

## **COURT COMMITTEE: STANDING ORDERS**

### **1 COURT COMMITTEES**

- 1.1 The Court is the Governing Body of the University which, subject to the Charter, exercises all the powers of the University.
- 1.2 The Court may establish Committees of its members and may appoint as members of a Court Committee persons who are members of the Court and, as co-opted lay members, persons who are not members of the Court.
- 1.3 According to Statute 4, the standing Committees of the Court (described in 1.2 above) must include Committees with responsibilities for: audit and risk; finance; remuneration; governance and nominations; and interim business of the Court.
- 1.4 These Standing Orders relate to the standing Committees as laid out in 1.5 below and also committees established by the Court which are sub-committees of the standing Committees.
- 1.5 These Standing Orders set out the requirements and expectations for the way in which these committees shall work and the way in which they shall conduct their business.
- 1.6 The current standing Committees of the Court include:
- i. the Audit and Risk Committee;
  - ii. the Court Interim Business Committee
  - iii. the Finance Committee;
  - iv. the Global Student Liaison Committee;
  - v. the Governance and Nominations Committee;
  - vi. the Staff Committee; and
  - vii. the Remuneration Committee.

### **2 POWERS OF THE COURT COMMITTEES**

- 2.1 A Court Committee shall have the following powers in addition to any other powers conferred upon it by the Court:
- 2.1.1 to consider any matter which comes within its terms of reference and any other matter referred to it by the Court and to make recommendations and report to the Court thereon;
- 2.1.2 to invite any persons whose knowledge and experience would be of value to attend meetings of the committee; and
- 2.1.3 to consult with other committees and persons on matters of mutual interest.

### **3 MEMBERSHIP**

- 3.1 The Court shall appoint members to a Court Committee as prescribed in Ordinance B8: *Standing Committees of the Court*.
- 3.2 The membership of a Court Committee must include at least three members of the Court.

- 3.3 In determining the membership of Court Committees, the Court shall observe advice provided in the applicable national codes of governance good practice.
- 3.4 The Court may appoint as members of a Court Committee persons who are members of the Court and, as co-opted lay members, persons who are not members of the Court.
- 3.5 Members are responsible for ensuring that they familiarise themselves with these Standing Orders, and conduct themselves in accordance with the requirements and expectations contained within. Members who have any questions regarding these Standing Orders should in the first instance raise these with the Clerk.
- 3.6 Neither the holding of a meeting or the business conducted at that meeting shall be invalidated by any vacancies in the membership of the Court Committee provided that requirements with respect to quoracy are satisfied.

#### **4 CHAIRS OF COURT COMMITTEES**

- 4.1 The Chair of a Court Committee shall be appointed by the Court and shall be a member of the Court.
- 4.2 In the absence of the Chair a person elected from among the members of the Committee who are present at the meeting shall be Chair for that meeting.
- 4.3 The Chair of a Court Committee shall have the discretion to elect a willing member of a Court Committee to act in a deputy chair capacity to assist the Chair in the delivery of their duties as the Committee Chair. In such an arrangement the responsibilities of the Chair shall remain ultimately with the Chair. In the absence of the Chair at a meeting, the membership of the Committee shall have the discretion to elect that person as the Chair for the meeting, or to elect another Committee member to act as Chair for the meeting.

