



Edinburgh Napier  
UNIVERSITY

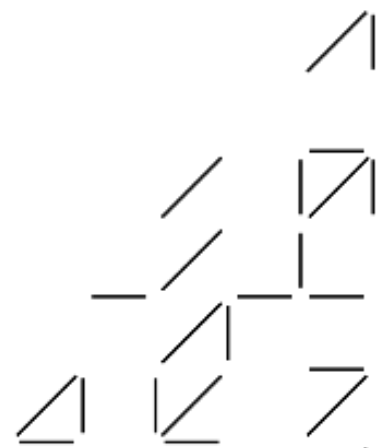


## University Court

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# Court Handbook 2023/24

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<b>Last Edited By</b>	Mark Mackay, Governance Services

## **Introduction**

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This handbook has been compiled specifically for members of Court and will provide you with useful reference material and background information to assist your important work in the governance of the University. It is thoroughly revised every 12 months. When necessary, updates will be provided during the year to ensure you have key information that is current and accurate.

The Handbook is structured into three main sections:

- The University
- Court Membership
- Court Committees

The Appendices give important reference material such as the constitution of the University and the Standing Orders of the Court.

The Handbook provides you with basic introductory material regarding the University. More detailed and comprehensive information is available from the University's website at [www.napier.ac.uk](http://www.napier.ac.uk), which is updated daily to reflect developments at the institution.

The Handbook provides detailed 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.

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.

### **Governance Services**

**September 2023**

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# The University

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This section of the Handbook provides helpful background information regarding Edinburgh Napier University, its strategic objectives and organisational structure. More detailed information can be obtained from the University website.

## About Us

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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

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The University is comprised of five schools:

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

### Learning and Teaching

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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

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[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**

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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.

## **Statistical Profiles for Academic Session 2020/21**

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The student profiles of the University for the most recent detailed available academic session (2020/21) are given below. The statistics reflect the diversity of our students and the programmes they study.







# University Strategy

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**Our purpose is to deliver high quality education and research to add value to the social, cultural, and economic capital of our communities and shape their development.**

## Our Strategy

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'Shaping our Future: Driving Distinctiveness' was approved as the new University strategy in March 2020 after a comprehensive engagement exercise. When we consider our purpose, it is clear this strategy and its themes are as important as ever as we play our part in the post-pandemic recovery and deal with the significant challenges facing our local, national, and international communities, as well as the world as a whole.

## Our Strategic Objectives

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### Build Careers

- Create Opportunities

Our culture of personal growth, coupled with our flexible, innovative, and holistic learning environment, will enable students and staff to shape their development and flourish in their careers.

### Grow Networks

- Connect Communities

Creative collaborations locally, nationally and internationally will provide an educational and research portfolio that both shapes and responds to the needs of business and society.

### Advance Knowledge

- Deliver Impact

Our research and knowledge exchange will address 'live' challenges, underpin our teaching and influence professional practice and policy, driving key societal, economic and environmental impacts.

### Grow Sustainably

A key underpinning commitment for us is to 'Grow and diversify our income and take progressive action to achieve net zero carbon in our operations by 2030. We will also seek to minimise both our wider and legacy carbon footprint and influence sustainable practices within and beyond our campuses'.

## Our Distinctiveness and Values

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We are inclusive in our ethos, applied and collaborative in our approach. We are based in Edinburgh, but with an international reach. We have a breadth of disciplines and a size that enables people and ideas to connect. With a heritage in teaching, a professionally-orientated portfolio and high quality research tackling 'live' challenges, we are making an impact locally, nationally and internationally. We want to be recognised as acting with respect and integrity and creating an environment where everyone involved feels proud, confident, challenged, and supported.

## **Our Impact**

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As a result of delivering our strategy:

### **Our students will...**

Feel part of a diverse, accessible, and inclusive academic community, which integrates leading advances in professional, vocational, and academic practices, encouraged to make a difference during their studies, while becoming equipped and connected for their future careers.

### **Our staff will...**

Have fulfilling careers and feel part of a collaborative, supportive, outward looking and externally connected community - creating, sharing and applying knowledge to positively impact individuals and society through teaching, research, enterprise and practice.

### **Our partners will...**

Recognise us as accessible, inclusive, trusted and purposeful collaborators that they both value and feel valued by and seek as a partner of choice for mutual future benefit and impact.

## **Our Implementation**

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Our Driving Distinctiveness strategy is designed to be short, simple and engaging. It is expressed as a set of open-ended strategic objectives, with accompanying transformative actions and headline measures of successes. Its delivery is underpinned by our core Learning & Teaching, Research & Innovation, and Internationalisation strategies, further enabling strategies related to our People & Services and Finance & Operations, as well as our Environmental Sustainability Strategy.

The delivery of the objectives from these cross-cutting strategies will be embedded through the annual University planning process, with associated key performance indicators to help us track our progress.

More details of the University's strategy, **Shaping our Future: Driving Distinctiveness**, are available at:

<https://www.napier.ac.uk/about-us/our-strategy>

## **University Structure**

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## **Organisation Structure**

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The University's management structure, as at September 2022, is shown overleaf in Figure 1.

### **University Leadership Team**

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The University Leadership Team (ULT) is an advisory body established by the Principal to assist the setting, implementation and monitoring of strategy, policy and budgets for the University.

ULT comprises senior staff from across the University and as such can advise upon all areas of the institution. ULT meets approximately every four weeks throughout the year and its objectives are to assist the Principal to:

- develop a shared vision;
- foster strategic thinking;
- lead and co-ordinate strategic planning;
- formulate, advocate and communicate corporate policies; and
- set targets to monitor and enhance corporate performance.

The membership of ULT is:

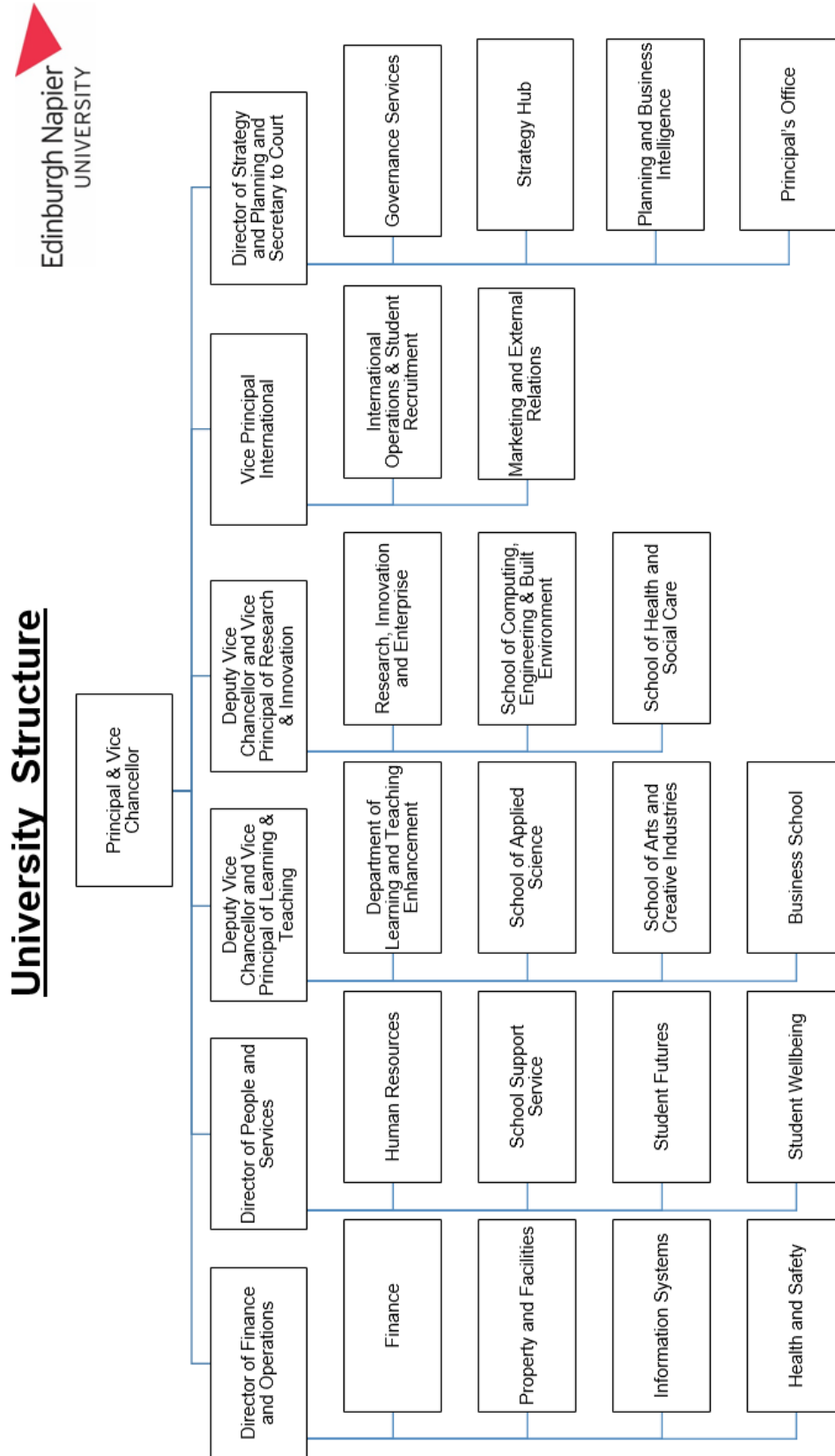
- Principal and Vice-Chancellor (Convenor)
- Vice-Principal of Learning and Teaching
- Vice-Principal, International
- Vice-Principal, Research and Innovation
- Director of Finance and Operations
- Director of People and Services

ULT has a number of Sub-Committees, up to date details are available at:

[staff.napier.ac.uk/services/governance-compliance/governance/govman/executive/Pages/default.aspx](http://staff.napier.ac.uk/services/governance-compliance/governance/govman/executive/Pages/default.aspx)

# University Management Structure

Figure 1



## University Structure



## University Structure – Trusts and Boards

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### Edinburgh Napier University Development Trust

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The Edinburgh Napier University Development Trust was established as a charitable trust in October 2000. A separate legal entity from Edinburgh Napier University, the Development Trust is responsible for ensuring that the University's fundraising is transparent and accountable.

Trustees ensure that the wishes of the donor are always respected, and that the money raised is spent in the most effective way possible to achieve the University's stated aims.

Trustees are brought together from both inside and outside the University. The Trustees meet three times a year.

#### Members (As at September 2020):

Chair	Professor George Borthwick CBE
Secretary	Mr Michael Greenhalgh
Treasurer	Ian Miller OBE
Trustees	Mrs June Boyle (Chair of Court) Sir Andrew Cubie CBE Dr Stephen Brannan (Court Member) Professor Andrea Nolan OBE (Principal & Vice Chancellor) Mr Geoff Day

In Attendance      Craig Shearer, Clerk to the Trust

### The Campaign Board

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Edinburgh Napier University's Campaign Board provides high-level advice on the University fundraising campaign's strategy and implementation.

#### University Campaign Board Members:

##### External

Sir Andrew Cubie (Chair)  
Mr Neil Ballantyne  
Ms Lynne Cadenhead  
Dr Alan Clements  
Dr Gary Kildare  
Dr Allan Shiach  
Ms Karyn Watt  
Mr Mark Naysmith

##### Internal

Professor Andrea Nolan OBE (Staff)  
Mr Geoff Day (Staff)

### **University Campaign Patrons**

Professor George Borthwick CBE  
Dr Ann Budge  
Mr John Denholm  
Dr Ann Gloag OBE  
Mrs Joyce Goodwin  
Ms Keira Proctor  
Sir William Purves CBE  
Dr Mike Rutterford  
Dr James Thomson

### **Edinburgh Napier University Hong Kong Scholarship Trust**

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The Edinburgh Napier University Scholarship Trust was established by Sir James McGregor, Dr Ian Tomlin, Dr George Cautherley, Prof Stephen Ho and Mr Obe Mohan in 1995 to provide scholarships to students in China wishing to study in Scotland at Edinburgh Napier University.

#### **Current members:**

Dr George Cautherley OBE (Chairman of the Scholarship Trust)  
Mr Obe Mohan  
Prof Stephen Ho KCSJ  
Mr W.K. Chan KSJ  
Mr Gordon A.K. Chen  
Dr Patrick Wong KSJ, JP, PhD  
Mr Anthony Lau KSJ  
Mr K.O. Chia  
Mr George Long  
Wong, Lam, Leung & Kwok (Hon. Auditor)  
Prof Andrea Nolan OBE (Patron)

### **Edinburgh Napier University's US Advisory Board**

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The purpose of Edinburgh Napier University's US Advisory Board is to provide advice and intelligence on markets in America, policy changes for business and education, and to play an ambassadorial role for Edinburgh Napier in the United States.

#### **Current members:**

Suzanne Currie  
Gary Van Dis  
Michael Kaye  
Duncan Wardle  
John Howie  
Jason Hite



## Edinburgh Napier Students' Association

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Edinburgh Napier Students' Association (ENSA) was set up under the Statutory Instrument that established the University. It is a membership organisation comprised of all current Edinburgh Napier students who are registered at a UK campus, both full-time and part-time. Membership is free and automatic upon matriculation. ENSA is also a registered charity.

ENSA serves all matriculated students of Edinburgh Napier University. ENSA exists to enable students to make the most of their university experience by representing, supporting, and developing them to be successful in their studies; to try out new things; to engage in, and contribute to, university life; to be healthy and happy; to bring about positive change; and to have fun.

The objectives of Edinburgh Napier Students' Association (ENSA), as defined in its Constitution are:

- To represent the interests of the membership (Edinburgh Napier students) within the University and the wider community
- To provide advice and support to the membership, collectively and individually, on issues affecting their education and welfare
- To provide safe social space and a range of services to cater for the needs of the membership
- To facilitate regular communication between the Association and its membership, and between the Association, its members, the University, and the wider community as and when appropriate
- To provide opportunities for personal and professional development for its membership, through participation in Association and University committee structures and activities, and in the activities of ENSA Sports and Societies
- To foster an Edinburgh Napier student identity and culture within the University, across academic disciplines and campuses, and in the wider community

ENSA's three Elected Officers are champions for students and work on their behalf to ensure they have the best possible experience at university. The Association serves its members primarily through the following key areas:

- Representation: ENSA trains over 300 Programme Reps, chosen by students, to represent concerns on education-related matters and effect change
- Advice: ENSA provides an independent and confidential welfare rights and education service
- Campaigns: ENSA runs a range of campaigns throughout the year promoting equality and diversity, health and wellbeing, sustainability, and other issues important to students
- Events: ENSA puts on a range of events throughout the year, including Freshers' / Welcome Week
- Sports and Societies: ENSA supports around 25 sports clubs and more than 30 societies

The Elected (Sabbatical) Officers of ENSA for 2022/23 are:

**President for Societies and Community:** Olumuyiwa Opaleye

**Co-President for Education & Employability:** Vishal Khattar

**Co-President for Sport and Wellbeing:** Ekamdeep Bumra

ENSA is governed through a Corporate Trustee structure. The Corporate Trustee, registered with Companies House as Edinburgh Napier Students' Association Ltd, is a Company Limited by Guarantee and carries out its duties and responsibilities as a Charity

Trustee through its Board of Directors which includes External Directors, one of whom is a member of Court, who bring a range of specialisms and experience to the Board alongside the Sabbatical and Student Directors. The Corporate Trustee sets the strategic direction of ENSA, ensures that the Association keeps within the law, and that it allocates resources to underpin its operations and priorities.

For further information see [www.napierstudents.com](http://www.napierstudents.com)

# Court Membership

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

## **Roles and Responsibilities of Key Office Holders**

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The Committee of Scottish Chairs (CSC) (chairs of the governing bodies of Scottish Higher Education Institutions) published the Scottish Code of Good Higher Education Governance in 2013, which was updated in 2017. All Court members are given a reference copy of this Code upon joining, which is generally accepted as a good practice standard by the university community and the main funding bodies, and is the governance Code which Scottish universities are required to adhere to as a condition of Scottish Funding Council funding.

The Court has formally adopted the Code and the Court's practices are consistent with its requirements. The Handbook reflects the provisions of the Code and should be read in conjunction with it.

### **Chancellor**

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The Chancellor of the University is the titular head of the institution and confers degrees and other awards of the University. The current Chancellor, Will Whitehorn, was appointed by the University Court for a period of five years from August 2021. Will Whitehorn's biographical details are included in Appendix 9.

### **Chancellor's Assessor**

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The Chancellor has the power to appoint an Assessor who sits on the Court and periodically reports to the Chancellor. The current Chancellor's Assessor, the Right Hon Lord Philip Brodie, was first appointed in October 2013, and his period of office will run to July 2022.

### **Chair**

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June Boyle was elected as the Chair of Court by members of Court and the staff and students of the University in March 2020, and took office in August 2020 for a four-year term of office running to July 2024.

As Chair, June is responsible for the leadership of the governing body. Her duties include promoting the wellbeing and efficient operation of Court, ensuring that members work together effectively and have confidence in the procedures that have been 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 the Committees, which play a central role in the proper conduct of the Court's business, report appropriately. The Chair is also ultimately responsible for ensuring that Court operates in an effective manner, discusses all issues necessary, draws to the full on the experience and skills of its members, and dispatches its responsibilities in a business-like way.

Through leadership of the Court, the Chair plays a key role in relation to the business of the institution, but must not to 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. This relationship inevitably depends to a large extent on the personalities involved, but the roles of Chair and Principal are distinct. While the relationship should

be mutually supportive it is important to ensure that it also incorporates the checks and balances imposed by the different roles which each has within the 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 merited 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 options 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 where it is inappropriate to do so, or that exceed the scope of the delegated authority granted by the Court. Chair's action on matters of importance will only be taken where delaying a decision would disadvantage the institution. The Chair is answerable to Court for any action which is 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.

Under the University's staff disciplinary procedure, the Chair of Court has a role in hearing final appeals from members of the University Leadership Team reporting directly to the Principal & Vice-Chancellor.

It is currently assumed that the Chair will need to devote the equivalent of at least 50 working days a year to properly fulfil the responsibilities outlined above.

### **Vice-Chair**

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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 Vice-Chair would act as an intermediary for other Court members who might wish to raise concerns about the conduct of the Court or the Chair, and will gather feedback on the performance of the Chair from Court Members.

It is currently assumed that the Vice-Chair will need to devote the equivalent of at least 15 working days a year to properly fulfil the responsibilities outlined above.

### **Principal & Vice-Chancellor**

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Professor Andrea Nolan became Principal & Vice-Chancellor in July 2013. The Principal is appointed by Court as Chief Executive of the institution and 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. The Principal leads the development and implementation of the University's strategies and chairs the Academic Board and the University Leadership Team among other bodies. The Principal also leads the University Development campaign and is the chief representative of the University externally.

The Principal is a member of Court and its Finance & Property and Nominations Committees. She also contributes to meetings of many of the other Committees,

including Audit & Risk. The Principal is also a member of the Edinburgh Napier University Development Trust.

## **Secretary to Court**

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The Secretary to Court has a key role to play in the operation and conduct of the Court, and in ensuring that appropriate procedures are followed.

The University Court has the power to appoint a Secretary and the Secretary to Court is expected to combine this function with a senior administrative or managerial role within the institution. The institution and the Secretary must therefore exercise great care to maintain a separation of the two functions. Irrespective of any other duties that the Secretary may have within the institution, when dealing with Court business the Secretary acts on the instructions of the Court itself.

The Secretary is solely responsible to the Court and has a direct reporting link to the Chair in respect of the Court business including the preparation of agendas, papers, and minutes.

The Chair and members of the Court look to the 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 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 Funding Council's financial memorandum.

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 Financial Memorandum, this does not absolve the Secretary from having that responsibility as well.

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

The Secretary advises the Chair 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 her capacity as chief executive. Where the Secretary believes that the Chair of Court or the Chair and Principal together are threatening the proper governance of the University, the Secretary should advise the Chancellor. It is the Court's responsibility to safeguard the Secretary's ability to carry out these responsibilities.

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

It is good practice for the Chair of the Court, the Principal and the Secretary to work closely together within the legal framework provided by the Order of Council and any

other regulations to which they are subject including legislation and the requirements of the Funding Council.

### **Categories of Membership**

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Section 4 of the Amendment Order of Council 2018 defines the categories of Court membership. For the purpose of the current document, all references to executive members mean those appointed under Sections 4(2)(c) and 4(2)(d) of the Amendment Order. All other members are non-executive members. References to lay members mean those appointed under Sections 4(2)(a) and 4(2)(j) of the Amendment Order of Council.

## Court Membership

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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 given in **Appendix 9**.

<b>Category</b>	<b>Members</b>
(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 Lady Ann Paton (August 2022)
(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	Professor Alison Machin (March 2022)
(f) two persons appointed by being elected by the staff of the University from among their own number	Sharon Hall (Professional Services Staff) (October 2020)  Dr Holly Patrick (Academic Staff) (September 2018)
(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	Paul Sim (May 2022)



## Category

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- (i) two persons appointed by being nominated by the Students' Association of the University from among the students of the University
  
- (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

## Members

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Olumuyiwa Opaleye [President for Societies and Community] (September 2022)

Ekamdeep Bumra [Co-President for Sport and Wellbeing] (September 2022)

Ralph Adams (September 2016)

Stephen Brannan (October 2018)

Jeremy Chittleburgh (October 2019)

Professor Stuart Cross (December 2020)

Dr Kirsty Hewitson (April 2022)

Andy Houghton (January 2020)

Tayo Oyinlola (June 2022)

Gwyneth Scholefield (October 2018)

Professor Adrienne Scullion (August 2014)

Peter Upton (April 2022)

Neil Woodcock (October 2014)

Professor Lesley Yellowlees (August 2017)

## **Court Members' Estimated Annual Participation**

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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);
- up to two strategy conference days throughout the year;
- 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**

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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**. 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**

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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**

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#### **Impartiality**

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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**

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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**

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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 adversely affect the reputation of the University or the Court.

### **Standards of Behaviour**

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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**

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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**

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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. The review also gathers feedback on matters concerning Court's operation and effectiveness. 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.

## **Strategic & Executive Responsibilities**

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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 & Safety Policy and for ensuring that the Policy is implemented effectively throughout the University. The Court receives the Health & 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

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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

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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.

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:

[www.oscr.org.uk/charities/guidance/guidance-and-good-practice-for-charity-trustees](http://www.oscr.org.uk/charities/guidance/guidance-and-good-practice-for-charity-trustees)

## Register of Interests

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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. Family may normally be taken to include parent, sibling, spouse, partner, child, dependant, including step-relationships and those established by marriage or civil partnerships.

