



UNIVERSITY COURT STANDING ORDERS

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1 INTRODUCTION TO STANDING ORDERS

1.1 Commencement and Duration

The Standing Orders for the governance of the business and proceedings of the University Court have been drawn up in accordance with article 9 (1) of the Glasgow Caledonian University Order of Council 2010 as amended by the Glasgow Caledonian University Amendment Order of Council 2020("the Order"). They come into effect and will apply from the date of approval of Court, and they will remain in force until varied or revoked by Court.

1.2 Application of Standing Orders

The Standing Orders apply to all meetings of the University Court and its Standing Committees and, subject to a resolution for suspension, remain in force unless and until they are varied or revoked as hereinafter provided. The Standing Orders may not be varied or revoked by any standing committee.

1.3 Regulations

The Standing Orders comprise part of the regulations of Court which include the Financial Regulations, together with such other rules, regulations and procedures as Court, from time to time, approves in accordance with article 9 (1) of the Order.

1.4 Implementation of Standing Orders

It is the duty of the Chair of Court/ Chair of the Standing Committees and the University Secretary to ensure that the business of the University Court/Standing Committees is conducted in accordance with the Standing Orders. Any dispute arising at a meeting as to the interpretation of the Standing Orders will be resolved by the Chair of the meeting, whose decision is final.

1.5 Variation, Revocation or Suspension of Standing Orders

Any provision in the Standing Orders may be varied, revoked or suspended at any quorate meeting of the University Court after a motion to that effect has been passed by a majority of two-thirds of the Court Members present and voting. However, it is not competent to vary, revoke or suspend any part of the Standing Orders which express statutory provisions. A motion to suspend any part of the Standing Orders must state the period for which suspension is being moved, must be for a specified item of business only and will lapse when that item is concluded.

1.6 Rules relating to Membership of University Court

The rules on appointment of staff and student governors, made by the University Court under Article 10 of the Order, are contained in Schedules 6 to 9 to the Standing Orders.

1.7 Review of Standing Orders

These Standing Orders will be kept under review to ensure that they continue to support effectively the workings of the University Court. Standing Orders will be formally reviewed at least once every five years.

2 CHAIR OF COURT, VICE-CHAIR OF COURT & INTERMEDIARY

2.1 Appointment of Chair and Vice-Chair of Court

2.1.1 The process for selecting candidates for appointment as Chair of Court is delegated by the Court to the Court Governance and Nominations Committee (CG&NC). The CG&NC will seek the Court's approval for a process which is compliant with the requirements of the Higher Education Governance (Scotland) Act 2016 and Scottish Code of Good HE Governance.

2.1.2 For the avoidance of doubt, where there is a current or upcoming vacancy for the position of Chair, the process for selecting candidates for appointment as Chair of Court will include the following features:

- a) The agreement by CG&NC of criteria which include the availability, skills and knowledge considered by the CG&NC to be necessary or desirable to exercise the functions of the Chair and command the trust and respect of:
 - i. the other members of Court;
 - ii. the University Senate;
 - iii. the staff and students of the institution.
- b) The vacancy will be advertised widely by the governing body in a manner suitable for bringing the vacancy to the attention of a broad range of persons.
- c) The advertisement must set out the functions exercisable by the Chair, summarise the relevant criteria for the position and state how information about the criteria can be obtained and explain:
 - i. the process for filling the position;
 - ii. how the application form in relation to the position can be obtained;
 - iii. that reimbursement is offered of expenses incurred in connection with attending an interview or campaigning in an election for the position; and
 - iv. that remuneration and allowances are available in connection with the holding of the position.
- d) Where an application is made in the correct form and the applicant appears to the CG&NC to meet the relevant criteria for the position, the applicant will be invited to an interview, to be conducted by the CG&NC.
- e) Where, following an interview, there are two or more candidates who meet the criteria agreed by the CG&NC, an election between the candidates must be held in accordance with rules approved by the Court.
- f) Where, following an interview, there is only one candidate, the election must be postponed until such time as there are two or more candidates.
- g) During the period where an election cannot be held due to an insufficient number of candidates, subject to Article 14 of the Order, an Acting Chair will be appointed until such time as an election can be held.
- h) The role of Acting Chair under paragraph (g) will be filled, in order of precedence, by the incumbent Chair, the Vice-Chair or such other governor appointed in accordance with Article 10(h) of the Order as determined by the University Court.

- 2.1.3 The Chair of the CG&NC must not be held by the incumbent Chair of Court (who is normally the Chair of the CG&NC) for the purposes of the selection of the next Chair of Court. The incumbent Chair may, however, be involved in his or her role as Chair of CG&NC in the early stages and to ensure that the process is initiated. Only individuals with the necessary abilities and experience and who are able to devote the time needed to discharge the responsibilities of Chair of Court will be considered.
- 2.1.4 The term of office as a governor appointed in terms of Article 10(h) will cease upon any such person being appointed as Chair of Court.
- 2.1.5 The Order prescribes that the Court is to appoint a Vice-Chair from among the individuals appointed as governors under article 10(h) of the Order. The process for appointing the Vice-Chair of Court is as follows:
- a) The University Secretary will call for nominations from Court members appointed as governors under article 10(h) of the Order which must be seconded by another Court member.
 - b) Nominations will include the nominee's confirmation of his/her willingness to stand.
 - c) Nominations will be returned by the proposer to the University Secretary within 14 calendar days.
 - d) If there is more than one nominee, an election will be held. Elections will be by means of a ballot. The constituency for the ballot comprises the members of Court. In the event of a tie the Chair of Court (or Chair Designate if such has been identified) will have a casting vote.
 - e) The Chair of Court will announce the result at the next possible Court meeting.

