

## UNIVERSITY COURT

### STANDING ORDERS

*(Note: These Standing Orders are derived in part from the provisions of Statute 9 – The Court.)*

#### 1. Powers and Functions

- (1) The powers and functions of the Court are set out in paragraph (6) of [Statute 9](#), and the Primary responsibilities of the Court are detailed in the [Statement of Primary Responsibilities](#).
- (2) The powers and functions of the Senate are set out in paragraph (4) of [Statute 10](#). Where a matter for discussion is relevant to both the Court and the Senate the cover sheet accompanying the paper under consideration will set out the relative responsibilities of the two bodies.
- (3) The Schedule of Delegation & Decision-Making Powers sets out matters delegated to Court Committees, the Senate, senior officers, and other committees and bodies.
- (4) The Court may delegate to any committee the power to deal on the Court's behalf with any matter within that committee's terms of reference.

#### 2. Membership of the Court

- (1) The composition of the Court, the period of office of its members, the manner of election of elected members and the procedure for filling casual vacancies are all set out in detail in paragraphs (1) and (2) of Statute 9 as well as in Ordinances 18, 20 and 66.
- (2) All governing body members shall be considered full members of the Court and different categories of member shall exist only in that there are distinct routes to their appointment to the Court. Once appointed/elected/nominated, all members shall assume the same responsibilities, obligations and rights and are expected to participate fully in all Court business, unless a conflict of interest is identified and declared. The roles of the Chair, Deputy Chair, and Principal however are associated with additional responsibilities, which are prescribed in legislation, Charter, Statutes and Ordinances and the Scottish Code of Good HE Governance.
- (3) The Governance & Nominations Committee shall recommend to the Court individuals to be co-opted onto the Court as independent (lay) members. The Committee shall promote equality, diversity and inclusion considerations in its recruitment activities for Court and its committees and will be mindful of the Court Statement on Diversity.

#### 3. Member's Conduct

- (1) All members shall be expected to adhere to the standards outlined in the Code of Conduct for Court Members (appendix 1).
- (2) Members shall, both individually and collectively, be expected to act at all times in accordance with the Nine Principles of Public Life in Scotland, which shall be the foundation for Court's behaviour and processes for decision-making. Furthermore, the Court is also expected to show leadership in eliminating unlawful discrimination, promoting and facilitating equality, and fostering good relations across all protected characteristics.
- (3) With the exception of the position of Chair of Court, which is remunerated, lay members may not undertake paid engagements or work within the University. Any member wishing to

share their knowledge and expertise with Schools or Directorates in an unpaid capacity should consult the University Secretary and Chairperson of the Court before agreeing to undertake such activities. In the event that such engagement forms part of a member's training and development, the activity shall be discussed and agreed in advance and recorded in the individual's development record. If a member is in doubt about the need for the recording of an engagement, they should the University Secretary for guidance.

#### **4. Resilience**

(1) The Court has established a resilience plan that sits alongside these Standing Orders and that may be implemented in the event of discontinuity in the leadership of the University.

#### **5. Committees of Court**

(1) On the recommendation of the Governance & Nominations Committee, membership of the committees of the Court for the following year shall normally be approved at the final meeting of the Court in the preceding academic year. Members shall hold office on that committee for 1 year from 1 August and membership shall be subject to annual review thereafter. A casual vacancy on a committee may be filled at any time by Court on the recommendation of the Governance & Nominations Committee, with the member holding office for the remainder of that academic year.

(2) In considering membership of the committees, the primary consideration shall be the skills, experience and time required to contribute effectively to the committee and, with the exception of the Audit Committee, all members of the Court shall be eligible for consideration for membership of any committee. A conflict of interest may however prevent a governing body member from taking up membership of a particular committee.

(3) The Court may appoint an *ad hoc* committee or working group to consider any matter arising and may delegate to such a committee powers to deal with the matter on the Court's behalf, except in the case of those matters defined in the Schedule of Matters Reserved for the Court.

(4) The Court may appoint members to joint committees responsible to both the Senate and the Court.

(5) If a committee establishes a working group, it should clearly define its remit, purpose and terms of reference and the timescale within which it should operate.