In case of doubt, please discuss with the Secretary to Court.

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

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

If in doubt you should speak with the Chair or the Secretary.

As members of Court, you are not considered to have a pecuniary interest in matters under discussion merely because you 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 Secretary keeps a publicly available Register of Interests of members of the Court, which is published on the University's website, at:  
[staff.napier.ac.uk/services/governance-compliance/governance/govman/court/Pages/RegisterofInterests.aspx](http://staff.napier.ac.uk/services/governance-compliance/governance/govman/court/Pages/RegisterofInterests.aspx)

All members of Court should ensure that the information contained about them in the Register is complete and up to date. The Secretary will invite each member 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 Secretary.

## **Induction & Development of Court Members**

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We recommend that all new members of Court participate in internal induction events to assist with your familiarisation with your role and responsibilities to ensure good governance and accountability and the attainment of the University's strategic goals.

As part of your induction programme, you will have the opportunity to meet the Principal and other senior officers of the University, participate in school / campus visits and be offered the support of a Court member 'buddy'.

AdvanceHE ([www.Advance-HE.ac.uk](http://www.Advance-HE.ac.uk)) also provides highly recommended courses for the induction and further development of Court members. 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 Secretary to Court in the first instance. Course fees and travelling expenses are paid by the University.

## Claiming Expenses

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All members of Court are eligible to claim travel and other incidental expenses related to the conduct of Court business.

All expenses should be made on the 'Fin 4' pro-forma, which is available from Governance Services.

For your convenience, a paper copy of the form has been included in the folder at the end of this Handbook.

Completed forms must be accompanied by appropriate VAT receipts (credit or debit card slips are not acceptable) to support the items of expenditure and returned to the Clerk to Court for processing in the University's finance system.

The University has a policy to minimise out of pocket expenses incurred by anyone travelling on University business. Therefore, any long-distance travel you plan to undertake on Court business should be arranged in advance via the Clerk to Court.

The requirements of the Freedom of Information (Scotland) Act 2002 (FOISA) may result in the publication of members' expense claims.

# Court Members' Privacy Notice

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## Introduction

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Edinburgh Napier University is a data controller for the purposes of data protection legislation: the General Data Protection Regulation: EU 2016-679 (“GDPR”) and the UK Data Protection Act 2018 (“DPA 18”) and processes the personal data of Court members strictly in line with this legislation and its notification to the UK Information Commissioner’s Office (ICO).

## Purposes

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The University gathers and processes personal data necessary for purposes related to the administration and requirements of your governing body membership. Such data includes, but is not limited to, contact details, biographical details, bank details for expenses, vehicle details for parking, photographs, equality monitoring data and register of interests/charity trustee declaration data.

## Legal Bases for Processing

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The primary legal basis for processing your personal data is in article 6(1)(e) GDPR “Processing is necessary for the performance of the University’s official authority as vested in the Data Controller by Scottish Statutory Instruments 1993 No.557 (S.76) as amended.

Other relevant bases include:

- Art. 6(1)(c) “processing is necessary for compliance with a legal obligation to which the data controller is subject”
- Art. 6(1)(b) “processing is necessary for the performance of a contract to which the data subject is party” e.g. if you apply for a campus car parking permit
- Art. 6(1)(f) “processing is necessary for the purposes of the legitimate interests pursued by the controller” e.g. it is in the legitimate interests of the University to retain contact details after you demit membership to allow us to remain in contact on the basis of an ongoing relationship of mutual interest with the University as a former governing body member\*
- Art 9(2)(g) as permitted by DPA 18 Pt2(2)(10)(3) for the purposes of monitoring equalities data and as detailed in the University’s Inclusion Statement
- Art 9(2)(j) “processing is necessary for archiving purposes in the public interest or historical research purposes”

In accordance with these requirements, and those of the Scottish Code of Good HE Governance, we publish information on your Court membership, register of interests’ disclosure and biographical details online and in a range of University publications.

\*Contact details are maintained by the University’s Development and External Relations team on the Raiser’s Edge database: <https://www.napier.ac.uk/alumni/privacy-policy>

## Disclosures to Third Parties

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We disclose information to third parties where necessary, required or permitted in accordance with the purposes above, including the Scottish Funding Council (SFC), Universities Scotland, OSCR, Companies House and the University’s professional

advisors. We disclose anonymised equality and diversity data which you choose to provide to us within our return to the Higher Education Statistics Agency (HESA) as required by the Scottish Funding Council (SFC).

### **Retention**

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We retain and dispose of records containing personal data in accordance with our records retention schedules: <https://staff.napier.ac.uk/services/governance-compliance/governance/records/Pages/RecordsRetentionSchedules.aspx>

### **Further Information**

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For more information about how the University processes personal data and who to contact in relation to data protection matters and rights please use the following link: [staff.napier.ac.uk/dataprotection](https://staff.napier.ac.uk/dataprotection)

# Court Committees

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This section provides information regarding Court and its Committees, including Academic Board and Honorary Awards. Detailed information on the terms of reference of Committees is provided in the Appendices.

## Annual Cycle of Court Business

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The draft annual cycle of Court business for the 2022/23 session will be presented to the October Court meeting for information, and currently includes the following items:

<p><b>October</b></p>	<ul style="list-style-type: none"> <li>• Provisional Outturn for the Previous Financial Year</li> <li>• Membership of Court and Court Committees</li> <li>• Principal’s Report</li> <li>• Project VISION Update</li> <li>• Equality, Diversity &amp; Inclusion Annual Report</li> <li>• University Research &amp; Innovation Update</li> <li>• Edinburgh Napier Students’ Association Strategic Plan Update</li> <li>• Report on League Table Performance</li> <li>• Report on Student Surveys and Actions</li> <li>• Honorary Awards</li> <li>• Minutes of Academic Board</li> <li>• Reports from Court Committees</li> <li>• Confirmation of Meeting Dates for 2022/23</li> <li>• Forward Schedule of Court Business for 2022/23</li> </ul>
<p><b>December</b></p>	<ul style="list-style-type: none"> <li>• Principal’s Report</li> <li>• Review of Current Financial Position</li> <li>• Approval of Annual Report and Accounts</li> <li>• Annual Report from Audit &amp; Risk Committee</li> <li>• Annual Review of Key Performance Indicators</li> <li>• Top Risks Monitoring Schedule (1 of 3)</li> <li>• Remuneration Committee Annual Report</li> <li>• Edinburgh Napier Students’ Association Update</li> <li>• Scottish Funding Council Outcome Agreement 2023/24</li> <li>• Court Effectiveness Review Update</li> <li>• Project VISION Update</li> <li>• Staff Wellbeing and Employee Engagement Survey</li> <li>• Internationalisation Strategy/Transnational Education (TNE) Update</li> <li>• Minutes of Academic Board</li> <li>• Reports from Court Committees</li> </ul>



<p><b>March</b></p>	<ul style="list-style-type: none"> <li>• Principal's Report</li> <li>• Review of Current Financial Position</li> <li>• Top Risks Monitoring Report (2 of 3)</li> <li>• Edinburgh Napier Students' Association Annual Report and Accounts</li> <li>• Court Effectiveness Review Report/Recommendations</li> <li>• Project VISION Recommendations</li> <li>• Environmental Sustainability Update</li> <li>• Complaints Annual Report</li> <li>• Staff Wellbeing Update Report</li> <li>• Student Wellbeing Update Report</li> <li>• Minutes of Academic Board</li> <li>• Reports from Court Committees</li> </ul>
<p><b>June</b></p>	<ul style="list-style-type: none"> <li>• Principal's Report</li> <li>• Review of Current Financial Position</li> <li>• Three Year Financial Forecast, Budget and Corporate Plan for 2023/24</li> <li>• Report from Nominations Committee on Court and Committee Membership</li> <li>• Honorary Awards</li> <li>• Top Risks Monitoring Schedule (3 of 3)</li> <li>• University Top Risks for 2023/24</li> <li>• Health and Safety Annual Report</li> <li>• Scottish Funding Council Annual Quality Enhancement Report</li> <li>• Court Effectiveness Review: Final Report/Approvals</li> <li>• Edinburgh Napier Students' Association Update</li> <li>• Chair of Court Annual Review Feedback</li> <li>• Minutes of Academic Board</li> <li>• Reports from Court Committees</li> <li>• Draft Meeting Dates for 2023/24</li> </ul>

## **Conduct of Court Business**

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### **Court Papers**

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The agenda and papers are normally issued around one week before a Court or Committee meeting. Clear guidance and standards for clerks on committee procedures are in place, a copy of which can be provided to Court members if you have a particular interest. The guidance specifies the standard styles for Court and Committee agendas, papers and minutes and the timescales for issuing documents.

### **Security, Retention and Disposal of Court and Committee Papers**

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Papers provided to Court members (whether in paper format or electronically) should be held securely and disposed of confidentially when no longer required for reference purposes, or when you cease to be a member. Hard copy papers may be returned to the committee clerk for confidential disposal. In particular, confidential meeting papers containing personal data should normally be returned to the clerk at the end of a meeting.

Papers of Court and its committees are made available to members electronically through the University's intranet, or can be readily provided by the committee clerk when required, therefore members need not retain paper copies unless that is their preference.

Members who access or receive papers electronically should ensure the security of their computer equipment and take care to ensure such documents are deleted and not recoverable when disposing of such equipment.

### **Meetings**

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The Court's formal Standing Orders setting out detailed rules for the conduct of Court business are set out in Appendix 5, although it is rarely necessary for you to consult them. The Court takes decisions following discussion and formal motions and votes are a rarity.

### **Standards of Behaviour**

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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. To encourage an atmosphere that will enable this, the expectations of members standards of behaviour are outlined elsewhere in this Handbook.

## Formal Court Committees

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As a Court member you may expect, where possible and appropriate, to be invited to serve on one or more of Court's Sub-Committees. 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 (SPR) can be found at **Appendix 2**. The Schedule of Human Resources Policies that require Court approval can be found in **Appendix 3**. Other matters delegated by the Court are governed by the Schedule of Delegated Financial Authority at **Appendix 4**.

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 Protocol for the Creation of Ad Hoc Court Sub-Groups can be found in **Appendix 7**.

The key role of every Court Committee is:

- to ensure that the University formulates, develops and periodically reviews strategies and associated action plans relevant to the remit of the Committee; and
- to ensure that these strategies and associated action plans are integrated with the corporate strategy of the University and consistent with statutory and legal requirements.

The formal Committees of Court are:

- Academic Board
- Audit and Risk Committee
- Finance and Property Committee
- Nominations Committee
- Remuneration Committee

Figure 2, overleaf, is a diagram of the main Committees and Sub-Committees and their remits. Figure 3 shows the current membership of the Committees. The full remits and terms of reference of Court Committees are set out at **Appendix 6**.

The role that the Academic Board plays in the academic governance of the University is considered in more detail later in the Handbook.

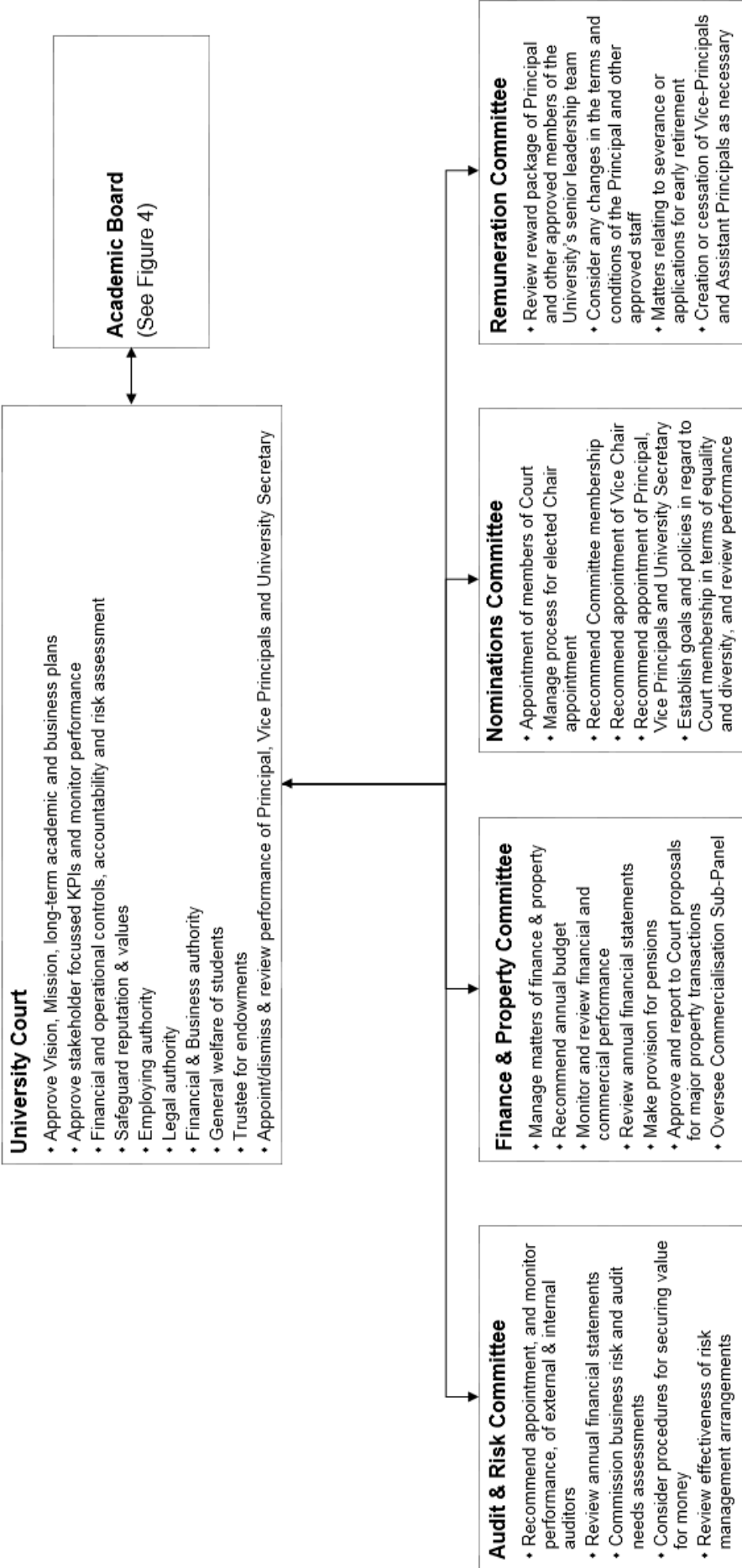
### Meeting of Convenors

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Meetings of the Convenors of Court Committees will only be called at the discretion of the Chair of Court in exceptional circumstances, for example at times of great urgency or where it might be necessary to consider matters with a very high degree of confidentiality. There is therefore no formal 'Committee of Convenors'.

# Main Committee Structure

Figure 2



# Membership of Court and Committees

Academic Session 2022/23

Figure 3

Members	Earliest end-date of term of office	Audit & Risk	F&PC	Remuneration	Nominations	Total Committees	Meeting load p.a. (including
Ralph Adams	2024 (2 <sup>nd</sup> )		✓			1	5
Nick Antonopoulos	Ex-officio		IA			1	5
June Boyle	2024 (3 <sup>rd</sup> )		‡	x	xc	3	8
Stephen Brannan	2026 (2 <sup>nd</sup> )		✓			1	5
Ekamdeep Bumra ( <i>ENSA Co-President for Sports &amp; Wellbeing</i> )	Ex-officio					0	0
Jeremy Chittleburgh	2027 (2 <sup>nd</sup> )	✓c		✓	✓	3	7
Stuart Cross	2024 (1 <sup>st</sup> )	✓				1	4
Kirsty Hewitson	2026 (1 <sup>st</sup> )		✓			1	5
Andy Houghton	2024 (1 <sup>st</sup> )					0	0
Carles Ibanez	2026 (2 <sup>nd</sup> )					0	0
Alison Machin	2026 (1 <sup>st</sup> )				✓	1	2
Sharon Hall	2024 (1 <sup>st</sup> )					0	0
Andrea Nolan	Ex-officio	IA	x	IA	x	4	12
Olumuyiwa Opaleye ( <i>ENSA President for Societies &amp; Community</i> )	Ex-officio			✓	x	2	3
Tayo Oyinlola	2026 (1 <sup>st</sup> )					0	0
Lady Ann Paton ( <i>Chancellor's Assessor</i> )	2026 (1 <sup>st</sup> )					NB	0
Holly Patrick	2023 (1 <sup>st</sup> )			✓		1	1
Gwyneth Scholefield	2026 (2 <sup>nd</sup> )			✓		1	1
Adrienne Scullion	2023 (3 <sup>rd</sup> )	✓			✓	2	6
Paul Sim	2022 (1 <sup>st</sup> )					0	0
Rex Tomlinson	2025 (1 <sup>st</sup> )		✓	✓		2	6
Peter Upton	2026 (1 <sup>st</sup> )	✓				1	4
Neil Woodcock	2023 (3 <sup>rd</sup> )		✓c	✓		2	7
Lesley Yellowlees	2025 (2 <sup>nd</sup> )		✓	✓c		2	6
<b>TOTAL Membership</b>		4	8	8	6		
<b>TOTAL Constitution</b>		4	8	8	6		

✓	Appointed member of Committee	IA	In Attendance (as appropriate for Remuneration Cttee)
x	Ex-officio member of Committee	c	Committee convenor
NB	Chancellor's Assessor does not join committees.		
‡	The Chair does not normally attend the meetings of committees of which they are an ex-officio member unless specifically invited by Convenor		

Approved by University Court on 20 June 2022

## Academic Board

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There is provision within The Napier University (Scotland) Order of Council, 1993, amended 2018 for an Academic Board to be chaired by the Principal & Vice Chancellor. The constitution of the Board is provided in Appendix 6.

University Court has the authority, after due consideration, to vary the composition of the Academic Board. The membership is drawn from the staff of the University and representatives from the student body. University Court approved a revised Constitution of Academic Board in June 2018 following changes to the University Leadership Team structure.

The Order of Council sets out the functions of the Academic Board and no changes may be made to those functions without Privy Council approval. The functions are also reflected in the Academic Board Terms of Reference, the main responsibilities of which are:

The Academic Board has full delegated authority from the Court to exercise the powers set out in Part C of Schedule 1 of the 1993 Order of Council relating to the academic work of the University.

Accordingly, Academic Board is responsible for the overall planning, development and co-ordination of the academic work of the University. It approves, and monitors performance against, the University's Academic Strategy and ensures the quality and standards of the University's educational provision.

In performing its function the Academic Board will exercise the detailed powers set out in Part C of Schedule 1 of the 1993 Order of Council where appropriate.

The following Standing Committees assist Academic Board with its responsibilities; these are also shown diagrammatically in Figure 4:

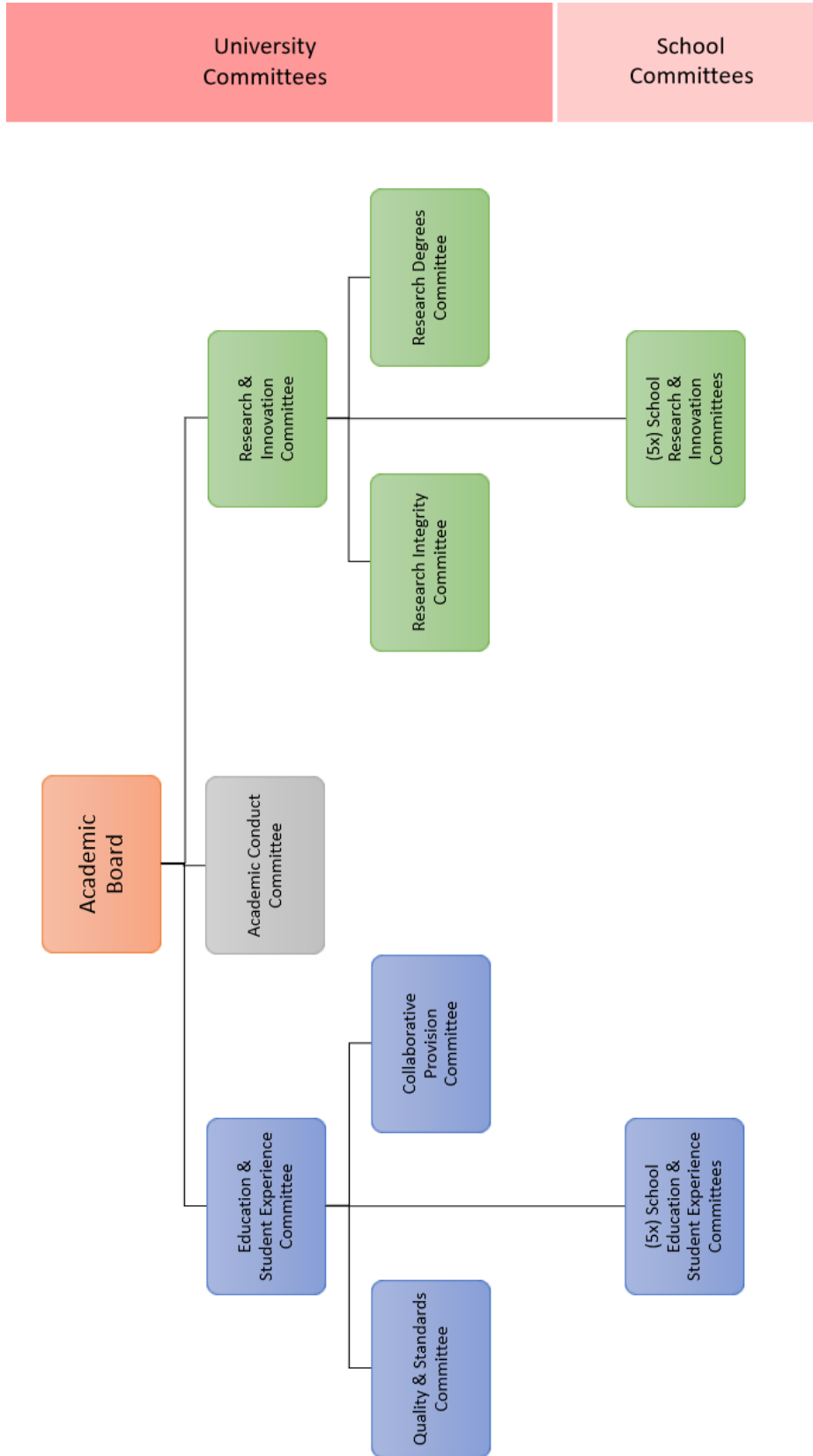
- Academic Conduct Committee
- Education and Student Experience Committee
  - Collaborative Provision Committee
  - Quality and Standards Committee
- Research and Innovation Committee
  - Research Integrity Committee
  - Research Degrees Committee

The Board also receives the following submissions:

- The Honorary and Visiting Titles Committee submits to the Academic Board nominations for the conferment of Honorary Degrees and Fellowships in April and November each year.

