

COURT ATTENDANCE AND PARTICIPATION POLICY

1. Background

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

2. Purpose

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

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

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

3. Scope

This Policy applies to all members of the Court and all members of standing Committees of the Court (currently: Audit and Risk, Court Interim Business, Finance, Governance & Nominations, Global Student Life, Remuneration, and Staff Committees) as well as sub-committees of the above (including Infrastructure and Donations & Investments Committees) and established short-life oversight committees or boards of the Court.

4. Definition of a Court / Court committee attendance problem

An attendance problem is deemed to arise in any of the following circumstances:

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

*scheduled ordinary meetings shall normally be taken to mean the agreed schedule of regular meetings (including Strategy or ‘away day’ meetings) in any given year. The schedule normally is set up to two years in advance.

NB Flexibility is applied in this Policy where a date has been changed or added to the schedule, recognising that even if a reasonable period of notice has been provided to members that individuals’ circumstances may vary widely in terms of other commitments they must accommodate. What constitutes ‘reasonable’ notice may need therefore to be judged on an individual basis.

4.1 Three consecutive notified absences

A member who is in the position where they know that they will miss a third consecutive meeting where notification is being provided, should consult with the Chair of Court or the Chair of the committee, as relevant, to discuss the circumstances surrounding the continuing

absences. The aim of the discussion should be to enable the Chair to understand the situation fully and to determine whether a resolution can be reached. Such circumstances may be agreed between both parties either to be exceptional and of a temporary nature, or likely to persist as an ongoing conflict of commitment with no acceptable resolution likely in the near future.

The following options should be agreed with the individual:

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

Decisions shall be taken at the discretion of the Chair, who should seek advice from the Secretary before embarking on any particular course of action.

4.2 Two consecutive un-notified absences

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

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

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

4.3 Absence from more than one third of scheduled ordinary meetings

The University considers that, in order for members individually and collectively to discharge their responsibilities to the governance of the University adequately, individual members of the Court and its committees should attend no less than two-thirds of the meetings scheduled in an annual session. In practical terms, this should be taken to mean attending at least 1 out of 2 meetings, 2 out of 3 meetings, 3 out of 4/5 meetings, 4 out of 6 meetings, 5 out of 7/8 meetings, 6 out of 9 meetings etc, etc.

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

5. Internet Conference participation in meetings.

The Court and University's commitment to Equality, Diversity and Inclusion is a primary driver for maintaining a majority of formal meetings online, balanced with regular opportunities to meet face to face, and complemented by a range of informal opportunities to meet in person or online. In these arrangements a good balance is sought whilst ensuring the best opportunity for an inclusive approach, recognising the global nature of the University. In 2021, and after consultation, the Court decided that regular meetings of the Court and Court committees shall normally be conducted online, with all members participating via Microsoft Teams. There is provision for Court Strategy meetings to

be held in-person, and for one meeting of each committee also to be held in-person should circumstances permit and the respective Chairs agree.

Should the Court decide to conduct meetings in person on a regular basis, support shall continue to be provided to governors for whom travel to attend a meeting in person is likely to cause significant disruption and/or cost. Participation using Microsoft Teams (or the application in general use at the time) would therefore continue to be acceptable to assist members' participation. In accordance with the University's constitutional rules, a member joining remotely shall be considered and treated as a fully participating member, provided that the means used enables the member to communicate with other members simultaneously.

When a meeting is taking place wholly via Teams, the Chair should ensure that all participants in the meeting have an opportunity to contribute equitably and effectively to the online discussion.

Because of the nature of Court Strategy Days it is expected that attendance at these events will normally be *in person*, unless there has been agreement to conduct such a meeting wholly via Teams.

6. Court members who reside outside of the UK

Heriot-Watt is committed to achieving diversity and inclusion in the membership of the Court and recognises that this can mean the inclusion of members who normally live or work outside of the UK.

Section 5, above, explains the facilities that can be used on occasions when it is not practical for an individual to travel to a meeting. Use of these facilities would also apply in the case of a member who lives a considerable distance away from the meeting location and where a substantial amount of travel time and cost would be involved.

The Court normally meets six or seven times each year. This includes four or five business meetings and two full-day 'Strategy Days' where, because of their nature, attendance in person is especially important.

It is customary for every Court member to sit on at least one of the committees of Court, as well as attending meetings of the Court itself. Where travel to an in-person meeting is prohibitive, there is scope to substitute a Teams call for attending in person at every meeting of the appropriate committee, where this would reduce the overall burden of travel.

The University will reimburse reasonable and necessary expenses for a Court committee member residing overseas to attend one Court committee meeting each year.

In the case of a Court member residing outwith Scotland, the University will reimburse reasonable and necessary expenses associated with a maximum of three return journeys (to include two Strategy Day return journeys) and any reasonable necessary accommodation or other costs to enable attendance at Court Strategy Day meetings (when these are held in Scotland), and one in-person Court meeting, in accordance with the Court Attendance & Participation Policy.

Where travel is from a UK location, or a location close to the UK carrying a similar level of travel cost, the University will consider it reasonable to reimburse the cost of travel to all scheduled Court meetings in the year. However, Court members should seek advice from the Secretary to agree an appropriate balance of cost versus benefit across the whole of an annual session before making any travel booking commitments.

7. Membership of Court committees by members of the Court

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

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

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

8. Court and Court committee member appraisal processes

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

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

9. Travel expenses

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

All expenses must be submitted within three months of the expenditure, in accordance with the University's policies on Travel and Expenses. Further advice on the procedure for claiming expenses can be provided by the Policy and Governance division.

10. Policy implementation

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

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

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

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

11. Responsibilities

The **Chairs of Court and committees of Court** and the **Secretary** jointly share responsibility for the effective operation of those bodies. This includes managing attendance levels of the associated memberships, and ensuring the effective implementation of this Policy.

Individual members are required to apply best endeavours in seeking to maintain a high level of attendance and where they have any concerns to approach the Chair of Court or Committee Chair as appropriate, and / or the Secretary for advice.

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

12. Reporting

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

13. Further advice

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

14. Policy version and history

Version No	Date of Approval	Approving Authority	Brief Description of Amendment
V. 2.1	15 Dec 2017	The Court	Small areas of revision and additions made.
V.2.2	29 June 2020	The Court	Revisions made in relation to attendance via internet video and expenses.
V.2.3	16 December 2021	The Court	Revisions made in relation to participation via internet; and tightening of terminology.