

COURT: STANDING ORDERS

Preamble

1 THE COURT

The Court is the Governing Body of the University which, subject to the Charter, exercises all the powers of the University. In exercise of its powers, the Court comprises the Charity Trustees of the University.

2 MEMBERSHIP

2.1 The membership of the Court, which includes 25 persons, shall be as prescribed in Statute 4: 'The Court'.

2.2 **Composition**

Statute 4: 'The Court', states that the Court shall include the following persons:

- i. an external and independent member appointed by the Court as Chair of the Court;
- ii. up to twelve further external and independent members appointed by the Court in accordance with the recommendation of the standing Committee of the Court charged with responsibility for nomination of external and independent members excluding the Chair of the Court;
- iii. one member from the former Students and alumni of the University;
- iv. up to two members of the Senate elected by the Senate;
- v. a Dean elected by the Senate;
- vi. up to two members of Staff elected by the Staff one of whom is not a member of the Academic Staff;
- vii. one member nominated by a trade union from among the Academic Staff who are members of a branch of a trade union which is recognised by the University;
- viii. one member nominated by a trade union from among the Professional Services Staff who are members of a branch of a trade union which is recognised by the University;
- ix. two members nominated by the Student Union Executive Committee (or its successor body) from among the Students. For the purposes of Statute 4, paragraph 1 (a) ix, a Student shall mean a Student as defined in the Charter, or a person holding sabbatical office in the Student Union, whether or not they remain as a Student during their period of office;
- x. the Principal (ex officio); and
- xi. the Vice-Principal (ex officio).

- 2.2.1 A person who is or has been a member of staff, an appointee of the University with honorary or visiting status or a matriculated student shall not be eligible for appointment to the Court under the membership categories i, ii or iii, above in accordance with the conditions set out in paragraph 1 (b) of Statute 4.
- 2.2.2 The manner of appointment of the members of the Court referred to in paragraph in clauses i, ii, iii, iv and v, vii and viii above shall be as prescribed in the Ordinances.
- 2.2.3 A person proposed for appointment as a member of the Court shall be bound by rules pertaining to the identification, disclosure and management of conflicts of interest and those of related parties which shall be further prescribed in the Ordinances. A member of the Court with a related party interest shall declare that interest to the Court annually and at any meeting at which it is discussed and should withdraw from discussion on that item.

2.3

Membership terms

- i. The member appointed to the position of Chair of the Court shall hold office for a period of up to four years commencing on the date they are appointed and coming to an end of the fourth anniversary following their date of appointment. Subject to Paragraph 1 (e) vi and paragraph 4b of the Statute, this member shall be eligible to have their appointment extended by the Court for further periods such that their appointment as Chair of the Court shall not exceed a total of eight years. The Chair of the Court having completed fully the terms of office determined by the Court shall not be re-admitted to the membership of the Court except under the terms prescribed in Paragraph 4 (b) of Statute 4.
- ii. The members of the Court referred to in paragraph 1 (a) ii, iii, iv, v, vi, vii and viii of Statute 4 shall hold office 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. Subject to paragraph 1 (e) vi, such members shall be eligible to have their appointments extended by the Court for up to two further periods each of up to three years.
- iii. Notwithstanding the provisions of paragraph 1 (c) and (e) i of Statute 4, a person who has been appointed to the Court in terms of paragraph (a) iv, v, vi, vii and viii of Statute 4 shall only be eligible to be a member of the Court for as long as he or she continues to be a member of the Senate elected to the Court by the Senate, or is a Dean elected to the Court by the Senate, or is a member of Staff elected to the Court by the Staff, or is a member of Staff and a member of a recognised trade union nominated by a trade union in terms of paragraph (a) vii and viii (as the case may be).
- iv. The members of the Court referred to in paragraph 1 (a) ix of Statute 4 shall hold office for a period of one year from their appointment by the Student Union, and shall be eligible for re-appointment for one further year, as long as they continue to fulfil the criteria for membership as described in paragraph 1 (a) ix of Statute 4.
- v. Vacancies among members of the Court shall be filled as soon as conveniently possible by the body which appointed, nominated or elected the member whose place has become vacant and in such manner as shall be prescribed in the Ordinances. 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 office shall be for the unexpired portion of the period of office of his or her predecessor where this is applicable.
- vi. The Chair of Court, having completed nine years in any capacity, shall not be re-admitted to the membership of the Court.
- vii. Members of the Court referred to in paragraph 1 (a) ii, iii, iv, v, vi, vii and viii and who have completed three terms of office, excluding any term of office as an ex-officio member, shall not be re-admitted to the membership of the Court.

