



**UNIVERSITY COURT**  
**GOVERNANCE EFFECTIVENESS REVIEW REPORT AND RECOMMENDATIONS**

**Purpose**

1. This paper presents the findings and recommendations of the external review of Governance Effectiveness at Edinburgh Napier University undertaken by Advance HE between September and December 2022. Court is invited to (i) **consider** the appended report, (ii) **agree** the final responses proposed by the Effectiveness Review Oversight Group to the review recommendations and suggestions, and (iii) **approve** the proposed amendments to Court’s Standing Orders and the Terms of Reference of Nominations Committee and Remuneration Committee required in response to the recommendations and to ensure compliance with the revised Scottish Code of Good Higher Education Governance.
2. The full Advance HE Report is appended to this paper as **appendix a**. For further background information, the [questionnaire results](#) are available on the Court Teams site as a supplementary document.

**Background**

3. The Scottish Code of Good Higher Education Governance requires externally facilitated reviews of governing body effectiveness to be undertaken every five years.
4. Court established an Effectiveness Review Oversight Group to oversee the conduct of this review on its behalf, constituted as follows:

Membership	In attendance
Vice Chair of Court (Convenor)	Director of Strategy & Planning and Secretary to Court
Chair of Court	Head of Governance & Risk
Principal	
Chair of Audit & Risk Committee	
Staff Court Member nominated by the Convenor (Paul Sim)	
Student Court Member nominated by the Convenor (Olumuyiwa Opaleye)	

5. The Group was also briefed to consider the review of the Scottish Code of Good HE Governance which took place in 2022/23 and to recommend to Court any changes required to ensure the University’s continued alignment with the Code. The revised Code was approved by the Committee of Scottish Chairs on 8 March 2023 and contained minor enhancements and updates to reflect legislative

changes and the ongoing development of good practice since last publication. The Group confirmed that only minor changes to the University's governance framework were required to be fully compliant with those recommendations. Accordingly, small changes to Remuneration Committee's terms of reference and to Court's Standing Orders have been made to address the changes and are recommended to Court for **approval** (provided as **appendix b** and **c**).

6. The Group noted that further minor changes to ensure compliance with the Code require to be made to the Remuneration Committee Policy and Processes document. The Remuneration Committee will undertake a full review of the Policy and Processes Document at its meeting in November 2023 and bring forward proposed amendments, including Code compliance amendments, to Court's December 2023 meeting.

### **Summary of Main Points**

7. The overall summary of findings from the report is as follows:

Overall, we found evidence of good and effective governance, with some significant strengths.

The operational foundations of effective governance are in place – the structures, systems and processes – and enacted to enable governance to be practised effectively; we found evidence of rigorous review against compliance and for continuous improvement.

The commitment of all parties involved in governance and leadership of the University to the ENU mission and ambitions is evident and strong. The relevant KPIs and reporting cycles ensure Court has high-level oversight of performance. The work of the Committees of Court was impressive, but we highlighted some frustrations amongst members of Court more widely around time constraints and perceived limited opportunities at meetings to engage proactively and strategically with ENU business, rather than the predominant focus of Court receiving assurance through reporting. We identified the need to clarify and emphasise the role of Court in academic governance to ensure compliance and provide assurance to stakeholders that it is practised actively.

ENU governance benefits from highly motivated, skilled, and capable members of Court and the Executive who bring a range of expertise, work and life experiences. There remain challenges in terms of the perception of board diversity and inclusion, in membership and practice of governance and engagement with internal and external communities.

We identify several recommendations and suggestions for Court, based on our findings and the stated commitment of all parties to act on feedback and work for continuous improvement.

8. The Oversight Group welcomed the report as indicating that the operations of Court were fully compliant with internal and external requirements. The Group reflected that a strong theme in the review was the importance of highlighting,

consolidating and enhancing further some of the areas of work where Court was already actively seeking improvements.

9. Members considered the recommendations and suggestions in the report and provided an initial report, with comment and responses, to Court at its meeting on 27 March and invited Court to provide feedback, particularly around the areas concerning oversight of strategic people issues, creation of meaningful space for discussions and academic assurance. The Group met again on 15 May to reflect on Court's feedback and agreed the final recommended responses and actions as follows:

### **Recommendation: Capability and competence of Court**

*R1 We **recommend** that ENU develops a framework and programme for induction and ongoing professional development opportunities for members of Court, particularly relevant to those new to higher education and/or being part of a governing body.*

**Response:** Accepted. The Oversight Group noted that appropriate induction and development arrangements are in place, but that these are not formalised and, as such, may not be sufficiently visible as an important part of governance support. The induction and development framework will be documented and reviewed regularly by Nominations Committee.

*R2 We **recommend** that the Chair of Court meets annually with all Court members to discuss key issues, review their contribution and to identify any training or development needs.*

**Response:** Accepted. The Chair of Court commits to providing the opportunity for all Court members to meet with them annually, within a defined timeframe and following completion and receipt of members' annual review returns.

### **Recommendation 2: Board diversity**

*R3 We **recommend** Court should reflect on the value of achieving a broad diversity (both of characteristics and thought) in its membership which it should seek to address through lay member recruitment and development activity.*

**Response:** Accepted. The broad diversity of the membership of Court is affirmed as a continued focus and goal of the Nominations Committee as it continues to progress recruitment and development work on behalf of Court.

*R4 We **recommend** Court consider methods to improve data visibility, encourage governors to share a wider range of unseen protected characteristics to improve understanding of inclusion at ENU Court and diversity information of membership (as a whole) is published in the Court membership pages.*

**Response:** Accepted. Diversity information gathered from Court members (currently reviewed by Nominations Committee when considering Court's diversity in

recruitment planning) will be published – for example, in biography pages of the website – at an appropriate level of detail, considering personal data privacy considerations. The Head of Governance & Risk will take this forward.

### **Recommendation 3: Structures and Processes**

*R5 We **recommend** all lay members are invited to observe the work of Court Committees, perhaps on rotation and/or as part of induction.*

**Response:** Accepted. The Head of Governance & Risk will take this forward.

*R6 We **recommend** Court review the terms of reference of its Committees to determine whether strategic people issues (including culture and the holistic staff experience) should be encompassed by a dedicated Court Committee or through adjusting the scope of an existing Committee.*

**Response:** This area will be addressed by ensuring appropriate coverage of strategic people issues through the programme of main Court meeting business, pre-Court presentations and/or Strategy Day sessions, also recognising the availability of Court lay member expertise to the executive where appropriate. It is also recommended that the Terms of Reference of Nominations Committee be amended to include a provision for the receipt of an annual assurance report on senior management succession planning. The proposed amendment is provided at **appendix d** which Court is invited to **approve**.

*R7 We **recommend** Court and the Executive experiment with the use of far shorter papers for its main Court meetings and the use of focused cover sheets clearly stating the purpose and intended outcome.*

**Response:** Accepted. We will continue to review and promote the use of the standard paper coversheet template to ensure papers of appropriate length and focus which are clear in terms of purpose and expected outcome are presented to Court and its committees. The Chair of Court, Secretary to Court and Head of Governance & Risk will take this forward.

### **Recommendation 4: Outcomes and added value**

*R8 We **recommend** Court and Committee chairs consider ways to encourage and allow time for more forward-thinking strategic discussion and debate in meetings, building on some of the ideas in this report.*

**Response:** Accepted. This point emphasises an existing area of focus where several approaches are already being taken including pre-Court presentations, School visits/presentations, strategy days and creating space for discussion within meeting agenda structure. The success of this ongoing work will be monitored via annual review returns and, where appropriate, annual meetings with the Chair of Court.

### **Suggestions: Capability and competence of Court**

*S1 We **suggest** Court reflect upon its composition to check if changes need to be made. This should include an element of succession planning for Court and its Committees.*

**Response:** Agreed. Planning to achieve, and maintain through succession, the optimal balance of skills and experience on Court and its Committees remains a key responsibility and focus of Nominations Committee. The Oversight Group noted that responding to changes in the Higher Education landscape and optimising the University's own plans – not least Project Vision – may require particular specialisms and skills being added to membership. This work will be advanced by Nominations Committee.

*S2 We **suggest** Court reflects upon whether the term 'Court' is itself outdated nomenclature and therefore potentially a barrier to engagement with students and staff at ENU and the external community.*

**Response:** The Oversight Group noted that the term 'Court' is legally enshrined in the University's Statutory Instrument. However, it was agreed that, wherever possible, members should take the opportunity to refer to Court – at least internally – as 'the University's governing body'.

### **Suggestions: Board Diversity**

*S3 We **suggest** Court consider some practices to signal board commitment to diversity, for example, [Board Apprentice](#) programmes and reverse mentoring for Court members.*

**Response:** Agreed. The Oversight Group noted that this is an area where work had been undertaken and is continuing – for example, the Nominations Committee has been charged to identify and develop potential new members with a view to enhancing diversity and Board Apprenticeships are already part of the plan. Nonetheless, the further suggestions in the report are welcomed and will be considered by Nominations Committee as it continues to develop its work in this area and as it develops and formalises the Court member development framework.

*S4 We **suggest** ENU consider providing access to resources and occasional external speakers to maintain Court's knowledge and awareness of EDI and institutional KPIs.*

**Response:** Agreed. The Oversight Group noted progress in this area with examples of different approaches including the Human Library session delivered at the November 2022 Strategy Day. The Chair of Court will continue to explore appropriate inputs and invites members of Court to suggest to them alternative approaches, good speakers and other inspiring groups and individuals in this area.

### **Suggestions: Structures and Processes**

*S5 We **suggest** the practice of asking for declarations of interest is included*

*routinely on Court and Committee agendas to enhance timely and documented transparency.*

**Response:** Agreed and now implemented at meetings of Court. Chairs of the Committees of Court are asked to invite declarations of interest as appropriate.

*S6 We **suggest** Court nominate a representative to join existing Programme Board oversight structure for Project VISION, on behalf of Court membership, or alternatively establish a Task and Finish Group of Court and Executive members as a vehicle for joint communication, contribution and assurance that would feed into the Programme Board.*

**Response:** The Nominations Committee considered the matter of the appropriate Court oversight/assurance of Project VISION and proposed that, rather than appoint an existing lay Court member to the board of Project VISION, it would be appropriate to identify and appoint an external expert 'independent monitor' who would attend project boards and attend Court meetings for VISION related items to provide assurance to Court on the effective management and delivery of the project. It was agreed that engagement would also take place with lay Court members who had relevant experience and expertise.

