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St Andrews

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# **UNIVERSITY OF ST ANDREWS UNIVERSITY COURT**

## **COURT MEMBERS' HANDBOOK**

Last updated August 2023

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For further information on any aspect of the content of this handbook, please contact the Executive Officer to the University Court and Senate, by email ([court@st-andrews.ac.uk](mailto:court@st-andrews.ac.uk)) or by telephone (01334-462526).

## 1 MEMBERSHIP

## 1.1 MEMBERSHIP OF COURT

### *Rector (President)*

- Stella Maris (until October 2026)

### *Senior Lay Member*

- Ray Perman (until 31 July 2027)

### *Principal*

- Professor Dame Sally Mapstone

### *Deputy Chair of Court*

- Adrian Greer (until 31 July 2024)

### *Deputy Principal*

- Professor Brad MacKay

### *Chancellor's Assessor*

- Adrian Greer (serving second term)

### *Rector's Assessor*

- Vacant

### *Provost of Fife's Assessor*

- Councillor Robin Lawson

### *Assessors of the General Council*

- Iain Anderson (1 January 2021 - 31 July 2024)
  - Jonathan Hewitt (serving second term) (1 August 2019 - 31 July 2027)
- Jonathan Hewitt is also designated intermediary on Court

### *Assessors of the University's Senate*

- Professor Sharon Ashbrook (serving second term) (1 June 2017 - 31 July 2024)
- Professor Catherine O'Leary (1 August 2022 - 31 July 2024)
- Dr Stephen Tyre (1 August 2022 - 31 July 2026)
- Dr Morven Shearer (1 August 2017 - 31 July 2025)

### *Non-Academic Staff Assessor*

- Dr Lorna Dargan (1 August 2021 - 31 July 2025)

### *Trade Union Nominees*

- Alex Duncan (1 August 2020 - 31 July 2024)
- Dr Malcolm Petrie (1 August 2020 - 31 July 2024)

### *Students' Association*

- Barry Will (President) (1 July 2023 - 30 June 2024)
- Cam Brown (Director of Education) (1 July 2023 - 30 June 2024)

### *Co-opted Non-executive Members (8 max)*

- Tim Allan CBE (serving second term) (14 November 2015 - 31 July 2024)
- Alison Johns (1 August 2021-31 July 2025)
- Ros King (1 August 2022-31 July 2026)
- Frank MacInnis (serving second term) (1 August 2019 - 31 July 2027)
- Eve McCurrich (serving second term) (1 August 2018 - 31 July 2026)
- Jenny Stewart (1 August 2020-31 July 2024)
- *Vacancy*

## 1.2 STANDING COMMITTEES OF THE UNIVERSITY COURT

The Committees reporting to the University Court are as follows:

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

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

- Academic (parent: Audit and Risk Committee)
- Health and Safety (parent: Audit and Risk Committee)
- Investment and Treasury (parent: PARC)
- University Ethics and Research Integrity (parent: Audit and Risk Committee)
- People and Diversity Assurance Group (reports directly to Court)

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

An appointed member of Court also normally serves as Convenor of the University's Superannuation and Life Assurance Scheme, the local Pension scheme.



## 1.3 UNIVERSITY COURT COMMITTEE STRUCTURE

Court Office will supply this on induction.

## 1.4 RECRUITMENT AND APPOINTMENT OF NEW MEMBERS

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

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

Forthcoming Court vacancies and the appointment process are published on the University's website, external media outlets and through regular communication with the alumni community. On occasion an Executive Search Agency may be appointed to assist in the recruitment process.

Protocols exist for the appointment of the Chancellor's Assessor, Provost of Fife Assessor, the Rector's Assessor, and General Council Assessors and these may be amended from time to time, subject to approval by the Governance and Nomination Committee. These were agreed in 2015, 2016, 2017 and 2019 respectively. A detailed job description for the Rector was also agreed by Governance and Nominations in May 2023, and the protocol relating to the Rector's Assessor also updated at that point.

## 1.5 INDUCTION OF NEW COURT MEMBERS (INCLUDING TRAINING OPPORTUNITIES)

### *Court Members' Induction Checklist*

Unless specified, all actions are compulsory.

#### Allocation of Court Mentor (Buddy)

New members of Court will be introduced to a Buddy who will act as an informal point of peer contact. Court Office will allocate.

#### Meetings - compulsory

##### Senior Lay Member

To discuss in broad terms what is expected of Court members and any individual role they might be expected to play; the senior management / governor relationship.

##### Principal and Vice-Chancellor

University long-term strategy and plans; current priorities; the context of Higher Education in the UK and Scotland, including the University's relationship with the Scottish Funding Council.

##### Deputy Chair of Court

Induction process and arrangements for appraisal.

##### Vice-Principal Governance

Training opportunities for Court members; current issues and standards in HE governance; charity trustee responsibilities.

##### Quaestor and Factor

University Planning; University management and structure.

##### Chief Financial Officer

Budget and financial information, including the role of Court in monitoring thereof.

##### Executive Officer to Court

Arrangements for Court meetings and papers including details of Court Sharepoint site; members' expenses; email registration and ID Card production; Court Office and the services available to members; Register of Interests information; structure and format of Court meetings; details of online training course to be completed.

##### President of the Students' Association

The role of the Students' Association, an explanation of the student representational structure and its relationship with the University.

## Meetings – on request

### Vice-Principal (Communications)

The management of the University's reputation in a changing media environment.

### Other Office Holders/Members of PO/SMT

- The Rector
- Deputy Principal
- Master of the United College
- Vice-Principal Education (Proctor)
- Vice-Principal (Research, Collections and Innovation)
- Vice-Principal (Strategy, Policy and Planning)
- Vice-Principal (Digital Education, Research and Environment)
- Vice-Principal (People and Diversity)
- Assistant Vice-Principal (Dean of Learning and Teaching) and Provost
- Assistant Vice-Principal (Dean of Arts and Divinity)
- Assistant Vice-Principal (Dean of Science)
- Assistant Vice-Principal (international Strategy and External Relations)
- Heads of Schools and Units
- Convenors of Court Committees
- Students' Association Sabbatical Officers other than President

The Court Office will offer to discuss with new members the development of their bespoke induction programme to ensure that it best meets their needs.

### Online training courses and multi-factor authentication

- Data Protection (GDPR)
- Information Security Essentials
- Diversity in the workplace
- Unconscious bias
- Safeguarding and the Prevent Duty
- Multi Factor Authentication [MFA](#)

## Documents and links to be provided

- Court Members' Handbook
- The Scottish Code of Good Higher Education Governance
- The University Strategic Plan
- The latest audited annual accounts
- Scottish Funding Council Financial Memorandum
- Current Outcome Agreement with Scottish Funding Council
- Court Sharepoint site

Key policies can be accessed via the [Governance Zone](#)

## Other

### Court – Context and Committees

- The Secretary to Court offers a 'walk through' of the Court pack in advance of new members' first Court meetings (and of course subsequently should they wish).
- Briefing on Court committee structure.

### Training

- The Court Office can highlight and book external training opportunities for members which relate to their Court membership and their governance role.
- Court Office can arrange IT support as required.

### Tours

- Court Office can arrange Red Gown Tour of the University and key buildings.
- Other site visits by arrangement.

## 1.6 DISCLOSURE OF INTERESTS (INCLUDING PARTNERS AND CLOSE FAMILY)

### *Registration and Declaration of Interests*

#### *Introduction*

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

#### *Registration of interests*

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

#### *Relevant interests*

Relevant interests in this context include the following: -

- (a) Employment by, or ownership or part-ownership of, businesses or consultancies.
- (b) Directorships, including Non-Executive directorships of public or private companies.
- (c) Significant (1%+) shareholdings in public and private companies.
- (d) Membership of other bodies, whether public or private organisations, which might impinge directly or indirectly on the business of the University.

#### *Connected Persons*

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

#### *The Register of Interests*

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

declared by the relevant persons as defined in paragraph 3 above.

