

## GUIDANCE FOR PROSPECTIVE STAFF MEMBERS OF THE COURT

### 1. Standing for election to the Court: Equality and Diversity

The University encourages any member of staff at any campus who is enthusiastic for the success of the University, motivated to achieve change, and who is keen to apply their skills and experience in ways that will add value to the work of the Court to consider standing for election.

The University is committed to achieving greater diversity across the membership of the Court and recognises that governance and decision-making are enhanced when the knowledge and background experience brought to the work of the Court are broadly based. The University therefore especially encourages staff members from all different backgrounds and perspectives to consider standing for election. Female members of staff are especially encouraged to put themselves forward for election, as women are currently under-represented on the Court.

### 2. Role and responsibilities of Court members

Court members make up the body recognised as the trustees of the University and as such they are bound by the Charities & Trustee Investment (Scotland) Act 2005 which sets out the duties of charity trustees (Chapter 9). ([http://www.legislation.gov.uk/asp/2005/10/pdfs/asp\\_20050010\\_en.pdf](http://www.legislation.gov.uk/asp/2005/10/pdfs/asp_20050010_en.pdf))

The Act also explains the circumstances in which individuals would be **disqualified** from becoming a Charity Trustee.

- **The Scottish Code**

The 'Scottish Code of Good Higher Education Governance', which sets the governance standards for higher education institutions in Scotland, is clear on the responsibilities of governing bodies:

*"The governing body must take responsibility for ensuring the effective management of the Institution, planning the Institution's strategic direction and future development and advancing its mission. The governing body has ultimate responsibility for all the affairs of the Institution and must ensure that there are appropriate arrangements for financial management. It must satisfy itself that the Institution is compliant with all relevant legal and regulatory obligations and operates with high levels of social responsibility."*

We apply the same standards of good governance across all parts of the University.

The Scottish Code of Good Higher Education Governance is available at: <http://www.scottishuniversitygovernance.ac.uk/2017-code/>

- **Primary responsibilities**

The specific duties and responsibilities of Heriot-Watt University Court are set out in its Statement of Primary Responsibilities. This can be found at: <https://www.hw.ac.uk/services/docs/secretariat/statement-of-primary-responsibilities.pdf>

As implied by the Statement of Primary Responsibilities, the role of Court member at Heriot-Watt University involves a significant level of responsibility and personal commitment. It should not be entered into lightly.

Members of the Court are expected to:

1. make a positive and enthusiastic contribution to the development of the University, through sharing of their skills and experience;
2. review the University's performance, monitoring and ensuring the robustness and transparency of the required controls, governance and assurance systems;
3. be ambitious for the University;
4. be a critical friend and advocate of the University;
5. challenge and to debate constructively and contribute to the effectiveness the Court and any Court committee they serve as part of a cohesive group with collective responsibilities;
6. analyse complex issues and apply strategic and analytical approaches to the collective decision making process;
7. recognise and respect the balance and interactions between governance and executive management functions;
8. support equality and diversity;
9. seek to advance their knowledge and understanding of the complex and changing higher education environment, nationally and internationally; and
10. participate in the life of the University more widely, availability permitting.

No Court member should be led by a narrow field of interest in their contribution to the Court, or confuse matters which rightly belong in the domain of University management with the governance responsibilities of the Court.

In return for the personal commitment made by members of the Court, there are significant benefits. The opportunity will be attractive to individuals who value the experience of working alongside other forward-thinking people and who wish to share that particular sense of satisfaction and pride that the successes of the University bring to members of our governing body.

### 3. Court members: values and conduct

All governing bodies should take the lead in establishing and promoting the values for the organisations that they govern. This means that each individual member of the governing body is expected to lead by example and demonstrate, on a personal level, the highest standards of conduct and behaviour.

- **Nine Principles of Public Life**

The Court is committed to conducting its business in accordance with governance best practice (reflected in the Nine Principles of Public Life in Scotland). These should be at the forefront of Court members' thinking and should be used to guide judgements and decision-making. The Nine Principles are:

**Duty:** Holders of public office have a duty to act in the interests of the public body of which they are a Board member and to act in accordance with the core tasks of the body.

**Selflessness:** Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

**Integrity:** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

**Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability and Stewardship:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness:** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership:** Holders of public office should promote and support these principles by leadership and example.

