



Queen Margaret University

EDINBURGH

COURT MEMBER HANDBOOK

**A GUIDE TO BEING A MEMBER OF THE COURT OF QUEEN MARGARET
UNIVERSITY**

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Foreword

This Handbook is a guide for members of the Queen Margaret University Court, the governing body of the University. In particular, it provides members with an overview of the key aspects of the University and the University Court relevant to their role as a member of the University Court.

This guide is designed primarily as an induction document and reference point for new members of the University Court. However, it is expected that all members will find the consolidated guide to policy and practice useful in undertaking their roles as Court members.

The Handbook is divided into five main sections covering:

1. The University
2. University Governance
3. Membership of the Court
4. Conduct of University Meetings
5. General Guidance on Effective Court Membership

For further information on any aspect of this handbook please contact Fraser Rudge, Policy Adviser (Governance and Compliance) by email (frudge@qmu.ac.uk) or phone (0131 474 0000).

1. THE UNIVERSITY

1.1 About us

Queen Margaret University can trace its origins to the foundation in 1875 of the Edinburgh School of Cookery, an institution that operated throughout mainland Britain, pioneering the training of teachers in nutrition, public health and domestic science. Under the previous title of Queen Margaret College, the University operated under the auspices of the Council for National Academic Awards (CNAA) from 1975 to 1992, raising the majority of its programmes to Honours degree level and developing its research activities throughout that period.

In 1992, the former college was accredited by the CNAA, and shortly after that, it was granted taught degree awarding powers by the Privy Council. Research Degree awarding powers followed in 1998, with the Privy Council bestowing the title 'Queen Margaret University College' in January 1999. The University achieved full University title in 2007, having satisfied the assessors that the University was exercising its degree awarding powers effectively and appropriately.

The year 2007 marked a further important milestone in the University's evolution, with relocation to its current campus at Craighall. The first complete university campus to be built in Scotland in a generation, the campus was designed with a brief to place students at the centre of the learning environment. Other key design objectives included efficiency, flexibility and sustainability. In the period since 2007, the campus has won national recognition for its sustainable design and QMU has picked up a number of Green Apple and Green Gown awards.

With a student population of 5954 FTE (headcount 8032), as of December 2017, the University may be considered a relatively small institution in UK Higher Education terms. Of that 5954 full-time equivalent (FTE), some 3755 FTE are based in Edinburgh, and some 2199 FTE are studying QMU degrees at collaborative partner institutions.

The original plan for the campus allowed for potential growth in student numbers through a phased development of the site. However, with the Scottish Funding Council (SFC) cap on Home and EU undergraduate numbers, there are no immediate plans for significant growth in on-campus numbers. Specific professional demands that underpin a significant proportion of our portfolio also actively restrict cohort size, and our capacity to expand student numbers across a number of subject areas. For example, annual intake to our healthcare programmes is constrained by placement availability, and by other related factors, including student number controls and workforce planning. The strategic focus of student number growth is therefore on an expansion of alternative models of delivery, including blended/online learning.

As of December 2017, the University had 459 members of staff, made up of 246 academic staff and 213 professional services staff. The majority of the University's staff are female, which mirrors the University's student demographic.

Table1: Academic and Professional Services Staff by Gender (as at December 2017)

Staff Type	Female		Male		Overall Total
	Total	%	Total	%	
Research & Teaching	171	68%	82	32%	253
Professional Services Staff	137	61%	89	39%	226
			Total		479

The University is recognised particularly for our teaching, research and knowledge exchange in three flagship areas: Health and Rehabilitation; Sustainable Business (including hospitality, food and drink); and Culture and Creativity. Academic staff within those flagship areas continue to reflect the University’s historical precedents by applying scholarship and research to current societal issues. Examples of projects that illustrate this approach include work in developing person-centred cultures in health and social care; in providing dialogue tools, which allow marginalised groups to have their voices heard; and supporting local small enterprises and family businesses through consultancy and knowledge exchange.

Our partnership working with local authorities and with employers focuses on promoting employability and enterprise, and in securing the longer-term prosperity of our graduates and the wider community. In 2017, the University’s graduate employment rate was 98.2%, which was top in Scotland and 3rd in the UK¹.

QMU’s partnership with East Lothian Council to develop an Innovation Park has at its core an ambition to contribute directly to the economic prosperity of the region, and beyond. The University’s long-term land development strategy, which dates from 2002, includes the development of a commercial zone, and the protection of adjacent land for economic development purposes, including an Innovation Park. This is developed further in the QM150 strategic plan, which includes the following strategic goal:

‘By 2025 we will have synergistic development on the land surrounding the campus to include additional facilities for students and the local community (shops, cafes, etc) and an Innovation Park focusing on start-up and early stage companies and Small and Medium Enterprises (SMEs) in sectors related to the University’s activities.’

In supporting the University’s strategic vision described above, we have worked to develop the concept for the Innovation Park, such work contributing to the securing of Edinburgh and East of Scotland City Deal funding, estimated to be of the order of £30 million. The Innovation Park includes a planned expansion of our Scottish Centre for Food Development and Innovation (SCFDI), together with commercial space for growing SMEs. The intention is to deliver specialist and generic research and business support services, together with development facilities for target SMEs. The proposal aligns with a number of national policies, including Scotland Food and Drink’s strategic plan ‘Ambition 2030’, the Scottish Government’s Economic Strategy, and the UK Government’s Industrial Strategy.

¹ HESA DLHE July 2017

1.2 Our Mission

Our Mission is to foster intellectual capital with a theoretical and practical focus, giving students and staff the confidence to make a real difference to the world around them.

We are known not only for excellent, relevant teaching, research and knowledge exchange but also for the care and respect we give our students, staff and partners. As a thriving campus university we strive to create a community without borders, helping to improve people's lives locally, nationally and internationally. We are ambitious and enterprising, and, in everything we do, we are committed to social justice.

1.3 Our Vision Statement

Our *Vision* is to be a university of ideas and influence.

Our Strategic Plan 2015-2025 document focuses on our vision for 2025, the date by which it will be 150 years since the institution that is now QMU was established.

The Strategic Plan is designed to enable us to fulfil our potential as a university of ideas and influence. It sets out how we aim to further develop our existing academic flagships and create new ones; how we can excel in research, teaching, knowledge exchange, outreach, internationalisation and entrepreneurship; and how we can achieve our aim of being a University without borders as well as a community without barriers.

Our Strategic Plan is enclosed as Appendix 1. It is also available at:

<https://www.qmu.ac.uk/about-the-university/our-strategic-plan/>

1.4 Our Values

We will uphold the following core values and aspire to be:

- Ambitious, confident and inspiring, to instil staff and students with a sense of belonging to the QMU community.
- Committed to social justice, recognising equality and diversity in all that we do.
- Excellent in research, teaching and knowledge exchange.
- Supportive and enterprising.
- Focussed on meeting the needs of students, staff, employers and our communities.
- Committed to all forms of sustainability.
- A University without borders that embraces partnership working with the local, national and international communities.

1.5 University Management Structure

The powers and governance framework of Queen Margaret University, Edinburgh are prescribed in the Queen Margaret University, Edinburgh (Scotland) Order of Council 2007 and the Queen Margaret University (Scotland) Order of Council 2015. Copies of both Orders are included at Appendix 2 to this Handbook.

The Chancellor is the titular head of the University. The Chancellor confers degrees, diplomas and other academic distinctions. The Court is the governing body of the

University. The Court delegates certain responsibilities to a Senate, namely the academic work of the university and the conferring of degrees and other awards.