*S7 We **suggest** that it would be good practice for Court meetings to include regular 'deep dive' items and outcomes data by School and the Students Union to enable members to gain more insight into the different challenges and impacts across the University.*

**Response:** Agreed. The Oversight Group noted that this is an area where work had been undertaken and was continuing but that we would commit to continuing to find ways to enhance this through pre-Court presentations, School visits/presentations, strategy days and creating space for presentation/discussion within meeting agenda structure, as noted in the response to Recommendation 8 above. The Chair of Court, Secretary to Court and Head of Governance & Risk will take this forward.

*S8 We **suggest** ENU should explore ways in which Court is kept briefed on the relevant external environment.*

**Response.** Noted. The Oversight Group considered that this contextual update is covered through the comprehensive updates – including on external environment – provided in the Principal's written report to each Court meeting and through information shared with Court on the assessment of the external risk environment provided by the University's auditors. The success of this ongoing work will be monitored via annual review returns and, where appropriate, annual meetings with the Chair of Court.

**Suggestions: Outcomes and added value**

*S9 We offer several **suggestions** to build a more integrated approach to academic assurance.*

**Response.** Court will ensure continued focus on academic assurance through the ongoing programme of School visits, School presentations and by providing opportunities for members to attend and observe Academic Board meetings.

*S10 We **suggest** Court undertake a stakeholder mapping exercise. This mapping exercise would inform a discussion around shared understanding of stakeholder engagement for ENU and for Court, including provision of assurance and reputational impact.*

**Response.** Noted. The Oversight Group noted that this is an area where work had been undertaken – for example, at the November 2022 Strategy Day – and was continuing. Members of Court might wish to update their published biographies and/or liaise with specific parts of the University where their networks may be of specific benefit.

### **Communication Issues**

10. This paper may be disclosed. The Review Report and final agreed actions will be published following the June Court meeting.

### **Next Steps**

11. Nominations Committee will oversee progress against the review's recommendations on an ongoing basis.

### **Recommendation**

12. Court is invited to: **a) agree** the final responses proposed by the Effectiveness Review Oversight Group to the review recommendations and suggestions and **b) approve** the proposed amendments to Court's Standing Orders and the Terms of Reference of Nominations Committee and Remuneration Committee set out in the appendices.

**Adrienne Scullion**  
**Vice Chair of Court**

**Michael Greenhalgh**  
**Secretary to Court**

**David Cloy**  
**Head of Governance and Risk**

**12 June 2023**







# Governance effectiveness at Edinburgh Napier University

Report of findings from a review and recommendations to  
Court

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Author: David Langley, Ella Ritchie and Zulum Elumogo  
Advance HE

Report for Steering Group 27<sup>th</sup> February 2023

Advance HE was commissioned by Edinburgh Napier University to review the effectiveness of its governance and to prepare this report. It is intended solely for use by the members of Court and staff of Edinburgh Napier University and is not to be relied upon by any third party, notwithstanding that it may be made available in the public domain or disclosed to other third parties.

Although every effort has been made to ensure this report is as comprehensive as possible, its accuracy is limited to the instructions, information and documentation received from Edinburgh Napier University and we make no representations, warranties or guarantees, whether express or implied, that the content in the report is accurate outside of this scope.

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## 1. Executive Summary

Edinburgh Napier University (ENU) commissioned [Advance HE](#) to undertake a routine external review of governance effectiveness, which took place between September and December 2022. Overall, we found evidence of good and effective governance, with some significant strengths.

The operational foundations of effective governance are in place – the structures, systems and processes – and enacted to enable governance to be practised effectively; we found evidence of rigorous review against compliance and for continuous improvement.

The commitment of all parties involved in governance and leadership of the University to the ENU mission and ambitions is evident and strong. The relevant KPIs and reporting cycles ensure Court has high-level oversight of performance. The work of the Committees of Court was impressive, but we highlighted some frustrations amongst members of Court more widely around time constraints and perceived limited opportunities at meetings to engage proactively and strategically with ENU business, rather than the predominant focus of Court receiving assurance through reporting. We identified the need to clarify and emphasise the role of Court in academic governance to ensure compliance and provide assurance to stakeholders that it is practised actively.

ENU governance benefits from highly motivated, skilled, and capable members of Court and the Executive who bring a range of expertise, work and life experiences. There remain challenges in terms of the perception of board diversity and inclusion, in membership and practice of governance and engagement with internal and external communities.

We identify several recommendations and suggestions for Court, based on our findings and the stated commitment of all parties to act on feedback and work for continuous improvement.

We acknowledge and thank those who have provided invaluable support to enable us to conduct this review, in particular David Cloy, Head of Governance and Risk, and Professor Adrienne Scullion, Vice-Chair of Court and Chair of the Governance Effective Review Steering Group; and we are grateful for the welcome, openness and engagement of the many individuals who contributed to the review. We also thank Kay Renfrew of Advance HE for her help with the survey process and analysis.

David Langley, Ella Ritchie and Zulum Elumogo

February 2023

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## 2. Recommendations and suggestions

This report makes eight recommendations and ten suggestions. These are presented in the relevant section of the report and collated below for ease of reference.

Recommendations are primary findings and merit the direct attention of Court and the Executive. Suggestions typically address more operational or developmental aspects of governance.

### Recommendations

#### **Recommendation: Capability and competence of Court**

R1 We **recommend** that ENU develops a framework and programme for induction and ongoing professional development opportunities for members of Court, particularly relevant to those new to higher education and/or being part of a governing body.

R2 We **recommend** that the Chair of Court meets annually with all Court members to discuss key issues, review their contribution and to identify any training or development needs.

#### **Recommendation 2: Board diversity**

R3 We **recommend** Court should reflect on the value of achieving a broad diversity (both of characteristics and thought) in its membership which it should seek to address through lay member recruitment and development activity.

R4 We **recommend** Court consider methods to improve data visibility, encourage governors to share a wider range of unseen protected characteristics to improve understanding of inclusion at ENU Court and diversity information of membership (as a whole) is published in the Court membership pages.

#### **Recommendation 3: Structures and Processes**

R5 We **recommend** all lay members are invited to observe the work of Court Committees, perhaps on rotation and/or as part of induction.

R6 We **recommend** Court review the terms of reference of its Committees to determine whether strategic people issues (including culture and the holistic staff experience) should be encompassed by a dedicated Court Committee or through adjusting the scope of an existing Committee.

R7 We **recommend** Court and the Executive experiment with the use of far shorter papers for its main Court meetings and the use of focused cover sheets clearly stating the purpose and intended outcome.

**Recommendation: Outcomes and added value**

R8 We **recommend** Court and Committee chairs consider ways to encourage and allow time for more forward-thinking strategic discussion and debate in meetings, building on some of the ideas in this report.

**Suggestions**

**Suggestions: Capability and competence of Court**

S1 We **suggest** Court reflect upon its composition to check if changes need to be made. This should include an element of succession planning for Court and its Committees.

S2 We **suggest** Court reflects upon whether the term 'Court' is itself outdated nomenclature and therefore potentially a barrier to engagement with students and staff at ENU and the external community

**Suggestions: Board Diversity**

S3 We **suggest** Court consider some practices to signal board commitment to diversity, for example, [Board Apprentice](#) programmes and reverse mentoring for Court members.

S4 We **suggest** ENU consider providing access to resources and occasional external speakers to maintain Court's knowledge and awareness of EDI and institutional KPIs.

**Suggestions: Structures and Processes**

S5 We **suggest** the practice of asking for declarations of interest is included routinely on Court and Committee agendas to enhance timely and documented transparency.

S6 We **suggest** Court nominate a representative to join existing Programme Board oversight structure for Project VISION, on behalf of Court membership, or alternatively establish a Task and Finish Group of Court and Executive members as a vehicle for joint communication, contribution and assurance that would feed into the Programme Board.

S7 We **suggest** that it would be good practice for Court meetings to include regular 'deep dive' items and outcomes data by School and the Students Union to enable members to gain more insight into the different challenges and impacts across the University.

S8 We **suggest** ENU should explore ways in which Court is kept briefed on the relevant external environment.

**Suggestions: Outcomes and added value**

S9 We offer several **suggestions** to build a more integrated approach to academic assurance.

S10 We **suggest** Court undertake a stakeholder mapping exercise. This mapping exercise would inform a discussion around shared understanding of stakeholder engagement for ENU and for Court, including provision of assurance and reputational impact.

## 3. Introduction

Edinburgh Napier University commissioned [Advance HE](#) to undertake a routine external review of governance effectiveness, which took place between September and December 2022.

The objectives of the review were to focus on the effectiveness with which Court and its committees:

- + Is holistic, forward looking, developmental and supports the University in the realization of its strategic ambitions, and is contextualized within its own vision, strategic goals, purpose, culture and values.
- + Brings insights from recent practice in the HE sector and beyond to approaching governance, bringing to bear our knowledge of post-pandemic direction of travel, range of lessons-learned, horizon scanning and the use of benchmarking with relevant organizations.
- + Examines how the University's governance culture and ethos supports ethical behaviour and equal, diverse and inclusive practices; and related to this, the commitment to and understanding of embedding equality and diversity of Court.
- + Explores and evaluates the relationships between Court, its Committees and their interaction with the Executive Team, and how these contribute to the overall effectiveness of governance.
- + Looks at Court recruitment and diversity, including recruitment; induction; development and training; appraisal of Chair and members; and the use of a progressive and regularly updated skills matrix to inform future need.
- + Considers learnings from the pandemic, examines the effectiveness of arrangements established to enable continuity of effective governance and evaluates what worked, what didn't and what should be retained and further developed post-COVID.
- + Considers Court's effectiveness in providing oversight of—and support for—strategy implementation including ownership and appropriate assurance of strategic issues, performance against the strategic aims, as well as use of member skills and stakeholder engagement.
- + Examines the impact and visibility of Court to the wider University community for example how Court raises awareness about its work, whether there are appropriate and relevant opportunities to hear the staff and student voice, to understand the staff and student experience, to engage with and hear the perspectives of other stakeholders.
- + Is fully contextualised: the review will take account of relevant guidance, reference points and benchmarks including the Scottish Code of Good HE Governance 2017.

Core areas to be addressed, in the context of these areas of focus, include:

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## **Governance Effective Review at Edinburgh Napier University**

David Langley, Ella Ritchie and Zulum Elumogo

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- + the size, composition and terms of reference of Court and its standing committees;
- + the skills, experience and diversity of Court and its standing committees and arrangements for the recruitment, induction and development of members;
- + meeting arrangements, the timetabling of emerging and recurrent business, and the suitability of information provided to members;
- + the dynamics and effectiveness of decision making in meetings;
- + Court's effectiveness at providing support and constructive challenge for the Senior Executive Team through formal and informal interactions while observing a proper distinction between governance and management.
- + the University's commitment to, and understanding of, embedding equality and diversity in governance;
- + the impact and visibility of Court to the wider University community and its effectiveness in communicating with the University and understanding the views of its different constituencies.

