

ROLE DESCRIPTION: CHAIR OF COURT

Heriot-Watt University is seeking an individual who has a distinguished and successful record of leadership in the context of a large, complex and internationally focused organisation. The current Chair, Dame Frances Cairncross DBE, CBE, FRSE, will retire from the position on 31 July 2020.

The Chair will lead the Court in the delivery of the University's vision, mission and strategic ambitions. As an institution which seeks to be values-led, the Chair of Court is expected to provide the quality of leadership required to ensure that the Court and the wider University embrace, exemplify and promote the University's values.

The Chair will be responsible for establishing and sustaining a high standard of corporate governance, and for ensuring the effective leadership of the University. In so doing the Chair shall ensure that the University operates in compliance with the Scottish Code of Good Higher Education Governance and the Charities and Trustee Investment (Scotland) Act 2005.

In fulfilment of the role the Chair shall be expected to act at all times in accordance with the University's values, its commitment to equality, diversity and inclusion, and to demonstrate both independence in character and judgement and a high degree of integrity.

While the Chair does not have executive powers, s/he will be expected to establish a constructively critical and supportive working relationship with the Principal and the executive management team of the University to deliver against strategic objectives, while recognising the proper distinction between governance and executive management functions. The responsibilities of the Chair include but may not be limited to the following:

Institutional leadership

The Chair shall:

- ensure that the Court fulfils all other obligations: to deliver the objects of the University and fulfil the functions of the Court as prescribed in the University Charter and Statutes; to fulfil the charitable purposes of the University; and to fulfil Trustee duties and responsibilities as prescribed by the Charities and Trustee Investment (Scotland) Act 2005
- review the performance of the Principal annually in accordance with agreed objectives and criteria, and monitor compliance with the Principal's terms and conditions of employment
- oversee the processes to select, recruit and induct the Principal and the membership of the Court and Court committees. The Chair of Court shall also Chair any selection committee appointed to oversee the selection of a Chancellor or Pro-Chancellor.

Engagement with stakeholders

The Chair shall:

- ensure that the University is well connected with its stakeholders, including staff, students, alumni and the wider community internationally. This shall include, but shall not be limited to, ensuring the engagement of the Court in an annual public stakeholder meeting hosted by the University over which the Chair shall preside
- work in support of a constructive and appropriately challenging relationship between the Court and the Principal and the wider executive management team of the University, ensuring that there is an appropriate balance of authority between the governing body and the Principal, and that the distinct roles for executive officers and members of the Court are maintained and respected. The Chair shall maintain regular contact with the Principal and the Secretary of the University
- act as an ambassador for the University representing the University and its interests externally as and when required, for example representing the Court to the Scottish Funding Council

- as a member, engage with the work of the Committee of University Chairs and the Scottish Committee of University Chairs
- be involved in the promotion of philanthropic giving
- be prepared to use their own networks and influence to advance the interests of higher education generally, and Heriot-Watt University in particular, nationally and internationally.

Court business

The Chair shall:

- chair meetings of the Court (which meets seven times each year including two full Court Strategy Days) and shall chair the Court Interim Business Committee (which normally conducts business by correspondence), and the Governance and Nominations Committee (which meets around four times each year). The Chair of Court is a member of the Remuneration Committee of Court (which normally meets twice each year) and shall be expected to attend meetings of the Finance Committee (four times each year) and meetings of the Endowment Committee (twice each year) when it would be expedient to do so. Meetings take place at the University's Edinburgh Campus.
- act on behalf of the Court between Court meetings in respect of routine matters which would not merit discussion at a meeting of Court
- promote well-being and efficiency in the operation of the Court, ensuring that members work together effectively in fulfilment of the Court's responsibilities as set out in the Statement of Primary Responsibilities and with a shared confidence in the procedures which underpin the conduct of University business
- ensure that the Court as a whole observes the principles of public life (Duty; Selflessness; Integrity; Objectivity; Accountability and Stewardship; Openness; Honesty; Leadership; and Respect) and conducts itself in accordance with expected standards of behaviour
- ensure that business is conducted and reported on appropriately by the Court and all of its committees, ensuring that appropriate safeguards are in place to guard against conflicts of interest, so that decisions are made only in the interests of the University and not on behalf of any constituency or interest group
- conduct an annual review of the performance of the Court as a whole and, at intervals of at least every two years, review Court members' individual contributions to the work of the Court, identifying with those members opportunities for personal development relevant to their governance role. The Chair shall ensure that parallel reviews are carried out on the work of the Senate in accordance with the Scottish Code of Good Higher Education Governance
- 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 members' development in accordance with criteria established by the Court
- with the consent of the Court, further delegate any of the responsibilities of the Chair of the Court to the Deputy Chair of Court, subject to agreement between both parties, while maintaining overall responsibility.

The Chair will be encouraged to visit the University's Dubai, Malaysia, Orkney and Scottish Borders campuses within their first year of office.