University Court

Chancellor

Chair of Court

Prue Leith CBE

Dr Frances Dow

The University's management team is led by the Principal and Vice-Chancellor, who is the University's Chief Executive Officer. Senior Management Team and Executive Board:

Senior Management Team* /

Executive Board

Principal and Vice-Chancellor

Deputy Principal

University Secretary

Director of Operations and Finance

Director of Campus and Commercial Services

Dean of School of Health Sciences

Dean of School of Arts, Social Sciences and Management

Professor Petra Wend*

Dr Richard Butt*

Irene Hynd*

Malcolm Cutt*

Steve Scott

Professor Fiona Coutts

Professor Brigid Daniel

In attendance at Executive Board meetings:

Head of Human Resources

Head of Planning

Head of Finance

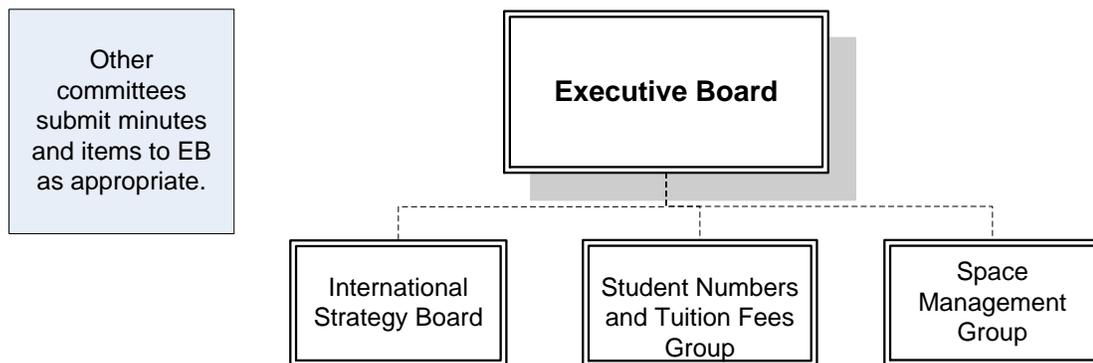
Director of Marketing and Communications

Dee Denholm

Gordon Craig

Ian Robertson

Jane Scott



Executive Board – includes all senior managers. Responsible for the business management of the University and the campus, including management of risk and budgets.

The three management level committees listed below do not report formally to Executive Board, but they may submit minutes and refer items as appropriate:

- International Strategy Board – includes senior managers and staff with a remit relating to international work. Oversees and develops the International Strategy. Involved in setting institutional priorities rather than the day-to-running of partnerships. Reports to the Executive Board.

- Student Numbers and Tuition Fees Group – includes senior managers and staff with a remit for planning, finance and student recruitment. Makes decisions about fee levels and admissions targets.
- Space Management Group – includes senior managers and staff with a remit for campus services and the use of facilities. Makes decisions regarding the configuration of the building and associated services.

1.6 Academic Schools and Divisions

School of Arts, Social Sciences & Management Prof Brigid Daniel, Dean

Divisions:

Business, Enterprise and Management

Head

Dr Majella Sweeney

Media, Communication and Performing Arts

Dr David Stevenson

Psychology, Sociology and Education

Dr Olivia Sagan

School of Health Sciences

Prof Fiona Coutts, Dean

Divisions and Institutes:

Head / Director

Dietetics, Nutrition, Biological Sciences,
Physiotherapy, Podiatry and Radiography

Prof Jackie Waterfield

Nursing

Prof Brendan McCormack

Occupational Therapy and Arts Therapies

Speech and Hearing Sciences

Professor Janet Beck

Institute for Global Health and Development

Professor Alastair Ager

Graduate School

Professor Jan Dewing

2. UNIVERSITY GOVERNANCE

2.1 Legal Status

As described in 1.5 above, the powers and governance framework of Queen Margaret University, Edinburgh is prescribed in ‘The Queen Margaret University, Edinburgh (Scotland) Order of Council 2007’ which came into force on 1 April 2007 and was amended in 2015 (**Appendix 2**).

The University is a company limited by guarantee (Company Number SC007335) and a charity (Scottish Charity No. SC002750) registered with the Office of the Scottish Charities Regulator (OSCR). The memorandum and articles of association are included at **appendices 14 and 15** respectively.

Consequently, Court members are Directors of the Company and also Charitable Trustees of the registered charity. Members should familiarise themselves with the terms of the UK Corporate Governance Code included at **Appendix 16** to this handbook and with the Guidance for Charity Trustees – OSCR – at **Appendix 10** to this handbook.

2.2 Roles and Responsibilities of the Court, and Key Officer Holders

2.2.1 The Court

The Scottish Code of Good Higher Education Governance (Code) 2017 (**Appendix 13, section one**) requires that governing bodies “*must take responsibility for ensuring the effective management of the Institution, planning the Institution’s strategic direction and future development and advancing its mission. The governing body has ultimate responsibility for all the affairs of the Institution and must ensure that there are appropriate arrangements for financial management. It must satisfy itself that the Institution is compliant with all relevant legal and regulatory obligations and operates with high levels of social responsibility.*”

The Court is the governing body of the University, established by the Queen Margaret University, Edinburgh (Scotland) Order of Council 2007 (the Order). Its powers and functions are contained in sections 3 and 4 of the Order. The Statement of Primary Responsibilities of the Court is included at **Appendix 20** to this Handbook.

The Court is responsible for carrying out the objectives of the University, ensuring the financial sustainability of the University and approving the strategic plan. An important aspect of the Court’s work is establishing and monitoring systems of control and accountability, including financial control, and reviewing the performance of the University. The Court approves the mission and strategic vision of the University, its long-term business plans, key performance indicators (KPIs) and annual budgets, and ensures that these meet the needs of stakeholders.

As part of monitoring its effectiveness, the Court will undertake an externally facilitated evaluation of its effectiveness and of its committees, and ensure that a parallel review is undertaken of the Senate and its committees. This effectiveness will be assessed against the Statement of Primary Responsibilities of the University and compliance with the Scottish Code of Good Higher Education Governance. A copy of the most recent externally facilitated report is included at **Appendix 21** to this Handbook.

The Court is supported by a number of committees including the Finance & Estates Committee, Audit and Risk Committee, Nominations Committee and Senior Management Remuneration Committee. The Health and Safety Committee and the Equality and Diversity Committee also report to Court.

The Court delegates responsibility to the Senate for the academic work of the University and for the conferring of degrees and other awards. Operational management is delegated to the University’s senior management team under the leadership of the Principal and Vice Chancellor.

The Court appoints the Principal of the University and has in place arrangements for monitoring the Principal’s performance.

The University’s delegated authorisation schedule is included at **Appendix 12** to this Handbook.

2.2.2 The Chair and Vice-Chair

Section six of the Code (**Appendix 13**) provides that:

The Chair is responsible for the leadership of the governing body, and is ultimately responsible for its effectiveness. The Chair must act so as to maintain the confidence of the governing body and ensure the Institution is well connected with its stakeholders, including staff and students.

Consistent with the supporting guidelines of the Code, vacancies for the role of Chair of Court are advertised widely both within and outside the University. Importantly, the Court is responsible for overseeing arrangements for appointment to the role of the Chair of Court under the specific requirements set out in the Higher Education (Scotland) Act 2016 (**Appendix 22**).

The incumbent Chair of Court was appointed under arrangements prevailing in 2016. Future appointments will be made under amendments to the Court Standing Orders in accordance with sections (2)-(8) of the Higher Education Governance (Scotland) Act 2016 (**Appendix 22**). This means that, where a vacancy arises, the Court will establish an appointing committee with an appropriate balance of membership in terms of accepted equality and diversity principles. Applicants who demonstrate satisfactorily to the appointing committee that they meet the relevant criteria will be entitled to stand as candidates in an election for the position of Chair of Court.

The Chair provides leadership to the Court, presides at meetings of the Court and works closely with the Principal. The role of Chair and Vice-Chair, and mechanism for the appointment, removal or retirement of the Chair or Vice-Chair is contained in section five of the Order (**Appendix 2**).

Further information about the role of the Chair and Vice-Chair in the conduct of Court meetings is contained in section 4.8 of this Handbook.

2.2.3 The Chancellor

The Order (**Appendix 2**) provides in Section 7 that there shall be a Chancellor, appointed by the Court for such period or periods of office as it shall determine who shall be the titular head of the University and who shall confer degrees, diplomas and other academic distinctions.

Prue Leith CBE was installed as the University's Chancellor in July 2017.

2.2.4 The Principal and Vice-Chancellor

Section six of the Code (**Appendix 13**) provides that:

The Principal is responsible for management of the Institution and for providing the governing body with advice on its strategic direction.

The Principal is the designated officer in respect of the use of Scottish Funding Council funds and compliance with that Funding Council's Financial Memorandum.

The Principal must be accountable to the governing body. The governing body must make clear, and regularly review, the authority delegated to the Principal as chief executive, having regard also to that conferred directly by the instruments of governance of the Institution.

The Principal is appointed by the Court and is responsible for discharging the functions of the Court related to the strategic direction and operational management of the University and to discipline (except where these functions have been properly delegated by the Court to a Committee or relate to certain powers of the Senate). In discharging these responsibilities, the Principal is subject to the control and direction of the Court however has all the powers and duties of the Court.

The Principal and Vice-Chancellor is the Chief Executive Officer of the University and who, in the absence of or during any vacancy in the office of Chancellor, has the power to confer degrees, diplomas and other academic distinctions, and to appoint a deputy who, in the absence of both the Chancellor and the Principal, shall have all such powers of conferment.

