



UNIVERSITY COURT COURT HANDBOOK 2018/2019

UNIVERSITY OF THE
WEST *of* SCOTLAND
UWS

Introduction

This Handbook has been compiled specifically for members of Court to provide useful reference material and background information to assist in your role as governor of the University of the West of Scotland. It is reviewed annually. When necessary updates will be provided during the year to ensure information is kept up to date and is accurate.

The Handbook is structured into three main sections:

- The University
- The University Court
- Court Committees

The Handbook provides detailed information about the work of the Court and its Committees, along with the roles and responsibilities as a member of the University Court. It also includes structural and procedural information about the University that may be useful in your role on Court and its committees.

A number of appendices give important reference material.

More detailed and comprehensive information on the University is available from the website at www.uws.ac.uk which is updated regularly to reflect developments at the institution.

This Handbook is intended to be a key reference source for members of Court. If you have any suggestions on how it can be improved, or have any questions that are not answered, please do not hesitate to let us know.

If you require any additional support, information or advice in relation to your role as a member of the University Court, please contact the Court Office.

Donna McMillan
Secretary to Court

Alison Loudon
Assistant Secretary to Court

November 2018

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The University

About UWS

Founded in 1897 offering courses with a technical focus initially including chemistry, physics and architecture, as well as art and sculpture and developing into engineering in the early decades, the institution developed steadily in size and scope achieving university status as the University of Paisley on 1st April 1993. Following merger with Craigie College of Education in Ayr in 1993 and Bell College in Hamilton in 2007 as well as several colleges of Nursing & Midwifery, the University of the West of Scotland was established in 2007 with four Scottish Campuses. The London Campus opened in 2016.

At UWS we believe in our students' future. We have a proud record of delivering work-ready graduates and developing effective partnerships with business, industry and the public and voluntary sectors.

With our cutting edge courses, practical knowledge and intelligent teaching, we help our students get ahead. Through our innovative learning partnership we invest in people's potential to shape their future. Built on uniting students, professionals, industry and our communities, this partnership stretches from the West of Scotland around the world. We believe in the transformative power of active learning and environment. We treat our students as individuals, partners and potential leaders in their fields and professions, providing them with the globally relevant knowledge, skills and confidence to think critically and to challenge received wisdom.

Our graduates have the following attributes: **Universal Work-Ready Successful**

Campuses:

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

AYR:

The Ayr Campus was developed in partnership with Scotland's Rural College (SRUC) and in consultation with Historic Scotland, Scottish Natural Heritage and the Scottish Wildlife Trust. It provides Ayrshire with one of the UK's most modern, environmentally friendly and sustainable higher education learning facilities. The campus design was inspired by the area's woodland surroundings and offers students a stunning space for study. The Campus sits within an educational site on the Craigie Estate which now includes the new Ayr Academy Learning Campus and Ayrshire College.

DUMFRIES:

The Dumfries Campus is located within the beautiful Crichton estate – a historic 85-acre parkland estate just two miles from the centre of Dumfries. The location and adjacent area hosts a number of institutions – University of the West of Scotland; Scotland’s Rural College (SRUC); University of Glasgow; the Open University; and Dumfries and Galloway College. The focus of the University’s portfolio in Dumfries has grown and currently focuses on Nursing; Business; Computing; Social Work; and Education.

LANARKSHIRE:

The Lanarkshire Campus gives UWS students access to one of the most advanced and technology-enabled learning environments in the UK. It is also one of the UK’s ‘greenest’ educational environments. Carbon neutral buildings with sustainable features including a windfarm will generate 100% renewable power and rainwater harvesting.

The campus is based at Hamilton International Technology Park, one of the UK’s most successful enterprise zones, home to more than 80 local, national and international companies - including Scottish Power, Babcock, HSBC, John Lewis and Centrica. For students, this provides a wealth of practical opportunities to gain experience during studies. Additionally, it gives businesses the opportunity to collaborate on a range of research, enterprise and commercialisation activities.

LONDON:

Located in a vibrant part of the city, in Southwark in central London, the campus offers modern study facilities. Experienced teaching staff, many of whom are drawn from outside of the UK, add a global perspective to academic life at UWS. The campus currently offers UWS undergraduate and postgraduate taught courses in business, management, health, social sciences and music and research degree opportunities in health-related areas.

PAISLEY:

Combining the town's history and heritage with modern, contemporary teaching facilities, UWS Paisley Campus provides a dynamic and inspiring learning environment. The campus offers a range of courses and research opportunities in business; computing; social sciences; engineering and science; and health, nursing and midwifery.

The Scottish Baptist College is located on the Paisley Campus.

Professor Alexander Stoddart, Her Majesty’s Sculptor in Ordinary in Scotland has a studio and workshop on the Campus.

Schools:

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

- School of Business & Enterprise
- School of Education
- School of Computing, Engineering & Physical Sciences
- School of Health & Life Sciences
- School of Media, Culture & Society

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

Corporate Strategy Refresh 2017/2020

UWS' refreshed [Corporate Strategy](#) was originally launched in 2014 but updated for the period 2017-20. Since the launch of the Strategy, the University has made significant strides towards achieving our challenging ambitions. Work has now commenced on a new Corporate Strategy for 2020 and beyond.

UWS Purpose:

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

We will do this by:

1. Providing student-centred, personalised and distinctive learning and teaching experiences underpinned by professionally relevant research, knowledge exchange and enterprise
 2. Fostering the resilience and learning skills of our students by providing a supportive encouraging and inspirational learning environment
 3. Developing a culture where our people are supported to be highly motivated, creative and collaborative.
 4. Making a difference to the communities we serve – in Scotland and across the globe
 5. Taking managed intelligent risks to benefit our students experience and organisational performance
 6. Being a proudly different university where ambition and success are at the heart of what we do.
-

UWS Truths:

At UWS we adhere to a set of truths in all that we do:

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

Education:

UWS will be a University providing:

- A student-centred, personalised and distinctive Learning and Teaching environment underpinned by leading research, knowledge exchange and enterprise
- Highly employable, globally engaged and successful graduates, with professional and vocational skills and attributes
- Digitally-innovative, industrially-engaged and research-influenced academic programmes
- Highly motivated, creative, capable and collaborative staff and students, working in partnership towards continuous development
- Continual enhancement of the student learning experience, improving academic quality and changing student lives towards making positive impacts on societies, economies and industries at national and global levels.

Research and Enterprise:

UWS will be a University providing:

- A global University of choice known for creating a supporting and rewarding Research and Enterprise environment, flourishing leading edge graduates and motivating outstanding staff beyond their expectations
- A research and enterprising infrastructure attracting significant awards and income with global, national and regional impact and attracting a critical mass of world-leading and early career researchers
- A reputation for seamlessly bringing together industries, students and academics to resolve key global challenges of Health, Society and Sustainability
- An effective platform of creatively embedded Research and Enterprise into our Teaching and Learning and Global Engagement activities
- An incubator for commercialisation of research, enterprising individuals and teams, achieving measurable contribution to sustainable growth, productive industries and prosperous communities.

Global Engagement:

UWS will be a University providing:

- A spring board for our learners to contribute globally. In order to achieve that “we will deliver a portfolio that provides students with globally relevant skills, is internally attractive and contributes to global reach”
- An internationalised student body, staff, culture, research and academic portfolio; provide strong ion-country delivery options and support international collaborative

activity; invest in opportunities for our home students to undertake international experiences; develop our staff to deliver an internationalised student experience.

- An internationalised culture and student body by AY 19/20; ensure our students can play a part in global society; have an internationalised curriculum that transforms our graduates' life chances.

Enablers:

Achieving our ambitions around student success, research and enterprise, and global engagement depends on:

- Our People
- Financial Sustainability
- The Learning & Research Environment

University Management Structures

Responsibility for the day to day management rests with the Principal & Vice-Chancellor supported by the Vice-Chancellor's Executive Group and a University Leadership Team.

Vice-Chancellor's Executive Group

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

The membership of VCEG includes:

Core:

- Professor Craig Mahoney, Principal & Vice-Chancellor
- Professor Steve Olivier, Provost and Deputy Principal
- Professor Ehsan Mesbahi, Vice-Principal & Pro Vice-Chancellor (Academic)
- Trevor Gabriele, Chief Finance Officer
- Donna McMillan, University Secretary
- Marcus Ross, Executive Director (Strategic Planning, Marketing, Recruitment and Engagement)
- Jo Maguire, Executive Director (Human Resources)

Extended:

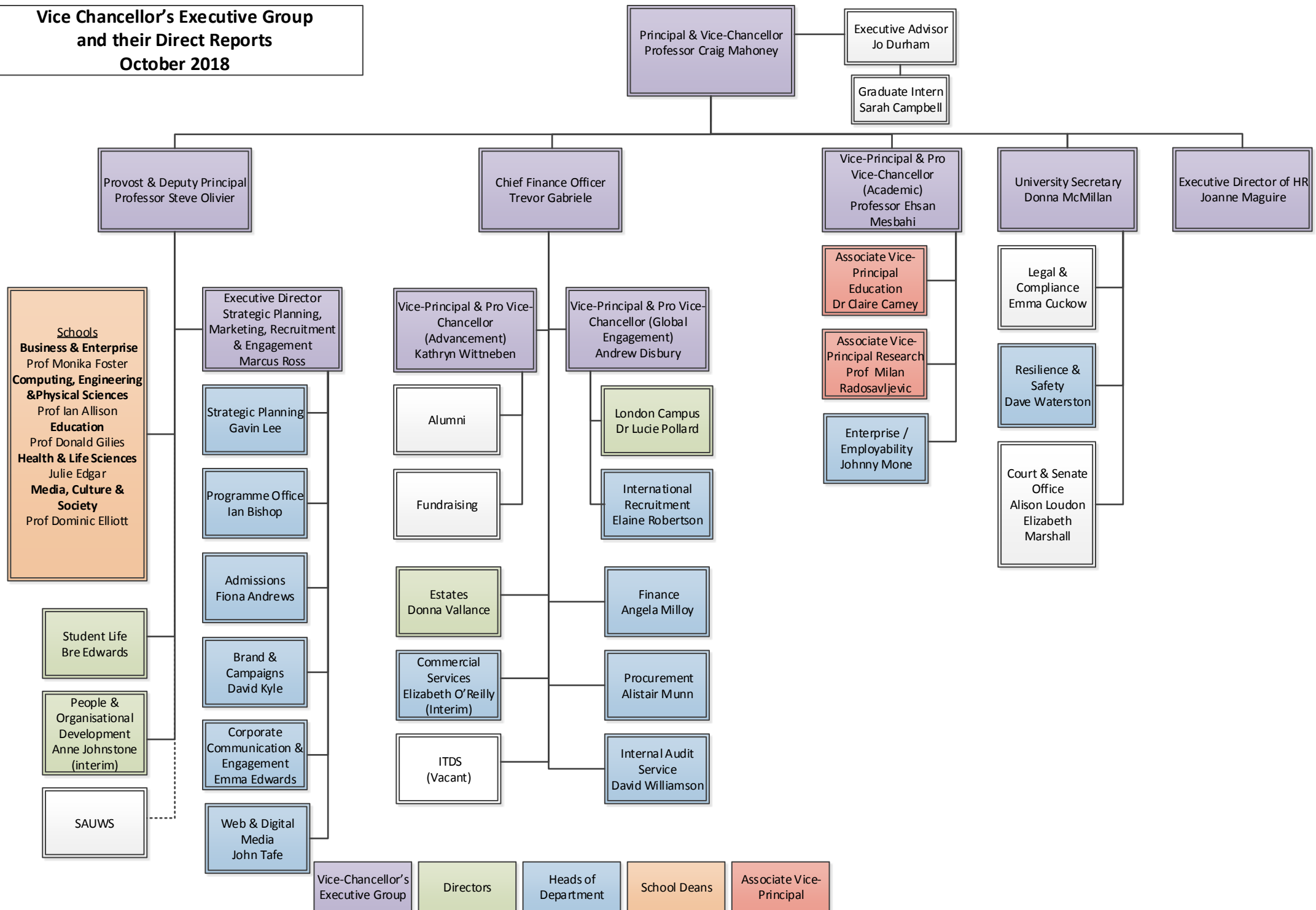
- Deans of Schools
- Vice Principal (Advancement)
- Associate Vice Principals

Biographies of members of VCEG are available at <https://www.uws.ac.uk/about-uws/vice-chancellors-executive-group>

University Leadership Team

The Leadership Team is the University's senior operational team. It inputs to and consults with VCEG on the strategic direction of the University, and the fulfilment of the Corporate Strategy. The Team is a decision-making body with a focus on managing the opportunities and risks facing the university and provides the platform for cross school and directorate discussions, information sharing, and communications. The Team shares best practice to ensure maximum performance: in education, research, and enterprise activities, and is responsible for driving and maximising institutional performance.

**Vice Chancellor's Executive Group
and their Direct Reports
October 2018**



Students' Association

All UWS Students automatically become a member of the UWS Students' Association (SAUWS). SAUWS supports students during their time at the University. It aims to change students' lives by:

- Campaigning with and for our students.
- Working to improve learning and teaching.
- Offering advice and support.
- Organising events and activities.
- Enabling sports teams and societies across all campuses.

The SAUWS Board of Trustees is responsible for the management and administration of the Students' Association. The Trustees on the Board are legally and financially responsible for the Students' Association and its activities. The Board ensures that the Students' Association remains legally compliant, financially stable and has robust future planning. The Board in conjunction with the Association's senior staff team also set the strategic goals for the organisation.

The Board of Trustees has 12 members:

- a) 4 External Trustees who are appointed via the appointments committee. External Trustees can sit on the board for a single term for a maximum of four years.
- b) 4 Student Trustees who are appointed by the appointments committee. Student Trustees must be current students at UWS and can sit on the Board for a year. They can do this for a maximum of two consecutive terms.
- c) 4 Sabbatical Officers, who are elected by the student body in a cross-campus election. Sabbatical officers sit on the Board for the duration of their terms in office. They can stand for a maximum of two terms.

For 2018/2019 the Sabbatical Officers of SAUWS are:

- Emma Shotter President
- Franklin Jacobs Vice President, Societies & Citizenship
- Merle Hill Vice President, Sports & Wellbeing
- Margo McMillan Vice President, Education

Sabbatical Officers are elected from 1st July each year.

Code of Practice

Under Section 22 of the Education Act 1994, Court must approve a Code of Practice (Appendix 1) detailing the steps taken by the University to ensure that the Students' Association operates in a fair and democratic manner and is accountable for its finances.

The University Court

Statutory Context

The University is formed as a “body corporate” under the terms of a Statutory Instrument. The Court of the University is constituted in accordance with [The University of the West of Scotland \(Amendment to the University of Paisley Order of Council 1993\) Order of Council 2015](#).

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

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

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

The University’s Order of Council is currently under review in the light of changes required to ensure alignment with the Higher Education Governance (Scotland) Act 2016 and the revised Scottish Code of Good HE Governance (2017).

The Role of Court

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

- Ensure the institution’s long-term sustainability
- Conduct its affairs according to specified ethical standards
- Have due regard to the interests of its stakeholders and the wider public
- Determine the institution’s future direction and set the institutional values
- Ensure the protection of the academic freedom of relevant staff in compliance with relevant legislation and its own governing instruments
- Ensure that it observes good practice in regard to equality and diversity

- Foster a suitable environment whereby knowledge may be advanced and the potential of learners fulfilled; and
- Take all final decisions on matters of fundamental concern to the institution.

The main responsibilities of the Court are set out in its Statement of Primary Responsibilities (See page 20).

The University Court has formally adopted the Scottish Code of Good HE Governance and the Court's practices are consistent with its requirements. The Handbook reflects the provisions of the Code and should be read in conjunction with it. The University will transition to the revised [Scottish Code of Good HE Governance](#) during the 2017/2018 academic year.

University Chancellor

The University Chancellor is the titular head of the Institution and has the power to confer degrees, diplomas and other academic distinctions. The University Chancellor is Dame Elish Angiolini DBE QC.

Chair of Court

The Chair of Court is Dr Waiyin Hatton. The role of the Chair of Court is to lead the University Court and enable it to work in an effective and efficient manner in accordance with the University of the West of Scotland Order of Council 2015. The Chair is responsible for the leadership of the Court and is ultimately responsible for its effective operation and for ensuring that its members work together effectively. In common with other members, the Chair must contribute to collective decision making and act only in the interests of the institution. The Chair should ensure that the institution is well connected with its stakeholders, including staff and students.

Through leadership of the Court, the Chair plays a key role in relation to the business of the institution, but must not be drawn into the day-to-day executive management. A critical element of the effectiveness of the Court and the institution is the establishment of a constructive working relationship between the Chair and the Principal & Vice-Chancellor. The roles, however, are distinct, and it is important to ensure that while the relationship should be mutually supportive, it also incorporates the checks and balances imposed by the different roles which each has within the Constitution.

The Chair must ensure that the distinct roles for executive officers and members of Court are maintained and respected.

The Chair is expected to stay in touch with University affairs between meetings and the Court may therefore grant delegated authority to the Chair to act on its behalf between meetings. Action taken under delegated authority normally consists of routine business which would not have merited discussion at a Court meeting (eg signing of routine documents or detailed aspects of the implementation of matters already agreed by the Court).

Occasionally, matters may arise which are judged too urgent and important to await the next meeting of the Court. In such an event, the Chair has the option to call a special meeting, consult members by correspondence or deal with the matter by Chair's action. The Chair will exercise great care to avoid taking decisions by chair's action where it is inappropriate to do so, or exceed the scope of the delegated authority granted by the Court. Chair's action on matters of importance will only be taken where delaying a decision would disadvantage the institution. The Chair is answerable to Court for any action which is taken on its behalf. Where Chair's action is taken, this will be reported to Court at or before its next meeting. A role description for the Chair of Court was approved by Court in April 2015. (Appendix 4).

Vice Chair of Court

The Vice-Chair of Court is Professor Caroline MacDonald. The Vice Chair assists and deputises for the Chair of Court and is expected to play an active part in helping to manage the business of the Court. A role description for the Vice Chair of Court was approved by Governance & Nominations Committee in May 2017 (Appendix 4).

Intermediary Member of Court

The intermediary member of Court is Margaret Gibson OBE. This role serves as an intermediary for other members who might wish to raise concerns about the conduct of the governing body or the Chair. Led by the intermediary member, members of Court meet without the Chair present at least annually to appraise the Chair's performance. A role description for the Intermediary Member of Court was approved by the Governance & Nominations Committee in November 2016 (Appendix 4).

Principal & Vice-Chancellor

The Principal & Vice-Chancellor is Professor Craig Mahoney. The Principal & Vice-Chancellor is Chief Executive Officer of the institution and is also responsible to the Funding Council for propriety and regularity in the use of public funding and for the economic, efficient and effective use of all available resources. The Principal & Vice-Chancellor leads the development and implementation of University's strategies and chairs the Senate and the Vice-Chancellor's Executive Group. The Principal & Vice-Chancellor is responsible for the executive management of the institution and its day to day direction.

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

Secretary to Court

The Secretary to Court is Donna McMillan. The Secretary to Court is a Court appointment and has a key role to play in the operation and conduct of the Court, and in ensuring that appropriate procedures are followed.