#### **6. Attendance of meetings by Non-Court Members**

(1) The following officers shall normally be in attendance at meetings of the Court:

- University Secretary
- The Vice-Principals
- Director of Academic & Corporate Governance
- Director of External Relations
- Director of Finance
- Director of Human Resources & Organisational Development
- Director of Strategic Planning
- Policy Officer (Corporate Governance) (as Clerk to the Court)

(2) The Chair of the Court shall remain cognisant of any professional or personal connections between officers and members of the Court, and shall take appropriate action to ensure that all members are able to raise issues relating to institutional management and the work of the executive, notwithstanding the presence of officers.

(3) Key officers of the executive should attend meetings to support effective decision-making, but must not unduly influence the business of the governing body. The Chair must ensure that the distinct roles for executive officers and members of the governing body are

maintained and respected. Officers in attendance do not have voting rights and must take great care to ensure they do not act as if they are members of the Court.

- (4) The Chairperson shall have discretion to invite any person to attend for either the whole or part of any meeting of the Court in order to give evidence, deliver a presentation, answer questions or take part in discussion. Persons so invited will not be accorded voting rights.

## **7. Delegated Authority**

- (1) Delegated authorities are defined in the Schedule of Delegation and Decision-Making Powers, which the Court shall review on an annual basis.

## **8. Chairperson**

- (1) The Chairperson of Court is the senior lay member as defined in the Higher Education Governance (Scotland) Act 2016. The Chairperson is elected through arrangements set down in Statute 9 and Ordinance 65, consistent with the terms of the Higher Education Governance (Scotland) Act 2016.
- (2) The Chairperson presides over all meetings of the Court except when his or her performance, remuneration or the appointment of their successor are being discussed, in which case the Deputy Chairperson will preside.
- (3) In the absence of the Chairperson from any meeting, the Deputy Chairperson will preside. If both are absent, the Court will elect from among its members someone to preside over that meeting.
- (4) The Chairperson of Court has a responsibility for ensuring 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 management role of the Principal and other officers. The Chairperson should take particular care that the Court as a whole observes the Nine Principles of Public Life in Scotland.
- (5) Delegation of authority to the Chairperson should be recorded in Court Minutes, either in general terms or for specific purposes, with guidance on the extent of reporting back required.
- (6) The Chair shall undergo an annual appraisal led by the Senior Independent Member and involving consultation with all members of the Court.
- (7) The Chairperson should have regular meetings with the Principal and the Secretary 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. The Chairperson should also have regular meetings with Conveners of major Committees of the Court to coordinate and monitor the progress of Court business and to ensure that appropriate reports are made to the Court.
- (8) The Chair or Deputy Chair shall also review with each member individually, at least every two years (and every year in the case of student members), their contributions and development needs. The outcome of this process shall be formally documented.
- (9) In collaboration with the Principal and the Secretary, the Chairperson should ensure that new members receive a full induction on joining the Court and that opportunities for further development for all members are provided in accordance with their needs (and at no cost to themselves). The Chairperson is responsible for ensuring that members of the Court work together effectively and have confidence in the procedures laid down for the conduct of Court business.
- (10) As the leader of the governing body, the Chairperson is responsible for ensuring that the University is well connected, and responsive, to key stakeholder groups. The Chairperson also has a role in representing the University externally, e.g. at inter-university meetings of

chairpersons and meetings with representatives of the Scottish Further and Higher Education Funding Council (SFC).

**9. Deputy Chairperson**

- (1) A Deputy Chairperson of Court shall be appointed by the Court in accordance with Statute 9(4)(a-b).
- (2) The Deputy Chairperson shall preside over any meeting of the Court in the absence of the Chairperson or in the event of the business of the Court making it inappropriate for the Chairperson to preside over any meeting or part thereof.
- (3) Other responsibilities of the Deputy Chair are set out in the Job Description for the Deputy Chair.