Annex One provides the results of the e-survey presented in a stand-alone report.

Annex Two details the framework and methodology used in conducting the review.

## 4. Enablers of effective governance

### 4.1 Scope

The enablers of governance are the factors that provide the foundations for effective governance and the building blocks on which governance rests. Without these enablers being in place it is highly unlikely that governance can be effective; the enablers by themselves do not ensure effectiveness but rather create the necessary conditions for effectiveness.

### 4.2 Capability and competence of Court

In our opinion the overall capability of Court to lead and govern the University is very sound. Our interactions and observations provide evidence of the impressive skills, capability and professional standing of external members, and strong student and staff member profiles. Belief in the core purpose of the institution and its values was strongly evidenced. ENU is exceptionally fortunate to have such high caliber, experienced, hardworking, and committed lay members on its governing body. We congratulate ENU on the strength of its Court.

This strength can bring its own challenges for Court, for example, the seniority and standing of members may moderate the richness of lived experience that brings diverse perspectives to the table. We note ongoing focus and prioritization of board diversity -not limited to protected characteristics- through the most recent and previous recruitment processes for external members. While ENU would naturally want to recruit for an outstanding Court, the language used in seeking 'outstanding individuals', and 'executive and thought leaders' could serve to self-exclude potential applicants at different career stages or from less structured career backgrounds.

#### 4.2.1 Size, Composition and Nomenclature

ENU Court has 25 members. In size and composition, it is average for the type of institution, although the sector trend generally is to reduce size of governing bodies. However, the size and composition of University Courts in Scotland are constrained by the provisions of the Higher Education Governance Scotland Act. Scottish Government reviewed and amended this in September 2018 to reflect the composition currently, which reflected Court's wishes, however the need to have the legally prescribed staff, student, and Trade Union membership, alongside a lay majority led to the position of a Court the size it is, and we recognise there is no leeway to reduce it. For reference, analysis undertaken at the UCL Institute of Education (in 2019) of the size and composition of the governing bodies of 120

English universities indicates that the average size of university governing bodies was at 19 (18.7), down from 25 (in 2005) and 21 (in 2014).

We **suggest (S1)** Court reflect upon its composition to check if changes need to be made. This should include an element of succession planning for Court and its Committees. This could allow for a reduction in membership, aligned with trends in the sector, without loss of expertise. We also recommend that ENU considers recruiting opportunities from local community organisations to support greater equality, diversity, and inclusion.

We **suggest (S2)** Court reflects upon whether the term 'Court' is itself outdated nomenclature and therefore potentially a barrier to engagement with students and staff at ENU and the external community. Is there a better term that reflects the name and function of a governing body at a modern forward-thinking university, and help promote visibility? That said, we recognize 'Court' is the standard legally enshrined term in Scotland for governing bodies. We **suggest** this discussion could act as a catalyst for Court and the Executive to review ways to improve its effectiveness in the mode and frequency around communication with students, staff and beyond.

### 4.2.2 Induction and Professional development for Court members

According to the survey, less than half (32%) of Court members have taken (or are planning to undertake, 11%) professional development training to support their involvement in the governing body at ENU. 35% of respondents didn't know, which suggests a communication or awareness issue.

Student and staff members typically have shorter terms on governing boards and induction is more important to enable them to build confidence and effectiveness in the exercise of their roles, so they quickly get up to speed. Both categories of membership will often have limited or no board experience on joining, and therefore induction should clarify the role and expectations of membership. The potential for actual or perceived conflict of interest should be addressed at induction, and encouragement given to participate fully as an equal member of Court, in accordance with the Scottish code<sup>1</sup>,

*'All governing body members assume the same responsibilities as part of the collective decision making body.'*

The Scottish Code<sup>1</sup> also states *'New members must receive a full induction on joining the governing body. Opportunities for further development for all members should be provided regularly, in accordance with their individual needs and responsibilities'*. We understand the Chair of Court and the Principal each provide informal opportunities for engagement with

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<sup>1</sup> The Scottish Code for Good Higher Education Governance (2017)

Court members, and this is to be applauded. We have identified that there is a need to formalise these opportunities.

We **recommend (R1)** that ENU develops a framework and programme for induction and ongoing professional development opportunities for members of Court, particularly relevant to those new to higher education and/or being part of a governing body. These could be provided either individually or through group activity and internally by senior staff at the university or students through seminars on, say, research funding or student experience, or externally by expert organisations/facilitators.

We **recommend (R2)** that the Chair of Court meets annually with all Court members to discuss key issues, review their contribution and to identify any training or development needs.

### 4.3 Board diversity

One area for concern that arose in our qualitative research was EDI. This concurred with the survey (Section 10) which indicated concern from respondents around equality, diversity, and inclusion in the work of Court. This section was the lowest scoring overall in the survey (76%) and is 6% below the benchmark. All 4 EDI measures scored below the benchmark:

- + The Court receives sufficient information to test the equality, diversity and inclusion implications of policy, approaches, and initiatives that it decides upon (70% agree, 9% disagree, 17% 'don't know', 11% *below benchmark*)
- + Court members demonstrate up-to-date knowledge and confidence in discussions of equality, diversity and inclusion matters (74% agree, 4% *below benchmark*)
- + Effective mechanisms are in place for ensuring there is assurance of equality diversity and inclusion matters for staff and students, across the Court (78% agree, 6% *below benchmark*)
- + The Court tests the institution's development and delivery of its equality, diversity, and inclusion objectives (83% agree, 1% *below benchmark*)

The Scottish Code of Good Higher Education Governance (2017) states '*The governing body must provide leadership in equality and diversity across all protected characteristics, assuming responsibility for the Institution's strategy and policy on equality and diversity. This should not only ensure compliance with all relevant legislative and regulatory requirements but also actively promote and facilitate equality and diversity goals across the whole Institution*'. It also says '*The governing body must monitor its own composition, establishing appropriate goals and policies regarding the balance and diversity of the members it appoints and regularly reviewing its performance against these goals and policies*'.

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Board diversity is a national issue in UK Higher Education. University governing bodies do not often reflect the populations they support and lead. This is a problem, as without a fair reflection of diversity in our governing bodies we miss critical talent and fail the communities that governing bodies exist to support, promote, and develop. While these issues are not new, the context in which governing bodies work continues to evolve and the problems caused by a lack of diversity have become more apparent.

This has created an enlivened impetus for those charged with recruiting new governors to ensure that appointment decisions reflect not only the skills and experiences which are needed to lead bodies in the higher education sector but also the diversity of background that reflects the populations they serve. This would be in line with the Scottish Code for Good Higher Education Governance (2017) which stresses the responsibility of universities to bring benefit to higher education's many stakeholders and society in general.

Increasing Board diversity presents challenges that require considerable thought and effort to overcome. Even with good intentions, standard recruitment processes for new governors can result in appointments that reflect existing governors, the most common being a view that somehow diversity is a separate objective to getting someone with the right skills and experiences.

Diversity extends beyond recognition of protected characteristics and is more about effective and holistic good decision making rather than a 'tick box' exercise. This is particularly true for an institution such as ENU which is strongly embedded in its locality. For Court, considerations for broadening Court composition should include increasing BAME representation, academic representation, age profile of members, and those from the local community. For the latter, community organisations and the NHS are often fertile areas for potential recruitment of governing body members.

One approach to bring younger people onto the board is to draw on the pool of people who have been student members of university boards (of other institutions). These individuals have good skills and experience and can be highly effective external members, bringing an added dimension to the board's thinking.

We **recommend (R3)** Court should reflect on the value of achieving a broad diversity (both of characteristics and thought) in its membership which it should seek to address through lay member recruitment and development activity.

Lived experiences and some protected characteristics are not always visible; however, there are opportunities to enhance transparency.

We **recommend (R4)** Court consider methods to improve data visibility, encourage governors to share a wider range of unseen protected characteristics (including sexual orientation, disability, religious beliefs) to improve understanding of inclusion at ENU Court and diversity information of membership (as a whole) is published in the Court membership pages. Advance HE published a toolkit to aid Board Diversity in November 2021, and Court

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members and Executive staff may find it a useful resource: <https://www.advance-he.ac.uk/governance/board-recruitment-and-diversity-higher-education#toolkit>

In addition, we **suggest (S3)** Court consider some practices to signal board commitment to diversity, for example, [Board Apprentice](#) programmes and reverse mentoring for Court members. Reverse mentoring of external Court members by (suitably trained) students, will enhance the profile and visibility of Court, promote a positive view on commitment to diversity, build inclusive cultures and support awareness of student experience.

We **suggest (S4)** ENU consider providing access to resources and occasional external speakers to maintain Court's knowledge and awareness of EDI and institutional KPIs. This could be achieved through away days facilitated by an external organisation.

## 4.4 Structures and Processes

There is an up-to-date register of interests on the Court web pages. One practice we did not observe is the routine declaration of conflicts of interest at the beginning of meetings and relating to agenda items. This is good practice and identified in the Scottish Code, '*Conflicts of interest must be considered and may affect a member's ability to participate in some governing body business*', to ensure transparency.

We **suggest (S5)** the practice of asking for declarations of interest is included routinely on Court and Committee agendas to enhance timely and documented transparency.

The important roles of scrutiny, assurance and decision making for Court largely takes place through its Committees, and it is clear that members (both lay and staff) work effectively across their remit to do so. We observed high quality management information, well managed meetings, and open debate. Committees report at each Court meeting, however, a question remains around how to better promote visibility and engagement of those members of Court who are not directly involved in Committee activities.

We **recommend (R5)** all lay members are invited to observe the work of Court Committees, perhaps on rotation and/or as part of induction.

One area of governance oversight that appears not to be included in terms of reference of current Court Committees is human resources. Clearly people management is in the domain of the Executive but given the prominence of people issues, particularly staff and student wellbeing, and the increasingly complex and dynamic academic and research career landscape in HE, there may be value and added assurance to be gained from more depth and rigour in human resources oversight, monitoring and assurance at Court Committee level. This would be in line with changing practice across the sector.

For example, Kings College has introduced a Staff and Culture Strategy Committee as a standing committee of Council which is:

*'...responsible for the provision of oversight of the people and culture strategy approved by Council, monitoring progress on achieving agreed objectives delegated to the executive for implementation, and providing advice and guidance to the senior executive as required. In carrying out its responsibilities the Committee will look at the holistic staff experience, recognising that a great staff experience is essential to a great student experience.*

*The Committee's work is complemented by the work of Council's Remuneration Committee which focuses on remuneration, objectives, and performance of members of the senior executive team as well as succession planning and EDI issues for that group. The Committee also works in parallel with the Audit, Risk & Compliance Committee of Council which has oversight of statutory reporting on compliance with legislation and regulations concerning staff and employment matters'.*

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We **recommend (R6)** Court review the terms of reference of its Committees to determine whether strategic people issues (including culture and the holistic staff experience) should be encompassed by a dedicated Court Committee or through adjusting the scope of an existing Committee.

