

Heriot-Watt University

Constitutional framework: guidance document

The Court has approved a set of definitions relating to the components of the University's constitutional framework, which are laid out in the Charter and in Ordinance A1

Guidance regarding the constitutional framework and lines of responsibility is set out below. This has been approved by the Court, the Senate, the Senate Committee for Interim Business and Effectiveness, the University Executive, the Ordinances & Regulations Committee and the University Committee for Learning & Teaching.

Charter and Statutes:

The Charter and Statutes sit at the top of the University's internal governance and regulatory framework.

The Charter defines the objects, powers, principal officers, and the Court and the Senate of the University. It defines the University as a teaching, research and examining body and includes such fundamental powers as those of awarding degrees.

The supporting Statutes prescribe the requirements for the appointment, powers, duties and conditions of service of officers and members of staff of the University; the membership and functions of the Court and the Senate; and the establishment and approval of the Ordinances and Regulations which, in addition to the Charter and Statutes, govern the operation of the University.

Ordinances:

The Ordinances should provide a regulatory framework for corporate governance, putting into effect the broad principles of the Charter and Statutes. The Charter and Statutes also specify certain academic-related activities which require an Ordinance, and as such the Court, on the recommendation of the Senate, will be the final approving body for such Ordinances. For each of these Ordinances there is a Regulation containing the detailed regulatory provision where required (e.g. student discipline, requirements for awards).

The Ordinances provide for and inform the Regulations.

Academic Regulations:

The Academic Regulations should provide the regulatory framework for the governance of academic-related matters that fall within the Senate's responsibility. The Senate should approve Academic Regulations.

A distinction should be made between academic procedures that underpin the Ordinances and Academic Regulations and require academic approval (e.g. academic appeals procedures, student discipline), and Corporate (non-Academic) operational procedures that do not require academic approval.

Statements of Primary Responsibilities:

The Court has agreed, and publicises widely, a [Statement of Primary Responsibilities](#)

The Senate has agreed, and publicises widely, a [Statement of Primary Responsibilities and Delegations](#)

Corporate Policies:

A University policy, by definition, applies institution-wide. Complementary to the regulatory framework, which governs the University's core academic related activities, policies aim principally to:

- guide corporate (non-academic) practice and decision-making by setting out operational requirements;
- ensure the integrity of, and consistency across, the University's corporate decision-making;
- support the University to achieve its corporate mission and adopted values or principles;
- help ensure that the University is compliant with external legislation;
- safeguard the University's corporate reputation and uphold accountability;
- reduce corporate risk.

Where policies are mandatory, they are deemed to form part of staff terms and conditions of service and will be approved as such.

Corporate policies shall be approved by the University Executive and the Court, via the relevant Committee of the Court, where these are fundamental policies which:

- correlate to the responsibilities of the Court set out in its Statement of Primary Responsibilities, and supporting Ordinances
- support University compliance with external legislation, regulations, codes etc (*e.g. Equality & Diversity Policy, Data Protection Policy, Health & Safety Policy, Ethical Business: Fraud and Bribery Prevention Policy...*)
- support delivery of the University's mission and strategic objectives through management of performance (*e.g. (HR) Performance Management Policy, Risk Management Policy, Treasury Management Policy, REF Policy/Code of Practice...*)
- support the University in its duty to safeguard its assets and to demonstrate accountability in its stewardship and proper use of public funds (*e.g. University Financial Regulations, Travel and Expenses Policy, Sustainable Procurement Policy, Information Security Policy Framework, Intellectual Property Policy...*)
- support the University in its duty to serve the public interest, to behave ethically, and to meet broadly the needs and expectations of its stakeholders (*e.g. Complaints Policy, Public Interest Disclosure (Whistleblowing) Policy, Conflict of Interest Policy, University values' statement, Code of Research Conduct...*)

The Court may delegate the approval of Corporate Policies which require particular specialised knowledge and experience found within a Court Committee to the relevant committee. For example, the Court delegates to the Finance Committee the authority to approve the University's Treasury Management Policy.

Other supporting corporate policies shall be approved by the relevant Board or Committee of the University Executive and shall be reported on for information to the University Executive and, where appropriate, to the relevant Committee of Court.

All members of the University Executive and the Global Operations Executive shall be considered key internal stakeholders for corporate policy development consultation.

Academic Policies:

1. Academic policies encompass learning, teaching, assessment, research, the student learning experience, and associated quality assurance processes;

2. Academic policies exist to define and communicate institutional standards and to ensure equitable treatment of all students;

3. Academic policies apply to all programmes offered by Heriot-Watt University in any location and by any mode of study.

The Senate shall be the body responsible for the academic work and standards of the University, Programmes of Study, teaching and research, and the regulation and superintendence of the education and discipline of the Students (HWU Charter, Clause 8 (1)). Therefore, the Senate has ultimate authority over the University's academic policies.

