ORDINANCES AND REGULATIONS COMMITTEE

Terms of Reference

1 Constitution and Purpose

1.1 In accordance with Statute 4 (clause 6, paragraphs e and f), the Court has established the Ordinances and Regulations Committee as a Joint Committee of the Court and the Senate.

1.2 The purpose of the Ordinances and Regulations Committee is to advise the Court and the Senate on matters related to Ordinances and Regulations and to keep under review the Charter, Statutes, Ordinances and Regulations of the University.

2 Remit

2.1 The Court and the Senate delegate authority to the Ordinances and Regulations Committee to:

i. keep under review the Charter and Statutes, Ordinances and Regulations of the University.

ii. consider the forms of the Charter and Statutes, Ordinances and Regulations and any material changes thereto, and to make recommendations thereon to the Court and the Senate as appropriate.

iii. draft as required amendments to the Charter and Statutes and new Ordinances and Regulations.

3 Composition and Membership

3.1 In accordance with Ordinance B9, the Court in consultation with the Senate shall prescribe the composition of joint committees. The Court and the Senate may appoint as members to a joint committee persons who are members of the Court or members of the Senate and persons who are not members of the Court or members of the Senate.

3.2 The Court and the Senate may appoint as full members or as co-opted lay members of the Ordinances and Regulations Committee persons who are not members of the Court or the Senate. It is normally accepted that members appointed by the Court and the Senate and who are not members of the Court or members of the Senate shall be full members unless specifically stated to be co-opted lay members.

3.3 The composition of the Committee, which has been approved by the Court and the Senate, is:

- The Chair of the Court / Deputy Chair of Court, ex officio (normally one or other will attend)
- The Principal and Vice-Chancellor, ex officio
- The Secretary of the University, ex officio
- Four members appointed by the Court, of whom at least one shall be a member of the Court
- Four members appointed by the Senate, of whom at least one shall be a member of the Senate

3.4 The Committee’s current membership is:

Chair:
- Professor Angus S Macdonald# (appointed to 31 July 2020)

Ex Officio Members:
- Dame Frances Cairncross*, Chair of Court/ Mr Tony Strachan*, Deputy Chair of Court
- Professor Richard A Williams* #, Principal and Vice-Chancellor
- Ms Ann Marie Dalton-Pillay, Secretary of the University

Four Members Appointed by the Court:
- Dr Shonaig Macpherson (appointed to 31 July 2018)
- Ms Coral Hill (appointed to 31 July 2019)
3.5 The following are normally in attendance at meetings of the Committee:

- Ms Sue Collier, Director of Governance and Legal Services.
- Mr Paul Travill, Academic Registrar
- Mr John McDermott, Clerk to the Committee (and Clerk to the Senate)

3.6 The period of office of the members of the Court and the Senate and members appointed by the Court and the Senate is three years. A member of the Committee other than an ex officio member shall be eligible for re-appointment provided that except in exceptional circumstances a person shall not be a member for more than two consecutive terms of three years. The first period of office if less than three years shall not be reckoned in determining the eligibility of a member for re-appointment. For members of the Court and the Senate appointed to the Committee, their membership should run concurrently with membership of the Court or the Senate as appropriate.

3.7 The maximum term of office of co-opted members appointed by the Court and co-opted members appointed by the Senate is six years. The initial appointment will be for three years with eligibility to serve for a further period of three years.

4 Equality and Diversity

4.1 The Committee exercises its responsibility, as far as possible, to promote diversity of representation within its membership and the membership of any working group or committee established by the Committee. The Committee will also act, in carrying out the business of the Committee, to promote equality of opportunity for all.

5 Quorum and Voting

5.1 The quorum is three full members at least one of whom is a member appointed by the Court and at least one of whom is a member appointed by the Senate.

5.2 When the Committee is inquorate, the members present may wish to continue with the business of the meeting, noting the discussions and comments raised. In addition, comments may then be sought from the absent member or members via correspondence, and included within the minutes of the meeting. For items of business requiring formal approval by the Committee, comments and approval must be sought from the absent members via correspondence. An item will be deemed to have received approval when a quorate number of members have contributed to the decision making and the Committee as a whole has reached consensus.

5.3 It is intended that decisions are normally reached by consensus following a full debate. There are no occasions stipulated in the Charter and Statutes which require a formal vote. Therefore, the Chair will normally seek agreement to the proposal in question, and only call for a vote either if there is a clear expression of dissent or if the matter is of particular significance.

