

# INFRASTRUCTURE COMMITTEE

## Terms of Reference

1 Constitution and Purpose	
1.1	In accordance with Statute 4 (paragraph 6a), the Court has established an Infrastructure Committee, which reports to the Court via the Finance Committee.
1.2	The Court is responsible for oversight of the strategic management of the University's land and infrastructure, with the aim of providing an environment that will facilitate high quality learning and teaching, and research and enterprise.
2 Remit	
2.1	As the University operates internationally, both through its campuses in Dubai and in Malaysia and through arrangements with partners in other jurisdictions, the remit of the Committee shall include consideration of such overseas infrastructure activities [and international activities]. While the Committee can provide advice to and receive advice from the officers responsible for overseas infrastructure activities both in the UK and overseas, the Committee will take into account the governance arrangements that operate for each campus and shall pay due regard to non-UK legislation that might be applicable.
2.2	The physical estate requires long-term planning for capital development and the safe and effective maintenance of existing properties, while having to comply with legislation.
2.3	The Infrastructure Committee shall ensure that its deliberations and recommendations are guided, wherever necessary, by the University's Strategic Plan, Capital Plan and revenue generation objectives. The Infrastructure Committee has no financial delegated authority.
<u>Infrastructure and Facilities</u>	
2.4	The Court delegates authority to the Infrastructure Committee, via the Finance Committee, to: <ul style="list-style-type: none"><li>a) receive and recommend to the Finance Committee, and subsequently the Court, infrastructure-related proposals which underpin and facilitate the delivery of the University's Strategic Plan and the academic objectives for learning and teaching, research and enterprise;</li><li>b) monitor a culture of efficient space usage and the allocation of space according to the needs of the component parts of the University;</li><li>c) ensure that all estates and facilities activities follow current legislation of the respective jurisdiction, health and safety, good practice, and the principles of good estate management;</li></ul>

- d) receive and make recommendations to Court via the Finance Committee in relation to the University's property portfolio, including the disposal and acquisition of properties and associated legal and commercial documentation related to such transactions;
- e) oversee the delivery of the principles of sustainability and environmental matters wherever possible, and monitor performance against Key Performance Indicator (KPI) targets in Environmental Sustainability;
- f) receive and review from time to time the physical Estates Master Plans;
- g) regularly receive the University business continuity plan and insurance plan.

2.5 The Infrastructure Committee advises the Finance Committee on matters pertaining to the physical estates, infrastructure and on-campus services in accordance with the Financial Regulations.

#### Information Systems

2.6 The Court delegates authority to the Infrastructure Committee, via the Finance Committee, to receive and monitor the global IT infrastructure strategy and a major programme of IT investments;

2.7 The Infrastructure Committee advises the Finance Committee on matters pertaining to the global IT estate.

#### Major Capital Expenditure

2.8 The Court delegates authority to the Infrastructure Committee, via the Finance Committee, to:

- a) monitor the delivery against the business plan for such major infrastructure projects as the Court might determine from time to time;
- b) monitor the development of the commercial management of the physical estates.

#### Heritage and Collections

2.9 The Court delegates authority to the Infrastructure Committee to:

- a) oversee and recommend to the Finance Committee for approval, the University's strategy for the management of its heritage collections;
- b) ensure that appropriate provision exists for the preservation, accommodation and access to the University's heritage collections;
- c) oversee and recommend to the Finance Committee for approval any acquisitions with significant resource implications and any proposed disposal of items from the collections.

#### Other Responsibilities

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

### 3 Composition and Membership

3.1 The composition of the Committee shall include:

- *either* the Principal and Vice-Chancellor *or* the Vice-Principal and Provost (ex officio)
- at least four members of the Court (Independent or Staff) appointed by the Court
- at least two co-opted persons appointed by the Court
- one member nominated by the Student Presidents

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

3.3 The Committee's membership from 1 August 2023 is as follows:

- Mr Alan Robertson\* (Chair)
- Professor Richard A Williams \* *or* TO BE APPOINTED \*
- VACANCY\*, Staff Member
- Mr Gary Kildare\*, Finance Committee Member
- Mr Cameron Fields\*, Student Union President
- Mr David Lister
- Dr Brian Murray
- Mr Jeremy Smart
- Mr John Fowlie

\* - denotes member of the Court

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

3.5 The maximum term of office of co-opted members appointed by the Court is nine years. The initial appointment will be for three years with eligibility to be considered for appointment for up to two further periods of up to three years.