- (c) The Executive Officer will ensure that any person newly elected or appointed to the Court or to a committee is asked to provide the necessary information for the Register of Interests and that, before 1 September each year, all relevant persons are asked to review their entries in the Register of Interests to ensure its ongoing accuracy.
- (d) Any relevant person whose interests, as defined in paragraph 3 above, change materially at any time during the course of the year should advise the Executive Officer and request any necessary revision to the Register of Interests.
- (e) The existence and availability of the Register should be noted in the University's Annual Financial Statements. In accordance with FRS 8 it might be deemed necessary to make further disclosures in the Financial Statements. However, no declaration will be made without prior consultation with the individual involved.

### *Declaration of Interests*

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

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

### *Gifts and Hospitality*

Court members are subject to the [gifts and hospitality policy](#) on personal business conduct, including therein the receipt of gifts, hospitality and other personal benefits. See the [receipt of gifts, hospitality and other benefits](#) page for guidance on the thresholds of disclosure.

## 1.7 MEMBERS' TERMS OF OFFICE

### *Periods of Appointment*

Court members are normally appointed from 1 August in any particular year. A phased rotation of membership applies. Most appointments are made for a four-year term. Renewal for a further four years is possible up to a total maximum term of eight years. In exceptional circumstances the maximum term of office may be extended on the recommendation of the Governance and Nominations Committee, and with the approval of Court.

Committee members are appointed from 1 August in any particular year. A phased rotation of committee membership applies. Appointments are generally made for a standard initial term of two years but may be made for one to four years. Members will not normally be reappointed immediately following a four-year period.

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

### *Re-engagement*

Committee membership will not be affected by a University contract of re-engagement, but such staff will not be appointed to committees *ab initio*.

### *Research Leave*

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

### *Quorum*

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

### *Dates of Meetings*

The Executive Officer to Court will produce a schedule of dates for meetings throughout the academic year, to be published in advance, on the University website, in order to assist inter-committee co-operation. A full list of dates will also be added to the calendar on the Court Sharepoint site.

### *Meetings of University Committees*

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



Convenors of committees have a pivotal role to ensure that the Court (and where necessary the Senate) is fully apprised of the rationale behind committee decisions and recommendations. Consequently, the Court itself should consider in some detail and reach a full understanding of the issues involved before reaching a final decision. The President of Court (the Rector, who failing the Senior Lay Member) should thus encourage debate and reasoned discussion at Court meetings. In addition to Convenors leading such debates, other Court members of the committees concerned should contribute to these discussions.

The Senior Lay Member (or Acting Senior Lay member) should receive the agenda papers for all meetings of University Committees and have the right to attend any such meetings so that they might have a better understanding of committees' operations and effectiveness.

In January 2022 Court approved plans, agreed by G and N, for a return to in-person meetings for Court, Court committees, and Court Assurance Groups, meetings (GN 21/07). All meetings are held entirely in-person or entirely online and a blended approach to be allowed only exception only and with the prior approval of the Convenor of the relevant committee. All Court and Court Committee meetings scheduled to take place during British Summer Time (BST) are held in person and those which take place in Greenwich Mean time (GMT) will take place via TEAMS. There is discretion for the meetings of all Assurance Groups to take place remotely throughout the year subject to the views of the convenor of that group. This protocol was subsequently amended by G and N and approved by Court in June 2023, with the direction that all meetings of Court and PARC should be in person, with discretion being given to the Convenors of other committees to decide whether the Committee will meet in-person for the meetings in GMT.

## 1.8 EFFECTIVENESS AND PERFORMANCE REVIEWS

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

One of the proposals was to affirm that all Court members should have a structured opportunity for receiving feedback on their effectiveness, both in their individual capacities and (where appropriate) as Convenors of major University committees. The Review Group recommended a professional appraisal of all Court members by the Senior Governor every two years. A deputy might be considered to share the workload. Training needs might be identified in the course of these appraisals. Court members would normally be appraised by the Senior Governor in their first year, and every two years thereafter. The recommendation was adopted and the Senior Governor subsequently delegated the Deputy Chair of Court, appointed in 2018/19, to undertake a series of appraisal interviews giving all Court members the option of informal discussions on topics including but not limited to: how court members view the contribution they make; how particular skills are used; development opportunities; and participation in sub-committees. Court has recommended that this dialogue should take place every two years. The arrangements outlined above will continue with the replacement of the Senior Lay Member in the role previously held by the Senior Governor.

The appraisal of the Senior Lay Member is done annually and is conducted by the designated Intermediary on Court, who consults other Court members in confidence).

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

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

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

As per the requirements of the Scottish Code of Good HE Governance., an externally facilitated reviews of overall Court Effectiveness were undertaken in Academic Year 2017-2018, and Academic Year 2022-2023. The results of the most recent review were reported to Court in June 2023. The next quinquennial review will take place in 2028.

## 1.9 CODE OF CONDUCT FOR MEMBERS

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

Members of Court:

- Must make all reasonable efforts to attend every meeting of Court, and where applicable the pre-meeting dinner/discussion. There are pre-Court Dinners currently for PARC and Court, and Pre ARC dinners were introduced in 2023. For PARC and Court these take place the evening before each Court meeting, and for ARC on the evening prior to the meeting of that committee in October and May. In the event of unavoidable absence a member should so inform the Court Office prior to the meeting.
- Have a duty to read the papers to be considered by Court (normally circulated to members a week prior to each meeting), to consider their content and to seek any necessary clarification from the Senior Lay Member; the Executive Officer to Court; the Convenor of the appropriate committee; or the author of a paper.
- Must ensure, through the President, that their views relevant to an item under discussion are heard by Court, always bearing in mind the best interests of the University.
- Must participate in ensuring that Court discussions are held, and decisions taken in an honest, open and objective manner and that the taking of sectional positions is avoided.
- Must, where a consensus decision proves impossible and a vote is called, vote objectively and dispassionately. If a member votes against a motion which is carried by a majority of those present, they must either subsequently support the decision or exceptionally, if the matter is deemed to be a serious question of conscience or principle, resign from Court membership.
- Must bring the same qualities of honesty, openness and objectivity to any work they have agreed to undertake on Standing Committees of the University; Assurance Groups; or on working parties or ad hoc committees established by the Court.

### *The Key Principles of Ethical Standards in Public Life*

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

- **Duty** - Holders of public office have a duty to uphold and act in accordance with the law and public trust placed in them as members. Individuals have a duty to act in the interests of the public body of which they are a member and in accordance with the core functions and duties of that body.
- **Selflessness** - Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other

material benefits for themselves, their family or their friends.

- **Integrity** - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
- **Accountability and Stewardship** - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty** - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** - Holders of public office should promote and support these principles by leadership and example.
- **Respect** – Holders of public office must respect fellow members and employees of the public body and the role each play, treating them with courtesy at all times. Similarly holders of public office must respect members of the public when performing duties as a member of their public body.

## 1.10 DISQUALIFICATION FROM MEMBERSHIP (INCLUDING APPEALS PROCESS)

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

- Disqualification as a charity trustee by virtue of the exceptions specified in the Charities and Trustee Investment (Scotland) Act 2005 (see further information provided on p.74).
- Undischarged bankruptcy.
- Conviction for a serious criminal or relevant civil offence.
- Current remunerated employment (including honorary employment) by, or membership of the governing body of, a Higher Education Institution.
- Without good reason, continuous (i.e. six months or longer) or persistent absence from meetings of Court or its committees. Serious or persistent non-compliance with the Court's Code of Conduct for its members.
- Activities or actions likely to bring the University into disrepute.

### Appeals Process

The Senior Lay Member shall normally initiate any process for disqualification or dismissal. They shall take such advice as is deemed necessary and will bring the matter to the Governance and Nominations Committee for approval. In the case of the Senior Lay Member being the subject of such a procedure, the Designated Intermediary on Court will act in this capacity. Having approved the disqualification or dismissal, the Governance and Nominations Committee will recommend to Court that a resolution to disqualify or dismiss on appropriate grounds be passed. This resolution to be passed by a simple majority of members present at the relevant Court meeting. In this respect, the person who is the subject of the resolution will not count in any calculation arising and shall not be eligible to vote on the resolution.

