



# UNIVERSITY COURT

# MEMBERS' HANDBOOK

July 2011

# COURT MEMBERS' HANDBOOK

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## SUMMARY OF UNIVERSITY GOVERNANCE

The structure of the University's governance arrangements is set out in its **Royal Charter**, founding the University in 1967. The provisions of the Charter are amplified in a series of **Statutes**. The Charter and Statutes can be amended by the University, subject to approval by the Privy Council. Subordinate legislation in the form of **Ordinances**, either in further amplification of the Statutes or on other matters, can be enacted by the Court without reference to any external body. The procedures for amending any of these instruments or creating new Statutes or Ordinances, are prescribed in the Charter. At a lower level, the Court (and the Senate – see below) can also adopt regulations governing various matters without any special protocol. All such legislation - from the Charter down to specific regulations - is set out in the University Calendar, which is available on the web at: <http://www.somis.dundee.ac.uk/calendar/>.

The governing body of the University is the **Court**, which has 23 members, both lay and academic. The Court is responsible for overseeing the institution's activities, determining its future direction and fostering an environment in which institutional objectives are achieved and the potential of all learners is maximised. Subject to the Charter and Statutes, the Court takes all final decisions on matters of fundamental concern to the institution. Under the terms of the Charter, the Court is 'responsible for the management and administration of the whole of the revenue and property of the University'; and exercises 'general control over the University and all its affairs, purposes and functions'. The powers and functions of the Court, as well as its composition, are set out in detail in Statute 9 (appendix A). More recently, in accordance with best practice in corporate governance in higher education, the Court has also adopted a Statement of Primary Responsibilities (appendix B).

These responsibilities include, through the terms of a Financial Memorandum with the Scottish Further and Higher Education Funding Council<sup>1</sup>, the proper use of public funds and establishing and monitoring effective systems of internal control and accountability.

The other main decision-making body of the University is the **Senatus Academicus**, more commonly referred to as the Senate. Unlike the Court, which has a majority of lay members, the Senate is composed entirely of academic representatives, mostly *ex officio* or elected. The Senate currently has 80 members (including student representatives). According to the Charter, the Senate is responsible, subject to 'the general control and approval of the Court', for 'the academic work of the University' and 'the regulation and superintendence of the education and discipline of the students'.

Other significant bodies are the **Academic Council**, comprising all academic and academic-related staff in the University, which can discuss and declare opinions on any matter relating to the University; and the **Graduates' Council**, which can make representations to the Court on the well-being of the University through its two assessors on Court.

The **Chancellor** is the titular head of the University, with ceremonial responsibilities. The Chancellor is a member of the Court, but in practice this membership is

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<sup>1</sup> otherwise known as the Scottish Funding Council (SFC)

honorific; he or she nominates a lay assessor to be the Chancellor's representative on the Court.

The **Principal & Vice-Chancellor**, who is also a member of the Court, is the chief executive officer of the University and has overall responsibility for academic affairs and the effective management of University services. A summary of the role and main responsibilities of the Principal, as approved by the Court, is attached (appendix C).

The **Rector** is a lay person elected by the students of the University to represent their interests. The Rector has a seat on the Court and nominates another lay person as his or her assessor to assist with rectorial duties; this assessor is also a member of the Court.

The Principal convenes a Senior Management Team, comprising the four **Vice-Principals**, the University Secretary and the Director of Finance. The **University Secretary** is responsible, under the direction of the Principal, for the administration of the University.

There is a Schedule of Delegation in place (appendix D) which defines decision-making powers which are reserved to the Court and those which are delegated to the Senior Management Team, Committees of Court and the Senate, as well as to the Principal, the Secretary and other senior officers.

## ORGANISATIONAL STRUCTURE OF THE UNIVERSITY

### Principal's Office

The following senior officers are based in the Principal's Office:

Professor Pete Downes, Principal & Vice-Chancellor

Professor James Calderhead, Vice-Principal (Educational Development) and Acting Head of the College of Art, Science & Engineering

Dr Jim McGeorge, University Secretary

Dr Neale Laker, Director of Policy, Governance & Legal Affairs

Mr Graham McKee, Director of Strategic Planning

### Colleges

The University exists primarily to undertake teaching and research (academic activity). These are mainly carried out within its Colleges, although there is some academic activity within the Student and Academic Support Services, e.g. in the Archives.

Teaching includes curriculum development, lecturing, tutoring, practical instruction and assessment for programmes leading to the award of an official degree, diploma or certificate of the University. Some non-award bearing teaching is also undertaken, mainly in continuing education and continuing professional development for the wider community. Research covers investigative activities which are intended to lead to publication and/or the dissemination of new knowledge, as well as work carried out on a contract basis.

The University is currently organised into four Colleges, each of broadly cognate disciplines. The academic activity of each College is led by a Vice-Principal & Head of College, who is appointed by Court. Financial responsibility for setting School budgets rests with the Heads of College. Each Head of College is *ex officio* a member of the University's Senior Management Team, which is led by the Principal.

In 2009/10 the Colleges and Heads of College are:

Art, Science and Engineering:	Professor James Calderhead (Acting) (College Secretary: Ms Ilona Mair)
Arts & Social Sciences:	Professor Chris Whatley (College Secretary: Ms Lesley Potter)
Life Sciences:	Professor Doreen Cantrell (College Secretary: Mr Ian Leith)
Medicine, Dentistry & Nursing:	Professor Irene Leigh (College Secretary: Mr Peter Evans)

The following Vice-Principals also have university-wide responsibility for certain areas:

Professor Chris Whatley	Employability
Professor Irene Leigh	Research (chairs the Research Committee)
Professor James Calderhead	Educational Development

Colleges choose the form of their internal structures although changes generally require approval by Senate and Court. Colleges are sub-divided into Schools, which are led by a Dean appointed by a selection committee including elected members of staff.

### **Schools and their Deans by College<sup>2</sup>**

#### College of Art, Science and Engineering

Duncan of Jordanstone College of Art & Design	Professor Tom Inns
School of Computing	Dr Janet Hughes
School of Engineering, Physics & Mathematics	Dr Rod Jones

#### College of Arts and Social Sciences

School of Business	Professor Christine Helliar
School of Education, Social Work & Community Education	Professor Yolande Muschamp
School of Humanities	Professor Nicholas Davey
School of Law	Professor Alan Page
Graduate School of Natural Resources Law, Policy & Management	Mr Ian Ball
School of Psychology	Professor Trevor Harley
School of the Environment	Professor Rob Duck

#### College of Life Sciences

School of Life Sciences Research	Professor Michael Ferguson
School of Life Sciences Learning & Teaching	Professor David Coates

#### College of Medicine, Dentistry & Nursing

School of Dentistry	Professor Bill Saunders
School of Nursing & Midwifery	Professor Margaret Smith
School of Medicine	Professor John Connell

Additionally, Professor Georgina Follett of Duncan of Jordanstone College of Art & Design is a Deputy Principal of the University, currently working on the V&A at Dundee project.

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<sup>2</sup> As at 20 July 2011.

## **Student and Academic Support Services**

Support Services are organised into the following operational groupings:

<i>Directorate</i>	<i>Director</i>	<i>Reporting to:</i>
Academic Affairs	Dr Ian Francis (Academic Secretary)	Vice-Principal, Educational Development
Campus Services	Mr Colin McNally	Secretary
External Relations	Miss Judith Barnard	Secretary
Finance	Mr Rob Kennedy	The Principal
Human Resources	Mrs Pam Milne	Secretary
Information Services	Mr David George	Secretary
Institute of Sport & Exercise	Mr Brian Ewing	Secretary
Principal's Office	Dr Neale Laker	Secretary
Research & Innovation Services	Ms Diane Taylor	The Principal/University Research Lead
Student Operations	Ms Lorna Jones	Secretary

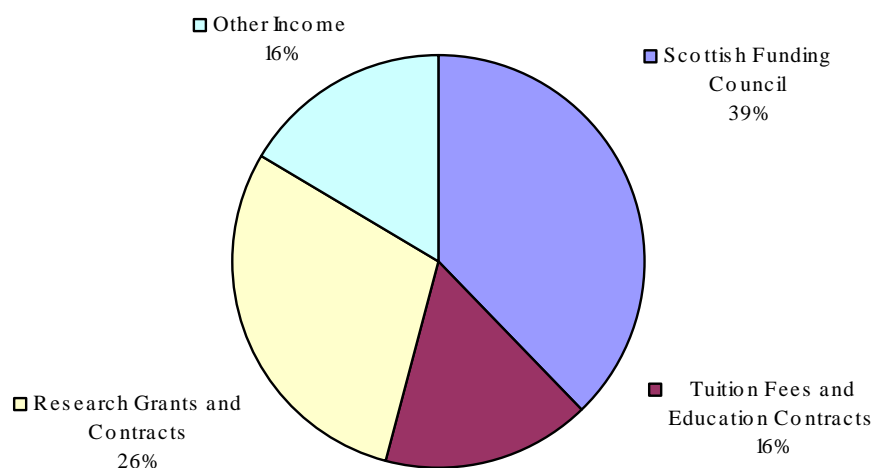
## UNIVERSITY FINANCE

### Financial Governance

The University Court, as the governing body, is responsible for the management and administration of the whole of the revenue and property of the University. The Finance & Policy Committee is the body responsible for advising Court on all matters relating to the overall finances of the University. The Committee recommends to Court a financial strategy for the University, including annual revenue and capital budgets, and monitors performance in relation to approved budgets and the execution of financial policies adopted by the Court.