Academic policies aim principally to:

- guide academic practice and decision-making by setting out mandatory requirements;
- ensure the integrity of, and consistency across, the University's decision-making;
- help ensure that the University is compliant with national codes and external policy or legislation;
- provide a framework for ensuring the equitable treatment of all students;
- assure the quality and standards of the University's academic provision;
- safeguard the University's academic reputation;
- enhance the University's academic provision and the student learning experience.

Academic policies aim to support the University's academic strategy and operations and should not be subject to frequent change.

Processes for developing academic policies relating to learning and teaching have been approved by the University Committee for Learning & Teaching.

Consultation and Approval of Policies:

Where a policy encompasses activities that include corporate and academic aspects, or where a corporate policy impacts on academic areas, or vice versa (e.g. knowledge exchange), the consultation and approval procedures for corporate and academic policies will be followed.

Procedures:

Procedures relate to and aid implementation of a University policy; representing the “how” rather than the “what” and “why” covered by policy documents. Procedure documents set out the prescribed and specific tasks or sequence of actions necessary to comply with the policy with which they are associated.

Guidelines:

Guidelines should be used to supplement procedures documents in instances where underlying processes to be followed in complying with the procedures might be complex or include a variety of options or additional factors for consideration. Use of supporting guidelines can, therefore, help to ensure that procedures documents are kept as clear and concise as possible.

Codes of Practice:

In addition to Ordinances, Academic Regulations, policies, procedures and guidelines, a number of Codes of Practice/Conduct have been produced for students and staff.

Codes of Conduct or Practice generally set out standards and expectations in relation to professional practice. In some cases, a Code may provide good practice guidelines to support professional judgement and expertise because providing definitive procedures and guidelines for all potential scenarios and circumstances is not possible.

Many Codes of Practice will combine policy, related procedures and guidelines. They will therefore include mandatory elements and cases of non-compliance by individuals may be subject to disciplinary procedures.

Associated Entities' Constitutional Documents:

These documents set out the fundamental principles and rules according to which an associated entity is governed. They confer specific powers on an entity, and establish the structure, procedures and obligations of an entity.

Depending on the legal nature of the entity these may include:

- a) a **constitution**, which must conform to the provisions of the University's governance and regulatory framework (a constitution is currently in place for Heriot-Watt University Malaysia and for the Watt Club); and
- b) **Memoranda and Articles of Association** (currently in place for wholly owned subsidiary companies and the Heriot-Watt University Student Union).

These constitutional documents may be underpinned by further financial agreements:

- a) (**Financial Memoranda** are currently in place for Heriot-Watt University Student Union and the Watt Club);
- b) Commercial Agreements (**Service Level Agreements** are currently in place for Heriot-Watt University Malaysia and Oriam); and
- c) property agreements (**a lease** is currently in place for Oriam, **a Co-location Agreement** exists with the Scottish Borders College).

Standing Orders:

The term Standing Orders should be used to describe a comprehensive set of written rules which apply to the way that a formal body such as a committee or board conducts its business. The rules will set out the way that business is undertaken, notified and reported, and the behaviour of the membership. The Standing Orders may also include information on matters such as composition of the membership and associated membership rules. The Scottish Code of Good Higher Education Governance requires that the University Court should agree [Standing Orders](#) which regulate the conduct of its business. The University Senate should also agree [Standing Orders](#) for the conduct of its business. Standing Orders are not required for any other University committee or board.

Regulations (non-academic):

The University's non-academic Regulations fall into two categories: Corporate Regulations and Financial Regulations. Unlike Academic Regulations, these two sets of regulations do not form part of the constitutional infrastructure immediately underpinning the University Charter and Statutes, although both are subordinate to and widely supportive of the Charter and Statutes.

Regulations are designed to regulate conduct and establish a firm internal rule of law which creates, limits or constrains particular rights, creates or limits particular duties, or specifies particular responsibilities. Individual regulations should in general be quite specific in their focus, and should set

out 'must do' and 'must not do' instructions in a clear concise fashion. Regulations might be made for a range of reasons, for example in order to help the University to comply with legal restrictions or contractual obligations, or to safeguard assets or operational efficiency.

Examples of 'Corporate Regulations' could include directions on the procedures to be followed in setting up a subsidiary company, procedures relating to the management of University records, or procedures for the use of the common seal of the University. Corporate Regulations will normally be approved by the University Executive, the most appropriate Court committee, depending on the subject of the Regulation, and the Court.

