

**EDINBURGH NAPIER UNIVERSITY COURT**  
**COURT EFFECTIVENESS REVIEW WORKING GROUP**

**Final Report and Recommendations**

**Purpose**

1. This paper provides Court with the final report and recommendations of the Court Effectiveness Review Working Group. Court is invited to consider the report and, if content, **approve** the recommendations proposed.

**Background**

2. Court determined at its 28 October 2013 meeting that a light touch “Effectiveness Review” of the Court (consistent with the terminology in the Scottish Code of Good HE Governance), should take place between November 2013 and May 2014, with a final report and recommendations to be received at its 23 June 2014 meeting. Accordingly it approved the establishment, constitution and terms of reference of a short-life Court Effectiveness Review Working Group (CERWG) to oversee the conduct of the review on its behalf.

3. The Constitution and membership of the Group was as follows:

<b>Constitution</b>	<b>Membership</b>
Vice Chair of Court (Convenor)	Pamela Woodburn
Three members of Court drawn from any of the non-Executive categories of Court membership, as appointed by the Chairman and Vice-Chair of Court following consultation with members.	Neil Ballantyne Roddy MacLennan Paul Stollard
Principal & Vice Chancellor	Professor Andrea Nolan
In attendance: University Secretary Assistant Secretary (Clerk to Court)	Dr Gerry Webber David Cloy

4. Court received an initial progress report at its meeting on 16 December 2013 in which it was noted that the University was already substantively compliant with the Code and that matters approved by the Court at that meeting (amendments to its Statement of Primary Responsibilities, amendment to constitution of Nominations Committee to include the NSA President as an Ex-Officio Member and make staff membership explicit) and matters to be dealt with in the course of the review, would ensure the University was fully compliant with the Code by the end of the session.

5. The CERWG had sought to evaluate Court’s effectiveness by securing a range of inputs from Court members and officers closely associated with the work of Court using a questionnaire and series of externally facilitated group discussions to explore key themes emerging from the questionnaire responses.

6. A self-evaluation questionnaire of Court effectiveness was duly completed by members and officers over the Christmas period. The questionnaire contained 9 broad questions which captured the key aspects of the Code and of Court's Statement of Primary Responsibilities against which effectiveness was measured. They also reflected the broad themes used in the more detailed LFHE based effectiveness questionnaire used at the last review.

7. The responses to this questionnaire showed overall broad contentment across all of the 9 question areas and provided re-assurance that Court was considered to be effective in the performance of its functions. However, taking into consideration the comments made under particular areas and the greater instance of lower end responses represented in the graphs for some of these, there emerged three areas which, although not necessarily weak, were worthy of further consideration and therefore provided the focus for the externally facilitated discussion sessions. In summary these concerned Court's focus on strategic outcomes, effective engagement with stakeholders and effectiveness of sub-committee structure.

8. Four externally facilitated discussion sessions which provided an opportunity for all members and associated officers to attend and engage with the review were run on 4 and 17 February 2014, and were attended by 25 out of a possible 27 members and officers. One session was held with Committee Convenors which focussed particularly on sub-committee issues, followed by three general sessions. These sessions were facilitated by Andy Shenstone of Capita Consulting.

9. The CERWG met on 24 February 2014 to consider the themes emerging from the surveys and discussion groups, alongside inputs gathered from the annual committee effectiveness reviews and consideration of Code compliance issues. An update was provided to Court on the progress of these considerations at its meeting on 31 March 2014. The Group met again on 27 May 2014 to agree and finalise recommendations. These are detailed as follows:

## **Summary of Key Issues**

### **Strategic Focus**

10. The group agreed that it was appropriate for Court to receive a suitably refined set of high level strategy KPIs annually as at present, given that the data informing such KPIs does not change sufficiently in year for any more frequent consideration to add value. However, it was agreed that more detailed indicators which related to performance against individual sub-strategies should be considered at Court meetings throughout the year where such sub-strategies would be given focus. To facilitate this, it was agreed that main Court meetings should be preceded with one hour presentation/discussion sessions covering each of the four main strands of the University Strategy 2020 which would enable members to spend more time engaged in detailed consideration and discussion.

**Recommendation 1: Pre-Court strategic presentation/discussion sessions covering the four main strands of the University Strategy 2020 to be scheduled.**

## **Stakeholder Engagement**

11. Following consideration of the feedback around stakeholder engagement, it was agreed that Court should receive a stakeholder engagement plan aligned to the new University Strategy to provide assurance in this area. It was noted that work on this was currently underway and this would be received by Court by December 2014 at the latest. It was further agreed that the ambassadorial role of lay court members was important and that, where possible, better use should be made of their professional networks to benefit the institution. It was noted that new “core scripts” would shortly be developed on the back of the new strategy which would be made available to members to help them in performing their ambassadorial function. It was further agreed that a skills audit, looking at the background and experience of members would be useful in helping to make better use of members and their networks. This matter was remitted to Nominations Committee to take forward through its membership management remit. Nominations Committee considered this matter at its meeting on 1 May 2014 and agreed that the current skills matrix used for lay member recruitment be developed by gathering further information from lay members on their knowledge, interests and networks which might relate to University activity and be useful in supporting it. A private list would ensue, which would be shared with appropriate senior managers in the University. This would be undertaken as part of the process of updating member biographies for the Court Handbook over the summer.

## **Sub-Committee Structure**

12. Following consideration of the range of feedback surrounding sub-committee structure the group agreed the following proposals be made to Court for its approval.

### **Audit Committee**

12.1 It is proposed that the title of Audit Committee be amended to “Audit and Risk Committee” to reflect its risk function. It is also recommended that the protocol for the F&CC (F&PC)/Audit interface on approval of the annual accounts be replaced by an arrangement whereby the Convenor of F&CC (F&PC) attends Audit Committee for the approval of the annual accounts item. Some minor points of detail requiring updating of terms of reference which had arisen through the committee self-evaluation process have also been identified and reflected in the revised terms of reference proposed.

### **F&CC & Estates Committees**

12.2 There was broad agreement that there was considerable overlap between the business of the F&CC and Estates committees and that their business could be conducted more efficiently and effectively in a single committee. It is therefore proposed that the terms of reference of these committees be combined to create a single “Finance and Property Committee” (F&PC).