If such a dismissal or disqualification resolution is passed, then the person who is the subject of the resolution shall have the right to seek a review in order to have the resolution reconsidered or quashed. Any request for review will be heard by the University Chancellor. Any such request for review must be submitted in writing to the Executive Officer to Court with 15 days of official notification of disqualification or dismissal. The Chancellor will receive a report from the Senior Lay Member of Court (or the Designated Intermediary on Court, if appropriate), but might request such further evidence as they sees fit. The decision of the Chancellor shall be final and will normally be conveyed within 30 days of receipt of the request for review.

## 1.11 SUPPORT FOR NON-EXECUTIVE MEMBERS

### *Directors' Insurance*

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

Any member wishing to discuss cover should request details from [insurance@st-andrews.ac.uk](mailto:insurance@st-andrews.ac.uk).

### *Expenses, accommodation and car parking*

Non-Executive Members of Court who require accommodation while attending business at the University or on behalf of the University should contact the Court Office in the first instance. Court Office will liaise with members to make all necessary arrangements for accommodation and travel, and where possible bookings for accommodation and travel and payment for such booking will be made directly by the University via Court Office, rather than claimed via expenses.

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

All such claims should be submitted using the process detailed in Section 3.7 and be supported by appropriate receipts. The University's Staff Travel, Subsistence and Expenses policy should be consulted prior to completion of any expense claim. This can be accessed on the [Governance Zone](#). Court Office can assist with any queries re the expenses process in the first instance.

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

Non-Executive Members of Court who require a parking space whilst they are on University business in St Andrews should contact the Court Office (email [court@st-andrews.ac.uk](mailto:court@st-andrews.ac.uk)) at the earliest opportunity as the number of spaces are limited and are allocated to all visitors to the University on a first-come-first-served basis. Every effort will be made to accommodate requests, but a space cannot be guaranteed.

## 1.12 PARTICIPATION IN UNIVERSITY LIFE

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

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

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

In order to facilitate communications and to meet the requirements of data confidentiality and security, all Court members are provided with University email accounts (@st-andrews.ac.uk). Cyber Security is of paramount importance and all communications with Court members should, be via the University email account. Members are asked to check their University email addresses regularly for communications.

The Court Sharepoint site may only be accessed via the University single sign on system linked to the University user account. In addition, Members will be enrolled for Multi - Factor Authentication (MFA) which provides a second layer of security. Full details of this can be found on the University website [multi-factor authentication](#). Members are also requested to ensure that any personal laptops or computers used by them for University business are suitably encrypted. Guidance can be obtained on this from the IT Helpdesk Team located in the University library, via the Chief Information Officer, or via the Court Office.



## 2 CONSTITUTION

## 2.1 THE LEGAL CONSTITUTION OF THE UNIVERSITY COURT

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

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

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

- To administer and manage the University's revenue and property, including its endowments, for which purpose the Court has all the necessary powers, including power to purchase, sell and generally deal in all kinds of property, borrow money, grant securities, mortgage or charge property, transact investments, form companies and generally carry out commercial transactions of every kind.
- To inquire into and control the administration, the revenue, expenditure and all pecuniary interests of the University.
- To appoint a Principal.
- After consultation with the Senate and General Council, to effect improvements in the internal arrangements of the University.
- To make other staff appointments (subject to any patronage residing in other bodies).
- To censure, suspend, or dismiss staff (subject to any authority residing in other bodies).
- To regulate the remuneration of employees.
- To regulate the amount, manner of payment and appropriation of fees and other payments made by students.
- To make provision for the Senate and the General Council to discharge their duties.
- To consider any representations and reports from the Senate and General Council.
- To review decisions of the Senate and to be a court of appeal for such decisions.
- After consultation with the Senate, to regulate the qualifications, appointment and number of examiners and their remuneration.
- To make arrangements for maintaining a register of members of the General Council.

- To make an Annual Report to the General Council.
- To make, alter and revoke ordinances, resolutions and regulations on all matters within the Court's competence.
- To appoint committees of its own number or others, to define the powers, membership and quorum of such committees.

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

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

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

## 2.2 THE HISTORY OF THE UNIVERSITY

### *The Mediaeval University*

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

The constitution of the University was modelled on that of Orleans and certain other French universities in which the dominance of the teaching masters, unquestioned at Paris and Oxford, was modified by the authority of the Bishop-Chancellor and by the participation of all members of the academic society in the election of its administrative head, the Rector. As Chancellor, the Bishop of St Andrews – from 1472 an Archbishop

exercised a general supervision over the University and conferred degrees on candidates examined and attested by the Dean and masters of the appropriate Faculty

Arts, Theology, or Canon Law. For the annual election of the Rector masters and scholars were divided into four nations – Albania, Angusia, Laudonia and Britannia – each having one vote in the manner of Paris and other French universities.

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

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

The growth of the collegiate system undoubtedly strengthened the University. Above all, it was through the college endowments that an adequate teaching staff was secured and maintained, and students were saved from the grinding poverty that had

prevailed in earlier university days. But masters and students were subjected to a greater degree of discipline within the colleges, and a similar rigidity of organisation gradually extended into the constitution of the University.

### *The Reformed University*

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

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

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

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

## *The Modern University*

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

The President of Court was the Rector, who was now to be chosen for a term of three years from outwith the ranks of the Principals and Professors by the matriculated students of the University. The place of the Rector as President of the Senatus was assigned to the senior of the two college Principals. In addition to the University Court the Act of 1858 introduced a General Council composed mainly of graduates of the University and having the right to elect the Chancellor, who acted as its President. Like the Senatus, the General Council also elected an Assessor on the University Court, the membership of which was completed by the Senior Principal and Assessors appointed respectively by the Chancellor and the Rector.

The dominance of the University Court in the academic constitution was further emphasised by the Universities (Scotland) Act of 1889 and by Ordinances of the Commissioners appointed under that Act. The Court now acquired control over the property of both the colleges then comprised in the University and over all appointments other than those in the patronage of the Crown. After the expiry of the Commissioners' powers the Court was also given authority to pass Ordinances effecting minor changes in the constitution of the University within the framework of the Acts of 1858 and 1889.

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

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

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

legislative sanction in the University of St Andrews Act of that year.

The Act dissolved the governing bodies of University College and placed its property and endowments in the hands of a reorganised University Court. The two St Andrews colleges, which had retained their corporate status in 1889, were reconstituted as "unincorporated societies of teachers and students". The teachers and students of all parts of the University in Dundee were formed into a third society subsequently designated Queen's College. In accordance with the Commissioners' proposals the colleges as such were allotted no administrative functions, but two College Councils were established – one for the United College of St Salvator and St Leonard and St Mary's College and one for Queen's College – to which various duties of a local character were assigned by the Act and might be assigned by the University Court and Senatus Academicus as occasion arose. In the ensuing period the Dundee School of Economics was incorporated in the University and new Faculties of Law, Applied Science and Social Science were established. In 1967, in terms of a Royal Charter, Queen's College became the University of Dundee<sup>5</sup>.

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

## 2.3 THE PRIMARY RESPONSIBILITIES and ROLES OF COURT

### *Background*

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

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

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

### *Primary Responsibilities and Roles*

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

#### Strategic Direction

- To approve the mission of the University and its major priorities, as expressed in strategic plans, long-term academic plans and business plans.
- To approve financial, estates, human resources and student experience strategies in support of institutional objectives and priorities.
- To ensure that the strategic direction and vision of the University meet the interests of stakeholders, including students, staff, alumni, local and national communities and funding bodies.
- To monitor the University's performance and efficiency against approved plans and key performance indicators.
- To promote and safeguard the reputation and values of the University.

#### Key Decisions

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

#### Governance: Responsibilities in Relation to Management and Senate

- To appoint the Principal of the University, including the terms and conditions of such an appointment.
- To delegate to the Principal, as chief executive, authority for the management of the



University, establishing and monitoring such management functions as shall be undertaken by and under the authority of the Principal.

