

# Policy on Court and Court Committee membership (processes for the appointment, induction, training, development, review and removal of members)

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## HERIOT-WATT UNIVERSITY

### (Court and Court Committee members: processes for the appointment, induction, training, development, review and removal of members)

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## 1. INTRODUCTION

The University Court is the Governing Body of the University which, subject to the University's Charter, exercises all of the powers of the University. The University enjoys charitable status, regulated by the Office of the Scottish Charity Regulator (OSCR). Court members are also the Charity Trustees of the University, responsible for taking all final decisions on matters of fundamental concern to the University.

The responsibilities of the Court are wide ranging and include ensuring the University's long-term success, determining its future direction and its institutional values, and fostering a suitable environment for the advancement of knowledge, learning, scholarship and research. When doing so, it must consider the interests of the University's many stakeholders. The Court must also ensure compliance with a wide range of applicable external legislation, regulations and codes and the University's own governance framework, as well as ensuring that all the relevant systems of control and accountability are in place and continually monitored. To help fulfil its responsibilities, the Court has established a number of standing committees of the Court. These represent the working arms of the Court, reviewing and monitoring in closer detail and providing assurance to the Court through structured terms of reference and regular reporting.

The Court recognises that its effectiveness in fulfilling its many responsibilities is dependent on the quality of its memberships, both of the Court and its Committees, in terms of collective knowledge, skills and experience. Independent lay members bring with them a wide variety of skills and experience and offer differing and wholly objective perspectives.

The Court seeks to ensure that its membership and those of its committees are as strong as they can be in terms of the skills, experience and diversity of the individuals who are attracted to serve as independent lay members. Following their appointment, Court and Court Committee members will be supported to be as effective as possible in their roles.

## 2. PURPOSE

The purpose of this policy is to ensure that the Court, supported by the work of the Governance and Nominations Committee (GNC) and the Chair of Court Selection Committee operate in ways which are consistent, fair and transparent in relation to the following:

- a) the appointment of the Chair of Court in accordance with the requirements set out in the Higher Education Governance (Scotland) Act 2016;
- b) appointments made to the twelve independent lay member positions on the Court described in Statute 4: *The Court*, paragraph 1 (a) ii;
- c) appointments made to the alumni independent lay member position on the Court described in Statute 4: *The Court*, paragraph 1 (a) iii;
- d) appointments made to co-opted independent lay member positions on Court committees;
- e) appointments made to the position of Deputy Chair of Court;
- f) the programme of induction provided to all members of the Court and its standing committees;
- g) the training and development made available to all members of the Court and its standing committees;
- h) the review process conducted with all members of the Court and its standing committees annually; and

- i) procedures relating to the renewal of terms of memberships, where members are eligible to have their membership considered for renewal.

### **3. OBJECTIVES**

#### **3.1 APPOINTMENTS TO INDEPENDENT LAY MEMBER POSITIONS ON THE COURT AND ON COURT COMMITTEES**

##### **3.1.1 Guiding principles**

Independent lay member appointments to the Court and its Committees will be fair and transparent, meet the future needs of the Court, and promote the principles of equality and diversity. Diversity will be considered in relation to all protected characteristics, as well as diversity of skills and experience.

The Court will adopt the good practice guidance provided by the Scottish Code of Good Higher Education Governance (Scottish Code) relating to independent lay member appointments. This Policy will be reviewed and updated in the light of any future changes to the Scottish Code and to relevant legislation. Any emerging good practice guidance which complements the Scottish Code will be considered during review of the Policy.

Section 3.2 of this Policy lays out the process for appointing the Chair of Court. All other independent lay member positions will be made in accordance with the University's Statute 4: *The Court* and relevant University Ordinances. The GNC will approve independent lay member appointments to Court Committees, and will make recommendations to the Court regarding independent lay member appointments to the Court.

The process for appointing the alumni independent lay member of the Court is prescribed in Ordinance E3: *Graduates' Association*. The directions in this Policy will also apply as long as they do not contravene the requirements in Ordinance E3.

##### **3.1.2 Review of independent lay memberships (except the Chair of Court)**

At its first autumn meeting in each new academic year, the GNC will review independent lay memberships for that academic year. Where independent lay members are eligible for renewal, the GNC will consider the recommendation of the Chair of the relevant Committee (for co-opted lay members of Court Committees) or of the Chair of Court (for Court members), as well as the desired skills mix on the Court / Court Committee.

The GNC will be invited to approve the renewal of Court Committee members. The GNC will be invited to recommend the renewal of Court members to the Court for approval. Following the decision of the GNC, members will be contacted by the Governance team to confirm whether they are willing to undertake a further term.

Where an independent lay member does not wish their membership to be renewed, or where they are completing their final term of membership, the GNC will consider arrangements for an appointment process. These considerations will take into account the current diversity of the Court and Court Committees, and also the current balance of skills and experience within the membership (using the Skills Matrix). The Skills Matrix or 'Skills Register' must be published on the University's webpages.

The further particulars will include a role description which sets out the skills and experience sought, the responsibilities of Court and Court Committee members (including reference to the University's values), and the expected time commitment. The GNC will normally delegate sign-off of the further particulars to the University Secretary.