The Secretary to Court provides guidance to members of Court about their responsibilities under the rules and regulations to which they are subject (including external legislation and the requirements of the Scottish Funding Council), and on how those responsibilities should be discharged.

The Secretary to Court is solely responsible to the Court and has a direct reporting link to the Chair of Court in respect of the Court business including the preparation of agendas, papers and minutes. Irrespective of any other duties that the Secretary to Court may have within the institution, when dealing with Court business the Secretary to Court acts on the instructions of the Court itself.

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

Court Office

The Court Office provides a range of support to the University Court and is the first point of contact for Governors at the University. This includes arrangements for meetings of Court and sub Committees, car parking, expenses, technical support, training events, graduation arrangements, dinners and other University events.

The Court Office is located at the Paisley Campus.

The Court Office consists of:

Alison Loudon, Assistant Secretary to Court	(0141-848 3917/07850 216745)
Lesley Lloyd, Court & Senate Office Co-ordinator	(0141-848 3678)

Membership of Court

The membership of Court is defined by the University of the West of Scotland (Amendment to the University of Paisley (Scotland) Order of Council 1993) Order of Council 2015. Section 6 of the Order defines the categories of membership. The composition of the membership of the Court requires amendment as a result of the Higher Education Scotland (Governance) Act 2016. As a result, the University's Order of Council is currently under review.

Brief biographies of individual members of Court are available at <http://www.uws.ac.uk/about-uws/governance/court/members-of-court/> A role description for a Member of Court was approved Governance & Nominations Committee in September 2017 (Appendix 5).

Category

Members (as at November 2018)

a) <u>Ex Officio Governors:</u>	
(i)the Principal and Vice-Chancellor	Professor Craig Mahoney
(ii)the Deputy Principal, and	Professor Steve Olivier
(iii) the President of the Students' Association	Emma Shotter
b) <u>Appointed Governors:</u>	
(i)two Governors appointed by the Senate from among the members of the academic staff of the University who are members of the Senate	Vacant Dr James Thompson
(ii)one Governor appointed by the Students' Association From among the enrolled students who are office-bearers of the Association	Merle Hill
(iii) such other governors being not less than twelve and not more than sixteen, appointed by the Court and being persons reflecting a variety of different interests experience, having regard to the balance of skills, attributes and experience required to enable the Court to function effectively; and	Laura Barjonas Margaret Curran Craig Devlin Margaret Gibson OBE Andrew Gordon Hugh Henry Professor Caroline MacDonald Ann McKechin Andrew Munro Therese O'Donnell Kevin Quinlan William Smith
(iv) one governor appointed by the Court to Chair the Court	Dr Waiyin Hatton
c) <u>Elected Governors:</u>	
(i) one governor who shall be elected by the academic staff of the University from among such staff; and	Dr Kath Sloman
(ii) one governor who shall be elected by all other staff of the University from among such staff	Mary McCusker

Strategic & Legal Responsibilities of Court

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

The Court has responsibility for ensuring compliance with the governing instruments of the institution, as well as other appropriate legal obligations including any arising in connection with its charitable status.

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

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

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

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

The University Court is responsible for ensuring compliance with equality and diversity legislation across the University. The Court will ensure that UWS will embed equality and diversity through the mainstreaming duties and in overseeing the delivery of the University's Equality Outcomes.

The University Court is committed by its own actions to promote equality and diversity and will ensure that action is taken to monitor and review progress on equality and diversity and in discharging the responsibilities set out in the Statement of Responsibilities of Court.

All Higher Education Institutions have charitable status. Members of Court are regarded as "charity trustees" and have legal duties and responsibilities under the Charities and Trustee Investment (Scotland) Act 2005 (see page 23).

Decisions of the Court must be made only by its members acting collectively, and any member of Court must be able to raise issues relating to institutional management, notwithstanding the presence of executive officers at meetings.

Statement of Primary Responsibilities of Court

The main responsibilities of the Court (approved by Court 2018) are set out in the Statement of Primary Responsibilities:

- To protect the reputation and values of the institution
- To ensure, in conjunction with the Senate, the quality of the institution's educational provision and adequate provision for the general welfare of students
- To approve the mission and strategic vision of the Institution, its strategic plan, key performance indicators (KPIs) and annual budgets, ensuring that they have due regard to the interests of students, staff and other stakeholders, and monitoring performance in terms of these
- To appoint the Principal & Vice-Chancellor as the Chief Executive Officer of the University and put in place suitable arrangements for monitoring his/her performance.
- To appoint the Secretary to the governing body
- To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk management, means of evaluating the governing body's own performance and clear procedures for handling internal grievances and "whistleblowing" complaints and for managing conflicts of interest.

Standards of Behaviour

All members of Court, whatever category of membership, have an important part to play in its work, bringing to bear individual knowledge and experience to advance the interests of the University. It is essential to the proper conduct of public business that all members of the Court should act and be perceived to act impartially and not be influenced in their roles as governors by social or business relationships, or by any other affiliation.

Members of a governing body, collectively and individually, must act in accordance with the Nine Principles of Public Life in Scotland, which should be the foundation for the governing body's behaviour and its decision-making processes. They are:

- Duty
- Selflessness
- Integrity
- Objectivity
- Accountability and Stewardship
- Openness
- Honesty
- Leadership
- Respect

Further information on the Scottish Government's Ethical Standards Framework is available from: <http://www.gov.scot/Topics/Government/local-government/governance/ethical-standards/codes>

Confidentiality

It is essential that all Court members 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.

There may be times when you will be required to treat discussions, documents or other information relating to the work of the University in a confidential manner. You may receive information of a private or commercially sensitive nature which is not yet public, or which is not intended to be made public. There are provisions in Court papers or documents on confidential information and you must always respect and comply with the requirement to keep such information private.

It is unacceptable to disclose any information to which you have privileged access, for example derived from a confidential document, either orally or in writing. In the case of other documents and information, you are requested to exercise your judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purpose of personal or financial gain, or used in such a way as to bring the University into disrepute.

Minutes of Court meets are published on the University's website and a report is also provided to the University Senate. Individual members should not report, publish or debate in advance of the minutes being published.

Personal Liability

The Court of the University of the West of Scotland is the University's governing body and is constituted as a body corporate under statute.

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

- act honestly, diligently and in good faith
- be satisfied that the course of action proposed is in accordance with the University's constitution
- not bind the University to a course of action which it cannot carry out

- ensure that the University does not continue to operate if it is insolvent
- seek to persuade colleagues by open debate and register dissent if they are concerned that the action would be contrary to any of the above
- avoid putting themselves in a situation where there is actual or potential conflict between their interests and those of the institution.

The Governor's Liability Insurance policy provides financial protection to members of Court for any claims for maladministration of the organisation.

Charity Law Requirements

The Charities and Trustee Investment (Scotland) Act 2005 came into full effect on 24 April 2006 and established the Office of the Scottish Charity Regulator (OSCR). All higher education institutions have charitable status and are therefore subject to this legislation.

Members of Court are regarded as "charity trustees". Charity trustees are the people who have general control and management of the charity and are responsible for making sure that the charity works to achieve its charity's purpose. They are responsible for complying with the law.

All charity trustees have legal duties and responsibilities under the Act. A duty is something that you must do, and all the duties must be met. These duties are separated out into general duties, that set out a broad framework that all charity trustees must work within, and specific duties detailed in the 2005 Act.

The general and specific duties apply equally to all charity trustees and all charities registered in Scotland. All of the charity's trustees should work together to make sure that these duties are met.

General Duties for all Charity Trustees

1. You must act in the interests of the charity
 - You must seek in good faith to ensure the charity operates in a manner consistent with its purpose
 - You must act with care and diligence
 - You must manage any conflict of interest between the charity and any persons or organisation who appoints trustees
2. You must comply with the 2005 Act
 - You must understand the legal requirements of being a charity
 - You must comply with the specific duties of the 2005 Act

Specific Duties for all Charity Trustees

There are specific duties in the 2005 Act that all charity trustees must meet. The practical details of these duties are delegated to University staff, but as charity trustees, you are responsible for making sure the specific duties are met.

1. Charity details on the Scottish Charity Register
2. Reporting to OSCR
3. Financial records and reporting
4. Fundraising
5. Providing information to the public

Who cannot be a Charity Trustee?

Some people are not allowed by law to be a charity trustee. Every charity trustee must make sure that he or she is not breaking the law by being a charity trustee.

Certain people are disqualified from acting as charity trustees:

- Someone with an unspent conviction for an offence involving dishonesty or an offence under the 2005 Act
- Someone who is an undischarged bankrupt or has a Protected Trust Deed
- Someone who has been removed under either Scottish or English Law or the courts from being a charity trustee
- Someone who is disqualified from being a company director.

Any concerns in relation to this or if any of the above should occur during the period of appointment of a Court member this must be discussed urgently with the Secretary to Court.

OSCR has published guidance for charity trustees on its website:

https://www.oscr.org.uk/media/2728/v10_guidance-and-good-practice-for-charity-trustees.pdf

Equality & Diversity

Ultimate responsibilities for the Equality Act 2010's public sector equality duty lies with the governing body of the institution. Governors therefore need to be able to satisfy themselves that the institution is taking appropriate action to meet these duties, and that this action is proving effective.

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

In summary, members of Court have responsibility for ensuring:

- the richness and diversity of society are appropriately reflected and celebrated within the institution

- consideration of equality and diversity is factored into policies and decisions, where relevant
- compliance with equality law
- equality initiatives deliver relevant and tangible outcomes
- consideration of equality issues affecting staff, in senior staff appointment processes and Court Appeal processes where appropriate

In line with the Scottish Code of Good HE Governance (2017) (Section 4), the governing body must provide leadership in equality and diversity across all protected characteristics, assuming responsibility for the institution's strategy and policy on equality and diversity. This should not only ensure compliance with all relevant legislative and regulatory requirements but also actively promote and facilitate equality and diversity goals across the whole institution.