The Audit Committee receives reports from the internal and external auditors on the effectiveness of management systems and controls in operation and is responsible for advising Court on these matters, as well as compliance with corporate governance requirements and good practice guidelines.

### Sources of Income



### Scottish Funding Council

The most significant single source of income to the University (39% in 2009/10) is the Scottish Further and Higher Education Funding Council (SFC). To ensure accountability to SFC the Court is required to agree a Financial Memorandum with the Council. A revised Memorandum came into force on 1 January 2006.

Scottish Funding Council income is paid to the University through formula funding and special initiatives. The recurrent grant is composed of two main elements: Teaching (formula-driven by student numbers, limited by SFC) and Research (formula-driven by research performance, measured through the periodic, UK-wide Research Assessment Exercise (RAE), and by volumes). Other special initiative

grants distributed by SFC include capital grants (largely formula-driven) and one-off priorities as determined by SFC and bid for by the University.

### Tuition Fees and Education Contracts

The University charges fees for its tuition. For the majority of undergraduate home students the fees are paid on their behalf by the Students' Awards Agency for Scotland. Other types of students pay fees at different rates depending on the course, their domicile and the duration of the course.

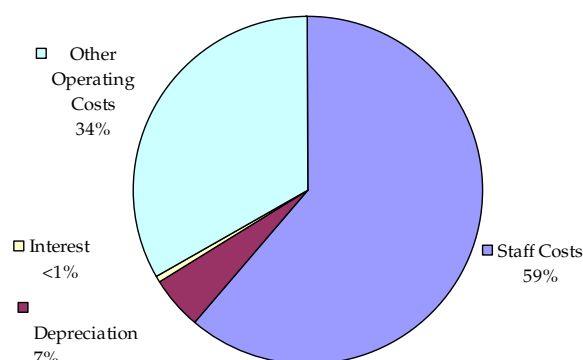
### Research Grants and Contracts

Research grants, sponsored by external agencies including Research Councils, UK charities, industry and commerce and other public and private bodies, amount to just over a quarter of all University income. Sponsors vary in their levels of funding for these activities: Research Councils and other government agencies fund the full economic cost of the activity, while charities often do not contribute directly towards overhead costs.

### Other Income

This category of income comprises four main groupings: (1) income from services provided on a commercial basis by the University; (2) income from residences, catering and conferences, handled through an associated charitable company (Dundee Student Villages) - an arrangement whereby, in partnership with HBOS and Sanctuary Housing Association, the University has been able to invest significantly in its residence provision for students; (3) income from health authorities connected with the clinical elements of teaching; and (4) income from a large range of miscellaneous sources including VAT recoveries and other grants and activities.

## **Types of Expenditure**



### Staff Costs

With just under 3,000 (full-time equivalent) staff on the payroll, this element of expenditure is dominant. The control and monitoring of this cost, forming 59% of

the University's operating expenditure in 2008-9, is a major influence on the cash-generation targets established by Court through the financial strategy.

#### Other Operating Expenditure

The University has a large commitment to spending on supplies and services which support the teaching, research, administrative and estates functions. Expenditure written off in this way includes smaller items of equipment (below £10k), class materials and services, utilities, property maintenance and a range of other support costs. Procurement professionals support staff in ensuring good practice and value for money when purchasing.

#### Depreciation

The University generally depreciates its buildings over 50 years, except for smaller projects with an element of refurbishment. Equipment (items over £10k) is generally depreciated over a period of four years, except where major items are expected to have a longer useful life.

#### Interest

Interest costs form a small proportion of the costs of the University and are linked to the extent to which borrowing is carried out to fund capital developments.

#### **Capital Funding**

To ensure the University's future success and attractiveness to students and staff, there has recently been a very significant level of investment in capital projects agreed by Court. To finance the capital programme the University needs, in addition to any external funds secured for the purpose, cash generated internally by ensuring income is greater than expenditure (this uncommitted balance being misleadingly referred to in accounting terminology as a 'surplus'). In the short term, borrowing is needed to fund building projects; all major projects, however, are required to show their proposed contribution to cash generation as part of the approval mechanism agreed by Court.

## **OPERATION OF THE COURT**

### **Membership**

The membership of Court is subject to minor change on an annual basis and a full list of members for the coming year, including contact details, is circulated to members by the beginning of each session.

### **Induction and Development**

All Court members are provided with an induction session on first appointment, covering matters such as University governance, University finance and the role and responsibilities of members of Court. Members will also be offered development opportunities through attendance at external events, in particular those in the Governor Development Programme of the Leadership Foundation for Higher Education.

During their term of office members may expect to meet with the Chairperson on an individual and informal basis at least once annually to discuss their contribution and to receive guidance if needed. The other purpose of such meetings is to provide an opportunity for members to give feedback on their experience of the Court, as the Chairperson is responsible for ensuring that members interact effectively and have confidence in the way in which Court business is conducted.

### **Meetings of Court**

There are six meetings of Court per year – five business meetings and one annual Retreat, which takes place over a whole day in September. The purpose of the Retreat is to provide an opportunity for members of Court to discuss strategy and future plans with senior management in greater depth, without the pressure of normal business.

The business meetings are held in October, December, February, April and June, normally on a Monday. Meetings start at 2.00 pm and are preceded by an informal lunch (except for the June meeting, which usually starts a little later at 3.00 pm and is followed by an evening social event). Meetings are normally of around three hours' duration; occasionally they can take longer, depending on the amount of business.

An agenda and papers for each meeting are issued approximately one week in advance of the meeting. These are sent to Court members in hard copy form and are also available electronically (as far as possible) from the Noticeboard on the Court homepage ([www.somis.dundee.ac.uk/court/](http://www.somis.dundee.ac.uk/court/)). For efficiency the agenda is normally divided into two parts: part A, comprising matters on which discussion is expected; and part B, comprising other matters for report or approval. The fact that material in part B is not listed for discussion does not mean that this material is unimportant: members are expected to read all the papers and may request at the beginning of a meeting that an item in part B be subject to discussion.

Members may request from the University Secretary or the Director of Policy, Governance & Legal Affairs, in advance of a meeting, clarification or advice on any matter to be discussed by the Court.

Members are expected to declare at the beginning of a meeting, or during the course of a meeting if it becomes appropriate to do so, any pecuniary or other material interest they may have in a matter to be discussed by the Court. (In addition, members are required to complete an annual return for maintenance of the Register of Members' Interests, which is available for public inspection.)

