

APPENDIX 11 – COURT STANDING ORDERS – OCTOBER 2015

QUEEN MARGARET UNIVERSITY, EDINBURGH

COURT

STANDING ORDERS

**Adopted 6 October 2010
Amended 22 June 2011
Amended 25 June 2014
Amended 3 October 2014
Amended 24 June 2015**

STANDING ORDERS OF THE COURT OF QUEEN MARGARET UNIVERSITY, EDINBURGH

These standing orders are supplementary to The Queen Margaret University, Edinburgh (Scotland) Order of Council 2007 (Scottish Statutory Instrument No. 2007/116) ("the Order of Council") and shall be interpreted in accordance therewith.

1. Ordinary 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.

2. Extraordinary meetings

Extraordinary meetings may be called on the instructions of the Chair, the Vice-Chair or on a requisition signed by not less than five members.

3. Notice of meetings

The Secretary to the Court shall issue notice of a meeting of the Court in writing to members and other persons who are to be in attendance at the meeting (including, without limitation, senior management, senior administrative staff and external advisers) 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 upon the suspension of this standing order in accordance with standing order 18.

4. Agenda

The agenda for ordinary meetings (other than the meeting focussing mainly on strategic issues) of the Court shall include the following agenda items:

1. Apologies for absence
2. Conflicts of Interest

Members shall declare any matter which is, or which might be reasonably likely to give rise to, a conflict of interest in accordance with standing order 7.

In relation to each such matter, the Court shall determine, in light of the circumstances:

- a) whether the member may remain present at the meeting whilst that matter is being discussed;

- b) whether the member may remain present at the meeting whilst that matter is being discussed and take part in any such discussion; or
- c) whether the member may remain present at the meeting whilst that matter is being discussed and take part in any such discussion and participate in any vote in relation to that matter.

3. Determination of other competent business

In respect of each matter that has been notified for this purpose to the Secretary by members with at least twenty-four hours' notice, the Court shall determine whether that matter is appropriate for discussion by the Court, and, where necessary, determine whether that matter shall be discussed under 'other competent business', 'items for information' or otherwise.

4. Other competent business

The Court shall discuss such of those matters as have been approved for inclusion under 'other competent business' under agenda item 3.

5. Items for Information

The Court may only discuss any matter designated as an 'item for information' following a determination to that effect under agenda item 3.

6. Items for discussion

The Court shall discuss any items which have been approved for discussion in accordance with standing order 5.

7. Reporting

The Court shall consider any reports from standing committees, ad hoc committees or Working Parties laid before the Court.

8. Ordinary business

The Court shall consider ordinary business brought before it.

Items 1 to 3 will be taken at the start of each agenda. The Secretary to the Court will agree the specific order of the remaining agenda items for each meeting with the Chair, having regard to the detail of the items and the priorities of the Court from time to time.

The strategic meeting will have an agenda appropriate to the topics to be discussed.

5. Agenda items - notice requirements

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 fourteen 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 proposed 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 the notice requirements of this standing order.

6. Agenda items - order of voting

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.

7. Conflicts of interest

Members of the Court shall comply with article 7 of the Order of Council regarding conflicts of interest. Members shall, in exercising functions in that capacity, act in good faith in the interests of the Court and shall declare any circumstances capable of giving rise to a conflict of interest. For the purposes of these standing orders and article 7 of the Order of Council, a conflict of interest means a financial, personal or other interest held by a member or a person connected with the member in relation to a matter to be discussed or determined by the Court, otherwise than in his or her capacity as member.

8. 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.

Notwithstanding the preceding paragraph, 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 the Court.

9. Minutes

Within 21 days following a meeting of Court, the Secretary shall:

- a) send the unconfirmed minutes of that meeting to Court members;
- b) publish the unconfirmed minutes of that meeting on the University intranet; and
- c) publish any other papers relevant to a meeting of the Court on the University intranet;

The unconfirmed minutes of each Court meeting shall be submitted at the next meeting of the Court for approval as an accurate record.

Confirmed minutes of each meeting of the Court shall be published on the University intranet and website within 21 days after the meeting at which the minutes were confirmed as an accurate record.

