

UWS UNIVERSITY OF THE
WEST *of* SCOTLAND

COURT HANDBOOK 2016/2017



September 2016

CONTENTS

	Page No
1. The University of the West of Scotland	
1.1 About the University of the West of Scotland	5
1.2 Campuses	5
1.3 UWS Purpose	6
1.4 UWS Truths	7
1.5 UWS Corporate Strategy – 2014/2020	8
1.6 UWS Management Structures	9
2. Governance of the University	
2.1 Statutory Context	11
2.2 The Role of Court	11
2.3 University Chancellor	12
2.4 The Role of the Chair of Court	12
2.5 The Role of the Vice Chair of Court	12
2.6 The Role of the Intermediary Member of Court	13
2.7 The Role of the Principal & Vice Chancellor in relation to Court	13
2.8 The Role of the Secretary to Court	13
2.9 Responsibilities of a Member of Court	13
2.10 Code of Conduct of Members of Court	14
2.11 Responsibilities of a Governor as a Charity Trustee	15
2.12 Responsibilities of a Governor in relation to Equality & Diversity	15
2.13 Meetings of Court	16
2.14 Standing Committees of Court	16
2.15 The Senate	16
3. Membership of Court	
3.1 Members of Court	18
3.2 Categories of Membership	18
3.3 Appointment of Lay Governors	19
3.4 Appointment/Election of Staff Governors	19
3.5 Periods of Appointment	19
3.6 Resignation	20
3.7 Time Commitment	21
3.8 Governor Induction & Development	22
3.8 Online Resources	22
3.10 Expenses	22
3.11 Gifts and Hospitality	22
3.12 Declarations of Interest	22
3.13 Personal Liability	22
3.14 Public Interest Disclosure (Whistleblowing)	23
3.14 Car Parking	23
3.15 Observers at Meetings of Court	23
4. Conduct of Meetings of the University Court	
4.1 Corporate Responsibility	24
4.2 Standing Orders of Court	24
4.3 Agendas, Minutes & Papers	24
4.4 Review of Effectiveness of Court	24

5. Appendices

5.1	Appendix 1 – Court Committee Chart	25
5.1	Appendix 1 – Remit & Memberships of Committees	26
5.2	Appendix 2 - Standing Orders of the University	40
5.3	Appendix 3 – Rules for the Election of Staff Governors	46

1. The University of the West of Scotland

1.1 About the University of the West of Scotland

Founded in 1897 to offer courses with a vocational focus, the institution developed steadily in size and scope achieving university status as the University of Paisley on 1st April 1993. On 1st August 2007, the University of Paisley merged with Bell College and on 1st November 2007 the name of the merged institution changed to the University of the West of Scotland.

UWS is one of Scotland's biggest modern universities with campuses in Ayr, Dumfries, Hamilton, London and Paisley. UWS is a new and different kind of university; and that shapes our research and enterprise activity, just as it does our teaching. Our goal is to create an environment that is welcoming to business and supports innovation and entrepreneurship amongst our students and staff. The University is committed to fostering a culture of enterprise that will support economic growth locally and globally. We aim to build partnerships with business that support the development and delivery of courses, placement for students and encourage commitment to students being work-ready, with globally relevant skills to make them the employees of choice for businesses around the world. Their enthusiasm for learning and their ability to transfer knowledge into practice will prepare our students for a rewarding future.

Through the strengthening of our academic excellence and application of our academic expertise, we will significantly increase turnover, broaden income streams and contribute to the international development of knowledge.

1.2 Campuses

UWS is a multi-site university with a distinct regional structure within Scotland, yet with an international dimension. Although each of our campuses is very different we aim to offer equity in the student experience across all of our estates.

Ayr Campus

Our Ayr Campus opened in August 2011, providing a truly innovative learning environment for students. Offering study in business, computing, creative and cultural industries; education and health and nursing, the campus was developed by UWS in partnership with Scotland's Rural University College to provide Ayrshire with one of the UK's most modern, environmentally-friendly and sustainable higher education learning environments. Situated on a former brownfield site next to the River Ayr, the campus was developed in consultation with Historic Scotland, Scottish Natural Heritage and the Scottish Wildlife Trust, and was inspired by the area's woodland surroundings. It is a stunning space for study, featuring some of Scottish higher education's finest facilities with suites, studios, and laboratories for performance, music, broadcasting, education and healthcare. On-campus student accommodation is also available.

Dumfries Campus

Our beautiful Dumfries Campus is set in 80 acres of parkland and woods and overlooks the River Nith and the Galloway Hills. Courses are offered in business; childhood studies/practice; computing; health and nursing; and social work. UWS Dumfries Campus was Scotland's first multi-institutional campus with the site shared by three universities and one college (UWS, University of Glasgow, OU and Dumfries & Galloway College). This unique regional approach means that students have access to state-of-the-art learning facilities across the campus.

Hamilton Campus

UWS Hamilton Campus provided Lanarkshire's first university presence and offers courses in business; computing, education; engineering, health and nursing; science; social sciences; and sport and exercise science. The campus offers students an excellent range of facilities, including state-of-the-art simulation wards for nursing and midwifery training, industry-standard engineering centre, well-equipped library, student accommodation and students' union. In June 2016, Court confirmed its intention to develop a new campus within the Hamilton International Technology Park. The new Campus will offer state of the art teaching and learning facilities, student accommodation, Students' Union and specialist laboratory space.

London Campus

Located in a vibrant part of the city centre, the campus provides a delivery point for UWS degree and postgraduate programmes in London to our growing international student population. Options in business and in health will be offered initially, with a growing range of other disciplines planned.

Paisley Campus

Paisley Campus is the largest of the five UWS campuses, offering study including business; computing; engineering; health and nursing; science and social sciences. Located in the centre of town, the campus occupies over 20 acres and is home to teaching and lecture rooms, workshops and laboratories; as well as a library, students' union, and a range of student accommodation. A range of improvements have been made to the Campus recently to offer students an exciting and dynamic learning and social environment.

1.3 UWS Purpose

Our purpose is to change lives, transform communities and encourage enterprise through outstanding, distinctive and progressive higher education. Our focus is on personalised learning experiences supported by internationally recognised research. UWS graduates will be work-ready and contribute locally and globally.

We will do this by:

1. Providing student-centred, personalised and distinctive learning and teaching experiences underpinned by professionally relevant research, knowledge exchange and enterprise
2. Fostering the resilience and learning skills of our students by providing a supportive encouraging and inspirational learning environment

3. Developing a culture where our people are supported to be highly motivated, creative and collaborative.
4. Making a difference to the communities we serve – in Scotland and across the globe
5. Taking managed intelligent risks to benefit our students experience and organisational performance
6. Being a proudly different university where ambition and success are at the heart of what we do.

1.4 UWS Truths

- We are here for our students
- Our teaching is our passion, and it reaches to the future
- We understand that a graduate career is important to our students
- We are a knowledge-rich organisation
- We believe in partnership with business (private, public and global)
- We are an international university
- UWS is a great place to work and study
- We are an inclusive organisation that welcomes and values diversity
- UWS is a university that dares to be different.

1.5 UWS Corporate Strategy 2014-2020

Our Corporate Strategy sets out how we will achieve our purpose – changing lives, transforming communities and encouraging enterprise through outstanding, distinctive and progressive higher education.

Our Corporate Strategy aims and objectives are supported by our three Enabling Plans:

Education Enabling Plan 2015-20

Our Education Enabling Plan aims to achieve the following:

- Offer inspiration and transformative learning within a flexible and personalised curriculum
- Ensure transitions into, within and beyond UWS that raise the horizons for all stakeholders
- Maximise staff and student engagement in a culture and environment of support and development
- Ensure high-quality information to support effective interventions in engagement
- Ensure that our graduates are highly employable and able to make a difference locally and globally

Research Enabling Plan 2015-2020

Our Research Enabling Plan aims to achieve the following:

- Enhance the quality and quantity of UWS research as evidenced by the related outputs
- Increase the number of staff with Doctoral qualifications and ensure that our postgraduate research community is embedded in the life of the University
- Promote a culture of student and staff enterprise and entrepreneurship that capitalises on our innovation and business opportunities
- Expand and intensify productive relationships with local and international partners and stakeholders
- Increase the revenue generated from our research, enterprise and commercial activities

Global Reach Enabling Plan 2015-2020

Our Global Reach Enabling Plan aims to achieve the following:

- Increase recruitment of international students to domestic campuses
- Offer UWS degrees and professional development through a range of off-shore arrangements
- Provide an internationalised curriculum
- Provide the opportunity for students to develop language skills and to undertake an international experience
- Develop our staff to ensure we can meet our international students.

