

Heriot-Watt University

## THE COURT

Minutes: 11 December 2025

In the Chair:	Mr Bruce Pritchard, Chair of Court ( <i>except M25/93.4</i> )	Mr Mike Tumilty ( <i>for M25/93.4</i> )
Present:	Professor Paul Dalgarno, Senate Member  Dr Louise Delicato, Senate Member Mr Graeme Dickson, Lay Member Mr Cameron Fields, Student Union (SU) President Ms Hilary Hansen, Lay Member Mr Steve Heathcote, Lay Member Dr Brian Henderson, Alumni Member Professor David Jenkins, Trade Union Member Mr Gary Kildare, Lay Member Mr Paul Lewis, Lay Member ( <i>until 11.30am</i> )  Ms Holly McAdams, SU Vice-President (Academic) Dr Yvonne McLaren-Hankin, Dean of the University	Professor Steve McLaughlin, the Vice-Principal of the University Mr Rodney Miller, Lay Member Mr Jürgen Munz, Trade Union Member Ms Marta Phillips, Lay Member  Mr Alan Robertson, Lay Member Mr Ian Stevenson, Lay Member Ms Denise Thomas, Lay Member Mr Mike Tumilty, Deputy Chair of Court Dr Laura Wicks, Staff Member ( <i>until 11am</i> ) Professor Richard Williams, Principal and Vice-Chancellor Ms Dorothy Wright, Lay Member
Member apologies:	Mr Bruce Roberts, Staff Member	
In attendance:	Ms Ruth Moir, University Secretary and Vice-Principal (Governance and Operations) Professor Mushtak Al-Atabi, Vice-Principal and Provost (Malaysia) Ms Sue Collier, Global Director of Governance and Legal Services (GALS) Ms Suzie Lyons, General Counsel Professor Mercedes Maroto-Valer, Deputy Principal (Global Sustainability) Professor Dame Heather McGregor, Vice-Principal and Provost (Dubai) Ms Penny McIntyre, Global Director of HR Professor Gill Murray, Deputy Principal (Enterprise and Business) Professor Tadhg O'Donovan, Deputy Principal (Education and Student Life) Mr Martin Pringle, Global Chief Financial Officer (GCFO) Professor Chris Turney, Deputy Principal (Research and Impact) Ms Lisa Herlihy, Clerk to the Court	

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**WELCOME, APOLOGIES AND DECLARATIONS OF INTEREST**

The Chair welcomed all present to the meeting and the apologies for absence were noted.

The Chair noted the following declarations of interest:

- Mr Jürgen Munz had an interest in M25/73, which considered his appointment to the Joint Committee of the Court and the Senate relating to the Principal and Vice-Chancellor appointment. Mr Munz briefly exited the meeting whilst this item was considered.
- Ms Dorothy Wright, Mr Paul Lewis, and Mr Ian Stevenson had an interest in their membership renewals, which were considered as part of M25/85. Ms Wright and Mr Stevenson briefly exited the meeting whilst their renewals were considered. Mr Lewis had already departed the meeting.
- the Principal, the Vice-Principal and the University Secretary had an interest in the Report from the Remuneration Committee (M25/93), which contained proposals regarding their remuneration. All three departed prior to consideration of the Report.

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- the Chair of Court had an interest in M25/93.4, which considered his remuneration. The Chair briefly exited the meeting whilst this was considered, and the Deputy Chair of Court took the chair.
- in relation to M25/80.1, the Court noted that the Principal and the Deputy Principal (Enterprise and Business) were both members of the Scottish Enterprise Board.

The Chair noted that he would work with the University Secretary to streamline the meeting paper pack for future December Court meetings. Potential improvements included providing some supporting papers for the Consolidated Group Reports and Financial Statements as background information, noting that all were reviewed in detail at the Joint Meeting of the Audit and Risk Committee and the Finance Committee. The timing of the annual reports to the Court normally presented in December would also be reviewed.