Project VISION was highlighted by many of those interviewed as a critically important strategic and sizeable capital programme for ENU. The objective of VISION is to provide a programme of investment in Infrastructure and Estates that will underpin the delivery of University Strategy. It will be informed by ENU future focus and direction in relation to research and knowledge exchange, including academic themes; future pedagogical approach; the way in which ENU will work in the future; the size and shape growth aspirations and sustainability commitments. It will enable ENU to be more effective and create greater impact and attraction for students, colleagues, partners and stakeholders, both locally and internationally and showcase the difference the university makes.

Given its importance, Court members were keen to actively contribute throughout the lifecycle of Project VISION rather than be kept informed or updated of progress periodically. We **suggest (S6)** Court nominate a representative to join existing Programme Board oversight structure for project VISION, on behalf of Court membership, or alternatively establish a Task and Finish Group of Court and Executive members as a vehicle for joint communication, contribution and assurance that would feed into the Programme Board.

### 4.4.1 Information to Court

ENU demonstrates good practice in the provision of Committee and Court papers and documents. While papers could continue to be refined in terms of length and focus, the quality of the papers was frequently commended. There is a balance to be achieved in ensuring Court is provided with sufficient background-but at the same time keeping the papers to a manageable length. Certainly, those interviewed in focus groups felt paper length were frequently excessive and their purpose was not always clear. For example, were members being consulted for decision, discussion or information. Alongside this, many commented that presentations to Court frequently and unnecessarily repeated information contained in papers, perhaps at the cost of time allocated for proper debate of issues.

We **recommend (R7)** Court and the Executive experiment with the use of far shorter papers for its main Court meetings and the use of focused cover sheets clearly stating the purpose and intended outcome. Papers and oral presentations that were shorter and more succinct would enable more time for genuine debate and input, something all Court members would value.

We heard from both Court and Executive that there was an openness in providing information and responding to requests. Court members reported good transparency on KPIs and metrics and '*a lot of performance data*', presented regularly to Court. Members noted these by their nature this material tended to be retrospective and quantitative, and

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they expressed a preference for more ‘real-time’ information and insights to capture the experiences of students and staff.

A number of those involved in the review questioned whether Court should have better visibility of information at the level of Schools and briefings on the variability beneath the high-level metrics. This has happened previously, for example, where Schools have been merged, however, we **suggest (S7)** that it would be good practice for Court meetings to include regular ‘deep dive’ items and outcomes data by School and the Students Union to enable members to gain more insight into the different challenges and impacts across the University.

Awareness of the dynamic political and external environment for a university is essential in terms of risk management, strategic foresight, and ultimately the contextualisation of effective assurance mechanisms. The regular paper from the Principal at each Court meeting provides an update to members. However, although not a significant difference from the benchmark, we **suggest (S8)** ENU should explore ways in which Court is kept briefed on the relevant external environment.

From the survey:

- + *The governing body is well informed about likely changes in the external environment and any major implications for governance that may result (91% agree, 2% below benchmark)*

## 5. Working relationships and board room behaviours

### 5.1 Scope

Good governance requires more than the development of processes, since it is built on strong relationships, honest dialogue, and mutual respect. Working relationships and boardroom behaviours are fundamental to effective governance. Some relationships are pivotal, including effective working between the Chair of the governing body and the head of the institution, other roles set the tone and expectations for governance behaviours.

The relationship between the Principal and her Executive team with lay membership of Court appears strong and mutually respectful. The interface between executive and non-executive boundaries is, on the whole, clear. The hard work of the executive team is widely recognized by lay members (and vice versa), and the efforts of the current Chair and the Principal in facilitating cordial and effective relationships and hence competent and effective leadership and governance is widely recognised.

### 5.2 Culture and ways of working

Advance HE identifies culture as a core element of governance effectiveness, and that an effective governing body has a culture where all members can question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside governing body meetings.

An effective governing body ensures the Board culture reflects the articulated values and culture of the institution.

We found clear and consistently expressed commitment from all those involved with this review to the vision and mission of ENU. Social mobility and education were strongly cited and for some external members in particular this came from lived experience. Members of Court said they are proud to be part of ENU.

The survey responses on governing body commitment to organisational culture and values are positive:

- + *The governing body demonstrates an understanding of and commitment to the organisation's vision, ethos and culture (96% agree, 5% above benchmark).*

And:

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- + *There is a genuine and shared understanding about, and commitment to ensure effective governance by both the Court and the executive (100% agree, 7% above benchmark).*

However, although this section scored 86% overall in the survey, it is 4% below the benchmark.

Four of the 5 measures scored below the benchmark (and the remaining measure scored 1% above).

- + The role of the Court in providing constructive challenge is: Understood and accepted by both members and the executive (83% agree, 7% below benchmark) Q28.1 in survey
- + The role of the Court in providing constructive challenge is: Undertaken effectively (83% agree, 6% below benchmark) Q28.2 in survey
- + Court meetings and business are conducted and chaired in a way which encourages the active involvement of all members in discussions and decision-making (87% agree, 4% below benchmark) Q26 in survey
- + Working relationships between Court members and the organisation's executive are transparent and effective (87% agree, 3% below benchmark) Q27 in survey

We observed a positive culture of inclusion and mutual respect at all the meetings and discussions we observed, where members of Court and Committees were actively encouraged to contribute and freely able to do so. All meetings we observed were well chaired, and the environment appeared safe and effective.

This ethos was reflected in the focus group discussion with student members of Court who although at the time of interview were yet to attend a Court meeting complimented the Secretariat on support received and fed back positively on the Advance HE training they had attended ahead of attending a Court meeting.

## 6. Outcomes and added value

### 6.1 Scope

The outcomes of a governing body address the extent to which a governing body 'adds value'. The value added by Court is not synonymous with the performance of the institution itself; that would be to place the totality of the institution's accomplishments at the door of the governing body. It would also call into question what value the governing body is bringing over and above that provided by the staff and students.

Some outcomes should be relatively generic and uncontentious, for example the governing body ensuring:

- + Institutional financial sustainability.
- + That planned outcomes agreed as part of the strategic plan are regularly monitored, assessed, and reported.
- + That defined quality levels for the student experience are being achieved.

These examples place an emphasis upon the assurance role of the governing board. There will also always be a range of other assurance related outcomes specific to a provider's context, for example as regards major capital investment programmes.

Effective governing bodies not only discharge their role as regards assurance but also materially shape the institution's future strategy and direction of travel. They seek to have a positive overall impact on the institution's performance, resilience, and reputation such that external and internal stakeholders have a high degree of confidence in the organisation. They offer value to the Executive through informed externality, that combines critical insight, and relevant expertise, acting in the interests of the University.

From the survey:

- + The Court displays the organisational vision, culture, and values necessary for the effective stewardship of the organisation (100% Agree, 5% above benchmark)
- + The Court has a positive overall impact on the institution's: Reputation (100% Agree, 12% above benchmark)
- + The Court has a positive overall impact on the institution's: Resilience (100% Agree, 3% above benchmark)
- + The Court is well equipped to support the organisation's long term strategic plans (63% Agree, 7% above benchmark)

The level of commitment to the University and understanding of their role demonstrated by those we met was strong and unequivocal. Staff, students and lay members of Court and its committees clearly have a deep belief in the purpose and values of ENU and are proud to be associated with it.

A recurrent message throughout interviews and focus groups was a wish for Court (and perhaps Committee) discussions to be structured to allow more time for strategic foresight and debate, alongside routine business. Many reported the agendas were often 'too busy' to permit the blue skies thinking they would like to happen, and current practice meant many Court members felt they weren't being given an opportunity to contribute their expertise and experience to ENU in ways they could do so. We noted limited expertise of lay members with experience of higher education, noting those who were are outstanding appointments; more lay members here could help inform discussion around key areas of core business and strategy at the institution.

Blue skies thinking requires the conditions where curiosity is given time for generative discussion. The tendency is to fill agendas with 'productive' items and this is the preference for many professionals; the balance is to create time and curate discussions to enable sufficient structure to feel valid and sufficient freedom to develop ideas. This more open interactive discussion will also support a positive board culture, as members test out ideas and contribute to a shared outcome.

An effective way to generate discussion on agenda items is to pose questions and options for Court to discuss and debate. For example, looking at a specific KPI, such as international student recruitment or environmental sustainability, or debating the income opportunities and risks of alternative models.

We note that Court members are invited to annual strategy away days. Taking this one step further, space could be offered on the strategy days for Court members to lead roundtable discussions, perhaps issues raised/captured in Court and Committee meetings. This respects the management-governance boundary and makes the strategy events a truly joint endeavour; it also creates space for concerns to be raised and discussed.

We **recommend (R8)** Court and Committee chairs consider ways to encourage and allow time for more forward-thinking strategic discussion and debate in meetings, building on some of the ideas in this report.

## 6.2 Academic Governance and Assurance

Expectation of the governing body's role and engagement with academic governance have increased in recent years; it is an important and integral dimension of the governance of the University. The key role in academic governance in a university is normally played by the

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Academic Board/Senate which, through its deliberations and the evidence presented to it and discussed by it, is then able to provide the University Court/Council with the assurance of academic quality and standards for all aspects of its portfolio. Governing bodies do not generally get involved in detail but they require assurance that the academic governance structure of institution is fit for purpose. The Scottish Code for Good Higher Education Governance (2017) states '*The governing body has responsibility for the effectiveness of the Institution's academic board*' and '*ensuring with the Academic Board, the quality of the educational provision and adequate provision for the general welfare of students.*'

At ENU, Court relies on an effective leadership and partnership with Academic Board and the Executive team for seeking assurance around academic related matters: management of the curriculum, student admissions, assessment, quality and standards, management of programmes and the overall student experience. It also relies on Academic Board for assurance that the University can fulfil its academic commitments and mission.

Court is responsible for the overarching 'corporate governance' of the University and '*all matters of fundamental concern*', and must work with the Academic Board to ensure there is an holistic system of governance at the University. While respecting the role of the Academic Board, Court must seek assurance that the institution's system of academic governance is robust and effective.

An internal audit of academic governance undertaken by EY in February 2021 found no material failings or recommendations. While we saw evidence of appropriate, detailed regular reporting to Court, in compliance with the role and responsibilities of Court, the interviews and focus groups presented an apparent lack of clarity and transparency of roles and responsibilities for academic governance, the work of Academic Board and therefore assurance on these pivotal matters by Court members (other than staff and Executive members). Evidence from the review highlights Court is less clear and confident about this aspect of its role than its more established 'corporate' governance responsibilities, noting Court members are keen to become more informed and adept. This is typical of the views of members of governing body in the sector. Some commented that they had no idea what Academic Board does or hadn't considered statutory or compliance issues for Court in this regard.