The Corporate Strategy will be refreshed in 2016/2017.

1.6 University Management Structures

Responsibility of the day-to-day running of the University rests with the Principal & Vice-Chancellor supported by the Vice-Chancellor's Executive Group and a Senior Management Team.

Vice-Chancellor's Executive Group

The Vice-Chancellor's Executive Group (VCEG) provides leadership and takes executive-level decisions on academic, strategic, developmental and budgetary aspects of the University's operations. It also ensures that there is accountability and clear actions points for those decisions.

The membership of VCEG is as follows:

Professor Craig Mahoney, Principal & Vice-Chancellor
 Professor Paul Martin, Depute Principal
 Professor Malcolm Foley, Vice-Principal & Pro Vice-Chancellor (Engagement) and Dean of School of Business & Enterprise
 Professor Jeanne Keay, Vice-Principal & Pro Vice-Chancellor (International)
 Professor Ehsan Mesbahi, Vice-Principal & Pro Vice-Chancellor (Research & Enterprise)
 Susan Mitchell, Chief Operating Officer
 Donna McMillan, Secretary to Court and Director of Corporate Support

Senior Management Team

The Senior Management Team will focus on academic matters and academic planning as they input to the strategic direction of the University, and the fulfilment of the Corporate Strategy.

Schools

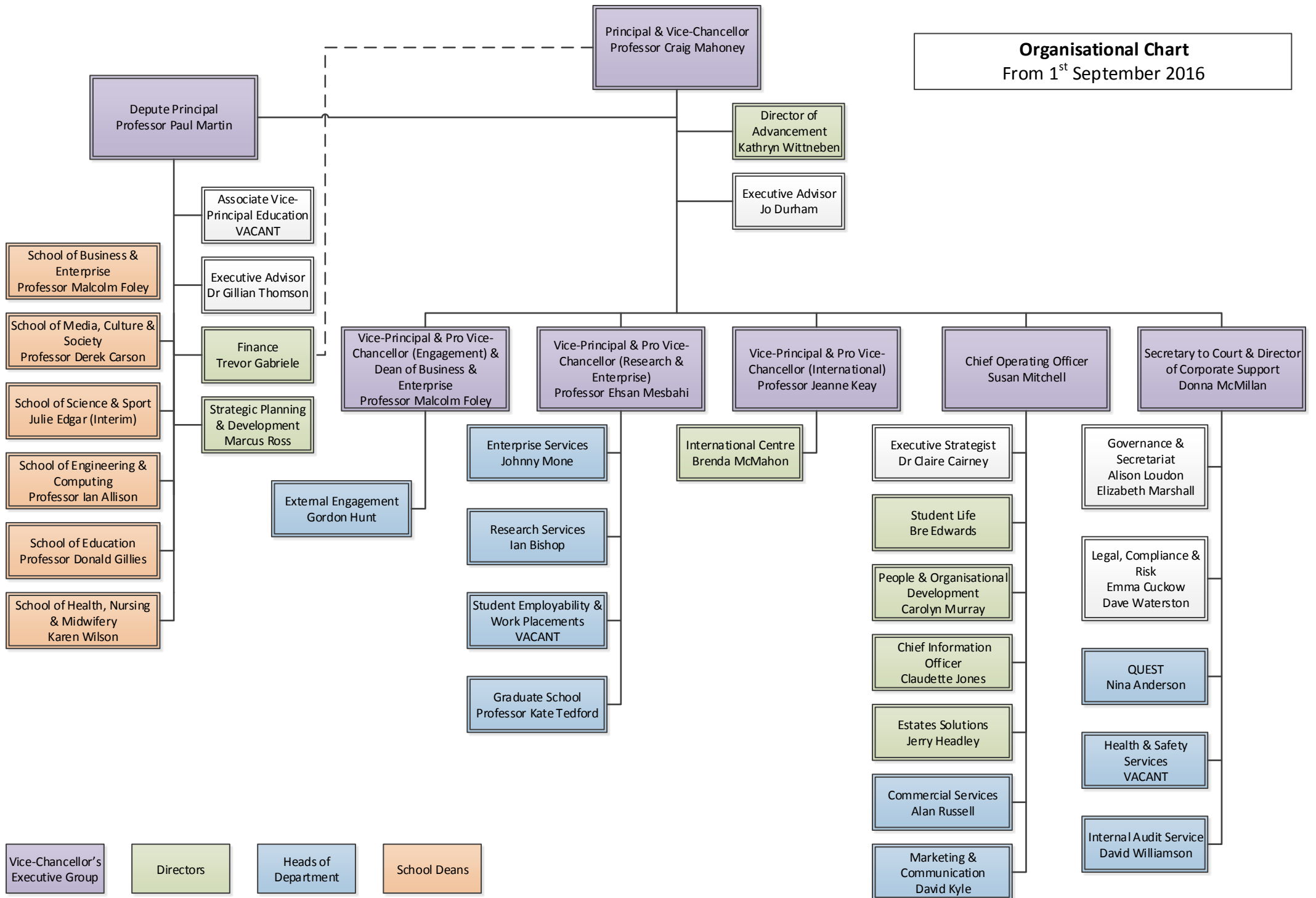
The academic activities of the University is currently organised into six Schools each of which is headed by a Dean:

- School of Business & Enterprise
- School of Education
- School of Engineering & Computing
- School of Health, Nursing & Midwifery
- School of Media, Culture & Society
- School of Science & Sport

Professional Support Departments

The work of the University is supported by a number of Professional Support Departments.

Organisational Chart
From 1st September 2016



2. Governance of the University

2.1 Statutory Context

The University is formed as a “body corporate” under the terms of a Statutory Instrument.

The Court of the University is constituted in accordance with [The University of the West of Scotland \(Amendment to the University of Paisley Order of Council 1993\) Order of Council 2015.](#)

The University Court is the governing body of the University and collectively determines the future direction of the University and fosters an environment in which the institution’s mission is achieved and learners succeed.

The Court is composed of appointed and elected governors reflecting a variety of interests and experience, having regard to the balance of skills, attributes and experience required to enable the Court to function effectively. Staff and student Governors are elected and have equal standing with those others who are appointed.

The Powers of Court are set out in the Schedule 1 of the University of the West of Scotland Order of Council 2015. The University Court has retained the widest possible range of powers except in purely academic matters where Court has delegated powers to a Senate whose composition and powers are also set out in the University of the West of Scotland Order of Council 2015.

2.2 The Role of Court

Every Higher Education Institution is headed by a governing body which is unambiguously and collectively responsible for overseeing the institution’s activities. In discharging its responsibilities, the University Court shall:

- Ensure the institution’s long-term sustainability
- Conduct its affairs according to specified ethical standards
- Have due regard to the interests of its stakeholders and the wider public
- Determine the institution’s future direction and set the institutional values
- Ensure the protection of the academic freedom of relevant staff in compliance with relevant legislation and its own governing instruments
- Ensure that it observes good practice in regard to equality and diversity
- Foster a suitable environment whereby knowledge may be advanced and the potential of learners fulfilled; and
- Take all final decisions on matters of fundamental concern to the institution.

The [Higher Education Governance \(Scotland\) Act 2016](#) was passed by the Parliament on 8th March 2016 and received Royal Assent on 13th April 2016. The Act makes provision about the composition of and appointment to the governing bodies and academic boards of higher education institutions; and revises provision about the academic freedom of various persons carrying out activities at higher education and

certain other institutions. Amendments to current practice to ensure compliance with the Act will be progressed during the year.

Higher Education Institutions in Scotland are required to confirm annually in the corporate governance section of their audited financial statements that they have had due regard to the [Scottish Code of Good HE Governance](#). Where an institution's practices are not consistent with particular provisions of the code an explanation should be published in that statement.

The main responsibilities of the Court are set out in the [Statement of Primary Responsibilities](#).

The [Financial Memorandum](#) between the Scottish Funding Council and the University sets out the terms and conditions on which the grant is made. The Court is responsible for ensuring that conditions of grant are met.

As well as its financial responsibilities, there are a number of non-financial areas for which Court has accountability including health and safety, equality & diversity and legislative compliance.

Under Section 22 of the Education Act 1994, Court has approved a [Code of Practice](#) detailing the steps taken by the University to ensure that the Students' Association operates in a fair and democratic manner and is accountable for its finances. This [Code of Practice](#) should be read in conjunction with the Students' Association Constitution and Byelaws.

2.3 University Chancellor

The University Chancellor is the titular head of the Institution and has the power to confer degrees, diplomas and other academic distinctions. Dame Elish Angiolini DBE QC FRSA was appointed as the Chancellor of the University on 1st September 2013.