In addition, the governing body must monitor its own composition, establishing appropriate goals and policies regarding the balance and diversity of the members it appoints and regularly reviewing its performance against these goals and policies.

Register of Interests

Any member of Court who has a pecuniary, family or other personal interest in a matter discussed at Court or committee meeting they attend, should disclose the facts of the interest to the meeting as soon as practicable. Family may normally be taken to include parent, sibling, spouse, partner, child, dependent, including step-relationships and those established by marriage or civil partnerships.

In case of doubt, please discuss with the Secretary or Assistant Secretary to Court.

Members of Court are expected to declare an interest in any item of business considered by the Court or its sub committees before the item is discussed and any declaration is recorded in the minutes of the meeting of the court or its sub committees. The Chair of Court or its sub committees will then rule on the appropriate behaviour expected of you. This will depend upon the particular circumstances of the item of business. The options open to the Chair are:

1. allow you to remain, speak and vote on the item
2. permit you to remain, but not to speak or vote on the item
3. request you to leave the meeting for the duration of the item

As members of Court, you are not considered to have a pecuniary interest in matters under discussion merely because you are a member of staff or a student of the institution. Nor does the restriction of involvement in matters of direct personal or pecuniary interest prevent members of the Court from considering and voting on proposals to insure the Court against liabilities which it might incur.

The Court Office maintains a Register of Interests of Members of Court and the Vice-Chancellor's Executive Group which is published on the University's website. All members of Court should ensure that the information contained about them in the Register of Interests is kept up to date. The Court Office will invite each member to review and revise the information contained in the Register at least annually but any significant

changes in interests which occur during the academic session should be notified to the Court Office immediately.

Managing Media Approaches/Public Comment

Court members may from time to time either be approached for comment on an HE or UWS-related story or may through their own work or interest propose to publish some commentary on an educational issue. The University recognises the need to provide support and guidance to Court Members in such matters and the following protocol has been developed:

UWS actively encourages senior representatives to be quoted or published in external media as it underlines the breadth of knowledge within the institution and the calibre of our people while enhancing our reputation and giving valuable insight to our key target audiences. In addition, we welcome the opportunity for our academics and senior staff to be invited to attend and contribute to stakeholder events and other forums.

To help us maximise any such opportunities and to facilitate good internal communication, members of the University Court should inform the Secretary to Court in advance of any proposed articles or participation in any external media opportunities which may have a bearing on their role at UWS.

Being advised of any opportunities in advance will assist our overall communications planning and ensure that staff are prepared and briefed appropriately. In addition, it will allow the University to circulate any published content internally to positive effect.

Privacy Statement

Privacy Notice- Member of University Court

The University is committed to looking after any information that you make available to us as a member of the University Court. We aim to be clear about what we will do with your data. This privacy notice explains when and why we collect personal information about you and how we will use this information. It also explains how we keep your information secure as well as the rights you have in relation to the information we hold about you.

The headings below set out the main information we need to give to you.

The privacy notice will be regularly reviewed to make sure it contains the most up-to-date information. If we make any significant changes to our privacy notice we will contact you to let you know.

This privacy notice relates to how we use the information you provide to us as part of your appointment to or role as a member of the University Court.

If you have any questions about any of the information contained in this privacy notice then please contact alison.loudon@uws.ca.uk

Who are we?

The University of the West of Scotland (referred to in this Privacy Notice as the “University”, “we”, “our” or “us”) is the Data Controller under the data protection legislation. This Privacy Notice sets out how we process personal data about you as a member of the University Court (referred to in this Privacy Notice as “you” or “your”).

What type of information do we collect about you from our website?

We collect information about you when you provide us with your personal details (such as your name, contact details, email address, etc.) when your appointment to membership of Court is confirmed.

We also ask you to complete a Register of Interest Form, Criminal Convictions Form and a self evaluation of your skills, experience and demography each year of your appointment.

The data protection legislation contains specific and strict provisions about how criminal convictions data must be handed and on what basis this can be processed and we will make sure we only handle your data in line with these requirements.

What are the sources of the information we hold about you?

The personal data which we hold about you is information that you have provided directly to us either during your original application or once you are appointed as a Member of Court.

How will we use your information?

We will use the information we hold about you to administer your appointment as a Court Member and to contact you in relation to the business of the University Court. We will also use it to respond to any queries you have raised with us or to provide you with information that you have requested that we send you.

We are required by the Scottish Code of Good HE Governance to make certain personal data about you available to the public e.g. a short biography, your Register of Interests and an anonymised analysis of the skills and experience in the membership of the Court. This will be published on the University website.

We may also publish minutes of the proceedings of Court meetings, suitably redacted. There are times when this may include contributions from individual members of Court.

Why do we need to process your personal data?

We may process your personal data for a number of reasons in relation to your membership of Court:

- To contact you in relation to the meetings of the University Court and its sub Committees
- To invite you to University graduations and other University events
- To note dietary requirements
-

In addition we are required to comply with Scottish Code of Good HE Governance requirements in terms of publication of certain data.

If we wish to use your image for promotional materials we will always ask your consent before we do this.

We will not process your data for the legitimate interests of any third parties.

How long will we keep your information for?

We will retain your data for 6 years in relation to your membership of the Court. We will keep contact details relating to former members of Court for longer to let you know about opportunities that may be of interest in relation to your past involvement. If you do not want us to do this you can let us know by e-mailing alison.loudon@uws.ac.uk

Papers documenting the conduct of our Court meetings and any Committees (for example, agendas, minutes and supporting papers) must be held for the lifetime of the University. These may contain your name as a meeting attendee as well as a record of any personal contribution you may have made at the meeting.

Who has access to your information and who will we share your information with?

We will make sure the information you provide to us is only shared with University staff who need to know this for the purposes of University business. Your personal data may be shared with the following third parties:-

- Higher Education Statistics Agency (HESA)
- Scottish Funding Council
- Universities UK
- Universities Scotland
- AdvanceHE
- Committee of University Chairs
- Committee of Scottish Chairs

No information will be passed to third party organisations for them to contact you directly themselves.

What choices do you have in relation to your information?

Under the legislation you have certain rights in relation to the information we hold about you:

- To obtain access to, and copies of personal data we hold about you;
- To require us to stop processing your personal data if the processing is causing you damage or distress;
- To require us to stop sending you marketing communications;
- To require us to correct any personal data we hold about you that is incorrect;
- To require us to erase your personal data;
- To require us to restrict our data processing activities;
- To withdraw your consent to our data processing activities (without affecting the lawfulness of our processing before you withdrew your consent);
- To receive the personal data that we hold about you, in a reasonable format specified by you, including for the purpose of you transmitting that personal data to another controller, but only if you provided this information to us by automated means;
- To object, on grounds relating to your particular situation, to any of our particular processing activities where you feel this has a disproportionate impact on your rights.

Many of the rights above are not absolute so there may be times when you make a request to us and we are unable to meet it in full but if this is the case we will explain to you fully why we have not been able to do what you have asked. You should also be aware that where our processing of your information relies on your consent and you then decide to withdraw that consent then we may not be able to provide all or some aspects of our services to you.

More detailed information about the rights you have any how you can make a request are available from the Court Office.

How will we keep your information safe?

We employ industry-standard security measures to protect your information from access by unauthorised persons and against unlawful processing, accidental loss, destruction or damage.

Information transmission over the internet can never be guaranteed to be completely secure and although the University will endeavour to protect your personal data we cannot guarantee the security of your personal data transmitted to our website. Any such transmission is at your own risk.

Once we have received your information, we will use strict procedures and security features to prevent unauthorised/unlawful access and disclosure.

Will we transfer your information outside of the EEA?

The information we store and process stays within the UK.

Who is the University's Data Protection Officer?

The University Solicitor is the UWS Data Protection Officer. If you have any concerns about how we handle your personal data then you can contact the Data Protection Officer directly by e-mail dataprotection@uws.ac.uk or by post at Data Protection Officer, University of the West of Scotland, Legal Services, High Street, Paisley, PA1 2BE

How can I complain about your use of my information?

If you remain unhappy then you have a right to complain to the Information Commissioners Office:

Information Commissioner's Office
Wycliffe House
Water Lane
Wilmslow
Cheshire
SK9 5AF
e-mail: casework@ico.ork.uk and telephone 0303 123 1113

Estimated Time Commitment

In accepting an appointment to Court, members are expected to play as full a part as they are able to in the University's life and to act as ambassadors in their various external networks. Our estimate of the time that you will be asked to devote to the University as a

member of Court is based upon preparation for, travel to and participation in, the meetings and other events taking place over the course of the year. These are normally:

- Four meetings of Court each year (meetings usually last at least three hours and are held at one of the four Scottish Campuses)
- One annual Strategic Workshop/additional meeting of Court (held in September)
- One two day residential Strategic event (held in February) (which includes one of the Court meetings)
- Up to five meetings of Court Committees per year (Committees usually last around two hours; some Committees meet more frequently than others and there may be differing levels of complexity of papers)
- Graduation Ceremonies (approximately 20 ceremonies per annum at Scottish Campuses in June/July and November and one or two ceremonies at London Campus ceremony in February; these are important University events at which attendance is strongly encouraged)
- Occasional lectures, exhibitions, dinners and other social events, taking place at any point during the year (these provide opportunities for members of Court to interact with staff and students outside the formal committee meeting structure. The presence of lay governors at such events is a valued part of their role.)
- Ad-hoc meetings and other duties and involvement in Court and University business (eg short life working groups; members have acted as “buddy” to new members)

The Court calendar maps loosely onto that of the academic year, with the four meetings of Court in November, February, April and June normally preceded by a round of Committee meetings. These deal with specific business on behalf of Court – for example the Policy & Resources Committee provides governance for finance, estates and people aspects and the Audit & Risk Committee deals with internal and external audit, risk and value for money.

