer than two electors other than the candidate and shall bear confirmation of the candidate's willingness to accept nomination.
7. As soon as conveniently possible after the close of nominations the returning Officer shall intimate to all electors by notice the names of the candidates duly nominated.
8. In the event of the number of candidates being equal to or less than the number of vacancies, these candidates shall be declared elected to the Court without ballot. If one or more vacancies still remain, the Returning Officer shall re-open nominations within a fourteen day period and again follow the procedure in paragraph 5.
9. If the number of candidates is greater than the number of vacancies, the Returning Officer shall intimate, by notice within the University, the date on which the election is to be held and shall cause a Ballot Paper to be sent to each elector not later than ten days before the date notified for the election. The Ballot Paper shall give the names of the candidates and instructions for the recording of votes.
10. Completed ballot papers shall be returned to the Returning Officer, or designated nominee, in person, by post, by email or by an online mechanism as designated by the Returning Officer by 4 pm UK time on the date of the election. Ballot papers returned by email should include an elector's electronic signature (if available) and shall be sent from the elector's University email address.
11. The Single Transferable Voting System shall be used to determine the candidates to be elected. The Returning Officer shall decide and apply the detail of the voting system. In the event of a tie at any stage of an/the election where the election or exclusion of a candidate is required, this shall be resolved by drawing lots. Where an external party has been commissioned to manage the election, information on the identity of the party and process to be followed shall be published on SharePoint and communicated to the candidates and those eligible to vote.
12. The Returning Officer, together with two electors selected by the Returning Officer, neither of whom is a candidate, or has nominated a candidate in the election, shall have the power to declare a Ballot Paper spoiled or invalid or void for uncertainty and the power to decide any matter in connection with the election which has not been expressly provided for. The Secretary shall report to the Court and the Senate any action or decision taken in exercise of the above powers. On occasions when Electoral Reform Services is commissioned to manage the election, the University shall accept the conditions established by Electoral Reform Services for deciding whether a Ballot Paper is spoiled, invalid or void.
13. In the event of one or more casual vacancies occurring among the members of the Senate appointed to the Court the following procedures shall apply:
 - 13.1 If after allowance has been made for any unsuccessful candidate in the last election who withdraws his or her nomination and/or who is now ineligible to participate in the election, there remain sufficient eligible unsuccessful candidates in that election to fill the number of vacancies, all the original voting papers for that election shall be recounted, unless the number of unsuccessful eligible

candidates remaining is equal to the number of vacancies, in which case all those candidates shall be declared elected. In the recounting of votes, all preferences for any previously unsuccessful candidate who is now ineligible or who wishes to withdraw his or her nomination at this stage and all preferences for any vacating representative (if he or she were a candidate in the last election), shall be passed over.

Provided that no other previously elected representative shall be excluded, the count shall proceed until a stage when the required number of representatives has been elected to fill the number of casual vacancies.

- 13.2** If, after allowance has been made for any unsuccessful candidate in the last election who withdraws his or her nomination, there remains an insufficient number of unsuccessful candidates from that election to fill the number of casual vacancies, those unsuccessful candidates who have not withdrawn, if any, shall be declared elected and a further election shall be held to fill the remaining casual vacancies, in which case the provisions of paragraphs 5, 6, 7, 8, 9, 10, 11 and 12 shall apply where appropriate.

- 14.** A person appointed to a casual vacancy shall hold office for the unexpired period of office of his or her predecessor.

- 15.** If a member of the Senate appointed to the Court in terms of this Ordinance is duly authorised to be absent from the University for a period of six months or more during his or her period of office, he or she shall be deemed to have resigned as a member of the Court. The vacancy which occurs as a result shall be treated as a casual vacancy.

16. Notices from the Returning Officer

- 16.1** The election notice from the Returning Officer or their nominee inviting nominations shall be issued electronically by means of staff email and inclusion in electronic staff news bulletins. In addition the notice may be issued in paper form for display on staff notice-boards.

- 16.2** The election notice from the Returning Officer or their nominee intimating the names of the candidates duly nominated shall be issued electronically by means of staff email and inclusion in electronic staff news bulletins.

- 16.3** The election notice from the Returning Officer or their nominee confirming the date on which an election is to be held, the names of the candidates standing for election and instructions for the recording of votes may be issued electronically by means of staff email or by over land mail.

- 16.4** If any person is not notified as a result of a genuine mistake or error in transmission, that failure does not invalidate the process.

17. Removal of Members of Senate from the Court

- 17.1** No person shall be removed by the Court in exercise of the powers conferred in paragraph 2 of Statute 7 until any applicable disciplinary, removal and/ or grievance procedures have been completed in accordance with Section F, Ordinance 5.

Ordinance B3	
Effective Date 1 September 2015 (replacing 'old' Ordinance 14)	
Approved by: Emergency Committee of Court (on behalf of the Court) Court	26 August 2015 20 March 2025
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION B - ORDINANCE 4

Deputy Chair of Court role and responsibilities

1. This Ordinance is made in pursuance of clause (a) of paragraph 5 of Statute 4.
2. The Deputy Chair of the Court shall assist and support the Chair of the Court in their role to lead the governance of the University.
3. The Chair of the Court shall delegate to the Deputy Chair of the Court, as and when appropriate, the Chair of the Court's day to day responsibilities as the Chair. The Deputy Chair of the Court shall exercise these delegated responsibilities on behalf of the Chair of the Court.
4. The Deputy Chair of the Court shall chair any meeting of the Court at which the Chair of the Court is absent. In the event that the Deputy Chair of the Court is absent the arrangements set out in clause (a) of paragraph 5 of Statute 4 shall apply.
5. The duties of the Deputy Chair of the Court may, with the agreement of the Chair of the Court, include but will not be limited to the following:
 - assisting the Chair of the Court in carrying out individual bilateral discussions with members of the Court, which would contribute to the annual effectiveness process
 - acting as an ambassador for the University, sharing responsibility with the Chair of the Court to represent the University externally when required; and
 - engaging with internal stakeholders and sharing with the Chair of the Court a duty, subject to availability, to attend significant events or celebrations in the life of the University.
6. The Deputy Chair of the Court shall assume the role, as required by the 'Scottish Code of Good Higher Education Governance', of "intermediary" for other members of the Court. In this role the Deputy Chair of the Court shall serve as an intermediary for other Court members who might wish to raise concerns about the conduct of the Court or the Chair of the Court. In this role the Deputy Chair of the Court shall also lead an annual meeting with members of the Court, without the Chair of the Court being present, to appraise the performance of the Chair of the Court.

Ordinance B4	
Effective Date 1 September 2015	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION B - ORDINANCE 5

Court Business

1. Introduction

- 1.1** This Ordinance is made in pursuance of: Articles 5, 6 and 7 of the Charter; and of Statute 4: The Court.

2. Statement of Primary Responsibilities

- 2.1** The Court shall define its primary responsibilities in a Statement of Primary Responsibilities which the Court shall review regularly. The Statement of Primary Responsibilities shall pay due regard to good governance advice, principally as provided in the Scottish Code of Good Higher Education Governance, and will reflect any prevailing relevant legislation as well as the provisions of the University Charter and Statutes.
- 2.2** The Court Statement of Primary Responsibilities shall be made public by way of posting on the University's web pages.

3. Standing Orders

- 3.1** The Court shall draw up standing orders which regulate the conduct of Court business. The standing orders shall pay due regard to good governance advice, principally as provided in the Scottish Code of Good Higher Education Governance, and will reflect any prevailing relevant legislation as well as the provisions of the University Charter and Statutes.
- 3.2** The standing orders shall include a code of conduct for members which describes the responsibilities of individual members of the Court and expectations as to their behaviour as members.
- 3.3** The standing orders of the Court shall be made public by way of posting on the University's web pages.

4. Members' Interests

- 4.1** The Court shall prescribe and review regularly the terms of a policy governing the management of any real or perceived conflicts of interest among the membership of the Court or any of its committees. The policy shall pay due regard to the relevant Charities and Trustee Investment (Scotland) Act 2005, its successor, or any other relevant legislation.
- 4.2** Members of the Court and its committees shall be personally responsible for complying with the Conflict of Interest Policy, referred to in 4.1 above and of the duties and responsibilities placed on them as Charity Trustees.
- 4.3** The Conflict of Interest Policy, referred to in 4.1 above, shall include rules for the submission of information on members' interests, upon joining the Court or one of its committees and the process by which such information shall be reviewed and updated annually.
- 4.4** The Secretary of the University shall issue an initial request to new members for information on members' interests and thereafter annual requests to review and update the information held. The information received will form a Register of Members' Interest which shall be held by the Secretary of the University and published on the University's web pages.

5. Meetings: attendance and quoracy

- 5.1** The Court shall prescribe and review regularly the terms of a policy governing the management of members' attendance and participation as members of the Court or one of its committees. The policy shall pay due regard to good governance advice, principally as provided in the Scottish Code of Good Higher Education Governance.
- 5.2** A member participating in a meeting remotely by way or video or audio conferencing or other means which enables that member to communicate with each of the other members simultaneously, shall be accounted for as being present and shall be included in the quorum.

- 5.3** In the absence of a quorum of the Court, the Court members present may choose to recommend to the Chair that the business of the meeting is continued, with a note taken of the discussion and comments raised. In addition, comments may then be sought from the absent member or members, via correspondence, and included within the minutes of the meeting. For items of business requiring formal approval by the Court, comments and approval must be sought from the absent members via correspondence as soon as may be following the meeting. An item will be deemed to have received approval when a quorate number of members has contributed to such decision making.
- 5.4** It shall not normally be permissible for a particular item of business which has been dealt with via correspondence by one committee to be dealt with subsequently by correspondence by a more senior level committee in the upward reporting chain. Discretion as to whether to permit this arrangement in exceptional circumstances shall be at the discretion of the Chair of the more senior level committee.
- 5.5** In the absence of a quorum, the Chair of the Court, or the person chairing the meeting in the absence of the Chair of the Court, shall have the authority to make the final decision as to whether to continue with the business of the meeting, as described in paragraph 5.3 above, or to adjourn the business of the meeting. Any notice of the adjourned meeting shall be sent to all members of the Court at least seven days before the date of the adjourned meeting.
- 5.6** At the adjourned meeting, the business for which the original meeting was called may be completed in the absence of a quorum (other than business that requires approval by way of Special Resolution).

6. Membership

- 6.1** The Secretary of the University shall maintain information on the University's web pages on current members of the Court along with brief biographies.
- 6.2** The Court shall prescribe and review regularly the terms of a policy or policies which include but may not be limited to guidance on the procedures to be followed in relation to: making appointments to the Court and its committees; appointing the Chair of the Court and the Deputy Chair of the Court; providing training and development opportunities for members; reviewing effectiveness; and renewal and withdrawal of memberships.
- 6.3** The Court shall prescribe a programme of induction training for new members of the Court and its committees and shall review this programme regularly to ensure that it reflects current and future needs. Induction information provided to new members shall be prescribed by the Court in a policy which is subject to regular review.
- 6.4** The Court shall evaluate the skills, experience and attributes required for membership of the Court and shall ensure that membership succession planning and the processes involved in recruiting new independent lay members reflect those future needs. Information on the required skills, experience and attributes shall be documented in a Skills' Register which shall be held by the Secretary of the University.
- 6.5** The Court shall adopt best practice guidance in relation to equality and diversity, including but not limited to, consideration of the gender composition of the Court and its committees.
- 6.6** Court prescribed policies and procedures relating to 6.1 to 6.5 above, shall pay due regard to good governance advice, principally as provided in the Scottish Code of Good Higher Education Governance, and will reflect any prevailing relevant legislation as well as the provisions of the University Charter and Statutes.

7. Responsibilities

- 7.1** The responsibilities of the Chair of the Court, the Secretary to the Court and the Principal, in relation to the proper conduct of Court business shall be as defined in Ordinance B6: Delegation by the Court. Respective responsibilities shall be made clear as relevant in all of the policies which the Court is required to prescribe and review regularly in accordance with this Ordinance, B5: Court Business.
- 7.2** The responsibilities of the Deputy Chair of Court in relation to his or her work to assist the Chair of Court and to act in an 'intermediary' capacity, as required by the Scottish Code of Good Higher Education Governance, shall be as defined in Ordinance B4: Deputy Chair of Court Role and Responsibilities.

- 7.3** The responsibilities of individual members of the Court as members of the governing body and as Charity Trustees in terms of the Charities and Trustee Investment (Scotland) Act 2005 or its successor legislation shall be made clear to prospective, new and existing members through the following means: in further particulars information for advertised vacancies; in letters of appointment, in induction materials; in the Court policy(ies) covering appointments and in the Conflict of Interest Policy which relates to Court and Court committee memberships.

Ordinance B5		
Effective Date 1 September 2015 (replacing 'old' Ordinance 42)		
Amendment took effect on 12 June 2019 (i.e. the date that the revised Charter and Statutes came into effect)		
Approved by:		
Amended by the Court	v3	14 December 2018
Amended by the Court	v2	09 December 2016
Emergency Committee of Court (on behalf of the Court)	v1	26 August 2015
Consultation via:		
Ordinances and Regulations Committee		10 Oct 2018
Governance and Nominations Committee		Nov 2018

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SECTION B – ORDINANCE 6

Delegation by the Court

1. This Ordinance is made in pursuance of Article 7 of the Charter.
2. In the event of any inconsistency between the provisions of the Charter, the Statutes, the Ordinances and the Regulations and the provisions of any delegation of authority, the provisions of the Charter, the Statutes, the Ordinances and the Regulations shall prevail.
3. **Responsibility of the Court**
 - 3.1 The Court is the governing body of the University with general control of the management and administration of the University and is ultimately accountable for the exercise of its powers.
 - 3.2 Those matters which may not be delegated by the Court are set out in Charter Article 7.4.
4. **Delegation by the Court**
 - 4.1 In accordance with Article 7 of the Charter, except as provided by Charter Article 7.4, the Court may delegate any of its powers under the Charter, the Statutes and the Ordinances to:
 - i. a member of the Court;
 - ii. a committee of the Court or an oversight board;
 - iii. a joint committee of the Court and the Senate.
 - iv. an Officer of the University
 - v. the Senate;
 - vi. a member of the Heriot-Watt Group; or
 - vii. such other persons or bodies as may from time to time be prescribed in the Ordinances, including this Ordinance B6.
 - 4.2 The nature and extent of the delegations described in 4.1 i to vii, above, shall be agreed by the Court by way of an Ordinary Resolution. The Court may seek the view of the Governance and Nominations Committee on all such delegations and shall seek the view of the Governance and Nominations Committee on any matter of delegation which is relevant to the terms of reference of the Governance and Nominations Committee as determined by the Court.
 - 4.3 The nature and extent of the delegation to a committee of the Court, a joint committee of the Court and the Senate or an oversight board shall be prescribed in the terms of reference of that committee or board and the Court shall seek the view of the Governance and Nominations Committee on such delegation of powers. The arrangements contained in Ordinance B9: Joint Committees of the Court and the Senate, shall apply to any delegation of powers prescribed in the terms of reference of a joint committee of the Court and the Senate.
 - 4.4 The Court shall determine, on the basis of the nature and extent of the delegated power, whether such delegation should be contained within the University's Financial Regulations, other regulations or policy, and shall determine whether the Financial Regulations, other regulations or policy require modification in order to validate any changes in the nature and extent of the delegation as the Court may agree from time to time.
 - 4.5 The Chair of Court shall have the discretion to determine whether a decision relating to the delegation of powers of the Court may be taken on behalf of the Court by the Court Interim Business Committee.
5. **Principles relating to delegation by the Court**
 - 5.1 Subject to provisions in the Charter, the Statutes and the Ordinances, the Court may review or rescind authority delegated by it where the Court considers that delegation is inappropriate or no longer required.
 - 5.2 Delegated authority by the Court must be exercised by the person or body to whom the authority is delegated in accordance with:
 - 5.2.1 the Charter, the Statutes, the Ordinances and the Regulations of the University;
 - 5.2.2 standing resolutions of the Court and the Senate;
 - 5.2.3 the University's strategic aims and objectives;

- 5.2.4** all relevant University policies, procedures and codes of conduct;
- 5.2.5** in the University's Financial Regulations; and
- 5.2.6** all other relevant legislation.

- 5.3 Delegated authority by the Court may not be further delegated by the delegate unless the Charter Article, Statute, Ordinance, Regulation, decision of the Court or policy detailing the delegated authority provides that it may be further delegated or the Court has given express approval of such sub-delegation.
- 5.4 Delegated authority by the Court to a committee, body or office is deemed to be a reference to the successor to the functions of that committee, body or office.
- 5.5 In the event of delegation by the Court to an office or a post, the delegated authority shall apply to the office or post, not to the individual occupying that position from time to time.
- 5.6 The Court shall retain the authority to set reasonable conditions against powers delegated by the Court.

6. Senate

- 6.1 The Senate is the body responsible for the academic work and standards of the University. In accordance with the Charter Article 8.1 and Statute 5, and subject to the powers reserved to the Court, the Senate is responsible for the academic work and standards in relation to programmes of study of the University, in relation to teaching and research, and for the regulation and superintendence of the education and discipline of the Students. The full powers and functions of the Senate are described in the Statutes.
- 6.2 Operational responsibility for matters delegated to the Senate may be delegated by the Senate to a committee in accordance with paragraph 4 of Statute 5.

7. The Chair of the Court

- 7.1 The Chair of the Court is responsible for the leadership of the Court and ultimately to all of the University's stakeholders for the effectiveness of the University's governance. Through the responsibilities of the Chair of the Court, the Chair of the Court has a key role in the business of the University, while recognising and respecting the separation between governance and executive management, and recognising the role of the University's Charter and Statutes in delivering good governance practice.
- 7.2 The Court has delegated to the Chair of Court the following authority:
 - 7.2.1** authority to lead the Court and to develop strategic level proposals so that the Court fulfils its obligations to ensure that the University is run in accordance with the decisions of the Court and ensure that those decisions are implemented;
 - 7.2.2** authority to promote well-being and efficiency in the operation of the Court, to ensure that members work together effectively in fulfilment of the Court's responsibilities, as laid down in the Statement of Primary Responsibilities and with a shared confidence in the procedures which underpin the conduct of University business;
 - 7.2.3** authority to ensure that the Court observes the principles of public life and conducts itself in accordance with expected standards of behaviour to ensure that business is conducted and reported on appropriately by the Court and all of its committees, and that safeguards are in place to guard against conflict of interest situations arising;
 - 7.2.4** authority to ensure that the Court exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long term financial viability, safeguards its assets, and that proper mechanisms exist to ensure financial probity and for the prevention of fraud;
 - 7.2.5** authority to ensure that the University is well connected with its stakeholders, including Staff and Students;
 - 7.2.6** authority to ensure that effective induction, training and development opportunities and succession planning are in place to support the membership and work of the Court and its committees, and that there are appropriate financial resources available to support governor development in accordance with criteria established by the Court;

- 7.2.7** authority to conduct an annual review of the performance of the Court as a whole, and to ensure that parallel reviews of the Senate are undertaken, in accordance with the requirements of the Scottish Code of Good Higher Education Governance;
- 7.2.8** authority to chair meetings of the Court and meetings of committees of the Court (subject to the terms of reference of the relevant committee);
- 7.2.9** authority to act on behalf of the Court between Court meetings in respect of routine matters which would not merit discussion at a meeting of Court;
- 7.2.10** authority to act as an ambassador for the University and to represent the University externally;
- 7.2.11** authority to review the performance of the Principal annually in accordance with agreed objectives, and to monitor compliance with the Principal's terms and conditions of employment; and
- 7.2.12** authority to further delegate any of the responsibilities of the Chair of the Court to the Deputy Chair of Court.

8. The Principal

- 8.1** The Principal is the Vice-Chancellor of the University, the Chief Accounting Officer and the Chief Executive Officer. In accordance with the Charter and the Statutes, the Principal is responsible for the effective working, management and good order of the University.
- 8.2** The Court has delegated to the Principal the following authority:
 - 8.2.1** authority to lead development of the University's vision, mission, Strategic Plan and values, ensuring the support and engagement of the Court in the relevant processes;
 - 8.2.2** authority to lead development of a rolling Five-Year Operational Plan of the University, including the budget for the coming year, ensuring the support and engagement of the Court in the development process;
 - 8.2.3** authority to lead development of strategic key performance indicators, against which University performance will be measured at least annually, ensuring the support and engagement of the Court in the relevant development and review processes;
 - 8.2.4** authority to provide the academic leadership of the University in such a way as to ensure delivery of excellence in learning and teaching, scholarship, research and the student experience;
 - 8.2.5** authority to lead the Senate as its Chair in fulfilment of the role and responsibilities of the Senate;
 - 8.2.6** authority to determine the optimum operational structure of the University and to organise the distribution of all required staff and other resources in the delivery of the strategic objects of the University;
 - 8.2.7** authority to take all necessary steps to ensure that the University has policies and procedures and other controls in place to support delivery of the objects of the University and to ensure compliance with all relevant legislation, constitutional rules and legal and contractual agreements with which the University must comply;
 - 8.2.8** authority as the designated officer in respect of Scottish Funding Council funds for compliance with the Scottish Funding Council Financial Memorandum. In accordance with the Scottish Code of Good Higher Education Governance, the Principal shall be formally responsible for alerting the Court if any action or policy is incompatible with the terms of the Financial Memorandum;
 - 8.2.9** authority to represent the interests of the University externally, engaging with stakeholders as a strong advocate and ambassador for the University;
 - 8.2.10** authority to advise the Chair of Court in respect to any matters where conflict, actual or potential, may occur between the Court and the Secretary in their role as Secretary to the Court;
 - 8.2.11** authority, on behalf of the Court, to carry the prime responsibility for health and safety throughout the University;

- 8.2.12** authority to review the performance of the Principal's direct reports in accordance with agreed objectives and to establish and maintain an equivalent system of staff performance review;
 - 8.2.13** authority to undertake such other responsibilities as may be determined by the Court from time to time which are commensurate with the role of Principal & Vice-Chancellor and Chief Accounting Officer and Chief Executive Officer of the University;
 - 8.2.14** the Principal may further delegate, in writing, to the senior global finance director such powers are necessary to open and close bank accounts;
 - 8.2.15** the Principal may also delegate, in writing, such authority as may be required, by way of Power of Attorney or otherwise, to the Vice-Principal and Provost (Dubai), the Vice-Principal and Provost (Malaysia), and the Heads of Finance of the Dubai and Malaysia campuses to undertake such responsibilities as are commensurate with the role of Chief Accounting Officer, but limited to circumstances where such authority is required to be exercised by persons meeting residence requirements of the territories of Dubai or Malaysia; and
 - 8.2.16** The Principal may at any time revoke, in writing, any delegations made in accordance with paragraphs 8.2.14 and 8.2.15.
- 8.3** The Court shall not delegate to the Principal any matters which constitute business that the Court cannot delegate, as prescribed in Article 8.4 of the Charter.
- 8.4** The Court shall regularly review the delegated authority of the Principal, and any sub-delegations as specified in paragraphs 8.2.14 and 8.2.15.
- 9. The Secretary**
- 9.1** The Secretary shall be responsible for the administration of the University, compliance with all procedures and the provision of governance and administrative services for the Court and the Senate in accordance with the Charter and Statutes.
- 9.2** In providing governance services for the Court, the Secretary shall be the Secretary to the Court and in that role shall carry out the duties and have the responsibilities of the secretary to the governing body in accordance with the Scottish Code of Good Higher Education Governance.
- 9.3** The Secretary, in carrying out her or his role as Secretary to the Court, shall be solely responsible to the Court and, acting independently, shall have a direct reporting link to the Chair of the Court for the conduct of Court business.
- 9.4** The Court has delegated to the Secretary the following authority:
- 9.4.1** authority to advise the Court and to take steps to ensure compliance of the Court with all applicable internal constitutional documents, codes, policies and procedures, and all applicable external legislation, governance codes, memoranda and grant conditions etc. The latter shall include the Scottish Funding Council Financial Memorandum, where the Secretary shall be responsible for assisting the Principal to fully discharge his or her responsibilities, as the designated officer in respect of Scottish Funding Council funds, for compliance with the Scottish Funding Council Financial Memorandum, and for alerting the Court if any action or policy is incompatible with the terms of the Financial Memorandum;
 - 9.4.2** authority to advise the Court on all matters relating to the terms of reference of Court committees and joint committees of the Court and the Senate, ensuring that those committees conduct business appropriately within the defined limits of their terms of reference;
 - 9.4.3** authority to ensure that members of the Court are supplied with appropriate information in such a form and of such quality as to enable the Court to discharge its duties;
 - 9.4.4** authority to maintain a register of interests of all members of the Court and senior officers of the University and to publish on the University's web pages the Court member register of interests and the register of interests of any senior officer who is closely associated with the work of the Court;
 - 9.4.5** authority, in their role as Secretary to the Court, to advise the Chair of Court in respect to any matters where conflict, actual or potential, may occur between the Court and the Principal;
 - 9.4.6** authority to be solely responsible for providing legal advice or for obtaining it for the Court and advising the Court on all matters of procedure;

- 9.4.7** authority to advise the Chair of Court and the Governance and Nominations Committee on, and to administer all aspects of the Court's membership and succession planning for the Court, Court committees and Court appointments to joint committees of the Court and the Senate. The responsibilities shall extend to cover arrangements for the recruitment of new members and maintenance of the register held on the skills and experience of Court and Court committee members;
- 9.4.8** authority to advise the Chair of Court and the Governance and Nominations Committee on, and to administer all aspects of the development and delivery programmes of induction and development for all members of the Court;
- 9.4.9** authority to report to the Court on any conflict of interest, actual or potential, on any matter between the Secretary's managerial responsibilities within the University and his or her responsibilities as the Secretary to the Court;
- 9.4.10** authority to sign any contract or agreement or other legal instrument on behalf of the University, subject to the University Financial Regulations, or to delegate such authority to an appropriate individual in writing; and
- 9.4.11** authority to undertake such other responsibilities, as may be determined by the Court from time to time, to support the proper and effective operation of the Court in accordance with its responsibilities.

9.5 The Court shall not delegate to the Secretary any matters which constitute business that the Court cannot delegate, as prescribed in Article 7.4 of the Charter.

10. Delegation to Committees of the Court or Oversight Boards

- 10.1** In the event of delegation of authority by the Court to a committee of the Court or an oversight board, the delegated authority applies to the committee or oversight board in accordance with its terms of reference and not to any individual member of that committee or oversight board.
- 10.2** The Court has delegated to each standing committee of the Court listed in Ordinance B8 all of the functions in relation to:
 - 10.2.1** the terms of reference of that committee; and
 - 10.2.2** any decision, minute etc. of the Court which makes a delegation to that committee.
- 10.3** Subject to Article 7.1.2 of the University Charter, the Court may delegate any of its powers under the Charter, Statutes and Ordinances to a committee of the Court or an oversight board with the exception of those powers which may not be delegated to any other body as described in Article 7.4 of the Charter.
- 10.4** The Court gives delegated authority to the Court Interim Business Committee to undertake Court business on behalf of the Court other than matters which are described in Article 7.4 of the Charter. It shall be at the discretion of the Chair of Court, as and when business needs might arise, to determine if an item of business should be considered between meetings of the Court, and whether an item of business for the Court Interim Business Committee can be dealt with by correspondence
- 10.5** The authority of the Court Interim Business Committee shall be as described in that Committee's terms of reference. In accordance with the provisions of the Standing Orders of the Court, a decision of the Committee shall be operative and binding until the Court agrees to rescind or vary that decision. A decision to rescind or vary any decision made by the Committee may be accepted as long as the rules set out in the Standing Orders of the Court which pertain to quoracy requirements for such a decision, or a reported material change in circumstances are followed.

