



University of the Highlands and Islands

## Standing Orders

|                                     |                                       |
|-------------------------------------|---------------------------------------|
| Lead Officer (Post):                | Chief Operating Officer and Secretary |
| Responsible Office/ Department:     | Principal and Secretary's Office      |
| Responsible Committee:              | University Court                      |
| Review Officer (Post):              | Chief Operating Officer and Secretary |
| Date approved:                      | 29/11/2017                            |
| Date last reviewed and updated:     | 29/11/2017                            |
| Date due for review:                | 29/11/2019                            |
| Date of Equality Impact Assessment: | 05/12/2017                            |
| Date of Privacy Impact Assessment:  | Not required                          |

Accessible versions of this policy are available upon request. Please contact the Governance and Policy Officer on 01463 279000.

## Standing Orders<sup>1</sup> of the University Court

In exercising its duties, the Court and members of the Court shall act in accordance with the University's current Articles of Association. Members of Court are required to sign a letter setting out their main terms of appointment.

### Chair

The chair of Court is the senior lay member of the University's governing body and shall be appointed in accordance with the requirements of the Higher Education Governance (Scotland) Act 2016 (HEGSA).

The chair has the following duties and responsibilities;

- the duty to preside at meetings of Court including, subject to the standing orders to decide all questions of order,
- a deliberative and casting vote at such meetings,
- responsibility for leadership and effectiveness of the Court
- to ensure that there is an appropriate balance of authority between the Court and the Principal and Vice Chancellor of the University.

### Election of a new chair

The election of a new chair shall be conducted in accordance with Section 7 of the HEGSA.

Only candidates who are deemed appointable for the position of chair as determined by the Nominations Committee on the basis that they meet agreed relevant criteria may stand as a candidate in an election for the position of chair.

If only one appointable candidate is identified following an open recruitment process for position of chair then the University's Nominations committee may invite any of the seven independent members of Court to participate in the election, providing they also meet the agreed relevant criteria.

For the avoidance of doubt the following persons are entitled to vote for a new chair:

- members of the University Court,
- staff of the institution, that is those staff who are employed by the University (employees of an academic partner may not vote in the election).
- students of the institution, that is students who are enrolled directly with the University (currently only HE students may vote)

HEGSA requires that the election is won by the candidate who secures a simple majority. In the event of a tie between two or more candidates the winner will be determined by a coin toss if two candidates have the same number of votes or by the drawing of straws if three or more candidates have the same number of votes. Oversight and scrutiny of the election will be performed by the University Secretary.

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<sup>1</sup> The Standing Orders of the Court shall not be altered or repealed, either in whole or in part, except by a vote of a majority of the whole Court.

### Vice Chair

The vice chair of the Court shall be appointed by the Court from among the seven independent members.

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.

### Rector

The Rector is elected every three years by the University Foundation. The election shall be conducted in accordance with arrangements approved by the Court.

### Staff and Trade Union Members

Two staff members will be elected from the staff of the University and its academic partners every three years consistent with section 10(1)(b-d) of HEGSA. The election shall be conducted in accordance with arrangements approved by the Court.

Two Trade Union Nominees will be appointed to Court in accordance with arrangements approved by the Court consistent with section 10(1)(b-d) of HEGSA.

### Student Members

Two student members will be appointed to Court in accordance with arrangements approved by the Court. For the avoidance of doubt this will include the President of the Students Association ex officio and one additional student member nominated to the governing body by the Students Association also on an ex officio basis.

### Court Appointments

Appointment to Court is contingent on satisfactory performance and to any relevant statutory provisions relating to the removal of a director.

Non-executive directors are typically expected to serve two three-year terms but may be invited by the Court to serve for an additional period. Any term renewal is subject to Court review.

Notwithstanding any mutual expectation, there is no right to re-nomination by the Court, either annually or after any three-year period.

Members of Court may be required to serve on one or more committees of the Court. Members will be provided with the relevant terms of reference prior to appointment to such a committee.

### Meetings of Court and Quorum

There shall be held in every year at least four meetings of the Court. The quorum for all meetings of the Court shall be seven members, of whom four shall be independent members.

Members shall whenever practicable be given notice of not less than fourteen days of a meeting and the agenda shall normally be issued not less than seven days before the date of the meeting.

### Termination of Appointment

The University may terminate an appointment with immediate effect if:

- a) a director commits a material breach of their obligations as detailed within their letter of appointment; or

- b) a director commits any serious or repeated breach or non-observance of your obligations to the University (which include an obligation not to breach your duties to the University, whether statutory, fiduciary or common-law); or
- c) a director is guilty of any fraud or dishonesty or acted in a manner which, in the opinion of the University acting reasonably, brings or is likely to bring you or the University into disrepute or is materially adverse to the interests of the University; or
- d) a director is convicted of any arrestable criminal offence other than an offence under road traffic legislation in the UK or elsewhere for which a fine or non-custodial penalty is imposed; or
- e) a director is declared bankrupt or has made an arrangement with or for the benefit of your creditors; or
- f) is disqualified from acting as a director.

### Matters of Concern

If matters arise which cause a director any concern about their role as a member of Court then in the first instance the members should discuss them with the Chair of Court, or with the Chief Operating Officer and Secretary of the University.

If a member has any concerns which cannot be resolved, and chooses to resign for that, or any other, reason, then that member should provide an appropriate written statement to the Chair of Court or to the Chief Operating Officer and Secretary of the University for circulation to the Court.