# Academic Board Committees

Figure 4



# Honorary Awards

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## Honorary Degrees

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The University constitution makes provision for the conferment of Honorary Degrees. These are awarded to persons of distinction or eminence in a particular field who, through their work and/or other activity, embody the values of Edinburgh Napier University.

The University confers Honorary Degrees each year at its Graduation Ceremonies. Nominations may be submitted by any member of staff or member of the University Court or Academic Board at any time in the year. There are two published deadlines for the submission of nominations, which coincide with meeting dates for the Honorary and Visiting Titles Committee.

The decision to confer an award and the precise title of the degree rests with the University Court on recommendation from the University's Honorary and Visiting Titles Committee and the Academic Board.

## Other Honorary Titles

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Visiting academic appointments may be conferred on individuals from academia, industry, commerce, and the public/ third sector who have experience, skills and standing in their field which could bring benefit to the University. This arrangement enables distinguished individuals from other institutions and organisations to collaborate with ENU staff while having access to relevant University facilities.

The following visiting titles may be conferred on academics from other institutions:

- Visiting Professor
- Visiting Associate Professor
- Visiting Lecturer

Visiting titles may also be conferred on individuals from outwith academia who have equivalent standing and achievements in their field of expertise. The following titles may be conferred for non-academic appointees:

- Visiting Professor
- Visiting Senior Fellow
- Visiting Fellow

The title Professor Emeritus may be awarded to a professor who retires from the University in recognition of distinguished academic service and exceptional contribution to the University.



## Court Support Contact Details

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Support is provided to Court and its Committees by several members of University staff. In your role as a Court member you will come into regular contact with the University Secretary, Clerk to Court and administrative staff within the Governance Services team.

### Secretary to the University Court

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**David Cloy**

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The Court Handbook is published as part of the University's Freedom of Information Publication Scheme and is available to staff and the general public. The personal contact details of Court members are not therefore included in the Handbook. Contact details for fellow Court members are available on request from the Clerk to Court.

# Appendices

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The appendices to this Handbook contain a number of important reference documents including the Statutory Instruments, Statement of Primary Responsibilities, Schedule of Delegated Authority, Standing Orders and Court Committee Remits.

The Napier University (Scotland) Order of Council 1993 is the founding Statutory Instrument of the University. This was modernised in 2007 via an Amendment Order of Council which took effect from 1 August 2007, updating the University's governance framework in line with the Court's 2005 Governance Review.

For ease of reference, this appendix presents both the 2007 Amendment Order and the original 1993 Order.

A further amendment was made via The Edinburgh Napier University Order of Council 2008, which enabled the University's change of name to Edinburgh Napier University, in effect from 25 January 2009.

The Edinburgh Napier University Amendment Order of Council 2018 came into force on 15 September 2018, with amendments to bring the University's governance into alignment with the Higher Education Governance (Scotland) Act 2016.

2018 No. 170

EDUCATION

**The Edinburgh Napier University Amendment Order of Council  
2018**

<i>Made</i>	<i>22nd May 2018</i>
<i>Laid before the Scottish Parliament</i>	<i>24th May 2018</i>
<i>Coming into force</i>	<i>15th September 2018</i>

At the Council Chamber, Whitehall, the 22nd day of May 2018

By the Lords of Her Majesty's Most Honourable Privy Council

Their Lordships make the following Order in exercise of the powers conferred by sections 45 and 60(3) of the Further and Higher Education (Scotland) Act 1992(a) and all other powers enabling them to do so.

**Citation and commencement**

1. This Order may be cited as the Edinburgh Napier University Amendment Order of Council 2018 and comes into force on 15th September 2018.

**Amendment of the Napier University (Scotland) Order of Council 1993**

2. The Napier University (Scotland) Order of Council 1993(b) is amended in accordance with the following articles.

3. In article 2(1) (interpretation)(c)—

- (a) the entry for “academic staff eligible to participate in elections” and the entry for “non academic staff eligible to participate in elections” are omitted;
- (b) after the entry for “the Act”, insert—  
““the 2016 Act” means the Higher Education Governance (Scotland) Act 2016(d);  
“Chair of Court” means the person referred to in article 3(2)(a);”.

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(a) 1992 c.37, to which there are amendments not relevant to this Order.

(b) S.I. 1993/557, amended by S.S.I. 2007/160 and S.S.I. 2008/388. Article 2 of S.S.I. 2008/388 changed the name of Napier University to “Edinburgh Napier University” to reflect the change in name made in accordance with section 49 of the Further and Higher Education (Scotland) Act 1992 by resolution of the governing body on 16th June 2008 and consent of the Privy Council on 23rd September 2008.

(c) Article 2(1) was relevantly amended by article 2(2)(a) of S.S.I. 2007/160.

(d) 2016 asp 15.

**4. In article 3 (the Court)(a)—**

(a) for paragraph (2), substitute—

“(2) The membership of the Court is to be composed of—

- (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;
- (b) one person appointed by being nominated by the Chancellor to act as Assessor to the Chancellor;
- (c) the Principal and Vice-Chancellor referred to in article 5;
- (d) one Vice-Principal referred to in article 9, appointed by being nominated by the Principal and Vice-Chancellor;
- (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;
- (f) two persons appointed by being elected by the staff of the University from among their own number;
- (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;
- (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;
- (i) two persons appointed by being nominated by the Students’ Association of the University from among the students of the University; and
- (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.

(2A) The persons appointed under paragraph (2)(a) and (f) to (i) are to be appointed in accordance with Chapter 1 of Part 1 of the 2016 Act.”;

(b) paragraph (3) is omitted;

(c) in paragraph (4), for “(2)(b), (c) and (d)” in both places where it appears, substitute “(2)(c) to (h)”;

(d) in paragraph (9), for the words from “Where” to “Chair of the Court”, substitute “Where the person appointed as Chair of Court has at any time previous to that appointment served as a member of Court”;

(e) in paragraph (10)—

- (i) in sub-paragraph (a), for “3(2)(a), (b) or (c)”, substitute “3(2)(b), (c) or (d)”;
- (ii) in sub-paragraph (b), omit “the” where it first appears.

**5. In article 6 (the Academic Board)—**

(a) for paragraph (1), substitute—

“(1) The Court is to appoint and maintain by further appointment an Academic Board of the University constituted and appointed in accordance with Chapter 2 of Part 1 of the 2016 Act, paragraphs (1A) to (1C) of this article and paragraph (10) of Part B of schedule 1.

(1A) Before making any changes to the composition of the Academic Board, the Court is to consult the Academic Board.

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(a) Article 3 was substituted by article 2(3) of S.S.I. 2007/160.



(1B) The persons appointed to the Academic Board by being elected by the academic staff of the University under section 15(1)(c) of the 2016 Act hold office for such a period, not exceeding 4 years, as may be determined by the Academic Board and are eligible for reelection.

(1C) The persons appointed to the Academic Board by being elected by the students of the University under section 15(1)(d) of the 2016 Act hold office for a period not exceeding one year and are eligible for re-election.

(1D) The Principal and Vice-Chancellor is to preside over meetings of the Academic Board.”; in paragraph (2)(a), for “Vice-Chairman”, substitute “Vice-Chair”.

**6.** In Part B of schedule 1 (functions and powers of the Court - administration)(a)—

(a) for paragraph (6), substitute—

“(6) To appoint a Chair of Court in accordance with an appointment process prescribed by the Court and to prescribe the duties, responsibilities, tenure and terms and conditions of the Chair of Court, which may include such remuneration and allowances as the Court considers to be reasonable, all in accordance with Chapter 1 of Part 1 of the 2016 Act.

(6A) To appoint a Vice-Chair of the Court from among those appointed to the Court under article 3(2)(j) in accordance with rules prescribed by the Court and to prescribe the duties, responsibilities and tenure of the Vice-Chair.”;

(b) for paragraph (7) substitute—

“(7) Subject to and in accordance with Chapter 1 of Part 1 of the 2016 Act and article 3, to appoint such new members of the Court as may from time to time be required, to determine the method of appointment to membership of the Court, including where appropriate the election process to be followed, and to remove members of the Court in such circumstances and in accordance with such rules as the Court may prescribe.”

(c) for paragraph (10), substitute—

“(10) After consultation with the Academic Board, and subject to and in accordance with Chapter 2 of Part 1 of the 2016 Act and article 6(1B) and (1C), to determine the method of appointment to the membership of the Academic Board, including where appropriate the election process to be followed, and to determine the tenure of the members, and to remove members of the Academic Board in appropriate circumstances.”.

**7.** Schedule 2 (the Academic Board)(b) is omitted.

### **Transitional provision**

**8.**—(1) The chairman appointed under paragraph (6) of Part B of schedule 1 of the Napier University (Scotland) Order of Council 1993(c) who is in office immediately before 15th September 2018 is to be regarded, for the remainder of that chairman’s period of office, as if appointed to the position of Chair of Court in accordance with article 3(2)(a) and paragraph (6) of Part B of schedule 1 of the Napier University (Scotland) Order of Council 1993 as amended by this Order.

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(a) Part B of schedule 1 was relevantly amended by article 2(8) of S.S.I. 2007/160.

(b) Schedule 2 was substituted by article 2(9) of S.S.I. 2007/160.

(c) Paragraph (6) of Part B of schedule 1 of the 1993 Order was amended by article 2(8) of S.S.I. 2007/160.

(2) In this article, “Chair of Court” has the same meaning as in article 2(1) of the Napier University (Scotland) Order of Council 1993<sup>(a)</sup>.

Ceri King  
Deputy Clerk of the Privy Council

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<sup>(a)</sup> As added by this Order.

## EXPLANATORY NOTE

*(This note is not part of the Order)*

This Order amends the Napier University (Scotland) Order of Council 1993 (“the 1993 Order”). Article 2 of the Edinburgh Napier University (Scotland) Order of Council 2008 (S.S.I. 2008/388) changed the name of Napier University to “Edinburgh Napier University” but the 1993 Order remains the principal governance order in relation to the Edinburgh Napier University (“the University”). The 1993 order is made under section 45 of the Further and Higher Education (Scotland) Act 1992.

Article 3 of the Order amends article 2(1) of the 1993 Order which sets out relevant definitions. It omits the entries for “academic staff eligible to participate in elections” and “non academic staff eligible to participate in elections” and inserts new entries “the 2016 Act” and “Chair of Court”.

Article 4(a) amends article 3 of the 1993 Order by substituting a new article 3(2) setting out the composition of the Court. A new article 3(2A) is inserted which provides that certain members, including the Chair of Court, are to be appointed in accordance with the requirements of the Higher Education Governance (Scotland) Act 2016 (“the 2016 Act”). Article 4(b) to (e) makes consequential amendments.

Article 5 makes amendments to the 1993 Order in respect of the Academic Board. Article 5(a) substitutes article 6(1) of the 1993 Order to provide that the Court is to determine the composition of the Academic Board in accordance with the requirements of the 2016 Act and the 1993 Order as amended by this Order. As the composition of the Academic Board is no longer set out in the 1993 Order, schedule 2 is omitted by article 7.

Article 5(a) also inserts new paragraphs (1A) to (1D) into article 6 of the 1993 Order, which include provision that the Court is to consult the Academic Board before making any changes to the composition of that body and provision for the term limits of the academic staff members and student members.

Article 6 amends Part B of schedule 1 of the 1993 Order, which sets out the functions and powers of the Court in relation to the administration of the University. It substitutes new paragraphs (6) and (6A) to make new provision for the appointment of the Chair of Court and Vice-Chair. It substitutes a new paragraph (7) relating to the Court’s power to appoint and remove its members. It also substitutes a new paragraph (10) to make new provision relating to the method of appointment and the tenure and removal of Academic Board members. The Court’s power to vary the composition of the Academic Board is removed from schedule 1 as this power is now included in article 6(1) of the 1993 Order.

Article 8 makes transitional provision to ensure that the chairman of the Court who is in office immediately before commencement of this Order is treated as if appointed in accordance with article 3(2)(a) and paragraph (6) of Part B of schedule 1 of the 1993 Order, as amended by this Order.

2008 No. 388

EDUCATION

**The Edinburgh Napier University Order of Council 2008**

*Made* 21st November 2008

*Laid before the Scottish Parliament* 2nd December 2008

*Coming into force* 25th January 2009

At the Council Chamber, Whitehall, the 21st day of November 2008

By the Lords of Her Majesty's Most Honourable Privy Council

Their Lordships make the following Order in exercise of the powers conferred upon Them by sections 45 and 60 of the Further and Higher Education (Scotland) Act 1992(1) and all other powers enabling Them to do so.

**Citation and commencement**

1. This Order may be cited as the Edinburgh Napier University Order of Council 2008 and comes into force on 25th January 2009.

**Amendment of the Napier University (Scotland) Order of Council 1993**

2. In the Napier University (Scotland) Order of Council 1993(2)–

(a) in article 2(1) (interpretation), for the definition of “the University” substitute–

““the University” means Edinburgh Napier University designated under section 44 of the Act being the institution formerly known as Napier University and as Napier Polytechnic of Edinburgh and now renamed in accordance with section 49 of the Act”; and

(b) after article 13(1) (savings and transitional provisions), insert–

“(1A) References to “Napier University” or “the Court of Napier University”, to “Napier Polytechnic of Edinburgh” or “the Governors of Napier Polytechnic of Edinburgh”, to “Napier College of Commerce and Technology” or “the Governors of Napier College of Commerce and Technology”, to “Napier College of Science and Technology” or “the Governors of Napier College of Science and Technology”, or to “Napier Technical College” or “the Governors of Napier Technical College” in any:

- (a) agreement, deed, bond or other writing, document or instrument of any description;

(b) action or proceeding pending or existing at 24th January 2009 by or against Napier University or the Court of Napier University before any court or other tribunal; and

(c) document relating to or affecting any property, right, liability or obligation of Napier University or the Court of Napier University,

shall be read on or after 25th January 2009 as referring to “Edinburgh Napier University” or “the Court of Edinburgh Napier University” as the context requires; and no rights, interests, obligations or liabilities of any person shall be affected by the change of name of the institution or its governing body.”.

### **Amendment of the Napier College of Commerce and Technology (No. 2) Regulations 1985**

3. In regulation 3 of the Napier College of Commerce and Technology (No. 2) Regulations 1985(3) (continuation of governing body), for “the Court of Napier University” substitute “the Court of Edinburgh Napier University”.

*Judith Simpson*  
Clerk of the Privy Council

(1) [1992 c. 37](#); to which there are amendments not relevant to this Order.

(2) S.I. [1993/557](#), amended by S.S.I. [2007/160](#).

(3) S.I. [1985/1163](#), partially revoked and amended by S.I. [1988/1715](#) and [1993/557](#).

## **EXPLANATORY NOTE**

*(This note is not part of the Order)*

In accordance with the requirements of section 49 of the Further and Higher Education (Scotland) Act 1992, the governing body of Napier University resolved on 16th June 2008 to change the name of Napier University to Edinburgh Napier University and the Privy Council consented to the change of name on 23rd September 2008. The change of name takes effect on 25th January 2009.

This Order amends the governance instruments of Napier University to reflect the change of name. Article 2 amends the Napier University (Scotland) Order of Council 1993 and article 3 amends the Napier College of Commerce and Technology (No. 2) Regulations 1985.

## **EXECUTIVE NOTE**

### **THE EDINBURGH NAPIER UNIVERSITY ORDER OF COUNCIL 2008**

**SSI/2008/388**

The above instrument was made in exercise of the powers conferred upon the Lords of Her Majesty's Most Honourable Privy Council by sections 45 and 60 of the Further and Higher Education (Scotland) Act 1992 (.the 1992 Act.). The instrument is subject to negative resolution procedure.

#### **Policy Objectives**

Napier University ("University"), along with the majority of other post 1992 universities and designated higher education institutions, has a Governance Order, the Napier University (Scotland) Order of Council 1993 made by the Privy Council. The Napier College of Commerce and Technology (No. 2) Regulations 1985 also contain provisions which apply to the University. The purpose of this instrument is to amend these governance instruments to reflect a change of name to .Edinburgh Napier University.

#### **Name**

In accordance with the requirements of section 49 of the Further and Higher Education (Scotland) Act 1992, the governing body of the University resolved on 16th June 2008 to change the name of the University to Edinburgh Napier University and the Privy Council consented to the change of name on 23rd September 2008. The change of name takes effect on 25th January 2009.

The University wished to change its name to "Edinburgh Napier University" as it considers that including "Edinburgh" in its name will build on its reputation as an increasingly successful international university by improving its recognition around the UK and internationally. The University feels that capitalising on its geographical location in Scotland's capital city will raise its profile with business and industry and that market research consistently demonstrates that students choose to study at a university because of the courses it offers, its reputation and its location.

#### **Consultation on new name**

Prior to the Privy Council granting its consent, the University conducted a comprehensive consultation on the proposed name change, seeking the views of a wide range of stakeholder organisations, including colleges, universities, MPs, MSPs, City of Edinburgh councillors, local

authorities, local and national civic, community and business organisations, as well as staff and students at the University.

### **Financial effects**

A Regulatory Impact Assessment has not been prepared as this instrument has no financial effects on the Scottish Government, local government or on business.

Scottish Government, Lifelong Learning Directorate

October 2008



**2007 No. 160**

EDUCATION

**The Napier University (Scotland) Order of Council 1993  
Amendment Order of Council 2007**

*Made* *2nd March 2007*

*Laid before the Scottish Parliament* *8th March 2007*

*Coming into force* *1st August 2007*

At the Council Chamber, Whitehall, the 2nd day of March 2007

By the Lords of Her Majesty's Most Honourable Privy Council

Their Lordships, in exercise of the powers conferred upon Them by sections 45 and 60 of the Further and Higher Education (Scotland) Act 1992(1) and of all other powers enabling Them in that behalf, order as follows:

**Citation, commencement and interpretation**

1.—(1) This Order may be cited as the Napier University (Scotland) Order of Council 1993 Amendment Order of Council 2007 and shall come into force on 1st August 2007.

(2) In this Order “the 1993 Order” means the Napier University (Scotland) Order of Council 1993(2).

**Amendments to the Napier University (Scotland) Order of Council 1993**

1.—(1) The 1993 Order is amended as follows.

(2) In article 2(1) (interpretation)–

(a) before the definition of “the Act” insert the following definitions–

““academic staff eligible to participate in elections” means all persons employed under permanent academic contracts that are either full time or part time;

“non-academic staff eligible to participate in elections” means all persons employed under permanent non-academic contracts that are either full time or part time;”;

(b) for the definition of “the students” substitute–

““the students” means all enrolled students of the University or sabbatical officers of the Students' Association;”.

(3) For article 3 (the court), substitute—

### **“The Court**

**3.—**(1) The Court shall be the governing body of the University, and shall administer it for the objects of providing education, carrying out research, and promoting teaching, research and general scholarship.

(2) Subject to paragraph (3), the Court shall consist of—

(a) one person to be appointed by the Chancellor who shall act as Assessor to the Chancellor;

(b) the Principal and Vice Chancellor referred to in article 5;

(c) any Vice Principal referred to in article 9, subject to the following:—

(i) no more than three Vice-Principals may serve on the Court; and

(ii) where there are more than three Vice-Principals of the University at any time, the Principal and Vice-Chancellor shall appoint the three Vice-Principals to serve on the Court;

(d) three members of the staff of the University to be appointed or elected as follows—

(i) one who shall be appointed by the Academic Board from the members of the academic staff of the University who are members of the Academic Board, and who shall be below the level of Head of Department;

(ii) one who shall be elected by and from among the academic staff of the University eligible to participate in elections; and

(iii) one who shall be elected by and from among the non-academic staff of the University eligible to participate in elections;

(e) the President of the Students' Association and one other office bearer of the Students' Association to be selected by that Association in accordance with the scheme referred to in article 7(4); and

(f) persons appointed by the Court reflecting a variety of different interests and experience, including those with experience in the provision of education, local government, industrial, commercial or employment matters or the practice of any profession, being not less than 12 nor more than 15 persons as the Court may from time to time determine.

(3) It shall be competent for the Court (on a two-thirds majority of its whole members) from time to time to vary the number of persons to be appointed or elected under any of paragraph 2(c) to (f), provided that—

(a) no category referred to in paragraph 2(c) to (f) shall cease to be represented on the Court; and

(b) those persons appointed under paragraph 2(f) shall remain in overall majority in the Court.

(4) Other than those members of the staff of the University appointed or elected to the Court under paragraph (2)(b), (c) and (d), no member of staff of the University shall be eligible for appointment to the Court. Those members of staff appointed or elected under paragraph (2)(b), (c) and (d) shall continue to receive payments from the University in terms of their contracts of employment.

(5) In carrying out the University's objects, the Court shall be entitled to carry on any activity of any type, in particular the functions and powers of the Court as set out in Schedule 1, and those activities and functions shall be exercised without prejudice to any person on grounds of gender, race, age, disability, sexual orientation, religion or other belief and in a manner which promotes academic freedom.

(6) No failure or defect in the appointment or election of any member of the Court and no vacancy in the office of a member of the Court shall prevent the Court from acting in the execution of its functions, nor shall any act or proceeding of the Court or of any committee appointed by it be invalidated or be illegal by reason of or in consequence of any such defect in the appointment or election of any member of the Court or of any such vacancy in the office of a member of the Court.

(7) No person other than an *ex officio* member shall be appointed or elected to the Court for a term of office of more than 4 years.

(8) Subject to paragraph (9), no person other than an *ex officio* member shall be appointed or elected to the Court for a term of office that, if aggregated with any previous term of office, whether served consecutively or non-consecutively, would exceed a period of 9 years.

(9) Where a person other than an *ex officio* member has, at any time during a period of appointment or election to the Court, been elected as Chair of the Court (3), the maximum aggregate period for the purposes of paragraph (8) is 12 years.

(10) For the purposes of paragraphs (7), (8) and (9)–

(a) “*ex officio* member” is a member referred to in article 3(2)(a), (b) or (c); and

(b) “term of office” shall include any term of office as a member, including any period of office as Chair of the Court whether served before or after the coming into force of this Order.”.