**M25/71 MINUTES OF THE MEETINGS ON 2 OCTOBER 2025 AND 6 NOVEMBER 2025, REPORT FROM THE COURT STRATEGY DAY ON 6 NOVEMBER 2025 AND MINUTE OF ITEM APPROVED BY CORRESPONDENCE**

The Court **approved**:

- the minutes of the meetings on 2 October 2025 and 6 November 2025;
- the Report from the Court Strategy Day on 6 November 2025; and
- the minute of an item approved by correspondence, which was the Court-appointed membership of the Joint Committee of the Court and the Senate relating to the Principal and Vice-Chancellor appointment.

**M25/72 REPORT FROM THE COURT INTERIM BUSINESS COMMITTEE (CIBC) (Ct6/25/42)**

The Court **noted** the report from the CIBC, presented by the Chair. The Court noted that the CIBC had approved, on its behalf, the interim appointment of Professor Fiona Grant as Acting Executive Dean to lead the School of Textiles and Design through the transitional period to 30 April 2027; and revised Terms of Reference for the Infrastructure Committee, including a change of name to Environment and Infrastructure Committee.

The Court **approved** minor amendments to the CIBC Terms of Reference. The Court noted that the Terms of Reference should be further updated to ensure that the Chair of the Infrastructure Committee was correctly referred to as Chair of the Environment and Infrastructure Committee.

**M25/73 ACTIONS LOG, MATTERS ARISING AND COURT AGENDA TRACKER**

The Court **noted** the Actions Log and Agenda Tracker, presented by the Chair. The Court agreed that those items marked as complete would now be removed from the Log.

The Court agreed to record in the Actions Log that a discussion item regarding the University's partnerships strategy and the expected outcomes would be presented to the Court. This had been agreed at the Court Strategy Day.

**Membership of the Joint Committee of the Court and the Senate: Principal and Vice-Chancellor Appointment (Ct6/25/59)**

The Court **approved** the appointment of Mr Jürgen Munz, Trade Union nominee on the Court, as a member of the Joint Committee. Mr Munz would replace Dr Laura Wicks, who had had to step back from the Committee.

**M25/74 STRATEGIC SUMMARY REPORT (PRESENTATION)**

The Court **discussed** a Strategic Summary Report focused on current issues for the University, presented by the Principal and Vice-Chancellor.

### **Priorities and Objectives Tracker**

The Principal reported that the tracker for the Court and Senate priorities and the University Executive (UE) objectives was under development and had been provided for comment. The tracker monitored four key themes: Finance; Reputation; Research and Enterprise; and Strategy 2035. Each theme was broken down into more specific metrics, and was colour coded according to progress (whether actions had begun) and current status (whether they were on track).

**XXX Reserved Section – Ref. FOI(S)A, s.33** The Court observed that it would be helpful if the tracker could demonstrate where work was being done to improve the current status.

In terms of reputation, two items were currently tracking progress as red. One was the development of a global employability metric because work on this had not yet begun. The other was Student Satisfaction: National Student Survey (NSS). Work was ongoing with discipline groups that had had adverse scores to ensure progress was being made. However, this was a lagging indicator and the results of the next NSS would not be available until later in 2025-26.

The Court agreed that additional work was required to clarify the tracker and suggested that a one-page high-level summary could then be supported by more detail. The Court also recommended simplifying the colours to red, amber and green, removing yellow; and clarifying, for example, areas where progress was green but current status was red.

### **Key Briefing Points**

The Principal provided an update on key briefing points for Court members. There continued to be a sharp focus on cost control and progressing the implementation of rightsizing across the Schools. The UK Government had recently announced an International Student Levy, with the Scottish Government not currently intending to follow suit. Scottish universities were keen to avoid implementation of the Levy in Scotland because of the likely loss of international students. That message could usefully continue to be communicated by Court members in support of the Executive.

