CONTENTS

1. Membership
   1.1 Membership of Court
   1.2 Standing Committees of the University Court
   1.3 University Court Committee Structure
   1.4 Recruitment and appointment of new members
   1.5 Induction of new Court members (including training opportunities)
   1.6 Disclosure of Interests (including partners and close family members)
   1.7 Members' Terms of Office
   1.8 Effectiveness and Performance Reviews
   1.9 Code of Conduct for Members
   1.10 Disqualification from Membership (including Appeals Process)
   1.11 Support for Non-Executive Members
      1.11.1 Directors' Insurance
      1.11.2 Expenses, accommodation and car parking
   1.12 Participation in University life

2. Constitution
   2.1 The Legal Constitution of the University Court
   2.2 The History of the University
   2.3 The Primary Roles & Responsibilities of Court
   2.4 Key Relationships to the University Court
      2.4.1 The Scottish Funding Council
      2.4.2 The Students’ Association and the Athletic Union
   2.5 The Court Operating Procedures
   2.6 The Rector
   2.7 The Senior Governor
   2.8 The Chancellor & Vice-Chancellor
   2.9 The Principal
   2.10 The University Management Structure
   2.11 The Role of Executive Officer to Court

3. Further Information
   3.1 Court Committees: Remits and Membership
   3.2 Standing Financial Instructions
   3.3 Glossary of Terms, Titles, Abbreviations and Acronyms commonly used within the University of St Andrews and Higher Education
   3.4 Useful web links and sources of information
   3.5 Representative Bodies in Higher Education
   3.6 Office of the Scottish Charity Regulator (OSCR) guidelines on the role of Trustees of Charitable Organisations
   3.7 Expenses

For further information on any aspect of the content of this handbook, please contact the Executive Officer to the University Court & Senate, by email (court@st-andrews.ac.uk) or by telephone (01334-462526).
1. MEMBERSHIP
1.1 MEMBERSHIP OF COURT

The Rector (President)
Mr Srdja Popovic (until October 2020)

The Senior Governor (Vice-President)
Dame Anne Pringle

The Principal
Professor Sally Mapstone

The Senior Vice-Principal
Professor Garry Taylor

The Chancellor’s Assessor
Mr Adrian Greer (from 1 August 2016 until 31 July 2020)

The Rector’s Assessor
Ms Camilla Duke

The Provost of Fife
Councillor Jim Leishman

Assessors of the General Council
Mr Nigel Christie* (from 1 August 2012 until 31 July 2020)
Mr Kenneth Cochran* (from 1 August 2014 until 31 July 2022)

Assessors of the University’s Senate
Professor Sharon Ashbrook (from 1 June 2017 until 31 July 2020)
Professor Frances Andrews* (from 1 August 2012 until 31 July 2019)
Dr Derek Ball (from 1 August 2018 until 31 July 2022)
Dr Morven Shearer (from 1 August 2017 until 31 July 2021)

Non-Academic Staff Member
Ms Donna Pierz-Fennell (from 1 August 2017 until 31 July 2021)

Students’ Association
Ms Paloma Paige (President) (from 1 July 2018 until 30 June 2019)
Ms Alice Foulis (Director of Education) (from 1 July 2018 until 30 June 2019)

Co-opted Non-Executive Members (8 max)
Mr Timothy Allan (from 14 November 2015 until 13 November 2019)
Ms Pamela Chesters (from 1 August 2016 until 31 July 2020)
Mr Ken Dalton*† (from 1 August 2013 until 31 July 2021)
Ms Eve McCurrich (from 1 August 2018 until 31 July 2022)
Professor Stuart Monro* (from 1 August 2014 until 31 July 2022)
Mr Nigel Morecroft* (from 24 August 2012 until 31 July 2022)
Dame Anne Pringle* (from 15 March 2012 until 31 July 2020)
Professor Sir David Wallace* (from 1 August 2014 until 31 July 2022)

† Designated Intermediary on Court
* Serving second term
1.2 STANDING COMMITTEES OF THE UNIVERSITY COURT

The Committees reporting to the University Court are as follows:

- Audit & Risk Committee
- Governance & Nominations Committee
- Planning & Resources Committee (PARC)
- Remuneration Committee

The University Court also operates a Dual Assurance scheme, whereby areas of responsibility previously covered by Court Committees are governed by a number of smaller Assurance Groups, each with a reporting line to a parent committee. These groups are as follows:

- Academic (parent: Audit & Risk Committee)
- Health & Safety (parent: Audit & Risk Committee)
- Investment & Treasury (parent: PARC)
- University Ethics & Research Integrity (parent: Audit & Risk Committee)

The Remits and Memberships of each Committee and Assurance Group are detailed in Section 3.1.

An appointed member of Court also normally serves as convener of the University’s Superannuation & Life Assurance Scheme, the local Pension scheme.
1.3 UNIVERSITY COURT COMMITTEE STRUCTURE

- University Court
  - Audit & Risk Committee
  - Governance & Nominations Committee
  - Planning & Resources Committee
  - Remuneration & Human Resources Committee
  - Superannuation & Life Assurance Scheme
    - Investment & Treasury
  - Academic
  - University Ethics
  - Health & Safety
1.4 RECRUITMENT AND APPOINTMENT OF NEW MEMBERS

The Governance & Nominations Committee of Court has responsibility for identifying appropriately qualified individuals as potential Non-Executive Members of Court. The identification of members is undertaken via open advertising, canvassing of the alumni community and through direct recommendations from existing Court members, staff and students.

In some instances, appropriately qualified individuals are identified by this process to serve as external members on Court Committees even if an opportunity does not exist for appointment to membership of Court.

Forthcoming Court vacancies and the appointment process are published on the University’s website, external media outlets and through regular communication with the alumni community.
### 1.5 Induction of New Court Members (Including Training Opportunities)

#### Court Members' Induction Checklist

<table>
<thead>
<tr>
<th>Meetings</th>
<th>Compulsory</th>
<th>On Request</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Senior Governor</strong></td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>To discuss in broad terms what is expected of Court members and any</td>
<td></td>
<td></td>
</tr>
<tr>
<td>individual role s/he might be expected to play; the senior management /</td>
<td></td>
<td></td>
</tr>
<tr>
<td>governor relationship</td>
<td>✓</td>
<td></td>
</tr>
<tr>
<td><strong>Principal and Vice-Chancellor</strong></td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>University long-term strategy and plans; current priorities; the context</td>
<td></td>
<td></td>
</tr>
<tr>
<td>of Higher Education in the UK and Scotland, including the University's</td>
<td></td>
<td></td>
</tr>
<tr>
<td>relationship with the Scottish Funding Council</td>
<td>✓</td>
<td></td>
</tr>
<tr>
<td><strong>Vice-Principal (Governance)</strong></td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Training opportunities for Court members; current issues and</td>
<td></td>
<td></td>
</tr>
<tr>
<td>standards in HE governance; charity trustee responsibilities</td>
<td>✓</td>
<td></td>
</tr>
<tr>
<td><strong>Quaestor &amp; Factor</strong></td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>University Planning; University management &amp; structure</td>
<td>✓</td>
<td></td>
</tr>
<tr>
<td><strong>Chief Financial Officer</strong></td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Budget and financial information, including the role of Court in</td>
<td></td>
<td></td>
</tr>
<tr>
<td>monitoring thereof</td>
<td>✓</td>
<td></td>
</tr>
<tr>
<td><strong>Executive Officer to Court</strong></td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Arrangements for Court meetings and papers; members’ expenses; e-</td>
<td></td>
<td></td>
</tr>
<tr>
<td>mail registration and ID Card production; Court Office and the services</td>
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<td></td>
</tr>
<tr>
<td>available to members; Register of Interests information; structure and</td>
<td>✓</td>
<td></td>
</tr>
<tr>
<td>format of Court meetings</td>
<td>✓</td>
<td></td>
</tr>
<tr>
<td><strong>The Rector</strong></td>
<td>✓</td>
<td></td>
</tr>
<tr>
<td><strong>Deputy Principal and other members of the Principal’s Office</strong></td>
<td>✓</td>
<td></td>
</tr>
<tr>
<td><strong>Deans of Faculty</strong></td>
<td>✓</td>
<td></td>
</tr>
<tr>
<td><strong>Heads of Schools and Units</strong></td>
<td>✓</td>
<td></td>
</tr>
<tr>
<td><strong>Conveners of Court Committees</strong></td>
<td>✓</td>
<td></td>
</tr>
<tr>
<td><strong>President of the Students’ Association or other sabbatical officers</strong></td>
<td>✓</td>
<td></td>
</tr>
</tbody>
</table>

#### Documents and links to be provided

- Court Members’ Handbook
- The Scottish Code of Good Higher Education Governance
- The University Strategic Plan
- The latest audited annual accounts
- Scottish Funding Council Financial Memorandum
- Current Outcome Agreement with Scottish Funding Council
- Key Strategies & Policies
<table>
<thead>
<tr>
<th>Other</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Training opportunities – internal and external</td>
<td>✓</td>
</tr>
<tr>
<td>Tour of University and Key Buildings</td>
<td>✓</td>
</tr>
<tr>
<td>IT Support</td>
<td>✓</td>
</tr>
</tbody>
</table>
Registration and Declaration of Interests

1. Introduction

It is important that all persons routinely attending meetings of the University Court and its committees ("relevant persons") take proper account of any conflict of interest which might arise from their University involvement on the one hand and their membership of, or connection with, other bodies outside the University on the other. The following is a set of simple steps which should therefore be followed.

2. Registration of interests

Any relevant person who has a material interest in matters that might possibly be considered by either the Court or a committee should register that interest. Such interests should be clearly entered in the appropriate section(s) of the Register of Interests form provided. In practice, it is often impossible to predict in advance when an interest might become an issue of potential conflict, so members of Court are advised to register all (non-trivial) interests as indicated below.

3. Relevant interests

Relevant interests in this context include the following:-

(a) Employment by, or ownership or part-ownership of, businesses or consultancies.

(b) Directorships, including Non-Executive directorships of public or private companies.

(c) Significant (1%+) shareholdings in public and private companies.

(d) Membership of other bodies, whether public or private organisations, which might impinge directly or indirectly on the business of the University.

4. Connected Persons

The interests of ‘connected persons’ should also be declared (with reference to Section 3 above). These include a relevant person’s spouse, partner or close family members.

5. The Register of Interests

(a) The Executive Officer to Court is responsible for establishing and maintaining a formal Register of Interests and for ensuring its availability for inspection in the Court Office by those obliged to supply information for inclusion in the Register, officers of the Scottish Funding Council and the University’s internal and external auditors. Each member’s Register of Interests entry will be made available on the University website.

(b) The Register should include details of all directorships and other relevant interests declared by the relevant persons as defined in paragraph 3 above.

(c) The Executive Officer will ensure that any person newly elected or appointed to the Court or to a committee is asked to provide the necessary information for the Register of Interests and that, before 1st September each year, all relevant persons are asked to review their entries in the Register of Interests to ensure its ongoing accuracy.
(d) Any relevant person whose interests, as defined in paragraph 3 above, change materially at any time during the course of the year should advise the Executive Officer and request any necessary revision to the Register of Interests.

(e) The existence and availability of the Register should be noted in the University’s Annual Financial Statements. In accordance with FRS 8 it might be deemed necessary to make further disclosures in the Financial Statements. However, no declaration will be made without prior consultation with the individual involved.

6. Declaration of Interests

Any relevant person who has a clear and substantial interest in a matter under consideration by the Court, or by a committee or sub-committee, or in connection with a University subsidiary company, should declare that interest at the beginning of any meeting where the matter is to be discussed, whether or not that interest is already recorded in the Register. A statement to this effect is included on each Court agenda. All interests so disclosed will be recorded in the minutes of the meeting. If the Chair deems it appropriate, the member shall absent himself or herself from all or part of the meeting’s discussion of the matter.

Under The Charities and Trustee Investment (Scotland) Act 2005, as charity trustees, Court members are expected to act in the best interests of the University, always putting these interests ahead of any other interest a member might have.

7. Gifts and Hospitality

Court members fall under the University’s general policy guidance on personal business conduct, including therein the receipt of gifts, hospitality and other personal benefits. Guidance on the thresholds of disclosure is published on the University’s website.
1.7 MEMBERS’ TERMS OF OFFICE

1. Periods of Appointment

Court members are normally appointed from 1st August in any particular year. A phased rotation of membership applies. Most appointments are made for a four-year term. Renewal for a further four years is possible.

Committee members are appointed from 1st August in any particular year. A phased rotation of committee membership applies and appointments are made for one to four years. Members will not normally be reappointed immediately following a four-year period.

Committee conveners are eligible for appointment for a second four-year term but the maximum term of membership normally will be eight years, including any initial period of ordinary membership of the committee.

2. Re-engagement

Committee membership will not be affected by a University contract of re-engagement but such staff will not be appointed to committees \textit{ab initio}.

3. Research Leave

Academic staff who are on research leave for more than one semester continuously should normally resign from membership of Court.

4. Quorum

The Quorum of the University Court is seven members (as per the 1889 Universities (Scotland) Act). For all other Committees of the University the Quorum is usually 50% of the full membership (excluding those routinely “in attendance”).

