1. **Background**  
The University Court is committed to fully complying with the 2017 version of ‘The Scottish Code of Good Higher Education Governance’ (The Scottish Code). Article 42 of the Code stipulates a minimum requirement in relation to frequency of meetings of the governing body, and also expectations in relation to individual members. “Members should attend all meetings where possible.”

2. **Purpose**  
The purpose of the Court Attendance and Participation Policy is to support optimum contributions from individual members of the Court and of committees of the Court. Given the wide-ranging responsibilities of the Court and its position of public accountability, it is essential that each member aims to contribute as fully as possible to their governance role. Maintaining a high level of attendance at meetings throughout the year is essential to this aim.

This Policy sets out requirements associated with both the **level of attendance** at scheduled meetings of the Court and its committees, and also the wider participation of Court members through their individual **contributions to the work of Court committees**.

The Policy forms part of a range of constitutional, policy and other documents which, combined, set out requirements and expectations in relation to the conduct of Court and the individuals who serve the Court. It should be read in conjunction with relevant parts of the Charter, Statutes and Ordinances and advice provided to prospective and new Court and Court committee members.

3. **Scope**  
This Policy applies to all members of the Court and all members of standing Committees of the Court (currently: Audit and Risk, Campus, Emergency, Finance, Governance & Nominations, Global Student Liaison, Remuneration and Staff Committees) as well as established short-life oversight committees or boards of the Court.

4. **Definition of a Court / Court committee attendance problem**  
An attendance problem is deemed to arise in any of the following circumstances:

- The member has **three consecutive notified absences** from the scheduled ordinary* meeting cycle;
- The member has **two consecutive un-notified absences** from the scheduled ordinary meeting cycle (un-notified means that the member did not report their anticipated absence to an appropriate point of contact, i.e. the Secretary or a member of the supporting Secretariat, or failing either of those, the Chair directly); and
- The member is **absent from more than one third of the total number of scheduled ordinary meetings** in the annual autumn to summer session.

*scheduled ordinary meetings shall normally be taken to mean the agreed schedule of regular meetings (including away day meetings) in the year which is set up to two years in advance or, where a date has been changed or added to the schedule, a reasonable** period of notice has been provided to individuals. (**It should be recognised that individuals’ circumstances may vary widely in terms of other commitments they must accommodate. What constitutes ‘reasonable’ notice may need therefore to be judged on an individual basis).
4.1 Three consecutive notified absences

A member who is in the position where they know that they will miss a third consecutive meeting where notification is being provided, should consult with the Chair of Court or the Chair of the committee, as relevant, to discuss the circumstances surrounding the continuing absences. The aim of the discussion should be to enable the Chair to understand the situation fully and to determine whether a resolution can be reached.

Such circumstances may be agreed between both parties either to be exceptional and of a temporary nature, or likely to persist as an ongoing conflict of commitment with no acceptable resolution likely in the near future.

The following options should be agreed with the individual:

- where circumstances are recognised as exceptional and temporary in nature, future attendance should be kept under review for an agreed reasonable period of time, following which the situation be revisited if required. It may be appropriate, depending on individual circumstances, to agree a temporary stand-down period for the member if this will be helpful; or
- where the attendance problem is likely to persist, due to evident conflict with other commitments, and where no guarantee can be provided on achieving a high level of attendance over the remaining period of the annual session, the member should be invited by the Chair to resign from his/her membership. Where it might become necessary, appropriate steps should be taken in accordance with the relevant University Ordinance to formally remove an individual from the membership.

Decisions shall be taken at the discretion of the Chair; however, he/she should seek advice from the Secretary of the University before embarking on any particular course of action.

4.2 Two consecutive un-notified absences

Court and Court committee members are expected to provide timely notice of intended absence from meetings. This should normally be provided on a timely basis via the Secretariat following the issue of correspondence seeking such notices.

Where a member has failed to attend two successive ordinary meetings without providing an explanation, they shall be deemed to have withdrawn from their responsibilities as a Court or Court committee member and steps should be taken, overseen by the Chair of the Court to formalise their removal from the membership in accordance with any procedures as set out in a relevant University Ordinance. The individual, having ceased to be a member of the Court or Court committee cannot be reinstated to the membership on subsequent provision of an explanation.

Where a member has failed to attend one ordinary meeting without providing an explanation, the Secretary of the University will write to that individual reminding him/her of the relevant provisions of this Policy and the potential for dismissal from membership in the case of further breach. The Chair of Court / Chair of Court committee, as appropriate, shall receive a copy of the correspondence.

4.3 Absence from more than one third of scheduled ordinary meetings

The University considers that, in order for members individually and collectively to discharge their responsibilities to the governance of the University adequately, individual members of the Court and its committees should attend no less than two-thirds of the meetings scheduled in an annual session. In practical terms, this should be taken to mean attending at least 2 out of 3
meetings, 3 out of 4/5 meetings, 4 out of 6 meetings, 5 out of 7/8 meetings, 6 out of 9 meetings etc, etc.

When an individual’s level of absence is reaching the threshold set by this Policy and one further absence in the year will lead to default, the Secretary of the University will write to the member reminding him/her of the relevant provisions of this Policy. The individual should be advised at this stage to consult with the Secretary or the Chair should they have concerns about their ability to achieve the required level of attendance across the full annual cycle. The Chair of Court / Chair of Court committee, as appropriate, shall receive a copy of the correspondence.

