



University of Aberdeen

Court Handbook

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Introduction

This Court Handbook has been produced to support Court members in their legal and ethical responsibilities, and to assist them to perform their duties effectively.

The document should be provided to new members as part of their induction and given to other members when it has been refreshed.

About the University of Aberdeen

The University of Aberdeen is a broad-based, research-intensive University, and we put students at the centre of everything we do. Outstanding in a wide range of discipline areas, Aberdeen is credited for its international reach and commercialisation of research ideas into spin out companies. The University has over 16,000 matriculated students and 3,600 staff representing 130 nationalities. We encourage bold thinking, creativity and innovation, and we nurture ambition with many opportunities for professional and personal development in an inclusive learning environment which challenges and inspires.

The University continues to uphold the principals of the foundational purpose. We remain committed to delivering positive change both locally and globally. We work together and with our partners in an interdisciplinary way, catalysing world-leading research in our areas of strength: Energy Transition; Social Inclusion and Cultural Diversity; Environment and Biodiversity; Data and Artificial Intelligence; and Health, Nutrition and Wellbeing. We are investing in our future and have committed £100m to upgrading our campus, including the new fully digitised Science Teaching Hub, the regeneration of the historic King's Quarter and a new Business School building. Our commitment to our students, campus and community has led to us being named a Top 20 UK institution in two major league tables and 4th in the UK for overall student satisfaction.

On its 525th anniversary, the University launched Aberdeen 2040, its strategic vision for the next 20 years. Four strategic themes will shape its learning and discovery, underlined by 20 commitments made against each theme:

- **Inclusive:** We welcome students, staff and partners from all backgrounds, organisations and communities. We value diversity.
- **Interdisciplinary:** We innovate in education and research by generating, sharing and applying new kinds of knowledge. We learn together.
- **International:** We connect with others and extend our networks and partnerships around the world. We think across borders.
- **Sustainable:** We understand and nurture our environment, and take care of our resources, including our people and finances. We work responsibly.

Education

Recognised as 15th in the UK and 2nd in Scotland in the Times and Sunday Times Good University Guide 2025, the University remains true to its roots as an ancient Scottish university, combining breadth and depth in its degree programmes and drawing strength from the quality of its research. The University operates a flexible

curriculum, which encourages students to grow as independent learners and therefore to thrive as graduates in the diverse workplaces of the future. The University's education is open to all and it has set ambitious targets to further widen access.

Rankings as at September 2024:

[Times/Sunday Times Good University Guide \(UK\)](#) – 19

[Guardian University League Table \(UK\)](#) – 12

[Complete University Guide \(UK\)](#) – 41

[Times Higher Education \(UK\)](#) – 26

[QS World Rankings \(UK/World\)](#) – 30 / 236

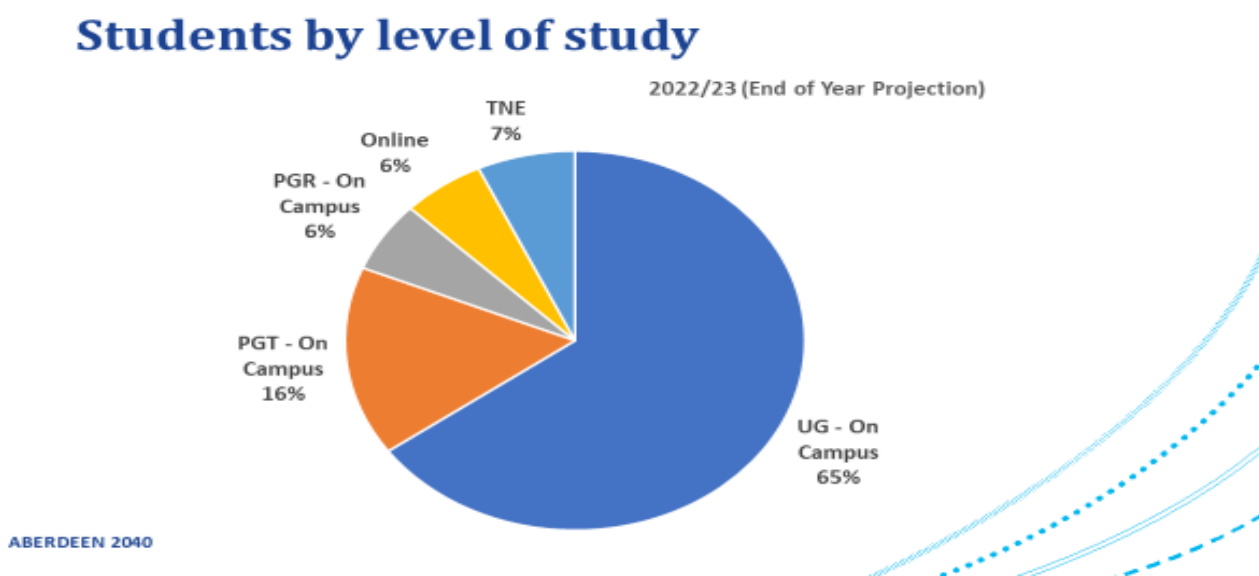


Figure 1: Students by level of study – University of Aberdeen 2022/23 – awaiting update for 2024-25

Research

Researchers at the University of Aberdeen have been at the forefront of innovation and excellence throughout the centuries, generating insights in medicine, science, engineering, law, social sciences, arts and humanities. This research has contributed to five Nobel prizes as well as other awards such as the Queen's Anniversary prize.

The University's research is intellectually rigorous, working within established areas of excellence as well as new methods of enquiry. It will continue to generate new knowledge addressing economic and societal issues with ambition and imagination, ensuring that it is globally excellent and locally relevant.

International

The University is increasing its international presence, positioning the University as a global organisation and building on established global partnerships around the world, including Qatar, China, North America, and Europe. It features in the top 50 institutions worldwide for international students.

Geography of our student population

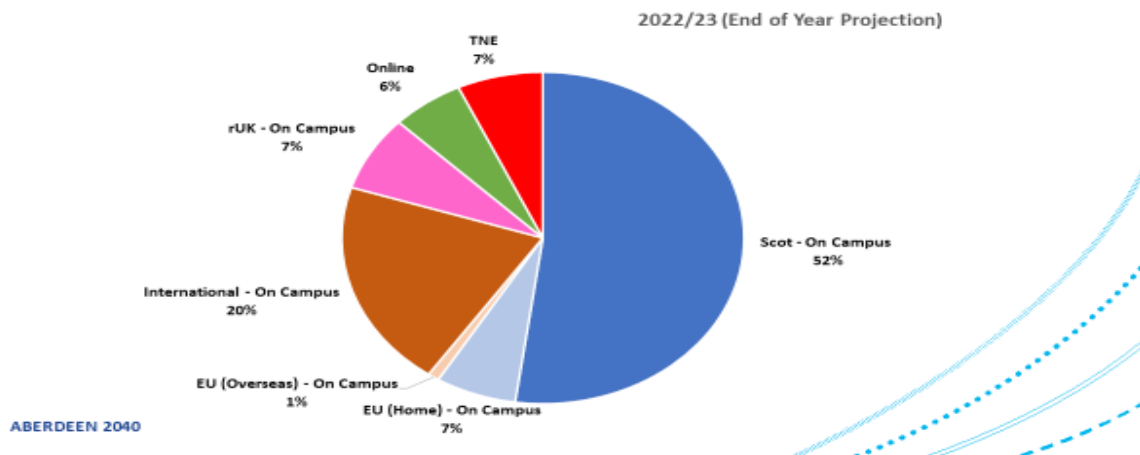


Figure 2: Geography of the student population – University of Aberdeen 2022/23 - awaiting update for 2024-25

Impact

In 2020 the University signed the United Nations Sustainable Development Goals accord, solidifying its commitment to developing the world in a sustainable way. In 2022 it was listed in the global Top 100 for 8 of these goals.

Its highly cited work in zero-carbon technology and global outlooks makes it Scotland's best institution for environmental research.

The University's Governance Narrative

The Cambridge Dictionary refers to 'Governance' as 'the way that organisations or countries are managed at the highest level, and the systems for doing this'. It encompasses the processes by which organisations are directed, controlled, and held to account. It also includes the authority, accountability, leadership, direction, and control exercised in an organisation.

The Chartered Governance Institute defines governance as "...a system that provides a framework for managing organisations. It identifies who can make decisions, who has the authority to act on behalf of the organisation and who is accountable for how an organisation and its people behave and perform. Governance enables the management team and the board to run organisations legally, ethically, sustainably, and successfully, for the benefit of stakeholders, including shareholders, staff, clients, and customers, and for the good of wider society."

Governance practice is normally supported by a range of factors such as ways of working, handbooks, codes of practice, regulatory guidance and, ultimately, legislation. It is the process of decision-making and the process by which policies and decisions are reached and implemented (or not implemented), it encompasses policies, procedures and behaviours. Governance also provides a framework for

answering critical questions about the operation of organisations and their ability to protect themselves against a wide range of risks.

Understanding governance can help you to understand where the organisation's licence to operate comes from, and how stakeholders' interests are protected while managing risk and other elements of decision-making.

Another way to think about good governance is through outcomes for the organisation and what is delivered as a result. Effective governance will enable an organisation to achieve its purpose and strategic aims, while providing a framework to support the delivery of high-quality and safe services and outcomes.

What governance isn't

Governance is primarily focused on strategic leadership, compliance, and oversight. It is about the strategic direction setting, in partnership with the executive team, and monitoring the implementation and performance of agreed decisions and actions via high-level key performance indicators.

Governance is not about implementing those decisions or recording and measuring their impact. That is the role of the executive team. Operational activities sit firmly within the realm of the executive team – the Senior Management Team (SMT) – and their colleagues.

Management is primarily about getting the organisation to perform and deals with the practicalities of running an organisation. Its focus is on putting into place the decisions of the Court and ensuring that strategic goals are met effectively, efficiently, legally, and sustainably.

Why is it important at the University?

Good governance is critical to the effective operation of Scotland's Higher Education Institutions (HEIs) and to their ability to make a full contribution to Scotland's success.

Good governance at the institutional level is underpinned by sector-wide principles and standards, as set out in the Scottish Code of Good Higher Education Governance – the framework for good governance in Scotland's autonomous, highly diverse, world-class universities and specialist institutions.

Collectively known as Scotland's higher education institutions (HEIs), each of the institutions has a governing body – usually known as the 'Court' or 'Board' – which includes independent members, other members drawn from the institution's staff, trade unions and students, the Principal and, in some universities, the Rector.

The governing body is the ultimate authority within each institution, and it has a key role in providing oversight of the institution's strategy and management, and of the administration of its revenue and property.

HEIs receive substantial amounts of funding from both public and private sources, to deliver diverse outcomes to many beneficiaries. This means that they, and those

involved in their governance, have responsibilities towards a wide range of stakeholders.

These include the institution's students and staff, its alumni, employers of graduates, partners in research and development, the Scottish and UK governments (through bodies like the Scottish Funding Council and UK Research and Innovation (UKRI) and other funders, including international partners. Furthermore, a condition of funding from the Scottish Funding Council is that the University meets sector-wide standards of governance.

As autonomous organisations, universities must generate income, innovate, and invest to develop and sustain excellence in all their activities and remain competitive on a global stage.

Those involved in the governance of HEIs, therefore, must balance the need for coherent strategy and sound financial management with the responsibility to bring benefit to higher education's many stakeholders and society in general.

In addition, all of Scotland's HEIs have charitable status, placing on their governing bodies the legal responsibilities of trustees to ensure that the aims of the charity are delivered effectively and sustainably. Good governance across the University plays a crucial role in this regard.

Adopting good governance practices allows senior management to ensure they act in the University's best interests. It also ensures sustainability, including financial sustainability, and helps build a reputable image and healthy culture. It is important to note that good governance is about behaviours as much as procedures and policies. For instance, you can have the best processes, procedures, and rules, but they are not any good if they are ignored. By embedding and promoting good governance across all areas of the University's activities, together, we can achieve the University's full potential.

The legal nature of the University and its regulatory environment

Overview

This section provides an introduction to the legal standing of the University, its charitable purposes and regulatory environment. An overview of the operating environment for higher education institutions in Scotland provides additional contextual information.

Ancient University Governance in Scotland

The ‘Ancient’ Universities of Aberdeen, Edinburgh, Glasgow and St Andrews are governed under Act of Parliament: the Universities (Scotland) Acts 1858 to 1966. The Acts set out a tripartite constitution for each University, whereby each institution has three bodies of symbiotic authority: the University Court, the General Council and the Senate (senatus academicus).

University Court

The University Court is the University’s governing body, its legal persona, and has ultimate responsibility for the University. Its powers are largely defined in the [Universities \(Scotland\) Acts 1858 to 1966](#), which provide the framework by which Court is empowered to oversee the management of the University.

Those on the University Court may be identified by a range of titles: Governor; Member; independent member, non-executive member; and charity trustee. In practice, these all refer to the same role and under charity law are deemed ‘charity trustees’. For the purpose of this handbook, we shall use the term ‘Court Member’ to cover the generic role, duties and responsibilities required of those ultimately responsible for the University. Where there is a specific requirement relating to charity law, the term ‘charity trustee’ is used to underline the legal importance of that specific duty or responsibility. Likewise, ‘company director’ is used to cover those duties specific to company law, where relevant.

The 1966 Act sets out the processes by which Court may exercise its powers. These are:

- by Ordinance, which requires consultation with the General Council and Senate followed by Privy Council approval
- by Resolution, which requires consultation with the General Council and Senate but not approval by the Privy Council
- by simple decision without the requirement for formal consultation

The high-level articulation of the University Court’s role is to set the mission, strategic direction and values of the University, and to monitor and challenge the execution of the strategy by the Principal and Senior Management Team. The Court must secure appropriate assurance on academic governance and quality from Senate.

A summary of the powers of Court as set out in the 1966 Act is as follows:

- 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.
- To inquire into and control the administration, the revenue, expenditure and all pecuniary interests of the University.
- To appoint a Principal.
- After consultation with the Senate and General Council, to effect improvements in the internal arrangements of the University.
- To make other staff appointments.
- To censure, suspend, or dismiss staff.
- To regulate the remuneration of employees.
- To regulate the amount, manner of payment and appropriation of fees and other payments made by students.
- To make provision for the Senate and the General Council to discharge their duties.
- To consider any representations and reports from the Senate and General Council.
- To review decisions of the Senate and to be a court of appeal for such decisions.
- After consultation with the Senate, to regulate the qualifications, appointment and number of examiners and their remuneration.
- To make arrangements for maintaining a register of members of the General Council.
- To make an Annual Report to the General Council.
- To make, alter and revoke ordinances, resolutions and regulations on all matters within the Court's competence.
- To appoint committees of its own number or others, to define the powers, membership and quorum of such committees.

In exercising its powers, Court must have a particular concern for the strategy of the University, the criteria and mechanisms for the allocation of resources, budgetary control mechanisms, the accountability of those responsible for the use of resources, the availability of appropriate management information, and, as the employer of anyone on the University payroll, staffing issues.

The structure of Court is such that there is a majority of independent, non-executive members when all are present, and in the case of any sensitive, novel or contentious decision or policy, the non-executive members would have to exercise the power that their majority creates, in the best interests of the wider University in furtherance of its charitable purposes.

By whatever route a person becomes a member of Court, they are a member on an equal basis with all others and have a legal duty to act in the interests of the charitable purposes. They must not act as a representative of any part of the

University or of any particular interest, but are expected to contribute to discussions in a manner that can help highlight and reflect the concerns of the wider stakeholder community.

The variety of routes to membership of Court is intended to ensure an optimum breadth of knowledge, diversity and experience across Court, and the power to co-opt independent, non-executive members enables Court to appoint individuals whose talents are likely to be of particular benefit to the University.

To support effective decision-making, Court composition brings independent perspectives from outside the HE sector, as well as those from individuals within it such as academic, professional services, Trade Union and student roles.

While on Court, all Court members are required, as charity trustees, to act in the best interest of the charitable objects and the University as a whole, including its beneficiaries and wider society.

Court fulfils its legal duties via formal meetings (of Court and its committees) and communications (such as agreeing a matter 'by circulation').

Formal business meetings of Court are normally held four times a year, with an additional fifth meeting held annually to focus on strategic review and planning.

Each meeting of Court is opened by the Rector who, at the University of Aberdeen, then delegates authority for the chairing of Court meetings to the Senior Governor.

Composition

The Court consists of unremunerated governors along with a remunerated Senior Governor and the Principal of the University (as an ex officio member). Currently, Court is comprised as following:

- An elected Rector, who presides at Court;
- A Senior Governor, who acts as the chair for Court;
- A Senior Independent Member (similar to a senior independent director in a commercial company);
- A majority of independent Court Members (to include the Senior Governor and the Senior Independent Member), appointed by open competition;
- The Principal of the University;
- Four Senate Assessors, appointed by Senate;
- Two members of the University's Students' Union;
- Two members of staff nominated by the recognised trade unions of the University; and
- Two members of staff elected by the academic and professional services staff communities.

In accordance with its Statement of Intent on Diversity, University Court is committed to supporting the achievement of excellent practice in embedding the principles of Equality and Diversity across all of the University's activities. In particular, the Court recognises that the increasing diversity of the University staff and student community adds to the University's success and integrity.

The Court believes that its own membership should represent the diverse nature of the University community. The Court also recognises that Equality legislation protects nine specific characteristics (gender, race, religion, sexual orientation, age, pregnancy and maternity, transgender status, disability, marriage and civil partnership) and will endeavour to promote inclusivity and equality for all groups through its business and, where appropriate, in the diversity of its membership. To this end, the Court will seek, without prejudicing the skills and knowledge requirements of the Court, to ensure that this commitment is considered whenever it recruits independent members and will request that other electing or nominating bodies do the same.

The Court notes the requirements of the Gender Representation on Public Boards (Scotland) Act 2018 with regard to the objective of 50% of appointed independent members being women. The Court further aims to achieve and maintain a gender balance of 50:50 across all categories of its membership, while acknowledging that this is influenced by the outcome of electoral and nomination processes beyond its control.

Notwithstanding these aims, the University Court will at all times ensure that the recruitment and selection processes for Court appointments are transparent, fair and objective.

All internal or external bodies when electing or appointing members of Court are asked to take this statement and the commitment to greater diversity on Court that it represents, into account.

Committees and Delegation

The Court exercises the majority of the powers of the University on its behalf and reserves a number of areas of business for its approval – these may be because the law or regulatory environment does not deem them appropriate for delegation, or Court has designated a matter should be reserved to them. However, Court can and does delegate a number of its powers to either its committees, the Senior Management Team or committees of the executive. A full scheme of delegations from Court is laid out within the University's [Delegated Authority Schedule](#).

Court is supported in its work by five standing committees: Audit & Risk Committee; Commercialisation Committee; Finance & Resourcing Committee; Governance & Nominations Committee; and Remuneration Committee.

