

UNIVERSITY OF ABERDEEN

UNIVERSITY COURT

**MINUTES OF AN ADDITIONAL MEETING HELD ON 31 JULY 2025
VIA MICROSOFT TEAMS**

Present: Julie Ashworth (Chair)
Martin Barker
Eleanor Bentley
Lesley Birse
George Boyne (to end item 36)
Owen Cox (to end item 25)
Iona Fyfe
Iain Grant
Ayten Hajiyeva
Luke Halliday (recused for items 19-24)
Richard Hepworth-Young
Karim Hurtig (to end item 18)
Fiona Islam
Helen Martin
Gary McRae
Caryn Miller
Shona Russell (to end item 25)
Joachim Schaper
Christina Schmid (to end item 18)
Diane Skåtun
Adaku Ufere
Ilia Xypolia (to end item 36)

In attendance: *Senior Management Team Members/University Officers*
Fraser Bell (for items 14 – 18 only)
Joanna Boag-Thomson (legal representative Sheppherd & Wedderburn) (for items 14 – 18 only)
Ashar Eshan (for items 14 – 18 only)
Liz Rattray (for items 14 – 18 only)
Siladitya Bhattacharya (for items 14 – 18 only)
Samantha Waters
Mark White (for items 14 – 18 only)
Hulda (to end item 25)

Clerk: Jan Whitfield

Apologies: Ewan Cameron, Pete Edwards, Lorenzo Moretti, Alison Rankin and Iain Torrance.

WELCOME, DECLARATIONS OF INTEREST AND REMINDER OF COURT AND MEMBER RESPONSIBILITIES

- 1 The Court noted the standing reminder of the responsibilities of Court and members as charity trustees (CT20250731_1).
- 2 It was noted that Diane Skatun had a standing item in the register of interests regarding the Business School.
- 3 Iain Grant declared a conflict of interest with regard to item 4, the approval of an Acting Chief Governance Officer & University Secretary, as a Member of the Directorate of Strategic Planning, Project and Corporate Governance.

PROCESS FOR THE APPOINTMENT OF THE PRINCIPAL

- 4 The Court received a paper to set out the proposed process for the forward recruitment and appointment of the Principal (CT20250731_2).
- 5 Members noted that, following the recent recruitment programme for the new Principal, the preferred candidate had been unable to accept the position due to a change in circumstances. As such, and on the recommendation of the Governance and Nominations Committee, it was proposed to recruit a Principal on a fixed-term contract to provide leadership continuity during the transition period and pending a permanent appointment.
- 6 Given the fixed duration of this tenure, it was not proposed to mobilise the full process as was set in place for the substantive role, but instead to run a scaled-down version which would be appropriately challenging for candidates, but appropriate to the appointment. This would include a focus group session (comprising 3 Senate, 3 Staff and 3 Student members) for candidate questions and challenge, plus a formal interview.
- 7 The Senior Governor confirmed that the process could be expedited swiftly following Court approval, and that the University community would be regularly updated.
- 8 Noting the thoroughness and professionalism of the recent full recruitment process, the Senior Governor offered formal thanks to all members of the selection panel.
- 9 Detailed discussion took place regarding the proposed options for the composition of the section panel, with particular regard to the balance of participating Governors, and the need to ensure a membership that could offer availability to proceed swiftly. In addition to the two options outlined within the paper provided to Court, a further option for a reduced membership was also proposed and considered.
- 10 The Court, by majority decision, agreed to proceed with the composition as outlined within the paper, and it was noted that this was in line with the requirement for a mix of constituents outlined within the Scottish Code of Good HE Governance:

- Senior Governor
- Two Independent Governors
- Staff Governor
- Senate Governor
- Student Governor

11 Members also asked regarding the timescales for recruitment and the proposed length of the interim appointment. It was confirmed that meetings would be held shortly with prospective candidates, and it was anticipated that interviews could be held within 4 to 6 weeks. The Remuneration Committee would confirm the contractual arrangements in due course, but it was proposed that the interim appointment should be for no less than 1 year and up to a maximum of 18 months, as any longer a term would represent a substantive role. In seeking an interim appointment, the University hoped to gain space between the recent recruitment round and a return to market, given the relatively small pipeline of sufficiently experienced candidates. It was confirmed that any candidates would need to have previously held a Principal role to ensure they had the required skillset and could make an immediate impact.

12 In response to Members queries, it was confirmed that, following the departure of the Chief Governance Officer & University Secretary, the forward recruitment process would be led by the Interim Director of People, in liaison with the Senior Governor.

13 The Court approved the recruitment process as presented within the paper.

TRANSNATIONAL EDUCATION (TNE) – INDIA JOINT VENTURE PROPOSALS

14 The Court received proposals and a full business case (CT20250731_3) for the establishment of a Joint Venture (JV) with the University's partner in India, ██████████, to launch the University of Aberdeen Mumbai (UoAM) with an expected first intake of students in the academic year 2026-27.