10. Quorum

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

11. Chair and Vice-Chair

11.1 Appointment of Chair

The Court shall determine appointment to the office of the Chair of Court.

A vacancy in the office of the Chair of Court shall be widely publicised within and outside the University. Candidates for the office of Chair of Court shall be identified by the Nominations Committee from a pool of applicants arising from such public advertisement of the vacancy. Candidates so identified shall be subject to interview by the Nominations Committee of the Court. The Nominations Committee shall make recommendation to the Court of the University on the appointment of a candidate to the office of Chair of Court.

The appointment of the Chair of Court shall take effect upon demission of office of their predecessor or, if a vacancy in the office of the Chair of Court occurs prior to the scheduled date of demission of office, at a time determined by the Court.

11.2 Appointment and Election of Vice-Chair

Appointment to the office of Vice-Chair shall take place at any time after a vacancy occurs.

Candidates for the office of Vice-Chair shall be drawn exclusively from the lay members of the Court. Any member of the Court may propose or second a candidate, and each candidate must be proposed by a member and seconded by a different member.

Any member of the Court shall be entitled to vote for a candidate who has been duly proposed and seconded. A candidate who is unopposed may be appointed by majority vote. Where there is more than one candidate for office, voting shall be by secret ballot. The candidate receiving the highest number of votes shall be appointed.

For the purpose of this standing order, no proxy or postal votes shall be permitted.

11.3 Powers

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 these standing orders, the Chair shall decide all questions of order.

The Chair shall have the delegated authority of the Court to take action in relation to business matters that would not have merited discussion at a Court meeting including, but not limited to, the signing of routine documents and action concerning the detailed implementation of matters already agreed by the Court.

The Chair shall also have the power to take any action necessary and incidental to the exercise of any powers conferred on the Chair by the Standing Orders or any other instrument or delegated to the Chair by the Court.

Where the Chair exercises any power delegated by the Court, the Chair will provide a report to the Court on the exercise of that power at the next meeting of the Court following its exercise.

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 as Vice-Chair at that meeting. 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.

12. Election of staff members of Court

12.1 Election of members of Court by academic staff

The procedure for electing a member to the Court from amongst the academic staff shall be as follows:

- a) The election procedure will be invoked by the Secretary upon the attention of the members being drawn to the occurrence of a vacancy.
- b) All academic staff will be issued with papers for nominating candidates for election to the Court from amongst their number. Completed nomination papers, duly signed by a person proposing, a person seconding and the nominee, must be returned to the Secretary using the envelopes provided and within fourteen days from the date of issue of the nomination papers ("the return date"). Nomination forms received after the return date shall be deemed void.
- c) Envelopes containing completed nomination papers shall be opened by the Secretary immediately after the close of the nomination period and not before.
- d) If only one nomination is received, the Secretary will declare by email to all academic staff and/or by posting a notice on the University intranet, the day after the return date, the successful candidate.
- e) If more than one nomination is received, the Secretary will issue to each member of the academic staff, seven days after the return date, a ballot paper, a list of candidates, and accompanying statements from the candidates of not more than one hundred words.
- f) A sealed ballot box will be placed at the University Reception Desk for a period of five working days from the date of issue of the ballot papers. Academic staff will be invited to place their ballot papers in the ballot box by 3.30pm on the fifth day, after which time no further ballot papers will be accepted.

- g) After the deadline for the return of ballot papers referred to at f) above, the Secretary, in the presence of the Head of Finance, shall open the sealed ballot box and count the votes. The Secretary shall within a further twenty-four hours declare the result of the election by email to all academic staff and/or by posting a notice on the University intranet. The candidate with the highest number of votes will be declared successful.
- h) Elections will be conducted during the academic session only.
- i) Where the Secretary and/or Head of Finance is/are not available the Principal shall appoint officer(s) of equal standing.

12.2 Election of members of Court by all other staff

The procedure for electing a member to the Court from amongst all other staff shall be identical to the rules set out in standing order 12.1 (a) to (i) except that references to academic staff should be read as if they were references to all other staff.

