



GOVERNORS' HANDBOOK
1st August 2023

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Introduction

This handbook has been compiled for members of Court and will provide you with reference material and background information to assist your work in the governance of the University. It is updated periodically and is normally reviewed every 12 months.

The handbook provides information about the work of the Court and its committees. Your roles, responsibilities and liabilities as a member are also explained. You will also find included structural and procedural information about the University that you may find useful in your role on Court and its committees.

A copy of the handbook is available on the Court page on the University website.

This handbook is intended to be a key reference source for you. If you have any suggestions on how it can be improved, or have any questions that are not answered, please do not hesitate to let us know.

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1. THE UNIVERSITY

This section of the Handbook provides background information regarding Glasgow Caledonian University, its mission, vision, strategic objectives and organisational structure. More detailed information can be obtained from the University website <http://www.gcu.ac.uk/>

1.1 History

Glasgow Caledonian University is the University for the Common Good. Our University's heritage dates back to 1875 through its founding institutions, and our coat of arms incorporates the motto *For the Common Weal*. Established as a University in 1993, our commitment to the common good underpins everything we do.

Glasgow Caledonian University was formed on 1 April 1993 through the merger of The Queen's College, Glasgow, and Glasgow Polytechnic. Glasgow Caledonian University was established by the Secretary of State for Scotland by the Glasgow Caledonian University (Establishment) (Scotland) Order of 1993 and was eligible for funding from the then Scottish Higher Education Funding Council. A closure order shut down Glasgow Polytechnic and The Queen's College, Glasgow, and their property rights and obligations were transferred to the new University's Court, which replaced the governing bodies of the parent institutions.

Initially the University possessed 3 campuses - that of the former Polytechnic which was named City Campus (the core of the current campus), that of the former Queen's College named Park Campus in the West End (sold to Glasgow University in January 2001) and the buildings leased by Queen's College adjacent to Jordanhill College of Education named Southbrae Campus (this closed in 1998). The main University is now located on one modern purpose-built campus in the centre of Glasgow, though with small campuses in London and New York opened over the last decade.

The aim of the new University was to offer accessible, high quality education and training to a wide and diverse range of students. It sought to collaborate with commercial and industrial organisations and other providers of education.

The University initially offered more than 140 undergraduate and post-graduate courses within 3 faculties and 22 departments. The original 3 faculty structure was made up of Health, Science and Technology, and Business. The structure has changed and taken various forms over the years.

In 1996 the University took over the contract for provision of pre-registration nursing and midwifery education from the Colleges of Nursing and Midwifery, which were operated by the health boards. This moved this type of education into the tertiary education sector. In April 2004 the University's Department of Nursing and Community Health was designated Scotland's first World Health Organisation Collaborating Centre for Nursing, and only the third in the UK.

Today, the University is made up of three academic schools which offer a range of high-quality programmes, professional training courses, research opportunities and consultancy services.

The School of Computing, Engineering and the Built Environment is one of the leading schools for programmes in building and surveying in the UK. The School also carries out extensive

research in partnership with industry, commerce and other academic institutions in the UK and overseas.

The Glasgow School *for* Business and Society integrates the areas of business, finance, law and the social sciences to ensure that they are well placed to meet the needs of business and society. The School has an international outlook and is committed to developing partnerships across the world.

The School of Health and Life Sciences pursues excellence in teaching, research and knowledge transfer across the disciplines of health, nursing and social care, biological and biomedical sciences, psychology and vision sciences.

GCU London is a professional postgraduate university campus which offers a range of postgraduate programmes with high quality teaching which attracts many international students and industry partnerships around the globe. It occupies a rented property located in an historically interesting and attractive environment in Spitalfields. Burgeoning numbers mean the University is expanding its footprint in London.

In 2013 the University established a campus in New York, Glasgow Caledonian College New York (GCNYC). Masters programs offered at GCNYC include an M.S. in Sustainable Fashion, and an M.S in Business for Social Impact and Sustainability. GCNYC is home to the Centre for Social Impact and Innovation. Its latest accredited course is a Master of Science in Diversity, Equity and Inclusion Leadership. This is a unique course and demonstrates GCNYC's ability to adapt to the changing needs of its students. GCNYC also offers executive education and short courses. Higher education governance in the state of New York means that GCNYC was established as a separate independent entity governed by its own Board. The Board members are drawn equally from the UK and the US. The UK board members are drawn from the Court and Executive. The Court is identified as the Sole Member with control and certain rights and responsibilities. Despite the recognised quality of the programmes and student experience at GCNYC, the campus has not grown as planned, and the Court settled on the view in early 2023 that it should seek an exit from the campus by means of a partnership and eventual transfer of control.

Glasgow Caledonian University has established a distinctive identity in terms of its flexible, vocationally orientated academic programmes, its emphasis on employability, life-long learning and the wide range of client groups it serves. It has a strong and growing international presence through its Transnational Education activity based on international partnerships, for example in South Africa, Oman, China and Mauritius. All our programmes are designed to offer students an effective combination of academic study and practical experience and the strong transferable skills essential for future career development. All programmes have a strong focus on ensuring that our graduates have the opportunity to build a successful career. This strong careers focus is illustrated by the fact that the national annual survey of graduate destinations shows the vast majority of the University's students quickly finding a job or going on to further study after graduation.

1.2 About the University

Dynamic and diverse

Glasgow Caledonian University has become one of the largest universities in Scotland with approximately 20,000 students in the UK. The Glasgow campus is self-contained and situated in the heart of the City with excellent transport links and a great array of urban amenities on the doorstep. Students are predominantly undergraduate although the proportion of postgraduate students has increased to 26% in 2022. This has been driven by the increase in international students in recent years on both the Glasgow and London campuses who are predominantly taught postgraduate students undertaking masters level study. International recruitment is a vital feature of the University's profile. We have long been a destination of choice for many local students, and we have a well-established reputation as leaders in widening access and student success. However, a now highly competitive market for home recruitment means a refreshed impetus is underway to secure our position in undergraduate home recruitment.

Close-knit community

The University attracts students from a wide range of backgrounds, from local school leavers to PhD research students from all over the world. We pride ourselves on providing a friendly, modern and effective learning environment for all of our students.

Our international students come from over 100 different countries and bring with them a diversity and enthusiasm which enriches the University experience for everyone.

High-quality teaching

The University has a well-established reputation for providing high-quality teaching, learning and research which dates back to its founding institutions. All programmes are designed to offer students an effective combination of academic study and practical experience. Higher Education in the UK is subject to quality oversight by the Quality Assurance Agency (QAA).

Industry links

The University has succeeded in building up strong links with industry over the years and many of the companies we deal with are world leaders in their field. These relationships benefit the University and our students in many ways. Not only do these companies employ our graduates and take student placements, they also work closely with us on research and consultancy projects and have a strong input into the design and structure of our programmes. We often refer to co-creating programmes.

1.3 The University's Mission

The University aims to reinforce its defining position as the University for the Common Good.

1.4 The University's Vision 2030

Developing our 2030 Strategy was a truly collaborative initiative. Our staff, students, court members, alumni and key stakeholders came together to create a bold new direction for the University.

Strategy 2030 draws upon our significant achievements in education, research and innovation to date. It is explicitly values-led, with a strong sense of purpose derived from our mission as the University for the Common Good. Our Strategy is also distinctive and ambitious, creating new pathways to success for the University over the coming years.

This decade will require us to make a significant contribution to addressing global challenges identified by the UN's Sustainable Development Goals (SDGs). Whether they are in relation to poverty alleviation, the reduction of inequalities, the use of artificial intelligence to deliver key services, the promotion of social and economic wellbeing or climate change; we will focus on having a local and global impact. The SDGs provide the overarching framework for our Strategy 2030.

Our vision for 2030 is to be recognised as world-leading for social innovation: delivering transformative education and impactful research through purposeful partnerships as a globally connected University with an engaged University community committed to the Common Good.

The Court keeps the University's Strategy under review and holds an annual strategy day each autumn. In January 2023 Professor Steve Decent took office as Principal and Vice-Chancellor, and the Strategy will be considered in autumn 2023 in the light of the ambitious agenda he is setting for the University.

1.5 Our Values & Principles

The core values which underpin our vision are:

- Integrity
- Creativity
- Responsibility
- Confidence

1.6 Our Strategic Goals 2030

Social Innovation

We will

- realise our ambitious vision that, by 2030, the University will be recognised as a world-leading university for social innovation
- ensure the UN's Sustainable Development Goals provide the guiding framework for the delivery of our strategy

Transformative education

We will

- champion equality of participation and attainment for all students
- deliver excellence in teaching and the student experience, underpinned by our holistic approach to student support
- enhance the employability of our students and graduates through collaborative and active learning

- embed a commitment to the Sustainable Development Goals within our research-led, globally-aware curriculum
- facilitate innovative learning which supports flexible provision and a blend of campus, non-campus, and multi-campus experiences

Impactful research

We will

- address the Sustainable Development Goals, delivering research excellence and impact for the societal challenges of inclusive societies, healthy lives and sustainable environments
- promote a dynamic and inclusive research culture, attracting researchers through clear development pathways and supportive research environments
- apply our openly-accessible research, strengthening our research-teaching nexus and influencing policy and practice
- engage with stakeholders in the innovation landscape to ensure our research and knowledge make a positive contribution to business, industry, the public sector and civic society

Purposeful partnerships

We will

- be a leading civic university with a clear sense of purpose and place in the cities and communities we serve, locally and globally
- make a key contribution to inclusive sustainable development as a partner of choice for like-minded organisations and networks in the public, private and third sectors
- ensure our partnerships deliver mutual benefit and enrich our education and research offerings, leveraging them to offer work experience opportunities on all courses
- be recognised as a leader in capacity building and upskilling, co-creating with employers and academic institutions in local and international contexts
- build on our positive partnership with the Students' Association to embed a partnership approach across the University and ensure the student voice is at the heart of our development and success

Globally connected

We will

- champion a distinctive approach to outreach and access in international contexts, supported by learning technologies and an international curriculum
- support students and staff as global citizens equipped with key intercultural skills, open to international experiences and engaged with global challenges
- harness our learning, teaching, and research to impact on global issues and the Sustainable Development Goals
- boost our international and transnational profile, maximising the strategic opportunities of our campuses in London and New York, and our global partnerships

GCU Community

We will

- be recognised as a leader in equality, diversity and inclusion, fostering a values-led learning community of students, staff and alumni, and a culture of positive mental health and wellbeing

- deliver leading-edge teaching, learning and research environments which are effective and enduring, and drive digital participation and connectivity underpinned by technology and infrastructure development
- drive an ambitious agenda for environmental sustainability, embedded across all aspects of our work
- ensure financial sustainability, income growth and operational efficiency to deliver strategic and infrastructure investment in support of our 2030 ambitions

1.7 University Management Structure

With the exception of certain powers which it reserves to itself, the Court delegates its functions relating to the organisation and management of the University to the Principal and Vice-Chancellor who, assisted by the University Executive, is responsible for the day to day running of the University, subject to the control and general direction of the Court.

The members of the Executive have clearly defined, functional roles, with linked line management responsibility for all staff working in those areas. The Principal with senior colleagues working through the University Executive Group (UEG) and the University Planning and Resourcing Group (UPRG):

- formulate and approve policies and strategies for recommendation to Senate and to Court;
- oversee the University's planning and budgeting processes, formulating the final budget and plan for recommendation to Court and monitoring how these are implemented by Schools and departments;
- advise on strategic developments

1.8 Composition of the Executive Board

The University Executives as at 1 August 2023 are:

Professor Stephen Decent, Principal and Vice-Chancellor
 Fiona Campbell, Vice-Principal People and Student Wellbeing
 Jan Hulme, University Secretary
 Claire Hulsen, Vice-Principal Strategy and Planning
 Professor Mike Mannion, Interim Vice-Principal for Global Engagement
 Professor Ehsan Mesbahi, Provost and DVC
 Susan Mitchell, Chief Operating Officer and DVC
 Professor Andrea Nelson, Pro-Vice Chancellor Research
 Professor Alastair Robertson, Pro-Vice Chancellor Learning and Teaching

2. CORPORATE GOVERNANCE

This section of the guide explains the University's legal status, how the institution is governed and managed and the functions, powers, duties and responsibilities of the University Court.

