

Standing Operating Procedures for University Court Standing Sub-Committees

1. Introduction

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

- Audit & Risk Committee (ARC)
- Governance and Nominations Committee (GNC)
- Policy & Resources Committee (PaRC)
- Remuneration Committee (Remco)

1.2. 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 sub-committees and serve as guidance for good practice to any working groups that the Court or its sub-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.

2. Planning Committee Business

Annual Calendar

- 2.1. University Court and each of its sub-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.
- 2.2. An annual calendar of the meetings of University Court, its sub-committees, Senate and other key University committees should be maintained by the central Governance team and published annually in advance of the meeting cycle. Clerks to University Court and its sub-committees should co-ordinate the dates and times of meetings each year, for inclusion within the annual calendar. The meetings of sub-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.
- 2.3. 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

- 2.4. University Court and its sub-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 sub-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.
- 2.5. Each Clerk should plan co-ordinated agendas and objectives for University Court and its sub-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 sub-committees in the following academic year according to the annual schedules of business developed.

Regular Reporting

- 2.6. All sub-committees should provide reports to the next meeting of University Court that takes place after the meeting of the sub-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.

3. Calling of Meetings

Scheduling of Meetings

- 3.1. 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

- 3.2. Extraordinary meetings of the sub-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.
- 3.3. 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.
- 3.4. 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.

4. Attendance and Quoracy

Quoracy

- 4.1. 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 sub-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.
- 4.2. 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.
- 4.3. 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

- 4.4. 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.

5. Conduct of Meetings

Members' Interests

- 5.1. 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.
- 5.2. 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

- 5.3. 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.

- 5.4. 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.
- 5.5. 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 sub-committees

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

Decision Making

- 5.7. 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.
- 5.8. 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.
- 5.9. In some instances, the need for action to finalise a particular matter may be anticipated by Court or a sub-committee, and they may delegate authority to the Chair or others to do so on its behalf.

6. Conduct of Members

Induction and Training

- 6.1. 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.
- 6.2. 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

- 6.3. At all times, members of sub-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.
- 6.4. 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.

7. Court and Committee Documentation

Agenda and Papers

- 7.1. 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.
- 7.2. 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.
- 7.3. All agendas should be produced according to the University template.
- 7.4. 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.
- 7.5. Papers should normally include a coversheet, produced according to the University template and summarising the key issues and specifically the action required.

Minutes

- 7.6. The Clerk should aim to prepare draft minutes for the Chair's approval normally within five working days of each meeting.
- 7.7. 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.
- 7.8. 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.

8. Transparency and Confidentiality of Committee Documents

Requirements of the Scottish Code of Good HE Governance

- 8.1. 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).

- 8.2. 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.

- 8.3. 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.
- 8.4. The Code does not, however, comment further on the transparency of the proceedings of sub-committees of Court.

Sub-Committees: Intra-Court Members

- 8.5. All sub-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.

- 8.6. 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 sub-committee papers via its papers management system, Decision Time, with only limited exceptions for those papers (or potentially elements of papers) containing sensitive or personal data.

Sub-Committees: Wider Community

- 8.7. Following each Court meeting all the sub-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.