2.4 The Role of the Chair of Court

The role of the Chair of Court is to lead the University Court and enable it to work in an effective and efficient manner in accordance with the University of the West of Scotland Order of Council 2015. The Chair is responsible for the leadership of the Court and is ultimately responsible for its effectiveness. The Chair should ensure that the institution is well connected with its stakeholders, including staff and students.

Dr Waiyin Hatton was appointed Chair of Court on 1st February 2016. Further information on the role of the Chair of Court is available within the [role description](#) approved by the Court.

Occasionally, matters may arise which are judged too urgent and important to await the next meeting of the Court. In such an event, the Chair has the options to call a special meeting, consult members by correspondence or deal with the matter by Chair's action. The Chair will exercise great care to avoid taking decisions by chair's action where it is inappropriate to do so, or exceed the scope of the delegated authority granted by the Court. Chair's action on matters of importance will only be

taken where delaying a decision would disadvantage the institution. The Chair is answerable to Court for any action which is taken on its behalf. Where Chair's action is taken, a written report will be made available to members at or before the next meeting of the Court.

2.5 The Role of the Vice Chair of Court

The Vice Chair assists and deputises for the Chair of Court and is expected to play an active part in helping to manage the business of the Court. Professor Caroline MacDonald was appointed Vice Chair of Court on 1st December 2015.

2.6 The Role of the Intermediary Member of Court

In line with the Scottish Code of Good HE Governance, Court has appointed one of its independent members to serve as an intermediary for other members who might wish to raise concerns about the conduct of the governing body or the Chair. Led by the independent member, members of Court meet without the Chair present at least annually to appraise the chair's performance. The current intermediary member of Court is Ms L Connolly.

2.7 The Role of the Principal & Vice-Chancellor in Relation to Court

The Principal and Vice-Chancellor is the chief academic and administrative officer of the University and has powers, in the absence of or during any vacancy in the office of Chancellor, to confer degrees, diplomas and other academic distinctions, and to appoint a deputy who shall have all the powers of conferment in the absence of both the Chancellor and Vice-Chancellor.

The Principal is responsible for the executive management of the institution and its day to day direction.

2.8 The Role of the Secretary to Court

The Secretary to Court is a Court appointment and has a role to play in ensuring that procedures are followed, in providing guidance to Court members about their responsibilities under the rules and regulations to which they are subject (including external legislation and the requirements of the SFC), and on how those responsibilities should be discharged.

The Secretary to Court is a source of professional advice to the Court and to the Principal and Vice-Chancellor in order to ensure the efficient management of the Court's business, and to alert Court if any proposed action would exceed the Court's powers or be contrary to the provisions of the University's constitution or to other legislation to which the University is subject, or to agreed Court policy and regulations.

2.9 Responsibilities of Members of Court

Independent, lay or co-opted governors need to bring particular behaviours to the governing body. They should question intelligently, debate constructively, challenge rigorously and decide dispassionately, and they should listen sensitively to the views

of others, inside and outside meetings of the governing body. Members of Court are expected to attend regularly and actively participate.

Members of Court have a responsibility for carrying out the functions of Court set out in the Order in Council 2015 and in particular for the strategic direction of the University. Court approves the Strategic Plan and actively engages in its development in monitoring progress against the strategic objectives of the institution.

Court is entrusted with funds, both public and private, and therefore has a particular duty to observe the highest standards of corporate governance. This includes ensuring and demonstrating integrity and objectivity in the transaction of their business, and wherever possible following a policy of openness and transparency in the dissemination of their decisions.

Members of Court are expected to execute Court's financial responsibilities in particular to approve annual operating plans and operating budgets which reflect the University's strategic plan; to ensure the solvency of the University and safeguard its assets; to ensure that funds provided by the SFC are used in accordance with the terms and conditions specified in the SFC's Financial Memorandum; to receive and approve the University's Annual Report and Financial Statements; and to ensure the existence and integrity of financial control systems.

Members of Court are expected to execute Court's responsibilities for the oversight of the strategic management of the University's land and buildings.

The Court has responsibility for the University's employment policy. This includes ensuring that pay and conditions of employment are properly determined and implemented.

Under the Health and Safety at Work etc Act 1974 the Court carries ultimate responsibility for the health and safety of employees, students and other individuals whilst on the institution's premises and in other places where they may be affected by its operations. Its duties include ensuring that the institution has a written statement of policy on health and safety and arrangements for the implementation of that policy.

2.10 Code of Conduct of Members of Court

The following standards of conduct are expected of all members of Court:

- Court recognises the guidance for members set out in the Scottish Code of Good HE Governance.
- Court recognises that as a body entrusted with public funds it has a particular duty to observe the highest standards of corporate governance at all times and ensure that Court discharges its duties with due regard for the proper conduct of public business.
- Individual members of governing bodies and governing bodies themselves should at all times conduct themselves in accordance with accepted standards of

behaviour in public life, which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

- The governing body should exercise its responsibilities in a corporate manner, ie decisions should be taken collectively by all of the members acting as a body. Members should not individually, or as representatives of a constituency or in informal groupings, to take decisions on governing body business on an ad hoc basis outside the constitutional framework of the meetings of the governing body and its committees.
- Members nominated by particular constituencies should not act as if delegated by the group they represent. No member may be bound, when speaking or voting, by mandates given to him/her by others, except when acting under approved arrangements as proxy for another member of the governing body.
- It is central to the proper conduct of public business that chair and members of Court should act and be perceived to act impartially and not be influenced in their roles as governors by social or business relationships. Conflicts of interest are subject to a Register of Members' Interests and Standing Orders setting out rules for "ad hoc" disclosure of interests at Court meetings. A member of the Court is not considered to have a pecuniary or personal interest in matters under discussion merely because he/she is a member of staff or student of the institution. Nor does the restriction on involvement in matters of direct personal or pecuniary interest prevent members of Court from considering and voting on proposals to insure the Court against liabilities which it might incur. Court has a [Register of Interests](#) for members and officers.

2.11 Responsibilities of a Governor as a Charity Trustee

All higher education institutions in Scotland have charitable status. Charity regulation in Scotland is the responsibility of the Office of the Scottish Charity Regulator (OSCR) under the Charities and Trustee Investment (Scotland) Act 2005. Further guidance on the role of charity trustee is available from [OSCR](#).

In summary, members of Court as charity trustees should:

- Act in the interests of the institution
- Seek, in good faith, to ensure that the institution operates in a manner that is consistent with its objects or purposes
- Act with the care and diligence it is reasonable to expect of a person who is managing the affairs of another person
- Ensure that the institution complies with the provisions of the Charities and Trustee Investment (Scotland) Act 2005, and other relevant legislation
- Ensure that the institution reports any notifiable events to OSCR in accordance with OSCR recorded good practice

2.12 Responsibilities of a Governor in relation to Equality & Diversity

Ultimate responsibilities for the Equality Act 2010's public sector equality duty lies with the governing body of the institution. Governors therefore need to be able to satisfy

themselves that the institution is taking appropriate action to meet these duties, and that this action is proving effective.

Further guidance is available from [Equality Challenge Unit Governing bodies - Equality and Diversity Handbook for Governors](#).

In summary, members of Court have responsibility for ensuring:

- the richness and diversity of society are appropriately reflected and celebrated within the institution
- consideration of equality and diversity is factored into policies and decisions, where relevant
- compliance with equality law
- equality initiatives deliver relevant and tangible outcomes
- consideration of equality issues affecting staff, in senior staff appointment processes and Court Appeal processes where appropriate

Aligned to this is the diversity of the governing body itself. It is commonly accepted that a governing body that is representative of the diversity of the community it serves is more inclusive in its decision-making, and better enabled to help the institution improve performance.

2.13 Meetings of Court

Court meets four/five times a year. Meetings are held at the various campuses of the University. An annual strategic residential away day may also be held to provide updates, training and strategic discussions. Members of staff and students are invited to observe meetings of the Court.

2.14 Standing Committees of the University Court

The Court as, governing body, is assisted in discharging its functions by its committees. The formal Committees of Court are:

- Audit & Risk Committee
- Governance & Nominations Committee
- Health, Safety & Sustainability Committee
- Honorary Awards Committee
- Policy & Resources Committee
- Remuneration Committee

The remits and membership of the Standing Committees of Court are set out in Appendix 2.

2.15 The Senate

The [Senate](#) is responsible for the overall planning, co-ordination, development and supervision of the academic work of the University. It has particular responsibility under the Constitution for the granting of degrees, diplomas, certificates and other awards. In discharging this responsibility the Senate is responsible for inter alia,

admission of students, teaching, the promotion of research and scholarly activity, the development of staff and the development and maintenance of academic standards including the assessment and examination of students. The Principal & Vice-Chancellor is the Chair of the Senate.

