THE UNIVERSITY EXECUTIVE

Terms of Reference

1	Constitution and Purpose

1.1 The University Executive is the University's primary management decision-making body.

The University Executive's primary role is to manage and lead the whole University and to deliver institutional strategy in line with our mission and values. The University Executive is responsible and accountable for decision making and for inspiring and empowering our staff and students to build a more responsive, sustainable and resilient University community that is purpose-driven and values-led.

Statement of Primary Tasks
a) Provide leadership and management across the University to affirm its purpose
b) Manage and report on the delivery of strategy
c) Set and provide executive approval of the annual financial plan
d) Set targets and performance indicators for delivery of the strategy
e) Monitor performance delivery, monitoring risks and opportunities and making adaptations where necessary to optimise outcomes
f) Approve prioritisation of key strategic projects
g) Set and support the enabling strategies required for successful growth, organisational development and delivery of strategic outcomes
h) Support and inspire staff, creating future leaders and a flourishing environment

2	Remit

2.1 The University Executive is responsible for University operational management decision-making and is responsible and accountable for relaying decision-making and other relevant information to the Court in accordance with the governing body's responsibilities, powers and authority.

The University Executive is responsible for advancing the strategic planning and development of the University and for presenting recommendations to the Court for approval.

The University Executive may delegate elements of review and decision-making authority to any of its own boards and committees. Any delegated powers shall be referred to explicitly in the relevant board or committee Terms of Reference. The University Executive shall ensure, through a process of regular review and approval/re-approval of the Terms of Reference of those bodies, that the arrangements remain effective in providing appropriate support to the University Executive to fulfil its role and its responsibilities to the Court.

2.2 **Mission, Vision, Values, and Strategy**

It is the responsibility of The University Executive to:

a) develop with the appropriate constituencies, the mission, strategic vision and values of the University, and to recommend these to the Court for approval.

b) receive and consider a draft University Strategic Plan from the Global Operations Executive and to recommend the Plan to the Court for approval. The University Executive shall schedule such joint meetings as necessary with the Global Operations Executive to guide the principles/objectives underpinning the development of the Plan.

c) receive and consider the key supporting strategies of the University's Strategic Plan (such as Financial Strategy, People, Learning and Teaching, Research and Knowledge Exchange, International, Infrastructure, Equality and Diversity) and to recommend those strategies to the Court for approval.

d) approve for onward recommendation to the Court for approval the annual Outcome Agreement negotiated with the Scottish Funding Council.

e) develop for the approval of the Court performance indicators and benchmarks against which to measure the University's performance and to monitor and review the University's progress and performance against those measures.

f) approve, on behalf of University management, plans for strategic projects / initiatives / business ventures in pursuit of the University's strategy, referring these to the Court for approval as and when appropriate, and to monitor and review the University's progress and performance against those plans.

g) advise and make decisions which accord with the effective management of the University's assets and resources in the context of evolving University strategy, referring matters to the Court for approval as and when appropriate, in accord with the University Financial Regulations.

h) make management decisions that accord with sectoral good practice and which reflect and safeguard:
   i.   the external reputation and values of the University
   ii.   the interests of its key external stakeholders
   iii.   compliance with the Scottish Government nine Principles of Public Life.

| 2.3 | **Financial** |

It is the responsibility of The University Executive to:

a) establish the planning framework of the University and to consider recommendations on such from the Global Operations Executive.

b) approve the University's budget and Five-Year Financial Plan which are aligned to delivery of Strategy 2025, and recommend these to the Finance Committee and the Court for approval, and monitor and review the University's performance against budget.

c) monitor and review annually the arrangements for the management of University endowment / bequest / gift funds and the performance of those funds (responsibility shared with the

Endowment Committee). The University Executive and the Endowment Committee shall provide reports to the Finance Committee.

d) provide leadership and oversight of the University's fundraising strategy/activities (responsibility shared with the Endowment Committee). The University Executive and the Endowment Committee shall provide reports to the Finance Committee.

e) approve the Annual Accounts and Financial Statements of the University referring these to the Finance and Audit and Risk Committees and the Court for approval.

f) approve the University's annual schedule of fees and the associated fees strategy (responsibility shared with the Fees Working Group). The University Executive and the Fees Working group shall recommend these to the Finance Committee for approval.

g) approve the University's Financial Regulations referring these to the Court for approval (via the Audit and Risk Committee), and be the authorising body in matters of financial control, as and where stipulated in the Financial Regulations.