2.2.5 Secretary

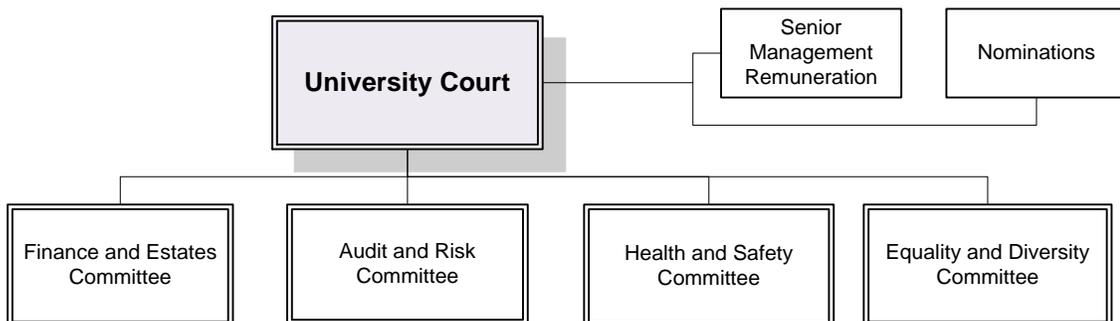
The Secretary is the person holding a senior administrative and managerial post within the University and who is responsible for the proper operation and conduct of the affairs of the Court. Section six of the Code (**Appendix 13**) provides that:

‘The Secretary to the governing body must ensure compliance with all procedures and ensure that the governing body is appropriately supported such that it is able to discharge its duties. All members must have access to the advice and services of the Secretary to the governing body, and the appointment and removal of the Secretary must be a decision of the governing body as a whole.’

The Secretary is solely responsible for commissioning legal advice for the governing body, and advising it on all matters of procedure.

2.3 Court Committees

The Court is supported in discharging its responsibilities by a number of committees including the Finance & Estates Committee, Audit and Risk Committee, Nominations Committee and Senior Management Remuneration Committee. The Health and Safety Committee and the Equality and Diversity Committee also report to Court.



Full details of the remit, terms of reference and membership of the Committees of Court can be found at **Appendix 4**, but the following paragraphs summarise key areas of responsibility.

2.3.1 Finance and Estates Committee

The Finance and Estates Committee recommends to the Court the University's financial strategy, as well as the annual revenue and capital budgets, and monitors performance in relation to the approved budgets and borrowings. It reviews the University's annual financial statements in respect of their financial content. The Committee also considers matters relating to the University's estate.

2.3.2 Audit and Risk Committee

The Audit and Risk Committee meets at least three times annually to discuss audit, risk and control issues, with the University's internal and external auditors in attendance as appropriate. The Committee considers detailed internal audit reports and recommendations for the improvement of the University's systems of internal control, together with management's responses and implementation plans.

It also receives and considers reports from the Scottish Funding Council as they affect the University's business, and monitors adherence with regulatory requirements. It reviews the University's annual financial statements from a regulatory and compliance perspective. The identification, assessment and management of risk is a standing item at each meeting of Committee. These matters are reported subsequently to the University Court.

2.3.3 Nominations Committee

Under the specific powers delegated to it by the Court, the Committee makes recommendation to the Court on suitable candidates for appointment to vacancies on the Court, on the re-appointment of existing members where appropriate, and appointment to Court sub-committees. The Committee also makes recommendation to the Court on suitable candidates for the role of Chancellor of the University. In pursuit of these powers, the Committee is authorised by the Court to seek any information it requires from any appropriate source, including independent professional advice and expertise if it considers this necessary.

2.3.4 Senior Management Remuneration Committee

The Senior Management Remuneration Committee develops, on behalf of the University Court, senior management remuneration policies and processes for final determination by the University Court. The SMRC determines and reviews the salaries and terms and conditions of the Principal and the Executive Board in line with agreed policies, and in accordance with good corporate governance and the provisions of the Scottish Code.

2.3.5 Health and Safety Committee

The purpose of the Health and Safety Committee (HSC) is to advise and recommend to the University Court the necessary processes to ensure the safety of staff, students and visitors to the University, and to ensure compliance with the relevant Health and Safety

Legislation. The HSC reports to Court through the Principal as Convener of the Executive Board, but also through the minutes of its meetings. The Court plays a proactive role in overseeing the development of management systems and procedures that provide robust data on risk management and reviews the evidence on a regular basis.

2.3.6 Equality and Diversity Committee

The Equality and Diversity Committee (EDC) sets the strategic framework for equality in service provision and in employment across the University. It is the function of the EDC to promote equality of opportunity and respect for diversity in all aspects of the University's business. Specifically, the EDC aims to eliminate discrimination, advance equal opportunities and foster good relations, thereby ensuring the University avoids the potential for discrimination on grounds of the protected equality strands. It is also the function of the EDC to advise the Senior Management Team, Executive Board and the University Court on the implementation of all aspects of the University's Mainstreaming Report and Equality Outcomes under the University's Public duties, and Equal Opportunities Policy.

2.4 Senate and its Standing Committees

2.4.1 Senate

Senate is the senior academic committee of the University. Senate is responsible for maintaining the academic standards of the University. The University Court delegates to Senate:

- (a) Its functions relating to the academic work of the University and any functions incidental or ancillary thereto;
- (b) Its function of conferring on any person higher and other education awards including degrees, diplomas, certificates and other academic awards or distinctions and honorary degrees; and
- (c) Its function of depriving the recipient of an award of that award. Only Senate can approve awards and only Senate can give final approval to any proposed changes to regulations.

In discharging any functions delegated to the Senate by the Court, the Senate has all the powers and duties of the Court in relation to those functions and may make recommendations to the Court on such matters as it thinks fit.

Senate delegates some of its responsibilities to a number of standing committees. The terms of reference of each committee include the following standard terms:

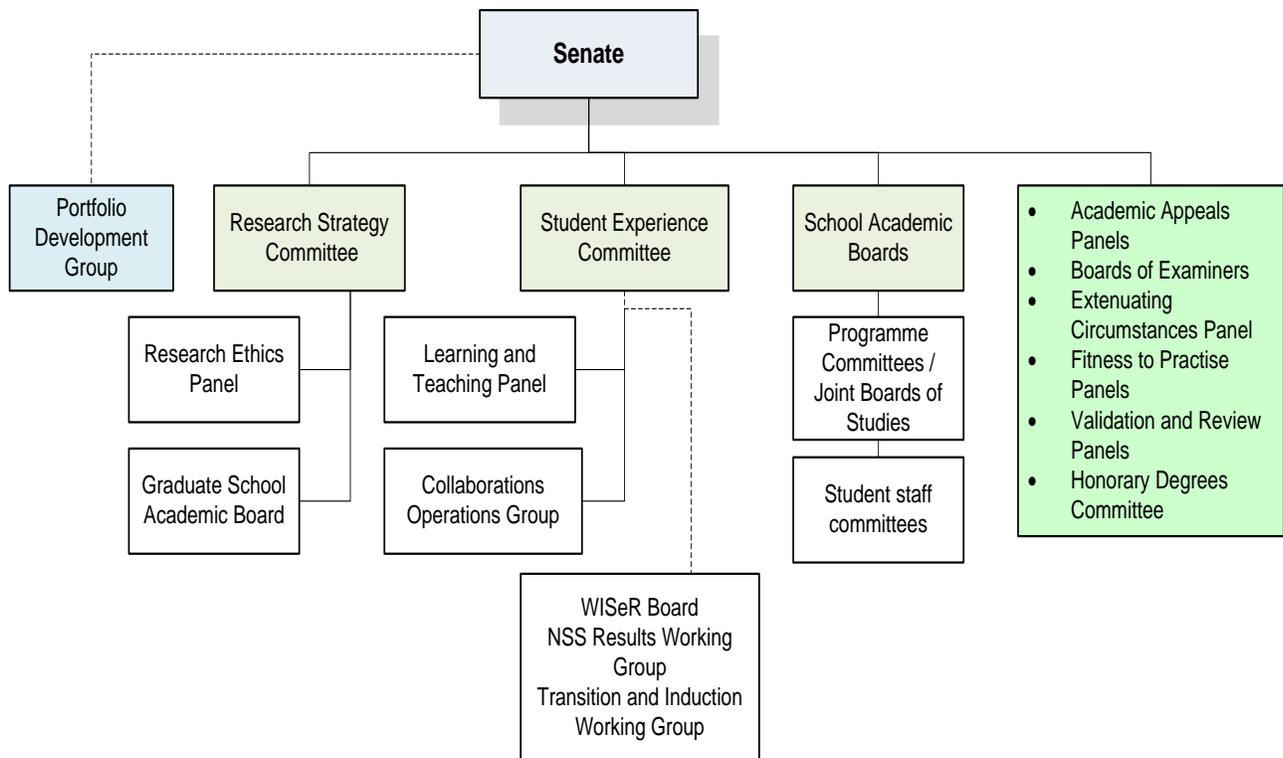
- To act on behalf of Senate in accordance with such powers as may be delegated to the Committee by the Senate.
- To consider and report on such matters as may be referred to the Committee by the Senate.

