



University
Court



Lay Member Recruitment

www.napier.ac.uk

University Court
Lay Member Applicant Information
October 2021

About Us

Edinburgh Napier University is the #1 Modern University in Scotland. We are a forward-thinking institution, home to forward-thinking people, inspired by the world around them.

We nurture talent and create knowledge that shapes communities all around the world. Our innovative research provides solutions to society's challenges, our graduates leave ready for the workplace, and we have wide-ranging links with employers and business across the globe.

We are looking to build on our achievements through our [strategy](#) which will provide renewed energy and focus as the University looks towards an even brighter future.

Our Schools

The University is comprised of six schools:

- School of Applied Sciences
- School of Arts and Creative Industries
- The Business School
- School of Computing
- School of Engineering and the Built Environment
- School of Health and Social Care

Learning and Teaching

Edinburgh Napier has a long standing reputation for excellence in learning and teaching and pedagogical innovation. The Quality Assurance Agency carried out an Enhancement Led Institutional Review (ELIR) of the University in 2019 and reported that the University has effective arrangements in place for the management of academic standards and the quality of the student learning experience. Particular areas of positive practice identified included our support for developing students' skills in employability, enterprise and entrepreneurship, our approach to monitoring postgraduate student academic progress, our systematic enhancement of leadership in learning, teaching and research, our clear partnership working between academic and professional services staff, our effective development for academic and support services staff and our developing institutional approach to the use of data.

Research and Knowledge Exchange

[Research](#) at Edinburgh Napier University is creating high-quality knowledge that benefits the social, cultural and economic life of the society we serve. Simply put, we aim to deliver outward-looking research that can transform communities - whether that is the rollout of a national telemonitoring service to lower blood pressure, saving mangrove forests in Kenya or establishing the world's first innovation centre for mountain biking

Research conducted at Edinburgh Napier University brings together our academic staff, students and external partners to solve real-world problems, influence policy and deliver positive societal change.

International

Internationalisation is a key strategic priority for Edinburgh Napier and an activity in which we have a long-term record of success. Our aim is to be a university that is global in outlook and reach, developing graduates who are highly valued by employers worldwide. We conduct research and knowledge exchange activities which are internationally relevant and recognised. Using Edinburgh Napier talent, we shape and deliver solutions to new and emerging local, national and international issues.

The University is Hong Kong's largest UK based provider of transnational higher education. The University has been active in Hong Kong for over 20 years and enjoys successful partnerships with Hong Kong University School of Professional and Continuing Education (HKU SPACE) and the School of Continuing and Professional Education (SCOPE) at City University of Hong Kong. The University has offices or staff representatives in Beijing, Hyderabad, Kuala Lumpur and Abuja.

Our Strategic Priorities

Incorporating three strategic objectives - 'Build Careers - Create Opportunities', 'Grow Networks - Connect Communities' and 'Advance Knowledge - Deliver Impact', along with a commitment to 'Growing Sustainably' - our strategy sets out the areas where we'll sharpen our focus and increase our emphasis, while recognising the ongoing work to deliver the University's core activities and how we'll respond to changing external factors.

A two page summary of the strategy can be viewed [here](#), which includes our strategic objectives and transformational actions that aim to bring the strategy to life as well as the impact we hope to have on our students, staff and partners.

Court Membership 2021/22

The membership of Court is defined by the Napier University (Scotland) Order of Council 1993, as amended in 2018. Section 4 of the 2018 Amendment Order defined ten categories of membership. These are shown below, along with the names of those members who currently fall into each category. For reference, the date of each member's appointment is given in brackets.

Brief biographies of individual members of Court are available online [here](#).