The Senate has established the following main standing Committees:

- Education Advisory Committee
- International Advisory Committee
- Research & Enterprise Advisory Committee
- Technology Advisory Committee
- University Ethics Committee
- Equality, Diversity & Inclusivity Committee
- Regulations Committee
- Disciplinary Committee

Senate meets four times a year and members of Court are invited to attend as observers. Any governor wishing to attend as an observer should contact the [Court Office](#).

3. Membership of Court

3.1 Members of Court

As at August 2016, the membership of Court is as follows:

Heather Armstrong
Laura Barjonas
John Black
Liz Connolly
Margaret Curran
Craig Devlin
Fred Dinning
Tom Duff
Margaret Gibson
Anne Gifford
Andrew Gordon
Asif Haseeb
Dr Waiyin Hatton
David Johnston
Professor Craig Mahoney
Professor Paul Martin
Alastair Muir
Ann McKechin
Professor Caroline MacDonald
William Smith

Biographical information on the members of Court is available [here](#)

3.2 Categories of Membership

Chair of Court

One governor appointed by the Court to Chair the Court

Appointed Governors

Not less than twelve and not more than sixteen governors appointed by the Court and being persons reflecting a variety of different interests and experience, having regard to the balance of skills, attributes and experience required to enable the Court to function effectively.

Ex Officiis Governors

The undernoted are governors ex officis:

- Principal & Vice-Chancellor
- Depute Principal
- Senior Student Representative

Staff Governors

The Constitution allows for the following staff governors:

- Two appointed by the Senate

- One elected by all academic staff
- One elected by all other staff

Students' Association

In addition to the Senior Student Representative who is appointed to membership of Court ex officio, one other governor is appointed by the Students' Association from among the enrolled students who are office bearers of the Association.

3.3 Appointment of Lay Governors

The following arrangements apply to the appointment of lay Governors:

Advertising

From time to time adverts will be placed on websites (eg Scottish Public Sector Appointments, Women on Boards, UWS vacancies) and/or in the press seeking individuals who are interested in serving as members of Court. Staff and students are also invited to submit names to the Secretary of Court for transmission to the Governance & Nominations Committee

Selection Procedure

Applications for lay membership of Court will be considered by the Governance & Nominations who will make recommendations to Court accordingly. In selecting nominees, the Governance & Nominations Committee will consider the needs of the University and the balance of skills, attributes and experience required in the governing body. Cognisance will also be taken of the [person specification](#) for a member of Court.

3.4 Appointment/Election of Staff Members

Appointment of Senate Representatives

Nominations are sought from the Senate for two representatives to membership of Court for a period of up to four years.

Election of Staff Governors

One member of academic staff and one member from all other staff are elected to Court. Appointments are for a three year period. Nominations are sought from appropriate staff. If more than one nomination is received an election is held.

Rules for the election of staff governors are set out in Appendix 3.

3.5 Periods of Appointment

Members of Court are normally appointed for a period of three years. The normal maximum period of continuous service on Court is nine years. In exceptional circumstances, however, Court may extend the term service by a lay Governor by up to a further three years to give a maximum period of appointment of twelve years.

3.6 Resignation

If a member wishes to resign from the University Court, he/she would normally write, in the first instance, to the Chair of Court, copying the correspondence to the Secretary to Court. Members of Court have a right to circulate any written concerns on resignation, again these should be addressed to the Chair and/or Secretary to Court in the first instance.

3.7 Time Commitment

Our estimate of the time that a governor will be asked to devote to the University as a member of Court is based upon preparation for, travel to and participation in, the meetings and other events taking place over the course of the year. These are normally:

- Four/Five meetings of Court per year (meetings usually last three hours)
- Where members have been appointed to a Court Committee, up to five meetings of Court Committees per year (meetings usually last around two hours. Some meetings meet more frequently than others and there may be differing levels of complexity of papers)
- An annual two day residential event (generally held at the beginning of February)
- Annual graduation ceremonies (June/July and November approximately 18-20 ceremonies per annum) to which Court members are cordially invited
- Occasional lectures, exhibitions, dinners and other social events, may take place during the year. These provide opportunities for members of Court to interact with staff and students outside the formal committee meeting structure. The presence of lay governors at such events is a valued part of their role.
- Additional duties or involvement in Court and university business between meetings (eg sitting on ad hoc advisory groups/short term working groups/ court disciplinary meetings/acting as “buddy” to newly appointed governors)

In accepting an appointment to Court, members are expected to play as full a part as they are able to in the University’s internal life and to act as ambassadors in their various external networks. An analysis of attendance at meetings of Court and sub committees is reviewed annually by the Governance & Nominations Committee.

In summary, members of Court should be willing to devote 15-20 days per year to discharge their role fully.

3.8 Governor Induction and Development

When new members of Court are appointed, they are provided with a comprehensive pack of information including the following:

- A formal [letter of appointment](#) which specifies the period of appointment
- The Court Handbook (with links *inter alia* to the University’s Statutory Instrument and the Statement of Primary Responsibilities of Court)
- A copy of the [Scottish Code of Good HE Governance](#)
- Dates of Meetings

- The UWS [Corporate Strategy – 2014/2020](#)
- [Annual Report and Financial Statements](#)
- Current Outcome Agreement with SFC
- [OSCR – Guidance for Charity Trustees](#)
- Governing bodies, equality and diversity
- [Leadership Foundation for Higher Education – Governor Development Programme](#)
- Senior Management Structures
- [Anti Bribery Policy & Procedure](#)
- Public Interest Disclosure Policy & Procedure
- Governor Information Form
- Register of Interest Form

An induction session is held for new members with the Secretary to Court and the Assistant Secretary to Court to give a briefing on the University and the role and responsibilities of being a member of Court.

New members of Court are also invited to meet with the Chair of Court and Principal as part of the induction process. Tours of the University Campuses are available on request.

In addition, a “buddy” is appointed for each new member of Court to ensure that the new member of Court is quickly brought up to date with the business of the University Court.

Members of Court have the opportunity to attend any of the Governor Development Programme seminars and events offered by the [Leadership Foundation for Higher Education](#).

There are also arrangements which are designed to keep members of Court up to date with developments within the University and throughout the sector. These include:

- Strategic presentation and discussion items
- Student Experience profile presentations
- Campus Roadshows
- Strategic Insight Bulletin for Court
- Staff e-bulletin

3.9 Online Resources

The [University’s website](#) contains a wealth of useful information regarding the University, its structure, programmes, research, business services and other activities.

All members of Court have access to a range of information via Airwatch Secure Content Locker. This requires an apple device, ideally an ipad, which is provided if required. Court members will return any University device to the University at the end of their period of appointment.

Agendas and papers are circulated one week in advance of each meeting through Ariwatch Secure Content Locker. Hard copies of papers are available on request.

The UWS Dashboard facility provides real time updates on University information and statistics. Members of Court can access this facility off Campus through the Airwatch system.

3.10 Expenses

The role of a member of Court is unremunerated, however, receipted out of pocket expenses incurred while on University business will be paid. Claims should be made using the Governor Expenses Reclaim Form (available on Airwatch or from the Court Office)

3.11 Gifts and Hospitality

The UK Bribery Act 2010 (the Act) came into effect in July 2011. The Act introduced offences for acts of bribery by individuals or by persons associated with relevant organisations which includes the University as a body corporate.

As an institution established under the Further and Higher Education Act 1992, the University is a body corporate, with charitable status.

A body corporate cannot itself commit an offence; the corporate offence will be one committed by a “person associated” with the body. This could have a very broad interpretation, but would certainly include members of Court, employees and office bearers of the University. Members of Court should refer to the [University's Anti Bribery Policy & Procedure](#) in this regard.

Members of Court must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Court Office.

3.12 Declarations of Interest

Members of Court must disclose any private or financial interest which could give rise to a conflict of interest. At meetings of Court, or any of its Committees, any member who has a private, personal or financial interest in any matter under discussion must declare an interest and may be required to withdraw from the meeting.

The University maintains and publishes a [Register of Interests](#) for members of the Court which is annually reviewed. Further guidance on Declaration of Interest is included within the Standing Orders of the University (Appendix 3).

Members of Court should notify the Court Office of any changes in circumstances in the period under review.

