



CODE OF CONDUCT

Introduction

The Code of Conduct applies equally to all members of the Court and has been developed to reflect the requirements of the Scottish Code of Good Higher Education Governance (latest version: 2017). The compliance requirements of the Freedom of Information (Scotland) Act 2002 and the Charities and Trustee Investment Act (Scotland) 2005 have also been considered and are reflected in this Code of Conduct. The Code of Conduct is included in the formal letter appointing/welcoming new members of Court.

The Nine Principles of Public Life in Scotland

The members of the University Court, collectively and individually, must act in accordance with the Nine Principles of Public Life in Scotland, which should be the foundation for the Court's behaviour and its decision-making processes.

1. 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.

2. 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.

3. 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.

4. Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

5. Accountability

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.

6. 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.

7. 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.

8. Leadership

Holders of public office should promote and support these principles by leadership and example.

9. 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.

Confidentiality

Against this background, the Court endeavours to take as open an approach to its work as is consistent with effective governance of the University and taking account of the Freedom of Information (Scotland) Act 2002, Court has agreed that its papers are to be available through the University's Publication Scheme unless otherwise specified. The Officers who prepare papers are asked to consider if information, or part of the information contained within any paper is confidential and is exempt from public access in accordance with one of the definitions of the exemption categories contained within the Freedom of Information (Scotland) Act 2002. Unless the information contained within the paper is considered exempt the paper is published on the University's website and made available through the University's Publication Scheme. The agendas and approved Minutes of Court meetings (which include the names of all members and attendees of Court) are also published on the website and made available through the University's Publication Scheme.

Court meetings are currently held in private, and discussion regarded as confidential. There is an annual 'Meet the University Court' event at which staff and students can learn how the University is governed, meet Court members and participate in a question and answer session. As part of the implementation of the Scottish Code of Good Higher Education Governance there will be consideration of how to enhance the ways the University Court communicates on its activities to students, staff and the wider community: Court News is now published on the staff and student news webpages after each meeting of Court summarising the topics discussed.

Register of Interests

The Court has established a register of members' and senior officers' interests. The following Code of Practice was approved by Court in March 1996 and has been amended as appropriate:

1. Membership of the Court implies acceptance that all Court members, and senior officers who might be called upon to advise the Court, should declare any personal or business interests which may conflict with their responsibilities as members or advisers, according to the arrangements set out below.

Declaration of Interests

2. Any Court member or officer who has a material interest, either directly or through a partner, spouse or close relative, in matters likely to be considered by the Court should declare that interest. Such declarations should describe the interest clearly and state whether it carries either direct or indirect financial interests: precise quantification of financial interests is not required.

3. Relevant interests in this context are as follows:

(a) Directorships, including non-executive directorships, of, or employment by, public or private companies likely or possibly seeking to do business with the University.

(b) Significant shareholdings in public or private companies, or ownership or part-ownership of, or employment by, businesses or consultancies likely or possibly seeking to do business with the University.

(c) Remunerated or honorary positions and other connections with higher education institutions or other public bodies which may reasonably be expected to give rise to a conflict of interest.

Register of Interests

4. A formal register of interests is maintained and published on the University's website for Court members, the University Secretary and the Director of Finance. The full Register is made available to the public, on request at Old College.

5. The Register includes details of all directorships and other relevant interests which have been declared both by Court members and senior officers as defined in paragraph 3 above.

6. The Register is kept up to date. Members should notify any new relevant interests as they arise, but in any case the Register will be kept up to date by means of an annual survey to be carried out by the Head of Court Services. Court members are also expected to register any gifts and hospitality offered to them in relation to their role on Court aside from those offered by the University itself, such as University catering. These should be notified to the Court Services Office as they arise.

Conduct of Meetings

7. It is recognised that it will not always be possible for members and officers to foresee what matters might arise in Court business and hence to include all relevant interests in the Register. The Court therefore attaches particular importance to declaration of interests in relation to business as it arises at meetings. A Court member or officer who has a clear and substantial interest in a matter under consideration by the Court should declare that interest at any meeting where the matter is to be discussed, whether or not that interest is already recorded in the Register or in the minute of a previous meeting. At the discretion of the Chair/Convener, the interest should be noted and, if it is relatively minor, the member should fully participate in the item of business. Otherwise, the member concerned should not participate in discussion and/or not vote on a decision and/or should withdraw from the meeting during the relevant discussion or decision at the Chair's/Convener's discretion. In any cases of doubt, Court members and officers are urged to consult the Chair/Convener, Vice-Convener of Court or the Court secretariat in advance of discussion of an item in which they believe they might have a relevant interest.