5. Dates of Meetings

The Executive Officer to Court will produce a schedule of dates for meetings throughout the academic year, to be published annually in advance, on the University website, in order to assist inter-committee co-operation.

6. Meetings of University Committees

University meetings are organised broadly into cycles per semester, each cycle culminating in meetings of Court and Senate / Academic Council (the “parent bodies”). This allows business to be brought first to the appropriate committee so that the parent bodies can be fully prepared for decision before it comes before the parent body. Papers for a meeting should normally be in the hands of the secretary of the committee at least ten days in advance of the meeting.

Conveners of committees have a pivotal role to ensure that the Court (and where necessary the Senate) is fully appraised of the rationale behind committee decisions and recommendations. Consequently, the Court itself should consider in some detail and reach a full understanding of the issues involved before reaching a final decision. The President of Court (the Rector, whom failing the Senior Governor) should thus encourage debate and reasoned discussion at Court meetings. In addition to conveners leading such debates, other Court members of the committees concerned should contribute to these discussions.
The Senior Governor should receive the agenda papers for all meetings of University Committees and have the right to attend any such meetings so that s/he might have a better understanding of committees' operations and effectiveness.
1.8 EFFECTIVENESS AND PERFORMANCE REVIEWS

A Governance Review Group was established by the University Court in 2005 to conduct an Effectiveness Review of the University Court. This Group reported to Court in June 2006, and Court welcomed the bulk of the recommendations. Action plans were established for taking forward the various proposals.

One of the proposals was to affirm that all Court members should have a structured opportunity for receiving feedback on their effectiveness, both in their individual capacities and (where appropriate) as conveners of major University committees. The Review Group recommended a professional appraisal of all Court members by the Senior Governor every two years. A deputy might be considered to share the workload. Training needs might be identified in the course of these appraisals. Court members would normally be appraised by the Senior Governor in their first year, and every two years thereafter. (The appraisal of the Senior Governor is done annually and is conducted by the designated Intermediary on Court, who consults other Court members in confidence).

The effectiveness of the Committees of the University Court is another point of focus. The Court Effectiveness Review of 2006 recommended an annual review of the Committee memberships and remits by the Governance & Nominations Committee, and each Committee is expected to review its own remit at the start of each session. The status of the Equal Opportunities Committee was also reviewed at the time of the Court Effectiveness Review, and a plan was initiated to wind it up and embed its responsibilities more widely in the relevant Committees of the University. This was carried out during the 2008-09 session.

In Academic Year 2009-10 a major governance review of Court Committees was undertaken. At this time the number of Court Committees was significantly reduced to the number that currently exists. Delegated powers for Committees were increased in order to prevent routine business coming to full meetings of Court and in order better to enable full Court to focus on significant strategic issues. Some functions that were previously performed by Committees were assigned to ‘Assurance Groups’, following a model established at the University of Exeter. These are a pairing of a lay member of Court with a member of senior management to assure Court that certain activities are being properly managed. All Assurance Groups have a parent committee to which any concerns by the member of Court can be escalated.

In recent years the Senior Governor has also conducted annual Court Effectiveness Reviews through surveys and meetings with members of Court. The results of these findings are reported to Court and to the Governance & Nominations Committee. Recommendations are discussed, and appropriate actions follow.

An externally-facilitated review of overall Court Effectiveness will be undertaken in AY2017-18, as per the requirements of the Scottish Code of Good HE Governance.
1.9 CODE OF CONDUCT FOR MEMBERS

This Code of Conduct applies equally to all members of the Court.

Members of Court:

- Must make all reasonable efforts to attend every meeting of Court. In the event of unavoidable absence a member should so inform the Court Office prior to the meeting.
- Have a duty to read the papers to be considered by Court (normally circulated to members a week prior to each meeting), to consider their content and to seek any necessary clarification from the Senior Governor, the Executive Officer to Court, the Convener of the appropriate committee or the author of a paper.
- Must ensure, through the President, that their views relevant to an item under discussion are heard by Court, always bearing in mind the best interests of the University.
- Must participate in ensuring that Court discussions are held and decisions taken in an honest, open and objective manner and that the taking of sectional positions is avoided.
- Must, where a consensus decision proves impossible and a vote is called, vote objectively and dispassionately. If a member votes against a motion which is carried by a majority of those present, s/he must either subsequently support the decision or exceptionally, if the matter is deemed to be a serious question of conscience or principle, resign from Court membership.
- Must bring the same qualities of honesty, openness and objectivity to any work they have agreed to undertake on Standing Committees of the University or on working parties established by the Court.

The Key Principles of Ethical Standards in Public Life

In 1995, the Committee on Standards in Public Life (the Nolan Committee) identified seven principles of conduct underpinning public life "for the benefit of those who serve the public in any way" and recommended that public bodies should draw up Codes of Conduct incorporating these principles. The Scottish Executive have since introduced two further principles to the original seven, as detailed below:

- **Duty** - Holders of public office have a duty to uphold and act in accordance with the law and public trust placed in them as members. Individuals have a duty to act in the interests of the public body of which they are a member and in accordance with the core functions and duties of that body.
- **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 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 and employees of the public body and the role each play, treating them with courtesy at all times. Similarly holders of public office must respect members of the public when performing duties as a member of their public body.
1.10 DISQUALIFICATION FROM MEMBERSHIP (INCLUDING APPEALS PROCESS)

The following shall be *prima facie* reasons for disqualification / dismissal from Court. The Governance & Nominations Committee shall take due account of these constraints both in respect of its recommendations for Non-Executive members of Court and also in its communications with persons or bodies empowered to appoint or elect Court members.

- Disqualification as a charity trustee by virtue of the exceptions specified in the Charities and Trustee Investment (Scotland) Act 2005 (see further information provided on p.65).
- Undischarged bankruptcy.
- Conviction for a serious criminal or relevant civil offence.
- Current remunerated employment (including honorary employment) by, or membership of the governing body of, a Scottish Higher Education Institution.
- Without good reason, continuous (i.e. six months or longer) or persistent absence from meetings of Court or its committees. (Normally, Court members will not reside furth of the British Isles).
- Serious or persistent non-compliance with the Court’s Code of Conduct for its members.
- Activities or actions likely to bring the University into disrepute (a decision to disqualify a member on this ground would require to be issued by Court on the recommendation of the Governance & Nominations Committee).

**Appeals Process**

The Senior Governor shall normally initiate any process for disqualification. S/he shall take such advice as is deemed necessary and will bring the matter to the Governance & Nominations Committee for ratification. In the case of the Senior Governor being the subject of such a procedure, the designated Intermediary on Court will act in this capacity.

If such a dismissal or disqualification is challenged, then the appeal will be heard by the University Chancellor. Any such appeal must be submitted in writing to the Executive Officer to Court with 15 days of official notification of dismissal. The Chancellor will receive a report from the Senior Governor of Court (or the designated Intermediary on Court, if appropriate), but might request such further evidence as s/he sees fit. The decision of the Chancellor shall be final and will normally be conveyed within 30 days of receipt of the appeal.
1.11 SUPPORT FOR NON-EXECUTIVE MEMBERS

1.11.1 Directors’ Insurance

The University carries Directors’ Insurance that provides basic appropriate cover for members of Court and external members of Court Committees who are engaged in managing the business and affairs of Court.

Any member wishing to discuss the full details of the cover provided should contact Mr Kenneth Stewart in the Finance department, by email to kgns@st-andrews.ac.uk or by telephone on (01334) 462465.

1.11.2 Expenses, accommodation and car parking

Members of Court are entitled to reclaim through the Court Office all expenses properly and reasonably incurred in the course of their official Court duties, normally limited to costs incurred within the UK and which meet the requirements of University policy.

All such claims should be submitted using the process detailed in Section 3.6 and be supported by appropriate receipts. The University’s Staff Travel, Subsistence and Expenses policy should be consulted prior to completion of any expense claim.

Non-Executive Members of Court who require accommodation while attending business at the University or on behalf of the University should contact the Court Office in the first instance.

Apart from authorised expenses, members will receive no financial consideration in consequence of their membership of the Court.

Non-Executive Members of Court who require a parking space whilst they are on University business in St Andrews should contact the Court Office at the earliest opportunity as the number of spaces are limited and are allocated to all visitors to the University on a first-come-first-served basis.
1.12 PARTICIPATION IN UNIVERSITY LIFE

In addition to the responsibilities that members of Court have with regard to meetings of Court and its Committees, opportunities exist for participation in the life of the University. It is considered beneficial for members of the University's governing body to be able to engage with staff and students in a range of different contexts. Such an engagement can lead to a broader and deeper understanding of the workings of the institution. It is not expected that members of Court will be able to accept all the invitations that they might receive, but they are encouraged to do so whenever possible. The University will compensate members of Court for travel and accommodation in such cases.

Court members can expect to be invited to certain University ceremonies. These include particularly the Graduation ceremonies in November and June. Attendance at special ceremonies, such as for the installation of a new Rector or Principal, will also be offered to Court members. Frequently dinners, receptions and Chapel services will be attached to such ceremonies. Court members will normally join the academic procession for such ceremonies.

Special or public lectures, official openings of buildings and occasional student-led events offer further opportunities for the involvement of Court members. On Sundays, Court members might join the academic procession if they wish at services in the University Chapel. Court members also have borrowing rights at the University Library and might work in the Library upon presentation of their identity card.

In order to facilitate communications, all Court members are offered University email accounts. Such accounts can be accessed remotely via the University's webmail facility. Court members can also book a meeting room, via the Court Office, should this be required. Finally, in order to make participation in University life and business easier, Court members might reserve car parking behind College Gate. This should be booked at least a day in advance by contacting the Court Office (Tel. 01334-462005 or email court@st-andrews.ac.uk).
2. CONSTITUTION
2.1 THE LEGAL CONSTITUTION OF THE UNIVERSITY COURT

Provision is made in the Act of Union 1706 for the continuation and regulation of the Scottish Universities. However the modern university might be said to date from 1858 when, as a result of a Royal Commission earlier in the century, an Act was passed "to make provision for the better government and discipline of the Universities of Scotland". The Act of 1858 created a University Court with extensive powers of supervision in matters where the Senate and Colleges had hitherto been supreme. The 1858 Act has been substantially supplemented by the Universities (Scotland) Act 1966.

The Role and Responsibilities of the Court are largely though not comprehensively set out in the Universities (Scotland) Acts. These Acts provide the framework within which the Court is empowered to oversee the management of the University although it should be noted that certain powers might only be exercised by ordinance or by the promotion of resolutions.

A summary of the Court’s powers is as follows:

1. To administer and manage the University's revenue and property, including its endowments, for which purpose the Court has all the necessary powers, including power to purchase, sell and generally deal in all kinds of property, borrow money, grant securities, mortgage or charge property, transact investments, form companies and generally carry out commercial transactions of every kind.

2. To inquire into and control the administration, the revenue, expenditure and all pecuniary interests of the University.

3. To appoint a Principal.

4. After consultation with the Senate and General Council, to effect improvements in the internal arrangements of the University.

5. To make other staff appointments (subject to any patronage residing in other bodies).

6. To censure, suspend, or dismiss staff (subject to any authority residing in other bodies).

7. To regulate the remuneration of employees.

8. To regulate the amount, manner of payment and appropriation of fees and other payments made by students.

9. To make provision for the Senate and the General Council to discharge their duties.

10. To consider any representations and reports from the Senate and General Council.

11. To review decisions of the Senate and to be a court of appeal for such decisions.

12. After consultation with the Senate, to regulate the qualifications, appointment and number of examiners and their remuneration.

13. To make arrangements for maintaining a register of members of the General Council.

15. To make, alter and revoke ordinances, resolutions and regulations on all matters within the Court's competence.

16. To appoint committees of its own number or others, to define the powers, membership and quorum of such committees.

In the light of these powers and responsibilities, the Court must have a particular concern for the strategy of the University, the criteria on which and the mechanisms by which resources are allocated, budgetary control mechanisms, the accountability of those responsible for the use of resources, the availability of appropriate management information and staffing issues since it is the Court which is the employer of those on the University payroll.

The structure of the Court is such that there will be a majority of Non-Executive members when all are present. There could be circumstances in which the Non-Executive members would have to exercise the power which that majority creates, e.g. if it was considered that staff members were intent on policies which were not in the interests of the University or were not prepared to take decisions necessary for the good governance of the University.

By whatever route a person becomes a member of Court s/he is a member on an equal basis with all the others and is in no way the representative or delegate of any part of the University or of any particular interest. The variety of routes to membership of the Court is intended to ensure that there will be at any time available to the Court a breadth of knowledge and experience. The power to co-opt Non-Executive members enables the Court to appoint persons whose talents are likely to be of particular benefit to the University at that time.
2.2 THE HISTORY OF THE UNIVERSITY

The Mediaeval University

The University of St Andrews came into being as part of the movement which established national universities in many of the kingdoms of Europe in the fourteenth and fifteenth centuries. In Scotland this development was accelerated not only in growth of national feeling but to some extent at least by the highly individual course pursued by the Scots in the Great Schism of the Papacy (1378-1418). About Whitsunday 1410 a school of higher studies was established at St Andrews and on 28 February 1411-12 the society of masters and scholars received formal incorporation in terms of a charter granted by the Bishop, Henry Wardlaw. Full University status was conferred on 28 August 1413 by a series of Papal Bulls issued by Pope Benedict XIII of the Avignon line.