12.3 One member of the Group expressed concerns relating to this proposal which included; the potential dilution of property expertise on the combined committee, excessive length of meetings of the combined committee and the risk that insufficient time would be available to discuss commercialisation issues. The Group considered these concerns in turn and noted that expertise required of members would be managed through the normal committee membership process by Nominations

Committee. It was also noted that co-option of members could be proposed where necessary to fill a particular knowledge or skill requirement. In terms of length of meetings, it was noted that the proposed Finance and Property Committee would meet at least five times per year. This number of meetings, taking into account the elimination of duplicated business, and effective agenda management to ensure strategic focus, was considered adequate to allow sufficient time to consider all relevant Estates and Financial matters. In terms of commercialisation issues, it was considered that the scheduled meetings should allow sufficient time to discuss such matters as required when they arose and it was further noted that the Commercialisation Sub-Panel would continue under the combined committee which would allow time and space for detailed consideration of such matters where necessary. It was also noted that significant matters, such as Estates Strategy, would also be considered at full Court meetings. It was further noted that the annual committee review process would enable any operational difficulties arising with the new committee to be captured and addressed after its first year of operation. The Group therefore concluded that the proposal to create a single "Finance and Property Committee" (F&PC) should go forward.

### **Health & Safety Committee**

12.4 It was agreed that Court's governance oversight and assurance requirements in terms of Health and Safety were served through receipt of the Health and Safety annual report and that it would be appropriate to recommend to Court that Health and Safety Committee should become an executive committee, with a lay Court member in attendance.

### **HR Committee**

12.5 It was agreed that there was insufficient strategic level business to warrant the continuing existence of the HR Committee as a standing governance committee. It is therefore proposed that this committee be disbanded and that the approval of Human Resources strategy and of the reserved HR policies which have been identified and itemised on a schedule (included as **appendix 1.**) should be considered at main Court meetings. These will be relatively infrequent taken across the full year and should not impact materially on the time available to conduct business at those meetings. It should also be noted that Court will continue to receive assurance regarding the effective operation of the University's HR management function through reports commissioned and considered by the Audit Committee.

### **Nominations Committee**

12.6 It is proposed to amend the terms of reference of Nominations Committee to provide clear delegated authority to make appointments to external vacancies on Court and to include the Scottish Code provision regarding the establishment and monitoring of goals and policies in regard to the balance of independent members in terms of equality and diversity. A proposal regarding such goals and policies has been recommended to Court by Nominations Committee.

### **Remuneration Committee**

12.7 It is proposed to amend the terms of reference of Remuneration Committee to bring it into line with the provisions of the Scottish Code regarding chairing (lay member other than the Chair of Court), and to introduce the requirement to propose

policies and processes for the conduct of its business to Court. It is also proposed to increase the lay membership by one. Some minor changes to wording of specific terms of reference for clarity are also proposed.

### **Students' Association Committee**

12.8 Given the advent of the Board of Trustees for the Napier Students' Association, it was agreed that there was no longer any requirement for this committee to provide the assurance Court required regarding the effective operation of the Association. It is therefore proposed that this committee be disbanded and that Court will receive the assurance it requires through receipt of the annual report and accounts and through engaging with the Board of Trustees through mechanisms such as the AGM.

**Recommendation 2: Amendments to Court's sub-committee structure and terms of reference of its sub-committees be approved as outlined above and presented (with tracked changes) in appendix 2.**

**Recommendation 3: Court to approve such consequential amendments to its instruments of governance (including the Schedule of Delegated Authority and Statement of Primary Responsibilities) as may be required as a result of the changes to sub-committee names and structure so approved.**

### **Ad-Hoc Court Sub-Groups**

13. It was agreed that, as a counterbalance to the proposed paring down of Court's sub-committee structure to core governance committees, it would be desirable to provide for the formation of topic led, short life Court Sub-Groups which could be brought into existence when necessary to enable Court to gain more detailed oversight of activity and performance in key strategic areas. It was agreed, however, that the circumstances which would trigger their formation, their terms of reference and operational timescales would need to be very carefully defined and accordingly a protocol for the creation of such Groups has been drafted and is recommended to Court for approval.

**Recommendation 4: Court invited to approve the protocol for the creation of ad-hoc Court Sub-Groups (appendix 3).**

### **Attendance of University Leadership Team Members at Court**

14. Currently, the Principal and Vice-Principals are members of Court, with the University Secretary, Director of Human Resources and Director of Finance in attendance at meetings. However, the remaining three members of the ULT, the Faculty Deans, are not currently invited to attend Court.

15. It was agreed that extending the invitation for Officers attending Court to include the three Deans would benefit both the Court and those Officers in the effective discharge of their responsibilities. The presence of the Deans would better enable Court to understand in detail the key issues faced and critical work underway within Faculties and Academic Schools in their efforts to achieve the University's strategic objectives, whilst Deans would benefit from direct exposure to Court's perspective, discussions, comments and concerns on the matters of strategic importance which

are addressed through the work of their Faculties. Accordingly, it is recommended that Court extend the invitation for Officers attending Court to include the remaining ULT members (presently the three Deans of Faculty).

**Recommendation 5: Court invited to approve proposal to extend invitation for Officers attending Court to include the remaining ULT members (presently the three Deans of Faculty).**

### **Proposed Revisions to Court's Standing Orders**

16. Court's Standing Orders, which regulate the business and proceedings of the Court, its Committees and Sub-Committees, were last reviewed in the course of the 2009/10 Governance Review and the current version was approved by the Chair of Court, under delegated authority, in August 2010.

17. At its meeting on 26 November 2013 the Working Group agreed that the Standing Orders should be reviewed as part of the current Court Effectiveness Review to identify any areas where amendments may be necessary in light of experience/developments since the last review, including Scottish Code compliance issues. This work has now been completed and the appended document presents the Standing Orders with proposed amendments given in tracked changes along with explanatory notes where appropriate. These amendments are intended to make the orders internally consistent, consistent with the new Code, gender neutralise language and address areas of omission.