### **3.1.3 Advertising to fill independent lay member vacancies**

The GNC will normally delegate sign-off of advertising outlets to the University Secretary, and will have an opportunity to comment on the suggested outlets in advance. Outlets, including international outlets, will be chosen to encourage a diverse pool of candidates.

An advert will normally be open for 14 days. Court and Court Committee members will be alerted when the advert is live so that they can draw it to the attention of their networks.

The Governance team will maintain a record of potential members; this will include those who expressed interest in becoming a Court / Court Committee member between recruitment processes, and any strong candidates who were previously unsuccessful at interview. When an advert goes live, potential members will be invited to submit an expression of interest if they feel they are a good fit with the role.

If the GNC considers that a strong candidate who was previously unsuccessful at interview would be a good fit for an upcoming vacancy, the minimum procedure will be to invite the candidate and any eligible co-opted lay members of Court Committees to consider submitting an expression of interest. A selection panel will be convened to consider any interested candidates against agreed criteria, and a recommendation will then be made to the GNC.

### **3.1.4 Expressions of interest and Selection Process**

Expressions of interest from independent lay members should include a covering letter describing their interest in and suitability for the role, as well as a full CV.

The shortlisting panel for each role will normally include:

- the Chair of Court;
- the Deputy Chair of Court; and
- the University Secretary.

Where there are multiple vacancies being advertised simultaneously, this will ensure that all applications are considered by the same panel. The shortlisting panel may invite the Chair of a Court Committee to consider applications for that Committee.

Both shortlisting and formal interviews will assess candidates against the advertised criteria, recognising the need to observe the principles of equality, diversity and inclusion. When a candidate is invited to a formal interview, they will be asked to confirm that they would be content to sign the terms of appointment for Court and Court Committee members, which are published on the [University website](#) and will be included within the advertising.

The GNC will be invited to agree the composition of the selection panel for each vacancy. This will normally include:

- the Chair of Court or the Deputy Chair of Court, or both;
- another independent lay member of Court (if the vacancy relates to a Court Committee, the Chair of the Committee should be invited to fill this position); and
- the University Secretary.

The selection panel will make a recommendation to the GNC regarding the successful candidate(s). Strong candidates who cannot be appointed will be asked whether their details can be added to the record of potential members. They will then be notified of future relevant vacancies.

If none of the interviewed candidates are considered to meet the advertised criteria, the position will be readvertised. The University Secretary will review the advertising outlets originally used, to identify whether these added value and whether alternatives are required.

### **3.1.5 Approval process for appointments**

Once the selection panel(s) have made their decision, the GNC will receive their recommendations. If the appointment is to a Court Committee, the GNC will be invited to approve. If the appointment is to the Court, the GNC will be invited to recommend approval to the Court. If a candidate is considered to be equally or better suited for a role that they did not initially express interest in, a recommendation may be made to that role with their agreement.

Successful candidates will be advised that the panel has made a recommendation regarding their appointment and that this is now being presented for approval. Unsuccessful candidates can, at this stage, be advised that they have not been successful.

Following GNC or Court approval, the successful candidate will be provided with a formal letter of appointment and asked to sign and return the terms of appointment.

### **3.1.6 Equality and Diversity**

The Court will observe the Gender Balance on Public Boards (Scotland) Act 2018, including its 'gender representation objective'. This objective states that 50% of the non-executive membership of the Court should be made up of female members.

The GNC and the Court will receive an annual report on the distribution of protected characteristics across the Court and its committees and will monitor progress towards achieving greater membership diversity. When recommendations are made by Court and Court Committee selection panels, they will include a summary of candidate diversity and the steps that were taken to ensure a diverse field of candidates.

Where appropriate, University equality and diversity policies will be adhered to during recruitment and selection processes for independent lay members, including for the Chair of Court and Deputy Chair of Court. Advertising materials will include a statement such as, '*Heriot-Watt works within a strong set of values, and we know that when equality, diversity and inclusion are part of the everyday, we are better able to make bold and brave interventions. The Court is therefore*

*committed to promoting equality, diversity and inclusion, and wishes to increase the diversity of its committee membership. We welcome applications from people in all walks of life.'* A similar statement will also be included when inviting nominations for elected positions on the Court.

The Court will maintain an [Equality and Diversity Statement](#) and will use an [Equality and Diversity Monitoring Form](#). The Monitoring Form will be requested from all applicants to independent lay member positions, as well as from Court members who are elected or nominated to their positions. This information will inform the annual report on protected characteristics. Equality and diversity monitoring information will not be shared with shortlisting and selection panels.

### **3.1.7 Confidentiality and security of information**

Information obtained during recruitment and selection processes will be processed according to the relevant [Privacy Notice](#) and University policies, in line with current legislation. Personal information will be provided to those involved in the process on a legitimate need-to-know basis.

The University Secretary will ensure that recruitment and selection records are held securely and managed appropriately. This will include maintaining records which evidence the reasoning for decisions made during shortlisting and interview.

Court members taking part in selection processes will be expected to ensure records are held securely, and to destroy these by secure means once a consolidated record of the panel's recommendations has been compiled.