The constitution of the University was modelled on that of Orleans and certain other French universities in which the dominance of the teaching masters, unquestioned at Paris and Oxford, was modified by the authority of the Bishop-Chancellor and by the participation of all members of the academic society in the election of its administrative head, the Rector. As Chancellor, the Bishop of St Andrews – from 1472 an Archbishop – exercised a general supervision over the University and conferred degrees on candidates examined and attested by the Dean and masters of the appropriate Faculty – Arts, Theology, or Canon Law. For the annual election of the Rector masters and scholars were divided into four nations – Albania, Angusia, Laudonia and Britannia – each having one vote in the manner of Paris and other French universities.

In 1419 the University acquired its first building, the so-called Chapel and College of St John the Evangelist in South Street on the site of the University Library building which now houses the Psychology Department. This was no more than a small chantry college adapted to support masters of the Faculties of Theology and Arts and to provide accommodation for their lectures and meetings. In 1430 Bishop Wardlaw founded a Pedagogy for the Faculty of Arts on an adjoining site. The Pedagogy soon absorbed its older neighbour and endured for rather more than a hundred years when it was in turn absorbed in St Mary's College. Although primarily under the control of the Faculty of Arts it contained teaching and residential accommodation for members of the other Faculties of the University.

The first fully organised and endowed collegiate society to be established within the University was the College of St Salvator, founded for the study of Arts and Theology in 1450 by James Kennedy, Bishop of St Andrews. The chief feature of the building was the magnificent collegiate church that still forms the principal place of academic worship in St Andrews. In 1512 the College of St Leonard was founded by Alexander Stewart, Archbishop of St Andrews, and John Hepburn, Prior of St Andrews. This was a "college of poor clerks" associated with the Priory of St Andrews and primarily intended for the education of novices of the Augustinian Order in Arts and Theology. Finally, in 1537-38, Archbishop James Beaton reorganised the old Pedagogy as a seminary for the training of secular priests in Arts, Theology, and Canon Law under the title of the College of St Mary.

The growth of the collegiate system undoubtedly strengthened the University. Above all, it was through the college endowments that an adequate teaching staff was secured and maintained and students were saved from the grinding poverty that had prevailed in earlier university days. But masters and students were subjected to a greater degree of discipline within the colleges, and a similar rigidity of organisation gradually extended into the constitution of the University.

The Reformed University

Such was the form of the academic society of St Andrews at the coming of the Reformation in 1560. After various tentative proposals of reform, in 1579 there was enacted the "New Foundation of the
University and Colleges of St Andrews”. This preserved the main features of the mediaeval constitution but assigned rather greater powers of supervision over the University to the Chancellor and over the colleges to the Rector. The colleges, which had already acquired a monopoly of teaching, were also completely reorganised. St Salvator’s College and St Leonard’s College became predominantly “colleges of philosophy” or Arts, while St Mary’s College became a college of Reformed Theology. Despite these changes, the colleges retained the residential character imparted to them by their original founders. This New Foundation was somewhat modified in 1621 and again in 1642, 1661 and 1695, but its main features persisted almost until the great reform of 1858, and throughout this whole period the University remained closely associated with the Reformed Church “by law established”.

As regards the Constitution of the University, from 1560 until 1689 with the exception of two short periods the position of Chancellor continued to be held ex officio by the Archbishops of St Andrews. The Rector was elected annually by the four nations, now Fifa, Angusia, Laudonia and Albania, but the office came to be held virtually in rotation by the three college heads to whom there were subsequently added, as viri rectorales, the Professors of Divinity. In 1642 there is the first mention of the Senatus Academicus, consisting of “the whole Principals, Professors and Regents of the University” and perhaps already assuming that dominance that became explicit later in the same century. Of academic developments in a period much interrupted by civil and religious strife the most notable was the foundation of a common University Library in 1612 and of an Observatory, unfortunately short-lived, in 1670.

After the Revolution of 1689, despite the persisting autonomy of the colleges, the authority of the Senatus Academicus came to be supreme in the University. It exercised many of the powers hitherto vested in the Faculties and in the Comitia or General Congregation of the University. The Rector now functioned primarily as President of the Senatus. It was the Senatus, too, which after the abolition of Episcopacy in the Established Church claimed the right to appoint the Chancellor, a nobleman selected from outwith the University and holding his office for life.

In 1747, during a period of acute depression in the University, the two Arts colleges were combined under one Principal as the United College of St Salvator and St Leonard. At the same time the Faculty of Arts finally abandoned the system by which each of the Regents in turn took a class through the entire four years of the Arts curriculum. Under the professorial system, gradually introduced during the preceding period, each teacher of the United College became a specialist in a particular branch of study in the manner already prevailing among the Divinity teachers of St Mary’s College. The colleges continued to be predominantly residential until the close of the eighteenth century.

The Modern University

From 1826 to 1830 the University was subjected to a searching investigation by a Royal Commission on the Universities of Scotland. The Commission recommended radical alterations in the constitution of the University, which were eventually embodied in the Universities (Scotland) Act of 1858. While maintaining the constitutional and financial autonomy of the colleges and reserving the control of courses of study, examinations and discipline to the Senatus Academicus, the Act created a University Court with extensive powers of supervision over the older bodies.

The President of Court was the Rector, who was now to be chosen for a term of three years from outwith the ranks of the Principals and Professors by the matriculated students of the University. The place of the Rector as President of the Senatus was assigned to the senior of the two college Principals. In addition to the University Court the Act of 1858 introduced a General Council composed mainly of graduates of the University and having the right to elect the Chancellor, who acted as its President. Like the Senatus, the General Council also elected an Assessor on the University Court, the membership of which was completed by the Senior Principal and Assessors appointed respectively by the Chancellor and the Rector.
The dominance of the University Court in the academic constitution was further emphasised by the Universities (Scotland) Act of 1889 and by Ordinances of the Commissioners appointed under that Act. The Court now acquired control over the property of both the colleges then comprised in the University and over all appointments other than those in the patronage of the Crown. After the expiry of the Commissioners’ powers the Court was also given authority to pass Ordinances effecting minor changes in the constitution of the University within the framework of the Acts of 1858 and 1889.

In view of its increased responsibility the membership of the Court was enlarged to include all the college Principals, the civic heads of St Andrews and Dundee and additional Assessors from the Senatus and the General Council. The Principal of the United College was to act as Principal of the University and President of the Senatus. University Lecturers and Assistants were to supplement the instruction hitherto conducted entirely by the Professors.

An important duty assigned to the Commissioners of 1889 was to affiliate the University College founded at Dundee in 1881 "and make it to form part of the University with the object, inter alia, of establishing a fully equipped conjoint University School of Medicine". The affiliation and partial incorporation of the college in the University was eventually effected in 1897 and in 1898 the Conjunct School of Medicine was established at Dundee. As a result of these and other changes the University now comprised four Faculties – Arts, Divinity, Science (including Engineering), and Medicine – to which degree courses in Education, Dentistry and Law were subsequently added. Women students were admitted to all courses of study in 1892 and halls of residence for their accommodation were inaugurated at St Andrews in 1896 and at Dundee in 1917. Collegiate residence for men students was revived at St Andrews in 1921 and inaugurated at Dundee in 1946.

An unresolved problem in all these developments between 1897 and 1953 was the constitutional relationship between University College, Dundee and the University in which it had been partly incorporated by the Commissioners on 1899. In 1951 a Royal Commission was appointed with full powers to inquire into this and other related problems and in 1953 the principal recommendations of the Commission received legislative sanction in the University of St Andrews Act of that year.

The Act dissolved the governing bodies of University College and placed its property and endowments in the hands of a reorganised University Court. The two St Andrews colleges, which had retained their corporate status in 1889, were reconstituted as "unincorporated societies of teachers and students". The teachers and students of all parts of the University in Dundee were formed into a third society subsequently designated Queen's College. In accordance with the Commissioners’ proposals the colleges as such were allotted no administrative functions, but two College Councils were established – one for the United College of St Salvator and St Leonard and St Mary's College and one for Queen's College – to which various duties of a local character were assigned by the Act and might be assigned by the University Court and Senatus Academicus as occasion arose. In the ensuing period the Dundee School of Economics was incorporated in the University and new Faculties of Law, Applied Science and Social Science were established. In 1967, in terms of a Royal Charter, Queen's College became the University of Dundee.

The College of St Leonard was reconstituted in 1974 to care for the interests of all postgraduate workers in the University. The membership of the College consists of research students and research fellows and a number of members of the academic and administrative staff of the University who have been appointed members of the College. The aim of the College is to foster intellectual and social contact between research workers of different disciplines and to further the lot of research, and of research workers, in the University.

1 Lists of officers of University College and Queen’s College during the period of their association with the University of St Andrews will be found in the Calendar for 1966-67.
2.3 THE PRIMARY RESPONSIBILITIES & ROLES OF COURT

1. Background

The authority and responsibilities of the University Court are derived largely from the statutes contained in the Universities (Scotland) Acts from 1858 to 1966 and in the Ordinances and Resolutions made thereunder. This legislation is collected in the Acts, Ordinances and Resolutions Affecting the University of St Andrews, which is published on the University Court website.

In addition, the University Court has responsibilities within the terms and conditions of the Financial Memorandum agreed with the Scottish Funding Council.

The list of responsibilities given below is derived from the sources noted above and draws upon the syntheses of the other ancient Scottish universities.

2. Primary Responsibilities & Roles

Preamble: The primary roles and responsibilities of Court are focused upon three major issues. These are strategy, taking the major decisions affecting the University, and governance.

2.1 Strategic Direction

2.1.1 To approve the mission of the University and its major priorities, as expressed in strategic plans, long-term academic plans and business plans.

2.1.2 To approve financial, estates, human resources and student experience strategies in support of institutional objectives and priorities.

2.1.3 To ensure that the strategic direction and vision of the University meet the interests of stakeholders, including students, staff, alumni, local and national communities and funding bodies.

2.1.4 To monitor the University’s performance and efficiency against approved plans and key performance indicators.

2.1.5 To promote and safeguard the reputation and values of the University.

2.2 Key Decisions

2.2.1 To exercise general control over the University’s affairs, purposes and functions.

2.2.2 To take the final decisions on specific matters of fundamental concern to the institution.

2.2.3 On the advice of Senate to institute new degrees and their regulations.

2.3 Governance: Responsibilities in Relation to Management and Senate

2.3.1 To appoint the Principal of the University, including the terms and conditions of such an appointment.

2.3.2 To delegate to the Principal, as chief executive, authority for the management of the University, establishing and monitoring such management functions as shall be undertaken by and under the authority of the Principal.

2.3.3 To review decisions by the Senate made under its statutory powers and the resource implications thereof in relation to teaching, research and discipline.

2.4 Governance: Exercise of Controls

2.4.1 To delegate to its key Committees (Planning & Resources Committee, Audit & Risk Committee, Remuneration Committee, and Governance & Nominations Committee) authority within
prescribed limits for the exercise of powers and controls as set out in sections 2.4.2 through 2.4.10 below.

2.4.2 To ensure the proper use of public funds awarded to the University and observance of the terms of the Financial Memorandum agreed between the University and the Scottish Funding Council.

2.4.3 To ensure the financial health of the University and to safeguard the University’s assets, property and estate and their use.

2.4.4 To ensure the establishment of effective systems of internal control and accountability throughout the University and to monitor such systems.

2.4.5 To oversee the University’s arrangements for internal and external audit.

2.4.6 To ensure that appropriate and effective processes are in place for risk assessment and management at all levels in the University.

2.4.7 To approve the University’s annual financial statements and the accounting policies and judgements that have been applied.

2.4.8 To ensure that appropriate and effective arrangements are in place for the management of health, safety and security in respect of students, staff and other persons affected by University operations.

2.4.9 To ensure that appropriate and effective arrangements are in place for promoting equality of opportunity in respect of students, staff and other persons making use of University services or facilities.

2.4.10 To ensure that appropriate and effective arrangements are in place for dealing with disciplinary matters, grievances, conflicts of interest and public interest disclosure.

2.4.11 To monitor its own performance and that of its Committees, with a formal evaluation process of effectiveness undertaken periodically.

2.5 Governance: Corporate Responsibilities

2.5.1 To be the University’s legal authority and, as such, to ensure that systems are in place for meeting all the University’s legal obligations, including those arising from contracts and other legal commitments made in the name of the University.

2.5.2 To be the employing authority for all University staff and to ensure that obligations pertaining thereto are met, including with regard to the welfare, development and reward of employees.

2.5.3 To make provision for the general welfare of students.

2.5.4 To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University.

2.5.5 To ensure that the University’s constitution, as enacted in the Acts, Ordinances and Resolutions Affecting the University of St Andrews and subsequent legislation, is followed.