- To establish such sub-Committees and Working Parties as are required to enable the Committee to discharge its responsibilities.
- To account formally to Senate for the discharge of the Committee's responsibility.
- To submit minutes of meetings to Senate.
- To identify issues and advise Senate on the implications for resource allocation of matters within the Committee's remit.

The constitution common to all Senate Committees is that:

- Members are appointed by the Senate unless specified otherwise.
- The term of office shall be three years.
- On the expiry of a period of office, members shall be eligible for re-appointment for a further period of office.
- The Principal is an ex-officio member of all Senate Committees.
- The University Secretary shall appoint the Secretary to all Senate Committees.

Each Committees procedure will be that of the standing orders of the Senate. What follows is a list of key Senate Standing Committees with details of the remit of each. Full details of the remit, terms of reference and membership can be found at **Appendix 5**.



2.4.2 **Student Experience Committee (SEC)**

This is the primary committee with a remit for educational policy and academic quality. SEC's remit is to establish and review strategies, policies and procedures that support and enhance the student experience, that assure and enhance academic standards and the quality of the student learning experience, and promote best practice in curricula, learning and teaching and in the support of students. Makes recommendations to Senate regarding regulations, policies and procedures. Oversees the development and implementation of the Student Experience Strategy.

- Collaborations Operations Group – sub-committee of SEC. Responsible for co-ordinating operational support for collaborative provision across the University and sharing practice. May make recommendations regarding regulations or procedures to the SEC.
- Learning and Teaching Panel – responsible for recommending approval of external examiner appointments; considering requests for extension of validation period; and receiving and considering validation and review reports to confirm that due process has been followed.

2.4.3 **Research Strategy Committee (RSC)**

This is the primary research policy committee. The remit of the Research Strategy Committee is to provide strategic leadership on all matters associated with the University's research endeavour and associated knowledge exchange activities, to establish and review policies, strategies and procedures that promote best practice in research and doctorate registration, education, supervision and examination, and that ensure that research conducted in the University complies with appropriate ethical standards.

- Research Ethics Panel – sub-committee of RSC. Responsible for approving complex or sensitive requests for ethical approval that cannot be dealt with at Division level.
- Graduate School Academic Board – sub-committee of RSC. Responsible for processing doctoral candidate business; for the development and implementation of the Graduate School Strategy; and for other enhancement activities in partnership with the Doctoral Candidates' Association.

2.4.4 **School Academic Boards (SABs)**

The remit of the School Academic Boards is to provide a forum at School level for the discussion, review and promotion of School specific objectives and strategies; the receipt, discussion and implementation of University wide strategies, policies and procedures and discussion and approval of agreed School specific business.

These boards are responsible for overseeing the quality of all provision within each School.

- Arts, Social Sciences and Management School Academic Board
- Health Sciences School Academic Board

Approve changes to modules and programme specific regulations. Make recommendations to Senate through its sub-committees regarding external examiner appointments and extension of validation period.

Not reporting directly to Senate but integral to quality assurance processes:

- Portfolio Development Group – includes senior staff with accountabilities for quality assurance, planning, recruitment, finance and portfolio development. Makes decisions on the development of new programmes and partnerships. Makes decisions on whether to terminate partnerships or institute remedial action if a programme is high risk.

2.5 Scottish Funding Council and University Financial Regulations

2.5.1 Scottish Funding Council and Outcome Agreements

The Scottish Further and Higher Education Funding Council (more commonly referred to as the Scottish Funding Council or SFC) is the national, strategic body responsible for funding teaching and learning provision, research and other activities in Scotland's further and higher education institutes, including its 25 colleges and 19 universities (www.sfc.ac.uk).

The foundation of the relationship between the SFC and the University is the provision of funding by the SFC to the University Court according to statute. The high-level relationship between the SFC and the University, including the mutual expectations of each party, are set out in the Financial Memorandum between the SFC and the University. A copy of the current Financial Memorandum between the SFC and the University is included at **Appendix 6** to this Handbook.

In addition to the financial memorandum, the University negotiates outcome agreements with the SFC to establish 'the contribution that [the University] will make to the overall impact expected of the sector in return for public funding.' How effectively these outcomes are delivered may affect future funding outcomes for the University. The outcome agreements cover a three year period, with annual monitoring reports. The current outcome agreement is included at **Appendix 21** to this Handbook.

Guidance on the Scottish Government's priorities for investment in colleges and universities can be found in the Letter of Guidance provided by the Cabinet Secretary for Education and Lifelong Learning to the Chair of the Scottish Funding Council. This letter is published on the SFC's website at www.sfc.ac.uk. A copy of the Letter of Guidance for the 2018/19 Academic Year is included at **Appendix 7** to this Handbook.

2.5.2 University Financial Regulations

The Financial Memorandum between the SFC and the University sets out the terms and conditions on which grant funding is made. The University Court is responsible for ensuring that conditions of grant are met. The Financial Regulations of the University form part of this overall system of accountability.

The Financial Regulations apply to the University and all its subsidiary entities and are subject to regular review. The Financial Regulations are subordinate to the Statutory

Instrument and to any restrictions contained within the University's Financial Memorandum with the Funding Council.

The purpose of these Financial Regulations is to provide control over the totality of the University's resources and provide management with assurances that the resources are being properly applied for the achievement of the University's objects and of the University's strategic plan and business objectives while:

- ensuring financial viability and sustainability;
- achieving value for money;
- fulfilling its responsibility for the provision of effective financial controls over the use of public funds;
- ensuring that the University complies with all relevant legislation; and
- safeguarding the assets of the University.

Compliance with the Financial Regulations is compulsory for all staff connected with the University. It is the responsibility of budget-holders to ensure that members of staff are made aware of the existence and content of the University's Financial Regulations.

The Audit and Risk Committee is responsible for maintaining a continuous review of these Financial Regulations, through the Director of Operations & Finance, and for advising the University Court of any additions or changes necessary.

3. MEMBERSHIP OF THE COURT

3.1 Constitution and Membership of the Court

Section two of the Code (Appendix 13) provides that:

'The governing body must have a balance of skills and experience among its members sufficient to enable it to meet its primary responsibilities and foster stakeholder confidence. It must have a majority of lay members and should be no larger than is necessary to meet legal requirements on membership and to ensure appropriate coverage of skills and stakeholder involvement. The recruitment of members appointed by the governing body must proceed through an open and inclusive process that is based on a skills evaluation.'

Membership of the Court is made up of:

- Between 11 and 15 lay members who bring with them skills and experience of value to the University.
- The Principal and Deputy Principal.
- Three staff members – one elected from academic staff by academic staff, one elected from staff other than academic, and one appointed by the Senate from among its members; and
- The Student President and one other Students' Union office-bearer.

Following the enactment of the Higher Education Governance (Scotland) Act 2016, two members will be appointed by the University's recognised trade unions.

3.2 Conduct of Court Members

Section three of the Code (Appendix 13) provides that:

'Governing body members must take collective responsibility for the governing body's decisions. All members must exercise their responsibilities in accordance with accepted standards of behaviour in public life and in the interests of the Institution as a whole, rather than as representatives of any constituency. All governing body members assume the same responsibilities as part of the collective decision-making body (apart from the additional responsibilities that attend particular offices, including the roles of Chair, Principal and, where there is one, Rector). Conflicts of interest must be considered and may affect a member's ability to participate in some governing body business.'