(4) In article 7 (the Students' Association) each time it occurs and article 13(4) (savings and transitional provisions) where it second occurs, for “Council”, substitute “governing body”.

(5) Article 8 (the Graduates' Association) is revoked.

(6) In article 9(1) (staff), for “Assistant Principles” substitute “Assistant Principals”.

(7) In article 10 (prizes and bequests), for “funds to which Schedule 3 hereto relates, apply the free income of each fund for the purposes specified in column (3) of the said Schedule against the name of that fund”, substitute “prize funds within its powers, apply the free income of each fund for the purposes for which it was established”.

(8) In Schedule 1, Part B (administration)–

(a) in paragraph (6) for “3(2)(g)” substitute “3(2)(f)”; and

(b) in paragraph (10) omit “including limitations by reason of age”.

(9) For Schedule 2 (the Academic Board), substitute–

Article 6(1)

## “SCHEDULE 2 THE ACADEMIC BOARD

1. The Academic Board shall comprise the following:

(a) *ex officio* members–

- Principal and Vice Chancellor
- Vice Principals
- University Secretary
- Deans of the University
- Director of Educational Development
- Director of Learning Information Services
- Director of Lifelong Learning
- Director of Quality Enhancement Services
- Director of the Graduate School

(b) Elected members–

- One member of academic staff from each School elected by and from that School(4) (excluding the Head of School)
- One Senior Lecturer/Reader from each Faculty elected by and from that Faculty
- One member elected by and from among the Professoriate
- One member elected by and from among Teaching Fellows/Senior Teaching Fellows
- One Associate Dean from each Faculty elected by and from that Faculty
- One Head of School from each Faculty elected by and from that Faculty

(c) Student representatives–

- The President of the Students' Association, or a sabbatical officer of the Students' Association nominated by the President

- One student from each Faculty nominated by the Students' Association

2. The elected members shall be members of the full time or part time academic staff of the University employed under permanent contracts and the student representatives (other than the Sabbatical Officer) shall be matriculated students at the University.

3. The elected members shall hold office for such a period, not exceeding 4 years, as may be determined by the Academic Board, and the student representatives shall hold office for a period not exceeding 1 year.

4. The elected members shall be eligible for re-election.”.

(10) Schedule 3 (special funds connected with the University) is revoked.

*Meriel McCullagh*  
Deputy Clerk of the Privy Council

(1) [1992 c. 37](#).

(2) [S.I. 1993/557](#).

(3) The Chair is elected by and from among the members of the Court in terms of the Court's Standing Orders of 18th June 2001, as amended.

(4) The Schools are the primary teaching groups of the University established under Part C(4) of Schedule 1 to the 1993 Order.

## **EXPLANATORY NOTE**

*(This note is not part of the Order)*

This Order amends the Napier University (Scotland) Order of Council 1993 (S.I. [1993/557](#)) (“the 1993 Order”) in respect of the provisions regarding the constitution, functions and powers of the Court of Napier University, as governing body of that University, and the arrangements to be adopted by the governing body in discharging its functions.

Napier University was formerly known as Napier College of Commerce and Technology and later as Napier Polytechnic of Edinburgh. It has adopted the name “Napier University” in accordance with section 49 of the Further and Higher Education (Scotland) Act 1992.

Article 2 amends the 1993 Order. Paragraph (2) provides for new definitions of persons referred to in the 1993 Order. Paragraph (3) substitutes a new article 3 in the 1993 Order which provides for the constitution of the Court of the University and makes specific provision for the University to carry on any activity of any type in carrying out its objects, without unlawful discrimination. Paragraph (4) changes references in the 1993 Order to the “Council” of the Students' Association to the “governing body”. Paragraph (5) revokes article 8 (Graduates' Association) of the 1993 Order. Paragraph (6) corrects an error in the 1993 Order. Paragraph (7) amends article 10 of the 1993 Order to make provision for the Court in relation to the application of the free income of each of the prize funds within its powers. Paragraph (8) makes a consequential amendment to paragraph 6 of Schedule 1 to the 1993 Order as a result of the new article 3 and removes the reference in paragraph 10 of Schedule 1 to the 1993 Order to limitations on age, in respect of the University Court’s powers to make provision for the composition of the Academic Board. Paragraph (9) replaces Schedule 2 to the 1993 Order with a new Schedule 2, which makes provision for a different composition for the Academic Board. Paragraph (10) revokes Schedule 3 (Special Funds Connected with the University) to the 1993 Order.

## EXECUTIVE NOTE

### THE NAPIER UNIVERSITY (SCOTLAND) ORDER OF COUNCIL 1993 AMENDMENT ORDER OF COUNCIL 2007 (SSI 2007/160)

The above instrument is made in exercise of the powers conferred upon the Privy Council by sections 45 and 60 of the Further and Higher Education (Scotland) Act 1992. The instrument is subject to negative resolution procedure.

#### Policy Objectives

Napier University has a Governance Order - the Napier University (Scotland) Order of Council 1993 (“the 1993 Order”), made by the Privy Council.

The purpose of this instrument is to make a number of changes to the 1993 Order to modernise the University’s governance framework. This follows a comprehensive review of governance effectiveness undertaken by the Napier University Court in 2005. The changes are in line with the Governance code of practice and general principles set out in the Committee of University Chairmen’s ‘Guide for Members of Higher Education Governing Bodies in the UK’, available on the internet at the following link:

[http://www.hefce.ac.uk/pubs/hefce/2004/04\\_40/](http://www.hefce.ac.uk/pubs/hefce/2004/04_40/).

The Order amends the 1993 Order in the following ways:

- Article 2 (2) (a) reflects the fact that all permanent employees, whether full time or part time should be eligible to vote and to stand for election to serve as a member of the Court;
- Article 2 (2) (b) provides a new definition of ‘student’ to include those students holding positions as sabbatical officers of the Students’ Association;
- Article 3 (5) provides for the University to carry on any activity of any type in carrying out its objects without prejudice to any person on grounds of gender, race, age, disability, sexual orientation, religion or other belief;
- Article 3 (2) changes the maximum number of members of the Court from 27 to 25;
- Articles 3 (7), (8) and (9) reduces the aggregate time for which a member (who is not an *ex officio* member of the Court) may serve on the Court, from 12 to 9 years;
- Article 9 removes the age limitation in the 1993 Order on those who are eligible to take office as a member of the Court;
- Article 4 changes reference to the ‘Council’ of the Students’ Association to the ‘governing body’ in accordance with the present constitution of the Association;
- Article 5 removes reference to the Graduates’ Association since this association is to be disbanded;
- Article 7 makes provision in relation to the application of the free income of each of the prize funds under the control of the Court;

- Schedule 2 removes the age limitations on tenure of membership of the Academic Board and alters the composition of the Academic Board.

### **Consultation**

The Privy Council and Napier University have been consulted during the preparation of the instrument.

### **Financial Effects**

A Regulatory Impact Assessment has not been prepared as this instrument has no financial effects on the Scottish Executive, local government or on business.

Scottish Executive

Enterprise, Transport and Lifelong Learning Department

February 2007



1993 No. 557 (S. 76)

EDUCATION, SCOTLAND

**The Napier University (Scotland) Order of Council 1993**

<i>Made</i>	<i>8th March 1993</i>
<i>Laid before Parliament</i>	<i>11th March 1993</i>
<i>Coming into force</i>	<i>1st April 1993</i>

At the Council Chamber, Whitehall

By the Lords of Her Majesty's Most Honourable Privy Council

Their Lordships, in exercise of the powers conferred upon Them by sections 45 and 60 of the Further and Higher Education (Scotland) Act 1992(1) and all other powers enabling Them in that behalf, are pleased to order, and it is hereby ordered, as follows:

**Citation and commencement**

1. This order may be cited as the Napier University (Scotland) Order of Council 1993 and shall come into force on 1st April 1993.

**Interpretation**

2.—(1) In this Order, unless the context otherwise requires, the following expressions have the meanings respectively assigned to them:

“the Act” means the Further and Higher Education (Scotland) Act 1992;

“the graduates” means all persons who have been registered students of the University, or the former Napier College, Edinburgh College of Commerce or Napier Polytechnic of Edinburgh and have duly completed their particular course of study and received their due award;

“the students” means all persons registered for a course of study of the University;

“the Academic Board” means the Board appointed under article 6(1);

“the University” means Napier University designated under section 44 of the Act being the institution formerly known as Napier Polytechnic of Edinburgh and now renamed in accordance with section 49 of the Act;

“the Court” means the Court of the University, being the governing body constituted as a body corporate by regulation 3 of the Napier College of Commerce and Technology (No. 2) Regulations 1985(2) and now renamed in accordance with section 49 of the Act; and

“the 1988 Regulations” means the Central Institutions (Scotland) Regulations 1988(3).

(2) In this Order, unless the context otherwise requires, any reference to a numbered article, Part or Schedule shall be construed as a reference to the article, Part or Schedule, as the case may be, which bears that number in this Order and any reference to a numbered paragraph in an article of, or Schedule to, the Order is to be construed as a reference to the paragraph bearing that number in that article or, as the case may be, that Schedule.

## **The Court**

3.—(1) The Court shall be the governing body of the University, and shall administer it for the objects of providing education, carrying out research, and promoting teaching, research and general scholarship.

(2) The Court shall consist of the following persons:

- (a) one person to be appointed by the Chancellor who shall act as Assessor to the Chancellor;
- (b) the Principal and Vice-Chancellor referred to in article 5;
- (c) any Vice-Principal or Vice-Principals referred to in article 9 provided that their numbers shall not exceed two. In the event of there being more than two Vice-Principals at any time, the Principal and Vice-Chancellor shall nominate the two Vice-Principals to serve on the Court;
- (d) four members of the staff of the University to be appointed as follows:
  - (i) two who shall be appointed by the Academic Board from the members of the full-time academic staff of the University who are members of the Academic Board, at least one of whom shall be below the level of Head of Department;
  - (ii) one who shall be elected by the full-time academic staff of the University from among such staff; and
  - (iii) one who shall be elected by the full-time non-academic staff of the University from among such staff;
- (e) the President of the Students' Association and one other office-bearer of the Association to be selected by that Association as referred to in article 7;
- (f) one person to be appointed by the Graduates' Association referred to in article 8; and
- (g) such other persons appointed by the Court reflecting a variety of different interests and experience, including those with experience in the provision of education, local government, industrial, commercial or employment matters or the practice of any profession, being not less than 12 nor more than 16 persons as the Court may from time to time determine.

(3) It shall be competent for the Court from time to time to vary the numbers of persons to be appointed under any of paragraphs 2(c) to 2(g), provided that no category there referred to shall cease to be represented on the Court. In any such variation those persons appointed under paragraph 2(g) shall remain in overall majority in the Court, and no variation shall be effective unless determined by a two-thirds majority of the whole members of the Court.

(4) Other than those members of the staff of the University appointed to the Court under articles (2)(b), (c) and (d), no members of staff of the University shall be eligible for appointment to the Court.

(5) The functions and powers of the Court shall be as set out in Schedule 1, and shall be exercised without prejudice to any person on grounds of gender, race, religion or other belief and in a manner which promotes academic freedom.

(6) No failure or defect in the appointment of any member of the Court and no vacancy in the office of a member of the Court shall prevent the Court from acting in the execution of its functions, nor shall any act or proceeding of the Court or of any Committee appointed by it be invalidated or be illegal by reason of or in consequence of any such vacancy or of any such defect in the appointment of any member of the Court.

(7) No person other than an *ex officio* member shall be appointed to the Court for a term of office of more than 4 years; and no person other than an *ex officio* member shall be appointed to the Court where his term of office, if aggregated with any previous terms of office, whether served before or after the coming into force of this Order, would cause him to serve for more than 12 years on the Court.

(8) A person who has attained the age of 70 years shall not thereafter be eligible to take office, whether for a first or subsequent term, as a member of Court; provided that nothing in this article shall prohibit a person who attains the said age during a term of office from continuing as a member of Court until the expiry of that term.

## **Chancellor**

4.—(1) There shall be a Chancellor of the University appointed in a manner to be determined by the Court who shall be the titular head of the University and shall be entitled to confer degrees and other awards of the University.

(2) The period of office of the Chancellor shall be determined by the Court on appointment, and may be renewed.

## **Principal and Vice-Chancellor**

5.—(1) There shall be a Principal of the University who shall also be the Vice-Chancellor. The Principal and Vice-Chancellor shall be the chief Academic and Administrative Officer of the

University. In the absence of the Chancellor or during a vacancy in that office, the Principal and Vice-Chancellor may exercise and perform all the functions of the Chancellor including the conferment of degrees.

(2) The Principal and Vice-Chancellor shall be appointed by the Court in a manner to be determined by the Court from time to time.

(3) The Court shall secure that its functions (other than those referred to in article 9(1) and those delegated to the Academic Board by virtue of article 6) relating to the organisation and management of the University and to the appointment, promotion and discipline of staff therein shall be discharged by the Principal and Vice-Chancellor and subject thereto may delegate such other of its functions and powers as are set out in Part A of Schedule 1 as the Court may from time to time determine.

(4) In discharging the functions specified in paragraph (3), the Principal and Vice-Chancellor shall be subject to the general control and direction of the Court, but otherwise the Principal and Vice-Chancellor shall have all the powers and duties of the Court in relation to those functions.

### **The Academic Board**

6.—(1) The Court shall appoint and maintain by further appointment an Academic Board of the University constituted and appointed in accordance with Schedule 2. The Principal and Vice-Chancellor shall preside over meetings of the Academic Board.

(2) The Academic Board may from time to time with the approval of the Court regulate the procedures to be adopted by it including the appointment by the Academic Board of such committees as may be considered appropriate, and any other matters connected with the functions of the Academic Board, provided that any such procedures shall secure:

- (a) the appointment of a Vice-Chairman of the Academic Board; and
- (b) a minimum number of meetings of the Academic Board in each year.

(3) The Court may from time to time delegate to the Academic Board or assume in place of the Academic Board such particular powers and functions as they may determine but subject thereto the Court shall delegate to the Academic Board their whole functions set out in Part C of Schedule 1 hereto provided however that they may from time to time require that such matters as they may specify shall only be determined with the approval of the Court.

(4) The Academic Board may make such rules and regulations as may be necessary for the implementation of their functions or any of the functions delegated to them by the Court.

### **The Students' Association**

7.—(1) There shall be an Association of the students of the University, known as “the Students' Association”.

(2) The Students' Association shall have a Council, a President and such other office-bearers as it may from time to time determine.

(3) The principal functions of the Students' Association shall be to advise, assist and represent the students, to provide a channel of communication between the students and the authorities of the University, to provide social and recreational services and facilities for the students and to enable its members to co-operate with members of other institutions for their mutual benefit.

(4) The Students' Association shall be constituted initially in accordance with the scheme for the constitution and functions of the Students' Association of Napier Polytechnic of Edinburgh, made under the Napier College of Commerce and Technology (No.2) Regulations 1985, which scheme shall continue in force subject to paragraph (5).

(5) Subject to paragraphs (2) and (3), the Association shall have power, with the approval of the Court, to determine its own constitution and functions, to amend or revoke any provision of the scheme referred to in paragraph (4), and to make regulations as to the manner of election of the Council and the office bearers and any other matter relating to the powers, functions, membership and administration of the Association.

### **The Graduates' Association**

8.—(1) There shall be an Association of the graduates of the University, known as “the Graduates' Association”, with a Council, President and such other office-bearers as the Association may from time to time determine.

(2) The principal functions of the Graduates' Association shall be to foster and develop the relationships between the graduates and the University and among the graduates themselves, and to promote, assist and support the University in any ways which may from time to time seem appropriate and useful.

(3) The initial constitution of the Graduates' Association shall be determined by the Court.

(4) The manner of election of the Council and the Office-bearers, and any other matters relating to the powers, functions, membership and administration of the Association which at any time it may be thought proper to regulate shall be determined by the Association with the approval of the Court.

### **Staff**

9.—(1) In addition to the appointment of a Principal and Vice-Chancellor as referred to in article 5 hereof, the Court may as the need arises and after consultation with the Principal and Vice-Chancellor appoint a Secretary, and such Vice-Principals and Assistant Principles as the Court may consider necessary for the discharge of its functions.

(2) The Court may also appoint such other staff as it may consider necessary for the discharge of its functions.

## **Prizes and Bequests**

10. The Court shall, after paying any necessary expenses of management and the burdens and taxes affecting each of the funds to which Schedule 3 hereto relates, apply the free income of each fund for the purposes specified in column (3) of the said Schedule against the name of that fund. If at the end of any financial year there is an unexpended balance of income on any of the said funds, it shall be in the power of the Court to carry the said balance or part thereof forward to the following financial year or to add the said balance or part thereof to the capital of the said fund.

## **Variations and Revocations of Regulations specific to the University**

11. In the Napier College of Commerce and Technology (No. 2) Regulations 1985, without prejudice to the validity of anything done thereunder:

(a) all provisions except the preamble and regulations 1 and 3 are hereby revoked; and

(b) in regulation 3, for “The Governors of Napier Polytechnic of Edinburgh” there shall be substituted “The Court of Napier University”.

## **Partial Revocation of the 1988 Regulations**

12.—(1) The 1988 Regulations shall cease to have effect in so far as they apply to the University.

(2) In Schedule 2 to those Regulations, paragraph 9 relating to The Napier College of Commerce and Technology (No. 2) Regulations 1985 is hereby revoked.

## **Savings and Transitional Provisions**

13.—(1) For the avoidance of doubt, nothing in this Order shall be taken to affect the continuance of the Court as a body corporate in accordance with The Napier College of Commerce and Technology (No. 2) Regulations 1985.

(2) Any governors in office at the commencement of this Order in accordance with any provision of the 1988 Regulations shall continue for the remainder of their period of office as if they had become members of the Court in accordance with the corresponding provision of this Order.

(3) Any members of the Academic Board established under the 1988 Regulations in office at the commencement of this Order shall continue as members of the Academic Board established under article 6 for the remainder of their period of office.

(4) Any office-bearers or members of the Council of the Students' Association established under the Napier College of Commerce and Technology (No. 2) Regulations 1985 in office at the

commencement of this Order shall continue as office-bearers or members of the Council of the Students' Association established under article 7 for the remainder of their period of office.

(5) The whole arrangements prevailing at the time of the coming into force of this instrument shall continue to operate unless or until varied or superseded by the Court.

*N. H. Nicholls*  
Clerk of the Privy Council

- (1) [1992 c. 37](#).
- (2) S.I. [1985/1163](#), amended by S.I. [1988/1715](#).
- (3) S.I. [1988/1715](#).

## SCHEDULE 1

Without prejudice to the generality of its functions and powers in the overall management of the University the Court shall have the following functions and powers:

### **Finance and Property**

**A.**—(1) To make such arrangements as they think fit for the conduct of the financial affairs of the University, for the deposit of money and for the drawing and signing of cheques.

(2) To hold, buy, accept, acquire, use, occupy, sell, convey, exchange and lease any property whether heritable or moveable and to grant security over such heritable or moveable property.

(3) To accept and hold in trust any property or asset given, transferred or bequeathed for any purpose connected with the University and apply the same in accordance with purposes of the trust.

(4) To levy and receive fees for all services provided by the University and to raise, generate and receive income from any sources for the furtherance of the objects of the University.

(5) To build, construct, provide, maintain, repair, alter, improve, enlarge, replace, and renew all such property, buildings, assets, furniture, apparatus and equipment as they may from time to time deem appropriate.

(6) To appoint such professional advisers as they may from time to time think appropriate.

(7) To provide, equip, maintain, administer and conduct any facilities for sports, social and recreational purposes, libraries, reading rooms, teaching support services, residential accommodation, and such other facilities of any kind as they may from time to time deem appropriate.

(8) To receive and expend recurrent and capital funds, to borrow funds and to offer securities, to lend and apply the funds all in such way as they shall deem appropriate for the objects of the University, provided always that they shall cause accounts to be made of income and expenditure and shall appoint auditors to audit the same.

(9) To invest any moneys belonging to the University, including unapplied income, in such stocks, funds, shares, securities or accounts as they shall from time to time think fit, whether authorised by the general law for the investment of trust funds or not, and whether inside the United Kingdom or not, or in the purchase of heritable property, with the like power of varying such investments from time to time.

(10) To give guarantee for the payment of any sum or sums of money or the performance of any contract or obligation by any company, body, society or person.

(11) To enter into, vary, carry out or terminate contracts including insurance and contracts of employment.



(12) To apply for and to hold letters patent, patent rights, copyrights, Armorial Bearings or other such rights by themselves or in conjunction with others.

(13) To make provisions for the superannuation of members of staff and the provision of benefits to them, their spouses, their dependants and others.

(14) In consultation with the Academic Board to determine all University fees.

(15) To initiate and establish commercial companies in their own right or in association with other persons or institutions as they may deem appropriate, to hold or continue to hold shares and interests in such companies, and to carry on any trade or business whatsoever calculated to carry out the objects of or to be for the benefit of or to advance the interest or well-being of the University.

(16) To manage all matters of the finance and property of the University including businesses, patents and all enterprises whatsoever.

(17) To pay to any of its members such travelling and subsistence allowances as it thinks appropriate.

(18) To conduct legal proceedings.

## **Administration**

**B.**—(1) To determine the dates, times and places of its meetings, and the provisions for the calling and notice of meetings including the convening of special meetings on the requisition of any three members of the Court, provided that there shall be at least four ordinary meetings in each calendar year.

(2) To determine the necessary quorum for any meeting, the majorities required for determinations of the Court, and the methods and procedures for the recording and publication of determinations of the Court.

(3) To determine the form, custody and use of the common seal of the University.

(4) To determine the arrangements to be made for the execution and custody of all deeds and other documents and the custody of all property belonging to them.

(5) To make such rules, Standing Orders, ordinances, statutes, or regulations as they think fit in the implementation of their functions.

(6) To appoint a chairman and vice-chairman of the Court from among those appointed to the Court under article 3(2)(g) and to prescribe their respective duties and tenures.

(7) To appoint such new members of the Court as may from time to time be required, to determine the method of appointment to membership of the Court, and to remove members of the Court in such circumstances as the Court may prescribe.

(8) To appoint such committees of their own number for such particular purposes as they may think fit, including consultative and negotiating committees with staff, and to appoint such other persons not being members of the Court to any such Committee as they may deem appropriate.

(9) To delegate to any such Committee such of their functions as they may currently retain in their own hands where they consider it expedient to make such delegation and to discharge and discontinue any committee appointed by them.

