

Meeting Minutes of UAEU Board of Trustees
Second Meeting of AY 2022/2023

Entity Name	Board of Trustees	Meeting Time	From: Wednesday am to Thursday pm
Meeting No	2 of AY 2022/2023	Meeting Date	26 and 27 October 2022
Meeting Chairman	HE Zaki Nusseibeh	Meeting Place	Al Wathba Desert Resort and via Teams
Decree of Confidentiality	Confidential	Meeting Secretary	Ian Barron

University Board of Trustees			
	Name	Title	Position
1.	HE Zaki Anwar Nusseibeh	Chancellor – UAEU	Chairman
2.	HE Dr. Tariq Bin Hendi	Non- Executive Chair, Edelman, Middle East	Member
3.	HE Saeed Al-Bahri Salem Al-Ameri	Director General - Abu Dhabi Agriculture and Food Safety Authority	Member
4.	HE Dr. Abdulla Alkaram	Director General - Knowledge and Human Development Authority	Member
5.	HE Tayba Al-Hashemi	CEO - ADNOC Sour Gas	Member
6.	HE Dr. Mohammed Ali Al-Sheryani	Director of Community Affairs - Supreme Council for National Security	Member
7.	The Rt. Hon. Professor the Lord Ajay Kakkar KBE, PC	Emeritus Professor of Surgery, UCL President, Thrombosis Research Institute Chairman, King's Health Partners	Member Present for Agenda items 1 -5
8.	Ms. Amna Al-Shamry Al-Ajmi	Senior Planning Analyst, Employee Engagement - ADNOC Distribution	Member

Non-Board Members – Advisors			
	Name	Title	Position
1.	Professor. Elizabeth H. Simmons	Executive Vice Chancellor for Academic Affairs - University of California, San Diego,	External Advisor
2.	Mr. Henry Stoeber	President and CEO - Association of Governing Boards of Universities and Colleges	External Advisor

Apologies			
	Name	Title	Position
1	HE Mariam Bint Mohammed Saeed Hareb Almheiri	Minister of Climate Change & Environment	Member

Apologies			
	Name	Title	Position
2	HE Mona Ghanim Al-Marri	Director-General- Government of Dubai Media Office	Member
3	HE Saeed Al-Yateem	Assistant Under Secretary for Resources and Budget- Ministry of Finance	Member
4.	HE Faisal Al-Bannai	Executive Chairman – EDGE group	Member
5	Professor Baron Peter Piot	Handa Professor of Global Health – London School of Hygiene and Tropical Medicine	External Adviser
6	Juma Alfalasi	Ministry of Cabinet Affairs	Observer

Attendees via Chancellor Invitation			
	Name	Title	Notes
1	Professor Ghaleb Ali Albreiki	Acting Vice Chancellor	
2.	Professor Matthew Evans	Provost	
3.	Dr. Mohamed Shaker Al Hammadi	General Counsel - UAEU	
4.	Mr. Robert Smith	CFO - UAEU	Present for agenda item no.11
5.	Mr Mogamat Ganief Galiel	Consultant	
6	Mr Keith Zimmerman	COO University of Bath- Guest subject matter expert speaker	Present for part of Agenda item 4
7	Dr Ashraf Gamaleldin	CEO, Hawkamah, The Institute for Corporate Governance	Present for Agenda item 5
8	Mr Alec Aaltonen	Hawkamah, The Institute for Corporate Governance	Present for Agenda item 5

	Agenda Topic	Discussion
	Welcome	<p>The Chairman extended a warm welcome to the Trustees and Advisers to the Board's first Retreat. Before proceeding with the meeting's order of business, he:</p> <ul style="list-style-type: none"> i. remarked that it was the first time since the Board's formation that the Board was meeting, mainly, in person; ii. was pleased to see the Hawkamah Report on the Board's self-evaluation of its performance (considered later in the meeting) confirming that the Board was working in a cohesive fashion with fully committed Trustees and Advisers and in line generally with good governance practice; iii. reported that the UAEU had climbed significantly in The Times Higher Education World university rankings, moving up two bands from the 351-400 band in the world rankings to 251-300; iv. noted that the UAEU's strongest attribute continued to be its high proportion of international staff and its