Most substantive Court business is dealt with as the need arises, but some agenda items occur at regular times, as follows:

Each meeting:	reports from the Chairperson (oral) and the Principal (in writing) reports from Committees and from the Senate reports on the appointment of professorial (and equivalent) staff and of heads of schools
December meeting:	approval of annual Financial Statements for the previous financial year, ending 31 July
December and June meetings:	reports on key institutional performance indicators
February meeting	annual report on subsidiary and other related companies
April meeting:	approval of Academic Calendar for the next academic year, including dates of Court and Court Committee meetings
June meeting:	approval of rolling financial strategy, including capital programme and budgets for the next financial year approval of financial forecasts for submission to the Funding Council approval of provisional programme for the Court Retreat in September

Further information on the conduct of Court business and the responsibilities of Court members may be found in the following appendices:

- Code of Conduct for Members of the Court (appendix E)
- The Seven Principles of Public Life (appendix F)
- Role and Responsibilities of the Chairperson of Court (appendix G)
- Standing Orders for the Court (appendix H)
- Code of Practice on Conflict of Interest (appendix I)

## **Committees**

Some aspects of Court business require more detailed consideration than can be given at meetings of the Court itself and are therefore referred to specialist committees. These provide advice and recommendations to the Court, or may make decisions on the Court's behalf under delegated powers. The committee structure has been considerably streamlined in recent years and the main business committees are as follows:

Finance & Policy Committee (which for 2009/10 also encompasses Estates matters)

Human Resources Committee

The Senior Management Team (see page 4) also has the status of a committee of Court. It interacts with other committees, particularly the Finance & Policy Committee, and the Court receives summary reports on its work through the Principal's Report.

In accordance with good practice in corporate governance, adherence to which is monitored by the Funding Council, the Court has the following additional statutory committees:

Audit Committee

Governance & Nominations Committee

Remuneration Committee

For the most part, the membership of Court committees consists of Court members, but some committees include other members drawn from the University staff or (in the case of the Audit Committee) from the lay community. The membership of Court committees is considered annually by the Governance & Nominations Committee for recommendation to the Court.

A list of committee remits is attached (appendix J). Some committees have more detailed terms of reference, amplifying their remits.

## **Openness vs Confidentiality**

The Court adopted the following policy in October 2003:

The University Court is committed to openness in government. It will consult regularly with relevant interest groups, communicate details of its membership, its forward plans and its decisions - including the reasons for these decisions - to stakeholders in a timely fashion, and make the formal record of its meetings widely available.

The agenda (without papers) for a forthcoming Court meeting is published on the Web at the same time as the papers are issued to Court members. Court papers are confidential until they have been addressed by the Court as a body. After the relevant meeting anyone may request sight of a Court paper referred to on the agenda - but members should refer any such requests they receive to the Director of

Policy, Governance & Legal Affairs. Access to certain papers may be denied on grounds of confidentiality: e.g. matters (other than appointment or promotion) concerning individual members of staff, information of commercial value, or a legal opinion provided to the Court in confidence. This policy and practice is of course subject to the Freedom of Information (Scotland) Act 2002, but the University would be likely to invoke the exemptions permitted by the Act in relation to the types of information specified above.

Minutes of Court meetings are prepared on the basis that they will enter the public domain. Draft minutes are confidential until they have been approved at the following meeting; thereafter they are published on the Web. A summary of the proceedings of each meeting of the Court is published in the staff magazine *Contact* (which is also circulated externally).

### **Liability**

Members of Court are unlikely to incur personal liability for acts carried out honestly, reasonably, in good faith and without negligence in fulfilment of their Court duties. Nevertheless the University maintains indemnity insurance to cover acts and omissions of Court members and senior officers.

## ADMINISTRATIVE SUPPORT

### Court Office

The University Secretary is generally responsible for the provision of secretarial services, including legal advice when necessary, to the Court. The Court Office is the particular responsibility of the Director of Policy, Governance & Legal Affairs, who issues the agenda and papers and subsequently produces minutes of the Court's proceedings. The Director of Policy, Governance & Legal Affairs is also responsible for ensuring that nomination and election procedures, in relation to the appointment of members of Court, are properly carried out.

Contact details:

University Secretary	01382 384006	<a href="mailto:j.mcgeorge@dundee.ac.uk">j.mcgeorge@dundee.ac.uk</a>
Director of Policy, Governance & Legal Affairs	01382 385104	<a href="mailto:n.laker@dundee.ac.uk">n.laker@dundee.ac.uk</a>
Court Office	01382 385562	<a href="mailto:l.v.smith@dundee.ac.uk">l.v.smith@dundee.ac.uk</a>

### Expenses

Members of Court are not remunerated for their services, but are entitled to full reimbursement of all necessary expenses incurred in fulfilment of their duties. Lay members may claim the cost of travel for attendance at meetings of Court and its Committees, as well as any other business meetings to which they are invited in their capacity as Court members. Expense claim forms may be obtained from the Court Office. Forms must be signed by the applicant and sent to the Director of Policy, Governance & Legal Affairs for authorisation and coding. Payment can be made by electronic bank transfer (BACS) or by cheque.

Members of Court may claim for first class rail travel or, where no convenient rail service exists, use of their private car at the standard University mileage rate (currently 40p per mile). Claims for air travel may be submitted where necessary, in which case budget airline services should be used if available. N.B. Court members should not hire any vehicle without prior approval from the Court Office.

### Car Parking

Lay members of Court will be provided, on request to the Court Office, with a free annual permit for use of the University car parks on the City Centre campus. When visiting the University, lay members may reserve a space in the visitors' car park, close to the University Tower, by telephoning Tower Reception on 01382 388188.

### Information Resource

Further information for Court members may be obtained via the University Court Web site at <http://www.somis.dundee.ac.uk/court/>. This provides access to biographical information about Court members, past Court minutes, and the full range of policy statements, regulations and guidance currently in force in the

University. A detailed map of the City Centre campus is available at <http://www.dundee.ac.uk/general/campusmap/>.

## STATUTE 9 - THE COURT

### 9 The Court

- (1) The Court shall consist of the following persons, namely:
- (a) A Chairperson (in terms of paragraph (3) below)
  - (b) The Principal or, in the absence of the Principal, a Vice-Principal
  - (c) The Rector or an Assessor nominated by him or her, after consultation with the Students' Association, to serve throughout the Rector's term of office
  - (d) An Assessor nominated by the Chancellor
  - (e) The Lord Provost of Dundee City Council or an Assessor nominated by him or her to serve throughout the Lord Provost's term of office.
  - (f) Two Assessors elected by the Graduates' Council.
  - (g) Two Professors and two Readers, Senior Lecturers or Lecturers elected from among its members by the Senatus.
  - (h) Two members of Academic Council elected by the Academic Council.
  - (i) A member of non-academic staff elected by the non-academic staff.
  - (j) The President of the Students' Association of the University.
  - (k) A matriculated student of the University.
  - (l) Seven other persons, not holding full-time appointments from Court, as may be co-opted by the Court.

Provided always that no matriculated full-time student of any university, other than the President of the Students' Association of the University of Dundee or the member appointed under sub-paragraph (k) of this paragraph, shall be a member of Court.

Provided also that no full-time member of the staff of the University may serve as a nominated or elected Assessor or representative save as provided for under sub-paragraphs (g), (h) and (i) of this paragraph.

Provided further that no former member of staff of the University or former student of the University may serve on Court either as an assessor in terms of sub-paragraphs (c), (d), (e) and (f) or as a co-opted member in terms of sub-paragraph (l) of this paragraph until four years have elapsed from the point at which that person ceased to be a member of staff or a student of the University. This provision, however, shall not apply to any members serving on Court at the point at which it comes into force.

- (2)
- (a) The Chancellor of the University shall have the right to receive Court papers and to attend Court meetings, but shall not be a member of the Court and shall not be entitled to vote at Court meetings.
  - (b) The Principal and the Rector shall hold office as long as they continue to occupy the positions named respectively.
  - (c) The manner of election of the Assessors of the Graduates' Council, of the members of Court elected by the Senatus, by the Academic Council and by the non-academic staff and their respective periods of office shall be as prescribed in the Ordinances.
  - (d) The manner of identification and respective period of office of the student member appointed under sub-paragraph (k) of paragraph (1) shall be as prescribed in the Ordinances.
  - (e) The Assessor nominated by the Chancellor shall hold office for a period of four years from the date of nomination and shall be eligible for further nomination, but shall not hold office continuously for a longer period than eight years:

Provided always that in the event of the Chancellor ceasing to hold office the serving Assessor shall continue to be a member of the Court until an Assessor is nominated by the new Chancellor and no longer.