Membership of committees provides a particular opportunity for members of the governing body to contribute their expertise to the institution and to learn more about aspects of its operations. An analysis of attendance at meetings of Court and sub Committees is reviewed annually by the Governance & Nominations Committee and published on the University’s website.

Any invitation to a Court member to attend a UWS event will normally be directed through the Court Office. Equally, if Court members intend to invite a member of UWS staff to an external event, we would be grateful if these could be intimated in advance to the Secretary to Court.

Governor Development

New Members of Court are invited to attend induction sessions on the following topics:

- Statutory Context and Role of Member of Court
- Finance and Strategic Planning
- Academic Life; Academic Quality and the Student Experience
- Legal Responsibilities and Equality & Diversity
- Research and Enterprise and Non-EU Recruitment

As well as providing induction, all continuing members of Court are invited to attend these sessions as part of ongoing CPD and refresher activity.

These sessions are arranged between formal meetings of Court during the year and last around 1-2 hours. Representatives from the Court Office are also in attendance. An informal meeting with the Chair of Court and Principal & Vice-Chancellor will be arranged in advance of your first meeting of court and tours of the Campuses can be arranged on request. Further induction/briefing events will be arranged from time to time during the period of office.

Each new member of Court is appointed a buddy from amongst the existing membership. The aim of an induction buddy is to support new members of Court to ensure they feel welcomed and settle into the role – someone they can approach to explain things, or just to ask “silly questions”. This is achieved by pairing new members with more experienced members of Court to assist them transition into the role.

The role of the buddy is to:

- Support the induction programme of a new member of Court
- Be a friendly face at the first few meetings
- Encourage sharing of information and answer day to day questions about “how Court works”
- Act as a link to other members of Court and members of the University Executive.

The arrangement need not be too formal and could best be implemented as a two-way process, perhaps over a coffee meeting, with the “buddee” being able to discuss and communicate any concerns, needs or questions, and the buddy giving guidance, information and feedback.

The frequency of meetings will vary depending on circumstances, and as the new member of Court settled into the role, the time commitment on the buddy is likely to decrease, but it is recommended that the arrangement should remain in place for the first year of membership.

AdvanceHE (<https://www.advance-he.ac.uk/>) also provides highly recommended courses and governance briefings for the induction and further development of members of Court. Details of such events are communicated to members, along with other appropriate events, in the regular communications with Court. If you wish to attend an external event related to your role as a governor, you should contact the Assistant Secretary to Court in the first instance. Course fees and traveling expenses are paid by the University.

Other arrangements designed to keep members of Court up to date with University developments and throughout the sector include strategic presentation and discussion items; University Announcements and the staff e-bulletin.

Expenses; Gifts & Hospitality; Technology

Expenses

The role of a member of Court is unremunerated, however, receipted out of pocket expenses incurred while on University business will be reimbursed. Claims should be made using the Governors Expenses Reclaim Form (available on Airwatch or from the Court Office). Completed forms must be accompanied by VAT receipts (where appropriate) to support the items of expenditure and returned to the Court Office for processing in the University's finance system. Mileage is reimbursed at the rate of 45p for the first 180 miles, thereafter 25p per mile.

Gifts and Hospitality

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

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

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

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

Technology

Members of Court are provided with an apple ipad during their period of appointment to Court. This remains the property of the University and must be returned on conclusion of appointment. Members of Court should abide by the [IT Acceptable Use Statement](#).

Court & Committees

Annual Cycle of Business

The annual cycle of Court business includes the following items, although this list is not exhaustive.

10 th September 2018	Themed Strategic Event
12 th November 2018	Chair's Statement SAUWS Report Corporate Strategy 2017/2020 – KPI Report Outcome Agreement Self Evaluation Report (2017/2018) Financial Statements – Presentation and Commentary Annual Institutional Statement of Internal Review Activity Corporate Risk Register Report from Sub Committees Report from Senate Annual Internal Audit Report Audit & Risk Annual Report Health, Safety & Sustainability Annual Report Principal's Highlight Report Graduation Arrangements – Winter 2017
11 th February 2019	Chair's Statement SAUWS Report Corporate Strategy 2017/2020 – KPI Report Corporate Strategy Refresh Report from Sub Committees Report from Senate Principal's Highlight Report Dates of Meetings – 2018/2019 Appraisal of Chair
25 th April 2019	Chair's Statement SAUWS Report Corporate Strategy 2017/2020 – KPI Report Corporate Strategy Refresh Outcome Agreement 2019/2020 SFC Indicative Main Grant – 2019/2020 Report from Sub Committees Report from Senate Principal's Highlight Report Graduation Arrangements – Summer 2019

24th June 2019

Chair's Statement
SAUWS Report
Financial Projections – 2019/2020
Budget 2019/2020
Financial Forecasts to 2020
SFC Strategic Plan Forecast
SAUWS Financial Report
Annual Legislative Compliance Report
Remuneration Committee Framework
Report from Sub Committees
Report from Senate
Principal's Highlight Report
Graduation Arrangements – Summer 2019 – final

Court's Method of Operations

Court and Committee Papers

The agenda and papers for meetings of Court and its sub Committees are normally circulated one week in advance. The agenda for meetings of Court and its Committees is structured to ensure best use of time. Chairs of Committees participate in the creation of the draft agenda for meetings and a programme is agreed with the Vice-Chancellor's Executive Group for the supply of information required by the Court to optimise the relevance of the information provided. Members of Court wishing to raise any issue should discuss this with the Secretary in the first instance. No items can be added to the agenda without the prior approval of the Chair.

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

Standing Orders of Court

The organisation and conduct of meetings is governed by the Standing Order so the Court. A copy of the Standing Orders is attached at Appendix 2. These are under review as part of the implementation of the revised Scottish Code of Good HE Governance (2017).

Security, Retention & Disposal of Court and Committee Papers

Papers are normally made available electronically through the Airwatch Secure Content Locker system to which all members of Court have access. The Airwatch Secure Content Locker system is accessed via an Apple APP and members of Court are provided with an ipad for this. Papers are downloaded from a UWS server onto ipads for members to access. Members can edit and annotate papers as required. Papers are retained on the system for approximately one year. Should any member misplace their ipad, the content locker will be deleted centrally.

Exceptionally, hard copies and/or emailed copies of papers can be supplied on request. Papers provided to Court members (other than through the Airwatch System) must be held securely and disposed of confidentially when no longer required for reference purposes, or when you cease to be a member. Hard copies may be returned to the Court Office for confidential disposal. Members who access or receive papers electronically should ensure

the security of their computer equipment and take care to ensure such documents are deleted and not recoverable when disposing of such equipment.

Formal Court Committees

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

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

A diagram of the UWS Committee structure along with remits and membership of the Standing Committees of Court are set out in Appendix 3.

Senate

The Senate is responsible for the overall planning, co-ordination, development and supervision of the academic work of the University. It has particular responsibility under the Constitution for the granting of degrees, diplomas, certificates and other awards. In discharging this responsibility the Senate is responsible for inter alia, admission of students, teaching, the promotion of research and scholarly activity, the development of staff and the development and maintenance of academic standards including the assessment and examination of students. The Principal & Vice-Chancellor is the Chair of the Senate. The Secretary to Senate is Donna McMillan.

The Senate has established the following main standing Committees:

- Education Advisory Committee
- Global Engagement Advisory Committee
- Research & Enterprise Advisory Committee
- School Boards
- University Ethics Committee
- Equality, Diversity & Inclusivity Committee
- Regulations Committee
- Disciplinary Committee
- Appeals Committee
- Honorary Awards Committee

Senate meets four times a year and members of Court are warmly invited to attend as observers. Any governor wishing to attend as an observer should contact the Court Office in the first instance.

CODE OF PRACTICE RELATING TO THE OPERATION OF THE STUDENTS' ASSOCIATION

1. **Statutory Context**

The University Court (“Court”) is required by Section 22 of the Education Act 1994 (“the Act”) to take such steps as are reasonably practicable to ensure that the Students’ Association of the University of the West of Scotland (SAUWS) operates in a fair and democratic manner and is accountable for its finances.

This Code of Practice sets out how certain requirements of the Act are complied with and should be read along with the Students’ Association’s Constitution and Bye-laws.

2. **Constitution**

The Students’ Association is a registered charitable company limited by guarantee and has a Memorandum and Articles of Association, which are its Constitution, which are, approved by Court and reviewed by Court at intervals of not more than five years. Any amendments to the Constitution (other than to the Bye-laws) must be approved by Court.

3. **Membership**

All enrolled students of the University are automatically full members of the Students’ Association as set out in the Constitution.

Any enrolled student may “opt-out” of membership of the Students’ Association at any time by completing a form available from the Students’ Association or by letting the University know during the online enrolment process each year. No student will be unfairly disadvantaged as a result of such an “opt-out”. Such a decision to “opt-out” will remain in place until the student informs the President of the Students’ Association of their decision to re-join the Association.

A student who has “opted out” of full membership may apply for Associate Membership. This means they will be allowed access to all of the services provided by the Association.

A student granted Associate Membership will not be an Ordinary Member and will not be able to stand or vote in any Students’ Association elections or referenda or have the right to speak at any Students’ Association meetings or election hustings.

4. **Elections**

As set out in the Constitution, appointment to Major Students’ Association Offices will be made by election in a secret democratic ballot in which all members are entitled to

vote. The Major Offices of the Students' Association will be considered to be those which entitle the post holder to sabbatical leave.

Elections will be conducted in accordance with the arrangements set out in the relevant Byelaw of the Association's Constitution.

