

PRIVATE AND CONFIDENTIAL

[Name]

By email: [Email]

[Date]

Dear [Name],

MEMBERSHIP OF THE COURT

In relation to your appointment to serve on the Court [and X Committee], I write to confirm that your memberships will run from [Start Date] until [End Date]. This arrangement is in terms of Statute 4: The Court, subject to your acceptance of the terms of the appointment set out in this letter.

We are pleased to welcome you to your new role. Information about the rest of the Court membership can be viewed [here](#). The Court pages contain other information which you should find of interest.

1. Meeting dates and time commitment

The Court normally meets for four ordinary half day meetings (online) each year and two full strategy days (in person) with meeting dates set at least two years in advance. In addition, there are two Court Dinners a year, which usually take place the evening before a Court Strategy Day. Meetings are normally held on a Thursday and will take place from 8.30am until approximately 12.30pm. The June meeting of Court is normally held on a Monday. The majority of Court Committee meetings will be held online via Microsoft Teams, with the Chair having the option of scheduling in person meetings at their discretion. At certain times it may be necessary to call an additional meeting of the Court or a Court Committee according to business need arising.

Regular attendance at meetings is expected. Where meetings are scheduled to take place online, all members will normally be expected to join via Microsoft Teams. Where meetings are scheduled to take place in person, all members will normally be expected to join in person.

Members are expected to abide by the terms of the [Court Attendance and Participation Policy](#) and to confirm that, taking into account all other commitments you may have, you are able to and will devote sufficient time to your Court member duties.

2. Expense claims

Please note that reasonable out of pocket expenses can be reimbursed to Court members by arrangement (e.g. to cover travel costs). Please liaise with the Secretariat Team (Secretariat@hw.ac.uk). Reimbursements can only be made in accordance with the University [Travel & Expenses Policy](#). For a claim to be valid it must be submitted within three months of the expenditure.

3. Particular duties and responsibilities of trustees

The University is a registered educational charitable body which falls within the scope of the [Charities and Trustee Investment Scotland Act 2005](#) and the Office of the Scottish Charity Regulator (OSCR). Members of the Court therefore carry responsibilities as the Charity Trustees. Any person who is disqualified from becoming a Charity Trustee within the terms set out in section 69 of the *Charities and Trustee Investment (Scotland) Act 2005* cannot take up or retain a position on the Court. By signing the Terms of Appointment below, you are confirming that you are not disqualified from being a Trustee. As noted in [OSCR guidance](#), if you are disqualified during your term on the Court, you must contact the University Secretary in writing to resign from your role.

OSCR guidance and good practice for charity trustees can be read [here](#).

4. Responsibilities of the Court

The key responsibilities of the Court are set out in the [Court Statement of Primary Responsibilities](#).

5. Values and conduct

All governing bodies should take the lead in establishing and promoting the values for the organisations that they govern. This means that each member of the governing body is expected to lead by example and demonstrate, on a personal level, the highest standards of conduct. More can be learned about the University's [Values](#) here.

Heriot-Watt University Court and Court Committees conduct their business in accordance with governance best

practice and with the 'Principles of Public Life'. These should be at the forefront of Court and Court Committee members' thoughts. The [Scottish Code of Good Higher Education Governance](#) sets out the Scottish Government's nine principles of public life: Duty; Selflessness; Integrity; Objectivity; Accountability and Stewardship; Openness; Honesty; Leadership; and Respect.

Members of the Court and its Committees are expected to:

1. make a positive and enthusiastic contribution to the development of the University, through sharing of their skills and experience;
2. review the University's performance, monitoring and ensuring the robustness and transparency of the required controls, governance and assurance systems;
3. be ambitious for the University;
4. be a critical friend and advocate of the University;
5. challenge and to debate constructively and contribute to the effectiveness the Court and any Court Committee they serve as part of a cohesive group with collective responsibilities;
6. analyse complex issues and apply strategic and analytical approaches to the collective decision making process;
7. recognise and respect the balance and interactions between governance and executive management functions;
8. support equality and diversity;
9. seek to advance their knowledge and understanding of the complex and changing higher education environment, nationally and internationally; and
10. participate in the life of the University more widely, availability permitting.

6. Interests

Members of the Court are expected at all times to act in the best interests of the University. These expectations are set out in the [Policy on Court and Court Committee Membership](#).

Members should ensure that they return information on declarable interests within one month of the date of their letter of appointment and note that their submission will form part of the Register of Interests which the University is obliged to make publicly available on its web pages.

7. Confidentiality

Court members are expected to treat all information acquired during their appointment as confidential to the University. Therefore it should not be released, communicated nor disclosed whether during your period of appointment or following termination (by whatever means), to any third party without clearance by the University Secretary. This restriction shall cease to apply to any confidential information which may (other than by a members' breach) be made available to the public. It is expected that members will hold University information (in whatever format they may receive it or store it) under appropriately secure conditions.

8. Skills' Register

Members of the Court are expected to provide advice on their individual skill set and experience. This information is combined with other members to form a Skills' Register, which is used for succession planning purposes.

9. Privacy Notice: guidance on the information we collect from Court members

Guidance on the information we collect from Court members and why we need to collect it can be read [here](#). We expect new Court members to provide the basic information requested.

10. Insurance and Indemnity

University trustees and officers' liability insurance is in place and it is intended to maintain such cover for the full term of your appointment. All members of the Court are expected on invitation on an annual basis to report on any circumstance or incident which may give rise to a claim under Governors' Liability Insurance.

11. Court member induction, training, and development

We will shortly be working on arrangements for the induction of new Court and Court Committee members. We expect to have three half-day sessions in Autumn [Year]. The first of these will be on [Date 1], the second on [Date 2], and the third on [Date 3]. Please hold these dates in your diary.

Resources will be provided in advance of the sessions, including video material, to provide new members with a background in the key areas for discussion. The induction sessions will then provide members with the opportunity to ask questions and discuss the issues raised in these materials. We plan to hold one of these sessions in person on Campus, with the others taking place online.

The aim of induction is to provide more detailed information and advice to members about the responsibilities associated with membership of the Court and Court Committees, the constitutional, legal and public accountability framework within which the University operates, and the strategic aims and priorities of the University. New members are expected to use best endeavours to attend the induction event.

Training and development opportunities are made available to Court members throughout the year, largely through the Advance HE Governor Development Programme.

Court members are expected to participate in a review at least every two years to discuss their contribution to the Court and any future development opportunities. The process for this review is currently being updated.

Please don't hesitate to contact me at any time should you require advice or further information to support you in your role.

12. Changes to personal details

Members who change their address or any other personal contact details are expected to advise the University Secretary promptly.

13. Return of property

Upon termination of their appointment to the Court, members must deliver to the University all documents, records, papers, keys, or other University property which may be in their possession or under their control, and which relate in any way to the business affairs of the university. No copies may be retained in either a 'soft' or hard format.

14. Useful reading

I encourage you to read the [Scottish Code of Good Higher Education Governance \(Scottish Code\)](#) as an introduction to the role and responsibilities of higher education governing bodies and members of the Court.

Information for governors is available on the [Advance HE](#) website. Any publications you are interested in may be ordered via the Secretariat team (Secretariat@hw.ac.uk).

If you are willing to accept the above terms of appointment, please confirm your acceptance by signing and returning to me the enclosed copy of this letter.

Ruth Moir
University Secretary

I confirm and agree to the terms of my appointment as member of the Heriot-Watt University Court as set out in this letter.

Name

Date