

University Court

# STANDING ORDERS OF COURT

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# SECTION 1 : INTRODUCTION TO STANDING ORDERS

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## 1.1 **Commencement and Duration**

These Standing Orders set out the way the business and proceedings of the University Court will be governed. They have been drawn up in line with Schedule 1 of The University of the West of Scotland Order of Council 2019. They come into effect and will apply from the date of approval by Court, and will remain in force until varied or revoked by Court.

## 1.2 **Application of Standing Orders**

The Standing Orders will apply to all meetings of the University Court and its standing committees and, subject to a resolution for suspension, remain in force unless and until they are varied or revoked. The Standing Orders may not be varied or revoked by any standing committee.

## 1.3 **Regulations**

These Standing Orders should be read along with (i) the Scheme of Delegation and (ii) the Financial Regulations which altogether will be the regulations of the Court. The Court may also, from time to time, approve other rules, regulations and procedures as are needed to ensure the effective operation of the Court.

## 1.4 **Implementation of Standing Orders**

The Chair and the Secretary will be responsible for ensuring that the business of the University Court or the committee is conducted in line with the Standing Orders. If any dispute arises at a meeting about how the Standing Orders are interpreted this will be resolved by the Chair of the meeting, in discussion with the Secretary, whose decision will be final.

## 1.5 **Review of Standing Orders**

To ensure the ongoing effectiveness of the Standing Orders they will be kept under review and will be formally reviewed at least once every five years.

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## SECTION 2 : DEFINITIONS

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In these Standing Orders, the following words will have the following meanings:

“Act” means the Higher Education Governance (Scotland) Act 2016

“Code” means the Scottish Code of Good HE Governance (2023)

“University” means the University of the West of Scotland

“Order of Council” means the University of the West of Scotland Order of Council 2019

“Court” means the Court of the University of the West of Scotland

“Chair” means the Chair of the Court “Secretary” means the Secretary to Court or Secretary to the Committee

“Deputation” means a representative of a group or organisation who requests to speak at a meeting of the Court or a Committee

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## SECTION 3 : CHAIR/VICE CHAIR / INTERMEDIARY

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### 3.1 **Election of the Chair of Court**

The Chair of Court will be elected by the members of the Court and the staff and students of the University in line with the provisions of the Act and the Code and the Rules for the Appointment of the Chair of Court which are set out in Section 9.1.

Appointment to the position of Chair is for a period of three years. The Chair may be re-appointed for a further and final period of three years by agreement of the Court on the recommendation of the Governance and Nominations Committee, without recourse to a further election. In making such a recommendation, the Committee will follow the process set out in the Rules for the Appointment of the Chair of Court

Where an existing member of Court is elected to serve as Chair, that member will automatically begin a new term of membership linked to the office of Chair. However, consideration will be given to limiting the new Chair to a single term of office where that person has already served for a substantial period on Court.

### 3.2 **Appointment of Vice Chair of Court**

Court will appoint a Vice Chair from among the lay members of Court. The Governance & Nominations Committee will seek expressions of interest and consider nominations from all members of Court, take such views as deemed appropriate and submit a single nomination to Court for approval.

The period of appointment of the Vice Chair of Court will be linked to their current period of appointment to membership of Court, and on completion of a term may be considered for reappointment provided they remain eligible for office.

In the absence of the Chair or during the period of any vacancy in the office of the Chair, the Vice-Chair will be entitled to exercise any or all of the functions of the Chair, including but not limited to those specified in section 1(2) of the Act.

### 3.3 **Presiding at Court**

The Chair will preside at meetings of Court. In their absence the Vice-Chair will preside. In the absence of both the Chair and the Vice-Chair, those members of Court who are present will appoint a Chair from amongst the lay members present to preside at the meeting concerned.

### 3.4 **Powers and Duties of the Chair**

The Chair will act in line with the Role Description for the Chair of Court and will make sure that the meeting is run in a fair manner and will ensure that every member is heard and given an appropriate opportunity to express their views on the subject under discussion.

The Chair will have a deliberate and casting vote and will, subject to the Standing Orders, decide all questions of order (See also Paragraph 1.4).

Court may grant delegated authority to the Chair to act on its behalf between meetings on matters of routine business and where, in the view of the Chair, the business does not merit the convening of an extra ordinary meeting. The Chair will be answerable to the Court for any action which he/she takes on its behalf and a report will be made to the next meeting of Court detailing any Chair's action taken.

The Chair may delegate duties to other members of the Court, but when doing so must have the consent of the Court and must make sure they do so in line with the Chair's statutory requirements and the regulations of Court. Any such delegation should be clearly recorded.

### 3.5 **Removal of Chair**

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

The process, grounds and associated review process for the removal of the Chair of Court are the same as that of a member or Court as set out in paragraph 6.6 of these Standing Orders.

### 3.6 **Intermediary**

Court will appoint one of the lay members to serve as an intermediary for other members who might wish to raise concerns about the conduct of Court or of the Chair. The process for this will be managed by the Governance & Nominations Committee who will submit a single nomination to Court for approval.

Led by the intermediary member, Court will appraise the performance of the Chair at least annually, without the Chair being present. Prior to this all Court members will be offered the opportunity to provide relevant feedback individually and in private.

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## SECTION 4 : MEETINGS

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### 4.1 **Ordinary Meetings**

Ordinary meetings of the Court will be held at least four times each academic year. The dates of meetings will be notified to Court no later than the penultimate meeting of the previous academic year. Meeting dates will be published on the University's website and in any other way the Court thinks is reasonable. Meetings will be scheduled so that the annual cycle of business can be carried out effectively and on time.