## **3.2 APPOINTMENT OF THE CHAIR OF COURT**

### **3.2.1 Governance matters**

The Chair of Court will be one of the 14 independent lay members of Court required under Statute 4: *The Court*. The Chair will be appointed using the process stipulated in the [Higher Education Governance \(Scotland\) Act 2016](#) (the Act), as well as the requirements of Statute 4 and Ordinance B10: *Appointment of the Chair of Court*.

### **3.2.2 Chair of Court Selection Committee**

The Court, on the recommendation of the GNC, will approve the composition of a Chair of Court Selection Committee. This will normally include:

- the Deputy Chair of Court (as Chair of the Committee);
- two other independent lay members of the Court;
- two staff members of the Court, including one academic and one member of Professional Services;
- a student member of the Court; and
- the University Secretary.

The incumbent Chair of Court cannot be a member of the Selection Committee.

The Selection Committee will be responsible, on behalf of the GNC and the Court, for approving the following:

- the role specification;
- the selection criteria;

- other required advertising materials; and
- the advertising outlets to be used.

The materials and arrangements will take account of the requirements within Ordinance B10 and feedback will be sought from the appointed recruitment consultancy firm (see 3.2.3 below). All Court members will have the opportunity to provide the recruitment consultancy firm with their views on the role of the Chair of Court during development of the advertising materials, should they wish to do so.

The advertising materials will include a copy of the letter of appointment, including the terms and conditions associated with the role. These will include, inter alia, the submission of two satisfactory references from professional sources via the recruitment consultancy firm. Candidates must agree to the terms and conditions before they are put forward for election.

### **3.2.3 Recruitment consultancy firm**

The University will appoint a recruitment consultancy firm to assist with the selection process. The GNC will agree a sub-group, drawn from its own membership, to consider and agree the tender documentation with support from the University Secretary and the Head of Procurement. The successful firm should have substantial relevant knowledge and experience of higher education appointments of this kind, as well as a track records of success in securing such appointments.

The sub-group will review tender bids received, agree the shortlist of firms to be interviewed, and subsequently recommend an appointment to the GNC for approval.

### **3.2.4 Expressions of interest**

Prospective candidates will submit a full curriculum vitae and covering letter to the Selection Committee, via the recruitment consultancy firm. The covering letter must describe their interest in and their suitability for the role of Chair of Court. The recruitment consultancy firm will ask candidates to complete an Equality and Diversity Monitoring Form and submit this in confidence.

### **3.2.5 Pre formal interview stage**

Following the closing date for applications, the recruitment consultancy firm will work with the Selection Committee on the longlisting and shortlisting processes. As required by the Act and Ordinance B10, if an application is made in the correct form in response to an advertisement and the application appears to the Selection Committee to show that the applicant meets the relevant criteria with respect to the position, the applicant must be invited to an interview conducted by the committee.

Candidates will have the opportunity to take part in visits to one of the University's campuses prior to the formal interview. This will usually take place on the Edinburgh Campus. The Chair of Court Selection Committee will agree the programme for the visits, with support from the University Secretary. The purpose of the visits is to provide candidates with an opportunity to learn more about the University, to explore their questions about Heriot-Watt and to engage with a range of stakeholders within the University. The programme for the visits will be designed to facilitate these aims.



Candidates will also be offered the opportunity for a conversation with the incumbent Chair of Court prior to their formal interview.

### **3.2.6 Formal interviews**

The Chair of Court Selection Committee will hold a formal interview with each candidate. The Committee may include a senior and entirely independent assessor individual in the interviews should they choose to do so.

The Principal may be invited to sit in attendance at the formal interviews.

The formal interviews will normally include a short presentation from each candidate on a previously advised topic. The topic will be agreed by the Chair of Court Selection Committee on behalf of the GNC and the Court. The Selection Committee will also agree a set of interview questions, based on the experience and attributes within the role specification, for use with each candidate. The Committee will use a common scoring system related to the key criteria for each candidate. The Committee will also use the interview process to confirm that no current or potential conflicts of interest, or conflicts with the time commitment, would arise if the candidate was elected.

Candidates who satisfy the Selection Committee during interview that they meet the relevant criteria will be entitled to stand in the election for the Chair of Court. The University Secretary, on behalf of the Selection Committee, will communicate the decisions of the Committee and confirm that the candidates intend to stand in the election.

### **3.2.7 Election**

The election for the Chair of Court will be conducted in accordance with Ordinance B10, and the Chair of Court Selection Committee will be responsible for ensuring the efficiency and fairness of the process. The relevant rules and procedures will be published on the University's web pages and drawn to the attention of the electorate and prospective applicants. Information regarding the membership of the Chair of Court Selection Committee will also be published.

Once a Chair of Court has been elected and the result has been publicly announced, the University will publish a report which details the number of applicants for the position and whether the applicants, or those invited for interview or to stand for candidacy, declared any of the characteristics listed in section 149(7) of the Equality Act 2010.

### **3.2.8 Election census: staff and student electors**

For each Chair of Court election process, a census will be taken to identify staff and students who are eligible to vote in the election. Appendix 2 of this Policy defines the categories of staff and students who will be included in the census.