The University Court will satisfy itself, through the Secretary to Court that the elections have been fairly and properly conducted in line with the Association's election rules. If the Secretary to Court is not satisfied they may give reasonable directions to ensure that the Court's obligations are fulfilled.

5. **Sabbatical Officers**

It is set out in the Constitution that no person will hold sabbatical office or any paid elected Association office, for more than two years in total at the University of the West of Scotland.

6. **Finance**

The Association, through its Board of Trustees, is responsible for the proper conduct of its financial affairs, and for ensuring that the funds provided to it by the University are used only in line with the objects of its Constitution, and in line with the Act.

The University's Chief Finance Officer, in conjunction with the Association, will bring forward annually for the approval of Court the Association's proposed budget for the following financial year. The budget of the Association will be monitored on a quarterly basis by the Chief Finance Officer who will inform the Vice Chancellor's Executive Group of any concerns. Such concerns will be reported to Court.

The annual accounts of the Students' Association will be made available to the Court and to all students via the Association's website. The Association is responsible for the appointment of its External Auditors. The annual audited accounts will include a list of the external organisations to which the Association has made donations in the period to which the accounts relate and the details of those donations.

To ensure that it is operating effectively and in compliance with relevant legislation, the University's relationship with the Students' Association will be included within the internal audit programme approved from time to time by the Audit & Risk Committee of Court.

7. **Allocation of Resources to Clubs and Societies**

The procedures for allocating resources to clubs and societies are defined in the Association's bye-laws and are freely available to all students on the Association's website.

8. **Affiliations to External Organisations**

Any decision to affiliate to an external organisation will be published, stating the name of the organisation and details of any subscription or similar fee paid or proposed to be paid, and of any donation made or proposed to be made to the organisation. Any such notice will be made available to all students and to Court.

The Students' Association will publish within its annual accounts a list of the external organisations to which the Association is currently affiliated and details of subscriptions or similar fees paid or donations made to such organisations in the past year. All affiliations will be submitted for approval at the annual Student Meeting in line with the Constitution.

A requisition may be made to the Students' Association Board of Trustees once a year by at least 150 of the full members of the Students' Association that the question of continued affiliation to any particular external organisation to be decided upon by a secret ballot in which all full members are entitled to vote. Details on how to make such a requisition are included within the Bye-laws to the Constitution.

9. Complaints Procedure

The Students' Association has an internal complaints procedure that is available to all students who are dissatisfied in their dealings with the Students' Association or claim to have been unfairly disadvantaged by reason of their having exercised the right to withdraw from membership of the Students' Association.

If the complainant is not satisfied with the response from the Students' Association they should contact the Court & Senate Office. The Secretary to Court, on behalf of Court, will appoint an independent person to undertake an investigation into the complaint and make a report.

All complaints will be dealt with promptly and fairly and where a complaint is upheld an effective remedy will be implemented.

10. Review and Publication

This Code of Practice will be reviewed at intervals of not more than 5 years by the University and the Students' Association and updated in accordance with any required legislative requirements and any restrictions imposed on the activities of the Association by the law relating to charities.

This Code of Practice will be made available to all enrolled students of the University through publication on the University's and Students' Association's websites.

**Approved by Court
November 2018**

Standing Orders of Court (under review)

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

1. Ordinary Meetings

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

2. Extraordinary Meetings

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

3. Notice of Meetings

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

4. Agenda and Minutes

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

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

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

5. Notice of Proposals

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

6. Order of Voting

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

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

7. Declaration of Interest

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

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

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

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

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

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

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

8. Dissent from Decision

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

9. Rescission of a Decision

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

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

10. Minutes

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

11. Quorum

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

12. Chair and Vice-Chair

12.1 Election

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

12.2 Powers

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

12.3 Removal

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

13. Appointment and Removal of Governors

The rules of appointment are set out in the Constitution.

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

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

14. Appointment and Election of Staff Governors

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

- a. The Secretary to Court shall be the Returning Officer.
- b. Election shall be on a "first past the post" basis.
- c. In the event of a tie the names of the candidates will be placed in a box and drawn out by a scrutineer in the presence of the Returning Officer. The name selected will be declared to be the successful candidate.
- d. Nominations will be invited on nomination forms. Each candidate will be required to secure 10 signatures of which at least 7 should be from other departments and sections than that of the candidate.
- e. Nomination forms may be accompanied by a statement about the candidate not exceeding a typed A4 page which will be circulated.
- f. Not less than 14 days will elapse between the issue and return of nomination forms. Not more than 28 days will elapse between the close of nominations and election day.
- g. Voting papers will be circulated by internal post with a return by a specific date/time.

- h. Votes will be counted at the end of poll under the scrutiny of scrutineers appointed for this purpose.
- i. The scrutineers shall be appointed as follows:
 - 2 scrutineers appointed by EIS or any recognised successor body for the academic staff election.
 - 1 scrutineer appointed by each of UNISON and UNITE or by any recognised successor body for the staff election for all other staff.

14.2 Appointment of Governors by Senate

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

15. Determination of Procedural Questions

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

16. Ordinary Business

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

17. Committees of the Court

- a. The Court, may from time to time, set up such standing committees, “ad hoc” committees and Working Parties as it deems necessary, including as Standing Committees, a Policy & Resources Committee; an Audit Committee, a Governance & Nominations Committee and a Remuneration Committee.
- b. Any committees set up by the Court, insofar as they are relevant, conduct their business under the same orders as the Court.
- c. The functions delegated to the Senate are as set out in the Constitution.
- d. The functions delegated to the Standing Committees shall be as set out in such Schemes of Delegation as are approved by the Court, from time to time.
- e. A report will be prepared annually by the Nominations Committee on the attendance of members of Court at Court and sub Committee meetings and where it is obvious that a member of Court is not regularly attending, they will be approached and asked if they wish to stand down membership.

18. Confidentiality

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

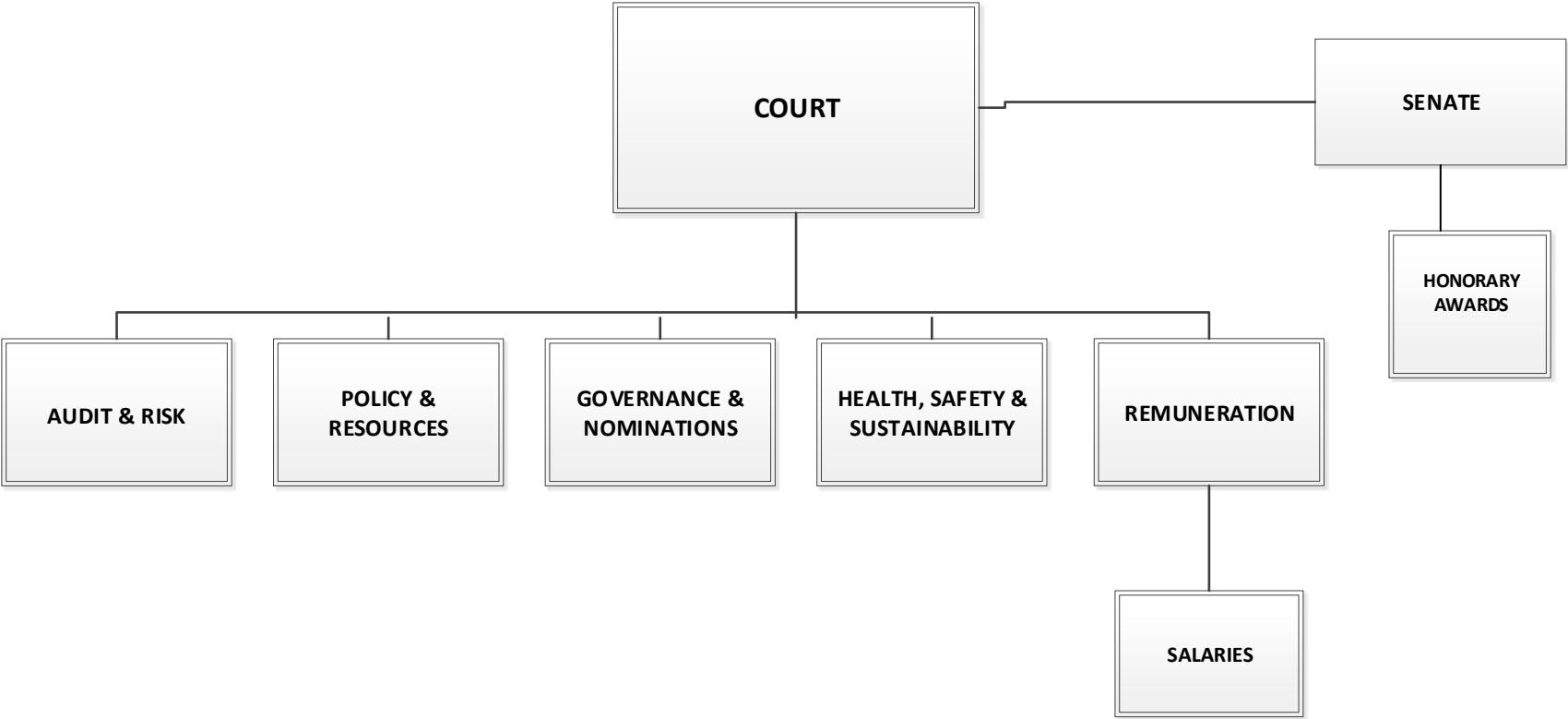
19. Alterations of Standing Orders

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

20. Suspension of Standing Orders

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

Committee Memberships



AUDIT & RISK COMMITTEE

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

Internal Audit

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

- To monitor the effectiveness of the IAS
- To ensure and monitor appropriate liaison and co-ordination between internal and external audit

External Audit

- To advise the Court on the selection, appointment, annual reappointment and remuneration, or removal of the external audit provider, and the scope of their work
- To review the external auditor's Management Letter and to monitor management's action on the implementation of the agreed recommendations contained therein
- To consider the institution's annual financial statements and the external auditors' report prior to submission to the Court
- To advise the Court of salient issues arising from the external auditor's management letter and any other external audit reports, and of management's response thereto
- To review the external audit strategy and plan
- To consider the objectives and scope of any non-statutory audit work undertaken by the external auditor's firm and advising the University Court of any potential conflict of interest
- To monitor the effectiveness of the external audit provision.