(10) After consultation with the Academic Board, to make such variations in the composition of the Academic Board as set out in Schedule 2 as they shall from time to time think fit and to determine the method of appointment to membership of that body and the tenure of the members including limitations by reason of age, and to remove members of the Board in appropriate circumstances,

(11) To review any decisions of the Academic Board or the Principal and Vice-Chancellor referred to the Court by any person aggrieved by such determination in accordance with such procedures as the Court may from time to time determine.

(12) To receive and consider recommendations and reports from the Academic Board provided that the Court shall not amend or vary any determinations made by the Academic Board which require the approval of the Court without further reference to the Academic Board.

(13) To award such Honorary Degrees and Honorary Fellowships as the Court may determine with the approval of the Academic Board.

(14) To make and from time to time to vary the procedures to be adopted for the efficient working of the Court.

## **Academic**

C.—(1) To deal with the overall planning, co-ordination, development and supervision of the academic work of the University.

(2) To admit to the University all persons for whom a place on a course of study is available and who are deemed able to benefit from the education provided at the University; to exclude any person from admission to any course, or part thereof, if the admission of the said person would be likely to prejudice the University.

(3) To prescribe such conditions as may be considered necessary and appropriate for admission to the University.

(4) To establish Faculties, Departments, Schools, Institutes or other groups, to prescribe their organisation, constitution and functions and to vary or abolish any such groups.

(5) To institute professorships and readerships, to confer such titles and to make such rules and conditions as they deem appropriate for the conferment of such titles.

(6) To confer the titles of emeritus professor, honorary professor, honorary reader, honorary lecturer.

(7) To institute, maintain and grant fellowships, scholarships, studentships, and other aids to and encouragements to research and education.

(8) To undertake, to assist others to undertake and to make provision for research, design, development, testing, consultancy, laboratory and other services and to charge such fees for these services as they may deem appropriate.

(9) To award degrees, diplomas, certificates and prizes, and to prescribe such rules and conditions as they deem appropriate for the receipt of the same.

(10) To arrange for the affiliation of the University with other educational institutions, associations or bodies whether public or private for any purposes connected with the University.

(11) To publish, print, provide and sell books, stationery and other goods as they deem appropriate.

(12) To frame such codes of discipline and regulations for students as may be necessary for the maintenance of the good order of the University.

(13) To keep a register of the graduates of the University.

## **General**

**D.** Generally and without prejudice to any of the foregoing to do anything incidental to the performance of any of their functions and to the furtherance of the objects of the University.

**SCHEDULE 2**

**THE ACADEMIC BOARD**

1. The Academic Board shall comprise the following:

(a) *Ex-Officio members*:—

- Principal and Vice-Chancellor (Chairman)
- Vice-Principals
- Assistant Principals
- Deans of Faculty
- Secretary and Academic Registrar
- Director of the Computer Unit
- Director of the Educational Development Unit
- Chief Librarian

(b) *Elected members*:—

- 2 Heads of Departments per Faculty
- 1 Senior Lecturer per Faculty
- 2 Lecturers per Faculty

(c) *Student representatives*:—

- 1 per Faculty nominated annually by the Students' Association
- 1 Sabbatical Officer of the Students' Association (normally President)

(d) *Co-opted members*:—

- Not more than 2 co-opted members

2. The elected members shall be members of the full-time academic staff of the University and the student representatives (other than the Sabbatical Officer) shall be matriculated students at the University.

3. The elected members of the full-time academic staff shall hold office for such a period not exceeding 4 years, as may be determined by the Board, and the student representatives shall hold office for a period not exceeding 1 year.

4. The elected members shall be eligible for re-election.

## SCHEDULE 3

## SPECIAL FUNDS CONNECTED WITH THE UNIVERSITY

(1)	(2)	(3)
Serial No.	Name of Fund	Purpose
1.	James Dick Memorial Prize	To provide a prize for the best student in Medical Microbiology.
2.	Clark Bequest	To provide a travelling bursary for students in the Department of Print, Media, Publishing and Communication.
3.	Heriot-Watt College Prize	To provide prizes for Napier students.
4.	Heriot-Watt College Printing Prize Fund	To provide prizes for students attending printing classes.
5.	Frank P Restall, Heriot-Watt College Prize Fund	To provide prizes for students attending printing classes.
6.	Blyth and Blyth Service Co Fund	To provide prizes for students in the Civil and Transportation Engineering Department.
7.	J B Scott Memorial Prize Fund	To provide a prize for the best Engineering student at Napier.
8.	John Napier Memorial Prize	To provide a prize for the most promising student in the Energy Engineering Degree Course.
9.	David McMillan Memorial Prize Fund	To provide a prize for the best student in Music.

## EXPLANATORY NOTE

*(This note is not part of the Order)*

This Order makes new provision regarding the constitution, functions and powers of the Court of Napier University, as governing body of that University, and the arrangements to be adopted by it in discharging its functions. It replaces most of the provisions of the Napier College of Commerce and Technology (No.2) Regulations 1985, and also the provisions of the Central Institutions (Scotland) Regulations 1988 so far as relating to Napier University.

Napier University is an institution designated by the Secretary of State as eligible to receive support from the Scottish Higher Education Funding Council. It was formerly known as Napier College of Commerce and Technology and later as Napier Polytechnic of Edinburgh. It has adopted the name “Napier University” under section 49 of the Further and Higher Education (Scotland) Act 1992.

Article 3 provides for the Court to be the governing body of the University and makes provision for the composition and membership, functions and powers of the Court.

Article 4 provides for the appointment of a Chancellor as titular head of the University. Article 5 provides for the appointment of a Principal and Vice-Chancellor as Chief Academic and Administrative Officer of the University and for the delegation to him of responsibility for discharging most of the Court’s functions regarding the organisation and management of the University and regarding staff. Article 6 provides for appointment of an Academic Board and for the delegation to it of the Court’s functions regarding academic matters.

Article 7 provides for the establishment and functions of a Students' Association and Article 8 for the establishment and functions of a Graduates' Association. Article 9 makes further provision about appointments of staff. Article 10 enables the Court to administer certain funds for provision of prizes and bursaries.

Articles 11 and 12 make consequential revocations and amendments of existing instruments affecting the University and Article 13 makes saving and transitional provisions.

# Statement of Primary Responsibilities

## Appendix 2

### Introduction

1. The Scottish Code of Good HE Governance (2013) states that “the governing body shall adopt a Statement of Primary Responsibilities” (SPR) and proposes that this should be one of the key documents in relation to which the effectiveness of the Court should be measured. The SPR is subsidiary to the Napier University (Scotland) Order of Council 1993, which is the Statutory Instrument that determines the functions and powers of the Court, and is complementary to the statement of Reserved Areas of Business that is referred to in item 5 of the SPR, and included in the Court Handbook. In the event of any uncertainty in the interpretation of these documents, the Order in Council will have precedence over the SPR, which will in turn have precedence over the schedule of reserved areas of business.
2. It is expected that the responsibilities itemised in the SPR shall be discharged as outlined below. The locus of primary responsibility denotes a responsibility either for advising Court or, where such powers have formally been delegated, for taking action on behalf of the Court.

<b>Primary Responsibilities of the University Court</b>	<b>Locus of Primary Responsibility</b>
<b>Aims and targets of the University</b>	
1. To approve the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders	Court as a whole
2. To promote the good name and values of the institution.	Court as a whole
<b>Approval of delegated authority</b>	
3. To delegate authority to the Principal and Vice-Chancellor, as chief executive, for the management of the institution in accordance with the constitution, and to establish and keep under regular review the policies, procedures and limits within which such management functions are undertaken by approving a schedule of delegated authority.	Audit & Risk Committee
4. To delegate the powers set out in Part C of Schedule 1 of the 1993 Order relating to the academic work of the University (including ensuring the quality of institutional educational provision) to the Academic Board, as required by the Order.	Academic Board
<b>The business of the Court</b>	

<b>Primary Responsibilities of the University Court</b>	<b>Locus of Primary Responsibility</b>
5. To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.	The Chair of Court and Secretary
6. To ensure that the institution’s constitution is followed, that appropriate advice is available to enable this to happen, and that the areas of business that the Court reserves to itself for decision are clearly specified and periodically reviewed.	The Secretary advises Court*
<b>Oversight of systems and processes</b>	
7. To ensure that systems of control and accountability, including financial and operational controls and risk assessment and procedures for handling internal grievances, “whistleblowing” complaints and for managing conflicts of interest are established and monitored.	Control and Accountability: Audit & Risk Committee Grievances Policy: Court as a whole “Whistleblowing” complaints: Secretary informs Principal and Chair of Court in line with Public Interest Disclosure Policy Conflicts of interest: Standing Orders
8. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against agreed plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.	The Principal
9. To ensure adherence to the funding requirements specified by the Scottish Funding Council in its Financial Memorandum and other funding documents.	The Principal (as designated accounting officer under the terms of the SFC Financial Memorandum)
10. To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.	Court Establishes Ad hoc Review Groups
11. To be the institution’s legal authority and, as such, to ensure that systems are in place for meeting all the institution’s legal obligations, including those arising from contracts and other legal commitments made in the institution’s name.	The Secretary Advises Court



<b>Primary Responsibilities of the University Court</b>	<b>Locus of Primary Responsibility</b>
<b>Appointments and employment</b>	
12. To appoint and if necessary dismiss the Principal and Vice-Chancellor, and to put in place suitable arrangements for monitoring his/her performance which shall include consultation with all members of the Court	Nominations Committee and Remuneration Committee*
13. To appoint and if necessary dismiss a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.	Chair of Court and Nominations Committee*
14. After consultation with the Principal and Vice-Chancellor, to appoint and if necessary dismiss such Vice-Principals and Assistant Principals as the Court may consider necessary for the discharge of its functions.	Nominations Committee*
15. To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.	Court as a whole
<b>Finances and assets</b>	
16. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual plan, budget and financial statements, and to have overall responsibility for the university's assets, property and estate.	Finance & Property Committee*# Audit & Risk Committee
17. To act as trustee or be represented on boards of trustees for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.	The Chair advises Court
<b>Welfare of students</b>	
18. To ensure that provision is made for the general welfare of students, in consultation with the Academic Board.	Academic Board

\* subject to the schedule of reserved business

# The Principal is the University's Accounting Officer

**Approved by University Court 16 December 2013**

Amendments to the Statement of Primary Responsibilities reflecting the new Court sub-committee structure agreed following the 2013/14 Governance Review were made by Governance Services under authority delegated from the Court on 23<sup>rd</sup> June 2014

## Schedule of HR Policies That Require Court Approval

### Appendix 3

Policies	Criteria			
	Significantly affect staff cost base	Serious consequences for:		
		Institutional reputation	Employee relations	Business Continuity
Bullying & Harassment		x	x	
Discipline		x	x	
Equality and Diversity		x		
Grievance		x	x	
Public Interest Disclosure		x		
Retirement	x	x	x	x
Redundancy	x	x	x	x
Voluntary Severance	x	x	x	x

**Approved by University Court  
23 June 2014**

# Schedule of Delegated Financial Authority

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## Appendix 4

The Court approved the undernoted Schedule at its meeting held on 25 March 2024.

### 1. Preamble

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1. The University Court is the body responsible for ensuring the proper conduct of the University's affairs. By virtue of the Principal's authority and responsibilities as the Chief Accounting Officer of the University, the Court recognises the need to empower the Principal to discharge their duty to ensure the orderly conduct of the business of the University in a timely and efficient manner. Subject to certain conditions and reservations set out below, the Court delegates full authority to the Principal to act on its behalf in all matters affecting the well-being of the University. All further delegation to members of staff derives from the Principal.

### 2. General principles and arrangements

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1. This Schedule lists those people or bodies who are authorised to commit the University to a contractual or quasi-contractual relationship (i.e. normally with an external body or person, such as the award of capital contracts or the offer of a place to an individual student).
2. Subject to any restrictions imposed by the Court, those to whom authority is delegated can delegate it further if they so wish and are responsible for approving formal schemes of sub-delegation as appropriate. Such delegation does not diminish the personal responsibility to the Court of the office holder to whom that body has made the initial delegation.
3. All authorities are subject to policies approved by or on behalf of the Court and where relevant to budget availability, and must be exercised in accordance with relevant current procedures and applicable statutory requirements.
4. The Schedule covers the authority to make a commitment with resource implications whereas operational transactions, which give effect to such decisions are covered by operating procedures.
5. In respect of new business contracts, full delegation is granted on the basis that Court expects that in all cases:
  - a) the business case will be properly assessed before any contractual commitment is entered into, including a full assessment of the project risks, both reputational and financial.
  - b) the full costs of the project will be identified, including any matched funding costs, any additional overhead cost, including estates costs.
  - c) where a new business proposal would commit the university to additional costs, the contract will not be signed until a decision has been made about where these additional costs are to be funded from.
  - d) all contracts will normally be expected to make an appropriate contribution to central university overheads in accordance with University policy and the University finance strategy, although the Principal has authority to choose to cross subsidise projects within the overall budgetary limits agreed annually by the Court.

- e) a legal opinion must be sought on all non-standard contracts.

### **3. Reserved areas of business**

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1. There are areas of business that the Court reserves to itself for decision, whether directly or through powers delegated to its Committees as set out from time to time in the remits for those Committees or through powers delegated to specific officers as determined by the Court from time to time. These at present are:
  - a) The appointment and terms of reference of Court Committees.
  - b) The appointment or removal of members of Court.
  - c) The appointment of Court representatives on other bodies.
  - d) The appointment of senior officers, namely the Principal and Vice Chancellor, and, after consultation with the Principal and Vice Chancellor, the Secretary and such Vice-Principals and Assistant Principals as the Court may consider necessary for the discharge of its functions.
  - e) The remuneration of the Principal, University Secretary, Vice-Principals and Assistant Principals.
  - f) Severance terms for the Principal.
  - g) The appointment of the External Auditor.
  - h) The University's Strategic Plan and Budget.
  - i) The promulgation of the Standing Orders.
  - j) Acquisition and disposal of property, and commitments to other major projects, where the value of the transaction, or of a group of linked transactions of which it is part, exceeds £1m.
  - k) Statement of Accounts, accounting policies, and the Annual Report.
  - l) Indemnities for members of Court.
  - m) This schedule of reserved matters.
2. The Court will be informed about major litigation.

### **4. Delegation to the Principal**

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1. Subject to the reserved areas (set out in paragraph 3), the Court delegates full authority to the Principal to act on its behalf in all matters affecting the well-being and effective working of the University, subject to the following principles:
  - a) The Principal will act within the terms of the prescribed conditions of their appointment.
  - b) The Principal's actions will be:
    - i. consistent with the University's budgets approved by the Court
    - ii. consistent with the University's strategic plans and objectives
    - iii. in conformity with relevant legislation and externally prescribed conditions, including the Principal's responsibilities as the designated accounting officer under the Scottish Funding Council Financial Memorandum.
  - c) The Principal's actions will be consistent with the 9 principles of public life in Scotland, which incorporate the seven 'Nolan Principles'.
  - d) The Principal will at all times act in accordance with the best interests of the University, its staff and students, and will be mindful of the importance of preserving and enhancing the University's reputation.
  - e) The Principal will report to the Court all significant decisions thus taken, and will be accountable to the Court for such decisions.

- f) In cases of doubt, for example in regard to novel or potentially contentious matters, the Principal will consult with the Chair of the Court, whom failing an external member of the Court nominated for the purpose by the Chair of Court.
- g) In her or his absence, the Principal may delegate authority to an appropriate senior officer, acting on their behalf.

## **5. Budget authority framework**

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1. Each year the Court will approve the annual budget including a schedule of planned capital expenditure and receipts. Individual projects with a value of greater than £1m will be separately identified and require specific approval of the Finance and Property Committee. Individual capital items over £10,000 will be identified in the annual school or department plan.
2. All proposed transactions involving heritable property with a cost or a net present value greater than £1m (including acquiring, altering, extending, selling, conveying, exchange/granting security over or leasing) should be considered and approved by the Finance and Property Committee, which will have final delegated authority to approve all such transactions on behalf of Court.
3. In approving the annual budget the Court or its delegated Committee will grant full delegated authority to the Principal. Where the proposed commitments have not yet been subject to a full investment appraisal including consideration of a costed business case, the Court may be asked for authority in principle (subject to appropriate business plans being prepared and approved by the Principal during the year).
4. Within the approved budget, the Principal has delegated authority to vire between budget headings and between capital and revenue.
5. The Court may, via Finance and Property Committee, additionally delegate to the Principal authority to contractually commit the University beyond the agreed budget in a given year. The extent of this further discretionary delegation will vary and shall be informed by the advice of the Director of Finance and Operations depending on the prevailing financial position of the University at the time. Under such circumstances, normal University tendering procedures would be followed, no commitment being made without investment appraisal having been undertaken and the Director of Finance and Operation's advice having been sought and where the transaction is one which would otherwise under this schedule have required Court approval, this will still be required.

## **6. Contractual or legal requirements**

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1. All deeds and other documents relating to heritable property transactions in the name of the Court shall be valid only if they are subscribed by one member of the Court and the Secretary and sealed with the Common Seal of the University, or by one member of the Court and the Secretary and a witness. The Secretary will require to be satisfied that the commitment has been agreed by a person or body authorised to do so in the Schedule of Delegation and shall be responsible for the safe custody of all deeds and other documents relating to heritable property transactions.
2. If there is a legal requirement, or if it is specifically required by the other party to the contract, for documents other than those which relate to heritable property

transactions to be formally executed in the name of the Court, these shall be valid only if they are subscribed by one member of the Court and the Secretary and a witness. The Secretary will require to be satisfied that the commitment has been agreed by a person or body authorised to do so in the Schedule of Delegation, and that arrangements are in place for the safe custody of all such documents.

3. Where there is no requirement for a contract or agreement to be formally executed in the name of the Court, it may be signed by the person to whom authority to make the commitment has been delegated in the Schedule of Delegation, and may be delegated further where this is permitted by the Schedule of Delegation. The person to whom authority to make the commitment has been delegated in the Schedule of Delegation shall be responsible for ensuring that arrangements are in place for their safe custody of all such contracts and agreements.

## 7. Specific delegated financial authority

<b>1. Heritable property</b>	
a) Transactions up to £1m	Principal with agreement of the Director of Finance and Operations following consultation with the Director of Property and Facilities and subject to an appropriate business case
b) Transactions or a group of linked transactions over £1m	Finance and Property Committee
<b>2. Other expenditure</b>	
a) Less than £100,000	Level 3 budget holders*
b) Less than £250,000	Level 2 budget holders*
c) Less than £1m	Principal with agreement of the Director of Finance and Operations and subject to an appropriate business case
d) £1m or more	Finance and Property Committee
<b>3. Financial Transactions, Borrowing, Lending and Investment</b>	
a) Treasury Management, within agreed borrowing consent limits	Principal, who will delegate full authority to the Director of Finance and Operations
b) Secured or Unsecured Loans to Third Parties	Finance and Property Committee
c) Investments and dis-investments in Subsidiaries, Non-Subsidiaries, Joint Ventures and Spin-Out Companies	Finance and Property Committee, on the recommendation of the Principal
Any borrowings above existing SFC approved levels must be approved by SFC in advance. All requests to increase SFC borrowing levels must be approved in advance by Finance and Property Committee on behalf of Court.	
<b>4. New Business Contracts</b>	
a) All new business contracts (including commercial research, consultancy contracts, grants, collaborative agreements, agreements to provide training to other agencies, and other funding bids and covering renewal, extensions of existing arrangements where a new legal obligation is being entered into)	Principal, on the advice of the Level 2 budget holder, who may delegate as seen fit, from time to time
<b>5. Endowments (excluding funds donated to Development Trust)</b>	
a) Release to Fund Managers for investment	Director of Finance and Operations

b) Release of income to beneficiary as a budget for specified purposes	Director of Finance and Operations
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Budget Holders	
Level 1	The Principal, to whom all direct reports are accountable
Level 2	Director of Finance and Operations
Level 3	Other senior executive roles considered by Remuneration Committee (ULT).
Delegation below this level is detailed in the Schedule of Sub-Delegation.	

\*Subject to provisions within the Schedule of Sub-Delegation



### 1. Commencement

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- 1.1 In exercise of the powers contained in The Napier University (Scotland) Order of Council 1993, and subject to the provisions of these Regulations and subsequent amendments thereto, the Court of Edinburgh Napier University hereby makes the following Standing Orders for the regulation of the business and proceedings of the Court, its Committees and Sub-Committees, which Standing Orders shall operate from 18 June 2018 and shall supersede all previous Standing Orders.

### 2. Interpretation

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- 2.1. In these Standing Orders the following words and expressions shall have the meanings hereinafter respectively assigned to them, viz:
- 2.1.1 “Committee” means any Committee, including Sub-Committees, which may be appointed by the Court from time to time;
  - 2.1.2 “Court” means the Court of the University, being the governing body constituted as a body corporate in terms of The Napier University (Scotland) Order of Council 1993;
  - 2.1.3 “The 1993 Order” means The Napier University (Scotland) Order of Council 1993;
  - 2.1.4 “The 2016 Act” means the Higher Education Governance (Scotland) Act 2016;
  - 2.1.5 “The 2018 Order” means the Edinburgh Napier University Amendment Order of Council 2018;
  - 2.1.6 “The Students’ Association” means the Association of the students of the University established in terms of the 1993 Order;
  - 2.1.7 “Secretary” means the Secretary to the Court;
  - 2.1.8 “University” means Edinburgh Napier University; designated under section 44 of the Further & Higher Education (Scotland) Act 1992 and whose title was amended by The Edinburgh Napier University Order of Council 2008;
  - 2.1.9 “Lay Member” means the members appointed under section 4(a)(j) of the 2018 Order. Lay members may not be an employee or student of the University;
  - 2.1.10 “Chair” means the position of senior lay member as defined in the 2016 Act and contained in the 2018 Order, referred to as “Chair of Court”. Members responsible for chairing Court’s sub-committees will be known as Convenors.
- 2.2. In these Standing Orders: the singular number includes the plural and vice versa; the masculine gender includes the feminine and vice versa.