## **3.3 DEPUTY CHAIR OF COURT**

### **3.3.1 Governance matters**

In accordance with Statute 4: *The Court*, the Court will elect a Deputy Chair of Court from amongst the independent lay members of the Court. All Court members have the right to nominate an individual to the Deputy Chair position and any nomination must be supported by two Court members.

The role of Deputy Chair is defined within Ordinance B4: *Deputy Chair of Court role and responsibilities*. The Deputy Chair will be the 'intermediary' as required by, and defined within, the Scottish Code.

### **3.3.2 Nominations process**

At least three months before the end of the term of office of the serving Deputy Chair of Court, the University Secretary will advise Court members regarding the Deputy Chair role and the time commitment, and will seek nominations.

An eligible Court member may nominate themselves, with the support of two other Court members. An eligible Court member may also be nominated by two other Court members with the nominee's consent. Each nominee will be advised of the names of the other nominees.

Nominees will be asked to provide a written expression of interest, confirming the particular knowledge, skills and experience they would bring to the role, and their ability to meet the required time commitment.

### **3.3.3 Selection process**

The selection panel for the Deputy Chair role will be agreed by the GNC and will include:

- the Chair of Court;
- at least one other independent lay member of the GNC;
- at least one staff member of the GNC;
- one of the student members of the Court (normally the Student Union President);
- the Principal; and
- the University Secretary.

The expressions of interest will be provided to the selection panel, on behalf of the GNC, and interviews will be arranged. Interview discussions will consider the skills, experience and time commitment that the role will require, as well as the relationships involved. This will include the approach that prospective Deputy Chairs would take in managing the mutually supportive relationships between the Chair, the Deputy Chair and the Principal.

The GNC will make a recommendation regarding the Deputy Chair appointment to the Court for approval.

## **3.4 COURT INDUCTION**

The University Secretary will organise a programme of induction for new Court and Court Committee members. New members should make every effort to attend induction and the sessions will also be open to existing members, in particular those who have recently had their membership renewed for a further term. If a new member is unable to attend a session in their initial year of appointment, they will be invited to attend the following year.

When developing the induction programme, the University Secretary will consider the knowledge that Court and Court Committee members will require to be effective in the role. On each occasion, feedback will be sought from attendees so that potential improvements can be identified. The Governance and Nominations Committee will be invited to reflect upon the induction process as part of the regular review of this Policy.

**Appendix 1** provides an overview of the induction information that will be provided to new members.

### **3.5 TRAINING AND DEVELOPMENT**

**3.5.1** Court and Court Committee members will be provided with learning and development opportunities relevant to their roles. This will normally include a programme of seminars by AdvanceHE or other relevant external providers, internal briefing sessions, written reports, and any other opportunities agreed with the University Secretary. Members should keep themselves informed and should consult with the University Secretary if they feel they need more information to be effective.

**3.5.2** New members will normally have an initial briefing meeting with the Chair of the Court Committee they have joined, or with the Chair of Court if they are a Court member. Any member who has a query about their role or an item of business can seek advice from the University Secretary or the relevant clerk at any time.

### **3.6 REVIEW OF INDIVIDUAL CONTRIBUTIONS**

At least every two years, the Chair of Court will meet with each Court member to discuss their individual contribution to the Court and to consider opportunities for personal development. Student members will normally be invited to take part in the calendar year that they were appointed, to allow sufficient time to act on any feedback before the end of their membership.

The Chair of Court may take soundings from relevant Chairs of Court Committees regarding the contribution of the Court member, to help inform the discussion. The Chair of Court will delegate meetings to the Deputy Chair of Court should a conflict of interest arise.

At least every two years, the Chairs of the existing Court Committees will hold review meetings, as described above, with the co-opted lay members of their committee. Should a conflict of interest arise, another Court member who is a member of the committee will hold the meeting on behalf of the Chair.

#### **3.6.1 The Chair of Court**

The Deputy Chair of Court will lead Court members in an annual appraisal of the Chair of Court's performance, without the Chair present. Court members will have the opportunity to provide the Deputy Chair with feedback individually and in private, should they wish to do so.

The annual appraisal will be based on the key roles and responsibilities associated with the position of Chair of Court. These are compiled in the Appointment Letter provided to the Chair of Court following their success in the Chair of Court election, which can be shared with Court members and the Chair of Court when the appraisal process begins.

The Deputy Chair of Court will provide a confidential report to the Chair of Court and the University Secretary regarding the feedback received. The Chair will then work with the University Secretary to develop a plan addressing any areas identified for further development.

### **3.7 MEMBERSHIP TERMS AND RENEWAL**

#### **3.7.1 Membership terms**

Members of the Court and Court Committees are eligible to have their terms renewed for a second (and potentially third) period of membership, providing that the maximum term of nine years is not exceeded and that the terms of Statute 4: *The Court* are complied with. For those in the elected or nominated membership categories, eligibility to continue for a further period will be subject to the outcome of the election or nomination processes.