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

#### Governance: Exercise of Controls

- To delegate to its key Committees (Planning and Resources Committee, Audit and Risk Committee, Remuneration Committee, and Governance and Nominations Committee) authority within prescribed limits for the exercise of powers and controls as set out in sections 2.4.2 through 2.4.10 below.
- To ensure the proper use of public funds awarded to the University and observance of the terms of the Financial Memorandum agreed between the University and the Scottish Funding Council.
- To ensure the financial health of the University and to safeguard the University's assets, property and estate and their use.
- To ensure the establishment of effective systems of internal control and accountability throughout the University and to monitor such systems.
- To oversee the University's arrangements for internal and external audit.
- To ensure that appropriate and effective processes are in place for risk assessment and management at all levels in the University.
- To approve the University's annual financial statements and the accounting policies and judgements that have been applied.
- To ensure that appropriate and effective arrangements are in place for the management of health, safety and security in respect of students, staff and other persons affected by University operations.
- To ensure that appropriate and effective arrangements are in place for promoting equality of opportunity in respect of students, staff and other persons making use of University services or facilities.
- To ensure that appropriate and effective arrangements are in place for dealing with disciplinary matters, grievances, conflicts of interest and public interest disclosure.
- To monitor its own performance and that of its Committees, with a formal evaluation process of effectiveness undertaken periodically.

#### Governance: Corporate Responsibilities

- To be the University's legal authority and, as such, to ensure that systems are in place for meeting all the University's legal obligations, including those arising from contracts and other legal commitments made in the name of the University.
- To be the employing authority for all University staff and to ensure that obligations pertaining thereto are met, including with regard to the welfare, development and reward of employees.

- To make provision for the general welfare of students.
- To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University.
- To ensure that the University's constitution, as enacted in the *Acts, Ordinances and Resolutions Affecting the University of St Andrews* and subsequent legislation, is followed.
- To ensure that the University acts ethically, responsibly and with respect for society at large and for the environment.
- To ensure through the appointment of co-opted Non-Executive members in accordance with the Statutes, and through liaison with the University's General Council with regard to its Assessors, a balance of skills and experience amongst the membership of Court sufficient to meet its primary responsibilities.
- To ensure that the proceedings of the Court are conducted in accordance with best practice in higher education corporate governance and with the principles of public life drawn upon by the Committee on Standards in Public Life

## 2.4 KEY RELATIONSHIPS TO THE UNIVERSITY COURT

### *THE SCOTTISH FUNDING COUNCIL*

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

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

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

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

## *THE STUDENTS' ASSOCIATION AND THE ATHLETIC UNION*

### Students' Association

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

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

Representational activity is led by the popularly elected Students' Representative Council (SRC) which primarily works in the areas of education, accommodation, sustainability, community relations, external campaigns, equal opportunities, and student wellbeing. Regular information campaigns on topics such as rents, plagiarism, drinking, mental health, environmental awareness and community links are run throughout the year. The elected officers of the SRC enjoy extensive links and communication with the relevant University structures, an area in which St Andrews is a national leader. Elections both to the SAF (see below) and SRC have one of the highest turnouts of any student elections in the UK.

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

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

The student leadership of the Students' Association comprises five Sabbatical Officers, one for each of the four core areas of Education, Events and Services, Wellbeing, Student Development and activities and the fifth being the Association President. The president of the Athletic Union is also a Sabbatical officer. These officers are elected by the student body and take office in July of each year. Two of these Sabbatical Officers, the Association President and the Director of Education, are full members of University

Court and of two of its subcommittees. There is also a General Manager who oversees the day-to-day running of the organisation and a complement of almost 50 staff throughout the entire building.

The Students' Association Constitution (revised 2019) has provision for two appointees of the University Court to be members of the Students' Association Board [SAB]. These appointees do not have to be Court members. The appointees serve for a three-year period, which might be renewed up to a maximum of nine consecutive years.

The Students' Association Constitution and Laws require that:

- "The SAB shall be responsible for ensuring that the University Court is kept appropriately advised in respect of all those matters for which it has statutory responsibility and of other such matters as may from time to time be judged appropriate";
- Constitutional amendments be submitted to the SAB by its members, and "proposed changes will be sent to the University Court for comment and ratification";
- the SAB shall undertake "authorisation of capital and contractual transactions," and advise the Association on "administrative and financial matters";
- Any Ordinary Member, or group of Members, who are dissatisfied with their dealings with the Association "shall utilise the appeals and complaints procedure set forth in the Laws and, only after exhausting such procedures, shall have the right to appeal or complain to the University";
- One of the objects of the Students' Association is to promote the interests and activities of the SRC, "making such representations on behalf of its members as are deemed appropriate to the University Court, the Senatus Academicus, the Principal of the University or any other appropriate individuals or organisations".

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

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

### Athletic Union

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

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

In 2021, Court approved to hereafter recognise Saints Sport as the formal marque for Sport at the University of St Andrews, acting as an overarching title to encompass the department, the autonomous Athletic Union, our teams, clubs, athletes, and the facilities at University Park. Saints Sport has the common aim of improving and increasing participation in sport in the University of St Andrews, and bringing the two bodies together will help to achieve these objectives effectively and efficiently.

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

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

The Athletic Union has a governing Board, responsible for oversight of the affiliated student-led clubs and the allocation of funds to these clubs. The Director of Sport is a member of the Board, and the member of the Principal's Office responsible for the student experience and sport chairs the Board. The day-to-day operations of the Athletic Union are managed largely through an Executive Committee, chaired by the Athletic Union President. This Committee includes Saints Sport staff representation and preserves close links with this side of Saints Sport.

## 2.5 THE COURT OPERATING PROCEDURES

### *Meetings of the Court*

- Ordinary meetings of the University Court are normally held four times in each academic year, usually in October, January, April and June. A Court Away Day is held additionally over 2 days in September. The dates of meetings in any year shall be published by the Executive Officer to Court two years in advance. Court members are also expected to attend the pre-Court dinner held on the eve of the Court meeting. This has been introduced as a forum to discuss specific items of business in depth, in order to facilitate efficient discussion at the formal Court meeting.
- Special meetings might be called by resolution of the Court, or by either the President of Court, the Principal, or on a requisition specifying the object signed by five members. Save in exceptional circumstances as defined by the President or the Principal, members will be given not less than five days' notice of a special meeting.
- Any ordinary or special meeting might adjourn until a date or time to be agreed.

### *Conduct of Business*

- Seven members of the Court shall be a quorum (Universities (Scotland) Act 1889, Section 5).
- The Rector, whom failing the Senior Lay Member, whom failing the Deputy Chair of Court shall preside at meetings. In the event that none of the individuals designated are present at the meeting, a president for that meeting shall be elected by those present from among the Non-Executive Members of Court present. The person presiding at a meeting of Court shall have a deliberative vote and also a casting vote in case of equality.
- The agenda for an ordinary meeting shall normally be established ten days before the meeting and made available to members one week before the meeting, but the Court might agree to consider non-contentious or urgent business which has not been included on the agenda.

### *Motions*

- Motions which members wish to bring forward at any meeting must be communicated in writing to the Executive Officer to the Court in time to be entered on the agenda. Motions and amendments arising out of business on the agenda might be dealt with without being previously notified; before putting such a motion or amendment the person presiding might call for it to be placed in her/his hands in writing. All motions and amendments must be proposed and seconded.
- An amendment, if moved and seconded, shall be put before the motion to which it refers; when there are two or more amendments, they shall be put in the order determined by the president.
- No amendment shall take the form of a direct negative of a motion.
- At any time after a motion has been made and duly seconded, any member might propose the previous question, viz. "That the Court pass to the next item on the agenda", or move the closure, viz. "That the Court now proceed to vote on the motion". These motions, if duly moved and seconded, shall normally be put immediately and without

debate.

- No decision of the Court shall be rescinded except on a motion which is competent in terms of standing order 7.
- Decisions of the Court shall be taken by show of hands, unless a secret ballot be demanded by a majority of members present.
- A member shall not, except by permission of the President, speak more than once to any motion or amendment in one debate upon one subject, except to order, in explanation, or in reply as the mover of the resolution under discussion.
- In seconding a motion or amendment, a member might, if s(he) refrains from making observations at the time, reserve the right to speak at a later stage.

### *Minutes of Meetings / Availability of Papers*

- The Executive Officer to Court shall be responsible for preparing minutes of each meeting. These shall be circulated to members with the agenda for the following meeting (if not also earlier), at which meeting approval of the minutes shall be sought. With the exception of those relating to the Remuneration Committee, all Court papers shall be posted on the Court Sharepoint site. Court members may only access this site via the University's secure single sign on system. A link to the Sharepoint site will be provided by the Court office.
- Minutes of meetings are published both in draft and approved form on the University website. Access to Court papers for non-members are via established procedures for the release of information under Freedom of Information requirements, as detailed on the University's website. Court papers may also be classified under the University's [Information Classification Policy](#).

