

## COURT: STANDING ORDERS

### 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 Composition

The composition and membership terms of Court members will be in accordance with Section 1 of [Statute 4: The Court](#). [hyperlink has been provided]

#### 2.2 Chair of the Court

The membership of the Chair of Court will be in accordance with Section 4 of [Statute 4: The Court](#). [hyperlink has been provided.]

#### 2.3 Deputy Chair of the Court

The membership of the Deputy Chair of Court will be in accordance with Section 5 of [Statute 4: The Court](#). [hyperlink has been provided]

#### 2.4 Removal of members

- 2.4.1 The removal of a member of the Court will 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' and Ordinance B3: 'Appointment of Members of the Senate to the Court' no member of staff or 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'.

- 2.4.2 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 will 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 their 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 their office or membership or to comply with the conditions of tenure of their 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 will 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 will 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 will be contained within the Ordinances.

## **2.5 Non-Court member attendees at meetings**

- 2.5.1 The Chancellor of the University will be entitled to request copies of any or all Court meeting papers and will be entitled to attend meetings of the Court.
- 2.5.2 The Secretary will have the right to attend, and will 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.
- 2.5.3 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.
- 2.5.4 The Chair will have the power to ask any attendee to withdraw if their presence at a discussion is judged by the Court to be inappropriate.
- 2.5.5 Individuals who are regular attendees at meetings of the Court will normally be provided with a copy of all meeting papers. The Chair of the Court, or the Secretary in consultation with the Chair, will determine if any paper should be restricted to Court members only. The Secretary will see all papers for all meetings of the Court.
- 2.5.6 The Chair, or the Secretary in consultation with the Chair, may invite 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.
- 2.5.7 "Observers" may be invited to attend meetings of the Court, for example, for personal or professional development purposes. Persons in this category will 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 will schedule ordinary meetings at such dates and times as it may decide and will 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 'strategy day' meetings will normally be scheduled at least two years in advance. A notice will 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 will 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 will be ensured that the Secretary is available to attend, and that a quorate number of Court members can be present.

A minimum of seven days' notice will 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 will 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 2.5.2, above.

### **3.2 Notice of meetings**

3.2.1 Notice of all meetings will be issued by the Secretary. The notice will 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 will 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 will 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 Court Interim Business Committee business**

It will 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. 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 Court Interim Business Committee; and
- iv. an item of business for the Court Interim Business Committee can be dealt with by correspondence.

Where the matter of business relates to the Chair of the Court, the decision will be at the discretion of the Deputy Chair 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 will 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 should be non-contentious; such matters should 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, in appropriate circumstances agreed with the University Secretary, also in hard copy.

- 3.4.6 It will 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 which was not included on the circulated agenda, but which the Chair considers to be urgent. If the matter requires a Special Resolution then it may not be tabled.
- 3.4.8 At their 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 will 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 will 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 will be responsible for arranging web-posting of meeting minutes as soon as may be following the Court meeting at which the minutes are approved. This will be in accordance with the University’s [Publication Scheme](#).
- 3.5.3 Sections of the minutes which are deemed to be exempt under the Freedom of Information (Scotland) Act 2002, shall be clearly marked in the minutes. These sections will be redacted from the published version of the minutes.
- 3.5.4 No member of the Court, or any person in attendance, will be permitted to divulge information arising from any Court business unless specifically authorised to do so by the Chair of the Court.

It will be assumed that the Principal has such authorisation 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 will be assumed that the Secretary has such authorisation to carry out their 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 Court meeting, will 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 fulfils 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;
- 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 will 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 Court meeting.
- 4.1.3 The Chair will 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 Court Interim Business Committee impractical.

## **4.2 Quorum**

- 4.2.1 In accordance with [Statute 4: The Court](#), 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, will 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 will be accounted for as present and will 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 will 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.