Category	Members
(a) the Chair of Court, being the person appointed by the Court to the position of senior lay member by virtue of section 8 of the 2016 Act	June Boyle (August 2020)
(b) one person appointed by being nominated by the Chancellor to act as Assessor to the Chancellor	The Right Hon Lord Philip Brodie (October 2013)

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| (c) the Principal and Vice-Chancellor referred to in Article 5 | Professor Andrea Nolan
(July 2013) |
| (d) one Vice-Principal referred to in article 9, appointed by being nominated by the Principal and Vice-Chancellor | Professor Nick Antonopoulos
(November 2020) |
| (e) one person appointed by being elected by the Academic Board from among the members of the academic staff of the University who are members of that Board | Mike Thomson
(August 2020) |
| (f) two persons appointed by being elected by the staff of the University from among their own number | Sharon Nairn (Non-Academic Staff)
(October 2020) |
| | Dr Holly Patrick (Academic Staff)
(September 2018) |

Category

Members

- | | |
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| (g) one person appointed by being nominated by a trade union from among the academic staff of the University who are members of a branch of a trade union that has a connection with the University | Dr Carles Ibanez
(September 2018) |
| (h) one person appointed by being nominated by a trade union from among the support staff of the University who are members of a branch of a trade union that has a connection with the University | Grant Cullen
(September 2018) |
| (i) two persons appointed by being nominated by the Students' Association of the University from among the students of the University | Heloisa Fyfe [President for Societies and Community]
(September 2020) |
| (j) such other persons appointed by the Court in accordance with its rules and procedures with the aim of the membership of the Court having a broad range of skills and experience being not less than 12 and not more than 14 persons as the Court may from time to time determine | Emily Divine [Co-President for Sport and Wellbeing] (September 2021) |
| | Ralph Adams (September 2016) |
| | Stephen Brannan (October 2018) |
| | Jeremy Chittleburgh (October 2019) |
| | Professor Stuart Cross
(December 2020) |
| | Andy Houghton (January 2020) |
| | Devie Mohan (December 2020) |
| | Stephen Moir (October 2018) |
| | Gwyneth Scholefield
(October 2018) |

Professor Adrienne Scullion
(August 2014)

Neil Woodcock (October 2014)

Professor Lesley Yellowlees
(August 2017)

Lay Court Membership: Role Outline and Selection Guidance

Lay members are external persons appointed by the University's governing body, the Court, who reflect a variety of different interests and experience through which they contribute to the work of the Court in helping to shape the University's strategic direction and oversee its performance to ensure it delivers its vision, values and strategic objectives. As the University is a registered charity, Court members are also considered to be charity trustees.

In seeking to appoint new lay-members of the University Court, the selection panel will be mindful of the need to ensure that the Court has a well-balanced membership, supportive of the broad range of activities that are the primary responsibilities of the governing body.

It is expected that applicants will be able to demonstrate significant experience of operating at a senior level in any business or organisation in the private, public or voluntary sector. Consideration may also be given to individuals who can demonstrate other experience which is relevant to the University, its vision and values and can demonstrate the capacity to develop the required skills and knowledge once they are in the role.

In performing its primary responsibilities, Court requires members who can demonstrate experience across a range of areas including audit; estates; education; research; business planning and development, health and safety; human resource management; community engagement; communications, marketing and corporate finance. Where these are complemented by a range of wider management skills and experience, including international experience, it would very much be welcomed. Specific skillsets sought in particular recruitment rounds where there is an identified gap in Court's membership will be stated in the advert.

The University is a large and complex organisation, reflecting considerable diversity in its staff and students. Applicants will be expected to demonstrate sensitivity to the cultural dimensions of operating in such an environment, recognising that the University has many international partners and stakeholders.

The Court of Edinburgh Napier University is committed to equality and values diversity in its membership. In selecting lay members Court's goal is to appoint the best possible individual for the position on their merits, regardless of their personal characteristics, but in doing so Court will take into account the balance of its lay membership in terms of equality and diversity with a view to enhancing the diversity of its lay membership where appropriate. Court welcomes applications from groups who are currently under-represented in its membership.

It is a clear expectation that applicants will be able to articulate their commitment to the highest principles of public life drawn up by the Committee on Standards in Public Life, these being: selflessness; integrity; objectivity; accountability; openness; honesty and leadership. They should also subscribe to the principles of working in the public interest and showing respect to fellow governors and employees.

Given the nature of serving on a university's governing body, applicants should demonstrate commitment and enthusiasm for Higher Education. The ability to challenge constructively should be complemented by excellent communication and interpersonal skills, along with the ability to work collectively and effectively with other members of the Court. Membership of Court requires a time commitment (approximately 12 days per annum in aggregate) and applicants should be able to commit that they have sufficient time to conduct their Court responsibilities.