Value for Money (VFM)

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

Risk Management

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

Fraud

- To oversee the University's policy on fraud and irregularity including being notified of any action taken under that policy.

- To respond appropriately to notification of fraud or other improprieties received from the Head of the IAS or other persons

Membership

6 lay members of Court (appointed by Court) at least one of which will have a background in finance, accounting or audit	<u>Current Members:</u> Laura Barjonas (Chair) Hugh Henry (Vice Chair) Margaret Curran Craig Devlin Andrew Munro (One Vacancy)
<i>Any other such members as the Committee may wish to co-opt because of their expertise</i>	
<u>In attendance:</u> Depute Principal Secretary to Court Chief Finance Officer Head of Internal Audit Service External Auditors (as appropriate) Assistant Secretary to Court In addition the Chairs of Court and PRC and the Principal may attend from time to time as required.	Professor Steve Olivier Donna McMillan Trevor Gabriele David Williamson <i>Scott Moncrieff</i> Alison Loudon

POLICY & RESOURCES COMMITTEE

Remit

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

Membership

5 lay members of Court (appointed by Court)	<u>Current Members:</u> Andrew Gordon (Chair) Margaret Gibson OBE (Vice Chair) Professor Caroline MacDonald William Smith Vacancy
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2 members appointed to Court by Senate	Vacancy Dr Jim Thompson
Member of Court who is an employee of the University	Vacancy
President of SAUWS	Emma Shotter
Chair of Court	Dr Waiyin Hatton
Principal	Professor Craig Mahoney
Depute Principal	Professor Steve Olivier
In attendance: Secretary to Court Assistant Secretary to Court	Donna McMillan Alison Loudon Members of the University Leadership Team are invited to attend as appropriate and relevant to the business of the Committee

GOVERNANCE & NOMINATIONS COMMITTEE

Remit

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

Membership

2 lay Governors (appointed by Court)	<u>Current Members</u> Laura Barjonas Therese O'Donnell
Chair of Court	Waiyin Hatton (Chair)
Vice Chair of Court	Professor Caroline MacDonald (Vice Chair)
Staff member of Court	Dr Jim Thompson
Student member of Court	Emma Shotter
Principal	Professor Craig Mahoney
Depute Principal	Professor Steve Olivier
In attendance: Secretary to Court Assistant Secretary to Court	Donna McMillan Alison Loudon

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

HEALTH, SAFETY & SUSTAINABILITY COMMITTEE

Remit

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

Membership

Chair, appointed from senior management	Donna McMillan
One lay Governor appointed by Court	Andrew Gordon
One member of staff from each School (normally the Chair of the local H&S Committee)	
Business & Enterprise	Jackie Blake
Education	Abi Ledwith
Engineering & Computing	Minna Roebuck
Health, Nursing & Midwifery	Sharon MacDonald
Media, Culture & Society	Michael Picken
Science & Sport	Dr Gary Boyd
Up to four members of staff from professional services (normally the Chair of the local H&S Committee)	
1 Student Life	Maeve Cowper
2 Estates Management	Bill Moffitt
3 People & Organisational Development	Ross McNaughton
4 Information, Technology & Digital Services	David Johnston
Representative from Students' Association	Emma Shotter
Health & Safety Service Manager	George Robertson

Energy & Environmental Manager	Claire Roxburgh
Occupational Health Manager	Margaret Ramage
Residential Accommodation Operations Manager	
SAUWS Chief Executive	
Representatives from the University's recognised trades unions	
1 Unison	Gordon McCrone
2 EIS	Jane Russell
In attendance (as required):-	
Head of Resilience & Safety	Dave Waterston
Health & Safety Officer	Billy Cassidy
Health & Safety Officer	Fiona McNairney
Microbiological Safety Advisor	Dr Fiona Henriquez
Genetic Modification Safety Advisor	Dr Taranjit Singh Rai
Hazardous Waste Officer	Charlie McGinness
Asbestos & Statutory Compliance Officer	Chris Ferguson
Secretary to the Committee	

REMUNERATION COMMITTEE

Remit

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

NB: Court approval may be required for specific circumstances as defined by SFC. More specifically, its responsibilities are as follows:

- To determine the University's pay and rewards policy for the Vice-Chancellor's Executive Group subject to any national constraints and guidance, ensuring they are fairly rewarded for their individual contribution to the University, bearing in mind affordability.
- To agree the system(s) of job evaluation to be used for the purposes of determining the gradings of the members of the Vice-Chancellor's Executive Group within the University, and to be advised of all regradings.
- To oversee and agree all contractual arrangements for the members of the Vice-Chancellor's Executive Group including:
 - job descriptions
 - job evaluation
 - terms of employment
 - basic pay
 - performance pay
 - benefits
 - severance arrangements (in accordance with SFC guidance)
 - superannuation arrangements
 - health insurance
 - removal expenses
- To agree the salary and contract of employment to be offered on appointment.
- To oversee and be appraised of the performance of the members of the Vice-Chancellor's Executive Group ie. to be appraised of the agreed objectives for this group of senior managers and be reassured that performance is rigorously and regularly assessed in line with the My Contribution process and against those objectives
- To approve and conduct regular reviews of the University's pay and rewards policy and performance management arrangements for members of the Vice-Chancellor's Executive Group in light of any national guidance or legislative changes.
- To ensure that all decisions relating to pensions ie. scheme membership, pension benefits and voluntary retirement, are undertaken in a fair, transparent and consistent manner with due regard to the responsible use of public funds, or other sources of income

- To approve any severance payments to a member of the Senior Management Team (including the Vice-Chancellor's Executive Group) or any severance payments in excess of £100,000. Payments in excess of £100,000 will be subject to consultation with the Scottish Funding Council.
- To recommend approval to Court of any developments/amendments to the Removal Expenses Policy.
- To receive and approve reports from the Salaries Committee.

Membership

Chair of Court	Dr Waiyin Hatton
3 Lay Governors (appointed by Court)	<u>Current Members</u> Andrew Gordon Professor Caroline MacDonald (Chair) William Smith
In attendance: Principal Secretary to Court Executive Director of HR	Professor Craig Mahoney Donna McMillan Jo Maguire

SALARIES COMMITTEE

Remit

The Salaries Committee has delegated responsibility from Court for approving all terms of appointment, including remuneration, annual pay awards and performance pay for Professorial Staff and staff graded SS1 and above, with the exception of the Principal's Executive Direct Reports. The Committee reports to the Remuneration Committee.

More specifically, its responsibilities are as follows:

- To determine the pay and rewards policy for staff graded SS1 and above (as defined above), and Professorial staff subject to any national constraints and guidance, ensuring they are fairly rewarded for their individual contribution to the University, bearing in mind affordability.
- To agree the system(s) of job evaluation to be used for the purposes of determining the grading and pay of this group of posts and to be advised of all regradings.
- To oversee and agree all contractual arrangements for this group of posts including:
 - job descriptions
 - job evaluation
 - terms of employment
 - basic pay
 - performance pay
 - benefits
 - severance packages (unless where SFC guidance requires arrangements to be within the purview of the Remuneration Committee)
 - superannuation arrangements
 - health insurance
 - removal expenses
- To agree the salary and contract of employment to be offered on appointment.
- To oversee and be appraised of the performance, ie to be appraised of the agreed objectives for this group of staff and reassured that performance is rigorously and regularly assessed against those objectives in line with the My Contribution process, and to agree performance related pay increases. Objectives may, exceptionally and by agreement with the individual being assessed, be revised in the course of the year to reflect unforeseen changes in circumstances.
- To approve and conduct regular reviews of the University's pay and rewards policy and performance management arrangements in light of any national guidance or legislative changes.
- To ensure that all decisions relating to pensions ie. scheme membership, pension benefits and voluntary retirement, are undertaken in a fair, transparent and consistent manner with due regard to the responsible use of public funds.

Membership

Principal & Vice-Chancellor (Chair)	Professor Craig Mahoney
Secretary to Court	Donna McMillan
Depute Principal	Professor Steve Olivier
Vice-Principal & Pro-Vice-Chancellor (Academic)	Professor Ehsan Mesbahi
Chief Finance Officer	Trevor Gabriele
In attendance: Executive Director of Human Resources Other members of the University Leadership Team as may be asked to attend as required	

Role Descriptions

CHAIR OF COURT (under review)

Role Summary

The role of the Chair of Court is to lead the University Court and enable it to work in an effective and efficient manner in accordance with the University of the West of Scotland Order of Council 2009. The Chair is responsible for the leadership of the governing body and is ultimately responsible for its effectiveness. The Chair should ensure that the institution is well connected with its stakeholders, including staff and students.