- (f) Where, under sub-paragraph (c) of paragraph (1) above, the Rector elects not to hold office as a member of Court, but to appoint an Assessor, the Rector shall nevertheless retain the right to receive Court papers and attend Court meetings, but shall not be a member of Court and shall not be entitled to vote at Court meetings. An Assessor so nominated by the Rector shall hold office until the expiry of the term of office of the Rector by whom he or she was nominated and shall be eligible for further nomination, but shall not hold office continuously for a longer period than six years:
- Provided always that on the expiry of a Rector's term of office any serving Assessor shall continue to be a member of the Court until a new Rector is elected and joins the Court as a member or nominates a new Assessor to hold office as a member of the Court in his or her place.
- (g) A co-opted member shall hold office for a period of four years from the date of co-option and shall be eligible for further co-option, but shall not hold office continuously for a longer period than eight years.
- (h) "The maximum total continuous period of office of a person serving as an assessor or a co-opted member of Court who serves consecutive periods of office under a combination of any of the terms of clauses (c) to (f) and (l) of paragraph (1) above is eight years.
- (i) Where a particular skill or expertise might otherwise be lost, the Court may exceptionally agree to extend by a maximum of two years the period of office of members serving under the terms of sub-paragraph (l) or as an assessor in terms of sub-paragraphs (c) or (d) of paragraph (1) above. Members elected by the Graduates' Council who have reached their maximum term of office in that category may, for the same reason, be co-opted for an additional maximum period of two years under the terms of sub-paragraph (l) of paragraph (1) above, if such a vacancy exists.
- (j) On expiry of their maximum period of office on Court, members having served as an assessor or co-opted member in terms of sub-paragraphs (a), (c), (d), (f) or (l) of paragraph (1) above shall not be permitted to seek re-election, re-nomination or re-appointment in any category until a period of at least four years has elapsed from the date on which their membership ceases.
- (k) Casual vacancies among the members of the Court shall be filled as soon as conveniently possible by the body which or person who nominated or elected the person whose place has become vacant, and the person nominated or elected to fill the vacancy shall be a member for the unexpired portion of the period of office of his or her predecessor and shall be eligible for further nomination or re-election.
- (l) Any member of the Court, not being an ex officio member, may resign at any time by writing addressed to the Secretary.
- (m) (i) The Court shall have the power after due investigation to remove the Chairperson or any other member of Court on the grounds of serious personal misconduct, abuse of the rights and privileges of membership of Court, bringing the University into disrepute, persistent absenteeism, medical incapacity or legal impediment.
- (ii) When an investigation of the case for dismissal of a member of Court has been instigated the individual concerned shall be suspended from Court membership pending the outcome of the investigation and the Court's decision thereon.
- (iii) In all proceedings under this paragraph the Court shall ensure that the requirements of human rights legislation are observed.
- (3) (a) A Chairperson of Court shall be elected from among its members who are not students or salaried staff of the University.
- (b) The Chairperson so elected shall begin a new term of office on the Court and shall hold office for a period of three years whereafter the Chairperson shall cease to be a member of the Court. Provided always that the Chairperson shall be eligible for re-election but shall not serve continuously for more than six years in that office.

- (c) The vacancy created as a result of the election of a new Chairperson of Court shall be filled in accordance with either sub-paragraph (l) of paragraph (1) or sub-paragraph (k) of paragraph (2), as appropriate.
  - (d) The Chairperson shall preside over any meeting of the Court but in the absence of the Chairperson from a meeting of the Court or, in the event of the business of the Court making it inappropriate for the Chairperson to preside over any meeting or part thereof, another member shall be elected from among its members who are not students or salaried staff of the University to preside over the meeting.
  - (e) The person presiding over any meeting of the Court shall have a deliberative vote and also a casting vote in case of equality.
- (4) 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. At the adjourned meeting, the business for which the original meeting was called may be completed in the absence of a quorum. The manner of summoning the adjourned meeting and the period of notice to be given shall be prescribed in the Regulations.
- (5) Subject to the provisions of the Charter and these Statutes, the powers and functions of the Court shall, in addition to all other powers vested in it by the Charter and these Statutes, include the following:
- (a)
    - (i) To accept transfer of the property, rights, liabilities and functions referred to in Article 3(j) of the Charter;
    - (ii) To administer and manage the whole finances, accounts, investments, property, business and all affairs of the University, including endowment funds;
    - (iii) To invest any moneys belonging to the University, including any un-applied income, in such stocks, funds, shares or securities as it shall from time to time think fit, whether authorised by law for the investment of trust moneys or not, and whether within or outside the United Kingdom, or in the purchase of heritable property in the United Kingdom, including feu-duties or rents, with the like power of varying such investments from time to time;
    - (iv) To sell, buy, take on feu, feu, exchange, lease and accept leases of lands and other property heritable and moveable on behalf of the University;
    - (v) To provide and maintain the buildings, premises, libraries, laboratories, museums, furniture and apparatus and other means needed for carrying on the work of the University;
    - (vi) To borrow money from time to time on behalf of the University and for that purpose, if the Court thinks fit, to grant securities over, to mortgage or charge all or any part of the property of the University, whether heritable or moveable, real or personal, and to give such other security as the Court shall think fit;
    - (vii) To enter into, vary, carry out or cancel contracts on behalf of the University;
    - (viii) To give guarantees for the payment of any sums of money on the performance of any contract or obligation by any company, body, society or person if the Court considers that it is in the interests of the University to do so;
    - (ix) To undertake all negotiations for obtaining grants from public bodies in aid of the work of the University;
    - (x) To make provision for schemes of superannuation, pensions or retirement benefits for all salaried officers or their dependants and, so far as the Court may think fit, for other employees of the University or their dependants;
    - (xi) To employ, remunerate and accept the advice of any person qualified to advise regarding any matter within the jurisdiction of the Court.
  - (b) To review any decision of the Senatus on representation made by a member of the Court, or a member of the Senatus, or other person having an interest in the decision, within such time as may be prescribed in the Ordinances:

Provided always that the Court shall not review any decision of the Senatus in a matter of discipline except upon appeal taken either by a member of the Senatus or by a member of the University directly affected by the decision and that a person expelled from the University shall be deemed to be a member of the University for the purpose of this clause.

- (c) To appoint committees of its own number or others, to define the powers and to determine the membership and quorum of such committees, and to delegate to any such committee any powers or functions which the Court is itself competent to perform.
- (d) To establish joint committees of the Court and the Senatus to which the Court may appoint members of the Court and the Senatus may appoint members of the Senatus, to define the powers and to determine the membership and quorum of such joint committees and to delegate to any such joint committee any powers or functions which the Court is itself competent to perform.
- (e) To admit to membership of any joint committee of the Court and the Senatus representatives of the student body, to be appointed in such manner and subject to such conditions as may be prescribed in the Ordinances.
- (f) To establish a joint committee of the Court and representatives of the student body.
- (g) To elect the representatives of the University on the General Medical Council and the General Dental Council under the Medical Act, 1956, and the Dentists Act, 1957.
- (h) After consultation with the Senatus, to found new professorships and on the occasion of a vacancy in a professorship, and with the consent of the patrons, if any, to abolish, or alter the title of, such existing professorship, and with the consent of the incumbent and of the patrons, if any, to alter the title of an existing professorship.
- (i)
  - (i) To authorise, after consultation with the Senatus, the establishment of Academic Staff in the University and to appoint to all posts so established: Provided that the Court may delegate the foregoing power to appoint Academic Staff to the Senatus under such terms and conditions as the Court may think fit, including, if thought fit, a provision that the Senatus may itself delegate the power so delegated to it to a Committee appointed by the Senatus in terms of paragraph (5)(n) of Statute 10;
  - (ii) With the approval of the Senatus, to suspend or abolish any academic post except a post created by the Charter or these Statutes.
- (j)
  - (i) To authorise the establishment of staff in the University other than Academic Staff and to appoint to all posts so established;
  - (ii) To suspend or abolish any post other than an academic post or a post created by the Charter or these Statutes.
- (k) On the recommendation of the Senatus, to institute new degrees, diplomas, certificates and other academic awards and to prescribe Regulations therefor, and to add to or amend the Regulations for existing degrees, diplomas, certificates and other academic awards.
- (l) On the recommendation of the Senatus, to regulate the courses of study, the manner of teaching, the length of the academic session or sessions, and the manner of conducting examinations.
- (m) With the approval of the Senatus, to regulate and alter the organisation and management of the academic disciplines of the University.
- (n) To appoint and determine the amount and manner of the remuneration of external examiners.
- (o) To regulate the salaries of all persons who are remunerated by the University and to determine the terms and conditions of service of such persons:  
Provided that the Senatus shall first have had the opportunity to comment on the proposed terms and conditions of service for members of the Academic Staff.
- (p) To determine the conditions and the scale on which pensions may be granted to persons who are remunerated by the University.