#### **3.7.2 Renewal**

Prior to the end of a member's period of membership, the Chair of Court (in the case of Court members) or the Chair of the relevant Court Committee (in the case of co-opted lay members) will be asked to complete a 'renewal form'. This will provide the Chair with relevant information about the member's attendance at committee meetings and their wider contribution to University life. The Chair will use the form to make a recommendation to the GNC regarding whether renewal for a further term is desirable and the preferred length of this term (up to three years). The Chair's recommendation will indicate whether the member's performance has been satisfactory.

The GNC will consider these recommendations alongside the desired skills mix for the Court or Court Committee, and will make a decision on that basis. Membership for the maximum permissible period of nine years should be an exception rather than the rule. Where a Court member has previously served as a co-opted lay member, they will be eligible to serve nine years as a Court member but their total length of service on any Court Committee (irrespective of in which capacity) will be reviewed as part of the renewal process and should not normally exceed nine years.

The GNC will be invited to approve the renewal of Court Committee members, where the member has indicated that they are willing to serve a further term. The GNC will be invited to recommend the renewal of Court members to the Court for approval.

This process applies to all independent lay members on the Court and its Committees. There will be no automatic renewal of appointments.

### **3.8 CONFLICT OF INTEREST, REGISTRATION AND DISCLOSURE**

#### **3.8.1 Introduction**

This Section 3.8 is recognised as the University's Conflict of Interest Policy for the purposes of the Scottish Code of Good Higher Education Governance and the Office of the Scottish Charity Regulator (OSCR).

The Charities and Investment (Scotland) Act 2005 states:

66 Charity trustees: general duties

(1) A charity trustee must, in exercising functions in that capacity, act in the interests of the charity and must, in particular—

(a) seek, in good faith, to ensure that the charity acts in a manner which is consistent with its purposes,

- (b) act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person, and
- (c) in circumstances capable of giving rise to a conflict of interest between the charity and any person responsible for the appointment of the charity trustee—
  - (i) put the interests of the charity before those of the other person, or
  - (ii) where any other duty prevents the charity trustee from doing so, disclose the conflicting interest to the charity and refrain from participating in any deliberation or decision of the other charity trustees with respect to the matter in question.

It is important that all those attending meetings of the University Court and Court Committees (“relevant persons”) take proper account of any conflict of interest which might arise from their University involvement on the one hand and their membership of, or connection with, other bodies outside the University on the other. The University expects all members of the Court and Court Committees to adhere to the provisions of the Act.

### **3.8.2 Registration of Interests**

The University observes the good practice for registration of governing body members' interests set out in The Scottish Government 'Model Code of Conduct for Members of Devolved Public Bodies'. Relevant persons are expected to register all (non-trivial) interests as indicated below. This will ensure that the University has a record of any interest that might, in future, give rise to a conflict of interest.

#### **Interests to be included in the Register:**

##### **1. Remuneration**

Where remuneration is received by virtue of being: employed; self-employed; the holder of an office; a director of an undertaking; a partner in a firm; or undertaking a trade, profession or vocation or any other work. Where an allowance is received in relation to membership of any organisation this is also registerable.

##### **2. Related undertakings**

Directorships which are themselves not remunerated but where the company (or other undertaking) in question is a subsidiary of, or a parent of, a company (or other undertaking) in which the governor holds a remunerated directorship.

##### **3. Non remunerated directorships**

Where the directorship may be significant to, of relevance to, or bear upon, the work and operation of the University.

##### **4. Contracts**

Where the governor, or a firm in which the governor is a partner, or an undertaking in which the governor is a director or in which the governor holds shares of a value as set out in 6, below, has made a contract with the University, (i) under which goods or services are to be provided, or works are to be executed; and (ii) which has not been fully discharged.

##### **5. Houses, land and buildings**

Where there is ownership or any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of the University.

## **6. Interest in shares and securities**

Where the governor is aware they have an interest in shares comprised in the share capital of a company or other body which may be significant to, of relevance to, or bear upon, the work and operation of the University, and the nominal value of the shares is: (i) greater than 1% of the issued share capital of the company or other body; or (ii) greater than £25,000. For the avoidance of doubt, where such shares are under discretionary management by a third party, there is no requirement to include these in the Register.

## **7. Gifts and hospitality**

Where gifts or hospitality have been received within the past year of Court / Court Committee membership, **unless** these are isolated gifts of a trivial nature hospitality has been associated with governor duties and would reasonably be regarded as appropriate; or the gift was received on behalf of the University.

## **8. Non-financial interests**

Where there is a non-financial interest which may be significant to, of relevance to, or bear upon the work and operation of the University. This would include, for example, memberships or holding of office in other public bodies, clubs, societies, voluntary and other organisations.

### **Connected Persons**

The interests of 'connected persons' should also be declared. These include a relevant person's spouse, partner or close family members.

### **3.8.3 The Register of Interests**

The University Secretary will maintain the Register of Interests of University Court and Court Committee members.

All members will be asked to complete a Register of Interest Form by the University Secretary within the first month of joining membership of the Court or one of its Committees. These must be completed and returned.

#### **Publication of the Register of Interests**

The Register of governors' interests forms part of the University's Freedom of Information (Scotland) Act (FOISA) Publication scheme.