2.1 Legal status and powers

The Secretary of State established Glasgow Caledonian University with effect from 1 April 1993 by order under section 46 of the Further and Higher Education (Scotland) Act 1992. Under section 47 of the 1992 Act, the two merged institutions of Glasgow Polytechnic and the Queen's College were closed and their properties, rights, liabilities and obligations were transferred to the governing body of Glasgow Caledonian University.

The University is formed as a "body corporate" under the terms of a Statutory Instrument, the Glasgow Caledonian University (Scotland) Order of Council 1993, which was revised in 2010 and amended in 2020. The constitution of Glasgow Caledonian University is now laid down in the Glasgow Caledonian University Order of Council 2010 as amended by the Glasgow Caledonian Amendment Order of Council 2020. The 2020 Amendment Order ensures that the University is compliant with the Higher Education Governance (Scotland) Act 2016 which prescribes features of the membership of university governing bodies and the election of the Chair of a governing body. The powers, functions, duties and responsibilities of the University are exercised by the University Court on behalf of the University. The University Court has all the powers of a natural person and may, where appropriate, delegate those powers and functions. The general functions of the University Court are to manage, administer and conduct the University for the objects of providing education, undertaking and carrying out research, promoting teaching, scholarship and research. A copy of the Order of Council is available to view [here](#).

As a body corporate, the University is a separate legal entity from that of its individual members or governors. The University is, amongst other things, able to own property, hold licences and enter into contracts in its own right. In general terms, therefore, governors will not incur personal liability for actions taken in the course of their role as a governor providing that they have acted honestly and reasonably.

However, being a legally autonomous governing body does have significant implications, particularly from the standpoint of accountability externally. In essence, it means that Parliament and bodies such as the Funding Council and Audit Scotland hold Court ultimately responsible for the conduct of the University's affairs. Governing bodies are entrusted with public funds and therefore have a particular duty to fulfil the highest standards of corporate governance at all times and to ensure that they are discharging their duties with due regard to the proper conduct of public business. The University is also subject to the Office of the Scottish Charity Regulator (OSCR) set up under the Charities and Trustee Investment (Scotland) Act 2005, and consequently governors are trustees. It is important that the perspective of Court is strategic with a strong focus on the public interest and that the highest standards in public life are observed by governors. Governors are required to record relevant information in the University's Register of Interests and draw attention at any point to actual or potential conflicts of interest.

2.2 Governance Framework

Although Court has a statutory responsibility “to conduct the affairs of the University and to carry out and to promote its objects”, Court is only one of three sources of statutory authority within the University. The other two are the Senate and the Principal. Nevertheless, in discharging their delegated functions, both Senate and the Principal are subject to the general control and direction of Court.

The Statutory Instrument sets out how Court delegates to Senate the functions of Court relating to overall planning, co-ordination, development and supervision of the academic work of the University. In discharging these functions Senate is assigned the powers and duties of the University Court in relation to those functions and has the power to make any recommendation to the University Court on such matters relating to those functions as Senate may think fit. However, as the Court retains an oversight and, increasingly, public accountability for these functions, governors are given the opportunity to develop their understanding of the work of the Senate which normally meets four times annually and is chaired by the Principal. Lay governors are expected to attend at least one Senate meeting annually.

The University’s Statutory Instrument also requires Court to delegate to the Principal its functions relating to the organisation and management of the University (other than academic matters which are delegated to Senate) and those matters which Court reserves solely to itself. The Principal is responsible for the executive management of the institution and its day-to-day direction. The Principal should not, however, seek to determine matters reserved for the Court. Equally, the Court should not attempt to take or intervene in executive decisions.

Although the University Court is ultimately responsible for the conduct of the University, much of the detailed work is by necessity delegated to the Standing Committees of Court. All Committees have terms of reference which state clearly the extent and limitations of the Committee’s responsibilities and authority. The delegation of functions does not absolve Court from accountability for the conduct and decisions of its Committees. Court remains responsible for the proper conduct of the University and for discharging its statutory responsibilities. However, in the interests of efficiency, it is important that the Committees are accountable for their own areas of responsibility without constant recourse to Court while at the same time keeping Court informed of the work they are doing. Standing Committees routinely submit reports to Court meetings detailing the main issues discussed, decisions taken at each committee meeting and any recommendations to Court.

A diagram of the University’s Governance Framework including Court’s Committees is at appendix 1.

2.3 The Role and Responsibilities of the University Court

The functions and powers of the University Court are set out in part 3 of the Glasgow Caledonian University Order of Council 2010 (as amended by the Glasgow Caledonian Amendment Order of Council 2020).

The Court is responsible for determining the overall strategic direction of the University. It establishes the budgetary framework, appoints the head of the institution and exercises general oversight over the University's performance and development.

The Scottish Code of Good HE Governance 2023 states that "the institution's governing body must adopt a Statement of Primary Responsibilities" and proposes that this should be one of the key documents in relation to which the effectiveness of the Court should be measured. The Statement of Primary Responsibilities is subsidiary to the Glasgow Caledonian University Order of Council 2010 (as amended by the Glasgow Caledonian Amendment Order of Council 2020). The Statement of Primary Responsibilities is set out in schedule 2 of the Standing Orders of the University Court. Court reviews its Statement of Primary Responsibilities at the first meeting of the academic session and assesses how it has fulfilled these in the preceding year. A copy of the Standing Orders and Schedules can be found [here](#).

The following is a summary of the role and responsibilities of Court.

Strategic Planning

The governing body has a duty to enable the institution to achieve and develop its mission and primary objectives of learning and teaching and research. This responsibility includes considering and approving the institution's strategic plan, which sets the academic aims and objectives of the institution and identifies the financial, physical and staffing strategies necessary to achieve these objectives. To help monitor the overall performance of the University in implementing and achieving its strategy, key performance indicators have been adopted which are reviewed periodically by the University Court. In exercising its responsibility for the overall strategic direction of the University, the Court shall, in particular:-

- oversee the University's activities;
- determine its mission and future direction;
- foster an environment in which the University's objects are achieved;
- provide strategic input on all material policy or other matters affecting the University;
- establish and monitor systems of control and accountability, including financial and operational controls and risk assessment;
- review and monitor the management of the University and its performance.

Monitoring Effectiveness and Performance

The Court regularly monitors its own effectiveness and the performance of the institution against its planned strategies and operational targets. The effectiveness of Court is reviewed annually by questionnaires completed by Court members followed by one to one meetings between governors and the Chair of Court. Every five years or so the Court undertakes an externally facilitated review of its effectiveness. The next such review is scheduled for autumn 2023 which means a slightly longer interval since the previous review: Court wished the new Principal to have an opportunity to work with the Court before this exercise was undertaken. The performance of the University against strategies and plans is monitored through regular reporting and Key Performance Indicators.

Finance

The governing body's financial responsibilities include:

- ensuring the solvency of the institution and safeguarding its assets
- approving the financial strategy

- approving annual operating plans and budgets which should reflect the institution's strategic plan
- ensuring that funds provided by the Funding Council are used in accordance with the terms and conditions specified in the Outcome Agreement with the Funding Council
- ensuring the existence and integrity of risk management, control and governance systems and monitoring these through the Audit Committee
- receiving and approving annual accounts (audited financial statements).

Audit

The governing body is responsible for directing and overseeing the institution's arrangements for internal and external audit and for risk management.

Estate Management

The governing body is responsible for oversight of the strategic management of the institution's land and buildings. As part of this responsibility it considers, approves and keeps under review an estate strategy that identifies the property and space requirements needed to fulfil the objectives of the University's strategic plan, and also provides for a planned programme of maintenance. A new estates strategy is in prospect.

People Management

The governing body has responsibility for the institution's human resource and employment policy. This includes ensuring that pay and conditions of employment are properly determined and implemented for all categories of employee and that there is sufficient monitoring and support for staff health and wellbeing. The governing body is also responsible for appointing and setting the terms and conditions for the head of the institution and such other senior posts as it may from time to time determine.

Equality, Diversity and Inclusion

The Court ensures that non-discriminatory, inclusive systems are in place to provide equality and diversity of opportunity for staff and students.

Students' Association

The Court takes such steps as are reasonably practicable to ensure that the students' association operates in a fair and democratic manner and is accountable for its finances. While the Association is funded by the University through an annual subvention, it is formally an independent entity.

Health and Safety

Under the Health and Safety at Work Act 1974 the University Court carries ultimate responsibility for the health and safety of employees, students and other individuals whilst they are on the institution's premises and in other places where they may be affected by its operations. The University Court's duties include ensuring that the institution has a written statement of policy on health and safety, and arrangements for the implementation of that policy.

Charity Trustees

All higher education institutions have charitable status. Charity regulation is the responsibility of the Office of the Scottish Charity Regulator (OSCR) under the Charities and Trustee Investment (Scotland) Act 2005. In addition to their role as governors of the University Court,

governors are also the Trustees of the University. Requirements that members of Court need to bear in mind in relation to the University's charitable status include:

- Acting in the interests of the institution
- Seeking to ensure that the institution operates in good faith
- Acting with the care and diligence it is reasonable to expect of a person who is managing the affairs of another person
- Ensuring that the institution complies with the provisions of the Charities and Trustee Investment (Scotland) Act 2005, and other relevant legislation.

2.4 Chancellor

The Chancellor of the University is the titular head of the institution. The Chancellor has principally ceremonial duties including conferring degrees at some graduation ceremonies, promoting the University's image throughout the world and furthering its interests at home and abroad. Previous Chancellors are:

Dr Annie Lennox OBE

Professor Muhammad Yunus (now Chancellor Emeritus)

Lord Angus Macdonald CBE

Magnus Magnusson KBE

Baron David Nickson KBE

When Dr Lennox stepped down, the Court through its Court Governance and Nominations Committee (CGNC) approved a process to identify a successor. This process is underway as at July 2023. The nature of the post means that one or more selected individual may be approached in confidence. The role is not advertised.

2.5 The Role of the Chair of Court

The Chair is responsible for the leadership of Court. As Chair of its meetings they should promote its well-being and efficient operation, ensuring that its members work together effectively and have confidence in the procedures laid down for the conduct of business. The Chair ensures that Court observes the accepted principles of public life applicable to all public bodies, and that Court's Standing Committees as well as Senate, which play a central role in the proper conduct of Court's business, report appropriately to Court. The Chair is ultimately responsible for ensuring that Court operates effectively and cohesively, discusses those issues which it needs to discuss, draws to the full on the experience and skills of its members, and discharges its responsibilities in a business-like manner.

Through leadership of the Court, the Chair plays a key role in relation to the business of the institution but must not be drawn into the day-to-day executive management of the institution. A critical element in the effectiveness of the Court and the institution is the establishment of a constructive working relationship between the Chair and the Principal. The roles are distinct. While the relationship should be mutually supportive it is important that it also incorporates the checks and balances imposed by the different roles which each has within the University's Constitution.

The Chair is expected to stay in close touch with University affairs between meetings and the Court may therefore grant delegated authority to the Chair to act on its behalf between meetings. Action taken under delegated authority normally consists of routine business which would not have caused discussion at a Court meeting (e.g. signing of routine documents or detailed aspects of the implementation of matters already agreed by the Court).

