

## ORDINANCES AND REGULATIONS COMMITTEE

### Terms of Reference

| 1 Constitution and Purpose   |   |
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| 1.1                          | In accordance with <b>Statute 4 (clause 6, paragraphs e and f)</b> , the Court has established the Ordinances and Regulations Committee as a Joint Committee of the Court and the Senate.   |
| 1.2                          | The purpose of the Ordinances and Regulations Committee is to advise the Court and the Senate on matters related to Ordinances and Regulations and to keep under review the Charter, Statutes, Ordinances and Regulations of the University.  |
| 2 Remit                      |   |
| 2.1                          | The Court and the Senate delegate authority to the Ordinances and Regulations Committee to: <ul style="list-style-type: none"> <li>i. keep under review the Charter and Statutes, Ordinances and Regulations of the University.</li> <li>ii. consider the forms of the Charter and Statutes, Ordinances and Regulations and any material changes thereto, and to make recommendations thereon to the Court and the Senate as appropriate.</li> <li>iii. draft as required amendments to the Charter and Statutes and new Ordinances and Regulations.</li> </ul>   |
| 3 Composition and Membership |   |
| 3.1                          | In accordance with Ordinance B9, the Court after consultation with the Senate shall prescribe the composition of joint committees. The Court and the Senate may appoint as members to a joint committee persons who are members of the Court and members of the Senate and persons who are not members of the Court or members of the Senate.   |
| 3.2                          | The Court and the Senate may appoint, as full members or as co-opted lay members, members of the Ordinances and Regulations Committee persons who are not members of the Court or the Senate. It is normally accepted that members appointed by the Court and the Senate and who are not members of the Court or members of the Senate shall be full members unless specifically stated to be co-opted lay members.   |
| 3.3                          | The composition of the Committee, which has been approved by the Court and the Senate, is: <ul style="list-style-type: none"> <li>▪ The Chair of the Court / Deputy Chair of Court, <i>ex officio</i> (normally one or other will attend)</li> <li>▪ The Principal and Vice-Chancellor, <i>ex officio</i></li> <li>▪ Director of Governance and Legal Services, <i>ex officio</i></li> <li>▪ Academic Registrar, <i>ex officio</i></li> <li>▪ Four members appointed by the Court, of whom at least two shall be members of the Court</li> <li>▪ Four members appointed by the Senate, of whom at least two shall be members of the Senate</li> </ul>   |
| 3.4                          | The Committee's current membership is: <p><u>Chair:</u></p> <ul style="list-style-type: none"> <li>• Professor Fiona Waldron # <span style="float: right;">{appointed to 31 July 2022}</span></li> </ul> <p><u>Vice-Chair:</u></p> <ul style="list-style-type: none"> <li>• <i>To be appointed in due course</i> <span style="float: right;">{appointed to dd/mm/yyyy}</span></li> </ul> <p><u>Ex Officio Members:</u></p> <ul style="list-style-type: none"> <li>• Mr Grant Innes*, Chair of Court OR Ms Morag McNeill*, Deputy Chair of Court</li> <li>• Professor Richard A Williams* #, Principal and Vice-Chancellor</li> <li>• Ms Sue Collier, Director of Governance and Legal Services.</li> <li>• Mr Paul Travill, Academic Registrar</li> </ul> |