The Register will be published on the University's webpages in accordance with the principle of ease of public access to the information under Freedom of Information and with guidance set out in the Scottish Code of Good Higher Education Governance. In consultation with the FOI and Data Protection Officer, appropriate consideration will be given to determine whether any of the information held on either Register is exempt from the public right of access under the FOISA, for example, where releasing the information would breach any Data Protection Principles.

### **3.8.4 Declarations of Interest**

A standard agenda item inviting declarations of interest will appear at the beginning of each meeting. When interests are invited by the Chair, anyone in attendance who has an interest to declare must do so. They should provide sufficient information to allow others at the meeting to understand the nature of the interest. It will not normally be necessary to provide detailed information about the interest declared. If interests are not invited by the Chair at a particular meeting, they must still be declared at an appropriate point.

Declarations and the actions taken at the meeting in relation to declarations will be recorded in the minutes of the meeting.

If an individual attending a Court or Court Committee meeting has a financial interest, or a non-financial interest deemed prejudicial, the Chair will normally ask them to withdraw from the meeting for the relevant item. If the individual remains in the meeting, they must not take part in the discussion, or any voting or decision-making. They will not be counted towards the quorum for that item. If a non-financial interest is not deemed prejudicial, such determination to be made by the Chair in consultation with the Secretary, the individual may be permitted to take part in the discussion and contribute to decision-making. If the individual has any doubt about their ability to be impartial, they should make a declaration and withdraw.

### **3.8.5 Gifts and Hospitality**

The University will only give and accept gifts or hospitality for business purposes. Court and Court Committee members may accept hospitality and gifts including, for example, ceremonial or promotional gifts, mementos or relatively low value gifts. These must be suitable for the circumstances and must not be large enough or frequent enough that a member of the public might conclude that they had influenced the individual's decision-making. The Ethical Business: Gifts and Hospitality Policy states the monetary value of a low value gift.

All hospitality and accommodation provided by the University for governors to sustain them in the course of their work or in the course of travel related to University business is deemed to be for business purposes. The principles of good quality and value for money will apply to such provisions.

#### Registration of Gifts and Hospitality

Members of the Court and Committees of the Court should record receipt of gifts in their annual Register of Interests submission to the University Secretary, via the Register of Interest Form. (see 3.8.2.above)

Further guidance on gifts and hospitality can be found in the [Ethical Business: Gifts and Hospitality Policy](#).

## **3.9 REMOVAL OF MEMBERS**

### **3.9.1 The Court**

The process for the removal of a Court member is defined in paragraph 2 of Statute 6: *Removal from office or membership*. Under this process, any member of the Court may be removed from the membership for reasons of good cause. No member of staff may be removed from the Court until any applicable procedures have been completed in accordance with Ordinance F5: *Disciplinary, Removal and Grievance Procedures for Members of Staff*.

In accordance with s31 of the Charities & Trustee Investment Scotland Act 2005, Powers of OSCR following enquiries:

- (4) OSCR may, by notice, suspend any person concerned in the management or control of the charity or body who appears to it to—
  - (a) have been responsible for or privy to the misconduct,
  - (b) have contributed to, or facilitated, the misconduct, or
  - (c) be unable or unfit to perform that person's functions in relation to the property of the charity or body.

The Charities & Trustee Investment Scotland Act, 2005 also establishes the expectation that Trustee bodies will remove any governor who has been in serious and persistent breach of their 'general duty' under the Act.

### **3.9.2 Court Committees**

Through this Policy, the Court has the right to apply the procedures described in 3.9.1 above to remove a member from a Court Committee. For the avoidance of doubt, the University expects all members of the Court and Court Committees to adhere to the provisions of the Act.

## **4. SCOPE**

This Policy is relevant to members of the Court and members of the Court Committees, including (but not limited to): the Audit and Risk Committee, the Court Interim Business Committee, the Finance Committee, the Global Student Life Committee, the Governance and Nominations Committee, the Remuneration Committee, the Staff Committee, the Donations and Investments Committee, and the Infrastructure Committee.

## **5. LINES OF RESPONSIBILITY**

It is the responsibility of the **University Court** to approve this Policy and any subsequent revisions to it, and to satisfy itself that the Policy is effective.

It is the responsibility of the **Chair of Court**, with the support of the **University Secretary**, to ensure that the arrangements made for the conduct of appointments, membership renewals, induction, training, development and member reviews comply with the terms of this Policy and, where relevant, the other University policies which are referred to in this Policy.

It is the responsibility of **GNC members** to review this Policy at least three yearly and to make recommendations to the Court regarding any required changes.

It is the responsibility of the **Deputy Chair of Court**, to adhere to the terms of this Policy when undertaking duties as the "intermediary", as defined in the Scottish Code.

It is the responsibility of the relevant **Court Committee Chairs** to adhere to the terms of this Policy in relation to review meetings undertaken with co-opted lay members, and input to the process of review meetings with Court members, as described in section 3.6 above.

## **6. MONITORING AND EVALUATION**

The GNC will monitor and review the effectiveness of this Policy every three years and make recommendations to the Court.

