



At the Council Chamber, Whitehall

THE 12th DAY OF JUNE 2019

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has allowed revised Statutes of Heriot-Watt University as set out in the Schedule to this Order.

Ceri King

SCHEDULE

REVISED STATUTES OF HERIOT-WATT UNIVERSITY

STATUTE 1: DEFINITIONS AND INTERPRETATION

1. Definitions and Interpretation

- (a) All terms defined in the Charter shall have the same meaning where used in the Statutes, unless the context requires otherwise.
- (b) The headings used in the Statutes are provided for reference only and are not intended to have legal effect.
- (c) 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.
- (d) In construing these Statutes, the rule known as the ejusdem generis rule shall not apply nor shall any similar rule or approach to the construction of these Statutes 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.
- (e) In the Statutes, any references to Ordinances and Regulations are to such Ordinances and Regulations as may be amended or replaced from time to time.

- (f) In these Statutes, any references to any law, statute, act, rule or regulation are to such law, statute, act, rule or regulation as amended or replaced from time to time.

STATUTE 2: APPOINTMENT, POWERS, DUTIES AND CONDITIONS OF SERVICE OF OFFICERS, DEANS AND OTHER APPOINTEES OF THE UNIVERSITY

1. The Chancellor

- (a) The Chancellor shall be appointed by the Court on the recommendation of a Joint Committee of the Senate and the Court in such manner as shall be prescribed in the Ordinances.
- (b) The Chancellor shall hold office, subject to Statute 6, for a period of not more than five years and shall be eligible for re-appointment for a period of not more than five years.
- (c) The Chancellor shall perform such duties as are prescribed in the Ordinances.
- (d) The Chancellor may resign in writing by notice addressed to the Secretary.

2. Pro-Chancellor(s)

- (a) The Pro-Chancellor(s) shall be appointed by the Court on the recommendation of a Joint Committee of the Senate and the Court in such manner as shall be prescribed in the Ordinances.
- (b) A Pro-Chancellor shall hold office, subject to Statute 6, for a period of not more than five years and shall be eligible for re-appointment for a period of not more than five years.
- (c) A Pro-Chancellor shall perform such duties as are prescribed in the Ordinances.
- (d) A Pro-Chancellor may resign in writing by notice addressed to the Secretary.

3. The Principal

- (a) The Principal shall be appointed by the Court on the recommendation of a Joint Committee of the Court and the Senate in a manner prescribed in the Ordinances.
- (b) The remuneration and the terms and conditions of service of the Principal shall be determined by the Court from time to time.
- (c) The Principal shall be responsible for the effective working, management and good order of the University in accordance with the Charter and Statutes and such powers as are delegated by the Court.

4. The Vice-Principal

- (a) The Vice-Principal shall be appointed by the Court on the recommendation of a Joint Committee of the Court and the Senate in a manner prescribed in the Ordinances.

- (b) The terms and conditions of service of the Vice-Principal shall be determined by the Court.
- (c) The Vice-Principal shall undertake such duties and responsibilities as are delegated by the Principal from time to time.

5. The Secretary

- (a) The Secretary shall be appointed by the Court on the recommendation of a Joint Committee of the Court and the Senate in a manner prescribed in the Ordinances.
- (b) The terms and conditions of service of the Secretary shall be determined by the Court.
- (c) 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. In providing governance services to the Court, the Secretary shall exercise such powers as may be delegated by the Court from time to time and shall assist the Court to discharge its duties paying due regard to prevailing higher education legislation and best practice governance guidance.

6. The Deans

- (a) The Deans shall be appointed by the Senate from among the members of the Academic Staff in a manner prescribed in the Ordinances. The conditions as to re-appointment, removal or otherwise shall be prescribed in the Ordinances.
- (b) The responsibilities of the Deans shall be prescribed in the Ordinances.