- (q) To regulate the amount, manner of payment, and appropriation of fees and other payments made by students.
  - (r) To prescribe by Ordinance or to decide such matters, not otherwise dealt with in these Statutes and the Ordinances, as the Court may deem fit to prescribe by Ordinance or to decide.
- (6) Nothing in this paragraph shall enable the Court to delegate its power to reach a decision under paragraph 10(2) of Statute 16.

## UNIVERSITY COURT

### STATEMENT OF PRIMARY RESPONSIBILITIES

The primary responsibilities of the Court, as the governing body of the University, are:

#### **General**

1. to oversee the management of all of the revenue and property of the University and to exercise general control over its affairs, purposes and functions, taking all final decisions on matters of fundamental concern to the institution;
2. to safeguard the good name and values of the University and to ensure that the institution is responsive to the interests of its stakeholders, including students, staff, graduates, the local community and funding bodies;
3. to make such provision as it thinks fit, in consultation with the Senatus, for the general welfare of students;
4. to ensure the solvency of the University and to safeguard its assets ;
5. to ensure compliance with the University's Charter, Statutes, Ordinances and other rules and regulations of the University, as well as UK and EU law where applicable;
6. to appoint the Principal and Vice-Chancellor of the University, including the terms and conditions attaching to the appointment, and to put in place suitable arrangements for monitoring his or her performance;
7. to appoint a Secretary of the University and to ensure that he or she has separate lines of accountability for the provision of services to the Court and for the fulfilment of managerial responsibilities within the institution;

#### **Strategic Planning**

8. to approve the mission of the University and its strategic plans, setting out its aims and objectives in teaching and research and identifying the financial, physical and staffing requirements for their achievement;
9. to approve a financial strategy, long-term business plans and annual budgets;
10. to approve an estates strategy for the management and development of the University's land and buildings in support of institutional objectives;
11. to approve a human resources strategy and to ensure that reward arrangements for its employees are appropriate to the needs of the University;
12. to monitor the University's performance against approved plans and key performance indicators;

### **Exercise of Controls**

13. to make clear and to review regularly the executive authority and other powers delegated to the Principal and Vice-Chancellor, to other senior officers and to other bodies of the University including the Senate and Committees of Court;
14. to ensure the proper use of public funds awarded to the University and observance of the terms of the Financial Memorandum between the University and the Scottish Further and Higher Education Funding Council;
15. to act as trustee for any legacy, endowment, bequest or gift in support of the University's activities;
16. to establish and monitor effective systems of internal control and accountability throughout the University;
17. to oversee the University's arrangements for internal and external audit and to approve the University's annual financial statements;
18. to ensure that arrangements are in place for the proper management of health and safety in respect of students, staff and other persons affected by University operations;

### **Effectiveness and Transparency**

19. to ensure, through the appointment of co-opted lay persons in accordance with the Statutes, a balance of skills and experience amongst the membership of the Court sufficient to meet its primary responsibilities;
20. to ensure that the proceedings of the Court are conducted in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life<sup>1</sup>;
21. to ensure that procedures are in place in the University for dealing with internal grievances, conflicts of interest and public interest disclosure;
22. to monitor its own performance and that of its Committees, with a formal evaluation of effectiveness undertaken not less than every five years.

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<sup>1</sup> see appendix F

### ROLE AND MAIN RESPONSIBILITIES OF THE PRINCIPAL

The Principal is appointed by the University Court after consultation with the Senate. He or she is responsible to the University Court. The Statutes state that the Principal shall exercise general supervision over the University and shall be generally responsible for maintaining and promoting the efficiency and good order of the University. He or she shall undertake such duties as are laid upon him/her by the provisions of the Charter and Statutes of the University and such other duties as are laid upon him/her by the Court.

He or she shall be the chief academic officer of the University. As such, the Principal shall play a strong leadership role in the strategic academic development of the University and in the economic and cultural exploitation of the work of the University for the public good.

He or she shall be the chief administrative officer of the University. Supported by the Vice-Principals, the Secretary, the Director of Finance and other staff, the Principal shall play a strong leadership role in maintaining and enhancing the efficiency of the University as an institution.

In the absence of the Chancellor or during a vacancy in that office, the Principal shall perform all the functions of the Chancellor, including conferment of degrees.

He or she is responsible for presiding over meetings of the Senate and shall serve as chairperson and/or a member of committees of the Court and Senate as required.

The Principal shall be the accounting officer in terms of the Financial Memorandum between the Scottish Further and Higher Education Funding Council and the University.

The Principal shall represent the University on external bodies *ex officio*, as required by the Court, and shall generally seek to promote the interests of the University externally, in the local community, nationally and internationally.

UNIVERSITY OF DUNDEE

UNIVERSITY COURT

SCHEDULE OF DELEGATION AND DECISION-MAKING POWERS

Duration of Validity: With effect from 25 October 2010 and until such date as it may subsequently decide, the Court has reserved specific powers to itself and delegated others as set out in this Schedule.

Purpose: To define those decision-making powers that are reserved for specific levels of authority. The Schedule is not intended as a general description of roles, remits and responsibilities.

Coverage: Bodies and individuals involved in the management of the University.

Reporting Arrangements: It should be assumed that all significant matters are reported to the Court unless otherwise explicitly stated.

Vacation Powers: Court will determine arrangements for summer vacation powers at the final meeting of each session.

Delegated Powers: While the schedule identifies that certain powers are delegated to specific committees or individual office-holders, any committee or office-holder may decide that a particular issue requires to be ratified by a higher level of authority.

Named Deputies/Alternates: Where powers are reserved to individuals, it should be assumed that a nominated deputy or alternate may exercise the same power in the absence of the postholder.

Audit Committee: The Audit Committee may investigate any matters within its terms of reference with full access to information and University personnel. The Committee shall bring to the attention of the Chairperson of Court any matter of concern to the Committee.

Financial Limits: Where decision-making powers have been delegated with financial limits, these limits are escalated from individuals to another individual/body etc, as follows:

Capital projects: Secretary - Senior Management Team - Court

Disposal of assets: Deans /Directors - Secretary - Court

Business plans: Heads of Colleges/Secretary - Senior Management Team - Finance & Policy Committee

Contracts (non-research): Secretary - Principal - Finance & Policy Committee (This excludes procurement contracts, which are managed by the procurement office in accordance with relevant legislation.)

Loans/grants to subsidiary, spin-out and associated companies: Director of Finance – Finance & Policy Committee

1. **University Court**

Strategic and Financial:

- 1.1 Approve strategic plans, financial forecasts and ancillary documents prior to submission to SFC

- 1.2 Approve financial strategy, including annual capital programme and annual budgets for colleges and support services (and in-year changes to budgets amounting to more than 1% of turnover)
- 1.3 Approve annual accounts, including those of subsidiary companies
- 1.4 Approve areas for reporting via Key Performance Indicators
- 1.5 Approve specific capital projects with an anticipated value of over £1m

Appointments:

- 1.6 Approve appointment of Chancellor (in consultation with Senate)
- 1.7 Approve appointment of Principal (in consultation with Senate)
- 1.8 Approve appointment of Vice-Principal(s) (in consultation with Senate)
- 1.9 Approve appointment of Secretary (in consultation with Senate)
- 1.10 Approve appointment of internal and external auditors
- 1.11 Approve appointment of co-opted members of Court
- 1.12 Approve membership of Court Committees

Dismissals:

- 1.13 Approve dismissal of academic staff, once procedure established by Statute and Ordinance has been completed

Other:

- 1.14 Approve changes to Charter and Statutes and new Statutes (in consultation with Senate and subject to Privy Council ratification)
- 1.15 Approve changes to Ordinances and new Ordinances (in consultation with Senate)
- 1.16 Approve creation and alteration of Colleges and Schools and their constitutions
- 1.17 Approve disposal of assets valued at more than £1m
- 1.18 Approve arrangements for making academic and academic-related posts redundant and approve any subsequent redundancies
- 1.19 Approve arrangements for superannuation of employees
- 1.20 Approve standing orders for operation of Court
- 1.21 Approve severance terms and substantial changes to pay and/or terms and conditions of the Principal