2.5.6 To ensure that the University acts ethically, responsibly and with respect for society at large and for the environment.

2.5.7 To ensure through the appointment of co-opted Non-Executive members in accordance with the Statutes, and through liaison with the University’s General Council with regard to its Assessors, a balance of skills and experience amongst the membership of Court sufficient to meet its primary responsibilities.

2.5.8 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 upon by the Committee on Standards in Public Life.
2.4 KEY RELATIONSHIPS TO THE UNIVERSITY COURT

2.4.1 THE SCOTTISH FUNDING COUNCIL

The Scottish Higher Education Funding Council was established in 1992 under the Further and Higher Education (Scotland) Act to provide financial support for teaching, research and associated activities in Scottish higher education institutions. Through the Further and Higher Education (Scotland) Act 2005, this was replaced by a new body, the Scottish Further and Higher Education Funding Council. This is normally known as the Scottish Funding Council (SFC), which provides funding and support for Scotland’s colleges and universities in one body. The Council is a non-departmental public body responsible to the Scottish Government through the Education and Lifelong Learning Department. Its main functions are:

- To distribute funds to support teaching and research in higher education institutions.
- To secure that provision is made for assessing the quality of higher education supported by the Council.
- To provide Scottish Ministers with information and advice relating to all aspects of higher education in Scotland, including the financial needs of the sector.

The SFC is required to put in place a Financial Memorandum with each of the institutions that it funds. The Memorandum sets out the formal accountability relationship between the SFC and institutions, and the requirements with which institutions are expected to comply in return of payment of grant by SFC. It also sets out the agreed expectations which the institution, in the spirit of constructive partnership, has a right to have of the Council. The Memorandum is an important part of the governance framework within which SFC and institutions operate and it ensures that SFC is able to meet its statutory duties in relation to the Public Finance & Accountability (Scotland) Act 2000 and other legislation. The most recent Financial Memorandum has an effective date of 1 December 2014.

Each institution also agrees directly each year with the SFC an individual Outcome Agreement, which sets out what the institution plans to deliver in return from their funding from the SFC. The focus is on how the University contributes towards the delivery of Scottish Government priorities, specifically in improving life chances through increased participation, supporting internationally-recognised research, and creating sustainable economic growth.
2.4.2 THE STUDENTS' ASSOCIATION AND THE ATHLETIC UNION

Students' Association

The Students' Association of the University of St Andrews was formed in April 1983 by the amalgamation of the Students' Representative Council (instituted in 1885) and the Students' Union (founded in 1892). In 1973 the Students' Union (as it was then) moved to its present premises in St Mary's Place, which building was fully redeveloped in 2015. The property and capital of the Union is held by and vested in the University Court as Trustees.

The Students' Association provides services and facilities to students in three broad areas: representation, student activities and development, and commercial services.

Representational activity is led by the popularly-elected Students' Representative Council [SRC], which primarily works in the areas of education, accommodation, sustainability, community relations, external campaigns, equal opportunities, and student wellbeing. Regular information campaigns on topics such as rents, plagiarism, drinking, mental health, environmental awareness and community links are run throughout the year. The elected officers of the SRC enjoy extensive links and communication with the relevant University structures, an area in which St Andrews is a national leader.

Extra-curricular activity is co-ordinated by the Student Services Council [SSC], also popularly elected. Through the SSC, the Students' Association disburses over £60,000 annually to approximately 150 affiliated societies, including societies for every subject offered in St Andrews, a society for almost every country represented within the student body, and a vast array of other groups. Proportionally, St Andrews has the most student societies and most money disbursed of any university in the UK, and possibly the world, and the number grows almost every week. The most popular activities are Performing Arts, Charities, Debating, Design, STAR Radio, Volunteering and Music, each of which are competitors on the national and international stages of their relevant disciplines.

The SA offers a variety of services to its students such as merchandise and stationery shop, printing and binding, catering, two cafes, and the longest and cheapest bar in St Andrews - which recently won St Andrews' only Silver Best Bar None award for social responsibility and safety. There are multiple weekly club nights with attendance of up to 1,000 each, as well as the extensive Freshers' Week events, Christmas Ball, and Graduation Ball. There are also occasional live music and other similar events throughout the year, the only outlet and venue for such events in the area. The rooms available for hire within the Students' Association Building are often the only space free in St Andrews, and as such, both affiliated and non-affiliated student groups are present within the building. Equipment such as audio-visual systems is available for hire to student and non-student events across town.

The student leadership of the Students' Association is four Sabbatical Officers - one for each of the three core areas and the Association President - elected by the student body and taking office in July of each year. Two of these Sabbatical Officers, the Association President and the Director of Education, are full members of University Court and of two of its subcommittees. There is also a General Manager who oversees the day-to-day running of the organisation and a complement of almost 50 staff throughout the entire building.

The Students' Association recently (2009) revised its Constitution, and this was approved by Court. The Students' Association Board now has provision for two appointees of the University Court. These appointees do not, however, have to be Court members. The appointees serve for a three-year period, which might be renewed up to a maximum of nine consecutive years.

The Students' Association Constitution requires that:
• "the President, failing whom the Chairperson, shall be responsible for ensuring that the University Court is kept appropriately advised in respect of all those matters for which it has statutory responsibility and of other such matters as might from time to time be judged appropriate";
• the Students’ Association Board shall undertake "consideration of amendments to the Constitution and their submission to the University Court for approval";
• the Students’ Association Board shall undertake "approval of the Association’s annual financial statements and their submission to the University Court";
• the Students’ Association Board shall undertake “authorisation of capital and contractual transactions within financial limits agreed from time to time with the University Court”;
• "An appeal against a decision of the SAB [Students’ Association Board] might be made to the University Court by five or more members of the SAB or by the SRC or by the SSC”;
• One of the objects of the Students’ Association is "making representations on behalf of its members as are deemed appropriate to the University Court, the Senatus Academicus, the Principal of the University or any other appropriate individuals or organisations”.

From this list it will be evident that there are many close links between the University Court and the Students’ Association, although formally they are separate and distinct charities. Many of these links reflect duties of the University Courts in relation to Students’ Associations as set out in the Education Act 1994.

The University makes an annual grant each year to the Students’ Association, and it also has responsibilities and privileges in relation to the property and buildings occupied by the Students’ Association. As noted above, the Students’ Association is a recognised charity, registered in its own right with OSCR (separate from the University).

**Athletic Union**

The Athletic Union is an umbrella organisation for the support and development of University sport. Membership is open to all matriculated students of the University and some others (see below). It provides support and advice to over 50 affiliated clubs, involving some 3,500 students.

At present the Athletic Union has a full-time sabbatical officer, has a Constitution and is governed by a Board. The Athletic Union is separate from the Students’ Association, and it is not a registered charity. It is a student-led association of persons, but it has no distinct legal personality.

In 2010-11, Court approved a proposal to move the Athletic Union into closer conjunction with the University’s Department of Sport & Exercise (DSE). This led to the creation of “Saints Sport”. Saints Sport has the common aim of improving and increasing participation in sport in the University of St Andrews. The Athletic Union and the DSE support this aim in slightly different ways by serving differing (but partially overlapping) clienteles. The union of the efforts of these two constituent bodies has been designed to achieve the objectives of both the Athletic Union and the DSE more effectively and efficiently.

The University grant to the Athletic Union for support of its clubs is negotiated by the President of the Athletic Union with the Quaestor, in consultation with the Director of the DSE.

All day-to-day management of finances and purchasing for the constituent bodies of Saints Sport is conducted through University cost centres and thus is subject to University financial regulations and procedures.

The Athletic Union has a governing Board, responsible for oversight of the affiliated student-led clubs and the allocation of funds to these clubs. The Director of DSE is a member of the Board, and the member of the Principal’s Office responsible for the student experience and sport chairs the Board.
The day-to-day operations of the Athletic Union are managed largely through an Executive Committee, chaired by the Athletic Union President. This Committee includes representatives from the DSE and preserves close links with the DSE.
2.5 THE COURT OPERATING PROCEDURES

Meetings of the Court

1. Ordinary meetings of the University Court are normally held five times in each academic year; the dates of meetings in any year shall be published by the Executive Officer to Court two years in advance.

2. Special meetings might be called by resolution of the Court, or by either the President of Court, the Principal, or on a requisition specifying the object signed by five members. Save in exceptional circumstances as defined by the President or the Principal, members will be given not less than five days' notice of a special meeting.

3. Any ordinary or special meeting might adjourn until a date or time to be agreed.

Conduct of Business

4. Seven members of the Court shall be a quorum\(^1\).

5. The Rector shall preside at meetings, whom failing the Senior Governor. In the absence of both, a president for that meeting shall be elected by those present from among the Non-Executive members of Court present. The person presiding shall have a deliberative vote and also a casting vote in case of equality.

6. The agenda for an ordinary meeting shall normally be established ten days before the meeting and made available to members one week before the meeting, but the Court might agree to consider non-contentious or urgent business which has not been included on the agenda.

Motions

7. Motions which members wish to bring forward at any meeting must be communicated in writing to the Executive Officer in time to be entered on the agenda, as provided in 6 above. Motions and amendments arising out of business on the agenda might be dealt with without being previously notified; before putting such a motion or amendment the person presiding might call for it to be placed in her/his hands in writing. All motions and amendments must be proposed and seconded.

8. An amendment, if moved and seconded, shall be put before the motion to which it refers; when there are two or more amendments, they shall be put in the order determined by the president.

9. No amendment shall take the form of a direct negative of a motion.

10. At any time after a motion has been made and duly seconded, any member might propose the previous question, viz. "That the Court pass to the next item on the agenda", or move the closure, viz. "That the Court now proceed to vote on the motion". These motions, if duly moved and seconded, shall normally be put immediately and without debate.

11. No decision of the Court shall be rescinded except on a motion which is competent in terms of standing order 7.

12. Decisions of the Court shall be taken by show of hands, unless a secret ballot be demanded by a majority of members present.

\(^1\) Universities (Scotland) Act 1889, Section 5.
13. A member shall not, except by permission of the President, speak more than once to any motion or amendment in one debate upon one subject, except to order, in explanation, or in reply as the mover of the resolution under discussion.

14. In seconding a motion or amendment, a member might, if s(he) refrains from making observations at the time, reserve the right to speak at a later stage.

Minutes of Meetings / Availability of Papers

15. The Executive Officer to Court shall be responsible for preparing minutes of each meeting. These shall be circulated to members with the agenda for the following meeting (if not also earlier), at which meeting approval of the minutes shall be sought.

16. Minutes of meetings are published both in draft and approved form on the University website. Access to Court papers for non-members are via established procedures for the release of information under Freedom of Information requirements, as detailed on the University’s website. Court papers may also be classified under the University’s Information Classification Policy.

Suspension, Amendment or Repeal of Standing Orders

17. The standing orders of the Court, of which this article is one, shall in no case be suspended unless a quorum be present, and then only with the approval of two-thirds of those voting. Standing Orders shall not be amended or repealed except after notice given at the last preceding ordinary meeting of the Court. Amendment or repeal shall require the approval of two-thirds of those voting on the motion for amendment or repeal.

Extraordinary Committee of Court

18. An Extraordinary Committee of Court functions in the interval between all Court meetings, which has decision-making authority on emergency matters, subject to communication with Court. The Extraordinary Committee is composed of one representative from each of the following constituencies, normally in the order listed:

   a. Principal; Deputy Principal; Chancellor’s Assessor;
   b. Senior Governor; designated Intermediary on Court; Lay Member of Court;
   c. Rector; President of the Students' Association; Director of Education, Students' Association; Rector's Assessor;
   d. Senate Assessor;
   e. General Council Assessor; Lay Member of Court.

Four members of the Extraordinary Committee shall be a quorum.

Additional Notes

18. By general agreement, but not currently incorporated into standing orders, Court meetings begin with an invitation from the President to “star” items for discussion. Items not starred will be understood to have been approved without discussion.

19. Court has adopted the procedures whereby the business of PARC is chaired by the Senior Governor in their role as Convener of PARC.
2.6 THE RECTOR

The role of University Rector, confined to the four ancient universities in Scotland (plus a variation in Dundee), owes its origins to the founding of the first universities in the 15th Century, with clarification in Acts of Parliament in 1858, 1889 and 1966. These Acts give the Rector the duty of presiding at meetings of the Court, the governing body of the University. Since 1858 the Rector has been elected by the students.

The precise interpretation of the role of Rector has altered with time, but its fundamental purpose has not changed. The ancient universities were conceived as communities, in which the students were the main interest group. The best way to ensure that their interests were always at the forefront of the minds of those actually running the university was to allow the students to elect the leader of the governing body.

The Rector has the role of President of the Court, but in line with good practice in the public sector the Senior Governor chairs those items of business concerned with policy, resources, accountability and performance review. The current Rector is Mr Srdja Popovic and his assessor is Ms Camilla Duke.