Despite these observations, the survey provides strong assurance around this:

- + *The respective responsibilities and relative accountabilities of Court and academic board are appropriate, clearly defined and mutually understood (96% Agree, 9% above benchmark)*

The challenge is how to create effective, informed and engaged governance and assurance of academic matters. We offer a simple framework for assurance that academic governance structure of a university is fulfilling its purpose:

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1. Is there clarity on where and by what body policies and academic decisions are made, such that there is a wide understanding of where responsibility lies?
2. Is there oversight of the outcomes of academic activity such that there is clarity on what is delivering on objectives and on areas of activity where enhancement is desirable?
3. Does the existence of the governance structure, and the results of its operation, provide assurance for all stakeholders that desired academic standards are being achieved and maintained?

The main consideration for Court here is to ensure that the academic governance structures of the University are fit for purpose.

The ability for Court to test and take assurance is a vital component in demonstrating compliance. The key to this lies in Court's informed awareness of what it needs to be assured of, by the Executive and Academic Board and through inputs and outcomes across teaching, learning, research and scholarship, the educational and wider student experience. The inputs of the Principal and the Vice Principals (Learning and Teaching, and Research and Innovation) were acknowledged as valuable for governors in the context of academic assurance. There have been Court development opportunities plus regular agenda items (including tabling the minutes of Academic Board) and presentations to Court; however, it is evident through interviews that there are still both individual governor and shared Court concerns in this area, primarily due to lack of awareness or transparency.

We noted there is limited direct experience and competence in academic matters within the external membership of Court, whilst acknowledging those members who are from higher education are of exceptionally high quality and prestige. The inclusion of relevant content into the Induction process, and ongoing thematic training opportunities on the key aspects, for Court members would assist new members in their appreciation and understanding of Court obligations in respect of academic governance and associated academic matters.

The Advance HE resources and support may provide a useful basis for establishing the requirements of the Board in gaining the assurance of good academic governance in the University: [Academic Governance in Higher Education](#).

We offer several **suggestions (S9)** to build a more integrated approach to academic assurance:

- + Court fora with students (via the EN Students' Union or particular networks) and staff informal presentations on Schools, key developments, key issues.
- + Expand the current ad hoc practice of visits to Schools by Court members, which members interviewed have enjoyed doing and report as being extremely beneficial and useful.

- + A nominated lay member of Court for academic assurance who attends Academic Board and speaks to the minutes of Academic Board and assurance reports provided to Court.
- + Opportunities for members of Court to observe meetings of Academic Board (in small numbers and not necessarily on an ongoing basis).
- + Annual joint meetings, with a strategic focus, between members of Academic Board and Court. This will support the relationships between the two bodies and support Court engagement and visibility.

These may not all feel appropriate for ENU; however, we suggest that Court explores its appetite for trying new approaches and evaluates any chosen.

### 6.3 Risk

Risk encompasses systems of control, risk management, audit, including institutionally significant external activities and legal or regulatory obligations and organisational resilience to external shocks.

Identifying trends and issues in the internal and external environment which impact on the activities is critical to identifying risks *and* opportunities which can either create or destroy value. They are important and their inclusion in strategic discussion and reporting facilitates an integrated approach to thinking and the development of strategy.

ENU manages risks through active monitoring of an institutional risk register, particularly through the work of Court committees. We found evidence of a strong focus on risk and its management, regular monitoring, and challenge by governors with experience of risk management in other sectors.

The survey responses relating to risk are positive:

- + *Mechanisms are in place to allow Court to be assured that the organisation has effective processes in place to enable the management of risk* (100% agree, 9% above benchmark)
- + *Mechanisms are in place to enable the governing body to be assured as to the organisation's financial resilience and overall sustainability* (100% agree, 2% above benchmark)

Interviews and focus groups were positive about these strengths; the University demonstrates pro-active management of corporate risks, and the skills and experience of many of those interviewed would be considered sector leading.

As with other institutions, Court relies on the Audit and Risk and Finance and Property Committees, plus the Principal and the Finance Director, to lead and shape discussion

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around risk and assurance. There is obvious engagement at all levels and awareness of the need to keep risk appetite on the agenda as strategic risks and the risk profile changes. From time-to-time 'deep dives' are both helpful and properly undertaken.

### 6.4 Impact and engagement

Impact encompasses the overall effect of governance arrangements on the organisation's performance, success, resilience, and reputation. Engagement is the ability to communicate information regarding governance issues to all the relevant parties.

In this regard survey responses were generally positive:

- + *The governing body has assurance that external and internal stakeholders have a high degree of confidence in the organisation (83% agree, 3% above benchmark)*
- + *The governing body understands the institution's key stakeholders and what is material to each stakeholder group in the context of its strategy (96% agree, 5% above benchmark)*
- + *The governing body communicates transparently and effectively with its stakeholders (83% agree, 3% above benchmark)*

While there is a commitment to stakeholder engagement by Court there is less clarity in how this might be practised in a complex stakeholder environment: '*as a governing body I'm not sure we would agree who our stakeholders are*' and '*not sure that the governing body has actively engaged with external stakeholders or whether it should and if so on what terms.*' We found high levels of enthusiasm and commitment from Court members to engage with students and staff in the University, but less certainty around any role to support the Executive in external stakeholder engagement.

There is consensus that Court members would like more opportunities to hear the student voice, and to understand the experiences of staff, and an openness from the Executive to support this.

One opportunity for Court to signal its commitment to student engagement would be to hold meetings at the Students' Union premises from time to time and hold time around these for discussions with the Sabbatical Officers, on site, supported by student member(s) of Court.

Where possible, Court may wish to consider other opportunities to meet in different areas of the University campuses or visit research and innovation projects, to build awareness for all governors, as well as those who will initiate engagements themselves.

It can also be instructive for Court members to hear about the experience of recent graduates and to develop a relationship with the Alumni (Alums) of the University.

The question of Court members as advocates for the institution within their own networks and potentially with key external stakeholders was raised in interviews and this is an aspect of engagement and impact that warrants further consideration by Court and the Executive team. This will need to be cognisant of the fine line that can exist between Executive and non-executive roles around these relationships.

Post Covid, governing boards have needed to give careful attention to stakeholders and ESG has further risen up the agenda.

We **suggest (S10)** Court undertake a stakeholder mapping exercise. This mapping exercise would inform a discussion around shared understanding of stakeholder engagement for ENU and for Court, including provision of assurance and reputational impact.

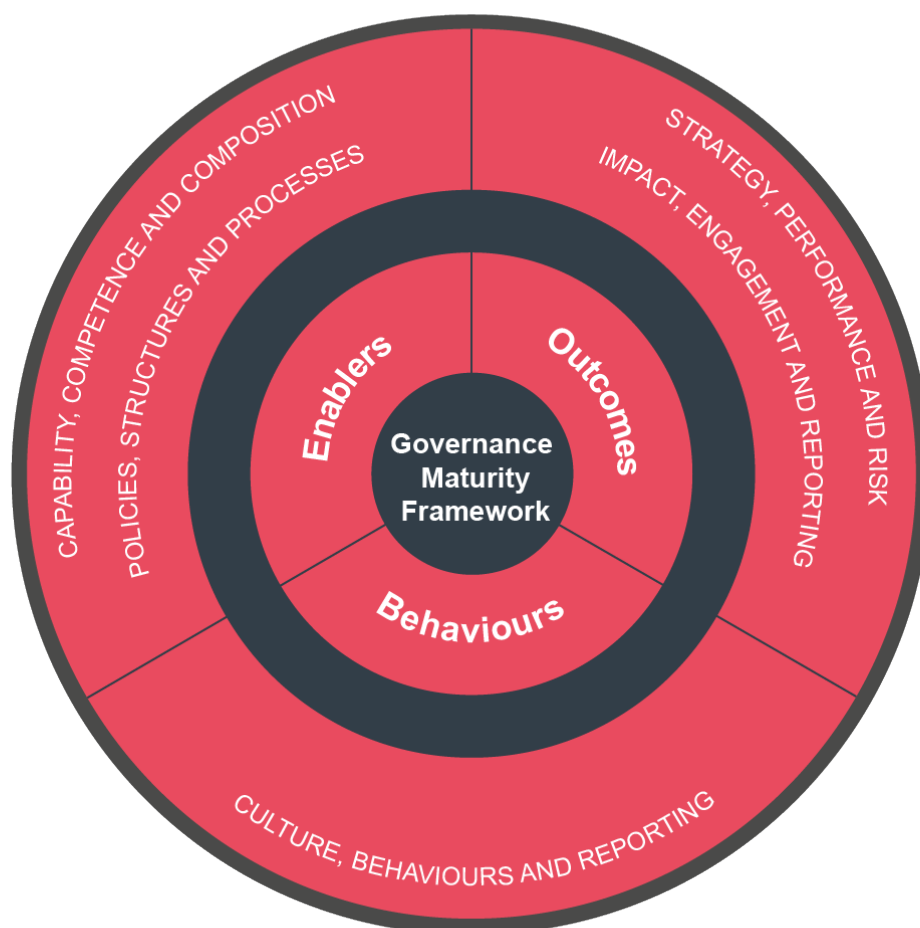
## Annex One: Survey and Benchmark Results

See separate (PPT) file.

## Annex Two: Framework and methodology

Our review comprised of an analysis of documentation, an online survey of Court and Committee members (and others involved in the governance of the university) and one-to-one interviews, focus groups and meeting observations. It was overseen by a steering group with whom we discussed our draft recommendations before this report was finalised. This approach enabled us to triangulate and sense-check our findings to ensure that the most significant areas are clearly set out. The review based on Advance HE's *Framework for Supporting Governing Body Effectiveness Reviews in Higher Education*<sup>2</sup>.

**Figure 1. Five elements of governance practice**



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<sup>2</sup> The Framework sets out the key factors for consideration of higher education governing body effectiveness and offers a tool for member institutions when they are conducting their effectiveness reviews. See: <https://www.advance-he.ac.uk/guidance/governance/governing-body-effectiveness>

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We also drew on the Scottish Code of Good Higher Education Governance (2017) <sup>3</sup> and related documentation and our ongoing research into governance effectiveness and experience of conducting numerous governing body effectiveness for a range of institutions.

### Enablers

The first factor concerns the **enablers** of an effective governing body. These provide the foundations for effective governance and the building blocks on which governance rests. Without these enablers being in place it is highly unlikely that a governing body could be effective. However, the enablers by themselves do not ensure effectiveness but rather create the necessary conditions for effectiveness. The real test is in reviewing how they are actually used.