The GNC may at any time recommend Policy changes to the Court, for example, to ensure continued compliance with governance best practice guidance or with legislation.

The University Secretary will be responsible for continually monitoring the practical arrangements in place to support the appointment, induction, training, development and review of members and ensuring their compliance with this Policy.



The effectiveness of this Policy will be evaluated against the following:

- the invited views of the GNC and the Court at the agreed review points;
- feedback from new members on induction arrangements and support; and
- timely reviews led by the University Secretary to ensure alignment of the Policy with any external changes in governance best practice guidance or any relevant legislation.

## **7. IMPLEMENTATION**

The Chair of the Court and the University Secretary share responsibility for implementation of this Policy.

The Governance and Nominations Committee will be responsible for reviewing this Policy and making recommendations to the Court on future changes.

## **8. RELATED POLICIES, PROCEDURES AND FURTHER REFERENCE**

Court Attendance and Participation Policy

<https://www.hw.ac.uk/uk/services/docs/secretariat/court-attendance-policy.pdf>

Heriot-Watt Equality and Diversity (including policies and procedures)

<https://www.hw.ac.uk/uk/services/equality-diversity.htm>

Court Equality and Diversity Statement and Monitoring Form

<https://www.hw.ac.uk/uk/services/docs/secretariat/ED-Statement.pdf>

<https://www.hw.ac.uk/uk/services/docs/secretariat/EandDMonitorForm.docx>

Heriot-Watt Information security policies and guidance (includes Data Protection, information security and records management policies)

<https://www.hw.ac.uk/uk/about/policies.htm>

### **Further reference**

Higher Education Governance (Scotland) Act 2016

<https://www.legislation.gov.uk/asp/2016/15/contents>

Scottish Code of Good Higher Education Governance

<http://www.scottishuniversitygovernance.ac.uk/2023code/>

University Charter, Statutes and Ordinances

<https://www.hw.ac.uk/uk/about/profile/governance/charter-and-statutes.htm>

Charities and Trustee Investment (Scotland) Act 2005

<https://www.legislation.gov.uk/asp/2005/10/contents>

Gender Representation on Public Boards (Scotland) Act 2018

<https://www.legislation.gov.uk/asp/2018/4/contents/enacted>

## **9. FURTHER HELP AND ADVICE**

Advice or guidance on the application of this Policy can be sought from the University Secretary.

## 10. POLICY VERSION AND HISTORY

<b>Version No</b>	<b>Date of Approval</b>	<b>Approving Authority</b>	<b>Brief Description of Amendment</b>
V. 1.5	[Sept 2019]	Court	The Court Equality and Diversity Strategy Statement was added to the report (Appendix 3).
V. 2	[June 2023]	The Court	The Policy was thoroughly reviewed to ensure it was clear, simple and up to date.

## **APPENDIX 1 – COURT INDUCTION INFORMATION**

It is the responsibility of the Chair of the Court, working with the University Secretary, to ensure that all members of the governing body are fully briefed on the terms of their appointment and made aware of the responsibilities placed on them for the proper governance. As required by the Scottish Code, new members of the Court and its committees should receive information regarding the following on appointment:

- the governing instruments and governance framework (including the Scottish Code);
- information about the Court, their role within the governance structure, and particularly their role as a Trustee;
- the separation of governance and executive functions;
- delegation of authority;
- conflicts of interest;
- questioning skills;
- relevant financial knowledge and skills;
- equality and diversity responsibilities;
- the nature of higher education institutions and the wider legislative and regulatory context, including the SFC Financial Memorandum; and
- institutional policies relating to the responsibilities of governing body members.

This list is not prescriptive and induction will be designed to address the current issues that governors should be aware of. The majority of the information will be provided via induction sessions, with key documents made available to governors for their reference.

Preliminary induction information will be provided to any new member who joins the Court or a Court Committee outwith the normal appointment cycle, and they will be invited to the next scheduled full induction session.

## **APPENDIX 2: ELECTION TO THE POSITION OF CHAIR OF COURT**

In respect of elections to the position of Chair of the governing body, the Higher Education Governance (Scotland) Act 2016 (The Act), states: *“The election process is to be conducted in accordance with rules made by the governing body of the institution.”*

The Act (Part 7) states: *“These persons are entitled to vote in an election under section 6 for the position of senior lay member of the governing body of a higher education institution —*

- (a) the members of the governing body,*
- (b) the staff of the institution,*
- (c) the students of the institution.”*

The Act also states that in the Act, any reference to the students of a higher education institution *“includes all persons holding sabbatical office in a students’ association of the institution (whether or not they remain as students of the institution during their period of office).”* No other definition of students is provided in the Act.