### 3. The Court

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- 3.1 Members: The categories of membership of Court are outlined in the 2018 Order.
- 3.2 The tenure of office for non *ex-officio* Court members is deemed to start from the date of the first Court meeting following their election or appointment and is deemed to terminate on the 31 July in the member’s final year of office.
- 3.3 The initial term of election or appointment of non *ex-officio* Court members shall be four years. Such members will be eligible for re-election or re-appointment, for a further, final period of up to four years. Lay members of Court may by exception be re-appointed for one further year in order to retain a particular skill or expertise and such re-appointments must

be notified to the Scottish Funding Council (SFC). Lay members shall not however serve more than nine years on Court in total, whether served consecutively or non-consecutively, other than in the circumstances provided for in 3.5 below.

- 3.4 Chair: The senior lay member elected in accordance with the 2016 Act will be appointed Chair of Court. The person appointed to the position may not be a student of, or one of the staff of, the institution during the period of the person's appointment. The initial period of appointment shall be for four years. At the expiry of that period the Chair shall be eligible for re-appointment by the Court, for a further period of up to four years.
- 3.5 If an existing 'lay member' is appointed as Chair the maximum aggregate term of office on Court, whether served consecutively or non-consecutively, shall be twelve years.
- 3.6 Vice-Chair: The Court shall appoint a Vice-Chair from the 'lay members' who shall hold office for four years. At the expiry of that period a Vice-Chair shall be eligible for re-appointment, for a further period of up to four years. No lay member shall serve for more than eight years as Vice-Chair.
- 3.7 The Vice-Chair will act as an intermediary for other Court members who might wish to raise concerns about the conduct of the Court or the Chair and will gather feedback on the performance of the Chair from Court members and facilitate appraisal of the Chair's performance at least annually.
- 3.8 In the event of a vacancy in the position of Chair, the Vice-Chair will exercise the functions of the Chair. In such cases, the intermediary function as set out in 3.7 shall be performed by another "lay member" appointed by the Court.
- 3.9 Secretary: The Court will appoint a Secretary who must ensure compliance with all procedures and must ensure that the governing body is appropriately supported such that it is able to discharge its duties. All members must have access to the advice and services of the Secretary to the governing body, and the appointment and removal of the Secretary shall be a decision of the governing body. The Secretary of the University will be the Secretary of the Court.

#### **4. Chair of Court**

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##### 4.1. Chair

At all meetings of the Court, the Chair shall, if present, preside and in the event of the absence of the Chair from any meeting, the Vice-Chair, whom failing, another member of the Court, chosen by the members, shall preside.

##### 4.2. Powers, Duties and Decisions of the Chair

4.2.1 The Chair shall be responsible for the leadership and effectiveness of the Court and for ensuring that there is an appropriate balance of authority between the Court and the Principal.

4.2.2 Deference shall at all times be paid to the authority of the Chair and the ruling of the Chair on all matters within their jurisdiction as Chair shall be final and shall not be open to question or discussion. When the Chair commences to speak they shall be heard without interruption and the member of Court, if any, who is addressing the meeting, shall cease speaking forthwith. No member shall speak until the Chair has ceased speaking.

4.2.3 It shall be the duty of the Chair to preserve order and secure that members obtain a fair hearing. The Chair shall decide all matters of order, competency and relevancy arising at meetings and upon the interpretation of these Standing Orders. The Chair shall also decide between two or more members wishing to speak. The Chair must ensure that due and sufficient opportunity is given to members who

wish to express their views on the subject under discussion. The Chair shall be entitled, in the event of disorder arising at any meeting or for any other good or sufficient reason (of which the Chair shall be the sole judge), to adjourn the meeting to such other time or day and hour as the Chair may then or afterwards fix and quitting the Chair in such circumstances shall, without further procedure, have the effect of a formal adjournment of the meeting. When an adjourned meeting is resumed proceedings shall be commenced at the point at which they were broken off at the adjournment.

- 4.2.4 The Chair may make a statement at the beginning of the meeting on any matter affecting the Court's interest.
- 4.2.5 The Chair may take chair's action between meetings on any matter where in their judgement delaying a decision would disadvantage the institution. The Chair is answerable to the Court for any action which they take on its behalf. Where chair's action is taken, a written report shall be made available at or before the next meeting of the Court.
- 4.2.6 The Court will pay such remuneration and allowances to the Chair as the Court considers to be reasonable commensurate with the nature and amount of work undertaken by the person in this capacity. This sum to be paid will be determined by Court's Remuneration Committee (without the Chair being present).

## **5. Nominations to Court**

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### **5.1 Nomination by Students' Association**

- 5.1.1 The two persons appointed by being nominated by the Students' Association of the University from among the students of the University shall be nominated by the Edinburgh Napier Students' Association Board of Trustees from among the full time Sabbatical Officers, of which one such nominee should normally be the President.
- 5.1.2 Initial appointment will be for a period of 1 year and members may be re-appointed for a second and final 1 year term.
- 5.1.3 A member nominated by the Students' Association who ceases to be either a student of the University or a sabbatical officer will simultaneously cease to be a member of the Court.

### **5.2 Nomination by Trade Unions**

- 5.2.1 Trade Unions nominating members in accordance with paragraphs d) & e) of section 10(1) of the 2016 Act must be recognised by the University in relation to the category of staff as described in section 178(3) of the Trade Union and Labour Relations (Consolidation Act) 1992 or otherwise appear to the University to be representative of the category of staff, having regard to all the relevant factors.
- 5.2.2 The person appointed must be a member of University staff employed on academic or non-academic contracts and be a member of the nominating trade union. The appointed person must continue to be in membership of the nominating trade union for the duration of their appointment.
- 5.2.3 Initial appointment will be for a period of 4 years and members may be re-appointed for a second and final 4 year term.
- 5.2.4 The nominating trade union must make the appointment by means of an open, fair and transparent process having advertised the position to their members and sought expressions of interest. Those appointed should be selected on the basis of their ability to fulfil the responsibilities of a governing body member as set out in section 3 of the Scottish Code of Good HE Governance (2017).
- 5.2.5 In the event of there being more than one Trade Union eligible to nominate under a particular category of staff, the Trade Unions concerned must, having identified

candidates as required under 5.2.4, determine by agreement between themselves which candidate will be appointed.

- 5.2.6 A member of the Court nominated by a trade union who ceases to either be a member of the trade union or to be a member of staff will simultaneously cease to be a member of Court.

### 5.3 Equality and Diversity of Court Membership

The Students' Association and nominating trade unions should, when making their appointments, having been made aware of any significant imbalances, consider how they can contribute to increasing the diversity of Court where appropriate.

## **6. Meetings**

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### 6.1. Dates and Times of Meetings

The Court shall hold ordinary meetings at such dates, times and places as it may determine except as hereinafter provided, and in any event shall hold at least four ordinary meetings in each calendar year.

### 6.2. Notice of Meetings

6.2.1 Notice of all meetings of the Court shall be given by the Secretary and the notice shall specify the date, time and place of the meeting, together with the business proposed to be transacted at the meeting and the order in which such business is to be brought before the meeting.

6.2.2 At least seven days notice of all meetings of the Court shall be given. In exceptional circumstances the Chair may convene a meeting in less than seven days notice, but no resolution or motion carried at such a meeting shall be valid unless at least one-third of the current membership of the Court has voted in favour of it, or unless it is confirmed at any subsequent meeting of the Court, on the usual notice being given.

### 6.3. Alteration of Date of Meeting

The Chair may in special circumstances (of which the Chair shall be sole judge) alter the date and time of any ordinary meeting of the Court.

### 6.4. Validity

No failure or defect in the appointment of any member and no vacancy in the office of any member shall prevent the Court from acting in the execution of its functions, nor shall any act or proceeding of the Court or any of its committees be invalidated or be illegal by reason of or in consequence of any such vacancy or of any such defect in the appointment of any one or more members.

### 6.5. Special Meetings

The Chair may, for any reason which seems sufficient, require that a special meeting limited to one substantive agenda item be convened by giving notice in writing to the Secretary of the Court specifying the business to be transacted. Such a meeting must be held within 21 days of the date of receipt of the requisition. If at least one third of all Court members petition the Chair for such a special meeting to be convened, the Chair will be obliged to convene such a meeting in accordance with the procedure specified above.

### 6.6. Quorum

At all meetings of the Court one third of the membership of the Court shall be a quorum subject to the proviso that at least one third of the lay members must be present in order for the meeting to be quorate. If at any time appointed for a meeting, or if before the business of any meeting has been completed, the number of members present is less than the said one-third, the Chair shall adjourn the meeting to such day or time as may be determined and the meeting may be reconvened on less than seven days notice.

## 6.7. Agenda

6.7.1. Agendas will be prepared for all meetings and will specify the business to be transacted, and the order in which the business is to be brought before the meeting. No item can be discussed at a meeting unless it appears on the Agenda, and Agendas will not contain items with general headings such as “other business”.

6.7.2 The Agenda for all meetings will be prepared by the Secretary and approved by the designated Chair of the meeting, prior to issue. Members wishing to have items considered for inclusion within the Agenda for a scheduled meeting must have notified the Secretary and supplied the appropriate paper(s) normally at least 14 days before the date of the meeting.

## 6.8. Order of Business

The business of the Court shall proceed in accordance with the Agenda, except that any item of business in the Agenda may be taken out of its order if a motion to that effect is passed at the commencement of business.

## 6.9. Closure of Debate

At any meeting of the Court the Chair or any member who has not spoken on the question being discussed may move “that the question be now put”. Such a motion shall be moved and seconded without discussion and shall forthwith be put to the meeting and the vote taken. If the motion for closure of debate is carried, the mover of the original motion shall have the right of reply, and thereafter the matters under discussion shall be voted on in the ordinary way. If the motion for closure is not carried, the debate shall be resumed. A motion for closure shall not be made during the course of a speech

## 6.10. Alteration or Rescission of Previous Decision

No decision of the Court shall be altered or rescinded within twelve months of its adoption except where the Chair is satisfied that a material change of circumstances has occurred and that notice has been given in the Agenda that such a decision may be altered or rescinded.

## 6.11. Points of Order

6.11.1 Any member may, at any meeting, speak upon a point of order if they do so as soon as it arises.

6.11.2 The member who is then addressing the meeting shall cease speaking and the member who raises the point of order shall then speak to the point of order raised. No other member shall be entitled to speak to the point of order raised except by permission of the Chair. The Chair of the meeting shall decide the question immediately. Thereafter the member who was addressing the meeting at the time when the point of order was raised shall be entitled (if the ruling so permits) to continue speaking.

## 6.12. Motions and Amendments

6.12.1 The import of all motions and amendments shall be stated immediately on being proposed to the meeting by the mover before being spoken to and such motions and amendments shall, if considered necessary by the Chair, be reduced to writing, signed by the mover and delivered to the Secretary immediately on being moved.

6.12.2 Every amendment must be relevant to the motion on which it is moved.

6.12.3 A motion or amendment may be withdrawn by the mover with the consent of the seconder and the Court.

6.12.4 A motion for the approval of a report or a Minute of a Committee shall be considered as an original motion and any motion involving alteration or rejection of such a report or Minute or any part of such report or Minute shall be dealt with as an amendment.

6.12.5 The Convenor of a Committee shall, if present, have the right to move the approval of the Report or Minute of that Committee.

6.12.6 Motions or amendments which are not seconded shall not be discussed or recorded in the minutes.

### 6.13. Method of Voting

6.13.1 (a) Subject to the provisions of this Standing Order the vote on any matter shall be taken in a meeting of the Court by a show of hands.

(b) Where a vote has been taken and the accuracy of the count is immediately challenged, it shall be in the discretion of the Chair to direct a recount.

(c) Unless otherwise provided within these Standing Orders, all questions coming or arising before the Court shall be decided by a majority of the members of the Court present and voting thereon.

(d) In the case of an equality of votes, the Chair shall have a second or casting vote in addition to a deliberative vote.

### 6.13.2 Taking a Vote

After the Secretary has announced the question on which the vote is to be taken and has commenced to take the vote, no member shall be permitted to offer an opinion, or ask a question, or otherwise interrupt the proceedings until the result of the vote has been intimated.

### 6.13.3 How Motions are to be Put

(a) When a motion and two or more amendments are before the meeting, the Chair shall have the power to determine in what order and manner the motion and amendments are to be put to the meeting.

(b) The Secretary shall be responsible for ensuring that all decisions of the Court are properly recorded in Minutes of the meetings.

## **7. Reception of Deputations**

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7.1. Every application for the reception of a deputation shall be in writing, duly signed, addressed and delivered to the Secretary at least three working days prior to the date of the meeting at which the subject may be considered. Notwithstanding this, the Chair may use their discretion to decide that a deputation should be received on less than three day's notice. The application shall state the subject on which the deputation desires to be heard, and the action (if any) which the deputation proposes should be taken.

7.2. A deputation may only be heard if the subject matter on which the delegation wishes to be heard is on the agenda of the meeting for decision; and has not previously been considered within the previous 12 months; or in the view of the Chair, if the matter has previously been considered within the last 12 months, the group or individual(s) concerned have not had adequate opportunity to submit their views at the appropriate time.

7.3. If it is decided that a delegation is eligible to be heard, the Chair shall ensure that the decision as to whether or not the delegation be received is taken as the first item on the agenda of the meeting.

7.4. If it is agreed that the deputation be received, not more than two members of such deputation shall be permitted to address the meeting, and the total time allotted to such members at any one time shall not exceed fifteen minutes.

7.5. Any member may put any relevant question to the deputation but no member shall express an opinion upon, nor shall the Court discuss, the subject on which the deputation has been heard, until the deputation has withdrawn.

## **8. Conflict of Interest**

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- 8.1 In accordance with the Nine Principles of Public Life in Scotland, which incorporate, the seven Nolan principles, Court members, as holders of public office, have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- 8.2 A member of Court who has a financial, family or other interest in any matter under discussion at any meeting of Court or its committees at which they are present must, as soon as practicable, disclose the fact of this interest to the meeting. The same requirement applies to the Secretary and any executive officers present. Where it is identified that a member of Court has a conflict of interest with respect to a given matter, the Chair may, on advice of the Secretary, request that the member withdraw from participation in relevant business. Depending on the nature of the business this may allow for participation in discussions without taking part in decision-making or may require complete non-participation and/or withdrawal from that part of the meeting.
- 8.3 A member of Court is not considered to have a financial interest in matters under discussion merely because they are a member of staff or a student of the University. Nor does the restriction of involvement in matters of direct personal or financial interest prevent members of the governing body from remaining at a meeting which is considering, and voting on, proposals to insure the governing body against liabilities which it might incur.
- 8.4 Court members must follow the requirements of the University's Financial Regulations including the provisions regarding gifts and hospitality.

## **9. Suspension of Members During Meetings**

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- 9.1. If any member disregards the authority of the Chair of the meeting, or obstructs the meeting or, in the opinion of the Chair of the meeting, conducts themselves offensively at the meeting, it shall be within the power of the Chair of the meeting to move that such member be suspended for the remainder of the meeting in which case a motion to that effect shall be made and seconded without discussion and forthwith put to the meeting.
- 9.2. In the event of such motion being declared carried, the member so suspended shall forthwith leave the meeting and shall not, without the consent of the Chair, again enter the meeting; if the member so suspended refuses to leave the meeting when so required by the Chair, or attempts to re-enter the meeting without the consent of the Chair they may immediately, by order of the Chair, be removed from the meeting by an officer of the University or by any other person authorised by the Chair to remove that person.
- 9.3. In the event of such motion not being carried, the Chair of the meeting may, in their sole discretion, proceed as if a state of disorder had arisen at the meeting.

## **10. Suspension or Removal of Members**

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- 10.1 As provided in the 2016 Act and as all members of Court are also charity trustees the Court shall have power to remove or suspend any member in the event of any such member being unable to perform their duties by reason of absence, illness, infirmity, criminal conviction for dishonesty, or such other behaviour as may be deemed to be inimical to the role of a governing body member as set out in the Scottish Code of Good HE Governance or to the role of charity trustee. The removal or suspension will be effected by resolution on specified grounds, passed by a two thirds majority of the members present at the meeting.
- 10.2 Any member suspended or removed by such a resolution may seek a review of the decision, to be undertaken by an independent party appointed by the Chair.

## **11. Resignation of Members**

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11.1 Any member, apart from an ex-officio member, may resign their membership by notifying the Chair and Secretary in writing.

## **12. Co-option of Sub-Committee Members**

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12.1 All Court committees shall have the power to propose to the Nominations Committee the co-option of one committee member, where the convenor considers this to be necessary and desirable, provided that a strong case can be made to justify the proposal, and that no individual is permitted to serve as a co-opted member of any committee for more than five years in total. Any such proposals will be subject to the approval of the Nominations Committee, and must be re-approved annually. Co-opted members will have the same membership rights as other members of the committee.

## **13. Executive Officers Attending Meetings**

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13.1 Executive Officers may, as permitted by the Chair, attend Court meetings to provide information and advice if called upon, provided that the number of executive officers present should not normally exceed the number lay members present at any given meeting.

**Approved by Court**  
**26 June 2023**



# Court Committee Terms of Reference

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## Appendix 6

### Academic Board

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- Planning, coordination, development and supervision of academic work
- Oversee admissions, teaching, exams, awards & external examiners
- Academic standards
- Propose links with industry, commerce, community, professions, universities and other educational and research bodies

### Audit & Risk Committee

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- Recommend appointment, and monitor performance, of external & internal auditors
- Review annual financial statements
- Commission business risk and audit needs assessments
- Consider procedures for securing value for money
- Review effectiveness of risk management arrangements

### Finance & Property Committee

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- Manage matters of finance & property
- Recommend annual budget
- Monitor and review financial and commercial performance
- Review annual financial statements
- Make provision for pensions
- Approve and report to Court proposals for major property transactions
- Oversee Commercialisation Sub-Panel

### Nominations Committee

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- Appointment of members of Court
- Manage process for elected Chair appointment
- Recommend Committee membership
- Recommend appointment of Vice Chair
- Recommend appointment of Principal, Vice Principals and University Secretary
- Establish goals and policies in regard to Court membership in terms of equality and diversity, and review performance

### Remuneration Committee

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- Review reward package of Principal and other approved members of the University's leadership team
- Consider any changes in the terms and conditions of the Principal and other approved staff
- Matters relating to severance or applications for early retirement
- Creation or cessation of Vice-Principals and Assistant Principals as necessary

<b>Academic Board</b>	
<b>Terms of Reference</b>	
<p>The Academic Board has full delegated authority from the <a href="#">Court</a> to exercise the powers set out in <a href="#">Part C of Schedule 1 of the 1993 Order of Council</a> relating to the academic work of the University.</p> <p>Accordingly, Academic Board is responsible for the overall planning, development and co-ordination of the academic work of the University. It approves, and monitors performance against, the University’s Academic Strategy and ensures the quality and standards of the University’s educational provision.</p> <p>In performing its function the Academic Board will exercise the detailed powers set out in <a href="#">Part C of Schedule 1 of the 1993 Order of Council</a> where appropriate.</p>	<p><b>Quorum</b> One third of the current membership, to include the Convener, or a designated Vice-Convener.</p> <p><b>Frequency of Meetings</b> Four times per annum.</p> <p><b>Reporting Requirements</b> The Chair of Court must receive the agenda in advance of each meeting.</p> <p>The Court must receive the full minutes of each meeting.</p> <p><b>Current Sub-Committees</b> See notes</p> <p><b>Working Groups</b> None</p>
<b>Constitution</b>	
<i>Student Representatives (4)</i>	
The President of Edinburgh Napier Students’ Association, or a Co-President of ENSA nominated by the President	
Three students, from three different Schools, elected by ENSA (3)	
<i>Elected Members (18)</i>	
Two members of academic staff elected by and from each School (10)	
Two members elected by and from the Professoriate (2)	
Two members elected by and from the School Heads of Learning & Teaching (2)	
Two members elected by and from the School Heads of Research (2)	
Two members elected by and from the Senior Officers Responsible for Quality Enhancement in each School (2)	
<i>Ex-Officio (10)</i>	
Principal & Vice-Chancellor (Convener)	
Vice Principals, not exceeding 3 in number (3)	
Deans of School (5)	
Senior Officer Responsible for Student Administration & Support	

*In Attendance*

University Secretary  
Senior Officer Responsible for Information Services  
Clerk to the Committee  
Any other officers, not exceeding 2 at any given meeting, as agreed by the Convenor.

**Notes**

The statutory instrument governing the University [The Napier University (Scotland) Order of Council 1993] requires the Court to appoint and maintain an Academic Board chaired by the Principal. Subject only to the maintenance of the power reserved to the Court to assume authority for particular functions, the statutory instrument determines that the Court shall delegate their whole function as set out in Part C of Schedule 1 of the statutory instrument to the Academic Board.

The Court determined at its meeting on 23 October 2000 that none of the powers formally delegated to the Academic Board should be reserved to the Court. Consequently, this shall be understood to be the meaning of the first item of the remit of the Academic Board.

At present Academic Board has the following Sub-Committees:

- Research & Innovation Committee
  - Research Degrees Committee
  - Research Integrity Committee
  - School Research & Innovation Committees (x5)
- Education & Student Experience Committee
  - Quality & Standards Committee
  - Collaborative Provision Committee
  - School Learning & Student Experience Committees (x5)
- Academic Conduct Committee

Approved by University Court 26 June 2023

## Audit and Risk Committee

### Terms of Reference

1. To recommend to the Court the appointment of external and internal auditors and to monitor their performance.
2. To recommend to the Court audit fees and any matters arising from the resignation or dismissal of the external or internal auditors.
3. To review the annual financial statements prior to submission to the Court, and to make appropriate recommendations to Court in parallel with the Finance & Commercialisation Committee.
4. To review the external auditors' management letter and the management response, discuss with the external auditors any matters arising from the audit, and report to Court as appropriate.
5. To commission periodic business risk and audit needs assessments and to agree with the auditors before the audit programme commences each year the nature and scope of the audits to be conducted.
6. To review the scope of the internal audit programme, comment on its effectiveness, ensure proper co-ordination between the internal and external auditors, and confirm that the internal audit function is adequately resourced.
7. To receive a summary of key matters arising from internal control reports and the resulting recommendations, consider the management response and ensure that appropriate action is taken.
8. To review and report to the Court at least annually on the procedures adopted for ensuring the adequacy and effectiveness of financial, and other internal control systems.
9. To review and advise the Court on the adequacy and effectiveness of risk management arrangements.
10. To consider the procedures adopted by the University to secure value for money and to determine topics for inclusion in any programme of value for money reviews.
11. Periodically to review the Schedule of Delegated Authority, and to advise the Court on the adequacy of that Schedule.
12. To review the contents and advise the Court of the impact of reports issued by relevant bodies including the Scottish Funding Council, Audit Scotland and the National Audit Office.
13. To consider such other topics as may be remitted by the Court from time to time.