The elements of practice support this factor comprise:

- + Capability, competence and diversity.
- + Policies, structures and processes.

### Capability, competence and diversity

- + **Capability:** The collective ability of the governing body to lead and govern, making informed decisions, encompassing ethical leadership and corporate citizenship Leadership by the Chair of the governing body (and chairs of committees) and the Vice Chancellor/Principal/CEO as exercised through the governance structures of the organisation. The dynamics of and interaction between the GB and the Executive. The appropriate independence of a secretary/clerk.
- + **Competence:** The individual skills, professional/career expertise, knowledge, experience, engagement and aptitude of individual members of the governing body and its committees and the application of these competencies in support of organisational governance. The collective blend and balance of skills expertise available to the governing body.
- + **Diversity:** The membership of the governing body and committees by reference to gender, age, ethnicity and other protected characteristics, being reflective of the organisation's key stakeholders (e.g. students and staff). Cognitive diversity as it impacts decision making and problem solving.

### Policies, structures and processes:

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<sup>3</sup> [The Scottish Code for Good Higher Education Governance \(2017\) \(scottishuniversitygovernance.ac.uk\)](https://www.scottishuniversitygovernance.ac.uk/).

Remuneration Code. Available at: <https://www.universitychairs.ac.uk/wp-content/uploads/2021/11/Remuneration-Code-Revised-November-2021-final-1.pdf>

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- + Policies: The policies required to support effective governance; clarity of accountability supported by schemes of delegation, protection of institutional reputation, compliance with laws and regulations and the application of relevant Codes of Governance (e.g. that published by the Committee for University Chairs).
- + Structures: The existence, utility and suitability of GBs, committees and 'short life' working groups and the delineation of relevant roles within these structures. The effectiveness of these structures given the size, nature and complexity of the organisation in particular those concerning academic governance.
- + Processes: The existence, application and adherence to key processes supporting the effective governance within the organisation. Organisational examples include performance management, ethics management, academic quality, the student experience, financial and risk management and managing stakeholder relationships. Governance examples include provision of information, arrangements of meetings and quality of papers.

### Behaviours

The second factor comprises working relationships and boardroom behaviours that enable effective governance includes well recognised issues such as the importance of the relationship between the governing body chair and the head of the organisation. There are potential sensitivities here, but when things 'go wrong' in governance they often do so because of the people and the associated behaviours. The elements of practice support this factor comprise culture, behaviours and values.

### Culture, behaviours and values

- + Culture: Awareness and promotion of the importance of governance culture on organisational stewardship and how this is expressed, modelled and promoted. An inclusive working environment which promotes and aids equality and diversity.
- + Behaviours: Individual and collective and 'boardroom behaviour', engagement and commitment. How this is modelled through individual and collective action in particular the Chair and the Vice Chancellor/Principal/CEO.
- + Values: The approach taken to identifying, aligning with, exemplifying and promoting the core ethics and values of the organisation and of good governance practice. Awareness of, adherence to relevant nationally recognised principles (e.g. The seven Nolan Principles of Public Life, and/or demonstrating leadership by 'fit and proper persons').

### Outcomes

The third factor assesses the **outcomes** of a governing body in order to determine the extent to which a governing body 'adds value'. In this respect the real value of governing bodies lies in what they achieve in terms of outcomes. Some outcomes are relatively generic and uncontentious, such as the need for financial sustainability. Other outcomes specific to

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each provider's context can be added. They might include for example the successful implementation of a major capital project or an overseas campus. The elements of practice supporting this factor comprise:

- + Strategy, performance and risk.
- + Impact, engagement and reporting.

### Strategy, performance and risk

- + Strategy: Engagement in and influence over the organisational mission and strategy. Determination, promotion and protection of the organisation's educational character and vision. Agility and capacity to respond to changing circumstances.
- + Performance: Relevant performance measures, the provision information on performance and alignment to the strategic goals of the organisation. The monitoring of organisational performance. The effect (feedback loop) of GB monitoring on the ongoing performance of the organisation.
- + Risk: Systems of control, risk management, audit, including institutionally significant external activities and legal or regulatory obligations. Organisational resilience to external shocks.

### Impact, engagement and reporting:

- + Impact: The overall effect of governance arrangements on the organisation's performance, success, resilience and reputation. The difference governance actually makes.
- + Engagement: The ability to communicate information regarding governance issues to all the relevant parties. The reach and impact of engagement with key external stakeholders.
- + Reporting: Integrated reporting requirements includes representation of the organisation's performance in terms of both its finance and its wider social capital and sustainability to internal and external stakeholders.

## Methodology

The process and contributors of this review are identified below. 20 people participated in the interviews and focus groups; we acknowledge the positive engagement from all involved.

### One-to-one interviews

1. June Boyle
2. Adrienne Scullion
3. Andrea Nolan

### Focus Groups

1. Court members – two separate groups

Stephen Brannan, Adrienne Scullion, Neil Woodcock, Lesley Yellowtrees, Andy Houghton, Sharon Nairn, Stuart Cross, Peter Upton, and Tayo Oyinlola

2. Students

Ekamdeep Bumra and Olumuyiwa Opaleye

3. Convenors of Court Committees

Lesley Yellowtrees, Jeremy Chittleburgh and Neil Woodcock

4. Senior Executive Team

Andrea Nolan, Michael Greenhalgh, Naomi Graham, Andy McGoff, Nazira Karodia, Carolann Begbie, and Nick Antonopoulous

### Meeting observations

We observed three meetings, as listed below:

Finance and Property Committee 22<sup>nd</sup> November 2022

Audit and Risk Committee 22<sup>nd</sup> November 2022

Court 19<sup>th</sup> December 2022

### Survey

The survey was issued to all current members of Court and Executive staff in regular attendance. In total we received 23 responses to the survey, as below:

- 1 - Chair/convenor
- 11 - External/lay members
- 1 - Executive/senior manager member
- 5 - Staff members
- 1 - Student member
- 4 - Executive/senior manager non member



## Annex Three: Size of governing bodies

The table below is the summary of a piece of work (undertaken by the UCL Institute of Education) in 2019 to map the size of the governing body at each of the 120 English university governing bodies. The table provides an opportunity to benchmark practice and is also broken down by institutional type to offer some added context.

It is included for reference since we note the size and composition of University Courts in Scotland are constrained by the provisions of the Higher Education Governance Scotland Act.

Origin	Avg # members	Avg # external	Avg # internal	Of these; avg # academics
Oxford and Cambridge	25.0	4.0	21.0	<b>17.0</b>
Earlies	19.0	11.3	7.7	<b>5.3</b>
Civic “Red Bricks”	21.1	12.5	8.6	<b>6.1</b>
Plate Glass/1960s	21.1	12.5	8.6	<b>5.3</b>
Former Polytechnics	17.8	12.5	5.3	2.8
Cathedral	18.0	13.3	4.7	2.8
Specialist	16.8	12.1	4.7	2.8
Other new	16.9	12.4	4.5	2.5
<b>Total</b>	<b>18.7</b>	<b>12.2</b>	<b>6.5</b>	<b>4.1</b>



## Contact us

### General enquiries

+44 (0) 3300 416201  
enquiries@advance-he.ac.uk  
www.advance-he.ac.uk

### Media enquiries

+44 (0) 1904 717500  
communications@advance-he.ac.uk  
www.advance-he.ac.uk/contact-us

 **in f** @AdvanceHE

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## Remuneration Committee

### Terms of Reference

1. To review and determine the total reward package of the Principal & Vice-Chancellor having sought the views of representatives of students and staff of the institution, including representatives of recognised trade unions.
2. To determine any remuneration and allowances to be paid to the Chair of Court.
3. To receive recommendations, from time to time, from the Principal & Vice-Chancellor regarding which members of the University's Leadership Team should have their total reward package determined by the Committee; and thereafter to approve the outcome on behalf of the Court.
4. To review, in discussion with the Principal & Vice-Chancellor, and having sought the views of representatives of students and staff of the institution, including representatives of recognised trade unions, those proposals brought forward by the Principal & Vice-Chancellor regarding the total reward package of approved members of the University's Leadership Team; and thereafter to determine the outcomes.
5. To consider and agree any changes in the terms and conditions of service of the Principal and Vice-Chancellor and the approved members of the University's Leadership Team.
6. To deal with any other matters relating to the salaries, terms and conditions, pension and superannuation arrangements for the Principal & Vice-Chancellor and the approved members of the University's Leadership Team.
7. To deal with any matters relating to severance or applications for early retirement in accordance with the Policy on Severance Payments approved by Court and in accordance with the provisions of the Scottish Funding Council's Financial Memorandum.
8. To ensure all matters dealt with by the Remuneration Committee are undertaken in accordance with relevant guidance provided by the Scottish Funding Council.
9. To oversee contracts of employment for senior staff and ensure that these do not specify periods of notice of more than 12 months and do not require the payment of pension enhancements except where these follow on from pension scheme rules.
10. To recommend to Court, after consultation with the Principal and Vice-Chancellor, the creation or cessation of such Vice-Principals and Assistant Principals as may be considered necessary.

#### Quorum

The quorum for the Remuneration Committee shall be three lay/external members

#### Frequency of Meetings

Once a year, normally in November.

Where matters arise throughout the year, such as a salary approval for an appointment, additional meetings may be called or feedback and approval may be sought via e-mail. Where agreement is reached via e-mail, a record of the e-mail approvals will be kept by the Director of HR.

#### Reporting Requirements

The Court must receive a report of each meeting. The Remuneration Committee's reports to the governing body should provide sufficient detail of the broad criteria and policies against which decisions have been made.

#### Current Sub-Committees

None

11. To propose policies and processes for the conduct of its business to Court for approval.  12. To deal with such other relevant matters as may be referred to it by the Court.			<b>Working Groups</b> None
<b>Constitution</b>			
<i>Appointed Members</i>	<i>Other Members</i>	<i>Ex-Officio Members</i>	<i>In Attendance</i>
Three lay members of Court  One student member of Court  One staff member of Court	None	The Chair of Court  The Vice-Chair of Court  The Convenor of the Audit & Risk Committee  One of the lay members other than the Chair of Court shall be Convenor	Principal & Vice-Chancellor  Clerk to the Committee  <u>Secretary to Court</u>
<b>Notes</b>			
<p>The Remuneration Committee is a small, authoritative body, which must have the necessary expertise to review and determine the salaries, terms and conditions (and, where appropriate, severance payments) of the head of the institution and such other senior members of staff as the Court deems appropriate. The Principal, the Chair of Court, <u>the Secretary to Court</u> and (if appropriate) the Clerk shall not be in attendance when their own salaries, terms and conditions etc. are discussed.</p> <p>The consultation requirement in terms of reference 1 &amp; 4 shall normally be deemed to be met by seeking the views of the relevant members of the University Court.</p>			

Approved by University Court ~~18 June 2018~~xxxxxx



## Court of Edinburgh Napier University Standing Orders

### 1. Commencement

1.1 In exercise of the powers contained in The Napier University (Scotland) Order of Council 1993, and subject to the provisions of these Regulations and subsequent amendments thereto, the Court of Edinburgh Napier University hereby makes the following Standing Orders for the regulation of the business and proceedings of the Court, its Committees and Sub-Committees, which Standing Orders shall operate from 18 June 2018 and shall supersede all previous Standing Orders.