A detailed account of the Role of the Rector can be found in a document prepared by the rectors of all the Scottish Universities in 2007 and received by Court in 2008. Printed copies can be obtained on request from the Court Office.
2.7 THE SENIOR GOVERNOR

The Senior Governor's role is to preside over meetings of Court in the Rector’s absence and, more importantly, to undertake the other responsibilities expected of a chairperson. Although the Rector has the role of President of the Court, in line with good practice in the public sector, the Senior Governor chairs those items of business concerned with policy, resources, accountability and performance review. The current Senior Governor is Dame Anne Pringle.

The Senior Governor is elected by the Court from amongst its lay (non-staff/student) members. Court will normally indicate the expected duration of the Senior Governor's appointment, which shall be subject to satisfactory annual appraisal report by the designated Intermediary on Court and to the Senior Governor remaining a lay member of the Court.

The Office of Senior Governor

1. **Election**: the Court shall elect one of its lay members as Senior Governor for a prescribed period.

2. **Duties and Responsibilities**: the Senior Governor shall play a leading role in the governance of the University. In particular, s/he shall:

   (a) Ensure that the Court fulfils its objectives in a proper and effective manner; and in particular:

      1. Promote cohesion and team spirit among all members of Court, whilst fostering independence of thought and free expression of concerns for the University or ideas for promoting its wellbeing.
      2. Be satisfied that both committees of Court and their officers effectively fulfil their remits.
      3. Monitor on a continuous basis the performance of the Court (individually and corporately) and ensure that the Court generally upholds standards of governance.
      4. Oversee the induction process for new members of Court.
      5. Prior to each Court meeting, review with the Principal and the Rector the business agenda for that meeting, so that, for example, strategically important proposals presented to Court display the options considered and the reasons for supporting the recommended course of action.

   (b) Preside over meetings of the Court in the absence, or at the request, of the Rector.

   (c) Review annually the performance of the Principal in accordance with agreed criteria; and monitor compliance with the terms and conditions of the Principal’s terms and conditions of employment.

   (d) Convene the Planning & Resources Committee, serve as a member of the Governance & Nominations Committee and the Remuneration Committee, and, if applicable, be a member of any committee charged with the appointment of a Principal. (The Senior Governor shall not be a member of the Audit & Risk Committee).

   (e) Receive the agenda papers for meetings of all University committees and have the right of attendance at such meetings.

   (f) Represent the University on the Committee of University Chairs (CUC), the Committee of Scottish Chairs (Higher Education Institutions) and on such other national bodies requiring a lay representative of the University as the Court’s Governance & Nominations Committee might determine.
Represent the University Court to the Scottish Funding Council, as required.

Act as a confidant(e) of the Principal and / or the Rector in any matter relating to the wellbeing of the University; and interact as appropriate between all members and officers of Court.

Be responsible normally, on reference from the convener of the Audit & Risk Committee, for review of cases invoked in terms of the University's Code on Public Interest Disclosure.
2.8 THE CHANCELLOR & VICE-CHANCELLOR

The Chancellor

The office of the Chancellor has existed since the foundation of the University and no comprehensive definition of its powers has been made in any modern statute. The most authoritative definition is contained in the return made by the University to the Commissioners of 1826 which states: "The Chancellor is head of the University. He is consulted on all public matters relative to its welfare, and he is also Conservator of its privileges. The power of conferring degrees is vested in him: this he might exercise either personally when present or by his depute when absent, with the advice of the doctors and masters of the University".

The present Chancellor is Sir Menzies Campbell CBE QC MP who, in terms of The Universities (Scotland) Act 1858, was elected in 2006, by the General Council and holds office for life. The Chancellor is the ordinary President of the General Council and appoints an Assessor on the University Court. The current Chancellor’s Assessor on the University Court is Mr Adrian Greer.

The Vice-Chancellor

From an early date in the history of the University it was customary for the Chancellor to appoint a Vice-Chancellor to confer degrees in his absence.

The Act of 1858 explicitly empowers the Chancellor to appoint a Vice-Chancellor in his absence to discharge his office "in so far as regards conferring degrees but in no other respect". By a convention uniformly observed since 1859 the Principal of the University is normally appointed Vice-Chancellor. In the absence of both the Chancellor and the Vice-Chancellor, degrees are conferred by the most senior member of the Senatus Academicus.
2.9 THE PRINCIPAL

The Role of the Principal

The Chancellor is, in a formal sense, the head of the University but that role is essentially ceremonial. Both the Rector and the Senior Governor have leadership roles within the University Court. In practical terms, however, the Principal *qua* Chief Executive is appointed by and accountable to the Court for leading and directing all the activities of the University to its optimum benefit and to enhance its strength academically and financially.

Thus, in addition to adhering to the terms and conditions of her / his contract of employment, the Principal must:

1. Provide leadership for the strategic development of the University and the implementation of the objectives agreed with University Court, and take primary responsibility for management of the affairs of the institution;

2. Observe the highest standards of integrity, objectivity and honesty in the execution of her / his responsibilities both to the Court and to those bodies to whom the Court is responsible, including for instance the Scottish Funding Council in terms of the Principal's role as Chief Accounting Officer as defined in the Financial Memorandum relating to the University's relationship with that body;

3. Act as President of the Senatus Academicus and Academic Council;

4. Ensure that teaching and learning in all subjects is of the highest possible quality;

5. Foster the growth and maintenance of research whose quality is outstanding by international standards;

6. Ensure that all management and supporting functions meet the University's needs in an effective and efficient manner;

7. Establish and maintain good internal communications, both formal and informal, with members of Court, University employees and students so that there is a widespread and clear understanding of the University's short- and long-term plans and actions such that the morale of all members of the University is optimised;

8. Establish and maintain good external communication with the Scottish government, the Scottish Funding Council and the UK Research Councils;

9. Represent the University effectively to and within all relevant external constituencies. The constituencies include, *inter alia*, Universities Scotland, Universities UK and other sectoral groups;

10. Oversee and directly support efforts to raise major gifts for the University from private donors, charitable organisations and the business community;

11. Through the Planning & Resources Committee of the University Court, devise integrated options for all aspects of the University's activities for presentation, along with her / his recommended strategic choices, to Court;

12. Ensure that strategies, once approved by Court, are implemented by means of appropriately approved timely, measurable and cost-effective policies;
13. Monitor institutional action in support of such policies and strategies;

14. Ensure that (a) a detailed annual budget covering, *inter alia*, revenue and capital expenditure is presented timeously to Court for its approval, (b) the budget, once approved by Court, is adhered to, (c) regular reviews of the budget are carried out and adjustments made as necessary in order to achieve the budget outcome, and (d) Court is advised at the earliest possible time of any risk of a material deviation from the agreed budget, whether in respect of income or expenditure;

15. Obtain, in relation to any capital project whose estimated cost exceeds the figure set in the Standing Financial Instructions, Court’s approval of a detailed option appraisal;

16. Ensure that people of appropriate talents are recruited, employed and organised by the University so as best to meet institutional objectives;

17. Act in accordance with University policies and documents approved by the Court, e.g. Financial, Human Resources and Purchasing regulations.

**The Authority of the Principal**

The Principal *qua* Chief Executive carries the prime burden of ensuring the success of the institution as a whole and must have authority commensurate with the accountability described above.

In particular, the Principal:

1. Has power to authorise capital and revenue expenditure as outlined in the Standing Financial Instructions and within the limits of the budget approved annually by the University Court (having due regard to any consequences which such expenditures might have upon the long-term prosperity of the University);

2. Has authority for virement between budget items as might be deemed to be in the best interests of the University, but must advise Court of the reasons for and consequences of any such virement which is material;

3. Subject to budget constraints and Court’s established Human Resources regulations, if s/he deems such action to be in the best interests of the University, shall have authority to engage staff, determine their number and terms and conditions of employment, and vary any individual contract of employment provided that s/he advises the Court or the relevant Court committee of such action.

Any uncertainty or dispute over the extent of the Principal’s authority shall be brought to the attention of the Senior Governor, who will resolve the matter in conjunction with the designated Intermediary on Court and such other persons as s/he deems necessary.
2.11 THE ROLE OF EXECUTIVE OFFICER TO COURT

The Executive Officer to Court is responsible for the management of all the Court associated business.

The principal duties include:

- The management of the Court (& Senate) Office.

- The preparation of the agenda and papers for Court meetings and ensuring that these contain all the required information to support the decision-making processes and are distributed timeously.

- The accurate and timely preparation of Minutes following meetings of Court and those Court Committees for which the Executive Officer to Court serves as Secretary.

- Ensuring that matters such as strategy reviews, budget discussions, monitoring of financial performance against Budget and the Annual Financial Statements and the cycle of Service Unit reviews are scheduled for appropriate meetings of Court.

- Ensuring Court is aware of and behaves in accordance with relevant internal and external legislation and memoranda.

- Ensuring the Rector or an appropriate vice-president is available to preside at meetings of Court and is fully briefed so that meetings can be effectively managed.

- Arranging for the agenda for meetings of Court to be reviewed as necessary with the Rector, the Principal and the Senior Governor.

- Ensuring matters raised under the University's Code on Public Interest Disclosure ("Whistleblowing") are properly dealt with in conjunction with the Convener of the Audit & Risk Committee and Senior Governor.

- Maintenance and publication of the Register of Interests and ensuring the Register is made available for public inspection on request.

- Ensuring Court meets its constitutional obligations with regard to its relationships with the Senate and the General Council.

- Ensuring general compliance with the processes and procedures described in the Court Handbook.

- Arranging for all new members of Court to receive appropriate induction and training tailored to meet their individual requirements.

- Encouraging all members of Court to participate in the life of the University through their presence at events about which they should be routinely advised by appropriate senior officers of the University.

- Ensuring that the Senior Governor is adequately briefed and supported annually regarding the review of Court members, and maintaining a record of such reviews.
- Keeping Court members up-to-date with information on developments within the University and in Higher Education in general by ensuring that publications, reports and articles are made available to Court members.

- Arranging all travel and accommodation for Court members engaged on University business, as necessary.

- Providing direct support to any other secretaries of the principal Committees of Court to ensure the efficient flow of business to and from Court.

- Ensuring claims submitted by Non-Executive members of the Court in relation to the cost of all expenses, properly and reasonably incurred in the course of their Court duties, are correctly administered.
3. FURTHER INFORMATION
3.1 COURT COMMITTEES: REMITS AND MEMBERSHIP

The remits and membership of the standing committees of the University reporting primarily to Court are detailed in the pages following.

The following principles apply to all University committees:-

(i) the Principal and other members of the Principal's Office might be *ex officio* members of, but generally shall not convene, committees;

(ii) members of the Principal's Office, Directors of Units and other persons might attend meetings by invitation, on a regular or occasional basis as the committee itself shall determine;

(iii) the Senior Governor shall receive the agenda for, and shall have a right of attendance at, all committee meetings.

Additional information on any of the committees might be obtained from the committee secretary concerned. For information on University committees reporting primarily to Senate / Academic Council, please contact the Senate Office on tel. 01334-462005 or email senate@st-andrews.ac.uk.
AUDIT & RISK COMMITTEE

The primary purpose of the Audit & Risk Committee is to review the adequacy and effectiveness of the University’s assessment of top-down strategic risks, risk management, internal control, governance (other than those governance matters under the remit of the Governance & Nominations Committee), annual financial statements and value for money arrangements, and to provide appropriate assurances to Court on these areas.

Risk Management

1. To gain assurance on the adequacy and effectiveness of policies and procedures for risk management and to review the output of these policies and procedures in the form of the University Risk Register, presenting the key risks to Court.
2. To review annually the University’s approach to risk management and, if appropriate, recommend changes or improvements to key elements of its processes, policies and procedures, and provide an annual statement to the Court in relation to effective risk management.
3. To gain assurance on the adequacy and effectiveness of the identification and assessment of top-down strategic risks that threaten the achievement of the University’s strategic plan, reviewing the University’s approach to the management of these and reporting the outcome of these deliberations to Court for approval.

Internal Control and Governance

4. To keep under review the effectiveness of the University’s corporate governance arrangements (other than those areas overseen by the Governance & Nominations Committee) as they relate to financial matters, and its financial and other internal control systems, and to offer Court an opinion on these matters annually.
5. To keep under review the Standing Financial Instructions and Scheme of Delegation and recommend any proposed changes to Court for approval.
6. To review the effectiveness of the arrangements for the investigation of questions of financial irregularity or impropriety and oversee the University’s policies on these, including being notified of any action taken under that policy.
7. To ensure compliance with the mandatory requirements in relation to the University’s audit arrangements as set out in the Financial Memorandum between the University and the Scottish Funding Council.

Internal Audit

8. To review the scope, effectiveness and performance of the internal audit service on an annual basis, including its planning and operation, with a view to obtaining an assurance on the quality of the work and reviewing the results of internal audit’s annual report.
9. To report to the Court on the work programme undertaken by internal audit and their annual report.
10. To advise and make recommendations to the Court, after consultation with the Chief Financial Officer, on the selection and appointment of the internal auditors, and review the scope, effectiveness and performance of the service on an annual basis.
11. To consider any other audit-related matters, including issues arising from reports of external bodies such as Audit Scotland, the National Audit Office and the Scottish Funding Council, and any matters brought to the attention of the committee by the internal auditors.