### 4.2 **Extraordinary Meetings**

In the event of urgent or exceptional circumstances, an extraordinary meeting may be called if requested by the Chair or the Secretary or on a written request signed by not less than one-third of the membership confirming the business to be considered. The Minutes of any Extraordinary Meeting will be approved by Court at its next Ordinary Meeting. The Minutes of the previous Ordinary Meeting will not be approved at the Extraordinary Meeting.

### 4.3 **Virtual Meetings**

For the avoidance of doubt, any meeting of the Court, ordinary or extraordinary, may be conducted wholly or partially virtually, or in any combination of virtual and real life. The business of a Court meeting conducted in a virtual or mixed mode and the decisions taken have the same validity as when the Court is wholly convened in real life.

### 4.4 **Notice of Meetings**

Notices of all meetings will be given by the Secretary to Court at least 5 days before the date 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.

### 4.5 **Alteration of Date of Meeting**

The Chair, or in his or her absence, the Vice-Chair, may in special circumstances (of which the Chair or Vice-Chair will be the sole judge) alter the date of any meeting of Court.

### 4.6 **Validity of Proceedings**

In line with paragraph 14 of the Higher Education Governance (Scotland) Act 2016 no vacancy in membership (or category of membership) or defect in the appointment of a member will prevent the Court from acting in the execution of its functions, nor will any act or proceedings of the Court, or of any of its Committees, be invalidated in consequence of any such vacancy or defect in the appointment.



#### 4.7 **Quorum**

The quorum for meetings of the University Court will be 9 members of the total membership, on condition that of those present there is at least a bare majority of governors appointed under paragraph 7 (i) of the Order of Council.

An inquorate meeting may be allowed at the discretion of the Chair but only on the clear understanding that any decisions taken will not be valid until they have been approved at a subsequent quorate meeting or by electronic approval (see section 4.13).

Unless otherwise specified in a Committee's terms of reference, as approved by the Court, a committee quorum comprises no fewer than three members of the Committee, one of whom must be the Chair or his/her nominee.

If at any time appointed for a meeting of Court, or if before the business of any meeting has been completed, the number of governors is less than one third of the total membership of Court, the governors present may adjourn the meeting to such day or time as may be determined and the meeting may be reconvened on less than five days' notice.

#### 4.8 **Agendas and Papers**

The Secretary will prepare an agenda setting out all business for the meeting, except for such urgent business as may be required to be brought before Court by direction of the Chair.

The agenda of business and draft minutes from the previous meeting must be approved by the Chair before being circulated.

The agenda of ordinary meetings of Court will commence with "apologies for absence, followed by "declaration of interest". The Chair will determine whether to include under "any other business" any items notified for this purpose to the Secretary.

The agenda for meetings of Court together with the minutes of the previous meeting of Court and such other papers as are referred to on the agenda will normally be circulated 5 working days before the meeting.

All items on the agenda for meetings of Court will normally be "starred" items for discussion.

Late circulation and tabling of papers will only be allowed in exceptional circumstances.

#### 4.9 **Minutes**

The Secretary will take a formal minute of each meeting, prepared according to the conventions outlined by the Court & Senate Office. Minutes will be approved initially by the Chair and are not confirmed until approved by the next Ordinary Meeting. A paper copy of the approved minutes will be maintained in a minute book as part of the official record of the University.

#### 4.10 **Publication of Court Minutes**

Minutes of meetings of Court are published on the Court website once approved by Court, with the exception of those minutes which would otherwise be exempt from disclosure under the Freedom of Information (Scotland) Act 2002. Any requests for such information withheld from the minutes are to be considered under the Freedom of Information (Scotland) Act 2002.

#### 4.11 **Reserved Items of Business**

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

Papers, discussion and decisions that Court determines are confidential will be separately minuted and will not be made available to anyone other than members of Court and its secretariat.

#### 4.12 **Deputations**

Every application for a Deputation will be made in writing, duly signed, addressed and delivered to the Secretary not less than 5 working days prior to the date of the meeting at which the subject may be considered. The application will state the subject on which the Deputation desires to be heard and the action (if any) which the Deputation proposes should be taken.

Any application for a Deputation will require the approval of the Chair.

Any member may put any relevant question to the Deputation but no member will express an opinion upon, nor will Court discuss, the subject on which the Deputation is being heard until the Deputation has withdrawn.

#### 4.13 **Electronic Approval**

On occasion there may be a need to refer a matter to Court for approval between scheduled meetings but neither an Extraordinary Meeting (see 4.2) or Chair’s action (see 3.4) is deemed appropriate. This may be because the matter for approval is a formality which, while not expected to require discussion, needs a formal Court decision; or where the significance of the decision is such that it is better presented to Court at the time rather than for post hoc homologation.

Frequently, such matters will already have been raised with Court at a scheduled meeting and may have been approved in principle pending additional information or clarification. In such circumstances, the Court may receive and approve a formal proposal electronically.

#### 4.14 **Observers and Attendees**

At the discretion and invitation of the Chair, staff and students may be invited to attend Ordinary Meetings of Court. Observers will be provided with a copy of the meeting agenda but not the full papers. Observers will not participate in the meeting but are encouraged to speak to the Secretary on any matter following the meeting if clarification is required.

Key officers of the executive that are not members of Court as defined in the Order of Council should attend meetings to support effective decision-making but must not unduly influence the business of the Court. The number of officers present should not normally exceed the number of lay members present.

Decisions of Court may only be made by its members. Observers and attendees may not propose or second motions to be put to the Court, nor vote on any item of business.

#### 4.15 **Privacy of Proceedings and Use of Social Media**

All members of Court must respect the confidentiality of the sensitive information held by the Court within the parameters of the Freedom of Information (Scotland) Act 2002. This includes commercially sensitive information, personal information and information received in confidence by the organisation.

The use of social media (e.g. Facebook, Twitter, Instagram etc.) during or following discussion at meetings of Court and its Committees is prohibited.