STATUTE 3: THE AUDITORS

1. External Auditor

- (a) The Court shall appoint an external auditor firm (the “External Auditor”) for such period, and on such remuneration, as shall be determined by the Court. Provisions for the appointment and removal of the External Auditor shall be contained in the Ordinances.
- (b) The commissioned lead external auditor(s) of the External Auditor shall hold membership of an appropriate professional body.
- (c) No person shall hold office as a commissioned lead external auditor if he or she, or any member of his or her organisation, is a member of the Court, a member of a Committee of the Court or a member of Staff.
- (d) The Court shall ensure the objectivity and independence of the External Auditor. Therefore, the appointment of an External Auditor to provide non-audit services to the University during the period of their appointment as External Auditor shall be reported by the External Auditor to the Court.

- (e) The External Auditor shall audit the annual financial statements and other statutory accounts of the University and of the members of the Heriot-Watt Group, and shall make a report to the Court at least once in each year.
- (f) The External Auditor shall have a right of access at all reasonable times to the books, records, accounts and vouchers of the University and of the members of the Heriot-Watt Group, and shall be entitled to require such information and explanations as may be necessary for the performance of their duties.
- (g) If the position of External Auditor becomes vacant for any other reason before the expiration of the period of appointment, the Court shall as soon as reasonably practicable appoint a replacement External Auditor for the remainder of such period.
- (h) An External Auditor may resign in writing by notice addressed to the Secretary and the Chair of the Court, providing the reasons for their resignation, which shall be reported to the Court by the Secretary.

2. Internal Auditor

- (a) The Court shall appoint an internal auditor firm (the “Internal Auditor”) for such period, and on such remuneration, as shall be determined by the Court. Provisions for the appointment and removal of the Internal Auditor shall be contained in the Ordinances.
- (b) The commissioned lead internal auditor(s) of the Internal Auditor shall hold membership of an appropriate professional body.
- (c) The Internal Auditor shall have a direct right of access to the Chair of the Audit and Risk Committee and to the Audit and Risk Committee.
- (d) The Court shall ensure the objectivity and independence of the Internal Auditor. Therefore, the appointment of an Internal Auditor to provide services other than internal audit services to the University or to any member of the Heriot-Watt Group during the period of its appointment as Internal Auditor shall be reported by the Internal Auditor to the Court.
- (e) If the office of Internal Auditor becomes vacant for any other reason before the expiration of the period of appointment the Court shall as soon as reasonably practicable appoint a replacement Internal Auditor for the remainder of such period.
- (f) An Internal Auditor may resign in writing by notice addressed to the Secretary and the Chair of the Court, providing the reasons for their resignation which shall be reported to the Court by the Secretary.

STATUTE 4: THE COURT

The Court is the Governing Body of the University which, subject to the Charter, exercises all the powers of the University. In exercise of its powers, the Court comprises the Charity Trustees of the University.

1. **Composition of the Court**

(a) The Court shall consist of the following persons:

- i. an external and independent member appointed by the Court as Chair of the Court;
- ii. up to twelve further external and independent members appointed by the Court in accordance with the recommendation of the standing Committee of the Court charged with responsibility for nomination of external and independent members excluding the Chair of the Court;
- iii. one member from the former Students and alumni of the University;
- iv. up to two members of the Senate elected by the Senate;
- v. a Dean elected by the Senate;
- vi. two members of Staff (one of whom shall not be a member of the Academic Staff) elected by the Staff;
- vii. one member nominated by a trade union from among the Academic Staff who are members of a branch of a trade union which is recognised by the University;
- viii. one member nominated by a trade union from among the Professional Services Staff who are members of a branch of a trade union which is recognised by the University;
- ix. two members nominated by the Student Union Executive Committee (or its successor body) from among the Students. For the purposes of this Statute 4, paragraph 1 (a) ix, a Student shall mean a Student as defined in the Charter, or a person holding sabbatical office in the Student Union, whether or not they remain as a Student during their period of office;
- x. the Principal (ex officio); and
- xi. the Vice-Principal (ex officio).