Consideration of the Tertiary Education and Training (Funding and Governance) (Scotland) Bill was likely to continue into the next parliamentary session, and the University would continue to monitor its progress. The Chair of Court reported that he had taken on an interim role as Chair of the Committee of Scottish Chairs and would therefore be leading on dialogue between the Scottish Chairs and the Education Ministers.

The Principal also reported that the University would be piloting May entry degree starts in Dubai in 2026, and that there would be a UE Away Day on 12 December 2025 with a focus on strategic partnerships.

### **M25/75 PRINCIPALS REPORT TO COURT (Ct6/25/43)**

The Court **noted** the Principal's Report, presented by the Principal and Vice-Chancellor. This included updates on delivery of the strategic themes and milestones for each of the University's SPIs, as well as cross-campus news.

### **M25/76 GLOBAL UPDATE FROM THE STUDENT REPRESENTATIVE BODIES (SRBs) (PRESENTATION)**

The Court **discussed** a global update from the SRBs, presented by the SU President and SU Vice-President (Academic).

The Court noted recent activity at the Dubai and Scottish campuses. The update then focused on initial analysis of the 2025 Big 6 Survey run at the Scottish Campuses. It was noted that the Dubai Campus' Big 6 Survey was currently ongoing and that the Malaysia Campus would run the Survey in January. 1,000 responses had been received for the Scottish Campuses Survey.

The SU Vice-President (Academic) noted that students continued to report issues around wellbeing. Only 5% of respondents were finding their academic workload manageable due to competing pressures, including the need to increase paid work in order to manage their finances. This was the norm across the Scottish sector, with students in Scotland working an average of 16 hours per week during the term on top of their studies. This also had an impact on students' ability to socialise and was leading to a rise in loneliness and isolation. However, the Survey had demonstrated a reduction in Heriot-Watt students who said they had made no friends from 7% to 4.6%, which suggested the work being done by the Student Union and the University to develop a sense of community was having an impact.

The Court noted that, along with the impact on academic attainment and wellbeing, the various pressures were a risk to student retention and were likely to continue resulting in lower student satisfaction. Each decision made by the Court had an impact on students and the student experience and Strategy 2035's continued emphasis on placing students and staff at the heart of everything the University did was therefore vital.

The Court discussed the issues raised and observed that certain issues existed at a macro level, such as cost of living, and were therefore largely outwith the University's control. The University needed to focus on developing actions to address issues within its control and to ensure that these actions were progressed. Actions might include staggering assessment deadlines or further developing internship opportunities to support employability. The University had recently announced that each Rest of the UK student would receive one term's free accommodation to support both recruitment from this group and the financial wellbeing of these fee-paying students.

The Court noted that staff were providing extensive support to students and this engagement had evolved considerably in recent years, particularly as the diversity of the student population increased. Such engagement required time and resources, which could be difficult during periods of ongoing financial pressure.

The Court agreed that the Global Student Life Committee (GSLC) would consider the detail of the Survey and an action plan that could be implemented with the currently available resources. A directional update would be provided to the next Court meeting, with a more in-depth update provided following the GSLC meeting in May 2026.

## **M25/77 UPDATE FROM THE VICE-PRINCIPAL WITH INPUT FROM THE CAMPUS VICE-PRINCIPALS AND PROVOSTS (PRESENTATION)**

The Court **noted** the briefing, presented by the Vice-Principal.

### **Student Recruitment**

The Vice-Principal reported on the current position with student recruitment, ahead of finalised numbers from the January 2026 intake. The UK remained a strong study destination, but policy uncertainty and global competition would continue to challenge growth through 2026-27. These challenges were in part mitigated by the University's global campus footprint, with the Malaysia and Dubai campuses attracting increased student numbers from markets where UK recruitment had declined. Joint Education Programmes (JEPs) were also mitigating decreases in recruitment.