#### 4.16 **Public Statements**

Court may release such public statements or excerpts from minutes at such times and in such manner as it may in its discretion from time to time decide. Members should not comment publicly on or release individual statements or documents on matters relevant to the business of Court without specific approval from the Chair or the Secretary.

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## SECTION 5 – PROCEDURE AT MEETINGS

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### 5.1 **Order of Business**

Meetings will commence promptly at the time shown on the agenda. The business of Court will proceed in accordance with the agenda. The Chair may vary the order of business specified on the agenda at any meeting so as to give precedence to a specific matter. The Chair is responsible for managing the business and discussions in a timely fashion.

### 5.2 **Conduct of Debate**

When speaking, members of Court will address the Chair. In the event of more than one member speaking or seeking to speak at the same time, they will be heard in the order in which they are called upon by the Chair.

### 5.3 **Points of Order**

A member or the Secretary may raise with the Chair a point of order during a meeting, where a member believes these Standing Orders have not been followed. The Chair will give a ruling on the point of order. Thereafter, the business of the meeting will resume in accordance with the agenda.

### 5.4 **Mandates**

Members appointed or elected by a particular consistency, or otherwise drawn from a particular sector or community, must not act as if delegated by that particular constituency. No member may be bound when speaking or voting, by mandates given to them by others, or drawn from an electoral platform.

### 5.5 **Motions and Amendments**

Any member may propose a motion or amendment at any time, subject to it being seconded by another member of Court. No member may move or second more than one amendment to a motion. A motion or amendment moved but not seconded will not be put to the meeting.

### 5.6 **Decision Making**

All members of Court contribute to the decisions made. Decisions will normally be made on the basis of agreement by consensus, but where the Chair believes it to be in the interest of the progress of a debate, or where it is proposed and seconded by two members present, the Secretary may be asked to count and record a vote by a show of hands. A decision will be carried by a simple majority of those present and voting. In the case of equality of votes at any meeting, the Chair will have a deliberative and casting vote.

### 5.7 **Collective Responsibility**

Any decision of Court is a decision taken by its members collectively and each

individual member has a duty to stand by it, whether or not he/she was present at the meeting when the decision was taken.

In the event that a member has a reservation regarding a particular decision they may ask for their dissent to be formally recorded in the minute, as long as this is explicitly requested at the meeting.

#### 5.8 **Rescinding or Varying Decisions**

Decisions made by Court may be rescinded or varied at a subsequent meeting if due notice of the intention to rescind or vary that decision has been given as a specific item on the agenda for that meeting and if a majority of members at that subsequent meeting agree.

#### 5.9 **Suspension of Members**

If any member of the Court or its Committees disregards the authority of the Chair or the Committee Chair, obstructs the meeting or, in the opinion of the Chair, conducts him or herself offensively at the meeting, the Chair may propose that the member be suspended for the remainder of the meeting, in which case a motion to that effect will be made and seconded without discussion and a vote will take place.

#### 5.10 **Adjournment of Meetings**

The Chair may adjourn any meeting for any reason on which the Chair will be sole judge.

When a meeting is adjourned for a brief period, no special procedures are required when the meeting resumes. The remaining business will be dealt with as if the meeting had been continuous.

When a meeting is adjourned to continue on another day, at least 3 clear days' notice of the calling of the adjourned meeting will be given. At the adjourned meeting only the unfinished business for which the original meeting was called will be transacted.

At the discretion of the Chair, when there are no matters of urgency to be resolved, the unfinished business may be referred to the next ordinary meeting of Court or Committee.

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## SECTION 6 – MEMBERS OF COURT

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### 6.1 **Appointment of Members**

Court will be composed of a membership in line with the Order of Council.

The process for the appointment to membership of Court and its sub Committees will be managed by the Governance & Nominations Committee who will make recommendations to Court accordingly. Vacancies for lay members will be advertised within and outside the University, using a role specification and a clear indication of the skills, knowledge and experience required. Any rules in relation to membership of other governing bodies or boards will be clearly set out to applicants.

The election of the Chair, election of staff members and nomination of Trade Union representatives will be made in line with rules approved by Court from time to time which are set out in Section 9 of these Standing Orders.

### 6.2 **Periods of Appointment to Court**

No person other than an ex officio member will be appointed for a period of more than 4 years.

Lay members will normally be appointed for a period of 3 years, which may be renewable for one further 3 year term, subject to satisfactory performance, on the recommendation to Court byA the Governance & Nominations Committee. Exceptionally to support continuity of membership or retention of a particular skill or expertise, lay members may be appointed for a third and final term, on the recommendation of the Governance & Nominations Committee and approval by Court. Service beyond three terms of 3 years should be avoided unless deemed necessary by the Court and must be notified to the Scottish Funding Council.

Periods of appointment of staff governors, trade union representatives, student representatives and Senate representative are set out in Section 9 of these Standing Orders.

### 6.3 **Responsibilities of Members**

All members of Court have the same responsibilities, obligations and rights and are expected to participate fully in all governing body business, unless a clear conflict of interest is identified.

Members' responsibilities are outlined in the Statement of Primary Responsibilities of Court and in the Code.

As the University is a registered charity, all members of Court will at all times comply with their obligations as a charity trustee, pursuant to the Charities and Trustee Investment (Scotland) Act 2005. All members of Court, collectively and individually, must act in accordance with the Nine Principles of Public Life in Scotland.

#### 6.4 **Disclosure of Interest**

A member of Court who has a financial, family or other interest in any matter under discussion, at any meeting of Court or its Committees at which they are present, must, as soon as practicable, disclose the fact of this interest to the meeting.

Where it is identified that a member of Court has a conflict of interest with respect to any given matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision-making or may require complete non-participation and/or withdrawal from that part of the meeting.

A member of Court is not considered to have a financial interest in matters under discussion merely because they are a member of staff or student of the University.