### Time commitment

Members of Court are expected to devote such time as is necessary for the proper performance of their duties and should be prepared to spend at least 8 days per year on University business after their induction phase. This commitment is based on preparation for and attendance at: scheduled Court meetings, attendance at annual Court strategy away-day(s), site visits, attendance at committee meetings, meetings with key stakeholders, updating meetings/training and meetings as part of the Court evaluation process.

### Duties

Members of Court are expected to perform their duties, whether statutory, fiduciary or common-law, faithfully, efficiently and diligently to a standard commensurate with both the functions of their role and their knowledge, skills and experience.

In exercising their powers, members of court will have regard to relevant obligations under prevailing law and regulation, including the Companies Act 2006 and to corporate governance best practice.

Members will have particular regard to the general duties of directors as set out in Part 10, Chapter 2 of the Companies Act 2006, including the duty to promote the success of the University:

*“A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to - (a) the likely consequences of any decision in the long term, (b) the interests of the company's employees, (c) the need to foster the company's business relationships with suppliers, customers and others, (d) the impact of the company's operations on the community and the environment, (e) the desirability of the company maintaining a reputation for high standards of business conduct, and (f) the need to act fairly as between members of the company.”*

Members will have particular regard to the Scottish Code of Good HE Governance and to associated guidance on board effectiveness. Members are required to: constructively challenge and help develop proposals on strategy; scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance; satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible; to devote time to developing and refreshing their own knowledge and skills; uphold high standards of integrity and probity and to support the Chair and other directors in instilling the appropriate culture, values and behaviours in the boardroom and beyond; to insist on receiving high-quality information sufficiently in advance of meetings; and to take into account the views of students and other stakeholders wherever appropriate.

### Disclosure of Interests

Members of Court are required to disclose any direct or indirect interest which they may have in any matter being considered at a Court or committee meeting and, save as permitted under the articles of association, they must not vote on any resolution of the Court or of one of its committees, on any matter where they have any direct or indirect interest.

Members must immediately report any wrongdoing or the wrongdoing or proposed wrongdoing of any employee or director of which they become aware to the Chair of Court.

Members must inform the Chair in advance of any changes to their commitments. In certain circumstances the agreement of the Court may have to be sought before accepting further commitments which either might give rise to a conflict of interest or a conflict with duties to the University, or which might impact on the time that a member is able to devote to their role with the University.

### Confidentiality and Reserved Business

'Reserved business' is business where information might reasonably be held to be exempt from disclosure under the Freedom of Information (Scotland) Act 2002, on the grounds of:

- a) protection of UHI's or another party's commercial interests
- b) maintenance of obligations of confidentiality to another person or body
- c) protection of personal data under the terms of the Data Protection Act 1998

All information acquired during appointment to Court is confidential to the University and should not be released, communicated, nor disclosed either during appointment or following termination (by whatever means), to third parties without prior clearance from the Chair of Court.

This restriction shall cease to apply to any confidential information which may become available to the public generally. Members must hold and retain company information under appropriately secure conditions.

### Induction and Review

The University will provide new members of Court with a formal induction. The performance of individual directors and the whole Court and its committees is evaluated annually.

### Insurance and indemnity

The University has directors' and officers' liability insurance in place.

Details of this cover are available from the Chief Operating Officer and Secretary.

### Independent professional advice

Circumstances may occur when it will be appropriate for members to seek advice from independent advisers at the University's expense. Further information about the rules under which directors may obtain independent advice will be provided by the Chief Operating Officer and Secretary on request. The University will reimburse the reasonable cost of any expenditure incurred by a member.

### Changes to personal details

Members are required to advise the Chief Operating Officer and Secretary promptly of any change in address or other personal contact details.

### Return of property

Upon termination of appointment with the University (for whatever cause), members shall deliver to the University all documents, records, papers or other University property which may be in their possession or under their control, and which relate in any way to the business affairs of the University.

### Data protection

Members must comply at all times with the University's data protection policy.

In addition all members consent to the University holding and processing information about themselves for legal, personnel, administrative and management purposes and in particular to the processing of any sensitive personal data (as defined in the Data Protection Act 1998) including, as and when appropriate:

- a) information about physical or mental health or condition in order to monitor sick leave and take decisions as to fitness to perform duties;
- b) information that may be relevant to ensuring equality of opportunity and treatment in line with the University's equal opportunities policy and in compliance with equal opportunities legislation; and
- c) information relating to any criminal proceedings, for insurance purposes and in order to comply with legal requirements and obligations to third parties.

Members consent to the transfer of personal information to other officers of the University or to other third parties, whether or not outside the European Economic Area, for administration purposes and other purposes in connection with their appointment, where it is necessary or desirable for the University to do so.

### Co-option

Where appropriate, any member co-opted to a Committee, including persons who are not members of the Court, shall have their membership ratified by the Court.

### Quorum for Committees of Court

The quorum for all meetings of Committees shall be one third of their membership.

### Video and Audio Links

For all purposes and for determining a quorum, a person present by video conference or audio link shall be deemed present in all respects.

For the purposes of voting by secret ballot at any meeting of the Company, a vote transmitted by electronic means to a nominated teller by a member present by video or audio link shall be deemed a vote by secret ballot.

### Standing orders for Committees

Except where otherwise specified, Standing Orders of the Court where appropriate shall apply with equal force to Court Committees.

The Court may from time to time set up such standing committees, “ad hoc” committees and working parties as it deems necessary

The functions delegated to the Standing Committees shall be as set out in such Schedules of Delegation as are approved by the Court, from time to time.

### Delegation of Powers

The Court may in certain circumstances delegate matters to the Chair of the Court, the Principal, Academic Council or to committees.