Recruitment to the Scottish Campuses was ahead of 2024-25 across all major metrics but a further growth in student numbers was still required to meet significantly higher targets, particularly due to ongoing challenges with recruitment from India. There had been a slight dip in domestic applications to the Malaysia Campus, with the international pipeline growing in line with the trend seen in September 2025.

The Dubai Campus had seen significant growth, particularly as a result of the ongoing accreditation campaign to boost domestic and Gulf region recruitment.

Recruitment to Heriot-Watt Online was also strong. All areas of recruitment would be fully analysed once the January 2026 intake was final.

During discussion, the Court queried whether student recruitment should be added to the Priorities and Objectives Tracker as a leading indicator of achieving financial targets. The Court also requested sight of the University's key markets and sources of students, so that dependencies were fully understood. The Vice-Principal noted that a detailed student recruitment dashboard was produced fortnightly and he would work on providing an overview of this dashboard at Court meetings.

### **Academic Rightsizing**

The Court noted that work on academic rightsizing continued, following a reduction in courses with low enrolment as part of the Portfolio Review. A series of Town Hall meetings had been held in Schools to explain the findings and next steps, and consultation with the Trade Unions around the Paid Leaver Scheme was ongoing. Should the University need to implement a redundancy process, a proposal would be presented to the Global People and Culture Committee (GPCC) and the Court.

In response to a question regarding the Paid Leaver Scheme, the Vice-Principal and the Global Director of HR confirmed that the scheme for Scholar had now opened and had been extended into January 2026. The wider academic rightsizing Paid Leaver Scheme would open shortly, once a final meeting with the Trade Unions had been held. Staff were currently being made aware where they might be eligible for the scheme. The Court queried whether overall performance was being considered as part of the Paid Leaver Scheme and the Vice-Principal confirmed that this was a factor. Whilst specific areas were being targeted as part of the scheme, applicants would not automatically be accepted, and key skillsets would be retained.

The Vice-Principal reported that many institutions were currently reducing their staff headcount to reduce costs but had not tackled staff workload. Heriot-Watt had thoroughly considered staff workload before opening the Paid Leaver Scheme to ensure that the changes were manageable and that staff student ratios (SSRs) would remain appropriate. Going forward, portfolio review would be an annual process to ensure that resources remained balanced.

### **Progress to breakeven**

#### **XXX Reserved Section – Ref. FOI(S)A, s.33**

#### **M25/78 UNIVERSITY SECRETARY UPDATE (Ct6/25/44)**

The Court **noted** an update on governance matters, presented by the University Secretary.

The University Secretary noted that the Principal and Vice-Chancellor recruitment process was on track, with shortlisting taking place later in the day. The University's response to the Gillies Report was in final draft and would be presented to the Court via other relevant governance committees early in 2026. The University Secretary noted her thanks to Court members for their engagement in University events throughout the year. Any member who had questions on the guidance provided regarding Court members' role in stakeholder engagement should contact the University Secretary.

#### **M25/79 REPORT FROM THE FINANCE COMMITTEE (Ct6/25/45)**

The Court **noted** the report from the Finance Committee, presented by Mr Steve Heathcote, Chair of the Committee.

The Committee Chair reported that there had been an additional meeting of the Committee held on 3 December 2025 to consider the current financial position in more detail following the end of Q1.

**XXX Reserved Section – Ref. FOI(S)A, s.33**

The Committee Chair and the Chair of Court noted their thanks to all members of the Finance Committee and the LTFG for the time commitment made in support of the University.

**M25/80 REPORT FROM THE JOINT MEETING OF THE AUDIT AND RISK COMMITTEE AND THE FINANCE COMMITTEE (Ct6/25/46)**

The Court **noted** the report from the Joint Meeting that had taken place on 3 December 2025, presented by the Chairs of the Audit and Risk Committee and the Finance Committee.