Leadership, Governance & Oversight

- As a partner to the Principal & Vice-Chancellor, the Chair will provide governance, leadership and strategic support to the Court.
- To promote the wellbeing and efficient operation of the Court, ensuring that members work together effectively and have confidence in the procedures laid down for the conduct of business.
- To ensure that the Court as a whole conducts itself in accordance with the accepted standards of public life which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- To ensure that meetings of the Court proceed efficiently and effectively, with appropriate emphasis on Court's strategic and monitoring role and with due recognition of the Executive Leadership role of the Principal & Vice-Chancellor and other senior colleagues.
- To ensure that the Court exercises control over the strategic direction of the University, and that the performance of the University is adequately assessed against the KPIs approved by the Court.
- To be fully involved in the process for the recruitment of new members of Court and to ensure that all new members of Court are inducted and fully briefed on the terms of their appointment and are made aware of the responsibilities placed on them for the proper governance of the institution
- To ensure that Court complies with its obligations as a Charity in Scotland, exercises efficient and effective use of the resources of the University for the furtherance of its charitable purpose, maintains its long term viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.
- To at all times act in accordance with established protocols for the use of delegated authority or Chair's action.
- To be fully involved in the process of the appointment of a new Principal & Vice-Chancellor.
- To be responsible for coordinating and conducting an annual performance evaluation of the Principal & Vice-Chancellor.
- To ensure that the Court operates a procedure for the regular review of its effectiveness.

Effective Working Relationships

- To maintain a constructive and challenging working relationship with the Principal & Vice-Chancellor, recognising the proper separation between governance and executive leadership and avoiding involvement in the day-to-day management of the University, whilst also acting as a trusting advisor to the Principal & Vice-Chancellor.
- To hold regular meetings with the Principal & Vice-Chancellor and with the University Secretary & Registrar between meetings of the Court so that he or she is well informed about strategic issues affecting the University and on progress regarding the implementation of Court decisions.
- To liaise with the Principal & Vice-Chancellor and University Secretary & Registrar in relation to the development of the agenda and briefings for meetings of Court taking into account sector wide and University strategic issues.
- To ensure that members of the Court work together effectively and have confidence in the procedures laid down for the conduct of Court business.
- To hold regular meetings with Chairs of Committees of the Court in order to co-ordinate and monitor progress of Court business and to ensure that appropriate reports are made to Court.
- To meet with members of the Court on an individual and informal basis at least once annually to discuss their contribution, receive feedback and provide guidance if needed.
- To Chair meetings of the Governance & Nominations Committee. The Chair of Court is also a member of the Policy & Resources Committee, Remuneration Committee and Honorary Awards Committee and may also attend the Audit & Risk Committee from time to time as required.

Raising the Profile of the University

- As leader of the governing body, to ensure that the University is well connected, and responsive, to key stakeholder groups
- To represent the Court and the University externally including sector wide activities and act as an ambassador and positive spokesperson for the University.
- To be a member of the Committee of University Chairs (CUC) and the Committee of Scottish Chairs (CSC).
- To attend graduation ceremonies and other University ceremonial events.

Other Requirements

- The likely overall time commitment required of the Chair of Court for the effective conduct of the duties of the post is an average of 30-35 days spread across the academic year. This will include attendance at meetings of Court and other sub committees, preparation for meetings including agenda setting and briefing meetings, attendance at graduation ceremonies and other public events, sector wide activities and possible overseas trips.
- The appointment will be for an initial period of 3 years, with the option of an extension to the appointment for one further year, subject to the approval of Court.
- The role is unremunerated, although incidental expenses will be paid.
- The University maintains a Register of Interests of members of Court and its senior officers. This Register is published on the University's public website.

Competencies and Personal Qualities

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropic or non-profit sector organisations
- Experience of chairing high level meetings
- Understanding and experience of the role of a non-executive board member
- Understanding and experience of the principles of Corporate Governance
- Strong personal commitment to Higher Education and the purpose and truths of the University of the West of Scotland including transforming the lives of those who contribute to or experience higher education
- Personal influence and networking skills
- Excellent written and oral communication coupled with a natural affinity for public speaking
- Ability to establish effective relationships with a diverse range of people across all of the University's stakeholder groups

VICE CHAIR OF COURT

The role specification for the Vice Chair of Court should be read in conjunction with the role specification for the Chair of Court.

1. Role

The Vice Chair of Court assists and deputises for the Chair and is expected to play an active part in helping to manage the business of Court. The specific duties of the Vice-Chair of Court include:

- To Chair meetings of Court in the absence of the Chair and to promote their efficient operation, with appropriate emphasis on Court's strategic and monitoring role and with due recognition of the Executive leadership role of the Principal and other senior colleagues.
- To represent the Court and the University externally including sector wide activities and act as an ambassador and positive spokesperson for the University.
- To otherwise deputise, as appropriate for the Chair of Court
- To maintain a close working relationship with the Chair of Court and act as a source of support and advice to the Chair.
- To otherwise carry out the duties of a lay member of the University Court
- To attend Graduation ceremonies and other events of the University on behalf of the Court.

2. Personal Characteristics

- A strong personal commitment to Higher Education and the purpose and truths of the University.
- A willingness to devote the necessary time and effort to the duties of Vice Chair and a member of Court.
- An understanding and experience of the principles of corporate governance
- An ability to work constructively with the Chair and members of Court, Vice Chancellor's Executive Group and wider University stakeholders
- Personal influence and networking skills
- Experience of chairing high level meetings

3. Appointment

Expressions of interest should be sought from the existing lay members of Court for the position of Vice Chair of Court for consideration by the Governance & Nominations Committee who will make a recommendation to Court accordingly.

The period of appointment as Vice Chair of Court will be linked to the period of appointment to membership of Court.

INTERMEDIARY MEMBER OF COURT

Background

The supporting guidelines to Main Principle 7 of the Scottish Code of Good HE Governance state that:

“The governing body should appoint one of its independent members to serve as an intermediary for other members who might wish to raise concerns about the conduct of the governing body or the chair. Led by the independent member so appointed, the members of the governing body should meet without the chair present at least annually to appraise the chair’s performance”.

The role of intermediary member of Court

Role

To serve as an intermediary for other Court members who might wish to raise concerns about the conduct of Court or the effectiveness of the Chair; and

Annually, to lead Court’s appraisal of the Chair’s effectiveness in line with the arrangements endorsed by the Governance & Nominations Committee in September 2015, at part of a meeting of Court without the Chair present.

Personal Characteristics

- Relates well to other members of Court
- Works constructively with the Chair and members of Court
- Sets a good example
- Strikes the right note of challenge where necessary

Appointment

The appointment of the Intermediary Member of Court is overseen by the Governance & Nominations Committee who will make a recommendation to Court accordingly.

The term of appointment will be 2 years with the possibility of renewal for up to a further two years subject to Court approval. The maximum term of appointment will be four years.

Appointment or removal from the role is a decision reserved for Court.

MEMBERSHIP OF COURT

Role of Court

The University Court is the governing body of the University and collectively determines the future direction of the University and fosters an environment in which the institution's mission is achieved and learners succeed. The Powers of the Court are set out in Schedule 1 to the UWS Order of Council 2015. The Court has wide ranging powers, in particular for the strategic direction of the University, but has delegated purely academic matters to Senate. The Court executes the financial responsibilities of the University and has a particular duty to observe the highest standards of corporate governance.

The Court normally meets 4 times per year in November, February, April and June, and should business dictate, an extra-ordinary meeting will be held in September.

The Court is composed of up to twenty five appointed and elected governors reflecting a variety of interests and experience, having regard to the balance of skills, attributes and experience required to enable the Court to function effectively. Between 12 and 16 external members are appointed by Court itself and are referred to as lay governors. The internal members are staff and students of the University.

All members exercise their responsibilities in the interests of the University as a whole rather than as a representative of any constituency. The University maintains a register of interests of members of the Court which is available for public scrutiny.

Further information is available at <https://www.uws.ac.uk/about-uws/governance/court/>

Appointments are made by Court on the recommendation of the Governance & Nominations Committee for an initial term of 3 years, but lay governors may serve up to a further two terms. New members are provided with an induction and both internal and external training opportunities.

Person Specification

1. Significant experience of operating at senior level in business, public sector and third sector interested in contributing to good governance on the University Court;
2. Demonstrable ability to add value in a non-executive capacity and to offer to the Court the best possible level of expertise, information and advice in pursuit of achievement of the University's Corporate Strategy;
3. Proven interpersonal and communication skills, including critical listening, the ability to question intelligently and debate constructively;
4. A commitment to high standards of governance and probity and the ability to operate in accordance with the accepted standards of behaviour in public life which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership;
5. The ability to analyse complex strategic and financial proposals and confidence to challenge and hold to account the University's Vice-Chancellor's Executive Group and other senior officers;

6. The ability to work within a framework of collective decision-making in the best interests of the University and an understanding of the need to balance conflicting factors and make objective decisions;
7. An appreciation of the importance of confidentiality;
8. A strong personal commitment to Higher Education, its governance and the purpose and truths of the University of the West of Scotland;
9. The ability to meet the requirements of the Charities and Trustee Investment (Scotland) Act 2005.

Key Responsibilities

1. Attend meetings of the Court and participate in discussions, acting as a “critical friend”, contributing to the development, implementation and monitoring of the University’s Corporate Strategy;
2. Question intelligently, debate constructively, challenge rigorously and decide dispassionately, listening respectfully to the views of others, inside and outside Court meetings;
3. Attend some of the formal or informal events of the University, including graduation ceremonies; lectures, exhibitions, dinners and other social and celebratory events;
4. Act as an ambassador for the University, promoting its activities in the wider community and to operate as a member of a team;
5. Submit an annual Register of Interests Return.

Time Commitment

The time commitment associated with the role of member of Court would be in the region of 10-14 days per annum, involving attendance at meetings, a residential conference and other formal or informal events and functions.

Remuneration

The role of member of Court is unremunerated, although incidental expenses will be paid.

Persons not appointable as Lay Governors

The appointment of certain individuals as lay governors could compromise effective good governance and so they would not normally be considered for membership. This may be due to:

- Significant and/or recurrent conflict of interests;
- A lack of wider experience, expertise or demonstrable independence; or
- Persons, however eminent in public life, who are unable or unwilling to attend the main meetings of Court or devote appropriate time to Court business.

Please note that the UWS Constitution does not allow the appointment of current staff or students as lay governors.