2. **Senate**

- 2.1 Approve Learning & Teaching Strategy
- 2.2 Approve Research Strategy

- 2.3 Approve degree regulations
- 2.4 Award degrees and other qualifications, including honorary degrees
- 2.5 Approve appointment of members of Senate Committees
- 2.6 Elect Senatorial members of Court
- 2.7 Approve policy for the admission of students to the University
- 2.8 Approve honorary professorial appointments on recommendation of Senior Management Team
- 2.9 Approve conferment of Emeritus titles on former members of staff
- 2.10 Approve affiliation of Schools to Colleges

3. **Senior Management Team**

- 3.1 Approve specific capital projects more than £500k, and up to £1m, in value
- 3.2 Approve business plans for projects involving non-capital spend with an annual value of more than £75k and up to £250k
- 3.3 Approve student fee rates (home and overseas) after appropriate consultation
- 3.4 Approve projects for funding from the central Strategic Investment Fund
- 3.5 Approve requests from budget-holders to recruit staff
- 3.6 Approve early retirement and voluntary severance cases, where these are in line with agreed guidelines

4. **Finance & Policy Committee**

- 4.1 Approve business plans for projects involving non-capital spend with a projected annual value of more than £250k
- 4.2 Approve non-research-related contracts or amendments/cancellation of contracts with a value of more than £250k
- 4.3 Approve loans and grants to subsidiary, spin-out and associated companies of more than £100k
- 4.4 Approve Financial Regulations
- 4.5 Approve guidelines for University investments
- 4.6 Approve changes to accounting policies
- 4.7 Be consulted on changes to employer's contributions to the University of Dundee Superannuation Scheme

5. **Human Resources Committee**
  - 5.1 Approve policies and procedures affecting human resources, including health and safety
  
6. **Remuneration Committee**
  - 6.1 Define salary increases for professorial and equivalent academic-related staff, including the Principal
  - 6.2 Determine early retirement and voluntary severance terms for members of staff, except the Principal
  - 6.3 Approve exceptional removal & other expenses where the amount is greater than £5k
  - 6.4 Determine maximum levels of management responsibility payments for Deans and Associate Deans (or equivalent)
  
7. **Audit Committee**
  - 7.1 Approve process for appointment of internal and external auditors
  - 7.2 Approve internal audit needs assessment and internal audit strategic and operational plans
  - 7.3 Approve annual report of internal auditors for submission to SFC
  
8. **College Staff Review Groups (Academic)**
  - 8.1 Determine promotions to senior lecturer
  - 8.2 Approve accelerated advancement and contribution-related points
  - 8.3 Approve confirmation of appointments following probation
  - 8.4 Hear first stage appeals
  
9. **Standing Committee on Readerships**
  - 9.1 Approve promotions to reader
  
10. **Annual Review Group (ALC)\***
  - 10.1 Determine accelerated advancement and contribution-related points for ALC staff
  
11. **Technical Staff Review Committee\***
  - 11.1 Determine accelerated advancement and contribution-related points for technical staff

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\* Note: the future of these annual review committees is subject to further consultation with the recognised unions in the light of the new pay and grading structure.

12. **Clerical Staff Review Committee\***
  - 12.1 Determine accelerated advancement and contribution-related points for clerical staff
  
13. **Ethical Review Committee**
  - 13.1 Determine an ethical review process and policy on all matters relating to animals on University premises
  
14. **College Boards**
  - 14.1 Elect representatives to Senate
  - 14.2 Approve degree programme content and assessment methods
  - 14.3 Approve honorary appointments in the College (except professorial)
  
15. **School Boards**
  - 15.1 Approve appointments of Conveners of Programme Boards
  
16. **Academic Council**
  - 16.1 Elect representatives to Court
  - 16.2 Elect representatives to Senate
  
17. **Termination of Studies (Appeals) Committee**
  - 17.1 Receive and determine appeals from students against termination of their studies
  
18. **Undergraduate Appeals Committee**
  - 18.1 Receive and determine complaints and appeals by undergraduate degree candidates
  
19. **Principal**
  - 19.1 Appoint Deputy Principals
  - 19.2 Appoint Deans, in consultation with School Boards
  - 19.3 Approve, with the countersignature of the Director of Finance, non-research-related contracts or the amendment/cancellation of contracts with a value of more than £100k and up to £250,000
  - 19.4 Initiate procedures for promotion to personal chairs

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\* Note: the future of these annual review committees is subject to further consultation with the recognised unions in the light of the new pay and grading structure.

- 19.5 Approve membership of professorial appointing committees
  - 19.6 Approve promotions and appointments to chairs
  - 19.7 Approve, with the countersignature of the Director of Finance, the formation or winding up of subsidiary, spin-out and associated companies
  - 19.8 Approve appointment of University employees as directors of subsidiary, associated and spin-out companies
  - 19.9 Determine levels of management responsibility payments to Deans and Associate Deans (or equivalent)
20. **Vice-Principals**
- 20.1 Exercise full disciplinary powers in relation to students (Ordinance 40)
21. **Heads of Colleges**
- 21.1 Approve allocation of resources within the College
  - 21.2 Approve expenditure within agreed budgets and in accordance with the Financial Procedures Manual
  - 21.3 Approve, with the countersignature of the Director of Finance, business plans for relevant projects involving non-capital spend up to an annual value of less than £75k
  - 21.4 Approve creation of new posts, filling of vacant posts and extension of existing posts
  - 21.5 Approve extended leave of absence for academic staff
  - 21.6 Approve confirmation of appointments following probation for relevant ALC staff
22. **Deans of Schools**
- 22.1 Approve allocation of resources within School
  - 22.2 Approve expenditure in accordance with the Financial Procedures Manual
  - 22.3 Approve disposal of assets valued at less than £5k
23. **Secretary**
- 23.1 Approve, with the countersignature of the Director of Finance, specific capital projects up to £500k in value
  - 23.2 Approve, with the countersignature of the Director of Finance, non-research-related contracts or amendments/cancellation of contracts with a value up to £100k
  - 23.3 Approve, with the countersignature of the Director of Finance, business plans for relevant projects involving non-capital spend up to an annual value of less than £75k
  - 23.4 Approve, with the countersignature of the Director of Finance, property leases (either as lessor or lessee)

- 23.5 Approve, with the countersignature of the Director of Finance, disposal of assets valued at more than £5k and less than £1m
  - 23.6 Countersign with the Director of Finance loans and grants to subsidiary, spin-out and associated companies up to a maximum of £100k
  - 23.7 Approve charges for use of University car parks
  - 23.8 Apply the University seal to documents as required
  - 23.9 Approve creation of new posts, filling of vacant posts and extension of existing posts in student and academic support services
  - 23.10 Approve membership of appointing committees for non-academic grade 10 appointments
  - 23.11 Approve appointments of non-academic grade 10 staff
  - 23.12 Approve arrangements for hearing appeals by students and members of staff and for other proceedings under Statute 16 (except redundancy)
  - 23.13 Approve confirmation of appointments following probation for relevant ALC staff
- 24. Directors of Student & Academic Support Services**
- 24.1 Approve expenditure in accordance with agreed budgets and the Financial Procedures Manual
  - 24.2 Approve disposal of assets valued at less than £5k
- 25. Director of Finance**
- 25.1 Approve changes to Financial Procedures Manual and Purchasing Manual
  - 25.2 Approve administrative and security arrangements relating to University investments and bank accounts
  - 25.3 Enter into borrowing arrangements, and renew as necessary, in accordance with financial strategy approved by Court
  - 25.4 Approve, with the countersignature of the Secretary, loans and grants to subsidiary, spin-out and associated companies up to a maximum of £100k
  - 25.5 Countersign with the Principal non-research-related contracts or the amendment/cancellation of contracts with a value of more than £100k and up to £250k, and countersign with the Secretary those with a value up to £100k
  - 25.6 Countersign with the Principal the formation or winding up of subsidiary, spin-out and associated companies
  - 25.7 Countersign with the relevant Head of College business plans for projects involving non-capital spend up to an annual value of less than £75k
  - 25.8 Countersign with the Secretary specific capital projects up to £500k in value
  - 25.9 Countersign with the Secretary business plans for relevant projects involving non-capital spend up to an annual value of less than £75k

- 25.10 Countersign with the Secretary property leases (either as lessor or lessee)
- 25.11 Countersign with the Secretary the disposal of assets valued at more than £5k and less than £1m
- 26. **Academic Secretary**
  - 26.1 Approve appointment of external examiners
- 27. **Director of Human Resources**
  - 27.1 Approve dismissal of non-academic staff
- 28. **Director of Research & Innovation Services**
  - 28.1 Approve research-related contracts or amendments/cancellation of contracts
  - 28.2 Approve licensing agreements on behalf of the University
- 29. **R&D Director, Tayside Medical Sciences Centre (TASC)**
  - 29.1 By means of the Sponsorship Committee, to receive and determine applications for the sponsorship of all Clinical Trials of Investigational Medicinal Products (CTIMP clinical trials), all regulated device trials and those clinical research studies which in the view of TASC Research Governance Managers present significant risk.
  - 29.2 Approve contracts relating to the performance of CTIMP clinical trials, regulated device trials and all clinical research studies administered by TASC, or the amendment or cancellation of such contracts, excluding the approval of all grant funding applications, awards and associated contractual terms, which is undertaken by Research & Innovation Services
  - 29.3 Receive and determine applications for the sponsorship of all other clinical research studies.

