1 The quorum for Court shall be seven (as determined by the Universities (Scotland) Act 1889) and for its committees shall be one third of members.

2 A senior lay member of Court (‘the Convener’) shall be appointed, following an open recruitment process and election and in accordance with the provisions of the Higher Education Governance (Scotland) Act 2016, approximately a year ahead of any vacancy occurring for this position. The Convener shall undergo an annual appraisal involving a consultation with all members of Court.

3 The Rector shall be the Ordinary President of the Court and shall chair such parts of the Court meetings as the Court may from time to time decide.

4 The Convener shall chair those parts of the Court meetings not chaired by the Rector, and shall undertake all the other responsibilities expected of a chair, including: responsibility for the leadership and effectiveness of Court; and for ensuring that there is an appropriate balance of authority between Court and the Principal.

5 A Vice-convener may be appointed by Court, from among the lay members of Court, on the nomination of the Convener and for such period as s/he may specify provided it does not exceed that lay member’s term on Court. The Vice-convener will deputise for the Convener in the Convener’s absence.

6 A Vice-chair of a Court Committee may be appointed by Chair of that Committee, from among the lay members of that Committee, and for such period as the Chair of that Committee may specify provided it does not exceed that lay member’s term on Court. The Vice-chair will deputise for the Chair in the Chair’s absence.

7 If a vote is necessary, the motion will be passed if a majority of those present vote in favour of it, provided that the meeting is quorate. The person chairing the meeting shall have a deliberative and a casting vote.

8 The Court shall commission an effectiveness review of its operation every 3 years, alternating between light touch and extensive in scope, always with the assistance of an external facilitator, who shall be different on each occasion.

9 The Court shall review the remit and membership of all its Committees annually.

10 With the exception of ex-officio members:
   
   • members should normally be appointed to Committees for terms of four years;
   
   • no member of a Committee should normally serve for more than two terms consecutively;
a Committee shall have the right to remove as a member of the Committee persons who do not attend meetings on a regular basis (less than 60% attendance), provided that the person whose membership is proposed for termination shall have the right to be heard in his/her own defence by the Committee.

11 The Nominations Committee shall recommend to Court individuals to be co-opted on to Court; it may also recommend other individuals for Court to appoint as members of its Committees. Committees may, subject to Court approval, co-opt individuals with specific expertise as members in order to deal with specialist items of business. Nominations Committee will promote equality and diversity considerations in its recruitment activities for Court and its committees; and will be mindful of the sector’s commitment to aim for gender-balanced governing bodies at every institution, defined as having at least 40% of each gender among those members who are appointed by the governing body.

12 If a Committee establishes a working group, it should clearly define its remit and the timescale within which it should work. The working group should be wound up when its function has been fulfilled.

13 Court has given authority to the Conveners of Committees to take urgent action on behalf of their Committees, when necessary, between meetings. If such delegated authority is exercised, the nature of and reason for the action should be reported to the next meeting of the committee.

14 Court has given authority to the Secretary of Court to act on its behalf between meetings on matters of routine business. The Secretary of Court shall be answerable to Court for any action which he/she takes on its behalf and a written report shall be made to the next meeting of Court detailing any such action taken for endorsement by Court.

15 Court has given authority to the Convener, the Principal and the Secretary of Court to act together on behalf of Court between meetings on matters of other than routine business. These persons shall be answerable to Court for any action they take on its behalf and a written report shall be made to the next meeting of Court detailing any such action taken for endorsement by Court.

16 Committees should determine and publicise at the start of an academic year their schedule of meetings; thereafter changes to dates/times should be kept to a minimum.

17 The agenda and papers for meetings of Court and its Committees should normally be circulated not less than 7 days in advance of the meeting. Papers for Court will focus on key issues requiring Court's consideration and, where applicable, will be accompanied by a summary; if necessary, background papers will be made available on-line for reference. Papers should only be tabled in exceptional circumstances.