### 2. Interpretation

2.1. In these Standing Orders the following words and expressions shall have the meanings hereinafter respectively assigned to them, viz:

2.1.1 “Committee” means any Committee, including Sub-Committees, which may be appointed by the Court from time to time;

2.1.2 “Court” means the Court of the University, being the governing body constituted as a body corporate in terms of The Napier University (Scotland) Order of Council 1993;

2.1.3 “The 1993 Order” means The Napier University (Scotland) Order of Council 1993;

2.1.4 “The 2016 Act” means the Higher Education Governance (Scotland) Act 2016;

2.1.5 “The 2018 Order” means the Edinburgh Napier University Amendment Order of Council 2018;

2.1.6 “The Students’ Association” means the Association of the students of the University established in terms of the 1993 Order;

2.1.7 “Secretary” means the Secretary to the Court;

2.1.8 “University” means Edinburgh Napier University; designated under section 44 of the Further & Higher Education (Scotland) Act 1992 and whose title was amended by The Edinburgh Napier University Order of Council 2008;

2.1.9 “Lay Member” means the members appointed under section 4(a)(j) of the 2018 Order. Lay members may not be an employee or student of the University;

2.1.10 “Chair” means the position of senior lay member as defined in the 2016 Act and contained in the 2018 Order, referred to as “Chair of Court”. Members responsible for chairing Court’s sub-committees will be known as Convenors.

2.2. In these Standing Orders: the singular number includes the plural and vice versa; the masculine gender includes the feminine and vice versa.

### 3. The Court

- 3.1 Members: The categories of membership of Court are outlined in the 2018 Order.
- 3.2 The tenure of office for non *ex-officio* Court members is deemed to start from the date of the first Court meeting following their election or appointment and is deemed to terminate on the 31 July in the member's final year of office.
- 3.3 The initial term of election or appointment of non *ex-officio* Court members shall be four years. Such members will be eligible for re-election or re-appointment, for a further, final period of up to four years. Lay members of Court may by exception be re-appointed for one further year in order to retain a particular skill or expertise and such re-appointments must be notified to the Scottish Funding Council (SFC). Lay members shall not however serve more than nine years on Court in total, whether served consecutively or non-consecutively, other than in the circumstances provided for in 3.5 below.
- 3.4 Chair: The senior lay member elected in accordance with the 2016 Act will be appointed Chair of Court. The person appointed to the position may not be a student of, or one of the staff of, the institution during the period of the person's appointment. The initial period of appointment shall be for four years. At the expiry of that period the Chair shall be eligible for re-appointment by the Court, for a further period of up to four years.
- 3.5 If an existing 'lay member' is appointed as Chair the maximum aggregate term of office on Court, whether served consecutively or non-consecutively, shall be twelve years.
- 3.6 Vice-Chair: The Court shall appoint a Vice-Chair from the 'lay members' who shall hold office for four years. At the expiry of that period a Vice-Chair shall be eligible for re-appointment, for a further period of up to four years. No lay member shall serve for more than eight years as Vice-Chair.
- 3.7 The Vice-Chair will act as an intermediary for other Court members who might wish to raise concerns about the conduct of the Court or the Chair and will gather feedback on the performance of the Chair from Court members and facilitate appraisal of the Chair's performance at least annually.
- 3.8 In the event of a vacancy in the position of Chair, the Vice-Chair will exercise the functions of the Chair. In such cases, the intermediary function as set out in 3.7 shall be performed by another "lay member" appointed by the Court.
- 3.9 Secretary: The Court will appoint a Secretary who must ensure compliance with all procedures and must ensure that the governing body is appropriately supported such that it is able to discharge its duties. All members must have access to the advice and services of the Secretary to the governing body, and the appointment and removal of the Secretary shall be a decision of the governing body. The Secretary of the University will be the Secretary of the Court.

#### **4. Chair of Court**

##### **4.1. Chair**

At all meetings of the Court, the Chair shall, if present, preside and in the event of the absence of the Chair from any meeting, the Vice-Chair, whom failing, another member of the Court, chosen by the members, shall preside.

##### **4.2. Powers, Duties and Decisions of the Chair**

4.2.1 The Chair shall be responsible for the leadership and effectiveness of the Court and for ensuring that there is an appropriate balance of authority between the Court and the Principal.

4.2.2 Deference shall at all times be paid to the authority of the Chair and the ruling of the Chair on all matters within their jurisdiction as Chair shall be final and shall not be open to question or discussion. When the Chair commences to speak they shall be heard without interruption and the member of Court, if any, who is addressing the meeting, shall cease speaking forthwith. No member shall speak until the Chair has ceased speaking.

4.2.3 It shall be the duty of the Chair to preserve order and secure that members obtain a fair hearing. The Chair shall decide all matters of order, competency and relevancy arising at meetings and upon the interpretation of these Standing Orders. The Chair shall also decide between two or more members wishing to speak. The Chair must ensure that due and sufficient opportunity is given to members who wish to express their views on the subject under discussion. The Chair shall be entitled, in the event of disorder arising at any meeting or for any other good or sufficient reason (of which the Chair shall be the sole judge), to adjourn the meeting to such other time or day and hour as the Chair may then or afterwards fix and quitting the Chair in such circumstances shall, without further procedure, have the effect of a formal adjournment of the meeting. When an adjourned meeting is resumed proceedings shall be commenced at the point at which they were broken off at the adjournment.

4.2.4 The Chair may make a statement at the beginning of the meeting on any matter affecting the Court's interest.

4.2.5 The Chair may take chair's action between meetings on any matter where in their judgement delaying a decision would disadvantage the institution. The Chair is answerable to the Court for any action which they take on its behalf. Where chair's action is taken, a written report shall be made available at or before the next meeting of the Court.

4.2.6 The Court will pay such remuneration and allowances to the Chair as the Court considers to be reasonable commensurate with the nature and amount of work undertaken by the person in this capacity. This sum to be paid will be determined by Court's Remuneration Committee (without the Chair being present).

## **5. Nominations to Court**

### **5.1 Nomination by Students' Association**

5.1.1 The two persons appointed by being nominated by the Students' Association of the University from among the students of the University shall be nominated by the Edinburgh Napier Students' Association Board of Trustees from among the full time Sabbatical Officers, of which one such nominee should normally be the President.

5.1.2 Initial appointment will be for a period of 1 year and members may be re-appointed for a second and final 1year term.

5.1.3 A member nominated by the Students' Association who ceases to be either a student of the University or a sabbatical officer will simultaneously cease to be a member of the Court.

### **5.2 Nomination by Trade Unions**

5.2.1 Trade Unions nominating members in accordance with paragraphs d) & e) of section 10(1) of the 2016 Act must be recognised by the University in relation to the category of staff as described in section 178(3) of the Trade Union and Labour Relations (Consolidation Act)

1992 or otherwise appear to the University to be representative of the category of staff, having regard to all the relevant factors.

5.2.2 The person appointed must be a member of University staff employed on academic or non-academic contracts and be a member of the nominating trade union. The appointed person must continue to be in membership of the nominating trade union for the duration of their appointment.

5.2.3 Initial appointment will be for a period of 4 years and members may be re-appointed for a second and final 4 year term.

5.2.4 The nominating trade union must make the appointment by means of an open, fair and transparent process having advertised the position to their members and sought expressions of interest. Those appointed should be selected on the basis of their ability to fulfil the responsibilities of a governing body member as set out in section 3 of the Scottish Code of Good HE Governance (2017).

5.2.5 In the event of there being more than one Trade Union eligible to nominate under a particular category of staff, the Trade Unions concerned must, having identified candidates as required under 5.2.4, determine by agreement between themselves which candidate will be appointed.

5.2.6 A member of the Court nominated by a trade union who ceases to either be a member of the trade union or to be a member of staff will simultaneously cease to be a member of Court.

### 5.3 Equality and Diversity of Court Membership

The Students' Association and nominating trade unions should, when making their appointments, having been made aware of any significant imbalances, consider how they can contribute to increasing the diversity of Court where appropriate.

## 6. Meetings

### 6.1. Dates and Times of Meetings

The Court shall hold ordinary meetings at such dates, times and places as it may determine except as hereinafter provided, and in any event shall hold at least four ordinary meetings in each calendar year.

### 6.2. Notice of Meetings

6.2.1 Notice of all meetings of the Court shall be given by the Secretary and the notice shall specify the date, time and place of the meeting, together with the business proposed to be transacted at the meeting and the order in which such business is to be brought before the meeting.

6.2.2 At least seven days notice of all meetings of the Court shall be given. In exceptional circumstances the Chair may convene a meeting in less than seven days notice, but no resolution or motion carried at such a meeting shall be valid unless at least one-third of the current membership of the Court has voted in favour of it, or unless it is confirmed at any subsequent meeting of the Court, on the usual notice being given.

### 6.3. Alteration of Date of Meeting



The Chair may in special circumstances (of which the Chair shall be sole judge) alter the date and time of any ordinary meeting of the Court.

#### 6.4. Validity

No failure or defect in the appointment of any member and no vacancy in the office of any member shall prevent the Court from acting in the execution of its functions, nor shall any act or proceeding of the Court or any of its committees be invalidated or be illegal by reason of or in consequence of any such vacancy or of any such defect in the appointment of any one or more members.

#### 6.5. Special Meetings

The Chair may, for any reason which seems sufficient, require that a special meeting limited to one substantive agenda item be convened by giving notice in writing to the Secretary of the Court specifying the business to be transacted. Such a meeting must be held within 21 days of the date of receipt of the requisition. If at least one third of all Court members petition the Chair for such a special meeting to be convened, the Chair will be obliged to convene such a meeting in accordance with the procedure specified above.

#### 6.6. Quorum

At all meetings of the Court one third of the membership of the Court shall be a quorum subject to the proviso that at least one third of the lay members must be present in order for the meeting to be quorate. If at any time appointed for a meeting, or if before the business of any meeting has been completed, the number of members present is less than the said one-third, the Chair shall adjourn the meeting to such day or time as may be determined and the meeting may be reconvened on less than seven days notice.

