

STANDARD APPOINTMENT LETTER: COURT MEMBERSHIP

Dear

MEMBERSHIP OF THE COURT

In relation to your appointment to serve on the Court, I write to confirm that your membership will run from [DATE] for a period of [X] years until [DATE], in terms of *Statute 4: The Court*, subject to your acceptance of the terms of the appointment set out in this letter.

We look forward to welcoming you to your new role. Information about the rest of the Court membership can be viewed at: <https://www.hw.ac.uk/about/profile/governance/court.htm> The Court pages contain other information which you should find of interest.

1. Meeting dates and time commitment

I enclose a note of the schedule of future Court meeting dates. The Court normally meets for five ordinary half day meetings each year and two full strategy days with meeting dates set at least two years in advance. There is normally a Court Dinner Meeting held in the evening before Court meeting dates (with the exception of the June meeting). Meetings are normally held on a Friday, with the exception of the June meeting of Court which is normally held on a Monday. At certain times it may be necessary to call an additional meeting of the Court or a Court committee according to business need arising.

In addition, it is expected that members of the Court will serve on at least one Court committee. Court committees normally meet around four times each year.

Regular attendance at meetings is expected; participation via the internet using Microsoft Teams, and where use of Teams is not possible via telephone (through WhatsApp or telephone conference equipment) will therefore be made available as far as possible to assist members' participation. Because of the nature of Court Strategy Days it is expected that attendance at these events will normally be in person, unless there has been agreement to conduct such a meeting wholly via Teams.

Members are expected to abide by the terms of the [Court Attendance and Participation Policy](https://www.hw.ac.uk/services/docs/secretariat/court-attendance-and-participation-policy.pdf) (<https://www.hw.ac.uk/services/docs/secretariat/court-attendance-and-participation-policy.pdf>) 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 Lisa Herlihy (L.Herlihy@hw.ac.uk). Reimbursements can only be made in accordance with the University [Travel & Expenses Policy](https://www.hw.ac.uk/documents/travel-expenses-policy.pdf) (<https://www.hw.ac.uk/documents/travel-expenses-policy.pdf>)

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.)

OSCR guidance and good practice for charity trustees can be read [here](https://www.oscr.org.uk/guidance-and-forms/guidance-and-good-practice-for-charity-trustees/) (<https://www.oscr.org.uk/guidance-and-forms/guidance-and-good-practice-for-charity-trustees/>)

4. Responsibilities of the Court

The key responsibilities of the Court are set out in the [Court Statement of Primary Responsibilities](https://www.hw.ac.uk/services/docs/secretariat/statement-of-primary-responsibilities.pdf) (<https://www.hw.ac.uk/services/docs/secretariat/statement-of-primary-responsibilities.pdf>).

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](https://strategy2025.hw.ac.uk/our-approach/) here (<https://strategy2025.hw.ac.uk/our-approach/>)

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 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 [University's Ethical Business: Conflict of Interest Policy](http://www.hw.ac.uk/uk/services/docs/secretariat/Conflict-Interest-Policy-governors.pdf) for Court and Court committee members (<http://www.hw.ac.uk/uk/services/docs/secretariat/Conflict-Interest-Policy-governors.pdf>)

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 Secretary of the University. 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: <https://www.hw.ac.uk/services/information-governance/access/privacy-employees-contractors.htm> 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

A two day event is normally arranged each autumn for both new and existing Court and Court committee members. 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. Further information on this will follow. 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 an informal review discussion with the Chair of Court at least every two years to discuss their contribution to the Court and any future development opportunities.

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 Secretary of the University 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.

14. Useful reading

I encourage you to read the [Scottish Code of Good Higher Education Governance \(Scottish Code\)](http://www.scottishuniversitygovernance.ac.uk/2017-code/) at: <http://www.scottishuniversitygovernance.ac.uk/2017-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](https://www.advance-he.ac.uk/) (<https://www.advance-he.ac.uk/>) Any publications you are interested in may be ordered via the Secretariat (Lisa Herlihy at L.Herlihy@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.

Yours sincerely

Ruth Moir
Acting Secretary of the University

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

STANDARD APPOINTMENT LETTER: COURT COMMITTEE MEMBERSHIP

Dear

MEMBERSHIP OF THE XXX COMMITTEE

In relation to your appointment to serve on the [XXX] Committee, I write to confirm that your membership will run from [DATE] for a period of [X] years until [DATE], in terms of *Statute 4: The Court*, subject to your acceptance of the terms of the appointment set out in this letter.