**Recommendation 6: Court invited to approve the proposed amendments to its Standing Orders, presented in appendix 4.**

### **Scottish Code of Good HE Governance Compliance**

18. Following the changes introduced through this review, as reported above, approved by Court previously and presented for approval with this paper, Court can be considered to be fully compliant with the Scottish Code of Good HE Governance. The alignment review matrix which provides an assessment of the University's compliance against the main principles of the new Scottish Code of Good HE Governance has been updated and is provided at **appendix 5**.

### **Communication Issues**

19. This paper may be freely communicated.

### **Recommendation**

20. Court is invited to **consider** the outcome of the 2013/14 Court Effectiveness Review outlined in this report and **approve** the recommendations contained.

**P Woodburn  
(Vice Chair of Court & Working Group Convenor)**

**June 2014**

## **Schedule of HR Policies that require Court approval**

<b>Policies</b>	<b>Criteria</b>			
	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

May 2014

## 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 ensure that the University complies with the mandatory requirements of the Funding Council's Code of Audit Practice.~~
- 4-3. 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.
- 5-4. 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.
- 6-5. 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.
- 7-6. 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.
- 8-7. 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.
- 9-8. 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.
- 10-9. To review and advise the Court on the adequacy and effectiveness of risk management arrangements.
- 11-10. 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.
- 12-11. Periodically to review the Schedule of Delegated Authority, and to advise the Court on the adequacy of that Schedule.
- 13-12. To review the contents and advise the Court of the impact of reports issued by relevant bodies including the Funding Council, Audit Scotland and the National Audit Office.
- ~~14. To commission reviews and advise the Court not less than once every five years regarding the compliance of the University Court with corporate governance requirements and relevant good practice guidance.~~
- 15-13. To consider such other topics as may be remitted by the Court from time to time.

### Committee Constitution:

#### 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 & Commercialisation 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.

#### Current Sub-Committees

None

#### Working Groups

None

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Comment [CD1]: No longer relevant.

Comment [CD2]: Deleted as this is a requirement on Court itself as per the Statement of Primary Responsibilities.



Appointed Members	Other Members	Ex Officio Members	In Attendance
<p>Four lay members of Court who are not members of the Finance &amp; <del>Commercialisation</del> <del>Property</del> Committee, one of whom shall be Convenor.</p> <p><del>The Chair of Court cannot attend or be a member of the Audit &amp; Risk Committee.</del></p>		None	<p>Internal Auditors  External Auditors  Principal &amp; Vice  Chancellor  Finance Director  University Secretary  Clerk to the Committee</p>

**Notes:**

The members of the Audit Committee will meet privately with the Internal and External Auditors at least once per annum. References to risk are deemed to include "reputational" risk.

Risk management itself is NOT the responsibility solely of the Audit 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.

~~The remit of the Audit Committee is recognised as including a responsibility for maintaining an oversight of the financial and other procedures established by the Students' Association.~~

~~A protocol has been established to support the approval process of the Annual Report and Accounts, a copy of which is available from the Secretary or Clerk to Court.~~

**Comment [CD3]:** Superseded, now responsibility of NSA Trustees

**Comment [CD4]:** New protocol incorporated in terms of reference now.

Finance & Commercialisation Property Committee			
<b>Terms of Reference</b>			
<b>General</b>			
1.	<del>Generally</del> 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, <del>and to make including making</del> such arrangements as the Committee thinks fit for the conduct of the financial affairs of the University, <del>for the deposit of money and for the drawing and signing of cheques.</del>	<b>Quorum</b> One third of the current membership, including at least two lay members of Court.	
2.	To approve such strategies as may be required in relation to matters of finance and property.	<b>Frequency of Meetings</b> Normally five times a year, including four meetings approximately one month prior to meetings of the Court.	<b>Formatted:</b> Indent: Left: 1.9 cm, No bullets or numbering
<b>Finance/Commercial</b>			
2.	To <del>recommend to the</del> approve and report to Court the annual University budget, taking account of agreed corporate plans.		<b>Formatted:</b> No bullets or numbering
3.	To monitor and <del>report the management accounts</del> review the financial and commercial performance of the University throughout the year.		<b>Formatted:</b> Font: Bold
4.	To review the annual financial statements prior to submission to the Court and make appropriate recommendations to Court in parallel with the Audit Committee.	<b>Reporting Requirements</b> 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.	
5.	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.		
6.	<del>To monitor, review and report the performance of the University in securing donations and gifts against fund-raising targets.</del>	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&CC to be highlighted and discussed.	<b>Comment [CD1]:</b> Role of development trust.
7.	<del>To monitor, review and report the performance of the University in generating non-exchequer income through the commercialisation of its intellectual and other property.</del>		<b>Comment [CD2]:</b> Covered by TOR 4 above.
7.	To consider and determine on behalf of Court all matters relating to the creation of and investment in University-related companies, in accordance with the SHEFC "Related Companies: Recommended Practice Guidelines" (1996) or subsequent amendments to those guidelines. The committee may choose to delegate this function to a sub-group.		
<b>Property</b>		<b>Current Sub-Committees</b> Commercialisation sub-panel	
8.	To 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.	<b>Working Groups</b> None	
9.	To ensure the University's estate is being adequately maintained.		
10.	To maintain an oversight of the environmental impact of the University.		
8.	1. To carry out such other related functions as may be requested from time to time by the Court		
<b>Committee Constitution:</b>			
Appointed Members		Other Members	Ex Officio
		In Attendance	

<p><del>Three</del> <u>Four</u> lay members of Court <del>who are not members of the Audit Committee</del>, one of whom shall be Convenor</p> <p>Two members of Court from any category of non-executive membership <del>who are not members of the Audit Committee</del></p> <p><del>No members may be members of the Audit &amp; Risk Committee.</del></p>	None	<p>Chairman of Court</p> <p>Principal &amp; Vice-Chancellor</p> <p>One Vice-Principal</p>	<p>Director of Finance, <del>Planning</del> &amp; Commercial Services</p> <p><u>Director of Property &amp; Facilities</u></p> <p>University Secretary</p> <p>Clerk to the <del>Committee</del></p>
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**Notes:** 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 below:

### Constitution and Membership

1. The constitution of the Sub-Panel shall be the Principal (Convenor), Finance Director, University Secretary and a lay member of Court.