### *Suspension, Amendment or Repeal of Standing Orders*

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

### *Extraordinary Committee of Court*

- An Extraordinary Committee of Court functions in the interval between all Court meetings, which has decision-making authority on emergency matters, subject to communication with Court. The Extraordinary Committee is composed of one representative from each of the following constituencies, normally in the order listed:
  - a. Principal; Deputy Principal; Chancellor's Assessor;
  - b. Senior Lay Member; designated Intermediary on Court; Lay Member of Court;
  - c. Rector; President of the Students' Association; Director of Education, Students' Association; Rector's Assessor;



- d. Senate Assessor;
- e. General Council Assessor; Lay Member of Court.

Four members of the Extraordinary Committee shall be a quorum.

The membership of the Committee may be reinforced (RECC), if deemed necessary to reflect particular exigent circumstances.

### *Additional Notes*

Other Decisions of Court not currently incorporated into standing orders

- By general agreement Court meetings begin with an invitation from the President to "star" items for discussion. Items not starred will be understood to have been approved without discussion.
- Court has adopted the procedures whereby the business of PARC is chaired by the Senior Lay Member in their role as Convenor of PARC.
- The non-teaching staff member has been designated as the Non-Academic staff member
- Court approved the appointment of a Deputy Chair of Court.
- Court has approved procedures for the appointment of the Chancellor's Assessor, the Rector's Assessor and General Council Assessor.
- A Senior Lay Member was elected to Court in November 2019, taking up appointment in July 2020. Due to the resignation of the Senior Lay Member in April 2022, there will be an election for a new Senior Lay Member in November 2022, taking up appointment in August 2023. The existing Deputy Chair of Court was appointed as Acting Senior Lay Member from April 2022 to July 2023, and a new Deputy Chair of Court elected.
- The composition of Court was changed in accordance with University Court Ordinance No.130 in compliance with the requirements of the Higher Education Governance (Scotland) Act 2016.
- 26. Arrangements for the meetings of Court, Court Committees and Assurance Groups. GN 21/07 as approved by Court January 2021, refers as amended by GN.22/20 approved by Court in June 2023.

## 2.6 THE RECTOR

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

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

The Rector has the role of President of the Court, but in line with good practice in the public sector the Senior Lay Member chairs those items of business concerned with policy, resources, accountability and performance review. The current Rector is Stella Maris.

## 2.7 THE SENIOR LAY MEMBER

The Senior Lay Member's role is to preside over meetings of Court in the Rector's absence and, more importantly, to undertake the other responsibilities expected of a chairperson. Although the Rector has the role of President of the Court, in line with good practice in the public sector, the Senior Lay Member chairs those items of business concerned with policy, resources, accountability and performance review. Catherine Stihler OBE resigned as Senior Lay member in April 2022. Professor Stuart Monro OBE acted as Senior Lay Member until 31 July 2023. Ray Perman took up appointment as Senior Lay Member on 1 August 2023.

### *The Office of Senior Lay Member*

- **Election:** The Senior Lay Member is elected in accordance with the provisions of the Higher Education Governance (Scotland) Act 2016.
- **Duties and Responsibilities:** The Senior Lay Member shall play a leading role in the governance of the University. In particular, they shall:
  - a) Ensure that the Court fulfils its objectives in a proper and effective manner; and in particular:
    - Promote cohesion and team spirit among all members of Court, whilst fostering independence of thought and free expression of concerns for the University or ideas for promoting its wellbeing.
    - Be satisfied that both committees of Court and their officers effectively fulfil their remits.
    - Monitor on a continuous basis the performance of the Court (individually and corporately) and ensure that the Court generally upholds standards of governance.
  - Oversee the induction process for new members of Court.
  - Prior to each Court meeting, review with the Principal the business agenda for that meeting, so that, for example, strategically important proposals presented to Court display the options considered and the reasons for supporting the recommended course of action.
- b) Preside over meetings of the Court in the absence, or at the request, of the Rector.
- c) Review annually the performance of the Principal in accordance with agreed criteria; and monitor compliance with the terms and conditions of the Principal's terms and conditions of employment.
- d) Convene the Planning and Resources Committee, serve as a member of the Governance and Nominations Committee and the Remuneration Committee, and, if applicable, be a member of any committee charged with the appointment of a Principal. (The Senior Lay Member shall not be a member of the Audit and Risk Committee).

- e) Receive the agenda papers for meetings of all University committees and have the right of attendance at such meetings.
- f) Represent the University on the Committee of University Chairs (CUC), the Committee of Scottish Chairs (Higher Education Institutions) and on such other national bodies requiring a lay representative of the University as the Court's Governance and Nominations Committee might determine.
- g) Represent the University Court to the Scottish Funding Council, as required.
- h) Act as a confidant(e) of the Principal and / or the Rector in any matter relating to the wellbeing of the University; and interact as appropriate between all members and officers of Court.
- i) Be responsible normally, on reference from the Convenor of the Audit and Risk Committee, for review of cases invoked in terms of the University's Code on Public Interest Disclosure.

## 2.8 THE CHANCELLOR and VICE-CHANCELLOR

### *The Chancellor*

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

The present Chancellor is the Rt Hon Lord Campbell of Pittenweem CH CBE PC QC who, in terms of The Universities (Scotland) Act 1858, was elected in 2006, by the General Council and holds office for life. The Chancellor is the ordinary President of the General Council and appoints an Assessor on the University Court. The current Chancellor's Assessor on the University Court is Adrian Greer.

### *The Vice-Chancellor*

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

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

## 2.9 THE PRINCIPAL

### *The Role of the Principal*

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

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

- Provide leadership for the strategic development of the University and the implementation of the objectives agreed with University Court, and take primary responsibility for management of the affairs of the institution;
- Observe the highest standards of integrity, objectivity and honesty in the execution of their responsibilities both to the Court and to those bodies to whom the Court is responsible, including for instance the Scottish Funding Council in terms of the Principal's role as Chief Accounting Officer as defined in the Financial Memorandum relating to the University's relationship with that body;
- Act as President of the Senatus Academicus (the Senate);
- Ensure that teaching and learning in all subjects is of the highest possible quality;
- Foster the growth and maintenance of research whose quality is outstanding by international standards;
- Ensure that all management and supporting functions meet the University's needs in an effective and efficient manner;
- Establish and maintain good internal communications, both formal and informal, with members of Court, University employees and students so that there is a widespread and clear understanding of the University's short- and long-term plans and actions such that the morale of all members of the University is optimised;
- Establish and maintain good external communication with the Scottish government, the Scottish Funding Council and the UK Research Councils;
- Represent the University effectively to and within all relevant external constituencies. The constituencies include, *inter alia*, Universities Scotland, Universities UK and other sectoral groups;
- Oversee and directly support efforts to raise major gifts for the University from private donors, charitable organisations and the business community;
- Through the Planning and Resources Committee of the University Court, devise integrated options for all aspects of the University's activities for presentation, along with their recommended strategic choices, to Court;

- Ensure that strategies, once approved by Court, are implemented by means of appropriately approved timely, measurable and cost-effective policies;
- Monitor institutional action in support of such policies and strategies;
- Ensure that (a) a detailed annual budget covering, *inter alia*, revenue and capital expenditure is presented timeously to Court for its approval, (b) the budget, once approved by Court, is adhered to, (c) regular reviews of the budget are carried out and adjustments made as necessary in order to achieve the budget outcome, and (d) Court is advised at the earliest possible time of any risk of a material deviation from the agreed budget, whether in respect of income or expenditure;
- Obtain, in relation to any capital project whose estimated cost exceeds the figure set in the Standing Financial Instructions, Court's approval of a detailed option appraisal;
- Ensure that people of appropriate talents are recruited, employed and organised by the University so as best to meet institutional objectives;
- Act in accordance with University policies and documents approved by the Court, e.g. Financial, Human Resources and Purchasing regulations.