2.2 Period of Office of Chair and Vice Chair

- 2.2.1 The office of Chair and the office of Vice-Chair will be held for such period as may be determined by the University Court in accordance with article 13 of the Order.
- 2.2.2 The period of office of the person appointed to the position of Chair of Court may be extended by the University Court for such period as it may determine, such extension not to exceed the overall term limits for governors under article 14 of the Order.

The Chair of Court or Vice-Chair may be removed from office by a resolution of Court provided that it is passed by at least two thirds of the ordinary membership of the University Court. The process, grounds and associated review process for the removal of the Chair of Court or Vice-Chair are the same as that of a governor as set out in section 7 of the Standing Orders.

- 2.2.3 The Chair or Vice-Chair will cease to hold office if deemed to have vacated office as a governor under article 16 of the Order.

2.3 Duties and Powers of Chair

- 2.3.1 The Chair is responsible for, among other things:

- a) The leadership and effectiveness of the University Court;

- b) Ensuring that there is an appropriate balance of authority between the University Court and the Principal and Vice Chancellor

2.3.2 The Chair will preside at meetings of the University Court and the Vice-Chair will preside in the absence of the Chair. In the absence of both the Chair and the Vice-Chair, the University Court may appoint a Chair from among the governors appointed under article 10(h) of the Order to preside at any meeting.

2.3.3 The Chair may make a statement at the beginning of the meeting on any matter affecting Court's interest.

2.3.4 It is the duty of the Chair to preserve order and to ensure that sufficient opportunity is given to members who wish to express their views on the subject under discussion.

2.3.5 The Chair will have an additional or casting vote when there is an equality of votes.

2.4 Remuneration of Chair of Court

2.4.1 The University Court will, on the request of a person appointed to the position of Chair of Court, pay such reasonable remuneration and allowances to that person as may be determined by the University Court from time to time.

2.5 Duties and Powers of Vice-Chair of Court

2.5.1 The Vice-Chair will, among other things, deputise for the Chair of Court as required.

2.6 Appointment of Intermediary

2.6.1 The Court may appoint one of its members appointed in accordance with Article 10(h) of the Order to act as an intermediary for other governors when necessary.

2.6.2 It is the role of the intermediary to take the lead in the annual appraisal of the performance of the Chair of Court.

2.7 SECTION 3: MEETING ARRANGEMENTS

3.1 Ordinary Meetings

- 3.1.1 In accordance with article 19 of the Order, the University Court will hold at least 4 ordinary meetings in the academic year on such days and at such times as are published in the calendar of meetings approved by the University Court. The dates of ordinary meetings in any 12-month period will be determined not later than six months in advance of the academic year to which the calendar relates.
- 3.1.2 The Standing Committees of the University Court will hold ordinary meetings on such days and at such times as are published in the calendar of meetings.
- 3.1.3 The Chair of the University Court may in special circumstances (of which the Chair of the University Court will be the sole judge) alter the date of any ordinary meeting of the University Court. At least seven days' notice will be given of any alteration to the date of an ordinary meeting of the University Court.

3.2 Extraordinary Meetings

- 3.2.1 The Chair, or any five governors one of whom must be a governor appointed under Article 10(h) of the Order, may for any cause which seems sufficient require a special meeting to be convened by giving notice in writing or by email to the University Secretary, specifying the business to be transacted. The University Secretary will then issue a notice of meeting.
- 3.2.2 No resolution passed at such a meeting will be valid unless two thirds of the current membership of the University Court has voted in favour of it, or unless it is confirmed at any subsequent meeting of the University Court on the usual notice being given.
- 3.2.3 The conduct of an extraordinary meeting of Court or its Standing Committees will be governed by the procedures set out in these Standing Orders except that the meeting will not be competent to transact any business other than that specified in the notice or arising directly from the meeting.

3.3 Virtual meetings

For the avoidance of doubt, any meeting of the Court, ordinary or extraordinary, may be conducted wholly or partially virtually, or in any combination of virtual and real life. The business of a Court meeting conducted in a virtual or mixed mode and the decisions taken have the same validity as when the Court is wholly convened in real life.

3.4 Electronic Approval

On occasion there may be a need to refer a matter to Court for approval between scheduled meetings but neither an Extraordinary meeting (see 3.2) nor Chair's action (see 5.3) is deemed appropriate. This may be because the matter for approval is a formality which, while not expected to require discussion, needs a formal Court decision; or where the significance of the decision is such that it is better presented to Court at the time rather than for post hoc homologation.

Frequently, such matters will already have been raised with Court at a scheduled meeting and may have been approved in principle pending additional information or clarification. In such circumstances, the Court may receive and approve a formal proposal electronically.

3.4 Notice of Meetings

Notice of all ordinary meetings of Court will be given by the University Secretary specifying the date, time and place of the meeting together with the business to be transacted.