Under the University's Code of Conduct for Members, members appointed to the Court are required to:

- Support the aims and objectives of the University and promote the interest of the University and its students in the wider community.
- Be aware of the instruments, articles and the financial procedures for the University.
- Work cooperatively with other member in the best interests of the University.
- Acknowledge that differences of opinion may arise in discussion of issues, but when a majority decision of the Court prevails, it must be supported.
- Base his/her view on matters before the Court on an honest assessment of the available facts.
- Acknowledge that as an individual member he/she has no legal authority outside meetings of the Court and its committees.
- Understand that an individual does not have the right, other than through the Chair and the Court's agreement, to make a statement or express opinions on behalf of the Court.
- Resist any temptation or outside pressure to use the position of court member to benefit him/herself or other individuals or agencies.
- Declare openly and immediately any personal conflict of interest arising from a matter before the Court or from any other aspect of membership.
- Respect the confidentiality of those items of business which the Court decides from time to time should remain confidential.
- Take or seek opportunities to enhance his/her effectiveness as a member through participation in training and development programs, and by increasing his/her own knowledge of the University.
- Give priority, as far as practicable, to attendance at meetings of the Court and its committees.
- Have regard to his/her broader responsibilities as a member of a public institution including the need to promote public accountability for the actions and performance of the Court.

3.3 Role of Court Members

Committed Court members are crucial to the University's success. Court members are drawn from a range of backgrounds and professions, and include staff, student and (from 2019) trade union members.

Court members are expected to play an appropriate part in ensuring that the necessary business of the Court is carried on efficiently, effectively and in a manner appropriate for the proper conduct of public business. They are expected to make rational and constructive contributions to debate and to make their knowledge and expertise available to the Court as opportunity arises.

Members have a responsibility for ensuring that the Court acts in accordance with the instruments of governance of the University and with the University's internal rules and regulations, and should seek advice from the Secretary in any case of uncertainty.

Court members may be appointed by the Court to at least one Committee of the Court and are expected to play a full part in the business of all committee to which they are appointed.

Court members may be asked to represent the Court and the University externally, and would be fully briefed by the University to enable them to carry out this role effectively.

Court members may also be asked to use personal influence and networking skills on behalf of the University. This may include a role in liaising between key stakeholders and the University, or in fund-raising.

Further guidance on the role of a Court member generally is included in section 5 of this handbook. A further role description and person specification for Court members is included at **Appendix 18**.

3.4 Roles and Responsibilities of Members as Trustees of a Registered Charity

The Code (pg. 3) provides that: *'those involved in the governance of higher education institutions ... must balance the need for coherent strategy and sound financial management with the responsibility to bring benefit to higher education's many stakeholders and society in general. In addition, all of Scotland's HEIs have charitable status, placing on their governing bodies the legal responsibilities of trustees.'*

The University is a registered charity and is subject to the provisions of the Charities and Trustee Investment (Scotland) Act 2005 (the Act). Under the Act 'charity trustees' means the persons having the general control and management of the administration of a charity.' Also, any person who, though not formally elected or appointed as a charity trustee, exercises some degree of control over a charity, may nevertheless be held legally liable as a charity trustee. For the University, the members of the University Court are charity trustees.

Charity trustees are responsible for the charity and may not pass this responsibility onto anyone else as long as they remain a charity trustee. It is also the responsibility of individual charity trustees to ensure that they personally are not disqualified from being a charity trustee. The following are disqualified from acting as charity trustees:

- someone with an unspent conviction for dishonesty or an offence under the Act;
- an undischarged bankrupt;
- someone who has been removed under Scottish or English Law or the courts from being a charity trustee; and
- a person disqualified from being a company director.

The general duties of a member of Court as a charity trustee are that a member must:

- act in the interests of the University;
- seek, in good faith, to ensure that the University operates in a manner that is consistent with its objects or purposes;
- act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person;
- ensure that the University complies with the provisions of the Act and other relevant legislation

Beyond this, charity trustees also have specific duties relating to:

- Charity details on the Scottish Charity Register;
- Reporting to the Office of the Scottish Charity Regulator (OSCR);
- Financial records and reporting;
- Fundraising; and
- Providing information to the public.

Further guidance on the roles and responsibilities of charity trustees can be found in the 'Guidance for Charity Trustees' published by OSCR at **Appendix 10** to this handbook.

Members of Court are unlikely to incur personal liability for acts carried out honestly, reasonably, in good faith and without negligence in fulfilment of their Court duties. Nevertheless the University maintains indemnity insurance to cover acts and omissions of Court members and senior officers.

3.5 Appointment Process

Section seven of the Code (Appendix 13) provides that: *the governing body 'must establish a nominations committee with a suitably inclusive membership to oversee the appointment of new members to the governing body.'*

Clause 75, of section seven, provides that the nominations committee *'is expected to consider the field of candidates against a skills register which to and also to consider whether candidates share the values of the Institution and will add to the overall success and health of the Institution. The nominations committee must also give due consideration to issues of equality and diversity, in line with Section 3 of this Code, and to the appropriate inclusion in the governing body of relevant stakeholder groups.'*

When selecting a new chair, a full job specification including a description of the attributes and skills required, an assessment of the time commitment expected and the need for availability at unexpected times shall be produced. In developing such a job description arrangements shall be put in place to consult staff and students before it is finalised. The selection process shall include a formal interview of short-listed candidates.

When vacancies arise in the position of the chair, or in any of the members appointed by the governing body, they shall be widely publicised both within and outside the Institution.

The procedures for appointing members of Court are contained in the Court Standing Orders, a copy of which is included at **Appendix 11** to this handbook.

Lay members of the Court will be appointed from candidates who have applied following public advertisement of vacancies, who have been nominated by members of Court, staff or students or identified from other appropriate sources. It is the Nominations Committee that will make the recommendations for appointments to the Court and the Court that will either accept or reject the recommendations of the Nominations Committee. Full details of the appointment procedure for Lay Members of the Court are contained in Standing Order 13 of the Court Standing Orders.

In considering the appointment of lay members of Court the Nominations Committee will undertake an evaluation of the balance of skills, attributes and experience required for membership of Court, including an assessment of the balance in terms of equality and diversity matters. A standard letter of appointment for lay Court members is included at **Appendix 19** to this handbook.

Elected members of Court are appointed under the following processes:

- Members elected by academic staff and all other staff are elected in accordance with the procedure set down in Standing Orders 12.1 and 12.2 respectively of the Court Standing Orders.
- Members appointed from among the Academic staff on the Senate are appointed in accordance with a procedure determined by the Senate for appointing such members. The Court will immediately notify the Senate of a vacancy upon becoming aware of it.

3.6 Period of Office

A member of Court (other than a member appointed ex officio) holds office for three years. A member appointed to the Court ex officio will hold office while they continue to occupy that office. On the expiry of their term, a member of Court (other than a member appointed ex officio) is eligible to be reappointed for a further term of three years so long as they continue to meet any other eligibility criteria for being a Court member. Only in exceptional circumstances may the Court extend the term of Court member by a further three years to a maximum term of 9 years.

3.7 Vacation of Office

The Order sets out the circumstances in which a member will automatically cease to be a member of the Court. These include if:

- the member resigns in writing.
- the member's estate is sequestered or a bankruptcy order is made against the member or the member has granted a trust deed for or entered into an arrangement with his or her creditors other than an approved debt payment programme in terms of the Debt Arrangement and Attachment (Scotland) Act 2002.
- in the opinion of the Court he or she becomes unable to continue as a member by reasons of physical or mental incapacity.
- the member has failed to attend any meetings of the Court or of its committee for more than 6 months otherwise than for a reason approved by the Court.
- two thirds of the membership of the Court, excluding the member being considered for removal, decides on good reason to remove a member (other than a member *ex officio*).
- the member becomes ineligible under the order to remain in office.
- in the opinion of the Court the member has been involved in behaviour bringing the University into disrepute.
- the member dies.
- the member has breached a contract between the member and the University or that member has materially breached any policy or procedure of the University.

Where there is a vacancy on the Court due to one of the reasons listed above, then a new member shall be eligible for appointment or election to fill the vacancy for a term to be approved by the Court.

A member may also be suspended from the Court where two thirds of the membership of the Court, excluding the member being considered for suspension, decides to suspend the member.

3.8 Time Commitment

Clauses 42 and 43, of section five, of the Code provide that:

'Governing bodies are expected to meet at least four times a year. Members should attend all meetings where possible. Details of the number of meetings of the governing body and its main committees, and rates of attendance of members, should be reported publicly.'

and

'In addition to normal meetings of the governing body, the Institution is expected to hold an annual stakeholder meeting in public, at which representatives of the governing body, including the Principal, are expected to give an account of the Institution's performance and should be available to answer questions. This event may or may not also include

regular governing body business.'

The likely overall time commitment required of Court members averages around 10 days per year. The Court meets on at least 5 occasions per academic year, and has a two-day Away Day on campus in the spring, which may involve an overnight stay. Court members may meet individually with the Chair or the Vice-Chair once or twice a year, and may be required to attend sub-committee meetings three or four times a year. There is background reading associated with each of these meetings.