### 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 Faculty 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 assignment of University IP, or a variation in royalties.)

4. The Panel's conclusions will be brought back to F&CC 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&CC for final approval.

### Quorum

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

~~The Committee's agenda will consist of two parts, one relating to Finance and fund-raising, the other to~~

~~Commercialisation. The role of the committee in respect of the latter will be to ensure that the University is achieving its stated aims with respect to the generation of non-exchequer income, and that decisions and actions regarding the creation of and investment in spin-out companies accord with recognised best practice. The committee is not expected to lead or drive the commercialisation agenda *per se*.~~

~~A protocol has been established to support the approval process of the Annual report and Accounts, a copy of which is available from the Secretary or Clerk to Court.~~

<b>Nominations Committee</b>			
<p><b>Terms of Reference</b></p> <ol style="list-style-type: none"> <li>1. To manage the process of filling vacancies in the external membership of the Court <del>by such means as the Committee deems appropriate from time to time, including public advertisement and to make appointments to such vacancies on behalf of Court.</del></li> <li>2. To consider and make recommendations to the Court on vacancies in the posts of Chairman and Vice-Chairman of the Court.</li> <li>3. To review the membership of Court committees, consider the interests and opinions of Court members, and make recommendations to the Court on the filling of such vacancies.</li> <li>4. 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.</li> <li>5. 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.</li> <li>6. 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.</li> <li>7. <del>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.</del></li> </ol>			<p><b>Quorum</b> The Quorum shall be three members.</p> <p><b>Frequency of Meetings</b> Normally twice a year, in September and May.</p> <p><b>Reporting Requirements</b> 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.</p> <p><b>Current Sub-Committees</b> None</p> <p><b>Working Groups</b> None</p>
<b>Committee Constitution:</b>			
Appointed Members	Other Members	Ex Officio Members	In Attendance
Two lay members of Court One staff member of Court	None	Chairman of Court, who shall be Convenor Principal & Vice Chancellor President of the NSA	University Secretary Clerk to the Committee
<p><b>Notes:</b> The membership of the Nominations Committee will be agreed annually under Standing Order 5.14.1 (c) by a simple majority vote of the Court if necessary, normally in June. <del>All non-executive members of Court will be eligible for nomination.</del></p>			
Where appropriate the Nominations Committee should take account of the overall composition of Court in			

**Comment [CD1]:** Constitution now clearly defined so this is redundant.

proposing the membership of committees to ensure that lay members normally have a majority voice.

Approved by Court ~~16/12/13~~

## Remuneration Committee

### Terms of Reference

1. To review and determine the annual salary and other benefits total reward package of the Principal & Vice-Chancellor.
2. To receive recommendations, from time to time, from the Principal & Vice-Chancellor regarding which members of the University's senior management leadership team should have their annual salary and other benefits total reward package determined by the Committee; and thereafter to approve the outcome on behalf of the Court.
3. To review, in discussion with the Principal & Vice-Chancellor, those proposals brought forward by the Principal & Vice-Chancellor regarding the annual salary and other benefits total reward package of approved members of the University's senior management leadership team; and thereafter to determine the outcomes.
4. 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 senior management leadership team.
5. To deal with any other matters relating to the salaries, benefits, terms and conditions, pension and superannuation arrangements for the Principal & Vice-Chancellor and the approved members of the University's senior management leadership team.
6. To deal with any matters relating to severance or applications for early retirement where the salary paid to or the benefit received by the member of staff concerned exceeds relevant guidelines laid down by the Scottish Funding Council.
7. To ensure all matters dealt with by the Remuneration Committee are undertaken in accordance with relevant guidance provided by the Scottish Funding Council.
8. 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.
- 8-9. To propose policies and processes for the conduct of its business to Court for approval.
- 9-10. 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 two.

### Frequency of Meetings

Twice a year, normally in May and September.

### 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

### Constitution

<i>Appointed Members</i>	<i>Other Members</i>	<i>Ex-Officio Members</i>	<i>In Attendance</i>
<u>None Two lay members of Court</u>	None	The Chairman of Court, <del>who shall be Convener</del> The Vice-Chair of Court The Convenors of the <del>Human Resources Committee and the Audit &amp; Risk</del> Committee <u>One of the lay members other than the Chair of Court shall be Convener.</u>	Principal & Vice-Chancellor Clerk to the Committee

### Notes

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 institutions and such other senior members of staff as the Court deems appropriate. The membership is confined to lay members of Court. The Principal and (if appropriate) the Clerk shall not be in attendance when their own salaries, terms and conditions etc. are discussed.





## APPENDIX 3

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

1. 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:
2. 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).
3. 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.
4. 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.
5. Any Sub-Group so proposed should have a timescale to discharge its terms of reference which should not normally exceed one academic session.
6. 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.

**7 May 2014**

## APPENDIX 4

### Standing Orders

#### 1. COMMENCEMENT

- 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 ~~4<sup>st</sup> August 2010~~<sup>1<sup>st</sup> August 2014</sup> and shall supersede all previous Standing Orders.

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#### 2. INTERPRETATION

- 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 2007 Order" means The Napier University (Scotland) Order of Council 1993 Amendment Order of Council 2007;
- 2.1.5 "The Students' Association" means the Association of the students of the University established in terms of The Napier University (Scotland) Order of Council 1993;
- 2.1.6 "Secretary" means the Secretary for the time being of the University;
- 2.1.7 "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.
- 2.1.8 "~~Chairman~~" means the role of Chairman as contained in the 1993 and 2007 Orders. Chair can be taken to mean "Convenor" where appropriate. 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.

Comment [CD1]: To gender neutralise language and clarify the terminology of Chair and Convenor.

#### 3. THE COURT

- 3.1 Members: The categories of membership of Court are outlined in The Napier University (Scotland) Order of Council 1993 Amendment Order of Council 2007 section 3.
- 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 period of up to four years. 'Lay members' of Court (being that category of membership appointed under article 3(2)(f) of the 2007 Order) may by exception be re-appointed for one further year. 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 ~~Chairman~~: The Court shall appoint a ~~Chairman~~. The ~~Chairman~~ must be a 'Lay member'. The initial period of appointment shall be for four years, or lesser period if ~~he they~~ ceases to be a member of Court. At the expiry of that period the ~~Chairman~~ shall be eligible for re-~~election~~appointment, for a further period of up to four years. A person may be ~~elected~~appointed as ~~Chairman~~, either from the existing 'lay members' of Court or immediately upon their initial appointment to Court. No 'lay member' shall serve for more than eight years as ~~Chairman~~.