#### **Quorum**

The Quorum shall be two members.

#### **Frequency of Meetings**

Four times per year: September, November, March and May.

#### **Reporting Requirements**

The Court must receive a Report of each meeting and an annual report summarising the work of the Committee, normally in November of each year.

The Audit & Risk Committee is also required to confirm (in parallel with the Finance & Property Committee) that the Court can approve the Annual Report and Accounts each year. To facilitate this the Convenor of F&PC will be "in attendance" at Audit Committee for the item where the Report and Accounts are discussed to enable any matters identified by F&PC to be highlighted and discussed.

### Constitution

<i>Appointed Members</i>	<i>Other Members</i>	<i>Ex-Officio Members</i>	<i>In Attendance</i>
<p>Four lay members of Court who are not members of the Finance &amp; Property Committee, one of whom shall be Convenor.</p> <p>The Chair of Court cannot attend or be a member of the Audit &amp; Risk Committee</p>	None	None	<p>Internal auditors  External auditors  Principal &amp; Vice Chancellor  Director, Finance &amp; Operations  University Secretary  Clerk to the Committee</p>
<b>Notes</b>			
<p>The members of the Audit &amp; Risk Committee will meet privately with the Internal and External Auditors at least once per annum. References to risk are deemed to include “reputational” risk.</p> <p>Risk management itself is NOT the responsibility solely of the Audit &amp; Risk Committee. Each committee remains responsible for ensuring that the University has arrangements in place to identify, monitor and manage effectively the key risks relevant to those committees.</p> <p>The members of any sub-panels established by the Committee to manage the appointment process for external or internal auditors will themselves be members of the Audit &amp; Risk Committee. Such appointment panels will normally be chaired by the Convenor. The Convenor shall determine the extent to which any university officers are involved in any part of the process. Officers may be invited to attend panel meetings and advise panel members, but may not themselves be members of these panels.</p>			

Approved by University Court 23 June 2014

## Finance and Property Committee

### Terms of Reference

#### General

1. To manage on behalf of Court all matters of finance and property of the University as set out in Part A of Schedule 1 of The Napier University (Scotland) Order of Council 1993 including making such arrangements as the Committee thinks fit for the conduct of the financial affairs of the University.
2. To approve such strategies and policies as may be required in relation to matters of finance and property.

#### Finance/Commercial

3. To recommend to Court the annual University budget, taking account of agreed corporate plans.
4. To monitor and review the financial and commercial performance of the University throughout the year.
5. To review the annual financial statements prior to submission to the Court and make appropriate recommendations to Court in parallel with the Audit & Risk Committee.
6. To ensure that the annual financial statements of the University are prepared in accordance with the Financial Memorandum between the University and the Funding Council.
7. To consider and determine on behalf of Court all matters relating to the creation of, and investment in, University-related companies. The committee may choose to delegate this function to a sub-group with any matters being brought back to the full Committee for final consideration.

#### Property

8. In line with approved University strategy and policies, approve and report to Court proposals for major property transactions which exceed the authority delegated to the Principal under the Schedule of Delegated Financial Authority.
9. To ensure the University's estate is being adequately maintained.
10. To maintain an oversight of the environmental impact of the University.
11. To carry out such other related functions as may be requested from time to time by the Court.

#### Quorum

One third of the current membership, including at least two lay members of Court.

#### Frequency of Meetings

Normally five times a year, including four meetings approximately one month prior to meetings of the Court.

#### Reporting Requirements

The Court must receive a Report of each meeting. The Committee is also required to confirm (in parallel with the Audit Committee) that the Court can approve the Annual Report and Accounts each year. To facilitate this the Convenor of F&PC will be "in attendance" at Audit Committee for the item where the Report and Accounts are discussed to enable any matters identified by F&PC to be highlighted and discussed.

#### Current Sub-Committees

Commercialisation sub-panel

<b>Constitution</b>			
<i>Appointed Members</i>	<i>Other Members</i>	<i>Ex-Officio Members</i>	<i>In Attendance</i>
<p>Four lay members of Court, one of whom shall be Convenor</p> <p>Two members of Court from any category of non-executive membership. No members may be members of the Audit &amp; Risk Committee.</p>	None	<p>Chair of Court</p> <p>Principal &amp; Vice-Chancellor</p>	<p>Director of Finance &amp; Operations</p> <p>Vice Principal (Research &amp; Innovation)</p> <p>Director of Property &amp; Facilities</p> <p>Director of Strategy &amp; Planning &amp; Secretary to the University Court</p> <p>Clerk to the Committee</p>
<b>Notes</b>			
The F&PC Operates a Commercialisation Sub-Panel in accordance with its Term of Reference 7. Its Constitution, Membership and Key Terms of Reference are given overleaf			

Approved by University Court 31 October 2022

**Finance and Property Committee**  
**Commercialisation Sub-Panel**

**Constitution**

1. The constitution of the Sub-Panel shall be the Principal (Convenor), Director of Finance and Operations, University Secretary and the Chair or other lay member of Finance and Property Committee.

**Terms of Reference**

2. The Panel is charged with reviewing the business case for the exploitation of intellectual property (IP) through creation of spin-out companies. Any such business case is required to have the backing of the Dean from the sponsoring School and is to include the analysis which has led to preferring new company incorporation over third party licensing and royalty models, as well as comment on matters of reputation. In reviewing the business case, the Panel will be informed by the most recent SFC guidance on related companies (currently contained in HEFCE circular 2005/48 - published in 2005 and available electronically at: [http://www.hefce.ac.uk/pubs/hefce/2005/05\\_48/](http://www.hefce.ac.uk/pubs/hefce/2005/05_48/)).
3. In relation to existing University-related spin-out companies, the Panel is charged with considering the case for any proposed change to investments, such as second round funding or where University consent is required to the terms of external funding on offer (covering such issues as equity, conversion of a license to a formal assignation of University IP, or a variation in royalties.)
4. The Panel's conclusions will be brought back to F&PC for final approval before any contractual commitment is entered into. In the case of exceptional urgency, the Committee Convenor or, in his/her absence, the Chair of Court will be asked to make the final decision by taking Convenor's action and informing Committee members at the first opportunity.
5. The Panel is also charged with reviewing the University's strategic approaches to IP management (though not day to day management of IP which will be dealt with by the Vice Principal and the Director of Commercialisation, under the Schedule of Delegated Authority). This will include, for example, whether the University should consider transferring IP more readily to third parties rather than entering into formal licensing or royalty arrangements. The Panel's conclusions will be brought back to F&PC for final approval.

**Quorum**

6. Two members, to include the lay member of Court.



## Nominations Committee

### Terms of Reference

1. To manage the process of filling vacancies in the external membership of the Court and to make appointments to such vacancies on behalf of Court.
2. To manage the process for filling a vacancy in the position of the senior lay member (Chair of Court) in accordance with the provisions of sections 3-5 of the Higher Education Governance (Scotland) Act 2016.
3. To consider and make recommendations to the Court on a vacancy in the post of Vice-Chair of the Court.
4. To review the membership of Court committees, consider the skills, interests and opinions of Court members, and make recommendations to the Court on the filling of such vacancies informed by consideration of annual effectiveness feedback from members and committees.
5. To keep under review the rules governing membership of the Court and to make recommendations to the Court on any proposed change in the numbers of external members on the Court.
6. To establish an appointments committee for the appointment of the Principal and Vice-Chancellor, which committee shall make a recommendation to the Court on the appointment.
7. To establish an appointments committee for the appointment of Vice-Principals, Assistant Principals and the University Secretary, which committee shall make a recommendation to the Court on the appointment.
8. To establish, and recommend to Court, appropriate goals and policies in regard to the balance of its independent members in terms of equality and diversity, and regularly review performance against those established goals and policies.
9. To receive an annual assurance report on senior management succession planning.

#### Quorum

The Quorum shall be three members.

#### Frequency of Meetings

Normally twice a year, in September and May.

#### Reporting Requirements

The Committee shall report to the Court at least once per annum, and shall annually recommend the membership of all Court committees, normally in June for the cycle beginning in September.

#### Current Sub-Committees

None

#### Working Groups

None

### Constitution

<i>Appointed Members</i>	<i>Other Members</i>	<i>Ex-Officio Members</i>	<i>In Attendance</i>
Two lay members of Court	None	Chair of Court, who shall be Convenor	University Secretary
One staff member of Court		Principal & Vice Chancellor	Clerk to the Committee
		President of ENSA	

### Notes

Where appropriate the Nominations Committee should take account of the overall composition of Court in proposing the membership of committees to ensure that lay members normally have a majority voice. The Chair of Court must be excluded from the process of making a recommendation on a vacancy in the position of Vice-Chair of Court in view of the role of the Vice Chair in assessing the Chair's performance.

Approved by University Court 26 June 2023

## Remuneration Committee

### Terms of Reference

1. To review and determine the total reward package of the Principal & Vice-Chancellor having sought the views of representatives of students and staff of the institution, including representatives of recognised trade unions.
2. To determine any remuneration and allowances to be paid to the Chair of Court.
3. To receive recommendations, from time to time, from the Principal & Vice-Chancellor regarding which members of the University's Leadership Team should have their total reward package determined by the Committee; and thereafter to approve the outcome on behalf of the Court.
4. To review, in discussion with the Principal & Vice-Chancellor, and having sought the views of representatives of students and staff of the institution, including representatives of recognised trade unions., those proposals brought forward by the Principal & Vice-Chancellor regarding the total reward package of approved members of the University's Leadership Team; and thereafter to determine the outcomes.
5. To consider and agree any changes in the terms and conditions of service of the Principal and Vice-Chancellor and the approved members of the University's Leadership Team.
6. To deal with any other matters relating to the salaries, terms and conditions, pension and superannuation arrangements for the Principal & Vice-Chancellor and the approved members of the University's Leadership Team.
7. To deal with any matters relating to severance or applications for early retirement in accordance with the Policy on Severance Payments approved by Court and in accordance with the provisions of the Scottish Funding Council's Financial Memorandum.
8. To ensure all matters dealt with by the Remuneration Committee are undertaken in accordance with relevant guidance provided by the Scottish Funding Council.
9. To oversee contracts of employment for senior staff and ensure that these do not specify periods of notice of more than 12 months and do not require the payment of pension enhancements except where these follow on from pension scheme rules.
10. To recommend to Court, after consultation with the Principal and Vice-Chancellor, the creation or cessation of such Vice-Principals and Assistant Principals as may be considered necessary.
11. To propose policies and processes for the conduct of its business to Court for approval.
12. To deal with such other relevant matters as may be referred to it by the Court.

#### **Quorum**

The quorum for the Remuneration Committee shall be three lay/external members.

#### **Frequency of Meetings**

Once a year, normally in November.

Where matters arise throughout the year, such as a salary approval for an appointment, additional meetings may be called or feedback and approval may be sought via e-mail. Where agreement is reached via e-mail, a record of the e-mail approvals will be kept by the Director of HR.

#### **Reporting**

##### **Requirements**

The Court must receive a report of each meeting. The Remuneration Committee's reports to the governing body should provide sufficient detail of the broad criteria and policies against which decisions have been made.

##### **Current Sub-Committees**

None

##### **Working Groups**

None

<b>Constitution</b>			
<i>Appointed Members</i>	<i>Other Members</i>	<i>Ex-Officio Members</i>	<i>In Attendance</i>
Three lay members of Court  One student member of Court  One staff member of Court	None	The Chair of Court  The Vice-Chair of Court  The Convenor of the Audit & Risk Committee  One of the lay members other than the Chair of Court shall be Convenor	Principal & Vice-Chancellor  Secretary to University Court  Clerk to the Committee
<b>Notes</b>			
<p>The Remuneration Committee is a small, authoritative body, which must have the necessary expertise to review and determine the salaries, terms and conditions (and, where appropriate, severance payments) of the head of the institution and such other senior members of staff as the Court deems appropriate. The Principal, the Chair of Court, the Secretary to Court and (if appropriate) the Clerk shall not be in attendance when their own salaries, terms and conditions etc. are discussed.</p> <p>The consultation requirement in terms of reference 1 &amp; 4 shall normally be deemed to be met by seeking the views of the relevant members of the University Court.</p>			

Approved by University Court 26 June 2023

# Protocol for the Creation of Ad-Hoc Court Sub-Groups

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## Appendix 7

Any proposal for the creation of an ad-hoc Sub Group of Court must be presented to the next available meeting of Court for approval according to the following process:

1. A clear requirement must be identified for Court oversight of a key strategic area of activity, which cannot reasonably be discharged within the terms of reference and/or time available to existing Court sub-committees, or through the agenda of regular Court meetings (including the annual strategy day).
2. In considering whether such a requirement exists, care must be taken to ensure that the matters concerned are consistent with Court's statement of Primary Responsibilities and schedule of delegated authority and do not interfere with or seek to determine matters/decisions which are the prerogative of the Principal/Executive through the authority which Court has delegated to the Principal.
3. Where it is considered that there is a requirement for such oversight via a Sub-Group, a Court member should propose the creation of such a Group to the Chair of Court who will confer with the Vice-Chair and, where appropriate, the Principal prior to any such proposal proceeding to Court. In accordance with Court's Standing Order, the Chair of Court will determine the inclusion of any such item on the agenda for the meeting.
4. Any Sub-Group so proposed should have a timescale to discharge its terms of reference which should not normally exceed one academic session.
5. The proposal for the creation of a Sub-Group presented to Court for approval shall include the following:
  - Title of proposed Sub-Group
  - Definition and explanation of the requirement for oversight of the identified strategic area
  - Clearly defined Terms of Reference limited to fulfilment of the defined requirement
  - Constitution of Group
  - Timescale for Group to fulfil its terms of reference (not normally to exceed one academic year)
  - Reporting requirement from Group to Court.

**Approved by Court  
15 December 2014**

## Professional Advisors

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### Appendix 8

Edinburgh Napier University has appointed specialist advisors in the following areas:

External Auditors	KPMG LLP Saltire Court 20 Castle Terrace EDINBURGH EH1 2EG
Internal Auditors	PricewaterhouseCoopers LLP 141 Bothwell Street Glasgow G2 7EQ
Bankers	Royal Bank of Scotland Plc 206 Bruntsfield Place Edinburgh EH10 4DF
Solicitors	Anderson Strathern WS 1 Rutland Court Edinburgh EH3 8EY
Actuaries	Mercer Human Resource Consulting Ltd G1 Building 5 George Square Glasgow G2 1AR
Insurance Brokers	UM Association Ltd & Hasilwood Management Services Ltd Hasilwood House 60 Bishopsgate London EC2N 4AW
Investment Advisors	Brewin Dolphin Limited 48 St Vincent Street Glasgow G2 5TS
Property Advisors	Jones Lang LaSalle Lismore House 127 George Street Edinburgh EH2 4JN

# Biographical Details of Members of Court and University

## Chancellor

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### Appendix 9

This section provides brief biographical details of the members of Court and the University Chancellor. A number of new members join the Court each year and updates on this section will be provided to you later in the academic session.

### June Boyle

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#### Chair of Court

June is a leader in HR and Organisation Effectiveness with significant industry experience in oil and gas, financial services, and telecommunications. Her roles have spanned culture change, M&A, growing emerging markets, breakthrough projects, workforce transformations and delivering group wide strategic HR priorities across talent, succession, leadership and learning, organisation design and development, performance management, employee engagement and change in response to a VUCA world.



Since the beginning of 2013 she has chosen a portfolio career working as an independent consultant on a wide range of partnerships and collaborations with Scottish and major global x-sector businesses. Operating as an independent adviser and consultant she is recommended for international assignments as an accredited executive coach, team coach, management consultant and leadership facilitator. She draws on her extensive experience and practice, global network of partners and connections to build her client relationships. She focuses on strategic performance and being a transformational leader working with CEOs, Executive Boards, and senior HR teams whose context is to effect change, create sustained success for the future across all their stakeholder groups and are seeking to build organisations that are facing significant disruption in a post-conventional world.

June works with other organisations in several capacities, coaching at UNHCR, coach with Know You More for 18-25-year-olds, Adviser at the SchoolforCEOs, Consultant with H2Clipper Founder & Senior Executive Team in the USA, Director at Holos Change, and sits on the Presence-Based Coaching Advisory Board based in the USA. She is also a Fellow CIPD and Fellow CIOBS. She lives in Edinburgh with her partner.

## **Geou Akshil**

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### **Edinburgh Napier Students' Association President (Societies & Community)**

I am Geou Akshil SK from Tamil Nadu in India, I came to Scotland in January 2023 for my Masters in Renewable Energy from ENU. Experiencing the Scottish culture felt very much home as I feel there is a lot of similarities in Tamil and Scottish culture.

Having pursued my undergrad in Automobile Engineering I worked with BMW Motorrad and did content writing as a start to my career. Later moved into hospitality management, worked as a travel guide, motorcycle lead, trekking lead, and part time server in the UK. I have also established a camp site in the western of India where we used PV power as it was an off the grid location.

My curiosity to understand and improve the use of technology for the benefit of humans through sustainable ways without forgetting the importance of community living and togetherness. I am also an active member of the Lions Club International as a part of my passion for service towards fellow humans.

In my office as the student President of ENU, sustainability through student and staff community involvement is something that I am voicing big about and represent the issues faced by host and international students including accommodation across Edinburgh.



## **Paolo Alonzi**

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Paolo is an alumnus of Edinburgh Napier University where he graduated with a Bachelor of Arts (with Distinction) in Accounting in 1992. He went on to qualify as a Chartered Accountant with the Institute of Chartered Accountants of Scotland. Having completed his accountancy training with a small Edinburgh firm Paolo moved to PwC where he specialised in Tax. In 2003 Paolo joined Standard Life Investments (“SLI”) (now abrdn plc) where he remained until January 2022.

During his time at SLI/abrdn Paolo occupied a number of roles and in 2010 he took on the role as Chief Operating Officer (“COO”) for the real estate division with assets under management of nearly £40bn and over 100 real estate investment strategies. As COO Paolo was responsible for a multi-disciplinary team of finance, tax, legal, ESG and other professionals. Paolo was a member of the senior leadership team responsible for providing strategic leadership and input at both business and product/strategy level whilst also being responsible for overseeing and managing the profitability of the real estate division. Paolo was also heavily involved in and often lead on a number of high-profile initiatives including a wide range of product launches, the industry leading merger of two open ended property funds, and the development of the firm’s commercial real estate lending



platform, as well as playing a key role in developing the firm's leading real estate ESG capability.

Paolo is also recognised as a real estate industry figurehead. Paolo is a Board member at the Association of Real Estate Funds and a former member of the Government led Productive Finance Working Group jointly chaired by the Governor of the Bank of England, the Economic Secretary to the Treasury and the CEO of the FCA.

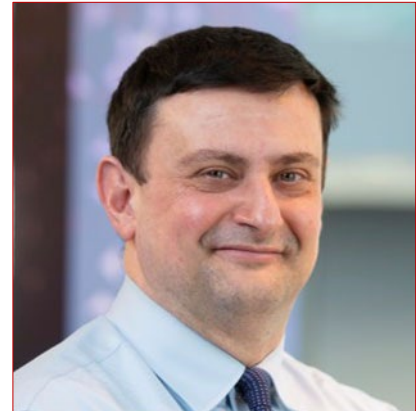
## **Professor Nick Antonopoulos**

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### **Vice Principal**

Nick joined Edinburgh Napier in January 2019 from the University of Derby, where he was Pro Vice Chancellor (Research and Innovation) and Research Professor in Cloud Computing.

He has more than 20 years of academic and leadership experience, with a very strong background in initiating, leading and delivering improvements at an institutional level.



Nick has an excellent international reputation in his field, evidenced by his papers, books, chairing of prestigious conferences, and his active leadership of broad reaching research partnerships nationally and internationally. He has an extensive network across government, commerce and industry.

## **Ryan Cairns**

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### **ENSA Co-President (Sport & Wellbeing)**

Ryan is a lifelong resident of Edinburgh and its surroundings, currently residing in Dalkeith. His academic journey led him to Edinburgh Napier University, where he recently completed a BSc (Hons) Degree in Sport and Exercise Science.

While excelling academically, Ryan's impact reached beyond the classroom. He actively participated in the university's Volleyball club, starting as Secretary and progressing to President in his final year. Under his leadership, the club achieved remarkable victories, ascending from the bottom league to secure three league titles and a cup trophy over the 4 years.



Ryan's present focus is on fostering a sense of belonging to students and among sports clubs, promoting inclusivity by providing recreational opportunities for all students, and campaigning for better well-being both physically and mentally. His dynamic vision and dedication make him an ideal candidate to contribute to the University Court, ensuring a more cohesive and supportive university experience for all.



## **Debs Chapman**

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Debs Chapman (MCIPD) is Director of Reward, Inclusion and Colleague Experience at The Very Group, which operates digital retailer Very.

Debs has over 25 years' HR experience gained across reward, pensions, DEI, employee relations and shared services.

Since joining The Very Group in 2015, Debs has played a central role in developing the organisation's reward responses to changing market conditions, developing its inclusive culture, launching its first ever diversity and inclusion commitments, and overseeing large scale HR systems transformations in its shared service centre.

In her previous roles at the Royal Bank of Scotland, Debs led cultural transformation around hybrid working and shaped the organisation's approach to global reward and benefits.

Debs is truly passionate about making a difference by driving engagement, wellbeing and equality.

In her spare time, Debs is a yoga enthusiast, runner and gym goer. She is married with two teenage children and they live on the Wirral having relocated from Edinburgh a few years ago.



## **Professor Max Chipulu**

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### **Elected Academic Staff Member of Court**

Max Chipulu joined Napier as research professor of Operations and Analytics in The Business School in September 2021. Previously, he was associate professor of business analytics and head of teaching of the department of decision, analytics and risk at the University of Southampton, and thematic cluster pathway coordinator for the ESRC South Coast Doctoral Training Partnership. He had earlier served as a senior lecturer in operational research at the University of Hertfordshire.

Max had worked in industry before academia: First as a mechanical engineer in the mining industry and then, briefly, as an account manager in corporate banking.

Max earned an ESRC-funded PhD in Management Sciences and Statistics, an MSc in Management Sciences and a BEng in Mechanical Engineering, all from the University of Southampton, United Kingdom.

Max studies the management of operations, particularly projects, in complex and/or uncertain environments through the lens of data analytics, particularly predictive modelling, text and content analytics. He also researches how culture influences organisations, ethicality and sustainability; the pedagogy of quantitative courses within



business schools, whereby, his most recent interest, is the effective application of learning analytics in the teaching and learning of business subjects.

