

XX July 2014

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 1 August 2014 for a period of 3 years until 31 July 2017, in terms of *Statute XII: The Court*. The first meeting of the Court in session 2014/15 will be on Monday 13 October 2014. Court dates are normally set two years in advance and you should already have been notified of all scheduled dates in 2014/15 and 2015/16.

Court meetings start at 10.00 am. Normally there shall be a break for lunch between 1.00 pm and 2.00 pm. This will normally be followed between 2.00 pm and 3.00 pm by a short visit to a School or Professional Service (as part of a programme of Court visits throughout the year). The Court will reconvene at 3.00 pm to complete any unfinished business on the agenda. Ordinary meetings of the Court will therefore be expected to finish in mid-afternoon. Regular attendance at meetings of the Court/Court Committees is expected; however if, in exceptional circumstances, a member of the Court cannot travel to attend in person, participation can be facilitated via telephone conference call or Skype.

### Information we need from you as a new member of the Court:

I would be grateful if you could **please provide the following information** to the Secretariat (Contact via Miss Lisa Herlihy in the Secretariat at [L.Herlihy@hw.ac.uk](mailto:L.Herlihy@hw.ac.uk) (Tel: 0131 451 3738)).

1. Information requested via the 'New Governor Information' form which is **attached**.
2. Governor personal profile information: please complete and return the **attached** form seeking information from you together with an electronic portrait photograph. Please note that Court member profile information is made publicly available on the University's web pages. This can be viewed at: <http://www.hw.ac.uk/about/governance/court.htm> If you do not have a suitable photograph presently then please note that, as a matter of course, we will be arranging for a photographer to come along on a future suitable date to take any required member photographs;
3. Register of Interest Form: please complete and return the **attached** form seeking information from you about declarable interests. Further information about the Register of Interests of governors is provided in the **attached** guidance. Please return the Form within one month of the date of this letter and advise the Secretariat, via Lisa Herlihy, of any change in circumstances which require your Form to be updated within one month of the changes. In accordance with the Scottish Code of Good Higher Education Governance, the combined Register of Interests will be posted on the University's webpages. Please note that a draft Conflict of Interest Policy for governors is currently undergoing consultation and will be presented for the approval of the Court in the new session;

4. Register of Skills: please complete and return the **attached** form seeking information on your skills experience. When the governor skills reports are combined, the resulting report provides a very helpful picture of the overall balance of skills across Court and Court Committee memberships which is vital for succession planning;

#### **Expense claims:**

Please note that reasonable out of pocket expenses can be reimbursed to governors, by arrangement (e.g. to cover travel costs). Please liaise with Lisa Herlihy. Reimbursements must be made in accordance with the University Travel & Expenses Policy. This can be viewed at:

<http://intranet.hw.ac.uk/ps/gls/procurement/Travel%20Information/Travel%20Expenses%20Policy.pdf>

Summary guidance for governors is **attached**.

#### **Governor induction:**

Governor induction: a two day event will be arranged in the autumn for both new and existing governors. This event will be led by the Chairman of Court, Lord Penrose. The aim of Governor induction is to provide more detailed information and advice to governors about the responsibilities associated with membership of the Court/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.

#### **Other future events for governors:**

Governors' reception/dinner: a reception / dinner will be organised for all governors to take place in autumn 2014 on or near the Edinburgh Campus. Confirmation and further details on this will follow.

Other University community events: A current list of these is **attached**. Updated lists are provided periodically to all Court members.

#### **In the meantime:**

In the meantime, I encourage you to read the following key sources of guidance ahead of the Governor Induction event this autumn:

- **Scottish Code of Good Higher Education Governance (Scottish Code)**

at: <http://www.scottishuniversitygovernance.ac.uk/>

This good governance code applies to the Scottish Higher Education sector on a 'comply or explain' basis. The University aims to achieve full compliance. Note that, prior to publication of the Scottish Code in July 2013, Scottish higher education institutions observed the Committee of University Chairs (CUC) ;Guide for Members of Higher Education Governing Bodies in the UK' .