A Register of Interests for members and officers of Court will be maintained and published on the University's website.

#### 6.5 **Appointment of Members of Court to serve on Committees of External Organisations**

Court may, in appropriate cases, appoint a member or members to serve on a Committee of an organisation external to the University. Where the procedures of the external organisations concerned permit such action, Court may require those members appointed by it to provide it with reports of the proceedings of the external organisations on which they serve.

#### 6.6 **Resignation or Removal of Members of Court**

The Standards of Behaviour and requirements expected of a member of Court are set out in the Court Handbook. On joining Court, all members require to complete a Charity Trustee Declaration and a Register of Interests.

Any member of Court will be deemed to have vacated office and the Court will declare his or her place vacant, in any of the following circumstances:-

- (i) the member intimates in writing to the Court his or her resignation as a member;
- (ii) the member becomes ineligible to be a charity trustee under the Charity and Trustee Investment (Scotland) Act 2005;
- (iii) the member becomes unable to exercise the functions of the Chair or a member of Court through persistent absenteeism, medical or legal impediment such as a criminal conviction, or behaviour deemed to be detrimental, or potentially detrimental to the good standing of the University and its values (whether or not in their capacity as a member).

The removal of a member of Court must be effected by a resolution based on grounds for removal passed by a two third majority of Court following appropriate investigation of the circumstances. The member subject to the decision will not count in any calculation of the majority and is not eligible to vote on the decision.

If the decision is passed, the member of Court who is subject to the decision will be entitled to seek a review in order to have the decision reconsidered or quashed. This request must be made in writing within seven days of the decision being passed to the Secretary who will request that the Law Society of Scotland appoints a suitable independent party to undertake a review.

#### 6.7 **Attendance at Meetings**

In order to ensure the effective and efficient discharge of the business of Court and its Committees, it is important that members of Court attend meetings on a regular basis. Patterns of attendance are monitored by the Governance & Nominations Committee and an analysis of attendance at meetings of Court and its Committees is published annually on the University's website and in the annual Financial Statements.

Where issues of persistent absenteeism are highlighted, this will be referred to the Chair for consideration (see paragraph 6.6)

#### 6.8 **Leave of Absence**

Should any member of Court require leave of absence from their Court duties they should raise this in the first instance with the Secretary to Court. The Chair of Court and the Governance & Nominations Committee will be advised of absence requests and will consider any arrangements that need to be put in place. The implications for the charitable trustee status of Court members will be considered for each leave of absence and where appropriate the Committee will approve any periods of suspension from membership from the Court.



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## SECTION 7 – COMMITTEES OF COURT

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### 7.1 **Establishment of Committees**

Court will establish such Committees as it thinks fit, appoint the Chair of each Committee, confer on each Committee such powers and functions as it deems necessary, and determine the membership and remit of each Committee, including delegated authority as appropriate.

Any Committee may establish Sub-Committees and determine their membership and functions provided this is reported to Court and that they comply with these Standing Orders as to their establishment and operation.

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

### 7.2 **Delegation from Court**

In line with Section 6 of the Constitution, Court may delegate authority or allocate some of its work to Committees, grant delegated authority to the Chair or a committee to act on its behalf, and delegate authority to the Principal and other officers of the University. Such delegations must be clearly defined in a Scheme of Delegation that is formally approved by Court. Where Court has delegated authority to other bodies or individuals to act on its behalf, it remains ultimately accountable and takes collective responsibility for the actions.

In deciding which tasks should be delegated to Committees, Court must retain a formal schedule of matters reserved to it for its collective decision.

### 7.3 **Senate**

Separate Standing Orders exist for the Senate and its Committees.

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## SECTION 8. EFFECTIVENESS OF COURT

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Court is committed to improvement and enhancement in all areas of governance. It is guided in this by the Scottish Code of Good HE Governance and in particular the expectations to review its own effectiveness each year and to undertake an externally facilitated evaluation of its own effectiveness and that of its committees including size and composition of membership, at least every 5 years.

The results of the Court's effectiveness reviews and associated actions will be reported publicly .

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## SECTION 9 - ELECTION/APPOINTMENT SCHEMES

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### 9.1- RULES FOR THE APPOINTMENT OF THE CHAIR OF COURT

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The Order of Council states that the Chair is to be appointed in accordance with Sections 3 to 8 of the Higher Education Governance (Scotland) Act 2016 (the Act) and an appointment process prescribed by the Court. The rules also take into account the expectations of the Code of Good HE Governance (2023) (the Code).

This section sets out the arrangements in place for the appointment of the Chair of Court.

#### **Eligibility**

Members of the Court are charity trustees. Applicants must make sure before applying that they are not disqualified from serving as a charity trustee under the Charities and Trustee Investments Act (Scotland) 2005 as they will be asked to make a formal declaration of this if they are shortlisted for interview stage before progressing to the election.

The Chair of Court must not have any unspent or pending criminal convictions that may have an impact on her/his ability to fulfil the requirements of the role. Applicants will be asked to declare any unspent or pending criminal convictions at the time of application so that the University can consider if it can effectively manage the risks associated with the conviction if the applicant were successful.

Applicants must declare any current or previous involvement in activities, organisations and/or financial affairs (including personal/professional bankruptcy proceedings) which may have had, or be deemed to have the potential to have, an adverse impact upon the University's reputation. The person appointed will be required to disclose their interests on a publicly available register of interests.

It is an essential requirement that the Chair is able to act independently. Current lay members of the University Court are eligible to be appointed as Chair, but the role may not be held simultaneously with another role on Court. In line with the Code, where an existing member of the governing body is elected to serve as Chair, that member will begin a new term of membership linked to the office. However, the UWS rules indicate that where that person has already served for a substantial period on the governing body, i.e. three years or more, the person will still be eligible to stand for election but a single term of not more than 4 years will be available and such that the overall period of appointment as a member of Court does not exceed 9 years in total which is in line with the maximum period of appointment to Court.