Occasionally, matters may arise which are judged too urgent and important to await the next meeting of the Court. In such event, the Chair has the option to call a special meeting, consult members by correspondence or deal with the matter by Chair's action. The Chair will exercise great care to avoid taking decisions by Chair's action which exceed the scope of the delegated authority granted by the Court. Chair's action on matters of importance will be taken only where delaying a decision would disadvantage the institution. The Chair is answerable to Court for any action taken on its behalf. Where Chair's action is taken, a written report will be made available to members at or before the next meeting of the Court.

The Chair's specific duties include:

- Chairing meetings of the University Court;
- Agreeing the agenda for meetings of the University Court;
- Carrying out the annual review of the performance of the Principal and agreeing with the Principal their targets for the succeeding year. In this regard the Chair should ensure that appropriate reports on this matter are also referred to the Remuneration Committee.
- Receiving notification from the Principal of any overseas travel by them, together with any necessary supporting information to assure the Chair that the travel is being undertaken in line with the established policies of the University and public probity.
- Representing the University at meetings of the Conference of Scottish Chairs and Principals with the Principal, and at meetings of the Committee of Scottish Chairs of Courts (CSC) and of the UK's Committee of University Chairs (CUC). At meetings of Conference, the Chair will have delegated authority to speak for the University Court.

The selection and appointment of the Chair of Court is governed by the Higher Education Governance (Scotland) Act 2016 which requires a Chair of Court to be elected primarily by students and staff from a choice of at least two candidates who have been selected as qualified to fulfil the office. The Act requires a vacancy for the Chair of Court to be widely advertised and specifies that there must be an election. This means the Court must deploy a selection process and identify a minimum of two appointable candidates who are willing to stand for election. The electorate comprises Court governors, staff and students of the University. The Court has in recent times undertaken wide advertisement and search to identify its Chair but has not yet had to appoint under the terms set by the 2016 Act. This will first be required when the current Chair steps down from the role.

2.6 Vice-Chair

The Vice-Chair assists and deputises for the Chair and is expected to play an active part in helping to manage the business of the Court. The specific duties of the Vice-Chair of Court include:

- To deputise for the Chair of Court as required
- To support the Chair of Court in their role and to act as a source of advice

- To act as an intermediary for other governors when necessary in the role of Senior Independent Director as set out in the *Financial Reporting Council's Guidance on Board Effectiveness (March 2011)* (This element of the role may be assigned to a different lay governor if the Court so chooses.)
- To take the lead in the Court appraisal of the performance of the Chair on a regular basis.
- To serve on the Court Governance & Nominations Committee and other standing committees as required.
- To attend Graduation Ceremonies and other events of the University.
- To carry out special assignments as requested by the Chair of Court
- To be available to participate in the induction programme for, and act as mentor to newly appointed governors as necessary.

2.7 The Role of the Principal in Relation to Court

The University's Statutory Instrument requires Court to delegate to the Principal its functions relating to the organisation and management of the University (other than academic matters which are delegated to Senate, which is chaired by the Principal). In discharging those functions, the Principal is subject to the general control and direction of Court.

There is a fundamental and important difference between institutional governance, which is the primary concern of Court, and institutional management, which, except in exceptional circumstances, is the responsibility of the Principal. Court has responsibility for developing and approving a plan to allow the University to meet its strategic objectives. In practice, the planning process will normally be led by the Principal.

The Principal is appointed by Court as Chief Executive of the University and is accountable to Court for:

- Implementation of strategies and policies determined by Court;
- Effective and efficient organisation and management of the University;
- Exercising general oversight of the University's financial affairs;
- Ensuring that the University Court complies with all the terms and conditions of funding provided by the Funding Council;
- Fulfilling the duty, as the officer designated by the University Court, to alert the University Court if any actions or policy under consideration would be incompatible with the University's Outcome Agreement with the Scottish Funding Council. Note that Outcome Agreements set out what universities plan to deliver in return for their funding from the Scottish Funding Council. If the University Court nevertheless decides to proceed, then the Principal has a duty to inform the Chief Executive of the Funding Council.
- The Principal is also responsible to the Funding Council for propriety and regularity in the use of public funding and for the economic, efficient and effective use of all available resources.

Academic leadership is provided mainly through her/his role as Chair of the University Senate.

The Principal is also the chief representative of the University externally.

The Principal in turn may choose to delegate to Executive colleagues and to other senior managers, but they remain ultimately accountable to Court for the matters listed above, and

for the implementation of Senate policies. In practice the Principal and Executive are responsible for proposing strategies and policies to both Court and Senate.

2.8 The Role of the University Secretary

The University Secretary has a statutory role to play in the operation and conduct of the University Court. The University Secretary is responsible for ensuring that Court acts within its powers and follows proper procedures working in close liaison with the Chair and Principal. The University Secretary should be available to advise members of Court, both individually and collectively, about their responsibilities and how these should be discharged.

It is normally the case that the University Secretary combines this function with a senior administrative or executive role within the institution. The institution and the University Secretary must exercise great care in maintaining a separation of the two functions. Irrespective of any other duties that the University Secretary may have within the institution, when dealing with Court business the University Secretary will act on the instructions of the Court itself.

In their role as University Secretary, the University Secretary is responsible to the Court and has therefore a direct reporting link to the Chair of Court for the conduct of Court business.

The Chair and members of the Court look to the University Secretary for guidance about their responsibilities under the Order of Council and any other regulations to which they are subject including legislation and the requirements of the Funding Council, and on how these responsibilities should be discharged. It is the University Secretary's responsibility to alert the Court if they believe that any proposed action would exceed the Court's powers or be contrary to legislation or to the Outcome Agreement with the Funding Council. Although the Principal, as the officer designated by the Court under the terms of the Funding Council's Financial Memorandum, is formally responsible for alerting the Court if any action or policy is incompatible with the terms of the University's Outcome Agreement with the Scottish Funding Council, this does not absolve the University Secretary from having that responsibility as well.

The University Secretary should advise the Chair in respect to any matters where conflict, potential or real, may occur between the Court and Principal.

It is incumbent on the Court to safeguard the University Secretary's ability to carry out these responsibilities. It is important that the University Secretary also both consults and keeps the Principal fully informed on any matter relating to Court business (other than that in relation to the Remuneration Committee's consideration of the Principal's emoluments). It is good practice for the Chair of Court, the Principal and the University Secretary to work closely together within the legal framework provided by the articles of government and regulations laid down by the institution and the Outcome Agreement with the Scottish Funding Council.

The University Secretary is solely responsible for obtaining and providing legal advice for the Court and advising it on all matters of procedure.

The University Secretary advises the Chair of Court or Chancellor, as appropriate, of any important matters pertinent to the proper governance of the University where a serious

conflict arises between the University Court, as the governing body of the institution, and the Principal acting in their capacity as chief executive.

If there is an actual or potential conflict of interest on any particular matter between the University Secretary's administrative or executive responsibilities within the institution and their responsibilities as Secretary to the Court, the University Secretary should draw it to the attention of the Principal and the Chair of Court. If the Chair of Court independently believes such a conflict of interest exists, the Chair of Court must take such action as may be necessary and offer the University Secretary an opportunity to comment.

2.9 Standing Committees of the University Court

The Court has agreed a Statement of Primary Responsibilities outlining which matters are reserved to be considered by the Court and which can be formally delegated by the Court to its committees. The Statement of Primary Responsibilities is set out in schedule 2 to the Standing Orders of the University Court.

The Court is empowered to appoint Standing Committees and working parties which report back to it. Likewise, Committees have the power to appoint Sub-Committees and groups which report back to them. The key role of every Court committee is:

- to ensure the development, endorsement, implementation and monitoring of the Strategy 2030 plan and policies that support the plan and legislative/regulatory requirements;
- to ensure that these strategies and associated action plans and policies are integrated with the corporate strategy of the University and consistent with statutory and legal requirements;
- to submit reports to Court outlining the business conducted at each committee meeting.

The Committees of Court are:

- Audit Committee
- Court Governance and Nominations Committee
- Finance & General Purposes Committee
- People Committee
- Remuneration Committee
- Court Appeal Committee

Other than the Court Appeal Committee, each Committee has terms of reference which are reviewed annually and approved by the University Court. Increasingly Committees look to the Corporate Risk Register to identify and keep under review the risks and mitigations that fall within their bailiwick. Committees keep their performance under review and this is also monitored in the course of the informal meetings held regularly between the Chairs of Committees and the Chair of Court. The terms of reference and committee membership can be found [here](#).

There is opportunity for Court members to attend as observers meetings of those Standing Committees of which they are not members. Should a Court member wish to attend a meeting of a Standing Committee of which they are not a member, they should contact the Department of Governance and Legal Services in the first instance.

The Court Appeal Committee meets as required in line with the Code of Student Conduct to hear student appeals against a disposal of the Senate Disciplinary Committee that are considered to meet the defined grounds for appeal.

2.10 Senate and Senate Standing Committees

Constitutionally, the Senate reports to Court. However, acting under the general control and direction of Court, Senate has authority delegated to it by Court to discharge the functions of Court relating to the overall planning, co-ordination, development and supervision of the academic work of the University. The Principal is the Chair of Senate, and the Court holds ultimate accountability.

Decisions of the Senate on academic matters which have financial or resource implications are subject to approval by Court. Conversely, decisions by Court which have academic implications (for example the creation or closure of an academic department) are subject to consultation with the Senate. The Senate's specific responsibilities include:

- Academic strategy;
- Promotion of research;
- Approval of content of curriculum and new programmes;
- Academic standards;
- Procedures for the award of qualifications;
- Appointment of internal and external examiners;
- Policies and procedures relating to examinations and assessments;
- Criteria for admissions;
- Student discipline.

Much of Senate's work is delegated to Standing Committees which function within a framework of approved policies and clearly defined terms of reference. Senate has established the following main standing committees:

- Education Committee (EC –known as APPC until mid-2023)
 - Learning Enhancement Sub-Committee
 - Assessment Regulations Sub-Committee
 - Exceptions Sub-Committee
 - Admissions Sub-Committee
- Research Committee
 - Research Degrees Committee (Sub-Committee of Research Committee)
 - Research Ethics and Integrity Sub-Committee
- International Committee
- Sub-Committees of Senate
 - Honorary Degrees Committee
 - Senate Disciplinary Committee
 - Academic Appeals Committee

- School Boards
 - Progression and Award Boards

Senate meets c. four times a year and Court members are expected to attend at least one meeting per year. Senate elects one of its members to serve as a Court governor.

2.11 University Companies

Article 5(1)(b) of the Statutory Instrument allows the University Court to establish any companies or other legal entities, whether commercial or charitable, alone or in association with any other persons or entities.

The Glasgow Caledonian University Company Ltd

The Glasgow Caledonian University Company Ltd is the commercial arm of the University. It is the vehicle through which the University is able to benefit both academically and financially from trading activities which might be *ultra vires* and incompatible with the University's powers as an exempt charity. These activities generate surpluses which the company covenants to the University.

Glasgow Caledonian University Nominee Company

The company owns the assets collectively known as Heatherbank Museum, a collection of historical print materials and artefacts relating to Social Work and Health, which is held as an integrated resource within the University Research Collections and used for teaching and research purposes both by the University and external bodies. The company does not trade.

GCU Academy Limited

This company is a wholly owned subsidiary of the University formed to deliver closed courses and CPD (Continuing Professional Development) activities leading to a university-level qualification. Closed courses are those designed for a specific purpose and clientele rather than for wide student access. These activities generate surpluses which the company covenants to the University.

Glasgow Caledonian New York College

GCNYC is an educational corporation chartered by the New York State Education Department Board of Regents on 13 June 2017. Glasgow Caledonian University is the Sole Member of GCNYC.

The Articles of Association and membership of each company are held in the Department of Governance and Legal Services and are available on request.