- **UK Corporate Governance Code (Sept 2012 edition): Financial Reporting Council**

at: <https://www.frc.org.uk/Our-Work/Codes-Standards/Corporate-governance/UK-Corporate-Governance-Code.aspx>

Note that, while this code applies to stock exchange listed companies, the Scottish Funding Council is explicit in its expectation that Scottish universities will observe the UK Corporate Governance Code in-so-far as the provisions in the Code are reasonably applicable to higher education.

Please take the opportunity also to have a look at resources provided by the **Leadership Foundation for Higher Education** in its 'Governance' page at: <http://www.lfhe.ac.uk/en/governance-new/> A wide variety of resources available to higher education governors is available via the 'resource bank' tab on this page.

Information on **the Court** is available through the University's web pages at: <http://www.hw.ac.uk/committees/court/> Past agenda and minutes of the Court are available on this page.

Please note the following **attached** guidance for new governors together with a **declaration slip for signing/dating and return** following the Governor induction date.

Please do not hesitate to contact me if you would like to discuss any aspect of your Court/Court Committee membership. Communications may also be directed via the Secretariat, either Lorna Kirkwood-Smith ([L.A.Kirkwood-Smith@hw.ac.uk](mailto:L.A.Kirkwood-Smith@hw.ac.uk)) or Lisa Herlihy ([L.Herlihy@hw.ac.uk](mailto:L.Herlihy@hw.ac.uk))

The Chairman of Court and I look forward to welcoming you to your first meeting of the Court.

Yours sincerely

Ann Marie Dalton  
Secretary of the University  
Email: [ann-marie.dalton@hw.ac.uk](mailto:ann-marie.dalton@hw.ac.uk)  
Tel: 0131 451 3739

## Summary guidance on Court/Court Committee membership: role and responsibilities and declaration slip for return

### 1. 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 individual member of the governing body is expected to lead by example and demonstrate, on a personal level, the highest standards of conduct and behaviour.

Heriot-Watt University Court is committed to conducting its business in accordance with governance best practice and with the 'Principles of Public Life drawn up by the Committee on Standards in Public Life: the Nolan Principles. These should be at the forefront of Governors' thinking and should be used to guide judgements and decision-making. The seven Nolan Principles include:

- **Selflessness:** Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
- **Integrity:** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness:** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership:** Holders of public office should promote and support these principles by leadership and example.

As implied by the Court Statement of Primary Responsibilities

(<http://www1.hw.ac.uk/committees/court/statement-of-primary-responsibilities.pdf>) the role of Governor at Heriot-Watt University involves a significant level of responsibility and personal commitment.

Members of the Court are expected to:

1. make a positive and enthusiastic contribution to the development of University Vision, Mission and Strategy;
2. review the University's financial and other performance, monitoring and ensuring the robustness and transparency of the required financial controls, governance and assurance systems;
3. be ambitious for the University and to act in its best interests;
4. as a governor, be a critical friend and advocate of the University;
5. challenge and to debate constructively and contribute to the effectiveness of the Court and any Court Committee they serve on as 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 interaction between governance and executive management functions;
8. support equality, diversity and widening participation;
9. seek to advance their knowledge and understanding of the complex and changing higher education environment, nationally and internationally;

In return for the personal commitment made by members of the Court, there are significant benefits. The opportunity will be attractive to individuals who value the experience of working alongside other forward-thinking people and who are keen to share in the particular satisfaction and sense of pride in securing the University's future success that being a governor brings.

## **2. Time commitment:**

The Court holds meetings six times each year throughout the period from late September to late June. A regular meeting lasts approximately a half-day. In addition there are two strategy / performance discussion days scheduled in May and November each year.

The University expects Court and Court committee members to take time to prepare in advance of meetings and to familiarise themselves with governance good practice, the life and work of the University and the higher education sector in general.

It is essential that each member maintains a high level of attendance at meetings.

It is expected that individuals who are appointed as members of the Court will also be prepared to serve on a Committee of the Court if they are invited to do so. The necessary time commitment could therefore extend to at least 12 days per year.

## **3. Committees of the Court:**

Court committees represent the workings arms of the Court, reviewing the work of the University in more depth. Their memberships include members of the Court and other suitably experienced independent lay persons who are not members of the Court.