The Chairs reported that there had been detailed scrutiny of the papers at the Joint Meeting. The Committees had been content to endorse, for Court approval, the Consolidated Group Reports and Financial Statements for 2024-25, subject to amendments to the narrative. These had been made prior to presentation to the Court. The Court first considered each of the supporting papers in turn, noting that these provided the basis upon which the Court could approve the Group Reports and Financial Statements. The Statements were then considered for approval.

The Chairs noted that the narrative amendments had largely focused on the Principal's Report and were designed to ensure the correct tone. This included highlighting the work being done to achieve breakeven as an important foundation for delivering Strategy 2035, as well as recognition of the proportion of the University's funding received from the Scottish Funding Council (SFC).

**XXX Reserved Section – Ref. FOI(S)A, s.33****80.1 Draft Consolidated Group Reports and Financial Statements 2024-25 (Ct6/25/46a)**

The Court **approved** the Group Reports and Financial Statements for 2024-25, presented by the GCFO, for signature and for submission to the SFC.

The GCFO reported that there had been no change to the profit and loss or the cashflow reported since the Joint Meeting. The document was with the External Auditors for final review and was expected to be ready for signature shortly.

**80.2 Going Concern (Ct6/25/46b)**

The Court considered and **noted** the report on going concern, presented by the GCFO. The Court noted that the report provided management analysis supporting preparation of the Group Reports and Financial Statements on a going concern basis. The report been rigorously reviewed by the External Auditor and at the Joint Meeting. For 2024-25, it was based on additional scenario testing informed by the University's reflections on the Gillies Report.

**80.3 EY Group Audit Results Report including management responses (Ct6/25/46c)**

The Court considered and **noted** the draft Audit Results Report for the Group, including the management responses, presented by the GCFO.

The Court noted that all audit work had now been completed, and the External Auditor had indicated that they intended to sign off on a clean audit opinion following Court approval of the Group Reports and Financial Statements. The Court agreed that the GCFO would update the Chair of the Audit and Risk Committee regarding the fee variation once this had been finalised.

**80.4 Draft Subsidiary Company Reports and Financial Statements (Ct6/25/46d)**

- Heriot-Watt University Malaysia (HWUM)
- Heriot-Watt Services Ltd (Oriam)
- Heriot-Watt Trading Ltd

The Court considered and **noted** the draft Subsidiary Company Reports and Financial Statements, presented by the GCFO. The Court noted that the draft

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Reports and Financial Statements were subject to a full audit process and would then be presented to their respective Boards for review and approval.

**80.5 Dubai Campus Branch Accounts including Grant Thornton Audit Management Letter (Ct6/25/46e)**

The Court **approved** the Dubai Campus Branch Accounts, presented by the GCFO.

Ms Marta Phillips, Lead Governor for the Dubai Campus, reported that she had been involved in the AGM required by local regulations on 6 November 2025. She had received a presentation on the Branch Accounts and had been content with that presentation. The Court thanked Ms Phillips for this confirmation.

**80.6 Management Representation Letter (Ct6/25/46f)**

The Court **approved** the Management Representation Letter for the Heriot-Watt Group, presented by the GCFO.

The Court queried whether any non-standard clauses had been included within the Letter and received confirmation that the Going Concern section had been updated for all universities and there were no non-standard clauses specific to Heriot-Watt.

**80.7 Letters of Financial Support for Subsidiary Companies (Ct6/25/46g)**

The Court **approved** the Letters of Support for the subsidiary companies, presented by the GCFO. The Court noted that the Joint Meeting had considered whether it was appropriate for the University to continue supporting the subsidiary companies to further its charitable purpose and had agreed that it was.

**80.8 Annual Report from the Audit and Risk Committee (ARC) and University Strategic Risk Register (Ct6/25/46h and Ct6/25/46i)**

The Court **approved** the Annual Report from the ARC and the University Strategic Risk Register, presented by the Chair of the ARC and the University Secretary. The Chair of the ARC thanked the Clerk to the Committee for her support with collating the report and the members of the Committee for their continued diligence.