15 It was noted that Court had held an informal workshop session on Monday 28 July 2025 to receive additional information and assurances on the proposals, in line with questions submitted by Members at Court's last TNE-focussed meeting held on 2 July 2025 and subsequently via circulation.

16 The CFO delivered a presentation to confirm the key elements of the development of the JV agreement as follows:

- The ownership, liability and legal structure of the JV, including break clauses.
- The associated financial commitments, guarantees and risks.
- The proposed governance structure.
- The arrangements for teaching delivery and Quality Assurance.
- The proposed infrastructure and building regulations.
- The projections for marketing and student recruitment.
- Exit options and scenario planning.

- The responses to previous Court queries which had been provided and incorporated within the business case documentation.
- The timelines and next steps for the finalisation of the JV agreement.

17 Court offered thanks to the leadership and TNE teams for all their work to reach a comprehensive set of proposals, indicating broad support in principle for the initiative and the opportunity it presented. However, Members queried and sought additional assurance on a number of matters, including:

Confidential minute

- [Redacted]
- The University's ability to support the 25% flying faculty commitment contained within the JV Agreement. It was confirmed that the two Schools required to provide flying faculty services had been allocated appropriate budgets to do so. The University was cognisant of staff health, safety and wellbeing in respect of all travel and was accounting for this when agreeing flying faculty arrangements with relevant staff members. In addition, it was anticipated that the requirement for flying faculty would gradually decrease over the life of the partnership as increased numbers of teaching staff were appointed in country.
- The rationale for the appointment of a JV Director with a financial rather than an academic skillset. It was confirmed that the recommendation to appoint the Chief Financial Officer as a JV Director was on the basis of the financial implications of the JV agreement. This position should be further reviewed as the partnership progressed.

Confidential minute

- [Redacted]
- [Redacted]
- Whether the shareholder reserved matters, although comprehensive, may inadvertently carry any risk in terms of the University's degree of control over the JV and its subsequent position with regard to its consolidation or non-consolidation within its financial accounts. It was reported that PwC had consulted extensively and were confident the University was not exposed to significant risk. The reserved matters covered both [REDACTED] and the University, with either party having a veto. This was felt to appropriately satisfy the question of the University's level of control over the JV which was sufficient to allow an appropriate level of control, but not to require consolidation within the accounts. Members urged that the University's external auditors, EY be engaged to consult further on this point, with a view to making a firm recommendation regarding any final additions to the reserved matters, and whether the JV should be consolidated within the University's financial accounts. **Action:** CFO
- Whether appropriate safeguards were in place against reputational, brand and safeguarding risk in the case of a breach of academic standards or a

cyber security issue. It was confirmed that it was a condition of the University Grants Commission (UGC) that a third-party custodian, identified with the support of the India Local Council, be in place to ensure data security. Work was ongoing to agree these arrangements. In addition, the University's existing and robust planning process would be mirrored and contextualised for the Indian market with specific protocols and measures for the use of its brand and identity.

- The University's degree of ownership over the JV curriculum. It was confirmed that this was 100%.

Confidential minute

- [Redacted]
- [Redacted]
- Whether the JV Agreement contained an exclusivity clause. It was confirmed that this was not the case and the University was free to partner with other organisations in country if desired.

Confidential minute

- [Redacted]
- Members of Court queried whether further consideration might be given to additional investment in the provision of student representation in country. It was also proposed that any possibility of reduced fee income resulting from a poor student experience as a result of a lack of student support should be added to the JV Risk Register.

Action: CFO, VP Global Engagement

- Whether there were opportunities to learn from the experiences of other institutions already operating within the region. It was confirmed that the University had close ties with a further [REDACTED] partner who were also developing a JV in country, and that the British High Council was working to develop a consortium of providers in India for the sharing of best practice.

18 On the basis of the information and assurances provided, the Court:

- **approved** the establishment of a Joint Venture in India to create the University of Aberdeen – Mumbai (UoAM) campus, in line with the University Grants Commission (UGC) Letter of Intent (LoI) recommendations;
- **approved and granted** the delegation of authority to the University principal to oversee the JV formation with [REDACTED] and to approve all associated documentation in respect of its formation, in consultation with the Finance & Resourcing Committee and Court as appropriate;
- **approved** that Mark White, Chief Financial Officer be appointed as the University Board Member for the Joint Venture.

- **noted** the business case, responses to Court queries, legal and financial considerations, along with advice received and other associated appendices;
- **noted** the project timelines, delay risk considerations, and next steps to develop the proposed UoAM campus and demonstrate operational readiness to UGC in December 2025 and or January 2026.

[All non-Members, with the exception of the Chief Governance Officer & University Secretary, Clerk, Governor Apprentice and Director of Strategic Planning, Project & Corporate Governance left the meeting.]