External Audit

12. To communicate directly with the external auditors on audit approach, reporting timetable, findings and management’s response.
13. To be responsible for reviewing the University's Annual Financial Statements and Accounts, including the external auditor's formal opinion, corporate governance statements, and the statement of internal control, and reviewing any changes in accounting policy, or statutory and other requirements as they relate to the preparation and publication of the Annual Financial Statements and Accounts, and make recommendations to Court accordingly.

14. To advise and make recommendations to Court, after consultation with the Chief Financial Officer, on the selection and appointment of the external auditors, and to review the scope, effectiveness and performance of the external audit service on an annual basis.

15. To consider any other audit-related matters brought to the attention of the committee by the external auditors.

Value for Money

16. To monitor and be satisfied that appropriate arrangements are in place to promote economy, efficiency and effectiveness across the University.

17. To receive assurance that adequate procurement policies and procedures are in place and are consistently applied, and there is compliance with relevant legislation.

Other

18. The Convener of the Audit & Risk Committee shall, on an annual basis, arrange a private meeting with the University’s Senior External Audit Partner and Senior Internal Audit Partner and other members of the committee to discuss any matter regarding the remit of the committee. These discussions will be recorded in confidential minutes for circulation only to the committee and the Audit Partners, and the minute of the subsequent routine meeting of the Audit & Risk Committee will only confirm that these private meetings have been held with no reference to any matters discussed.

19. The committee will from time to time undertake a review of its own performance and effectiveness as part of the overall review of the effectiveness of Court and its committees and report thereon to Court.

20. In order to fulfil its remit the committee may obtain external professional advice as necessary.

21. A report on specific points discussed at each meeting will be provided to the subsequent meeting of Court.

22. To receive assurance reports from committees that report through Audit & Risk: Academic Assurance Group, University Ethics & Research Integrity Assurance Group and Health & Safety Assurance Group and advise Court of any issues of concern.

23. To receive an annual report from the Audit & Risk Convener on matters related to whistleblowing.

24. An annual Audit & Risk Committee Report will also be prepared and presented to Court in conjunction with the Annual Financial Statements.

25. To undertake such other responsibilities as the Court may determine.

Note:
(a) the Convener of the Audit & Risk Committee is accountable to the University Court for:
   (i) ensuring that the Committee's mode of operation is consistent with its responsibility to report and make appropriate recommendations to the University Court and to interact effectively with the Senate and any other University or Senate committee on matters which relate to the other body's area of responsibility;
   (ii) acting as the designated Non-Executive Member of Court in receiving, and taking appropriate actions, relating to whistleblowing;
(b) the committee should meet no fewer than four times each academic year and more frequently if required, with a quorum of three members, at least one of whom must be a member of Court;
(c) senior officers of the Principal’s Office are attendees, not members of this Committee. The Principal will normally attend on an annual basis, when the Committee considers the Annual Financial Statements & Accounts.
<table>
<thead>
<tr>
<th>Members</th>
<th>Until</th>
<th>Status</th>
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<tbody>
<tr>
<td>Ms Pamela Chesters (Convener)</td>
<td>2019</td>
<td>Non-Executive member of Court</td>
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<tr>
<td>Professor Stuart Monro</td>
<td>2019</td>
<td>Non-Executive member of Court</td>
</tr>
<tr>
<td>Mr Nigel Christie</td>
<td>2020</td>
<td>General Council Assessor</td>
</tr>
<tr>
<td>Mr Ken Cochran</td>
<td>2020</td>
<td>General Council Assessor</td>
</tr>
<tr>
<td>Mr Jim Lindsay</td>
<td>2019</td>
<td>Court nominee</td>
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<tr>
<td>Ms Lynn Brown</td>
<td>2019</td>
<td>Court nominee</td>
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</tbody>
</table>

**In regular attendance**

- The Quaestor & Factor: *ex officio*
- The Vice-Principal (Governance): *ex officio*
- The Chief Financial Officer: *ex officio*
- The Deputy Director of Finance: *ex officio*
- The Executive Officer to the University Court: Secretary to the Committee
- Ernst & Young, External Auditors
- KPMG, Internal Auditors
GOVERNANCE & NOMINATIONS COMMITTEE

The primary purpose of the Governance & Nominations Committee is to make recommendations to Court on matters relating to its structure, effective governance and membership.

Remit

1. To advise Court on any matter pertaining to the execution of its governance functions, including the appointment and role of Court’s Senior Governor.
2. To agree the criteria for the appointment of Non-Executive members of Court.
3. To identify persons who fulfil the agreed criteria for Non-Executive membership of Court, normally through consultation and/or advertising, with a view to recommending to Court appropriate persons for membership as required.
4. To make recommendations to Court with regard to (a) the overall structure of University committees; and (b) the remit and Court-nominated membership of such committees.
5. To recommend to Court how it should be represented, as necessary, on external bodies and at particular meetings or events.
6. To initiate reviews of the effectiveness of Court, its Committees and its members.

Note: The Convener of the Governance & Nominations Committee is accountable to the University Court for ensuring (a) that the committee’s mode of operation is consistent with its responsibility to report and make appropriate recommendations to the University Court; (b) that the Court's needs for Non-Executive members are reviewed regularly, maintaining a succession plan on a 2-3 year rolling basis; (c) that Equal Opportunities procedures are at all times observed; and (d) that the committee should meet no fewer than two times each year and more frequently if required, with a quorum of three Court members (excluding members of the Principal’s Office).

Since the Convener is not normally in attendance at Court meetings, the Senior Governor provides a line of accountability at Court meetings from the Committee to Court.

Members

<table>
<thead>
<tr>
<th>Name</th>
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<th>Status</th>
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<tbody>
<tr>
<td>Professor Stuart Monro (Convener)</td>
<td>2022</td>
<td>Non-Executive Member of Court</td>
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<tr>
<td>The Senior Governor</td>
<td>-</td>
<td>ex officio</td>
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<tr>
<td>The Principal</td>
<td>-</td>
<td>ex officio</td>
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<tr>
<td>The President, Students' Association</td>
<td>-</td>
<td>ex officio</td>
</tr>
<tr>
<td>Mr Ken Dalton</td>
<td>2019</td>
<td>Non-Executive Member of Court</td>
</tr>
<tr>
<td>Dr Derek Ball</td>
<td>2020</td>
<td>Senate Assessor</td>
</tr>
<tr>
<td>Ms Donna Pierz-Fennell</td>
<td>2019</td>
<td>Non-Academic Staff Member</td>
</tr>
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</table>

In regular attendance

- The Vice-Principal (Governance)  ex officio
- The Executive Officer to the University Court Secretary to the Committee
PLANNING & RESOURCES COMMITTEE

The primary purpose of the Planning & Resources Committee is to consider, recommend approval of and monitor the University’s major commitments and management of resources, as expressed particularly in its strategies, plans, allocations and budgets, with due regard to the management of associated risks.

Remit

1. To review and authorise within delegated limits the annual budget of the University (revenue and capital, including maintenance).
2. To review and authorise within delegated limits long-term institutional, strategic options developed by the Principal's Office, to monitor progress against agreed targets, and to advise Court thereon.
3. To initiate and/or receive reviews of particular strategic or operational issues, and to advise Court on any factors, whether internal or external to the University, which might have a significant effect on the University's budget, strategies or financial plan.
4. To review the major elements of pricing strategy for the University’s chief income streams where discretion exists (such as residential rents), delegating inflation-related variations to the Principal's Office.
5. To consider proposals for investment or divestment, the approval of which would have significant material impact on any aspect of the University's strategic planning, infrastructure and/or other resources.
6. To review regularly during each year actual cash, income and expenditure as compared with budgeted levels, and to advise Court thereon.
7. To monitor and authorise within delegated limits the level and cost of the University's borrowings and the extent of other liabilities, to review such matters in detail at least annually, and to advise Court thereon.
8. To consider interim and annual Summary Financial Reports and to submit comments on such reports, where necessary, to the Audit & Risk Committee and to Court.
9. To review and authorise within delegated limits the University's investment assets, to advise Court on strategic objectives and policy, and to liaise with the Investment & Treasury Assurance Group with regard to their management.
10. To review the University's infrastructure and other capital assets, to authorise within delegated limits their management, purchase and sale, and to provide advice to Court thereon.
11. To keep under regular review the University's external fundraising and to report to Court thereon.
12. Generally, to advise the Court on any matter which might affect significantly the strategic planning and/or resources of the University, and to determine (at each meeting) what strategic or operational issues should be placed on the agenda of Court meetings.

Note: The Convener of the PARC is accountable to the University Court for ensuring that the committee's mode of operation is consistent with its responsibility (a) to report and make appropriate recommendations to the University Court and Senate; and (b) to interact effectively with any other University or Senate committee on matters which relate to that committee's areas of responsibility. The Committee will normally meet in advance of each meeting of Court, or more frequently if required, with a quorum of three Court members (excluding members of the Principal’s Office).

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<tr>
<th>Members</th>
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<tbody>
<tr>
<td>The Senior Governor (Convener)</td>
<td>-</td>
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<tr>
<td>The Principal</td>
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<td>The Quaestor &amp; Factor</td>
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<td>ex officio</td>
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<tr>
<td>The President, Students' Association</td>
<td>-</td>
<td>ex officio</td>
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</table>
Mr Timothy Allan  
2019  Non-Executive member of Court
Mr Adrian Greer  
2019  Lay member of Court
Ms Eve McCurricb  
2020  Non-Executive member of Court
Professor Sir David Wallace  
2019  Non-Executive member of Court
Professor Frances Andrews  
2019  Professorial Senate Assessor

Court members in regular attendance
The Deputy Principal & Master  -  ex officio
The Director of Education, Students’ Association  -  ex officio
Professor Sharon Ashbrook  -  Professorial Senate Assessor

In regular attendance
The Chief Financial Officer  ex officio
The Executive Officer to the University Court  Secretary to the Committee
The Executive Officer to the Principal’s Office
REMUNERATION & HUMAN RESOURCES COMMITTEE

The primary purposes of the Remuneration & Human Resources Committee are to review and develop the University staff strategy, to ensure that the University’s responsibilities as an employer are being properly discharged and to approve remuneration arrangements for staff in the University above defined thresholds.

Remit

Remuneration
1. To review and approve the recommendations of the Principal in relation to the remuneration of members of the Principal’s Office, and existing staff with salaries above £100,000 outwith normal agreed salary process.
2. To ensure that appropriate and robust arrangements are in place for determining the salaries of all other senior staff.
3. To review and approve salaries of new staff earning more than £100,000.
4. To review and approve the recommendations of the Principal in relation to increases in remuneration which do not represent standard progression based on a recognised salary scale.
5. To monitor the implementation of the University’s policy on severance payments, and to review and approve the Principal’s recommendations on severance arrangements which involve University expenditure in excess of £100,000, or apply to a member of the Principal’s Office, or depart from the University’s severance policy.
6. To determine the remuneration of the Principal*.
7. To take a general overview of the above, or any related matters including pension policy, in order to ensure the exercise of appropriate financial control and of reasonable employer behaviour in relation to remuneration and severance arrangements.

Human Resources
1. To ensure that strategic HR objectives are being met.
2. To consider and monitor recruitment, retention and the talent management of academic and non-academic staff.
3. To receive updates in relation to succession planning within the University senior management team.
4. To consider and monitor the promotion and effective implementation of equality and diversity issues amongst staff.
5. To consider and monitor the University’s compliance and risk management in respect of employment law and practice.

Annual Report
To provide an annual report to the University Court on the confidential minutes detailing salary changes for senior staff, suitably anonymised.

Note 1: The Convener of the Remuneration & Human Resources Committee is accountable to the University Court for ensuring that the committee’s mode of operation is consistent with its responsibility (a) to act on behalf of, and to report and make recommendations to the University Court; (b) to interact effectively with any other University committee on matters which relate to that committee’s areas of responsibility; and (c) to meet at least twice each year or more frequently if required, with a quorum of three Court members.

* Matters affecting the Principal’s own contract will be considered in the absence of the Principal
Note 2: Salary Assessment Criteria applied by the Committee

i. benchmarking against other comparable institutions
ii. market conditions / retention considerations
iii. level of responsibility of post
iv. consistency of approach across posts with similar levels of responsibility
v. the need for progressive rather than single step adjustments, where adjustment is merited
vi. performance / bonus payments on a recurring or non-recurring basis
vii. whether all increases are pensionable
viii. the impact of fiscal caps on annual allowances for pensions

1 Item i. Refers to the use by the Committee of UCEA sectoral data and comparator information from peer institutions of similar size and/or composition.
2 Item ii. The reference to ‘market conditions’ in determining an individual’s salary refers to the current remuneration of that individual, for instance, should an offer of employment be under discussion with a prospective new staff member.