In addition to these requirements, Court members are invited to attend events held by the University, including the annual graduation ceremony in early July, professorial lectures, social and celebratory events.

3.9 Court Member Induction and Development

Upon joining the Court, new members receive a full induction. Regular opportunities for further development are also provided in accordance with individual needs. This training will be given the financial support of the University in accordance with criteria determined by the Court. Details of the training made available to members of the Court will be reported annually in the University's annual report.

3.10 Personal Liability

Members of Court are unlikely to incur personal liability for acts carried out honestly, reasonably, in good faith and without negligence in fulfilment of their Court duties. Nevertheless the University maintains indemnity insurance to cover acts and omissions of Court members and senior officers.

3.11 Register of Interests

Clause 30, of section three, of the Code provides that:

'The Institution is expected to publish the register of interests on its website, suitably redacted to take account of data protection duties, and keep it up to date. The Secretary and any other senior officer closely associated with the work of the governing body, for example the Finance Director, must also submit details of any interests to be included in the register.'

Court members must make a full and timely disclosure of personal interests to the Secretary in accordance with the procedures approved by the Court. They must as soon as practicable disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the management of that situation, in order that the integrity of the business of the Court and its Committees may be and may be seen to be maintained.

The Register of Interests for Court Members is published on the University's website. Members are required to update the Secretary immediately that there is a change to their registered interests. Members are requested to update their details on an annual basis.

3.12 Gifts and hospitality

The University has a published policy on staff accepting gifts, gratuities and hospitality. Court members must report gifts and hospitality offered to and accepted by them as members in relation to their role on the governing body.

Members are expected to observe the Nine Principles of Public Life in Scotland when conducting themselves on University business. A full description of these principles are provided at **Appendix 8**.

3.13 Expenses

The Financial Regulations of the University provide, at section 21.10, that 'claims for out-of-pocket expenses from members of University Court shall be authorised by the Secretary to the University Court'. A copy of the Financial Regulations of the University can be provided on request.

4. CONDUCT OF UNIVERSITY COURT MEETINGS

Section five of the Code provides that:

The proceedings of the governing body must be conducted in a timely and appropriately transparent manner. Key officers of the executive should attend meetings to support effective decision-making, but must not unduly influence the business of the governing body. The governing body must review its effectiveness regularly and is expected to report publicly on the results of effectiveness reviews and associated actions. In addition, the governing body must satisfy itself that it has discharged its responsibilities through its annual review of the Institution's overall performance which forms the core of the Annual Report.

The following requirements as to the conduct of Court meetings are taken from the Court Standing Orders, a copy of which is included at **Appendix 11** of this Handbook.

4.1 Ordinary Business

The Court shall transact all ordinary business at its ordinary meetings. The ordinary business of the Court shall consist of such items as are deemed necessary by the Court to fulfil its functions under the Order of Council and such other items as are deemed necessary from time to time by the Court in relation to the funding of the University by the Scottish Funding Council. The ordinary business of the Court includes, but is not limited to:

- the University's Strategic Plan;
- annual estimates of income and expenditure;
- the annual accounts;
- the Human Resources Strategy;
- the Estates Strategy and capital expenditure; and
- issues of governance and regulation.

4.2 Frequency of Meetings

A minimum of five ordinary meetings of the Court shall be held between the months of October and June each year on such days and at such times as the Court shall from time to time determine, such determination to be made no later than six months in advance of the first such ordinary meeting. One of these meetings will focus mainly on strategic issues. Extraordinary meetings may be called on the instructions of the Chair, Vice-Chair or on a requisition signed by not less than five members.

4.3 Notice of Meetings

The Secretary to the Court shall issue notice of a meeting of Court in writing to members and other persons who are to be in attendance at the meeting five days prior to each meeting (and shall use reasonable endeavours to do so seven days prior to each meeting).

In the case of members and senior management who are to be in attendance at the meeting, the notice shall specify the date, time and place of the meeting, the agenda and the business to be considered. In the case of other persons who are to be in attendance at the meeting, the notice shall specify the date, time and place of the meeting, and such other information as is necessary for the purposes of their attendance at the meeting.

Where such notice is not given, the meeting may only proceed where the standing orders of the Court have been properly suspended for this purpose.

4.4 Agenda Items

4.4.1 Standing Items

The agenda for ordinary meetings (other than the meeting focussing mainly on strategic issues) of the Court shall be as set out in the Standing Orders. The meeting of the Court mainly focussed on strategic issues will have an agenda appropriate to that meeting.

4.4.2 Notice requirements

Under the Court Standing Orders, a member who wishes to include an item in the agenda for any meeting must submit a request to that effect to the Secretary with at least 14 days' notice. The Secretary will advise the Chair of the proposed agenda item. The Chair will decide whether the item is appropriate for discussion by the Court. The Secretary will inform the member of the Chair's decision in relation to his or her agenda item. If the Chair agrees to the inclusion of the proposed agenda item, the Secretary will include that item on the agenda and circulate the revised agenda with the notice for that meeting.

The Court may agree, by a two thirds majority of the members present at a meeting, to discuss any agenda items proposed by members, or any matter arising other than in relation to the agenda of the meeting or other than in accordance with notice requirements of the relevant Court Standing Orders.

4.4.3 Amendments to Agenda Items

Amendments to an agenda item shall be considered as follows:

1. Where there is a single amendment, a vote on that amendment will take place;
2. Where there is more than one amendment, a vote will take place on each amendment in the order in which the amendments have been put forward; those amendments which have been agreed (if any) will then be consolidated into a single amendment; and
3. The agenda item (as amended) will then be voted upon.

4.5 Decisions of the Court

No member shall be entitled to have minuted his or her dissent from any decision of the Court, except at the meeting at which the relevant decision has been passed, provided that any member not present at the meeting at which the relevant decision was passed may at the next meeting have his or her dissent minuted.

Despite this, decisions of the Court shall bind all members of the Court, and no member may express dissent from any decision of the Court otherwise than in accordance with the provisions of that paragraph.

No agenda item, nor any amendment to an agenda item, shall be moved if it involves reconsideration of any question or matter which has been decided or adopted by the Court at any time within the preceding six months, unless it is moved by the Chair, or signed by the mover and by not less than one third of the total members of Court.

4.6 Minutes

Draft minutes of each meeting of the Court shall be sent to the members and to other persons who were in attendance at the meeting not later than 21 days after each such meeting, and shall be submitted at the next meeting of the Court for approval as an accurate record.

All members, and senior management who were in attendance at the meeting, shall be sent a complete set of draft minutes of the meeting. Other persons who were in attendance at the meeting shall be sent such parts of the minutes as are relevant to the purpose of their attendance at the meeting.

4.7 Quorum

The quorum for meetings of the Court shall be seven members.

4.8 Chair and Vice-Chair

The Chair shall preside at meetings of the Court, and shall be entitled to vote on all items of business in the same manner as other members. In the case of an equal number of votes, the Chair shall have a second or casting vote. Subject to the Court Standing Orders, the Chair shall decide all questions of order.

The Vice-Chair shall preside at any meetings at which the Chair is not present. If both the Chair and the Vice-Chair are not present at a meeting, the Court shall appoint one of its lay members who is present to preside. The Vice-Chair or a lay member appointed by the Court to preside over a meeting (as appropriate) shall have the same powers as the Chair would have had in relation to that meeting.

4.9 Confidentiality and Freedom of Information

The notice and supporting papers for each meeting of Court and the draft minutes of each meeting shall be circulated in accordance with the Court Standing Orders. Prior to the meeting, circulation of these papers is restricted to those entitled to receive them under the relevant Standing Orders.

After each meeting of Court the minutes of the previous meeting, in addition to the supporting papers, shall be made available to students and staff of the University unless any duty of confidence or other relevant obligation, including but not limited to considerations of legal privilege, would require that this material, or part of this material, should not be made available.

In addition, the University may from time to time be required to disclose certain information under the Freedom of Information (Scotland) Act 2002 and/or the Environmental Information (Scotland) Regulations 2004.

5. EFFECTIVE COURT MEMBERSHIP

This section of the Handbook is dedicated to providing a summary of different guidance material on the topic of effective Court membership. To assist Court members in finding out more about the relevant material, references to more complete information are contained within this section.

5.1 Involvement of Court members in University Business

The Leadership Foundation for Higher Education (LFHE), in its published guidance on being a governor of a UK HEI indicates that the main type of involvement of Court members in University business include:

- The involvement of members of the Court in general institutional life;
- The involvement of individual Court members through committees and specific responsibilities;
- The involvement of the Court in providing advice and support to senior officers and the resulting relationship issues.