**Respect:** Holders of public office must respect fellow members of their public body and employees of the body and the role they play, treating them with courtesy at all times.

#### 4. Being a staff member of the Court

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

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

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

Staff governors should not be seen to be actively conflicted between their staff and governor roles. For example, a staff governor should not lobby or be lobbied on behalf of any group but should fulfil a full and impartial role as a University governor and, *as part of their responsibilities*, be concerned for the welfare of all staff, and students too, at all our locations.

#### 5. Time commitment

It is expected that members of staff standing for election to the Court shall do so with the intention that they will be available to serve for the full three year term of membership. It is therefore not a suitable role for a member of staff who is employed on a contract which is due to end well before the end of the term of appointment.

The Court holds meetings seven times each year throughout the period from January to December. Each meeting lasts at least half a day. Two of the seven meetings are Court Strategy Days focused on the University's strategy and performance. These full day events are scheduled in May and November each year. Very occasionally an additional meeting of the Court might be called to deal with any urgent business arising. In addition, Court dinner meetings\* are normally held on the evening before each Court meeting (*\*currently suspended*). These involve themed discussions aimed at increasing Court members' understanding of topical areas of interest to the University and providing Court members with the opportunity to contribute their view to any developing University policy or strategy. Court members are

expected to attend dinner meetings regularly. *At the time of writing meetings of the Court are being conducted by video link via Teams).*

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

It is essential that each Court member maintains a high level of attendance at meetings. The Court's Attendance and Participation Policy can be viewed at: <https://www.hw.ac.uk/uk/services/docs/secretariat/court-attendance-policy.pdf>

It is expected that individuals who are appointed as members of the Court will also be prepared to serve on a committee of the Court if they are invited to do so. The total necessary time commitment could therefore extend to around 20 days or more, including Court, Court Committee and Court Dinner Meeting time.

## **6. Committees of the Court**

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

Court committees, which normally meet 4 or 5 times each year, currently include the following: Audit and Risk Committee; Court Interim Business Committee; Finance Committee; Global Student Liaison Committee; Governance and Nominations Committee; Remuneration Committee; Infrastructure Committee; Endowment Committee; and Staff Committee.

## **7. Governor induction and development**

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

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

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

## **8. Further sources of advice**

For advice on the roles and responsibilities of University governors contact: Ruth Moir, University Secretary, Email: [r.j.moir@hw.ac.uk](mailto:r.j.moir@hw.ac.uk)

For more general advice about the work of the Court and its committees, contact the Head of the Policy and Governance Division: Marc A Quinn, Email: [m.a.quinn@hw.ac.uk](mailto:m.a.quinn@hw.ac.uk)

## **9. Advice on managing any potential conflict of interest**

A staff member who is interested in standing for election to the Court should ensure that membership will not give rise to any substantial conflict of interest. Minor conflicts may arise for Court members from time to time and there are processes for managing these. Should a staff member be concerned about a larger potential conflict they should seek advice at an early stage from Ruth Moir, University Secretary, Email: [r.j.moir@hw.ac.uk](mailto:r.j.moir@hw.ac.uk)

The 'Ethical Business: Conflict of Interest Policy for Governors' can be viewed at: <https://www.hw.ac.uk/uk/services/docs/secretariat/Conflict-Interest-Policy-governors.pdf>

This sets out particular responsibilities of governors as 'Trustees' and their obligation to avoid conflict of interest situations. The Policy includes additional guidance for staff governors.

**10. Court appointment terms and new member declaration**

A sample appointment letter for new members of the Court can be [viewed online](#)

As part of the criteria for appointment by the Court, Court a candidate will be required to confirm their acceptance of the terms set out in the letter of appointment.

**11. Remuneration**

No remuneration is attached to the role of Court member, therefore this opportunity will be attractive to exceptional individuals who will value the experience of working alongside other forward-thinking people and sharing in the satisfaction and sense of pride associated with contributions to the University's future success. All reasonable out of pocket expenses can be reimbursed to members by arrangement. Reimbursements will be made in accordance with the University's Travel and Expenses Policy: <https://www.hw.ac.uk/documents/travel-expenses-policy.pdf>

Ruth Moir,  
University Secretary and Returning Officer  
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