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		<p>international co-authorships, while the worst are the UAEU's teaching and research reputations;</p> <p>v. emphasized that continuing attention would need to be given on these latter two areas, especially as they have a large influence on the ranking outcome;</p> <p>vi. noted that the UAEU's best performing subjects are clinical medicine and life sciences;</p> <p>vii. noted that, in the UAE, the University is joint equal in ranking with the University of Sharjah, which had also significantly improved its ranking position over the year;</p> <p>viii. remarked that the Board Retreat offered a timely opportunity after the promulgation of the new Governance law for Higher Education to evaluate the strategic choices open to the University and, therefore, his wish was for the Retreat to be used to discuss the University's major strategic options and direction and to have an open transparent discussion about them. The Chancellor indicated that, if as a result of these strategic deliberations it meant that some items on the agenda have to be deferred, they would be deferred and dealt with by online approval.</p> <p>After confirming that the meeting was quorate, the Chairman proceeded with the order of business.</p>
1.	Meeting Agenda	The Chairman presented the agenda which was approved and adopted.
2.	Minutes of Meeting No.1 AY 2022/2023	The University Board of Trustees <i>Ratified</i> and adopted the Minutes of meeting no.1 of AY 2022/2023.
3.	Update on current and additional transformational projects following the UAE's adoption of a new methodology in Government work	<p>The Acting Vice Chancellor presented an update on the three M2 projects (Building a Teaching Hospital and Polyclinic at the UAEU in Al Ain, Transforming the UAEU campus into a Living Lab, Digital and Smart campus and the Building and Operation of a Solar Panel-Powered Electricity Plant at the UAEU campus – each project identified as having a potentially significant transformational impact on the advancement of the UAE's national interests and the University's strategic development. There followed a detailed discussion on the merits of each and the following points were particularly noted:</p> <p>Teaching Hospital and Polyclinic</p> <p>i. In noting the project's strategic rationale, the governance challenges and the associated risks, there was a clear consensus that the project was a strategically compelling one for the University and, in</p>

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		<p>joint- venturing with Mubadala, the opportunity should be taken to create a wider scope 'Academic Medical Centre' integrating the delivery of both teaching and research excellence through a design of facilities heavily influenced by academic know-how and experience.</p> <p>ii. In noting that Teaching Hospitals per se were considerably more expensive to build, fit-out and operate compared with standard hospitals, it was important to ensure that the estimated AED 2.5bn budget provided for in the Mubadala feasibility study was sufficient to deliver the concept of a world-leading Academic Medical Centre.</p> <p>iii. The scope of the project should include provision for not only a core research facility to 'kick-start' research programs (with careful thought being given to UAEU population demographics and its relevance to UAE national strategy) but a broader plan to accommodate leading and globally recognised pharmaceutical companies operating alongside what would be a major teaching facility – a very powerful proposition to attract government funding and commercial investment.</p> <p>iv. Mubadala was considered to be the ideal partner for the University in moving forward with this project as their substantial portfolio of global life sciences investments provided an ideal platform and opportunity for knowledge and 'know-how' transfer. From a governance perspective, the UAEU Board would retain oversight of the project with Mubadala having operational responsibility and the UAEU providing clinical expertise.</p> <p>v. A wider planning document (Master Plan) reflecting the broader vision and scope of the project as envisaged by the Board should be produced in conjunction with Mubadala and should include real estate development opportunities and requirements, ensuring the integration of 'big pharma' into the Master Plan.</p> <p>vi. In conclusion, the Board agreed that the M2 Academic Medical Centre project proposal should be taken to Cabinet at the earliest opportunity, describing the proposal as a new concept designed to enable the UAE Government to meet its wider economic and social objectives. The Cabinet submission should also go forward with the proviso that some suitable context is written to place the project in a larger framework - the Board recognised</p>