11. Delegation to Joint Committees of the Court and the Senate

- 11.1** In the event of delegation of authority by the Court to a joint committee of the Court and the Senate, the delegated authority applies to the committee in accordance with its terms of reference and not to any individual member of that committee.
- 11.2** The Court has delegated to each joint committee of the Court and the Senate listed in Ordinance B8 all of the functions in relation to:
 - 11.2.1** the terms of reference of that committee; and
 - any decision, minute etc. of the Court which makes a delegation to that committee.

25. Heriot-Watt University Dubai and Wholly Owned Subsidiary Companies

12.1 Heriot-Watt University Dubai

- 12.1.2 Under the licensing regulations of the Dubai Development Authority (DDA) a foreign university may only take the form of a branch office. Entities registered with the DDA are governed by the Dubai Creative Clusters Companies Regulations 2016. A branch office is an extension of its parent overseas company and is not a separate legal entity. Therefore, the parent company remains liable for the branch's obligations.
- 12.1.3 Branch offices in the DDA must have an authorised representative and under the Dubai Creative Clusters Companies Regulations 2016 a foreign company is required to provide a Power of Attorney in favour of the authorised representative (the Provost and Vice-Principal Dubai)
- 12.1.4 The nature and extent of the powers delegated by the Court to the Provost and Vice-Principal Dubai are set out in the Power of Attorney.

12.2 Heriot-Watt University Malaysia

- 12.2.1 Heriot-Watt University Malaysia Sdn. Bhd. Is a company duly incorporated in Malaysia (company number 967 165-K). The University is the sole shareholder. By a Shareholder Agreement dated 27th September 2012 (the Agreement), the parties have set out the terms governing their relationship.
- 12.2.2 No action or decision relating to any of the Prescribed Matters (set out in The Schedule to the Agreement) shall be taken by the Company without prior consultation with the University.
- 12.2.3 If any provision in the Agreement conflicts with or limits the delegations set out in this Ordinance B6, then this Ordinance shall prevail as between the parties.

12.3 Heriot-Watt Services Ltd (Oriam)

- 12.3.1 Heriot-Watt Services Ltd is a private limited company (company number SC271030). The University is the sole shareholder.
- 12.3.2 The Directors Powers and Responsibilities and the Shareholder's Reserve Power are set out in the Articles of Association (dated 4th March 2015).

12.4 Heriot-Watt Trading Ltd

- 12.4.1 Heriot-Watt Trading Ltd is a private limited company (company number SC 132919). The University is the sole shareholder.
- 12.4.2 The Directors Powers and Responsibilities are set out in the Memorandum and Articles of Association (dated 8th July 1991).

Ordinance B6	
Effective Date 1 September 2015	
Amended to take effect on 26 June 2023	
Approved by: The Court Amended by the Court Amended by the Court Amended by the Court	11 December 2015 27 March 2020 23 March 2023 26 June 2023
Consultation via: Ordinances and Regulations Committee Governance and Nominations Committee The Senate	2015, February 2020 and in the course of 2022/23

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SECTION B – ORDINANCE 7

Effectiveness Review of the Court

1. In accordance with the Code of Good Higher Education Governance the Court shall keep its effectiveness under regular review.
2. The Chair of the Court shall be responsible for the leadership of the Court, and is ultimately responsible for the effectiveness of the Court.
3. **Annual Review**
 - 3.1 The Chair of the Court shall arrange for an effectiveness review of the Court and the committees of the Court (including the joint Committees of the Court and the Senate) to be carried out annually and shall ensure that a parallel effectiveness review is carried out in respect of the Senate and its committees.
 - 3.2 The Court shall reflect annually on the performance of the University as a whole in meeting long-term strategic objectives and short-term key performance indicators. Where possible, the Court shall benchmark institutional performance against the key performance indicators of other comparable institutions.
 - 3.3 The Court shall annually review its policies relating to compliance with its statutory and other duties, including the defence of academic freedom, compliance with equality and diversity requirements and meeting the requirements of applicable charity and company law, to ensure they conform to good practice.
 - 3.4 The results of the annual effectiveness review as well as of the University's annual performance against key performance indicators and its progress towards meeting its strategic objectives shall be published widely, including on the University's website and in the University's annual report.
4. **Five Yearly Review**
 - 4.1 Not less than every five years, the Chair of the Court shall arrange for a formal, externally-facilitated evaluation of the Court's effectiveness to be carried out, and that of the committees of the Court and the joint Committees of the Court and the Senate, and shall ensure that a parallel review is undertaken of the Senate and its committees.
 - 4.2 Effectiveness shall be assessed both against the Statement of Primary Responsibilities and compliance with the Scottish Code of Good Higher Education Governance and any legislation regarding the governance of Scottish higher education institutions.
 - 4.3 In light of the results of the five yearly effectiveness reviews, the Court shall, where necessary, revise its structure or processes, and shall require the Senate to revise its structure and processes, accordingly.
 - 4.4 The results of five yearly effectiveness reviews shall be published widely, including on the University's website and in the University's annual report.
5. Further details on the effectiveness reviews carried out in respect of the Court, as amended from time to time, shall be able to be accessed on the University website

Ordinance B7	
Effective Date 1 September 2015	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION B – ORDINANCE 8

Court Committees

1. This Ordinance is made in pursuance of paragraph 6 of Statute 4 and applies to committees established by the Court (Court committees) which include but are not limited to Standing Committees of the Court.

2. **Committees of the Court and Standing Committees of the Court**

- 2.1 The standing committees of the Court shall be as determined from time to time by the Court whilst ensuring that the terms of clause (b) of paragraph 6 of Statute 4 are met.

- 2.2 A Court committee is a committee established by the Court which may report directly to the Court or which may report to a standing committee of the Court.

3. **Terms of Reference**

- 3.1 The Court shall prescribe the terms of reference of each Court committee.

- 3.2 A standing committee of the Court shall report to the Court at least once each year.

- 3.3 The present list of Court committees, and their respective terms of reference, is available on the University website: <https://www.hw.ac.uk/uk/services/policy-governance/court/court-committees.htm>.

4. **Powers**

- 4.1 A Court committee shall have the following powers in addition to any other powers conferred upon it by the Court:

- 4.1.1 to consider any matter which comes within its terms of reference and any other matter referred to it by the Court and to make recommendations and report to the Court thereon;

- 4.1.2 to invite any persons whose knowledge and experience would be of value to attend meetings of the committee; and

- 4.1.3 to consult with other committees and persons on matters of mutual interest.

- 4.2 The Governance and Nominations Committee shall comply with Ordinance B1: Recommendations for Appointments to the Court, in the exercise of its powers.

5. **Membership**

- 5.1 The Court shall prescribe the membership of Court committees.

- 5.2 The Court may appoint as members of a Court committee persons who are members of the Court and, as co-opted lay members, persons who are not members of the Court.

- 5.3 With the exceptions of student members of the Court in the category prescribed in clause ix of paragraph 1 (a) of Statute 4 and ex officio members of the Court, members of Court appointed to a Court committee shall be eligible to hold membership for a period of three years commencing on the date they are appointed and coming to an end of the third anniversary following their date of appointment, concurrent with their membership of the Court and dependent on that person remaining a member of the Court. Subject to their continued membership of the Court, such a member shall be eligible to have their appointment extended by the Court for up to two further periods each of up to three years.

- 5.4 Co-opted lay members appointed to a Court committee shall be eligible to hold membership for a period of three years commencing on the date they are appointed and coming to an end on the third anniversary following their date of appointment. Such a member shall be eligible to have their appointment extended by the Court for up to two further periods of up to three years.

- 5.5 A Student member of the Court appointed in the category prescribed in clause ix of paragraph 1 (a) of Statute 4, shall be eligible to hold membership of a standing committee for a period of one year

commencing on the date they are appointed and coming to an end on the first anniversary following their date of appointment, concurrent with their membership of the Court and dependent on that person remaining a member of the Court. Subject to their continued membership of the Court, such a member shall be eligible to have their appointment re-appointment extended by the Court for one further year.

- 5.6** An ex officio member of the Court, as prescribed in clauses x and xi of paragraph 1 (a) of Statute 4, may hold membership of a Court committee for as long as he or she remains a member of the Court.

6. Chair

- 6.1** The Chair of a Court committee shall be appointed by the Court and shall be a member of the Court.
- 6.2** In the absence of the Chair a person elected from among the members of the committee who are present at the meeting shall be Chair for that meeting.

7. Voting

- 7.1** All members of a Court committee (including members who are not also members of the Court) shall be entitled to vote in any vote of that committee.
- 7.2** A person invited to attend one or more meetings of a Court committee shall not be entitled to vote.
- 7.3** A decision shall be carried by a simple majority vote of the number of members present, provided that number is quorate.
- 7.4** The Chair of a Court committee shall have a deliberative vote and in addition a casting vote when there is an equal match in the number of opposing votes.

8. Quorum

- 8.1** If in terms of clause (c) of paragraph 6 of Statute 4 the Court has delegated any of its powers or functions to a Court committee, three members of the committee who are members of the Court shall constitute the quorum. 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, shall be accounted for as being present and shall be included in the quorum.
- 8.2** When the Committee is inquorate, the members present may choose to continue with the business of the meeting, noting the discussions and comments raised. In addition, comments may then be sought from the absent member or members, via correspondence, and included within the minutes of the meeting. For items of business requiring formal approval by the Committee, comments and approval must be sought from the absent members via correspondence. An item will be deemed to have received approval when a quorate number of members has contributed to such decision making.
- 8.3** In the absence of a quorum, the Chair of the Committee shall have the authority to make the final decision as to whether to continue with the business of the meeting, as described in paragraph 8.2 above, or to adjourn the business of the meeting. Any notice of an adjourned meeting shall be sent to all members of the Committee at least seven days before the date of the adjourned meeting.

9. Removal of a member

- 9.1** Notwithstanding the provisions of paragraphs 9.2 and 9.3, below, the Court may remove a member of any Court committee on the joint recommendation of the Chair of the relevant Committee and the Deputy Chair of the Court for any reason that members of the Court deem to be a good cause.
- 9.2** No member of a Court committee who is a member of Staff shall be removed by the Court in exercise of this Ordinance B8 until any applicable disciplinary, removal and/or grievance procedures have been completed in accordance with Ordinance F5.
- 9.3** No member of a Court committee who is a Student shall be removed by the Court in exercise of this Ordinance B8 until the completion of any applicable disciplinary, removal and/or grievance procedures in accordance with the Student Union Constitution bye-laws disciplinary procedure or any other applicable Student Union disciplinary code, or any applicable disciplinary procedures of the University.
- 9.4** The decision of the Court to remove a member from a Court committee shall be final.

- 9.5** In accordance with the provisions of Ordinance B11, the Court may suspend a member of the Court from the membership of a Court committee.

Ordinance B8		
Effective Date 1 September 2015 (replacing Regulation 19)		
Amendment took effect on 12 June 2019 (i.e. the date that the revised Charter and Statutes came into effect)		
Approved by:		
Amended by the Court Emergency Committee of Court (on behalf of the Court)	v2 v1	14 Dec 2018 26 Aug 2015
Consultation via: Ordinances and Regulations Committee Governance and Nominations Committee		10 Oct 2018 Nov 2018

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SECTION B - ORDINANCE 9

Joint Committees of the Court and Senate

1. This Ordinance is made in pursuance of paragraph 6 of Statute 4.
2. The joint committees of the Court and the Senate shall be as determined from time to time by the Court after consultation with the Senate.
3. **Terms of Reference**
 - 3.1 The Court after consultation with the Senate shall prescribe the terms of reference of each joint committee.
 - 3.2 A joint committee shall report to the Court and the Senate at least once each year.
 - 3.3 The present list of joint committees and their respective terms of reference is available on the University website: <https://www.hw.ac.uk/uk/services/policy-governance/court/joint-committees-court-and-senate.htm>.
4. **Powers**
 - 4.1 A joint committee shall have the following powers in addition to any other powers conferred upon it by the Court after consultation with the Senate:
 - 4.1.1 to consider any matter which comes within its terms of reference and any other matter referred to it by the Court or the Senate and to make recommendations and report thereon to the Court and the Senate as appropriate;
 - 4.1.2 to invite any persons whose knowledge and experience would be of value to attend meetings of the committee; and
 - 4.1.3 to consult with other committees and persons on matters of mutual interest.
5. **Composition and Membership**
 - 5.1 The Court after consultation with the Senate shall prescribe the composition of joint committees.
 - 5.2 The Court may appoint as members of a joint committee persons who are members of the Court and persons who are not members of the Court.
 - 5.3 The Senate may appoint as members of a joint committee persons who are members of the Senate and persons who are not members of the Senate.
6. **Period of Office**
 - 6.1 The first period of office of a member of a joint Committee other than a member *ex officio* shall be for three years.
 - 6.2 A member of a joint committee other than a member *ex officio* shall be eligible for re-appointment for up to two further periods each of up to three years.
7. **Chair**
 - 7.1 The Chair of a joint committee shall be appointed by the Court after consultation with the Senate.
 - 7.2 In the absence of the Chair a person elected from among the members of the committee who are present at the meeting shall be the Chair for that meeting.
8. **Voting**
 - 8.1 Clause (h) paragraph 6 (c), Statute 4 the Court, states that in respect of Committees of the Court and Joint Committees of the Court and Senate, provisions relating to voting shall be contained within the Ordinance. All members of a Joint Committee of the Court and Senate shall be entitled to vote at a meeting of the Committee.
 - 8.2 A person invited to attend one or more meetings of a joint committee shall not be entitled to vote.
 - 8.3 A decision shall be carried by a simple majority vote of the number of members present, provided that number is quorate.
 - 8.4 The Chair of a joint committee shall have a deliberative vote and a casting vote.

9. Quorum

- 9.1** In terms of clause (i) of paragraph 6 Statute 4 the Court, in respect of Committees of the Court and Joint Committees of the Court and Senate, provisions relating to the quoracy shall be contained within the Ordinance. Three members at least one of whom is a Court member appointed by the Court and at least one of whom is a Senate member appointed by the Senate shall constitute a quorum.
- 9.2** 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, shall be accounted for as being present and shall be included in the quorum.
- 9.3** When the Committee is inquorate, the members present may wish to continue with the business of the meeting, noting the discussions and comments raised. In addition, comments may then be sought from the absent member or members, via correspondence, and included within the minutes of the meeting. For items of business requiring formal approval by the Committee, comments and approval must be sought from the absent members via correspondence. An item will be deemed to have received approval when a quorate number of members has contributed to such decision making.

Ordinance B9		
Effective Date 1 September 2015 (replacing Regulation 20)		
Amendment took effect on 12 June 2019 (i.e. the date that the revised Charter and Statutes came into effect)		
Approved by:		
Amended by the Court Emergency Committee of Court (on behalf of the Court)	v2 v1	14 Dec 2018 26 Aug 2015
Consultation via: Ordinances and Regulations Committee Senate		10 Oct 2018 13 Dec 2018

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SECTION B - ORDINANCE 10

Appointment of the Chair of Court

1. This Ordinance is made in pursuance of clause (a) i of paragraph 1 of Statute 4 and the requirements of the Higher Education Governance (Scotland) Act 2016 (The Act) or subsequent legislation.
2. **Chair of Court role**
 - 2.1 The Chair of Court shall be designated as the “senior lay member” as described in The Act.
 - 2.2 The position of Chair of Court shall not be filled in any way other than prescribed by The Act and set out in this Ordinance B10.
3. **Chair of Court Selection Committee**
 - 3.1 The Court shall delegate to a committee specially formed for the purpose from time to time the responsibility of devising the relevant criteria with respect to the position of Chair of Court, and for ensuring the efficiency and fairness of the process for filling the position.
 - 3.2 The composition and membership of the Chair of Court Selection Committee (the Committee) described in 3.1 above, shall be determined by the Court following receipt of a recommendation of the Governance and Nominations Committee of the Court.
 - 3.3 The composition of the Committee shall be set out in a supporting policy approved by the Court in support of this Ordinance B10. The composition of the Committee shall include at least one Student and one member of Staff.
4. **Criteria for selection**
 - 4.1 The relevant criteria for selection shall include the availability, skills and knowledge considered by the Committee to be necessary or desirable to exercise the functions, duties and responsibilities of the senior lay member as determined by the Court, and to command the trust and respect of the other members of the Court, the Senate and the Staff and Students.
 - 4.2 In determining the necessary or desirable availability, skills and knowledge to exercise the functions, duties and responsibilities of the Chair of Court, the Committee shall have regard to the following:
 - 4.2.1 advice received from the Governance and Nominations Committee which, on behalf of the Court, shall provide advice to the Committee on the responsibilities associated with the position and the skills and experience required;
 - 4.2.2 the responsibility of the Chair of Court for the leadership and effectiveness of the Court and for ensuring that there is an appropriate balance of authority between the Court and the Principal & Vice-Chancellor of the University;
 - 4.2.3 Paragraph 6 of Ordinance B6 – Delegation by the Court, which sets out the duties and responsibilities delegated to the Chair of Court by the Court;
 - 4.2.4 any other desired functions, duties and responsibilities of the Chair of Court as may be determined and advised by the Court from time to time;
 - 4.2.5 the Objects of the University and of members of the Heriot-Watt Group and the agreed vision and the strategic aims of the University as a whole;
 - 4.2.6 prevailing legislation, in so far as this relates to the duties and the responsibilities of the Chair of the Court and/or the Court itself. This shall include, but shall not be limited to, the Charities and Trustee Investment (Scotland) Act 2005, which establishes criteria for fitness of an individual to serve as a trustee; and
 - 4.2.7 prevailing established governance best practice, in so far as this relates to the duties and responsibilities of the Chair of the Court and/or the Court itself. This shall include, but shall not be limited to, the Scottish Code of Good Higher Education Governance.
 - 4.3 The Court shall require all persons who apply for the position of Chair of Court to confirm in writing their agreement with the terms and conditions of the appointment (including but not limited to the agreed level of remuneration payable for the position) prior to that person being put forward for election for the position of Chair of Court.

5. Advertisement and applications

- 5.1** A forthcoming vacancy in the position of Chair of Court shall normally be advertised in the previous calendar year allowing such time as is necessary to ensure that, following shortlisting and election processes, an appointment shall normally be confirmed at least three calendar months before the intended date of appointment.
- 5.2** The Committee shall ensure that a current or upcoming vacancy in the position of Chair of Court is advertised widely in a manner suitable for bringing the vacancy to the attention of a broad range of persons, in accordance with guidance set out in a policy approved by the Court in support of this Ordinance.
- 5.3** The Committee shall ensure that the advertisement sets out the functions exercisable by the Chair of Court and summarises the relevant criteria with respect to the Chair position, stating also how further information about the relevant criteria can be obtained. The advertisement must also explain the process for filling the position, how the application form in relation to the position can be obtained, that reimbursement is offered of expenses incurred in connection with attending an interview or campaigning in an election and that remuneration and allowances are available in connection with the position of Chair of Court.
- 5.4** The identification of suitable candidates for the position of Chair of Court may be assisted by an appointed and suitably experienced recruitment consultancy firm following a tendering process.
- 5.5** A full job specification for the Chair of Court position shall be produced which includes a description of the function, duties and responsibilities associated with the position (as determined by the Court) and the knowledge skills and attributes required (the criteria for the position as determined by the Committee). The job specification shall include also an assessment of the time commitment required and the need for availability outwith the normal Court and committee timetable.
- 5.6** The form in which applications for the Chair of Court position are to be made shall be set out in a policy approved by the Court in support of this Ordinance.
- 5.7** The Committee shall be responsible for ensuring that the process of shortlisting applicants for interview is robust in terms of fairness, transparency and match of shortlisted candidates against the agreed criteria for the position.

6. Interviews

- 6.1** An applicant for the role of Chair of Court shall be invited to an interview conducted by the Committee where: a) their application has been made in the correct form; and b) their application appears to the Committee to show that the applicant meets the relevant criteria agreed for the position.
- 6.2** The style and format of the interview shall be as guided by a policy approved by the Court in support of this Ordinance.
- 6.3** If at the interview the applicant satisfies the Committee that he or she meets the relevant criteria, the applicant shall be entitled to stand as a candidate in an election for the position of the Chair of Court and shall be invited to confirm their intention to stand.
- 6.4** Each applicant who attends for interview shall be advised of their entitlement to claim reasonable expenses incurred by the applicant in attending for interview. Reimbursement shall be made within the terms of the University's Travel and Expenses Policy and the University's Financial Regulations.

7. Election process

- 7.1** In accordance with The Act, the Chair of Court shall be appointed following an election process in which at least two candidates are standing. If after the advertisement or interview process described in paragraph 5, above, there is found to be only a single candidate eligible, the vacancy must once more be advertised, as described in paragraph 5 of this Ordinance, and the remaining single eligible candidate shall continue to be entitled to stand in the future election.
- 7.2** If the number of candidates in the election subsequently falls to below two, the election shall be postponed until the election can be held with more than one candidate standing. The vacancy must once more be advertised, as described in paragraph 5 of this Ordinance. Any remaining candidate shall continue to be entitled to stand in the future election.
- 7.3** The Secretary or his or her nominee shall be the Returning Officer for the election described below.

- 7.4** As soon as may be following interviews and confirmation that more than one candidate will stand for election, the Returning Officer, by notice within the University and to the Court, shall intimate the names of the candidates who will stand for election and the planned date of the election.
- 7.5** Reimbursement associated with election campaign expenses shall be determined by the Committee. The Committee shall determine such reasonable expenses as may be reimbursed to cover any additional travel or other related expenses associated with an election campaign. Each candidate standing for election shall be offered reimbursement of reasonable expenses that are incurred by the candidate in campaigning in the election.
- 7.6** The date of the election, notwithstanding any unforeseen circumstances arising, should be scheduled so as to enable a hand-over and familiarisation period of at least three calendar months before the intended date of appointment.
- 7.7** The date of the election shall be preceded by a period, as determined by the Committee, where votes can be cast, in order to permit the widest franchise to participate in the election. In setting the date of the election, the Committee shall pay due regard, where reasonably practical, to holidays and other events that might limit participation in the election among the global community of the University.
- 7.8** A simple majority voting system shall be used to determine the candidate to be elected. Each vote cast will carry equal weight and no individual shall be entitled to cast more than one vote. The Returning Officer shall decide and apply the detail of the voting system.
- 7.9** Completed ballot papers shall be returned to the Returning Officer, or nominee thereof, by email or by an online mechanism as designated by the Returning Officer by 4.00 pm UK time on the closing date of the election.
- 7.10** The election process shall be managed on behalf of the University by Electoral Reform Services or a suitable alternative independent body with expertise in the provision of ballot, election and voting services.
- 7.11** The University shall accept the conditions established by the independent body managing the election. This shall include, for example, that body's decision as to whether a Ballot Paper is spoiled, invalid or void.

8. Notices from the Returning Officer

- 8.1** Election notices from the Returning Officer or their nominee may be issued electronically via the University newsletter or by email or, where circumstances make these options impractical, by overland mail.
- 8.2** If any person is not notified as a result of a genuine mistake or error in transmission, that failure does not invalidate the process.

9. Election franchise and result

- 9.1** The persons entitled to vote in the election described in paragraph 7 of this Ordinance shall be: members of the Court, the Staff (as defined in the Charter), and Students. The defined census group of Students with eligibility to vote shall be set out in a policy approved by the Court in support of this Ordinance.
- 9.2** The election shall be won by the candidate who secures the highest number of votes following voting in the procedure described in paragraph 7.7, above.
- 9.3** In the event of a tie at any stage of an/the election where the election or exclusion of a candidate is required, this shall be resolved by drawing lots. Where an external party has been commissioned to manage the election, information on the identity of the party and process to be followed shall be published on SharePoint and communicated to the candidates and those eligible to vote.
- 9.4** As soon as may be following the result of the election, as notified to the Returning Officer by the independent body managing the election, the Returning Officer shall notify the Court which formally shall confirm the appointment to the Court of the winning candidate.
- 9.5** Should a casual vacancy arise, arrangements should proceed as quickly as possible to fill that vacancy in accordance with all the appropriate procedural steps set out in this Ordinance and subject to the requirements being met in paragraph 10.4 below. In accordance with clause (b) of

paragraph 5, Statute 4, the Deputy Chair of the Court shall hold office in lieu of the Chair of the Court, and with all the powers of the Chair, until such time as a new Chair is appointed.

10. Remuneration and conditions

- 10.1** The Court may, on the request of a person appointed to the position of Chair of Court, pay such remuneration and allowances to the person as the Court considers to be reasonable. In determining the amount of remuneration which is reasonable in the circumstances, the Court shall set an upper limit on the remuneration based on a maximum number of days of service remunerable per annum. The maximum amount of remuneration payable and arrangements for payment shall be set out in a written agreement between the prospective Chair of Court and the University which shall form part of the letter of appointment detailing terms and conditions.
- 10.2** The remuneration payable to the Chair of Court shall be reviewed annually by the Remuneration Committee of the Court which shall make recommendations to the Court on the total remuneration which should be offered in the year ahead. The Remuneration Committee shall undertake a relevant benchmarking review from time to time.
- 10.3** The Chair of Court shall be eligible for reimbursement of any reasonable expenses incurred while undertaking duties associated with their role as Chair of Court in accordance with the University's Travel and Expenses Policy.
- 10.4** The holding by a person of the Chair of Court position shall be in all other respects subject to such terms and conditions as shall be specified by the Court from time to time and set out in the Chair of Court's letter of appointment. The terms and conditions shall be agreed by the person prior to the person being put forward for election.