(b) The following persons shall not be eligible for appointment to the Court under the provisions of paragraph 1 (a) i, ii, or iii of this Statute 4:

- i. any person who in each case is, or has been in the last five years,
 - (1) a member of the Staff;
 - (2) a student;
 - (3) an appointee of the University with honorary or visiting status; and
- ii. any person whose membership of the Court may be deemed by the Court to give rise to an irreconcilable conflict of interest for the period that the conflict endures.

- (c) The manner of appointment of the members of the Court referred to in paragraph 1 (a) i, ii, iii, iv, v, vi, vii, viii and ix of this Statute 4 shall be further prescribed in the Ordinances.
- (d) A person proposed for appointment as a member of the Court shall be bound by rules pertaining to the identification, disclosure and management of conflicts of interest and related parties which shall be further prescribed in the Ordinances. A member of the Court having such interests shall be bound to declare those interests and those of related parties to the Court annually and at any meeting at which a matter giving rise to a conflict of interest is discussed and should withdraw from discussion on that item.
- (e) Membership terms are as follows:
 - i. The member appointed to the position of Chair of the Court shall hold office for a period of up to four years commencing on the date they are appointed. Subject to paragraph 4 (b) below, this member shall be eligible to have their appointment extended by the Court for further periods provided that their appointment as Chair of the Court shall not exceed a total of eight years. The Chair of the Court having completed fully the terms of office determined by the Court shall not be re-admitted to the membership of the Court except under the terms prescribed in paragraph 4 (b) of this Statute 4.
 - ii. The members of the Court referred to in paragraph 1 (a) ii, iii, iv, v, vi, vii and viii of this Statute 4 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 following their date of appointment. Subject to paragraph 1 (e) vi, such members shall be eligible to have their appointments extended by the Court for up to two further periods each of up to three years.
 - iii. Notwithstanding the provisions of paragraph 1 (c) and (e) i of this Statute 4, a person who has been appointed to the Court in terms of paragraph 1 (a) iv, v, vi, vii and viii of this Statute 4 shall only be eligible to be a member of the Court for as long as he or she continues to be a member of the Senate elected to the Court by the Senate, or is a Dean elected to the Court by the Senate, or is a member of Staff elected to the Court by the Staff, or is a member of Staff and a member of a recognised trade union nominated by a trade union in terms of paragraph 1 (a) vii and viii (as the case may be).
 - iv. The members of the Court referred to in paragraph 1 (a) ix of this Statute 4 shall hold office for a period of one year from their nomination by the Student Union Executive Committee, and shall be eligible for re-nomination for one further year, as long as they continue to fulfil the criteria for membership as described in paragraph 1 (a) ix of this Statute 4.
 - v. Vacancies among members of the Court shall be filled as soon as conveniently possible by the body which appointed, nominated or elected the member whose place has become vacant and in such manner as shall be prescribed in the Ordinances. The person appointed to fill the vacancy shall be a member commencing on the day that person is appointed to fill the vacancy and his or

her period of office shall be for the unexpired portion of the period of office of his or her predecessor where this is applicable.

- vi. Members of the Court referred to in paragraph 1 (a) ii, iii, iv, v, vi, vii and viii and who have completed three terms of office, excluding any term of office as an ex-officio member, shall not be re-admitted to the membership of the Court.
- (f) A member of the Court, not being an ex-officio member, may resign by notice in writing addressed to the Secretary.
- (g) The composition of the Court with respect to the principles of equality and diversity shall be guided by prevailing applicable legislation and guidance set out in the applicable national codes of governance good practice.