#### **5 MEMBERSHIP TERMS**

- 5.1 With the exceptions of student members of the Court in the category prescribed in clause ix of paragraph 1 (a) of Statute 4 and ex officio members of the Court, members of Court appointed to a Court Committee shall be eligible to hold membership for a period of three years commencing on the date they are appointed and coming to an end of the third anniversary following their date of appointment, concurrent with their membership of the Court and dependent on that person remaining a member of the Court. Subject to their continued membership of the Court, such a member shall be eligible to have their appointment extended by the Court for up to two further periods each of up to three years.
- 5.2 Co-opted lay members appointed to a Court Committee shall be eligible to hold membership for a period of three years commencing on the date they are appointed and coming to an end on the third anniversary following their date of appointment. Such a member shall be eligible to have their appointment extended by the Court for up to two further periods of up to three years.
- 5.3 A student member of the Court appointed in the category prescribed in clause ix of paragraph 1 (a) of Statute 4, shall be eligible to hold membership of a Court Committee for a period of one year commencing on the date they are appointed and coming to an end on the first anniversary following their date of appointment, concurrent with their membership of the Court and dependent on that person remaining a member of the Court. Subject to their continued membership of the Court, such a member shall be eligible to have their appointment extended by the Court for one further year.
- 5.4 An ex officio member of the Court, as prescribed in clauses x and xi of paragraph 1 (a) of Statute 4, may hold membership of a Court Committee for as long as he or she remains a member of the Court.

- 5.5 Vacancies among the membership of a Court Committee will be filled as soon as conveniently possible by the Court as prescribed in Ordinance B8. The person appointed to fill the vacancy shall be a member commencing on the day that person is appointed to fill the vacancy and his or her period of membership shall be for the unexpired portion of the period of membership of his or her predecessor where this is applicable.
- 5.6 A Court member or a co-opted lay member who is a member of a Court Committee, having completed three terms of membership, shall not be re-admitted to the membership of the Committee.
- 5.7 The maximum term of membership for any member of a Court Committee (excepting ex officio members) is nine years.

## **6 REMOVAL OF MEMBERS**

- 6.1 Notwithstanding the provisions of paragraphs 9.2 and 9.3, below, the Court may remove a member of any Court Committee [whether a Standing Committee of the Court or a Court established sub-committee of a Standing Committee] on the joint recommendation of the Chair of the relevant Committee and the Deputy Chair of the Court for any reason that members of the Court deem to be a good cause.
- 6.2 No member of a Court Committee who is a member of Staff shall be removed by the Court in exercise of Ordinance B8 until any applicable disciplinary, removal and/or grievance procedures have been completed in accordance with Ordinance F5.
- 6.3 No member of a Court Committee who is a Student shall be removed by the Court in exercise of Ordinance B8 until the completion of any applicable disciplinary, removal and/or grievance procedures in accordance with the Student Union Constitution bye-laws disciplinary procedure or any other applicable Student Union disciplinary code, or any applicable disciplinary procedures of the University.
- 6.4 The decision of the Court to remove a member from a Court Committee shall be final.
- 6.5 In accordance with the provisions of Ordinance B11, the Court may suspend a member of the Court from the membership of a Court Committee.

## **7 NON-MEMBERS' ATTENDANCE AT MEETINGS**

- 7.1 The Secretary to the Court (The Secretary) shall have the right to attend and shall be expected to attend meetings of Court Committees, availability permitting.
- 7.2 Other individuals, as may be determined by the Court Committee from time to time, may be invited to sit in attendance at meetings, on a regular basis, or on an ad-hoc basis.
- 7.3 The Chair shall have the power to ask any attendee to withdraw if their presence at a discussion is judged by the Committee to be inappropriate.
- 7.4 Individuals who are attendees at meetings of a Court Committee shall normally be provided with a copy of all meeting papers. The Chair of the Committee, in consultation with the Secretary, shall determine any exception to this general rule, as and when circumstances might arise where it is judged to be in the interests of the University to restrict dissemination of information to the Committee only. The Secretary shall receive all papers for all meetings of the Court Committees, except where the Chair might determine there is a conflict of interest.
- 7.5 The Chair or the Secretary may invite on an ad-hoc basis an individual to attend for discussion on one or more particular items on a meeting agenda where that individual's contribution will be helpful to the discussion or decision-making of the Court Committee. Individuals in this category will be entitled to receive meeting papers only in relation to the relevant agenda items.