Ordinance B10	
Effective Date: 12 June 2019 (i.e. the date that the revised Charter and Statutes came into effect)	
Approved by: the Court the Court	<i>14 Dec 2018</i> <i>20 Mar 2025</i>
Consultation via: Governance & Nominations Committee Constitutional Review Group Ordinances & Regulations Committee	<i>12 Nov 2018</i> <i>31 Oct 2018</i> <i>10 Oct 2018</i>

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SECTION B - ORDINANCE 11

Removal from the membership of the Court

1. This Ordinance is made in pursuance of clauses (e) and (f) of paragraph 2 of Statute 6: Removal from Office or Membership, and the requirements of the Higher Education Governance (Scotland) Act 2016 (The Act).
2. The following provisions are not intended to replace the provisions of the Public Interest Disclosure (Whistleblowing) Policy which applies to all members of the Court. In the primary stage of receipt of a disclosure, the Secretary may determine that the disclosure made falls within the scope of a public interest disclosure under the terms of that Policy, in which case the procedures set out in the Public Interest Disclosure (Whistleblowing) Policy shall be followed. Such a step shall not preclude the possibility of the further measures being taken to consider whether a person should be removed from the membership of the Court under the terms of this Ordinance B11. If the Secretary considers that the disclosure indicates the potential for circumstances to be found which are incompatible with continued membership of the Court the Secretary should instigate the procedures prescribed in this Ordinance B11 as soon as possible.
3. **Disclosure and initiation of an investigation**
 - 3.1 The Court shall have the power, after due investigation, to remove the Chair of Court or any other member of the Court, including ex-officio members, for good cause, as defined in Statute 6.
 - 3.2 If a member of the Court or any other person reasonably believes that there is a case for the removal from office of the Chair of Court or any other member of the Court, that person shall inform the Secretary that a case for potential investigation exists.
 - 3.3 As soon as possible, following notification as described in paragraph 3.2, above, the Secretary shall take steps to determine whether a case for the removal of the Court member might exist. A report from the Secretary shall be relayed in confidence to a panel of the Governance and Nominations Committee (the Committee Panel). The report from the Secretary shall normally be completed not later than four weeks following receipt of the disclosure made to the Secretary described in paragraph 3.2, above. The report shall describe the circumstances which have arisen in relation to the person who is the subject of a potential investigation with a request that the Committee Panel undertakes an investigation.
 - 3.4 The Chair of Court shall be sent a copy of the Secretary's report at the earliest stage, unless the Chair of Court has a conflict of interest in the case, in which case the Deputy Chair of Court shall be sent a copy of the Secretary's report.
 - 3.5 Where the Chair of Court has received a copy of the report, he or she will not provide an opinion to the Secretary or any member of the Committee. Exclusion at this stage of the process will ensure that the Chair, subject to there being no conflict of interest, shall have the opportunity to have their view heard at subsequent Court meetings at which decisions are made as to the removal or not of a member, as set out in paragraphs 5.4 and 6.13 below.
4. **The Committee Panel and investigation process**
 - 4.1. The Committee Panel which shall report to the Court shall include the Deputy Chair of Court (or a Chair of one of the standing committees of the Court if the Deputy Chair of Court has a conflict of interest in the case) and two other members of the Court or members of standing committees of the Court who do not have a conflict of interest in the case. With the exception of the Deputy Chair of Court member, the members of the Committee shall be decided by the Chair of Court unless he or she has a conflict of interest, in which case the decision will be passed to the Deputy Chair of Court. If the Deputy Chair also has a conflict of interest the Chair of a standing committee of the Court shall be invited by the Secretary to decide on the membership. The Committee Panel shall appoint a Chair who is a member of the Court from among its membership.
 - 4.2. The Committee Panel shall progress with an investigation.
 - 4.3. The Chair of the Committee Panel shall be responsible for ensuring procedural fairness in the Committee Panel's investigative and decision-making processes. This should be taken to mean:
 - 4.3.1. the person is given a fair hearing and is enabled to explain their case and provide supporting evidence fully, both in a written supporting case and orally at a meeting held by the Committee Panel. Genuine consideration must be given to all parts of the case presented;
 - 4.3.2. reasonable requests for information relating to the person or the case against him or her should be met;
 - 4.3.3. the person understands the possible decisions of the Committee Panel, and the criteria associated with those decisions;

- 4.3.4. no bias should be allowed to affect the judgement of Committee Panel members, neither should any perception of potential bias arise. Committee Panel members involved in the investigation and discussions should be independent of the circumstances which gave rise to the initial disclosure to the Secretary; and
- 4.3.5. the Committee Panel shall base any report made to the Court for the removal of the person on clear factual evidence or information, having made reasonable inquiries into any matters in dispute or apparently not fully resolved, and only taking into account relevant factors. The person shall have the opportunity to know the case against them and to have an opportunity to respond.
- 4.4. The Committee Panel may seek such professional advice and additional support as could be judged reasonable in order to conclude its investigation. Requests for such support shall be made to the Secretary.
- 4.5. When a Committee Panel has been appointed, the person who is the subject of investigation should be automatically suspended by the Court from their position on the Court and any Court committee and any joint committee of the Court and the Senate of which they are a member without prejudice, pending the outcome the decision of the Court to remove that person following its receipt of the Committee Panel's report. The general principle should apply that periods of suspension should be kept as brief as possible and confidentiality maintained for all parties as far as possible while due process is followed, as set out in this Ordinance B11. Notwithstanding this Ordinance B11, in accordance with the University's Discipline Policies for Staff and Students, the University reserves the right, if it is deemed necessary, to suspend a member of Staff or a Student during any separate investigation being undertaken in terms of the relevant Discipline Policy.
- 4.6. If the Committee Panel concludes that there is not a case for removal from the Court, then the Committee Panel shall inform the Court and the suspension of the person's membership(s) which is in place shall be immediately rescinded.
- 4.4. A simple majority decision by the Committee Panel is required to carry the decision on whether the Committee Panel considers that a case for removal exists. The Committee Panel shall conclude its investigation as quickly as is practical (normally within two calendar months of receipt of the Secretary's report described in paragraph 3.3, above). No party shall be permitted by the Court to cause delay to the process of investigation or onward reporting to the Court for reasons that the Court deems to be unreasonable.

5. Court decision

- 5.1 The removal by the Court of any member of the Court shall require a Special Resolution.
- 5.2 Where a case has been found, the Court shall consider the report and recommendation of the Committee Panel as soon as is practical following its completion. If necessary in order to avoid a lengthy delay, the Chair of Court (or, where circumstances require, the Deputy Chair of Court) may call an extra meeting of the Court in accordance with the provisions in the Standing Orders of the Court.
- 5.3 In accordance with Statute 6, the person who is the subject of such Special Resolution shall be given a reasonable opportunity to be heard in person by the Court and to be accompanied by another individual on that occasion. Any individual chosen to accompany the person shall not be permitted to speak at the meeting of the Court. Legal representation shall not be permitted for any party.
- 5.4 Having considered the report from the Committee Panel, which shall include a report of any dissenting view, the Court may decide to remove the person from the Court membership.
- 5.5 No member of the Court who is a member of Staff shall be removed by the Court in exercise of the powers conferred in Statute 6 until any applicable disciplinary, removal and/or grievance procedures have been completed in accordance with Section F, Ordinance 5. In instances where this applies additional time provision shall be made to the relevant timescales otherwise specified in this Ordinance B11.
- 5.6 No member of the Court who is a Student shall be removed by the Court in exercise of the powers conferred in Statute 7 until the completion of any applicable disciplinary, removal and/or grievance procedures in accordance with the Student Union Constitution bye-laws disciplinary procedure or any other applicable Student Union disciplinary code, or any applicable disciplinary procedures of the University. In instances where this applies additional time provision shall be made to the relevant timescales otherwise specified in this Ordinance B11.
- 5.7 Due to conflicted interest, no member of the Court who formed part of the membership of the Committee Panel convened to consider whether there was a case for removal of a member shall be entitled to vote or to express an opinion on the case presented to the Court for a decision as set out in

paragraph 5.4, above. Those members shall be discounted from the calculation of those 'present and voting' required to carry the Special Resolution.

- 5.8 A person who is the subject of a case for removal from the membership which is considered by the Court shall not be present during the discussion on their case while the Court makes its final decision. That person will have been provided with an opportunity to be heard by Court by way of the provisions set out in paragraph 5.3, above.
- 5.9 As soon as possible after the decision of the Court as set out in paragraph 5.4, above, the person shall be notified formally of the decision by means of a recorded delivery letter from the Secretary. The advice provided shall include any relevant information about continued suspension from the membership pending any review and, where applicable, remuneration arrangements. The person shall also be notified of their right to seek a review of the decision of the Court and shall be permitted 14 days from the date of receipt of that letter in which to submit a request for a review of the Court's decision and provide his or her supporting case for a review to be undertaken.

6. Right of review of a decision to remove a person from the membership of the Court

- 6.1 In accordance with the provisions of Statute 6: Removal from Office or Membership, the person, if the subject of a Special Resolution for their removal from the membership of the Court, shall have the right to seek a review in order to have the Special Resolution for their removal reconsidered or quashed.
- 6.3 The review shall be undertaken by a person external and independent of the University and the Court (the adjudicator). That person shall have at least five years standing in judicial office, or shall be an advocate or a solicitor with at least five years standing. The person shall currently hold a position or have been in post within the previous five years. Any person who holds a position of employment in the University or the Heriot-Watt Group, or has done so within the last five years shall not be eligible to be appointed as adjudicator.
- 6.4 The Court shall be invited by the Secretary to agree that either of two suitable potential adjudicators may be commissioned to undertake the review. The person who is the subject of the review shall be given the opportunity to decide which of the two potential adjudicators approved by the Court he or she would prefer to consider his or her case. No other choice of adjudicator shall be permitted and the person shall be given seven days within which to convey a decision on their choice of adjudicator to the Secretary. In the absence of a decision relayed by the person, the Chair of Court shall determine the adjudicator to be invited to undertake the review. If the Chair of the Court is the subject of the review the Deputy Chair of Court shall determine the adjudicator to be invited to undertake the review.
- 6.5 The case for review should be heard in a meeting with the adjudicator within 21 days of receipt of the notice of the request for a review, or as soon as reasonably practical thereafter. If the 21 day deadline for the review meeting cannot be met by the University, the person who has requested the review must be informed at least seven days before the 21 day deadline and provided with an explanation, and vice-versa.
- 6.6 The person seeking the review shall have the right to be accompanied to the review meeting and represented by a person of their choosing to help support them. Legal representation shall not be permitted for any party.
- 6.7 The purpose of the review meeting will be to consider the specific factors arising which the person requesting review feels have received insufficient consideration or which have led to an unfair decision, and to consider any new evidence presented, with a view to making a recommendation for consideration by the Court.
- 6.8 The adjudicator shall be responsible for ensuring procedural fairness in his or her review process. This should be taken to mean:
 - 6.8.1 the person is given a fair hearing and is enabled to explain their case and provide supporting evidence fully, both in a written supporting case and orally at the review meeting. Genuine consideration must be given to all parts of the case presented;
 - 6.8.2 reasonable requests for information relating to the person or the case against him or her should be met;
 - 6.8.3 the person understands the possible decisions of the adjudicator and the criteria associated with those decisions;
 - 6.8.4 no bias should be allowed to affect the judgement of the adjudicator, neither should any perception of potential bias arise; and
 - 6.8.5 the adjudicator shall base his or her decision on clear factual evidence or information, making reasonable inquiries into any matters in dispute or apparently not fully resolved, and only taking into account the relevant factors.

- 6.9** Any relevant information or evidence required by the adjudicator in order to complete the review shall be relayed to him or her via the office of the Secretary or directly by the person who is the subject of the review and presenting their case.
- 6.10** The adjudicator shall provide a report for the Court with a recommendation on the outcome of his or her review within 14 days of the review meeting and by that time shall also provide the person who brought the case for review with a summary of the report which includes a summary of the findings of the review and the reasons for the adjudicator's decision. The adjudicator's report for the Court shall be provided by the adjudicator to the Secretary.
- 6.11** The adjudicator's report to the Court shall include a recommendation either that the adjudicator believes that the original decision to remove the person from Court membership has been reasonable in accordance with the provisions of Statute 6 and the Court need not re-consider its original decision, or that the Court should re-hear the case and/or re-consider its original decision. In either case the adjudicator shall set out in his or her report the reasons he or she finds in support of their recommendation.
- 6.12** The Secretary shall ensure that the report of the adjudicator is conveyed to the Court for consideration at its next scheduled meeting, whereat the Court shall be invited to consider the recommendation of the adjudicator. The adjudicator shall, under normal circumstances, attend the Court meeting in person to present his or her report. Should the adjudicator be unavailable at the next scheduled meeting of the Court, or if necessary in order to avoid a lengthy delay, the Chair of Court (or, where circumstances require, the Deputy Chair of Court) may call an extra meeting of the Court in accordance with the provisions in the Standing Orders of the Court at a time when the adjudicator is available. The Court meeting at which the adjudicator's report is considered should be within two calendar months of the date of the adjudicator's report, or as soon as possible after that date.
- 6.13** The Court shall decide solely on the basis of the adjudicator's report whether the person who is the subject of the review shall be removed from the membership of the Court in accordance with the original decision of the Court, or shall be immediately reinstated to their role in a reversal of the original decision of the Court. The Court shall decide by way of an Ordinary Resolution whether or not to reinstate a person to the membership of the Court. The decision of the Court shall be final.
- 6.14** Due to conflicted interest, a member of the Court who formed part of the membership of the Committee Panel convened to consider whether there was a case for removal of a member shall abstain from voting on the case presented to the Court for a decision as set out in paragraph 6.13, above. Those members shall be discounted from the calculation of those 'present and voting' required to carry the Resolution.
- 6.15** The Court, with advice from the adjudicator, shall agree the final form and content of the report to be provided to the person who is the subject of the review in accordance with paragraph 6.16, below.
- 6.16** The person who is the subject of the review shall not be permitted to attend the Court meeting at which the adjudicator's report is considered. He or she shall be informed of the Court's decision in writing from the Secretary as soon as possible following the Court meeting at which the decision was taken.

Ordinance B11: Removal from the Membership of the Court	
Amendment took effect on 12 June 2019 (i.e. the date that the revised Charter and Statutes came into effect)	
Approved by: the Court	<i>14 Dec 2018</i>
Consultation via: Governance & Nominations Committee Constitutional Review Group Ordinances & Regulations Committee	<i>12 Nov 2018</i> <i>31 Oct 2018</i> <i>10 Oct 2018</i>

SECTION B - ORDINANCE 12

Appointment of Student Members to the Court

1. This Ordinance is made in pursuance of clause ix of paragraph 1 (a) of Statute 4: The Court, and the requirements of the Higher Education Governance (Scotland) Act 2016 (The Act) which requires that the University's governing body (the University Court) shall include in its membership two persons appointed by being nominated by the students' association of the University from among the Students of the University.
2. **Definition of student member**
 - 2.1 For the purposes of The Act, a student member of the Court shall be defined as a person who is a Student, as defined in the Charter, or a person holding sabbatical office in the students' association, whether or not they remain as a Student during their period of office.
3. **Student appointees to the Court**
 - 3.1 Student appointments to the Court shall be determined on the basis of annual student elections to sabbatical and student representative positions. Students standing for election to those positions must therefore be willing and able to serve on the Court.
 - 3.2 The elected sabbatical and student representative positions which incorporate election to the membership of the Court include:
 - 3.2.1 The President of the Student Union; and
 - 3.2.2 The Vice-President Community, the Vice-President Wellbeing or the Vice-President Scottish Borders Campus or such other elected or other sabbatical student representative positions that the Student Union shall from time to time nominate.
 - 3.3 The Student Union shall establish a decision-making process for the appointment to the Court of the Vice-President Community, the Vice-President Wellbeing or the Vice-President Scottish Borders Campus. Either one of the Vice-President Community or the Vice-President Wellbeing, if not appointed to the Court, shall be appointed to the membership of the Senate. In accordance with paragraph 3.5 of Ordinance C6, Appointment of Student Members of the Senate, the Student Union shall establish a decision-making process for the appointment to the Senate of the Vice-President Community or the Vice-President Wellbeing.
 - 3.4 The rules underpinning paragraph 3.3, above, should enable the decision of the Student Union on the Court member to be agreed and notified to the Court at least one month before their appointment date by the Student Union and the beginning of their membership of the Court.
 - 3.5 The Student Union shall establish rules which prescribe the procedures for filling a casual vacancy arising in the category of Court membership established by clause ix of paragraph 1 (a) of Statute 4. In accordance with this Ordinance B12, the person appointed to fill a casual vacancy arising in this category shall be a person who has been elected to a sabbatical or student representative position and nominated by the Student Union. During the election process it shall be made clear which elected positions may also be nominated to fill any future casual vacancy arising.
4. **Election process**
 - 4.1 The Student Union shall establish election rules applicable at all of all campuses of the University or any member of the Heriot-Watt Group which are in accordance with applicable local legislation and its own and Electoral Commission standards, ensuring that the rules enable democratic, fair and transparent election processes. Should a dispute arise in relation to the election rules the Student Union shall consult with the Academic Registrar.

Ordinance B12	
Effective Date: 12 June 2019 (i.e. the date that the revised Charter and Statutes came into effect)	
Approved by: the Court	14 Dec 2018
Consultation via: the Senate (prior consultation with: Constitutional Review Group; Student Union Executive Committee; Ordinances & Regulations Committee; Governance & Nominations Committee)	13 Dec 2018

SECTION B - ORDINANCE 13

Appointment of Staff Trade Union Members to the Court

1. The following procedures shall apply to the appointment to the Court of Staff who are members of the University's recognised Trade Unions in pursuance of paragraph 1 (a), vii and viii of Statute 4: The Court, which provides that the membership of the Court shall include one person appointed by being nominated by a Trade Union from among the Academic Staff who are members of a branch of a Trade Union that is recognised by the University and one person appointed by being nominated by a Trade Union from among the Professional Services Staff of the University who are members of a branch of a Trade Union that is recognised by the University.
2. The appointments shall be made in terms of the Higher Education Governance (Scotland) Act 2016 or subsequent legislation and shall be by nomination as detailed in this Ordinance B13.
3. **Eligibility**
 - 3.1 For the purposes of Statute 4 and this Ordinance B13, the recognised Trade Unions in Heriot-Watt University are: the University and College Union (UCU); UNISON; Unite the Union and the Educational Institute of Scotland (EIS).
 - 3.2 The persons eligible to be nominated for membership of the Court in the categories defined in paragraph 1 (a) vii and viii of Statute 4, shall be those persons who are Staff members and members of a recognised Trade Union on the date that the call for nominations notice is issued in the University.
 - 3.3 Subject to paragraphs 3.4 and 3.6 below, in terms of paragraph 1 (a) vii of Statute 4, a member of Academic Staff who is a member of the UCU or the EIS on the date of issue of the nominations notice shall be entitled to be considered for nomination to the Court by the local branches of the UCU and the EIS in joint Trade Union consideration of nominations. Those Trade Unions may agree between themselves how nominations shall be shared, for example, jointly or in turn by rotation.
 - 3.4 Subject to paragraph 3.6 below, in terms of paragraph 1 (a) viii of Statute 4, a member of Professional Service Staff who is a member of UNISON, Unite the Union or the UCU on the date of issue of the nominations notice shall be entitled to be considered for nomination to the Court by the local branches of UNISON, Unite the Union and the UCU. Those Trade Unions may agree between themselves how nominations shall be shared, for example, jointly or in turn by rotation.
 - 3.5 The rules established by the Trade Unions may determine who can exercise the right of nomination under 10 (1) c) and d) of the Act.
 - 3.6 The Trade Union(s) shall be entitled to set additional eligibility criteria, including that an eligible nominee must have been a member of a relevant Trade Union for a minimum period of time agreed and specified by the Trade Union(s) in order to be considered for nomination (provided that the criteria set does not amount to a breach of Equality Act principles relating to age). The Trade Union(s) must seek assurances from all aspiring nominees of their intention to maintain their Trade Union membership for the full length of their term of membership on the Court should they be successful in their nomination. A person appointed to the Court in the category of Staff Trade Union member for the period of their appointment shall remain a member of the Court only for as long as they hold membership of the relevant Trade Union and are a member of Staff.
 - 3.7 The approach to the provisions of paragraph 3.6, above, shall be agreed by all of the recognised Trade Unions, so that the same rules and procedures shall apply to all nominees for Court membership in terms of paragraph 1 (a) vii and viii of Statute 4.
4. **Term of membership of the Court**
 - 4.1 In terms of paragraph 1 (e) ii of Statute 4, members of the Court nominated by the Trade Union(s) in the categories specified in paragraph 1 (a) vii and viii shall serve for a period of three years and shall be eligible to have their appointments extended by the Court for up to two further periods each of up to three years, if re-nominated by the relevant Trade Union(s).
 - 4.2 A person who has been appointed to the Court in terms of paragraph 1 (a) vii and viii, who is reaching the end of their period of appointment to the Court shall receive confirmation of this by way of a letter from the Secretary at least three months before the end of his or her term of membership.

- 4.3 The Trade Union(s) may choose to renew the nomination of their nominated person for membership of the Court, provided that the person continues to meet the eligibility criteria for future membership of the Court. Such re-nomination shall normally be confirmed in writing to the Secretary at least three months before the expiry date of the person's current term of appointment.
- 4.4 If the Trade Union(s) chooses to re-open the nominations process when a person is approaching the end of his or her first or second term of membership that person shall be entitled to stand for re-nomination under the procedures for nomination described in this Ordinance B13.

5. Nomination process

- 5.1 The principles of transparency, fairness and equality of opportunity shall apply to the process of nominations for appointment to the Court.
- 5.2 The Trade Union(s) shall establish the rules for the nomination of eligible individuals to be considered for selection to the Court.
- 5.3 The notice calling for nominations shall normally be issued to persons eligible for nomination for appointment at least five months before the expiry of the appointment term of the last appointed person.
- 5.4 The notice calling for nominations shall be issued to the bodies of Trade Union members by the relevant Trade Union(s) together with information provided for prospective nominees and the relevant electorate by the Secretary. The information provided shall include guidance on the duties and responsibilities of Court members as the Trustees of the University in accordance with the Charities and Trustee Investment (Scotland) Act 2005, and shall also include information about the necessary time commitment associated with the role and responsibilities of a Court member. The information shall include all other terms and conditions of appointment as the Court may determine. In accordance with paragraph 8.3, below, the successful candidate shall be required to confirm their agreement with the terms and conditions prior to Court approval of the appointment.
- 5.5 The notice calling for nominations shall include information about the vacancy arising in the year, including the name of the person, whether or not that person is eligible for re-nomination to the Court, the procedure for nomination of eligible Trade Union members, any criteria to be applied to selection of the successful nominee, and the last date and time for receipt of nominations by the Trade Union(s).
- 5.6 The notice calling for nominations shall be published in a copy of the electronic staff newsletter.
- 5.7 The name of the confirmed nominee shall be notified to the Secretary along with a summary report of the nominations process undertaken as soon as may be following the conclusion of the selection process.

6. Casual vacancies

- 6.1 In the event that a casual vacancy arises in a position of a staff Trade Union member of the Court the person appointed to fill that vacancy shall hold office for the unexpired period of office of his or her predecessor.
- 6.2 The person appointed to fill a casual vacancy arising shall be selected through a new process of nomination, as described in section 5, above, except that the notice calling for nominations to fill the casual vacancy should be issued as soon as may be following receipt of notice of the departure of the member, if that notice period is less than five months.
- 6.3 The original member whose departure will cause a casual vacancy to arise shall be entitled to retain their membership of the Court until their successor, appointed in terms of 6.2 above, is appointed to the Court, provided that the original member remains eligible in terms of Section 3 above and has not been removed for good cause under the provisions of Statute 6, 2 (a).

7. Induction training

- 7.1 A person appointed to the Court under the category of staff member of a Trade Union is required to complete Court induction training which is arranged by the Secretary and provided to all Court members.
- 7.2 In addition to the formal Court induction described in 7.1 above, the Trade Union(s) may establish and require a nominee to complete a programme of induction training which augments the formal Court induction training. The induction training provided by the Trade Union(s) must not be inconsistent with the requirements of and the spirit of the Charities and Trustee Investment (Scotland) Act 2005 and the Scottish Code of Good Higher Education Governance.
- 7.3 All induction training requirements shall be included in the information provided to prospective nominees as described in paragraph 5.4, above.

8. Appointment

- 8.1 Having received the name of the confirmed nominee and the report, as described in 5.7 above, the Secretary shall relay the information received to the Governance and Nominations Committee for formal receipt and for onward reporting to the Court.
- 8.2 The Court shall appoint a person to the Court in the category of Staff Trade Union member following receipt of a report from the Governance and Nominations Committee.
- 8.3 The approval of the appointment by the Court shall be subject to signed agreement by nominated person to the terms and conditions of Court membership as determined by the Court for all appointed members.

Ordinance B13	
Effective Date 13 December 2019 (with final wording approved 27 March 2020)	
Approved by: The Court The Court	<i>13 December 2019 27 March 2020</i>
Consultation via: Constitutional Review Group UCU, EIS, Unite the Union, UNISON Ordinances & Regulations Committee Governance & Nominations Committee	<i>In the course of 2018, 2019 and 2020</i>

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SECTION C - ORDINANCE 1

Election of Members from the Schools to the Senate

1. This Ordinance is made in pursuance of clause (ix) of paragraph 1(a) of Statute 5.

Election of members from the Schools

2. The following procedure shall apply to the election to the Senate of members from the Schools in pursuance of clause (x) of paragraph 1(a) of Statute 5.
3. Elections to the Senate shall be held during semester two of each year.
4. The Clerk to the Nominating Working Group (Senate) shall be the Returning Officer for the election.
5. The following Staff shall be eligible to nominate, vote and stand for election to the Senate under paragraph 2 of this Ordinance:
 - 5.1 Permanent full-time and part-time Academic Staff;
 - 5.2 Research Staff on permanent contract;
 - 5.3 Academic Staff and Research Staff based in Dubai who, but for the requirements of UAE Law would be on permanent contracts, shall be deemed to be eligible for the purposes of this Ordinance C1; and
 - 5.4 Academic and Research Staff based in Malaysia who, but for the requirements of Malaysia Law would be on permanent contracts, shall be deemed to be eligible for the purposes of this Ordinance C1.
6. *Ex officio* members of the Senate shall not be eligible to nominate, vote or stand for election.
7. A member of Staff may nominate or vote for only such candidates as are in the same School, as specified in paragraphs 5.1 to 5.3, as that member of Staff and are eligible to stand for election. A member of Staff in one School may not stand for election in another School.
8. A list of members of Staff who shall be entitled to nominate, elect and stand for election shall be maintained by the Returning Officer.
9. The Returning Officer shall intimate by notice to members of Staff entitled to nominate, elect and stand for election:
 - 9.1 The number of vacancies per School.
 - 9.2 The names of all the members of the Senate, their periods of office and whether or not they are eligible for re-election.
 - 9.3 The procedure for nomination of candidates for election.
 - 9.4 The last date and time for receipt of nominations.
10. Staff shall be given notice of at least two weeks of the deadline for receipt of nominations.
11. The number of vacancies per School shall be determined as follows:
 - 11.1 For the number of Staff (FTEs) eligible to stand for election, the School shall be entitled to return the following number of elected representatives of the Senate:
 - 1 to 9 – 3
 - 10 to 19 – 4
 - 20 to 39 – 5
 - Thereafter one further member for every 20 additional Staff.
 - 11.2 For the purpose of calculating the number of Staff per School eligible to be elected to the Senate, those Staff who are *ex officio* members of the Senate shall not be included in the Staff numbers.
12. Each nomination for election shall be supported by two electors who shall be from the same School as the candidate. Each nomination shall bear confirmation of the candidate's willingness to accept nomination.
13. As soon as conveniently possible after the close of nominations, the Returning Officer shall intimate by notice within the University the names of candidates duly nominated.
14. In the event of the number of candidates per School being equal to or less than the number of vacancies, these candidates shall be declared elected to the Senate without ballot. If one or more vacancies still remain, the Returning Officer shall re-open nominations within a fourteen day period and again follow the procedure in paragraph 9.

15. If the number of candidates per School is greater than the number of vacancies per School, the Returning Officer shall intimate, by notice within the University, the date on which the election is to be held and shall send a ballot paper to each elector not later than two weeks before the date notified for the election. The ballot paper shall give the names in the School(s) concerned of the candidates in the particular School and instructions for the voting procedure.
16. Completed ballot papers shall be returned to the Returning Officer in person, by post, by email or by an online mechanism as designated by the Returning Officer by 4 pm UK time on the date of the election. Ballot papers returned by email should include an elector's electronic signature (if available) and shall be sent from the elector's University email address.
17. The Single Transferable Voting System shall be used to determine the candidates to be elected. The Returning Officer shall decide and apply the detail of the voting system. In the event of a tie at any stage of an/the election where the election or exclusion of a candidate is required, this shall be resolved by drawing lots. Where an external party has been commissioned to manage the election, information on the identity of the party and process to be followed shall be published on SharePoint and communicated to the candidates and those eligible to vote.
18. In the event of a vacancy occurring in the elected membership during the academic year, the vacancy shall be filled at the next election and not by special election.
19. **Removal of Members from the Schools from the Senate**
 - 19.1 In line with paragraph 3 (a) of Statute 7, members of the Senate may be removed from membership of the Senate if the Senate considers that it has good cause to do so.
 - 19.2 Good cause in paragraph 3 (a) of Statute 7 shall mean conduct judged by the Senate to be such as to constitute failure or inability of the person concerned to perform the duties of his or her office or membership or to comply with the conditions of tenure of his or her office or membership of the Senate.
 - 19.3 No person shall be removed by the Senate in exercise of the powers conferred in paragraph 3 (a) of Statute 7 unless given reasonable opportunity of being heard in person by the Senate and of questioning the witnesses upon whose evidence the case against him or her was made.
 - 19.4 No member of Staff shall be removed by the Senate in exercise of the powers conferred in paragraph 3 of Statute 7 until any applicable disciplinary, removal and/ or grievance procedures have been completed in accordance with Section F, Ordinance 5.
 - 19.5 The authority to remove a person from membership of the Senate shall be reserved to the Senate.
20. **Notices from the Returning Officer**
 - 20.1 The election notice from the Returning Officer or their nominee inviting nominations shall be issued electronically by means of staff email and inclusion in electronic staff news bulletins. In addition the notice may be issued in paper form for display on staff notice-boards.
 - 20.2 The election notice from the Returning Officer or their nominee intimating the names of the candidates duly nominated shall be issued electronically by means of staff email and inclusion in electronic staff news bulletins.
 - 20.3 The election notice from the Returning Officer or their nominee confirming the date on which an election is to be held, the names of the candidates standing for election and instructions for the recording of votes may be issued electronically by means of staff email or by over land mail.
 - 20.4 If any person is not notified as a result of a genuine mistake or error in transmission, that failure does not invalidate the process.