APPOINTMENT OF ACTING CHAIR OF AUDIT & RISK COMMITTEE

- 19 The Court received an additional paper (CT20250731_5) with a proposal for the appointment of Independent Court Member Luke Halliday as Acting Chair of the Audit & Risk Committee from 1 August 2025, following the demittance from office of the existing Chair on 31 July and pending the appointment of a new Chair in September 2025 following an ongoing recruitment exercise.
- 20 It was noted that during the period of his appointment as Acting Chair, Mr Halliday would step down from his current membership of both the Pensions Advisory Group and the Remuneration Committee, and from his role as Senior Independent Member (SIM), including his associated membership of the Governance & Nominations Committee. It was confirmed that Mr Halliday would see through as SIM the ongoing process of annual review of the Senior Governor.
- 21 The Senior Governor reported that, as an existing member of the Committee, Mr Halliday had existing positive working relationships with the University's internal and external auditors. The proposal was supported in full by the outgoing Chair, and although Mr Halliday was not himself a Chartered Accountant, he was supported on the Committee by an External Member with strong financial and audit experience who contributed to the Committee's year end review processes on the basis of their Chartered Accountancy status.
- 22 Given the requirement to convene the Remuneration Committee during August for the consideration of matters relating to the recruitment of the Interim Principal, it was also proposed to temporarily appoint an Independent Member to the Committee to replace Mr Halliday during the interim period, to be selected from the independent membership of Court on the basis of suitability and availability.
- 23 Discussion followed regarding the requirement to replace Mr Halliday on the membership of the Pensions Advisory Group, noting a number of key items of business that the Committee would shortly be required to consider. It was reported that proposals on this matter would return to Court as soon as possible, following the further review of Committee memberships during the Summer 2025.
- 24 Following discussion, the Court:

- **approved** the appointment of Luke Halliday, Independent Member of Court as Acting Chair of the Audit & Risk Committee, having first confirmed that the Committee membership requirements, as set out within the Scottish Code of Good HE Governance 2023 and the Higher Education Audit Committees Code of Practice, would continue to be met under the interim composition.
- **approved** the appointment of an Acting Member of the Remuneration Committee, to replace Mr Halliday, to be selected by the Senior Governor from the independent membership of Court on the basis of suitability and availability.

[Clerk's note: The Acting Member was subsequently confirmed as Lorenzo Moretti, Independent Member of Court.]

CLOSED BUSINESS ITEM: CONFIDENTIAL

25 The Court considered an item of confidential business. The remainder of the minute of that discussion is confidential to Court.

APPOINTMENT OF ACTING CHIEF GOVERNANCE OFFICER & UNIVERSITY SECRETARY AND RECRUITMENT OF INTERIM CHIEF GOVERNANCE OFFICER & UNIVERSITY SECRETARY

26 Following the resignation of the current Chief Governance Officer (CGO) & University Secretary, Samantha Waters, the Court received a paper (CT20250731_4.1) to propose the appointment of an Acting CGO & University Secretary pending the appointment of an interim postholder.

27 It was noted that succession planning within the governance area had been under consideration since the appointment of the current CGO & University Secretary in November 2024, and Dr Hulda Sveinsdottir had begun a development course specifically targeted at University Secretaries, and had been briefed to take on the acting role during the transition period.

Confidential minute

28 [Redacted]

29 In addition, it was recommended that the University's recruitment consultants, Gatenby Sanderson be appointed to progress the recruitment of an Interim CGO & University Secretary.

Confidential minute

30 [Redacted]

31 Discussion followed regarding the likely duration of the Acting appointment and the requirement and timeline for the recruitment of an Interim postholder. Noting the essential cover required from the role, it was confirmed that the

proposed approach would mitigate institutional risk as far as possible and that executive searches for an interim and permanent appointment would be conducted simultaneously. The recruitment of an interim appointee was anticipated to take between 6 and 8 weeks, however a longer timescale could be anticipated for the executive search for a substantive appointee.

Confidential minute

32 [Redacted]

33 [Redacted]

34 Members urged that decisions regarding the establishment of a selection panel for the interim appointment should be as swift and agile as possible, and it was noted that the Senior Governor would agree the panel composition and canvass for availability as soon as possible.

35 The Court:

- **approved** the appointment of Dr Hulda Sveinsdottir as Acting Chief Governance Officer & University Secretary;
- **approved** that Gatenby Sanderson be appointed to recruit an Interim Chief Governance Officer & University Secretary and to commence a search for a permanent appointment.

CLOSED BUSINESS ITEM: STRICTLY CONFIDENTIAL TO COURT

36 The Court considered an item of strictly confidential business. The remainder of the minute of that discussion is confidential to Court.

ANY OTHER BUSINESS

37 The Senior Governor offered thanks to all Members of Court for their work in recent months to participate in and contribute to a number of ongoing matters which had involved additional meetings, circulations and panels.

38 Formal thanks were also offered to Shona Russell for her contribution as Governor Apprentice during 2024-25, and to Karim Hurtig, who was joining Court as a new Student Member for 2025-26.

39 All presented offered sincere thanks to Eleanor Bentley for her work and dedication in support of the University and Court over her term as Independent Court Member and Chair of the Audit and Risk Committee.