**10. Senior Independent Member**

- (1) A Senior Independent Member shall be elected by the Court from within the lay membership of the Court as defined by Statutes 9(1)(d), 9(1)(e), and 9(1)(k). The Chair and Deputy Chair of Court shall not be eligible to stand for election.
- (2) The election shall be carried out in accordance with the following regulations:
  - (a) Elections shall take place in the second semester except in the case of elections to fill a casual vacancy which shall be held as soon as conveniently possible following the vacancy arising.
  - (b) The Returning Officer shall be the University Secretary or the Director of Academic & Corporate Governance.
  - (c) The Returning Officer shall communicate with all electors not less than twenty-one days before an election calling for eligible members to confirm their intention to stand for election. Candidates must indicate their interest in writing to the Returning Officer at least five days before the date of the election.
  - (e) Not less than seven days before the date of the election the Returning Officer shall communicate with all electors informing them of (i) the dates and format of the election and (ii) the names of the candidates in alphabetical order.
  - (f)
    - (1) The election shall be conducted in a format approved by the Returning Officer and under the single transferable vote system (as defined in "How to conduct an Election by the Single Transferable Vote" by Newland and Britton, 3rd Edition 1997).
    - (2) Candidates, or their representatives, shall be entitled to be present at the counting of the votes.
    - (3) The candidate with the highest number of votes shall be deemed to be elected.
    - (4) In the event of a tie the election shall be decided by the drawing of lots by the candidates with an equal number of votes in the presence of the Returning Officer.
    - (5) The Returning Officer shall have power to declare a ballot paper (if used) spoiled or invalid and to decide any matter for which provision is not made in these Regulations. He or she shall report to the Court any decision taken in exercise of this power.
  - (g) A statement of the result of the election will be published not later than the second day following the election and reported to the next meeting of the Court.
  - (h) Elections for casual vacancies will follow the foregoing procedure.
  - (i) The role of Senior Independent Member is not a category of membership of Court, but is an additional role. It does not confer any ability to remain on Court longer than the normal maximum period of office of eight years in total. The term for the elected member shall be for two years in the first instance with the possibility of re-election for a further term or terms.;

- (3) The senior independent member of Court shall act as intermediary for members of Court who might wish to raise concerns about the conduct of the Court or of its Chairperson.
- (4) The senior independent member of Court shall at least annually, chair a meeting of the Court to discuss the performance of the Chairperson in the Chairperson's absence.

**11. Dismissal of Chairperson or any Member of Court**

- (1) Following due investigation, the Court has the power to remove the Chairperson or any other member on the grounds of serious personal or professional misconduct, abuse of the rights and privileges of membership of Court, bringing the University into disrepute, persistent absenteeism, medical incapacity or legal impediment or, in the case of the Chairperson, in the event that s/he no longer commands the confidence of the Court as detailed in Section 6 of the Scottish Code of Good HE Governance. The arrangements for this process are set out in Statute 9. If any member believes that there is a *prima facie* case for consideration of dismissal of any other member, s/he should raise the issue with the University Secretary who will consult with the Chairperson, Deputy Chairperson or Senior Independent Member as appropriate before making a recommendation to Court for investigation of the case for dismissal/removal from office.

**12. Schedule of Meetings**

- (1) There shall normally be not less than five meetings of the Court in each academic session, including an annual Court Retreat. A schedule of meeting dates for each academic session shall be approved by the Court and published by no later than the penultimate meeting in the preceding academic session. This schedule shall also include meeting dates in semester 1 of the following session.
- (2) There shall be an annual public stakeholder meeting, at which representatives of the Court, including the Chairperson, Principal and President of DUSA, will give an account of the University's performance and activities.
- (3) Additional meetings outside the published schedule may be called upon notice being given in writing to each member of Court not normally less than seven days before the date of such a meeting. Where the Chair of Court deems that the business is urgent, the protocol for Transacting Emergency Business (appendix 2) shall be followed.
- (4) Any ordinary or additional meeting may be adjourned by the Court until a date and time agreed by the Court.