Comment [CD2]: To be consistent with terminology in Order of Council.

3.5 If an existing 'lay member' is ~~elected~~appointed as ~~Chairman~~ the maximum aggregate term of office on Court, whether served consecutively or non-consecutively, shall be twelve years.

3.6 Vice-~~Chairman~~: The Court may appoint a Vice-~~Chairman~~ from the 'lay members' who shall hold office for four years, or lesser period if they cease to be a member of Court. At the expiry of that period a Vice-~~Chairman~~ shall be eligible for re-~~election~~appointment, for a further period of up to four years. No Lay Member shall serve for more than eight years as Vice-~~Chairman~~. The Vice-Chair may 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.

Comment [CD3]: Code compliance point

3.7 The Chair and Vice-Chair may be removed from office through a vote of no ~~confidence~~ supported by two thirds of all Court members.

Comment [CD4]: Inclusion of provision for removal from office . Orders were previously silent on this point.

~~3.7-8~~ Secretary: The Secretary of the University will be the Secretary of the Court.

#### 4. CHAIRMANSHIP CHAIR OF COURT

##### 4.1. ~~Chairman~~

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

##### 4.2. Powers, Duties and Decisions of the ~~Chairman~~

4.2.1 Deference shall at all times be paid to the authority of the ~~Chairman~~ and the ruling of the ~~Chairman~~ on all matters within ~~his their~~ jurisdiction as ~~Chairman~~ shall be final and shall not be open to question or discussion. When the ~~Chairman~~ 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 ~~Chairman~~ has ceased speaking.

4.2.2 It shall be the duty of the ~~Chairman~~ to preserve order and secure that members obtain a fair hearing. The ~~Chairman~~ shall decide all matters of order, competency and relevancy arising at meetings and upon the interpretation of these Standing Orders. The ~~Chairman~~ shall also decide between two or more members wishing to speak. The ~~Chairman~~ must ensure that due and sufficient opportunity is given to members who wish to express their views on the subject under discussion. The ~~Chairman~~ shall be entitled, in the event of disorder arising at any meeting or for any other good or sufficient reason (of which the ~~Chairman~~ shall be the sole judge), to adjourn the meeting to such other time or day and hour as the ~~Chairman~~ 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.

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

4.2.4 The Chair~~man~~ may take chair~~man~~'s action between meetings on any matter where in ~~his~~their judgement delaying a decision would disadvantage the institution. The Chair~~man~~ is answerable to the Court for any action which they take on its behalf. Where chair~~man~~'s action is taken, a written report shall be made available at or before the next meeting of the Court.

## 5. MEETINGS

### 5.1. 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.

### 5.2. Notice of Meetings

5.2.1 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.

5.2.2 At least seven days notice of all meetings of the Court shall be given. In exceptional circumstances the Chair~~man~~ 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.

### 5.3. Alteration of Date of Meeting

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

### 5.4. 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.

### 5.5. Special Meetings

The Chair~~man or any three members~~ may, for any reason which seems sufficient, require ~~that~~ a special meeting ~~limited to one substantive agenda item to~~ 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.

**Comment [CD5]:** Clearer provision regarding special meetings consistent with 1/3 member requirement used throughout Orders.

### 5.6. Quorum

At all meetings of the Court one third of the ~~current~~ membership of the Court shall be a quorum subject to the proviso that at least one third of the members appointed under

paragraph 3(2)(f) of the 2007 Order 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~~man~~ 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.

#### 5.7. Reserved Areas of Business

Where any meeting of the Court is to consider any reserved areas of business, that ~~it is~~ to say, the salary, conditions of service, appointment, promotion, suspension or dismissal of any member of staff, all members of Court other than the Chancellor's Assessor and those appointed under Section 3(2)(f) of the 2007 Order, and any officers in attendance at the meeting, shall withdraw from the meeting, unless invited to remain by virtue of a resolution of the Chancellor's Assessor and those appointed under Section 3(2)(f) of the 2007 Order.

#### 5.8. Agenda

5.8.1. 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".

5.8.2 The Agenda for all meetings will be prepared by the Secretary and approved by the designated Chair~~man~~ 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.

#### 5.9. 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.

#### 5.10. Closure of Debate

At any meeting of the Court the Chair~~man~~ 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

#### 5.11. 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~~man~~ 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.

#### 5.12. Points of Order

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

5.12.2 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~~man~~. The Chair~~man~~ 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.

#### 5.13. Motions and Amendments

5.13.1 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~~man~~, be reduced to writing, signed by the mover and delivered to the Secretary immediately on being moved.

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

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

5.13.4 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.

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

5.13.6 Motions or amendments which are not seconded shall not be discussed or recorded in the minutes. ~~Any member in a minority of one shall, if they so request, have their dissent recorded in the minutes of the meeting.~~

#### 5.14. Method of Voting

5.14.1 (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~~man~~ 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~~man~~ shall have a second or casting vote in addition to a deliberative vote.

(e) In the making of appointments or elections to office where a ballot is required voting shall be by means of counting papers and the Single Transferable Vote system of voting shall be used.

#### 5.14.2 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.

#### 5.14.3 How Motions are to be Put

(a) When a motion and two or more amendments are before the meeting, the Chair~~man~~ 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.

**Comment [CD6]:** Such a provision contradicts the Code's requirement that the governing body must be unambiguously and collectively responsible for overseeing the University's activities (principle 1). It is also incompatible with principle 3 regarding the conduct of members and the requirement to exercise responsibilities corporately and make decisions collectively as a body.

## 6. RECEPTION OF DEPUTATIONS

- 6.1. Every application for the reception of a deputation shall be in writing, duly signed, addressed and delivered to the Secretary at least three clear days prior to the date of the meeting at which the subject may be considered. Notwithstanding this, the Chair~~man~~ 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 thereanent.
- 6.2. 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~~man~~, 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.
- 6.3. If it is decided that a delegation is eligible to be heard, the Chair~~man~~ 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.
- 6.4. 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.
- 6.5. 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.