18 A member of Court is required to notify the Secretary of Court at least 2 days before a Court meeting, if the member of Court has an item or items for consideration as Any Other Business at that meeting.
19 If Court believes there may be good reason to remove an individual from membership of Court, it shall delegate the matter to the Nominations Committee, which shall consider the case, hear the member's defence and make a recommendation to Court. Criteria for removal from membership of Court shall include persistent absenteeism, medical incapacity, legal impediment and breaches of the Code of Conduct for Members of Court. (Appendix A).

20 Should Court members have concerns about the way Court is operating, they should in the first place raise these concerns with the Convener. The Senior Senate Assessor and the Chancellor's Assessor have joint responsibility for receiving any concern felt by a Court member about the conduct of Court business, where the member does not wish to raise this directly with the Convener, for identifying any concerns among Court members about the conduct of Court business, and for raising these with the Convener.

21 Court shall hold 5 regular meetings plus one Strategy Day and one Induction Day in each academic year and, if business requires it, a special meeting may be called from time to time. In addition, briefing sessions may be arranged on matters of importance. Appendix B is a schedule of meetings of Court and of its Committees in 2017/18.

22 Court members are encouraged to consider attendance at suitable training events, which will be brought to members' attention by the Court Office. Court members are also encouraged to observe committees where they would be interested in knowing what business the committees discuss and how the meetings are conducted.

September 2017
Appendix A

CODE OF CONDUCT FOR MEMBERS OF COURT

This Code of Conduct applies equally to all members of Court. The Court endorses the seven principles of public life as defined by the Committee on Standards in Public Life (see following page). In practical terms, these principles require that the Court and its members should observe the highest standards of integrity, objectivity and honesty in the transaction of all its business.

Members of Court should:-

- make all reasonable efforts to attend every meeting of Court. In the event of unavoidable absence, a member should inform the University Secretary or clerk prior to the meeting;

- read the papers to be considered by Court (normally circulated to members on the Wednesday prior to each meeting), consider their contents and seek any additional information or necessary clarification from the University Secretary, the convener of the committee concerned or the author of the paper;

- ensure, through the Convener, that their views relevant to an item under discussion are heard by Court;

- always bear in mind the best interests of the University;

- declare any personal or business interests which may conflict with their responsibilities to the University; leave the meeting and not participate in the decision-making process if there is a conflict of interest;

- participate in ensuring that discussions are held and decisions taken in an honest, open and objective manner and that taking sectional positions is avoided;

- when a consensus decision cannot be reached, vote objectively and dispassionately. If a member votes against a motion which is carried by the majority of those present, he/she should subsequently support the decision or, exceptionally, ask that his/her dissent is recorded. In extreme circumstances, for example if the matter is felt to be one of conscience or principle, a member may resign from the Court; and

- bring the same qualities of honesty, openness and objectivity to any work they have agreed to undertake on Court Committees or on working parties established by Court.
SEVEN PRINCIPLES OF PUBLIC LIFE

Selflessness
Holders of public office should take decisions 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 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
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.

These principles were set out by the Committee on Standards in Public Life
Schedule of Meetings of Court and its Committees 2017/2018

Court
Wednesday 11 October 2017
Wednesday 13 December 2017
Wednesday 14 February 2018
Wednesday 11 April 2018
Wednesday 20 June 2018

Audit Committee
Wednesday 20 September 2017
Tuesday 7 November 2017
Wednesday 21 February 2018
Wednesday 23 May 2018

Estates Committee
Tuesday 5 September 2017
Tuesday 31 October 2017
Monday 15 January 2018
Tuesday 13 March 2018
Tuesday 15 May 2018

Finance Committee
Tuesday 26 September 2017
Monday 20 November 2017
Wednesday 24 January 2018
Wednesday 28 March 2018
Wednesday 30 May 2018

Health, Safety and Wellbeing Committee
Thursday 21 September 2017
Tuesday 12 December 2017
Tuesday 6 March 2018
Tuesday 29 May 2018

Human Resources Committee
Monday 11 September 2017
Wednesday 15 November 2017
Thursday 1 March 2018
Thursday 24 May 2018

Nominations Committee
To meet as required

Remuneration Committee
To meet as required

Council of Senate meetings in 2017/18:
Thursday 5 October 2017
Thursday 7 December 2017
Thursday 1 February 2018
Thursday 19 April 2018
Thursday 7 June 2018