Current students or members of staff are not eligible to be the Chair. No former student or member of staff of the University will be eligible to be appointed until a period of 4 years has elapsed from the date they ceased to be a student or member of staff.

The Chair may hold membership of a political party or organisation but may not hold an elected political office during the term of appointment and may not hold a position (paid or unpaid) with any other education institution.

## **Appointment Process**

The appointment of a Chair of Court will be carried out in three stages:

- (i) Application
- (ii) Interview
- (iii) Election

The application and interview stage will be overseen by the Governance & Nominations Committee. By the end of this stage, the Governance & Nominations Committee will determine a list of candidates deemed to have met the relevant criteria for appointment to the role and who will stand as candidates in the election.

The election stage will be overseen by a Returning Officer who will manage the election process.

## **Responsibilities of the Court's Governance & Nominations Committee in relation to the Appointment of a Chair of Court**

The Chair of Court is also Chair of the Governance & Nominations Committee. However, when considering issues relating to the appointment of a Chair, the Governance & Nominations Committee will be chaired by another member of Court, normally the Vice Chair of Court.

With regard to the appointment of the Chair, the responsibilities of the Governance & Nominations Committee are to:

- Devise the relevant criteria with respect to the position of the Chair. These should include: the experience, skills and knowledge necessary or desirable to exercise the functions of the role of the Chair and command the trust and respect of the Court, the Senate and the wider University community along with the expectations around availability and time commitments to carry out the role;
- Ensure the efficiency and fairness of the process;
- Publish anonymised data of the protected characteristics of the applicants, the interviewees and the candidates in the election;
- Advertise the vacancy widely, sufficient to attract applications from a broad range of people;
- Interview those people who appear to meet the relevant criteria;
- Declare whether those applicants who have been interviewed have satisfactorily demonstrated that they meet the criteria; and
- Declare those candidates who may stand in an election.

To meet the requirements of the Act, any advert for the position of Chair will contain the following information:

- The process for filling the position
- The functions exercisable by the Chair
- A summary of the relevant criteria with respect to the position
- Guidance on how further information and any application form can be obtained;
- An outline of the process;
- Clarification on the reimbursement of expenses to attend interview or campaigning in an election for the position;

- An indication of the remuneration and expenses payable if appointed to the role;
- A commitment to diversity and inclusion, reflecting the desire to attract individuals from underrepresented groups.

In discharging its responsibilities, the Governance & Nominations Committee may decide to engage the services of an external search agency. If it chooses to utilise an external search agency, the Governance & Nominations Committee may not delegate any of its responsibilities for reaching its own decision about whether individual candidates appear to meet the relevant criteria and must ensure that the external search agency is able to operate within clear parameters which must be set by the Governance & Nominations Committee.

The role of an external search agency engaged in this way is to provide the Committee with information to enable it to better reach its own decision.

The Governance & Nominations Committee will determine the format for applications, any accompanying documentation that applicants may be required to submit. This will include an Equality Monitoring Form.

For the avoidance of doubt, late applications received more than 24 hours after the published deadline for applications will be excluded from consideration. Those received within the 24-hour period may be considered at the discretion of the Committee.

The Governance & Nominations Committee will consider the applications against the criteria for appointment and will reach a decision on which applications appear to meet those criteria to determine those who will be shortlisted. The Governance & Nominations Committee will then make arrangements to interview such applicants.

Following shortlisting, arrangements will be made for all candidates to meet with the Principal & Vice-Chancellor prior to the interview to learn more about the University and be fully briefed by either the search consultants or the Secretary to Court on the role of Chair of Court.

Following the interview stage, the Governance & Nominations Committee will reach a decision on which applicants have demonstrated that they meet the relevant criteria. The Committee will then provide a list of such applicants to the Returning Officer who will make arrangements for an election to take place as set out below.

At the conclusion of this stage the candidates will be required to confirm their intention to stand in the election.

An election can, however, only take place when there is more than one candidate who meets the criteria. In the event only one candidate is identified, or if fewer than two candidates agree to move forward to the election process, the election timetable will be paused and the search process will be recommenced to identify other candidates. The remaining candidate remains eligible to stand in the election without re-applying or further interview.

### **The Returning Officer**

The Vice Principal (Governance) & University Secretary will be the Returning Officer. In the event of a vacancy in the position of Secretary, or if the Secretary is unavailable for any reason, the Court will appoint another senior officer of the University to act as Returning Officer. The Returning Officer may appoint deputies to assist them in carrying out the duties associated with the role, but the Returning Officer will be responsible for ensuring that the duties of the role are properly carried out.

The duties of the Returning Officer will include:

- Managing the whole electoral process;
- Ensuring the proper announcement of candidates and preparing the publication of election statements by candidates;
- Providing an appropriate electronic voting platform;
- Identifying an appropriate qualifying date for the determination of those eligible to vote in the election;
- Ensuring the proper application of the election rules;
- Ensuring candidates are reimbursed for any expenses permitted
- Reviewing election statement of candidates to ensure they meet the campaign rules;
- Considering complaints raised in relation to the conduct of the campaign and the election itself and imposing remedies appropriate

### Election Rules

The election will be by electronic voting which may be hosted by a third-party provider appointed by the University. Arrangements will be put in place to enable members of the electorate without normal access to the necessary technology to use the online voting system.