## 7. DISCLOSURE OF INTEREST

- 7.1 If any member of Court is aware that they have any pecuniary, family or personal interest in a matter related to the University, then they should advise the Secretary in writing of such interest. If any such contract or proposed contract is discussed at any meeting at which the member is present, they may be asked to withdraw from the meeting while the contract is being discussed.

## 8. SUSPENSION OF MEMBERS DURING MEETINGS

- 8.1. If any member disregards the authority of the Chair~~man~~ of the meeting, or obstructs the meeting or, in the opinion of the Chair~~man~~ of the meeting, conducts himself offensively at the meeting, it shall be within the power of the Chair~~man~~ 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.
- 8.2. 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~~man~~, again enter the meeting; if the member so suspended refuses to leave the meeting when so required by the Chair~~man~~, or attempts to re-enter the meeting without the consent of the Chair~~man~~ they may immediately, by order of the Chair~~man~~, be removed from the meeting by an officer of the University or by any other person authorised by the Chair~~man~~ to remove that person.
- 8.3. In the event of such motion not being carried, the Chair~~man~~ of the meeting may, in their sole discretion, proceed as if a state of disorder had arisen at the meeting.



## **9. SUSPENSION OR REMOVAL OF MEMBERS**

- 9.1 ~~As all members of Court are also charity trustees. The~~ Court shall have power to remove or suspend any member ~~of the Court appointed under Section 3(2)(f) of the 2007 Order~~ 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 ~~work of the Court~~role of a charity trustee, provided that no member shall be removed without the consent of a two thirds majority of the members ~~appointed under Section 3(2)(f) of the 2007 Order~~ present at the meeting.

## **10. CO-OPTION OF SUB-COMMITTEE MEMBERS**

- 10.1 All Court committees shall have the power to propose to the Nominations Committee the co-option of one committee member, where the ~~convener~~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.

## **11. EXECUTION AND CUSTODY OF DEEDS AND DOCUMENTS**

- 11.1. All deeds relating to heritable and leasehold property (whether in respect of management, variation of terms, acquisition, disposal or letting or any other matter relating to land or property) or the financing thereof or the financing of any activity which requires the grant of any form of security, charge or assignment of rights or benefits relating to land or property or rights thereto shall require to be executed (a) by one member of the Court and the Secretary and sealed with the Common Seal of the University, or (b) by two members of the Court and sealed with the Common Seal of the University or (c) two members of the Court and a witness (d) an authorised signatory and a witness.
- 11.2. All other deeds and documents may be executed by those persons empowered with the requisite authority pursuant to the Schedule of Delegated Authority adopted from time to time by the Finance and Commercialisation Committee (or equivalent) of the Court.

Approved by the ~~Chairman of~~ Court

~~August 2010~~xxx 2014

**Court Effectiveness Review 2013/14**  
**Review of Alignment of Arrangements with the Scottish Code of Good HE Governance**  
**June 2014 (on basis of Court approval of Effectiveness Review Outcomes)**

Ref	Main Principle	Current Practice at Edinburgh Napier	Comment (Compliant / Discuss)
1.	<p><b>Governing body.</b> Every Higher Education Institution shall be headed by an effective governing body, which is unambiguously and collectively responsible for overseeing the Institution's activities. In discharging its responsibilities it shall:</p> <ul style="list-style-type: none"> <li>• ensure the Institution's long-term sustainability;</li> <li>• conduct its affairs according to specified ethical standards;</li> <li>• have due regard to the interests of its stakeholders and the wider public;</li> <li>• determine the Institution's future direction and set the Institutional values;</li> <li>• ensure the protection of the academic freedom of relevant staff in compliance with relevant legislation and its own governing instruments;</li> <li>• ensure that it observes good practice in regard to equality and diversity;</li> <li>• foster a suitable environment whereby knowledge may be advanced and the potential of learners fulfilled; and</li> <li>• take all final decisions on matters of fundamental concern to the Institution.</li> </ul>	The functions and powers of Court, which cover this area, are set out in the 1993 Order of Council.	Complies.
2.	<p><b>Legal obligations.</b> The governing body shall ensure compliance with the governing instruments of the Institution, as well as other appropriate legal obligations including any arising in connection with its charitable status.</p>	The functions and powers of Court, which cover this area, are set out in the 1993 Order of Council and Statement of Primary Responsibilities.	Complies.

3.	<p><b>Conduct of members.</b> The governing body and its individual members (members) shall at all times conduct themselves in accordance with accepted standards of behaviour in public life which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership.</p>	<p>This requirement is explicitly stated in the Court Handbook circulated to all members, and included in their induction.</p>	<p>Complies.</p>
4.	<p><b>Frequency of meetings.</b> The governing body shall meet sufficiently regularly and not less than four times a year, in order to discharge its duties effectively.</p> <p>Members of the governing body shall attend regularly and actively participate.</p>	<p>Court has four regular meetings per year, along with an annual strategy event.</p> <p>The responsibilities and conduct of Court members are set out in the Court Handbook and attendance of members is recorded and monitored by the Nominations Committee, showing high levels of attendance overall.</p>	<p>Complies.</p> <p>Complies.</p>
5.	<p><b>Statement of Primary Responsibilities.</b> The governing body shall adopt a Statement of Primary Responsibilities which shall include provisions relating to:</p> <ul style="list-style-type: none"> <li>• approving the mission and strategic vision of the Institution, long-term business plans, key performance indicators (KPIs) and annual budgets, and ensuring that these have due regard to the interests of stakeholders;</li> <li>• appointing the Head of the Institution (the Principal) as chief executive officer of the Institution and putting in place suitable arrangements for monitoring his/her performance. Both the appointment and the monitoring of performance of the Principal shall include consultation with all members of the governing body;</li> <li>• ensuring the quality of Institutional educational provision;</li> </ul>	<p>Court has a Statement of Primary Responsibilities which includes all these provisions following amendments approved at December 13 Court</p>	<p>Complies.</p>