**13. Business**

- (1) All matters and papers for the attention of the Court shall be submitted to the Clerk to Court who, in consultation as appropriate with the University Secretary, the Chairperson, and the Director of Academic & Corporate Governance, will draw up and distribute the agenda and supporting papers for each meeting of the Court.
- (2) The agenda and supporting papers for each meeting of the Court shall be distributed to members and made available electronically normally not less than six days before the date of the meeting. The agenda for the meeting shall be made publicly available at this time through the Court website.
- (3) Papers considered at meetings of the Court shall normally be made available to staff and students on request following the meeting unless the University Secretary deems that this would result in a breach in confidentiality or would not be in the interests of the institution for some other reason consistent with the terms of the Freedom of Information (Scotland) Act 2012. Reserved items may include those containing personal or commercially sensitive information.
- (4) No business shall be transacted at any meeting of Court other than that specified on the agenda. Court may however consider additional non-contentious or urgent business with

the consent of the Chairperson (or other individual presiding at the meeting) and the majority of members present. A request to include an additional item should be raised prior to the start of any meeting to enable the required agreement to be sought.

- (5) No member shall be entitled to propose a motion, other than one directly arising from the discussion of a subject before the Court, except with the consent of the majority of the members present.
- (11) All papers and reports for the attention of Court shall be accompanied by a cover sheet setting out a brief summary of the content as well as information relating to the importance and provenance of the paper.
- (12) Items considered to be reserved business shall be clearly marked on the agenda and cover sheet, with an accompanying statement indicating the basis for the exemption which would be claimed in terms of the Freedom of Information Act Scotland (2012). When a minute of a meeting of the Court or a Committee of the Court is to be considered as reserved business it will be included as a separate paper on the agenda, with the minute indicating the basis for its redaction. Once the exemption is deemed to no longer apply the Court shall be informed of the release of the minute and it shall be published as an appendix to the minute of the meeting of the Court at which it was released.
- (13) All actions resulting from the decisions of the Court shall be maintained in a log to be provided to Court at each meeting.
- (14) After a decision of the Court has been recorded as a resolution it shall not be withdrawn, or altered in substance, except by resolution of the Court.
- (15) The Court shall commission a review of its effectiveness every 5 years, with the support of an external facilitator.

#### **14. Conduct of Meetings**

- (1) The agenda for meetings shall include Preliminary Matters (labelled as Part A), Strategic Matters and Core Business (labelled as Part B and C respectively) on which discussion is expected, and more routine Matters for Report and Approval which are not anticipated to require consideration (labelled as Part D). The Chair will, at the start of meetings, invite members to 'star' any items under part D that they wish to have discussed. Items not identified through this process will be understood to have been considered and approved without discussion.
- (2) Members of the Court shall be required to disclose any pecuniary or other material interest they may have in any matter which is to be discussed at a meeting of the Court. Such interest should normally be intimated at the beginning of a meeting, or during the course of a meeting if it becomes appropriate to do so.
- (3) Seven members of the Court shall constitute a quorum. In the absence of a quorum, no business shall be transacted other than the adjournment of the meeting. When the adjourned meeting is reconvened, the business for which the original meeting was called may be completed in the absence of a quorum. Notice of the reconvened meeting shall be given in writing to each member of the Court not less than seven days before the date of such meeting.
- (4) The Chairperson shall have discretion to require any member or person attending to absent themselves from any part of the meeting in the event that that person has a conflict of interest or may be the subject of discussion. The Chairperson shall have discretion to exclude non-Court members from the whole meeting or any part thereof, provided that the University Secretary and the Clerk to Court shall normally remain at all times unless either is the subject of the discussion.
- (5) The University Secretary will draw to members' attention any conflict of interest, actual or potential, between his/her administrative and executive management responsibilities within the University and his/her responsibilities as Secretary to the Court. If the Court believes

that it has identified such a conflict of interest itself, the Chair should seek advice from the Principal, but must offer the Secretary an opportunity to respond.