3. Membership of Court

This section outlines the membership of Court and the roles and responsibilities of governors. This includes information regarding your personal liability, charity law, and the expected standards of conduct of Court members.

3.1 Constitution and Membership of the University Court

The constitution of the University Court is set out in Part 4 of the Statutory Instrument. The membership consists of appointed, ex officio, elected and nominated governors. The current membership of the University Court can be found [here](#).

3.2 Categories of Membership

Appointed Governors (also known as lay governors or lay members)

The appointed governor membership consists of no fewer than nine and not more than seventeen members (plus the Chair of Court who, on appointment as Chair, automatically becomes an 18th lay governor). They are drawn from people who have experience of, and have shown capacity in a wide range of settings and who can contribute to ensuring that the Court has available within its membership a broad professional skills base including financial, business, legal, commercial, communications and IT. The Court also seeks strong civic connection and international experience and perspective through its membership.

The appointed governor membership must maintain an overall majority on the University Court.

Governor *ex officio*

The undernoted Governor is *ex officio*:

- The Principal and Vice-Chancellor

Elected Staff Governors

Three staff governors are elected as follows:

- One by Senate from among the members of Senate;
- One by the academic staff from among the members of such staff;
- One by the non-academic staff (usually referred to as the professional and support services staff) from among the members of such staff.

Nominated Governors

- Two Governors nominated by the Students' Association from among the students of the University;
- Two Governors nominated by the Trade Unions as follows:
 - One from among the academic staff who are members of a branch of a trade union that has a connection with the University

- One from among the non-academic staff who are members of a branch of a trade union that has a connection with the University.

Article 11 of the Statutory Instrument requires that the University Court make rules for the conduct of elections of elected staff governors. These are contained in schedules 6 and 7 of the Standing Orders of the University Court. Article 12 of the Statutory Instrument requires the University Court to make rules for the nomination process of student and trade union governors. These are contained in schedules 8 and 9 of the Standing Orders of the University Court.

3.3 Conduct of all Court Members

There are responsibilities and standards of conduct expected of all members of Court.

Impartiality

All members of the Court, whatever their category of membership, have an important part to play in its work, bringing to bear knowledge and experience from their own background to advance the interests of the University. It is central to the proper conduct of public business that all members of the Court, including the Chair and the members elected or nominated by particular constituencies, should act and be perceived to act impartially and in the best interests of the University as a whole. They should not be influenced in their conduct as members of Court by social or business relationships, or by any other affiliation.

Objective/Collective/Detached

All members should consider the issues before them objectively and as a governor of the institution rather than as a representative of any other group, and all decisions of the Court will be regarded as collective decisions taken by the members acting as a body. Like the Chair, appointed members must also take care not to become involved in the day-to-day executive management of the institution. As Court members, this also applies to the staff and student members of the Court, except that in the course of their employment or, in the case of student members, in their activities as students, they may have professional responsibilities as employees or students within the institution.

Confidentiality

The Court seeks to be as open and transparent as possible in its work. However, it is essential that all Court 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 Court meeting room is not reported outside it. There may be times when you will be required to treat discussions, documents or other information relating to the work of the University in a confidential manner. Governors may receive information of a private or commercially sensitive nature which may become public but which is not yet public, or which is not intended to be made public. Even if information is destined to become public, it is essential that Court members do not prejudice the University's interests by making such information public prematurely.

There are provisions in Court papers or documents on confidential information and governors must always respect and comply with the requirement to keep such information private. It is

unacceptable to disclose any information to which governors have privileged access, for example derived from a confidential document, either orally or in writing.

If a governor needs to clarify the status of information at any point, they should consult the University Secretary.

Conduct of Business

Governors have a responsibility to set an example by demonstrating the highest standards of behaviour. Governors should never publicly criticise the organisation or fellow Court members. While there may be debate within Court before a decision is taken, governors must not attempt to undermine Court decisions, which are corporate decisions, or distance themselves from them outside Court meetings. It is important that nothing governors do or say, whether acting in their capacity as a Court member or in a business or private capacity, should in any way tarnish the reputation of the University or the Court.

Standards of Behaviour

To conduct the University's business effectively, it is essential to foster and reinforce relationships of confidence and trust between the Principal, the Chair and members of Court and share information freely.

The nine principles of public life, defined by the Committee on Standards in Public Life, form the basis on which the University conducts its affairs. These are:

- **Selflessness.**

All decisions should be taken solely in terms of the University and the public interest. They should not be influenced by financial or other material benefits for the decision-makers, their families or their friends.

- **Integrity**

You should not place yourself under any financial or other obligation to outside individuals or organisations that might influence you in the performance of your official duties.

- **Objectivity**

In carrying out University business, including making appointments, awarding contracts or recommending individuals for rewards and benefits, all choices should be made solely on merit.

- **Accountability**

Governors and University employees are accountable for their decisions and actions to the University and the public and must submit themselves to whatever scrutiny is appropriate to their office. In addition, the University must be able to demonstrate accountability for its stewardship of public funds through ensuring that all services are delivered efficiently, effectively and economically in the pursuit of academic excellence.

- **Openness**

All decision-making processes should be able to demonstrate transparency and openness as integral features of their conduct with the rationale for decisions available for inspection.

Information should only be restricted when it is clear that the University and wider public interest justifies such action.

- **Honesty**

University governors and employees have a duty to declare any private interests relating to their public duties and to take steps to resolve conflicts in a way that protects the University and the public interest. *The Department of Governance and Legal Services maintains a register of interest for governors and senior officers, and it is your responsibility to update your entry in this register as necessary by informing the Department of Governance and Legal Services.*

- **Leadership**

You should promote and support these principles by leadership and example.

In practical terms these principles require you, as a member of Court, to observe the highest standards of integrity, objectivity and honesty in all business.

Article 17(g) gives Court the power to remove any governor whose behaviour is deemed inappropriate.

Making Public Statements

Court members must be aware that, when writing or speaking on any matter related to the University, they might be perceived to be representing the Court – even when they think they are writing or speaking as a private citizen, or as a professional. Any (mis)perception that they are speaking in their capacity as a Court member can lead to embarrassment and distress for both the governor and their fellow Court members.

Being a Court member imposes certain restrictions on what can be said and to whom. It is essential good practice to clear articles or speeches on any subject matter which is at all relevant to the Court or the University, with the Chair of Court or Principal in advance. If a governor is approached by the media, please refer the individual making the approach to the Communications and Public Affairs team and leave such responses to the Chair of Court, Principal or other designated officer of the University.

If in doubt, please check with the University Secretary.

3.4 The Role of the Governor

It is important to remember that the role of a governor is distinct from that of the management and executive team. A governor should not act as a member of staff and should not normally become involved in detailed management or implementation or be concerned with tools and processes. This distinction is an important part of the proper behaviours of governors and it is not as easy as it sounds. While it is relatively easy to keep strategy and planning at arm's-length from the day-to-day management of the University, monitoring, for example, may require more detailed information and examination against targets which can bring the governor closer to the day-to-day business. Careful judgement is required.

In broad terms governors monitor the University's progress towards the achievements of its strategic, financial and developmental objectives against a set of key performance indicators

agreed by Court. It is for the governing body to decide the information it needs in order to carry out its monitoring task and to ensure it is provided with this information.

What might a governor do to achieve this monitoring of the University's performance and the conduct of the business without becoming involved in management's operations and decisions?

One useful concept is that of a "critical friend" – to offer constructive challenge with well-judged questions and guidance.

As well as a distinction between governor and manager, it is important to distinguish the role of governor as an individual and as a member of the governing body. The governing body is corporate. The implications of this for the individual governor are that the individual governor:

- Needs to be willing to work co-operatively with the other governors in the University's best interests;
- Must respect the necessity to support corporate decisions once they have been taken, whatever one's personal view;
- Must respect the decision that a matter should remain confidential to the governing body;
- Accept the responsibilities attached to the role of university governor and abide by the regulations governing the conduct of governors and the conduct of the business of Court as specified in the University's Statutory Instrument and Court's Standing Orders;
- Attend meetings of Court on a regular basis and be well prepared by reading papers in advance;
- Serve on one or more of the committees of the Court and/or on the Board of Directors of the University's wholly owned subsidiary companies;
- Serve on occasional short-life working groups or panels, as required;
- Undertake such training and induction as may be required to carry out the role of a member of Court and to keep up-to-date with developments in the higher education sector;
- Recognise and respect the difference between governing (Court's responsibility) and managing (the University executive's responsibility);
- Participate in the life of the University community by attending ceremonial and public events and taking an active interest in the work of the University;
- Promote the University in the wider community;
- Critically evaluate their own performance to ensure they continue to bring value added in terms of having an independent perspective.

3.5 Responsibilities of Governors as Trustees

The Charities and Trustee Investment (Scotland) Act 2005 came into full effect on 24 April 2006 and established the Office of the Scottish Charity Regulator (OSCR). All universities in Scotland are registered charities and are therefore subject to this legislation. OSCR conducts a rolling review of existing charities to ensure that they comply with the charity test set out in Section 7 of the Act which includes universities and students' associations.

For the purposes of this legislation, members of Court are regarded as "charity trustees". The Act specifies that a charity trustee must:

- act in the interests of the institution;
- seek, in good faith, to ensure that the institution operates in a manner consistent with its purposes;
- act with care and diligence;
- manage any conflict of interests between the charity and any person or organisation who appoints trustees.

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

- logging charity details on the Scottish Charity Register;
- reporting to OSCR;
- financial record keeping and reporting;
- control of fundraising activities;
- providing information to the public.

For the avoidance of doubt, governors should understand that under charity law the provision of a personal benefit can be justified only if it can be shown to be reasonable, necessary and also incidental to the role and duties that the governors carry out (ie it is something which to some extent is unavoidable and bound up with the role of governor). However much the University appreciates and values the contribution of governors who give generously of their time and expertise, legal opinion is clear that the concept of personal benefit is not amenable to generous interpretation. The following may help illustrate the point. Examples of what would be reasonable include parking facilities to enable governors to attend meetings or any other event connected with their role as governor. By contrast, the use of parking facilities for any other purpose would not be considered reasonable or justifiable. Similarly, concessional rates for membership of the University's gym would be regarded as a personal benefit and would not, therefore, be available to governors as gym membership could not reasonably be said to facilitate discharging the role of governor.

OSCR has published detailed guidance for charity trustees on its website:

[OSCR | Trustee Duties](#)

Other useful information and guidance can be accessed from the OSCR website homepage at:

<https://www.oscr.org.uk/>

3.6 Appointment Process

Although vacancies for independent governors are widely publicised, the Court has increasingly deployed recruitment agencies to support this work. The Court is committed to developing its own diversity and it must also have regard to the Gender Representation on Public Boards (Scotland) Act 2018 which sets the goal of half of the membership being female. In addition to advertising on relevant websites and sometimes in the press, vacancies are widely advertised through social media. Direct approaches seeking nominations and dissemination of the vacancies may also be made to professional bodies, organisations

furthering the interests of equality and diversity and of people with a protected characteristic, Chambers of Commerce and other business organisations. The wider University may also be encouraged to suggest potential candidates, and university alumni themselves may apply, assuming they are not also a current student or staff member.

Before advertising a vacancy, or appointing a search company, the Court Governance and Nominations Committee, which oversees the process for Court, reviews the skills matrix of existing governor expertise against the Court's requirements. The preferred profile for any specific vacancy is then duly advertised. Court members are encouraged to suggest and advise the Chair of Court of possible nominees at any time bearing in mind the wish to ensure diversity in the composition of Court.

Individuals expressing interest in the role of governor may submit a full CV to the University Secretary although if a recruitment firm is retained, the applications will be managed in that way.

Selection Procedure

In selecting nominees to go forward to the full Court, the Court Governance & Nominations Committee must have regard to the needs of the University and the diversity profile of the existing membership, to ensure a good balance of expertise, skills, independence and diversity.