Senate

Defined by the Higher Education Governance (Scotland) Act 2016 as the body which 'is responsible for the overall planning, co-ordination, development and supervision of the academic work of the institution', the Senate is convened by the Principal and is constituted to discharge the functions of the University Court relating to the overall planning, co-ordination, development and supervision of the academic work of the University. As such, it is the supreme academic body of the University and has delegated authority for all academic matters relating to education and research.

In fulfilling its duties, Senate brings together academic office holders with the perspectives of individual elected Senators, and through them their constituents, and student representatives. It's current composition is as follows:

Ex officii

- Principal (Convener)
- Senior Vice-Principal
- Vice-Principals (4)
- Heads of School (12)
- Deans for Education (4)
- Deans for Global Student Recruitment (4)
- Dean for Regional Engagement & Regional Recovery (1)
- Deans for Research (4)
- Dean for Sustainability (1)
- Quality Assurance Committee (4)
- The University Librarian

Elected Members

- 80 teaching and research (including honorary and part-time) staff (i.e. approximately twice the number of elected members) elected approximately pro rata by, and on the basis of, the total electorate within each School, to serve for a four-year period, with half retiring every second year and with retiring members eligible for re-election for one further four-year period.

Student Members

- President of the Students' Association
- Vice-President for Education
- Vice-Chair of AUSA Education Committee
- The School Conveners (13)
- Three postgraduate representatives
- In addition, the Communities Officer is in attendance

Senate is required to provide appropriate assurance on academic governance to University Court, and to seek approval from University Court for any material or strategic changes to the following key activity:

- The direction, regulation, approval and promotion of the policies and practices for education, learning and research of the University, including assessment.
- Discussions regarding matters of strategic importance for education and research.
- Approvals of the award of degrees, including honorary degrees.
- The maintenance of the quality and standards of the University's awards.
- The setting and upholding of the academic regulatory framework of the University, including regulations that govern Students' programmes of study, their progress and their awards.
- The regulation of the conduct of the students of the University.
- The approval of admission requirements to the University's various degrees (known as "Going Rates").

- The strategic oversight of appropriate and effective arrangements for student support (academic and non-academic).
- The setting of high-level academic policy and strategy, under the strategic direction contained within the University's Strategic Plan, as approved by University Court.
- Reporting to the University Court on any matter referred to the Senate by University Court.
- Any requests to University Court for a Resolution or the amendment of a Resolution.
- The approval of the conferment of emeritus status on retiring professors of the University.
- The policies approved by Senate or its standing sub-committees, including policies relating to student academic appeals, discipline and complaints, and the hearing and determination of outcomes of related issues through sub-committees (the Senate Appeals and Complaints Panel, the Students' Progress Committees and the Student Disciplinary Committee).

In order to implement certain decisions arising from these roles, Senate is required to recommend to Court the creation of a resolution.

Senate meets five times in each academic year, and delegates some of its work to committees, which draw in specialist expertise and school input, while providing an academic view through the debate of issues at full Senate. Much of the detailed work in regard to the above matters is delegated by the Senate to the University Committees of Research, Education and Quality Assurance.

Senate is responsible, via the University Education Committee, for the strategic oversight of education provision and its alignment to the University's Strategic Plan. Together with its sub-committees for Employability and Entrepreneurship and Student Support and Experience, it also oversees innovation, academic development and enhancement, together with a focus on the wider student experience, including employability and entrepreneurship, student mobility and student support.

Assurance of the quality of the University's educational provision, particularly in relation to the design, implementation, evaluation and review of mechanisms for quality assurance and quality control, for the enhancement of the quality of education, and for the safeguarding of academic rests with the Quality Assurance Committee and its working sub-group, the Academic Policy and Regulations Group.

The research aspects of the Senate's remit are covered through the Research Committee, and its sub-committee the Postgraduate Research Committee in regard to research students. Non-student research interests are overseen by the Senate through regular reports from the Vice-Principal (Research) who chairs the Research Committee and through consideration of national initiatives as and when appropriate, e.g. in regard to the research assessment exercise.

Under the 1858 Act, Senate also has the power to elect Assessors to serve on University Court, with four members of academic staff currently acting as Senate

Assessors within Court's composition. Vacancies for Senate Assessors are filled via a formal nomination and election process.

General Council

The [General Council](#) is a body of the academics and graduates of the University, established under the Universities (Scotland) Act 1858. The President of the General Council is the Chancellor of the University, an honorary position which it elects for life.

The general council is chiefly an advisory body, connecting alumni to their former institution of study. The key roles of the General Council is to take part in the election of 'office bearers' and to take into consideration all questions affecting the wellbeing and prosperity of the University, and to make representations from time to time on such questions to the Court, who in turn shall return their considerations to the General Council.

It is represented to University Court and Senate via its Business Committee.

Principal and Senior Officers

The officers of Ancient Universities are:

The Chancellor

The Chancellor is the nominal head of the University, who is elected for life by the General Council and given the statutory duty of awarding degrees. They may delegate this responsibility to a Vice-Chancellor, and it is common for the Chancellor to appoint the Principal as Vice-Chancellor.

The Chancellor may participate in academic ceremonies and is often a member of the Royal Family, a local dignitary, noble or significant academic with a connection to the University or region.

The Chancellor serves as President of the General Council once elected.

The Pro-Chancellor

The Pro-Chancellor supports the Office of the Chancellor.

The Principal and Vice Chancellor

The Principal is the Chief Executive of the University, Convener of the Senate, and is appointed by University Court. They also serve as an ex officio member of Court and are therefore also a charity trustee.

At the University of Aberdeen, the Principal is also appointed as Vice-Chancellor and can award degrees in the absence of the Chancellor.

The Rector

The office of Rector is one of the oldest institutions of university governance, dating back to the original papal bulls which formed the earliest of the Ancient Universities in Scotland.

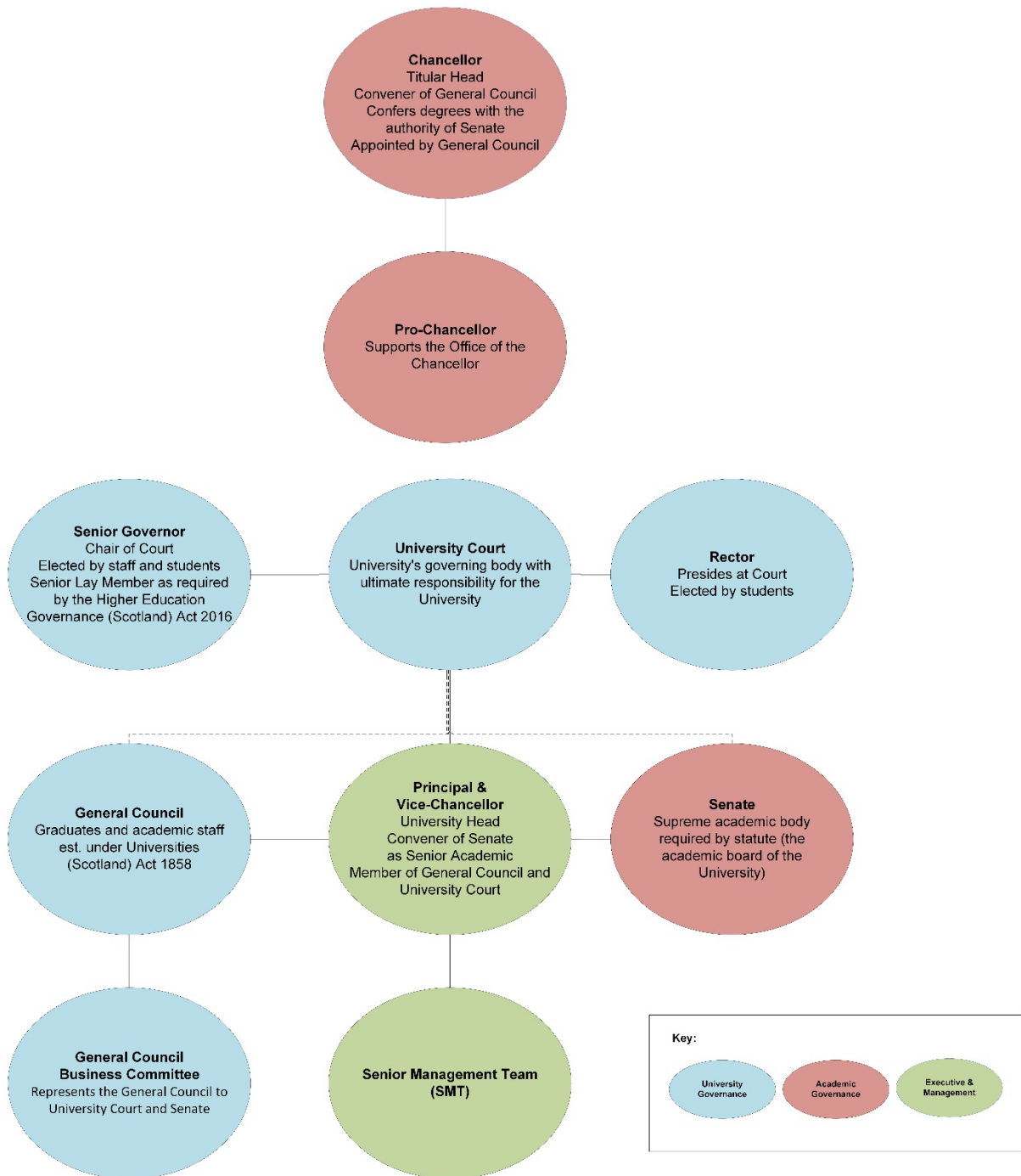
Under the 1898 University (Scotland) Act, the Rector was given a statutory position to chair University Court meetings.

In addition, the role of the Rector is to act as a representative for students within the University, and to promote the work and standing of the University to external stakeholders. In this, the Rector works closely with the Students' Union.

The Rector is elected by students for a term of three years, which ensures that all students undertaking a four-year programme of undergraduate study are given an opportunity to vote for the Rector at least once. Once elected, the Rector is commended to the Chancellor by the Students' Union in order to be ceremonially installed and to deliver a speech to the University community and the wider public.

A visual overview of the principal officers and bodies of the University's governance framework is provided in Figure 1 below.

University of Aberdeen Principal Officers and Bodies



Legal duties of Court and its members

Overview

This section will provide Court members with an understanding of:

- The legal responsibilities of individual Court members as charity trustees under Scottish charity legislation
- The responsibilities of Court as detailed in the University's governing instruments, and legislation
- The importance and nature of collective responsibility

Legal duties of charity trustees and company directors

As the University is recognised as a charity under Scottish charity legislation, all members of Court (as the governing body) are charity trustees. As such there are legal duties that individuals must bear in mind when fulfilling their roles, regardless of how they are appointed.

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 institution's legal framework. As such, Court Members are not responsible for the conduct of business operations, rather they are responsible for the governance, strategy and compliance of the University.

As charity trustees, the principal duty of Court members is to maintain general overall control of the University, ensuring that it is administered effectively and is able to account for its activities and outcomes both to the Office of the Scottish Charity Regulator (OSCR) and to the public.

Section 66 of the Charities and Trustee Investment (Scotland) Act 2005 describes four general duties of charity trustees which are fundamental to their role. A charity trustee must:

- **Act in the interests of the charity**
Charity trustees must 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, 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 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. The Acts, Ordinances and Resolutions of the University of Aberdeen 1858 – 2023 represent the governing documents of the University (referred to as the 'Grey Book').
- **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: ensuring the charity is run properly, responsibly and lawfully; ensuring the charity is solvent; acting as guardians of the charity's assets; ensuring the board is "fit for purpose" and the charity trustees are working together; and applying 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. 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.

Charitable purposes

The stated charitable purposes of the University are:

- the advancement of education
- the advancement of health
- the advancement of citizenship or community development
- the advancement of the arts, heritage, culture or science

It may provide educational and learning activities for any purposes relating to the achievement of these charitable purposes.

Disqualification

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

Under the Charities and Trustee Investment (Scotland) Act 2005 and the Charities (Regulation and Administration) (Scotland) Act 2023, the following are not eligible to act as a charity trustee in Scotland:

Anyone

- under the age of 18 years at the date of this election or appointment.
- incapable of managing and administering their own affairs.
- with an unspent conviction for an offence:
 - involving dishonesty;
 - under sections 13 or 19 of the Terrorism Act 2000;
 - under sections 41 or 42 of the Counter-Terrorism Act 2008 (Part 4)
 - for money laundering within the meaning of section 415 of the Proceeds of Crime Act 2002;
 - of bribery of another person or foreign public official, being bribed, or failing to prevent bribery within a commercial organisation, as detailed under the Bribery Act 2010 (sections 1, 2, 6 and 7);
 - involving perverting the course of justice including: false accusation of a crime; perjury; prevarication on oath; prison breaking or subornation of perjury
 - of wilful neglect by a public official;
 - of misconduct in public office under the law in England and Wales;
 - arising from a contravention of certain Charity Commission for England and Wales preventative orders (under the Charities Act 2011 section 77);
 - or
 - attempting to or conspiring to commit the offence or aiding, abetting, counselling, procuring or inciting the commission of any of the above offences.
- convicted of an offence under the Charities and Trustee Investment (Scotland) Act 2005 or the Charities (Regulation and Administration) (Scotland) Act 2023
- subject to an order made under section 7 of the Law Reform Act (Miscellaneous Provisions) (Scotland) Act 1990, preventing me from being concerned in the management or control of any relevant organisation or body.
- found in contempt of court in England and Wales in civil proceedings for making a false disclosure statement, or making a false statement in a document verified by a statement of truth, or causing such a statement to be made.
- found guilty in the High Court of disobeying a Charity Commission for England and Wales order or direction.
- found guilty in the High Court of Justice of disobeying a Charity Commission Northern Ireland order.
- who has been removed from:
 - a position of management or control of a charity in Scotland for mismanagement or misconduct by the Scottish charity regulator or the High Court;

- management or control of a body under section 34(5) of the Charities and Trustee Investment (Scotland) Act 2005, or earlier legislation.
- trusteeship, charity trusteeship or as an officer, agent or employee of a charity by a relevant order in England and Wales under section 181 or 79(2) of the Charities Act 2011 or section 18(2) of the Charities Act 1993 or section 20 (1A) of the Charities Act 1960 or by the High Court of Justice in England due to misconduct in the administration of the charity – either responsible for, contributed to, or facilitated;
- trusteeship or charity trusteeship for a charity by order made by the Charity Commission for England and Wales;
- trusteeship or charity trusteeship by a relevant order in Northern Ireland.
- subject to an order made by the Charity Commission for England and Wales (under section 181 Charities Act 2011 – disqualifying an individual in relation to all charities, type of charity or specific charity).
- who is an undischarged bankrupt (under the Bankruptcy (Scotland) Act 2016 or the Insolvency Act 1986), or subject to a specified bankruptcy related measure: involving my estate being sequestered, or being adjudged bankrupt or who has granted a trust deed for or entered into an arrangement with creditors. (You may make this declaration if the relevant bankruptcy or sequestration order has been discharged).
- subject to a disqualification order or undertaking under the Company Director Disqualification Act 1986, including Company Directors Disqualification (Northern Ireland) Order 2002.
- who is a designated individual under specific anti-terrorist legislation: ISIL and Al-Qaeda (UN Sanctions and EU Exit Regulations 2019); and regulations 11-15 Counter-Terrorism (international Sanctions) (EU Exit Regulations 2019).
- subject to a disqualification order under the Criminal Justice and Court Services Act 2000.
- subject to notification requirements of Part 2 of the Sexual Offences Act 2003.
- disqualified under the Protection of Vulnerable Adults List.

For the purposes of HMRC's Gift Aid requirements trustees must also be able to confirm that:

- They do not have a history of tax fraud.
- They have no history of other fraudulent behaviour, including misrepresentation and/or identity theft.
- They are not someone whom HMRC is aware has been involved in attacks against or abuse of the tax system.
- They are not/have not been barred from acting as a charity trustee or company director.

Upon appointment, and annually thereafter, Court members will be invited to sign a self-declaration that they are eligible to serve as a trustee. If anything changes within the subsequent twelve month period that would disbar an individual from being a charity trustee, this should be reported to the University Secretary and Governance & Executive Support Team as soon as practicable.

Collective responsibility

Charity trustees as a body are collectively responsible for all the activities of the charity. This means that all Court members, as charity trustees, are equally accountable for the University and the decisions of Court as its governing body.

Members should take an active part in all Court business and should not confine their contributions to matters most aligned with their background or particular means of appointment or election. They have a collective general duty of care for the University as a charity, and they must all observe the requirements of the Act.

Members are expected to act together as a board or committee to realise the values and purposes of the University 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. For example, Court may delegate oversight or approval of particular activities or decisions to its committees, or a specific function to an individual. However, ultimate accountability and liability remains with the charity trustees.

If a charity trustee fails in their 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.

Once a decision has been made by the Court, it is incumbent upon all members to support that decision in public. This is the case even where they have argued against a particular proposal and may have asked for their disagreement to be recorded in the minutes. If they cannot accept the decision of Court, and support collective responsibility, the individual should consider whether it is appropriate for them to continue in that role (though it should be noted that the need to respect confidentiality will continue after resignation).

The role of Court and its primary responsibilities

The authority and responsibilities of University Court are derived largely from the statutes contained in the Universities (Scotland) Acts 1858 to 1966 and in the Ordinances and Resolutions made under these Acts, which are collected in the Acts, Ordinances and Resolutions of the University of Aberdeen 1858 – 2023 (the 'Grey Book').

In addition, Court has responsibilities under the terms and conditions of the Financial Memorandum agreed with the Scottish Funding Council as a condition of its funding. One condition of that funding is to implement and adhere to the principles and recommended practices relating to governance as detailed in the Scottish Code of Good HE Governance 2023 (the Code).

Primary Responsibilities and Roles

The primary roles and responsibilities of Court are focused on the three key areas of strategy, major decision-making affecting the University, and governance, as follows:

Strategic Direction

- To approve the mission of the University and its major priorities, as expressed in its strategic plans, long-term academic plans and business plans.
- To approve financial, estates, human resources and student experience strategies in support of institutional objectives and priorities.
- 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.
- To monitor the University's performance and efficiency against approved plans and key performance indicators.
- To promote and safeguard the reputation and values of the University.

Key Decisions

- To exercise general control over the University's affairs, purposes and functions.
- To take final decisions on specific matters of fundamental concern to the institution.
- On the advice of Senate, to institute new degrees and their regulations.

Governance: Responsibilities in Relation to Management and Senate

- To appoint the Principal of the University, including the terms and conditions of their appointment.
- 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.
- To review decisions by the Senate made under its statutory powers and the resource implications of these in relation to teaching, research and discipline.

Governance: Exercise of Controls

To delegate to its key committees authority within prescribed limits for the exercise of powers and controls as set out below:

- 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.
- To ensure the financial health of the University and to safeguard the University's assets, property and estate and their use.
- To ensure the establishment of effective systems of internal control and accountability throughout the University and to monitor such systems.
- To oversee the University's arrangements for internal and external audit.
- To ensure that appropriate and effective processes are in place for risk assessment and management at all levels in the University.
- To approve the University's annual financial statements and the accounting policies and judgements that have been applied.
- 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.