3.5. Agenda

- 3.5.1 The University Secretary should be notified of matters proposed for inclusion on the agenda not less than 10 clear working days before the scheduled date of the meeting. The University Secretary will not include matters on the agenda where notification has not been given by the date on which the agenda is being finalised except for such urgent business as may be required to be brought before Court as agreed by the Chair.
- 3.5.2 The Court uses a secure Board Portal and papers are normally provided only electronically through the Portal. The agenda of business must be approved by the Chair before distribution. Once approved by the Chair, the agenda and papers will normally be available for members of Court to access on the Board Portal not later than 5 working days before the date of the meeting. However, there may be exceptional occasions where, in order to meet the University's business demands or because of external drivers, it may not be possible to make papers available by the due date. Court and Committee members will receive confirmation by email when papers have been loaded onto the Board Portal. Members should, wherever possible, seek any factual information they may need or notify the University Secretary of apparent errors in papers prior to the meeting itself.
- 3.5.3 Papers to be considered at a meeting must be submitted to the Department of Governance and Legal Services by the date specified within the calendar of meetings which is circulated to all members of Court and to all members of the University Executive at the beginning of each session.
- 3.5.4 Items for approval with whatever level of discussion is necessary will be starred on the agenda (*). Items for discussion only will be denoted by a black square (■). All items on the agenda not starred or marked for discussion will be adopted without discussion and the action recommended taken or the information therein noted. Members who wish a non-starred item to be discussed should notify the University Secretary of this wish in advance of the meeting

3.6 Confidentiality of Court and Committee Papers

- 3.6.1 The University subscribes to the principles of openness and transparency in the dissemination of information throughout the institution. However, there are occasions where the nature of information discussed at Court, Court Standing Committees and any other University committee or sub-committee is such that confidentiality must be observed.

- 3.6.2 It is essential that all Court and Committee members respect the confidentiality of sensitive information held by the body, within the parameters of the Freedom of Information (Scotland) Act 2002. This includes commercially sensitive information, personal information and information received in confidence by the organisation. It is also essential that debate **inside** the Boardroom is not reported **outside** it. All papers must be treated as confidential prior to Court and committee and must not be copied to or discussed with anyone external to the Court or Committee (as the case may be) or the Executive in advance of the meeting. Any papers which are the subject of a request under the Freedom of Information (Scotland) Act 2002 will be reviewed before any decision to provide information is made.

3.7 Minutes

- 3.7.1 A member of the Department of Governance and Legal Services will prepare the minutes. The draft minutes are normally circulated to the Chair of Court or the relevant Committee Chair and the University Secretary within 14 working days after the date of the meeting. The minutes will provide details of any Court Briefings that may have taken place between the scheduled Court meetings. Draft minutes are circulated to Court or Committee members by email as soon as reasonably possible after the meeting takes place for comment and approval in advance of the next meeting, at which the minutes will be provided to Court or Committee members for noting only.
- 3.7.3 The Department of Governance and Legal Services is responsible for ensuring that decisions taken by Court and its Standing Committees are formally notified to those individuals and/or bodies responsible for implementation.
- 3.7.4 Circumstances may arise which necessitate a minute of a Court decision to be approved at the meeting at which the decision is taken. In such circumstances, the Department of Governance and Legal Services will prepare a draft minute for immediate consideration and approval by Court or Committee.

3.8 Publication of Court Minutes

Court minutes are published on the Court website as soon as possible after each meeting, with the exception of those minutes which would otherwise be exempt from disclosure under the Freedom of Information (Scotland) Act 2002. Any requests for such information withheld from the minutes are to be considered under the Freedom of Information (Scotland) Act 2002.

3.9 Validity of Proceedings

In accordance with article 22 of the Order, no failure or defect in the appointment or election of any governor and no vacancy in the office of governor will prevent the University Court from acting in the execution of its functions, nor will any act or proceeding of the University Court or any committee appointed by it be invalidated or be illegal by reason of or in consequence of any such vacancy or of any such defect in the appointment or election of any one or more governors.

3.10 Quorum

- 3.10.1 The quorum for meetings of the University Court is 50% of the total membership, on condition that of those present there is at least a bare majority of governors appointed under article 10(h) of the Order. It is the responsibility of the representative from the Department of Governance and Legal Services to advise on the quorum. An inquorate meeting may be allowed at the discretion of the Chair but only on the clear understanding that any decisions taken will not be valid until they have been approved at a subsequent quorate meeting or by written resolution agreed by the University Court.
- 3.10.2 Unless otherwise specified in a Committee's terms of reference, as approved by the Court, a committee quorum comprises no fewer than three members of the Committee, one of whom must be the Chair or his/her nominee.
- 3.10.3 If at any time appointed for a meeting of Court, or if before the business of any meeting has been completed, the number of governors is less than one third of the total membership of Court, the governors present may adjourn the meeting to such day or time as they may determine and the meeting may be reconvened on less than seven days' notice.

3.11 Attendance at Meetings

- 3.11.1 Court and Committee Members must endeavour to attend all meetings.
- 3.11.2 The University will publish governors' attendance records for Court and Standing Committee meetings in the University's Annual Report and Financial Statements.

SECTION 4: PROCEDURE AT MEETINGS

4.1 Order of Business

- 4.1.1 Meetings will commence promptly at the time shown on the agenda. The business of the Court will proceed in accordance with the agenda except that the Chair may vary the order of business specified, with the agreement of Members present. The Chair will, at the outset of each meeting, agree the estimated finishing time with Members.

4.2 Disclosure of Interest

- 4.2.1 The University Secretary will maintain a Register of Court Members' Interests containing details, for each Court Member, of any interest, financial or otherwise, which is likely or would, if publicly known, be perceived as being likely to influence the exercise of independent judgement. This Register of Interests will be circulated to Court and Committee members with the papers for each meeting of Court or a Standing Committee.