**M25/81 EXPANSION IN THE MIDDLE EAST: BRIEFING AND REPORT ON DEVELOPMENTS AND NEXT STEPS (Ct6/25/47)**

The Court **noted** an update on the University's proposed expansion in the Middle East, presented by the Vice-Principal (Dubai) and the Deputy Principal (Education and Student Life).

The Chair reported that the update on the KSA proposal was presented for information and to keep the Court briefed on progress. This followed on from the discussion at the Court meeting on 6 November 2025, and staff and student questions raised, including the request for more detail regarding the overall shape of the transaction. The Court noted that the proposal was subject to contract, negotiations were live and that a commercial confidentiality agreement was in place which applied to all discussion of the proposal.

The Vice-Principal (Dubai) reported that the proposal was aligned with Strategy 2035's emphasis on growing strategic partnerships and diversifying revenue streams to ensure financial sustainability. It would also advance the University's mission to be pioneering in education. The business case had been considered by the University Executive and the Finance Committee; the TNE risk framework by the ARC; and the Senate was overseeing the academic aspects.

The academic workstream was being led by the Deputy Principal (Education and Student Life) and was considering all aspects of the student lifecycle model, including where the partnership model might require different approaches to safeguarding academic standards. A key aim was to ensure complete clarity regarding what the University would manage, what the partner would manage,

and where joint working would be required. This work would be of considerable help when developing future partnership proposals.

**XXX Reserved Section – Ref. FOI(S)A, s.30c.**

The Court agreed that members would provide the University Secretary with any additional points or questions to be addressed following the meeting. The Chair of Court and the University Secretary would consider the best approach to presenting the final proposal to the Court.

**M25/82 GIFT ACCEPTANCE PROPOSALS**

**The Anderson Panmure House Gift (Ct6/25/48a)**

The Court **approved** the University's acceptance of the Anderson Panmure House gift, presented by the Vice-Principal (Dubai). The Court noted that the gift would be for £2.25 million over five years, beginning in 2026, to support the charitable and educational activities of Panmure House and its ongoing maintenance, operations, and management. **XXX Reserved Section – Ref. FOI(S)A, s.33**

**The Hoogenboom Scholarship (Ct6/25/48b)**

The Court **approved** the University's acceptance of the Hoogenboom Scholarship gift, presented by the Vice-Principal (Dubai). The Court noted that the gift would be for €1.5 million over five years, beginning 2026, to support both 30 Masters Scholarships for women from select countries in Sub-Saharan Africa and the employment of a dedicated scholarship programme executive to support the delivery of the scholarship programme.

**M25/83 REPORT FROM THE SENATE (Ct6/25/49)**

The Court **noted** the report from the Senate, presented by the Principal and Vice-Chancellor (Chair of the Senate).

The Principal reported that the Senate had agreed its own set of priorities, as well as a list of principles for meetings. The meeting in October 2025 had discussed the role of AI in learning, teaching and research, as well as matters relating to academic integrity. There had also been a wide-ranging discussion of the KSA proposal, which had led to a further update report at the November 2025 meeting.

The Court noted that the Senate had endorsed the Annual Institutional Quality Report for consideration by the ARC, agreeing that it was '*satisfied that the institution [had] effective arrangements to manage risks associated with the maintenance of standards and to assure and enhance the quality of its provision.*'

**M25/84 UNIVERSITY HEALTH AND SAFETY COMMITTEE (UHSC) ANNUAL REPORT, HEALTH & SAFETY POLICY AND POLICY STATEMENT (Ct6/25/50)**

The Court **approved** the UHSC Annual Report, the Health and Safety Policy and the Policy Statement, presented by the Deputy Principal (Education and Student Life) in his role as Chair of the UHSC.

The Deputy Principal noted that reporting continued to be developed so that this was more quantitative and it was easier to analyse trends. There had also been development of the Dubai Campus Health and Safety Committee to include wider consideration of wellbeing matters.