- 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.
- To ensure that appropriate and effective arrangements are in place for dealing with disciplinary matters, grievances, conflicts of interest and public interest disclosure.
- To monitor its own performance and that of its Committees, with a formal evaluation process of effectiveness undertaken periodically.

Governance: Corporate Responsibilities

- 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.
- To be the employing authority for all University staff and to ensure that all associated obligations are met, including the welfare, development and reward of employees.
- To make provision for the general welfare of students.
- To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University.
- To ensure that the University's constitution, as enacted in the Acts, Ordinances and Resolutions of the University of Aberdeen 1858 – 1990 and subsequent legislation, is followed.
- To ensure that the University acts ethically, responsibly and with respect for society at large and for the environment.
- To ensure a balance of skills and experience amongst the membership of Court sufficient to meet its primary responsibilities.
- 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.

The Scottish Funding Council

The University's key relationship to its sponsor department and parliament is via 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. 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 the University, and the requirements with which the University is expected to comply in return for payment of grant by SFC. It also sets out the agreed expectations which the University, in the spirit of constructive partnership, has a right to have of the SFC.

The Memorandum is an important part of the governance framework within which SFC and the University operate, and it ensures that SFC is able to meet its statutory duties in relation to the Public Finance and Accountability (Scotland) Act 2000 and other legislation, including the Scottish Code of Good Higher Education Governance (2023).

In addition, 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. 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.

The Scottish Code of Good Higher Education Governance (2023)

Good governance is critical to the effective operation of Scotland's higher education institutions (HEIs) and to their ability to make a full contribution to Scotland's success. Good governance at the institutional level is underpinned by sector-wide principles and standards, which are set out in the [Scottish Code of Good Higher Education Governance 2023](#) (The Code), which replaced the 2017 version.

The Code is the framework for good governance in Scotland's autonomous universities and specialist institutions. It applies in a complex environment of regulatory and legislative requirements and guidance, including not only Scottish and UK laws relating specifically to higher education, but also the following:

- Charities law and regulations overseen by the Office of the Scottish Charity Regulator (OSCR); the Charities and Trustee Investment (Scotland) Act 2005 is the primary piece of charity law in Scotland, subsequently augmented by the Charities (Regulation and Administration) (Scotland) Act 2023;
- Requirements on the composition and membership of the governing bodies and academic boards of HEIs under the 2016 Act;
- Requirements of the Scottish Funding Council, including the governance requirements of HEIs laid down in its Financial Memorandum and Accounts Direction;

- Universities UK accounting practice set out in the Statement of Recommended Practice for Further and Higher Education (SORP2019) and, where relevant, company law;
- Equality law and associated equality, diversity and inclusion duties, including the Public Sector Equality Duty (PSED);
- Safeguarding the members of each institution's community of students, staff and the wider public, through compliance with health and safety or safeguarding legislation, including the protection of children and vulnerable adults;
- Data Protection Act 2018;
- Freedom of Information (Scotland) Act 2002
- Procurement Reform (Scotland Act) 2014;
- Procurement (Scotland) Regulations 2016;
- Complaints handling statutory requirements set out in the 2021 Model Complaints Handling Procedure (CHP) for the higher education sector, as overseen by the Scottish Public Services Ombudsman (SPSO);
- Climate Change (Scotland) Act 2009 and Public Bodies Climate Change Duties (PBCCD) Reporting;
- Gender Representation on Public Boards (Scotland) Act 2018;
- Bribery Act 2010;
- Modern Slavery Act 2015;
- Scottish Government Fair Work First strategy;
- Equality and Human Rights Commission (EHRC) guidance on freedom of expression for higher education providers and students' unions in Scotland;
- Requirements of professional bodies and other regulators relevant to the wide range of HEIs' activity, including Quality Assurance and Cyber Security.

As part of the wider legal framework, the Scottish Funding Council requires institutions to comply with the principles of good governance as a condition of a grant of public funding. The Code sets out an appropriate set of principles for this purpose.

Consumer Protection Law and the Competition & Markets Authority

On the recommendation of its predecessor, the Office of Fair Trading (OFT), the Competition and Markets Authority (CMA) first published compliance advice in March 2015 to assist HE providers across the UK with understanding their responsibilities under consumer protection law in their dealings with undergraduate students.

The advice, [which was updated and re-issued by the CMA in May 2023](#), covers the extent to which consumer protection law applies to the relationship between HE providers and prospective and current undergraduate students, at all stages of the student lifecycle. It sits alongside the sector's other specific regulatory obligations and sets out the minimum standards that apply to various aspects of an HE provider's dealings with students, for example in relation to information provision and complaint handling, and the requirement of fairness for terms and conditions.

The advice is particularly important given the extent to which HE providers' funding comes directly from students. This has highlighted particular expectations of providers when it comes to, for example, the information they provide about the

degrees and courses available, the choices on offer, how teaching will be delivered, and students' rights as consumers. Consumer protection law is therefore an important aspect of an HE provider's relationship with students, together with the existence of a supportive learning and pastoral environment within an academic community.

Public Body Reporting Requirements

As a Higher Education Institution, the University is regarded as a public body, and is also therefore subject to specific reporting duties, including the Public Sector Equality Duty (PSED), Freedom of Information (Fol) and the General Data Protection Regulation (GDPR).

Public Sector Equality Duty (PSED)

Created under the Equality Act 2010, the Public Sector Equality Duty came into force on 5 April 2011.

As an institution subject to the Equality Duty, the University must have due regard to the Duty's three key aims, which outline the need to:

- Eliminate unlawful discrimination, harassment and victimisation and other conduct prohibited by the Equality Act.
- Advance equality of opportunity between people who share a protected characteristic and those who do not.
- Foster good relations between people who share a protected characteristic and those who do not.

Furthermore, the Equality Act explains that having due regard for advancing equality involves:

- Removing or minimising disadvantages suffered by people due to their protected characteristics.
- Taking steps to meet the needs of people from protected groups where these are different from the needs of other people.
- Encouraging people from protected groups to participate in public life or in other activities where their participation is disproportionately low.
- Meeting different needs by taking steps to take account of disabled people's disabilities. The Act describes fostering good relations as tackling prejudice and promoting understanding between people from different groups. It states that compliance with the Duty may involve treating some people more favourably than others.

The Equality Duty covers the nine protected characteristics of: age, disability, gender reassignment, pregnancy and maternity, race, religion or belief, sex and sexual orientation. Public bodies also need to have due regard to the need to eliminate unlawful discrimination against someone because of their marriage or civil partnership status.

The broad purpose of the Equality Duty is to integrate consideration of equality and good relations into the day-to-day business of public bodies such as the University. If you do not consider how a function can affect different groups in different ways, it is unlikely to have the intended effect. This can contribute to greater inequality and poor outcomes. The general Equality Duty therefore requires institutions to consider how they could positively contribute to the advancement of equality and good relations.

It requires equality considerations to be reflected into the design of policies and the delivery of services, including internal policies, and for these issues to be kept under review.

Freedom of Information

The Freedom of Information (Scotland) Act 2002 (FOISA) gives individuals general rights to access recorded information held by Scotland's public authorities, promoting greater openness and accountability across the public sector.

Scottish public authorities are defined under Schedule 1 of the Act (FOISA) and includes Higher Education institutions, such as the University of Aberdeen. The Scottish Information Commissioner (OSIC) enforces information laws and the right of public access to public sector information.

The University has two main obligations under the Act. It must:

- **Publish certain information proactively:** The Freedom of Information (Scotland) Act requires every public body to have a publication scheme and to publish information covered by the scheme. The scheme must also set out the University's commitment to make certain classes of information routinely available, such as policies and procedures, minutes of meetings, annual reports and financial information.
- **Respond to requests for information:** There are two separate duties when responding to information requests, in that the University must disclose to the applicant whether it holds any information falling within the scope of their request, and to subsequently provide that information within an agreed timeframe (usually 20 working days).

The University has adopted the single Model Publication Scheme, produced and approved by the Scottish Information Commissioner. It commits the University to publishing the information, including environmental, that it holds and which falls within the classes of information within the scheme, and to producing a guide for the public to that information.

The Secretary to the University has overall responsibility for the University's publication scheme, which is reviewed quarterly to ensure links are current and information updated.

The Act covers any recorded information that is held by the University, however It does not give people access to their own personal data. If a member of the public wants to see information that a public body holds about them, they should make a data protection subject access request.

The Act also applies to any companies owned by the University, either wholly owned, or in partnership with other public authorities.

UK General Data Protection Regulation (UK GDPR)

Unlike the Freedom of Information Act, which covers information rights, the UK General Data Protection Regulation, or GDPR, (in conjunction with the Data Protection Act (DPA) 2018) provides rules for handling information about people and governs how personal data should be processed in the UK.

Essentially, the GDPR and DPA exist to protect people's right to privacy, whereas the Freedom of Information Act is about removing unnecessary secrecy.

UK GDPR provides protections for individuals and a number of rights, as well as significant privacy obligations for organisations, such as the University. Individuals are provided with more information about how their data is being handled and gives them the ability to request access to their information and also to object to processing or request deletion.

There are seven Data Protection Principles that are central to the legislation and offer guidance on what actions are appropriate when it comes to personal data. The University must comply with these principles when processing personal data.

- **Principle 1 - Lawfulness, fairness and transparency:** Personal data shall be processed lawfully, fairly and in a transparent manner in relation to the data subject.
- **Principle 2 - Purpose limitation:** Personal data shall be collected for specified, explicit and legitimate purposes and not further processed in a manner that is incompatible with those purposes.
- **Principle 3 - Data minimisation:** Personal data shall be adequate, relevant and limited to what is necessary in relation to the purposes for which they are processed.
- **Principle 4 – Accuracy:** Personal data shall be accurate and, where necessary, kept up to date; every reasonable step must be taken to ensure that personal data that are inaccurate, having regard to the purposes for which they are processed, are erased or rectified without delay.
- **Principle 5 - Storage limitation:** Personal data shall be kept in a form which permits identification of data subjects for no longer than is necessary for the purposes for which the personal data are processed.
- **Principle 6 - Integrity and confidentiality:** Personal data shall be processed in a manner that ensures appropriate security of the personal data, including protection against unauthorised or unlawful processing and against accidental loss, destruction or damage, using appropriate technical or organisational measures.

- **Principle 7 – Accountability:** The University shall be responsible for, and be able to demonstrate compliance with, the UK GDPR.

Owned and managed by the University's dedicated Information Governance Team, the University [Data Protection Policy](#) provides guidance on responsibilities under the legislation, and its [guidance on University information security policies and practices](#) also provides more detail on the importance of security in keeping personal data safe.

Ethical considerations

Overview

This section will cover issues such as:

- The principle of standards of public life in Scotland
- Specific legal duties under the Companies Act 2006
- The University's code of conduct for Court members
- Benefit and disbenefit
- Recognising, recording and managing conflicts of interests
- Privacy, confidentiality and ethical decision making

Principles of Public Life in Scotland

The Scottish Government's Model Code of Conduct for Members of Devolved Public Bodies indicates nine general principles of conduct should be observed in public life.

The Court wholly endorses the nine principles of Duty, Selflessness, Integrity, Objectivity, Accountability and Stewardship, Openness, Honesty, Leadership and Respect, which are reproduced in full below.

In practical terms, these require that the Court and its members should observe the highest standards of integrity, objectivity and honesty in the transaction of all its business. Members of Court must act fairly and impartially in the interests of the University as a whole, irrespective of which constituency they may have been appointed from. Governors must avoid any action which could bring the reputation of Court Members and the University into disrepute.

- **Duty:** You have a duty to uphold the law and act in accordance with the law and the public trust placed in you. You have a duty to act in the interests of the public body of which you are a member and in accordance with the core functions and duties of that body.
- **Selflessness:** You have a duty to take decisions solely in terms of public interest. You must not act in order to gain financial or other material benefit for yourself, family or friends.
- **Integrity:** You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties.
- **Objectivity:** You must make decisions solely on merit and in a way that is consistent with the functions of the public body when carrying out public business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

- **Accountability and Stewardship:** You are accountable for your decisions and actions to the public. You have a duty to consider issues on their merits, taking account of the views of others and must ensure that the public body uses its resources prudently and in accordance with the law.
- **Openness:** You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider public interest clearly demands.
- **Honesty:** You have a duty to act honestly. You must declare any private interests relating to your public duties and take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership:** You have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of the public body and its members in conducting public business.
- **Respect:** You must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times. Similarly, you must respect members of the public when performing duties as a member of your public body.

Companies Act 2006

Under Part 10 of the Companies Act 2006, there are specific legal duties placed upon Court members as company directors.

Under the Act, they have a duty to:

- act within their powers;
- promote the success of the company;
- exercise independent judgement;
- exercise reasonable care, skill and diligence;
- avoid conflicts of interest;
- not to accept benefits from third parties; and
- declare interest in a proposed transaction or agreement.

Code of Conduct of Court Members

University Court recognises that governing bodies are entrusted with public funds and therefore have a particular duty to observe the highest standards of corporate governance at all times and to ensure that they are discharging their duties with due regard for the proper conduct of public business. This is both a collective responsibility and one which applies equally to individual members.

In support of these standards, Court has approved a Code of Conduct, which applies equally to all members of Court. Adherence with the Code is a condition of appointment.

The Code outlines the key principles to be observed by members at all times, in respect of the Nine Principles of Public Life in Scotland, confidentiality, the maintenance of a register of members' interests, and the declaration of gifts and hospitality. In addition, the Code contains guidelines for the removal of any member of Court whose behaviour is deemed to be inimical to the reputation of Court and the University, or who has committed a material breach of the Code.

A copy of the Code of Conduct is provided at Appendix 1.

Benefit and Disbenefit

Under Section 172 of the Companies Act 2006, Members of Court have a duty to promote the success of the University.

In doing this, they “must act in the way [they] consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- The likely consequences of any decision in the long term;
- The interests of the company's employees;
- The need to foster the company's business relationships with suppliers, customers and others;
- The impact of the company's operations on the community and the environment;
- The desirability of the company maintaining a reputation for high standards of business conduct; and
- The need to act fairly as between members of the company.”

In addition, the Office of the Scottish Charity Regulator (OSCR) has a legal set of requirements (the 'Charity Test') that the University must pass in order to maintain its status as a charity and be entered in the Scottish Charity Register. These include the concept of disbenefit.

Disbenefit is the word used in the Charities and Trustee Investment (Scotland) Act 2005 (the primary piece of charity law in Scotland) to describe the negative effects on the public of an organisation's activities in pursuit of its purposes, as opposed to the positive effects of activities that provide public benefit.

Disbenefit can take a number of forms but it must involve active, identifiable disbenefit to the public, or part of the public, because of what an organisation does or intends to do. If the disbenefit outweighs any benefit an organisation provides, it may fail the 'Charity Test'.

Recognising, recording and managing conflicts of interests and loyalty

As a charitable and public body, the University has in place clear rules and procedures for identifying, managing and recording conflicts of interests and loyalty to ensure transparency of any interests which might influence, or be thought to influence its actions. These rules and procedures are overseen by Court as the governing body of the University.

The confidence of the University community and wider external stakeholders in both Court and the University as a whole depends on it being clearly understood that decisions are taken in the public interest, in line with the charitable purposes of the institution, and for no other reason.

Under the Scottish Code of Good HE Governance, the University has a duty to set up, maintain and make available for public inspection a register of Court Member interests.

The following categories of interest should be declared by Members and recorded within the Register:

- Remuneration from employment, self-employment or directorships.
- Related undertakings i.e. certain unremunerated directorships.
- Contracts with the University.
- Gifts and hospitality (offered, declined and accepted).
- Houses, land and buildings that members own or have an interest in which are of significance or relevance to, or bear upon the work and operation of, the University.
- Shares and securities - holdings in a company or organisation which are of significance or relevance to, or bear upon the work and operation of, the University.
- Non-financial interests including membership or holding office in other public bodies, clubs, societies and organisations such as Trade Unions and voluntary organisations.

In deciding whether to declare an interest, Court Members should consider the key test of whether a member of the public, acting reasonably, might think that a particular interest could influence them.

Any member with a financial or non-financial interest should declare that interest at Court meetings, and if appropriate, withdraw from relevant items of business. The interest should also be notified to the Governance & Executive Support team for recording on the University's Register of Interests, until such time as the interest no longer applies.

Where a material conflict of interest exists and a Court Member does not declare their interest and withdraw, the Senior Governor and University Secretary must take appropriate action to ensure that Court, and the Member concerned, are not compromised.

In the case of a member who frequently declares interests at meetings, consideration will be given by the Senior Governor and University Secretary as to whether it is appropriate for that individual to continue in their role, whilst the interest applies.

A copy of the University's Policy regarding conflicts of interest for Court, governance committee members and the Senior Management Team is provided at Appendix 2.

Confidentiality

On occasions, Court Members are required to treat discussions, documents and other information relating to the work of the governing body in a confidential manner. It is essential that Court Members respect the duty of confidentiality at all times, and Members should never use information to which they have privileged access for personal or financial gain, or in a way that brings the University into disrepute.

Use of Social Media

When using social media, the distinction between work and private life can become blurred, and comments can be misconstrued. It is important that Court Members take special care when expressing views on social media so as not to compromise their position as a member of the governing body.

Social media offers many benefits in communicating with stakeholders and interested parties. However, Members should always remember that hastily expressed views through social media can reach large (sometimes unintended) audiences instantaneously and can be difficult to retract.

It should also be noted that the use of social messaging applications such as WhatsApp for decision-making processes is not permitted as it carries a number of governance risks. These include the potential undermining of collective responsibility and difficulties in the provision of a transparent audit trail in response to third party requests regarding any decision, non-decision or action of Court.

Additionally, Members are reminded that all messages regarding the business of Court and the University are subject to Freedom of Information requests, regardless of whether they are received, sent and stored on a University or personal device.

Members are required to familiarise themselves with the content of the University's [Social Media Policy](#) (which staff members are also subject to) to protect the institution's reputation, its legal obligations, its information and its systems, and are expected to approach any use of social media platforms responsibly and with care.

Court and its Committees

Overview

In order to ensure robust oversight of the University, Court's remit is understandably broad. Whilst there are a number of areas of business that must be reserved only for Court to approve, Court does delegate key elements of its work to its standing committees, and this section provides an overview of their remits and delegated authorities.

Matters Reserved to Court

The following areas of business are reserved to Court to approve:

Strategy and Risk

- The approval of the University's Strategic Plan and areas of reporting via Key Performance Indicators.
- The approval of the University's Risk Appetite Statement and consideration of reports on Risk Management.
- The appointment of the Internal and External Auditors and their annual fees, on the recommendation of the Audit & Risk Committee.
- The approval of the Internal Audit Annual Report for submission to the Scottish Funding Council.