### *The Authority of the Principal*

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

In particular, the Principal:

- Has power to authorise capital and revenue expenditure as outlined in the Standing Financial Instructions and within the limits of the budget approved annually by the University Court (having due regard to any consequences which such expenditures might have upon the long-term prosperity of the University);
- Has authority for virement between budget items as might be deemed to be in the best interests of the University, but must advise Court of the reasons for and consequences of any such virement which is material;
- Subject to budget constraints and Court's established Human Resources regulations, if they deem such action to be in the best interests of the University, shall have authority to engage staff, determine their number and terms and conditions of employment, and vary any individual contract of employment provided that their advises the Court or the relevant Court committee of such action.

Any uncertainty or dispute over the extent of the Principal's authority shall be brought to the attention of the Senior Lay Member, who will resolve the matter in conjunction with the designated Intermediary on Court and such other persons as they deems necessary.

## 2.10 THE UNIVERSITY EXECUTIVE and SENIOR MANAGEMENT STRUCTURE

This can be supplied on request by Court Office.



## 2.11 THE ROLE OF EXECUTIVE OFFICER TO COURT

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

The principal duties include:

- The management of the Court and Senate Office.
- The preparation of the agenda and papers for Court meetings and ensuring that these contain all the required information to support the decision-making processes and are distributed timeously.
- The updating of the Court Sharepoint site.
- The accurate and timely preparation of Minutes following meetings of Court and those Court Committees for which the Executive Officer to Court serves as Secretary.
- Ensuring that matters such as strategy reviews, budget discussions, monitoring of financial performance against Budget and the Annual Financial Statements and the cycle of Service Unit reviews are scheduled for appropriate meetings of Court.
- Ensuring Court is aware of and behaves in accordance with relevant internal and external legislation and memoranda.
- Ensuring the Rector or an appropriate vice-president is available to preside at meetings of Court and is fully briefed so that meetings can be effectively managed.
- Arranging for the agenda for meetings of Court to be reviewed as necessary with the Rector, the Principal and the Senior Lay Member.
- Ensuring matters raised under the University's Code on Public Interest Disclosure ("Whistleblowing") are properly dealt with in conjunction with the Convenor of the Audit and Risk Committee and Senior Lay Member.
- Maintenance and publication of the Register of Interests and ensuring the Register is made available for public inspection on request.
- Maintenance of the University Court Skills Matrix.
- Oversight of the University Governance Zone.
- Ensuring Court meets its constitutional obligations with regard to its relationships with the Senate and the General Council.
- Ensuring general compliance with the processes, procedures and protocols described in the Court Handbook and Court Standing Orders
- Arranging for all new members of Court to receive appropriate induction and training tailored to meet their individual requirements.

- Encouraging all members of Court to participate in the life of the University through their presence at events about which they should be routinely advised by appropriate senior officers of the University.
- Ensuring that the Senior Lay Member is adequately briefed and supported annually regarding the review of Court members, and maintaining a record of such reviews.
- Keeping Court members up to date with information on developments within the University and in Higher Education in general by ensuring that publications, reports and articles are made available to Court members.
- Arranging all travel and accommodation for Court members engaged on University business, as necessary.
- Providing direct support to any other secretaries of the principal Committees of Court to ensure the efficient flow of business to and from Court.
- Ensuring claims submitted by Non-Executive members of the Court in relation to the cost of all expenses, properly and reasonably incurred in the course of their Court duties, are correctly administered.

### 3 FURTHER INFORMATION

### 3.1 COURT COMMITTEES: REMITS AND MEMBERSHIP

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

The following principles apply to all University committees: -

- (i) the Principal and other members of the Principal's Office might be *ex officio* members of, but generally shall not convene, committees;
- (ii) members of the Principal's Office, Directors of Units and other persons might attend meetings by invitation, on a regular or occasional basis as the committee itself shall determine;
- (iii) the Senior Lay Member shall receive the agenda for, and shall have a right of attendance at, all committee meetings.

Additional information on any of the committees might be obtained from the committee secretary concerned. For information on University committees reporting primarily to Senate / Academic Council, please email [senate@st-andrews.ac.uk](mailto:senate@st-andrews.ac.uk).

## *AUDIT and RISK COMMITTEE*

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

### *Risk Management*

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

### *Internal Control and Governance*

- To keep under review the effectiveness of the University's corporate governance arrangements (other than those areas overseen by the Governance and Nominations Committee) as they relate to financial matters, and its financial and other internal control systems, and to offer Court an opinion on these matters annually.
- To keep under review the Standing Financial Instructions and Scheme of Delegation and recommend any proposed changes to Court for approval.
- To review the effectiveness of the arrangements for the investigation of questions of financial irregularity or impropriety and oversee the University's policies on these, including being notified of any action taken under that policy.
- To oversee the University's policies on the Criminal Finance Act 2017 and University Tax Strategy.
- To ensure compliance with the mandatory requirements in relation to the University's audit arrangements as set out in the Financial Memorandum between the University and the Scottish Funding Council.

### *Internal Audit*

- To review the scope, effectiveness and performance of the internal audit service on an annual basis, including its planning and operation, with a view to obtaining an assurance on the quality of the work and reviewing the results of internal audit's annual report.

- To report to the Court on the work programme undertaken by internal audit and their annual report.
- To advise and make recommendations to the Court, after consultation with the Chief Financial Officer, on the selection and appointment of the internal auditors, and review the scope, effectiveness and performance of the service on an annual basis.
- To consider any other audit-related matters, including issues arising from reports of external bodies such as Audit Scotland, the National Audit Office and the Scottish Funding Council, and any matters brought to the attention of the committee by the internal auditors.

#### External Audit

- To communicate directly with the external auditors on audit approach, reporting timetable, findings and management's response.
- To be responsible for reviewing the University's Annual Financial Statements and Accounts, including the external auditor's formal opinion, corporate governance statements, and the statement of internal control, and reviewing any changes in accounting policy, or statutory and other requirements as they relate to the preparation and publication of the Annual Financial Statements and Accounts, and make recommendations to Court accordingly.
- To advise and make recommendations to Court, after consultation with the Chief Financial Officer, on the selection and appointment of the external auditors, and to review the scope, effectiveness and performance of the external audit service on an annual basis.
- To consider any other audit-related matters brought to the attention of the committee by the external auditors.

#### Value for Money

- To monitor and be satisfied that appropriate arrangements are in place to promote economy, efficiency and effectiveness across the University.
- To receive assurance that adequate procurement policies and procedures are in place and are consistently applied, and there is compliance with relevant legislation.

#### Other

- The Convenor of the Audit and Risk Committee shall, on an annual basis, arrange a private meeting with the University's Senior External Audit Partner and Senior Internal Audit Partner and other members of the committee to discuss any matter regarding the remit of the committee. These discussions will be recorded in confidential minutes for circulation only to the committee and the Audit Partners, and the minute of the subsequent routine meeting of the Audit and Risk Committee will only confirm that these private meetings have been held with no reference to any matters discussed.
- The committee will from time to time undertake a review of its own performance and effectiveness as part of the overall review of the effectiveness of Court and its committees and report thereon to Court.

- In order to fulfil its remit the committee may obtain external professional advice as necessary.
- A report on specific points discussed at each meeting will be provided to the subsequent meeting of Court.
- To receive assurance reports from committees that report through Audit and Risk: Academic Assurance Group, University Ethics and Research Integrity Assurance Group and Health and Safety Assurance Group and advise Court of any issues of concern.
- To receive an annual report from the Audit and Risk Convenor on matters related to whistleblowing.
- An annual Audit and Risk Committee Report will also be prepared and presented to Court in conjunction with the Annual Financial Statements.
- To undertake such other responsibilities as the Court may determine.

*Note:*

- the Convenor of the Audit and Risk Committee is accountable to the University Court for:
  - ensuring that the Committee's mode of operation is consistent with its responsibility to report and make appropriate recommendations to the University Court and to interact effectively with the Senate and any other University or Senate committee on matters which relate to the other body's area of responsibility;
  - acting as the designated Non-Executive Member of Court in receiving, and taking appropriate actions, relating to whistleblowing;
- the committee should meet no fewer than four times each academic year and more frequently if required, with a quorum of three members, at least one of whom must be a member of Court;
- senior officers of the Principal's Office are attendees, not members of this Committee. The Principal will normally attend on an annual basis, when the Committee considers the Annual Financial Statements and Accounts.