- 4.2.2 The proper conduct of public business requires that members of governing bodies should act, and be perceived to act, impartially without being influenced by business or other relationships. In accordance with article 21 of the Order, if a member of Court has a pecuniary interest, direct or indirect, or personal or other interest in any matter to be discussed at a meeting of the Court or one of its Committees at which he or she is present, this should be disclosed at the beginning of the meeting - or during the course of the meeting if it becomes appropriate to do so. In relation to any conflict of interests with the business being considered by the Court or Committee, the Court or Committee will 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.

- 4.2.3 Staff governors do not need to declare an interest or withdraw from discussion when general terms and conditions of service of staff or a group of staff are considered. However, if a staff governor has a particular interest which is greater than the interest of the group of staff as a whole, then that interest will be declared and the Court or Committee will 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.

4.2.4 In all circumstances, governors should ask themselves whether members of the public, knowing the facts of the situation, would reasonably conclude that the interest involved might influence the approach taken by the Court or committee. If so, the interest is sufficient for the governor to declare that interest. If members are in doubt as to whether to declare a particular interest, the member should consult the University Secretary.

4.2.5 Any such declarations of interest will be recorded in the Minutes.

4.3 Conduct of Debate and Voting

4.3.1 When speaking, a member will address the Chair. The speech will be directed to the question and discussion in hand or to a point of order or a point of explanation. No fixed time limits are set either to the length of speeches or the number of times a member may speak, but members should bear constantly in mind the need for conciseness and relevance and gauge the number and duration of their interventions accordingly.

4.3.2 To facilitate the efficient conduct of the meeting, a member should ask a question only on a point which is included on the agenda, or arises from matters under consideration, or relates to procedure. Where an oral answer cannot be conveniently or properly given, a written answer will be circulated or a response given through a Secretary's note in the minutes of the meeting.

4.3.3 The Chair is responsible for ensuring that all members have adequate opportunity to be heard, but may draw the attention of any member to the need for conciseness, or indicate the view that the discussion should be brought to a close. The Chair may also call to order any member who it is considered has strayed from the matter under consideration.

4.3.4 A Court or Committee member must not be bound when speaking or voting at meetings of the University Court by mandates given by others except when acting under approved arrangements as a proxy for another member of Court or the Committee. Any member who wishes to vote by proxy will notify the Chair in writing of the specific issue to which this refers and to which member of Court the proxy has been granted. A proxy can only be used for voting; it cannot be used to make, second or to amend a motion.

4.3.5 Those present by invitation as observers or those in attendance in terms of section 5.6.2 may speak through the Chair in accordance with section 4.3.1 of the Standing Orders, but will not be entitled to move or second a motion or amendment or to vote on any matter before the meeting. The Chair of Court or the Committee will be responsible for ensuring that the number and the level of participation of observers and of those individuals formally in attendance in accordance with Section 5.6.2 are appropriate to the business of the Court or the Committee and will not be so extensive as to inhibit or restrict the opportunity for debate or decision making at the meeting. The Chair of Court or the Committee may on occasion specify that a discussion is restricted to members of the Court or Committee and may or may not further require observers and those in attendance to withdraw while the discussion or decision takes place.

- 4.3.6 Except where specifically provided otherwise, motions and amendments will be determined by the majority of members present and voting at a quorate meeting. The Chair will have an additional or casting vote where there is an equality of votes.
- 4.3.7 The number of members voting for or against an item of business will, on the request of any member, be recorded in the Minutes. The name of any member voting for or against an item of business or abstaining from voting will, on the request of that member, be recorded in the Minutes.
- 4.3.8 The person chairing any meeting of the University Court has an additional or casting vote when there is an equality of votes.

4.4 Reserved Areas of Business

- 4.4.1 The Court or a Standing Committee may consider as a reserved area of business, any matters that it judges to be confidential.
- 4.4.2 All matters considered under reserved areas of business must be treated as confidential and must not be disclosed to third parties before, or after, the meeting unless and until such disclosure is authorised by the Chair of Court. Any instances of unauthorised disclosure should be reported to Court through the University Secretary.

4.5 Suspension of Members

- 4.5.1 If any member of the Court or a Standing Committee disregards the authority of the Chair of Court or the Committee Chair, obstructs the meeting or, in the opinion of the Chair, conducts themselves offensively at the meeting, the Chair may move that the member be suspended for the remainder of the meeting, in which case a motion to that effect will be made and seconded without discussion and forthwith put to the meeting.

4.6 Adjournment of Meetings or Debate

- 4.6.1 A quorate meeting of Court or a Standing Committee or debate at a meeting may be adjourned with the consent of a two-thirds majority of the governors present.
- 4.6.2 When a meeting is adjourned temporarily for a brief period for convenience, emergency or other cause, no special procedures are required when the meeting resumes. The remaining business will be dealt with as if the meeting had been continuous.
- 4.6.3 When a meeting is adjourned to continue on another day, at least three clear days' notice of the calling of the adjourned meeting will be given. At the adjourned meeting only the unfinished business for which the original meeting was called will be transacted.
- 4.6.4 At the discretion of the Chair, when there are no matters of urgency to be resolved, the unfinished business may be referred to the next ordinary meeting of Court or Committee, when it will take precedence over other business.

4.7 Rescinding or Varying Decisions

- 4.7.1 A decision of the University Court will continue to be operative and binding until varied or rescinded but no motion to vary or rescind any decision made within the preceding twelve months will be competent except with the consent of two thirds of the members present and voting at a quorate meeting. However, it will be competent for the Court or Standing Committee to deal with the subject matter afresh without two thirds consent where the Chair is satisfied that a material change of circumstances has occurred.