3.13 Personal Liability

The law relating to the personal liabilities of members of Court is complex and its interpretation is ultimately a matter for the legal system. This guide does not therefore attempt a statement of the law, but offers some general guidance on conduct, which covers a number of important points relating to avoiding actions which could involve a personal liability. Members of Court should satisfy themselves that they understand their own position in their particular institution and should:

- act honestly, diligently and in good faith
- be satisfied that the course of action proposed is in accordance with the University's constitution
- not bind the University to a course of action which it cannot carry out
- ensure that the University does not continue to operate if it is insolvent
- seek to persuade colleagues by open debate and register dissent if they are concerned that the action would be contrary to any of the above
- avoid putting themselves in a situation where there is actual or potential conflict between their interests and those of the institution.

3.14 Public Interest Disclosure (Whistleblowing)

The University the West of Scotland is committed to the highest standards of openness, probity and accountability. It seeks to conduct its affairs in a responsible manner taking into account the requirements of the Scottish Funding Council and the standards in public life set out in the reports of the Nolan Committee.

The University's [Public Interest Disclosure Policy \(Whistleblowing\)](#) is designed to enable members of Court, staff and students of the University to raise concerns at a high level or to disclose information which the individual believes shows malpractice or impropriety.

3.15 Car Parking

Car parking facilities are provided for members of Court at scheduled University meetings. Members of Court requiring a car parking space at other times should contact the Court Office.

3.16 Observers at Meetings of Court

With a view to increase understanding and engagement, staff and students are invited to attend meetings of Court as observers.

4. Court's Methods of Operation

4.1 Corporate Responsibility

It is essential that members of Court exercise their responsibilities in a corporate manner. They should make decisions within the constitutional framework of the Court and its Committees.

In accepting appointment to Court, members are bound at all times to act in the best interests of the University, rather than in the interests of one group, internal or external, to the University.

4.2 Standing Orders of Court

The organisation and conduct of meetings is governed by the Standing Orders of the Court. A copy of the current Standing Orders is included at Appendix 3. These are under review.

4.3 Agendas, Minutes and Papers

Papers for meetings are circulated one week in advance of the meeting. Papers are made available electronically through the Airwatch Secure Content Locker system to which all members of Court have access. Hard copies of papers are available on request.

The agenda for Court meetings is structured to ensure best use of Court time. The Chair of Court participates in the creation of the draft agenda for Court Meetings and a programme is agreed with the University Executive for the supply of information required by Court to optimise the relevance of the information to Court. Members of Court may not request items for inclusion on the agenda without the prior approval of the Chair.

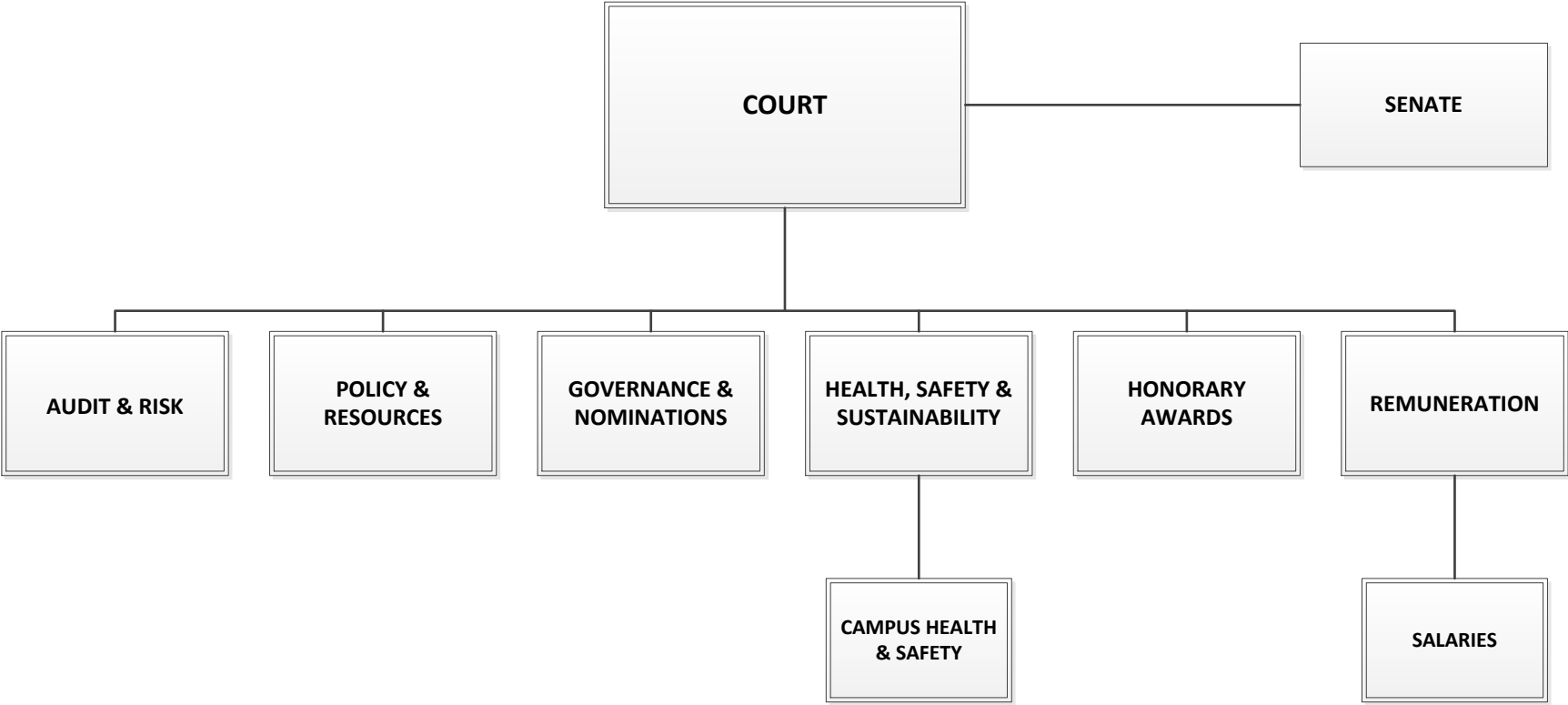
Certain items may be declared to be “reserved”, that is, business which for reasons of confidentiality or conflict of interest is not open to discussion outwith the membership of the governing body. Such business should be kept to a minimum because of the general need for transparency and openness, but would normally include matters relating to an individual member of the University or commercially sensitive material.

As a general principle information about the proceedings of Court should be accessible to staff and students of the University.

4.5 Review of Effectiveness of Court

In line with the Scottish Code of Good HE Governance, an annual review of the effectiveness of Court is undertaken with an externally-facilitated review being undertaken at least every five years.

APPENDIX 1 – COURT COMMITTEE CHART



APPENDIX 2 - COURT COMMITTEES – REMIT AND COMPOSITION

AUDIT & RISK COMMITTEE

- To provide the University Court with advice on the Internal and External auditors' assessment of the effectiveness of the University's financial and other internal control systems, including controls specifically to prevent and detect fraud or other irregularities as well as those for securing economy, efficiency and effectiveness.
- To advise the Court on its compliance with corporate governance requirements and good practice guidance, and to review the University's Statement of Corporate Governance
- To monitor and review the effectiveness of the University's risk management arrangements.
- To review and advise the University Court of relevant reports from Scottish Funding Council, Audit Scotland and successor bodies and, where appropriate, management's response thereto.
- To examine and report on any matters referred to it by Court, making recommendations as may be appropriate
- To produce an annual report to the Court
- To review reported cases of impropriety to establish whether they have been appropriately handled.

Internal Audit

- To advise the Court on the terms of reference for the internal audit service
- To advise the Court on the criteria for selection, appointment, or reappointment and remuneration, or removal of the internal audit provider
- To review the scope, efficiency and effectiveness of internal audit considering the adequacy of the resourcing of internal audit and advising the University Court on these matters
- To approve the internal audit process including the criteria for grading assignments and recommendations as proposed by the Head of Internal Audit Service
- To advise the University Court of the Committee's approval of the basis for and the results of the internal audit needs assessment and the annual internal audit planning process.
- To approve the annual internal audit plan
- To consider salient issues arising from internal audit reports and management response thereto and informing the University Court thereof
- To monitor the implementation of agreed audit recommendations by reviewing the IAS's monitoring of agreed management actions
- To inform the University Court of the Committee's approval of the internal audit service annual report
- To monitor the effectiveness of the IAS
- To ensure and monitor appropriate liaison and co-ordination between internal and external audit.

External Audit

- To advise the Court on the selection, appointment, annual reappointment and remuneration, or removal of the external audit provider, and the scope of their work
- To review the external auditor's Management Letter and to monitor management's action on the implementation of the agreed recommendations contained therein

- To consider the institution's annual financial statements and the external auditors' report prior to submission to the Court
- To advise the Court of salient issues arising from the external auditor's management letter and any other external audit reports, and of management's response thereto
- To review the external audit strategy and plan
- To consider the objectives and scope of any non-statutory audit work undertaken by the external auditor's firm and advising the University Court of any potential conflict of interest
- To monitor the effectiveness of the external audit provision.