Court Governance

- The appointment and terms of reference of designated Standing Committees of Court.
- The approval, on the recommendation of the Governance and Nominations Committee, of the appointment of independent members of Court, changes to the remits and compositions of Standing Committees and appointment of the membership of Standing Committees.
- The approval of arrangements for the election of the Senior Governor of Court (in accordance with the Higher Education Governance (Scotland) Act 2016).
- The approval of the removal of a member of Court from office in accordance with Resolution No 288 Procedure for Removal of Members of Court.
- The approval of Ordinances and Resolutions, following consultation with Senate and the General Council.
- Delegation arrangements to Committees, the Principal and other senior officers and the Delegated Authorisation Schedule.
- The approval of any changes to the Standing Orders of the University Court, on the recommendation of the Governance and Nominations Committee.
- The approval of the Schedule of Delegation and decision-making powers, and any ad hoc delegation, provided this is within the terms of the Ordinances and Resolutions.

Academic Governance

- The approval of major academic re-organisations of the curriculum, on the recommendation of the Senate.
- The approval of the annual institution-led Review of Academic Quality.

- The approval of the academic structure of the University in consultation with the Senate, in particular changes to the Schools as the formal academic governance and management structure of the University, and including the creation or amendments of Schools and constituent disciplines.

Staff Appointments and Remuneration

- The approval of the appointment, re-appointment or dismissal of the Principal as the Chief Executive of the University.
- The approval of Severance Terms and substantial changes to pay and/or terms and conditions of the Principal, on the recommendation of the Remuneration Committee.
- The approval of the appointment or dismissal of the Secretary to the Court (University Secretary & COO).
- The approval of the Senior Staff Pay Policy on the recommendation of the Remuneration Committee for implementation by the Committee at an individual level.
- The oversight and approval of strategic People issues.

Finance and Estates

- The approval of the Annual Report and Financial Accounts.
- The approval of the University's Budget and financial forecasts.
- The approval of the University's Financial Strategy.
- The approval of changes to accounting policies, as recommended by the Audit & Risk Committee.
- The approval of the University's borrowing commitments, including re-financing or material variation to existing arrangements, any new borrowing arrangements, and any transaction involving any "sale or lease-back" of material assets.
- The approval of business plans for proposed expenditure out with the agreed revenue and capital budget with a value over £5 million, and the approval of all material asset sales with a value in excess of £1 million, on the recommendation of the Finance & Resourcing Committee.
- The approval of use application, or change in application, of funds raised by Private Placement or bond issue.
- The approval of the University's Capital Plan and Estates Strategy for the management and development of the University's land and buildings.
- The approval of the establishment of new campuses, whether overseas or in the UK.
- The approval of the Outcome Agreement with the Scottish Funding Council.
- The approval of the University's Modern Slavery Statement for annual publication on the University webpages.

The above does not preclude Court from discussing or seeking reports on any matter it deems relevant that are not specified here or which are delegated to Committees.

Court Committees

The work of Court is supported by five committees:

- Audit and Risk Committee
- Commercialisation Committee
- Finance and Resourcing Committee
- Governance and Nominations Committee
- Remuneration Committee

Audit and Risk Committee (ARC)

The remit of the committee covers:

- Internal and external audit: oversight of the work of internal and external audit, advising Court on the appointment, qualifications, expertise, independence and performance of those teams.
- Financial control: reviewing the effectiveness of the University's systems for financial control and responding to any alleged financial irregularities or fraud.
- Financial reporting: reviewing the content of the Annual Report and Accounts and advising Court on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for stakeholders to assess the University's performance, strategy and sustainability.
- Risk management: advising Court on the adequacy of the approach to risk management (including academic risk) and maintaining oversight of the strategic risks facing the University.
- Governance and compliance: ensuring compliance with the mandatory requirements in SFC's Financial Memorandum and Public Interest Disclosure arrangements.

Full details of the [Committee's composition, membership and terms of reference](#) can be found on the University's webpages.

Commercialisation Committee (ComCo)

The Commercialisation Committee was established in September 2022 to oversee the development and resource requirements of the University's strategic approach to commercialisation of research and innovation.

Full details of the [Committee's composition, membership and terms of reference](#) can be found on the University's webpages.

Finance and Resourcing Committee (FRC)

The main remit of the committee is to oversee the University's financial affairs (including planning and resourcing, financial management and investments) with a focus on ensuring that University's approach to revenue, resource and capital planning mature in support of Aberdeen 2040.

Full details of the [Committee's composition, membership and terms of reference](#) can be found on the University's webpages.

Governance and Nominations Committee (GNC)

The remit of the committee is to advise Court on matters of governance and to conduct on its behalf, reviews of the University's governance. The Committee also has responsibility for considering nominations for vacancies in Court membership and vacancies in the membership of Court committees.

Full details of the [Committee's composition, membership and terms of reference](#) can be found on the University's webpages.

Remuneration Committee (RemCom)

The remit of the committee is to:

- Advise Court on matters relating to the pay and conditions of senior staff.
- Benchmark the University's salaries and other emoluments and conditions of service against the sector to inform its policies and decisions.
- Determine and review the salaries, terms and conditions (and where appropriate, severance payments) of the Senior Governor, Principal, Vice-Principals, the University Secretary, Professorial and Grade 9 officers and such other staff.
- Ensure that the performance of the Principal is assessed on an annual basis
- Oversee severance arrangements for senior staff and ensure that account is taken of the SFC Guidance on Severance Arrangements in respect of Senior Staff.

Full details of the [Committee's composition, membership and terms of reference](#) can be found on the University's webpages.

Senate and its Committees

Overview

Defined by the Higher Education Governance (Scotland) Act 2016 as the body which 'is responsible for the overall planning, co-ordination, development and supervision of the academic work of the institution', the Senate is convened by the Principal and is constituted to discharge the functions of the University Court relating to the overall planning, co-ordination, development and supervision of the academic work of the University. As such, it is the supreme academic body of the University and has delegated authority for all academic matters relating to education and research.

Matters Delegated to Senate

In fulfilling its duties, Senate, convened by the Principal, brings together academic office holders with the perspectives of individual elected Senators, and through them their constituents, and student representatives. It is required to provide appropriate assurance on academic governance to University Court, and to seek approval from University Court for any material or strategic changes to the following key activity:

- The direction, regulation, approval and promotion of the policies and practices for education, learning and research of the University, including assessment.
- Discussions regarding matters of strategic importance for education and research.
- Approvals of the award of degrees, including honorary degrees.
- The maintenance of the quality and standards of the University's awards.
- The setting and upholding of the academic regulatory framework of the University, including regulations that govern Students' programmes of study, their progress and their awards.
- The regulation of the conduct of the students of the University.
- The approval of admission requirements to the University's various degrees (known as "Going Rates").
- The strategic oversight of appropriate and effective arrangements for student support (academic and non-academic).
- The setting of high-level academic policy and strategy, under the strategic direction contained within the University's Strategic Plan, as approved by University Court.
- Reporting to the University Court on any matter referred to the Senate by University Court.
- Any requests to University Court for a Resolution or the amendment of a Resolution.
- The approval of the conferment of emeritus status on retiring professors of the University.
- The policies approved by Senate or its standing sub-committees, including policies relating to student academic appeals, discipline and complaints, and the hearing and determination of outcomes of related issues through sub-committees (the Senate Appeals and Complaints Panel, the Students' Progress Committees and the Student Disciplinary Committee).

After each meeting, Senate reports to Court on matters approved as part of its delegated authority, as outlined above, referring on items endorsed by Senate requiring further approval from Court.

Senate Committees

Senate also delegates some of its work to sub-committees, which draw in specialist expertise and school input, while providing an academic view through the debate of issues at full Senate. Much of the detailed work in regard to the above matters is delegated by the Senate to the University Committees of Research, Education and Quality Assurance.

University Education Committee (UEC)

The University Education Committee is responsible to the Senate for the strategic oversight of education provision and its alignment to the University's Strategic Plan. Together with its sub-committees for Employability and Entrepreneurship and Student Support and Experience, it also oversees innovation, academic development and enhancement, together with a focus on the wider student experience, including employability and entrepreneurship, student mobility and student support.

Full details of the [Committee's composition, membership and terms of reference](#) can be found on the University's webpages.

Quality Assurance Committee (QAC)

Assurance of the quality of the University's educational provision, particularly in relation to the design, implementation, evaluation and review of mechanisms for quality assurance and quality control, for the enhancement of the quality of education, and for the safeguarding of academic rests with the Quality Assurance Committee and its working sub-group, the Academic Policy and Regulations Group.

Full details of the [Committee's composition, membership and terms of reference](#) can be found on the University's webpages.

University Research Committee (URC)

The research aspects of the Senate's remit are covered through the Research Committee, and its sub-committee the Postgraduate Research Committee in regard to research students. Non-student research interests are overseen by the Senate through regular reports from the Vice-Principal (Research) who chairs the Research Committee and through consideration of national initiatives as and when appropriate, e.g. in regard to the research assessment exercise.

Full details of the [Committee's composition, membership and terms of reference](#) can be found on the University's webpages.

General Council and the Business Committee

Overview

The General Council (GC) was established by the Universities (Scotland) Act 1858 and consists of graduates and most academic staff. If you are a graduate of the University of Aberdeen, you automatically become a member of the General Council.

In the event of any proposed changes to the University's Ordinances and Resolutions, prior to approval by Court, both Senate and the General Council are required to provide comment and endorsement.

The General Council is represented to University Court and Senate by its Business Committee.

General Council Business Committee (GCBC)

The Business Committee consists of 21 elected graduates, four Independent Members of Court and four Ex-officio members. The Committee has a duty of dialogue with the University Court on all matters relating to the well-being of the University.

Further details of the [Committee's composition, membership and operation](#) can be found on the University's webpages.

Senior Management Team and Executive Committees

Overview

The Court recognises that the Principal is the Vice-Chancellor of the University, the designated Accountable Officer and the Chief Executive Officer, and that as such, the Principal is responsible for the effective working, management and good order of the University. The Principal therefore has authority from the Court for the academic, corporate, financial, estate and human resource management of the University which may, in turn, be discharged through the Senior Management Team (SMT) and through the academic leadership of the Senior Vice-Principal and Vice-Principals.

The Senior Management Team ensures the effective leadership, co-ordination and management of the University's activities. In particular, it acts as the formal executive decision-making body of the University and ensures that all University initiatives are considered, approved, implemented and monitored in line with the University's strategic, regulatory and policy framework and recognised best practice guidelines. It is fundamental in the dissemination of information to internal and external stakeholders and in supporting the monitoring of the performance of Schools and Professional Services in line with the University's strategic vision as approved by the University Court.

The remit of the Senior Management Team is as follows:

- To ensure the implementation of activities to deliver the Aberdeen 2040 strategy and Commitments and approve business for onward consideration by Court, the Policy and Resources Committee including, where appropriate, Senate and other sub-committees of Court.
- To oversee the development, implementation and monitoring of planning activities across (i) Schools, Professional Services Directorates and (ii) external collaborative activities in line with the institutional strategic direction approved by the University Court
- To monitor and ensure the delivery of agreed institutional financial plans, targets and budgets as approved by the University Court.
- To have lead responsibility at an executive level for the University's Risk Management processes, including monitoring and reviewing the institutional Strategic Risk Register and ensuring mitigating actions are taken.
- To support the development, implementation and monitoring of the University's academic performance (education and research), making recommendations for continuing enhancement and improvements as required.
- To ensure the effective oversight and monitoring of management committee activities (i.e. committees which are not sub-committees of Court or Senate), including (i) approving their establishment/abolition, (ii) approving amendments to their remits and/or compositions and (iii) receiving reports.
- To have responsibility for formal oversight of City and Regional Engagement and formally receive reports from the Regional Engagement Group.

- To consider proposals for the prioritisation of capital expenditure and oversee property transactions.
- To ensure a proactive approach to horizon scanning, both within and beyond the HE sector, and to respond effectively to policies set by the SFC and other relevant regulatory/stakeholder bodies.
- To provide a forum for information sharing amongst the team.

Matters Delegated to the Principal (and Senior Management Team)

The Court delegates to the Principal (and Senior Management Team) the following:

- Authority to lead development of the University's vision, mission, Strategic Plan and values, ensuring the support and engagement of the Court in the relevant processes.
- Authority to lead the University's engagement with legal and other agreements and affiliations with academic and other partners.
- Authority to lead the development of a rolling operational plan for the University, including short and longer term budgets, ensuring the support and engagement of the Court in the development process.
- Authority for the virement of budgets within the financial framework approved by Court.
- Authority to lead development of strategic key performance indicators, against which University performance will be measured at least annually, ensuring the support and engagement of the Court in the relevant development and review processes.
- Authority to provide the academic leadership of the University in such a way as to ensure delivery of excellence in education, scholarship, research, engagement, innovation and impact, and the student experience.
- Authority to lead the Senate as its Convener in fulfilment of the role and responsibilities of the Senate;
- Authority to determine the optimum operational structure of the University and to organise the distribution of all required staff and other resources in the delivery of the strategic objects of the University.
- Authority for the engagement of staff, the determination of their number and their terms and conditions of employment, and the variance of any individual contract of employment.
- Authority to take all necessary steps to ensure that the University has policies and procedures and other controls in place to support delivery of the objects of the University and to ensure compliance with all relevant legislation, constitutional rules and legal and contractual agreements with which the University must comply.
- Authority to oversee the processes associated with the maintenance of good order in the University, including those associated with staff and student discipline.
- Authority as the designated Accountable Officer in respect of Scottish Funding Council funds for compliance with the Scottish Funding Council Financial Memorandum. In accordance with the Scottish Code of Good Higher Education Governance, the Principal shall be formally responsible for alerting

the Court if any action or policy is incompatible with the terms of the Financial Memorandum.

- Authority to represent the interests of the University externally, engaging with stakeholders as a strong advocate and ambassador for the University.
- Authority to advise the Senior Governor of Court in respect to any matters where conflict, actual or potential, may occur between the Court and the University Secretary & COO in their role as Secretary to the Court.
- Authority, on behalf of the Court, to carry the prime responsibility for health and safety throughout the University.
- Authority to review the performance of the Principal's direct reports in accordance with agreed objectives and to establish and maintain an equivalent system of staff performance review.
- Authority to undertake such other responsibilities as may be determined by the Court from time to time which are commensurate with the role of Principal, designated Accountable Officer and Chief Executive Officer of the University.

Committees of the Senior Management Team

The Senior Management Team is supported in its work by a range of executive committees:

- Campus Planning Group
- Digital Strategy Committee
- Enterprise & Innovation Committee
- Equality, Diversity & Inclusion Committee
- Estates Committee
- Health & Safety Committee
- Information Governance Committee
- International Partnerships Committee
- Military Education Group
- Regional Engagement Committee
- Risk Management Committee
- Staff Experience Committee
- Student Recruitment Committee
- Sustainable Development Committee

Campus Planning Group

The Campus Planning Group was originally established to manage the University's response to the Covid-19 pandemic and to co-ordinate plans to return to on-campus based work for staff and PhD students. The Group now continues to meet to discuss progress and any matters relating to the return to campus. It also has sub-groups to focus on specific areas of activity, including laboratory-based research.

Further details can be found on the [University's webpages](#).

Digital Strategy Committee

The Digital Strategy Committee has responsibility for the strategic direction of all Digital activities. It is guided by the Aberdeen 2040 Strategy goal of being truly Inclusive, Interdisciplinary, International and Sustainable and plays a key role in

ensuring that digital activities align to the 2040 strategy and its associated implementation plans, commitments and key performance indicators.

The committee champions Digital for both staff and students across Education, Research and Administration, promoting and communicating areas of excellence, prioritising and initiating projects, whilst embedding digital best practices across the University.

Further details can be found on the [University's webpages](#).

Enterprise & Innovation Committee

The Enterprise & Innovation Committee (EIC) was established in March 2023 with the purpose of promoting knowledge exchange, innovation and commercialisation, and to oversee their effective promotion both internally and externally.

The Committee monitors and reviews strategy, policies and procedures relating to these themes and ensures that the University's strategy and implementation in these areas adopts best practice and adapts to international, national and regional initiatives maximising the benefit to the University.

Further details can be found on the [University's webpages](#).

Equality, Diversity & Inclusion Committee

The Equality, Diversity and Inclusion Committee is responsible for the strategic direction of all Equality, Diversity and Inclusion activities supporting the Aberdeen 2040 strategy. It champions equality, diversity and inclusion for staff and students and promotes an Inclusive culture.

Further details can be found on the [University's webpages](#).

Estates Committee

The Estates Committee is responsible for overseeing the development of the University's estate, ensuring that physical spaces support the delivery of its Aberdeen 2040 ambitions, encouraging interdisciplinary exchange and innovation and meeting the current and future needs of students and staff.

It oversees the selection, prioritisation and control of the University's strategic projects within the Directorate of Estates & Facilities in line with the strategic priorities outlined in Aberdeen 2040.

Further details can be found on the [University's webpages](#).

Health & Safety Committee

The Health & Safety Committee advises the Senior Management Team (SMT) on matters relating to general health, safety and wellbeing policy, monitoring compliance and recommending actions necessary to implement Health & Safety policy across the University. It is a University level committee, supported by school and directorate level health and safety committees.

Further details can be found on the [University's webpages](#).

Information Governance Committee

The purpose of the Committee is to ensure effective oversight, clear strategic direction and visible senior management support for information governance, information risk management, data protection and information security policies, initiatives and compliance across the University.

Its remit extends to all information assets generated, collected and held by the University, including those maintained by the University Library, Special Collections, and Museums.

Further details can be found on the [University's webpages](#).

International Partnerships Committee

The Committee provides oversight of the University's strategic international partnerships and alliances at an institutional level, to ensure adherence to procedures for the approval, renewal and governance of the agreements facilitating those partnerships, including their effective risk management, and to make decisions on their creation, renewal and termination.

Further details can be found on the [University's webpages](#).

Military Education Group

The Group is responsible for providing and developing formal and informal links between the University of Aberdeen, Robert Gordon University and the Service Units in which students of the two universities are eligible to serve: Aberdeen Universities Officer Training Corps and the East of Scotland Air Squadron.

This is a joint Committee with RGU, and the secretariat for the committee rotates between the two universities.

Further details can be found on the [University's webpages](#).

Regional Engagement Committee

The remit of the Committee is to identify opportunities and develop further strategic links with external parties to enhance regional engagement and specific projects relating to regional engagement, including the University's Civic University Agreement.

Risk Management Committee

The Committee supports and advises the Senior Management Team, Audit and Risk Committee, and consequently Court, on the implementation of all risk management elements and objectives within the University.

Staff Experience Committee

The purpose of the Committee is to own and guide the direction of Staff Experience on behalf of the Senior Management Team, ensuring that the University is managing staff issues effectively, overseeing how staff contribute to improved organisational performance, and driving ongoing improvements in staff experience building on the strengths of the current offer.