Ordinance C1		
Effective Date 1 September 2015 (replacing 'old' Ordinance 13)		
Amended 7 December 2023		
Approved by:		
The Court The Court Emergency Committee of Court (on behalf of the Court) The Court	v2 v1	7 December 2023 26 June 2017 26 August 2015 20 March 2025
Consultation via:		

Ordinances and Regulations Committee	v2	<i>15 February 2017</i>
The Senate	v2	<i>29 March 2017</i>
Ordinances and Regulations Committee	v1	<i>31 July 2015</i>
Senate Business Committee (on behalf of the Senate)	v1	<i>25 August 2015</i>

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SECTION C - ORDINANCE 2

Appointment of holders of academic posts to the Senate as determined by Court

1. This Ordinance is made in pursuance of paragraph 1 (b) of Statute 5, which reads: “The Senate may appoint the following (ex officio): the holders of academic posts to be determined by the Court on the recommendation of the Senate in a manner prescribed in the Ordinances.”
2. The Court determines that the holders of the following posts shall be appointed ex-officio members of the Senate:
 - 2.1 The Deputy Principals (as may be instituted) who are members of Academic Staff;
 - 2.2 The Vice-Principal (Malaysia);
 - 2.3 The Vice-Principal (Dubai).
3. The Court may add to, or otherwise modify, its determination following consideration of a written recommendation of the Senate to that effect.

Ordinance C2	
Amendment took effect on 12 June 2019 (i.e. the date that the revised Charter and Statutes came into effect)	
Effective Date 1 September 2015	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court	<i>26 August 2015</i> <i>14 December 2018</i>
Consultation via: Ordinances and Regulations Committee Senate	<i>10 October 2018</i> <i>13 December 2018</i>

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SECTION C – ORDINANCE 3
Effectiveness Review of the Senate

1. In accordance with the Code of Good Higher Education Governance, each of the Court and the Senate shall keep its effectiveness under regular review.

Ordinance C3	
Effective Date 1 September 2015	
Approved by: Emergency Committee of Court (on behalf of the Court)	<i>26 August 2015</i>
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	<i>31 July 2015</i> <i>25 August 2015</i>

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SECTION C - ORDINANCE 4

Standing Committees of the Senate

1. This Ordinance is made in pursuance of paragraph 4 of Statute 5.
2. The standing committees of the Senate shall be as determined from time to time by the Senate.
3. **Terms of Reference**
 - 3.1 The Senate shall prescribe the terms of reference of each standing committee.
 - 3.2 A standing committee shall report to the Senate at least once each year.
 - 3.3 The present list of standing committees, their respective terms of reference and composition is available on the University website: <https://www.hw.ac.uk/uk/services/policy-governance/senate/senate-committees.htm>.
4. **Powers**
 - 4.1 A standing committee shall have the following powers in addition to any other powers conferred upon it by the Senate:
 - 4.1.1 to consider any matter which comes within its terms of reference and any other matter referred to it by the Senate and to make recommendations and report to the Senate thereon;
 - 4.1.2 to co-opt persons to the committee, provided that the name of any co-opted member is reported immediately to the Senate;
 - 4.1.3 to invite any persons whose knowledge and experience would be of value to attend meetings of the committee; and
 - 4.1.4 to consult with other committees and persons on matters of mutual interest.
5. **Further Delegation of Powers**
 - 5.1 The powers delegated by the Senate to a standing committee shall be permitted to be further delegated to a sub-committee of the standing committee provided that:
 - 5.1.1 the further delegation of the delegated powers shall be defined and approved by the Senate;
 - 5.1.2 the composition of the sub-committee shall include three or more members of the Senate;
 - 5.1.3 the quorum of the sub-committee must include at least two members of the Senate;
 - 5.1.4 all instances of the exercising of delegated powers by the sub-committee shall be reported to the Senate, via the standing committee; and
 - 5.1.5 a sub-committee shall not further delegate any power that has been delegated to it, other than in respect of chair's action.
 - 5.2 The powers delegated by the Senate to a standing committee, and those further delegated to a sub-committee, may be further delegated to the chair of the standing committee or sub-committee provided that:
 - 5.2.1 the further delegation of the delegated powers shall be defined and approved by the Senate;
 - 5.2.2 all instances of the exercising of delegated powers by chair's action shall be reported to the Senate, along with an explanation as to why the chair deemed it to be not practicable to wait until the next ordinary meeting, or to call an extraordinary meeting, or to conduct business by correspondence; and
 - 5.2.3 a chair shall not further delegate any power that has been delegated to him or her.
6. **Composition and Membership**
 - 6.1 The Senate shall prescribe the composition and membership of each standing committee.
 - 6.2 The Senate may appoint as members of a standing committee persons who are members of the Senate and persons who are not members of the Senate.
 - 6.3 A member of the Senate who is appointed to a standing committee shall be a full member of the committee.
 - 6.4 The Senate shall specify whether a person who is appointed to a standing committee and who is not a member of the Senate shall be a full member or a co-opted lay member of the committee.
 - 6.5 A co-opted member of a standing committee shall be a co-opted lay member unless the Senate specifies that she or he is a full member.

7. Period of Office

- 7.1** The first period of office of a member of a standing committee other than a member *ex officio* shall not exceed three years and the period shall end on the last day of July.
- 7.2** A member of a standing committee other than a member *ex officio* shall be eligible for re-appointment provided that a person shall not be a member for more than two consecutive terms of three years. The first period of office if less than three years shall not be reckoned in determining the eligibility of a member for re-appointment.
- 7.3** Notwithstanding the provisions of paragraph 7.2 the Senate shall have power exceptionally to extend the number of consecutive terms of three years for which a person may serve as a member of a standing committee.

8. Casual Vacancies

- 8.1** A casual vacancy on a standing committee shall be filled as soon as possible by the Senate.
- 8.2** A person appointed to fill a casual vacancy shall hold office for the unexpired period of office of her or his predecessor.

9. Chair

- 9.1** The Chair of a standing committee shall be appointed by the Senate and shall be the Chair of the committee.
- 9.2** In the absence of the Chair a person elected from among the full members of the committee who are present at the meeting shall be the Chair for that meeting.

10. Voting

- 10.1** All members of a standing committee shall be entitled to vote in any vote of that committee except that members of a Committee of the Senate who are not members of the Senate shall not be entitled to vote at meetings of the Committee on matters related to the exercise of the powers of the Senate.
- 10.2** A person invited to attend one or more meetings of a standing committee shall not be entitled to vote.
- 10.3** The Chair of a standing committee shall have a deliberative vote and a casting vote.

11. Quorum

- 11.1** Three full members of a standing committee who are members of Staff shall constitute the quorum, subject to paragraph 11.2 below.
- 11.2** In accordance with Statute Five, paragraph 4(a), the quorum of a standing committee exercising powers delegated to it from the Senate must include at least two members of the Senate.
- 11.3** 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, shall be accounted for as being present and shall be included in the quorum.
- 11.4** In the absence of a quorum of a standing committee no business shall be transacted other than the adjournment of the meeting.
- 11.5** Notice of the adjourned meeting shall be sent to all members of the standing committee at least seven days before the date of the adjourned meeting.
- 11.6** At the adjourned meeting, the business for which the original meeting was called may be completed in the absence of a quorum.

Ordinance C4	
Effective Date 1 September 2015 (replacing Regulation 17)	
Amendment took effect on 12 June 2019 (i.e. the date that the revised Charter and Statutes came into effect)	
Approved by: Emergency Committee of Court (on behalf of Court) Amended by the Court	26 August 2015 14 Dec 2018
Consultation via: Ordinances and Regulations Committee Senate	10 October 2018 13 Dec 2018

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SECTION C - ORDINANCE 5
Senate Business Committee

Rescinded by Court 26 June 2017

Ordinance C5
Rescinded by Court 26 June 2017 Effective Date 1 September 2015 (replacing Regulation 40)

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SECTION C - ORDINANCE 6

Appointment of Student Members to the Senate

1. This Ordinance is made in pursuance of clause vii of paragraph 1 (a) of Statute 5: The Senate, and the requirements of the Higher Education Governance (Scotland) Act 2016 (The Act) which requires that the University's academic board (the University Senate) shall include in its number persons appointed by being nominated by the students' association of the University from among the Students of the University.
2. **Definition of student member**
 - 2.1 For the purposes of The Act, a student member of the Senate shall be defined as a person who is a Student, as defined in the Charter, or a person holding sabbatical office in the students' association, whether or not they remain as a Student during their period of office.
3. **Student appointees to the Senate**
 - 3.1 Student appointments to the Senate shall be determined on the basis of annual student elections to sabbatical and student representative positions. Students standing for election to those positions must therefore be willing and able to serve on the Senate.
 - 3.2 Student members of the Senate, referred to in paragraphs 1 (a) vii and viii of Statute 5, shall constitute at least 10% of the total number of members of the Senate and shall contribute to the calculation whereby student members referred to in paragraphs 1 (a) vii and viii of Statute 5 and Academic Staff members from the Schools elected by Academic Staff, referred to in paragraph 1 (a) (ix) of Statute 5, when combined, shall comprise at least 50% of the total number of members of the Senate.
 - 3.3 For the time-being, the elected sabbatical and student representative positions which confer membership of the Senate shall be:
 - 3.3.1 The Student Union President
 - 3.3.2 The Dubai Student Council President
 - 3.3.3 The Malaysia Student Association President
 - 3.3.4 The Student Union Vice-President Academic
 - 3.3.5 The Dubai Student Council Vice President Academic
 - 3.3.6 The Malaysia Student Association Vice-President Academic
 - 3.3.7 The Student Union Postgraduate Taught MP
 - 3.3.8 The Student Union Postgraduate Research MP
 - 3.3.9 An additional Student Union Vice-President, appointed in terms of 3.5 below.
 - 3.4 On any occasion when one or more of the above role holders does not fulfil the criteria of student as defined by The Act, and the required 10% student membership of the Senate is not met, the Student Union / Student Council / Student Association shall be permitted to nominate additional elected sabbatical or other student representative positions to the Senate membership at such number as is necessary to achieve the 10% threshold. During the election process it shall be made clear which additional elected positions may also be nominated to the Senate membership to achieve the threshold.
 - 3.5 The Student Union shall establish a decision-making process for the appointment to the Senate of a Vice-President at the commencement of its sabbatical officers' terms of office.
 - 3.6 On any occasion where the required 10% student membership of the Senate is not met (other than as set out in 3.4 above) the Student Union / Student Council / Student Association shall be permitted to nominate additional elected, sabbatical or other student representatives. In the event that there are more nominations than are required to meet the 10% threshold of student membership, the Presidents of the three Student Bodies shall agree which shall be put forward as student members, based on the proportion of students per campus.
4. **Election process**
 - 4.1 The Student Union / Student Council / Student Association shall establish election rules applicable at all of the campuses of the University or any member of the Heriot-Watt Group which

are in accordance with applicable local legislation and its own and Electoral Commission standards, ensuring that the rules enable democratic, fair and transparent election processes. Should a dispute arise in relation to the election rules the Student Union / Student Council / Student Association shall consult with the Global Academic Registrar.

Ordinance C6	
Effective Date: 12 June 2019 (i.e. the date that the revised Charter and Statutes came into effect)	
Amended 26 June 2023	
Approved by: the Court Amended by the Court	14 Dec 2018 26 June 2023
Consultation via: the Senate (with prior consultation by: Constitutional Review Group; Student Union Executive Committee; Ordinances & Regulations Committee; Governance & Nominations Committee)	13 Dec 2018 and in the course of 2022/23

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SECTION D - ORDINANCE 1

Engaging with Stakeholders

1. This Ordinance is made in pursuance of Article 10 of the Charter.
2. In discharging its responsibilities, the Court shall have regard to the interests of the University's stakeholders and the wider public. This shall include, but may not be limited to, regard for stakeholders and the wider public when approving the mission and vision of the University, its long term business plans, key performance indicators and annual budgets.
3. The Chair of the Court shall have responsibility for ensuring that the University is engaged with the University's alumni members, Staff and Students, other stakeholders and the wider public.
4. The University shall have a strategy for engaging with its stakeholders and the wider public, which shall be accessible on the University's website: *[link shall be added once it is available]*

Ordinance D1	
Effective Date 1 September 2015	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION E - ORDINANCE 1

Fees, Charges, Fines and Debts

1. This Ordinance is made in pursuance of clauses 4.2.3, 4.7.5 and 4.9 of Article 4 of the Charter.
2. This Ordinance relates to fees, charges, fines and debts due to the University and members of the Heriot-Watt Group by the Students. References to the University shall also include members of the Heriot-Watt Group where applicable.
3. In this Ordinance the following definitions of fees, charges, fines and debts apply:
 - 3.1 **Fees** are amounts charged in respect to providing academic tuition/related services. Examples of these fees include tuition fees, registration fees, laboratory deposits, examination fees and graduation fees.
 - 3.2 **Charges** are amounts charged in respect of the social and recreational amenities and services provided by the University. Examples of these charges include residential charges, catering and locker deposits.
 - 3.3 **Fines** are amounts charged to students with a discipline breach, library fines or breach of other University policies where fines are explicitly defined. Examples of these fines could include library fines or damage or injury caused to the University property.
 - 3.4 **Debts** are amounts a Student may be due to the University not already covered in the paragraphs 3.1, 3.2 and 3.3. Examples of debts include loans from a primary organisational unit within the University.
4. Fees, charges, fines and debts are payable and outlined in the Heriot-Watt Student Debt policy (policy hyperlink to follow) for each campus and online learners.
5. Available payment terms/plans for certain fees and charges may vary by campus and are outlined in the individual Heriot-Watt Student Debt policy (policy hyperlink to follow) for each campus and online learners.
6. Treatment of refunds are outlined in the Heriot-Watt Student Debt policy (policy hyperlink to follow) for each campus and online learners.
7. Penalties for non-payment of any fees, charges, fines and debts are outlined in the Heriot-Watt Finance Policy (policy hyperlink to follow) for each campus and online learners.
8. The Court may introduce, abolish or vary as seems appropriate the fees, charges and fines as payable to the University.

Ordinance E1	
Effective Date 1 September 2015 (replacing 'old' Ordinance 2)	
Approved by: Emergency Committee of Court (on behalf of the Court) Court	26 August 2015 20 March 2025
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION E - ORDINANCE 2

Student Union

1. The Student Union is constituted under clause 1 and clause 2 of Article 10 of the Charter.
2. The Student Union shall comprise all eligible Students as specified in the Articles of Association of the Student Union (hereinafter referred to as the “**Articles**”) and the Bye-Laws of the Union (hereinafter referred to as the “**Bye-Laws**”), together with such other persons as may be prescribed by the Executive Committee of the Student Union, except those Students who have exercised their right under section 22(2)(c)(i) of Part II of the Education Act 1994 not to be members. Students who choose not to be members do so in accordance with the Articles. Such Students may not be entitled to the full range of services offered by the Student Union. The University shall ensure that there is no unfair disadvantage to such Students in terms of the range of University facilities made available by the University.
3. The Student Union’s objects will be set out in the Articles.
4. The Articles of the Student Union, as amended from time to time, shall be accessible on the Student Union web pages or from an officer of the Student Union.
5. The Bye-laws of the Student Union, as amended from time to time, shall be accessible on the Student Union web pages.
6. The Student Union shall elect and maintain the Executive Committee of the Student Union which shall act on behalf of the Student Union in the furtherance of its objects and in representing its views to the authorities of the University.
7. The Student Union shall appoint and maintain a Trustee Board which shall act on behalf of the Student Union in the furtherance of its governance, strategy and finances.
8. The Articles shall be prepared by the Trustee Board for the furtherance of the objects of the Student Union and shall be of effect and binding on all members of the Student Union immediately upon receiving the ratification of the Court and the Senate. The Articles shall provide for the manner of elections including elections of the Executive Committee; the appointment of the Trustee Board; the powers and the functions of the Executive Committee and the Trustee Board; the appointment and dissolution of all necessary committees; a complaints procedure for members; and the affiliation of Student societies. The Trustee Board shall review the Articles at least once every five years in consultation with the Student Union.
9. The Court, in accordance with the Articles and the Bye-Laws and on the recommendation of the Trustee Board, may from time to time designate as sabbatical one or more of the posts of office-bearers of the Student Union and may by resolution determine the conditions applying to any such post, provided that no member of the Student Union may hold sabbatical office during more than two years and provided also that no member of the Student Union may hold any such post unless at the time of his or her election he or she is a Student.
10. An office-bearer whose post has been designated as sabbatical shall be required to register as a Student in the year for which he or she holds office. Upon registration, he or she shall be deemed to be registered for the purposes of the Charter, the Statutes, the Ordinances and the Regulations of the University and shall receive an identification card.
11. The Court of the University may, from time to time, approve further constitutional documentation of the Student Union at other campuses of the University or at campuses of members of the Heriot-Watt Group.

Ordinance E2		
Effective Date 1 September 2015 (replacing 'old' Ordinance 3)		
Amended 9 December 2016		
Approved by:		
The Court Emergency Committee of Court (on behalf of the Court)	v2 v1	09 December 2016 26 August 2015
Consultation via: Ordinances and Regulations Committee Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	v2 v1	26 October 2016 31 July 2015 25 August 2015

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SECTION E - ORDINANCE 3

Graduates' Association

1. Establishment

- 1.1. This Ordinance is made in pursuance of Article 10 of the Charter.
- 1.2. The University shall engage with its former students and alumni through a Graduates' Association.
- 1.3. By a resolution dated 9th October 2015 the Court has resolved that the organisation constituted as "The Watt Club" shall be adopted as the Graduates' Association of the University.
- 1.4. The University shall prepare and maintain a register of members of The Watt Club.

2. The Watt Club

- 2.1. The objects of The Watt Club (the Club) shall be set out in The Watt Club Constitution (the Constitution).
- 2.2. The role and membership of the Club shall be set out in the Constitution.
- 2.3. There shall be a Council of the Club (the Council), which shall act on behalf of the Club in the furtherance of its objects.
- 2.4. The role and membership of the Council shall be set out in the Constitution.
- 2.5. A Branch of the Club means an organisation approved by the Council and affiliated to the Club. This is further defined in the Constitution.

3. Appointment to the Court of a Member of The Graduates' Association

- 3.1. In pursuance of paragraph 1 (a) iii of Statute 4, a member of the former Students and alumni of the University shall be appointed to the Court. The procedure for making the appointment is described in the Appendix to this Ordinance E3.
- 3.2. The persons entitled to become candidates for appointment to the Court shall be the members (as defined in the Constitution) of The Watt Club on the date on which the notice inviting applications (expressions of interest) is sent out with the exception of:
 - a) any member who is a member of Staff or a Student (in accordance with paragraph 1 (b) of Statute 4);
 - b) any member who is a member only by virtue of being an honorary graduate of the University; and
 - c) any member who applied for membership of the Club or was invited to join by the Council.
- 3.3. In accordance with paragraph 1 (e) ii of Statute 4, the member(s) of the Court referred to in this Ordinance shall hold office for a period of three years commencing on the date they are appointed and coming to an end on the third anniversary of the date of their appointment. Subject to paragraph 1 (e) vi and paragraph 4 (b) in Statute 4, such members shall be eligible for reappointment for up to two further periods of up to three years, if successful in the selection process set out in the Appendix to this Ordinance E3.

4. Financial Arrangements

- 4.1. In accordance with the Court: Statement of Primary Responsibilities, the Court shall act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University.
- 4.2. Any such property, legacy, endowment, bequest or gift to the University offered to the Club (or Branch(es) of the Club) on the University's behalf shall immediately be notified to the University. The University shall determine whether such offer can be accepted in accordance with its Donor Charter and Gifts Acceptance Policy Statement.
- 4.3. Any funds provided to the Club by the University, shall be applied in accordance with the Financial Memorandum agreed between the Club and the University.

5. Data Protection

- 5.1. The Club (or Branch(es) thereof) acknowledges its obligations as a Data Processor for the University in accordance with the General Data Protection Regulation and the UK Data Protection Act 2018, and any other relevant legislation which protects privacy rights in the UK and other jurisdictions in which the University operates, and shall only process the personal data of alumni and members who are not alumni (together, the data subjects) in accordance with instructions from the University. The Club shall

ensure through agreeing the constitution of the branches that the branches shall comply with data protection legislation.

5.2 The Club and its Branches warrant and undertake that they shall:

- (a) inform data subjects of their rights under the relevant data protection legislation, how data subjects may use those rights, and what steps the University is taking to comply with its obligations under data protection legislation;
- (b) implement appropriate technical and organisational measures to protect the personal data of alumni and members who are not alumni against unauthorised or unlawful processing and against accidental loss, destruction, damage, alteration or disclosure. Such measures shall ensure that the collection, retention, transfer, protection and security, and processing and recording of processing of personal data of data subjects is undertaken lawfully under the terms of the legislation described in section 5.1, above, and the prevailing University Data Protection Policy, and that any breach in data protection is handled in accordance with the relevant legislation and University Data Protection Policy;
- (c) obtain prior consent from the University in order to transfer the personal data of data subjects (alumni members and those who are not alumni members) to any other body for any purpose ;
- (d) enable the University to comply with its obligations as a Data Controller and a Data Processor under the terms of the legislation described in section 5.1, above;
- (e) deliver to the University the full names and home addresses, and other personal data, of data subjects (alumni members and those who are not alumni members) that it collects for any purpose.

6. Marketing and Communication

- 6.1 The Watt Club shall agree from time to time a protocol with the University regarding the use by the Club (and its Branch(es)) of material intended to be published by or on behalf of the Watt Club that bears the University's brand (including its coat of arms and logo), the Heriot-Watt University name or HWU.
- 6.2 Any approved use of the University's brand (including its coat of arms and logo) shall at all times adhere to and comply with the requirements laid out in the University's published Brand Guidelines.
- 6.3 The Club (and its Branch(es)) shall agree in advance with the University the template design and key content of any digital communication channels (i.e. website, social media platforms etc.) which include the University's brand (including its coat of arms and logo), the Heriot-Watt University name or HWU or Heriot-Watt College.
- 6.4 Any material, image or communication published by the Club (and its Branch(es)) which is deemed by the University to damage its brand or reputation shall be immediately withdrawn from use.
- 6.5 The University shall provide such appropriate professional support and guidance to the Watt Club as is determined to be reasonable by the University.
- 6.6 The University and Branches of the Club shall obtain the prior written approval of the Council for all material intended to be published by or on behalf of the University or Branches that:
 - a) bear the Club's brand (including its crest and logo); and/or
 - b) includes the names "Watt Club", or "The Watt Club".

Ordinance E3 Appendix

Appointment to the Court of the Member of the Graduates' Association

This Appendix to Ordinance E3 prescribes the procedures for the selection and appointment to the Court of a member of The Watt Club in accordance with paragraph 1 (a) iii of Statute 4. For the avoidance of doubt, all references in this Appendix to "the Secretary" mean the University Secretary.

1. Eligible persons

- 1.1 A person entitled to be appointed to the position of alumni member of the Court shall be a member (as defined in the Constitution) of The Watt Club on the date on which the notice inviting applications (expressions of interest) is issued, with the exception of those persons excluded in terms of paragraph 3.3 of Ordinance E3.

2. Criteria for selection

- 2.1 The Court, on the recommendation of the Governance and Nominations Committee, shall determine the range of skills and experience required in the Graduates' Association member to be selected. The decision of the Court shall be based on the Court's Skills' Register and the view of the Court on the future balance of expertise and experience required within the Court membership.
- 2.2 All eligible persons who show that they have the particular skills and experience sought in the candidate to fill the vacancy arising shall be eligible to be considered for the vacancy.

3. Invitation to submit an expression of interest

- 3.1 The appointment of the member of the Graduates' Association to the Court shall normally take place at least three months before the expiry of the appointment term of the last appointed person. An invitation to submit an expression of interest shall normally be issued to the population of eligible persons at least five months before the expiry of the appointment term of the last appointed person.
- 3.2 An invitation to submit an expression of interest, together with information about the role and responsibilities of Court members shall be issued by the Watt Club on behalf of the Secretary. The information provided to prospective applicants shall include guidance on the duties and responsibilities of Court members as the Trustees of the University in accordance with the Charities and Trustee Investment (Scotland) Act 2005, and shall include information about the necessary time commitment associated with the role of Court member. The information shall include all other terms and conditions of appointment as the Court may determine shall be set out in the appointment letter for Court membership. In accordance with paragraph 5.3, below, the successful candidate shall be required to confirm their agreement with the terms and conditions prior to Court approval of the appointment.
- 3.3 Advertising material and the candidate information described in paragraph 3.2, above, shall be prepared in accordance with the relevant guidance pertaining to the appointment of independent lay members of the Court as prescribed in the current Court Policy on Court and Court Committee Membership.
- 3.4 Expressions of interest from eligible persons shall be submitted to the Secretary of the Watt Club Council. Each expression of interest shall be in the form of covering letter which includes a statement from the person in relation to their interest in and suitability for the role and the person's Curriculum Vitae.

4. Process of selection

- 4.1 The members of a shortlisting panel with responsibility for determining the shortlist of candidates for interview shall be agreed by the Watt Club Council. The shortlisting panel shall be drawn from the membership of the Watt Club Council and shall include at least three members, one of whom shall be the President of the Watt Club. If the President of the Watt Club is unavailable to participate in the shortlisting panel, the Watt Club Council shall nominate an alternative person from within the Council's membership to serve on the panel.
- 4.2 The shortlisting panel shall include in its shortlisting review all expressions of interest which were received by the deadline date notified for receipt of expressions of interest.
- 4.3 Shortlisting of candidates for interview shall be directed by broad criteria recommended by the Governance and Nominations Committee and approved by the Court. The criteria shall include: particular area(s) of expertise sought (determined following review of the Court Skills' Register), ability and willingness of the candidate to make the necessary time commitment; and a strong track record of leadership and decision-making roles in the area of expertise sought. Other criteria may be set, such as previous experience in a

non-executive governance role. With the exception of the essential criterion of a person's willingness and ability to make the full time commitment associated with the role of Court member, criteria shall be used only to select candidates on the basis of their expertise and experience.