Reporting to the University Court

The Court Governance & Nominations Committee submits a report to the University Court making recommendations on the nominees to fill any current vacancies for appointed governors. A rationale for the selection of each of the nominees is provided. The names of those not selected for nomination can be made available to governors not on the Committee on request, on a confidential basis. The Committee also reports to the University Court in respect of recommendations for the reappointment of governors, assignment to Committee Chair roles and similar matters.

Article 11 of the Statutory Instrument requires the University Court to make rules for the conduct of elections of staff governors. These are contained in schedules 6 and 7 of the [Standing Orders](#) of the University Court, and these and the nominated governors' names are reported to Court too.

3.7 Period of Office

Members of the University Court appointed under Article 10(h) of the Order of Council 2010 (as amended by the Glasgow Caledonian Amendment Order of Council 2020) normally hold office for a period of three years. The term of office might not coincide with the start of the Court's business year on 1 August as an effort is made to stagger the end date of terms of office in the interests of maintaining continuity. The normal maximum allowable period of continuous service for lay governors is nine years. However, in exceptional circumstances, which are tested rigorously, the Court may extend the term served by an appointed governor by up to a further three years to give a maximum of twelve years' service as a governor.

3.8 Resignation

If a member wishes to resign from the University Court, they would normally write, in the first instance, to the Chair of Court, copying the correspondence to the University Secretary. Court members have a right to communicate any written concerns on resignation. Again, these should be addressed to the Chair and/or University Secretary.

3.9 Time Commitment

Our estimate of the time that a governor will be asked to devote to the University as a member of Court is based upon preparation for, travel to and participation in, the meetings and other events taking place over the course of the year. These are normally:

- five meetings of Court each year (meetings normally last no more than three hours and start at 9.00am on a Thursday (a court networking dinner is normally held at 6.00pm the evening prior to the Court meeting with an external speaker and staff and student invitees depending on the topic of the talk);
- up to five meetings of Court standing committees per year (meetings usually last around two hours and, with the exception of the People Committee which starts at 2.00pm, most now start at 3.00pm. Some committees meet more frequently than others and there may be differing levels of volume and/or complexity of papers);
- an annual one-day strategy event (generally held at the beginning of October);
- short strategic or topical events, these normally being conducted virtually with a duration of usually one but up to two hours;
- the annual Graduation Ceremonies (normally taking place on three days in July and two days in November at the Glasgow Royal Concert Hall with the expectation that members will attend one day of the ceremonies). A small number of additional ceremonies are held in London for students graduating from GCUL to which governors are also invited if they live locally/happen to be in London;
- occasional lectures, exhibitions, dinners and other social events, taking place at any point during the year. These provide opportunities for governors to interact with staff, students, external stakeholders and each other outside the formal committee meeting structure. The presence of lay governors at such events is a valued part of their role;
- the conduct of other duties or involvement in Court and university business between meetings (eg sitting on ad hoc advisory groups/short term working groups, chairing or serving on panels concerned with later stages of staff/student appeals).

On appointment, governors are ordinarily assigned to one or two Standing Committees, dependent upon relevant experience and areas of expertise, and balancing the overall requirements of the Court.

There is also a governor link scheme in place whereby each appointed governor is associated with a different School, professional services department or other significant focus of activity across the University as a method of promoting understanding and interaction between Court members and the wider University.

Governors are expected to attend all scheduled Court and Committee meetings, these being meetings which have been arranged three and usually many more months in advance. The Department of Governance and Legal Services keeps a record of attendance. In accordance

with the requirements of the Scottish Code of Good HE Governance 2023 individual attendance at Court and Committee meetings is disclosed in the University's Annual Report and Accounts. The calendar of dates is presented to Court for approval on a rolling two-year basis and every effort should be made by governors to adhere to the calendar. Occasionally subsequent date changes will be driven by unforeseen events.

In accepting an appointment to Court, governors are expected to play as full a part as they can in the University's internal life and, importantly, to act as ambassadors in their own external networks. Governors should understand this expectation and its purpose. Their involvement in the life of the University beyond the formal Court and Committee structure is intended to enhance their understanding and effectiveness as governors, not to provide a means of intervening in the institution's day-to-day management, which is the responsibility of the Principal.

In summary, governors should be willing to devote a good 12 to 15 days per year to discharge their role fully.

3.10 Governor Induction and Development

All new governors receive:

- a formal letter of appointment which specifies their term of office

and they also receive links to an electronic version of the following:

- a copy of this Governors' Handbook;
- the Calendar of Court/committee meetings;
- a copy of the [Scottish Code of Good Higher Education Governance 2023](#);
- a copy of the [CUC Guide for Members of HE Governing Bodies](#);
- a copy of the [University's Statutory Instrument](#) and the [Amendment Order 2020](#);
- a copy of [Court's Standing Orders and schedules](#);
- a copy of the Annual Report and Accounts;
- a copy of the [Charity Trustees' Guide](#);
- a copy of the University's [Anti-Bribery Policy](#);
- a copy of the Declaration of Interest Policy and a copy of the declaration of interest form for completion.

There is an in-house induction programme which all new governors attend. This normally comprises a contextual briefing on the HE landscape and governance by the Chair of Court and the University Secretary. Thereafter, a programme of individual meetings with members of the Executive, the School Deans and others is arranged.

In addition to the in-house programme governors attend the course organised by Advance HE for newly appointed governors. The Leadership Foundation for Higher Education (<https://www.advance-he.ac.uk/>) also provides courses for the further development of Court members. Increasingly these tend to be oriented towards the very different English governance context, but where useful, details of such events are communicated to members, along with other appropriate events, in the regular communications with Court. If you wish to attend an external event related to your role as a governor, you should contact the

Department of Governance and Legal Services in the first instance. Course fees and travelling expenses for approved participation are paid by the University.

There are also arrangements which are designed to keep Court members up-to-date with developments within the University and throughout the sector. These include:

- Items concerning major academic issues being included on agendas for meetings of Court;
- Presentations at Court dinners and presentations at Court meetings by the Principal or other senior officers or external speakers on particular topics of interest or relevance to the University or sector as a whole;
- Executive reports submitted to Court for information;
- Occasional visits to Schools and departments;
- The Department of Governance and Legal Services takes out a subscription to the Times Higher Educational Supplement to help keep governors in touch with national developments in higher education;
- The Department of Governance and Legal Services emails a copy of the weekly newsletter, Caledonian Connected, to governors.

The University Secretary or members of the Department of Governance and Legal Services will always be pleased to provide or arrange a fuller briefing on particular issues, or on the generality of Court's work, as required.

3.11 Court Online Resources

Court members are assigned a university email address, if requested. The Court operates with an electronic Board management system, currently the Convene Board portal, and all papers are routinely provided electronically. Papers are also available electronically on Court & Committees Teams site, an area on the University's Intranet for communication and collaboration with colleagues, regardless of geographic boundaries. Both Convene and Court & Committees Teams site offer a secure, password-controlled environment in which all University Court and committee agendas, minutes and papers (including any with Freedom of Information Act/FOI(S)A restrictions) are published as well as other documents and information that may be of use. The Convene Library is a valuable resource for governors as is the University's website which has a wealth of information regarding the University, its structure, programmes, research, business services and other activities.

The Department of Governance and Legal Services arranges for accounts to be set up for governors and for training in the use of Convene, if required. Please contact [Department of Governance and Legal Services](#) for further information.

3.12 Personal Liability

The Court of Glasgow Caledonian University is the University's governing body and is constituted as a body corporate under statute. This means the Court is a legal entity in its own right, separate from its individual members. In broad terms the liabilities of the Court can be enforced only against the Court (as distinct from its individual members) and can be satisfied only against its assets.

In common law, Court members have certain fiduciary duties and duties of skill and care. In observing these duties a governor must act in good faith and in the best interests of the University and must act honestly and reasonably.

It is unlikely that a governor would be held liable for breach of duty or for acting negligently unless they had been grossly negligent.

The Directors and Officers Liability Insurance policy covers the members of the University Court as well as any Directors of the University's commercial subsidiaries against damages, judgements, settlements and defence costs arising from liability at law for a wrongful act* committed by them in the course of University business.

Various conditions, exclusions and excesses apply, for example cover is excluded where the Insured Person has committed a fraudulent act.

* Wrongful act means any wrongful act or omission, error, misstatement, misleading statement, neglect or breach of duty committed, attempted, or allegedly committed or attempted, by an Insured Person individually or otherwise, in their Insured Capacity, or in any matter claimed against them solely by reason of their serving in such insured capacity.

3.13 Register of Interests

Any member of the Court who has a pecuniary, family or other personal interest in a matter discussed at a Court or committee meeting they attend, should disclose the facts of the interest to the meeting as soon as practicable. This invitation to disclose as necessary is an item of business at each meeting

Governors are expected to declare their interest in any item of business considered by the Court or its Standing Committees before the item is discussed and any declaration is recorded in the minutes of the meeting of the Court or its Standing Committees. The Chair of Court or its committees will then rule on the appropriate behaviour expected of the governor. This will depend upon the particular circumstances of the item of business. The options open to the Chair are to:

- a) allow the governor to remain, speak and vote on the item;
- b) permit the governor to remain but not to speak or vote on the item;
- c) request the governor to leave the meeting for the duration of the item.

In deciding whether an interest should be disclosed, members should have regard to whether that interest is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a member's independent judgement. If in doubt, please consult the Chair or the University Secretary.

As members of Court, governors are not considered to have a pecuniary interest in matters under discussion merely because they are a member of staff or a student of the institution. Nor does the restriction of involvement in matters of direct personal or pecuniary interest prevent members of the Court from considering and voting on proposals to insure the Court against liabilities which it might incur.

The Department of Governance and Legal Services keeps a publicly available Register of Interests of members of the Court. All members of Court have the responsibility to ensure that the information contained about them in the Register is complete and up-to-date. The Register of Interests is published on the Court webpage:

<http://www.gcu.ac.uk/theuniversity/universitycourt/registerofinterests/>

The Department of Governance and Legal Services asks each member of Court to review and revise the information contained about them in the Register at least once every year but any significant changes in your interests which occur during the Academic Session must be notified immediately to the University Secretary.

Newly appointed and elected/nominated governors are required to complete a Register of Interests form, which is provided to governors directly by the Department of Governance and Legal Services.

3.14 Gifts and Hospitality

The University is committed to maintaining the highest standards and conducts its business in accordance with best practice in higher education corporate governance, with the seven principles identified by the Committee on Standards in Public Life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership and in accordance with its obligations under the Bribery Act 2010.

Gifts of a nominal value (c £50 or less, which level will be subject to periodic review, or a gift of a similar worth outside the UK) from external individuals or organisations may be accepted.

A University representative, including members of court, should ensure that hospitality received does not compromise them in any way or could not be perceived to do so. Members of Court may accept meals and equivalent hospitality only in the normal course of business and only when the hospitality is appropriate and proportionate. What is reasonable should take into account the nature of the event and, in general, a meal, moderate associated activity and refreshment would be regarded as acceptable. The frequency and scale of hospitality should not normally be greater than the University would be likely to provide in return.

Members of Court are required to record any gifts accepted in the central register, which is maintained by the Department of Governance and Legal Services.

A copy of the University's Gifts and Hospitality Policy and Anti-Bribery Policy can be found [here](#).

3.15 Expenses

It is the policy of the University that lay governors are allowed to claim for receipted expenses incurred while on University business, and the full policy can be found [here](#). Claims should be made on the appropriate claims form and submitted to the Department of Governance and Legal Services promptly and at least every three months. Non-staff expenses claims forms are available from the Finance department webpages:

<https://www.gcu.ac.uk/aboutgcu/supportservices/finance/forms>

3.16 Car Parking

Governors who are attending meetings or any other event in connection with their role as governor, and require car parking space on Campus, should contact the [Department of Governance and Legal Services](#) with their request and car details.