Value for Money (VFM)

- To advise the Court on potential topics for inclusion in a programme of value for money reviews and to provide guidance on the most appropriate agents to undertake individual assignments
- To establish and oversee a review process for evaluating the effectiveness of the University's VFM arrangements for securing the economical, efficient and effective management of the institutions resources and the promotion of best practice and protocols, arising from internal and relevant external VFM studies of best practice, and the reporting to the University Court thereon
- To advise the Court of any action it may wish to consider in the light of national value for money studies in the higher education sector.

Risk Management

- To consider the effectiveness of the University's risk management arrangements.
- To consider the adequacy and effectiveness of the controls and mitigating actions identified to address the top-scoring risks

Fraud

- To oversee the University's policy on fraud and irregularity including being notified of any action taken under that policy.
- To respond appropriately to notification of fraud or other improprieties received from the Head of the IAS or other persons

Membership

6 lay members of Court (appointed by Court) at least one of which will have a background in finance, accounting or audit	<u>Current Members</u> Ms L Barjonas (Chair) Ms M Curran Mr A Gordon Mr A Haseeb Mr A Muir Vacancy
<i>Any other such members as the Committee may wish to co-opt because of their expertise</i>	
<u>In attendance:</u> Depute Principal Secretary to Court Director of Finance Head of Internal Audit Service External Auditors (as appropriate) Governance Support Co-ordinator In addition the Chairs of Court and PRC and the Principal may attend from time to time as required.	Professor P Martin Ms D McMillan Mr T Gabriele Mr D Williamson Ernst & Young Mrs S Cosh

POLICY & RESOURCES COMMITTEE

Remit

- To ensure compliance with the SFC Financial Memorandum and related guidance provided by the SFC, including the Outcome Agreement.
- To approve the University's Financial Regulations.
- To contribute to strategic planning and to recommend the University-wide annual budget (capital and revenue) and strategic plan financial forecasts for approval to Court.
- To ensure that the process of monitoring spend against budget is being carried out satisfactorily by the Vice-Chancellor's Executive Group.
- To review the annual financial statements prior to submission to Court and make appropriate recommendations to Court in parallel with the Audit & Risk Committee.
- To be responsible to Court for estates developments on behalf of the University (including the acquisition, disposal and leasing of estates and major capital projects relating to the University's estate and academic infrastructure) in excess of £2m. Those up to £2m will be progressed through the Vice-Chancellor's Executive Group.
- To approve tuition fees, and charges in respect of student services.
- To ensure the University's people resource is being managed effectively by the Vice-Chancellor's Executive Group.
- To consider and approve on behalf of Court University-wide Policies & Procedures other than academic policies approved by the Senate.
- To maintain an oversight of the University's student numbers and recruitment targets.
- To receive such reports from the Vice-Chancellor's Executive Group as appropriate to the above remit.
- To action/discuss all matters delegated by Court.

Membership

5 lay members of Court (appointed by Court)	<u>Current Members</u> Ms E Connolly (Chair) Mr R J Dinning Ms M Gibson Professor C MacDonald Vacancy
2 members appointed to Court by Senate	Ms A Gifford Vacant
Member of Court who is an employee of the	Mr Tom Duff

University	
Senior Student Representative	Ms H Armstrong
Chair of Court	Dr W Hatton
Principal	Professor C Mahoney
Depute Principal	Professor P Martin
In attendance: Secretary to Court Assistant Secretary to Court	Ms D M McMillan Mrs A Loudon Members of the Senior Management Team are invited to attend as appropriate and relevant to the business of the Committee

HONORARY AWARDS COMMITTEE

Remit

The Remit of the Honorary Awards Committee is to seek nominations of potential recipients of honorary awards, to select from the nominations persons to whom an honorary award may be offered, and to decide which of the approved honorary awards may be offered. Following acceptance of the offer of an award the Committee shall report to the University Court and Senate the names of the honorary graduands/fellows.

Membership

Chair of Court	Dr W Hatton
Vice Chair of Court (or nominee)	Professor C MacDonald
Principal	Professor C Mahoney (Chair)
Depute Principal	Professor P Martin
Vice-Principals/Pro Vice-Chancellors	Professor M Foley Professor J Keay Professor E Mesbahi
Member of Senate (appointed by Senate)	Vacancy
Senior Student Representative	Ms H Armstrong
In attendance: Secretary to Court Governance Support Co-ordinator	Ms D McMillan Mrs S Cosh

Criteria for Award

The University confers honorary degrees on persons of distinction who:

- (a) Have made major contribution to the work of the University either by personal service or by other means; or
- (b) Have earned recognition for activities more widely associated with education, industry, public service, sport, culture or the arts; or
- (c) Will enhance the status of the University and demonstrate an outstanding contribution in their chosen field.

HONORARY AWARDS

The University offers the following Honorary Awards.

DUniv

The DUniv is awarded to persons of high distinction who have earned national / international recognition and standing in their field or activities within education, industry, public service, sport, culture or the arts.

MUniv

The MUniv is awarded to persons who have made a major contribution to the region or within a specific area of the University.

GOVERNANCE & NOMINATIONS COMMITTEE

Remit

- To keep under review and advise Court on the University's governance arrangements
- To maintain oversight of corporate governance arrangements and make recommendations to Court accordingly. In particular the responsibilities of the Committee shall be to keep under review the key governance frameworks including:
 - The University's Constitution
 - The Higher Education Governance (Scotland) Act 2016
 - The Scottish Code of Good HE Governance & related SFC Guidance
 - The SFC Financial Memorandum
 - The UK Corporate Governance Code
 - The Education Act 1994 Part II Students' Unions
 - Post-16 Education (Scotland) Act 2013
- To monitor developments in governance good practice and make appropriate recommendations to Court
- To review the membership of Court and its Committees from time to time and to submit nominations to the Court. In particular, the responsibilities of the Committee shall be:
 - to identify and nominate for the approval of Court, candidates to fill vacancies on Court as and when they arise
 - to approve recruitment strategies and appropriate procedures for the appointment of new members of Court
 - to keep under review the skills, experience, attributes and membership profile of the lay members of Court and undertake succession planning
 - to advise on renewals of terms of office members of Court prior to their expiry
 - to advise on appointment of Chair and Vice Chair of Court in line with agreed procedures and to advise on the appointment of Chair and Vice Chairs of sub Committees of Court
 - to develop and maintain a person specification for the role of Chair of Court and for lay Court membership
 - to develop and maintain the criteria for the appraisal of the Chair of Court
 - to oversee induction arrangements for new members of Court and monitor ongoing training and development opportunities
 - to monitor attendance of members of Court at Court and its sub Committees
 - to maintain the remits of the sub committees of Court and propose amendments where required
- To make recommendations to Court on the appointment of the Chancellor of the University

Membership

2 lay Governors (appointed by Court)	<u>Current Members</u> Ms L Barjonas Ms L Connolly
Chair of Court	Dr W Hatton (Chair)
Vice Chair of Court	Professor C MacDonald
Staff member of Court	Mr T Duff
Student member of Court	Ms H Armstrong
Principal	Professor C Mahoney
Depute Principal	Professor P Martin
In attendance: Secretary to Court Assistant Secretary to Court	Ms D McMillan Ms A Loudon

The Chair of the Governance & Nominations Committee shall be appointed by the Committee from amongst its members

HEALTH, SAFETY & SUSTAINABILITY COMMITTEE

Remit

- Advises the University Court on all matters relating to Health & Safety and Environmental Management within the University,
- Promotes an evolving and proactive Health & Safety culture within the University,
- Promotes an evolving and proactive culture of sustainability and environmental management within the University,
- Oversees the implementation of the University's Health & Safety and Environmental Management Policies and any local rules, codes of practice or guidance notes made under those policies,
- Receives and approves or comments on any new Health & Safety or Environmental Policy, local rules, codes of practice or guidance notes prior to referral of these documents to Policy and Resources Committee for ratification and acceptance,
- Receives, discusses and comments on reports concerning health, safety and environmental matters within the University including those concerning,
 - visits by enforcing authorities,
 - accident statistics and individual incidents,
 - the condition of buildings in relation to environmental impact and sustainability,
 - Health & Safety or Environmental training,
 - Health, Safety or Environmental initiatives and
 - proposals to carry out any operation or process which entails an unusually high level of risk to individuals or University resources