- 4.4 The Secretary of the Watt Club Council shall be responsible for ensuring that the process of review of expressions of interest to determine the interview shortlist is conducted fairly and in accordance with the agreed criteria.
- 4.5 Review of expressions of interest to determine the agreed interview shortlist shall normally be completed within three weeks of the deadline date for receipt of expressions of interest.
- 4.6 The Secretary of the Watt Club Council shall be responsible for relaying in full the expressions of interest of those persons who have been shortlisted for interview to the Secretary as soon as may be following completion of the interview shortlisting process.
- 4.7 The number of candidates shortlisted for interview shall not normally be fewer than two or more than eight.
- 4.8 Alongside the expressions of interest of those candidates shortlisted for interview, the Secretary of the Watt Club Council shall send to the Secretary a summary report of those candidates who were not shortlisted. The summary report shall confirm in each case the criterion or criteria that were not sufficiently met by the candidate, causing them to be excluded from the shortlist.
- 4.9 Shortlisted candidates shall participate in an interview in person, or via remote means, conducted by a panel which shall consist of three members. The membership of the panel shall comprise the President of the Watt Club, the Chair of Court or the Deputy Chair of Court and one further member of the Watt Club Council or an existing or previous independent lay member of the Court who is a member of the Watt Club. The Secretary shall be invited to sit in attendance at each interview. The currently serving alumni member on the Court shall not be eligible to be involved in the recruitment of their successor, but he or she may act in an advisory capacity providing advice on the role if approached to do so by an interested candidate.
- 4.10 If the President of the Watt Club is unavailable to serve on the interview panel within a reasonable timescale the Watt Club Council shall nominate an alternative member of the Watt Club Council to serve in that place. If the Chair of Court and the Deputy Chair of Court are both unavailable to serve on the interview panel within a reasonable timescale the Governance and Nominations Committee shall nominate another independent lay member of the Court to serve in that place. If the third member of the panel is unavailable to serve on the interview panel within a reasonable timescale the Watt Club Council shall agree on the alternatives of an earlier serving alumni member of the Court, or an alternate member of the Watt Club Council, or an existing independent lay member of the Court who is able and willing to serve in that place.
- 4.11 Shortlisted candidates shall be eligible to receive reasonable expenses for attending an interview in line with the University's Policy for interview attendance.
- 4.12 The recommendation of the interview panel for appointment of a candidate shall be reported by the Secretary to the Governance and Nominations Committee. The recommendation, which shall make reference to the candidate's contribution to the Court Skills Matrix, shall be accompanied by the CV submitted by the candidate with their expression of interest. It shall be the responsibility of the Governance and Nominations Committee to report the recommendation to the Court.

5. Appointment

- 5.1. In accordance with paragraph 1 (e) ii of Statute 4, the member(s) of the Court referred to in this Ordinance shall hold office for a period of three years commencing on the date they are appointed and coming to an end on the third anniversary of the date of their appointment. Subject to paragraph 1 (e) vi and paragraph 4 (b) in Statute 4, such members shall be eligible for reappointment for up to two further periods of up to three years, if successful in the selection process set out in this Appendix.
- 5.2. The Court shall make the appointment of the member of the Court in the category of alumni member on the recommendation of the Governance and Nominations Committee.
- 5.3. The approval of the appointment by the Court shall be subject to signed agreement by the person to the terms and conditions of Court membership as determined by the Court for all appointed members.
- 5.4. If a casual vacancy should arise in relation to a member appointed in terms of clause 1 (a) iii of Statute 4, the Court, may choose following receipt of recommendations from the Watt Club Council and the Governance and Nominations Committee to appoint a new member to serve for the unexpired portion of the membership term of the previous member.
- 5.5. The membership terms shall be eligible to be renewed, subject to the person remaining eligible for future membership of the Court in the category defined by clause 1 (a) iii of Statute 4.

Ordinance E3	
Effective Date 1 September 2015 (replacing 'old' Ordinance 6)	
Amended 23 March 2023	
Approved by: The Court The Court The Court	<i>9 October 2015 13 December 2019 23 March 2023</i>
Consultation via: Watt Club Council Ordinances and Regulations Committee Senate Governance and Nominations Committee	<i>In the course of 2018, 2019 and 2022/23</i>

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SECTION E - ORDINANCE 4

Student Discipline

1. GENERAL

- 1.1** The Ordinance is made in pursuance of clause 4.3.1 of Article 4 of the Charter and clause (xi) of paragraph 2 of Statute 5.
- 1.2** Every Student of the University is required at all times to be of good behaviour and to observe all Ordinances, Regulations, procedures and rules affecting him or her which may be applied from time to time by the University or other institution which he or she attends as part of a Programme of Study.
- 1.3** It is the responsibility of a Student to acquaint themselves with all Ordinances, Regulations, policies, procedures, rules, notices and other announcements that affect them.
- 1.4** Detailed procedures shall be prescribed or regulated by the Senate in *Regulation A13: Student Discipline*.
- 1.4.1** Regulation A13, Student Discipline shall contain:
- 1.4.1.1 categories of offences;
 - 1.4.1.2 jurisdiction of Staff, committees and boards to deal with disciplinary matters;
 - 1.4.1.3 a right of appeal; and
 - 1.4.1.4 constitution of committees and boards established to deal with disciplinary matters.
- 1.4.2** Procedures shall prescribe:
- 1.4.2.1 classification of offences;
 - 1.4.2.2 definition of offences;
 - 1.4.2.3 procedures for managing and regulating Student discipline;
 - 1.4.2.4 appeals procedures;
 - 1.4.2.5 penalties;
 - 1.4.2.6 the reporting and recording of disciplinary proceedings; and
 - 1.4.2.7 service of notices and documents.

Ordinance E4	
Effective Date 1 September 2015	
Amended 28 June 2021	
Approved by: Revised version: Court	28 June 2021
1 st edition: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Governance & Nominations Committee	7 June 2021 16 June 2021 21 June 2021

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SECTION E - ORDINANCE 5

Sports Union

1. This Ordinance is made in pursuance of clause 4.9 of Article 4 of the Charter.
2. There shall be a Sports Union of the University.
3. The Sports Union shall be the sole Student body responsible for Student sport at the Edinburgh Campus and shall provide a diverse range of sporting experiences for Students, Staff and the community, ranging from casual participation to excellence.
4. The Sports Union shall collaborate with the Student Union, the Student Council, the Student Association and Registry and Academic Support (RAS) to provide appropriate local sporting experiences on the other campuses.
5. The Court may, from time to time, approve further constitutional documentation at other campuses of the University or at campuses of members of the Heriot-Watt Group.
6. The objects of the Sports Union shall be set out in the Sports Union Constitution (the Constitution).
7. The role and membership of the Sports Union shall be set out in the Constitution.
8. The Sports Union shall elect and maintain an Executive Committee which shall act on behalf of the Sports Union in the furtherance of its objects and in representing its views to the authorities of the University. The Constitution shall provide for the constitution, the manner of election, the powers and the functions of the Executive Committee and the appointment of all necessary sub-committees.
9. Membership of the Sports Union shall be granted to sports clubs which have met the criteria prescribed in the Constitution (The Constituted Clubs).
10. The Sports Union Constitution shall be reviewed on a regular basis and any amendments will require the approval of the Court.
11. The Officers and Staff of the Sports Union shall work under the overall supervision of the Oriam Executive Director, the Oriam Head of Delivery, and the Sports Union Supervisor; Oriam being Scotland's Sports Performance Centre based on the Edinburgh Campus.

Ordinance E5	
Effective Date 1 September 2015 (replacing 'old' Ordinance 29)	
Amended 26 June 2023	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court	26 August 2015 26 June 2023
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	2015 and in the course of 2022/23

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SECTION F - ORDINANCE 1

Staff Congress

1. General

1.1 This Ordinance is made in pursuance of Article 21 of the Charter.

1.2 There shall be a Staff Congress of the University.

2. Membership

2.1 All members of Staff shall be members of the Staff Congress.

3. Powers and Functions

3.1 The powers and functions of the Staff Congress shall be as follows:

- (a) to discuss and declare an opinion on any matters relating to the University including any matters referred to it by the Court or the Senate;
- (b) to communicate directly with the Court or the Senate on any matter affecting the University; and
- (c) to invite any other categories of Staff or any persons whose knowledge and experience would be of value, to attend and address its meetings.

4. Chair

4.1 The Principal shall normally Chair the Staff Congress.

4.2 If the Principal wishes to address the Staff Congress without the encumbrance of the Chair he or she may invite the Vice-Principal to act as Chair for the whole or part of a particular meeting.

4.3 In the absence of the Principal and the Vice-Principal the Chair for a meeting shall be a member of the Staff Congress nominated by the Principal, whom failing a person elected from among the members of the Staff Congress present at the meeting.

5. Meetings

5.1 The Staff Congress shall meet at least once in every year to be addressed by the Principal.

5.2 A member of the Staff Congress may raise any matter at the meeting provided that notice of any such matter is made in writing to the Principal before the date of the meeting of the Staff Congress.

5.3 The Chair shall normally allow from the floor of the meeting questions connected with any matter being considered at the meeting but may refuse to allow other questions or statements. The Chair shall be the final arbiter as to whether a question is connected to the matter in hand.

5.4 A Special Meeting of the Staff Congress may be convened at any time by the Chair, or by the Principal, or on the written request of not fewer than twenty-five members of the Staff Congress. Notice of at least twenty-four hours shall be given in advance of any meeting of the Staff Congress.

Ordinance F1	
Effective Date 1 September 2015 (replacing 'old' Ordinance 15)	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION F - ORDINANCE 2

Appointment of Academic Staff by external appointment or internal promotion

1. General

- 1.1 This Ordinance F2 is made in pursuance of Article 4.4 of the Charter.
- 1.2 Academic Staff shall be appointed according to the processes set out in the relevant University policies and recruitment and selection procedures. The composition of selection committees should reflect best practice principles in line with the University's commitments to inclusion and diversity. In all cases a commitment to have balanced gender on each selection committee should be a priority.
- 1.3 This Ordinance governs the appointments to the post of Professor (including Professorial Fellow), Senior Research Fellow, Associate Professor, Research Fellow, Assistant Professor. The appointment of other Academic Staff (Teaching Assistant, Research Assistant, Research Associate) as defined in Ordinance A1 *Definitions and Interpretation* will be conducted in accordance with agreed [recruitment policies, processes and procedures](#).
- 1.4 All appointments made under this Ordinance shall be reported to the Senate on a bi-annual basis.
- 1.5 The Senate Committee for Interim Business and Effectiveness (SCIBE) will review the operation of this Ordinance on at least a two-yearly basis.

2. Professor (including Professorial Fellow)

- 2.1 The SCIBE, with authority delegated from the Senate, will appoint a selection committee for the appointment of, or promotion to, the position of a Professor or Professorial Fellow.
- 2.2 The committee shall comprise:
 - (a) the Principal and Vice-Chancellor, who shall be the Chair,
 - (b) the Head of Primary Academic Unit to which the professor is to be appointed (the 'appointing Primary Academic Unit');
 - (c) a Dean, who shall not be from the same academic discipline as the post in question; and
 - (d) not fewer than four other persons of whom:
 - i) at least two shall be professors of the University, with at least one based in a Primary Academic Unit other than the appointing Primary Academic Unit, and
 - ii) at least two shall be external experts, nominated by the Chair with the advice of the Head of Primary Academic Unit. An external expert shall not be employed by the University, or any member of the Heriot-Watt Group.
- 2.3 The Principal may delegate the role of Chair to the Vice-Principal and Provost, a Deputy Principal, or a Provost.
- 2.4 Where the Head of Primary Academic Unit is unavailable in exceptional circumstances e.g. due to ill-health, they will be permitted to nominate an alternate. The alternate must hold the position of Deputy Head, or Associate Head, or another recognised position within the PAU with a clear line of responsibility to the Head, eg a Director of Learning and Teaching, Director of Research, or Director of Academic Quality.
- 2.5 The designated Dean may delegate to another Dean, but not to an Associate Dean or other alternate.
- 2.6 An external expert may participate in person or in writing.
- 2.7 Before approving an appointment or a promotion, the committee shall obtain written academic references from at least four referees external to the University and the Heriot-Watt Group, nominated by the candidate. Where an offer of employment is to be made then two employment references will always be taken, including one from the current or most recent employer of the nominated candidate.
- 2.8 It shall not be competent for the holder of a professorial chair to be a member of a committee dealing with the appointment of their successor to that chair.
- 2.9 Notwithstanding the provisions of paragraphs 2.1 and 2.2, if the appointment is to the position of Principal and Vice-Chancellor, or Vice-Principal and Provost, the committee shall be constituted as prescribed in Ordinance H1 or Ordinance J1 respectively.

3. Senior Research Fellow or Associate Professor

- 3.1** A committee shall be established under the authority of a Head of Primary Academic Unit in consultation with the Human Resources Directorate, to consider and approve the appointment of, or promotion to, the post of Senior Research Fellow or Associate Professor. The committee shall include:
- a)** the Principal and Vice-Chancellor, or the Vice-Principal and Provost, or a Deputy Principal, or a Provost nominated by the Principal, who shall be the Chair;
 - b)** the Head of the appointing Primary Academic Unit;
 - c)** a Dean, who shall not be from the same academic discipline as the post in question ; and
 - d)** at least one co-opted member to ensure subject expertise, or other factor, at the discretion of the Chair.
- 3.2** The Head of Primary Academic Unit will be permitted to nominate an alternate, who must hold a senior academic position within the PAU with a clear line of responsibility to the Head and normally would be a professor. There follows an indicative but non-exclusive list of senior academic positions within a PAU: Deputy Head of PAU, Director of Learning and Teaching, Director of Research, Director of Academic Quality.
- 3.3** The designated Dean may delegate to another person who is not from the same academic discipline as the post in question, and who may be a Dean, or an Associate Dean.
- 3.4** Before approving an appointment or a promotion the committee shall obtain written academic references from at least two referees external to the University. Where an offer of employment is to be made then at least two employment references will always be taken, including one from the nominated current or most recent employer of the candidate.

4. Assistant Professor and Research Fellow

- 4.1** A committee shall be established under the authority of a Head of Primary Academic Unit in consultation with the Human Resources Directorate to consider and approve the appointment of, or promotion to, the post of Assistant Professor or Research Fellow. The committee shall include:
- (a)** the Vice-Principal and Provost, or a Deputy Principal, or a Provost or other senior academic as nominated by the Principal;
 - (b)** the Chair shall be the Head of the appointing Primary Academic Unit, or a nominee;
 - (c)** a Dean, who shall not be from the same academic discipline as the post in question; and
 - (d)** at least one co-opted member to ensure subject expertise, or other factor, at the discretion of the Chair.
- 4.2** The Head of Primary Academic Unit will be permitted to nominate an alternate, who must hold a senior academic position within the PAU with a clear line of responsibility to the Head and normally would be a professor. There follows an indicative but non-exclusive list of senior academic positions within a PAU: Deputy Head of PAU, Director of Learning and Teaching, Director of Research, Director of Academic Quality.
- 4.3** The Dean may delegate membership to another person who is not from the same academic discipline as the post in question, and who may be a Dean, or an Associate Dean.
- 4.4** Before approving an appointment or a promotion the committee shall obtain written academic references from at least two referees external to the University. Where an offer of employment is to be made then at least two employment references will always be taken, including one from the nominated current or most recent employer of the candidate.

5. Co-option

- 5.1** Any committee convened with the purpose of the appointment of Staff in terms of this Ordinance F2 shall have the power to co-opt additional members at the discretion of the Chair.

6. Participation

- 6.1** 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.
- 6.2** Membership of a selection committee should remain consistent, as far as possible, for the assessment of all candidates.

- 6.3** In exceptional circumstances, and at the discretion of the Chair, a member of an appointment committee may be permitted to contribute to a decision via correspondence.

Ordinance F2	
Effective Date 1 September 2015 Amended December 2020 Further Amendment June 2021	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court	<i>26 August 2015 13 December 2020 28 June 2021</i>
Consultation via: Ordinances and Regulations Committee Senate Governance and Nominations Committee	<i>7 June 2021 16 June 2021 21 June 2021</i>

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SECTION F - ORDINANCE 2A

Appointment of Professional Services Staff by external appointment or internal promotion

1. Professional Services Staff

- 1.1 The appointment of a member of Professional Services Staff shall be made in accordance with the relevant University [policies and procedures](#).
- 1.2 Notwithstanding the provisions of paragraph 1.1, if the appointment is to the position of Secretary, the committee shall be constituted as prescribed in Ordinance K1.

Ordinance F2A	
Effective Date 28 June 2021	
Approved by: The Court	<i>28 June 2021</i>
Consultation via: Ordinances and Regulations Committee The Senate Governance & Nominations Committee	<i>7 June 2021 16 June 2021 21 June 2021</i>

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SECTION F - ORDINANCE 3

Duties of Academic Staff

1. This Ordinance is made in pursuance of Clause 4 of Article 4 of the Charter.
2. It shall be the duty of each member of the Academic Staff to devote himself or herself to the advancement of knowledge in his or her subject, to give instruction therein to Students and to promote the interests of the University as a place of research, knowledge exchange, scholarship, learning and teaching.
3. A member of the Academic Staff may undertake work of a consultancy nature in accordance with rules which may be made from time to time by the Court and he or she may undertake other duties such as those of external examiners for other institutions, or service on governing bodies of professional associations, , provided always that no member of the Academic Staff shall at any time undertake work outside the scope of his or her office to such an extent that it interferes with the satisfactory performance of the duties of his or her office.
4. The Court has delegated authority to implement the policies and procedures relating to the duties, remuneration and terms and conditions of service of Academic Staff to the Principal.
5. The Court shall have power to grant leave of absence or sabbatical leave to any member of the Academic Staff.
6. The Court has delegated the authority for granting leave of absence or sabbatical leave to Heads of School. Procedures for Leave of Absence and Sabbatical Leave are available for consultation on the University's website at <https://www.hw.ac.uk/uk/services/human-resources/human-resources-policies.htm>.

Ordinance F3	
Effective Date 1 September 2015 (replacing 'old' Ordinance 17)	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION F - ORDINANCE 4

Emeritus Titles

1. This Ordinance is made in pursuance of Article 4.4.2 of the Charter.
2. The Senate Committee for Interim Business and Effectiveness (SCIBE), with the delegated authority of the Senate, shall confer the following emeritus titles which may be amended from time to time:
 - 2.1 Professor Emeritus
 - 2.2 Professor Emerita
 - 2.3 Professor Emeritum
 - 2.4 Professorial Fellow Emeritus
 - 2.5 Professorial Fellow Emerita
 - 2.6 Professorial Fellow Emeritum
3. The Senate has delegated the authority for conferring emeritus titles or for authorising the resumption of the use of an emeritus title following any temporary period of abeyance to the SCIBE.
4. Emeritus titles shall be conferred for the lifetime of the recipient, subject to any conditions as may be determined by the Senate in a policy approved by the Senate in support of this Ordinance F4.
5. A person upon whom an emeritus title has been conferred shall not ipso facto be entitled to membership of any statutory body of the University or of a member of the Heriot-Watt Group or the exercise of any administrative function.
6. A person holding an emeritus title shall for the purposes of their agreed, written association with the University be considered as a 'relevant person' under the Further and Higher Education (Scotland) Act 2005 and shall be permitted to carry the rights and responsibilities of Academic Freedom as prescribed in Ordinance M1: Academic Freedom.
7. The nominations process and other processes which relate to the conferment of an emeritus title or arrangements for any temporary period of abeyance in the use of the title, eligibility criteria, the rights and responsibilities of title holders and the conditions associated with the holding of an emeritus title shall be prescribed in a policy approved by the Senate in support of this Ordinance F4.
8. An emeritus title may be revoked by the Senate under circumstances prescribed in a policy approved by the Senate in support of this Ordinance F4.

Ordinance F4	
Effective Date 1 September 2015 (replacing 'old' Ordinance 18 'Emeritus Professors') Amended with new title 'Emeritus Titles' from June 2020	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court	<i>26 August 2015</i> <i>29 June 2020</i>
Consultation via: Ordinances and Regulations Committee Senate Governance and Nominations Committee	<i>June 2020</i> <i>June 2020</i> <i>June 2020</i>

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SECTION F - ORDINANCE 5

Disciplinary, Removal and Grievance Procedures for Members of Staff

1. This Ordinance is made in pursuance of Statute 7 and shall in every case be construed to give effect to the guiding principle of ensuring the academic freedom of any member of Academic Staff and other members of Staff engaged in teaching or in the provision of learning or research.
2. The guiding principles referred to in paragraph 2 of Statute 8 shall be adhered to throughout the drafting, consultation and approval of the University's disciplinary, removal, grievance and appeal procedures for members of Staff. Consistency or otherwise with paragraph 2 of Statute 8 shall be stated at each stage of the process.
3. The University's disciplinary, removal, grievance and appeal procedures for members of Staff (hereinafter referred to as "**procedures**") shall be approved by the Court and shall be subject to the University consultation and approval process including consultation with recognised trade unions with a view to reaching agreement. Where these procedures apply to a member of Staff to whom academic freedom applies including Academic Staff, this shall include consultation with the Senate. These procedures shall relate to the following:
 - (i) the handling of disciplinary cases, including the dismissal of members of Staff by reason of misconduct and for appeals against disciplinary action;
 - (ii) the dismissal of members of Staff by reason of redundancy and appeals against such dismissals;
 - (iii) the dismissal of a member of Staff (following confirmation in post after his or her probationary period) by reason of unsatisfactory performance (capability) and appeals against such dismissals;
 - (iv) the dismissal of members of Staff on the grounds of ill health or medical incapacity and appeals against such dismissals;
 - (v) the handling of grievances raised by members of Staff and of grievance appeals;
 - (vi) the handling of alleged infringements of academic freedom.
4. Consultation with the Senate on any proposal for a new or modified procedure shall take place following the proposal's consideration by the University Executive and prior to its consideration by the Staff Committee of the Court. The Senate shall receive all documentation considered by the University Executive, including any recommendations or proposed amendments that have been made by the University Executive.
5. Consultation with the Senate on the procedures shall take place at a meeting of the Senate. The views of the Senate on proposed new or modified procedures shall be provided in a report for consideration by the Staff Committee. Where such a report from the Senate is being considered by the Staff Committee, then a Dean shall be in attendance at the meeting.
6. The Senate, for its part, shall provide views to the Staff Committee. The Staff Committee, in its report to the Court, shall include the views of the Senate. The Court shall respect and give full consideration to the views of the Senate on the procedures. Following consideration by the Court of the report from the Staff Committee, the Court shall provide for the Senate a summary of its deliberations, including the reasons for any instances where the recommendations of the Senate have not been accepted.
7. To ensure the University's compliance with employment law, any amendment, required to the procedures as a result of changes to relevant employment law within a period of time which would not allow consideration under the aforementioned consultation processes, shall be considered by the Senate Committee for Interim Business and Effectiveness (SCIBE), acting with the delegated authority of the Senate. Such an amendment shall be communicated to individual members of the Senate prior to consideration by the SCIBE. Outcomes shall be reported by the SCIBE at the subsequent meeting of the Senate. In such circumstances the Senate shall be informed of the reasons for following the process specified in this paragraph. The Emergency Committee of the Court shall approve such amendments to the procedures. Any amendment which has been approved in this way shall subsequently be subject to the process of consultation set out in paragraphs 2 to 6 of this Ordinance.
8. The procedures, as amended from time to time, are accessible on the University's website: <https://www.hw.ac.uk/uk/services/human-resources/human-resources-policies.htm>.

Ordinance F5	
Effective Date 1 September 2015 (replacing 'old' Ordinances 53 and 55)	
Amended December 2018	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court	<i>26 August 2015</i> <i>14 December 2018</i>
Consultation via: Ordinances and Regulations Committee Senate Committee for Interim Business and Effectiveness	<i>10 Oct 2018</i> <i>15 Nov 2018</i>

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SECTION F - ORDINANCE 6

Honorary Titles

1. This Ordinance is made in pursuance of clause 4.2.5 of Article 4 of the Charter and clause (iv) of paragraph 2 of Statute 5.
2. The Senate Committee for Interim Business and Effectiveness (SCIBE), with the delegated authority of the Senate, shall confer the following honorary titles:
 - 2.1 Honorary Professor;
 - 2.2 Honorary Professorial Fellow;
 - 2.3 Honorary Associate Professor;
 - 2.4 Honorary Assistant Professor;
 - 2.5 Honorary Research Fellow; and
 - 2.6 Honorary Fellow.
3. Honorary titles should recognise a contribution to teaching and/or research of the University, or input through professional standing, in the interests of the University.
4. The titles referred to in paragraph 2 may be conferred on any person who is not a member of Staff, who has a close association with a Primary Academic Unit, and who meets the criteria for the title set out below and in a policy approved by the Senate in support of this Ordinance F6 The title to be conferred will depend on the level of distinction and qualification of the candidate.
5. **Criteria for Appointment**

The criteria which shall be used to determine the eligibility of a person for the title shall include the following as appropriate:

 - 5.1 A level of professional standing, normally demonstrating achievement and ability in either teaching or research, at a level appropriate to the level of the honorary title.
 - 5.2 Where a candidate is based outside the university sector, the appropriate title may be conferred on the basis of non-academic professional standing.
 - 5.3 Evidence of an impact on society through public acknowledgement or through published work.
 - 5.4 Making a demonstrable significant contribution to a Primary Academic Unit I and/or the University.
 - 5.5 The title of Honorary Fellow may be conferred in recognition of an association with the University through either a contribution to the teaching of a programme of study validated by the University or making a significant contribution to the University or a member of the Heriot-Watt Group.
6. The Senate has delegated the authority for conferring an honorary title or for authorising the resumption of the use of the title following any temporary period of abeyance to the SCIBE. Honorary titles shall normally be conferred for a period of up to three years in the first instance and may be extended. A nomination to extend the period for which a title is conferred shall include evidence of a candidate's contribution to the University during the period they have held the title and any proposed future contribution. When renewing the period of use of an honorary title it shall be appropriate to consider whether to offer a different type or level of status of title if the nature or academic level of the person's contribution is expected to change.
7. If the period of the title has lapsed for a period of more than three months a fresh nomination shall be required.
8. Conferment of one of the aforementioned honorary titles shall not entitle an individual to membership of any statutory body of the University or of a member of the Heriot-Watt Group, or the exercise of any administrative function.
9. A person holding an honorary title shall for the purposes of their agreed, written association with the University be considered as a 'relevant person' under the Further and Higher Education (Scotland) Act 2005 and shall be permitted to carry the rights and responsibilities of Academic Freedom as prescribed in Ordinance M1: Academic Freedom.
10. The nominations process and other processes which relate to the conferment of an honorary title or arrangements for any temporary period of abeyance in the use of the title, eligibility criteria, the rights and responsibilities of title holders and the conditions associated with the holding of an honorary title shall be prescribed in a policy approved by the Senate in support of this Ordinance F6.
11. An honorary title may be revoked by the Senate under circumstances prescribed in a policy approved by the Senate in support of this Ordinance F6.

Ordinance F6	
Effective Date 1 September 2015 (replacing 'old' Ordinance 23)	
Amended June 2020	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court	26 August 2015 29 June 2020
Consultation via: Ordinances and Regulations Committee Senate Governance and Nominations Committee	June 2020 June 2020 June 2020

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SECTION F - ORDINANCE 7

Visiting Titles

1. This Ordinance is made in pursuance of Article 4.4.2 of the Charter.
2. The Senate Committee for Interim Business and Effectiveness (SCIBE), with the delegated authority of the Senate, shall confer the following honorary titles:
 - 2.1 Visiting Professor
 - 2.2 Visiting Professorial Fellow
 - 2.3 Visiting Associate Professor
 - 2.4 Visiting Assistant Professor
 - 2.5 Visiting Research Fellow
3. The SCIBE may confer a visiting title on any person who is not a member of the Staff of the University but who is temporarily associated with the University to make a defined contribution as agreed in writing. The recipient shall normally be distinguished in his or her field of study and normally will hold (or have held) an equivalent position in another Higher Education institution.
4. Visiting titles shall normally be conferred for a period of up to three years in the first instance and may be extended. A person who accepts a visiting title is eligible through prior agreement, and in accordance with the relevant Human Resources and finance policies and regulations, to receive remuneration from the University in relation to their contributions. A person upon whom a visiting title has been conferred shall not *ipso facto* be entitled to membership of any statutory body of the University or of a member of the Heriot-Watt Group or the exercise of any administrative function.
5. A person holding a visiting title shall for the purposes of their agreed, written association with the University be considered as a 'relevant person' under the Further and Higher Education (Scotland) Act 2005 and shall be permitted to carry the rights and responsibilities of Academic Freedom as prescribed in Ordinance M1: Academic Freedom.
6. The Senate has delegated to the SCIBE the authority for conferring a visiting title and for setting the period of conferment and any extensions.
7. The nominations process and other processes which relate to the conferment of a visiting title or arrangements for any temporary period of abeyance in the use of the title, eligibility criteria, the rights and responsibilities of title holders and the conditions associated with the holding of a visiting title shall be prescribed in a policy approved by the Senate in support of this Ordinance F7.
8. A visiting title may be revoked by the Senate under circumstances prescribed in a policy approved by the Senate in support of this Ordinance F7.