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

### 4 Equality and Diversity Statement

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

### 5 Quorum and Voting

5.1 The quorum is three members of the Committee, two of whom are also Members of Court.

5.2 Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to communicate with all members present at the meeting

simultaneously shall be deemed to be present at the meeting and to count towards the quorum.

5.3 It is intended that decisions are normally reached by consensus following a full debate. There are no occasions stipulated in the Charter and Statutes which require a formal vote. Therefore, the Chair will normally seek agreement to the proposal in question, an only call for a vote either if there is a clear expression of dissent or if the matter is of particular significance.

5.4 Only members of the Committee shall be entitled to vote on any matter which involves powers and functions delegated to the Committee by the Finance Committee/Court.

5.5 The Chair of the Committee shall have a deliberative and a casting vote.

## **6 Committee Chair**

6.1 The Chair of the Committee shall be a member of the Court and who is a member of the Finance Committee.

6.2 The Chair of the Committee shall be recommended by the Governance and Nominations Committee to the Court for appointment.

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

## **7 Frequency of Meetings**

7.1 The Committee normally meets four times a year.

7.2 Additional meetings may be held in order to meet business requirements at the request of the Chair of the Committee.

## **8 Attendance at Meetings**

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

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

8.2 Other officers may be invited to attend when appropriate.

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

8.4 Members are expected to maintain a pattern of regular attendance at meetings in person. When not feasible to attend in person, and with the consent of the Chair, attendance may be provided by audio-visual conferencing or other means which enables that member to communicate with each of the other members simultaneously.

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

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

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

9.2 The record of matters 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, on the advice of the Secretary, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision-making or may require complete non-participation and/or withdrawal from that part of the meeting.

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

#### **10 Reporting Procedures**

10.1 The Chair of the Committee will report to the Finance Committee on any matters which the Committee considers ought to be brought to the attention of the Finance Committee and/or the Court, and will highlight to the Finance Committee any matters requiring the approval of the Court.

10.2 The Committee will submit regular reports to the Finance Committee. The Chair will approve the content of the reports before release, including the redaction of any information deemed necessary for reasons of confidentiality.

10.3 The Committee will submit to the Finance Committee an annual report on collections strategy, policy and management, including major acquisitions, loans or disposal of collections items. The Finance Committee will convey the report annually to the Court.

10.4 Matters requiring the approval of the Court will be highlighted in the Finance Committee's report to Court.

10.5 The Committee's records (agenda, papers, minutes) are included in the University's Freedom of Information Publication Scheme. Information will be readily accessible on request to members of the public under the terms of the Freedom of Information (Scotland) Act 2002 (FOI(S)A), with the exception of information which is deemed to be covered by a specific exemption under the Act.

10.6 Minutes and reports of the Committee will denote those areas of reported business which are deemed to fall within the designation of information which is 'exempt' under FOI(S)A.

## 11 Forward Planning

11.1 The Committee will annually review and revise its Terms of Reference and submit recommendations for any changes to these, via the Finance Committee and the Court for approval.

It is recommended that only fundamental changes or changes which might impact on other Court committees shall require Governance and Nominations Committee approval.

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

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

## Supporting Information

<b>Groups feeding into the Infrastructure Committee</b>	
None	
<b>Effectiveness and lifespan</b>	
Lifespan ongoing. Effectiveness reviewed five-yearly as part of the Court's review of its effectiveness.	
The Committee will regularly monitor its own effectiveness against its core purpose and responsibilities.	
<b>Actions that may be taken by the Committee</b>	
The Infrastructure Committee may:	
<ul style="list-style-type: none"><li>• Note</li><li>• Receive</li><li>• Consider</li></ul>	<ul style="list-style-type: none"><li>• Endorse</li><li>• Recommend</li><li>• Reject</li></ul>
<b>Minuting style</b>	
Traditional/formal minutes in accordance with internal University Guidance.	
<b>Resources</b>	
Secretary	Ms Ruth Moir, University Secretary
Clerk	Mr Iain Dods, Senior Governance Assistant, Policy and Governance
Meetings	Four times per annum