The voting period for the election will take place on a date or dates to be agreed by the Governance & Nominations Committee, preceded by a period of campaigning. The period from announcement of candidates to close of voting will take no longer than 15 working days. An example of an appropriate timetable might be as follows:

Day 1:	Public Announcement of candidates and circulation of election statements to the electorate
Day 6:	Open Meeting organised by the University
Day 7:	9am – online voting opens
Day 14:	5pm – online voting closes
Day 15:	Declaration of Result
Day 17:	Announcement of result

In determining appropriate dates, the Committee will, as far as reasonably practicable, ensure that a newly elected Chair will have a period of induction ahead of the start of their term of office.

As part of the campaign, candidates will be entitled to the following:

- (i) Attendance at an Open Meeting organised by the University and held at the Paisley Campus before an audience of students; staff and members of Court at which candidates will be expected to address the audience and answer questions. This will be streamed to other Campuses and available to view online until voting closes.
- (ii) Distribution by the University of a campaign statement once accepted by the Returning Officer in support of their candidacy by a specified date which the University will publicise in equal measure by appropriate means to the eligible voters detailed below during the period of election. The campaign statement should be no more than one page of A4 (no more than 300 words) and must be written using the template supplied in a way consistent with the requirements for the position of the Chair as set

out in the role description. A photograph of the candidate may also be included.

The distribution of any other campaign materials by the candidate or persons acting on their behalf whether in electronic or hard-copy format is not permitted. Candidates may use their own personal social media channels, but the University social media channels may not be used by or on behalf of individual candidates.

Official endorsements of candidates by any organisation, or by individuals representing or perceived to be representing any organisation are not permitted. Specifically, this includes endorsements by the University or by any of its constituent parts (whether Campuses, Schools, Directorates or other units and centres); by any of the recognised campus unions or similar organisations; by the Students' Association; or by members of Court.

The Open Meeting will take place in accordance with the timetable set out above and will be hosted by the Returning Officer (or any deputy appointed by the Returning Officer).

Every effort will be made to ensure the venue for the Open Meeting is accessible. The University may decide to hold more than one Open Meeting as appropriate.

Expenses incurred by candidates in relation to attendance at such events will be covered by the University in line with the University's Travel Expenses Procedure which will be made available to candidates up to a maximum of £500 per candidate.

Candidates will not have access to the electorate other than via:

1. The election statement distributed by the University on behalf of the candidates; and
2. The "Open Meeting".

Candidates are not permitted access to the email addresses of electors.

The information contained in the online ballot relating to each candidate will include first/given name (or name known by) and surname/family name only. A link will be provided so that electors can review the election statement of each candidate.

The results will be declared following the closing of the voting period at a time determined by the Returning Officer and published to the electors and candidates. Candidates will be invited to attend the declaration. An observer representing each of the categories of electors may be invited to be present at the declaration.

Any complaint about the conduct of an election, any allegation of infringement of these rules, any allegation of misconduct by a candidate or one of their agents or supporters or potential defect in the running of the election should be brought as soon as possible to the attention of the Returning Officer who will investigate the matter.

Having investigated the matter, the Returning Officer will determine whether the complaint or allegation should be upheld. If the complaint or allegation is upheld, the Returning Officer may make such arrangements or impose such sanctions to remedy such defect or infringement. The arrangements or sanctions could include, but are not limited to, the instigation of disciplinary proceedings against staff or students, the removal of a candidate from the poll. The Returning Officer may also determine that the election should be suspended pending further investigation, abandoned, extended or rescheduled. The decision of the Returning Officer is final.

In the event that a candidate contests the results of the election, a case must be submitted within 2 working days of the declaration of the results. Where a case is submitted within the timeframe, the Returning Officer will arrange for a preliminary assessment of the case to determine whether there are grounds for an investigation. If as a result the Returning Officer determines that there are grounds, they will request that the Law Society of Scotland appoints a suitable independent party to undertake a review. On the basis of the report, the Returning Officer may decide to take no further action or may decide to declare the results of the election null and void and order a new election. The decision of the Returning Officer is final.

### **Eligibility to Stand for Election**

All applicants for the post of Chair are entitled to stand for election to the role if they satisfy the Governance & Nominations Committee of the Court that they meet the agreed criteria for the role and confirm an intention to stand as a candidate in the election.

### **Electorate**

The following are eligible to vote in an election for the position of Chair:

1. All members of the Court of the University of the West of Scotland
2. The staff of the University:
3. The students of the University

### **Definitions:**

*“The staff of the University”* will mean any person employed on academic, professorial, Senior Manager (Academic)\*, Professional Services or Senior Manager (Services)\* terms and conditions of employment, including permanent employees and those on fixed term contracts or hourly paid contracts, either part-time or full-time as at [date to be determined on case by case basis] 20XX. Any person employed by an agency to carry out work on our behalf is not included.

\*Senior manager contracts include those outwith the nationally negotiated scales, at SS1 level and above.

*“The students of the University”* will mean any student enrolled as a student of the University of the West of Scotland (and reported as such to the Higher Education Statistical Agency (HESA)) as at [date to be determined on case by case basis] 20XX and (2) any person holding sabbatical office in the Students’ Association of the University of the West of Scotland.

Individuals who fall within the definition of both *“staff of the institution”* and *“student of the institution”* will only have one vote and their primary association with the University will determine how they are categorised for voting purposes. Where one individual has two staff roles within the University, they will only be permitted one vote. Where the primary association is disputed the Secretary to Court will determine the primary association and their decision will be final. Members of the Court of the University of the West of Scotland who are *“staff of the institution”* or a *“student of the institution”* will only have one vote and will be categorised as either *“staff of the institution”* and a *“student of the institution”* for voting purposes.

1. Following the expiry of the deadline set for the submission of campaign statements, the election ballot will be open for minimum a period of seven calendar days.