Student Recruitment Committee

The Committee has primary responsibility for the development and monitoring of implementation of the University's strategy and policy for student recruitment across the University, in support of the University's student recruitment and admissions objectives. It works closely with the University Education Committee in ensuring the University's offerings are attractive to the market.

Further details can be found on the [University's webpages](#).

Sustainable Development Committee

The Sustainable Development Committee co-ordinates the development, implementation and review of the activities which underpin the University's commitment to sustainability, as outlined in the Aberdeen 2040 strategic plan.

Further details can be found on the [University's webpages](#).

Stakeholder engagement and accountability

Good governance does not operate in a vacuum and transparency and accountability are integral to ensuring governance is effective.

Through its developing Communications Plan, Court seeks to identify a number of opportunities each academic year to engage with those interested in the work and success of the University, to highlight the work of the Court and how it leads the University, to share a strategic vision for the future of the University and its work with stakeholders and to welcome questions from interested parties related to the Court and the University of Aberdeen's governance.

A key element of Court's stakeholder engagement is its annual stakeholder event, which forms an integral part of the requirements of the Scottish Code of Good HE Governance. The code recommends that:

“In addition to normal meetings of the governing body, the Institution is expected to hold an annual stakeholder meeting in public, at which representatives of the governing body, including the Principal, are expected to give an account of the Institution's performance and should be available to answer questions.”

Compliance with the Code is required as part of the contractual agreement with the Scottish Funding Council. However, to view the event merely through the compliance lens would be a missed opportunity to inform the wider University community of the important work of the Court.

Court Members are urged to attend the event, to share their insights and experiences with stakeholders, outlining the unique nature of their role and how they fulfil it.

A [video recording of the 2023-24 annual Court stakeholder event](#) is available online.

The Role of the Governance and Executive Support Teams (GESTs) in Supporting Court

University Secretary

The University Secretary & COO is responsible for the administration of the University, compliance with all procedures and the provision of governance and administrative services for the Court, Senate and General Council.

In providing governance services for the Court, the University Secretary & COO is the Secretary to the Court and in that role carries out the duties and has the responsibilities of the secretary to the governing body in accordance with the Scottish Code of Good Higher Education Governance. The University Secretary & COO, in carrying out their role as Secretary to the Court, is solely responsible to the Court and, acting independently, has a direct reporting link to the Senior Governor of the Court for the conduct of Court business.

The University Secretary & COO is also the Establishment License Holder for the University, and the holder of the institutional Immigration License.

Status of Delegations to the University Secretary & COO

The Court has delegated to the Secretary the following:

- Authority to advise the Court and to take steps to ensure compliance of the Court with all applicable internal constitutional documents, codes, policies and procedures, and all applicable external legislation, governance codes, memoranda and grant conditions etc. The latter includes the Scottish Funding Council Financial Memorandum, where the Secretary is responsible for assisting the Principal to fully discharge their responsibilities, as the designated officer in respect of Scottish Funding Council funds, for compliance with the Scottish Funding Council Financial Memorandum, and for alerting the Court if any action or policy is incompatible with the terms of the Financial Memorandum.
- Authority to advise the Court on all matters relating to the Remit and Terms of Reference of Court Committees, ensuring that those Committees conduct business appropriately within the defined limits of their Terms of Reference.
- Authority to ensure that members of the Court are supplied with appropriate information in such a form and of such quality as to enable the Court to discharge its duties.
- Authority to maintain a Register of Interests of all members of the Court and its standing Committees, and senior officers of the University, and to publish these on the University's webpages.
- Authority, in their role as Secretary to the Court, to advise the Senior Governor of Court in respect to any matters where conflict, actual or potential, may occur between the Court and the Principal.
- Authority to be solely responsible for providing legal advice or for obtaining it for the Court and advising the Court on all matters of procedure.

- Authority to advise the Senior Governor of Court and the Governance and Nominations Committee on, and to administer all aspects of the Court's membership and succession planning for the Court and Court Committees. The responsibilities shall extend to cover arrangements for the recruitment of new members and maintenance of the register held on the skills and experience of Court and Court Committee members.
- Authority to advise the Senior Governor of Court and the Governance and Nominations Committee on, and to administer all aspects of the development and delivery programmes of induction and development for all members of the Court.
- Authority to report to the Court on any conflict of interest, actual or potential, on any matter between the University Secretary & COO's managerial responsibilities within the University and their responsibilities as the Secretary to the Court;
- Authority to sign any contract or agreement or other legal instrument on behalf of the University, subject to the University Financial Regulations, or to delegate such authority to an appropriate individual in writing.
- Authority to undertake such other responsibilities, as may be determined by the Court from time to time, to support the proper and effective operation of the Court in accordance with its responsibilities.

Governance and Executive Support Teams (GESTs)

The purpose of GESTs is to provide high-quality and consistent governance and executive support to enable the University to deliver its legal duties and organisational strategic aims. It does this by:

- Providing effective and efficient administrative and governance support to the main decision-making fora of the University: Court, Senate, General Council, the Senior Management Team (SMT); and their main committees;
- Offering tactful and sensitive administrative and project management support to several members of the SMT to facilitate the delivery of core projects;
- Advising Court, Senate, General Council and colleagues on issues of governance within the University and identifying good practice in the fulfilment of legal and ethical duties of individuals and the University, in relation to governance, compliance and strategic oversight;
- Organising and delivering inductions and ongoing development opportunities for members of Court and Senate to assist individuals in the delivery of their role, for the benefit of the University, and those interested in the success of the organisation; and
- Identifying legal, regulatory or governance developments that will be of interest to Court and SMT and/or are likely to impact the way the University undertakes its activities in these areas.

The Governance and Executive Support Teams currently comprise:

- Head of Governance - Louise Thomson
- Two Senior Governance Officers – Rachael Bernard, Bruce Purdon
- Governance Officer – Janine Whitfield

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- Governance Administrator – Jackie Willox
- Head of Principal's Office – Heather Crabb
- Executive Support Officer – Ross Anderson

The teams support the University Secretary in the performance of her duties, as an officer of the University and to Court. The Head of Governance has delegated authority to advise Court, and its committees, in such situations where the University Secretary is conflicted or incapacitated.

Court Induction Process and Key Governance Documents

For a charity trustee and governor of a higher education institution in Scotland to be effective, the individual should be provided with sufficient information about the university for them to be able to contribute to Court discussions in a meaningful manner as soon as possible.

It is unrealistic for each and every member of Court to be fully versed with the issues facing the university at their first Court meeting, but each Court member should be working towards gaining that comprehensive knowledge.

An induction pack is just one method in which necessary information can be imparted. As individuals absorb information in different ways, a number of additional methods will also be used for inducting each Court member. These could include:

- Site visits to observe the university in action.
- Meetings with key members of the Senior Management Team (SMT), fellow Court members, Senators and other key individuals.
- Observing a Court or committee meeting to gain an overview of the scope of the university's activities.
- A buddying system with a more experienced Court member, and/or senior staff member (such as a Head of School).

The time taken to complete an induction will depend on the individual concerned, but it is not unreasonable for a comprehensive induction to last 12 months in order to cover a full Court and committee cycle. After the induction, Court members will be encouraged to identify further development needs and offered opportunities to attend and participate in ongoing support activities and events.

The tables below present all the information about the university a new Court member may require in the first months in office. By staggering the approach of when and what kind of information is provided, it is hoped that the new Court member will not be overwhelmed by the sheer volume of information to be digested. As such, the table details those documents and activities that should be offered to the new Court member upon appointment (election or nomination), thereafter as a suggested refresher or development activity, those that can be accessed at any time, and those that can be provided following an approved request by the Senior Governor or University Secretary.

Equally important to the induction process is receiving feedback from the Court member as to the effectiveness of the package provided. The Governance and Executive Support Team will seek feedback midway through the process, at the end and about six months afterwards to gain a balanced view of each individual's experience.

Any suggestions for improvement will be given due consideration and incorporated into the design of the next induction process.

Induction outcomes

The objective of any induction is to provide a new Court member with the information they will need to become as effective as possible in their role within the shortest practicable time. The induction process should aim to achieve four things:

- Build an understanding of the nature of the university, its purposes and the communities in which it operates.
- Develop understanding of the role, including legal duties.
- Build a link with the university's people – whether the Senior Management Team, academic or professional services staff, student representatives, or others.
- Build an understanding of the university's main relationships, particularly with the university's regulatory and funding partners.

The expectation is that the induction will be tailored to the needs of the particular Court member to avoid repeating information the individual is already well aware of, and that the content will be delivered using a variety of methods, over an extended period.

Many of the topics detailed within the induction pack will be conveyed by: making the Court member aware of where key documents can be found (such as on the university website or board papers portal); and providing summaries of the key points and how they relate to the University, where appropriate.

The list below is not exhaustive and individual Court members are encouraged to request additional information to suit their specific development needs at a time of their preference. The Governance and Executive Support Team will develop an ongoing dialogue with each Court member to avoid any gaps or oversights in the individual's developing knowledge.

Suggested Documentation and Timeframe

The following tables provide an indication of what individual Court members should expect to receive and when, to support them in getting to grips with their role.

The suggested information and indicative timelines are just that. Individuals are actively encouraged to request different information at different times, in different formats, to support the development of each Court member.

Abbreviations:

Induction activity for new members = I

Suggested refresher activity for established members = R

Suggested development activity = D

Information/resources to be provided on appointment = OA

Information/resources that can be accessed at any time = OD

Information/resources to be provided following an approved request (by Senior Governor or University Secretary) = OR

Role, responsibilities, duties (including collective responsibility) of Court members				
	Description/ content	Resource	I/R/D	Time
R1	A brief outline of the role of charity trustee and University governor (Court member) and a summary of responsibilities and continuing obligations.	Court Handbook (available via online board portal) Court away day facilitated sessions - September 2024 (see below)	I & R	OA/OD
R2	Court away day facilitated sessions – September 2024	In person	I & R	0 - 3 months
R3	Advance HE resources	Online publications and in-person sessions - On demand - https://www.advance-he.ac.uk/knowledge-hub/information-support-induction-new-governors and https://www.advance-he.ac.uk/knowledge-hub/guide-governor-responsibilities On demand - https://www.advance-he.ac.uk/governance/role-governance-equality-higher-education Training: governor induction - various dates (£235) - https://advance-he.ac.uk/programmes-events/calendar/induction-higher-education-governance-new-governors-1?_ga=2.210844821.1679959696.1720526313-253096820.1720526313	I & R	OA OD OD OR

Role, responsibilities, duties (including collective responsibility) of Court members				
	Description/ content	Resource	I/R/D	Time
		Scottish governance – 21 May 2025 (£235) - https://advance-he.ac.uk/programmes-events/calendar/gdp-governance-scotland-0?_ga=2.101312001.1241642171.1720526447-2090943887.172052644		OR
R4	Farrar's charity trustee video	Online – Farrar website - Farrar webinar	I & R	OD
R5	ICAEW online charity trustee training	Online course for ICAEW members only – https://www.icaew.com/technical/charity-community/trustee-training-modules	D	OR
R6	EVOG online Scottish charity trustee webinar	Online event (2/10/24) - https://www.eventbrite.co.uk/e/trustee-roles-and-responsibilities-tickets-929709023717?aff=oddtcreator	I & R	OR
R7	Additional/supplementary information available from governance team/University Secretary	Please request as required	I/R/D	OR
R8	Office of the Scottish Charity Regulator (OSCR) guidance and videos - misc.	Online resources – OSCR website - https://www.oscr.org.uk/managing-a-charity/trustee-duties/ and OSCR videos	I & R	OA OD
R9	The Scottish Code of Good Higher Education Governance – good practice recommendations/requirements	Online – CSC website - GOOD-HE-GOVERNANCE-A4-REPORT-2023.pdf (scottishuniversitygovernance.ac.uk)	I & R	OA OD
R10	An outline of the role of the University Secretary, and the governance team, in supporting the Court member	Court Handbook (see R1)	I & R	OA OD
R11	Conflicts of interests and loyalty	Court Handbook (see R1) (In)Formal approaches to University Secretary or governance team, as required	I & R	0 – 3 months / OD OR

Governing documents and delegations				
	Description/ content	Resource	I/R/D	Time
GD1	Governing documents - Acts, Ordinances and Resolutions Affecting the University of Aberdeen (the Grey Book)	The Grey Book available via online board portal	I/R/D	OA OD
GD2	Schedule of matters reserved to Court and those it has delegated	Delegated Authority Schedule (DAS) contained within the Court Handbook (see R1)	I/R/D	OA OD
GD3	Standing orders	Court Handbook (see R1)	I/R/D	OA OD
GD4	Financial regulations (internal processes)	Court Handbook (see R1)	I/R/D	OA OD
GD5	Committee terms of reference	Court Handbook (see R1) and website	I/R/D	OA OD
GD6	Statement of Primary Responsibilities	Court Handbook (see R1) and website	I/R/D	OA OD
GD7	Policies and procedures of which the Court member should be aware, or where they can be obtained from (including conduct, confidentiality, investment and reserves policies, safeguarding and wellbeing policies, anti-bribery, money laundering, diversity and equality and data protection to name a few).	University website – policy zone - https://www.abdn.ac.uk/staffnet/governance/search-policy-zone-399.php	I/R/D	OA OD

Governance and management arrangements (including performance management)				
	Description/ content	Resource	I/R/D	Time
GM1	Description of University governance and management functions and responsibilities	Court Handbook (see R1) Court away day facilitated sessions - September 2024 (see R2)	I/R/D	0 – 3 months OD
GM2	Wider University management (SMT) organogram	Court Handbook (see R1) Website - https://www.abdn.ac.uk/about/management/senior-management-70.php	I & R	OA OD
GM3	Glossary of acronyms and abbreviations	Court Handbook (see R1)	I/R/D	OA OD
GM4	OSCR 'governance matters' video	On demand - OSCR videos	I & R	OA OD
GM5	Cranfield Trust video (charity governance)	On demand - https://www.cranfieldtrust.org/resources/25-governance	I & R	OD
GM6	Advance HE governance/management resources	On demand - https://www.advance-he.ac.uk/knowledge-hub/governance-briefing-notes-2-governance-and-management	I/R/D	OD
GM7	Advance HE performance management resources	On demand – Advance HE website https://www.advance-he.ac.uk/knowledge-hub/managing-chairvice-chancellor-relationship	I/R/D	OA OD
GM8	Individual guidance	Approach University Secretary or governance team, as required	I/R/D	OR

Court business arrangements				
	Description/ content	Resource	I/R/D	Time
CBA1	Court structure and schedule of meeting dates	Court Handbook (see R1)	I/R	OA OD
CBA2	Court member biographies	University website - https://www.abdn.ac.uk/about/strategy-and-governance/court-members-116.php	I/R/D	OA OD
CBA3	Minutes of previous Court meetings	University website - https://www.abdn.ac.uk/staffnet/governance/court-information.php#panel2453 Other papers available on request	I/R/D	OA OD OR
CBA4	A description of the procedures to be adopted at Court meetings. These would normally cover details such as: <ul style="list-style-type: none"> - when the papers are available; - location of meetings; - duration of meetings; - an indication of the routine business transacted; - procedure for raising items for consideration; - board etiquette policy; and - domestic arrangements e.g. access, parking, lunch, childcare and other expenses, etc. 	Standard operating procedures are within the Court Handbook (see R1) and available upon request The forward schedule of business is agreed at the first meeting of the year (and therefore available in minutes and meeting packs)	I/R/D	OA OD OR
CBA5	Gifts and hospitality policy	University website - policy zone - https://www.abdn.ac.uk/staffnet/governance/search-policy-zone-399.php	I/R/D	OA OD OR
CBA6	Court member code of conduct	Court Handbook (see R1)	I/R/D	OA OD
CBA7	Online board portal training/familiarisation	On request to governance team, as required	I/R/D	0 – 3 months OR

Court business arrangements				
	Description/ content	Resource	I/R/D	Time
CBA8	Assignment of a university email address and signposting to relevant IT training packages to be completed	@abdn emails organised by governance and IT teams	I	1 month
		Bespoke IT support available on request to governance team	R	OR
CBA9	Site visits	Tours organised as part of Court business (e.g. around meetings held at Old Aberdeen or Forresterhill) and on request	I/R/D	0 -12 months OR
CBA10	Corporate memberships to relevant papers/journals	Times Higher subscription, WonkHE etc	I/R/D	0 – 3 months

Regulatory and policy environment (including SFC Financial Memorandum)				
	Description/ content	Resource	I/R/D	Time
RPE1	Regulatory overview	Court away day September 2024 (see R2)	I/R/D	0 – 3 months
RPE2	HE sector UK and Scotland – James Dunphy or Director of Strategic Planning and Corporate Governance (TBA) presentation or bitesize session	November 2024 (TBC) – online Recorded and added to board portal	I/R/D	0 – 6 months OD
RPE3	SFC resources and guidance	On demand - SFC website - https://www.sfc.ac.uk/publications/	I/R/D	OA OD
RPE4	REF update presentation from VP Research	TBD – prior to a Court meeting and recorded and uploaded to online board portal	I/R/D	0 – 9 months OD
RPE5	ESG presentation from UoA Centre for Governance, Accountability and Sustainability or Presentation/bite size session on sustainability/resilience from a new Court member (TBA)	TBD – recorded and uploaded to online board portal	I/R/D	0 -12 months OD
RPE6	Chapter Zero resources	Membership resources available online - https://chapterzero.org.uk/	I/R/D	OA OD
RPE7	Academic governance – Advance HE resources	On demand – Advance HE website - https://www.advance-he.ac.uk/governance/academic-governance-higher-education	I & R	OA OD
RPE8	Prevent Duty – government guidance	On demand – government website - https://www.gov.uk/government/publications/prevent-duty-guidance-for-specified-authorities-in-scotland/prevent-duty-guidance-for-scotland-accessible	I/R/D	OA OD

Financial knowledge and skills				
	Description/ content	Resource	I/R/D	Time
FK1	Sector funding overview and UoA financials	Court away day facilitated sessions - September 2024 (see R2)	I/R/D	0 – 3 months
FK2	PWC presentation	Available via board portal	I/R/D	0 – 3 months OD
FK3	Introduction to HE finances presentation	Available via board portal	I/R/D	0 – 3 months OD
FK4	CFO's presentation	Available via board portal	I/R/D	0 – 3 months OD
FK5	OSCR charity accounts, accounts and reporting videos	On demand - OSCR website - OSCR videos and https://www.oscr.org.uk/guidance-and-forms/accounts-and-finance-guidance/	I/R/D	0 – 3 months OD
FK6	EVOG intro to finance and reporting	Online event 23 October (£15) - https://www.eventbrite.co.uk/e/an-introduction-to-charity-finance-and-reporting-tickets-929714590367?aff=oddtcreator		OR
FK7	EVOG finance for non-financial managers	In person event 4 November (£145) - https://www.eventbrite.co.uk/e/finance-for-non-financial-managers-tickets-920254936287	I & R	OR
FK8	ACVO accounting for charities event	20 August, free event for members - https://acvo.org.uk/event/acvo-members-event-accounting/	I & R	OR
FK9	HE SORP	Available from online board portal	I/R/D	0 – 3 months OD
FK10	Buzzacott financial governance video	On demand - Buzzacott website - Buzzacott finance	I	0 - 3 months OD