- (6) The University Secretary is responsible for advising the Chair in respect of any matters where conflict, potential or real, may occur between the Court and the Principal. The Secretary will also keep the Principal fully informed on any matter relating to Court business (other than in relation to the Principal's own performance and reward). The Court shall safeguard the Secretary's ability to carry out these responsibilities.
- (7) Decisions should be taken collectively by all members acting as a body. Members are expected to ensure that discussions are held and decisions taken in an honest, open and objective manner and to avoid taking sectional positions.
- (8) Voting on any issue, if necessary, shall be by simple majority, normally on a show of hands. Only members of Court may vote (i.e. to the exclusion of officers of the University who attend meetings). The Court may decide at its discretion approve the use of a more elaborate or secret voting procedure in particular circumstances. The University Secretary shall be responsible for ensuring the proper conduct of such a vote.
- (9) The person presiding over any meeting of the Court shall have a deliberative vote and also a casting vote in case of equality.
- (10) If a member votes against a motion which is carried by the majority of those present, he/she should subsequently support the decision consistent with the principle of collective responsibility. Exceptionally a member may ask that his/her dissent is recorded formally in the minutes. No member who has not participated in a vote on a matter under discussion shall be entitled to request that their dissent be recorded in a resolution of the Court.
- (11) Should any member have a concern about the way the Court is operating, they should in the first instance raise it with the Chairperson, or with the Deputy Chairperson or Senior Independent Member (SIM) where they do not wish to raise the matter directly with the Chairperson or feel unable to do so.

#### **15. Professional Advice**

- (1) From time to time, Court may decide to seek professional external advice to assist it in carrying out its primary responsibilities. Under such circumstances, a request should be made to the Secretary, who will commission the relevant advice and convey it to the Court. This is also the procedure to be followed in the event that, having obtained advice, a 'second opinion' is felt to be desirable or useful.
- (2) Very rarely, individual Court members may feel conflicted or constrained in being able to carry out fully their duties on Court and may, as a result, feel they need to seek personal professional advice relating to the circumstances of their membership and/or their abilities to fulfil the role. A Court member in such a situation should, in the first instance, discuss their concerns with one of the Chairperson of Court, the Deputy Chairperson of Court or the University Secretary. Thereafter, if it is felt that personal professional advice is required, the member may obtain such advice, with the University agreeing to meet the cost of that advice up to a limit of £5,000. This limit may subsequently be increased if deemed appropriate by the Court.

#### **16. Minutes**

- (1) The production of minutes of meetings of the Court shall be the responsibility of the Director of Academic & Corporate Governance. The minutes of each meeting shall be approved by the Court at its subsequent meeting.
- (2) The minutes of the meetings of the Court shall be made publicly available as soon as a draft has been approved by the Chairperson for submission to Court.

**17. Suspension, amendment or revocation of Standing Orders**

- (1) Standing orders may be suspended, amended, or dispensed with at any meeting by consent of a minimum of a two thirds majority of the members present.



## Appendix 1

### CODE OF CONDUCT FOR MEMBERS OF THE COURT

1. The main responsibilities of the Court as the governing body of the University are set out in its Statement of Primary Responsibilities. Individual members of the Court must at all times exercise their responsibilities in accordance with the 'Nine Principles of Public Life in Scotland': selflessness, integrity, objectivity, accountability, openness, honesty, leadership, public service, and respect (Annex). Furthermore, members are expected to demonstrate leadership in eliminating unlawful discrimination, promoting and facilitating equality, and fostering good relations across all protected characteristics.
2. While occasional absences, for example, through illness, will be unavoidable members of the Court should make every effort to attend and actively participate in all meetings of the Court, as well as meetings of those Committees to which they have been appointed.
3. Members must ensure they are fully prepared for meetings, through reading and considering the papers circulated with the agenda. If they wish to seek any additional information or necessary clarification in relation to the materials provided they should contact the Clerk to Court, relevant Committee Secretary, University Secretary or the Convener of the Committee as appropriate.
4. The Court must exercise its responsibilities in a corporate manner, such that all decisions should be taken collectively by all of its members acting as a single body. Members must not act individually, or in informal groupings, to discuss or take decisions in relation to Court business outside the constitutional framework of meetings of the Court, its Committees and properly constituted working groups. Individuals should seek to persuade fellow members through open debate and may formally register their dissent if they believe that proposals before the Court are contrary to the University's interests. All members must exercise their responsibilities in the interests of the University as a whole: members elected or nominated by particular constituencies must not act as if delegated by the group responsible for their appointment, nomination or election, nor should they restrict their contributions to matters which appear relevant to their background or the constituency concerned.
5. In the event that a vote is required, members should vote objectively and dispassionately.
6. Members must take care not to become involved in the day-to-day executive management of the University, except insofar as members who are also employees or students of the University may have executive responsibilities as part of their normal duties and in these cases only to the extent that they have executive responsibilities in the course of their employment or their activities as students or trade union representatives.
7. Members of the Court should look to the University Secretary for guidance about their responsibilities under the University Charter, Statutes and Ordinances, as well as relevant legislation and the requirements of the Scottish Funding Council (SFC). It is the responsibility of the Secretary to alert the Court if s/he believes that any proposed action would exceed the Court's powers or be contrary to legislation or to the SFC's Financial Memorandum. In addition, the Principal carries a formal responsibility for advising the Court if any action or policy would be incompatible with the terms of the Financial Memorandum.