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		<p>that this project should not be held up pending more detailed planning – see Minute 4 below.</p> <p>Transformation of the UAEU campus into a ‘Living Lab’</p> <p>vii. Whilst acknowledging the several merits of the project and the expected results from creating a ‘Digital and Smart Campus’ at an estimated cost of AED 1.63bn, the Board accepted the recommendation of executive management that the project should be postponed on the grounds that:</p> <ul style="list-style-type: none"> a. Asking the government to fund two big projects with a total budget of more than AED 4bn might not be reasonable. b. The Teaching Hospital and Polyclinic is more critical to the advancement of the UAEU at this stage. c. The faculty member who was leading this project had been recruited by Nokia and had already left the University. <p>Solar Power Plant</p> <p>viii. The goal of this M2 project (at an estimated cost of AED 110M) was to move the UAE forward in the field of renewable energy and sustainability by making a significant contribution to the UAE’s declared mission to have clean energy sources providing 75% of the nation’s energy requirements by 2050.</p> <p>ix. The University had entered into an agreement with the Abu Dhabi National Energy Company (TAQA/ADNEC) that provided for the University owning the plant with ADNEC responsible for its operation and maintenance and integrating the output into its electric power distribution grid.</p> <p>x. The research vision needed to be clearly expressed in the proposal, describing not only how the project would meet the University’s own energy requirements but how the project represented an important step in the University’s journey in developing renewable technologies, including cutting-edge battery and energy storage technologies and the like.</p> <p>xi. The project proposal should, in the longer term, be scaled-up to accommodate the electricity supply arrangements for the whole City of Al Ain.</p>

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		<p>xii. As the project is developed there should be a close collaboration between the University and the Department of Energy and the Water and Energy Centre.</p> <p>After further due consideration, the Board accepted the recommendation of executive management that the University should pursue its partnership with ADNEC to establish the Solar Power Plant design, to build the proposed Solar Power Plant and to set up and manage its operations.</p> <p>There followed a general discussion as to the next steps that should be taken with regard to the two approved M2 transformational projects as outlined above.</p> <p>It was agreed that the two proposals should be taken to Cabinet as swiftly as possible with the proviso that some suitable context is written to place both projects in a larger framework which resonated with UAE Government priorities and timescales. Meanwhile, the Board agreed that a broad strategy and real estate Master Plan for the next 15/20 years (with various options/scenarios) should be prepared by the Provost for the Board to consider at its meeting on 15 February 2023.</p>
4.	Update Report on UAEU's Action Plan to accelerate the advance of the University's global ranking	<p>Mr Keith Zimmerman joined the meeting and, in his capacity as an invited subject matter expert guest speaker, Mr Zimmerman provided the Board with practical examples and case studies of what it takes to be a globally highly ranked research-intensive University. From the ensuing 'Q&A' session, the following points were noted:</p> <ul style="list-style-type: none"> i. an institution's culture and its leadership's determination to maintain a clear vision and a will to implement were key determining factors in a University attaining global research excellence; ii. the strong correlation between quality research output and faculty academic freedom; iii. the importance of faculty (not HR) recruiting faculty; iv. the need for a clear, strong and well-embedded ethics framework; v. the importance of recruiting high quality technical support staff; vi. the presence of extensive peer review of performance mechanisms;

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		<p>vii. the importance of attracting and retaining star faculty and the need to offer internationally competitive remuneration packages and facilities;</p> <p>viii. the importance of faculty enjoying research supportive procurement and HR policies and procedures.</p> <p>The Board thanked Mr Zimmerman for his observations and advice and Mr Zimmerman left the meeting.</p> <p>The Provost presented an update report on the Action Plan to accelerate the advancement of the University's global ranking and the following points were noted:</p> <p>ix. Hiring high quality faculty takes time;</p> <p>x. It was possible to have six cluster hires (36 individuals) completed by 2029 but with an associated significant funding requirement of AED 300M;</p> <p>xi. The University was not making full and proper use of the faculty appraisal and related internal processes and a significant culture change was required to address this;</p> <p>xii. The current policy of faculty being recruited on 3- year fixed term contracts was an impediment to progress – moving to longer term fixed term contracts would be a considerable 'enabler' towards improving the University's global ranking- it was noted that the Acting Vice Chancellor would examine the issue of faculty contract duration and terms and report back to the Board at its meeting on 14 December 2022;</p> <p>xiii. In uplifting the performance of faculty, it was noted that a process of targeting and exiting the lowest performing element of faculty (using objective metrics) and recruiting a replacement high performing contingent of faculty would have to be a constant process, adopting an on-going sustained approach;</p> <p>xiv. In terms of the University's number of faculty deemed to be research active and the footprint of space on campus dedicated to research, the University compared unfavourably with internationally-renowned Higher Education institutions;</p> <p>xv. Whilst there were a number of mechanisms available to secure the significant funding required to execute the ranking improvement strategy, one option would be to classify the strategy as a transformational project, in whole or in part depending on the Board's assessment of priorities;</p>