- 7.6 "Observers" may be invited to attend meetings of a Court Committee, for example, for personal or professional development purposes. Persons in this category shall not normally be permitted to speak or to make any contribution to the meeting.

## **8 DATES AND TIMES OF MEETINGS**

- 8.1 The Chair of a Court Committee, with the advice of the Clerk, shall approve the schedule of ordinary meetings for each year. The schedule of meetings shall be approved at least two years in advance. The schedule of meetings should be aligned with the schedule of meetings of the Court.

- 8.2 It shall be at the discretion of the Chair in special circumstances to alter the date and time of any ordinary meeting of a Court Committee. In revising the date of such a meeting, consultation shall be undertaken on the availability of the Secretary, and it will be ensured that a sufficient number of Court members can be present to secure a quorum.

A minimum of seven days' notice shall normally be given to members of the revised date.

- 8.3 The Chair of a Court Committee may approve the calling of extra or special meetings.

A minimum of seven days' notice shall normally be given to all members of the date of the extra or special meeting, and the availability of the Secretary and a quorate number of Court members must be secured on the chosen date. If it is not possible for the Secretary to be present at the meeting, a nominated stand in may be arranged in accordance with the provisions of section 6.1 above.

- 8.4 Notice of all meetings shall be issued by the Clerk. The notice shall specify the date, time and location of the meeting, together with a meeting agenda showing the planned running order of business.

- 8.5 At least seven days' notice of all meetings of a Court Committee shall normally be provided to members. In exceptional circumstances, the Chair may convene a meeting with less than seven days' notice.

## **9 MEETING AGENDAS AND PAPERS**

- 9.1 A formally structured agenda will be prepared for all ordinary meetings of a Court Committee. This will specify the business to be transacted and the order in which the business will be discussed. The running order of business items may be altered at the discretion of the Chair to help facilitate the smooth running of the meeting. The Chair will announce any proposed changes to the agenda running order at the beginning of the meeting, as far as practicable.

- 9.2 The agenda for all meetings will be prepared by the Clerk and approved by the Chair prior to issue.

- 9.3 Any member who wishes to have a particular item considered for inclusion within the agenda for a scheduled meeting must normally have notified the Clerk and supplied any relevant meeting paper at least 10 days in advance of the meeting date.

- 9.4 The agendas of Court Committees shall include provision under 'Any Other Business' for additional matters to be noted or considered at the meeting. A request to raise an additional item under Any Other Business should be made at the beginning of the meeting and should meet the consent of the Chair and the majority of members present. With the exception of any urgent and unforeseen matter that has arisen, any additional item raised for consideration shall be non-contentious; such matters shall not normally require a supporting meeting paper or require a significant decision to be taken.

- 9.5 The agenda, together with supporting papers for ordinary meetings will normally be made available to members six days before the scheduled meeting of a Court Committee.

Agendas and papers will normally be made available electronically and exceptionally to those who wish this, also in hard copy.

- 9.6 It shall be at the discretion of the Chair whether to accept papers which are late due to exceptional circumstances. The Committee should receive an explanation of the circumstances which caused late circulation. Under normal circumstances no paper should be made available for the first time to members less than two days before the meeting to which the paper relates.
- 9.7 At an ordinary meeting the Chair may table business of which notice has not been given on the agenda, but which the Chair considers to be business of urgency which it was not practicable to include on the agenda.
- 9.8 At his or her discretion, the Chair may approve the designation of certain items of business for a meeting as “starred items” within the agenda, such items being marked with an \*(asterisk).

Starring might be applied to items for approval which are considered uncontroversial, or for items being presented for information only, where in either case it is not intended to open up the item for discussion. Starred items will be deemed to have been approved or noted without discussion, provided that quoracy conditions are met.

When starring is used, a note appended to the agenda shall confirm that requests to un-star an item, thereby opening up the topic for discussion, should be made to the Clerk by Noon on the last working day before the scheduled meeting date.