Equality, diversity and inclusion				
	Description/ content	Resource	I/R/D	Time
EDI1	Advance HE resources	On demand - Advance HE website - https://www.advance-he.ac.uk/knowledge-hub/excellent-and-inclusive-university-institutional-framework and https://www.advance-he.ac.uk/governance/audit-finance-and-risk-higher-education	I/R/D	OA OD
EDI2	Court development session	TBD – in person facilitated session	I/R/D	0 – 6 months

Strategy				
	Description/ content	Resource	I/R/D	Time
S1	UoA strategic plan	University website - https://www.abdn.ac.uk/2040/	I/R/D	OA
S2	Court strategy/away day	Strategy planning/away day first meeting of academic year	I & D	0 – 3 months Annually
S3	Advance HE resources	On demand - Advance HE website - https://www.advance-he.ac.uk/knowledge-hub/governance-briefing-note-10-strategic-plan	I/R/D	OA OD

Stakeholders				
	Description/ content	Resource	I/R/D	Time
ST1	Advance HE resources	On demand – Advance HE website – https://www.advance-he.ac.uk/knowledge-hub/governance-briefing-note-9-students	I/R/D	OA OD
ST2	UoA stakeholder map	To be developed and added to online board portal	I/R	OD

Questioning skills				
	Description/ content	Resource	I/R/D	Time
QS1	UoA guidance	To be developed and added to the online board portal	I/R/D	OD
QS2	Charity Commission for England and Wales guidance (practical considerations and good practice suggestions)	On demand – CCEW website – https://www.gov.uk/government/publications/its-your-decision-charity-trustees-and-decision-making	I/R/D	OD
QS3	Guidance from Senior Governor, University Secretary or governance team	On demand, as required	I/R/D	OR

Risk management				
	Description/ content	Resource	I/R/D	Time
RM1	Presentation to Court/bite size session by a Court member on risk management	TBD – circa November Court meeting Session to be recorded and uploaded to online board portal	I/R/D	0 – 6 months OD
RM2	Advance HE resources	On demand – Advance HE website - https://www.advance-he.ac.uk/knowledge-hub/governance-briefing-note-8-risk-management	I/R/D	OA OD
RM3	Presentation on the University's risk appetite, risk universe and institutional risk register	To be recorded and added to online board portal for viewing	I/R/D	OD

Miscellaneous – (for individual interest or as requested by Senior Governor)				
	Description/ content	Resource	I/R/D	Time
MISC1	Chairing skills - LGA guidance	On demand – LGA website - https://www.local.gov.uk/sites/default/files/documents/chairing-skills-d28.pdf	D	OD
MISC2	Chairing skills – various providers	Online/in person development sessions organised on the request of the Senior Governor and University Secretary	D	OR
MISC 3	Working in the charity sector – Open University	Online training - working in the sector (including trustee considerations) Voluntary sector OU and introduction to the sector Intro to vol sector OU	D	OD
MISC4	Charity Commission for England and Wales guidance and resources (good practice)	On demand videos - https://www.gov.uk/government/collections/5-minute-guides-for-charity-trustees https://www.gov.uk/guidance/charity-commission-guidance	D	OD
MISC5	Advance HE culture and people resources	On demand – Advance HE website - https://www.advance-he.ac.uk/knowledge-hub/governance-briefing-note-10-strategic-plan https://www.advance-he.ac.uk/knowledge-hub/observing-observers https://www.advance-he.ac.uk/knowledge-hub/leading-change-together-managing-cultural-change-across-higher-education-workforce https://www.advance-he.ac.uk/knowledge-hub/changing-spaces-people-dimension	I/R/D	OD
MISC6	Decision making processes in the HE sector – Advance HE resources	On demand – Advance HE website - https://www.advance-he.ac.uk/knowledge-hub/quality-board-decision-making-processes-higher-education-institutions-uk-and-european	I & R	OA OD

Appendix 1: Code of Conduct for Court Members

This Code of Conduct applies equally to all members of Court and adherence with it is a condition of appointment to the Court.

The Court recognises that governing bodies are entrusted with public funds and, therefore, have a particular duty to observe the highest standards of corporate governance at all times and to ensure that they are discharging their duties with due regard for the proper conduct of public business. This is a collective responsibility but one which applies equally to individual members of the Court.

The Nine Principles of Public Life in Scotland

The Court wholly endorses the nine principles advocated by the Scottish Government's Model Code of Conduct for Members of Devolved Public Bodies and as recommended by the Scottish Code of Good HE Governance. These nine principles of Duty, Selflessness, Integrity, Objectivity, Accountability and Stewardship, Openness, Honesty, Leadership and Respect, form the basis for this Code of Conduct and are reproduced in full below.

In practical terms, these require that the Court and its members should observe the highest standards of integrity, objectivity and honesty in the transaction of all its business. Members of Court must act fairly and impartially in the interests of the University as a whole irrespective of which constituency they may have been appointed from. Governors must avoid any action which could bring the reputation of the University into disrepute.

Confidentiality

Members are expected to maintain confidentiality and by accepting their appointment, election or nomination accept to being bound by the University's confidentiality policy.

Court papers (including draft minutes) are considered to be confidential until after the meeting has taken place although the agenda is made available to staff and students on the website in advance of the meeting. Following the meeting, Court papers except those which are deemed to be confidential are made available to staff and students through the website. Court minutes after they have been approved at the subsequent meeting are made publicly available on the website.

Register of Members' Interests

It is well understood that all members of governing bodies must act, and be seen to act, impartially and not be influenced in their role by business, social or other relationships. It is not, however, deemed sufficient to avoid impropriety there must be avoidance of any occasion for suspicion or of the appearance of improper conduct.

The Court, therefore, has a Register of Members' Interests which is available for public consultation on the University's website. Court Members will be invited to complete their entry in the Register on a bi-annual basis, but all members are asked to give the Clerk written notification of any significant additions to or deletions from entries as soon as these are known.

Declaration of Gifts and Hospitality Offered to members of Court

Court members should also register with the Clerk at any time details of any gifts to the value of over £50 or over and hospitality over £100 in relation to their role on Court, whether they were accepted or declined. The University's expenses and benefits policy at section 4 UK Bribery Act and section 122 provides further general guidance on gifts and hospitality as does section 1.6.10 of the Financial Regulations. These are available at:

<https://www.abdn.ac.uk/staffnet/working-here/expenses-and-advances-582.php>

<https://www.abdn.ac.uk/staffnet/documents/policy-zone-finance/FINANCIAL-REGULATIONS-Approved-by-Court-01032023.docx>

Removal of Members of Court

The Scottish Code of Good HE Governance requires that a governing body must act to remove a member should they materially breach the conditions of their appointment. Adherence with this Code of Conduct is a condition of appointment. The Court has agreed that it will expect any member who is in gross or persistent breach of this Code of Conduct or whose behaviour is deemed to be inimical to the reputation of the Court and the University, to resign. The Court has also approved a formal procedure for the removal of members of Court which may be invoked where a member fails to abide by the Code of Conduct or other conditions of their appointment.

Acknowledgement of this Code

New members are asked in their letter of appointment to acknowledge that they are familiar with this Code of Conduct and that they understand their obligations under it.

The Nine Principles of Public Life in Scotland

The Scottish Government's Model Code of Conduct for Members of Devolved Public Bodies indicates that the following nine general principles of conduct should be observed in public life:

Duty

You have a duty to uphold the law and act in accordance with the law and the public trust placed in you. You have a duty to act in the interests of the public body of which you are a member and in accordance with the core functions and duties of that body.

Selflessness

You have a duty to take decisions solely in terms of public interest. You must not act in order to gain financial or other material benefit for yourself, family or friends.

Integrity

You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties.

Objectivity

You must make decisions solely on merit and in a way that is consistent with the functions of the public body when carrying out public business including making

appointments, awarding contracts or recommending individuals for rewards and benefits.

Accountability and Stewardship

You are accountable for your decisions and actions to the public. You have a duty to consider issues on their merits, taking account of the views of others and must ensure that the public body uses its resources prudently and in accordance with the law.

Openness

You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider public interest clearly demands.

Honesty

You have a duty to act honestly. You must declare any private interests relating to your public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

You have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of the public body and its members in conducting public business.

Respect

You must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times. Similarly you must respect members of the public when performing duties as a member of your public body.

Appendix 2: Conflicts of Interests and Loyalty Policy (Including Gifts and Hospitality)

Supporting information

The following is a draft policy and supporting information for Court and governance committee members and the Senior Management Team relating to the identification, declaration and management of conflicts of interests and loyalty.

Context

It is a requirement of Scottish charity law and the Scottish Code of Good Higher Education Governance 2022 (the Code) that charity trustees act in the best interests of the charity (Chapter 9, S66(1), Charities and Trustee Investment (Scotland) Act 2005). The Code states:

Institutions must have a policy in place setting out what conflicts of interest are and how they are managed. This must clearly outline the obligation of individual members of the governing body to declare conflicts. (para. 30, 2022 version).

Guidance from OSCR (Conflicts of Interest, 2016) relating to the identification and management of conflicts of interests requires a policy to include: what a conflict of interest is and relevant examples; the difference between a conflict arising from an appointment or personal situation; when to declare a conflict and what to include; references to the governing instruments on conflicts (where there are any); and how to manage conflicts especially where a trustee is required to withdraw.

This policy meets the legal and regulatory requirements expected of the University (as a registered charity) and supports good governance practice in the identification, recording and management of conflicts of interests and loyalty for Court, its committees and the Senior Management Team.

This policy should be read in conjunction with the University's relevant policies and procedures relating to the Bribery Act 2010 (covering measures for anti-bribery and anti-corruption, for example) and the University's Code of Conduct for Court and lay members.

What is a conflict of interest or loyalty?

Trustees have a duty under common law to act in the best interests of the charity they serve. Trustees, generally, should not benefit from the charity and should not be influenced by their wider interests when making decisions affecting the charity. The interests of the beneficiaries and those of the University will – for the most part – be consistent or complementary, but on the occasions where a conflict does arise, the responsibility of all the trustees is to the charity.

A conflict of interest is defined by OSCR as:

“...any situation where there is a potential for a charity trustee's personal or business interests (or the interests of someone they are connected with) to be different from the interests of the charity.”

Conflict of Interest guidance, OSCR, 2016.

A conflict of interest can be both real and perceived and can arise when the interests of trustees, or 'connected persons', are incompatible or in competition with the interests of the charity. Such situations present a risk that trustees will make decisions based on these external influences, rather than the best interests of the charity.

OSCR highlights two common types of causes for a conflict of interest:

- An appointment conflict – where the interest of the person or organisation that appointed the trustee may conflict with the best interests of the charity; and
- A personal conflict – where an individual trustee's personal or business interests conflict with the best interests of the charity.

These conflicts can manifest in different ways, such as:

- A direct financial interest – when a trustee obtains a direct financial benefit via:
 - the payment of a salary or other remuneration to a trustee by the University;
 - the award of a contract to a company with which a trustee is involved; or
 - the sale of property at below market value to a trustee.
- An indirect financial interest – this arises when a close relative of a trustee benefits from the University. For example, the awarding of an employment contract to a person connected to the trustee.
- A non-financial or personal conflicts – occur where trustees receive no financial benefit, but are influenced by external factors:
 - influencing Court decisions on activities and plans to their own advantage;
 - to gain some other intangible benefit or kudos; or
 - awarding contracts to friends.
- Conflicts of loyalties – trustees may have competing loyalties between the University to which they owe a primary duty and some other person or entity.

A conflict of interest can also arise from any access that all trustees may gain to confidential or privileged information by virtue of their trusteeship. All trustees should remain alert to the fact that whatever information they acquire in their role should remain confidential and not be used to the advantage of themselves, an external individual, or entity. Further information relating to confidential information can be found in the University's Code of Conduct for Court members.

Occasionally there may be cases where an apparent conflict is actually in the University's best interests. While the trustees may well act with integrity, the mere appearance of a conflict can be damaging to both the University and the trustees, so conflicts need to be managed effectively. When considering how a situation may be perceived, a simple rule of thumb might be to ask: how could this be portrayed in the media?

What to declare?

On appointment, and twice annually, trustees will be asked to complete a declaration of interests. Trustees should advise the Governance and Executive Support Team of any material changes to that declaration within 30 days of becoming aware of that change.

The Governance and Executive Support Team will review and revise, where necessary, the register of interests twice per year: September and February.

When completing a declaration of interests submission, Court members, lay committee members and SMT are asked to consider the following issues:

- Current employer and the work involved (not applicable for SMT);
- Any previous employment in which the individual still has a financial, or other, interest;
- Any other appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority membership, tribunals;
- Professional and organisational memberships;
- Membership of any special interest groups;
- Investments in unlisted companies, partnerships and other forms of business;
- Major shareholdings of more than 1% of issued capital and any beneficial interests;
- Family connections where relevant, such as the individual's spouse/partner, working at the University, or in a similar or connected body;
- A student or family member of a student at the University; and
- Any contractual relationship between the individual or a 'connected person' and the University (or any of the University's subsidiaries or associated entities).

For the purpose of this policy, a 'connected person' is defined as:

- Any person the individual in question is living with as a spouse or partner;
- Any child, stepchild or other child brought up as the individual's own or that of their partner or spouse, parent, grandchild, grandparent, brother or sister of the individual (and their spouse/partner);
- Any organisation controlled by the individual or connected to them via the first two bullet points (whether directly or through one or more nominees);
- A body corporate in which the individual or the connected persons described above has a substantial interest, i.e. more than 1% of issues shared or a controlling stake in an unlisted company; and
- A Scottish partnership in which one or more of the partners is a member of Court, its committees or SMT or connected to a member of Court, its committees and SMT.

Declarations of Gifts (over £50) or Hospitality (over £100), whether accepted or declined, should be made to the Governance & Executive Support Team.

Disclosure of Interests

An up-to-date register of interests will be presented to the Governance and Nominations Committee twice each year and subsequently reported to Court. Any member of Court and SMT will be able to review the full registers on the board papers portal.

The register relating to the conflict of interests will be made partially open to the public (via the University's website), with sensitive information kept confidential.

The register of gifts and hospitality (offered, declined and accepted) will be made publicly available. This will be available via the University's website.

Full versions of the registers for the conflicts of interest and gifts and hospitality will be made available, upon request, at the University Offices.

Each register will be operated in line with the University's commitment to transparency, good governance and legal or regulatory requirements, such as General Data Protection Regulations (GDPR).

Policy

University of Aberdeen conflict of interests and loyalty policy (incorporating gifts and hospitality)

This policy applies to all Court members – including independent, elected, nominated and ex officio – lay members of governance committees and the Senior Management Team (SMT).

Why we have a policy

Charity trustees have a legal obligation to act in the best interests of the University of Aberdeen (the University) and in accordance with the University's governing instruments, and to avoid situations where there may be a potential or real conflict of interest. Staff have similar obligations and this is covered in a separate protocol (Code of practice on conflicts of interests in research and commercialisation).

Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of the University. Such conflicts may create problems that:

- Inhibit free discussion;
- Result in decisions or actions that are not in the interests of the University; or
- Risk the impression that the University has acted improperly.

The aim of this policy is to protect both the University and the individuals involved from any appearance of impropriety.

The declaration of interests

Accordingly, all charity trustees/governors, lay members of Court committees and SMT are asked to declare their interests, and any gifts or hospitality offered and received in connection with their role as a charity trustee, committee lay member or

SMT of the University. This declaration should include not just the individual but any that arise through 'connected persons' (see above for a definition of a connected person). A declaration of interests form is provided for this purpose, listing the types of interests you should declare.

Declarations will be requested of individuals by the Governance and Executive Support Teams twice per year (September and February) and revised accordingly. Where an individual becomes aware of any material changes to their declarations they must advise the Governance and Executive Support Team (GESTs) in writing within 30 days of that awareness.

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the Governance and Executive Support Teams for confidential guidance.

A redacted version will be publicly available via the University's website, in accordance with the University's disclosure policy and any legal or regulatory requirements.

Declaring gifts and hospitality

The University currently maintains a register of gifts and hospitality for staff. This records offers of all gifts of a value over £50 and hospitality over £100, and whether they were accepted or declined by the individual(s) concerned. This register will be extended to members of Court and its committees.

The register will be accessible to Court and committee members via the board papers portal or at the University's Offices, where a formal request is received.

The offer, receipt or refusal of a gift or hospitality should be communicated to GESTs within 30 days; confirming the value, context and identity of those providing the gift or hospitality.

Data protection

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 2018. Data will be processed only to ensure that trustees, Court lay members and SMT act in the best interests of the University. The information provided will not be used for any other purpose.

What to do if you face a conflict of interest or loyalty

If you believe you have a real or perceived conflict of interest or loyalty you should:

- Declare the interest at the earliest opportunity; and
- Withdraw from discussions and decisions relating to the conflict.

Any individuals covered by this policy with family members studying at or working for the University should not be involved in decisions that directly affect the course or service that you, or the person you are related to, receive(s).

Upon becoming aware of a conflict, you should declare your interest at the earliest opportunity and withdraw from any subsequent discussion, unless expressly invited to remain in order to provide information. In this case you may not participate in, or influence, the decision or any vote on the matter. You will not be counted in the quorum for that part of the meeting and must withdraw from the meeting during any vote on the conflicted item.

There are situations where you may participate in discussions from which you could indirectly benefit, for example where the benefits are universal to all students or staff members, or where your benefit is minimal. This action will be agreed by the Chair of the meeting and minuted accordingly.

If you fail to declare an interest that is known to the Governance and Executive Support Team or Chair of the meeting, the clerk or meeting Chair will declare that interest.

Decisions taken where a trustee, committee or SMT member has an interest
In the event of the Court or governance committee having to decide upon a question in which a trustee, committee or SMT member has an interest, all decisions will be made by vote, with a simple majority required.

A quorum must be attained and maintained for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate.

Interested Court, committee or SMT members may not vote on matters directly affecting their own interests, unless the benefit is deemed to cover all or a significant proportion of the student and staff population.

All decisions under a conflict of interest will be recorded by the Governance and Executive Support Team and reported in the minutes of the meeting. The report will record:

- The nature and extent of the conflict;
- An outline of the discussion; and
- The actions taken to manage the conflict.

Where an individual financially benefits from the decision, this will be reported in the annual report and accounts in accordance with the current Higher Education Statement of Recommended Practice.

All payments or benefits in kind to trustees and committee lay members will be reported in the University's accounts and annual report, with amounts for each individual listed for the year in question.

Where a member of the University's SMT is connected to a party involved in the supply of a service or product to the University, this information will be fully disclosed in the annual report and accounts.

Independent external moderation will be used where conflicts cannot be resolved through the usual procedures.