The involvement of Court members in the general institutional life of the University takes several forms including, but not limited to, formal induction provided to new Court members, Court members undertaking their own study/experiences of the University, engaging in University events where there is interaction with staff and students and possibly developing close links with particular area of the University.

Involvement by Court members also occurs through Court member participation on committees of Court and in discharging any specific responsibility provided to a Court

member. The LFHE guide provides the following list of reasons for this type of involvement:

- The size of the group means that there is more chance to participate.
- Discussion is likely to be more focussed on areas in which Court members can participate.
- Court members may have been selected for specific skills or attributes.
- Members hear of ideas earlier and feel they can make more of a contribution.

In terms of the involvement of Court members with senior management, it is noted that typically the Senior Management Team and the Executive Board attend and provide information and reports to the Court that inform its decision making processes. In this regard, it is important that the Court has confidence in the ability of senior management to provide the necessary information and support the Court requires to effectively undertake its functions.

Beyond this formal role, there are also significant interpersonal relationships that can be built up between the Court and senior management whereby Court members act as 'critical friends' of the executive, providing 'constructive challenge' to the work of the executive improving the level assurance over management actions and also further enhancing the effectiveness of the Court.

In all involvement in the institutional life of the University, Court members must be careful to maintain their independence and to not stray into the operational management of the University which is rightly the remit of the Senior Management Team and Executive Board. To do so would undermine the effectiveness of the Court in providing oversight and challenge functions to the operations and activities of the executive.

5.2 Developing Strategy and Measuring Performance

5.2.1 Developing Strategy

Section one, clause three, of the Code provides that the governing body *“must be involved in the development of, take responsibility for, and monitor performance against the Institution’s strategic plan, which sets the aims and objectives of the Institution and identifies the financial, physical and staffing strategies necessary to achieve these objectives. It is also expected to approve an annual plan that identifies those aspects of the strategic plan being implemented in the year in question.”*

The LFHE suggests in its guidance that 'determining and approving strategy should not be a battle of wills between different "sides", but a mature evidence-based process where those involved respect the role of others. The LFHE then set out some common challenges around how Boards consider strategy along with some techniques for managing these challenges.

Common challenges include:

- A governing body lacking knowledge and credibility to assess a draft strategic plan in an informed way.

- An executive taking Court approval for granted or attempting to unduly influence the direction of Court decision-making.
- A lack of data on key aspects of the strategy, with the result that the Court has to take the strategy on trust.
- A lack of financial rigour in a draft strategy or an over-optimistic set of assumptions.
- A lack of time for Court members to consider a strategy fully given the complexity of some HEIs and the limitations of time for voluntary Court members.
- A lack of consistency in parts of the strategy.
- A lack of understanding of the external policy environment by either (or both) the executive or the Court.

Strategies for mitigating these challenges include:

- An expectation that it is the job of the executive to construct, propose and implement the strategic plan.
- Agreement about the initial criteria on which the strategy is based, using proposals from the executive and directly related to mission.
- An arrangement so that, ideally, the governing body has at least two opportunities to discuss the detail of the strategy (and any sub-strategies): an initial scoping discussion when the overall framework for a strategy is considered and a second opportunity to discuss the draft strategy based on the agreed framework.
- An understanding that the governing body is clear about what evidence it expects to see from the executive to support a proposed strategy, and thereby create the basis for performance indicators to measure the success of subsequent implementation.
- Agreement about how the strategy will be reviewed and the data required for this.

5.2.2 Measuring institutional performance

Clause 51, of section five, of the Code provides that

'The governing body is expected to reflect annually on the performance of the Institution as a whole in relation to its strategic plan, with reference to agreed KPIs. Where possible, the governing body should benchmark institutional performance against equivalent metrics of other comparable institutions. The Institution's annual performance against KPIs and its progress towards meeting its strategic objectives should be published in its Annual Report.'

The LFHE highlights the following issues that may arise when it comes to measuring institutional performance:

- The Court should appreciate the difference between monitoring and measuring performance and be clear about what it is doing. Monitoring performance focuses on receiving periodic reports on performance and responding to these whereas measurement is more active in nature and involves setting targets, identifying key performance indicators for those targets and measuring performance against those indicators.

- The Court should determine where responsibility lies for generating targets and measures of performance. Ordinarily, senior management will identify appropriate targets and measures and the Court would agree to these. In so doing the Court should ensure that it is receiving the information it will need to satisfy itself as to the performance of the institution
- The Court should consider the appropriate scale and frequency of the measurement process. While annual measurement is common, ongoing measurement and 'strategic questioning' across the year should also be conducted.
- The Court should satisfy itself as to the robustness, timeliness and integrity of the information it receives to ensure that it is able to effectively carry out its responsibilities in this regard.

According to the LFHE, in terms of performance measurement information the Court should be receiving, as a minimum:

- Annual returns made to the respective funding body.
- An annual report and associated documents for approval.
- Annual accounts and financial statements.
- Some kind of annual review of the implementation of the strategic plan.
- External quality reports such as those produced by the QAA and numerous other professional bodies.
- Specific information relevant to performance measurement by sub-committees, for example data to assess the achievement of HR strategy and so on.

In addition, to these materials, typically the Court will also receive internal key performance indicators flowing from the University's strategic plan in addition to a range of other performance indicators from sub-strategies relating to various aspects of the University's operations.

According to the LFHE, other approaches typically used by University governing bodies to review institutional performance include:

- Benchmarking performance against comparable HEIs.
- Adapt approaches to effective performance measurement from other sectors such as the balance scorecard approach.
- Better integrating approaches to risk management and performance management.
- Conducting formal mid-term strategic reviews to enable flexibility in ensuring that the University remains competitive in a changing environment.

The University also publishes details of its financial performance and performance against strategic goals in its Annual Report and on its website.

5.3 Assessing Court Effectiveness

Clause 49, of section five, of the Code provides that

'The governing body is expected to review its own effectiveness each year and to undertake an externally facilitated evaluation of its own effectiveness and that of its committees, including size and composition of membership, at least every five years. As part of these processes or separately, the effectiveness of the academic board (also known as Senate, Senatus Academicus or academic council) is expected to be reviewed similarly. These reviews should be reported upon appropriately within the Institution and outside. Externally facilitated reviews should be held following any period of exceptional change or upheaval (allowing suitable time to see the effects of changes made), the usual timetable for externally facilitated review being brought forward if necessary in these circumstances.'

The Court will engage in an annual, externally facilitated review of its effectiveness including an assessment of the Court's adherence to the Code. Alignment with the Code and a judgement of effective are also published KPIs for the University.

5.4 Risk Management

Risk is defined as the possibility that an action, event or set of circumstances will adversely or beneficially affect an organisations ability to achieve its objectives. Risk management is defined as the planned and systematic approach to the identification, evaluation and control of risk.

The following key principles outline the University's approach to risk management and internal control:

- the University Court has responsibility for overseeing risk management within the institution as a whole;
- an open and receptive approach to solving risk problems is adopted by the University Court;
- the Principal and the Executive Board support, advise and implement policies in line with the risk management framework approved by the University Court;
- the University makes conservative and prudent recognition and disclosure of the financial and non-financial implications of risks;
- all managers are responsible for encouraging good risk management practice within their respective areas;
- risk management is be embedded throughout the University. The responsibility for risk management is shared by all staff;
- key risks will be identified and closely monitored on a regular basis.

The University Court has a fundamental role to play in the management of risk. Its role is to:

- Set the tone and influence the culture of risk management within the institution. This includes:
 - determining whether the institution is ‘risk taking’ or ‘risk averse’ as a whole or on any relevant individual issue
 - determining what types of risk are acceptable and unacceptable
 - setting the standards and expectations of staff with respect to conduct and probity.
- Determine the appropriate risk appetite or level of exposure for the institution.
- Approve major decisions affecting the institution’s risk profile or exposure.
- Monitor the management of significant risks to reduce the likelihood of unwelcome surprises.
- Satisfy itself that the less significant risks are being actively managed (where this is consistent with the risk appetite), with the appropriate controls in place and working effectively.
- Undertake regular reviews of liquidity and solvency risks, and assess the financial sustainability of the University through the monitoring of key performance indicators.
- Annually review the institution’s approach to risk management and approve changes or improvements to key elements of its processes and procedures. The Court will receive appropriate advice and an annual report from the Audit and Risk Committee.