Ordinance F7	
Effective Date 1 September 2015 (replacing 'old' Ordinance 24) (Titled 'Visiting Professor')	
Amended June 2020, as 'Visiting Titles'	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court	26 August 2015 29 June 2020
Consultation via: Ordinances and Regulations Committee Senate Governance and Nominations Committee	June 2020 June 2020 June 2020

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SECTION F - ORDINANCE 8

Head of Primary Academic Unit

1. This Ordinance is made in pursuance of clause 4.4.2 of Article 4 of the Charter and applies to the appointment of a Head of Primary Academic Unit.
2. **Appointment**
 - 2.1 The Head of each Primary Academic Unit shall be appointed by the Court.
 - 2.2 The Court shall act on the recommendation of the Senate Committee for Interim Business and Effectiveness (SCIBE). Before making a recommendation the SCIBE shall receive advice from a Selection Committee appointed by the SCIBE.
 - 2.3 At the commencement of a process to appoint or reappoint a Head of Primary Academic Unit, the University Secretary shall invite the Staff of the Primary Academic Unit to express their views on the forthcoming appointment of a Head of the Primary Academic Unit. Later in the process, short-listed candidates for the position of Head of Primary Academic Unit shall be invited to present to groups of Staff of the Primary Academic Unit.
 - 2.4 Feedback from the processes described in paragraph 2.3 should be made to a Dean who shall be selected by the SCIBE and who shall not be a Staff member of the Primary Academic Unit where the appointment is to be made. The Dean shall convey a summary of these views to the members of the Selection Committee.
 - 2.5 No recommendation shall be made in accordance with paragraph 2.2 earlier than one month after the members of Staff have been invited to express their views in accordance with paragraph 2.3.
 - 2.6 The Selection Committee shall consist of:
 - a) The Principal & Vice-Chancellor, who shall be the Chair;
 - b) the Vice-Principal & Provost;
 - c) the Dean appointed by the SCIBE, as per paragraph 2.4, who shall not be from the same Primary Academic Unit as the post in question; and
 - d) not fewer than five other persons of whom:
 - I. at least two shall be professors of the University with at least one based in a Primary Academic Unit other than the appointing Primary Academic Unit; and
 - II. at least two shall be external experts nominated by the Chair. An external expert shall not be employed by the University, or any member of the Heriot-Watt Group. An external expert may participate in person or in writing.
 - 2.7 The Principal & Vice-Chancellor may delegate the role of Chair to the Vice-Principal and Provost.
 - 2.8 Before giving advice a Selection Committee shall obtain written academic references from at least four referees external to the University and the Heriot-Watt Group, excluding any of its Honorary Professors. Where an offer of employment is to be made then two employment references will always be taken, including one from the current or most recent employer of the nominated candidate.
 - 2.9 It shall not be competent for a Head of Primary Academic Unit to be a member of a committee dealing with the appointment of their successor.
 - 2.10 This Ordinance F8 is intended to be considered in conjunction with Ordinance F2: *Appointment of Academic Staff by external appointment or internal promotion*, and to provide for the authority of the joint committee prescribed in this Ordinance F8 to recommend the appointment of a person to the position of Head of Primary Academic Unit and also to appoint that person as a professor of the University.
 - 2.11 The title of the Head of Primary Academic Unit will be Executive Dean.
3. **Period of Office**
 - 3.1 The Head of Primary Academic Unit shall be appointed for a period not exceeding five years and shall be eligible for re-appointment.
 - 3.2 The term of office of the Head of Primary Academic Unit shall normally end on the last day of July.

4. Responsibilities

- 4.1** The Head of Primary Academic Unit shall be responsible to the Principal & Vice-Chancellor. The responsibilities delegated by the Principal & Vice-Chancellor to the Head of Primary Academic Unit shall be detailed in a memorandum of agreement from the Principal & Vice-Chancellor to the Head of the Primary Academic Unit.
- 4.2** The Principal & Vice-Chancellor may delegate the responsibilities detailed in paragraph 4.1 to the Vice-Principal & Provost.

5. Resignation

- 5.1** The Head of Primary Academic Unit may resign office by writing to the Secretary giving three months' notice.

Ordinance F8	
Effective Date 1 September 2015 (replacing 'old' Ordinance 26)	
Amended December 2021	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court	<i>26 August 2015 16 Dec 2021</i>
Consultation via: Ordinances and Regulations Committee Senate	<i>December 2021 December 2021</i>

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SECTION G - ORDINANCE 1

Appointment and Duties of the Chancellor

1. This Ordinance is made in pursuance of Article 11 of the Charter and paragraph 1 of Statute 2 and paragraph 1 of Statute 6.

2. Appointment of the Chancellor

- 2.1 The Chancellor shall be appointed, on the recommendation of a joint committee of the Court and the Senate, by the Court.
- 2.2 The joint committee shall consist of the Chair of the Court *ex officio*, the Principal *ex officio*, four members of the Court appointed by the Court and four members of the Senate appointed by the Senate.
- 2.3 The Chair of the Court shall be the Chair of the joint committee.
- 2.4 The joint committee shall invite members of the Court, members of the Senate, and members of the Staff, and any appropriate external advisors identified by the joint committee, to submit views relevant to the appointment and may undertake such consultations as are appropriate.
- 2.5 Before a recommendation is made to the Court regarding the appointment of the Chancellor, the recommendation shall be notified in a report to the Senate and the Senate shall convey its views thereon to the Court.
- 2.6 It shall not be competent for the Chancellor to take part in the procedures involved in the appointment of his or her successor.

3. Duties of the Chancellor

3.1 The Chancellor has a range of duties which include the following:

3.1.1 Ceremonial duties

The Chancellor:

- (a) presides over Congregations for conferment of University degrees, diplomas and other awards. The Chancellor may be called, subject to his or her availability, to preside over Congregations held overseas;
- (b) confers academic awards of the University and honorary degree awards on persons approved by the Senate to receive such awards;
- (c) presides over such other ceremonies of the University as befits the office of the Chancellor; and
- (d) leads processions at ceremonial occasions including Congregations and other formal events, including, where appropriate, ceremonies at other institutions.

3.1.2 Court duties

The Chancellor receives papers for, and is eligible to attend, meetings of the Court.

3.1.3 Ambassadorial and representative role

The Chancellor:

- (a) has an ambassadorial role, as an advocate for the University, articulating and promoting the mission and the achievements of the University in the public domain and maintaining an interest in the University's strategic development ambitions; and
- (b) provides support to the University:
 - as a link to the University's wider community of stakeholders;
 - as an advocate of higher education and in the contribution of the University to the advancement of knowledge, culture of learning and diversity;
 - by keeping abreast of the major strategic and policy issues which feature in the life of the University; and
 - by supporting the University's values.

Ordinance G1	
Effective Date 1 September 2015 (replacing 'old' Ordinance 35)	
Amendment took effect 24 June 2019	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by Court	26 August 2015 24 June 2019
Consultation via: Ordinances and Regulations Committee Senate	29 April 2019 11 June 2019

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SECTION G - ORDINANCE 2

Appointment and Duties of a Pro-Chancellor of the University

1. This Ordinance is made in pursuance of Article 12 of the Charter and paragraph 2 of Statute 2 and paragraph 1 of Statute 6.
2. **Appointment of a Pro-Chancellor**
 - 2.1 A Pro-Chancellor shall be appointed, on the recommendation of a joint committee of the Court and the Senate, by the Court.
 - 2.2 The joint committee shall consist of the Chair of the Court *ex officio*, the Principal *ex officio*, two members of the Court appointed by the Court and two members of the Senate appointed by the Senate.
 - 2.3 The Chair of the Court shall be the Chair of the joint committee.
 - 2.4 The joint committee shall invite members of the Court, members of the Senate, and members of the Staff, and any appropriate external advisors identified by the joint committee, to submit views relevant to the appointment and may undertake such consultations as are appropriate.
 - 2.5 Before a recommendation is made to the Court the recommendation shall be notified in a report to the Senate and the Senate shall convey its views thereon to the Court.
 - 2.6 It shall not be competent for a Pro-Chancellor to take part in the procedures involved in the appointment of his or her successor.
3. **Duties of a Pro-Chancellor**
 - 3.1 A Pro-Chancellor shall perform such duties of the Chancellor as shall be agreed by the Court.

Ordinance G2	
Effective Date 1 September 2015	
Amended September 2018 Amended June 2019	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court Amended by the Court	<i>26 August 2015 21 Sept 2018 24 June 2019</i>
Consultation via: Senate Governance and Nominations Committee	<i>11 June 2019 17 June 2019</i>

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SECTION G - ORDINANCE 3

Removal of the Chancellor or a Pro-Chancellor

1. This Ordinance is made in pursuance of clauses 1 (a) and (b) of Statute 6: Removal from Office or Membership, which relate to the removal from office of the Chancellor or a Pro-Chancellor.
2. **Disclosure and initiation of an investigation**
 - 2.1 The Court shall have the power, after due investigation, to remove a person from the position of Chancellor or Pro-Chancellor for good cause, as defined in Statute 6.
 - 2.2 If a member of the Court or any other person reasonably believes that there is a case for the removal from office of the Chancellor or a Pro-Chancellor, that person shall inform the Secretary that a case for potential investigation exists.
 - 2.3 As soon as possible, following notification as described in paragraph 2.2, above, the Secretary shall take steps to determine whether a case exists for the removal of the Chancellor or a Pro-Chancellor. A report from the Secretary shall be relayed in confidence to a panel of the Governance and Nominations Committee (the Committee Panel). The report from the Secretary shall normally be completed not later than four weeks following receipt of the disclosure made to the Secretary described in paragraph 2.2, above. The report shall describe the circumstances which have arisen in relation to the person who is the subject of a potential investigation, with a request that the Committee Panel undertakes an investigation.
 - 2.4 The Chair of Court shall be sent a copy of the Secretary's report at the earliest stage, unless the Chair of Court has a conflict of interest in the case, in which case the Deputy Chair of Court shall be sent a copy of the Secretary's report.
 - 2.5 Where the Chair of Court has received a copy of the report, he or she will not provide an opinion to the Secretary or any member of the Committee. Exclusion at this stage of the process will ensure that the Chair, subject to there being no conflict of interest, shall have the opportunity to have their view heard at subsequent Court meetings at which decisions are made as to the removal or not of a member.
3. **The Committee Panel and investigation process**
 - 3.1 The Committee Panel which shall report to the Court shall include the Deputy Chair of Court (or a Chair of one of the standing committees of the Court if the Deputy Chair of Court has a conflict of interest in the case) and two other members of the Court or members of standing committees of the Court who do not have a conflict of interest in the case. With the exception of the Deputy Chair of Court member, the members of the Committee shall be decided by the Chair of Court unless he or she has a conflict of interest, in which case the decision will be passed to the Deputy Chair of Court. If the Deputy Chair also has a conflict of interest the Chair of a standing committee of the Court shall be invited by the Secretary to decide on the membership. The Committee Panel shall appoint a Chair who is a member of the Court from among its membership.
 - 3.2 The Committee Panel shall progress with an investigation.
 - 3.3 The Chair of the Committee Panel shall be responsible for ensuring procedural fairness in the Committee Panel's investigative and decision-making processes. This should be taken to mean:
 - 3.3.1 the person is given a fair hearing and is enabled to explain their case and provide supporting evidence fully, both in a written supporting case and orally at a meeting held by the Committee Panel. Genuine consideration must be given to all parts of the case presented;
 - 3.3.2 reasonable requests for information relating to the person or the case against him or her should be met;
 - 3.3.3 the person understands the possible decisions of the Committee Panel, and the criteria associated with those decisions;
 - 3.3.4 no bias should be allowed to affect the judgement of Committee Panel members, neither should any perception of potential bias arise. Committee Panel members involved in the investigation and discussions should be independent of the circumstances which gave rise to the initial disclosure to the Secretary; and
 - 3.3.5 the Committee Panel shall base any report made to the Court for the removal of the person on clear factual evidence or information, having made reasonable inquiries into any matters in dispute or apparently not fully resolved, and only taking into account relevant factors. The person shall have the opportunity to know the case against them and to have an opportunity to respond.

- 3.4** The Committee Panel may seek such professional advice and additional support as could be judged reasonable in order to conclude its investigation. Requests for such support shall be made to the Secretary.
- 3.5** When a Committee Panel has been appointed, the Chancellor or the Pro-Chancellor should be automatically suspended from their position without prejudice, pending the outcome the decision of the Court to remove that person following its receipt of the Committee Panel's report. The general principle should apply that periods of suspension should be kept as brief as possible and confidentiality maintained for all parties as far as possible while due process is followed, as set out in this Ordinance G3.
- 3.6** If the Committee Panel concludes that there is not a case for removal from the Court, then the Committee Panel shall inform the Court and the suspension of the person's position in office shall be immediately rescinded.
- 3.7** A simple majority decision by the Committee Panel is required to carry the decision on whether the Committee Panel considers that a case for removal exists. The Committee Panel shall conclude its investigation as quickly as is practical (normally within two calendar months of receipt of the Secretary's report described in paragraph 2.3, above). No party shall be permitted by the Court to cause delay to the process of investigation or onward reporting to the Court for reasons that the Court deems to be unreasonable.

4. Court decision

- 4.1** The removal by the Court of the Chancellor or a Pro-Chancellor shall require a Special Resolution.
- 4.2** Where a case has been found, the Court shall consider the report and recommendation of the Committee Panel as soon as is practical following its completion. If necessary in order to avoid a lengthy delay, the Chair of Court (or, where circumstances require, the Deputy Chair of Court) may call an extra meeting of the Court in accordance with the provisions in the Standing Orders of the Court.
- 4.3** In accordance with Statute 6, the person who is the subject of such Special Resolution shall be given a reasonable opportunity to be heard in person by the Court and to be accompanied by another individual on that occasion. Any individual chosen to accompany the person shall not be permitted to speak at the meeting of the Court. Legal representation shall not be permitted for any party.
- 4.4** Having considered the report from the Committee Panel, which shall include a report of any dissenting view, the Court may decide to remove the person from their position as Chancellor or Pro-Chancellor.
- 4.5** Due to conflicted interest, no member of the Court who formed part of the membership of the Committee Panel convened to consider whether there was a case for removal of the Chancellor or Pro-Chancellor shall be entitled to vote or to express an opinion on the case presented to the Court for a decision as set out in paragraph 4.4, above. Those members shall be discounted from the calculation of those 'present and voting' required to carry the Special Resolution.
- 4.6** A person who is the subject of a case for removal from the membership which is considered by the Court shall not be present during the discussion on their case while the Court makes its final decision. That person will have been provided with an opportunity to be heard by Court by way of the provisions set out in paragraph 4.3, above.
- 4.7** As soon as possible after the decision of the Court as set out in paragraph 4.4, above, the person shall be notified formally of the decision by means of a recorded delivery letter from the Secretary. The decision of the Court shall be final.
- 4.8** As soon as may be following the decision of the Court, the Secretary shall make appropriate arrangements using the standard policy and processes to settle any reimbursable expenses incurred by the Chancellor or the Pro-Chancellor in the course of his or her duties.

Ordinance G3	
Effective Date 24 June 2019	
Approved by: The Court	<i>24 June 2019</i>
Consultation via: Senate Governance and Nominations Committee	<i>11 June 2019 17 June 2019</i>

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SECTION H - ORDINANCE 1

Appointment and Appraisal of the Principal

1. This Ordinance is made in pursuance of Article 13 of the Charter and paragraph 3 of Statute 2.

Appointment of the Principal

2. The Principal shall be appointed, by the Court at a meeting specially called for the purpose, on the recommendation of a joint committee of the Court and the Senate (the Committee).
3. The Committee shall comprise:
 - 3.1 The Chair of the Court *ex officio*, or an independent lay member of the Court who is nominated by the Chair of Court;
 - 3.2 Four members of the Court appointed by the Court;
 - 3.3 Four members of the Senate appointed by the Senate;
 - 3.4 The President of the Student Union or their nominee in the case of their absence from any meeting;
 - 3.5 An independent person appointed by the Court. A recommendation to the Court shall be made by a group comprising the Chair of Court, or an independent lay member of the Court who is nominated by the Chair of Court, a member of the Senate nominated by the Senate Committee for Interim Business and Effectiveness (SCIBE) on behalf of the Senate, and the Secretary.
 - 3.6 At least two members of the Committee shall be persons not employed by the University, or any member of the Heriot-Watt Group, and at least two shall be professors of the University.
4. The Chair of the Court shall normally be the Chair of the Committee but shall have the authority to nominate any member of the Committee to be the Chair of the Committee, whether or not the Chair of the Court becomes a member of the Committee under the terms of paragraph 3.1 above.
5. Quoracy of the Committee to proceed with its business shall be met if at least three members of the Court and three members of the Senate are present, together with a Student representative. 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 others simultaneously, shall be accounted for as being present and shall be included in the quorum.
6. The Committee shall invite members of the Court, members of the Senate, members of the Staff and Students to submit views relevant to the appointment and may undertake such consultations as are appropriate.
7. Before a recommendation is made to the Court, the Committee shall notify its decision to the Senate and the Senate shall convey its views thereon to the Court.
8. It shall not be competent for the Principal to take part in the procedures involved in the appointment of his or her successor.

Appraisal of the Principal

9. The Chair of the Court shall ensure that the performance of the Principal shall be appraised no less than annually.
10. The Chair of the Court shall consult with Staff members of the Court, Student members of the Court and external, independent members of Court in order to obtain feedback in respect of the Principal's performance, prior to conducting an appraisal meeting with the Principal.
11. The Chair of the Court shall also take account of the performance of the Principal in relation to the implementation of the University's strategic plan, compliance with the Scottish Funding Council's (or its successor's) Financial Memorandum (or its equivalent) and the achievement of any key performance indicators agreed by the Court and the Chair of the Court shall discuss this with the Principal at the appraisal meeting.
12. Notwithstanding the foregoing, the appraisal of the Principal will be conducted in accordance with the University's performance and development review policy as amended from time to time, available at: <https://www.hw.ac.uk/uk/services/human-resources/human-resources-policies.htm>.

Ordinance H1	
Effective Date 1 September 2015 (replacing 'old' Ordinance 27)	
Amended 16 December 2021	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court	<i>26 August 2015</i> <i>16 Dec 2021</i>
Consultation via: Ordinances and Regulations Committee Senate	<i>March 2020</i> <i>April 2020</i>

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SECTION H - ORDINANCE 2

Removal of the Principal

1. The Ordinance is made in pursuance of paragraph 1 c) of Statute 7.
 2. A complaint seeking the dismissal of the Principal may be made by not fewer than two members of the Court to the Chair of the Court.
 3. If it appears to the Chair of the Court that a complaint made to her or him under paragraph 2 does not raise a prima facie case or is trivial or invalid, he or she may recommend to the Court that no further action be taken upon it.
 4. If it appears to the Chair of the Court, on the material before him or her, that the complaint raises a prima facie case and that could reasonably lead to a formal warning regarding his or her conduct or performance, or to dismissal he or she shall first arrange for the allegation or allegations to be investigated by an Investigating Officer within a reasonable time scale depending on the nature of the allegations.
 5. The Investigating Officer will be appointed by the Court from amongst the members of the Court with the Director of Human Resources, or equivalent postholder, providing support. The investigation, including interviewing the Principal, will be carried out in a reasonable timescale.
 6. In any investigatory meeting the Principal has the right to be accompanied by a trade union representative or colleague, but not a legal representative.
 7. The conclusions of the Investigating Officer shall be forwarded to the Chair of Court and should indicate whether there are reasonable grounds to proceed to a formal disciplinary hearing. The conclusions should not speculate or recommend specific disciplinary action.
 8. If the outcome of the investigation indicates that there are reasonable grounds to proceed to a formal hearing the Chair of Court shall request the Court to appoint a Disciplinary Committee to hear and determine the matter. A Disciplinary Committee appointed by the Court shall comprise:
 - a) an independent Chair;
 - b) one member of the Court, not being a person employed by the University, or by a member of the Heriot-Watt Group;
 - c) one Staff member of the Court;
 - d) one Student member of the Court; and
 - e) one member of the Academic Staff.
- Any members of the Court who made the complaint under paragraph 2 should not sit on the Disciplinary Committee.
9. Where a complaint is to be investigated and/or referred to a Disciplinary Committee, the Chair of the Court may suspend the Principal from his or her duties. Whilst suspended, the Principal must not contact fellow workers or visit University property or access University facilities including email and databases without first obtaining authority from the Chair of the Court: such authority would be granted (subject to any conditions considered appropriate) to enable the Principal to prepare his or her response. The Principal retains the right to contact his or her trade union representative. Suspension shall be advised in writing, be on full pay and should not form part of the disciplinary process, nor imply any misconduct or disciplinary outcome has been decided.
 10. When the Court has appointed a Disciplinary Committee under paragraph 8 it shall instruct the Secretary to present, or arrange for the presentation of, the charges before the Disciplinary Committee and to the Principal, in writing to allow reasonable time for both parties to prepare for the hearing.
 11. The Disciplinary Committee shall follow the process as detailed in the University's Disciplinary Policy, including the right to be accompanied.
 12. Following the hearing, the Disciplinary Committee may, according to the circumstances of the case:
 - a) take no formal action; or
 - b) give a formal warning or final warning; or
 - c) give notice of dismissal; or
 - d) dismiss the Principal summarily without notice in cases deemed to be Gross Misconduct.

13. The Disciplinary Committee shall send its decision and its reasons to the Chair of the Court and to the Principal outlining the entitlement to, and the method of, lodging an appeal. Where the Disciplinary Committee agrees to dismiss the Principal, the Chair of the Court shall instruct the Secretary to dismiss the Principal.
14. Upon receipt of an appeal, the Chair of the Court shall request that the Court shall appoint an Appeal Panel. An Appeal Panel shall comprise:
 - a) an independent Chair; and
 - b) one member of the Court, not being a person employed by the University, or a member of the Heriot-Watt Group;
 - c) one Staff member of the Court;
 - d) one Student member of the Court; and
 - e) one member of the Academic Staff.

Members of the Court who made the complaint under paragraph 1 and members of the Disciplinary Committee should not be members of the Appeal Panel.

15. The appeal will be a review of the decision taken by the Disciplinary Committee. No new evidence may be presented to the Appeal Panel, nor any witnesses called, unless the Appeal Panel is satisfied that there are exceptional reasons why such evidence or witnesses were not produced at the disciplinary hearing and that it is necessary in the interests of fairness, in reviewing the Disciplinary Committee's decision, for the Appeal Panel to consider this evidence or hear from the witnesses concerned.
16. The Appeal Panel may:
 - a) uphold the action taken; or
 - b) withdraw the action taken; or
 - c) reduce the level of action taken.
17. The Appeal Panel shall send its decision and its reasons to the Chair of the Court and to the Principal.

Ordinance H2	
Effective Date 1 September 2015 (replacing 'old' Ordinance 54)	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION H- ORDINANCE 3

Principal Emeritus

1. A Principal upon his or her retirement shall become a Principal Emeritus.
2. The Court on the recommendation of the Senate shall confer the title of Principal Emeritus.
3. A Principal Emeritus shall not *ex officio* be entitled to membership of any statutory body of the University or of a member of the Heriot-Watt Group, or the exercise of any administrative function.

Ordinance H3	
Effective Date 1 September 2015 (replacing 'old' Ordinance 19)	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION J - ORDINANCE 1

Appointment of the Vice-Principal of the University

1. This Ordinance is made in pursuance of Article 14 of the Charter and paragraph 4 of Statute 2.
2. The Vice-Principal of the University (hereafter referred to as the Vice-Principal) shall also be the Deputy Vice-Chancellor of the University.
3. The Vice-Principal shall be appointed by the Court on the recommendation of a joint committee of the Senate and the Court either: i) from among the members of the full-time members of the Academic Staff; or ii) by external appointment.
4. The joint committee shall consist of:
 - 4.1. The Chair of the Court *ex officio*, or an independent lay member of the Court who is nominated by the Chair of Court;
 - 4.2. Three members of the Court appointed by the Court (including at least one Staff member of the Court and one Student member of the Court);
 - 4.3. Three members of the Senate appointed by the Senate;
 - 4.4. At least two members of the joint committee shall be persons not employed by the University, or any member of the Heriot-Watt Group, and at least two shall be professors of the University.
5. The Chair of the Court shall normally be the Chair of the joint committee but shall have the authority to nominate any member of the joint committee to be the Chair of the joint committee, whether or not the Chair of the Court becomes a member of the joint committee under the terms of paragraph 4.1, above.
6. The joint committee shall invite members of the Court, members of the Senate, members of the Staff and Students to submit views relevant to the appointment and may undertake such consultations as are appropriate.
7. Before a recommendation is made to the Court regarding the appointment of the Vice-Principal, the recommendation shall be notified in a report to the Senate and the Senate shall convey its views thereon to the Court.
8. The successful candidate shall be appointed as a permanent professor of the University.
9. It shall not be competent for the Vice-Principal to take part in the procedures involved in the appointment of his or her successor.
10. The Vice-Principal shall hold office for a period not exceeding five years commencing on the first day of August in the year in which he or she is appointed and shall be eligible for reappointment for a further consecutive term not exceeding five years provided that no person shall hold office as Vice-Principal for more than two consecutive terms of five years in addition to any period for which he or she may have been appointed in terms of paragraph 11 of this Ordinance.
11. If the office of Vice-Principal becomes vacant before the expiration of the period of office, the Court on the recommendation of a joint committee of the Court and the Senate (convened as prescribed in paragraphs 4 and 5), shall appoint a successor who shall hold office during the unexpired portion of the period of office of his or her predecessor.
12. If the Vice-Principal should be incapacitated or absent from the University for an extended period, the Court on the recommendation of a joint committee of the Court and the Senate (convened as prescribed in paragraphs 4 and 5), may appoint an Acting Vice-Principal who shall hold office during the period of the Vice-Principal's incapacity or absence.
13. Subject to the Statutes, the Vice-Principal during the absence of the Principal shall perform such of the functions and duties of the Principal as the Principal or, if the Principal should be incapacitated, the Court may delegate to him or her.
14. The Vice-Principal may resign office by writing to the Secretary.
15. This Ordinance J1 is intended to be considered in conjunction with Ordinance F2: Appointment of Academic Staff and of Professional Services Staff, and to provide for the authority of the joint committee prescribed in this Ordinance J1 to recommend the appointment of a person to the position of Vice-Principal, and also to appoint that person as a professor of the University.

Ordinance J1	
Effective Date 1 September 2015 (replacing 'old' Ordinance 32)	
Amended with effect 4 February 2020	
Approved by: Emergency Committee of Court (on behalf of the Court) The Court	26 August 2015 4 February 2020
Consultation via: Ordinances and Regulations Committee Senate Governance and Nominations Committee	January 2020 January 2020 January 2020

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SECTION J - ORDINANCE 2

Appointment of the Vice-Principal (Dubai)

1. This Ordinance is made in pursuance of clause 4.4.2 of Article 4 of the Charter.
2. The Vice-Principal (Dubai) shall be appointed by the Court on the nomination of the Senate from among the members of the full-time Academic Staff.
3. The Vice-Principal (Dubai) shall hold office for a period not exceeding five years commencing on the first day of August in the year in which he or she is appointed and shall be eligible for reappointment for a further consecutive term not exceeding five years and, in exceptional circumstances, for a further third consecutive term of up to three years.