4. CONDUCT OF THE MEETINGS OF THE UNIVERSITY COURT

This section provides some basic information about how Court operates. A detailed explanation of the procedures governing the conduct of Court and committee meetings is contained within the Standing Orders of the University Court.

4.1 Guiding Principles

In accepting appointment to Court, members are bound at all times to act in the best interests of the University rather than in the interests of any one stakeholder group, internal or external, to the University.

The Scottish Code of Good HE Governance identifies the following as the guiding principles for the proper conduct of public business: integrity, objectivity, openness, transparency, accountability and value for money.

4.2 Members but not Representatives

Members elected or nominated by particular constituencies should not act as if delegated by that constituency. No member may be bound, when speaking or voting, by mandates given to them by others, except when acting under approved arrangements as a proxy for another member of the University Court.

4.3 Standing Orders of Court

The organisation and conduct of meetings is governed by the Standing Orders of the University Court. The Standing Orders are kept under review to ensure that they continue to support the work of Court effectively. There is provision within the Standing Orders for a formal review at least once every five years. A copy of the Standing Orders can be found [here](#).

4.4 Agendas, Papers and Minutes

Agendas and papers for meetings of Court are likely to require at least two hours' study. Governors are notified by email by the Department of Governance and Legal Services five working days before the date of the meeting that the papers are available electronically through a secure site for governors which is currently located on both the Convene Board Portal and on Court & Committees Teams site. The aim is to send the draft minutes for review to the Chair of Court or the relevant Committee Chair and the University Secretary within 5 working days after the date of the meeting. Approval of draft minutes is sought electronically from the membership prior to the next Court or committee meeting. Confirmed Court minutes are published on the University website.

The University adheres to the principles of openness and transparency in the dissemination of information throughout the institution, and a short summary of the proceedings is circulated to all staff immediately after each Court meeting. However, there are occasions where the nature of the information discussed at Court, Court Standing Committees and any other University committee or sub-committee is such that confidentiality must be observed. It should be assumed that all papers circulated for a Court meeting are confidential. Any subsequent dissemination of information will be managed appropriately. If Court members

are ever in doubt as to the status of information and need that clarified, they should contact the University Secretary or the Director of Governance and Legal Services.

4.5 Calendar of Meetings

The dates of the Court and committee meetings for each year and the year after are agreed at the second Court meeting of the preceding academic session. There can be occasions when subsequent amendment in respect of a committee or event date proves unavoidable, but these occasions are usually very few in number.

4.6 Timing and Length of Court Meetings

Court meetings are normally held on a Thursday. Meetings start at 9.00am and last on average three hours. They are usually followed by a light lunch and on occasion a presentation by a member of the staff or student community on an aspect of the University's work or the student experience. An informal dinner, to which staff and students are also invited, is held at 6.00pm on the evening prior to the Court meeting. A guest speaker is usually invited to the dinner.

4.7 Review of Effectiveness of Court and its Standing Committees

There is an annual effectiveness review conducted by the Chair of Court. This is combined with the annual appraisal scheme for all Court members. Court members are asked to complete a questionnaire which seeks reflection and feedback on the operation of the Court and the contribution of the individual and invites each governor to rate the performance of Court as a whole as well as the committees. This is followed by a discussion between the Court member and the Chair of Court. The outputs from the questionnaires and the conversations with the Chair of Court are distilled into a report with recommendations which the Court receives at its first meeting of the session.

The Scottish Code of Good HE Governance 2023 recommends that each governing body carry out an externally facilitated appraisal of its performance at least once every five years. The process is not prescribed and can be tailored to the needs of the Court as appropriate and agreed at the time by the Court Governance and Nominations Committee. These effectiveness reviews are often based on a questionnaire structured around major themes which encapsulate Court's primary responsibilities and operation and can include some or all of the following: the facilitator's review of recent Court and committee papers, observation of a Court meeting, and conversations with a number of governors. Where it is efficient to do so, the findings of the annual appraisal for the year in question may also be made available to the facilitator. The facilitator will then prepare a report for Court.

The Chairs of the Standing Committees meet at least four times a year with the Chair of Court to enable them to raise any issues relating to the business or performance of their committees, and the Committees report regularly to the Court.

5. THE ESTATE

This section outlines the Court's responsibilities in relation to the University's estate and provides a brief overview of the estate and the strategy currently being implemented. The Scottish Funding Council requires all universities to submit an up-to-date Estates Strategy.

5.1 The Role of the University Court

The governing body's responsibilities include oversight of the strategic management of the University's land and buildings. As part of this responsibility the Court considers, approves and keeps under review an estate strategy which identifies the property and space requirements needed to fulfil the objectives of the University's strategic plan, and also provides for a planned programme of maintenance. A business case is prepared for any major funding requirement for the estate, and this is scrutinised by the Finance & General Purposes Committee before submission to Court for consideration and approval.

The Strategy 2030 Infrastructure Enabling Plan supports one of the University's key corporate objectives, namely the provision of high-quality learning, teaching and research environments for students, staff and visitors. Our buildings, open spaces and associated infrastructure should all reflect and further our values and aspirations. Through partnership and consultation with Schools and service departments, the Estates team works to create a campus that is well adapted to the University's current and future strategic purposes.

Oversight of the implementation of the Infrastructure Enabling Plan is delegated to the Finance & General Purposes Committee.

6. FINANCE

This section outlines the Court's responsibilities in relation to the University's finances.

6.1 The Role of the University Court

Although professional staff, reporting to the Chief Operating Officer and DVC through the Chief Financial Officer, manage the finances on a day-to-day basis, Court has a wider responsibility to safeguard the use and due application of public funds. Court should ensure that it is kept sufficiently informed about the finances to be able to discharge its accountability for the proper use of public funds, whether by preventing abuses or by promoting value for money. This will normally happen through one of the following mechanisms.

6.2 The Scottish Funding Council

The Scottish Funding Council (SFC) is the body that distributes funding for publicly funded teaching, elements of research and other activities. The SFC is a non-departmental public body of the Scottish Government and was established on 3 October 2005 under the terms of the Further and Higher Education (Scotland) Act 2005. It replaced the former Scottish Further Education Funding Council and the Scottish Higher Education Funding Council bringing together funding and support for Scotland's colleges and universities under one body. Further information about the SFC, its role and responsibilities is available at the following website <http://www.sfc.ac.uk>. When allocating funding, the SFC must have due regard to ministerial letters of guidance from the Scottish government.

Court is responsible to the SFC through a Financial Memoranda which sets out the formal accountability relationship between SFC and institutions, and the requirements that institutions are expected to comply with in return for funding. Full details can be found [here](#).

The Scottish Funding Council expects Court to be satisfied that it has in place proper arrangements for the governance, leadership and management of the University as required under the terms of the University's Statutory Instrument. The Statutory Instrument stipulates that the University's Chief Executive Officer, who is the Principal, is directly accountable to the Court for the proper conduct of the University's affairs and to the SFC for the proper use of funds deriving from the Scottish Ministers. Court is required to present audited financial statements for each financial year and is responsible for satisfying itself that proper accounting records are kept which disclose with reasonable accuracy, at any time, the financial position of the University.

6.3 Audit Committee

The Scottish Funding Council requires Court to appoint an Audit Committee and to provide for internal and external audit. Increasingly the Committee has focused on risk and risk management and it also reviews and monitors the University's compliance with the GDPR and the Data Protection legislation.

The work of the Audit Committee enables Court to satisfy itself that the University's financial systems and controls are robust.

The Audit Committee is responsible for giving detailed scrutiny to the annual accounts from an audit perspective and for recommending their acceptance to Court. There is a joint meeting of the Audit Committee and the Finance and General Purposes Committee each year to scrutinise the Financial Statements before they are submitted to Court for approval, usually in December. The Chair of the Committee has a direct line to the Chair of Court, to the Principal and to the auditors.

6.4 Finance & General Purposes Committee

The Finance and General Purposes Committee ensures that funds from the Funding Council are used only for purposes for which they have been given and in accordance with the Financial Memorandum between the University and the Funding Council. In addition, the Committee reviews financial and campus development strategies in relation to strategic plan objectives. It also scrutinises and tests business cases for major university initiatives whether publicly funded or funded from non-public sources. The Committee reviews iterations of the annual budget for the year ahead before the annual budget is submitted to Court in June each year for approval. Routine financial monitoring of the University and associated entities (University Companies and the Students' Association) is the responsibility of the University Planning and Resourcing Group. There are regular reports to the Finance and General Purposes Committee and significant variances are reported on an "exception report" basis. As noted above, the FGPC reviews the draft Financial Statements in a joint meeting with the Audit Committee.

6.5 Budgetary Cycle

The financial year for the sector as a whole runs from 1 August to 31 July. The annual planning process starts around November and culminates in the presentation of a draft budget for approval to Court's June meeting. Each year there is a letter of direction from the Scottish Government which sets out the priorities for the Funding Council's funding allocation to the sector for the coming year and clarifies the Scottish Government's expectations of the Funding Council's role in helping to deliver these priorities. The University receives an annual Funding Allocation from the Funding Council, usually in May, advising of the funding for the following financial year. Universities have to account for this money and how it is used, and must have internal and external audit arrangements in place. Outputs are measured through a range of performance indicators.

The revenue budget is devolved to Deans of schools and professional support departments. The devolved budgeting system requires each budget manager to control and manage his or her part of the annual budget. The annual revenue budget allocations are revised as necessary during the financial year taking account of actual as opposed to planned student recruitment and associated income and any other material factors not planned for at the time the budget was approved by the University Court.

6.6 Charitable Status

Glasgow Caledonian University is a registered charity under the Charities Act 1993.

Charitable status confers the following benefits:

- Exemption from capital gains tax, and from income tax and corporation tax on income other than trading income arising outside the course of carrying on the primary purpose of the institution.
- Ability to recover income tax deducted from deeds of covenant and receipts under gift aid.
- Exemption from inheritance tax for donors to institutions.
- Substantial relief on business rates.

All higher education institutions are normally exempt from VAT on the supply of education and research. They may however be liable for VAT on trading activities.

7. STAFFING

This section outlines the Court's responsibilities in relation to staffing.

7.1 The Role of the University Court

The University Court has responsibilities in relation to staff. This includes ensuring that pay and conditions are properly determined and implemented. In most cases Court delegates this responsibility to the People Committee. Court is responsible for appointing and setting the terms and conditions for the Principal and Vice-Chancellor and must reserve this power solely for itself. It is responsible for appointing and setting the terms and conditions of such other senior staff as it determines. Court delegates aspects of this element of its work to the Remuneration Committee.

The University Court is not required to involve itself to the same extent in the appointment of other staff. Court is responsible only for setting a framework for the pay and conditions of service of staff. Court discharges this responsibility in two ways:

Court subscribes to the broad policy framework within which pay and conditions of service are negotiated nationally by the Universities and Colleges Employers Association (UCEA). Court also approves the University's People Enabling Plan.

Court is responsible for ensuring there is a framework or procedures for the appointment, promotion, suspension and dismissal of staff, and for making rules which specify the procedures according to which staff may seek redress of any grievances relating to their employment. This is overseen by the People Committee which makes recommendations to the Court where necessary. The People Committee also has responsibility for overseeing the implementation and review of the Strategy 2030 People Enabling Plan.