2. Functions of the Court

- (a) Subject to the provisions of the Charter and the Statutes, the functions of the Court shall include the following:
 - i. to exercise rights and responsibilities as Charity Trustees in accordance with the Charities and Trustee Investment (Scotland) Act 2005;
 - ii. to be ultimately responsible for oversight of the affairs of the University;
 - iii. to set and approve the University's strategic direction, vision and mission;
 - iv. to ensure the effective management and control of the University's affairs, property and finances through the establishment of systems of internal control;
 - v. to designate any entity created or incorporated pursuant to Article 4.7.4 of the Charter as a member of the Heriot-Watt Group;
 - vi. to ensure the effective management and administration of the Staff and the Students;
 - vii. to determine the structure, staffing and overall composition of the University;
 - viii. to appoint the Chancellor, Pro-Chancellor(s), Principal, Vice-Principal and Secretary;
 - ix. on the recommendation of the Senate to (a) establish Primary Academic Units, Academic Units or other similar constituencies to prescribe their organisation, constitution and functions and (b) to modify or revise the same;
 - x. to receive recommendations and reports from the Senate and to review, amend or refer back to the Senate any act of the Senate required under these Statutes to be reported to the Court provided that any act of the Senate which is amended by the Court shall be referred again to the Senate for further consideration and reported to the Court before being put into effect;
 - xi. in consultation with the Senate, to make provision for the welfare and recreation of the Students and the Staff;

- xii. to ensure that procedures are in place for the submission and consideration of complaints and Student academic appeals; and
 - xiii. to ensure the provision of such facilities as may be reasonably required in furtherance of the Objects of the University and the objects of the members of the Heriot-Watt Group.
- (b) The Court shall adopt and at all times act in accordance with a Statement of Primary Responsibilities which shall include provisions relating to the performance of the Court's primary responsibilities in accordance with accepted principles of good governance for a university. The Statement of Primary Responsibilities shall be published widely.

3. Quorum and Voting

- (a) One half of the total members of the Court or the nearest whole number greater than one half if the number of members is not a multiple of two, shall constitute a 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.
- (b) If at any time the meeting becomes inquorate no business shall be transacted other than the adjournment of the meeting. For the purposes of this Statute, transaction of business means consideration of matters which require approval.
- (c) At the adjourned meeting, the business for which the original meeting was called may be completed in the absence of a quorum. The manner of summoning the adjourned meeting and the period of notice to be given shall be prescribed in the Ordinances.
- (d) Passing of an Ordinary Resolution requires agreement by a simple majority of the Court members present and voting at a meeting of the Court.
- (e) Passing of a Special Resolution requires agreement by a majority of not less than three fourths of members of the Court present and voting at a meeting of the Court.
- (f) Unless otherwise specified in the Charter or the Statutes, decisions of the Court shall be made by way of an Ordinary Resolution.

4. Chair of the Court

- (a) The Court shall appoint a Chair in terms of paragraph 1 (a) i of this Statute 4. The manner of appointing the Chair shall be prescribed in the Ordinances.
- (b) For the avoidance of doubt, if a person appointed as Chair of the Court resigns from the office of Chair of the Court, such resignation shall be deemed also to be a resignation as a member of the Court. The Court may on the recommendation of the Court Committee with responsibility for nominations appoint a person who has resigned from the office of Chair of the Court or who has reached the end of their

appointment as Chair of the Court, as an external and independent member of the Court referred to in paragraph 1 (a) ii of this Statute 4, provided that a vacancy exists and the total appointment period does not extend beyond nine years, including the time already served by that person.

5. Deputy Chair of the Court

- (a) The Court shall elect from among such of its members as are external and independent members of the Court, in terms of paragraph 1 (a) ii of this Statute 4, a Deputy Chair of the Court who shall deputise by delegation from the Chair of the Court as and when appropriate in the circumstances prescribed in the Ordinances. The Deputy Chair of the Court shall hold office for three years and shall be eligible for re-election for up to two further periods each of up to three years, provided that a person shall not hold office whether as Deputy Chair or as an external and independent member of the Court referred to in paragraph 1 (a) ii of this Statute 4 for longer than nine years.
- (b) In the absence of the Chair of the Court, the Deputy Chair of the Court shall preside at meetings of the Court. In the absence of the Chair of the Court and the Deputy Chair of the Court, the Court shall appoint from among its members a Chair for a particular meeting.
- (c) If a vacancy occurs in the office of Chair of the Court, the Deputy Chair of the Court shall hold office as the Chair of the Court until such time as a new Chair is appointed in accordance with the provisions of paragraph 1 of this Statute 4.