Full details of the University’s Risk Management Policy are included at **Appendix 17** to this Handbook.

5.5 Anti-Bribery and Corruption

5.5.1 Bribery Act 2010

The Bribery Act 2010 sets out four general bribery offences. These relate to:

- Circumstances involving bribing another;
- Circumstances involving being bribed;
- A failure by a commercial organisation to prevent bribery;
- Bribery of foreign public officials.

A briefing paper produced by the UK HE International Unit titled ‘A Legal Guide to UK Anti-Bribery and Corruption’ provides some further guidance on these provisions.

Active bribery, i.e. bribing another, ‘is the giving, promising or offering of a bribe with intent to induce improper conduct by the recipient of the bribe. This extends to both cash and non-cash benefits.

Passive bribery, i.e. being bribed, ‘is the requesting, accepting or agreeing to receive a payment or other advantage in return for the improper performance of a function or

activity. The offence is committed even if the person requesting the bribe does not benefit personally.'

In relation to the offence around failure to prevent bribery in a commercial organisation, the briefing paper states that:

'This offence is one of strict liability meaning that, if the HEI fails to prevent an Associated Person from paying a bribe for its benefit (active bribery only), the offence is committed regardless of knowledge or intention. It is irrelevant that the HEI was unaware of the bribe being paid. This offence does not include any notion of improper conduct. It simply requires a payment or other advantage for the winning or retention of business.'

There is a defence available where the University can demonstrate that there were adequate procedures in place to minimise the risk of bribery occurring. The offence concerning foreign public officials requires that the HEI or third party intermediary actively bribe a foreign public official in their capacity as such with the intention of retaining or creating business for the HEI.

5.5.2 Six Principles on the Prevention of Bribery

The Department of Justice has released guidance on the Bribery Act 2010 in which it sets out six principles that should inform the procedures put in place to prevent bribery within a commercial organisation. These principles envisage a role for the governing body of any organisation, such as the University Court, and are set out below:

1. A commercial organisation's procedures to prevent bribery by persons associated with it are proportionate to the bribery risks it faces and to the nature, scale and complexity of the commercial organisation's activities. They are also clear, practical, accessible, effectively implemented and enforced.
2. The top-level management of a commercial organisation (be it a board of directors, the owners or any other equivalent body or person) are committed to preventing bribery by persons associated with it. They foster a culture within the organisation in which bribery is never acceptable.
3. The commercial organisation assesses the nature and extent of its exposure to potential external and internal risks of bribery on its behalf by persons associated with it. The assessment is periodic, informed and documented.
4. The commercial organisation applies due diligence procedures, taking a proportionate and risk based approach, in respect of persons who perform or will perform services for or on behalf of the organisation, in order to mitigate identified bribery risks.
5. The commercial organisation seeks to ensure that its bribery prevention policies and procedures are embedded and understood throughout the organisation through internal and external communication, including training, that is proportionate to the risks it faces.
6. The commercial organisation monitors and reviews procedures designed to prevent bribery by persons associated with it and makes improvements where necessary.

While these principles support the notion of an integrated, organisation-wide approach to managing the risk of bribery and corruption, there is a clear role for the Court in managing the risk of bribery and setting the ‘tone from the top’ in addition to ensuring that relevant internal and external audit approaches examine the effectiveness of strategies directed at minimising the risk associated with bribery and corruption.

6. USEFUL INFORMATION

6.1 Glossary

The following are frequently referred to in reports of University Committees and in Court papers.

ASSAM	(School of) Arts Social Sciences and Management
COSHH	Control of Substances Hazardous to Health
CUC	Committee of University Chairs
EDC	Equality and Diversity Committee
ELIR	Enhancement-Led Institutional Review
FEC	Finance and Estates Committee
FTE	Full Time Equivalent
HEFCE	Higher Education Funding Council (England)
HEI	Higher Education Institutions
HERA	Higher Education Research Agency
HESA	Higher Education Statistics Agency
IP	Intellectual Property
KE	Knowledge Exchange
LFHE	Leadership Foundation for Higher Education
OfS	Office for Students
OSCR	Office of Scottish Charity Regulator
QAA	Quality Assurance Agency for Higher Education
REF	Research Excellence Framework
SAAS	Student Awards Agency Scotland
SU	Students' Union
SCONUL	Society of College, National & University Libraries
SFC	Scottish Funding Council
SITS	University Student Record System
SLC	Student Loan Company
SORP	Statement of Recommended Practice
SPSO	Scottish Public Services Ombudsman
SQA	Scottish Qualifications Authority
TRAC	Transparent Approach to Costing
UCEA	Universities and Colleges Employers' Association
UCU	University and College Union
USS	Universities Superannuation Scheme
UUK	Universities UK
VFM	Value for Money

6.2 Useful web links and sources of information

Web links:

- Committee of University Chairs - www.universitychairs.ac.uk
- Leadership Foundation for Higher Education - www.lfhe.ac.uk
- Office of the Scottish Charity Regulator - www.oscr.org.uk
- Scottish Funding Council - www.sfc.ac.uk
- Scottish Information Commissioner - www.itspubliknowledge.info
- Scottish Public Services Ombudsman - www.spsso.org.uk
- Universities and Colleges Employers Association - www.ucea.ac.uk
- Universities Scotland - www.universities-scotland.ac.uk
- Universities UK - www.universitiesuk.ac.uk

Further guidance for governing bodies:

- Scottish Code of Good HE Governance - www.scottishuniversitygovernance.ac.uk
- Committee of University Chairmen (CUC) [Report on the Monitoring of Institutional Performance and the Use of Key Performance Indicators](#)
- Committee of University Chairmen (CUC) [Report on the Implementation of Key Performance Indicators: case study experience](#)
- Committee of University Chairmen (CUC) [Handbook for Members of Audit Committees](#)
- [Ethical Standards in Public Life etc. \(Scotland\) Act 2000](#)
- [Public Finance and Accountability \(Scotland\) Act 2000](#)
- Getting to Grips Guides published by Leadership Foundation for Higher Education - [Resources for Governors of UK Universities and Higher Education Colleges](#) (registration required)
- Office of the Scottish Charity Regulator (OSCR) [Guidelines on the role of trustees of charitable organisations](#)

6.3 Representative bodies in higher education

6.3.1 Scottish Funding Council

The Scottish Higher Education Funding Council was established in 1992 under the Further and Higher Education (Scotland) Act to provide financial support for teaching, research and associated activities in Scottish higher education institutions. Through the Further and Higher Education (Scotland) Act 2005, this was replaced by a new body, the Scottish Further and Higher Education Funding Council. This is normally known as the Scottish Funding Council (SFC), which provides funding and support for Scotland's colleges and universities in one body. The Council is a non-departmental public body responsible to the Scottish Government through the Education and Lifelong Learning Department. Its main functions are:

- To distribute funds to support teaching and research in higher education institutions.
- To secure that provision is made for assessing the quality of higher education supported by the Council.
- To provide Scottish Ministers with information and advice relating to all aspects of higher education in Scotland, including the financial needs of the sector.

6.3.2 Universities Scotland

Universities Scotland is the autonomous voice of the higher education sector in Scotland. It works for the Principals or Directors of Scotland's higher education institutions.

It is a membership organisation, funded by the 20 Scottish universities and colleges of higher education to support and promote their work, to argue for the public support needed to maintain and build on their achievements, and to develop policy on Scottish higher education issues.

Membership includes all Scottish universities and higher education institutions funded by the Scottish Funding Council. This body is the principal formal channel of communication between the Funding Council and the universities in Scotland which it funds.

6.3.3 Universities UK

Formerly called the Committee of Vice-Chancellors and Principals, the new name reflects a reorientation of the organisation in response to major changes in the external environment. Devolution for Scotland, Wales and Northern Ireland led to the development of a new representative structure for universities, with National Councils in England and Northern Ireland, Scotland (Universities Scotland) and Wales (Higher Education Wales).

Universities UK is the representative body for the executive heads of UK universities. Its task is to support the work of universities and promote their interests, in particular to increase understanding of the value of their work throughout the UK and campaign for adequate funding to meet their needs. There are 133 members.

It works by:

- Formulating common views on matters which affect UK universities collectively.
- Representing the universities in dealings with UK institutions and other organisations and individuals worldwide.
- Providing information and central services.

6.3.4 Committee of Scottish Chairs (Higher Education Institutions)

This is a representative grouping of the senior lay member of each of the universities in Scotland.

6.3.5 Committee of University Chairs

This is a grouping of the Chairs / Senior Governors of the Governing Bodies of United Kingdom universities.