- viii A member of the Court, not being an ex-officio member, may resign by notice in writing addressed to the Secretary to the Court (The Secretary).
- ix The composition of the Court with respect to the principles of equality and diversity shall be guided by prevailing applicable legislation and guidance set out in the applicable national codes of governance good practice.

2.4 Chair of the Court

- 2.4.1 Following an election process, the Court shall appoint a Chair who shall be an external and independent member of the Court and designated the senior lay member. The manner of appointing the Chair shall be prescribed in the Ordinances.
- 2.4.2 If a person appointed as Chair of the Court resigns from the office of Chair of the Court, such resignation shall be deemed also to be a resignation as a member of the Court. The Court may on the recommendation of the Court Committee with responsibility for nominations re-appoint that person as an external and independent member of the Court referred to in paragraph 1(a) ii of Statute 4, provided that a vacancy exists and the total appointment period does not extend beyond nine years, including the time already served by that person.

2.5 Deputy Chair of the Court

- 2.5.1 The Court shall elect from among such of its members as are external and independent members of the Court a Deputy Chair of the Court who shall deputise by delegation from the Chair of the Court as and when appropriate in the circumstances prescribed in the Ordinances. The Deputy Chair of the Court shall hold office for three years and shall be eligible for re-election for up to two further periods each of up to three years provided that a person shall not hold office as Deputy Chair or as an external and independent member of the Court referred to in paragraph 1(a) ii of Statute 4 for longer than nine years.
- 2.5.2 The process for the election of the Deputy Chair of Court shall be prescribed in the Court and Court Committee Membership Policy.
- 2.5.3 In the absence of the Chair of the Court, the Deputy Chair of the Court shall preside at meetings of the Court. In the absence of the Chair of the Court and the Deputy Chair of the Court, the Court shall appoint from among its members a Chair for a particular meeting.
- 2.5.4 If a vacancy occurs in the office of Chair of the Court, the Deputy Chair of the Court shall hold office as the Chair of the Court until such time as a new Chair is appointed in accordance with the provisions of paragraph 1 of Statute 4.

2.6 Removal of members

- 2.6.1 The removal of a member of the Court shall be as prescribed in Paragraph 2 of Statute 6: 'Removal of Members', and in the Ordinances.

In accordance with Ordinance B2: 'Appointment to the Court of Members of Staff of the University', no member of staff shall be removed by the Court in exercise of the powers conferred in paragraph 2 of Statute 6 until any applicable disciplinary, removal and/ or grievance procedures have been completed in accordance with Ordinance F5: 'Disciplinary, Removal and Grievance Procedures for Members of Staff'.

In accordance with Ordinance B3: 'Appointment of Members of the Senate to the Court', no member of the Senate shall be removed by the Court in exercise of the powers conferred in paragraph 2 of Statute 6 until any applicable disciplinary, removal and/or grievance procedures have been completed in accordance with Ordinance F5: 'Disciplinary, Removal and Grievance Procedures for Members of Staff'.

- 2.6.2 Any member of the Court may be removed from membership of the Court if the Court considers that it has good cause to do so. Provisions for the removal by the Court of a member of the Court are contained within the Ordinances.

The removal by the Court of any member of the Court shall require a Special Resolution.

Good cause, above, means:

- i. conviction for an offence which may be deemed by the Court as appropriate, to be such as to render the person convicted unfit for the execution of the duties of the office or membership; or
- ii. failure, through mental or physical incapacity or persistent neglect, to perform properly the duties of his or her office or membership as has become evident to the Court; or
- iii. conduct judged by the Court to be such as to constitute failure or inability of the person concerned to perform the duties of his or her office or membership or to comply with the conditions of tenure of his or her office or membership; or
- iv. conduct judged by the Court to be such as has or will bring the University's name or reputation and/or the name or reputation of any member of the Heriot-Watt Group into disrepute.

No person shall be removed by the Court in exercise of the powers conferred in paragraphs 1 and 2 of Statute 6 unless given the opportunity to seek a review in order to have the Special Resolution for their removal reconsidered or quashed. The body of persons given responsibility for undertaking such a review and the manner of the review shall be prescribed in the Ordinances.

The Court may decide to institute a temporary suspension of a member of the Court from their position on the Court or institute a temporary suspension of a member of a Committee of the Court from their position on a Committee of the Court or institute a temporary suspension of a Court appointed member of a Joint Committee of the Court and the Senate. Provisions for such suspensions shall be contained within the Ordinances.