6. Committees of the Court and Joint Committees of the Court and the Senate

- (a) The Court may establish Committees of its members, and may appoint as co-opted lay members of such Committees persons who are not members of the Court. All members of a Committee (including members who are not also members of the Court) shall be entitled to vote in any vote of that Committee.
- (b) The standing Committees of the Court established in terms of paragraph 6 (a) of this Statute 4 shall include Committees with responsibilities for:
 - i. audit and risk;
 - ii. finance;
 - iii. remuneration;
 - iv. governance and nominations; and
 - v. interim business of the Court.
- (c) The Court may delegate to any Committee any powers or functions of the Court (with the exception of the reserved powers set out at Article 7.4 of the Charter), where the composition of such Committee includes three or more members of the Court. In determining the membership of its standing Committees the Court shall have regard to applicable national codes of governance good practice.

- (d) The Court may from time to time establish additional standing, special and advisory Committees, Sub-Committees or Boards on such a basis as the Court shall agree.
- (e) The Court may establish Joint Committees of the Court and the Senate to which the Court may appoint members of the Court and the Senate may appoint members of the Senate. In addition the Court and the Senate may appoint as co-opted lay members of such Committees persons who are not members of the Court or the Senate. All members of a Joint Committee of the Court and the Senate (including members who are not also members of the Court or the Senate) shall be entitled to vote in any vote of that Committee.
- (f) The Court shall establish a Joint Committee of the Court and the Senate which shall have responsibility for considering and reviewing the Charter, Statutes, Ordinances and Regulations.
- (g) Any Committee or Board of the Court or Joint Committee of the Court and the Senate shall have the power to seek the advice of other Committees within the University or to refer a matter to another Committee within the University.
- (h) Except to the extent set out herein, in respect of Committees of the Court and Joint Committees of the Court and the Senate, provisions relating to membership of Committees of the Court and Joint Committees of the Court and the Senate, the remit, the Chair, quoracy, voting rules and attendance shall be prescribed in the Ordinances.

STATUTE 5: THE SENATE

The Senate has the powers set out in the Charter and the powers and functions set out in paragraph 2 of this Statute 5.

1. Composition of the Senate and terms of office

- (a) The Senate shall consist of the following persons:
 - i. the Principal (ex officio);
 - ii. the Vice-Principal (ex officio);
 - iii. all elected Deans of the University (ex officio);
 - iv. the Heads of such Primary Academic Units (ex officio) as shall be prescribed in the Ordinances;
 - v. the Heads of such Academic Units (ex officio) as shall be prescribed in the Ordinances;
 - vi. chairs of the Senate Committees who are members of the Academic Staff (not already included above) (ex officio). Chairs of Joint Committees of the Court and the Senate shall become members of the Senate provided such a person is a member of the Academic Staff (ex officio);