#### 6.7. Agenda

6.7.1. Agendas will be prepared for all meetings and will specify the business to be transacted, and the order in which the business is to be brought before the meeting. No item can be discussed at a meeting unless it appears on the Agenda, and Agendas will not contain items with general headings such as "other business".

6.7.2 The Agenda for all meetings will be prepared by the Secretary and approved by the designated Chair of the meeting, prior to issue. Members wishing to have items considered for inclusion within the Agenda for a scheduled meeting must have notified the Secretary and supplied the appropriate paper(s) normally at least 14 days before the date of the meeting.

#### 6.8. Order of Business

The business of the Court shall proceed in accordance with the Agenda, except that any item of business in the Agenda may be taken out of its order if a motion to that effect is passed at the commencement of business.

#### 6.9. Closure of Debate

At any meeting of the Court the Chair or any member who has not spoken on the question being discussed may move "that the question be now put". Such a motion shall be moved and seconded without discussion and shall forthwith be put to the meeting and the vote taken. If the motion for closure of debate is carried, the mover of the original motion shall have the right of reply, and thereafter the matters under discussion shall be voted on in the ordinary way. If the motion for closure is not carried, the debate shall be resumed. A motion for closure shall not be made during the course of a speech

6.10. Alteration or Rescission of Previous Decision

No decision of the Court shall be altered or rescinded within twelve months of its adoption except where the Chair is satisfied that a material change of circumstances has occurred and that notice has been given in the Agenda that such a decision may be altered or rescinded.

6.11. Points of Order

6.11.1 Any member may, at any meeting, speak upon a point of order if they do so as soon as it arises.

6.11.2 The member who is then addressing the meeting shall cease speaking and the member who raises the point of order shall then speak to the point of order raised. No other member shall be entitled to speak to the point of order raised except by permission of the Chair. The Chair of the meeting shall decide the question immediately. Thereafter the member who was addressing the meeting at the time when the point of order was raised shall be entitled (if the ruling so permits) to continue speaking.

6.12. Motions and Amendments

6.12.1 The import of all motions and amendments shall be stated immediately on being proposed to the meeting by the mover before being spoken to and such motions and amendments shall, if considered necessary by the Chair, be reduced to writing, signed by the mover and delivered to the Secretary immediately on being moved.

6.12.2 Every amendment must be relevant to the motion on which it is moved.

6.12.3 A motion or amendment may be withdrawn by the mover with the consent of the seconder and the Court.

6.12.4 A motion for the approval of a report or a Minute of a Committee shall be considered as an original motion and any motion involving alteration or rejection of such a report or Minute or any part of such report or Minute shall be dealt with as an amendment.

6.12.5 The Convenor of a Committee shall, if present, have the right to move the approval of the Report or Minute of that Committee.

6.12.6 Motions or amendments which are not seconded shall not be discussed or recorded in the minutes.

6.13. Method of Voting

6.13.1 (a) Subject to the provisions of this Standing Order the vote on any matter shall be taken in a meeting of the Court by a show of hands.

(b) Where a vote has been taken and the accuracy of the count is immediately challenged, it shall be in the discretion of the Chair to direct a recount.

(c) Unless otherwise provided within these Standing Orders, all questions coming or arising before the Court shall be decided by a majority of the members of the Court present and voting thereon.

(d) In the case of an equality of votes, the Chair shall have a second or casting vote in addition to a deliberative vote.

6.13.2 Taking a Vote

After the Secretary has announced the question on which the vote is to be taken and has commenced to take the vote, no member shall be permitted to

offer an opinion, or ask a question, or otherwise interrupt the proceedings until the result of the vote has been intimated.

#### 6.13.3 How Motions are to be Put

- (a) When a motion and two or more amendments are before the meeting, the Chair shall have the power to determine in what order and manner the motion and amendments are to be put to the meeting.
- (b) The Secretary shall be responsible for ensuring that all decisions of the Court are properly recorded in Minutes of the meetings.

### **7. Reception of Deputations**

- 7.1. Every application for the reception of a deputation shall be in writing, duly signed, addressed and delivered to the Secretary at least three working days prior to the date of the meeting at which the subject may be considered. Notwithstanding this, the Chair may use their discretion to decide that a deputation should be received on less than three day's notice. The application shall state the subject on which the deputation desires to be heard, and the action (if any) which the deputation proposes should be taken.
- 7.2. A deputation may only be heard if the subject matter on which the delegation wishes to be heard is on the agenda of the meeting for decision; and has not previously been considered within the previous 12 months; or in the view of the Chair, if the matter has previously been considered within the last 12 months, the group or individual(s) concerned have not had adequate opportunity to submit their views at the appropriate time.
- 7.3. If it is decided that a delegation is eligible to be heard, the Chair shall ensure that the decision as to whether or not the delegation be received is taken as the first item on the agenda of the meeting.
- 7.4. If it is agreed that the deputation be received, not more than two members of such deputation shall be permitted to address the meeting, and the total time allotted to such members at any one time shall not exceed fifteen minutes.
- 7.5. Any member may put any relevant question to the deputation but no member shall express an opinion upon, nor shall the Court discuss, the subject on which the deputation has been heard, until the deputation has withdrawn.

### **8. Conflict of Interest**

- 8.1 In accordance with the Nine Principles of Public Life in Scotland, which incorporate, the seven Nolan principles, Court members, as holders of public office, have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- 8.2 A member of Court who has a financial, family or other interest in any matter under discussion at any meeting of Court or its committees at which they are present must, as soon as practicable, disclose the fact of this interest to the meeting. The same requirement applies to the Secretary and any executive officers present. Where it is identified that a member of Court has a conflict of interest with respect to a given matter, the Chair may, on advice of the Secretary, request that the member withdraw from participation in relevant business. Depending on the nature of the business this may allow for participation in

discussions without taking part in decision-making or may require complete non-participation and/or withdrawal from that part of the meeting.

8.3 A member of Court is not considered to have a financial interest in matters under discussion merely because they are a member of staff or a student of the University. Nor does the restriction of involvement in matters of direct personal or financial interest prevent members of the governing body from remaining at a meeting which is considering, and voting on, proposals to insure the governing body against liabilities which it might incur.

8.4 Court members must follow the requirements of the University's Financial Regulations including the provisions regarding gifts and hospitality.

## **9. Suspension of Members During Meetings**

- 9.1. If any member disregards the authority of the Chair of the meeting, or obstructs the meeting or, in the opinion of the Chair of the meeting, conducts themselves offensively at the meeting, it shall be within the power of the Chair of the meeting to move that such member be suspended for the remainder of the meeting in which case a motion to that effect shall be made and seconded without discussion and forthwith put to the meeting.
- 9.2. In the event of such motion being declared carried, the member so suspended shall forthwith leave the meeting and shall not, without the consent of the Chair, again enter the meeting; if the member so suspended refuses to leave the meeting when so required by the Chair, or attempts to re-enter the meeting without the consent of the Chair they may immediately, by order of the Chair, be removed from the meeting by an officer of the University or by any other person authorised by the Chair to remove that person.
- 9.3. In the event of such motion not being carried, the Chair of the meeting may, in their sole discretion, proceed as if a state of disorder had arisen at the meeting.

## **10. Suspension or Removal of Members**

- 10.1 As provided in the 2016 Act and as all members of Court are also charity trustees the Court shall have power to remove or suspend any member in the event of any such member being unable to perform their duties by reason of absence, illness, infirmity, criminal conviction for dishonesty, or such other behaviour as may be deemed to be inimical to the role of a governing body member as set out in the Scottish Code of Good HE Governance or to the role of charity trustee. The removal or suspension will be effected by resolution on specified grounds, passed by a two thirds majority of the members present at the meeting.
- 10.2 Any member suspended or removed by such a resolution may seek a review of the decision, to be undertaken by an independent party appointed by the Chair.

## **11. Resignation of Members**

- 11.1 Any member, apart from an ex-officio member, may resign their membership by notifying the Chair and Secretary in writing.

## **12. Co-option of Sub-Committee Members**

- 12.1 All Court committees shall have the power to propose to the Nominations Committee the co-option of one committee member, where the convenor considers this to be necessary and desirable, provided that a strong case can be made to justify the

proposal, and that no individual is permitted to serve as a co-opted member of any committee for more than five years in total. Any such proposals will be subject to the approval of the Nominations Committee, and must be re-approved annually. Co-opted members will have the same membership rights as other members of the committee.

### **13. Executive Officers Attending Meetings**

13.1 Executive Officers may, as permitted by the Chair, attend Court meetings to provide information and advice if called upon, provided that the number of executive officers present should not normally exceed the number lay members present at any given meeting.

**Approved by Court**

**18 June 2018**

## Nominations Committee

### Terms of Reference

1. To manage the process of filling vacancies in the external membership of the Court and to make appointments to such vacancies on behalf of Court.
2. To manage the process for filling a vacancy in the position of the senior lay member (Chair of Court) in accordance with the provisions of sections 3-5 of the Higher Education Governance (Scotland) Act 2016.
3. To consider and make recommendations to the Court on a vacancy in the post of Vice-Chair of the Court.
4. To review the membership of Court committees, consider the skills, interests and opinions of Court members, and make recommendations to the Court on the filling of such vacancies informed by consideration of annual effectiveness feedback from members and committees.
5. To keep under review the rules governing membership of the Court and to make recommendations to the Court on any proposed change in the numbers of external members on the Court.
6. To establish an appointments committee for the appointment of the Principal and Vice-Chancellor, which committee shall make a recommendation to the Court on the appointment.
7. To establish an appointments committee for the appointment of Vice-Principals, Assistant Principals and the University Secretary, which committee shall make a recommendation to the Court on the appointment.
8. To establish, and recommend to Court, appropriate goals and policies in regard to the balance of its independent members in terms of equality and diversity, and regularly review performance against those established goals and policies.
9. To receive an annual assurance report on senior management succession planning.

### Quorum

The Quorum shall be three members.

### Frequency of Meetings

Normally twice a year, in September and May.

### Reporting Requirements

The Committee shall report to the Court at least once per annum, and shall annually recommend the membership of all Court committees, normally in June for the cycle beginning in September.

### Current Sub-Committees

None

### Working Groups

None

### Committee Constitution:

Appointed Members	Other Members	Ex Officio Members	In Attendance
Two lay members of Court One staff member of Court	None	Chair of Court, who shall be Convenor  Principal & Vice Chancellor  President of ENSA	University Secretary  Clerk to the Committee

### Notes:

Where appropriate the Nominations Committee should take account of the overall composition of Court in proposing the membership of committees to ensure that lay members normally have a majority voice. The Chair of Court must be excluded from the process of making a recommendation on a vacancy in the position of Vice-Chair of Court in view of the role of the Vice Chair in assessing the Chair's performance.

**Approved by Court xx/xx/xxxx**