5.4 In accordance with Ordinance B9, members of the Committee who are members of the Court and Senate and full members of the Committee appointed by the Court and full members appointed by the Senate shall be entitled to vote at a meeting of the Committee.

5.5 The Chair of the Committee shall have a deliberative and a casting vote.

5.6 Any person in attendance at meetings shall not be entitled to vote on any matter which involves powers or functions delegated to the Committee by the Court and the Senate.
6 Committee Chair

6.1 The Court, after consultation with the Senate, shall appoint a member of the Committee, who is not a member ex-officio, to be the Chair of the Committee.

6.2 In the absence of the Chair of the Committee, a person elected from among the members of the Committee who are present at the meeting shall be the Chair for that meeting or until such time as the Chair arrives.

7 Frequency

7.1 The Committee usually meets at least three times per academic year.

7.2 Additional meetings may be held in order to meet business requirements at the request of the Chair.

8 Attendance at Meetings

8.1 Other persons whose knowledge and experience would be of value to the Committee may be invited to attend meetings and receive committee papers.

8.2 The Committee will maintain a record of attendance at each of its meetings and will include this information in any reports to the Senate and the Court.

8.3 Any member not attending three or more meetings consecutively (without good reason) may have their membership reviewed by the Chair and the Secretary of the University. Members are required to submit their apologies to the Clerk of the Committee at the earliest opportunity.

8.4 Members will be expected to attend meetings in person on a regular basis. On the rare occasion where it is impossible to attend in person, and with the consent of the Chair, attendance may be provided by video or telephone conferencing.

9 Reserved Business

9.1 There may be occasions when a Committee’s business is designated reserved. On such occasions, with the approval of the Chair, any individual may be asked to withdraw from the meeting during consideration of a particular reserved item of business.

9.2 The record of matters which the Chair and the Committee are satisfied should be dealt with on a reserved basis will be recorded separately.

10 Reporting Procedures

10.1 The Committee will report to the Senate and/or the Court as appropriate on any matters which the Committee considers ought to be brought to the attention of the Senate and/or the Court and on any matters requiring the approval of the Senate and/or the Court. The report will usually be submitted to the Court via the Senate.

10.2 The Committee will submit regular reports to the Senate and/or the Court as appropriate. Matters requiring the approval of the Senate and/or the Court will be highlighted in the Committee's report. The Chair will approve the content of reports before release, including the redaction of any information deemed necessary for reasons of confidentiality.

10.3 The Chair of the Committee will report to meetings of the Senate and/or the Court as appropriate on any matters which the Committee considers ought to be brought to the attention of the Senate and/or the Court as appropriate and on any matters requiring the approval of the Senate and/or the Court.

10.4 The Committee's records (agenda, papers, minutes) are included in the University's Freedom of Information Publication Scheme. Information will be readily accessible on request to members of the public under the terms of the Freedom of Information (Scotland) Act 2002 (FOI(S)A) with the exception of information which is deemed to be covered by a specific exemption under the Act. Minutes and reports of the Committee will denote those areas of reported business which are deemed to fall within the designation of information which is 'exempt' under the FOI(S)A.

10.5 Minutes will be distributed to Members of the Committee either by tabling them at the Committee meeting or by distribution outside meetings.
### 11 Forward Planning

#### 11.1 The Committee will annually review its Terms of Reference and submit recommendations on these to the Senate and, via the Governance and Nominations Committee, to Court.

#### 11.2 The Committee will set its meeting dates two years in advance, aligned to the schedule of meetings of the Senate and the Court.

### Supporting Information

#### Groups Feeding Into the Ordinances and Regulations Committee

None.

#### Effectiveness and Lifespan

Lifespan on-going. Effectiveness reviewed five-yearly as part of the reviews of effectiveness of the Court and the Senate.

#### Actions that May be Taken by the Committee

The Committee may:

- Note
- Receive
- Consider
- Endorse
- Approve
- Recommend
- Agree
- Reject
- Recognise

#### Most Appropriate Minuting Style

Traditional/formal minutes in accordance with internal University guidance.

#### Resources

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<tr>
<th>Clerk</th>
<th>Mr John McDermott (Officer to the Secretariat)</th>
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| Meetings       | Normally at least three times per year.       |