- vii. a person or persons defined in the Ordinances as one of the role-holders nominated by the Student Union to fill a student representative place on the Senate who does not fulfil the criteria set out in paragraph 1 (a) viii of this Statute 5;
 - viii. such number of persons appointed by being elected by the Students from among the Students in the manner prescribed in the Ordinances; and
 - ix. such number of Academic Staff members from Primary Academic Units and/or Academic Units elected by Academic Staff as shall be prescribed in the Ordinances.
- (b) 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.
- (c) Membership terms are as follows:
- i. The members of the Senate referred to in paragraph 1 (a) i to vi and paragraph 1 (b) of this Statute 5 shall hold office for as long as they hold the relevant positions.
 - ii. The members of the Senate referred to in paragraph 1 (a) vii and viii of this Statute 5 shall hold office for a period of one year from their appointment and shall be eligible for re-appointment for a further period of one year, as long as they continue to fulfil the criteria for membership as described in paragraphs 1 (a) vii and viii of this Statute 5.
 - iii. The members of the Senate referred to in paragraph 1 (a) vii, viii and ix shall not include and shall be in addition to those members of the Senate referred to in paragraph 1 (a) i to vi and paragraph 1 (b) of this Statute.
 - iv. The members of the Senate referred to in paragraph 1 (a) ix shall be elected in a manner prescribed in the Ordinances.
 - v. For the purposes of this Statute 5 those elected persons referred to in paragraph 1 (a) viii shall mean 1) a Student or 2) a person holding sabbatical office in the Student Union, whether or not they remain as a Student during their period of office.
 - vi. The members of the Senate referred to in paragraph 1 (a) ix shall be elected in a manner prescribed in the Ordinances. Subject to paragraph 1 (c) vii below, elected members of the Senate referred to in paragraph 1 (a) ix shall hold office for a period of three years commencing on the first day of August in the year in which they are elected and coming to an end on the third anniversary of their date of appointment. Such members shall be eligible for re-election for a further period of three years, provided that no person shall hold office for more than six consecutive years without a gap of three years before any further period.

- vii. Vacancies among members of the Senate shall be filled as soon as conveniently possible in such manner as shall be prescribed in the Ordinances. The person appointed to fill the vacancy shall be a member of the Senate commencing on the day that person is elected to fill the vacancy and his or her period of office shall be for the unexpired period of office of his or her predecessor where this is applicable.

2. Powers and Functions of the Senate

Subject to the provisions of the Charter and these Statutes and the powers reserved to the Court, the powers and functions of the Senate which shall be delegated by the Court shall, in addition to all other powers vested in it by the Charter and these Statutes, include the following:

- i. to regulate and promote learning and teaching, research, knowledge exchange and scholarship;
- ii. to regulate the admission of persons to the University and to Programmes of Study on the basis of qualifications and experience;
- iii. to regulate and conduct examinations and assessments, and to appoint, remove and suspend external and internal examiners;
- iv. to authorise the granting of Degrees (including Honorary Degrees), Diplomas, Certificates and other awards to persons who have satisfied the conditions for the award thereof as prescribed in the Statutes and the Regulations;
- v. on what it shall deem to be good cause, to deprive persons of any Degree or other academic award to be conferred on them and to revoke all such academic awards that have been conferred on them by the University;
- vi. to provide oversight of the library services provision to Students and Staff with a strategic focus on academic-related Information Services;
- vii. to recommend or report to the Court as the Senate may require and to report or recommend to the Court on any matter or actions referred to the Senate by the Court;
- viii. to discuss and declare an opinion on any matter relating to the University;
- ix. to make recommendations to the Court on the establishment of Primary Academic Units, Academic Units or other similar constituencies or bodies and to make recommendations as to their organisation, constitution and functions and the modification or revision thereof;
- x. to receive and consider recommendations and reports from any Primary Academic Unit, Academic Unit or other similar constituencies or bodies, and to review, amend, refer back, control or disallow any matter which falls within the remit of the Senate, pertaining to such bodies, and to give directions to any such bodies;

- xi. to regulate the discipline of the Students;
- xii. to prescribe the academic dress to be worn by the various Officers and members of the University, and the occasions on which it shall be worn;
- xiii. to take such other action or do other such things as the Court may authorise;
- xiv. to establish Committees of its members and also to appoint as members of such Committees persons who are not members of the Senate;
- xv. to appoint as members of a Joint Committee of the Court and the Senate members of the Senate and co-opted lay members who are not members of the Senate, in accordance with paragraph 6 (e) of Statute 4; and
- xvi. to make Regulations to regulate or govern the proceedings and affairs of the Senate, and any other matters, not otherwise regulated by the Charter, the Statutes and the Ordinances, which lie within the powers or functions of the Senate and for which the Senate considers Regulations ought to be made. This is in addition to the matters which may, by virtue of the provisions of the Charter, the Statutes or the Ordinances, be dealt with in the Regulations.