We look forward to welcoming you to your new role. Information about the [XXX] Committee can be found via: <https://www.hw.ac.uk/services/secretariat/university-committees-a-z.htm> You may also find information on the Court pages here: <https://www.hw.ac.uk/services/secretariat/court.htm> of interest.

1. Meeting dates and time commitment

I enclose a note of the schedule of future [XXX] Committee meeting dates. The Committee normally meets [X] times a year with meeting dates set at least two years in advance. Meetings are normally held on [DAY] from [TIME – TIME]. At certain times it may be necessary to call an additional meeting of a Court committee according to business need arising.

Court Committee members are also invited to attend the two full-day Court Strategy Days each year; one in November and one in May. The upcoming Court Strategy Days will be on: [XXX] and [XXX]. Further details will follow.

Regular attendance at meetings is expected; participation via the internet using Microsoft Teams, and where use of Teams is not possible via telephone (through WhatsApp or telephone conference equipment) will therefore be made available as far as possible to assist members' participation. Because of the nature of Court Strategy Days it is expected that attendance at these events will normally be in person, unless there has been agreement to conduct such a meeting wholly via Teams.

Members are expected to abide by the terms of the [Court Attendance and Participation Policy](https://www.hw.ac.uk/services/docs/secretariat/court-attendance-and-participation-policy.pdf) (<https://www.hw.ac.uk/services/docs/secretariat/court-attendance-and-participation-policy.pdf>) 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 committee member duties.

2. Expense claims

Please note that reasonable out of pocket expenses can be reimbursed to members of Court committees by arrangement (e.g. to cover travel costs). Please liaise with Lisa Herlihy (L.Herlihy@hw.ac.uk). Reimbursements can only be made in accordance with the University [Travel & Expenses Policy](https://www.hw.ac.uk/documents/travel-expenses-policy.pdf) (<https://www.hw.ac.uk/documents/travel-expenses-policy.pdf>)

3. 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](https://strategy2025.hw.ac.uk/our-approach/) here (<https://strategy2025.hw.ac.uk/our-approach/>)

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 Court 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 of the 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.

4. Interests

Members of Court committees are expected at all times to act in the best interests of the University. These expectations are set out in the [University's Ethical Business: Conflict of Interest Policy](http://www.hw.ac.uk/uk/services/docs/secretariat/Conflict-Interest-Policy-governors.pdf) for Court and Court committee members (<http://www.hw.ac.uk/uk/services/docs/secretariat/Conflict-Interest-Policy-governors.pdf>)

Members should ensure that they return information on declarable interests within one month of the date of their letter of appointment.

5. Confidentiality

Members of Court committees 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 Secretary of the University. This restriction shall cease to apply to any confidential information which may (other than be 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.

6. Skills' Register

Members of Court committees 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.

7. Privacy Notice: guidance on the information we collect from members of Court committees

Guidance on the information we collect from members of Court committees and why we need to collect it can be read here: <https://www.hw.ac.uk/services/information-governance/access/privacy-employees-contractors.htm> We expect new members of Court committees to provide the basic information requested.

8. 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 Court committees 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.

9. Induction, training and development

A two day event is normally arranged each autumn for both new and existing Court and Court committee members. 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. Further information on this will follow. New members are expected to use best endeavours to attend the induction event.

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

Members of Court committees are expected to participate in an informal review discussion with the Chair of the Committee at least every two years to discuss their contribution to the Committee and any future development opportunities.

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

10. Changes to personal details

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

11. Return of property

Upon termination of their appointment to a Court Committee, 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.

12. Useful reading

I encourage you to read the [Scottish Code of Good Higher Education Governance \(Scottish Code\)](http://www.scottishuniversitygovernance.ac.uk/2017-code/) at: <http://www.scottishuniversitygovernance.ac.uk/2017-code/> as an introduction to the role and responsibilities of higher education governing bodies and members of a Court committee.

Information for governors is available on the [Advance HE](https://www.advance-he.ac.uk/) (<https://www.advance-he.ac.uk/>) Any publications you are interested in may be ordered via the Corporate Governance Team (Lisa Herlihy at L.Herlihy@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.

Yours sincerely

Ruth Moir
Acting Secretary of the University

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

Name

Date