Membership of Committees

8. The same principles apply to membership of University Committees by members of the Court, members external to Court and the University and senior officers as set out above in regard to membership of Court itself.

Dr Lewis Allan, Head of Court Services invites members to update their entries in the register once a year, but members are also asked to inform Dr Allan immediately if significant changes occur in their circumstances which warrant amendment of their current entry straightaway.

Charities and Trustee Investment (Scotland) Act 2005

Members of Court are formally trustees of the University which is a registered charity under the above Act. This places upon them general duties which are set out in Appendix 1. Members of Court on appointment are asked to confirm that they will comply with these general duties of a charity trustee and that they are not disqualified from acting as a trustee by virtue of the disqualifications listed.

As a result of the merger with Edinburgh College of Art, from 1 August 2011 the University Court is also the single corporate Trustee of the Andrew Grant Bequest and the holder of the Edinburgh College of Art endowments. Specific arrangements are in place in respect of the Andrew Grant Bequest which has separate charity status.

Bribery Act 2010

The Bribery Act came into force on 1 July 2011. The University has developed an Anti-Bribery and Corruption Policy which was approved by Court on 7 November 2011 and is attached as Appendix 2. Members of Court are required to comply with this Policy.

Membership of Court

The Court's Skills' Register, developed in response to the Scottish Code of Good Higher Education Governance identifies the following key skills, experience and knowledge required to ensure an effect Court:

- Financial experience and/or audit and risk oversight experience
- Property and estates management experience and/or knowledge of the construction sector
- Experience in human resources and/or equality and diversity issues
- Experience in philanthropic fundraising
- Experience in Information Technology or Information Management
- Experience of dealing with strategic issues of a large business, commercial or public-financed organisation, operating at senior management or board membership level
- Experience of partnership working for or with Research Councils, relevant charities or community-based or relevant public or government organisations
- Experience of research management within or outwith the higher education sector and/or knowledge of commercialisation of research and entrepreneurship
- Involvement in improving the student experience or in management, teaching, or on-line learning in the secondary, further or higher education sectors
- Experience of the political, regulatory or legal framework in which the higher education sector operates
- Knowledge and understanding of approaches to ensuring sustainability and social responsibility within large complex organisations
- Knowledge and understanding of the international environment in which the higher education sector operates

On appointment/election members of Court will be invited to complete a self-assessment pro-forma and the information provided is used to complete an anonymised Court's Skills' Register. This information will be updated on an annual basis. The Nominations Committee will ensure that the identified key skills, experience and knowledge criteria remain fit for purpose.

Great significance has also been placed on ensuring that those appointed/elected to Court and external members on Court Committees understand the duties and

responsibilities of Court/Committee membership. The Vice-Convenor of Court and the University Secretary have intimated that they are pleased to discuss membership with any individual considering putting their name forward for appointment/election.

Court's powers in regard to individual membership are restricted to co-option of up to eight members. Recommendations for co-option are brought to Court by the Nominations Committee. When a vacancy or potential vacancy arises for a co-opted member, the University places advertisements on its and appropriate other web sites and in suitable publications seeking expressions of interest. Court places significant importance on ensuring an open and transparent approach to appointment of co-opted members with individuals being selected on a skills basis and encourages a similar approach from those bodies appointing or electing members to Court. Court also wishes to encourage applications from all sectors of the community, particularly from traditionally under-represented groups. It adopts a best practice approach in respect to equality and diversity and has approved a University Court Equality and Diversity Policy.

The University has also approved a generic job description for co-opted members based on the criteria in the skills' register which will be reviewed as appropriate by the Nominations Committee. The Vice-Convenor of Court, a co-opted member of Court, is also appointed through a transparent and open recruitment process managed by the Nominations Committee. A specific job description has been approved for this role which is similar to that of Chair of institution in many other Universities in that the Vice-Convenor is responsible for the leadership of the University Court and will preside at Court meetings in the absence of the Rector.