3. Quorum

- (a) One half of the total actual membership of the Senate, or the nearest whole number greater than one half of the number, shall constitute a 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.
- (b) If at any time the meeting becomes inquorate, no business shall be transacted other than the adjournment of the meeting. For the purposes of this Statute transaction of business means consideration of matters which require approval.
- (c) At the adjourned meeting, the business for which the original meeting was called may be completed in the absence of a quorum. The manner of summoning the adjourned meeting and the period of notice to be given shall be prescribed in the Ordinances.

4. Committees of the Senate and Joint Committees of the Court and the Senate

- (a) The Senate may delegate to any Committee of the Senate any of its powers or functions where the composition of such Committee includes three or more members of the Senate (at least one of whom should be an ex officio member of the Senate). The quorum of any Committee of the Senate exercising delegated powers shall include at least two members of the Senate. Any further delegation of the delegated powers shall be defined and approved by the Senate, and prescribed in the Ordinances.
- (b) 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.

- (c) Any Committee of the Senate or Joint Committee of the Court and the Senate shall have the power to seek the advice of other Committees within the University or to refer a matter to another Committee within the University.
- (d) Except to the extent set out herein, provisions relating to membership, the Chair, quoracy, voting rules and attendance pertaining to Committees of the Senate shall be prescribed in the Ordinances.

5. **Chair of the Senate**

The Principal shall be the Chair of the Senate. In the absence of the Principal, the Vice-Principal shall be the Chair of the Senate. In the absence of the Principal and the Vice-Principal, the Senate shall appoint from among its members a Chair for a particular meeting.

STATUTE 6: REMOVAL FROM OFFICE OR MEMBERSHIP

1. **The Chancellor and a Pro-Chancellor**

- (a) The Chancellor or a Pro-Chancellor may be removed from office by the Court if the Court considers that it has good cause to do so. Provisions for the removal by the Court of the Chancellor or a Pro-Chancellor shall be contained within the Ordinances.
- (b) The removal of the Chancellor or a Pro-Chancellor shall require a Special Resolution.

2. **Members of the Court**

- (a) Any member of the Court may be removed from membership of the Court if the Court considers that it has good cause to do so. Provisions for the removal by the Court of a member of the Court shall be contained within the Ordinances.
- (b) The removal by the Court of any member of the Court shall require a Special Resolution. The person who is the subject of a Special Resolution for removal from the membership or who is to form part of the body of persons to be given responsibility for undertaking any review of a decision to remove such a person shall not be included in the quoracy or in any calculation arising and shall not have a vote.
- (c) Good cause in paragraphs 1 (a) and 2 (a) of this Statute 6 means:
 - i. conviction for an offence which is deemed by the Court to be such as to render the person convicted unfit for the execution of the duties of the office or membership; or
 - ii. failure, through mental or physical incapacity or persistent neglect, to perform properly the duties of his or her office or membership as has become evident to the Court; or

- iii. conduct judged by the Court 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; or
 - iv. conduct judged by the Court to be such as has brought or will bring the University's name or reputation and/or the name or reputation of any member of the Heriot-Watt Group into disrepute.
- (d) No person shall be removed by the Court in exercise of the powers conferred in paragraphs 1 and 2 of this Statute 6 unless given reasonable opportunity to know the case against them, and to have an opportunity to respond.
 - (e) No person shall be removed by the Court in exercise of the powers conferred in paragraphs 1 and 2 of this Statute 6 unless given the opportunity to seek a review in order to have the Special Resolution for their removal reconsidered or quashed. The body of persons given responsibility for undertaking such a review and the manner of the review shall be prescribed in the Ordinances.
 - (f) The Court may decide to institute a temporary suspension of a member of the Court from their position on the Court or institute a temporary suspension of a Court member of a Committee of the Court from their position on a Committee of the Court or institute a temporary suspension of a Court member of a Joint Committee of the Court and the Senate. Provisions for such suspensions shall be contained within the Ordinances.