SECTION 5: POWERS OF DELEGATION

5.1 Court's Reserved Powers

Article 8 of the Order, specifies certain areas of business which Court reserves to itself for decision. Court's reserved powers are set out in Schedule 1 to the Standing Orders.

5.2 Primary Responsibilities

The powers, functions and duties of the University Court are set out in articles 4 and 5 of the Order. In addition, Court has approved a Statement of Primary Responsibilities as set out in Schedule 2 to the Standing Orders.

5.3 Delegation of Authority

On occasions, in the interests of expediency, the University Court may grant delegated authority to the Chair of Court to deal with a matter by Chair's action, or to some sub-set of Court to act on its behalf between meetings. Action taken under delegated authority will normally consist of business which would not require to be discussed at a meeting of Court such as signing documents or detailed implementation of matters already discussed and agreed at a previous Court meeting. The Chair will be answerable to the University Court for any action which they take on its behalf and a written report of any such action will be made to the next meeting of Court for homologation by Court. In all cases, the University Court will be ultimately accountable and will accept corporate responsibility for the actions taken.

5.4 Vacation Powers

Court will ask the Chair of Court to exercise summer vacation powers on its behalf. Subject to Articles 7 and 8 of the Order, this delegation will enable to the Chair of Court to act on behalf of the University Court between the final meeting of Court of the academic session and the first meeting of Court for the following session. The Chair of Court will make a report to Court at its next meeting as to what decisions were taken on behalf of Court during this period.

5.5 Execution of Documents

The University Court has approved regulations governing the execution of official documents as set out in Schedule 3 to the Standing Orders.

5.6 Delegation to Committees

- 5.6.1 Under article 25 of the Order, Court may establish such committees as it thinks appropriate and confer on each committee such powers and functions as it deems necessary. These functions will be set out in the terms of reference of the committee concerned agreed by the University Court and reviewed at such intervals as the University Court deems necessary.
- 5.6.2 The terms of reference of the Committee shall specify any office holders appointed ex officio, the categories from which members are selected, and the names of members of the Committee who may be appointed for their expertise and experience on a personal basis. The terms of reference will also provide details of any office holder who may be required to attend Court or a Committee at each meeting (“in attendance”) in order to assist the Court or Committee with its business. The membership and the list of those routinely in attendance will be reviewed in light of the Committee’s work by the Chair in consultation with the members of the Committee as part of the annual review of the Committee’s ToR (Terms of Reference). Any changes to the remit or membership of the Committee will then be submitted to Court for approval together with the list of those in attendance for noting. Depending on the nature of the business to be conducted, the Chair of Court or the Committee may request other individuals to be in attendance to contribute to a specific meeting. The Chair may also from time to time allow individuals to attend as observers, these individuals normally being present as part of their development or because an understanding of the Committee’s work is important to the discharge of their responsibilities
- 5.6.3 If Court or its committees establish a working group, it should clearly define the remit and the timescale within which this group will work. The working group should be wound up when its function has been fulfilled.
- 5.6.4 While Court may delegate powers to its committees, Court may review or recall the delegation in general or in regard to a specific matter where it may deal with that matter. Court has the power at any time, subject to any statutory restrictions to the contrary, to vary, extend, restrict or recall any power or function delegated by it to a committee.

SECTION 6: GOVERNORS' RESPONSIBILITIES

6.1 Code of Conduct

In accordance with article 23 of the Order, governors have a responsibility to adhere to the highest standards of public life. The Code of Conduct to which governors are expected to adhere is set out in Schedule 4 to the Standing Orders.

6.2 Collective Responsibility

The Court is a body corporate with perpetual succession. The powers, functions and duties of Court are exercised in a collective manner, Court being a separate legal entity distinct from its individual members. Provided that members of Court act in good faith, act reasonably, diligently, honestly, put the interests of Court before those of any other person, do not cause or permit the University to exceed or breach its legal powers, do not cause or permit the University to fail to comply with its statutory duties and obligations and ensure that it acts in a manner consistent with its purposes they are unlikely to have a personal liability for the collective decisions of Court.

If a member of Court disagrees with a decision, he or she should raise his or her concern, attempt to persuade members by debate, vote against a proposal and/or have his or her concerns about a decision noted and recorded in the minutes, but must observe the principle of collective responsibility with respect to the final decision taken by Court. Members have a duty to stand by a decision taken by Court, even when it is not unanimous, and regardless of whether a member was present at the meeting when the decision was taken.

6.3 Responsibilities as Charity Trustees

As the University is a registered charity, all governors will at all times comply with their obligations as charity trustees pursuant to the Charities and Trustee Investment (Scotland) Act 2005. A summary of the duties is outlined in Schedule 5 to the Standing Orders

6.4 Governors' Liability Insurance

The University holds governors' liability insurance.