**The following guidance agreed by the Court defines the staff and student electorates with a franchise in such elections.**

### **Voting Electorate: Staff**

The electorate for voting in the election for the position of Chair of Court shall include:

persons who have a contract of employment with the University on the given census date\* at:

- Heriot-Watt UK campuses
- Heriot-Watt Dubai Campus
- Heriot-Watt Malaysia Campus

(\*the census date should not normally be set more than two calendar months before the intended date of the election)

### **Voting Electorate: Students**

The electorate for voting in the election for the position of Chair of Court shall include:

persons who on the given census date\* are captured on the student administration system and are registered active students (active being defined in terms of the University’s return to the Higher Education Statistics Agency) at:

- Heriot-Watt UK campuses
- Heriot-Watt Dubai Campus
- Heriot-Watt Malaysia Campus
- At an institution with whom the University has a teaching agreement, such as an approved learning partner

such students above following a programme of study which has been approved by the Senate, and falling into one or more of the following categories:

- a) a new or continuing student studying on a campus-based programme of study in the current academic year;
- b) a new or continuing student following a campus-based programme of research study in the current academic year;
- c) a continuing student following a campus-based programme of research who has “writing up” status in the current academic year;
- d) a new or continuing student studying on a campus-based Foundation Degree programme in the current academic year;
- e) a new or continuing student studying in the current academic year on a joint programme established between the University and another institution(s) where the University is one of the awarding bodies;

- f) a new or continuing "associate" student studying in the current academic year for a Heriot-Watt award through a partnership agreement with another institution (whether that person is based at the University or the partner institution);
- g) a new or continuing student following a programme of study in the current academic year with an Approved Learning Partner;
- h) an outgoing exchange student studying in the current academic year;
- i) an incoming exchange student or "non graduating" status student studying in the current academic year who is registered at the census point;
- j) a person undertaking a pre-sessional English course, who is registered at the census point;
- k) a person registered on a distance learning programme of study who has either enrolled for or taken an assessment in courseware for their programme of study within the previous twelve months of the given census date.

or, a person who on the given census date\* is captured on the student administration system in the category of Student Sabbatical Officer Bearer in the current academic year.

**For clarification, the following persons shall be excluded from the student census:**

- 1) a person classified in the student administration system in the current academic year as: out of the University with assessment resits; on an elected temporary suspension of studies; a person who has permanently withdrawn from the University;
- 2) a person undertaking a non-degree/non-diploma CPD or other short course which requires no student registration;
- 3) a "visiting" scholar who does not fall into the "exchange" or "non-graduating" student category in the University's HESA return;
- 4) a person studying at the University as part of a partnership agreement where the award will be awarded wholly by another institution(s);
- 5) a person who might have purchased, enrolled for or taken an assessment in distance learning courseware within the period of twelve months before the given census date, but who in the current academic year and at the census date are not enrolled on a programme of study by distance learning. For example, the Edinburgh Business School provides the opportunity to persons to qualify for entry to the distance learning MBA programme through prior passing of three stand-alone courses;
- 6) a person enrolled on a postgraduate Academic Practice programme (such persons, being members of staff will be captured in the staff census record).

## **APPENDIX 3: COURT EQUALITY AND DIVERSITY STATEMENT (November 2022)**

### **COURT MEMBERSHIP: EQUALITY AND DIVERSITY**

The Court, as the University's governing body, has a commitment to lead and to exemplify the University's approach to equality and diversity and social responsibility, and to promote and facilitate equality and diversity goals across the University. The Court encourages appointed independent lay members from all walks of life to join its membership and we recognise the particular value that is added to the work of the Court through the balance of views that a diverse membership brings. The 25 strong membership of the Court includes 14 independent lay members (including the Chair (the senior lay member) as defined in the Higher Education Governance (Scotland) Act 2016). We seek also to promote equality and diversity across our nine elected positions on the Court. We aim to apply the same principles to the membership of our Court committees.

To achieve the above we aim to:

1. carry out our selection and appointments processes in as open and transparent a way as possible, taking into account the non diversity related skills and experience that need to be represented collectively on the Court to ensure that it is fully effective in carrying out its responsibilities;
2. comply with the Gender Representation on Public Boards (Scotland) Act 2018, observing the "gender representation objective" to achieve 50% of non-executive members on the Court who are women;
3. ensure that our vacancies are advertised across a wide range of media outlets and that we are explicit in our encouragement to applicants with different backgrounds and attributes. Similarly, our objective is to ensure that those responsible for the organisation of elections pay due regard to equality of opportunity and are explicit in their encouragement of diversity among potential candidates for election;
4. include training and advice on equality and diversity principles in our induction and refresher programmes for Court and Court committee members;
5. ensure diversity in the membership of relevant recruitment selection panels, and provide regular relevant training to selection panel members;
6. collect and review information on the equality characteristics of applicants to assess whether our advertisements have encouraged a broad range of applicants to apply, so that we can identify any imbalances and, where required, make improvements;
7. conduct our business in accordance with widely recognised governance good practice in relation to the promotion of equality and diversity, and remove any unnecessary barriers to membership;
8. make reasonable adjustments where necessary to ensure that all members are able to participate fully;
9. monitor and review the membership diversity of the Court and its committees annually;
10. achieve and maintain a balance of diversity across our Court and, in aggregate, our Court committee memberships which is broadly balanced in its representation of our diverse wider communities of internal (staff and student) and external stakeholders.

This Statement should be read in conjunction with the University's Equality and Diversity Policy (<https://www.hw.ac.uk/services/docs/EDPFinal.pdf>)