**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 should at all times exercise their responsibilities in accordance with the Seven Principles drawn up by the Committee on Standards in Public Life<sup>1</sup>: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
2. While occasional absences, e.g. 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 its Committees to which they have been appointed.
3. The Court should exercise its responsibilities in a corporate manner, i.e. decisions should be taken collectively by all of its members acting as a body. Members should not act individually, or in informal groupings, to take decisions on Court business outside the constitutional framework of meetings of the Court, its Committees and properly constituted working groups. Members should seek to persuade fellow members through open debate and should register dissent if they believe that proposals before the Court are contrary to the University's interests. All members should exercise their responsibilities in the interests of the University as a whole: members elected or nominated by particular constituencies should not act as if delegated by the group they represent.
4. Members should take care not to become involved in the day-to-day executive management of the University, except insofar as members who are also employees of the University may have executive responsibilities as part of their normal duties.
5. Members of the Court should look to the Secretary of the University for guidance about their responsibilities under the University Charter, Statutes and Ordinances, as well as relevant legislation and the requirements of the Scottish Further and Higher Education Funding Council. It is the responsibility of the Secretary to alert the Court if it is believed that any proposed action would exceed the Court's powers or be contrary to legislation or to the Funding Council'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**

6. The proper conduct of public business requires that members of governing bodies should act, and be perceived to act, impartially without being

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<sup>1</sup> see appendix F

influenced by business or social relationships. If a member of Court has a pecuniary or personal 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 if it becomes appropriate to do so. The mere fact of being an employee or a student of the University, however, does not constitute a pecuniary interest for this purpose. Having made a declaration of interest, a member is not thereby 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.

7. 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.
8. The University maintains a register of members' interests, which is updated annually and which is available for public scrutiny. 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 (e.g. local authority, NHS provider, non-departmental public body), should 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.

### **Communications**

9. Papers for Court meetings should be regarded as confidential and should not be made available by members to non-members. Members may, however, 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 Secretary, who may judge that certain information is too sensitive to be released. Minutes of Court meetings should also be regarded as confidential until they have been approved by a subsequent meeting of the Court.
10. 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 Chairperson or the Secretary.
11. Members should not disclose decisions of the Court to interested parties either within or outwith the University; such decisions will be intimated formally by the Secretariat.

## THE SEVEN PRINCIPLES OF PUBLIC LIFE

(Advocated by the Committee on Standards in Public Life)

### **Selflessness**

Holders of public office should take decisions 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 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**

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.

### ROLE AND RESPONSIBILITIES OF THE CHAIRPERSON OF COURT

1. The elected 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 Seven Principles enunciated by the Committee on Standards in Public Life<sup>1</sup>.
2. 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. Where the Court has not made explicit provision for action to be taken on its behalf between meetings by the Chairperson or others, the Chairperson may act in cases of urgency or if delaying a decision would disadvantage the University. In such circumstances, when the matter is important, consultation with some or all members of the Court should be undertaken if possible. Any action taken by the Chairperson will be subject to a report made to the next meeting of the Court.
3. 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.
4. 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 should meet with members of the Court on an individual and informal basis at least once annually to discuss their contribution and provide guidance if needed. 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.
5. 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.

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<sup>1</sup> see appendix F

## UNIVERSITY COURT

### STANDING ORDERS

*(Note: These Standing Orders are derived in part from the provisions of Statute 9 – The Court. Clauses which are drawn directly from the Statute are marked with an asterisk.)*

#### 1. **Composition of the Court**

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 is set out in detail in paragraphs (1) and (2) of Statute 9 and in Ordinances 18, 20 and 45.

#### 2. **Chairperson**

- (1) A Chairperson of the Court shall be elected from among its members who are not students or salaried staff of the University.\*
- (2) The Chairperson shall hold office for a period of three years and shall be eligible for re-election, but shall not serve continuously for more than six years.\*
- (3) In the absence of the elected Chairperson from a meeting of the Court or, in the event of the business of the Court making it inappropriate for the elected Chairperson to act as Chairperson, a Chairperson for the time being shall be elected by the meeting.\* That person shall normally be the Convener of the Finance & Policy Committee, who may also deputise for the Chairperson when the latter is required to act in an official capacity outside meetings of the Court.

#### 3. **Dismissal of Chairperson or any Member of Court**

- (1) The Court shall have power after due investigation to remove the Chairperson or any other member on the grounds of serious personal misconduct, abuse of the rights and privileges of membership of Court, bringing the University into disrepute, persistent absenteeism, medical incapacity, or legal impediment.\*
- (2) Investigation of the case for dismissal of a member of Court shall be instigated by the Court on the recommendation of the University Secretary. The Court shall appoint a committee to carry out such investigation, comprising the Chairperson of Court (or the Convener of the Finance & Policy Committee if the former is the subject of investigation), the Principal, one additional lay member of Court and one additional academic member.
- (3) The member under investigation shall be suspended from Court membership pending the outcome of the investigation and the Court's decision thereon\*, but shall have the right to make representations to, and to appear in person before, the investigating committee.

- (4) A recommendation for dismissal, together with a summary of the supporting evidence, shall be submitted for the Court's decision. If the investigating committee concludes that the grounds for dismissal cannot be substantiated or are insufficient and if the Court accepts that conclusion, then the suspension of the member concerned shall immediately be rescinded.

#### 4. **Business**

- (1) The powers and functions of the Court are set out in detail in paragraph (5) of Statute 9.
- (2) All matters and papers for the attention of the Court shall be submitted to the Director of Policy, Governance & Legal Affairs who, in consultation as appropriate with the Secretary, the Principal and the Chairperson, will draw up and distribute the agenda and supporting papers for each meeting of the Court.

#### 5. **Schedule of Meetings**

- (1) There shall normally be not less than two business meetings of the Court in each semester, i.e. four per annum. A schedule of meeting dates for each academic session shall be approved by the Court and published by no later than its final meeting in the preceding academic session.
- (2) Additional meetings outside the published schedule of meetings may be summoned upon notice being given in writing to each member of Court not less than seven days before the date of such a meeting.
- (3) Agenda and supporting papers for each meeting of the Court shall be distributed to members normally not less than one week before the date of the meeting.

#### 6. **Conduct of Meetings**

- (1) 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.
- (2) 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. At the adjourned meeting, the business for which the original meeting was called may be completed in the absence of a quorum.\* Notice of the adjourned meeting shall be given in writing to each member of the Court not less than seven days before the date of such meeting.
- (3) 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 or take part in discussion. Persons so invited will not be accorded voting rights.

- (4) Voting on any issue, if necessary, shall be by a simple majority on a show of hands. Only members of Court may vote, i.e. to the exclusion of officers of the University who attend meetings but who are not members of Court. The Court may determine at its discretion to use a more elaborate or secret voting procedure in particular circumstances.
- (5) The person presiding over any meeting of the Court shall have a deliberative vote and also a casting vote in case of equality.\*

## 7. **Minutes**

The production of Minutes of meetings of the Court shall be the responsibility of the Director of Policy, Governance & Legal Affairs. The Minutes of each meeting shall be approved by the Court at its subsequent meeting.

**CODE OF PRACTICE ON CONFLICT OF INTEREST**

*(Note: This Code applies to all University staff and, where appropriate, members of Court. Additional guidelines on conflict of interest, specific to members of Court, are incorporated in the Code of Conduct for Members of the Court - appendix E.)*

**Introduction**

1. The establishment of links between University employees and outside bodies – whether Government departments, commerce, industry, or others – is not only in the public interest but also benefits the University and the individuals concerned. However it is possible that such links may give rise to potential conflicts of interest. The University has therefore prepared the following guidelines and rules to help individuals assess whether or not proposed activities could cause a conflict of interest, and to outline the procedure for disclosure of any perceived or potential conflict.