## **Conflict of Interest**

8. The proper conduct of public business requires that members of governing bodies must act, and be seen to act, impartially without being influenced by business, social or other relationships. If a member of Court has a pecuniary, personal or other interest in any matter to be discussed at a meeting of the Court or one of its Committees at which he or she is present, this should be disclosed at the beginning of the meeting, or during the course of the meeting as soon as it becomes appropriate to do so.

The mere fact of being an employee or a student of the University does not automatically constitute a pecuniary interest for this purpose but, for example, it may be important that Court is reminded that a staff member belongs to a particular School, Directorate or trade union if a matter affecting that School, Directorate or staff group is the subject of discussion.

Having made a declaration of interest, a member is not thereby automatically debarred from commenting or voting on the matter in question, although in some circumstances, depending on the nature of the involvement, members should consider whether it would be appropriate either to abstain from voting or to withdraw temporarily from the meeting. The Chairperson, or the Court itself, has the right and responsibility to take a view on the extent of any conflict of interest and what, if any, consequence this should have in relation to the member's involvement in, or presence during, the item under discussion.

9. Members of the Court should avoid becoming involved on an informal basis in decisions relating to procurements by the University. Any contributions to such decisions should be directed through formal channels so that they may be properly documented and open to wider scrutiny.
10. The University maintains a register of members' interests, which is updated annually, and which is available for public scrutiny. The declaration should include, for example, reference to any material business relationship with the University in the last 3 years and/or family ties with advisors, senior employees or businesses receiving payment from the University. The Court has stipulated that its members may not concurrently be members of the Courts of the Universities of Abertay or St Andrews. Membership of the governing body of any other higher or further education institution, or of a public organisation (such as a local authority, NHS provider, non-departmental public body), must be subject to a declaration of interest – except where a member of Court has been nominated to such position as a representative of the University.
11. The University shall publish on the Court website a record of declared interests, and gifts and hospitality register entries, for each member of the Court. Members must ensure that this information is up to date and should not await the next annual update request before making a declaration. Before taking on additional external appointments, members of the Court are expected to give due consideration to any potential conflicts which may arise, and to the time commitment required of them, and should discuss the matter with the Chair or Deputy Chair of Court to ensure that any conflicts arising are appropriately mitigated.

## **Communications**

12. Papers for Court meetings should be regarded as confidential and must not be made available by members to non-members. Members may, however, seek to inform themselves about an issue in advance of a meeting through informal consultation. In accordance with the Court's policy on openness, copies of papers may be made available to anyone after the relevant meeting, but only through the University Secretary, who may judge (with appropriate

justification) that certain information is too sensitive to be released. Minutes of Court meetings should also be regarded as confidential until they have been approved in draft by the Chairperson for internal publication and will be made externally available following their approval at a subsequent meeting of the Court.

13. Court papers and other communications to members of Court are issued only by the Secretariat. Members who wish to communicate formally with the Court as a whole or to propose that a matter is placed on the agenda for a future Court meeting should address their request to the Chair person or the University Secretary.
14. Members must not disclose decisions of the Court to interested parties either within or outside the University; such decisions will be intimated formally by the Secretariat.

## Appendix 2

### THE NINE PRINCIPLES OF PUBLIC LIFE IN SCOTLAND

#### DUTY

Holders of public office have a duty to act in the interests of the public body of which they are a Board member and to act in accordance with the core tasks of the body.