Court committees, which normally meet 4/5 times each year, currently include the following: Audit and Risk Committee; Campus Committee; Court Emergency Committee; Finance Committee; Governance and Nominations Committee; Remuneration Committee; and Staff Committee.

## **4. Governor induction and development:**

New members of Court and Court committees are provided with an induction programme and further opportunities to learn more about the University and their role as a member of the governing body.

Governor training and development is provided in a mixture of in-house and external opportunities. The latter includes, for example, seminars provided by the Leadership Foundation for Higher Education. Funds are available to support governor development.

All Governors are expected to take personal responsibility for keeping their knowledge updated throughout the period of their membership and to be concerned for their own development needs as a University governor.

## **5. Register of Interests:**

The Scottish Code of Good Higher Education Governance stipulates: "All members shall exercise their responsibilities in the interests of the Institution as a whole rather than as a representative of any constituency. The Institution shall maintain and publicly disclose a current register of interests of members of the governing body on its website."

The Register of Interests is maintained by the Secretary of the University and is captured by the Freedom of Information (Scotland) Act. The current Register of Interests which can be viewed at: <http://www.hw.ac.uk/about/governance/court.htm>, will be updated with new members' submitted

declarations of interests. New governors should note that a draft new Conflict of Interest Policy for governors is currently undergoing consultation and will be presented for the approval of the Court in due course.

**6. Advice relevant to staff members of the Court:**

Staff elected members of the Court are responsible, alongside other members of the Court, for all aspects of University governance, on a collective basis.

Staff elected membership forms part of a group of Court membership categories. This blended composition is designed to bring together a rich mix of expertise and experience so that, collectively, the membership of the Court holds the full range of skills and experience necessary for Court to be effective in its role. Staff members, with their more direct knowledge of higher education and the University's work, add particular value to the work of the Court.

All staff are reminded that staff members of the Court are expected to undertake the full range of responsibilities associated with membership of a University governing body. Of course they will bring with them the perspective of a member of staff; however, staff members are not there to 'represent' a particular constituency or, indeed, to 'represent' the University staff who elected them.

Staff governors should not be seen to be actively conflicted between their staff and governor roles. For example, a staff governor should never be seen to lobby or be lobbied or mandated on behalf of any group, but to fulfil a full and impartial role as a University governor and, *as part of their responsibilities*, to be concerned for the welfare and fair treatment of all staff. Governors should not be led by a narrow field of interest in their contribution to the Court or confuse matters which rightly belong in the domain of University management with the governance responsibilities of the Court.

**7. Further advice:**

The Secretary of the University is clerk to the Court and is available to provide advice to existing and potential future University Governors: Contact: Ann Marie Dalton, Secretary of the University, Tel: 0131 451 3739 (ann-marie.dalton@hw.ac.uk)

For more general advice about the work of the Court and its committees, contact may be made with the Secretariat: Contact: Lorna Kirkwood-Smith, Head of the Secretariat, Tel 0131 451 3631 (L.A.Kirkwood-Smith@hw.ac.uk)

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**GOVERNOR DECLARATION (to be signed and returned following Governor induction)**

I \_\_\_\_\_, confirm that I understand and accept my responsibilities as a member of Heriot-Watt University Court/Court Committee, and that, at all times in undertaking those responsibilities, I will conduct myself in accordance with the adopted standards: the Principles of Public Life. I understand also my responsibility in my role as governor to act in the interests of the University and to declare any interests which may give rise to an actual, potential or perceived conflict with those interests.