SECTION 7: RESIGNATION OR REMOVAL OF GOVERNORS

7.1 CIRCUMSTANCES FOR RESIGNATION OR REMOVAL

A governor is deemed to have vacated office as governor and the University Court will declare his or her place vacant, in any of the following circumstances:

- (a) where the governor intimates his or her resignation in writing to the University Secretary;
- (b) where the governor's estate is sequestered, a bankruptcy order is made against the governor, or the governor has granted a trust deed for, or entered into an arrangement with, his or her creditors;
- (c) where, in the opinion of two thirds of the ordinary membership of the University Court, the governor becomes unable to carry out his or her duties as a governor by reason of physical or mental illness;
- (d) where the governor has failed to attend any meetings of the University Court or any of its committees or sub-committees for a period longer than six consecutive months otherwise than for a reason approved by the University Court;
- (e) in the case of a governor elected under article 10(c) and (d) only, when that governor ceases to be a member of the Senate or the academic or professional services and support staff, as the case may be;
- (f) in the case of a governor nominated under article 10(e) and (f) only, where that governor ceases to be a member of the academic or professional services and support staff or where that governor ceases to be a member of a branch of a trade union that has a connection with the University, as the case may be;
- (g) in the case of a governor nominated under article 10(g) only, when that governor ceases to be a matriculated student;
- (h) where in accordance with article 10(h) the governor becomes ineligible to remain in office as a governor;
- (i) where in accordance with article 14 the governor becomes ineligible to remain in office as a governor;
- (j) where, in the opinion of two thirds of the ordinary membership of the University Court, the governor has been involved in behaviour bringing the governor or the University into disrepute; or
- (k) where, in the opinion of two thirds of the ordinary membership of the University Court, the governor has breached a contract between the governor and the University, or the governor has materially breached any policy or procedure of the University.

7.2 RESOLUTION FOR REMOVAL

The removal of a governor must be effected by a resolution based on grounds for removal passed by a two third majority of the ordinary members of the University Court following appropriate investigation of the circumstances. The governor subject to the decision will not count in any calculation of the two third majority and is not eligible to vote on the decision.

7.3 REVIEW OF DECISION

If the decision is passed, the governor who is subject to the decision will be entitled to seek a review in order to have the decision reconsidered or quashed. This request must be made in writing within seven days of the decision being passed to the University Secretary who will request that the Law Society of Scotland appoints a suitable independent party to undertake a review.

SCHEDULE 1: COURT'S RESERVED POWERS

Article 8 of the Order specifies that the University Court may not delegate:

- a) its responsibility for ensuring the University remains solvent;
- b) the approval of strategic direction or significant policy matters affecting the University;
- c) the employment arrangements and monitoring of performance of the Principal and Vice-Chancellor;
- d) the responsibility for appointing or dismissing the Secretary to the University Court
- e) its role in relation to the variation, amendment or revocation of this Order;
- f) the approval of an annual business plan and annual budget;
- g) the approval of the strategy for risk management;
- h) the review and the monitoring of the management of the University and its performance;
- i) the approval of the University's annual audited accounts; or
- j) any matter which is material to—
 - (i) safeguarding the property, assets or undertaking of the University;
 - (ii) approving any significant commercial activities involving the University;
 - (iii) establishing and monitoring systems of control and accountability within the University; or
 - (iv) strategy for establishing and monitoring of any entity with which the University is involved.

SCHEDULE 2: STATEMENT OF COURT'S PRIMARY RESPONSIBILITIES

General

Under the terms of the Order Court is the governing body of the University and, as such, is responsible for overseeing the management and administration of the whole of the revenue and property of the University. Court exercises general control over the University and all its affairs, purposes and functions, taking all final decisions on matters of fundamental concern to the University.

Specifically, Court's primary responsibilities are detailed as follows:

Staff and Students

1. To appoint the Principal and Vice-Chancellor of the University, including the term and conditions of such appointment, and to put in place suitable arrangements for the monitoring of his/her performance;
2. To appoint a Secretary to the University Court;
3. To ensure a safe working environment is provided for staff and students;
3. To make such provision as it thinks fit following consultation with the Senate, for the general welfare of its students;

Financial responsibilities

4. To ensure the solvency of the University and to safeguard its assets;
5. The preparation and approval of the University's annual accounts and report;
6. To ensure the proper use of public funds awarded to the University and to ensure that the terms of the Financial Memorandum with the Funding Council are observed;
7. To approve the annual operating plans and budgets and to ensure that these reflect the University's strategic plan and strategic risk assessment

Strategic responsibilities

8. To approve the mission statement of the University and its strategic plan and to ensure that these articulate the University's goals and meet the interests of the stakeholders.
9. To approve a financial strategy for the University, as well as long-term business plans;
10. To approve an estates strategy for the management, development and maintenance of the University land and buildings in support of institutional objectives;
11. To approve a human resources strategy;

Controls

12. To ensure that the University operates in accordance with the University's Order as well as all applicable legislation;
13. To ensure that in all the University's policies, procedures and actions, the University complies with the requirements of the law relating to equal opportunities as a provider of education and as an employer;
14. To ensure that systems are in place for the assessment and management of risk;
15. To ensure the existence and integrity of financial control systems and to monitor these through the Audit Committee;
16. To ensure that appropriate arrangements are in place for the proper management of health and safety in respect of students, staff and other persons on University premises or affected by University operations;

Monitoring performance and effectiveness

17. To monitor the University's performance against its strategic plan and agreed key performance indicators;
18. To monitor and review the performance and effectiveness of the Court and its standing committees;
19. To ensure that the proceedings of Court are conducted in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.

SCHEDULE 3: EXECUTION OF OFFICIAL DOCUMENTS

At its meeting on 1 October 2009, the University Court agreed the following regulation setting out the scheme of delegated signing authority.