2.4	**Risk Management and Audit** It is the responsibility of the University Executive to: a) ensure a thorough and regular evaluation of the nature and the extent of the risks to which the University is exposed through all of its activities, and the establishment and embedding of effective project and risk management processes, systems of control and reporting.

2.5	**Governance**
	It is the responsibility of the University Executive to:
	
	a) review annually and approve changes to the Terms of Reference of the boards and committees reporting to the University Executive.
	
	b) ensure that the University operates within all relevant legislative (UK and international) and Scottish Funding Council and any other relevant directive with regard to finance, personnel, estates and all business undertaken by the University and to report on these matters to the Court as appropriate.
	
	c) approve corporate policies for onward recommendation to the relevant Court committee where these are fundamental policies which:
	
	    i. correlate to the responsibilities of the Court set out in its Statement of Primary Responsibilities, and supporting Ordinances;
	    ii. support University compliance with external legislation, regulations, codes etc (e.g. Equality & Diversity Policy, Data Protection Policy, Health & Safety Policy, Bribery Prevention Policy);
	    iii. support delivery of the University's mission and strategic objectives through management of performance (e.g. (HR) Performance Management Policy, Risk Management Policy, Treasury Policy, REF Policy/Code of Practice);
	    iv. support the University in its duty to safeguard its assets and to demonstrate accountability in its stewardship and proper use of public funds (e.g. Financial Regulations, Fraud

	Prevention and Response Plan, Travel Expenses Policy, Sustainable Procurement Policy, Information Security Policy Framework, Intellectual Property Policy); and
v.	support the University in its duty to serve the public interest, to behave ethically, and to meet broadly the needs and expectations of its stakeholders (e.g. Complaints Policy, Public Interest Disclosure (Whistleblowing) Policy, Code of Research Conduct).

2.6	**People** It is the responsibility of the University Executive to: a) champion and promote the Heriot-Watt values as agreed by the Court, and to safeguard and promote the principles and practices agreed by the Court in support of staff and student wellbeing. In relation to student wellbeing, the University Executive should champion partnership working with the recognised student representation bodies at each of the University's campuses and engage appropriately with the duties and responsibilities assigned to the Senate; b) approve the strategy for equality, diversity and inclusion for the Global Operations Executive to develop and deliver, given equality, diversity and inclusion is part of the foundation set of policies of the Court; and c) agree the University's model for workforce planning for the Global Operations Executive to develop and deliver.

2.7	**Programme and Project Management** It is the responsibility of The University Executive to: a) provide leadership on the creation and management of major change Programmes and Projects, establishing and receiving reports from ad-hoc working groups as and when required. The University Executive may delegate to the GOE responsibility for monitoring and advising on the progress of any major change programme or project.

2.8	**Communication** It is the responsibility of The University Executive to lead on engagement and communication across our community and to inform the agenda for the Global University Leadership Forum as a mechanism for bringing leaders together from all campuses together to consider strategic and operational priorities, and for periodic Division Head meetings.

3   Composition and Membership

3.1	The University Executive membership shall include: - the Principal and Vice-Chancellor (as Chair) - the Vice-Principal and Provost - the University Secretary - the Global Chief Operating Officer - the Provost/Vice-Principal (Dubai) - the Provost/Vice-Principal (Malaysia) - the Deputy Principals

- the Global Director of HR
- the Global Chief Financial Officer

3.2   The University Executive's current membership is:

- Professor Richard A Williams, Principal and Vice-Chancellor (Chair)
- Vacancy, Vice-Principal and Provost
- Ms Ruth Moir, University Secretary
- Ms Lucy Everest, Global Chief Operating Officer
- Professor Ammar Kaka, Vice-Principal and Provost (Dubai)
- Professor Mushtak Al-Atabi, Vice-Principal and Provost (Malaysia)
- Professor John Sawkins, Deputy Principal (Education and Student Life)
- Professor Steve McLaughlin, Deputy Principal (Research and Innovation)
- Professor Mercedes Maroto-Valer, Deputy Principal (Research and Innovation)
- Dr Gillian Murray, Deputy Principal (Global Sustainability)
- Mr Richard Claughton, Global Director of Human Resources
- Mr Andrew Jefferson, Global Finance Director

4   Equality and Diversity and Inclusion Statement

4.1   The UE will exercise its responsibility, as far as possible, to promote diversity of representation within its membership and the membership of any working group or committee established by the UE. The UE will also act to promote equality of opportunity for all colleagues who are involved in carrying out its business.