2. No individual is entitled to cast more than one vote in the election.
3. Each vote cast in the election carries equal weight.
4. The candidate who achieves a simple majority of the votes cast will be declared the winner of the election (the legislation sets out that any vote must use the first past the post method).
5. In the event of a tie between two or more candidates, the election will be decided by the drawing of names from a sealed bag by the Returning Officer.
6. The winning candidate will be appointed to the position of Chair of Court by the Court.
7. Rules regarding the period of appointment are prescribed in the University Court Standing Orders. The appointment will commence on the date agreed by Court and confirmed in the appointment letter.
8. If the number of candidates falls to below two, the election will be postponed until it can be held with more than one candidate standing (and the vacancy must be advertised again). The remaining candidate (if there is one) continues to be entitled to stand as a candidate in the election.

#### **Arrangements during a vacancy caused by a delay in the electoral process**

Under normal election arrangements, an appointment to the role of Chair will be made in time to enable a brief induction period prior to taking office. However, in the event that insufficient candidates are identified or candidates withdrawn before the election leaving only a single candidate or in the event that the election is declared null and void and requires to be re-run, it is possible that the term of office of an incumbent Chair may cease before a successor is appointed.

In these circumstances, the Vice Chair of Court will act as Chair until such time as a new Chair is appointed. This will be the case even if an incumbent Chair remains a candidate, in which case the incumbent Chair will remain a member of Court until the result of a successful election is known.

#### **Remuneration and Expenses on Appointment**

On appointment, the Chair may request the payment of such remuneration as the Court has previously agreed.

The Chair is entitled to the reimbursement of reasonable expenses incurred in carrying out the role in the same way as other members of Court, and guidance on the reimbursement of expenses for Court members is contained within the Court Handbook, which will be provided to the Chair on appointment.

#### **Renewal of Appointment**

A candidate elected under Para 7(a) of the Constitution will be appointed as Chair for a period of 3 years in the first instance following which they may be eligible for re-appointment for a second, and final period, of up to 3 years, subject to the expectations of the Scottish Code and on the recommendation of the Governance & Nominations Committee to Court for approval. However, where the person duly elected has already served for a substantial period on the

Court, i.e. three years or more, the person will be appointed for a single term of not more than 4 years such that the overall period of appointment as a member of Court does not exceed 9 years in total which is in line with the maximum period of appointment to Court.

When considering the re-appointment of the Chair, the Committee will be chaired by another lay member of the Court.

Any recommendation to re-appoint the Chair will be informed by the following considerations:

- (i) The length of time the Chair has served on the Court in total - consideration should be given to limiting the new Chair to a single term of office where that person has already served for a substantial period on Court;
- (ii) The extent to which the Chair continues to meet the criteria for appointment as Chair in force at the time of their first election;
- (iii) The extent to which the Chair continues, on the whole, to command the trust of Court and Senate and the members of staff and students of the University;
- (iv) Evidence of satisfactory performance; and
- (v) The willingness and capacity of the Chair to continue for a second term.

In the event that the Governance & Nominations Committee recommends that the Chair of Court not be re-appointed and the Court, in the absence of the Chair, concurs with that recommendation, the Chair will have the right to seek a review of the decision. Such a review will be conducted in line with Paragraph 6.6 of the Standing Orders of Court.

No Chair of Court will serve for more than two terms of office and subject to the caveats in the para above on Renewal of Appointment.

**Approved by Court 25<sup>th</sup> June 2024 (with amendments agreed by Court on 24<sup>th</sup> June 2025)**

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## 9.2- SCHEME OF ELECTION OF STAFF GOVERNORS TO COURT

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The Order of Council provides for the election of staff governors to membership of Court as follows:

### **10 Composition of governing body**

(b) 2 persons appointed by being elected by the staff of the institution from among their own number.

The University Court has determined that this will be :

- *One elected by the academic and research staff of the University from among such staff; and*
- *One elected by all other staff of the University from among such staff.*

This Section 9.2 sets out the criteria and process for the election of staff governors to membership of Court.

### **Electorate**

“*Academic and Research staff*” means any person employed on academic, professorial or Senior Manager (Academic)\* terms and conditions of employment, including permanent employees and those on fixed term contracts or hourly paid contracts, either part-time or full-time as at [insert agreed date]. Any person employed by an agency to carry out work on our behalf is not included.

*All other staff*” means any person employed on Professional Services or Senior Manager (Services)\* terms and conditions of employment, including permanent employees and those on fixed term contracts or hourly paid contracts, either part-time or full-time as at [insert agreed date]. Any person employed by an agency to carry out work on our behalf is not included.

\*Senior manager contracts include those outwith the nationally negotiated scales, at SS1 level and above.

### **Returning Officer**

The Secretary to Court will be the Returning Officer.

### **Nomination Process**

1. Nominations will be sought as soon as practicable following a vacancy arising.
2. The Returning Officer will issue a “call for nominations”, setting a period of at least 10 working days for valid nominations to be submitted.
3. Prospective candidates must return the prescribed nomination form within the given timescale. Nominations will only be valid where they contain the signatures of the candidate, the proposer and the seconder.

4. The Completed nomination form should include a statement about the candidate in support of their candidacy. This will be circulated to the electorate in the event of an election contest.
5. No candidate may propose or second themselves. No proposer may also second the same candidate.
6. No person may propose or second more than one candidate.
7. If no valid nominations are received for any vacancy, a further election will be held at an appropriate time.

### **Election Process**

1. Where there is only one eligible candidate for a vacant position that individual will be deemed to be elected.
2. Should there be more than one eligible candidate for any vacant position an election will be held.
3. Voting instructions will be circulated confirming the deadline for voting.
4. No individual is entitled to cast more than one vote in the election. Only eligible staff as defined above may vote.
5. Each vote cast in the election carries equal weight.
6. The election is won by the candidate who secures a simple majority of the vote cast.
7. Not more than 28 days will elapse between the close of nominations and election day.
8. Votes will be released and confirmed under the scrutiny of scrutineers appointed for this purpose.
9. The scrutineers will 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.
10. 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.
11. Candidates will be informed of the outcome as soon as is practicable following the vote count.
12. The outcome will be publicised on the e-bulletin at the earliest opportunity after the vote count.
13. The successful candidate will be appointed to membership of Court from the first day of the month following the election for a 3 year period after which time they may seek re-election for a second and final term

14. Where the candidate appointed is on a fixed term contract, the period of appointment to membership of Court will cease at the same time.