## Members

- Jonathan Hewitt (Convenor), General Council Assessor
- Ros King, Non-Executive Member of Court
- Frank MacInnis, Non-Executive Member of Court
- Professor Ewan McKendrick, Non-Executive Member of Court
- Jenny Stewart, Non-Executive Member of Court
- Nicola Catterall, Court Co-optee

## In Regular Attendance

- Vice-Principal (Governance)
- Vice-Principal (Strategy, Policy and Planning)
- Master of the United College
- Chief Financial Officer
- Deputy Director of Finance
- Executive Officer to the University Court, Secretary to the Committee
- Ernst and Young, External Auditors
- KPMG, Internal Auditors



## *GOVERNANCE and NOMINATIONS COMMITTEE*

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

### Remit

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

### *Note:*

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

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

### Members

- Alison Johns (Convenor), Non-Executive Member of Court
- Principal, *ex officio*
- Ray Perman, Senior Lay Member
- Adrian Greer, Chancellor's Assessor, Deputy Chair of Court
- Dr Lorna Dargan, Non-Academic Staff Member
- Dr Stephen Tyre, Senate Assessor

- President, Students' Association, *ex officio*

#### In Regular Attendance

- Vice-Principal (Governance)
- Executive Officer to the University Court, Secretary to the Committee

## *PLANNING and RESOURCES COMMITTEE*

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

### Remit

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

meeting) what strategic or operational issues should be placed on the agenda of Court meetings.

*Note:*

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

## Members

- Ray Perman (Convenor), Senior Lay Member
- Principal, *ex officio*
- Quaestor and Factor, *ex officio*
- Adrian Greer, Chancellor's Assessor, Deputy Chair of Court
- Professor Sharon Ashbrook, Professorial Senate Assessor
- President, Students' Association, *ex officio*
- Tim Allan, Non-Executive Member of Court
- Eve McCurrich, Non-Executive Member of Court

## Court Members in Regular Attendance

- Deputy Principal,
- Professor Catherine O'Leary, Professorial Senate Assessor
- Director of Education, Students' Association

## In Regular Attendance

- Vice-Principal (Strategy, Policy and Planning)
- Master of United College
- Chief Financial Officer
- Executive Officer to the University Court, Secretary to the Committee
- Executive Officer to the Principal's Office

# *REMUNERATION COMMITTEE*

## Remit

The primary purpose of the Remuneration Committee is to approve remuneration arrangements for staff in the University above defined thresholds to enable the recruitment, motivation, and retention of those individuals, consistent with the University's wider HR policies, financial position and strategic objectives.

The aim is to ensure a) fair, appropriate and justifiable remuneration; b) procedural fairness; and c) transparency and accountability.

## Remuneration

- To review and approve, annually, the recommendations of the Principal in relation to the remuneration of members of the Principal's Office.
- To review and approve the recommendations of the Principal for existing staff with salaries above £100,000 outwith the normal agreed salary process.
- To review and approve the recommendations of the Principal in relation to increases in remuneration of more than 3 incremental points or 6% (all grades) which do not represent standard progression based on a recognised salary scale, and specifically agree in advance, any exceptional salary increase greater than 10% above the agreed cost of living increase.
- To ensure that appropriate and robust arrangements are in place for determining the salaries of all other senior staff, defined as Grade 9 or above.
- To review and approve salaries of new staff earning more than £130,000.
- To monitor the implementation of the University's policy on severance payments, and to review and approve the Principal's recommendations on severance arrangements which involve University expenditure in excess of £100,000, or apply to a member of the Principal's Office, or depart from the University's severance policy.
- To determine the remuneration of the Principal. The Principal is not a Member of the Committee, but will normally be in attendance. However, matters affecting the Principal's own contract will be considered in the absence of the Principal.
- Receive comparative information on remuneration in the university sector. To take a general overview of the above, or any related matters including pension policy, in order to ensure the exercise of appropriate financial control and of reasonable employer behaviour in relation to remuneration and severance arrangements. For the avoidance of doubt, remuneration would include salaries, emoluments and conditions of service.
- At least one of the Secretary or Clerk to Court should normally be present at Rem Com meetings;
- The Convenor will decide when it is not appropriate for either the Secretary or Clerk to be in attendance for specific items, for example sensitive discussions on the

performance of the Principal or individual members of the Executive team, taking advice as appropriate from the Senior lay member, Court Intermediary or Secretary.

- In such circumstances, the Convenor will provide a confidential note of the discussion for the record, and will debrief the Secretary of any matters that may need to be notified to Court.

## Annual Report

To provide an annual report to the University Court on the confidential minutes summarising the main activity of the Remuneration Committee.

### *Note 1:*

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

### Salary Assessment Criteria applied by the Committee

- benchmarking against other comparable institutions. This refers to the use by the Committee of UCEA sectoral data and comparator information from peer institutions of similar size and/or composition, while recognising that St Andrews operates in a global market.
- market conditions / retention considerations. The reference to 'market conditions' in determining an individual's salary refers to the current remuneration of that individual, for instance, should an offer of employment be under discussion with a prospective new staff member.
- level of responsibility of post
- consistency of approach across posts with similar levels of responsibility
- the need for progressive rather than single step adjustments, where adjustment is merited
- performance / bonus payments on a recurring or non-recurring basis
- whether all increases are pensionable
- the impact of fiscal caps on annual allowances for pensions
- the potential impact in delivering strategic objective

## Members

- Adrian Greer (Convenor), Chancellor's Assessor, Deputy Chair of Court
- Ray Perman, Senior Lay Member
- Tim Allan, Non-Executive Member of Court

- Jenny Stewart, Non-Executive Member of Court
- Moira Maguire, Court Co-optee

#### In Regular Attendance

- Principal
- Executive Officer to the University Court, Secretary to the Committee

## *SUPERANNUATION and LIFE ASSURANCE SCHEME*

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

### Remit

- To administer the Scheme and its investments, in accordance with the Trust Deed and Rules, having regard to the needs of all members including pensioners, past members and dependants.
- To decide and review regularly the Scheme's investment strategy, to maximise potential financial investment rewards, whilst protecting the assets in a prudent and responsible manner.
- To keep such accounts and records as are necessary for the operation of the Scheme, and ensure proper audits of such accounts.
- To act impartially and to the best of their ability in the interests of all sections of the membership.
- Further details on the specific responsibilities of the Scheme's Trustees can be found in the 'Supplementary Deed of Trust', 2006.

### Members

- Jonathan Hewitt (Convenor), Non-Executive Member of Court
- Quaestor and Factor
- Vice-Principal (Governance)
- Dr Lorna Dargan, Non-Academic Staff Assessor
- John Watt, Active/Pensioner
- Kitty McIntyre, Active/Pensioner
- Alex Duncan, Active/Pensioner
- William Wilson, Active/Pensioner
- Lisa Harley, Pensions Administrator, Secretary to the Committee

Derek Watson and Alastair Merrill are Employer-appointed trustees.



## *ACADEMIC ASSURANCE GROUP*

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

### Remit

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

### Members

- Vice-Principal Education (Proctor) (Convenor)
- Dr Malcolm Petrie, Trade Union Nominee
- Alison Johns, Non-Executive Member of Court

### In Regular Attendance

- Assistant Vice-Principal (Dean of Learning and Teaching) and Provost
- Head of Education Policy and Quality
- Academic Policy Officer (Quality), Clerk to the Committee

## *HEALTH and SAFETY ASSURANCE GROUP*

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

### Remit

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

### Members

- Frank MacInnis (Convenor), Non-Executive Member of Court

- Vice-Principal (Governance)
- Chief Legal Officer, Principal's Office lead
- Director of EHSS
- Dr Malcolm Petrie, Trade Union Nominee
- Alex Duncan, Trade Union Nominee

#### In Regular Attendance

- Administrative Officer to the University Court, Secretary to the Committee

## *INVESTMENT and TREASURY ASSURANCE GROUP*

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

### Remit

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

### Members

- Chief Financial Officer (Convenor)
- Jenny Stewart, Non-Executive Member of Court
- Jonathan Hewitt, General Council Assessor
- Miranda Richards, Associate/External Member
- Jessica Cameron, Alumni/External Manager
- Calum Graham, Alumni/External Manager

### In Regular Attendance

- Deputy Director of Finance
- Head of Financial Reporting
- Senior Finance Assistant (Minute taker)
- Senior Financial Accountant

## *ETHICS and RESEARCH INTEGRITY ASSURANCE GROUP*

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

### Remit

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

### Members

- Vice-Principal (Research, Collections, and Innovation) (Convenor)
- Vice-Principal (Governance)

- Jenny Stewart, Non-Executive Member of Court

## *PEOPLE and DIVERSITY ASSURANCE GROUP*

The People and Diversity Assurance Group reports directly to the University Court. The primary purpose of the People and Diversity Assurance Group is to monitor progress on the Diverse St Andrews strategic theme and on the implementation of the University's People Strategy.