Signed:

Date:

# NEW GOVERNOR INFORMATION



## CONTACT DETAILS

Title:	
First name:	
Preferred first name:	
Family name:	
Preferred contact address for University correspondence:	
Preferred email contact address for University correspondence:	
Home number:	
Mobile number:	
Work number:	
Personal Assistant contact details (if applicable):	
<i>Are you content for your email address and preferred phone number to be included in a Governor/Executive Contact Directory (circulated <b>only</b> to other governors and the Executive) for information?</i>	

## MEETING PAPERS

<b>Would you like to receive meeting papers in soft copy <u>only</u>?:</b> <i>Governors automatically receive papers in hard and soft copy format.</i>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
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## CAR PARK PASS

<b>Would you like a Car Park Pass for the Edinburgh Campus?:</b>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
<b>If yes, please provide:</b>		
<b>Car Model/Colour:</b>		
<b>Car Registration:</b>		

### DIETARY REQUIREMENTS

Do you have any special dietary requirements?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
If yes, please provide details:		

### MEDIA COVERAGE SUMMARY EMAIL

Would you like to become a recipient of the Media Coverage Summary email? This email is circulated each weekday and lists the latest media coverage in which Heriot-Watt University has been mentioned or is featured.	
Yes <input type="checkbox"/>	No <input type="checkbox"/>

### UNIVERSITY MAGAZINE

Would you like to become a recipient of the Heriot-Watt bi-annual staff magazine - Network?	
Yes <input type="checkbox"/>	No <input type="checkbox"/>

### WI-FI REGISTRATION

Would you like to become a registered user of the University's Wi-Fi network which can be accessed when on campus?	
Yes <input type="checkbox"/>	No <input type="checkbox"/>
If yes, please complete Appendix A, IT Registration Form, which should signed and returned to The Secretariat, George Heriot Wing, Heriot-Watt University, EH14 4AS or <a href="mailto:secretariat@hw.ac.uk">secretariat@hw.ac.uk</a> .	

### TIMES HIGHER EDUCATION

Would you like the University to organise a subscription to the Times Higher Education magazine? <a href="http://www.timeshighereducation.co.uk/subscribe/">http://www.timeshighereducation.co.uk/subscribe/</a>	
Yes <input type="checkbox"/>	No <input type="checkbox"/>
If yes, please confirm whether you would like a hard or soft subscription?	
Hard <input type="checkbox"/>	Soft <input type="checkbox"/>

Many thanks

The Secretariat

# HERIOT-WATT UNIVERSITY WEBSITE GOVERNORS - PERSONAL PROFILES



<b>Title</b>	
<b>Name</b>	
<b>Honours/Awards</b>	
<b>Membership of Professional Bodies</b>	
<b>External Appointments</b>	
<b>Education</b>	
<b>Career History</b>	
<b>Areas of Research</b>	
<b>Interests and Hobbies</b>	
<b>Photograph</b>	Please provide a photograph.

## REGISTER OF INTERESTS OF GOVERNORS

1. The University Court has agreed that a Register of Members' Interests should be compiled and maintained. The register will be held by the Secretary of the University.
2. Members of Court/Court Committees are requested to provide the information indicated below and to inform the Secretary when there is any change in the information. A reminder to this effect will be sent to all members of Court/Court Committees annually.

<b>Name:</b>	
<b><u>Section A : Paid Employment</u></b> Please state the nature of the employment and the employer's name.	
<b><u>Section B : Self Employment</u></b> Please state the nature.	
<b><u>Section C : Directorships Held</u></b> Please list.	
<b><u>Section D : Other Appointments</u></b> This must include membership of governing bodies of other educational institutions.	
<b><u>Section E : Other</u></b> Membership of other bodies, which might result in a conflict of interests.	

**Date:**

**Signed:**

**HERIOT-WATT UNIVERSITY  
GOVERNOR REGISTER OF SKILLS**

<b>Name:</b>	<b>Date:</b>
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<b>Skills / knowledge area:</b>	<b>Tick as appropriate</b>	<b>Context in which skill / knowledge has been gained:</b>
Academe / academic practice		
Asset / investment management		
Business development (UK)		
Business development (international)		
Charitable status organisations		
Corporate governance		
Corporate partnerships / alliances		
Corporate planning / delivery		
Customer-led service provision		
Estate / Facilities strategy / management		
Financial management / accounting		
Financial audit		
Fundraising		
Health & Safety strategy / management		
Human Resources strategy / management		
Legal / compliance		
Performance management		
Project management		
Public Relations / Corporate communications		
Public Service / government		
Risk assessment / management		
Education Sector (secondary / tertiary)		
University management / administration		
Other (list)		
Other (list)		
Other (list)		