## **10 CONFIDENTIALITY AND INFORMATION SHARING**

- 10.1 The Secretary shall be responsible for ensuring that meeting papers for Court Committees carry appropriate information which confirms the status of their contents in terms of the Freedom of Information (Scotland) Act 2002.
- 10.2 Any recorded matter in the minutes which is deemed to fall within an area of exemption specified by the Freedom of Information (Scotland) Act 2002, shall be clearly marked in the minutes.
- 10.3 Reserved matters are confidential to members and information regarding reserved matters must not be shared more widely without the stated approval of the Chair of the Court Committee.
- 10.4 It shall be assumed that the Principal has such authorisation as may be necessary in order to put into practical effect the decisions of the Court Committees, and for the effective exercise of the Principal’s delegated authority from the Court.
- 10.5 It shall be assumed that the Secretary has such authorisation as may be necessary to carry out his or her duty to ensure that the University is compliant with the Freedom of Information (Scotland) Act 2002, any other relevant legislation and guidance contained within the Scottish Code of Good Higher Education Governance, and for the effective exercise of the Secretary’s delegated authority from the Court.

## **11 CONDUCT OF MEETINGS**

### *11.1 The role of the Chair*

- 11.1.1 It is the role of the Chair to ensure that a Court Committee operates effectively, discusses those issues which it needs to discuss, and dispatches its responsibilities in a businesslike way. The Chair is responsible for the proper conduct of meetings.

This includes ensuring that:

- key officers are in attendance to support effective decision-making;
- their contribution is not allowed to direct the business of the Committee;
- their number normally does not exceed the number of independent members present;
- only members of a Court Committee participate in formal decision-making;
- any member of a Court Committee is able to raise issues relating to institutional management notwithstanding the presence of senior officers; and
- sufficient opportunity is given to members who wish to express their views on the subject under discussion.

## 11.2 *Quorum*

- 11.2.1 Three members who are members of the Court shall constitute a quorum for a meeting of a Court Committee. A member participating remotely by way of video or audio conferencing or other means which enables that member to communicate with each of the members simultaneously shall be accounted for as present and shall be included in the quorum.
- 11.2.2 If at any time the meeting becomes inquorate no business involving consideration of matters which require approval shall be transacted other than the adjournment of the meeting.
- 11.2.3 In the absence of a quorum of a Court Committee, the members present may choose 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 as soon as may be following the meeting. An item will be deemed to have received approval when a quorate number of members has contributed to such decision making.
- 11.2.4 In the absence of a quorum, the Chair, or the person chairing the meeting in the absence of the Chair, shall have the authority to make the final decision as to whether to continue with the business of the meeting, as described above, or to adjourn the business of the meeting. Any notice of the adjourned meeting shall be sent to all members of the Court Committee at least seven days before the date of the adjourned meeting.

At the adjourned meeting, the business for which the original meeting was called may be completed in the absence of a quorum.

## 11.3 *Voting*

- 11.3.1 All decisions on actions or questions arising from matters discussed at a meeting will be agreed by a majority of the members present. It shall be normal practice for a decision to be reached by consensus, without the requirement for a formal vote.
- 11.3.2 Whether to proceed on any matter to a formal vote shall be at the discretion of the Chair.
- 11.3.3 Voting shall normally be undertaken by a show of hands.
- 11.3.4 The Chair shall have the discretion to decide for good cause that voting may be undertaken by secret ballot. On any such occasions the Chair shall invite written vote submissions to be passed to the Chair. The results of the secret ballot shall be verified by the Secretary or, in her absence, by the minute clerk at the meeting. The Secretary or the minute clerk shall relay the results to the membership as soon as may be following the count of votes. Any delay in carrying out the secret ballot, if it is not to be carried out during the meeting, shall be by agreement from the majority of the members present at the meeting.
- 11.3.5 All members of a Court Committee shall be entitled to vote. Individuals who are not members, but who have been invited to attend a meeting of a Court Committee shall not be permitted to vote.