Further information on the roles and responsibilities of governors at Edinburgh Napier University, along with key information on the Court, the University, its strategy, organisational structure and governance arrangements are contained in the Court Handbook, available [here](#).

Lay members are unpaid, but may claim travel and other incidental expenses related to the conduct of Court business.

New members will also receive an appropriate induction to the role and be provided with opportunities and support with their ongoing development.

Court Members' Estimated Annual Participation

Our estimate of the time that you 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:

- four meetings of Court each year (meetings usually last up to three hours and start at 3.45pm);
- up to five meetings of Court Committees per year (we try to keep these to less than two hours each if possible; Committees usually meet during the afternoon but start times vary to suit the preference of convenors and members; some Committees meet more frequently than others and there may be differing levels of complexity of papers);
- an annual, one day strategy conference, generally held in February;
- the annual Graduation Ceremonies (taking place on two days in June and one day in October; These are important University events at which attendance is strongly encouraged);
- irregular lectures, exhibitions, dinners and other social events, taking place at any point during the year;
- the conduct of other duties or involvement in Court and university business between meetings (e.g. members have acted as 'mentors' to senior staff and/or made 'shadowing' arrangements to find out more about areas of the University).

The Court calendar maps loosely onto that of the Academic year, with the four meetings of Court in October; December; March and June normally preceded by a round of Committee meetings. These deal with specific business on behalf of Court - for example the Finance and Property Committee provides governance for budgetary and estates aspects and the Audit and Risk Committee deals with internal and external audit and monitoring functions.

On appointment, you may, where possible and appropriate, be allocated to one or more of Court's Sub-Committees, informed where possible by your personal preferences, but

also dependent upon relevant experience and areas of expertise, and balancing the overall requirements of the Court.

In May or June each year, the Nominations Committee considers the membership and convenorship of each Committee and makes proposals to Court. You will have the opportunity to express any preferences to the Chair as part of your annual review document although there is no guarantee that requests can always be accommodated.

Responsibility and Conduct of All Court Members

Whilst key officer holders have clearly defined roles and areas of responsibility, there are also responsibilities and standards of conduct expected of all members of Court.

First and foremost, all members are bound by the requirements on the Responsibilities of Governing Body Members as contained in the **Scottish Code of Good Higher Education Governance (2017)**. Moreover, as Charity trustees members also have a number of legal duties and responsibilities under the Charities and Trustee Investment (Scotland) Act 2005. Further information on charity law requirements is provided later in this section.

Key Code and Charity Law Requirements

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

All governing body members are collectively responsible and accountable for all the governing body's decisions. Members should take an active part in all governing body business and should not confine their contributions to matters that appear relevant to their background or the particular constituency that appointed or elected them.

Members appointed or elected by a particular constituency, or otherwise drawn from a particular sector or community, must not act as if delegated by that particular constituency. No member may be bound, when speaking or voting, by mandates given to them by others, or drawn from an electoral platform. This requirement is not only in line with principles of good governance but also essential to members' responsibilities as charity trustees.

As a legal requirement of being a charity trustee members must do what is best for the charity and its beneficiaries, not what is best for them individually, their friends, family, business interests or other connections. Members must put the needs of the charity before the needs of any other organisation that they are involved with, either in a personal or professional capacity.

Further Requirements and Expectations

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 individual 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 nominated by particular constituencies, should act and be perceived to act impartially and in the best interests of the University as a whole, and 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, lay 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 executive responsibilities of some kind within the institution.

Confidentiality and Conduct Outwith Meetings

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. You may receive information of a private or commercially sensitive nature which is not yet public, or which is not intended to be made public. There are provisions in Court papers or documents on confidential information and you must always respect and comply with the requirement to keep such information private.

It is unacceptable to disclose any information to which you have privileged access, for example derived from a confidential document, either orally or in writing. In the case of other documents and information, you are requested to exercise your judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purpose of personal or financial gain, or used in such a way as to bring the University into disrepute.

You should never publicly criticise the organisation or fellow Court members. You must not attempt to undermine Court decisions or distance yourself from them outwith Court meetings.