3. Members of the Senate

- (a) Any member of the Senate may be removed from membership of the Senate if the Senate considers that it has good cause to do so. Provisions for the removal by the Senate of a member shall be contained within the Ordinances.
- (b) Good cause in paragraph 3 (a) of this Statute 6 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.
- (c) No person shall be removed by the Senate in exercise of the powers conferred in paragraph 3 (a) of this Statute 6 unless given reasonable opportunity to know the case against them, and to have an opportunity to respond.
- (d) No person shall be removed by the Senate in exercise of the powers conferred in paragraph 3 (a) of this Statute 6 unless given the opportunity to seek a review in order to have the Senate decision on their removal reconsidered or quashed. The body of persons given responsibility for such a review and the manner of the review shall be prescribed in the Ordinances.
- (e) Any member of the Senate who is to form part of the body of persons given responsibility for undertaking a review, as described in paragraph 3 (d) above, shall not be included in the quoracy or in any calculation arising in relation to the decision to remove the member and shall not have a vote.

- (f) The Senate may decide to institute a temporary suspension of a member of the Senate from their position on the Senate or institute a temporary suspension of a Senate member of a Committee of the Senate from their position on a Committee of the Senate or institute a temporary suspension of a Senate member of a Joint Committee of the Court and the Senate. Provisions for such suspension shall be contained within the Ordinances.

4. Deans

Any Dean may be removed from the office of Dean if not less than 75% of the members of the Senate present and voting vote that there is good cause for that Dean to be removed.

STATUTE 7: DISCIPLINARY, REMOVAL AND GRIEVANCE PROCEDURES FOR MEMBERS OF STAFF

1. Disciplinary, removal and grievance procedures

- (a) In relation to members of Staff, the Court shall ensure that there are in place procedures for:
 - 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 members of Staff (following confirmation in post after his/her probationary period) by reason of unsatisfactory performance on capability grounds 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; and
 - vi. the handling of alleged infringements of academic freedom.
- (b) Before adopting procedures under paragraph 1 (a) of this Statute 7 the Court, so far as those procedures apply to Academic Staff, shall consult the Senate in a manner prescribed in the Ordinances.
- (c) So far as they apply to the Principal, the procedures to be adopted in terms of paragraph 1 (a) of this Statute 7 shall be prescribed in the Ordinances.

2. Guiding Principles

- (a) In determining the procedures to be adopted under paragraph 1 (a) of this Statute 7, the Court shall apply the following guiding principles:

- i. to ensure that (i) the Academic Staff, (ii) Staff engaged to teach, research or provide learning and (iii) any other persons defined in Section 26(3) of the Further and Higher Education (Scotland) Act 2005, and any subsequent statutory provision which amends or replaces it, 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;
 - ii. to enable the University to provide education, promote learning and engage in research efficiently and economically and otherwise fulfil its Objects;
 - iii. to apply the principles of justice and fairness; and
 - iv. to comply with applicable employment law.
- (b) Any procedure made under this Statute shall be construed in every case to give effect to the guiding principles in paragraph 2 (a) of this Statute 7.

STATUTE 8: ACTS DURING VACANCIES

No act or resolution of the Court, the Senate or any Committee or other body constituted in accordance with the Statutes shall be invalid by reason only of any vacancy in the body doing or passing it or by reason of any want of qualification by, or invalidity in, the appointment of any de facto member of the body whether present or absent.

STATUTE 9: INTERPRETATION OF THE STATUTES

These Statutes shall be interpreted so as not to conflict with the Charter. The Charter shall prevail in the case of any conflict with these Statutes.