7.2 Staff Groups

Staff fall into one of four groups:-

- Teaching and research staff comprise professors, readers, senior lecturers, and lecturers (there are also researchers, often employed for particular projects)
- Support staff comprise professional, administrative, technical and manual staff
- Senior management grade staff consists of the Deans and the Directors of Services; and Heads of Department/Service
- Staff holding executive level contracts

7.3 Joint Consultative Committee (JCC)

The Committee provides a channel of communication and consultation between staff with executive responsibility for the management of the University and recognised Trade Unions. It is a forum to allow the negotiation on matters of collective bargaining and issues involving potential changes to the core terms and conditions of University staff (below Senior Management and Professorial level) that are not subject to national negotiation. It includes

discussion and communication of wider issues affecting the University but which do not have a direct bearing on the terms and conditions of staff, particularly to seek the views and input of the GCU trades unions at the development stages of policies and proposals.

7.4 People – Enabling Plan 2030

The People Enabling Plan will support and strengthen our University Community by delivering:

- A strong sense of identity and common purpose through shared goals and collective commitment to the University Mission and Values
- Enhanced flexibility in processes, procedures and work patterns that enable and encourage creativity and confidence and support growth and positive change
- Individual and corporate understanding of, and commitment to, physical and mental wellbeing
- Recognition, support and celebration of the power of diversity and delivery of equality and inclusion across the University.

It will embed our University Values and behaviours deeper within policies, processes and practices:

- Integrity
- Creativity
- Responsibility
- Confidence

Key projects within the People Enabling Plan 2030 are noted below:

- Staff Engagement
- New Ways of Working
- Staff Wellbeing
- Equality, Diversity and Inclusion

8. STUDENT AFFAIRS

This section outlines Court's responsibilities in relation to students. The University works in a strong constructive partnership with the Students' Association, and there are two student governors on Court nominated by the Association. The Students' Association is a body with its own separate corporate identity as a charity regulated by OSCR, although it operates under the broad oversight of the University Court and is funded by the University. Student representation is an integral feature throughout the University at corporate and at School level.

8.1 The Role of the University Court

Section 22 of the Education Act 1994 (the Act) requires the governing body to take such steps as are reasonably practicable to ensure that the Students' Association operates in a fair and democratic manner and is accountable for its finances. In doing so the governing body is required to ensure that the Students' Association has a written constitution, a financial memorandum setting out the individual and joint responsibilities of the University Court and the Students' Association in relation to the conduct of the Association's financial affairs, a Code of Practice setting out the principles governing the operation of the Association and a Complaints Procedure.

The requirements of Section 22 of the Act are amplified by article 29 of the Glasgow Caledonian University Order of Council 2010 (as amended by the Glasgow Caledonian Amendment Order of Council 2020) which states that *"The University Court must, in consultation with students attending the University, make a scheme for the constitution and functions of the Students' Association which scheme must include rules under which that Association is entitled to make representations to the University Court."*

GCU's Students' Association operates on the basis of a written constitution which was approved by Court when the Association was established in 1993 and has been subject to evolution since then.

The Students' Association's Constitution, Financial Memorandum and associated governance documentation are subject to review and reaffirmation by Court every five years.

Any changes to the Students' Association's Constitution must be approved by the University Court prior to being submitted to OSCR for approval.

The Students' Association is a separate legal entity and has its own charitable status. It is responsible for organising and managing its affairs in accordance with the terms of its constitution and associated governance documentation. The Students' Association is led by a Trustee Board, chaired by the Student President, and including lay trustees with responsibility for setting the Association's strategic direction, ensuring it remains solvent, is well-run, fulfils its vision, mission and values and delivers its charitable purposes.

The University Court provides rent free premises for the Association's use. The responsibilities of both parties are set out in a Licence Agreement which is reviewed every five years.

The University Court allows for the payment of an annual grant to the Association which the Association may spend as it wishes subject to no portion of the grant being used to fund any commercial activities of the Association. The Students' Association is responsible for the stewardship of its financial affairs. However, the governing body is responsible for assuring itself that there are robust and transparent mechanisms in place to monitor the finances and general activities of the Association. Court has delegated to the Finance & General Purposes Committee the responsibility for overseeing the Association's financial affairs on the basis of exception reports from the Executive Board.

In the event that the Association undertakes any activities which are ultra vires or prejudice its charitable status or that of the University, the Finance & General Purposes Committee may instruct the Association to desist from the activity pending review by the Court whose decision as to whether or not the activity may continue is final.

The Chair of Court, the Vice-Chair and the University Secretary meet with the student governors, other office-bearers of the SA and students regularly, and all Governors are strongly encouraged to join these excellent informal discussions. It is usually possible to do so either in person or remotely.

8.2 The Students' Association

Glasgow Caledonian University (GCU) Students' Association is a registered Scottish charity, number SC022887. All students studying programmes at the Glasgow and London campuses are automatically members of the Students' Association. The Students' Association is a member-led organisation.

The Students' Association as a charity has a [Trustee Board](#). The Trustees of the charity consist of four elected Full Time Officers, four appointed Student Trustees and four appointed External Trustees. The Trustee Board has ultimate responsibility for setting the [strategic direction](#) of the Students' Association, ensuring it is solvent, well-run, meets its Mission, Vision and Values and delivers its charitable purposes. The Trustee Board receives reports on how the Students' Association is achieving its mission, vision and values, develops strategy, monitors and reviews the charity's policies and performance, ensures compliance with the [Constitution](#) and law and maintains proper fiscal oversight.

On an annual basis the Students' Association elects four Full Time Officers who take a year out of studying (a 'sabbatical'). The [Full Time Officers](#) (Student President and x3 Vice Presidents) are responsible for ensuring the views of students are effectively represented and that the Students' Association makes a positive difference to the lives of its members. The Full Time Officers meet regularly, as the Executive Committee, to discuss the student experience at the University. The office of President is first offered to the student who collects most votes in the full-time officer elections held in March each year. A student may hold office for a maximum of two years, if they choose to present themselves again for election after year one. This has become a more frequent phenomenon in recent years.

Caledonian [Student Voice](#) is the policy making body that meets four times a year. It oversees the work of the Full Time Officers, holds them to account and sets the Students' Association campaigning and representation agenda.

The Students' Association employs [permanent staff](#) who, led by the Chief Executive, provide continuity as well as professional and managerial expertise and who undertake the day-to-day management and running of the organisation and implementing Students' Association policy. All staff ultimately report to the Chief Executive, who in turn reports to the Trustee Board. The Chief Executive has been delegated overall responsibility for the strategic and general management of the Students' Association.

The Students' Association receives support and resources from the University including an annual grant, rent free occupancy of a building owned by the University, and professional advice and support from the University when necessary. The University and Students' Association have jointly approved a [Partnership Agreement](#), 'GCU Community: Working Together in Partnership', that informs and underpins our approach to partnership working in practice. The [Code of Practice relating to the operation of the Students' Association](#) outlines how the Education Act 1994 is managed between GCU and the Students' Association. The Students' Association appoints two Student Governors annually to the University Court. This is normally the Student President and another Full Time Officer. Governors regularly receive reports at University Court from the Student President and the Students' Association.

The University remains committed to student engagement and partnership working with GCU Students' Association. The University, in partnership with the GCU Students' Association, encourages students to become actively involved in providing constructive feedback about all aspects of University life. Student representation is a key element of student engagement. The University has worked with the GCU Students' Association to co-create its [Guide to Student Representation at GCU](#) which outlines the student representation and joint academic representation structure. The GCU Student's Association Student Action Group for Engagement (SAGE) acts as an operational vehicle for collaboration between staff and students, to enable genuine student participation in learning, teaching and quality enhancement, and the wider student experience. All student facing policies involve consultation with SAGE at an early stage of development and prior to being approved by Senate. The Students' Association works closely with the University in its preparation for, and participates alongside the University in external quality review as required by the Scottish Funding Council (currently Institutional Liaison Meetings and Quality Enhancement and Standards Review), has actively shaped the University 2030 Strategy and annually contributes to the Outcome Agreement submission.

The [Student Handbook](#) outlines all the services and activities run directly by the Students' Association.

9. EQUALITY & DIVERSITY

This section outlines Court's responsibilities in relation to the promotion of equal opportunities.

9.1 The Role of the University Court

The University Court is ultimately responsible for ensuring that in 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. The Equality Act 2010 is key.

New members of the University Court should be aware of the importance attached to equality of opportunity as being part of our core purposes and values because the Court is ultimately liable for any breaches of the Equality Act 2010.

In addition to the duty to avoid discriminatory practices in all of our functions, the Public Sector Equality Duty of the Equality Act 2010 places a duty on the University to have 'due regard' in exercising its functions to the need to eliminate unlawful discrimination, to advance equality of opportunity and to foster good relations. This means that the University must proactively integrate considerations of equality into our day-to-day business – to promote greater access, widen opportunities for those who work and study here and celebrate the diversity of our different communities – rather than just avoid discrimination.

9.2 The University's commitment to Equality and Diversity

As the University for the Common Good, equality, diversity and inclusion are at the heart of everything that we do – they are embedded throughout our Strategy 2030, our leadership and our University Values. We take a whole university approach to promoting equality, diversity and inclusion in the student experience, the staff experience, and our learning, teaching and research activities. This is demonstrated by the University's achievement of the Athena Swan Institutional Silver Award, which recognises the University's significant record of activity and achievement in promoting gender equality across different disciplines, and the Student Minds' Mental Health Charter Award, which recognises our best practice in supporting mental health. We are working towards Race Equality Charter accreditation as part of our tackling racism work.

The University's equality, diversity and inclusion commitments are realised through our Equality Outcomes 2021-2025, and supported by our Dignity at Work and Study Policy, which relate to staff, students and stakeholders across the University.

9.3 Dignity at Work and Study Policy

The University's guiding policy on equality and diversity is the [Dignity at Work and Study Policy](#). It sets out our commitment to equality and diversity, as well as the accountabilities associated with it, including the responsibilities of Court. Key aspects of the policy include:

9.3.1 Policy statement

Glasgow Caledonian University is committed to providing a culture and environment which is inclusive of all sections of society and responsive to the needs of individuals. Staff, students and other stakeholders should be free from any form of unlawful discrimination, enabling them to participate fully in all aspects of University life and make a valuable contribution to the success of the institution and the communities of which they are part.

The University is committed to ensuring that:

- All potential and current staff, students and other stakeholders are treated fairly, and are not discriminated against because of age, disability, gender reassignment, marriage and civil partnership, pregnancy, maternity and paternity, race, religion or belief (including lack of belief), sex, sexual orientation, socio-economic background, trade union membership, care experienced background, family circumstances or any other distinction.
- An inclusive and supportive environment that values dignity at work and study is created for staff, students and others associated with its work, that truly recognises and values staff and student diversity, and promotes good relations between different groups.
- A shared awareness, understanding and commitment to equality and diversity is developed to enable all staff and students to act in accordance with this Policy, so that the principles of dignity, respect, equality and diversity can effectively be mainstreamed into the core of all University functions.

9.3.2 Accountabilities

Strong and clear leadership is key to ensuring that the commitment to equality and diversity is realised. The specific responsibilities include:

- It is the overall responsibility of Court, as the governing body, for ensuring that the University fulfils its legal responsibilities for promoting equality and diversity and eliminating discrimination, and for making sure that the Policy is implemented. In order to fulfil this responsibility, Court will receive an annual report from the People Committee, on the implementation of the Policy to enable members to ensure that the Policy is being implemented, monitored, enhanced and continuously reviewed.
- The Principal is responsible for ensuring that the Policy is effectively implemented (with Court), and staff are aware of their responsibilities, accountabilities, and training needs to fulfil these. Appropriate action will be taken against staff or students who are found to have undertaken or supported any acts of unlawful discrimination, or in any other way breached this Policy.
- The Director of People is responsible for implementing the policy with respect to staff and specifying and implementing specific related policies and procedures.