**M25/85 REPORT FROM THE GOVERNANCE AND NOMINATIONS COMMITTEE (GNC) (Ct6/25/51)**

The Court **noted** the report from the GNC, presented by Mr Bruce Pritchard, Chair of the GNC.

The Court **approved** the following items that had been endorsed by the Committee:

- the renewal of Ms Dorothy Wright's membership of the Court, her role as Chair of the Global People and Culture Committee (GPCC), and related memberships of the CIBC, the GNC and the Remuneration Committee, from 1 August 2026 until 31 July 2027;
- the renewal of Mr Paul Lewis as a Court member and member of the GPCC from 31 January 2026 until 31 July 2026;
- the renewal of Mr Ian Stevenson's membership of the Court and the ARC, from 1 August 2026 until 31 July 2029;
- the revised Court and Court Committee Standing Orders;
- the updated Policy on Court and Court Committee Membership;
- the Equality and Diversity Statement (Three-yearly Review);
- the draft Shareholder Agreements for Heriot-Watt Trading Ltd and Heriot-Watt Services Ltd; and
- the draft Annual Effectiveness Surveys Action Plan for 2025–26.

#### **M25/86 REPORT FROM THE AUDIT AND RISK COMMITTEE (Ct6/25/52)**

The Court **noted** the report from the ARC, presented by Mr Mike Tumilty, Chair of the ARC.

The Court **approved** the Annual Institutional Quality Report for 2024-25, which had been endorsed by the Committee. The Committee had confirmed the Senate's view that the University had effective arrangements in place to manage risks associated with academic quality and standards and had commended the format and comprehensiveness of the Report.

**XXX Reserved section (Ref Section 33, FOI(S)A).**

#### **M25/87 REPORT FROM THE ORDINANCES AND REGULATIONS COMMITTEE (ORC) (Ct6/25/53)**

The Court **noted** the report from the ORC, presented by the Global Director of Governance and Legal Services on behalf of the Chair of the ORC.

The Court **approved** the following:

- the proposed amendments to Ordinance F4: *Emeritus Titles*, which were designed to update, clarify and simplify the Ordinance. As a result, detail from the Ordinance would be moved to Policy and Procedures so that this could be more easily amended as circumstances changed;
- the proposed amendments to Ordinance F6: *Honorary Titles*, which included combining it with Ordinance F7: *Visiting Titles*, given the similarity between both types of titles. Ordinance F6 was being updated for clarity and simplicity, with detail to be contained within the Policy and Procedures. The Court approved the removal of Ordinance F7 because its content would be included in Ordinance F6;
- the proposed amendments to Ordinance B9: *Joint Committees of the Court and the Senate*, which updated and clarified the composition of Joint Committees and the quoracy requirements. Five members would now be required for quoracy, with at least two being members appointed by the Court and at least two being members appointed by the Senate. The Court noted that there was now also a requirement for gender balance in the membership where possible;
- the proposed amendments to Ordinance P4: *School Committees*. The Primary Academic Unit (PAU) committee structures would now be aligned with the Senate committee structure, with each committee operating

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under a Terms of Reference that linked its business directly to the relevant Senate committee. Additionally, proceedings from PAU committee meetings would be reported directly to the appropriate Senate committee to ensure streamlined governance and oversight;

- the proposed amendments to Ordinance P5: *Approved Service Units*. The Ordinance would now include a requirement for any programme of study within an ASU to abide by all academic regulations, policies, processes and procedures;
- the proposed amendments to Ordinance P8: *Primary Academic Units and Academic Units*, which moved the list of PAUs to an appendix that would be maintained separately. This would allow for greater flexibility and ease of future updates without requiring formal ordinance revisions; and
- minor amendments to the ORC Terms of Reference, and the Assurance Check for 2024-25.