**Guidelines as to Conflict of Interest**

2. It is not possible to define all the circumstances which may cause a conflict of interest, but the following are examples of situations giving rise to a perceived conflict of interest. In any situation where an individual is uncertain as to the propriety of a given arrangement, advice may be sought from the Secretary of the University.
  - (a) Use of the University’s research or administrative facilities to pursue personal, business, commercial, or consulting activities.
  - (b) Any attempt to restrict rights governing the timing and content of publications, except in circumstances properly approved by the University to protect privacy, commercially sensitive proprietary information, and patentable inventions.
  - (c) Involvement in externally funded activity which might infringe the right of a student engaged in the activity to complete the degree for which he or she is registered, and/or to publish freely his or her findings (except in the circumstances referred to in sub-paragraph (b) above).
  - (d) A financial interest held by an individual (or by his or her immediate relative(s) or household member(s)) in an external enterprise engaged in activities closely related to that individual’s line of research in the University. Examples of such interests are paid consultancies, paid service on a board of directors or advisory board, or equity holdings in or royalty income from the enterprise. The existence of such an interest does not necessarily imply conflict, but is likely to give an appearance of conflict, and should be declared.
  - (e) A personal involvement in any company or commercial enterprise which is in a contractual relationship with the University, or which is in the process of negotiating a contract with the University, where the employee has been

concerned or connected with placing or negotiating the contract in question or with the research or other activity which the contract might cover.

(f) Application by family members or friends for employment in the University or in a related company, where an individual is in a position to influence the appointing process. (*Note: the University operates specific rules on the appointment of close relatives in the same department.*)

(g) Receipt of gifts or hospitality by an individual (or by his or her immediate relative(s) or household member(s)) from a company or organisation offering goods or services to the University.

3. There are in addition certain circumstances which give rise to such clear conflicts that the University Court has adopted the specific rules set out below.

### **Executive Directorships**

4. For the purpose of this guidance, an executive directorship is one involving an active management role, whether or not including research, in the company concerned.

5. No member of staff shall hold any executive directorship without express approval by the Principal (or, in the case of the Principal, by the Chairperson of Court). Approval for such directorships may be given in the following circumstances:

(a) where the holding of an executive directorship is or will be necessary to satisfy the requirements of a recognised stock exchange for the listing of scientific, research-based companies; and/or

(b) where approval can be justified on other grounds, although such approval will only be given in exceptional cases.

6. In either case, consent will be given only if it is evident that the appointment will comply with the University's general conditions relating to the holding of other appointments.

### **Holding of Directorships and Shares by Administrative Officers of the University**

7. For the purpose of these rules administrative officers are defined as staff of the University's student and academic support services, faculty and departmental administrative staff, and others employed by the University in academic-related grades.

8. Unless formally nominated by the University to do so, no administrative officer shall serve in a personal capacity as a director or other officer of a company or commercial enterprise, the establishment of which arose out of or was connected with work done in the University, or any company or commercial enterprise in a contractual relationship with the University, where the administrative officer was concerned or connected with placing or negotiating the contract in question.

9. Any administrative officer nominated by the University to serve as the director of a company shall be deemed to accept the nomination in the discharge of his or her duties as an employee of the University, and shall decline to accept any director's fee.
10. No administrative officer shall hold any shares in a company, the establishment of which arose out of or was connected with work done in the University, or any company in a contractual relationship with the University, where the administrative officer was concerned or connected with placing or negotiating the contract in question - unless such shares have been acquired following the listing of the company on a recognised stock exchange.

### **Declarations**

11. It is the duty of all employees to disclose any actual or potential conflict of interest. The procedures for disclosure are explained below. Failure to disclose an actual conflict of interest may result in disciplinary action.
12. A declaration as to any conflict of interest will be sought by the University at the funding award stage in connection with any externally funded research project. Application for permission to undertake other activities will require the individual concerned to declare any conflict of interest before permission will be granted. Disclosure should be made in writing and should be directed to the Secretary of the University. This procedure will also apply in other situations giving rise to a potential conflict of interest.
13. In addition to declaring any conflict or potential conflict in accordance with paragraph 12 above, individuals occupying the following positions shall be required to submit an annual declaration of external interests:
  - Members of Court and supporting officers
  - Vice and Deputy Principals
  - Deans
  - Directors of student and academic support services
  - Other administrative officers with significant budgetary or procurement responsibilities
14. A record of all declarations made shall be maintained centrally by the Secretary of the University.
15. In addition to declarations made from time to time under the terms of paragraph 12 above, records shall be updated regularly and members of staff shall be required to provide updated information on request.
16. If a conflict of interest or a potential conflict of interest has been disclosed, the individual concerned shall discuss a possible resolution with the Secretary of the University. Any unresolved matter shall be referred to the Audit Committee for advice; in cases of particular difficulty the matter shall be referred to the Court.

## COURT COMMITTEES AND THEIR REMITS

### **Audit Committee**

To advise the Court in relation to its responsibilities for:

- proper financial management;
- the effectiveness of internal control and management systems;
- safeguarding the assets of the University and public funds;
- the economy, efficiency and effectiveness of the University's activities; and
- corporate governance and conduct of the University's operations.

### **Ethical Review Committee**

To act on behalf of the Court in ensuring that the University meets its obligation under the Animals (Scientific Procedures) Act 1986 to maintain an ethical review process, and to determine policy on all matters relating to animals on University premises.

### **Finance & Policy Committee**

- To advise the Court on the finances and overall financial health of the University in the light of government policies on higher education and public spending, the resource allocation policies of SFC and the main research funders, and the operational performance of the University;
- to set the financial parameters within which the University operates;
- to approve financial forecasts; to approve annual budgets and to monitor performance in relation to those budgets;
- to approve the allocation of resources to support University strategies and plans;
- to approve projects involving major capital spend; and
- to review draft strategic planning documents and to consider their resource implications.

### **Human Resources Committee**

- To maintain and review a human resources strategy for the University in support of the institution's wider objectives and to promote staff welfare;
- to develop, implement and review principles, policies and procedures on all personnel-related matters for all staff employed by the University, and to ensure that these comply with the requirements of relevant employment legislation;
- to monitor and review all health and safety arrangements within the University affecting staff, students and visitors and to advise the Court on statutory and other requirements relating to its responsibilities for health and safety;

- to monitor and evaluate the University's staff development policies and to promote relevant developmental opportunities for staff;
- to sustain and evaluate an equal opportunities policy for the University and to sponsor programmes of action in support of the policy;
- to oversee the staff consultative process with the recognised trades unions and to advise the Court accordingly.

### **Governance & Nominations Committee**

- To advise Court on any matter pertaining to the University's framework for corporate governance and its operation, including, but not limited to:
  - The role and manner of election of the Chairperson of Court;
  - Compliance with external governance requirements and consideration of matters of best practice;
  - Oversight of the University's Charter, Statutes and Ordinances (in consultation with the Senate);
  - Oversight of the Court's standing orders and any other documents relating to the role and conduct of Court members and to the mechanisms for the smooth operation of Court and its Committees;
  - Oversight of the election procedures for elected members of Court (where appropriate, in discussion with the relevant electing body);
- To make recommendations to Court on the appointment of Court members who are not elected, nor *ex officio* in terms of the Statutes; and
- To recommend to Court the membership of Court committees.

### **Remuneration Committee**

To review on behalf of Court the remuneration of professorial and equivalent staff and of the Principal.

### **Senior Management Team**

To formulate advice to Court on the University's strategic plan, to implement the agreed plan, and to ensure the effective coordination and management of the activities of the University. The decision-making powers of the Senior Management Team will be as defined in the Schedule of Delegation and Decision-Making. The Principal is accountable to the Court for the effectiveness of the Senior Management Team and will report to each meeting of the Court in writing on the work of the Team; the Principal is also responsible for ensuring effective links between the Senior Management Team, the Finance & Policy Committee and other Committees of Court and Senate as appropriate.

### **University/NHS Strategic Liaison Committee**

As a joint Committee with NHS Tayside, to provide a forum for the discussion of policies and issues of mutual concern.