9.4 Glasgow Caledonian University's Equality Outcomes

The implementation of the Dignity at Work and Study Policy is supported by the University's Equality Outcomes. The outcomes help to fulfil the University's duties under the Equality Act 2010 by embedding equality and diversity across all university functions, projects and

activities. The outcomes are consistent with and further our mission as the University for the Common Good and our University Strategy.

The University's Equality Outcomes 2021-2025 are:

- Equality Outcome 1: Our people have strong knowledge and understanding so that they can promote equality, diversity and inclusion and challenge discrimination through their actions and behaviours
- Equality Outcome 2: Our University is physically and virtually accessible to disabled people
- Equality Outcome 3: Black, Asian and Minority Ethnic students and staff are confident that the University is taking action to prevent and tackle racism and racial inequalities
- Equality Outcome 4: Students and staff experience a supportive culture of positive mental health
- Equality Outcome 5: Our University promotes gender equality in its widest sense, including trans equality, by addressing barriers for students and staff

Progress on implementation of the outcomes, as well as mainstreaming equality and diversity across the University more broadly, is reported through the University's [Public Sector Equality Duty Report](#). This report is published every two years as required by the Equality Act 2010 and is presented to People Committee and Court for approval prior to publication.

10. HEALTH & SAFETY

This section outlines Court's responsibilities in relation to health and safety.

10.1 The Role of the University Court

The University Court is the governing body and as the employer has ultimate legal responsibility for the health and safety of staff and other individuals who are affected by our activities, including students, visitors and contractors. It is responsible for approving the University's overall strategic direction and exercising general oversight of the University's performance and development including health and safety.

The People Committee is a Standing Committee of the University Court. The Committee considers and reports to Court on the People Strategy, Equality, Diversity and Inclusion, and Health, Safety and Wellbeing and, where applicable, makes recommendations on matters relating to the Health, Safety and Wellbeing Policy and its implementation.

The University Court will, through the People Committee:

- Assure itself that there is a written Health, Safety and Wellbeing Policy, in which management responsibility for health and safety is clearly allocated at all levels;
- Agree the University's strategic approach to implement the Health, safety and Wellbeing Policy and supporting plans and that appropriate arrangements are in place for developing, maintaining and improving the health and safety management system;
- Receive and consider twice-yearly health and safety performance reports, both strategic and operational, to evaluate and monitor the health and safety performance of the University;
- Assure itself that arrangements are in place for consultation with staff, students and recognised trade unions;
- Assure itself that the necessary Occupational Health arrangements are in place to cover the relevant statutory requirements ; and
- Assure itself that the necessary arrangements are in place to support positive staff health and wellbeing.

The Governing Body section of the USHA² Guidance 'Leadership and Management of Health and Safety in Higher Education Institutions' also provides broad requirements for best practice in the leadership and management of health and safety.

10.2 Health, Safety & Wellbeing Policy

The University's [Health, Safety and Wellbeing Policy Statement](#) outlines our commitment to protecting the health, safety and wellbeing of our staff, students and others.

It is supported by the 'Roles, Responsibilities and Arrangements' document that details the organisation and arrangements which the University Court has established to put the policy into effect at each level of the organisation.

The Principal is responsible for the implementation of the Policy on behalf of the University Court and the members of the University Executive Group will drive the operational implementation of this and the associated procedures and arrangements through their areas of responsibility and control.

The Chief Operating Officer and VP People and Student Wellbeing have devolved, shared responsibility to oversee the process.

To facilitate the successful implementation and maintenance of the policy, the University has adopted the health and safety management system HSG65, developed by the Health and Safety Executive. The key components comprise a “plan, do, check, act” approach that includes policy development, assessment of risk, having adequate arrangements in place and developing techniques for planning, measuring and reviewing performance and auditing performance. The flexibility of this management system means that, through careful monitoring, the University can develop and add policies and procedures to ensure health and safety arrangements continually improve.

11. PUBLIC INTEREST DISCLOSURE

This section outlines the Court's responsibilities on the handling of allegations made by staff members relating to the running of the institution or the activities of colleagues within the institution.

11.1 The Role of the University Court

Universities and colleges of higher education, like other public bodies, have a duty to conduct their affairs in a responsible and transparent way and to take into account both the requirements of funding bodies and the standards in public life described in the reports of the Committee on Standards in Public Life. In addition, they are committed to the principles of academic freedom embodied in their own charters, statutes and articles of government, and enshrined in the Education Reform Act 1988.

The University has a duty to conduct its affairs in a responsible way with due care for the health and safety of its employees, students and others. It is aware of its obligations in common with all other organisations and individuals to comply with the law. The University is committed to the highest standards of openness, probity and accountability and seeks to conduct its affairs in a responsible manner taking into account the requirements of the Scottish Funding Council (SFC) and the University values established by Court.

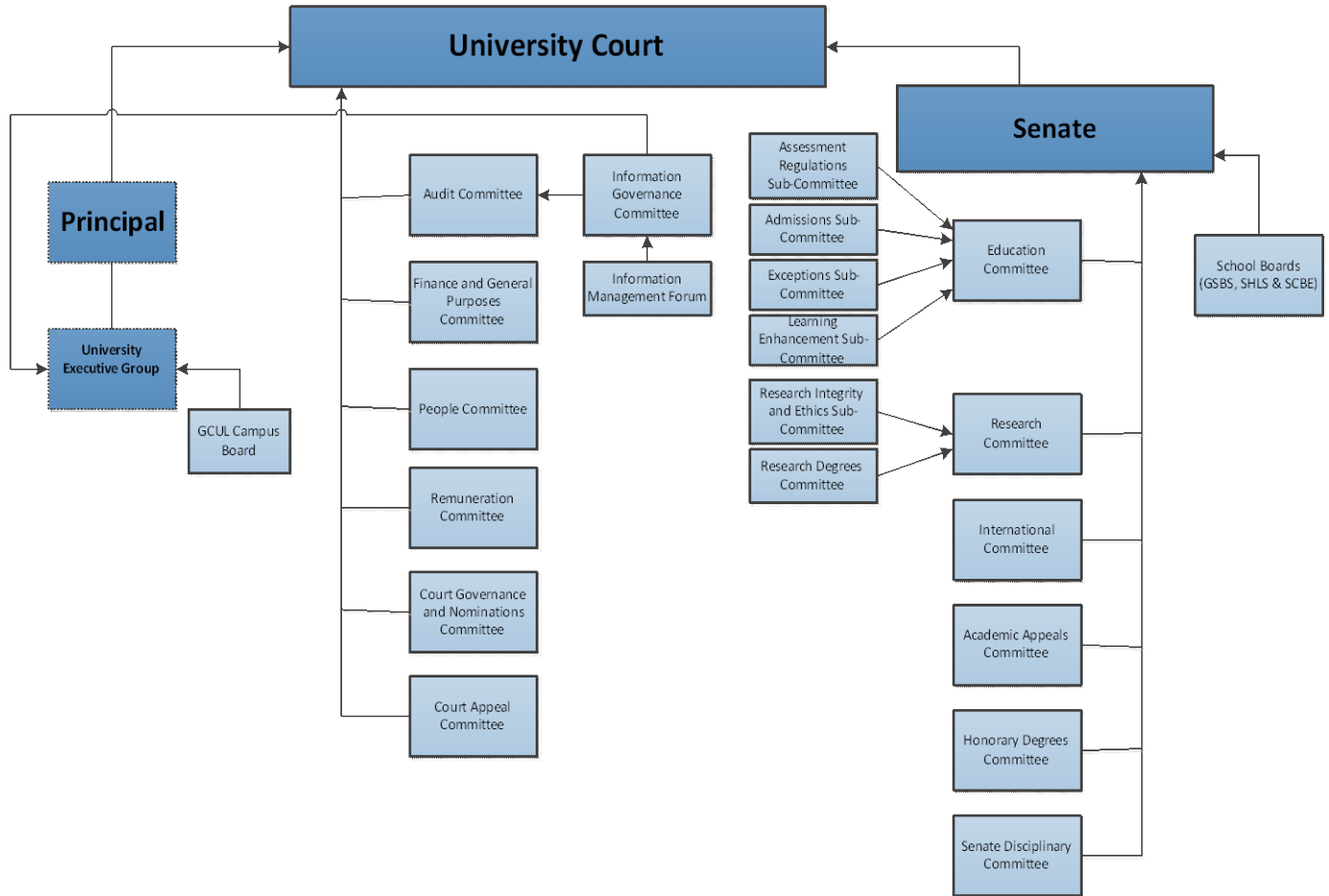
In the event that an employee becomes aware of any information which may show or imply that the University is failing to conduct its affairs in accordance with its obligations, they are encouraged to disclose that information in accordance with this procedure. The Public Interest Disclosure Act 2013 affords protection to employees who make certain disclosures in an appropriate way in the public interest. There is a policy document which sets out the arrangements in detail.

Concerns should be raised in writing with the "Designated Person". The "Designated Person" will normally be the University Secretary. The University Secretary shall then inform the Principal and Vice Chancellor and the Chair of the Court unless:

- requested not to do so by the discloser; or
- the Chair of Court is likely to be involved at any subsequent appeal; or
- either the Principal and Vice-Chancellor or Chair of Court is the subject of the disclosure or likely to be included in any investigation

A copy of the Public Interest Disclosure Policy can be found [here](#).

Glasgow Caledonian University Governance Framework



Appendix 2 - GLASGOW CALEDONIAN UNIVERSITY

LIST OF USEFUL ACRONYMS

AUT	Association of University Teachers
BUFDG	British Universities Finance Directors Group
CA	Caledonian Academy
CATS	Credit Accumulation & Transfer Scheme
CDSG	Campus Development Steering Group
CETL	Centres for Excellence in Teaching & Learning
CIF	Caledonian Investment Fund
CUC	Committee of University Chairs
DDA	Disability Discrimination Act
DLHE	Destinations of Leavers from Higher Education
EIS	Educational Institute of Scotland
ELIR	Enhancement Led Institutional Review
EMAP	Estates Management Action Plan
ERG	Executive Research Group
FE	Further Education
FEC	Further Education College
FHEA	Further & Higher Education Act 1992
FIG	Framework Implementation Group
FOI	Freedom of Information
FTE	Full-Time Equivalent
GAPS	General Academic & Professional Studies

GMB	General Municipal & Boilermakers Union
HE	Higher Education
HEFCE	Higher Education Funding Council for England
HEFCW	Higher Education Funding Council for Wales
HEI	Higher Educational Institute
HESA	Higher Education Statistics Agency
JCC	Joint Consultative Committee
JCG	Joint Consultative Group
JCPSTG	Joint Costing & Pricing Steering Group
JIF	Joint Infrastructure Fund
JNCHES	Joint Negotiating Committee for Higher Education Staff
KT	Knowledge Transfer
KPI	Key Performance Indicators
MISSG	Management Information Systems Steering Group
NAO	National Audit Office
NATFHE	National Association of Teachers in Further & Higher Education
NRIS	Nursing Research Initiative for Scotland
OIA	Office of the Independent Adjudicator
QAA	Quality Assurance Agency
RAE	Research Assessment Exercise
RCD	Research & Commercial Development
SCONUL	Society of College, National & Universities Library
SCOP	Standing Conference of Principals
SDPR	Staff Development Performance Review

SHEFC	Scottish Higher Education Funding Council
SHoP	Scottish Heads of Personnel
SORP	Statement of Recommended Practice: Accounting for Further & Higher Education
SRIF	Science Research Investment Reserve
SRIR	Strategic Research Investment Reserve
STSS	Scottish Teachers' Superannuation Scheme
SUFI	Scottish University for Industry
TRAM	Teaching Resource Allocation Model
TUPE	Transfer of Undertakings (Protection of Employment) Regulations
UCAS	Universities & Colleges Admissions Service
UCEA	The Universities & Colleges Employers Association
UCU	The University and College Union
UEB	University Executive Board
US	Universities Scotland
UUK	Universities UK