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		<p>xvi. Given that the UAEU's current status and aspirations to become a globally, highly ranked research- intensive University, a case should be made to the Cabinet for the other two Federal Universities (quite different in nature and scale of operation) to be institutions dedicated to teaching whilst the UAEU should be positioned as the one research based 'R&D' University of the UAE.</p> <p>In conclusion of the discussion, it was agreed that the Provost should incorporate the further development of the research strategy into the broader strategy and Master Plan referred to in Minute 3 above as one holistic development roadmap to 2040.</p>
5.	Presentation of the Hawkamah Report on Board performance self-evaluation and Round Table discussion	<p>Dr Ashraf Gamaleldin and Mr Alec Aaltonen of Hawkamah joined the meeting. Dr Ashraf presented the 'Board of Trustees Assessment Report for UAE University dated October 2022'.</p> <p>In noting that the Report had concluded that the Board has fully committed Trustees and is working in a cohesive fashion in general alignment with effective governance practices, there followed a review of the Report's key findings. It was noted that the Board and its Committees, where necessary, was recommended to:</p> <ul style="list-style-type: none"> i. address its organizational values and how the University's staff are assisted in exhibiting those values; ii. to ensure that a management succession plan was put in place; iii. institute a formal Vice Chancellor evaluation process; iv. increase the length of Board meetings and to hold an annual 'Board Retreat' to allow for more strategic discussion to ensure that the University's strategy was aligned with the nation's priorities and expectations of the UAEU; v. engage with a wider range of stakeholders beyond just the Government and to have policies and procedures in place to facilitate a wider stakeholder engagement approach; vi. take closer ownership of risk, setting the risk appetite for the University and monitoring the risk management processes in greater depth and frequency at the Audit& Risk Committee and Board meetings;

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		<p>vii. hold more 'in-person' Board meetings and to utilize on-line Board meetings for transacting necessary but more routine business;</p> <p>viii. adopt as far as reasonably practicable a standard template for Board papers, prompting management to link recommendations explicitly with strategy, risk, compliance and financial impact;</p> <p>In summary, the Board noted, and would action where necessary, the Report's recommendations to enhance its Board processes and governance practices. In this regard, the Chairman considered that it would be a useful for the University, working in conjunction with relevant third parties where necessary, to undertake an exercise to benchmark the University's Board practices against those of highly effective Boards operating in the global Higher Education sector. In that connection the Chairman requested the Board Secretary to coordinate the project.</p> <p>Lord Kakkar left the meeting.</p>
6.	Report on the reorganization of the internal structure of the University	<p>The Acting Vice Chancellor presented a Report showing the proposed changes to the University's internal organization and this was discussed in detail with the following points being particularly noted:</p> <p>i. the proposed organizational changes, new positions and offices, the movement of positions from one part of the structure to another and positions moved within a reporting line had been designed, inter alia, to free-up the Vice Chancellor so as to allow the role to be more outward facing in developing stakeholder, fundraising relationships and to attract research funding from external sources. This would be supported by the formation of an Advancement Office, the creation of a new position of Deputy VC for Research Affairs and the movement of the CFO from a report of the Deputy Vice Chancellor for Administration to reporting directly to the Vice Chancellor to reduce the possibility of conflicts of interest.</p> <p>ii. whilst it was important that the University employed competent professionals with the right skills sets allocated to each organizational position to deliver its academic mandate to the UAE Government, it also had a social mandate to fulfill (particularly in Al Ain) in educating, employing and developing Emirati talent;</p> <p>iii. the internal reorganizational proposals had been the subject of extensive, sector benchmarking but it was</p>