He has published articles in peer reviewed international journals including, among others, IEEE Transactions on Engineering Management, International Journal of Operations & Production Management, Journal of Business Ethics, International Journal of Forecasting, Production Planning & Control, Transportation Research Part A: Policy and Practice, International Review of Financial Analysis, Review of Quantitative Finance and Accounting, the International Journal of Project Management, and Project Management Journal. He also regularly presents at international conferences, and has contributed to research books and reports.

Max contributes regularly and consistently to the peer review process. He is a member of the British Academy of Management Peer Review College and co-chair of the Operations Logistics and Supply Chain Management SIG at British Academy of Management conference; and has guest-edited special issues in several journals. He is a regular ad hoc reviewer for a range of international journals and conferences, including CABS 3/4\*, e.g., International Journal of Operations and Production Management, IEEE Transactions on Engineering Management, and Production Planning and Control.

Max regards teaching, learning and the student experience extremely importantly. Recognised as a senior fellow of Advance HE, Max was a two-time nominee of the Vice Chancellor's Award in the Teaching Innovation category at Southampton (2017 and 2021), and a winner of the Advance HE Collaborative Award for Teaching Excellence (CATE, 2018).

### **Jeremy Chittleburgh**

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Jeremy Chittleburgh is a qualified Chartered Accountant and Senior Partner of Chiene + Tait LLP. Jeremy has over 30 years of experience acting for a number of the firm's key clients. He is mainly involved with accountancy, audit and corporate finance client assignments. Jeremy has been an independent audit committee member of a number of public sector bodies and has been head of internal audit for other large London based public bodies. He actively supports a number of not for profit organisations both as an advisor and trustee.

Jeremy lives in Edinburgh with his family and, in his spare time, is actively involved in the sport of swimming, is ex-President of Warrender Baths Club and is a qualified British Swimming Referee.



## **Professor Stuart Cross**

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Stuart is a graduate of the University of Glasgow in 1980 and was admitted as a solicitor in Scotland in 1982. After completing postgraduate studies in oil and gas law at the University of Dundee he worked in private practice, specialising in corporate law and intellectual property and was a partner in a Glasgow based law firm until 1994 when he started his academic career at Dundee Law School. He retired from Dundee in 2019 and is now Emeritus Professor of Law.



He has extensive experience of charity law and governance and has been a trustee and chair of many arts and culture focused charities including Dundee Contemporary Arts, Fife Cultural Trust, Hospitalfield Trust and Leisure and Culture Dundee. He was a board member of OSCR, the Scottish Charity Regulator, and is currently a trustee of the Royal Conservatoire of Scotland. He is the co-author of two of the leading texts on charity law in Scotland and is a Writer to the Signet. He is a Fellow of the Higher Education Academy and a Fellow of the Royal Society of Arts.

## **Linda Duncan**

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Linda is an Edinburgh Napier Alumna and a CIPFA qualified accountant. She joined PwC London in 1988 and spent 10 years growing public sector and risk management services, leading external and internal audits and value for money work across central and local government, the NHS and Higher and Further Education sectors. She became a Partner in KPMG, London in 1999, developing risk management and governance advisory services for FTSE 250 clients with US listings.



Linda moved to the USA in 2007 and spent 9 years there as Chief Financial Officer and Head of Strategy for a large Industrial Cleaning Group and running an international consulting business advising clients on strategic & financial management and governance. She continues to run the consulting business remotely since returning to the UK in 2016.

Linda was co-opted onto the Governance Committee of the Metropolitan Police Service in 2006 and served as the Chair of the Audit Committee from 2012 to 2016. She has also recently completed 6 years as Vice-Chair and Honorary Treasurer of the Quality Assurance Agency for Higher Education.

Linda moved back to Edinburgh in 2018 to be closer to friends and family and is currently Vice Chair of Medical Research Scotland and Chair of the Audit, Performance and Finance Committee of Blackwood Homes and Care.

## **Dr Kirsty Hewitson**

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Kirsty is currently interim Chief Executive Officer at Innovate UK Knowledge Transfer Network (IUK KTN) where she is responsible for the day-to-day running and company delivery. IUK KTN's mission is to connect ideas, people and communities to respond to challenges and drive positive change through innovation. KTN's diverse connections span business, government, funders, research and the third sector.

Prior to this, Kirsty was Executive Director-Capability at IUK KTN where she led teams across a wide range of sectors including materials, manufacturing, robotics, space and security.



Kirsty previously held the position of VP Strategy and Innovation at the National Nuclear Laboratory (NNL) where she was responsible for identifying, translating and commercialising early-stage technology opportunities together with embedding a culture of innovation across the organisation. In addition, Kirsty led the development of NNL's strategy across diverse targets areas from clean energy to nuclear medicine.

Prior to NNL, Kirsty was VP Life Sciences at Ploughshare Innovations, converting defence and security innovations, from across the Ministry of Defence, into civilian applications. Before Ploughshare, Kirsty was Director of Life Sciences at Helsinki Innovation Services and held responsibility for all innovation matters, across the life sciences, at the University of Helsinki. Previously, Kirsty worked within the field of pre-clinical drug discovery including a spin-out company from the University of Oxford. Kirsty holds a MChem and a PhD in bio-organic chemistry, both from the University of Oxford.

## **Andy Houghton**

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Andy graduated from the University of Birmingham in 1990 having studied psychology and has enjoyed 30 years in the fields of HR, talent management and occupational psychology.

Andy spent the first 15 years of his career working in various HR roles for blue-chip organisations like British Gas, Allied Domecq and RBS. During this time, he studied at the University of London for an MSc in Occupational Psychology via a distance learning platform. With his passion for psychology reignited, he left large organisations behind and joined the consulting industry in 2004, working for YSC - the premier business psychology consultancy in the UK. In 2006, he and his wife moved to New York City to lead the growth of the business in North and South America and returned to the UK with them, following the birth of his daughter, in 2012. Briefly tempted by large organisational life, Andy joined Centrica PLC in 2015 as the HR Director for British Gas before launching his own consultancy - WholeHearted - in 2016.



WholeHearted was founded to help firms build and sustain organisational cultures where people can bring their whole selves to work. The business also provides executive coaching and team development interventions for senior leaders and emerging talent to grow and develop.

Andy lives in Edinburgh with his wife and daughter.

## **Sonia Kumar**

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Sonia has worked in the security domain for 23 years. She took up a key leadership role in May 23 for Element Materials Technology. Her mission is to build and lead a global 24/7 Cyber Defence capability which will help protect the Aerospace & Defence, Nuclear and Life Sciences sectors amongst others. Before that, Sonia was responsible for Cyber Security Incident management across Vodafone where she was for six years. She led a global team of incident responders to provide a fast response and efficient remediation against cyber-attacks and security events.



Sonia was instrumental in the crisis response to the widely publicised cyber-attack against Vodafone Portugal in 2022. She spent a considerable amount of time in Qatar where the goal was to help safeguard Vodafone customers in the run up to, and during the 2023 FIFA World Cup.

Sonia sits as a Non-Executive Board member for The Cross-Sector Safety and Security Communications (CSSC) Scotland. CSSC Scotland facilitates the two-way sharing of safety, security, and resilience information between the public and private sectors so that businesses can make informed, appropriate decisions, and keep their operations running, as well as keeping their people, assets and customers safe.

Sonia spent sixteen years in different roles within HMG Intelligence and Security departments. She was responsible for maintaining national security interests and was pivotal to maintaining public safety and security during the London 2012 Olympics.

Sonia is passionate about security and keeping people safe. She enjoys coaching colleagues, engaging with future talent and supporting people in their career development. Sonia loves the outdoors and running with her cocker spaniel. She is a keen Chess player and is learning to play golf. She is very proud to be an Edinburgh Napier Alumnus having attained a BSc (Hons) Biomedical Sciences in 1997. Sonia holds a Postgraduate Diploma in Cyber Defence and Information Assurance from Cranfield University. She is based in Edinburgh, Scotland.

## **Malcolm Melville**

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Malcolm graduated from Imperial College in 1982 and worked as a power engineer specialising in transmission network theory and design before moving into the technology and modelling side of financial services in the mid 1980s when he spent time at MIT as an industry representative. He has designed numerous large-scale systems for capital markets and run a small hedge fund before moving into a consulting and advisory role in his own specialist consultancies. His current focus is advising on digital transformation programs that support private equity investments.



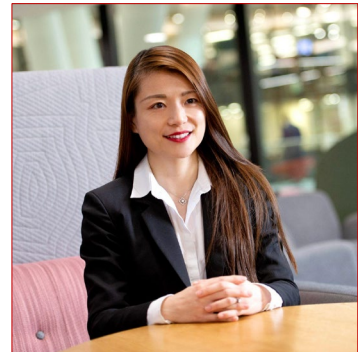
He brings wide knowledge of governance and regulation of digital systems and their usage. He has advised executives of global companies and start-ups in this increasingly complex space covering resilience and privacy as well as security. He continues to track research in areas such as quantum gate simulation, quantitative risk management and functional safety.

Malcolm served for many years as head of finance board member for a school. Currently he is on the board of Apex Scotland which provides change support to those who have come, or who may come, into contact with the criminal justice system.

## **Qing Miao**

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Qing is a Director at Vialto Partners (formerly PwC Global Mobility Business) and a qualified Chartered Accountant and Chartered Tax Advisor. Qing specialises in advising international organizations on their people related internationalisation strategies and assisting with cross-border issues to ensure global compliance from a tax and people perspective. Qing works with a wide range of client portfolio and markets including a number of universities supporting their expansion overseas and achieving their internationalisation strategies. Prior to Vialto Partners, Qing was a Director in the PwC UK tax team and started to specialise in the HE sector in 2014 leading London and Great London Region Global Mobility practice.



Qing is also a Trustee of the Board at Richmond American University London..

## **Sharon Hall**

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### **Elected Professional Services Staff Member**

Biography to follow.

## **Professor Andrea Nolan**

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MVB DVA PhD DipIECVA DipECVPT FRCVS FRSE OBE

### **Principal & Vice Chancellor**

Andrea graduated as a veterinary surgeon from Trinity College Dublin, Ireland, and after a short time in veterinary practice, embarked on an academic career which led to her appointment as a lecturer in Veterinary Pharmacology, and ultimately, Professor at the University of Glasgow. She held the roles of Dean of the Faculty of Veterinary Medicine, Vice Principal and ultimately Deputy Vice Chancellor for the University of Glasgow before taking up the role of Principal and Vice-Chancellor at Edinburgh Napier University in 2013.

In her academic career, Andrea established herself as a research leader in the field of animal pain, its recognition and management. She has published widely and has received awards for her work including the Pfizer Academic Award for Animal Health Research,



the Amoroso Award from the British Small Animal Veterinary Association and the Universities Federation for Animal Welfare Companion Animal Award for contributions to animal welfare. She has contributed to educational development in animal pain management and welfare over many years including as a member of the World Small Animal Veterinary Association's Global Pain Council.

Andrea has contributed to the development of policy and strategy in Higher Education through work on a range of committees including for example the Scottish Funding Council Research and Knowledge Exchange committee, and the Scottish Science Advisory Committee and convenorship of the Scottish Higher Education Enhancement Committee. She held the Convenorship of Universities Scotland and Board membership of Universities UK between 2016 and 2020.

She currently chairs the Universities Scotland International committee and the Interface Strategic Board. She is a board member of Advance HE, a member of the Board of Trinity College Dublin and a Trustee of the Carnegie Trust for Universities of Scotland. Andrea is a Fellow of the Royal Society of Edinburgh and is currently a member of the Council and Vice President for Life Sciences. She is a Fellow of the Royal Agricultural Societies and was awarded an honorary OBE in 2013 for services to Higher Education and Veterinary Science.

### **Tayo Oyinlola**

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Tayo Oyinlola is an accomplished senior finance leader, mentor and coach with a proven track record of delivering results within FTSE and Fortune 500 organisations. She is currently the Group Head of Audit for a FTSE 250 company with a £2bn turnover, where she leads a multicultural team across 3 continents.

Tayo has over 20 years' experience in accounting, auditing and risk management. She is vastly experienced in organisational transformation projects.

She is a Fellow of the Association of Certified Chartered Accountants, a member of the AIRMIC leadership forum and is on the Risk Advisory Panel of Barnett & Waddingham.

She is the proud recipient of the 2021 Governance Risk & Controls (GRC) Role Model of the Year and a finalist for the 2022 Institute of Internal Auditors' Inspirational Leader of the Year awards.

While passionate about effective internal audit and risk management, Tayo is also enthusiastic about equipping people with skills that can help them reach their full career potentials, control their finances, and stay out of debt. She is one of the module leads for Career Nuggets Academy.



## **Dr Holly Patrick**

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### **Elected Academic Staff Member**

Dr Holly Patrick-Thomson is Lecturer of Human Resource Management at Edinburgh Napier University's Business School. Awarded her PhD in 2013 from the University of St Andrews, Holly's research interests lie in the creative industries, craft beer sector, and employment precarity. She is currently researching the effects of the COVID-19 pandemic on creative freelancers (<https://crisiscreatives.online>) and co-editing a book on Craft Beer in Research and Practice. Her work has been published by Edward Elgar and scholarly journals in the UK and Australia.



## **Lady Ann Paton**

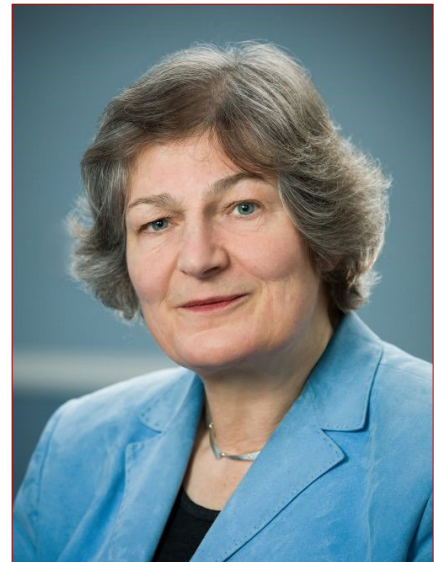
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### **Chancellor's Assessor**

Lady Paton serves as Chair of the Scottish Law Commission, and as a Senator of the College of Justice.

Lady Paton is an appeal court judge in Scotland. Having graduated MA LLB in 1974, she became an advocate at the Scottish Bar in 1977, a QC in 1990, a judge in 2000, and an appeal court judge in 2007. She is experienced in both civil and criminal law, and prosecuted crime in the High Court as an advocate-depute (1992-1995). Lady Paton served on the Criminal Injuries Compensation Board (1995-1999) and the Parole Board (2003-2007).

Her publications include Gloag & Henderson, Law of Scotland (8th, 9th and 10th editions) and McEwan & Paton, Damages for Personal Injuries in Scotland (1st and 2nd editions).



## **Paul Sim**

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### **Professional Services Staff Trade Union Member**

Paul was originally an IT trainee in the computing department at Edinburgh Napier University's Craiglockhart Campus less than a year after it changed from Napier Polytechnic. He left Napier to work at Heriot-Watt University, returning to complete a computing degree. During the degree, Paul worked at Heriot-Watt as a part-time Special Needs IT advisor, before taking a yearlong placement with Standard Life in their networking and risk management teams.

After graduation, Paul worked for the Law Society of Scotland as an IT Officer, later moving on to London and working for John Lewis in technical support.





At John Lewis, Paul grew interested in the Stake Holder Model, leading to his successful election to the role of Partner Voice, followed a few years later by being elected as the Partner Voice Chair.

Returning to Edinburgh and to Edinburgh Napier University late in 2021, Paul joined the recognised Union (Unison). In early 2022 he was elected by Unison members to Edinburgh Napier University Court, running on a platform emphasising openness, honesty, and responsibility. Paul hopes that his technical knowledge and experience in different industries (Education/Retail/Financial/Law) will prove of value to the Court.

## **Rex Tomlinson**

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### **Vice-Chair of Court**

Rex is a business leader with multi sector experience at a listed board level in executive, chairman, director and advisory capacities both in the United Kingdom and Africa. His particular area of expertise, as an executive, was in leading significant strategic and operational transformation required to deliver sustainable business performance. He has used his experience in this area in his non - executive and advisory work. Rex has over 15 years experiences as an executive director of listed companies and 10 years as a chairman, non-executive director and advisor.



Rex's executive career spanned a broad range of sectors including, agriculture, industrial, technology, property and financial services. In his portfolio career he has worked with listed and private enterprises in hospitality, construction, management consultancy, financial services, ICT, sports management and sport data and data analytics.

Rex is driven by a purpose of being of service to others through guiding those he encounters to a greater level of self-awareness and fulfilment.

He lives in London with his wife.

## **Peter Upton**

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Peter Upton is Executive Director of K2P2 an international education consultancy. K2P2 has worked with clients in more than 15 countries on areas including Higher Education reform, system change, workforce planning, girls' education, and risk management. K2P2 has worked with Cambridge University, the Association of Commonwealth Universities, the SQA, the European Union's Food and Nutrition Programme and over 30 national agencies.



Prior to K2P2, Peter was a senior Director in the British Council working as Country Director for Pakistan, Hong Kong and South China, Pakistan, and Thailand. He also served as the British Councils Director for Global Education Services responsible for international partnerships across Higher Education, Professional Development and School Partnerships. Peter has been Chief Executive of SSAT and a Principal of Community College.

Peter is a member of the World Bank's Independent Evaluation Group, a member of Chatham House and is also a Trustee of United World Schools. He is an active member of the Royal Society of Asian Affairs and the Fortress Study Group. Peter is a keen walker, (especially where historical ruins are involved), cook and avid reader but a terrible dancer!

## **Will Whitehorn**

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### **Chancellor of the University**

A former executive at the Virgin Group, Will Whitehorn also holds boardroom roles at The Scottish Gallery Employee Ownership Trust, Scottish Event Campus, Craneware, Good Energy and AAC Clyde Space AB. His business interests include travel, technology and communication as well as leadership, marketing and product design.



Educated at Edinburgh Academy and the University of Aberdeen, Whitehorn enjoyed watching aircraft at Edinburgh Airport as a youngster and spent his early career as a crewman on North Sea search-and-rescue helicopters.

After stints at Thomas Cook, TSB Group and Lombard Communications, he was recruited to Virgin to boost the Group's image in the City, and became a key lieutenant to Sir Richard Branson. As Brand Development and Corporate Affairs Director, he was at the heart of the entertainment, media and travel giant's relentless quest for new business opportunities.

Whitehorn worked on a series of major Virgin projects, including the Pendolino train, and later took up the post of President at Virgin Galactic, which saw him play a central role in developing the concept of commercial space travel.

After moving on from Virgin Galactic as it entered a new stage of development, he returned to brand and communications work, also holding board positions at Purplebricks, Stagecoach and Transport Systems Catapult.

### **Professor Lesley Yellowlees**

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CBE, FRSE, HonFRSC

Lesley Yellowlees completed both her BSc in Chemical Physics and her PhD in Inorganic Electrochemistry at the University of Edinburgh. After completing research positions in Brisbane, Australia and Glasgow she returned to an academic position in Edinburgh in 1986 and gained a personal chair in Inorganic Electrochemistry in 2005.



Her current research interests are inorganic electrochemistry and spectroelectrochemistry, EPR spectroscopy, synthesis and characterisation of potential solar energy dyes, utilisation of CO<sub>2</sub>, public engagement of science and promoting women in science.

Lesley completed five years as Head of the School of Chemistry at Edinburgh and Director of EaStCHEM (the joint research school of the universities of Edinburgh and St Andrews) in 2010.

Lesley has worked with the Royal Society of Chemistry for many years, chairing their Science and Technology Board, sitting on the Publishing Board, working with the Scottish Education section and chairing the editorial Board of Chemistry World. She became their first woman President in July 2012.

She has recently retired from her role as Vice-Principal and Head of the College of Science and Engineering at the University of Edinburgh which she held from 2011.


She was awarded an MBE in 2005 for services to science and a CBE in 2014 for services to chemistry. She was elected as a Fellow of the Royal Society of Edinburgh in 2012 and an Honorary FRSC in 2016. She has honorary degrees from Aberdeen, Bristol, Edinburgh Napier, Heriot-Watt, The Open and Strathclyde Universities. Lesley is married to Peter and they have two children, Sarah and Mark.



# Members' Expenses Claim Form

FIN 4

Edinburgh Napier  
UNIVERSITY



## EXPENSES CLAIM FOR EXTERNALS

Version Date **May-16**

Claimants should return this form completed to the member of University staff who issued the form as detailed below in the Return Name & Address

<b>Name</b> (CLAIMANT) (BLOCK CAPITALS)	Please enter bank details, as all expenses are refunded by BACS transfer.				
<b>Address</b> (CLAIMANT) (BLOCK CAPITALS)	<b>Claimant Bank Sort Code</b>	---	---		
<b>Address</b> (CLAIMANT) (BLOCK CAPITALS)	<b>Claimant Bank Account No</b>				
<b>Address</b> (CLAIMANT) (BLOCK CAPITALS)	<b>Please remember to return this form to the member of staff who issued the form - the return name and address</b>				
<b>Post Code</b> (CLAIMANT) (BLOCK CAPITALS)					
<b>Your Email Address</b>					
<b>Enter date and title of meeting. (Mandatory)</b>					

Detail Expenses in box below - NB Attach VAT receipts for ALL expenses (excluding mileage)	Miles Travelled	Travel Costs	Other Costs	Total Costs
<b>Car Mileage</b>				

Please note travel and hotel accommodation can be pre-booked through the University host department. The University will reimburse your expenses. We seek to minimise our carbon footprint and to achieve the best value we can for the public funds entrusted to us. We hope that you will take these aims into account when selecting your travel and subsistence arrangements. Thank you.

<b>Signature of Claimant</b>		<b>Dated:</b> /     /
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<b>RETURN NAME &amp; ADDRESS</b> To be completed prior to issuing form	David Cloy, Head of Governance & Risk, Governance Services, Room 6.B.18, Sighthill Campus, Sighthill Court, Edinburgh, EH11 4BN		
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<b>Signature of Return name as above who issued the FIN 4 form</b> Sign after checking returned form		<b>Dated:</b> /     /
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<b>Insert Folder Number</b> To be completed prior to issuing form	D802-00	<b>Account Code</b>	<b>1410</b>
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<b>Authorised by Head of School/ Service</b> Only sign once form fully completed		<b>Dated</b> /     /
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**[www.napier.ac.uk](http://www.napier.ac.uk)**