Financial Regulations are subordinate to the University's Charter and Statutes and help the University to achieve compliance with the Scottish Funding Council Financial Memorandum and a wide range of external regulations, legislation and recommended good governance practice. Financial Regulations specifically provide the means of regulating conduct in the management and safeguarding of the University's assets ensuring, for example, financial probity, regularity, value for money and ultimately public accountability. 'Financial Regulations' could include, for example, procedures relating to financial planning or accounting arrangements, financial monitoring arrangements, anti-fraud monitoring, or purchasing and invoicing. Financial Regulations will be approved by the University Executive, the Audit and Risk Committee and the Court.

Where appropriate, corporate policies might be developed which underpin the relevant Corporate or Financial Regulations.

Lines of responsibility and approval:

A high-level summary description of the lines of responsibility and approval routes for all of the above mentioned formal constitutional and policy type documents is provided in the attached diagram (Appendix 1).

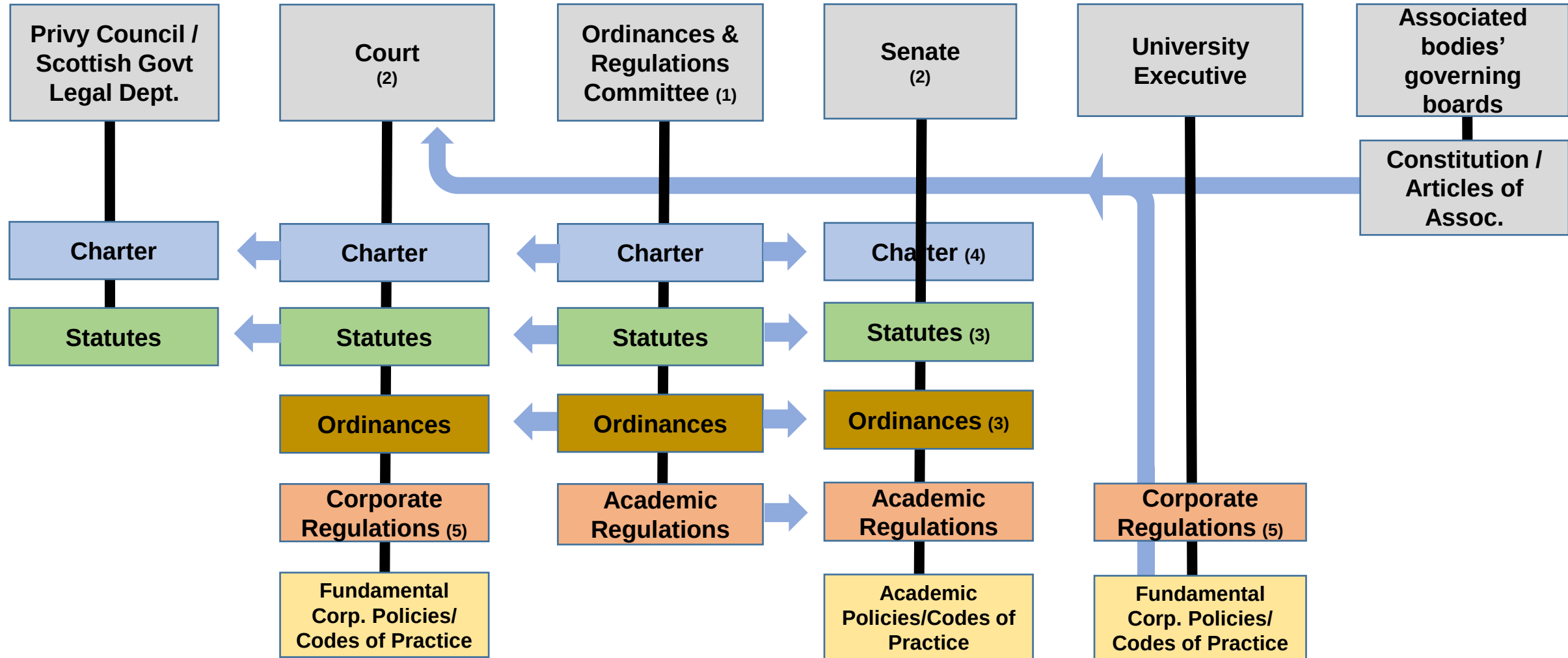
University Secretary

Revised V5.4

Approved by the Court [21 March 2024]

CONSTITUTIONAL FRAMEWORK: LINES OF RESPONSIBILITY AND APPROVING BODIES

Appendix 1



NOTES:

(1) Joint Committee of the Court and the Senate.

(2) Conduct regulated by Standing Orders

(3) Only where these relate to the powers and functions of the Senate. (4) Consultation where this relates to the powers and function of the Senate.

(5) Includes the 'Financial Regulations' and non-financial 'Corporate Regulations'.

Associated bodies = Wholly-owned subsidiary companies, Heriot-Watt Malaysia, The Watt Club, HWU Student Union.

Procedures and guidelines would not normally require formal committee approval and are therefore not shown.