

**Court Governance and Nominations Committee  
Terms of Reference, Composition and Membership  
2025/26**

**Terms of Reference**

**Remit**

**The Committee's remit is to:**

- a) keep under review developments in corporate governance relevant to the compliant and effective operation of Court and its Committees with particular reference to good governance in higher education, and make recommendations as appropriate to Court
- b) review periodically Court's Standing Orders
- c) oversee Court's effectiveness reviews, internal and external
- d) keep Court's membership and that of its Committees under review and make recommendations to Court
- e) maintain an up to date skills matrix to guide the identification of new lay governors and assignment of governors to Committees
- f) identify when appropriate new lay governors to recommend to Court
- g) under the convenership of the Vice-Chair of Court, act as the basis of the Search Committee in the appointment of a new Chair of Court
- h) have due regard to the expectations of the Scottish Code of Good HE Governance 2023 and the amended Gender Representation on Public Boards (Scotland) Act 2018 to ensure that the Court has appropriate diversity and that appointment procedures ensure equality of opportunity.
- i) have regard to the corporate risk register and monitor those risks encompassed in the Committee's remit.
- j) benchmark the Committee's remit from time to time against comparable institutions to ensure that it continues to be fit for purpose and reflect best practice in terms of corporate governance.
- k) ensure that decision making is consistent with the duties of the Equality Act 2010.
- l) review and monitor the work undertaken by the University to engage with its communities.
- m) review and monitor induction, training and development opportunities for governors to best meet the needs of the University.

**Composition**

The Chair of Court who will convene the Committee except on occasions when the business relates to matters concerning the office and appointment of the Chair of Court, in which case the Chair will be taken by the Vice-Chair of Court.

At least four lay governors, with the Chair of Court and the Vice-Chair of Court counted within this number  
The Principal  
One staff governor  
One student governor

**In Attendance**

University Secretary & Vice Principal (Governance)  
Committee Secretary – Representative from Department of Governance and Legal Services

## Quorum

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, and there must be a lay governor majority.

## Composition and Membership 2025/26

| Composition                                                          | Membership                                                                                     |
|----------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| At Least 4 Lay Governors including the Chair and Vice-Chair of Court | Yvette Hopkins<br>Sylvie Freund Pickavance<br>Danny Gallacher<br>Meg Lustman<br>Austin Sweeney |
| One staff Governor                                                   | Anita Volkert                                                                                  |
| One Student Governor                                                 | Osinubi, Oluwatomisin                                                                          |
| University Principal                                                 | Professor Stephen Decent                                                                       |
| In Attendance                                                        |                                                                                                |
| University Secretary & VP Governance                                 | Jan Hulme                                                                                      |
| Committee Secretary from the Department of Governance                | Paul Brown, Director of Governance & Legal Services                                            |