	<ul style="list-style-type: none"> <li>ensuring adherence to the funding requirements specified by the Scottish Funding Council in its Financial Memorandum and other funding documents;</li> <li>ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, clear procedures for handling internal grievances and “whistleblowing” complaints, and for managing conflicts of interest; and</li> <li>monitoring institutional performance against plans and approved KPIs which, where possible and appropriate, should be benchmarked against other comparable institutions.</li> </ul> <p>This Statement shall be published widely, including in the Annual Report and on the Institution’s website, along with identification of key individuals (chair, vice-chair (if any), Principal, chairs of key committees, other members and senior officers) and a broad summary of the responsibilities that the governing body delegates to management and also those responsibilities which are derived directly from the instruments of governance.</p>	<p>The Statement of Primary Responsibilities and Schedule of Delegated Authority are published and widely available through the Court Handbook and University internet. A summary of the responsibilities of the University Court along with identification of key individuals is included in each year’s Annual Report and Accounts.</p>	<p>Complies.</p>
<p>6.</p>	<p><b>Responsibilities of members.</b> All members shall exercise their responsibilities in the interests of the Institution as a whole rather than as a representative of any constituency.</p> <p>The Institution shall maintain and publicly disclose a current register of interests of members of the governing body on its website.</p>	<p>This requirement is covered under the responsibilities and conduct of Court members as set out in the Court Handbook.</p> <p>The requirement to maintain a publicly disclosable register of interests is set out in the Court Handbook. Register is now published on the website from the 2013/14 session.</p>	<p>Complies</p> <p>Complies</p>

7.	<p><b>The Chair.</b> The chair shall be responsible for the leadership of the governing body, and be ultimately responsible for its effectiveness.</p> <p>The Chair shall ensure the Institution is well connected with its stakeholders, including staff and students.</p>	<p>The role of the Chair, which provides for these matters, is detailed in the Court Handbook and Court's Standing Orders. There is also a detailed role description of Chair, produced during the appointment process for the current Chair (see under 11. Below)</p> <p>Recommendations from the supporting guidance about an intermediary and review of Chair's performance have been addressed by incorporating these into the role of Vice Chair of Court, captured in the revised Standing Orders.</p>	Complies
8.	<p><b>The Head of the Institution.</b> The Principal shall be responsible for providing the governing body with advice on the strategic direction of the Institution and for its management, and shall be the designated officer in respect of the use of Scottish Funding Council funds and compliance with that Funding Council's Financial Memorandum.</p> <p>The Principal shall be accountable to the governing body which shall make clear, and regularly review, the authority delegated to him/her as chief executive, having regard also to that conferred directly by the instruments of governance of the Institution.</p>	<p>The role and responsibilities of the Principal, which provides for these matters, are set out in the 1993 Order of Council, Schedule of Delegated Authority and Court Handbook.</p> <p>The Principal is the designated officer under the terms of the Scottish Funding Council's Financial Memorandum.</p>	Complies
9.	<p><b>Governing body members.</b> There shall be a balance of skills and experience among members sufficient to enable the governing body to meet its primary responsibilities and to ensure stakeholder confidence.</p>	<p>The balance of membership, and requirement to reflect a variety of interests and experience among members are enshrined within the 1993 Order of Council and 2007 Amendment Order of Council. The Nominations Committee is remitted to manage this area and actively</p>	Complies

	<p>The governing body shall draw up and make public a full evaluation of the balance of skills, attributes and experience required for membership of the governing body, which shall inform the recruitment of independent members of the governing body. The membership of the governing body shall be regularly assessed against this evaluation.</p> <p>The governing body, having due regard to applicable law, shall establish appropriate goals and policies in regard to the balance of its independent members in terms of equality and diversity, and regularly review its performance against those established goals and policies.</p>	<p>addresses the balance of membership when considering appointments. These matters are considered by the Committee annually and the skills and experience required of members are reviewed and published on the University website in the context of the recruitment activity for new lay members.</p> <p>Equality and Diversity of Court membership has been actively reviewed, considered and addressed through the work of the Nominations Committee over recent years. Nominations Committee has proposed a policy statement on lay member equality and diversity for Court's approval which will be incorporated in the lay member selection guidance and reviewed by Nominations Committee annually.</p>	<p>Complies</p> <p>Complies</p>
10.	<p><b>Governing body members.</b> The governing body shall have a clear majority of independent members, defined as both external and independent of the Institution. A governing body of no more than 25 members represents a benchmark of good practice.</p>	<p>The 2007 Amendment Order of Council defines Court's current membership, and requires that lay members should be in the majority. The constituted membership is 25.</p>	<p>Complies</p>
11.	<p><b>Governing body members.</b> Appointments of the chair, and of members appointed by the governing body, shall be managed by a nominations committee, normally chaired by the chair of the governing body (except where the committee is managing the appointment of the chair's successor) and which includes at least one appointed staff member (that is a member of the staff of the Institution who has been elected or nominated and as a result serves on the governing body) and one student member of the governing body.</p> <p>To ensure rigorous and transparent procedures, the</p>	<p>Court's Nominations Committee manages such appointments on behalf of Court, and is chaired by the Chair of Court. Court amended the constitution of Nominations Committee at its December 13 meeting to include student membership (NSA President) and make staff membership explicit .</p>	<p>Complies</p>