#### SELFLESSNESS

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

#### INTEGRITY

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

#### OBJECTIVITY

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

#### ACCOUNTABILITY AND STEWARDSHIP

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

#### OPENNESS

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

#### HONESTY

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

#### LEADERSHIP

Holders of public office should promote and support these principles by leadership and example.

#### RESPECT

Holders of public office must respect fellow members of their public body and employees of the body and the role they play, treating them with courtesy at all times.

## Appendix 3

### Transacting Emergency Business Proposed Protocol

1. All Court members, members of the University Executive and other officers shall endeavour to ensure that emergency business is avoided where at all possible. Where this is not possible, the procedures set out in this protocol may be followed.

#### *Matters arising at a Court meeting*

2. Where a matter arises or is presented at a Court meeting which will require a decision at a future date before the next meeting of Court, the Court shall have the authority to determine an appropriate mechanism to ensure that a decision can be reached outside the normal cycle of meetings. It shall be normal for Court either i) to delegate the authority to make a decision to an appropriate existing Committee; or ii) to establish an emergency or *ad hoc* committee under Statute 9(6)(c) and delegate to it the authority to make the decision.
3. In cases where the decision is a) not material, b) is straightforward or routine, or c) implements or gives effect to a decision already made by the Court, the Court may delegate authority to make the decision to the Chair of Court, the Deputy Chair of Court, a Convener of a Court Committee, the Principal or such other officer of the University as the Court may deem appropriate, or any combination thereof.
4. An emergency or *ad hoc* committee would normally include in its composition: Chair or Deputy Chair of Court, a further lay member of Court (usually a Convener of a Court Committee), the Principal (or their nominee, usually a Vice-Principal), a staff member of Court, a student member of Court.
5. A delegation of authority which is already covered under the Schedule of Delegation & Decision-making should normally be made in accordance with that Schedule, although Court retains the right to alter delegation lines as appropriate.
6. In any situation, where Court is not content to delegate the authority to make a decision, an additional meeting of Court must be arranged.
7. An additional meeting of Court will normally be arranged with no less than seven days' notice, but Court may waive this requirement by a simple majority. It shall be acceptable for additional meetings to be conducted via telephone or online conference.

#### *Matters arising outside or between Court meetings*

8. Where a matter arises between Court meetings, the University Secretary (or their nominee) will consult as a matter of urgency with the Chair of Court to consider an appropriate mechanism to ensure a decision can be made.
9. The mechanisms available to the Chair of Court under this paragraph shall be the same as those set out in paragraphs 2 to 7 above, except that the Chair of Court, or officers on the Chair's behalf, must provide the opportunity by correspondence for Court members to comment on the

suitability of the proposed mechanism. It will be normal for the Chair of Court to consult with such Court members and officers as the Chair deems appropriate to enable them to determine an appropriate mechanism.

*Matters which invoke the Resilience Plan*

10. Any matter which prevents, endangers or is likely to prevent or endanger the proper functioning of the governance structures of the University will be subject to the guidelines set out in the Resilience Plan. Under the Resilience Plan alternative mechanisms may be appropriate, particularly where any Court member or officer is prevented from carrying out their duties or responsibilities.
11. Where an additional meeting of Court is required as a consequence of a matter falling within the guidelines of the Resilience Plan, such a meeting can be called without the requirement for seven days' notice.

*Communicating with Court members and reporting to Court*

12. Whatever mechanism is used to transact emergency business, the matter shall be reported in writing or orally to the next meeting of Court to enable the decision to be formally recorded in Court minutes.
13. Particularly when dealing with matters that fall within the guidelines of the Resilience Plan, the body or individual responsible shall ensure that matters of significance are communicated to Court members in good time either by conference call or by correspondence.

*Authority of the Chairperson of Court*

14. Notwithstanding any of the above, the Chairperson of Court may act in cases of urgency or if delaying a decision would disadvantage the University. In such circumstances, consultation with some or all members of the Court should be undertaken. Any action taken by the Chairperson shall be reported and communicated as set out above.