Provided that no person shall hold office as Vice-Principal (Dubai) for more than three consecutive terms in addition to any period for which he or she may have been appointed in terms of paragraph 4 of this Ordinance.

4. If the office of Vice-Principal (Dubai) becomes vacant before the expiration of the period of office, the Court, on the nomination of the Senate, shall appoint a successor who shall hold office during the unexpired portion of the period of office of his or her predecessor.
5. If the Vice-Principal (Dubai) should be incapacitated or absent from the University for an extended period, the Court on the nomination of the Senate, may appoint an Acting Vice-Principal (Dubai) who shall hold office during the period of the Vice-Principal's incapacity or absence.
6. The Vice-Principal (Dubai) shall act with the delegated authority of the Principal to manage the affairs of the Dubai Campus with no responsibility beyond the Dubai Campus.
7. The Vice-Principal (Dubai) shall be responsible to the Principal. The responsibilities delegated by the Principal to the Vice-Principal (Dubai) shall be detailed in a memorandum of agreement.
8. The Vice-Principal (Dubai) may resign office by writing to the Secretary.

Ordinance J2	
Effective Date 1 September 2015 (replacing 'old' Ordinance 45)	
Amended 24 June 2019	
Approved by: Amendments: The Court Original: Emergency Committee of Court (on behalf of the Court)	<i>24 June 2019</i> <i>26 August 2015</i>
Consultation via: Ordinances and Regulations Committee (by correspondence) The Senate	<i>September 2019</i> <i>11 September 2019</i>

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SECTION J - ORDINANCE 3

Appointment of the Vice-Principal (Malaysia)

1. This Ordinance is made in pursuance of clause 4.4.2 of Article 4 of the Charter.
2. The Vice-Principal (Malaysia) shall be appointed by the Court on the nomination of the Senate.
3. The Vice-Principal (Malaysia) shall hold office for a period not exceeding five years commencing on the first day of August in the year in which he or she is appointed and shall be eligible for reappointment for a further consecutive term not exceeding five years and in exceptional circumstances, for a third consecutive term of up to three years.
4. Normally no person shall hold office as Vice-Principal (Malaysia) for more than two consecutive terms of five years in addition to any period for which he or she may have been appointed in terms of paragraph 5 of this Ordinance.
5. If the office of Vice-Principal (Malaysia) becomes vacant before the expiration of the period of office, the Court on the nomination of the Senate, shall appoint a successor who shall hold office during the unexpired portion of the period of office of his or her predecessor.
6. If the Vice-Principal (Malaysia) should be incapacitated or absent from the University for an extended period, the Court on the nomination of the Senate, may appoint an Acting Vice-Principal (Malaysia) who shall hold office during the period of the Vice-Principal's incapacity or absence.
7. The Vice-Principal (Malaysia) shall act with the delegated authority of the Principal to manage the affairs of the Malaysia Campus with no responsibility beyond the Malaysia Campus.
8. The Vice-Principal (Malaysia) shall be responsible to the Principal. The responsibilities delegated by the Principal to the Vice-Principal (Malaysia) shall be detailed in a memorandum of agreement.
9. The Vice-Principal (Malaysia) may resign office by writing to the Secretary.

Ordinance J3	
Effective Date 1 September 2015 (replacing 'old' Ordinance 44) Amended November 2024	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court	<i>26 August 2015</i> <i>7 November 2024</i>
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate) Ordinances and Regulations Committee (by correspondence) Senate	<i>31 July 2015</i> <i>25 August 2015</i> <i>October 2024</i> <i>16 October 2024</i>

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SECTION K - ORDINANCE 1

Appointment of the Secretary

1. This Ordinance is made in pursuance of Article 16 of the Charter and paragraph 5 of Statute 2.
2. The Secretary shall be appointed by the Court, on the recommendation of a joint committee of the Senate and the Court.
3. The joint committee shall consist of the Chair of the Court *ex officio*, the Principal *ex officio*, two members of the Court appointed by the Court, two members of the Senate appointed by the Senate, and other members as may be approved by the Court.
4. The Chair of the Court shall be the Chair of the joint committee.
5. The joint committee shall undertake such consultations as are appropriate.
6. Before a recommendation is made to the Court the recommendation shall be notified in a report to the Senate and the Senate shall convey its views thereon to the Court.
7. It shall not be competent for the Secretary to take part in the procedures involved in the appointment of his or her successor.
8. If the Secretary should be incapacitated or absent from the University for an extended period, the Court on the recommendation of a joint committee of the Court and the Senate (convened as prescribed in paragraphs 3 and 4), may appoint an Acting Secretary who shall hold office during the period of the Secretary's incapacity or absence.

Ordinance K1	
Effective Date 1 September 2015 (replacing 'old' Ordinance 52)	
Approved by: The Court Emergency Committee of Court (on behalf of the Court)	<i>7 December 2023</i> <i>26 August 2015</i>
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	<i>31 July 2015</i> <i>25 August 2015</i>

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SECTION L - ORDINANCE 1

Deans of the University and Associate Deans

1. This Ordinance is made in pursuance of Article 17 of the Charter and paragraph 6 of Statute 2.
2. There shall be three Deans of the University (referred to hereinafter as Deans) who shall represent the academic community of the University independently of the Schools. The Deans shall be appointed from the Academic Staff of the University. Any member of Staff wishing to stand for election should be available to execute the full duties of a Dean.
3. Each of the Deans shall be appointed by the Senate following an election. One of the Deans shall have pan-University responsibilities. The other two Deans shall represent agreed constituencies as defined by the Senate Committee for Interim Business and Effectiveness (SCIBE).

The following is given as an illustration:

Constituency	Schools
Arts, Humanities and Social Sciences	Edinburgh Business School Management and Languages Textiles and Design EGIS (The Built Environment)
Science and Engineering	Engineering and Physical Sciences Mathematical and Computer Sciences Life Sciences EGIS (Petroleum Engineering).

The SCIBE shall ensure appropriate representation of the agreed constituencies by Deans.

4. The distribution of duties of the Deans shall be approved by the SCIBE.
5. A Dean shall hold office for three years, normally from the first day of August immediately following his or her appointment.
6. A Dean shall be eligible to stand for election for immediate reappointment for one further period of up to three years. If the office of Dean becomes vacant before the expiration of the period of appointment, a new Dean shall be appointed by the Senate following an election. The period of office for such an appointment, up to a maximum of three years, shall be determined by the SCIBE, ensuring that the periods of office of the Deans shall not expire at the same time.
7. **Procedures for Election of Deans**

The following procedure shall apply to the election of members of Staff to the office of Dean:

- 6.1 The election of a Dean of the University shall normally take place at least three months before the expiry of an appointment.
- 6.2 Members of staff who are eligible to be members of the Senate in terms of Section C, Ordinance 1 shall be entitled to nominate and vote in an election for the office of Dean within their constituency as defined by the SCIBE in terms of paragraph 3, and in an election for the office of Dean with pan-University responsibilities.
- 6.3 The Returning Officer, who shall be the Clerk to the Senate, shall intimate by notice to members of Staff who are eligible to nominate, elect or stand for election the following details:
 - 6.3.1 the vacancy which is to arise;
 - 6.3.2 the procedure for the nomination of candidates for election;
 - 6.3.3 the last date and time for receipt of nominations.
- 6.4 Each nomination shall be submitted to the Returning Officer in writing and shall be supported by two electors entitled to nominate in terms of paragraph 7.2, other than the candidate, and shall bear confirmation of the candidate's willingness to accept nomination. Each nomination shall be accompanied by a written statement from the candidate of not more than 200 words, in support of the nomination, which in the event of a ballot shall be circulated together with the ballot paper to those entitled to vote.

- 6.5 If one or more vacancies remain at the close of nominations, the Returning Officer shall re-open nominations within a fourteen day period and again follow the full procedure.
- 6.6 If the number of candidates is equal to or less than the number of vacancies, the SCIBE, shall recommend to the Senate that the nominated candidate be declared elected without ballot.
- 6.7 If the number of candidates is greater than the number of vacancies, the Returning Officer shall intimate, by notice within the University, the date on which the election is to be held and shall cause a Ballot Paper to be issued to each elector not later than two weeks before the date notified for the election. The ballot paper shall give the names of the candidates and instructions for the voting procedure.
- 6.8 Completed ballot papers shall be returned to the Returning Officer in person, by post or by email or by an online mechanism as designated by the Returning Officer by 4pm UK time on the date of the election. Ballot papers returned by email should include where possible an elector's electronic signature and shall be sent from the elector's University email address.
- 6.9 The Single Transferable Voting System shall be used to determine the candidate or candidates to be elected. The Returning Officer shall decide and apply the detail of the voting system. In the event of a tie at any stage of an/the election where the election or exclusion of a candidate is required, this shall be resolved by drawing lots. Where an external party has been commissioned to manage the election, information on the identity of the party and process to be followed shall be published on SharePoint and communicated to the candidates and those eligible to vote.
- 6.10 The Returning Officer shall have the power to declare a Ballot Paper spoiled or invalid or void for uncertainty and the power to decide any matter in connection with the election which has not been expressly provided for. On occasions when Electoral Reform Services is commissioned to manage the election, the University shall accept the conditions established by Electoral Reform Services for deciding whether a Ballot Paper is spoiled, invalid or void.
- 6.11 Notices from the Returning Officer
 - 6.11.1 The election notice from the Returning Officer or their nominee inviting nominations shall be issued electronically by means of staff email and inclusion in electronic staff news bulletins. In addition the notice may be issued in paper form for display on staff notice-boards.
 - 6.11.2 The election notice from the Returning Officer or their nominee intimating the names of the candidates duly nominated shall be issued electronically by means of staff email and inclusion in electronic staff news bulletins.
 - 6.11.3 The election notice from the Returning Officer or their nominee confirming the date on which an election is to be held, the names of the candidates standing for election and instructions for the recording of votes may be issued electronically by means of staff email or by overland mail.
 - 6.11.4 If any person is not notified as a result of a genuine mistake or error in transmission, that failure does not invalidate the process.

Appointment of Associate Deans

7. Each Dean shall be entitled to nominate for appointment up to a maximum of two Associate Deans. These shall be drawn from the Academic Staff of his or her own constituency (as defined by the SCIBE in terms of paragraph 3), or, in the case of the Dean with pan-University responsibilities, any member of Academic Staff. At least one of the Associate Deans shall be drawn from a School other than that of the nominating Dean.
8. Nominations for the appointment of Associate Deans shall rest with the Dean for approval by the SCIBE. To inform the nomination for appointment, the Dean shall seek by notice expressions of interest from his or her constituency, and shall give due regard to the University's policies on equality of opportunity.
9. The appointment of an Associate Dean shall be concurrent with the period of appointment of the Dean (i.e. the Associate Dean shall demit office on the same date as does the nominating Dean).
10. Subject to agreement on the conditions under which the appointment is to be made, the Associate Deans shall exercise on behalf of the Dean, the Dean's day to day responsibility for a number of the following matters such as:
 - representing the Dean on Academic Staff appointment panels where the Dean is either unable to attend or is a member of the School making the appointment;
 - representing the Dean on Progression Boards when the Dean is unable to attend;
 - acting as occasional substitute for the Deans at meetings (excluding the Court, the Senate, the SCIBE and Promotion Boards);
 - Providing cover, as required, during a Dean's absence from the University.

11. Notwithstanding the provisions of paragraph 11, the Associate Dean shall not be a substitute for the Dean in any of her or his statutory duties nor will he or she represent the Dean on the Court, the Senate, the SCIBE or on Promotion Boards other than where permitted to do so under the terms of Section F, Ordinance 2.

Honorarium

12. An honorarium shall be paid to the Deans and the Associate Deans. The honorarium shall be approved as part of the operational planning process on the recommendation of the Vice-Principal.

Appointment to the Court of a Dean

13. The following procedure shall apply to the appointment to the Court of a Dean elected by the Senate referred to in clause (iv) of paragraph 1 of Statute 4.
14. The appointment shall be by election as detailed in this Ordinance.
15. The persons entitled to become candidates for election to the Court shall be the Deans in post on the date on which the notice inviting nominations is sent out.
16. The term of office of the Dean appointed to Court shall be as described in clause (e) of paragraph 1 of Statute 4.
17. The administration of elections shall be as described in paragraph 7 of this Ordinance, with the exceptions that: paragraph 16 applies; and that those entitled to nominate and vote shall be the members of the Senate as at the date of the vacancy.

Responsibilities of the Deans and Associate Deans

18. The University's policy in respect of the responsibilities of the Deans and the Associate Deans, as amended from time to time, is accessible at: heriotwatt.sharepoint.com/sites/gals-corporategovernance/SiteAssets/Forms/AllItems.aspx?id=%2Fsites%2Fgals-corporategovernance%2FSiteAssets%2FSitePages%2FElection-of-a-Dean-of-the-University---Autumn-2023%2FThe-Deans---Role-and-Function%2Epdf&parent=%2Fsites%2Fgals-corporategovernance%2FSiteAssets%2FSitePages%2FElection-of-a-Dean-of-the-University---Autumn-2023.

19. Resignation

- 19.1 A Dean may resign office by writing to the Vice-Principal giving three months' notice. The Vice-Principal shall report the matter to the Senate.
- 19.2 An Associate Dean may resign office by writing to the nominating Dean giving three months' notice. The Dean shall report the matter to the SCIBE.

Removal of Deans and Associate Deans

20. No person shall be removed in exercise of the powers conferred in paragraph 4 of Statute 7 until any applicable disciplinary, removal and/ or grievance procedures have been completed in accordance with Section F, Ordinance 5.

Ordinance L1	
Effective Date 1 September 2015 (replacing 'old' Ordinance 12)	
Amended 14 December 2018	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court The Court	26 August 2015 14 Dec 2018 20 March 2025
Consultation via: Ordinances and Regulations Committee Senate Committee for Interim Business and Effectiveness	10 Oct 2018 15 Nov 2018

SECTION M - ORDINANCE 1

Academic Freedom

Preamble

- (i) Statute 7 requires the Court to adopt staff disciplinary, removal and grievance procedures (hereinafter referred to as Procedures).
 - (ii) With a view to maintaining academic freedom, Statute 7 provides that, in determining the Procedures to be adopted, the Court shall:
 - (a)¹ apply the guiding principle of ensuring that Academic Staff have freedom, subject to the applicable law, to hold and express opinions, to question and test established ideas or received wisdom, to develop and advance new ideas or innovative proposals, and to present controversial or unpopular points of view without being adversely affected by the exercise of such freedom, or placing themselves in jeopardy of losing their appointments or entitlements or any privileges which they may enjoy at the University or within the Heriot-Watt Group by virtue of such ideas or opinions; and
 - (b) to the extent that any Procedures apply to Academic Staff, consult the Senate in a manner prescribed in Ordinances.
 - (iii) "Academic Staff" is defined in Ordinance A1, and consultation with the Senate on the Procedures is provided for in Ordinance F5.
 - (iv) Section 26(3) of the Further and Higher Education (Scotland) Act 2005 places a statutory duty on the University with regard to the academic freedom of "relevant persons".
 - (v) For the purposes of Section 26, a "relevant person" means a person who is engaged in teaching, or the provision of learning, or research at a fundable further education or higher education institution.
 - (vi) The Court is desirous of ensuring that the benefit of the measures in Statute 7 and Ordinance F5 designed to maintain academic freedom extends to all Members of Staff and any other persons to whom the statutory duty in Section 26(3) of the Further and Higher Education (Scotland) Act 2005, and any subsequent statutory provision which amends or replaces it, applies.
1. This Ordinance M1 is made in pursuance of Article 21 of the Charter:
 2. In this Ordinance M1 Academic Staff and Members of Staff have the respective meanings defined in Ordinance A1.
 3. The provisions of Statute 7 referred to in point (ii)(a) above and the provisions of Ordinance F5 shall apply in relation to any Members of Staff who are relevant persons (as defined in Section 26(3) of the Further and Higher Education (Scotland) Act 2005), and any subsequent statutory provision which amends or replaces it, in relation to the University but who are not Academic Staff, in the same way as they apply in relation to Academic Staff.
 4. A person who holds an emeritus, honorary or visiting title as defined in Ordinances F4, F6 and F7 shall for the purposes of their agreed, written association with the University be considered as a 'relevant person' under the Further and Higher Education (Scotland) Act 2005 and shall be permitted to carry the rights and responsibilities of Academic Freedom as prescribed in this Ordinance M1.

Ordinance M1		
Effective Date 1 September 2015 (replacing 'old' Ordinance 55)		
Amended 12 June 2019 and 29 June 2020		
Amended by the Court Emergency Committee of Court (on behalf of Court)	V3 V1	29 June 2020 26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Governance and Nominations Committee		June 2020 June 2020 June 2020

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¹ Note: The wording of in preamble (ii)(a) was approved by the Court on the recommendation of the Senate in September 2018.

SECTION N – ORDINANCE 1

The Auditors

1. This Ordinance is made in furtherance of paragraphs 1 and 2 of Statute 3.
2. The Court shall, on the recommendation of the Audit and Risk Committee, appoint an External Auditor and an Internal Auditor.
3. The External Auditor and the Internal Auditor shall be appointed for a period of up to five years. Thereafter, the External Auditor and/or the Internal Auditor shall be eligible for re-appointment.
4. The External Auditor may be removed from office by the Court if the Court, on the recommendation of the Audit and Risk Committee, considers that it has good cause to do so. Good cause in this Ordinance shall mean conduct judged by the Court to be such as to constitute failure or inability of the External Auditor to perform the duties of his or her office or to comply with the conditions of tenure of his or her office.
5. The Internal Auditor may be removed from office by the Court if the Court, on the recommendation of the Audit and Risk Committee, considers that it has good cause to do so. Good cause in this Ordinance shall mean conduct judged by the Court to be such as to constitute failure or inability of the Internal Auditor to perform the duties of his or her office or to comply with the conditions of tenure of his or her office.
6. No person shall be removed by the Court in exercise of the powers contained in this Ordinance until any applicable disciplinary, removal and/or grievance procedures have been completed in accordance with Section F, Ordinance 5.

Ordinance N1	
Effective Date 1 September 2015	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION P – ORDINANCE 1

Admission

1. This Ordinance is made in pursuance of clause 4.2.2 of Article 4 of the Charter.
2. To be eligible for admission to a programme of study in the University an applicant shall have satisfied the requirements for admission as prescribed in the Regulations and shall have been accepted for the programme of study.
3. Every Student shall register at the time of his or her admission to a programme of study and normally at the commencement of each subsequent academic year.
4. To be eligible to register in each subsequent academic year a Student shall, normally at the commencement of the academic year, satisfy one of the following conditions:
 - 4.1 he or she shall have complied with the requirements for Student progress prescribed for his or her programme of study and shall have authority to proceed to the next stage of the programme of study;
 - 4.2 he or she shall have authority to repeat or be re-assessed in the whole or part of a stage of his or her programme of study; or
 - 4.3 he or she shall have authority to transfer to another programme of study.
5. A Student who registers for a programme of full-time, part-time or mixed-mode study leading to the award of a degree, a diploma or a certificate shall be deemed to have been admitted to the programme of study for the purposes of the Charter, the Statutes, the Ordinances and the Regulations of the University and shall receive a matriculation card.
6. At registration a Student shall complete a declaration that he or she understands that every Student is required to abide by the Charter, the Statutes, the Ordinances and the Regulations of the University.

Ordinance P1	
Effective Date 1 September 2015 (replacing 'old' Ordinance 1)	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION P - ORDINANCE 2

Requirements for Degrees, Diplomas and Certificates

1. This Ordinance is made in pursuance of clauses 4.2.5, 4.2.6, and 4.5.3 of Article 4 of the Charter and clauses (iii) and (iv) paragraph 2 of Statute 5.

2. Eligibility

- 2.1 To be eligible for the award of a degree of Doctor of Letters, Doctor of Science or Doctor of Engineering of the University a candidate shall have complied with the following conditions:
 - 2.1.1 submitted published work representing the results of original research and scholarship;
 - 2.1.2 satisfied the examiners;
 - 2.1.3 received the authority of the Senate for the award;
 - 2.1.4 paid the prescribed fees; and
 - 2.1.5 complied with such other Ordinances and Regulations as are relevant.
- 2.2 To be eligible for the award of a degree, a diploma or a certificate of the University other than the degree of Doctor of Letters, Doctor of Science or Doctor of Engineering a candidate shall have complied with the following conditions:
 - 2.2.1 satisfied the requirements for admission to the programme of study for the degree, diploma or certificate;
 - 2.2.2 has been admitted to the programme of study referred to in paragraph 2.2.1;
 - 2.2.3 pursued for the prescribed period a programme of study approved by the Senate;
 - 2.2.4 satisfied the examiners;
 - 2.2.5 received the authority of the Senate for the award;
 - 2.2.6 paid the prescribed fees; and
 - 2.2.7 complied with such other Ordinances and Regulations as are relevant.
- 2.3 Notwithstanding the provisions of paragraphs 2.1 and 2.2 hereof the Senate may authorise the granting of a degree of the University to a person who holds office in the University as a Professor, an Associate Professor, an Assistant Professor or otherwise.
- 2.4 In accordance with clause 4.2.5 of Article 4 of the Charter and notwithstanding the provisions of paragraphs 2.1 and 2.2 hereof, the Senate shall make Regulations to govern the procedure to be followed in dealing with a proposal to confer an honorary degree or other award.

3. Periods of Study

- 3.1. Periods of study shall include any period during which a Student was enrolled as a Student.
- 3.2. The maximum periods of study for a Programme of Study shall be specified and approved within the relevant programme structure.
- 3.3. In exceptional cases the Senate may vary the minimum and/or maximum periods of study for a Programme of Study.
- 3.4. The Senate may reduce the period of study in terms of paragraph 4 of this Ordinance P2.
- 3.5. **First degrees**
 - 3.5.1. A Student of a first degree shall pursue one of the following:
 - 3.5.1.1. a programme of full-time study for not less than three academic years and not more than:
 - 3.5.1.1.1. six academic years from the date of first enrolment for all five- year degree programmes; or
 - 3.5.1.1.2. five academic years from the date of first enrolment for all four- year honours and four-year ordinary degree programmes; or
 - 3.5.1.1.3. four academic years from the date of first enrolment for all three-year ordinary degree programmes; or
 - 3.5.1.2. a programme of part-time study for not less than four academic years and not more than ten academic years from the date of first enrolment; or
 - 3.5.1.3. a programme of full-time and part-time study for such a period as is determined

by the aggregation of full-time and part-time study, in accordance with paragraphs 3.5.1.1 and 3.5.1.2 of this Ordinance P2.

3.6. Graduate certificates and postgraduate certificates

- 3.6.1. A Student of a graduate certificate or a postgraduate certificate shall pursue one of the following:
- 3.6.1.1. a programme of full-time study for not less than six months and not more than two academic years from the date of first enrolment; or
 - 3.6.1.2. a programme of part-time study for not less than 18 months and not more than four academic years from the date of first enrolment; or
 - 3.6.1.3. a programme of full-time and part-time study for such a period as is determined by the aggregation of full-time and part-time study, in accordance with paragraphs 3.6.1.1 and 3.6.1.2 of this Ordinance P2.

3.7. Graduate diplomas and postgraduate diplomas

- 3.7.1. A Student of a graduate diploma or a postgraduate diploma shall pursue one of the following:
- 3.7.1.1. a programme of full-time study for not less than nine months and not more than two academic years from the date of first enrolment; or
 - 3.7.1.2. a programme of part-time study for not less than two academic years and not more than six academic years from the date of first enrolment; or
 - 3.7.1.3. a programme of full-time and part-time study for such a period as is determined by the aggregation of full-time and part-time study, in accordance with paragraphs 3.7.1.1 and 3.7.1.2 of this Ordinance P2.

3.8. Higher degrees of Master

- 3.8.1. A Student of a higher degree of Master shall pursue one of the following:
- 3.8.1.1. a programme of full-time study for not less than 12 months and not more than:
 - 3.8.1.1.1. Two academic years from the date of first enrolment for all one-year degree programmes; or
 - 3.8.1.1.2. Three academic years from the date of first enrolment for all 18 month degree programmes; or
 - 3.8.1.1.3. Four academic years from the date of first enrolment for all two-year degree programmes; or
 - 3.8.1.2. a programme of part-time study for not less than 18 months and not more than six academic years from the date of first enrolment; or
 - 3.8.1.3. a programme of full-time and part-time study for such a period as is determined by the aggregation of full-time and part-time study, in accordance with paragraphs 3.8.1.1 and 3.8.1.2 of this Ordinance P2.
- 3.8.2. **Heriot-Watt Online**
- 3.8.2.1. A Student of a higher degree of Master of Science (MSc) or Master of Arts (MA) shall pursue a programme of study for not less than one academic year and not more than eight academic years from the date of first enrolment.
- 3.8.3. **Masters of Business Administration**
- 3.8.3.1. A Student of a higher degree of Masters of Business Administration (MBA) shall pursue a programme of study for not less than 12 months and not more than:
 - 3.8.3.1.1. Two years of full-time study, from the date of first enrolment, for candidates registered on campus.
 - 3.8.3.1.2. Five years of part-time study, from the date of first enrolment, for candidates registered on campus.
 - 3.8.3.1.3. Eight years from the date of first enrolment for candidates registered for study by distance learning.

3.9. Higher Degrees of Master (Research)

- 3.9.1. A Student of a higher degree of Master of Science or Master of Design shall pursue one of the following:
- 3.9.1.1. a programme of full-time study for not less than twelve months and not more than two academic years from the date of first enrolment; or
 - 3.9.1.2. a programme of part-time study for not less than twenty-four months and no more than four academic years from the date of first enrolment; or
 - 3.9.1.3. a programme of full-time and part-time study for such a period as is determined by the aggregation of full-time and part-time study, in accordance with paragraphs 3.9.1.1 and 3.9.1.2 of this Ordinance P2.
- 3.9.2. A Student of a higher degree of Master of Philosophy shall pursue one of the following:
- 3.9.2.1. a programme of full-time study for not less than eighteen months and not more than three academic years from the date of first enrolment; or
 - 3.9.2.2. a programme of part-time study for not less than three years and no more than six academic years from the date of first enrolment; or
 - 3.9.2.3. a programme of full-time and part-time study for such a period as is determined by the aggregation of full-time and part-time study, in accordance with paragraphs 3.9.2.1 and 3.9.2.2 of this Ordinance P2.

3.10. Degrees of Doctor

- 3.10.1. A Student of a degree of Doctor shall pursue one of the following:
- 3.10.1.1. a programme of full-time study for not less than twenty-four months and not more than five academic years from the date of first enrolment; or
 - 3.10.1.2. a programme of part-time study for not less than forty-eight months over a period of not more than ten academic years from the date of first enrolment; or
 - 3.10.1.3. a programme of full-time and part-time study for such a period as is determined by the aggregation of full-time and part-time study, in accordance with paragraphs 3.10.1.1 and 3.10.1.2 of this Ordinance P2.

4. Exemption – Accreditation of Prior Learning

- 4.1 The Senate may permit admission to the start of or to subsequent stages of a programme of study or exemption from individual modules within a programme of study to a Student who submits such evidence of prior learning as the Senate considers acceptable for the purpose.
- 4.2 The conditions under which the normal period of study for a higher degree or a first degree may be reduced shall be as prescribed in the Regulations.

5. Transfer

- 5.1 A candidate pursuing a programme of study leading to a degree, a diploma or a certificate of the University may be permitted by the Senate to transfer to another programme of study.
- 5.2 A candidate upon transfer shall no longer be entitled to re-assessment under the Regulations for the original programme of study.
- 5.3 A candidate upon transfer shall be governed by the Regulations for the new programme of study.
- 5.4 A candidate shall not normally be registered concurrently for more than one award.