Members

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<thead>
<tr>
<th>Name</th>
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<th>Status</th>
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<tbody>
<tr>
<td>Mr Nigel Morecroft (Convener)</td>
<td>2020</td>
<td>Non-Executive member of Court</td>
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<tr>
<td>The Senior Governor</td>
<td>-</td>
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</tr>
<tr>
<td>Mr Nigel Christie</td>
<td>2020</td>
<td>General Council Assessor</td>
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<td>Mr Ken Dalton</td>
<td>2019</td>
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</tr>
<tr>
<td>Professor Sir David Wallace</td>
<td>2020</td>
<td>Non-Executive member of Court</td>
</tr>
<tr>
<td>Ms Lynne Dalgarno</td>
<td>2020</td>
<td>Court nominee</td>
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In regular attendance

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<tr>
<td>The Principal</td>
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<tr>
<td>The Vice-Principal (Governance)</td>
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<td>ex officio</td>
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<tr>
<td>The Director of Human Resources</td>
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<td>ex officio</td>
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<tr>
<td>The Chief Legal Officer / PA to the Chief Legal Officer</td>
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<td>Secretaries to the Committee</td>
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SUPERANNUATION & LIFE ASSURANCE SCHEME

The Trustees of the Superannuation & Life Assurance Scheme have a wide range of responsibilities, which are carried out under the powers given to them by the Scheme's Trust Deed and Rules. They are also expected to act in accordance with current legislation and the guidance of the Pensions Regulator. Trustees meet usually three times a year for the conduct of business.

Remit

1. To administer the Scheme and its investments, in accordance with the Trust Deed and Rules, having regard to the needs of all members including pensioners, past members and dependants.
2. To decide and review regularly the Scheme's investment strategy, to maximise potential financial investment rewards, whilst protecting the assets in a prudent and responsible manner.
3. To keep such accounts and records as are necessary for the operation of the Scheme, and ensure proper audits of such accounts.
4. To act impartially and to the best of their ability in the interests of all sections of the membership.

Further details on the specific responsibilities of the Scheme's Trustees can be found in the 'Supplementary Deed of Trust', 2006.

Members

<table>
<thead>
<tr>
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<tbody>
<tr>
<td>Mr Ken Dalton</td>
<td>2021</td>
<td>Convener, Member of Court</td>
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<tr>
<td>Mr Derek Watson</td>
<td>-</td>
<td>The Quaestor &amp; Factor*</td>
</tr>
<tr>
<td>Mr Alastair Merrill</td>
<td>-</td>
<td>Vice-Principal (Governance)*</td>
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<tr>
<td>Ms Mairi Stewart</td>
<td>-</td>
<td>Director, Human Resources*</td>
</tr>
<tr>
<td>Ms Julia Griffiths</td>
<td>2021</td>
<td>Active / Pensioner</td>
</tr>
<tr>
<td>Mr Reg Gavine</td>
<td>2022</td>
<td>Active / Pensioner</td>
</tr>
<tr>
<td>Mr John Watt</td>
<td>2022</td>
<td>Active / Pensioner</td>
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<tr>
<td>Ms Kitty McIntyre</td>
<td>2022</td>
<td>Active / Pensioner</td>
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</table>

Secretary: Ms Lisa Harley, Pensions Administrator

* Employer-appointed trustees
ACADEMIC ASSURANCE GROUP

The parent Committee of the Academic Assurance Group is the Audit & Risk Committee. The primary purpose of the Academic Assurance Group is to monitor the management of quality assurance in relation to the academic provision and the student experience.

**Remit**

1. To oversee the implementation, management and monitoring of the University's quality assurance for learning and teaching, by means which include the following:
2. An annual check that practice conforms to the national guidelines issued by the Quality Assurance Agency for Higher Education (QAA).
3. To report annually to the Audit & Risk committee on the University’s measures of the quality of the student experience.
4. To report annually to the Audit & Risk Committee on the level of risk identified through academic monitoring reviews during the year.
5. To consider, on reference from the Court or the Senate, any other matter relating to the quality of the academic provision or student experience offered by the University.

**Members**

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<tr>
<th>Name</th>
<th>Until</th>
<th>Status</th>
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<tbody>
<tr>
<td>Mr Kenneth Cochran</td>
<td>2020</td>
<td>General Council Assessor to Court</td>
</tr>
<tr>
<td>Professor Paul Hibbert</td>
<td>-</td>
<td>Vice-Principal Education (Proctor); PO lead</td>
</tr>
</tbody>
</table>
HEALTH & SAFETY ASSURANCE GROUP

The parent Committee of the Health & Safety Assurance Group is the Audit & Risk Committee. The primary purpose of the Health & Safety Assurance Group is to ensure that appropriate and effective policies and practices are in place to promote and safeguard the health and safety of all members of the University community and visitors to the University, with due regard to the management of risk.

Remit

1. To advise Court through the Audit & Risk Committee on all matters concerning health and safety in the University and ensure appropriate attention is given to the University's legal obligations in relation to health and safety.
2. To make recommendations to Court through the Audit & Risk Committee on such actions as are considered necessary to promote the health and safety of employees, students and others within the University.
3. To review, at least annually, the Health and Safety Policy Statement of the University Court.
4. To receive, comment upon and refer to the Audit & Risk Committee an annual report from the University's Director of Environmental, Health and Safety Services, concerning the management of all areas of Health and Safety at Work including: Occupational Health, Radiation Hazards, Biological and Chemical Hazards and Fire Safety.
5. To satisfy itself that suitable and sufficient assessment is made of risks to health and safety and to advise the Audit & Risk Committee, at least annually, of the level of risk identified through the monitoring of health and safety provision.
6. To agree the programmes for health and safety audits, to monitor their conduct and to satisfy itself that recommended actions are effectively and efficiently taken.
7. To consider any health and safety matter referred to it by a School / Unit, Trade Union Representative or an individual.
8. To consider, where necessary, reports from Inspectors of Enforcing Authorities under health and safety legislation, reports from the University's Insurers and Brokers and reports from Trade Union Safety Representatives.
9. To consider and agree the setting and measuring of health and safety performance standards.
10. To ensure that due regard is given to the health and safety of those with disabilities.
11. To satisfy itself that a high standard of health and safety is attained throughout the University and that acceptable levels of performance are sustained.

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<tr>
<th>Members</th>
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<tbody>
<tr>
<td>Mr Adrian Greer</td>
<td>2019</td>
<td>Lay member of Court</td>
</tr>
<tr>
<td>Mr Roy Drummond</td>
<td>-</td>
<td>Chief Legal Officer; PO lead</td>
</tr>
</tbody>
</table>
INVESTMENT & TREASURY ASSURANCE GROUP

The parent Committee of the Investment & Treasury Assurance Group (ITAG) is the Planning & Resources Committee (PARC). The primary purpose of ITAG is to ensure that appropriate and effective decisions are taken with regard to the investment and holding of funds under the University’s management with due regard to the University’s investment policy and the management of risk. In addition, ITAG will ensure cash management is carried out in accordance with the University’s Treasury Management Policy.

Remit

1. Within the context of the general investment policy of the University, to monitor the performance of:
   (i) the University's investment and treasury advisers;
   (ii) the investment portfolio(s) or holdings under their management; and
   (iii) any and all University investments and financial holdings not under the management of the investment advisers, and to advise Court and Planning & Resources Committee thereon.
2. To review the appointment of the University’s investment and treasury advisers and to make changes to such appointments, reporting as appropriate to the Planning & Resources Committee.
3. To take decisions in relation to the general nature or distribution of the investment portfolio and holdings that are under management, with due regard to the management of risk and the general investment policy of the University.

Members

<table>
<thead>
<tr>
<th>Member</th>
<th>Until</th>
<th>Status</th>
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</thead>
<tbody>
<tr>
<td>Mr Andy Goor</td>
<td>-</td>
<td>Chief Financial Officer; management lead</td>
</tr>
<tr>
<td>Mr Nigel Morecroft</td>
<td>2020</td>
<td>Non-Executive member of Court</td>
</tr>
<tr>
<td>Mr Nigel Christie</td>
<td>2020</td>
<td>General Council Assessor</td>
</tr>
<tr>
<td>Mr Robert Campbell</td>
<td>-</td>
<td>Associate / External Member</td>
</tr>
<tr>
<td>Ms Beki Thomson</td>
<td>-</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Ms Calli Hopkinson</td>
<td>-</td>
<td>Tax &amp; Treasury Manager</td>
</tr>
<tr>
<td>Vacant</td>
<td>-</td>
<td>Alumni / External Member</td>
</tr>
<tr>
<td>Vacant</td>
<td>-</td>
<td>Alumni / External Member</td>
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</tbody>
</table>
UNIVERSITY ETHICS & RESEARCH INTEGRITY ASSURANCE GROUP

The parent Committee of the University Ethics and Research Integrity Assurance Group is the Audit & Risk Committee. The primary purpose of the University Ethics and Research Integrity Assurance Group is to assure the appropriateness of the University’s policies, procedures and decision-making where research integrity (research conduct) and ethical consequences may be of significant concern. This applies to University-sponsored activities wherever geographically undertaken.

Remit

1. To consider and review the ways in which the University takes ethical concerns and research integrity into account in its policies and procedures, with due regard to the requirements of various funding bodies and other external bodies in relation to arrangements for research integrity and ethical scrutiny.
2. To ensure that appropriate contacts are maintained with other external ethics committees and research integrity contacts relevant to the University’s activities.
3. To ensure that appropriate structures are in place to encourage best practice for the ethical approval of relevant University-sponsored activities or actions.
4. To ensure that appropriate reporting mechanisms exist for infringements or breaches of ethical and research integrity requirements in relation to University-sponsored activities. This includes whistleblowing procedures.
5. To receive and consider reports of the University Teaching & Research Ethics Committee and to pursue, as necessary with the relevant officers, issues arising from such reports.
6. To receive and consider reports of the Animal Welfare Ethics Committee and to pursue, as necessary with the relevant officers, issues arising from such reports.
7. To receive and consider reports of the Research Integrity Working Group and to pursue, as necessary with the relevant officers, issues arising from such reports.
8. To publish an annual public ‘Research integrity’ statement, containing a summary of actions and activities that have been undertaken to support and strengthen understanding and application of research integrity issues, and aggregate data on inquiries about research misconduct and allegations of research misconduct and their outcomes.
9. To receive and consider reports regarding secure research activities and to pursue, as necessary with the relevant officers, issues arising from such reports.

Members

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<tr>
<th>Name</th>
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<tbody>
<tr>
<td>Mr Kenneth Cochran</td>
<td>2020</td>
<td>General Council Assessor to Court</td>
</tr>
<tr>
<td>Mr Alastair Merrill</td>
<td>-</td>
<td>Vice-Principal (Governance); Chair of UTREC</td>
</tr>
<tr>
<td>Professor Derek Woollins</td>
<td>-</td>
<td>Vice-Principal (Research &amp; Innovation); Chair of AWEC</td>
</tr>
</tbody>
</table>

Observer

<table>
<thead>
<tr>
<th>Name</th>
<th>Until</th>
<th>Status</th>
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<tbody>
<tr>
<td>Professor Stuart Monro</td>
<td>-</td>
<td>Non-Executive member of Court</td>
</tr>
</tbody>
</table>
3.2 STANDING FINANCIAL INSTRUCTIONS

The University Court is empowered to enter into financial transactions by Ordinance No. 119, enacted on 15 July 1992. In conducting its business the University Court will ensure that there is a comprehensive framework of internal controls in place. This framework ensures that the powers of the Court are appropriately delegated and communicated to officers, to ensure that the powers are exercised appropriately, effectively and efficiently.

The Standing Financial Instructions (SFIs) detail the financial responsibilities, procedures and policies adopted by the University. The most current version of the SFIs can be found online.

Observation of these Standing Financial Instructions and adherence to the related Financial Operating Procedures (FOPs) are mandatory for all those employed by the University or by its subsidiaries in relation to all monies, from whatever source. This is to ensure that all the University's financial matters are managed to the highest professional standards and in accordance with best current practice and, more specifically, that there is total compliance with the terms of the financial memoranda which are agreed from time to time between the University and Scottish Funding Council (SFC). The SFIs might be amended only with the consent of Court; adoption and amendment of the FOPs procedures are subject to approval by the Quaestor & Factor and review by the Audit & Risk Committee.
### Glossary of Terms, Titles, Abbreviations and Acronyms

The following are frequently referred to in reports of University Committees and in Court papers.