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|          | <p><u>Four Members Appointed by the Court:</u></p> <ul style="list-style-type: none"> <li>• Mr Mike Gregson {appointed to 31 July 2021}</li> <li>• Mr Graeme Dickson * {appointed to 31 July 2021}</li> <li>• Ms Dawn Skidmore * {appointed to 31 July 2022}</li> <li>• Professor Fiona Waldron # {appointed to 31 July 2022}</li> </ul> <p><u>Four Members Appointed by the Senate:</u></p> <ul style="list-style-type: none"> <li>• VACANCY</li> <li>• Dr Fadi Ghaith * #, Dean (Science and Engineering) {appointed to 31 July 2022}</li> <li>• Dr Amos Haniff * #, Dean (Pan-University) {appointed to 31 July 2022}</li> <li>• Dr Daniil Yurchenko #, School of Engineering &amp; Physical Sciences {appointed to 31 July 2021}</li> </ul> <p>* Denotes members of the Court<br/># Denotes members of the Senate</p> |
| 3.5      | <p>The following normally are in attendance at meetings of the Committee:</p> <ul style="list-style-type: none"> <li>▪ Mr John McDermott, Clerk to the Committee</li> </ul>   |
| 3.6      | <p>In accordance with Ordinance B9, the first period of office of a member of a joint Committee other than a member ex officio shall be for three years. A member of a joint committee other than a member ex officio shall be eligible for re-appointment for up to two further periods each of up to three years. The first period of office if less than three years shall not be reckoned in determining the eligibility of a member for re-appointment. For members of the Court and the Senate appointed to the Committee, their membership should run concurrently with membership of the Court or the Senate as appropriate.</p>  |
| <b>4</b> | <b>Equality and Diversity</b>   |
| 4.1      | <p>The Committee exercises its responsibility, as far as possible, to promote diversity of representation within its membership and the membership of any working group or committee established by the Committee. The Committee will also act, in carrying out the business of the Committee, to promote equality of opportunity for all.</p>  |
| <b>5</b> | <b>Quorum and Voting</b>  |
| 5.1      | <p>The quorum is three members at least one of whom is a Court member appointed by the Court and at least one of whom is a Senate member appointed by the Senate.</p>   |
| 5.2      | <p>Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to communicate with all members present at the meeting simultaneously shall be deemed to be present at the meeting and to count towards the quorum.</p>  |
| 5.3      | <p>When any meeting of the Committee is inquorate, the members present may wish to continue with the business of the meeting, noting the discussions and comments raised. In addition, comments may then be sought from the absent member or members via correspondence, and included within the minutes of the meeting. For items of business requiring formal approval by the Committee, comments and approval must be sought from the absent members via correspondence. An item will be deemed to have received approval when a quorate number of members have contributed to the decision making and the Committee as a whole has reached consensus.</p>   |
| 5.4      | <p>It is intended that decisions are normally reached by consensus following a full debate. There are no occasions stipulated in the Charter and Statutes which require a formal vote. Therefore, the Chair will normally seek agreement to the proposal in question, and only call for a vote either if there is a clear expression of dissent or if the matter is of particular significance.</p>   |
| 5.5      | <p>In accordance with Ordinance B9, all members of the Committee shall be entitled to vote at a meeting of the Committee.</p>   |
| 5.6      | <p>A decision shall be carried by a simple majority vote of the number of members present, provided that number is quorate</p>  |

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| 5.7                              | The Chair of the Committee shall have a deliberative and a casting vote.   |
| 5.8                              | Any person 'in attendance' at meetings shall not be entitled to vote.  |
| <b>6 Committee Chair</b>         |  |
| 6.1                              | The Court, after consultation with the Senate, shall appoint a member of the Committee, who is not a member ex-officio, to be the Chair of the Committee.  |
| 6.2                              | The Court, after consultation with the Senate, shall appoint a member of the Committee, who is not a member ex-officio, to be the Vice-Chair of the Committee.   |
| 6.3                              | If the Chair is a member who has been appointed to the Committee by the Senate, then the Vice-Chair shall normally be drawn from those members who have been appointed to the Committee by the Court (and who is a member of the Court), and vice-versa.   |
| 6.4                              | In the absence of the Chair of the Committee, the Vice-Chair shall be the Chair for that meeting. In the absence of both the Chair and the Vice-Chair, a person elected from among the members of the Committee who are present at the meeting shall be the Chair for that meeting or until such time as the Chair or the Vice-Chair arrives.  |
| <b>7 Frequency</b>               |  |
| 7.1                              | The Committee usually meets at least three times per academic year.  |
| 7.2                              | Additional meetings may be held in order to meet business requirements at the request of the Chair.  |
| <b>8 Attendance at Meetings</b>  |  |
| 8.1                              | Other persons whose knowledge and experience would be of value to the Committee may be invited to attend meetings and receive committee papers.  |
| 8.2                              | The Committee will maintain a record of attendance at each of its meetings and will include this information in any reports to the Senate and the Court.   |
| 8.3                              | Any member not attending three or more meetings consecutively (without good reason) may have their membership reviewed by the Chair and the University Secretary. Members are required to submit any apologies for absence to the Clerk of the Committee at the earliest opportunity.  |
| 8.4                              | Members are expected to attend meetings on a regular basis. If it is logistically feasible, members are expected to attend meetings in person. When not feasible to attend in person, and with the consent of the Chair, attendance may be provided by audio-visual conferencing or other means.   |
| <b>9 Reserved Business</b>       |  |
| 9.1                              | There may be occasions when a Committee's business is designated reserved. On such occasions, with the approval of the Chair, any individual may be asked to withdraw from the meeting during consideration of a particular reserved item of business.   |
| 9.2                              | The record of matters which the Chair and the Committee are satisfied should be dealt with on a reserved basis will be recorded separately.  |
| <b>9(a) Conflict of Interest</b> |  |
| 9.3                              | Where it is identified that a member of the Committee has a conflict of interest with respect to a given matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision-making or may require complete non-participation and/or withdrawal from that part of the meeting. |
| 9.4                              | All instances of identified conflicts of interest shall be recorded in the minutes.  |
| <b>10 Reporting Procedures</b>   |  |
| 10.1                             | The Committee will report to the Senate and/or the Court as appropriate on any matters which the Committee considers ought to be brought to the attention of the Senate and/or the Court and on any  |