2.7 Non Court member attendees at meetings

- 2.7.1 The Chancellor of the University shall receive all Court meeting papers and shall be entitled to attend meetings of the Court.
- 2.7.2 The Secretary shall have the right to attend, and shall be expected to attend, every meeting of the Court. If unforeseen circumstances prevent the attendance of the Secretary at a meeting, a member of University staff nominated by the Secretary may assume the role of the Secretary for that meeting.
- 2.7.3 Other individuals, as may be determined by the Court from time to time, may be invited to sit in attendance at meetings of the Court, on a regular basis, or on an ad-hoc basis.
- 2.7.4 The Chair shall have the power to ask any attendee to withdraw if their presence at a discussion is judged by the Court to be inappropriate.
- 2.7.5 Individuals who are attendees at meetings of the Court shall normally be provided with a copy of all meeting papers. The Chair of the Court, 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 Court only. The Secretary shall see all papers for all meetings of the Court.
- 2.7.6 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. Individuals in this category will be entitled to receive meeting papers only in relation to the relevant agenda items.

- 2.7.7 “Observers” may be invited to attend meetings of the Court, 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.

3 MEETINGS

3.1 Dates and times of meetings

- 3.1.1 The Court shall schedule ordinary meetings at such dates and times as it may decide and shall hold at least five ordinary meetings within each calendar year.
- 3.1.2 In addition to the schedule of ordinary meetings, the Court may schedule strategy discussion ‘strategy days’ at such frequency as it may decide.
- 3.1.3 The dates of ordinary and away day meetings shall normally be scheduled at least two years in advance. A notice shall be issued to all members of the Court by the Secretary which confirms future meeting dates and the normal starting time for each meeting.
- 3.1.4 It shall be at the discretion of the Chair in special circumstances to alter the date and time of any ordinary meeting or strategy day meeting of the Court. In revising the date of such a meeting, it shall be ensured that the Secretary shall be available to attend, and 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.

- 3.1.5 The Court can require that an extra or special meeting of the Court be convened, provided that at least one half of the membership makes such a petition to the Chair.

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 2.7.2, above.

3.2 Notice of meetings

- 3.2.1 Notice of all meetings shall be issued by the Secretary. The notice shall specify the date, time and location of the meeting, together with a meeting agenda showing the planned running order of business.
- 3.2.2 At least seven days’ notice of all meetings of the Court shall normally be provided to members. In exceptional circumstances the Chair may convene a meeting with less than seven days’ notice.

In all instances the rules on Ordinary Resolutions and Special Resolutions shall apply in accordance with Paragraphs 3 d) and e) of Statute 4: ‘The Court’: i.e.

- the passing of an Ordinary Resolution requires agreement by a simple majority of the Court members present and voting at a meeting of the Court; and
- the passing of a Special Resolution requires agreement by a majority of not less than three fourths of members of the Court present and voting at a meeting of the Court.

3.3 Extraordinary meetings and Interim Business Committee of Court business

It shall be at the discretion of the Chair of the Court, as and when business needs might arise, to determine if:

- i. an extra meeting of the Court should be called;
- ii. whether an item of business for the whole Court can be dealt with by correspondence;
- iii. an item of business should be considered between meetings of the Court by calling a meeting of the Interim Business Committee of the Court; and
- iv. whether an item of business for the Interim Business Committee of the Court can be dealt with by correspondence.

Where the matter of business relates to the Chair of the Court it shall be at the discretion of the Deputy Chair of the Court to determine whether to convene a meeting with, or conduct a matter of business by correspondence with, the Court or the Interim Business Committee of the Court.

3.4 Meeting agendas and papers

- 3.4.1 A formally structured agenda will be prepared for all ordinary meetings of the Court. 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.
- 3.4.2 The agenda for all meetings will be prepared by the Secretary and approved by the Chair prior to issue.
- 3.4.3 Any member who wishes to have a particular item considered for inclusion within the agenda for a scheduled meeting must normally have notified the Secretary and supplied any relevant meeting paper at least 10 days in advance of the meeting date.
- 3.4.4 The Court agenda 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.
- 3.4.5 The agenda, together with supporting papers for ordinary meetings will normally be made available to members six days before the scheduled meeting of the Court. Agendas and papers will normally be made available electronically, and exceptionally to those who wish this, also in hard copy.
- 3.4.6 It shall be at the discretion of the Chair whether to accept papers which are late due to exceptional circumstances. The Court 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.
- 3.4.7 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.
- 3.4.8 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 Secretary by noon on the last working day before the scheduled meeting date.