1. Court has delegated financial authority to the Principal, the University Secretary and other members of the Executive. The arrangements for the delegation of authority to sign official documents are aligned with the scheme of delegated financial authority.
2. Two signatures, including the signature of a governor will be required for every document to which the Seal is affixed. Such documents will be signed by a member of the University Court (except academic awards which will be signed by the Principal) and will be countersigned by the Principal or the Principal's nominee; or, where the Seal is used with the authority of Senate, by the Clerk to Senate. Such documents must have been evaluated and approved by Court or the relevant Committee or senior officer prior to presentation for sealing.
3. Any individual contract or document which commits the University to expenditure in excess of the limit of financial delegation stipulated in the Scheme of Delegated Financial Authority approved by the Finance & General Purposes Committee and ratified by Court, may be signed by the Principal or the Principal's nominee where the decision to commit to the expenditure has been approved by Court and duly ratified in the Court minutes.
4. All other documents may be signed by the Principal, or the Principal's nominee.

SCHEDULE 4: GOVERNORS' CODE OF CONDUCT

The Code of Conduct applies equally to all members of Court and is based on the nine principles of public life in Scotland, as contained in the Scottish Code of Good Higher Education Governance 2023, namely

- Duty
- Selflessness
- Integrity
- Objectivity
- Accountability and Stewardship
- Openness
- Honesty
- Leadership
 - Respect

It is the personal responsibility of a Governor to comply with these rules of conduct.

The Code of Conduct will include the following principles:–

- a) ensuring the University complies with the terms of the Governance Order;
- b) promoting the interests of the University;
- c) acting prudently and with reasonable care, skill and diligence in their duties to the University and its stewardship;
- d) complying with all legal responsibilities imposed on the Governors by law;
- e) acting selflessly in the interests of the University;
- f) acting with integrity, in good faith, honestly, objectively, accountably and for a proper purpose;
- g) complying with good governance practice and principles, including principles of governance which appear to the Scottish Funding Council to constitute good practice in relation to higher education institutions in terms of section 9A of the Further and Higher Education (Scotland) Act 2005, as articulated in the Scottish Code of Good Higher Education Governance or other codes of practice or statements of principle produced in terms of section 9A from time to time;
- h) avoiding (where appropriate) and declaring conflicts of interest or potential conflicts of interest;
- i) not profiting at the University's expense;
- j) not acting in a sectional interest; and
- k) not misusing the position of Governor.

In addition, governors have the following personal responsibilities:

- a) to make all reasonable efforts to attend every meeting of Court. In the event of unavoidable absence, a member should so inform the University Secretary prior to the meeting;
- b) to read the papers to be considered by Court (normally circulated to members 5 working days prior to each meeting), to consider their content and to seek any necessary clarification from the University Secretary or the Chair of the appropriate committee or the author of a paper;
- c) to ensure that their views relevant to an item under discussion are heard by Court, always bearing in mind the best interests of the University;
- d) to participate in ensuring that Court discussions are held and decisions taken in an honest, open and objective manner and that the taking of sectional positions is avoided;
- e) where a consensus decision proves impossible and a vote is called, to vote objectively and dispassionately. If a member votes against a motion which is carried by a majority of those present, he or she must either subsequently acknowledge the principle of corporate responsibility and stand by the decision or, exceptionally, if the matter is deemed to be a serious question of conscience or principle, resign from Court membership.
- f) to bring the same qualities of honesty, openness and objectivity to any work they have agreed to undertake on Standing Committees of the University or on working parties established by the Court.

SCHEDULE 5: DUTIES OF CHARITY TRUSTEES

Section 66 of the Charities and Trustee Investment (Scotland) Act 2005 Act describes general duties of charity trustees which are fundamental to their role as a charity trustee. Charity trustees are required to comply with these while carrying out their functions as a charity trustee.

A charity trustee must:

- a) act in the interests of the charity;
- b) seek, in good faith, to ensure that the charity operates in a manner that is consistent with its objects or purposes;
- c) act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person;
- d) avoid putting the interest of any other person ahead of that of the charity;
- e) ensure that the charity complies with the provisions of this Act, and other relevant legislation

In addition to the general duties of charity trustees, the Act also puts additional specific duties on charities which charity trustees must ensure are met. These additional duties relate to the following:

- a) ensuring the charity details are entered on the Scottish Charity Register
- b) reporting to the Office of the Scottish Charity Regulator (OSCR)
- c) financial record keeping and reporting
- d) fundraising
- e) providing information to the public

Article 23 of the Order does not make specific reference to governors' responsibilities as charity trustees. However, in fulfilling the responsibilities of governors outlined in the Order, governors are bound by the terms of the Charities and Trustee Investment (Scotland) Act 2005.

Further guidance on the duties of charity trustees is contained in the Guidance for Charity Trustees published by the Office of the Scottish Charity Regulator, a copy of which may be accessed on the Court website or obtained from the Department of Governance.

SCHEDULE 6: APPOINTMENT OF ELECTED STAFF GOVERNORS

Article 11(1) of the Order requires that the University Court must make rules for the conduct of elections for the appointment of staff governors under Article 10(c).

There will be one staff governor elected by all staff of the University having teaching or research responsibilities ("academic staff") from among their own number and one staff governor elected by all other staff ("professional services and support staff") from among their own number.

1. Academic Staff

The constituency for nominations and the election will be all academic members of staff of the University having teaching or research responsibilities.

2. Professional Services and Support Staff

The constituency for the election will be all members of professional and support services staff of the University.