5. Internet and Telephone Conference participation in meetings.
   
The University aims to support governors who, on occasion, may not be able to travel to attend a meeting in person. Facilities such as Skype via the internet and telephone conference equipment should therefore be made available as far as possible to assist members’ participation. In accordance with the University’s constitutional rules, a member using these means shall be considered and treated as a fully participating member, provided that the means used enables the member to speak to other members and to be heard by other members simultaneously.

   Such methods of participation have certain drawbacks and are not entirely ideal. It is expected therefore that these facilities will be used on an exceptional basis and by those Court or Court committee members or regular attendees who reside overseas. Due to the particular limitations of telephone conference calls, this mode should be reserved only for situations where it is not possible to use Skype. Court and Court Committee members are expected to participate in most meetings in person.

   A remote form of participation by an individual in the role of Chair is strongly discouraged and should be considered as an option only in exceptional circumstances.

   It is expected that attendance at Court Strategy Day events will be in person.

6. Court members who reside outside of the UK
   
   Section 5, above, explains the facilities that can be used in exceptional occasions when it is not possible for an individual to travel to a meeting. Use of these facilities would also apply in the case of a member who lives a considerable distance away (i.e. outside of the UK) and where a substantial amount of travel time would be involved.

   The Court normally meets six times each year. This includes four business meetings and two full-day ‘Strategy Days’ where attendance is especially important.

   It is customary for every Court member to sit on one of the committees of Court, as well as attending meetings of the Court itself. Where a Court member lives far from Edinburgh, there is scope to substitute a skype call for attending in person at every meeting of the appropriate committee, where this would reduce the overall burden of travel on that member. The University will reimburse reasonable and necessary expenses for a Court committee member residing overseas to attend one Court committee meeting each year.

   In the case of a Court member residing overseas, the University will reimburse reasonable and necessary expenses associated with a maximum of four (increase to five if the Court agrees to two additional meetings in the year (Jan/early Feb meeting plus public stakeholder meeting?)) return journeys (to include two Strategy Day return journeys) and any reasonable necessary accommodation or other costs to enable attendance at Court meetings in Scotland in accordance with the Court Attendance Policy.

   Where travel is from a UK location, or a location close to the UK carrying a similar level of travel cost, the University will consider it reasonable to reimburse the cost of travel to all scheduled Court meetings in the year. Court members should ask for advice on costs before making any high cost bookings and seek advice and prior approval from the Secretary of the University.
7. Membership of Court committees by members of the Court

Committees of the Court are vital in assisting the Court to meet its wide-ranging responsibilities. They represent the workings arms of the Court, reviewing the work of the University in more depth. Their memberships include members of the Court as well as other suitably experienced independent lay persons who are not members of the Court.

Court members are expected to widen their participation in the work of the Court by joining the membership of at least one standing committee of the Court. Such invitations to Court members will usually be on the basis that the individual has skills or background experience that is relevant and complementary to the existing membership.

In addition, members’ other commitments permitting, individuals may be asked to extend their governance role in other ways, for example: by joining a short life oversight board; by joining a selection panel; by engaging in some way with a particular area of activity in the University; or by representing the University in some way.

8. Court and Court committee member appraisal processes

The attendance and participation of a member in terms of this Policy shall form a part of the criteria applied when evaluating the performance of that member:

a) for the purposes of a programme of regular performance appraisal;
b) in considering a renewal of membership when the member’s initial term of office comes to an end; or
c) in considering a move from co-opted membership of a Court committee onto membership of the Court.

9. Travel expenses

Notwithstanding section 6 of this Policy, above, irrespective of the normal place of residence of our Court members, all necessary travel and subsistence costs are reimbursable by the University, provided that these are reasonable and allowable within the terms of the University’s Travel & Expenses Policy and there is adherence to the University’s Financial Regulations. Court members should ask for advice on costs before making any high cost bookings and seek advice and prior approval from the Secretary of the University.

10. Policy implementation

Prospective and new members of Court and Court committees shall be provided with access to the Court Attendance and Participation Policy and communications with applicants especially will emphasise expectations around the required commitment of time associated with the full role of University governor.

The Secretary of the University and the Chair of Court will annually review the collated data on individual governor attendance at meetings of the Court and Court committees and determine whether the Policy is working effectively.

The Governance and Nominations Committee and the Court will be invited to review the effectiveness of this Policy every three years.

Court and Court committee members shall be reminded of this Policy before the start of each new annual session and shall be invited to provide comments and suggestions on it.

11. Responsibilities

The Chairs of Court and committees of Court and the Secretary of the University jointly share responsibility for the effective operation of those bodies. This includes managing attendance levels of the associated memberships, and ensuring the effective implementation of this Policy.
Individual members are required to apply best endeavours in seeking to maintain a high level of attendance and where they have any concerns to approach the Chair of Court or Committee Chair as appropriate, and / or the Secretary of the University for advice.

The Secretariat shall maintain records of attendance and shall make any necessary reports to the Secretary of the University where circumstances may prompt a warning letter.

12. Reporting
In compliance with the requirements of the ‘UK Corporate Governance Code’ (Financial Reporting Council), membership of Court and Court Committees and the attendance record of individual members are included in the University’s Annual Accounts publication.

11. Further advice
Members who wish to seek further advice or support on matters related to this Policy should approach the Chair of Court or Committee Chair as appropriate, and / or the Secretary of the University.

12. Policy version and history

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<thead>
<tr>
<th>Version No</th>
<th>Date of Approval</th>
<th>Approving Authority</th>
<th>Brief Description of Amendment</th>
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<tr>
<td>V. 2.1</td>
<td>15 Dec 2017</td>
<td>The Court</td>
<td>Small areas of revision and additions made.</td>
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