5   Quorum and Voting

5.1   The quorum is a simple majority, or half plus one where there is an even number of members.

5.2   It is intended that decisions of the University Executive will normally reached by consensus following a full debate. Therefore, the Chair will normally seek agreement to the proposal in question and, in exceptional circumstances only, will call for a vote where there is a clear expression of dissent or if the matter is of particular significance.

5.3   Only members of the University Executive will be entitled to vote.

6   Committee Chair

6.1   The Chair of The University Executive shall be the Principal.

6.2   In the absence of the Chair, the Vice-Principal shall chair meetings of The University Executive. In the absence of both the Principal and the Vice-Principal, the Principal shall nominate another member to Chair.

7   Frequency

7.1   Business meetings with papers will be held every two weeks. One meeting per month will deal with formal approval of papers, aligned to business needs and the Court and Court Committee schedule of meetings. The other meeting will focus on briefings and discussion of key topics.

| 7.2 | Four meetings each year shall be designated as risk strategy meetings (either included in the above schedule or additional to it). These meetings will include as attendees relevant colleagues who are not members of the UE. |
| 7.3 | Other occasional strategy and planning meetings shall be called as necessary. |

8 Attendance at Meetings

| 8.1 | The UE may invite additional attendees at meeting (regular or ad-hoc depending on agenda items). |

9 a) Reserved Business

| 9.1 | There may be occasions when the Committee's business is designated reserved and/or commercially sensitive. On such occasions, with the approval of the Chair, any persons in attendance may be asked to withdraw from the meeting during consideration of a particular reserved item of business. |
| 9.2 | The record of matters with which the Chair and the Committee are satisfied should be dealt with on a reserved basis and will be recorded separately. |

9 b) Conflict of Interest

| 9.3 | Where it is identified that a member of the Committee has a conflict of interest with respect to a given matter, the Chair may request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision-making or may require complete non-participation and/or withdrawal from that part of the meeting. |
| 9.4 | All instances of identified conflicts of interest shall be recorded in the minutes. |

10 Reporting Procedures

10.1	The Principal and the University Executive will submit regular briefing reports to the Court based on the minutes of the University Executive. The Chair will approve the content of these reports prior to release.
10.2	Minutes and reports of the University Executive will denote those areas of reported business which are deemed to fall within the designation of information which is 'exempt' under the FOI(S)A.
10.3	Management reports submitted to the Court shall be relayed with the approval of the University Executive.

11 Forward Planning

| 11.1 | The University Executive will review its formal Terms of Reference annually. |
| 11.2 | Meetings will be scheduled in the morning, Mondays-Thursdays, and should be scheduled at least two years in advance if possible. |

Supporting Information

Reporting Lines

The following groups report directly to the University Executive. The University Executive will receive reports from its reporting boards and committees according to established schedules and mechanisms as agreed by the University Executive:

Boards
- University Committee for Learning and Teaching (jointly with the Senate)
- University Committee for Research and Innovation (jointly with the Senate)

Committees/Groups
- University Health & Safety Committee
- Equality & Diversity Group
- Athena SWAN Strategy Committee
- Fees Working Group (joint reporting with Finance Committee)
- Portfolio Management Group (who also report to Senate for information)
- Global Information Governance & Data Protect Group
- Combined Joint Negotiating and Consultative Committee
- Vacancy Management Group
- TRAC Development & Resource Modelling Working Group
- Student Visa Committee
- SBC Campus Management Committee
- Complaints Overview Board

Whilst the Infrastructure and Information Services Management Board reports directly to the GOE, any relevant underpinning strategies (Infrastructure, IS, business information) should continue to be referred to the University Executive for approval.