3. Procedure

- a) The University Secretary will arrange and oversee the elections.
- b) A notice of vacancy will be emailed to each member of the constituency by the Department of Governance and Legal Services.
- c) Nominations must be made on the nomination form issued with the notice of vacancy. Nominations must be seconded by a member of staff from the relevant constituency and must be accompanied by a candidate's agreement to stand and the candidate's statement.
- d) The closing date for the receipt of nominations will be fourteen days after the issue of the notice of vacancy (the 'return date').
- e) If only one nomination is received, the University Secretary will declare the successful candidate by email and/or by posting a notice on the University intranet, the day after the return date.
- f) If more than one nomination is received, the Department of Governance and Legal Services will issue to each member of the constituency no later than five days after the return date, a list of candidates, and accompanying statements from the candidates and details of how the constituency will be able to vote.
- g) The University Secretary must declare the result of the election within 24 hours of confirming the vote count. This notice will be by email and/or by posting a notice on the University intranet. The candidate with the highest number of votes will be declared successful.

SCHEDULE 7 – APPOINTMENT OF SENATE-ELECTED STAFF GOVERNOR

Article 11(2) of the Order requires that the University Court must make rules for the conduct of elections for the appointment of a Senate-elected staff governors under Article 10(d).

The constituency for the election will be all members of Senate.

Candidates must be drawn from the academic staff members of Senate. Academic staff will mean all members of staff of the University having teaching or research responsibilities.

Procedure

- a) The University Secretary will arrange and oversee the elections.
- b) A notice of vacancy will be emailed to each member of the constituency by the Department of Governance and Legal Services.
- c) Nominations must be made on the nomination form issued with the notice of vacancy. Nominations must be seconded by a member of staff from the relevant constituency and must be accompanied by a candidate's agreement to stand and the candidate's statement.
- d) The closing date for the receipt of nominations will be fourteen days after the issue of the notice of vacancy (the 'return date').
- e) If only one nomination is received, the University Secretary will declare the successful candidate by email and/or by posting a notice on the University intranet, the day after the return date.
- f) If more than one nomination is received, the Department of Governance and Legal Services will issue to each member of the constituency no later than five days after the return date, a list of candidates, and accompanying statements from the candidates and details of how the constituency will be able to vote.
- g) The University Secretary must declare the result of the election within 24 hours of confirming the vote count. This notice will be by email and/or by posting a notice on the University intranet. The candidate with the highest number of votes will be declared successful.

SCHEDULE 8 – APPOINTMENT OF TRADE UNION-NOMINATED STAFF GOVERNORS

Article 11A of the Order requires that the University Court must make rules for the appointment of trade union-nominated staff governors under Article 10(e) and (f) of the Order. It will primarily be the responsibility of the relevant recognised trade unions at the University to agree upon a nominee for a vacancy for a governor under Article 10(e) or (f) of the Order.

1. Trade Union Staff Governor nominated from among the Academic Staff of the University

The individual nominated under this category must be a member of staff of the University who has teaching and research responsibilities (“Academic Staff”) who is a member of a branch of a relevant recognised trade union on campus.

Under the process outlined in paragraph 3 below, all relevant recognised trade unions on campus will be invited to nominate under this category. It is open to the relevant recognised trade unions on campus then to agree among themselves who is to be nominated for a vacancy and put forward a single nomination. Where there is no agreement as to the nomination for a vacancy, the procedure in paragraph 4 applies.

2. Trade Union Staff Governor nominated from among the Professional Services and Support Staff of the University

The individual nominated under this category must be a member of staff of the University who is not a member of the Academic Staff (“Professional Services and Support Staff”) who is a member of a branch of a relevant recognised trade union on campus.

Under the process outlined in paragraph 3 below, all relevant recognised trade unions on campus will be invited to nominate under this category. It is open to the relevant recognised trade unions on campus then to agree among themselves who is to be nominated for a vacancy and put forward a single nomination. Where there is no agreement as to the nomination for a vacancy, the procedure in paragraph 4 applies.

3. Procedure

- a) The University Secretary will invite the relevant recognised trade unions to put forward, by a specified date (the ‘return date’) an eligible nominee for a vacancy for a governor under Article 10(e) and (f) of the Order, such nominee to be identified by the recognised trade unions through a process to be agreed between the recognised trade unions.
- b) It will be the responsibility of each trade union to ensure it has appropriate fair and transparent processes and procedures in place to promote and invite nominations for membership of Court and to determine its preferred nominee.
- c) The nominations proffered by the relevant recognised trade unions must have due regard to the principles of equality and diversity and should seek to achieve gender balance in the nominations agreed.
- d) Once a nomination for a vacancy for a governor under Article 10(e) or (f) has been agreed and notified to the University Secretary by the return date, the University Secretary will

declare the agreed nominee by email and/or by posting a notice on the University intranet, the day after the return date.

- e) The Court will then formally appoint the agreed nominee to fill the relevant vacancy.

4. Procedure where relevant recognised trade unions cannot agree a nomination

In the event that one or more of the recognised trade unions advises the University Secretary that the relevant recognised trade unions are unable to agree a nomination for one or more vacancies, the matter will be referred to the Court Governance and Nominations Committee who will consider the circumstances, obtain the views of the relevant recognised trade unions on campus and decide whether and how it is possible to resolve any impasse to facilitate the nomination of a governor under Article 10(e) and (f) of the Order to the Court.

SCHEDULE 9 – APPOINTMENT OF STUDENTS’ ASSOCIATION NOMINATED STUDENT GOVERNORS

Article 11A of the Order requires that the University Court must make rules for the appointment of two Students’ Association nominated student governors under Article 10(g).

Candidates must be drawn from the matriculated students of the University. For the purposes of the Standing Orders, a reference to matriculated students includes all persons holding sabbatical office in the Students’ Association.

Procedure

The University Secretary will annually invite the Students’ Association to confirm two nominees for appointment as Students’ Association-nominated student governors.