Appendix 3: Court Meeting Etiquette

The Court of the University of Aberdeen is the predominant mechanism by which strategy is agreed, performance monitored and executive actions held to account on behalf of stakeholders. It is therefore essential that Court (and its committees) conduct their meetings with a view to optimising the use of the time and intellectual capital of their members. As such, Members need to focus on the purpose of the meeting, and all the elements that can contribute to an effective discussion, including the way members interact and work together to ensure sound decision making.

Financial Reporting Council guidance on board effectiveness states that [Court meetings] “should be a place for robust debate, where challenge, support, diversity of thought and teamwork are essential features.”

Ensuring robust and appropriate challenge depends on a number of factors being in place:

- the right information in the right format in advance of the meeting;
- an appropriate setting;
- length of the meeting;
- good chairmanship;
- appropriate boardroom behaviours; and
- the encouragement of a culture where challenge is accepted.

The most important aspect for Court to govern effectively is for it to focus on strategic decision-making. In order to fully discharge their duties, Court members need to remain alert, engaged and focused on the discussion of items on the agenda. To do otherwise would be a dereliction of their duty as well as being discourteous to their colleagues.

Research into effective boards has highlighted a number of behaviours which indicate that a board member may not be fully engaged in the business to be transacted. These include:

- the use of electronic devices for reasons unrelated to the meeting (the use of tablets for reading board papers, for example, is acceptable);
- conversing with colleagues via whispers or notes which are not available to other members;
- interrupting colleagues;
- reading non-board papers during the meeting;
- arriving late;
- fidgeting; and
- knowing looks/raising eyebrows/rolling eyes.

If Court members are not fully engaged throughout the duration of a board meeting, and behaviours are poor, decision making will be impaired. It may be possible that papers are failing to engage, consequently not stimulating members to ask questions and challenge assumptions behind recommendations. In such cases, this should be

discussed with the University Secretary and wider Governance & Executive Support Team.

The following provides practical guidance on modern etiquette for those attending and participating in Court meetings to help ensure that meetings are effective and Members are focused in the performance of their duties and responsibilities. It is based on the best practice template provided by the Chartered Governance Institute, UK & Ireland.

The practical processes and arrangements surrounding Court agendas, papers and minutes as outlined within the Court's Standard Operating Procedure at Appendix 6.

Before the meeting

- Notify the Clerk and Chair well in advance of the meeting if you have any agenda items that you wish to suggest (agenda setting meetings are usually held approximately six weeks out from the date of the meeting).
- Be clear as to the purpose of the meeting and the role you play at that meeting.
- Having received the Court papers five working days before the meeting, read the agenda, and any supporting papers ahead of the meeting and prepare questions to be raised at the appropriate time, or think of suggestions to resolve problems.
- Be clear on the decision that is being asked for.
- Request further information ahead of the meeting or seek clarification from the University Secretary, Governance & Executive Support Team or report author, including highlighting typographical and other errors not of material consequence, where appropriate.
- Submit apologies, and if possible, provide written comments to the Clerk and Chair via email in advance of the meeting.
- If Members are joining via Teams, details are circulated beforehand and everyone the required link to join the meeting.
- Arrive for the meeting on time and stay for its duration. If you have to leave before the end of the meeting, you should inform the Clerk and Chair beforehand. However, you should avoid this whenever possible.

During the meeting

- Declare any potential or real conflicts of interest with regard to any matter on the agenda.
- If using an electronic device to make notes during the meeting of discussions and decisions made, it is advisable to inform fellow Members of your intention and gain the permission of the Chair.
- If people are joining via Teams, be aware of time delays when listening/ responding. Care should be taken when Members join the meeting remotely that they are fully included in the discussion as though they were present in the room. The Chair should also ensure that those not physically present can hear and be heard clearly and that any visual information is communicated to them.

- Unless there are specific reasons for doing so, no part of the meeting should be visually or audio recorded. If such recording is agreed the Chair must inform the meeting beforehand.

Focusing on the agenda

- Stay focused on agenda items.
- Dedicate your attention to the purpose of the meeting and refrain from performing other duties at the same time.
- Turn off your mobile phone/electronic communications device unless it is being used for relevant business. When an electronic device must be kept on, turn to silent/vibrate and excuse yourself from the meeting when necessary. Should you need to answer an urgent call, forewarn attendees that you are expecting an urgent call and seek the permission of the Chair to keep the electronic device on.
- Refrain from private conversations with others at the meeting (whether spoken or written), and the passing of notes.

Contributing to the discussion

- If appropriate, attract the Clerk or Chair's attention when wishing to contribute to the discussion, and wait until they indicate that you may speak so as to avoid interrupting a fellow Member. Direct comments and discussion through the Chair.
- When invited to speak by the Chair, do so clearly, concisely and at a volume that all attendees can hear, especially the Clerk minuting and those participating remotely, without shouting. Avoid the use of jargon and acronyms.
- Throughout the meeting be respectful of the role of the Chair in encouraging debate, summarising discussion and clarifying decisions made.
- Be constructive and professional in the way you impart an opinion or information.
- Listen attentively and respectfully to others, making notes of any points you would like to raise when an opportunity to respond arises; do not interrupt when others are speaking.
- Ensure you maintain body language that demonstrates your participation and engagement in the meeting.
- Challenge inappropriate behaviour/language from other Members at the time via the Chair, or after the meeting if more convenient.
- Treat attendees fairly and consistently, even when you disagree with their point of view.
- Challenge and provide critique constructively, and ensure that any challenges are proportionate and based on fact. Challenge the issue being discussed, not the personality of other individuals taking part in the discussion. The Charity Governance Code for England and Wales recommends that a governing body "recognises, respects and welcomes diverse, different and, at times, conflicting trustee views" and takes time to consider the range of perspectives and alternative outcomes.
- Seek clarification or amplification when necessary.

- Do not attend the meeting if under the influence of any substances that will impair your performance and contribution to the meeting.

Collective Responsibility

- Know and understand the role you play at the meeting and the need for Court to act as a unitary body, i.e. not to pursue self-interest or the interest of another body.
- Do not act territorially/personally, remember the need to contribute to the collective nature of Court. Regard and welcome challenge as a test of the robustness of papers and arguments presented.
- Do not cause offence or take offence, accept the diversity of opinions and views presented.

Accountability

- Seek professional guidance/clarification from the Chair and/or University Secretary during the meeting, or Clerk/member of the Governance & Executive Support Team outside the meeting, wherever there may be any concern about a particular course of action.
- Keep confidential matters confidential. Do not participate in gossip arising from Court matters.

After the meeting

- Participate and contribute to any post-meeting review with a view to making future meetings more effective.
- As per Court's Standard Operating Procedures, draft minutes will be produced within one working week after the meeting. These should be read by the Chair with a view to clarifying matters and sending amendments to the Clerk at the earliest opportunity. This should help to reduce the time taken approving the minutes at the next board meeting.
- Read any post-meeting action log and ensure you complete the tasks assigned to you and report back appropriately on their completion in a timely manner.
- Observe the confidentiality and sensitivity of matters discussed at the meeting and ensure that all papers are only ever accessed and stored via the University's secure board papers portal.
- Remember that decisions were taken collectively by Court and therefore that responsibility remains collective too.

Data Security

On the recommendation of the University's Information Governance Committee, Court members are required to use only their ABDN IT and email accounts for the conduct of Court and committee business, to reduce cybersecurity risk.

This includes:

- When accessing the University's board papers portal.

- When communicating by email with Court and committee Members and internal University colleagues, including the Senior Management Team and Governance & Executive Support Team. Recognising that monitoring multiple e-mail accounts is an additional ask of Members, the Governance & Executive Support Team can send a notification message to a personal e-mail address to alert Members that there is a message in ABDN accounts to read.
- When sending and receiving calendar invitations for meetings.

Private email addresses may only be used for emergency contact, or for communications following the expiry of a Member's term of office.

As previously noted, the use of social messaging applications such as WhatsApp is not permitted as it carries a number of governance risks. These include the potential undermining of collective responsibility and difficulties in the provision of a transparent audit trail in response to third party requests regarding any decision, non-decision or action of Court. Additionally, Members are reminded that all messages regarding the business of Court and the University are subject to Freedom of Information requests, regardless of whether they are received, sent and stored on a University or personal device.

Additional IT support for any Members experiencing difficulties with managing multiple e-mail/IT accounts is available on request by emailing gest@abdn.ac.uk

Appendix 4: Standing Operating Procedures for University Court Standing Committees

To assist in its work, the University Court has established standing sub-committees as follows:

- Audit and Risk Committee (ARC)
- Commercialisation Committee (ComCo)
- Finance & Resourcing Committee (FRC)
- Governance & Nominations Committee (GNC)
- Remuneration Committee (RemCo)

Although each works according to its own remit, terms of reference and composition that determine the nature of its work, powers, duties and responsibilities, the Standing Operating Procedures set out below apply to all of the Court's standing committees and serve as guidance for good practice to any working groups that the Court or its committees may establish from time to time, charged with specific and time-limited tasks. They are intended to outline the operating requirements and conduct that enable good governance and effective committee management appropriate for this level of decision making.

Planning Committee Business

Annual Calendar

University Court and each of its committees currently hold up to five scheduled meetings each year, the frequency of which are determined within their terms of reference and to enable timely reporting to Court.

An annual calendar of the meetings of University Court, its committees, Senate and other key University committees should be maintained by the Governance & Executive Support Team and published annually in advance of the meeting cycle. Clerks to University Court and its committees should co-ordinate the dates and times of meetings each year, for inclusion within the annual calendar. The meetings of committees should, wherever possible, be held at least fourteen days prior to each University Court meeting to enable an appropriate flow of business, and to allow time for any additional agenda items to be forwarded.

Exceptionally, planned meetings may be cancelled, brought forward, adjourned or postponed by the Chair. In these circumstances, members will be given as much notice as possible.

Annual Schedule of Business

University Court and its committees should produce an annual schedule of business in advance of each academic year, identifying priorities and timescales for dealing with matters in accordance with their remit and terms of reference. The schedule of business should be reviewed and ratified at the first meeting of each academic year, alongside each body's terms of reference and composition, and University Court and committee members should satisfy themselves that the schedule of business builds-

in appropriate coverage of the key areas of assurance they are required to oversee under their remit.

Each Clerk should plan co-ordinated agendas and objectives for University Court and its committees under the guidance of the University Secretary. The outcome of this planning should be reflected in the agendas and objectives of Court and its committees in the following academic year according to the annual schedules of business developed.

Regular Reporting

All committees should provide reports to the next meeting of University Court that takes place after the meeting of the committee. This report should provide an overview of the key assurances and items of business covered and should clearly state any items that are recommended to University Court for final approval for implementation, publication or submission to relevant statutory or regulatory bodies.

Calling of Meetings

Scheduling of Meetings

The schedule of meetings for each committee should be confirmed annually in advance of the next year's meeting cycle and a provisional schedule proposed for three years in advance.

Extraordinary/in extremis Meetings

Extraordinary meetings of the committees of Court may be called at the instance of the Chair, or at the request of the Principal, or in response to a request for a meeting supported by at least 25% of the full members of the Committee.

The Clerk should normally notify members of the committee at least seven calendar days before the proposed date of the meeting, or *in extremis* three working days.

A formal minute of the meeting should be taken, clearly referencing the reason for the meeting, the matters discussed, and any actions or recommendations agreed. All outcomes and recommendations of any extraordinary meeting held should subsequently be reported at the next scheduled meeting of University Court and formally noted for the record.

Attendance and Quoracy

Quoracy

The quorum for each meeting is defined within committee terms of reference and is the minimum number of members that need to be present to enable the business to be completed. The quorum for a committee of University Court is 50% of the formal membership (including the Chair). Members of University Court, as Charity Trustees, who are unable to attend a meeting of a sub-committee of Court, cannot appoint proxies to speak or vote in their place.

If a quorum is not present from the outset of the meeting, or attendance falls below quorum during the course of the meeting, the meeting should either be adjourned, or should proceed on the clear understanding that no decisions can be ratified. In such

cases, the Chair should consider whether remaining business can be dealt with by Chair's Action.

If a meeting proceeds on an inquorate basis, this should be clearly stated within the minutes and these must not record any decisions. The minutes should also clearly identify where it has been agreed to progress decision-making via Chair's Action, circulation to members following the meeting, or via postponement for ratification at the next quorate scheduled meeting.

Attendance Recording

A log of meeting attendance should be maintained for each Committee by the Clerk and reviewed with the Chair and University Secretary at the end of each academic year. The Chair and University Secretary should deal with individual concerns over attendance as they arise during the academic year.

Conduct of Meetings

Members' Interests

In accordance with the Scottish Code of Good HE Governance, members are required to declare any pecuniary, family or other personal interest in any matter under discussion at any meeting of a sub-committee of University Court.

As a standing item on each meeting agenda, declarations of members' interests shall be sought. If a member has an interest in an item being discussed, it is helpful to notify the Clerk or the Chair in advance if possible. Depending on the nature of the interest, it may mean the member should not take part in discussions regarding, or vote, on any matter in which they have declared an interest.

Reserved Business

In accordance with the Court's Standing Orders, in some very exceptional circumstances items of business may require to be designated as 'reserved'. The Chair, in consultation with the Secretary (or where it is a matter relating to the Secretary in consultation with the Principal and Head of Governance (as formal deputy to the Secretary), will determine when an item of business requires to be designated as reserved and the members of the committee who are permitted to access the related information and participate in its discussion. Items of business that might require to be designated as reserved would normally include, but are not exclusive to, matters relating to an individual member of staff's employment or matters that are commercially sensitive.

Where such items are identified in advance, these shall be clearly marked as 'reserved' on the agenda for the meeting, and any discussion of reserved business during the meeting will be recorded in separate reserved minutes and clearly marked as such. If, during the course of an open part of a meeting, information arises which should not be released because it is likely to be exempt, the Clerk should place the record of the discussion in a set of reserved minutes. The open minutes should indicate that an item has been moved to the reserved minutes and will include only the minute number and a confidential item statement.

In such instances, if the minutes of a meeting are required for publication or circulation beyond the membership of University Court or its sub-committees, only the open minutes of the meeting will be made publicly available.

Delegated authority of committees

Provided they are acting within their remit and terms of reference, committees (but not working groups or other groups) have delegated authority to make decisions on behalf of University Court. Decisions taken by committees should be reported to the next scheduled meeting of University Court and should be clearly evidenced through the minutes of committee meetings and other papers as appropriate to show that they have exercised their delegated authority appropriately.

Decision Making

Generally, decisions of the committee will be sought to be reached following discussion by consensus. If, however, a decision by a vote is required, it will generally be by the majority of the members present who vote on a particular question. Abstentions do not count as votes cast against. Where votes are equally split, the Chair may have a second, or balancing, vote.

Where any significant new items of business arise between scheduled meetings which require urgent attention prior to the next scheduled meeting of the committee, the Chair should in the first instance decide whether the matter can be dealt with by circulation or whether to convene an extraordinary meeting to consider it.

In some instances, the need for action to finalise a particular matter may be anticipated by Court or a committee, and they may delegate authority to the Chair or others to do so on its behalf.

Conduct of Members

Induction and Training

All members of Court sub-committees should be provided with relevant induction meetings and materials prior to taking up their duties, including a meeting with the Chair, Secretary and/or Clerk. Particular care should be given to ensuring that members are aware of the terms of reference of the committee, the extent of its authority from Court and its, and by extension as members, their responsibilities.

The Clerk should also check whether new members have any accessibility requirements and make provision as necessary to enable everyone to fully participate in meetings.

Conduct at Meetings

At all times, members of committees are expected to act in accordance with the Code of Conduct for Court Members, including observance of its requirement to discharge their duties with due regard for the proper conduct of public business. In doing this, members should have due consideration of the nine principles advocated by the Scottish Government's Model Code of Conduct for Members of Devolved Public Bodies: Duty, Selflessness, Integrity, Objectivity, Accountability and Stewardship, Openness, Honesty, Leadership and Respect.

Members are expected to behave respectfully and courteously to one another and to make sure that their behaviour does not distract in any way from the flow of the meeting.

Court and Committee Documentation

Agenda and Papers

In consultation with the Chair and University Secretary, the Clerk will prepare an agenda for each meeting in line with sub-committee terms of reference, its annual schedule of business, action log and other relevant and timely matters requiring consideration.

An agenda and papers set should be circulated to members at least seven calendar days before each meeting and should be made available electronically via the University's papers distribution software. Late papers may be accepted by the Chair if of sufficient urgency and importance.

All agendas should be produced according to the University template.

Tabled papers will only be accepted in exceptional circumstances. If a paper is tabled, the Chair should either allow suitable reading time or ask the presenter for a detailed introduction.

Papers should normally include a coversheet, produced according to the University template and summarising the key issues and specifically the action required.

Minutes

The Clerk should aim to prepare draft minutes for the Chair's approval normally within five working days of each meeting.

Following approval by the Chair, the status of the minutes changes from 'draft' to 'unconfirmed'. At this point the Clerk may distribute the minutes to committee members and designated attendees.

Members will be asked to confirm whether the minutes are an accurate record of the discussion and outcomes at the next meeting of the sub-committee.

Transparency and Confidentiality of Committee Documents

Requirements of the Scottish Code of Good HE Governance

The Scottish Code of Good HE Governance requires that:

The proceedings of the governing body must be conducted in a timely and appropriately transparent manner (Principle 5).

It goes on to specify that:

s45. The agenda and minutes are expected to be published in a timely manner on the Institution's website. The governing body's rules must specify the kinds of matters that may not be published for reasons of confidentiality.

The papers considered at meetings should be made available to staff and students, unless this would breach confidentiality or would not be in the interests of the Institution.

The Court complies with these requirements – publishing the Court Agenda and Minutes (once approved by Court) to the general public and making papers, subject to confidentiality restrictions, available to staff and students through University password login and to members of the wider public through the University website. A Court digest also provides a short and accessible means of sharing with staff and students the key points of business that the Court has discussed.

The Code does not, however, comment further on the transparency of the proceedings of committees of Court.

Committees: Intra-Court Members

All committees of Court are required to provide a written report to the next available meeting of Court summarising the business they have considered. These are routinely an item for discussion at Court and represent the main means of assurance and transparency to Court on the business considered by its Committees. This is important given that Court has delegated its responsibilities to these Committees, but that it is Court which is ultimately responsible, collectively and individually, for these.

While the primary means of assurance to members of Court on the work of other Committees should be via the appropriate reporting to Court and routine discussion of the committee's business, all members will, should they wish to, be able to access committee papers via its board papers portal, with only limited exceptions for those papers (or potentially elements of papers) containing sensitive or personal data.