**Approved by Court**  
24<sup>th</sup> June 2025

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## 9.3- SCHEME OF APPOINTMENT OF TRADE UNION REPRESENTATIVES TO COURT

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The Order of Council provides for the inclusion of trade union nominees in the membership of the governing body of the University as follows:

### 10 Composition of governing body

- (c) 1 person appointed by being nominated by a trade union from among the academic staff of the institution who are members of a branch of a trade union that has a connection with the institution,
- (d) 1 person appointed by being nominated by a trade union from among the support staff of the institution who are members of a branch of a trade union that has a connection with the institution.

Furthermore, for the purposes of paragraphs (c) and (d) of subsection (1), a trade union nomination a person from among a category of staff must be one that-

- (a) is recognised by the institution in relation to the category of staff, as described in section 178 (3) of the Trade Union and Labour Relations (Consolidation) Act 1992, or
- (b) otherwise appears to the institution to be representative of the category of staff, having regard to all relevant factors

The recognised Trade Unions at UWS are currently EIS (Academic) and Unison and Unite (Support staff).

This section 8.3 sets out the criteria and process for the appointment of Trade Union Representatives on Court.

1. The Governing Body (the UWS Court) must enable the institution to achieve and develop its mission and primary objectives of learning and teaching and research. All governing body members are collectively responsible and accountable for all the governing body's decisions.
2. In line with the Act there are two positions on Court for Trade Union membership - one from among academic staff and one from support staff. It is a matter for the Trade Unions to agree the process for selecting nominations for membership to the University Court according to arrangements they will determine in order to ensure that the representatives can make contribution to the work of the Court.
3. The Trade Union may establish a nominations process to select their representative who will be an individual holding a position on the branch committee.<sup>1</sup>

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<sup>1</sup> The Act states that it is for the Trade Unions to determine who to nominate to membership of Court. As at February 2019, the Trade Unions advised the University that it is their intention to nominate to membership of Court persons who hold a position on the relevant branch committee.

4. Prior to nomination, proposed Trade Union representative(s) will be provided with a copy of the Court's statement of primary responsibilities and the person specification for Court members to support the identification and selection of interested candidates and to ensure representatives are fully aware of their potential responsibilities as charitable trustees and the time commitments required of Court members.
5. The nomination must be made formally and in writing to the Secretary to Court by the UWS Branch Chair of the Trade Union within 28 days of the vacancy arising unless agreed otherwise in advance with the Secretary to Court..
6. Members of Court are regarded as "charity trustees". Certain people are disqualified from acting as charity trustees. Any concerns in relation to this should be discussed with the Secretary. Further information is available from the Court Handbook.
7. The nomination will be presented formally by the Secretary to Court to the Governance and Nominations Committee of the Court which will report to the Court.
8. The representative will serve for a period of three years after which time they may be reappointed or replaced with a new TU representative unless terminated earlier by resignation or line with these Standing Orders.
9. Re-appointment may only be up to a maximum of nine years unless in exceptional circumstances.
10. Should the nominated TU representative be unable to attend a Court meeting or Court event alternates or substitutes will not be acceptable.
11. All Court members are provided with guidance and support by the Court Office which includes a Court Handbook and an induction programme which addresses the role of Court, its various responsibilities and the operation of the Court. All Court members are required to participate in the induction programme.

**Approved By Court – 24<sup>th</sup> June 2019**

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## 9.4- APPOINTMENT OF STUDENT REPRESENTATIVES ON COURT

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The Order of Council provides for the inclusion of Students' Union nominees in the membership of the governing body of the University as follows:<sup>7</sup>

### **10 Composition of governing body**

- (e) Two persons appointed by being nominated by a students' association of the institution from among the students of the institution.

This Section 9.4 sets out the criteria and process for the appointment of Student Representatives on Court.

1. The Student Union President and the Vice President (Education) so elected by the Student Body will be appointed Student Representatives on Court.
2. The Students' Union representatives will serve until 31st June of the academic year in question, co-terminus with their period of elected sabbatical office.
3. Should a nominated Students' Union representative be unable to attend a Court meeting or Court event alternates or substitutes will not be acceptable.
4. A member of Court who has been nominated by the Students' Union who ceases to be a sabbatical officer will also cease to be a member of Court at the same time.
5. All Court members are provided with guidance and support by the Court Office which includes a Court Handbook and an induction programme which addresses the role of Court, its various responsibilities and the operation of the Court. All Court members are required to participate in the induction programme.



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## 9.5- APPOINTMENT OF SENATE REPRESENTATIVE ON COURT

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The Order of Council provides for the inclusion of a representative of the Senate in membership of Court.

This section 8.5 sets out the process for the appointment of a Senate Representative on Court.

Senate will nominate to Court a member from amongst its academic elected members (see 6.1.c of the Senate Standing Orders). Nominees will be sought from among the members of elected academic staff. All members of Senate are entitled to nominate an elected academic member of Senate and to vote. Where there is more than one nominee, an election will be held with the electorate being all members of Senate. The Secretary to Senate will oversee the election process and will determine the timescales and process for nomination and election.

The Senate nominee on Court will hold membership for a period not exceeding 3 years and may seek re-election on the expiry of their period of appointment for a second and final term.

A member of Court who has been nominated by the Senate who ceases to be a member of Senate will also cease to be a member of Court at the same time.

**Approved by Senate**