- 11.3.6 The decision shall be carried by a simple majority vote of the number of members present, provided that number is quorate.
- 11.3.7 The presiding Chair shall have a deliberative vote and an additional or casting vote when there is an equal match in the number of opposing votes.
- 11.3.8 It shall be at the discretion of the presiding Chair to direct a recounting of votes, should there be any immediate challenge or doubt as to the accuracy of the count.

#### **11.4 *Declarations of Interest***

- 11.4.1 The Chair shall invite declarations of interests at meetings of a Court Committee, in accordance with the terms of the University's Ethical Business: Conflict of Interest Policy.

#### **11.5 *Reserved Business***

- 11.5.1 All members of a Court Committee shall normally be eligible to participate in all matters of Committee business. In highly exceptional circumstances, however, certain items of business may be declared to be 'reserved', i.e. business that is not open to discussion by the whole of the membership.
- 11.5.2 The decision to declare items as 'reserved' shall normally be guided by matters such as respect for data protection principles where the matter relates to an individual member of staff or a student, or because highly commercially sensitive information is to be shared.
- 11.5.3 The Chair, following consultation with the Secretary, shall determine which items of business are appropriate to be designated as reserved and shall define the group of members who shall be permitted access to the information.
- 11.5.4 The Secretary shall take steps to anonymise sensitive personal information on any such occasion when it is neither necessary nor appropriate to the decision-making process for an individual to be identified and with the aim of minimising the number of instances where the reserved business procedures described in 11.5.3, above, need to be applied.
- 11.5.5 The results of a vote on a reserved item of business shall be notified by the Secretary or the minute clerk to the full Court Committee membership as soon as may be following the vote. The Secretary may for good cause report back in anonymised or broad terms in order to preserve the confidentiality of the matter of reserved business.
- 11.5.6 The minute of any reserved item of business shall record the criteria cited for the designation whilst maintaining the non-disclosure of the restricted information.

#### **11.6 *Minutes of Meetings***

- 11.6.1 The Clerk shall be responsible for ensuring that all decisions of the Committee are properly recorded in the minutes of the meetings.
- 11.6.2 The names of members and other individuals present at a meeting will be recorded in the minutes of the meeting.
- 11.6.3 The minutes shall be submitted for approval at the next ordinary meeting of a Court Committee. A master copy of the minutes should be signed and dated by the Chair presiding at the meeting at which they were approved as soon as possible following their approval.

#### **11.7 *Internal and External Auditors***

- 11.7.1 The Internal Auditors and External Auditors will be invited to attend all meetings of the Audit and Risk Committee.

- 11.7.2 Both the Internal and External Auditors will hold private meetings with the Audit and Risk Committee at least once each year to discuss any matters that the Committee or the Auditors wish to raise.
- 11.7.3 The Internal and External Auditors shall be entitled to attend the joint meeting of the appropriate Court Committee at which the University's annual report and financial statements are presented.
- 11.7.4 The Internal or External Auditors may request an additional meeting of the Audit and Risk Committee if they consider it necessary.

### **11.8** *The Secretary*

- 11.8.1 Members seeking advice on any procedural matters or rules which are relevant to the function and responsibilities of a Court Committee should refer to the Secretary.
- 11.8.2 The Secretary shall be solely responsible for providing legal advice to or obtaining it for the Court Committees.
- 11.8.3 The Secretary shall ensure the provision of appropriate clerking and other support for the Court Committees.

## **12** **CODE OF CONDUCT FOR MEMBERS OF COURT COMMITTEES**

- 12.1 This Code of Conduct applies equally to all members of Court Committees. The Court is committed to fully adopting the Standards in Public Life. The nine Standards in Public Life established by the Scottish Government and set out in the Scottish Code of Good Higher Education Governance (2017) are: Duty; Selflessness; Integrity; Objectivity; Accountability and Stewardship; Openness; Honesty; Leadership; and Respect.