<table>
<thead>
<tr>
<th>Abbreviation</th>
<th>Description</th>
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<tbody>
<tr>
<td>CAPOD</td>
<td>Centre for Academic, Professional and Organisational Development</td>
</tr>
<tr>
<td>CUC</td>
<td>Committee of University Chairs</td>
</tr>
<tr>
<td>ELIR</td>
<td>Enhancement-Led Institutional Review</td>
</tr>
<tr>
<td>EMAP</td>
<td>Estate Management Action Plans</td>
</tr>
<tr>
<td>FAMS</td>
<td>Financial Appraisal and Monitoring Service</td>
</tr>
<tr>
<td>FEC</td>
<td>Full Economic Costing</td>
</tr>
<tr>
<td>FTE</td>
<td>Full Time Equivalent</td>
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<tr>
<td>HEFCE</td>
<td>Higher Education Funding Council (England)</td>
</tr>
<tr>
<td>HEI</td>
<td>Higher Education Institutions</td>
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<tr>
<td>HERA</td>
<td>Higher Education Research Agency</td>
</tr>
<tr>
<td>HESA</td>
<td>Higher Education Statistics Agency</td>
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<tr>
<td>IP</td>
<td>Intellectual Property</td>
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<tr>
<td>LFHE</td>
<td>Leadership Foundation for Higher Education</td>
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<tr>
<td>LTC</td>
<td>Learning &amp; Teaching Committee</td>
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<tr>
<td>OSCR</td>
<td>Office of Scottish Charity Regulator</td>
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<tr>
<td>PARC</td>
<td>Planning and Resources Committee</td>
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<tr>
<td>PPI</td>
<td>Promoting Partnership Initiative</td>
</tr>
<tr>
<td>PPP</td>
<td>Public / Private Partnership</td>
</tr>
<tr>
<td>QAA</td>
<td>Quality Assurance Agency for Higher Education</td>
</tr>
<tr>
<td>RAE</td>
<td>Research Assessment Exercise</td>
</tr>
<tr>
<td>REF</td>
<td>Research Excellence Framework</td>
</tr>
<tr>
<td>RGFO</td>
<td>Research Grants Finance Office</td>
</tr>
<tr>
<td>RMG</td>
<td>Risk Management Group</td>
</tr>
<tr>
<td>S&amp;LAS</td>
<td>Superannuation and Life Assurance Scheme</td>
</tr>
<tr>
<td>SAAS</td>
<td>Student Awards Agency Scotland</td>
</tr>
<tr>
<td>SAB</td>
<td>Students' Association Board</td>
</tr>
<tr>
<td>SERPS</td>
<td>State Earnings Related Pension Scheme</td>
</tr>
<tr>
<td>SFC</td>
<td>Scottish Funding Council</td>
</tr>
<tr>
<td>SIPS</td>
<td>Student Information Points</td>
</tr>
<tr>
<td>SITS</td>
<td>University Student Record System</td>
</tr>
<tr>
<td>SLC</td>
<td>Student Loan Company</td>
</tr>
<tr>
<td>SMRU</td>
<td>Sea Mammal Research Unit</td>
</tr>
<tr>
<td>SORP</td>
<td>Statement of Recommended Practice</td>
</tr>
<tr>
<td>SPSO</td>
<td>Scottish Public Services Ombudsman</td>
</tr>
<tr>
<td>SQA</td>
<td>Scottish Qualifications Authority</td>
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<tr>
<td>TRAC</td>
<td>Transparent Approach to Costing</td>
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<tr>
<td>UCEA</td>
<td>Universities and Colleges Employers' Association</td>
</tr>
<tr>
<td>UCU</td>
<td>University and College Union</td>
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<tr>
<td>USS</td>
<td>Universities Superannuation Scheme</td>
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<tr>
<td>UUK</td>
<td>Universities UK</td>
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<tr>
<td>VFM</td>
<td>Value for Money</td>
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**Glossary of Post-Holder Terms specific to St Andrews**

**Master of the United College**
The United College of St Salvator and St Leonard is one of the two statutory colleges of the University (the other being St Mary's College). The College encompasses the Faculties of Arts, Medicine and Science and is headed by the Master of the United College. The Master oversees all of the strategic development, planning and management of the academic activities of the University, reviews and agrees the total resourcing and staffing of the academic Schools, and directly manages the (19) Heads of Schools.

**Proctor**
The Proctor has responsibility for the oversight and development of the University’s teaching and learning strategy and the management of internal practices and policies related thereto. In addition, the Proctor’s responsibilities include student-related issues and the student experience more widely, the role involving liaison with the Students’ Association and the Athletic Union. The Proctor directly manages the Deans of faculty.

**Provost of St Leonard’s College**
St Leonard’s College was one of the medieval colleges of St Andrews and was re-established in 1972 as a non-statutory college exclusively for all taught and research postgraduates, postdoctoral fellows and research staff. The Provost is head of St Leonard’s College and has responsibility for the strategic development of the University’s postgraduate research community. This extends to matters of postgraduate recruitment, funding, and training.

**Quaestor & Factor**
The Quaestor & Factor is the chief operating officer of the University. The Quaestor and Factor leads and develops effective financial controls and management across the University and has responsibility for all of the University’s Support Services, in addition to oversight of IT, Estates and Residential & Business Services.
3.4 USEFUL WEB LINKS AND SOURCES OF INFORMATION

Web links:

- Committee of University Chairs
- Leadership Foundation for Higher Education
- Office of the Scottish Charity Regulator
- Scottish Funding Council
- Scottish Information Commissioner
- Scottish Public Services Ombudsman
- Universities and Colleges Employers Association
- Universities Scotland
- Universities UK

Further guidance for governing bodies:

- Scottish Code of Good HE Governance
- Higher Education Code of Good Governance (CUC)
- Committee of University Chairs (CUC) Report on the Monitoring of Institutional Performance and the Use of Key Performance Indicators
- Committee of University Chairs (CUC) Report on the Implementation of Key Performance Indicators: case study experience
- Committee of University Chairs (CUC) Handbook for Members of Audit Committees
- Ethical Standards in Public Life etc. (Scotland) Act 2000
- Public Finance and Accountability (Scotland) Act 2000

Guides published by Leadership Foundation for Higher Education / Committee of University Chairs (CUC) - Resources for Governors of UK Universities and Higher Education Colleges:

- Getting to Grips with Being a New Governor
- Getting to Grips with Academic Standards, Quality & the Student Experience
- Getting to Grips with Audit
- Getting to Grips with Estates and Infrastructure
- Getting to Grips with Finance
- Getting to Grips with Human Resource Management
- Getting to Grips with Information & Communications Technology
- Getting to Grips with Internationalisation
- Getting to Grips with Research & Knowledge Transfer
Getting to Grips with Risk

What is an Effective and High Performing Governing Body in UK Higher Education?
Scottish Funding Council

The Scottish Higher Education Funding Council was established in 1992 under the Further and Higher Education (Scotland) Act to provide financial support for teaching, research and associated activities in Scottish higher education institutions. Through the Further and Higher Education (Scotland) Act 2005, this was replaced by a new body, the Scottish Further and Higher Education Funding Council. This is normally known as the Scottish Funding Council (SFC), which provides funding and support for Scotland's colleges and universities in one body. The Council is a non-departmental public body responsible to the Scottish Government through the Education and Lifelong Learning Department. Its main functions are:

- To distribute funds to support teaching and research in higher education institutions.
- To secure that provision is made for assessing the quality of higher education supported by the Council.
- To provide Scottish Ministers with information and advice relating to all aspects of higher education in Scotland, including the financial needs of the sector.

Universities Scotland

Universities Scotland is the autonomous voice of the higher education sector in Scotland. It works for the Principals or Directors of Scotland's higher education institutions.

It is a membership organisation, funded by the 20 Scottish universities and colleges of higher education to support and promote their work, to argue for the public support needed to maintain and build on their achievements, and to develop policy on Scottish higher education issues.

Membership includes all Scottish universities and higher education institutions funded by the Scottish Funding Council. This body is the principal formal channel of communication between the Funding Council and the universities in Scotland which it funds.

Universities UK

Formerly called the Committee of Vice-Chancellors and Principals, the new name reflects a reorientation of the organisation in response to major changes in the external environment. Devolution for Scotland, Wales and Northern Ireland led to the development of a new representative structure for universities, with National Councils in England and Northern Ireland, Scotland (Universities Scotland) and Wales (Higher Education Wales).

Universities UK is the representative body for the executive heads of UK universities. Its task is to support the work of universities and promote their interests, in particular to increase understanding of the value of their work throughout the UK and campaign for adequate funding to meet their needs. There are 133 members.

It works by:

- Formulating common views on matters which affect UK universities collectively.
- Representing the universities in dealings with UK institutions and other organisations and individuals worldwide.
- Providing information and central services.
Committee of Scottish Chairs (Higher Education Institutions)

This is a representative grouping of the senior lay member of each of the universities in Scotland.

Committee of University Chairs

This is a grouping of the Chairs / Senior Governors of the Governing Bodies of United Kingdom universities.
Guidance on what is expected of charity trustees under the Charities and Trustee Investment (Scotland) Act 2005 is provided in the OSCR publication *Guidelines for Charity Trustees*. A basic summary of what is expected of charity trustees is provided here. The full publication covers eight topics, including: general and specific duties, remuneration, investment powers, and consequences of misconduct or "breach of duty".

Under section 69 of the 2005 Act the following are disqualified from acting as charity trustees:

- someone with an unspent conviction for dishonesty or an offence under the Act;
- an undischarged bankrupt;
- someone who has been removed under either Scottish or English Law or the courts from being a charity trustee;
- a person disqualified from being a company director.

It is the responsibility of individual charity trustees to ensure they personally are not disqualified from being a charity trustee.

**What generally is expected of charity trustees?**

Charity trustees are defined as those responsible for "the general control and management of the administration of a charity" and they carry out these functions within the context of the charity's legal framework. This does not mean that charity trustees necessarily undertake day-to-day operations; some charities might have staff who do this. However, charity trustees, irrespective of the employment of staff, are and remain responsible for the governance and strategy of the charity.

It is the principal duty of charity trustees to maintain general overall control of the charity. They need to ensure that the charity is administered effectively, and is able to account for its activities and outcomes both to OSCR and to the public.

Section 66 of the 2005 Act describes four general duties of charity trustees which are fundamental to their role as a charity trustee. Charity trustees are required to comply with these while carrying out their functions as a charity trustee. A charity trustee must:

- **Act in the interests of the charity**

  Charity trustees are expected to put the interests of the charity before their own interests or those of any other person or organisation. Charity trustees should declare any conflict of interest, maintain an up-to-date register of interests and agree a code of conduct for managing any conflict of interest. Collectively the charity trustees must also take all reasonable steps to make sure that a trustee who has acted improperly in relation to a conflict of interest corrects the situation and does not repeat the offence. The Act makes clear that if a charity trustee is in serious or persistent breach of these requirements, then it is the responsibility of all the other charity trustees to initiate procedures for removing them from their position as trustee.

- **Seek, in good faith, to ensure that the charity operates in a manner that is consistent with its objects or purposes**

  Charity trustees should carry out their duties in accordance with the specific terms of their charity’s constitution or governing document. The constitution or governing document will set out the aims of the charity and the powers it has to act, and will include provisions for how the charity is to be run.
Charity trustees must ensure the following: that all the activities of the charity fall within the objectives, aims or purposes as stated in the constitution or governing document of the charity; the charity adheres to the terms of its constitution or governing document; and the charity's assets are only used for the charitable purposes set out in the constitution or governing document.

- **Act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person**

The Act makes clear that charity trustees must take such care of the charity's affairs as is reasonable to expect of someone who is managing the affairs of another person. This means that a charity trustee would be expected to take even more care than they would if acting on their own behalf. Acting with care and diligence would mean that charity trustees undertake responsibility for the following: ensure the charity is run properly, responsibly and lawfully; ensure the charity is solvent; act as guardians of the charity's assets; ensure the board is “fit for purpose” and the charity trustees are working together; and apply a duty of care to staff.

- **Ensure that the charity complies with the provisions of this Act, and other relevant legislation**

Charity trustees must ensure that the charity complies with the provisions of the Act and with the requirements imposed by other relevant legislation or regulators, for example, health and safety law and regulations, company law in the case of charitable companies, data protection law, and employment law if employing staff. The Act specifically requires charity trustees to make certain that the charity complies with any direction, requirement, notice or duty imposed on it by the Act.

**Collective responsibility**

Charity trustees as a body are collectively or corporately responsible for all the activities of the charity. This means that all charity trustees are equally accountable for their organisation and the decisions of the governing body. Members should take an active part in all governing body business and should not confine their contributions to matters that appear relevant to their background or the particular constituency that appointed or elected them. They have a collective general duty of care for the charity, and they must all observe the requirements of the Act. Charity trustees are expected to act together as a board or committee to realise the values and purposes of the charity and to comply with legislative and regulatory requirements.

Generally, charity trustees cannot delegate their responsibilities to others, although they can delegate some of their functions. So, for instance, sub-committees, operational volunteers or paid staff might well perform tasks and activities associated with these responsibilities. However, ultimate accountability remains with the charity trustees. If a charity trustee fails in his or her duty, it is the obligation of the other charity trustees to take reasonable steps to ensure that the misconduct is rectified and not repeated. They also need to ensure that anyone guilty of serious or persistent misconduct or breaches of their duties no longer remains a charity trustee.
3.7 EXPENSES

University Court members are entitled to claim any expenses properly and reasonably incurred through their Court membership via the University’s expense reimbursement processes for external claimants. Expenses for external claimants are fully processed online, which makes the process paperless and seamless. Further details and guidance are available on the University’s website.

To begin your claim, you must contact the Court Office to first open a submission. You will then be sent a secure link via email to access the Non-Staff Expenses (NSE) system. Your subsequent claim can be completed on any computer, smartphone or mobile device.

For further information on non-staff expenses, please consult the University’s Travel, Subsistence and Expenses policy, which fully applies to University Court members. Note, reimbursement of gratuities is permitted, to a maximum of 10% in the UK.