Delegation

The University Executive may establish permanent or short-life groups with authority delegated by the University Executive (the UE retains overall responsibility).

Effectiveness and Lifespan

Reviewed informally each year. It is recommended that the University Executive commissions professional board effectiveness advice early in 2021 to help establish and embed ethos, performance and operating principles. Effectiveness should be reviewed after the first 12 months.

Actions the Committee May Take

The University Executive may:

- Receive
- Note
- Consider
- Endorse

- Recommend
- Agree
- Approve
- Reject

Minutes Style

Traditional/formal minutes in accordance with internal University guidance.

Resources

Clerk: Kate Wright – email Kate.Wright@hw.ac.uk.

RISK AND PROJECT MANAGEMENT: APPENDIX TO THE UNIVERSITY EXECUTIVE TERMS OF REFERENCE

The University Executive is responsible for:

1.1 Reviewing and advising on the University's risk management policy and processes for managing and reporting risk.

1.2 Assessing and reporting on the University's Programme and Project Management Policy, methodologies and processes for managing, reporting and providing assurance on projects.

1.3 Making recommendations to the Audit and Risk Committee as appropriate.

1.4 Overseeing the annual review of the effectiveness of risk and project management and reporting on the outcomes to the Audit and Risk Committee.

The University Executive will hold four meetings each year which are focussed on risk and project management and to which colleagues, who are not members of the University Executive shall be invited.

- The University Executive shall develop an objective view of, and will provide assurances to the Court, via the Audit and Risk Committee, the following:

- All aspects of risk governance, risk management frameworks and promotion of behaviours and cultures that drive approaches to risk management at all levels in the University.
- Project governance, project management frameworks, and promotion of behaviours and cultures that drive approaches to project management at al levels in the University
- Systems of internal control in relation to risk and project management, in that these are fit for purpose, adequately resourced and underpin the University's performance and reputation.
- Overall risk governance process in that it gives clear, explicit and dedicated focus to current and forward-looking aspects of risk exposure.
- Clear comprehensive project portfolio reporting that enables the University to effectively monitor its portfolio of projects from a governance and risk management perspective.
- Provision of comfort to the University bodies that projects have appropriate governance and risk management arrangements in place that are aligned with the University's risk management framework and project principles.
- Assurance work carried out over projects is proportionate and effective.
- Compliance with best practice, governance and regulatory standards and benchmarks.

The University Executive will invite the following colleagues to attend the quarterly Risk and Project Management meetings of the University Executive, and may invite other colleagues to attend where this would be relevant and helpful to the meeting agenda:

a) Prof Duncan Hand, Acting Head of EPS (GOE member)
b) Prof Robert MacIntosh, Head of SoSS (GOE member)
c) Prof Heather McGregor, Exec Dean EBS) (GOE member) or nominee
d) Prof Malcolm Chrisp, Head of EGIS (GOE member)
e) Prof Beatrice Pelloni, Head of MACS (GOE member)
f) Prof Fiona Waldron, Head of TEX (GOE member)
g) Ms Kathy McCabe, Global Dir of Information Services (GOE member)
h) Ms Sue Collier; Global Dir of Governance and Legal Services (GOE member)
i) Ms Lynda Johnstone, Global Dir Estates & Facilities (GOE member)
j) Mr Paul Travill, Academic Registrar (GOE member)
k) Dr Fiona Armstrong, Global Director of Research Engagement (GOE member)
l) Mr Mike Bates, Head, Student Recruitment (GOE member)
m) Dr Matt Sukumaran, COO (Dubai) (GOE member)
n) Ms Janice Yew, COO (Malaysia) (GOE member)
o) Ms Kirsty Scanlan, Dir of Strategic Planning and Performance (GOE member)
p) Mr Jon Dye, Head of Assurance Services

In the event that an invited colleague is unable to attend a scheduled meeting, they must appoint a Deputy to attend the meeting on their behalf. The Deputy must be able to talk with authority with regard to the specific risk register/topic.

Approved by the University Executive: May 2021 - Updated Members added 2024

The University Executive will review annually the effectiveness of its extended Risk and Project Management meetings.

The quarterly Risk and Project Management meetings will be clerked by the Senior Risk Administrator, Assurance Services.