12.3 Appointment of member of Court by the Senate

The Senate will determine its own procedure for appointing a member of the Court, and will be notified of a relevant vacancy immediately following the Court becoming aware of it.

12.4 Appointment of members of Court by the Students' Association

The Students' Association will determine its own procedure for appointing an office bearer (other than the president for the time being of the Students' Association) to the Court, and will be notified of a relevant vacancy immediately following the Court becoming aware of it.

12.5 Determination of procedural questions

The Chair shall be empowered to rule on any procedural matter or question relating to the election of members of the Court from academic and all other staff, providing that the Chair shall report the procedural matter or question and the ruling to the next scheduled meeting of the Court.

13. Appointment of Lay Members of the Court

The procedure for appointing lay members of the Court shall be as follows:

- a) The appointment procedure will be invoked by the Secretary upon the attention of the members being drawn to the occurrence of a vacancy.
- b) The matter shall be referred to the Nominations Committee which shall publicise vacancies for lay membership of Court within and outwith the University, inviting nomination for such membership from existing members of Court, staff and students of the University and inviting applications from suitably qualified candidates;

- c) The Nominations Committee shall consider nominations or applications received, having regard to:
 - i) Article 6 of the Queen Margaret University, Edinburgh (Scotland) Order of Council 2007.
 - ii) The qualifications, experience and balance of existing Court membership.
 - iii) The Strategic Plan of the University.
 - iv) Any other matter relevant to the decision to appoint a lay member to the Court.
- d) The Nominations Committee shall approach those applicants or nominees whom it considers suitable, having regard to the matters set out at c) above, and shall report to the Court on those applicants or nominees and on their willingness to become members of Court.
- e) The Court shall appoint such nominee or nominees as it considers suitable, having regard to the matters set out at c) above, to fill the vacancy or vacancies arising.

14. 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 in terms of 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 Further and Higher Education Funding Council.

Without limiting the foregoing, the ordinary business of the Court shall include:

- (1) the University's Strategic Plan;
- (2) annual estimates of income and expenditure;
- (3) the annual accounts;
- (4) the Human Resources Strategy;
- (5) the Estates Strategy and capital expenditure; and
- (6) issues of governance and regulation.

15. Committees of the Court

The Court may from time to time set up such standing committees as it deems necessary. The Court may also from time to time set up such 'ad hoc' committees and working parties as it deems necessary in relation to specific projects.

In relation to any such standing committees, 'ad hoc' committees and working parties, the Court shall determine their terms of reference and may amend such terms or reference from time to time as it sees fit.

The Court may delegate matters to committees or working parties only where it is entitled to do so in terms of article 4 (10) of the Order of Council, and only where the decision to delegate is approved by a two-thirds majority of the Court.

Any committees or working parties set up by the Court shall conduct their business under these standing orders (necessary changes excepted).

The functions delegated to the Senate are set out in article 14 of the Order of Council.

16. Confidentiality and freedom of information

The notice (including any supporting papers) for each meeting of the Court shall be circulated in accordance with standing order 3, and minutes from the previous meeting shall be circulated and published in accordance with standing order 9.

Any information or document required to be published pursuant to these standing orders must be so published unless the Court, or the Secretary, having regard to any duty of confidence or other obligation owed to any party to whom the minutes relate, and to any right of legal privilege in relation to such minutes, determines otherwise.

Nothing in these Standing Orders shall prevent the University from disclosing information (including, without limitation, information relating to the business of the Court or of any of its committees or working parties) under the Freedom of Information (Scotland) Act 2002 and/or the Environmental Information (Scotland) Regulations 2004 (including any codes of practice or guidance issued thereunder).

17. Modifications to Standing Orders

These Standing Orders shall not be altered or repealed, either in whole or in part, except at a meeting of the Court held on at least one month's notice, provided that not less than two thirds of the members of the Court are present at the meeting and shall so decide by a majority vote.

18. Suspension of Standing Orders

In case of urgency any one or more of these standing orders may be suspended at any meeting of the Court, as regards any business at such meeting, provided that not less than two-thirds of the members of the Court are present at the meeting and shall so decide by a majority vote.