In the absence of a quorum, the Chair of the meeting will 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 will 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 at a meeting will be agreed by a majority of the members present. It will be normal practice for a decision to be reached by consensus, without the requirement for a formal vote.
- 4.3.2 Whether to proceed to a formal vote will be at the discretion of the Chair.
- 4.3.3 Voting will normally be undertaken by a show of hands.
- 4.3.4 The Chair will have the discretion to decide for good cause that voting may be undertaken by secret ballot. On any such occasions the Chair will invite written vote submissions to be passed to the Chair. The results of the secret ballot will be verified by the Secretary, or in their absence by the minute clerk at the meeting. The Secretary or the minute clerk will relay the results to the Court membership as soon as possible 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, will be by agreement from the majority of the members present at the meeting.
- 4.3.5 All members of the Court will be entitled to vote. Individuals who are not members, but who have been invited to attend a meeting of the Court will not be permitted to vote.

4.3.6 The decision will 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 It will 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 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 Declarations of Interest**

4.5.1 The Chair will invite declarations of interests at meetings of the Court, in accordance with the terms of the University's [Policy on Court and Court Committee Membership](#).

#### **4.6 Reserved business**

4.6.1 All members of the Court will 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.

4.6.2 The decision to declare items as 'reserved' will 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.

4.6.3 The Chair, following consultation with the Secretary, will determine which items of business should be designated as reserved and will define the group of members who will be permitted access to the information.

4.6.4 The Secretary will take steps to anonymise sensitive personal information on any 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 4.6.3, above, need to be applied.

4.6.5 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.

4.6.6 The results of a vote on a reserved item of business will be notified by the Secretary or the minute clerk to the full Court membership as soon as possible 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.

4.6.7 The minute of any reserved item of business will record the criteria cited for the designation whilst maintaining the non-disclosure of the restricted information.

#### **4.7 Minutes of meetings**

4.7.1 The Secretary will be responsible for ensuring that all decisions of the Court are properly recorded in the minutes of the meetings.

4.7.2 The names of members and other individuals present at a meeting will be recorded in the minutes of the meeting.

4.7.3 The minutes will be submitted for approval at the next ordinary meeting of the Court. An electronic master copy will be maintained by the Secretary.

4.7.4 The minutes of each meeting will be published on the University's website once they are approved by the Court. Sections that are exempt under freedom of information or data protection legislation will be redacted.

#### **4.8 External Auditor**

4.8.1 The external auditor will 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.

- 4.8.2 The external auditor will be entitled to attend the Court meeting (or appropriate committee meeting) at which the University's annual report and financial statements are presented.

#### **4.9 The Secretary**

- 4.9.1 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.
- 4.9.2 The Secretary will be solely responsible for providing legal advice to or obtaining it for the Court.
- 4.9.3 The Secretary will 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 (2023) are: Duty; Selflessness; Integrity; Objectivity; Accountability and Stewardship; Openness; Honesty; Leadership; and Respect.

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

- 5.1.2 Court members must sign terms of appointment that require them to conduct themselves in accordance with the adopted Principles of Public Life, act in the interests of the University, and 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 minute clerk 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 on items of Court business 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 [Policy on Court and Court Committee Membership](#) relating to conflict of interest, and comply with 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 [Policy on Court and Court Committee Membership](#).
- 5.4.2 The proceedings of Court meetings and the details of Court discussions 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 for a Court meeting and seek any additional information or necessary clarification required from the Secretary. Where a member believes that changes to the content or presentation of meeting papers would better assist the Court in fulfilling its responsibilities, they 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 their dissent is recorded in the minutes at the meeting where the decision was passed.
- 5.5.7 All members who will be absent from a meeting of the Court will 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 submissions will 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 approving any matter presented.

## **6 REVIEW OF STANDING ORDERS**

- 6.1 The above Standard Orders were approved by the Court on 5 December 2024 and will be reviewed by the Court annually.
- 6.2 All members of the Court and the Secretary will be entitled to seek an earlier review of and/or change to the Court Standing Orders, provided that a simple majority of Court members agree to their recommendation.

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