### Remit

- To advise Court on the appropriateness and effectiveness of the University's actions to progress Diverse St Andrews and implement the People Strategy, including through the provision of an annual report to Court's summer meeting.
- To monitor progress on the Diverse St Andrews strategic theme, including receiving progress reports on equality outcomes, addressing the gender and other pay gaps, and other relevant activities and initiatives.
- To monitor progress on delivering the People Strategy action plan and other activities to take forward the People Strategy.
- To consider, on reference from Court, any matter relating to the management and development of University staff.
- The Group will meet at least three times a year, and will be quorate with a minimum of three representatives, which must include at least one member of Court and one from Management.
- The student representative will be required to withdraw when the Group discusses matters purely related to staffing.

### Members

- Iain Anderson (Convenor), General Council Assessor
- Dr Morven Shearer, Senate Assessor
- Alex Duncan, Trade Union Nominee
- Moira Maguire, Court Co-optee
- Vice-Principal (People and Diversity)
- Director of Human Resources
- Dr Shruti Narayanswamy, Entrepreneurial Education Developer (CEED)
- Director of Wellbeing and Equality, Students' Association

#### In Regular Attendance

- Director of Organisation and Skills Development Services
- Executive Officer of the University Court, Secretary to the Committee
- Head of Equality, Diversity and Inclusion (EDI)

#### In attendance by invitation

- Representative from Corporate Communications



## 3.2 STANDING FINANCIAL INSTRUCTIONS

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

The [Standing Financial Instructions \(SFIs\)](#) detail the financial responsibilities, procedures and policies adopted by the University.

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

### 3.3 GLOSSARY OF TERMS, TITLES, ABBREVIATIONS AND ACRONYMS COMMONLY USED WITHIN THE UNIVERSITY OF ST ANDREWS AND HIGHER

#### *EDUCATION*

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

- CEED Centre for Educational Enhancement and Development
- CUC Committee of University Chairs
- ELIR Enhancement-Led Institutional Review
- FAMS Financial Appraisal and Monitoring Service
- FEC Full Economic Costing
- FIP Financial Improvement Project
- FTE Full Time Equivalent
- HEFCE Higher Education Funding Council (England)
- HEI Higher Education Institutions
- HERA Higher Education Role Analysis
- HESA Higher Education Statistics Agency
- ILM Institutional Liaison Meeting
- IP Intellectual Property
- LFHE Leadership Foundation for Higher Education
- LTC Learning and Teaching Committee
- OSCR Office of Scottish Charity Regulator
- PARC Planning and Resources Committee
- PPP Public / Private Partnership
- QAA Quality Assurance Agency
- QESR Quality Enhancement and Standards Review
- REF Research Excellence Framework
- RMG Risk Management Group

- SLAS Superannuation and Life Assurance Scheme
- SAAS Student Awards Agency Scotland
- SAB Students' Association Board
- SERPS State Earnings Related Pension Scheme
- SFC Scottish Funding Council
- SIPS Student Information Points
- SITS Student information System
- SLC Student Loans Company
- SMRU Sea Mammal Research Unit
- SORP Statement of Recommended Practice
- SPSO Scottish Public Services Ombudsman
- SQA Scottish Qualifications Authority
- TRAC Transparent Approach to Costing
- UCEA Universities and Colleges Employers' Association
- UCU University and College Union
- USS Universities Superannuation Scheme
- UUK Universities UK
- VFM Value for Money

## *Glossary of Post-Holder Terms specific to St Andrews*

### Master of the United College

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

### Proctor (Title now Vice-Principal Education (Proctor))

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

### Provost of St Leonard's College

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

### Quaestor and Factor

The Quaestor and Factor is the chief operating officer of the University. The Quaestor and Factor leads and develops effective financial controls and management across the University and has responsibility for all of the University's Support Services, in addition to oversight of IT, Estates and Residential and Business Services.

### 3.4 USEFUL WEB LINKS AND SOURCES OF INFORMATION

[Committee of University Chairs](#)

[AdvanceHE](#)

[Office of the Scottish Charity Regulator](#)

[Scottish Funding Council](#)

[Scottish Information Commissioner](#)

[Scottish Public Services Ombudsman](#)

[Universities and Colleges Employers Association](#)

[Universities Scotland](#)

[Universities UK](#)

*Further guidance for governing bodies:*

[Scottish Code of Good HE Governance](#)

[Higher Education Code of Good Governance](#) (CUC)

Committee of University Chairs (CUC) [Report on the Monitoring of Institutional Performance and the Use of Key Performance Indicators](#)

Committee of University Chairs (CUC) [Report on the Implementation of Key Performance Indicators: case study experience](#)

Committee of University Chairs (CUC) [Handbook for Members of Audit Committees](#)

Committee of University Chairs (CUC) [Other governance-resources/](#)

[Ethical Standards in Public Life etc. \(Scotland\) Act 2000](#)

[Public Finance and Accountability \(Scotland\) Act 2000](#)

## 3.5 REPRESENTATIVE BODIES IN HIGHER EDUCATION

### *Scottish Funding Council*

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

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

### *Universities Scotland*

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

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

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

### *Universities UK*

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

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

It works by:

- Formulating common views on matters which affect UK universities collectively.
- Representing the universities in dealings with UK institutions and other organisations and individuals worldwide.
- Providing information and central services.

### *Committee of Scottish Chairs (Higher Education Institutions)*

This is a representative grouping of the Senior Lay Member of each of the universities in Scotland.

### *Committee of University Chairs*

This is a grouping of the Chairs / Senior Lay Members of the Governing Bodies of United Kingdom universities.

## 3.6 OFFICE OF THE SCOTTISH CHARITY REGULATOR (OSCR) GUIDELINES ON THE ROLE OF TRUSTEES OF CHARITABLE ORGANISATIONS

Guidance on what is expected of charity trustees under the Charities and Trustee Investment (Scotland) Act 2005 is provided in the OSCR publication [Guidelines for Charity Trustees](#). A basic summary of what is expected of charity trustees is provided here. The full publication covers eight topics, including: general and specific duties, remuneration, investment powers, and consequences of misconduct or "breach of duty".

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

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

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

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

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

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

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

- *Act in the interests of the charity*

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



them from their position as trustee.

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

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

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

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

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

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

### *Collective responsibility*

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

Generally, charity trustees cannot delegate their responsibilities to others, although they can delegate some of their functions. So, for instance, sub-committees, operational volunteers or paid staff might well perform tasks and activities associated with these responsibilities. However, ultimate accountability remains with the charity trustees. If a charity trustee fails in his or her duty, it is the obligation of the other charity trustees to take reasonable steps to ensure that the misconduct is rectified and

not repeated. They also need to ensure that anyone guilty of serious or persistent misconduct or breaches of their duties no longer remains a charity trustee.

## 3.7 EXPENSES

University Court members are entitled to claim any expenses properly and reasonably incurred through their Court membership via the University's [expense reimbursement processes for external claimants](#). Expenses for external claimants are fully processed online, which makes the process paperless and seamless.

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

For further information on non-staff expenses, please consult the University's Expenses policy, which fully applies to University Court members. This can be accessed on the [Governance Zone](#). Note, reimbursement of gratuities is permitted, to a maximum of 10% in the UK.