Committees: Wider Community

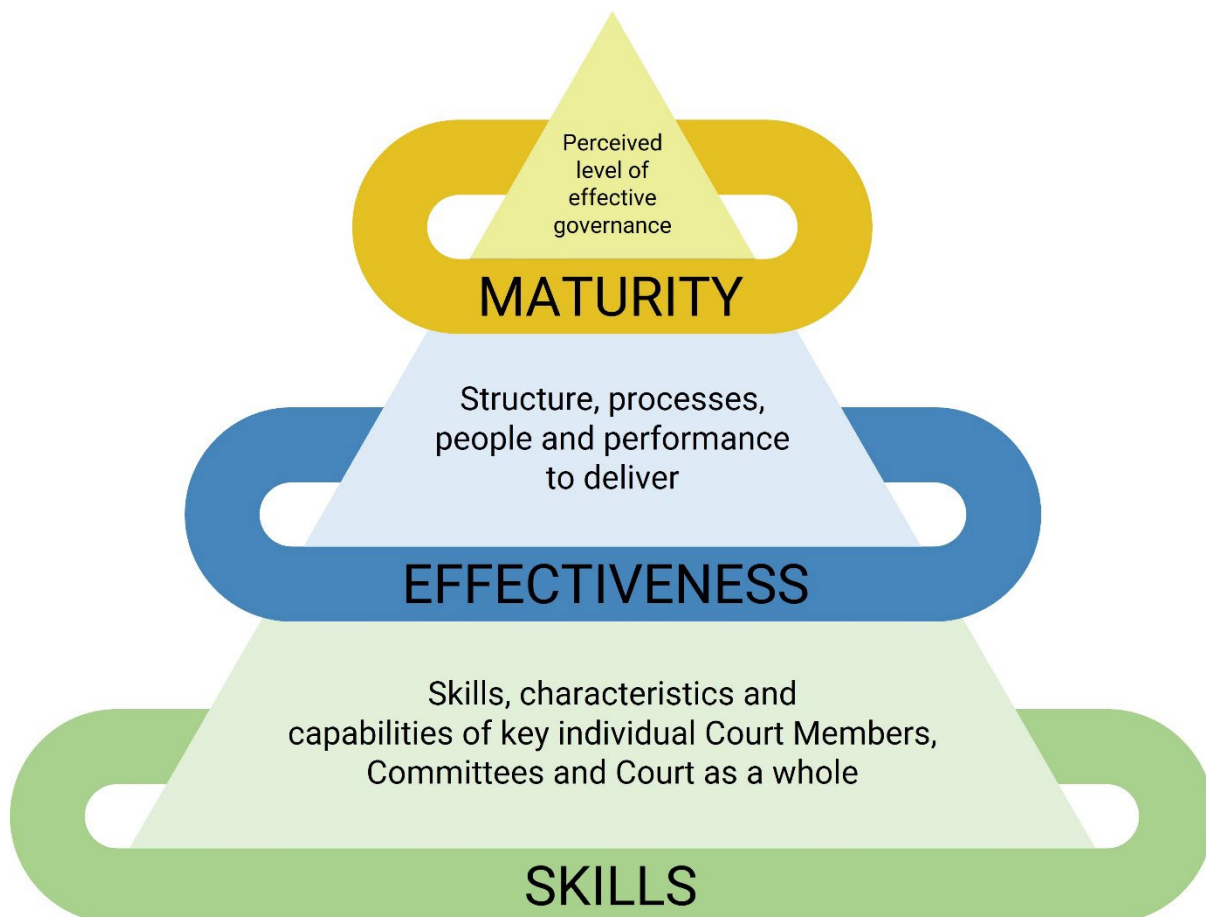
Following each Court meeting all the committees' reports to the Court are published, including to the wider public beyond staff and students. Subject to confidentiality restrictions, these will be redacted if necessary and individuals have the option to request further information or papers either directly or through a Freedom of Information request.

Appendix 5: Effectiveness reviews and the University's maturity matrix

During 2023, University Court formally approved the adoption of a new three-tiered approach to assessing and reporting on its skills, effectiveness and governance maturity.

The framework provides a mechanism for the recording of a snapshot of Court's (and its committees') effectiveness at a given point in time. The activities constituting the three-tiers provide for the University to move away from a compliance-based review exercise to one that engenders and promotes the understanding of the inherent benefits to be gained by having a more enlightened approach to ongoing review and development for the benefit of the University.

The approach consists of a pyramid arrangement with a skills audit and accompanying heat map, effectiveness framework and a maturity matrix. More details of each are provided below.



Skills Audit and Heat Map

At the bottom of the pyramid is the evaluation of the skills, attributes and core competencies that Court and its committee have in place and which are required to

support the achievement of Aberdeen 2040 and the charitable objects. These underpin both Court's effectiveness and level of governance maturity.

The skills analysis outlines the key skills, characteristics and capabilities required by Court and its committees to ensure it has the right experiences and attributes for success. These are grouped across four key areas:

1. Governance – the current and previous experience of members relating to charitable, corporate or public sector governance and legal and regulatory compliance
2. Skills, competences and diversity – the professional experience, personal competencies and lived experience of court and committee members
3. Strategic role – the experience and ability of members to support strategic governance in a higher education environment
4. Conduct, dynamics and culture – the personal qualities and competences of members to support effective working and decision-making, in line with the strategic aims and values of the university.

This information informs a heat map to assist in the speedy identification of skills, competencies and attributes required to support the achievement of Aberdeen 2040. Primarily this supports succession planning, recruitment and development plans by:

- Identifying any gaps in support of targeted recruitment activity.
- Supporting succession planning, again to feed into targeted recruitment activity.
- Identifying key strengths and areas for development in line with strategic aims and priorities and to best respond to current and future challenges.
- Informing and developing committee compositions.

Effectiveness Framework

The second level of the pyramid relates to Court and committee effectiveness – fundamentally, whether Court has the structure, processes, people and performance to deliver for the University and its charitable purposes.

The underpinning framework is supported by a questionnaire, which focuses on five key areas:

1. Governance framework and documentation – the documents, structures and processes to articulate governance arrangements and that support the effective operation of all court and committee business and processes.
2. Skills, competences and diversity – the balance and employment of Court's skills and diverse perspectives and experiences in support of effective governance and decision-making.
3. Strategic role – Court and its committees' strategic focus and understanding and articulation of the University's operating environment, opportunities, risks and key aims, including its impact on the university's reputation and standing.

4. Dynamics and culture – Court’s working relationships, levels of engagement and challenge, and its demonstration of individual and collective responsibility.
5. Conduct of meetings – the effectiveness of Court and committee work schedules, agendas and papers, plus the conduct and chairing of meetings and member contributions.

These areas align broadly to those of the skills review, and are considered to be key aspects for any externally facilitated effectiveness reviews. This helps to ensure there is a common language and framework and a more seamless flow of information and data between the different elements.

Key factors covered by the effectiveness framework include:

- The institutional understanding of the purpose of governance.
- The impact of a good chair.
- The quality of meeting packs.
- The levels of constructive challenge and robust decision-making.
- The quality, purpose, frequency and effectiveness of meetings.
- The recruitment, induction and development of members.
- The embedding, developing and benchmarking of good practice.

The results of the annual effectiveness exercise are used to form the basis of Court’s publicly disclosed effectiveness outcomes. It can also be used to: inform development and action plans for continuous improvement; support preparations for five-yearly external effectiveness reviews – demonstrating how the University embeds the recommendations of previous reviews and they are taken forward into the next; and enhance and develop Court’s level of governance maturity.

Maturity Matrix

The top level of the pyramid relates to Court’s governance maturity: its perceived level of effective governance. The underpinning framework for maturity self-evaluation is based on the Good Governance Institute’s matrix for higher education governance. Additionally, the Governance and Executive Support Team have mapped the matrix elements specifically to the Code, Aberdeen 2040 strategic aims and the University’s charitable purposes.

It offers five levels of effective governance from “aspiring” to “leading”, demonstrating a maturity journey from compliance and ambition for development to excellence and the innovation of new sector-leading practice.

The descriptors for each level of maturity are provide below:

1. Aspiring – Court is at the start of its governance maturity journey. It has an established framework for governance, meets its regulatory and legal duties and understands its role and responsibilities. However, it is also aware that compliance is only the starting point, has ambition to grow its

- governance effectiveness and maturity and is considering what steps it can take to achieve these goals.
2. Forming – Court is undergoing a process of change, via the identification and early development of new practices and processes, leadership strategies and frameworks to further embed governance across the institution and to improve governance effectiveness. It may be discussing and considering how to further develop and embed cultural change, enhance its engagement, impact and reach, or revise its structures and business in order to better support its overall strategy and aims.
 3. Developing – Court has fully scoped, developed and implemented new governance practices and approaches. These are now underway and being managed and strategically coordinated to ensure they can be embedded to form the foundation for more mature levels of continuous performance enhancement.
 4. Maturing – Court can evidence sustained levels of governance maturity and development, with governance principles applied extensively across the institution. At this level, practice is sustained and continuously deepened in a strategic way to form the basis of leading practice.
 5. Leading – Court is at its most mature stage. All governance principles outlined within the maturity matrix are extensively applied and members have the knowledge, skills and experience to lead key internal and external governance projects. Training, coaching and mentoring is available internally across the governing body, and the institution is innovating and developing leading practice that it offers externally to other institutions within and beyond the sector.

The benefits of the three-tier approach enable Court to create a ‘road map’ of where it is currently, where it aspires to be in the future and what it needs to develop in order to get there. Outcomes of the approach should include:

- Being able to quickly (once embedded) provide a snapshot of the Court’s effectiveness at a given time – which may help in recruitment processes as well as reviews.
- Creating a baseline of governance data that can be used to benchmark future progress and development needs.
- Offering an opportunity to benchmark Court’s performance against the wider sector.
- Quickly identifying any gaps in skills, performance or knowledge that can in turn be addressed swiftly and effectively.
- Creating a common language around maturity and development which is consistent and repeatable.
- Providing a strong and robust foundation for the five-yearly external reviews. The baseline data should also represent efficiencies when engaging with a consultant to undertake the review.

Appendix 6: Standing Orders of Court

1. The Court shall meet no fewer than four times each academic year, the schedule of meetings to be determined by the Court, at least annually, in advance. In cases of urgency, additional meetings may be called by the Senior Governor or the Principal, or failing which, by the Senior Independent Member.
2. Any member of Court may request that an item of business be discussed by the Court, with ten working days notice for inclusion on the agenda. Urgent matters may be included on the agenda with the consent of the meeting.
3. Seven members of the Court shall be a quorum. (Universities (Scotland) Act, 1889, Section 5(1)). Subject to the Court being quorate, proceedings of the Court are not invalidated due to a vacancy/vacancies in its membership or a defect in the appointment of any member (Section 14 Higher Education Governance (Scotland) Act 2016).
4. Decisions of Court will, following debate, normally be reached by consensus. A formal vote on any issue may, however, be undertaken if proposed by the Senior Governor or member chairing or at the request of any member if seconded by another member of Court. The University Secretary will be responsible for ensuring the proper conduct of such a formal vote. The decision will be agreed by a majority vote unless otherwise specified.
5. A decision of the Court will continue to be operative and binding until the Court agrees to rescind or vary that decision. Members have collective responsibility for decisions reached by the Court although any member participating in a decision is entitled to have their disagreement with the decision recorded in the minutes.
6. The business of Court will normally be open for discussion by all members of Court. In some very exceptional circumstances items of business may require to be designated as 'reserved'. The Senior Governor, in consultation with the Secretary (or where it is a matter relating to the Secretary in consultation with the Principal and Head of Governance as formal deputy to the Secretary), will determine when an item of business requires to be designated as reserved and the members of Court who are permitted to access the related information and participate in its discussion. Items of business that might require to be designated as reserved would normally include, but are not exclusive to, matters relating to an individual member of staff's employment or matters that are commercially sensitive.
7. A decision of Court may also be reached by circulation of members where required. In such circumstances, Court Members will be asked to respond within 5 working days, or exceptionally 3 working days with the agreement of the Senior Governor. In cases of extreme urgency and where a circulation of all members is not practical, for example a decision required within 24 hours, an emergency decision may be taken by the Senior Governor (or Senior

Independent Member if not available) and Principal, with the advice of the University Secretary having been sought. Such an emergency decision will be subject to homologation by the Court and communicated to it immediately. Homologation provides the opportunity for Court to discuss and debate whether the decision is formally adopted by Court.

8. On the recommendation of the Governance & Nominations Committee, membership of the Committees of Court will normally be approved annually prior to the commencement of the academic year. A casual vacancy may be filled at any time on the recommendation of the Governance and Nominations Committee. The Court may delegate to any Standing Committee power to deal on the Court's behalf with any matter within the Committee's terms of reference.
9. The Court may appoint an ad hoc Committee and may delegate to such a Committee powers to deal with business on the Court's behalf.
10. Executive authority of the Court is vested in the Principal as articulated in the agreed schedule of delegated authority. The Court may also delegate authority to a committee, group or individual(s) to implement matters on its behalf.
11. Notwithstanding the Rector's statutory right to preside at meetings of Court the Senior Governor of Court, will be responsible for the leadership of the Court, its effective governance and all other duties and responsibilities commonly understood as belonging to the Chair of a university governing body. The University's Rector's Protocol sets out the roles of the Rector and that of the Senior Governor in regard to chairing of meetings of Court. In accordance with the Universities (Scotland) Act 1889 (as amended by the Higher Education Governance Act 2016) the Rector and in their absence, the Senior Governor, shall preside at meetings of the University Court and in the absence of both of them a chairperson for the meeting shall be elected by the meeting. The person presiding at any meeting of the University Court shall have a deliberative vote and also a casting vote in cases of equality.
12. Any questions regarding the proceedings of the Court or application of these standing orders shall be decided by the person chairing with advice from the Secretary, or, if the Chair's ruling is challenged, at the request of a member of the Court by a vote (if duly seconded by another member).
13. Amendments to these standing orders will require the approval of the Court. No standing order shall be suspended or dispensed with at any meeting, except with the consent of the meeting.

Resignation and Removal of Members of the University Court

14. The Scottish Code of Good HE Governance requires that a governing body must act to remove a member should they materially breach the conditions of their membership of Court. On joining Court, all members agree to abide by the Code of Conduct for Court Members. Accordingly, the Court has approved

a procedure (Resolution 303 of 2021) for the removal from office of a member of the University Court.

15. Court will expect an appointed or elected/nominated member of Court who is in gross or persistent breach of the Code of Conduct to resign and reserves the right, through the University Secretary, to draw such a situation to the attention of the individual or the body electing/nominating the individual.
16. Such a breach may occur, for example, through persistent absenteeism, medical or legal impediment (such as a criminal conviction or disqualification as a charity trustees) or behaviour deemed to be opposed to the good standing of the University.
17. In considering any case for removal, where a breach has been alleged, the Court will require that careful consideration is given to the rights of the member concerned and to ensure that a case for removal is not being made simply because the views of the member were not shared by others or were critical of the University, subject to these being legitimately held and expressed in their capacity as a member of Court.

As approved by the Court on 28 June 2022.

Appendix 7: Statement of Primary Responsibilities of Court

Strategic Direction

1. To approve the mission and strategic vision of the University, including institutional and longer term academic and business plans, and key performance indicators, and to ensure that they are consistent with the University's charitable purpose and meet the interests of stakeholders, including students, staff, alumni, local and national communities and funding bodies.
2. To safeguard the good name and values of the University, its charitable status and purposes.

Supervisory Obligations

3. To delegate to the Principal, as chief executive, authority for the academic, corporate, financial, estate and human resource management of the University, and to establish and monitor such management functions as shall be undertaken by and under the authority of the Principal.
4. To ensure the quality of educational provision through the review of decisions of the Senate made under its statutory powers to regulate and superintend the teaching and discipline of the University and to promote research.

Corporate Responsibilities

5. To be the University's legal authority and, as such, to ensure that systems are in place for meeting the University's legal obligations, including those arising from contracts and other legal commitments made in the University's name.
6. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University, which is not within the control of the University of Aberdeen Development Trust.
7. To ensure that the University's constitution, as enacted in the Acts, Ordinances and Resolutions affecting the University 1858-1990 and subsequent legislation, is followed and that appropriate advice is available to enable this to happen.
8. To be the employing authority for all staff in the University.
9. To ensure that the University behaves ethically, responsibly and with respect for the environment and for society at large.

Controls, Accountability and Effectiveness

10. To be the principal financial and business authority of the University, to ensure that proper accounts and financial records are kept, to approve the annual budget and financial statements, to ensure adherence to the funding requirements specified by the Scottish Funding Council, and to have overall responsibility for the University's assets, property and estate and their use.
11. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment and management, so as to maintain the solvency of the University and safeguard its assets.
12. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the University against approved plans and key performance indicators, which should be benchmarked against other comparable institutions, wherever possible.
13. To ensure that arrangements are in place to promote the proper management of the health, safety and security of students, staff and others affected by the University.
14. To provide institutional leadership in equality and diversity and to ensure there are appropriate policies and procedures to support a culture in which all staff and students can thrive across the University and which meet relevant legislative and regulatory requirements.
15. To make provision, in consultation with the Senate, for the general welfare of students.
16. To ensure that procedures are in place for dealing with internal grievances, conflicts of interest and public interest disclosure.
17. To establish processes to monitor and evaluate the performance and effectiveness of the University Court and its sub-committees and to ensure that business is conducted in as open a manner as possible, in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
18. To ensure, through the appointment of co-opted lay persons, a balance of skills and experience amongst the membership of Court to meet its primary responsibilities.

Monitoring of Senior Executives

19. To appoint the Principal as chief executive, and to put in place suitable arrangements for monitoring his/her performance.

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20. To appoint the Secretary to Court and to ensure that there is an appropriate separation in the lines of accountability between responsibilities to Court and managerial responsibilities within the University.

Ends

As agreed by Court 23 March 2021

Appendix 8: Protocol on the Roles of the Rector and Senior Governor on Court

To maximise the contribution of both roles to the effective operation of the University we recognise that, as members of Court and therefore charity trustees, the Rector and the Senior Governor will act in the best interest of the University and support informed, collective decision-making by Court.

The Rector will preside at Court ensuring that inclusion and issues of equality and diversity, articulated in our foundational purpose, remain fore-fronted in our decision-making. The Rector will provide an update on current issues to each Court identified through engagement with the student body or work with University staff, Aberdeen University Students' Association (AUSA) or wider stakeholders. It is recognised that each Rector will approach the engagement and ambassadorial aspects of the Rector role as unique individuals.

The Rector will retain, while presiding at Court, the deliberative and casting vote established in the 1889 Act and rearticulated in the 2016 Act.

While continuing to preside, the Rector will transfer the responsibilities to chair the business items of the Court meeting to the Senior Governor.

The Senior Governor will work with the Senior Management Team to ensure that the business agenda for Court encompasses the responsibilities of Court for strategic leadership of the University, the approval of the University's budgets and plans and secures assurance from Senate on academic matters. The Senior Governor is responsible for the effectiveness of Court and undertakes the appraisal of the Principal.

If the Rector is not available to attend Court, then the Senior Governor will preside and have a deliberative and casting vote.

Approved by the University Court on 29 September 2021 and reconfirmed by the Governance and Nominations Committee on 3 June 2024

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