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|                            | matters requiring the approval of the Senate and/or the Court. The report will usually be submitted to the Court via the Senate.  |
| 10.2                       | The Committee will submit regular reports to the Senate and/or the Court as appropriate. Matters requiring the approval of the Senate and/or the Court will be highlighted in the Committee's report. The Chair will approve the content of reports before release, including the redaction of any information deemed necessary for reasons of confidentiality.   |
| 10.3                       | The Chair of the Committee will report to meetings of the Senate and/or the Court as appropriate on any matters which the Committee considers ought to be brought to the attention of the Senate and/or the Court as appropriate and on any matters requiring the approval of the Senate and/or the Court.  |
| 10.4                       | The Committee's records (agenda, papers, minutes) are included in the University's Freedom of Information Publication Scheme. Information will be readily accessible on request to members of the public under the terms of the Freedom of Information (Scotland) Act 2002 (FOI(S)A) with the exception of information which is deemed to be covered by a specific exemption under the Act. Minutes and reports of the Committee will denote those areas of reported business which are deemed to fall within the designation of information which is 'exempt' under the FOI(S)A. |
| 10.5                       | Minutes will be distributed to Members of the Committee within a reasonable period after meetings.  |
| <b>11 Forward Planning</b> |   |
| 11.1                       | The Committee will annually review its Terms of Reference and submit recommendations on these to the Senate and, via the Governance and Nominations Committee, to Court.  |
| 11.2                       | The Committee will set its meeting dates two years in advance, aligned to the schedule of meetings of the Senate and the Court.   |

## Supporting Information

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| <b>Groups Feeding Into the Ordinances and Regulations Committee</b>   |   |
| None.   |   |
| <b>Effectiveness and Lifespan</b>   |   |
| Lifespan ongoing. Effectiveness reviewed five-yearly as part of the reviews of effectiveness of the Court and the Senate. |   |
| <b>Actions that may be taken by the Committee</b>   |   |
| The Committee may:  |   |
| <ul style="list-style-type: none"> <li>• Note</li> <li>• Receive</li> <li>• Consider</li> </ul>                           | <ul style="list-style-type: none"> <li>• Recommend</li> <li>• Agree</li> <li>• Reject</li> </ul>    |
|   | <ul style="list-style-type: none"> <li>• Recognise</li> <li>• Endorse</li> <li>• Approve</li> </ul> |
| <b>Most Appropriate Minuting Style</b>  |   |
| Traditional/formal minutes in accordance with internal University guidance.   |   |
| <b>Resources</b>  |   |
| Clerk   | Mr John McDermott, Officer to Corporate Governance  |
| Meetings  | Normally at least three times per year.   |