Members should at all times act in the best interests of the University.

- 12.2 Members of Court Committees should comply with the Secretary's request to new members to provide a signed declaration that the member will conduct themselves in accordance with the adopted Principles of Public Life, will act in the interests of the University, and will declare any interests which may give rise to an actual, potential or perceived conflict with those interests.

### **12.3** *Attendance and Participation*

- 12.3.1 Members should make all reasonable efforts to attend every meeting of a Court Committee. In the event of unavoidable absence, a member should inform the Clerk at the earliest opportunity prior to the meeting.
- 12.3.2 Members who cannot attend a meeting or who need to leave a meeting before it has been declared closed may not in their absence be represented by another person.
- 12.3.3 Members should comply with the terms of the Court Attendance and Participation Policy.
- 12.3.4 Members should ensure, via the Chair, that their views relevant to an item under discussion are heard by the Court Committee, and that they respect the right of all other members to be heard.

### **12.4** *Interests*

- 12.4.1 Members should comply with the terms of the 'Ethical Business: Conflict of Interest Policy'.



## 12.5 *Confidentiality*

- 12.5.1 Members must comply with the advice on confidentiality of information received within the course of their duties as members of Court Committees, which is contained within the 'Ethical Business: Conflict of Interest Policy'.
- 12.5.2 The proceedings of Court Committee meetings and the details of any matter discussed at a meeting of a Court Committee are confidential and must not be later disclosed orally or in writing by any member outside of the Committee unless with the authority of the Chair. (See also section 9.3)

## 12.6 *Business and Decision-Making*

- 12.6.1 Members should take care to read and reflect on all papers to be considered at a forthcoming meeting of a Court Committee and seek any additional information or necessary clarification from the Secretary as may be required. Where a member believes that changes to the content or presentations of meeting papers would better assist the Committee in fulfilling its responsibilities, he or she should relay their views and suggestions to the Secretary.
- 12.6.2 Members should participate in discussions and decision-making, contributing their experience and expertise to their fullest extent, in an honest, open and objective manner.
- 12.6.3 In their actions and in decision-making, members should respect and observe the appropriate boundaries which are set between the roles and responsibilities of executive management and independent lay members of Court Committees.
- 12.6.4 Members should contribute to the work of the Court Committees in a spirit of inclusivity and respect for the views of all other members, taking care to avoid factional position taking or any activity which could undermine the unity of the Committee.
- 12.6.5 When a consensus decision cannot be reached and a vote is required, members should vote objectively and dispassionately.
- 12.6.6 Where a member disagrees with or votes against a proposal which is carried by the majority of those present, the member should respect and comply with that decision.

A member may request that his or her dissent is recorded in the minutes. No member shall be entitled to have minuted his or her dissent from any decision of a Court Committee, except at the meeting at which the relevant decision has been passed. A member who was not present at the meeting at which the relevant decision was passed and who wishes their dissent to be recorded may make a request at the next meeting at which the relevant minutes shall be approved.

Following approval of the relevant minutes by the Committee no request for inclusion of a note of dissent shall be considered.

- 12.6.7 All members who will be absent from a meeting of a Court Committee shall be entitled and encouraged to submit their view on any item on the agenda, especially on those items where approval is sought. Members who intend to make a submission should do so at least two working days in advance of the meeting. Any such submissions shall be passed to the Chair.

In the absence of submitted comments, it will be assumed that the Committee member has no objection to the Committee giving its approval for any matter so presented.

## **13 REVIEW OF STANDING ORDERS**

- 13.1 The above Standard Orders were approved by the Court on 20 November 2020 and will be reviewed by the Court annually.

- 13.2 All members of the Court, co-opted lay members, and the Secretary shall be entitled to seek an earlier review and/or change of the Standing Orders, provided that a simple majority of Court members agree to such a recommendation.

Any of those listed above who wish to raise a matter concerning the Standing Orders should do so via the Secretary.