Membership

Chair, appointed from senior management	Ms D McMillan
One lay Governor appointed by Court	Mr A Gordon
One member of staff from each School (normally the Chair of the local H&S Committee)	
Business & Enterprise	Ms J Blake
Education	Ms A Ledwith
Engineering & Computing	Dr H Ferguson
Health, Nursing & Midwifery	
Media, Culture & Society	Mr J Millar
Science & Sport	Dr G Boyd
Up to four members of staff from professional services (normally the Chair of the local H&S Committee)	
1 Student Life	Mrs M Cowper
2 Estates Management	Mr W Moffitt
3 People & Organisational Development	Mr R McNaughton
4 Information, Technology & Digital Services	Mr D Johnston
Representative from Students' Association	Ms H Armstrong

Head of Health & Safety Services	Vacant
Energy & Environmental Manager	Ms C Roxburgh
Occupational Health Manager	Mrs M Ramage
Residential Accommodation Operations Manager	Mr J Stevenson
SAUWS Chief Executive	Ms J Hunt
Representatives from the University's recognised trades unions	
1 Unison	Mr G McCrone
2 EIS	Ms J Russell
In attendance (as required):-	
Health and Safety Officer	Mr A MacMillan
Microbiological Safety Advisor	Dr F Henriquez
Genetic Modification Safety Advisor	Dr T S Rai
Hazardous Waste Officer	Mr C McGinness
Asbestos & Statutory Compliance Officer	Mr C Ferguson
Administrative Support	
Governance Support Co-ordinator	Mrs S Cosh

REMUNERATION COMMITTEE

Remit

The Remuneration Committee has delegated responsibility for approving all terms of appointment, including remuneration, annual pay awards and performance pay, for the Principal & Vice-Chancellor and all members of the Vice-Chancellor's Executive Group.

NB. Court approval may be required for specific circumstances as defined by SFC.

More specifically, its responsibilities are as follows:

- i. To determine the University's pay and rewards policy for the Vice-Chancellor's Executive Group subject to any national constraints and guidance, ensuring they are fairly rewarded for their individual contribution to the University, bearing in mind affordability.
- ii. To agree the system(s) of job evaluation to be used for the purposes of determining the gradings of the members of the Vice-Chancellor's Executive Group within the University, and to be advised of all regradings.
- iii. To oversee and agree all contractual arrangements for the members of the Vice-Chancellor's Executive Group including:
 - job descriptions
 - job evaluation
 - terms of employment
 - basic pay
 - performance pay
 - benefits
 - severance arrangements (in accordance with SFC guidance)
 - superannuation arrangements
 - health insurance
 - removal expenses
- iv. To agree the salary and contract of employment to be offered on appointment.
- v. To monitor and evaluate the performance of the members of the Vice-Chancellor's Executive Group ie. to be appraised of the agreed objectives for this group of senior managers before the start of the "performance management" year and to ensure that performance is rigorously assessed against those objectives.

Objectives may, exceptionally and by agreement with the individual being assessed, be revised in the course of the year to reflect unforeseen changes in circumstances.
- vi. To approve and conduct regular reviews of the University's pay and rewards policy and performance management arrangements for members of the Vice-Chancellor's Executive Group in light of any national guidance or legislative changes.

- vii. To ensure that all decisions relating to pensions ie. scheme membership, pension benefits and voluntary retirement, are undertaken in a fair, transparent and consistent manner with due regard to the responsible use of public funds, or other sources of income.
- viii. To approve any severance payments to a member of the Senior Management Team (including the Vice-Chancellor's Executive Group) or any severance payments in excess of £100,000. Payments in excess of £100,000 will be subject to consultation with the Scottish Funding Council.
- viii. To recommend approval to Court of any developments/amendments to the Removal Expenses Policy.
- ix. To receive and approve reports from the Salaries Committee.

Membership

Chair of Court	Dr W Hatton
3 Lay Governors (appointed by Court)	<u>Current Members</u> Ms L Connolly Professor C MacDonald (Chair) Mr W Smith
In attendance: Principal Secretary to Court	Professor C Mahoney Ms D McMillan

The Director of P&OD will be invited to attend as required

SALARIES COMMITTEE

Remit

The Salaries Committee has delegated responsibility from Court for approving all terms of appointment, including remuneration, annual pay awards and performance pay for all members of the Senior Management Team, outwith the Principal's Direct Reports, and Professorial Staff. The Committee reports to the Remuneration Committee.

More specifically, its responsibilities are as follows:

- i. To determine the pay and rewards policy for the Senior Management Team, as defined above, and Professorial Staff subject to any national constraints and guidance, ensuring they are fairly rewarded for their individual contribution to the University, bearing in mind affordability. This group of staff are outwith the scope of JNCHES and the National pay bargaining structures.
- ii. To agree the system(s) of job evaluation to be used for the purposes of determining the grading and pay of this group of posts and to be advised of all regradings.
- iii. To oversee and agree all contractual arrangements for this group of posts including:
 - job descriptions
 - job evaluation
 - terms of employment
 - basic pay
 - performance pay
 - benefits
 - severance packages (unless where SFC guidance requires arrangements to be within the purview of the Remuneration Committee)
 - superannuation arrangements
 - health insurance
 - removal expenses
- iv. To agree the salary and contract of employment to be offered on appointment.
- v. To monitor and evaluate performance i.e. to be appraised of the agreed objectives before the start of the "performance management" year, to ensure that performance is rigorously assessed against those objectives, and to agree performance related pay increases.

Objectives may, exceptionally and by agreement with the individual being assessed, be revised in the course of the year to reflect unforeseen changes in circumstances.

- vi. To approve and conduct regular reviews of the University's pay and rewards policy and performance management arrangements in light of any national guidance or legislative changes.
- vii. To ensure that all decisions relating to pensions ie. scheme membership, pension benefits and voluntary retirement, are undertaken in a fair, transparent and consistent manner with due regard to the responsible use of public funds.

Membership

Principal & Vice Chancellor (Chair)	Professor C Mahoney
Secretary to Court	Ms D McMillan
Depute Principal	Professor P Martin
Vice-Principals	Professor M Foley Professor J Keay Professor E Mesbahi
Chief Operating Officer	Ms S Mitchell
In attendance: Director of People & OD Other members of the Senior Management Team may be asked to attend as required	Ms C Murray

APPENDIX 3 - STANDING ORDERS OF THE UNIVERSITY (under review)

Standing Orders for Court and Court Committees

The Standing Orders are supplemental to the University's constitution (the "**Constitution**") which is contained in a statutory instrument of 1993 as amended by the University of the West of Scotland (Amendment to the University of Paisley Order of Council 1993) Order of Council 2015 and shall always be interpreted in accordance therewith.

1. Ordinary Meetings

Ordinary meetings of the Court shall occur at such dates, times and places as the Court shall determine, and shall occur at least four times per year.

2. Extraordinary Meetings

Extraordinary meetings may be called on the instructions of the Chair or on a requisition signed by not less than one-third of the membership.

3. Notice of Meetings

The Secretary to Court shall issue notices of meetings of the Court at least five days before the day of the meeting, specifying the time, place, day and hour of the meeting and the business to be considered. Where such notice is not given the meeting may only proceed after the suspension of standing orders.

4. Agenda and Minutes

The agenda of ordinary meetings of the Court shall commence with "Apologies for Absence" followed by "Determination of Any Other Business" under which the Court shall determine whether to include under "Any Other Business" such items as are notified for this purpose to the Secretary to Court at least 24 hours before a meeting.

Where necessary the agenda will identify reserved business in respect of which, because of a conflict of interest, a member or members are required to withdraw from the meeting.

A minute will be taken of all meetings of Court; circulated to Court members (apart from the restricted circulation of reserved business) prior to the ordinary meeting in written form for approval or amendment.

5. Notice of Proposals

No proposal not directly arising out of the business to be discussed at any meeting of the Court shall, unless with the consent of two-thirds of the members present, be taken up without notice being given to the Secretary to Court at least ten days before the meeting at which it is to be submitted.

6. Order of Voting

Where a proposal is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of last amendment first, until a single amendment is put against the proposal. Thereafter voting will take place upon the proposal or the proposal amended.

In the event of a division, the names of the proposer and the seconder of the motion and amendment shall be taken down and entered in the minute. Unless otherwise specified or agreed, voting shall be carried out by a show of hands. Unless otherwise specified, a resolution shall be carried by a simple majority of those present and voting. In the case of equality of votes at any meeting of Court, the Chairman of such a meeting shall have a casting vote in addition to a deliberate vote.

7. Declaration of Interest

In order to maintain the highest standards of integrity and propriety in relation to the conduct of the affairs of the University, a Register of Interests for members and officers of Court will be kept by the University. The Register of Interests is published on the University's website.