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		<p>recognized that all Universities are different in many nuanced ways;</p> <p>iv. The proposed changes to the internal organization were considered to be a useful first step in driving culture change within the University.</p> <p>It was agreed that the proposals contained in the above Report would be brought back to the Board of Trustees' meeting on 14 December 2022 for further discussion and, in the interim, comments on the proposed organizational structure from the UAEU community and HE Dr Mohammed Al-Sheryani would be circulated by email to the Board members.</p>
7.	Appointment of Mr Khalfan Al-Dhaheri as permanent Secretary-General	<p>After due consideration, it was agreed, in principle, to appoint the currently Acting Secretary- General on a permanent basis and that executive management would bring to the Board meeting on 14 December 2022 recommendations as to how the appointment could be correctly executed.</p>
8.	Academic Matters	<p>HE Dr Abdulla AlKaram, the Chairman of the Academic & Student Affairs Committee (ASAC) informed the Board that, at a meeting of the Committee on 17 October 2022, the Committee had considered four items of academic business for recommending to the Board for approval - a new policy to allow the University to deliver and award post graduate diplomas of all the MSc programs in the College of Engineering; an extension of a dual Doctoral program in Chemical Engineering between the University and KU Leuven to other disciplines and a dual degree Doctoral program between the University and McGill University, Canada.</p> <p>After due consideration of the proposals, and based on the recommendations of the ASAC, the University's Board of Trustees Resolved to approve:</p> <ol style="list-style-type: none"> 1. a new policy to allow the delivery and award of postgraduate diplomas, 2. the increase in the fee for Al Ain based Masters' Degree courses to AED 2,400 (up from AED 1,600) while reducing the fee for the Abu Dhabi based Master's Degree courses to AED 3,000(down from AED 3,650). 3. the extension of the Dual Degree Doctoral Program in Chemical Engineering between UAEU and KU Leuven to other disciplines, 4. the establishment of a dual degree PhD program with McGill University, Montreal, Canada.

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9.	Contract extension for the Dean, College of IT	The Provost outlined the key points relating to the proposal to extend the contract of the Dean of College of Information Technology. After due consideration the University's Board of Trustees Resolved to renew the contract of Professor Taieb Znati as Dean of College of Information Technology for a further seven months from 5 January 2023 through to end July 2023.
10	Report from The Chair of the Audit & Risk Committee	<p>HE Dr Tariq Bin Hendi, the Chairman of the Audit & Risk Committee (ARC) informed the Board that the ARC had met on 12 October 2022 with an agenda covering financial affairs, enterprise risk management and internal audit.</p> <p>The ARC had noted the considerable progress which had been made in addressing the corrective actions arising from the external audits of the 2020 and 2021 financial years and the progress being made by the CFO in developing the technical capacity of the Finance team. In this regard, the ARC Chairman requested that budget allocations be made as soon as possible to allow for the appointment of a qualified Chief Accountant to support the CFO and to replace the Banner accounting system with a more supportive software. The Acting Vice Chancellor confirmed that he was hopeful that these matters could be addressed in early 2023.</p> <p>The ARC was also conscious of the need for there to be improvements in the quality, relevance and timing of risk reporting from Executive Management to ensure that the ARC was sufficiently apprised of the nature and extent of the key risks facing the University. The ARC would continue its efforts in working with management on risk identification, assessment and management.</p> <p>It was noted that a VAT refund of c.AED 40M would be received by the end of the first quarter of 2023.</p>
11.	Q3 2022 financial performance	<p>Mr Robert Smith joined the meeting.</p> <p>The Chief Financial Officer presented the key points of the University's Q3 2022 financial performance and the following highlights were duly noted:</p> <ul style="list-style-type: none"> i. Revenue is forecast to exceed budget by AED31m being increased federal funding from the Student Funding Formula (AED32m) and funding for additional faculty salaries and benefits (AED9m) offset by a forecasted shortfall in self-generated revenue (AED11m) albeit this is still subject to change as a result of the ongoing liabilities data cleansing exercise. ii. Expenditure was in accordance with expectations. Expenditure budgets are closely managed to ensure contractual commitments can be funded and any unspent budget applied to Strategic Projects.

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		<p>iii. The Balance Sheet is consistent with 2021 in relation to Net Assets although the AED25m reduction reflects a decrease in restricted funds held in trust for research projects plus surpluses generated in the year from the increase in self-generated revenue and faculty compensation funding.</p> <p>The Chairman thanked Mr Smith for his summary and the University's Board of Trustees duly noted the Q3 2022 financial performance.</p>
	Closing Remarks	The Chancellor thanked the Board of Trustees and Advisers for their attendance and their invaluable contributions and declared the Board meeting/Retreat concluded.