	<p>nominations committee shall prepare and publish written descriptions of the role and the capabilities desirable in a new member, based on a full evaluation of the balance of skills and experience of the governing body.</p> <p>When selecting a new chair, a full job specification including a description of the attributes and skills required, an assessment of the time commitment expected and the need for availability at unexpected times shall be produced. In developing such a job description arrangements shall be put in place to consult staff and students before it is finalised. The selection process shall include a formal interview of short-listed candidates.</p> <p>When vacancies arise in the position of the chair, or in any of the members appointed by the governing body, they shall be widely publicised both within and outside the Institution. In doing so, specific reference should be made to the evaluation referred to at Principle 9 and also to the desirability of ensuring the diversity of the governing body's membership.</p>	<p>Nominations Committee produces written guidance on the selection of lay members of Court which outlines the requirements of the role and the skills, experiences and capabilities sought in a new member, informed by the need to achieve a well balanced membership.</p> <p>The role of the Chair and the expected time commitment for the role, are detailed in the Court Handbook and Court's Standing Orders. A detailed job description reflecting these requirements was also created by Nominations Committee for the appointment of the current Chair. When next reviewed, this will include staff/student consultation via the revised membership of Nomcom. The Chair appointment process used by the University includes a formal interview of shortlisted candidates.</p> <p>All vacancies are advertised widely within the University via the intranet, and externally through website and social media.</p>	<p>Complies</p> <p>Complies</p> <p>Complies</p>
12.	<p><b>Induction.</b> The chair shall ensure that new members receive a full induction on joining the governing body, that thereafter opportunities for further development for all members are provided regularly in accordance with their individual needs, and that appropriate financial provision is made to support such training in accordance with criteria determined by the governing body. In its Institution's Annual Report the governing body shall report the details of the training made available to</p>	<p>Induction arrangements are detailed in the Court Handbook and all new members have the opportunity to attend a full day induction session involving contributions from the Chair, Principal and senior officers of the University.</p> <p>Opportunities for participation in governor development are provided to members e.g. LFHE induction and development courses, with</p>	<p>Complies</p> <p>Complies</p>

	members during the year to which that Report relates.	<p>details of courses communicated to members and a budget allocated for these purposes.</p> <p>Training available and provided to members is referenced in the Annual Report.</p>	Complies
13.	<p><b>The Secretary.</b> The secretary to the governing body shall be responsible for ensuring compliance with all procedures and ensuring that papers are supplied to members in a timely manner containing such information, and in such form and of such quality, as is appropriate to enable the governing body to discharge its duties.</p> <p>All members shall 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 as a whole.</p>	<p>The role of the Secretary, which covers these requirements, is defined in the Court Handbook and Court's Statement of Primary Responsibilities.</p> <p>Access to advice and services of the Secretary is included in the role of the Secretary as defined in the Court Handbook and Court's Statement of Primary Responsibilities.</p> <p>Appointment or removal of the Secretary is a decision of Court, as defined in the Statement of Primary Responsibilities and enshrined in the 1993 Order of Council.</p>	<p>Complies</p> <p>Complies</p> <p>Complies</p>
14.	<p><b>Conduct of meetings.</b> The proceedings of the governing body shall be conducted in an appropriately transparent manner, with information and papers published quickly and fully, except when matters of confidentiality relating to individuals, the wider interest of the Institution, including the observance of contractual obligations, or the public interest demands.</p>	<p>Approved agendas and Minutes of Court are published on the intranet where they are available internally and externally. Agenda headings are published ahead of meetings and a summary report of the business conducted at Court, outcomes and decisions is published on the intranet and publicised to staff and students following each meeting. Open Court papers are now published to the University Community (staff and students) via SharePoint. Papers are not withheld unless required and justifiable in terms of the exemptions to disclosure available under the Freedom of Information (Scotland) Act 2002.</p>	Complies



	The governing body shall also ensure that the Institution has in place appropriate arrangements for engaging with the public and the wider communities which it serves.	Effected through the institution's Community Engagement Strategy.	Complies
15.	<b>Remuneration.</b> The governing body shall establish a remuneration committee to determine and review the salaries, terms and conditions (and, where appropriate, severance payments) of the Principal and such other members of staff as the governing body deems appropriate. The policies and processes used by the remuneration committee shall be determined by the governing body, and the committee's reports to the governing body shall provide sufficient detail to enable the governing body to satisfy itself that the decisions made have been compliant with its policies.	Minor changes have been proposed to the terms of reference of Nominations Committee for approval at June 14 Court which ensure full alignment with the Main Principle.  Recommendation in the supporting guidance, about chairing (to be chaired by a lay member other than the Chair of Court) has also been reflected in the revised terms of reference.	Complies
16.	<b>Effectiveness.</b> The governing body shall keep its effectiveness under annual review. Normally not less than every five years, it shall undertake an externally-facilitated evaluation of its own effectiveness, and that of its committees, and ensure that a parallel review is undertaken of the senate/academic board and its committees. Effectiveness shall be assessed both against the Statement of Primary Responsibilities and compliance with this Code. The governing body shall, where necessary, revise its structure or processes, and shall require the senate/academic board of its Institution to revise its structure and processes, accordingly.	Court undertook a formal and rigorous Governance Review in 2004/05, and 2009/10 with a separate review of the effectiveness of the Academic Board in 2005/06 and 2010/11. Each Court Committee undertakes an annual review of effectiveness and members contribute to the review of Court's effectiveness on an annual basis through the members' annual review. These annual mechanisms ensure that court's effectiveness is kept under review on an ongoing basis between major reviews. Prompted by the publication of the new Scottish Code of Good HE Governance, an effectiveness review of Court has been undertaken in 2013/14, a year earlier than scheduled. Following the established pattern, a review of Academic Board is due to take place in 2015/16. External facilitation was incorporated into the process of the 2013/14 effectiveness review. .  Court amended its constitution following the	Complies.

		2005 review, and following this, the 2010 review and the 2013/14 review, made amendments to its procedures and to its sub-Committee terms of reference.	
17.	<b>Effectiveness.</b> The governing body shall reflect annually on the performance of the Institution as a whole in meeting long-term strategic objectives and short-term KPIs. Where possible, the governing body shall benchmark institutional performance against the KPIs of other comparable institutions.	Court receives regular reports on institutional performance against KPIs which are externally benchmarked where possible.	Complies
18.	<b>Effectiveness.</b> The results of effectiveness reviews, as well as of the Institution's annual performance against KPIs and its progress towards meeting its strategic objectives, shall be published widely, including on the Institution's website and in its Annual Report.	<p>Governance/Court Effectiveness reviews are referenced in the University's Annual Report/Accounts and a full report of the results of the most recent review are published on the University's website.</p> <p>There have been broad statements on institutional achievement/progress in Annual Reports, and detailed narrative on annual performance against KPIs is now included in Annual Reports, effective from 2012/13. The paper considered by Court reporting on performance against strategy KPIs is published on the website.</p>	<p>Complies</p> <p>Complies</p>

**D Cloy**  
**Assistant Secretary (Clerk to Court)**  
**University Secretary's Office**  
**May 2014**