**M25/89 REPORT FROM THE GLOBAL PEOPLE AND CULTURE COMMITTEE (GPCC) (Ct6/25/54)**

The Court **noted** the report from the GPCC, presented by Ms Dorothy Wright, Chair of the Committee. This report included the Annual Complaints Report for 2023-24 for the Court's information.

**M25/90 REPORT FROM THE ENVIRONMENT AND INFRASTRUCTURE COMMITTEE (EIC) (C6/25/55)**

The Court **noted** the report from the EIC, presented by Mr Alan Robertson, Chair of the Committee.

**M25/91 REPORT FROM THE GLOBAL STUDENT LIFE COMMITTEE (GLSC) (Ct6/25/56)**

The Court **noted** the report from the GLSC, presented by Ms Marta Phillips, Chair of the Committee.

**M25/92 DUBAI POWER OF ATTORNEY – MINOR AMENDMENTS (Ct6/25/58)**

The Court **approved** the minor amendments to the Dubai Power of Attorney, presented by the University Secretary.

The Court noted that the changes were non-material and had arisen following feedback from the Roads and Transport Authority (RTA). As a result, the scope of the POA had been expanded to include representation before other United Arab Emirates government departments. The following clause had also been added: *'The Attorney is hereby authorised to undertake all transactions related to motor vehicles on behalf of the Principal, including but not limited to the purchase, sale, registration, renewal, transfer, import, export, maintenance, insurance, and representation before the Roads and Transport Authority (RTA) and other relevant government departments.'*

**At this point in the meeting, all members of the University Executive and others in attendance, except the Clerk to the Court, departed so that the Court could discuss the report from the Remuneration Committee in private session.**

**M25/93 REPORT FROM THE REMUNERATION COMMITTEE (Ct6/25/57)**

The Court **noted** a report from the Remuneration Committee, presented by Mr Mike Tumilty, Chair of the Committee, and **approved** items as below.

The Committee Chair noted that the Committee had received input on proposals from the Trade Unions and there had been a robust discussion at the meeting. On

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this occasion, the wider UE objectives had not been met, and it had therefore been agreed that only contractual increases to remuneration would be awarded.

**93.1 Remuneration of the Principal and Vice-Chancellor**

The Court **approved** the proposal that no change would be made to the Principal and Vice-Chancellor's remuneration.

**93.2 Remuneration of the Vice-Principal**

The Court **approved** the proposal that no change would be made to the Vice-Principal's remuneration.

**93.3 Remuneration of the University Secretary**

The Court **approved** the proposal that no change would be made to the University Secretary's remuneration.

**93.4 Remuneration of the Chair of Court**

The Court **approved** the proposed remuneration for the Chair of Court for 2025/26, noting however that the Chair of Court wished to decline the increase to the annual remuneration.

**XXX Reserved Section – Ref. FOI(S)A, s.30b, s.30c, s.33b and s.36b.**

The Court noted its sincere thanks to the Chair of Court for all his work on behalf of the University, including engagement with stakeholders and his inclusive approach to governance.

**M25/94 DATE OF NEXT MEETING**

The Chair offered his thanks to all governors for their contribution and commitment of time in 2025 and wished all members happy holidays and best wishes for 2026.

The Chair noted that the next meeting of the Court would be on Thursday 12 February 2026 via Microsoft Teams: 10:00 – 10:45 (UK time); 14:00 – 14:45 (Dubai time); 18:00 – 18:45 (Malaysia time). This meeting would consider the appointment of a new Principal and Vice-Chancellor. There would also be meeting on this date from 11:00 – 11:45 (UK time); 15:00 – 15:45 (Dubai time); and 19:00 – 19:45 (Malaysia time) to consider the final KSA proposal.

A regular business meeting of the Court would be held on Thursday 26 March 2026 via Microsoft Teams: 8:30 – 12:30 (UK time); 12:30 – 16:30 (Dubai time); 16:30 – 20:30 (Malaysia time).

At this point in the meeting, Court members took part in an in-camera session.