6. Award of Degrees, Diplomas and Certificates

- 6.1** A person who is eligible for the award of a degree, diploma or certificate shall normally receive the award in person or *in absentia* at a congregation of the University. Under conditions and procedures approved by the Senate, awards may be conferred *in absentia* at additional points in the year in advance of a congregation.
- 6.2** The Senate shall prescribe by regulation the procedures relating to a congregation.
- 6.3** A person upon whom a degree has been conferred or to whom a diploma or a certificate has been awarded shall receive a certificate to that effect.
- 6.4** The certificate shall be sealed with the Common Seal of the University.
- 6.5** A person who has not received the award shall not be entitled to the academic privileges attendant thereto.

Ordinance P2	
Effective Date 1 September 2015	
Amended 28 June 2021	
Approved by: Revised version: Court 1 st edition: Emergency Committee of Court (on behalf of the Court) Court	28 June 2021 26 August 2015 20 March 2025
Consultation via: Ordinances and Regulations Committee Senate Governance & Nominations Committee	7 June 2021 16 June 2021 21 June 2021

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SECTION P - ORDINANCE 3

Deprivation or Revocation of Degrees or Other Awards

1. This Ordinance is made in pursuance of clause 4.2.8 of Article 4 of the Charter and clause (v) of paragraph 2 of Statute 5.
2. The Senate on what it shall deem to be good cause may deprive any person of any degree or any award which the University or any predecessor institution has conferred upon him or her, and may revoke any diploma or certificate which the University or any predecessor institution has granted to him or her, in which event the diploma or certificate shall become the property of the University.
3. The Senate on what it shall deem to be good cause may deprive any person of any Fellowship or Associateship of the Heriot-Watt College which was conferred upon him or her and may revoke any diploma or certificate which has been granted to him or her by the Heriot-Watt College in which event the diploma or certificate shall become the property of the University.
4. A person shall not be deprived of his or her degree or other award or have his or her diploma or certificate revoked until he or she has been given reasonable opportunity as defined by regulations of the Senate to have questioned the evidence upon which the case against him or her was based.
5. A person whose diploma or certificate has been revoked shall be required to return it to the Secretary.
6. A person deprived of his or her degree, Fellowship, Associateship or other award shall cease to be entitled to the privileges attendant thereto.

Ordinance P3	
Effective Date 1 September 2015 (replacing 'old' Ordinance 8)	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION P - ORDINANCE 4

School Committees

1. This Ordinance is made in pursuance of clause 4.9 of Article 4 of the Charter.
2. There shall be a committee for each School of the University, which is referred to hereafter as a “**School Committee**”.
3. **Constitution**
 - 3.1 A School Committee shall consist of the following:
 - 3.1.1 the members of the Academic Staff of the School;
 - 3.1.2 such other members of Academic Staff as the Senate may from time to time determine;
 - 3.1.3 such other members of the Staff of the School as the Senate may from time to time determine.
4. **Powers and Functions**
 - 4.1 The powers and functions of the School Committee shall be as follows:
 - 4.1.1 To receive from the Head of the School such information regarding the policy of the University; any member of the Heriot-Watt Group and the School as he or she may consider it appropriate to give or as the Senate may instruct him or her to give.
 - 4.1.2 To provide opportunity for free expression of opinion on any matter affecting the School.
 - 4.1.3 To discuss any matter referred to it by the Senate and to convey its views and its recommendations thereon to the Senate.
5. **Meetings**
 - 5.1 Each School Committee shall meet not less than three times in each year.
 - 5.2 Except in a case of urgency, at least seven days’ notice shall be given of each meeting to each member of the Committee, together with an agenda of matters, which it is proposed to discuss. Additional items shall be added to the agenda if requested by not fewer than two members not later than three days before the meeting and a fresh agenda shall then be circulated.
6. **Chair**
 - 6.1 The Head of the School or such other member as he or she may nominate shall be the Chair of a School Committee for such a period as the Head of the School shall decide in each case.
 - 6.2 The Chair shall call a meeting of the Committee within fourteen days when called upon to do so by a majority of the members of the Committee.
 - 6.3 The Chair shall have a deliberative and a casting vote.
7. **Minutes**
 - 7.1 Minutes of the proceedings of the Committee shall be kept by a person appointed by the Committee for this purpose. If a majority of the Committee so wish, the Chair shall place before a Dean of the University at the first opportunity any one or more of its minutes.

Ordinance P4	
Effective Date 1 September 2015 (replacing ‘old’ Ordinance 10)	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION P - ORDINANCE 5

Approved Service Units

1. This Ordinance is made in pursuance of clause 9.1 of Article 9 of the Charter and clause (i) of paragraph 2 of Statute 5 by which the Senate is empowered to direct and regulate the instruction and teaching within the University.
2. **Definition**
 - 2.1 An approved service unit (ASU) is defined as a unit which is out with the normal structure of Primary Academic Units and which has been established by the Court to pursue specific objectives related to the development or provision of University services or facilities. [A list of ASUs is detailed in an appendix to this Ordinance.]
3. The Senate may authorise an ASU to offer, either independently or jointly with one or more Primary Academic Units or other ASUs, one or more programmes of study.
4. On the recommendation of the Senate Committee for Interim Business and Effectiveness (SCIBE) the Senate shall prescribe the Primary Academic Unit Committee through which an ASU shall report.
5. For the purposes of internal review an ASU shall be regarded as part of a Primary Academic Unit.
6. **Boards of Studies**
 - 6.1 For each programme of study offered by an ASU, there shall be established a Board of Studies.
 - 6.2 The composition and terms of reference of the Board of Studies shall be as follows:
 - 6.2.1 **Composition**
 - (a) the Chair, who shall be appointed by the Senate on the recommendation of the SCIBE, and shall normally be the senior Approved Teacher of the ASU;
 - (b) the Head of the ASU;
 - (c) the Dean who represents the subject disciplines to which the ASU has been allocated, as defined by the SCIBE in terms of paragraph 2 of Section L, Ordinance 1;
 - (d) the Approved Teachers of the ASU;
 - (e) the Heads of Primary Academic Units contributing to the programme of study or their nominees;
 - (f) the members of the Academic Staff contributing to the programme of study; and
 - (g) such other approved teachers as the Senate may from time to time determine,
 - 6.2.2 **Terms of reference**
 - (a) to discuss and declare an opinion on any matter relating to the programme of study or on any matter referred to it by the Primary Academic Unit Committee or the Senate; and
 - (b) to report and to make recommendations to the prescribed Primary Academic Unit Committee on matters within its terms of reference.
 - 6.3 In the absence of the Chair, the Dean, or the Dean's nominee shall take the chair at meetings of the Board of Studies.
 - 6.4 The Head of an ASU or his or her nominee shall be invited to attend meetings of the prescribed Primary Academic Unit Committee, as appropriate.

7. Examinations

- 7.1** The members of a Board of Studies together with the external examiner(s) appointed for the programme of study shall be constituted as a board of examiners and shall make recommendations to the Senate in accordance with the relevant regulations for the granting of degrees and other awards.
- 7.2** The Head of the ASU, the Dean and the external examiner(s) shall countersign the examination results and recommendations.

Appendix

The current list of Approved Service Units is as follows:

- **The Learning and Teaching Academy**

Ordinance P5	
Effective Date 1 September 2015 (replacing 'old' Ordinance 36)	
Amended 24 June 2019	
Approved by: Emergency Committee of Court (on behalf of the Court) Amended by the Court	<i>26 August 2015</i> <i>24 June 2019</i>
Consultation via: Ordinances and Regulations Committee Senate	<i>10 Oct 2018</i> <i>12 June 2019</i>

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SECTION P - ORDINANCE 6

Approved Teachers, Approved Tutors, Approved Markers and Approved Demonstrators

1. This Ordinance is made in pursuance of clause 9.1 of Article 9 of the Charter and clause (i) of paragraph 2 of Statute 5 by which the Senate is empowered to direct and regulate the instruction and teaching within the University.
2. This Ordinance shall apply to the appointment of Approved Teachers, Approved Tutors, Approved Markers and Approved Demonstrators. It does not apply to the members of the full-time and part-time Academic Staff appointed in terms of Section F, Ordinance 2.
3. Approved Teacher, Approved Tutor or Approved Demonstrator status shall be required of all persons involved in teaching activities, except persons engaged in fewer than five hours of Student contact over the duration of a course.
4. Approved Marker status shall be required of all persons whose role consists of contributing to the marking of summative assessment and does not involve any other teaching activities that require Approved Teacher, Approved Tutor or Approved Demonstrator status. In this context, "summative assessment" refers to all forms of assessment which contribute to decisions on progression or awards.
5. Approved Teachers, Approved Tutors, Approved Markers and Approved Demonstrators are approved to undertake specific activities and duties. Approval to undertake one set of activities and duties does not imply approval to undertake a different set of activities or duties.

6. Approved Teachers

- 6.1 Approved Teachers shall be such persons as may be approved by a Dean, following completion of the approval process as outlined in the Approved Teachers application process guidelines (<https://www.hw.ac.uk/services/academic-registry/quality/qa/approved-teacher-tutor-marker.htm>).
- 6.2 Applicants for the status of Approved Teacher shall be nominated by the Head of School in accordance with the agreed approval procedures and using the appropriate proforma. The Head of School may delegate this authority to the Director of Learning and Teaching or Director of Academic Quality where required.
- 6.3 Where the applicant is to be associated with an Approved Learning Partner (ALP), then the application should be submitted to the Head of School by the Partner.
- 6.4 Duties of Approved Teachers may include:
 - development of teaching and learning materials;
 - course delivery;
 - tutorial and laboratory and project design and support;
 - mentoring of Students;
 - formative and summative assessment of Students; and
 - supervision of Students undertaking projects or research dissertations as part of a programme of study.

Approved Teachers (On-Campus) may make a contribution to course summative assessment and to programme specification and design, but shall be required to do so under the supervision of a member of the Academic Staff nominated by the Head of School.

- 6.5 All summative assessments which have been marked by Approved Teachers shall be moderated by a member of the Academic Staff of the School in accordance with the requirements of the School's Moderation Policy.
- 6.6 Approved Teachers shall be assigned to a mentor who shall be a member of the Academic Staff with responsibility for:
 - providing a first point of contact for matters related to learning and teaching; and
 - observing and commenting constructively on the Approved Teacher's performance in learning and teaching activities.

- 6.7 The need to provide a mentor for Approved Teachers and the need for direct supervision of Approved Teachers contributing to summative assessment means that Approved Teachers will not normally be associated with Approved Learning Partners unless there is a clear and direct method for providing mentoring and supervision.
- 6.8 The Head of School shall determine the training requirements for each Approved Teacher on the basis of the candidate's prior experience.
- 6.9 The status of Approved Teacher shall be valid for a period of up to five years in the first instance. All approvals expire 31 July of the respective year. Modifications to the teacher's activities and duties within this period shall be submitted to a Dean for approval.

7. Approved Tutors

- 7.1 Approved Tutors shall be such persons as may be approved by the Head of School, following completion of the approval process as outlined in the Approved Tutors application process guidelines:
(<https://www.hw.ac.uk/services/academic-registry/quality/qa/approved-teacher-tutor-marker.htm>)
- 7.2 Applicants for the status of Approved Tutor shall be nominated to the Head of School by the Programme/Discipline Leader or an Approved Learning Partner (ALP) in accordance with the agreed approval procedures and using the appropriate proforma for provision. The Head of School may delegate authority to approve applications for Approved Tutor status to the Director of Learning and Teaching or Director of Academic Quality where required.
- 7.3 Approved Tutors must always be directly associated with either a University campus or an Approved Learning Partner.
- 7.4 The duties of Approved Tutors may include:
 - provision of support for teaching and learning in the form of tutorials, seminars, workshops and laboratories;
 - lecturing on programmes where the syllabus and academic content have been approved by the programme team and when the Student learning materials and tutor guidance are provided by the School;
 - contribution to the marking of course formative assessment, which shall be set and moderated by a member of the Course Board who is a member of the Academic Staff;
 - exceptionally, persons with suitable experience or after appropriate training, may undertake development of the curriculum, preparation of teaching materials, summative assessment and other academic duties, with the proviso that these activities do not contribute to more than 25% of any course.
- 7.5 Approved Tutors who work on a University campus shall be assigned to a mentor who shall be a member of the Academic Staff with responsibility for:
 - providing a first point of contact for matters related to teaching and learning;
 - observing and commenting constructively on the tutor's performance in teaching and learning activities.
- 7.6 Approved Tutors who are associated with an Approved Learning Partner shall be supervised by that partner. Oversight of the supervision shall form part of the overall quality assurance of the Approved Learning Partner.
- 7.7 The status of Approved Tutor shall be valid for a period of up to three years in the first instance. All approvals expire 31 July of the respective year. Modifications to the Approved Tutor's duties within this period shall be approved by the Head of School.

8. Approved Markers

- 8.1 Approved Markers shall be such persons as may be approved by a Dean, following completion of the approval process as outlined in the Approved Markers application process guidelines:
(<https://www.hw.ac.uk/services/academic-registry/quality/qa/approved-teacher-tutor-marker.htm>)
- 8.2 Applicants for the status of Approved Marker shall be nominated to a Dean by the Head of School in accordance with the agreed approval procedures and using the appropriate proforma. The Head of

School may delegate this authority to the Director of Learning and Teaching or Director of Academic Quality where required.

- 8.3** Approved Markers must not be employed by an Approved Learning Partner, nor be nominated by an Approved Learning Partner.
- 8.4** Approved Markers may mark summative and formative assessment, which may include examinations, coursework, projects, dissertations and other assessment activities as set out in the course descriptor.
- 8.5** All summative assessments which have been marked by Approved Markers shall be moderated by a member of the Academic Staff of the School in accordance with the requirements of the School's Moderation Policy.
- 8.6** Approved Markers shall be assigned to a mentor who shall be a member of the Academic Staff with responsibility for:
- providing a first point of contact for matters related to assessment;
 - commenting constructively on the marker's performance in marking summative assessment.
- 8.7** The status of Approved Marker shall be valid for a period of up to three years in the first instance. All approvals expire 31 July of the respective year.

9. Approved Demonstrators

- 9.1** Approved Demonstrators shall be such persons as may be approved by the Head of School, following completion of the approval process as outlined in the Approved Demonstrator application process guidelines:
(<https://www.hw.ac.uk/services/academic-registry/quality/qa/approved-teacher-tutor-marker.htm>)
- 9.2** Applications for the status of Approved Demonstrator shall be nominated to the Head of School by the Programme/Discipline Leader in accordance with the agreed approval procedures and using the appropriate proforma. The Head of School may delegate this authority to the Director of Learning and Teaching or Director of Academic Quality where required.
- 9.3** Approved Demonstrators must always be directly associated with a University Campus.
- 9.4** The Duties of Approved Demonstrators may include:
- provision of support for learning and teaching in the form of support for laboratory classes under continual supervision of a member of Academic Staff of the School;
 - associated marking directly in relation to the support of laboratory classes under the supervision of Academic Staff of the School. Where assessment is summative, this should equate to no more than 25% of the total mark.
- 9.5** All summative assessments which have been marked by Approved Demonstrators shall be moderated by a member of the Academic Staff of the School in accordance with the requirements of the School's Moderation Policy.
- 9.6** The Head of School shall determine the in-School training requirements for each Approved Demonstrator on the basis of the candidate's prior experience.
- 9.7** Approved Demonstrators shall be assigned a mentor who shall be a member of the Academic Staff with responsibility for:
- providing a first point of contact for matters related to the support of teaching and learning;
 - observing and commenting constructively on the demonstrators performance in the support of teaching and learning activities
- 9.8** The status of Approved Demonstrator shall be valid for a period of up to five years in the first instance. All approvals expire 31 July of the respective year. Modifications to the Approved Demonstrator's duties within this period shall be approved by the Head of School.

10. List of Approved Teachers, Approved Tutors, Approved Markers and Approved Demonstrators

- 10.1 A list of all Approved Teachers, Approved Tutors, Approved Markers and Approved Demonstrators shall be held centrally by the Academic Registry.

Ordinance P6		
Effective Date 1 September 2015 (replacing 'old' Ordinance 37)		
Amended 26 June 2017		
The Court	v2	26 June 2017
Emergency Committee of Court (on behalf of the Court)	v1	26 August 2015
Consultation via:		
Ordinances and Regulations Committee	v2	15 February 2017
The Senate		29 March 2017
Ordinances and Regulations Committee	v1	31 July 2015
Senate Business Committee (on behalf of the Senate)		25 August 2015

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SECTION P - ORDINANCE 7

Programmes of Study

1. This Ordinance is made in pursuance of clause 4.5.3 of Article 4 of the Charter; clause 9.1 of Article 9 of the Charter; and clause (iv) of paragraph 2 of Statute 5.
2. **Definition**
 - 2.1 A programme of study shall be either a course of instruction leading to examinations and assessment or supervised research or a combination of the two which is approved by the Senate and which leads to the award of a University degree, diploma, or other qualification.
3. A programme of study shall normally be offered by a School independently or jointly with one or more other Schools.
4. Notwithstanding paragraph 3 of this ordinance, a programme of study may be offered by other units within the University or jointly with other institutions.
5. For each programme of study leading to a University degree, diploma or certificate, there shall be at least one external examiner appointed by the Senate. The method of appointment, period of office and duties of an external examiner shall be determined by the Senate.

Ordinance P7	
Effective Date 1 September 2015 (replacing 'old' Ordinance 38)	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION P - ORDINANCE 8

Primary Academic Units and Academic Units

1. This Ordinance is made in pursuance of Statute 4, paragraph 2. (a) i.
2. "Primary Academic Unit" means any academic unit of the University devoted to one or more academic disciplines which is established in accordance with the Statutes as a primary level academic unit and which may incorporate one or more Academic Units and/or other constituencies.
3. "Academic Unit" means any academic unit of the University devoted to one or more academic disciplines which is established in accordance with the Statutes at a level subordinate to a Primary Academic Unit and which may incorporate one or more Academic Units and/or other constituencies.
4. The Court, on the recommendation of the Senate, shall have the power to constitute Primary Academic Units, Academic Units or other such constituencies and the power to discontinue any Primary Academic Unit, Academic Unit or constituency.
5. The Primary Academic Units shall be:

School of Energy, Geoscience, Infrastructure and Society,
School of Engineering and Physical Sciences;
School of Social Sciences;
School of Mathematical and Computer Sciences;
School of Textiles and Design; and
Heriot-Watt Global College.
6. The Heads of Primary Academic Units shall be ex-officio members of the Senate.

Ordinance P8		
Effective Date 1 September 2015 (replacing 'old' Ordinance 47)		
Amended 26 June 2023		
Approved by:		
Amended by the Court	v4	26 June 2023
Amended by the Court (<i>Amendment took effect on 12 June 2019 (i.e. the date that the revised Charter and Statutes came into effect)</i>)	v3	24 June 2019
The Court	v2	26 June 2017
Emergency Committee of Court (on behalf of the Court)	v1	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate		10 October 2018 13 Dec 2018

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SECTION P - ORDINANCE 9

Honorary Degrees

1. This Ordinance is made in pursuance of clause 4.2.5 of Article 4 of the Charter and clause (iv) of paragraph 2 of Statute 5.
2. The University, on the recommendation of the Senate may confer an Honorary Degree of Master or Doctor on any person whom it may deem worthy of such a distinction. Provided that the holder of such an Honorary Degree shall not be entitled to practise any profession by virtue of the fact that the degree has been conferred.
3. An Honorary Degree shall not be conferred upon any person unless his or her name has been approved for that purpose by the Senate. The Senate may make Regulations for governing the procedure to be followed in dealing with a proposal to confer an Honorary Degree.

Ordinance P9	
Effective Date 1 September 2015 (replacing 'old' Ordinance 49)	
Approved by: Emergency Committee of Court (on behalf of the Court)	<i>26 August 2015</i>
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	<i>31 July 2015 25 August 2015</i>

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SECTION P - ORDINANCE 10

Award of Degrees to Associates of the Heriot-Watt College

1. This Ordinance is made in pursuance of clause 4.2.5 of Article 4 of the Charter and clause (iv) of paragraph 2 of Statute 5.
2. Notwithstanding the provisions of Section P, Ordinance 2, the degree of Bachelor of Science may be awarded to an Associate of the Heriot-Watt College.
3. The degree shall not be awarded to the following:
 - 3.1 an Associate, who, for substantially the same work, has been awarded a degree of another university; or
 - 3.2 a holder of an Associateship awarded after a period of full-time study in the Heriot-Watt College of less than two academic years.
4. The degree certificate shall state particulars of the Associateship held and the class of Honours where applicable.
5. An Associate, upon the award of the degree, shall cease to style himself or herself Associate of the Heriot-Watt College (A.H.-W.C.) and shall style himself or herself Bachelor of Science (B.Sc.).

Ordinance P10	
Effective Date 1 September 2015 (replacing 'old' Ordinance 22)	
Approved by: Emergency Committee of Court (on behalf of the Court)	26 August 2015
Consultation via: Ordinances and Regulations Committee Senate Business Committee (on behalf of the Senate)	31 July 2015 25 August 2015

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SECTION P – ORDINANCE 11

Common Seal of the University

1. This Ordinance is made in pursuance of Clause 3 of Article 5 of the Charter.
2. The Common Seal shall contain the Arms of the University surrounded by a band of outside diameter 52 millimetres within which shall appear the words HERIOT-WATT UNIVERSITY.
3. The Secretary shall have custody of the Common Seal.
4. The Common Seal shall be used on certificates for degrees, diplomas and certificates, and on such other documents as the Court shall determine.
5. Any document bearing the impression of the Common Seal shall be subscribed by one member of the Court and the Secretary. No witnesses are required.
6. The Secretary shall keep a record of the dates of the use of the Common Seal and of the nature of the documents bearing the impression of the Common Seal.

Ordinance P11	
Effective Date 28 June 2021	
Approved by: The Court	28 June 2021
Consultation via: Ordinances and Regulations Committee The Senate Governance & Nominations Committee	7 June 2021 16 June 2021 21 June 2021

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This Ordinance is made in pursuance of Clauses 6 and 7 of Article 4 of the Charter.

1. The University actively encourages the professional management of its intellectual property, both in terms of fulfilling its obligations to transfer knowledge and research outputs, to the benefit of industry and the wider community, and wishing to generate a financial return through the commercial development of intellectual property as an asset. One method of achieving these goals is by setting up a new company to implement the commercial development of the University's intellectual property, including know-how. The University encourages such new company formation where the circumstances suggest this is a suitable way forward.

2. Definitions

- 2.1 The following definitions apply to this Ordinance:

Creator: means any person to whom this Ordinance is applicable, who creates, conceives, reduces to practice, authors, or otherwise makes a substantive intellectual contribution to the creation of IP owned by the University and who meets the definition of Inventor or Author as generally implied within the Intellectual Property laws of the United Kingdom and within the UK Patents Act 1977 (as amended).

Enabler: means any person(s) identified by the Creator(s) as having made a significant but not intellectual contribution to the creation of IP owned by the University who is not a Creator;

Staff: shall have the meaning set out in the Charter;

Student: shall have the meaning set out in the Charter;

Spin-Out Entity: means a legal entity involving a Creator or Enabler or member of Staff whose principle object is the development and commercialisation of Technology owned by the University;

Technology: includes but is not limited to patents, software, know-how, methodologies and other forms of intellectual property.

3. Authorisation

- 3.1 Approval for the formation of a Spin-Out Entity shall require authorisation from the University Executive before that Spin-Out Entity is incorporated, and before a Creator, Enabler or member of Staff becomes an Officer of the Spin-Out Entity. To obtain such authorisation, the member of Staff, Creator or Enabler shall inform the Business and Enterprise Directorate or its successor organisation which shall be responsible for making such arrangements as are necessary for determining whether authorisation may be granted. The route to approval is documented within the University Procedures for Formation of a New Company as referenced in Clause 6.
- 3.2 In determining whether authorisation should be granted, issues which the University shall consider include:
 - (a) the interests of the University
 - (b) the interests of the member(s) of Staff, Creator(s) or Enabler(s) seeking authorisation
 - (c) the interests of the Spin-Out Entity
 - (d) the impact on existing and future duties of member(s) of Staff, Creator(s) or Enabler(s).
 - (e) the use of Technology owned by the University or any subsidiary company
 - (f) the use of University resources, such as space and equipment
 - (g) any relevant legal issues.

4. General Provisions

- 4.1** Where a Spin-Out Entity is to be formed based on University-owned IP, the University will seek to license the IP to the Spin-Out Entity. The University shall be allocated a 24% dilutable Equity Share in the Spin-Out Entity. Under exceptional circumstances, this Equity Share may be modified with the express permission of the University Executive.
- 4.2** The University may offer an equity holding to a member of Staff, Creator or Enabler taking into account his or her contribution to the creation of the Technology. The University may refuse to offer any equity holding to a member of Staff, Creator or Enabler who has contributed to the creation of the Technology, after adequate consultation with all interested parties.
- 4.3** In the case where a member of Staff, Creator or Enabler is granted an equity holding in a Spin-Out Entity that licences the University IP which the member of Staff, Creator or Enabler has created, such member(s) of Staff, Creator(s) or Enabler(s) rights to participation in the University standard revenue sharing scheme (as defined within Appendix 1 IP Revenue Sharing of the University's IP Policy) shall be forfeited. For the avoidance of doubt, should a member of Staff, Creator or Enabler purchase an equity holding at full market rate, this Clause will not pertain to such a purchase.
- 4.4** In the event of lack of agreement in the amount of equity to be apportioned in terms of paragraph 4.1, or the University's refusal to offer equity to a member of Staff, Creator or Enabler in terms of paragraph 4.2, the matter shall be referred to an Arbiter mutually chosen or, on the application of either of the parties hereto, an Arbiter appointed by the President of the Law Society of Scotland for the time being; the decision of such Arbiter shall be final and binding. The University and the member of Staff, Creator or Enabler shall pay equal shares of the costs incurred unless otherwise agreed.
- 4.5** A full-time member of Staff may not be an employee of a Spin-Out Entity. However, the University may permit a member of Staff to become part-time or may agree a secondment (subject to terms and conditions) in order to allow the member of Staff to be employed part-time by the Spin-Out Entity.
- 4.6** The University shall be entitled to recoup from a Spin-Out Entity the cost of legal and other professional fees incurred in the creation of that Spin-Out Entity and the costs of intellectual property protection incurred in the development of the relevant Technology.

5. Staff

- 5.1** Subject to the University's Charter, Statutes and Ordinances and Codes of Conduct and with the permission of the University, a member of Staff may
- (a) own shares or share options in a Spin-Out Entity
 - (b) act as directors of a Spin-Out Entity
 - (c) act as paid consultants to a Spin-Out Entity
- 5.2** Conflicts of interest for members of Staff, which arise, or may arise, as a result of the creation of a Spin-Out Entity shall be declared and addressed through the University's policy on Conflict of Interest.
- 5.3** No individual member of Staff shall have the authority to incorporate or dispose of a Spin-Out Entity.
- 5.4** Any member of Staff who has been refused permission to set up a Spin-Out Entity may not set up a company having similar objects outwith the University.
- 5.5** Should a member of Staff leave the University's employment then any benefits they are already entitled to under the provisions of this Ordinance shall not be affected by their leaving the University, except as may be set out in any existing contractual obligations between the member of Staff and the Spin-Out Entity or as may be set out in the constitutional documents of the Spin-Out Entity.

6. Procedure for company formation

- 6.1** The procedure for forming a Spin-Out Entity is provided within the University Procedures for Formation of a New Company. This Ordinance should be read in conjunction with these Procedures.

Ordinance Q1	
Effective Date 30 September 2021	
Approved by: The Court	<i>30 September 2021</i>
Consultation via: Ordinances and Regulations Committee The Senate	<i>23 August 2021 15 September 2021</i>

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