3.5 Confidentiality and information sharing

- 3.5.1 The Secretary shall be responsible for ensuring that Court meeting papers carry appropriate information which confirms the status of their contents in terms of the Freedom of Information (Scotland) Act 2002.
- 3.5.2 The Secretary shall be responsible for arranging web-posting of meeting papers which are designated 'open' business, as soon as may be following the Court meeting at which the minutes which relate to the relevant meeting are approved.
- 3.5.3 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. Any such section of the minutes shall be redacted from the published version of the minutes. The minutes shall be published as soon as may be following the meeting at which they are approved by the Court.
- 3.5.4 No member of the Court, or any person in attendance, shall be permitted to divulge information arising from any Court business unless specifically authorised to do so by the Chair of the Court.

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, and for the effective exercise of the Principal's delegated authority from the Court.

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.

4 CONDUCT OF MEETINGS

4.1 The role and authority of the chair

- 4.1.1. The Chair of the Court, or the presiding Chair of any meeting of the Court, shall observe the guiding principles for the role of the Chair which are set out in the Scottish Code of Good Higher Education Governance. It is the role of the Chair to ensure that the Court operates effectively, discusses those issues which it needs to discuss, and dispatches its responsibilities in a business-like 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 Court;
- their number normally does not exceed the number of independent members present;
- only members of the Court will participate in formal decision-making; and
- any member of the Court 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.

- 4.1.2 In accordance with Ordinance B6: 'Delegation by the Court', the Chair of the Court shall have the authority to act on behalf of the Court between Court meetings in respect of routine matters which would not merit discussion at a meeting of Court.
- 4.1.3 The Chair shall be answerable to the Court for any actions taken on its behalf. Where action is taken by the Chair a report should be made to the next meeting of the Court.
- 4.1.4 Chair's action on any matter of importance to the Court should be taken only when delaying a decision would disadvantage the University and the required timescale for a decision makes consideration by the Interim Business Committee of the Court impractical.

4.2 Quorum

- 4.2.1 One half of the total actual membership of the Court or the nearest whole number greater than one half if the number of members is not a multiple of two, shall constitute a quorum. 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.
- 4.2.2 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.
- 4.2.3 In the absence of a quorum of the Court, the Court 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 Court, 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.

In the absence of a quorum, the Chair of the Court, or the person chairing the meeting in the absence of the Chair of the Court, 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 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 [other than business which requires approval by way of a Special Resolution.]

- 4.2.4 The manner of summoning the adjourned meeting and the period of notice to be given shall be as prescribed in the Ordinances.
- 4.2.5 Passing of an Ordinary Resolution requires agreement by a simple majority of the Court members present and voting at a meeting of the Court.
- 4.2.6 Passing of a Special Resolution requires agreement by a majority of not less than three fourths of members of the Court present and voting at a meeting of the Court.

4.3 Voting

- 4.3.1 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.
- 4.3.2 Whether to proceed on any matter to a formal vote shall be at the discretion of the Chair.

- 4.3.4 Voting shall normally be undertaken by a show of hands.
- 4.3.5 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 his or her absence by the minute clerk at the meeting. The Secretary or the minute clerk shall relay the results to the Court 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 Court meeting, shall be by agreement from the majority of the members present at the meeting.
- 4.3.5 All members of the Court shall be entitled to vote. Individuals who are not members, but who have been invited to attend a meeting of the Court shall not be permitted to vote.
- 4.3.6 The decision shall be carried by a simple majority vote of the number of members present, provided that number is quorate [other than business which requires approval by way of a Special Resolution.]
- 4.3.7 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.
- 4.3.8 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.

4.4 Acts during vacancies

- 4.4.1 In accordance with Statute 8: 'Acts During Vacancies', no act or resolution of the Court shall be invalid by reason only of any vacancy in the Court doing or passing it or by reason of any want of qualification by, or invalidity in, the appointment of any de facto member of the Court whether present or absent.

4.5 Rescinding or varying a decision

- 4.5.1 A decision of the University Court shall continue to be operative and binding until the Court agrees to rescind or vary that decision.
- 4.5.2 A proposal to rescind or vary any decision made within the preceding twelve month period may be accepted, as long as at least two-thirds of the members present and voting at a quorate meeting agree that it shall be competent to deal with the matter afresh. However, it shall be competent to deal with the matter afresh without the consent of two-thirds of members present where the Chair is satisfied that, and reports to the Court that, a material change in circumstances has occurred.
- 4.5.3 Notice of a proposal to vary or rescind a decision shall be given in the agenda for the meeting at which the matter is to be considered.
- 4.5.4 The above rules, 4.5.1, 4.5.2 and 4.5.3, shall apply to the Interim Business Committee of the Court where the original decision was taken by the Interim Business Committee of the Court.