Each member of Court must make a declaration of any private or financial interest which could give rise to a conflict of interest. Registered Interests are defined as:

- any contractual or financial relationship (including directorship, partnership, consultancy, board membership or other position of authority) with an outside business
- any position with another which might involve a potential conflict of interest
- any ownership of property which might influence a member of Court's judgement and which should be known.

In addition to the Registered Interests referred to above, a member of Court who has a personal interest, or an interest of kinship, in any matter and is present at a meeting at which the matter is being considered, must disclose the interest to the meeting.

Declarations of interest shall be noted in the minute of any meeting at which they are raised. Where there is a registered or declared interest in respect of any matter under consideration at a meeting, the meeting must decide whether:-

- (i) there is a conflict of interest
- (ii) the member concerned shall be present during the discussion, receive papers on the matter, or speak or vote on it.

If there is a conflict of interest then the member shall withdraw from any direct involvement in Court's deliberations on the matter unless invited to remain by virtue of a resolution of the other members of the Court or Committee present at the meeting.

8. Dissent from Decision

No-one shall be entitled to enter his or her dissent from any decision, except at the meeting at which it has been passed; but any member not present may at the next meeting have his or her dissent recorded.

9. Rescission of a Decision

No proposal, nor any amendment to any such proposal, shall be moved if it involves a reconsideration of any question or proposal which has been decided or adopted by the Court at any time within the preceding six months unless –

- a. it is moved by the Chair,
- or b. in addition to being signed by the proposer, it is signed by at least one-third of the total members of the Court.

10. Minutes

The minutes of the previous meeting of the Court shall be sent to the governors along with the notice calling the next meeting; and shall be submitted for approval as a correct record.

11. Quorum

The quorum for meetings of the Court shall be nine. The quorum of Court Committees shall be one-third of the membership.

12. Chair and Vice-Chair

12.1 Election

- a. The Chair and Vice-Chair shall be appointed at the first meeting of the Court and thereafter at the meeting following demission of office.
- b. Candidates for Chair and Vice-Chair shall be proposed and seconded and if unopposed, appointed by a majority vote of the Court. Where more than one candidate is proposed and seconded, election shall be conducted by secret ballot and the candidate accumulating the highest number of votes shall be declared elected.
- c. There shall be no proxy or postal votes.

12.2 Powers

- a. The Chair shall have a deliberative and casting vote, and shall, subject to the standing orders, decide all questions of order.
- b. In the absence of the Chair the Vice-Chair shall preside at any meetings, and in the absence of the Vice-Chair the Court shall appoint one of their members to preside over any meetings. The Vice-Chair or a member appointed to preside over a meeting shall have the same powers as the Chair would have had.

12.3 Removal

The Chair of Court may be removed from the Chair by a resolution of Court provided that it is supported by at least two-thirds of the governors.

13. Appointment and Removal of Governors

The rules of appointment are set out in the Constitution.

A governor shall be deemed to have vacated office as a governor and the Court shall declare his place vacant, in any of the following circumstances:

- where a member intimates in writing to the Court his resignation as a governor;
- where a governor's estate is sequestrated or a bankruptcy order is made against him or he has granted a trust deed for, or entered into an arrangement with creditors;
- where on consideration of the facts and in the opinion of the Court a governor becomes unable to carry out the duties of a governor by reason of physical or mental illness;
- where a governor has failed to attend any meetings of the Court or any of its committees or sub-committees for a period longer than six consecutive months otherwise than for a reason approved by the Court;
- where in accordance with Part III Section (7) of the Constitution a member becomes ineligible to remain in office as a governor.

14. Appointment and Election of Staff Governors

14.1 The staff governor elected by the academic staff and the staff governor elected by all other staff shall each be elected in accordance with the following scheme:

- a. The Secretary to Court shall be the Returning Officer.
- b. Election shall be on a "first past the post" basis.
- c. In the event of a tie the names of the candidates will be placed in a box and drawn out by a scrutineer in the presence of the Returning Officer. The name selected will be declared to be the successful candidate.

- d. Nominations will be invited on nomination forms. Each candidate will be required to secure 10 signatures of which at least 7 should be from other departments and sections than that of the candidate.
- e. Nomination forms may be accompanied by a statement about the candidate not exceeding a typed A4 page which will be circulated.
- f. Not less than 14 days will elapse between the issue and return of nomination forms. Not more than 28 days will elapse between the close of nominations and election day.
- g. Voting papers will be circulated by internal post with a return by a specific date/time.
- h. Votes will be counted at the end of poll under the scrutiny of scrutineers appointed for this purpose.
- i. The scrutineers shall be appointed as follows:
 - 2 scrutineers appointed by EIS or any recognised successor body for the academic staff election.
 - 1 scrutineer appointed by each of UNISON and UNITE or by any recognised successor body for the staff election for all other staff.

14.2 Appointment of Governors by Senate

The Senate will determine its own appointment procedure, and will be notified of any vacancy immediately following the notification of the Court.

15. Determination of Procedural Questions

The Chair of the Court shall be empowered to rule on any procedural matters or questions arising from the arrangements for Appointment and Election of Staff governors subject to report of the matter and its outcome to the next scheduled meeting of the Court.

16. Ordinary Business

The ordinary business of the Court shall be composed of such items as are deemed necessary by the Court to fulfil its statutory functions, and such other detailed functions as are set out in memoranda and instructions from the Scottish Funding Council provided always that Court shall approve a Strategic Plan, a Statement of Accounts, an Annual Budget for the financial operation of the University, an Annual Report from its Audit Committee and an Annual Report on Health and Safety.

17. Committees of the Court

- a. The Court, may from time to time, set up such standing committees, "ad hoc" committees and Working Parties as it deems necessary, including as Standing

Committees, a Policy & Resources Committee; an Audit Committee, a Governance & Nominations Committee and a Remuneration Committee.

- b. Any committees set up by the Court, insofar as they are relevant, conduct their business under the same orders as the Court.
- c. The functions delegated to the Senate are as set out in the Constitution.
- d. The functions delegated to the Standing Committees shall be as set out in such Schemes of Delegation as are approved by the Court, from time to time.
- e. A report will be prepared annually by the Nominations Committee on the attendance of members of Court at Court and sub Committee meetings and where it is obvious that a member of Court is not regularly attending, they will be approached and asked if they wish to stand down membership.

18. Confidentiality

Agenda, papers and minutes, apart from in respect of reserved of business (where the circulation is more restricted) are circulated to all governors and are available for public scrutiny on request.

19. Alterations of Standing Orders

The Standing Orders of the Court of which this article is one, shall not be altered or repeated, either in whole or in part, except by a vote of a majority of the whole Court at a meeting held after notice given at least one month previously.

20. Suspension of Standing Orders

In case of urgency any one or more of the Standing Orders may be suspended at any meeting, as regards any business at such meeting, provided that not less than two-thirds of the members of the Court are present and voting shall so decide.

APPENDIX 4 – SCHEME FOR THE ELECTION OF STAFF GOVERNORS (under review)

1. Under the terms of the University of the West of Scotland Order of Council 2015, provision is made for the election of staff governors as follows:

Article 6(c)(i)(ii)
Elected Governors

(ii) one who shall be elected by the academic staff of the University from among such staff; and

(iii) one who shall be elected by all other staff of the University from among such staff.
2. The Court has approved the following definitions and rules:
 - 2.1 The “academic staff” shall be all members of staff appointed under academic conditions of service.
 - 2.2 The “all other staff” shall be all other employees.
 - 2.3 The Secretary to Court shall be the returning officer.
 - 2.4 Election shall be by a “first past the post” principle.
 - 2.5 In the event of a tie the names of the candidates will be placed in a box and drawn out by a scrutineer in the presence of the Returning Officer. The name selected will be declared to be the successful candidate.
 - 2.6 Nominations will be invited on nomination forms. Each candidate will be required to secure 10 sponsors of whom at least 7 shall be from other Schools/Departments.
 - 2.7 Nomination form may be accompanied by a statement about the candidate not exceeding a typed A4 page which will be circulated.
 - 2.8 Not less than 14 days will be between the issue and return of nomination forms. Not more than 28 days will elapse between the close of nominations and election day.
 - 2.9 Voting papers will be circulated by internal post with a return by a specific date/time.
 - 2.10 Votes will be counted at the end of the poll under the scrutiny of scrutineer appointed for this purpose.
 - 2.11 The scrutineers shall be appointed as follows:

2 scrutineers appointed by EIS for the academic staff election.
1 scrutineer appointed by each of UNISON and UNITE for the all other staff election.