It is important that nothing you do or say, whether acting in your 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, we will 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 in Scotland, which incorporate the seven 'Nolan Principles', form the basis on which the University conducts its affairs. The nine principles are:

Duty / Public Service

You have a duty to act in the interests of the public body of which you are a member and in accordance with the core tasks of that body.

Selflessness

You should take decisions solely in terms of the public interest. You should not do so in order to gain financial or other material benefits for yourself, your family, or your 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 public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, you should make choices on merit.

Accountability

You are accountable for your decisions and actions to the public and must submit yourself to whatever scrutiny is appropriate to your office.

Openness

You should be as open as possible about all the decisions and actions that you take. If required, you should be able to give reasons for your decisions and restrict information only when the wider public interest clearly demands.

Honesty

You have a duty to declare any private interests relating to your public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

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

Respect

You must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times.

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. The Court follows a policy of openness and transparency. Regular reports of Court and Academic Board meetings are posted on the University's intranet and their approved minutes are published on the University website. Open papers considered at meetings of Court and Academic Board are published to the staff and students of the University as are the minutes and open papers of Academic Board sub-committees. Minutes of Court committees are available to enquirers under the Freedom of Information (Scotland) Act 2002, subject to very limited exemption of confidential matters.

Making Public Statements

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

Being a Court member imposes certain restrictions on what you can say 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 or Principal in advance. If you are approached by the media, it is good practice to leave such responses to the Chair, Principal or other designated officer of the University. If in any doubt, please check.

Annual Review

The Chair of Court conducts an annual review with each lay member of the contribution that they believe they have made to the Court in the past year, and intend to make in the coming year. These reviews will normally take the form of a self-assessment, followed if necessary by informal dialogue on issues arising. The main purpose is to ensure that your knowledge and experience is drawn upon to best effect, for the benefit of the University and your individual satisfaction. The process should be supportive and developmental. It should not be regarded as a formal or judgmental system of appraisal.

Strategic and Executive Responsibilities

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. (See the Statement of Primary Responsibilities at Appendix 2.)

The Principal is responsible for the executive management of the institution and its day-to-day direction. The Principal should not seek to determine matters reserved for the Court. Equally, the Court should not attempt to take or intervene in executive decisions.

The Court must ensure that it has taken the necessary steps to be able to comply with the requirements of the Scottish Code of Good Higher Education Governance. The key requirements are maintaining a system of internal control, reviewing the effectiveness

of the internal control framework and reporting on internal control. The Court is responsible for the strategic and reputational risks facing the University. It has delegated to the Principal the responsibility for the management of the operational, compliance and financial risks.

It is the responsibility of the University Court, through the Principal and designated officers, to ensure that statutory requirements for Health and Safety, and Equality and Diversity are met.

The Court discharges its health and safety responsibilities by assigning full authority to the Principal for implementing the University's Health and Safety Policy and for ensuring that the Policy is implemented effectively throughout the University. The Court receives the Health and Safety Annual Report at its June meeting.

Authority to ensure that statutory requirements relating to Equality and Diversity are met is also delegated to the Principal. Court receives the Equality and Diversity annual report at its June meeting.

The Court is also responsible for the appointment and, if necessary, dismissal of the Principal and Vice-Chancellor, the Secretary to Court, and any Vice-Principals and Assistant Principals.

Personal Liability

The Court of Edinburgh Napier 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 you must act bona fide in the best interests of the University and must not (a) make any secret profit or gain at the University's expense, (b) fetter your discretion to act in the best interests of the University or (c) place yourself in a position where your interests may conflict with those of the University. You must act honestly and reasonably.

It is unlikely that you would be held liable for breach of duty or for acting negligently unless you 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, judgments, settlements and defence costs arising from liability at law for a Wrongful Act* committed by them in the course of University business.

The limit of liability for each policy period is £2,000,000. 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.

Charity Law Requirements

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 also registered charities and are therefore subject to this legislation. OSCR intends to conduct a Rolling Review of existing charities to ensure that they comply with the charity test set out in Section 7 of the Act. Universities and students' associations are due to be included in the first phase of the Review, although the timescale for this is not yet clear.

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

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 and
- providing information to the public.

OSCR has published guidance for charity trustees on its website [here](#).



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Edinburgh Napier University is a registered Scottish charity. Reg. No. SC018373