A decision taken by the Court itself may only be rescinded or varied by the Court.

4.6 Declarations of Interest

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

4.7 Reserved business

- 4.7.1 All members of the Court shall normally be eligible to participate in all matters of Court business. In highly exceptional circumstances, however, certain items of Court business may be declared to be 'reserved', i.e. business that is not open to discussion by the whole of the Court membership.
- 4.7.2 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.
- 4.7.3 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.
- 4.7.4 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 4.7.3, above, need to be applied
- 4.7.5 The passing of an Ordinary Resolution for a reserved item of business requires agreement by a simple majority of the Court members in the agreed sub-group of the Court present and voting.
- 4.7.6 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 membership as soon as may be following the vote. The Secretary may for good cause report back to the Court in anonymised or broad terms in order to preserve the confidentiality of the matter of reserved business.
- 4.7.7 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.

4.8 Minutes of meetings

- 4.8.1 The Secretary shall be responsible for ensuring that all decisions of the Court are properly recorded in the minutes of the meetings.
- 4.8.2 The names of members and other individuals present at a meeting will be recorded in the minutes of the meeting.
- 4.8.3 The minutes shall be submitted for approval at the next ordinary meeting of the Court. 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.
- 4.8.4 The minutes of each meeting shall be cleared by the Chair for publication on the University's website at the point of approval of the minutes by the Court, having regard to any exemptions that might apply as determined by freedom of information or data protection legislation.

4.9 External Auditor

- 4.9.1 The external auditor shall be entitled to receive all notices of and other communications relating to any meeting of the Court which any member of the governing body is entitled to receive. The external auditor must also be entitled to attend any such meeting and to be heard at any meeting which they attend, on any part of the business which concerns them as auditors.
- 4.9.2 The external auditor shall be entitled to attend the meeting of the Court (or appropriate committee) at which the University's annual report and financial statements are presented.

4.10 The Secretary

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

5 CODE OF CONDUCT FOR MEMBERS OF THE COURT

5.1 Introduction

- 5.1.1 This Code of Conduct applies equally to all members of the Court. 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.

- 5.1.2 Court members 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.

5.2 Attendance and participation

- 5.2.1 Members should make all reasonable efforts to attend every meeting of the Court. In the event of unavoidable absence, a member should inform the Secretary at the earliest opportunity prior to the meeting.
- 5.2.2 Members should comply with the terms of the Court Attendance and Participation Policy.
- 5.2.3 Members should ensure, via the Chair, that their views relevant to an item under discussion are heard by the Court, and that they respect the right of all other members to be heard.

5.3 Interests

- 5.3.1 Members should comply with the terms of the 'Ethical Business: Conflict of Interest Policy' and be observant of the duties and responsibilities, as defined by the Charities and Trustee Investment (Scotland) Act 2005, placed upon them as the trustees of the University.

5.4 Confidentiality

- 5.4.1 Members must comply with the advice on confidentiality of information received within the course of their duties as Court members, which is contained within the 'Ethical Business: Conflict of Interest Policy'.
- 5.4.2 The proceedings of the Court meetings and the details of any matter discussed at a meeting of the Court are confidential and must not be later disclosed orally or in writing by any member outside of the Court unless with the authority of the Chair. (See also section 3.5.4.)

5.5 Court business and decision-making

- 5.5.1 Members should take care to read and reflect on all papers to be considered at a forthcoming meeting of the Court 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 Court in fulfilling its responsibilities, he or she should relay their views and suggestions to the Secretary.
- 5.5.2 Members should participate in discussions and decision-making, contributing their experience and expertise to their fullest extent, in an honest, open and objective manner.
- 5.5.3 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 the Court.
- 5.5.4 Members should contribute to the work of the Court 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 Court.
- 5.5.5 When a consensus decision cannot be reached and a vote is required, members should vote objectively and dispassionately.
- 5.5.6 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 the Court, 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 Court no request for inclusion of a note of dissent shall be considered.

- 5.5.7 All members who will be absent from a meeting of the Court shall be entitled and encouraged to submit their view on any item on the agenda, especially on those items where Court 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 Court member has no objection to the Court giving its approval for any matter so presented.

6 REVIEW OF STANDING ORDERS

- 6.1 The above Standard Orders were approved by the Court on 20 November 2020 and will be reviewed by the Court annually.
- 6.2 All members of the Court and the Secretary shall be entitled to seek an earlier review and/or change of the Standing Orders of the Court, provided that a simple majority of Court members agree to such a recommendation.

Any member of the Court wishing to raise a matter concerning the Standing Orders should do so via the Secretary.