The Scottish Code of Good Higher Education Governance states that lay members who are appointed by the governing body must be appointed for a given term, which may be renewable, subject to satisfactory performance. The renewal of any appointment must not be automatic, but should be recommended by the Nominations Committee. Service beyond three terms of three years, or two terms of four years, should be avoided (exceptions, such as retention of a particular skill or expertise, may be permitted, but must be explained). After this point members should normally retire and be replaced by new members. Such limits on periods of office should also be observed by those constituencies which appoint or elect members to the governing body.

Membership of other governing bodies

Court has agreed that it is good practice for any member of a governing body to accept appointment as a governor of another institution in the higher education sector but only after satisfying themselves that no conflict of interest will arise, and after consulting the Vice-Convenor of Court/Chairmen of the two governing bodies concerned.

Whistleblowing

A Code of Practice on reporting malpractice by members of the University community was adopted by the Court on 10 July 2000. The Court wholeheartedly accepts that staff and students may speak freely and without being subject to disciplinary

sanctions or victimisation about academic standards and related matters, providing that they do so lawfully, without malice, and in the public interest.

Under this Code, a Lay Member of Court is appointed to whom individuals may bring matters of concern. Mr Alan Johnston has been appointed to serve in this capacity from 1 August 2017 and information on how Mr Johnston can be contacted is available on the University's web site.

Removal of Members of Court

The Court will expect an appointed or elected member who is in gross or persistent breach of this Code of Conduct to resign, and will reserve the right to draw such a situation to the attention of the individual and the individual's appointing/electing body. Such a breach may occur through persistent absenteeism, medical incapacity or legal impediment such as criminal conviction for dishonesty, or such other behaviour as may be deemed inimical to the good standing of the Court. Edinburgh Ordinance No 200 confers powers upon the Court to enable it to remove co-opted members for gross or persistent breaches of this Code of Conduct in accordance with the process set out in Resolution No. 28/2000. The Nominations Committee would consider if there was a case for removal of a co-opted member and advise Court on the outcome of its determination.

Performance Development and Review

Members of Court carry heavy responsibilities as governors, and as charity trustees, but serve on a voluntary basis. Whilst the Court is a body corporate with collective responsibility, its effectiveness is dependent on the contributions of the individual members. It is therefore very important for Court members to be able to contribute as effectively as possible to its work, and that they should feel able so to do. It is the responsibility of University officers to put in place a framework for support and development of Court members which is accepted by Court as fit for purpose in this context.

The nomenclature associated with such a framework – 'appraisal', 'developmental', 'review', 'support' or whatever, is less important than its content and effectiveness: the crucial requirement is that the process should be rigorous, meet members' needs, which may vary, and maximise Court's effectiveness.

Some Court members serve for one year only (student members), but most serve for three years (co-opted members) or four years (General Council, Non-teaching Staff, Chancellor's and Senate Assessors), normally with the possibility of renewal.

Against this background an appropriate framework for supporting members in fulfilling their responsibilities was approved by Court on 15 December 2008:

- Towards the end of the first year of Court membership, there will be a private and frank discussion with the Vice-Convener of Court and the University Secretary on the way in which the member feels they are contributing, whether best use is being made of their expertise and experience and on any barriers to effective contribution, noting in particular the nature of any specific

support or assistance the member may feel to be necessary to enable them to be fully effective, and any particular views the member may have on improving the effectiveness of the Court collectively. Where a member convenes a Court Committee, the discussion will cover that also. The member or the Vice-Convenor of Court can ask for part or all of this meeting to be confined only to the two of them if they so wish.

- A Court member or the Vice-Convenor of Court can request a meeting toward the end of the second year of Court membership if they so wish. This may be particularly relevant where consideration needs to be given to the extension of membership of a co-opted member.
- Towards the end of the third year of Court membership there will be a further similar meeting, but the nature and content would depend on whether membership was continuing into the next year.

General issues arising from these meetings will be collected and proposed actions reported to Court as appropriate. Individual issues are confidential to participants in these meetings. A pro-forma was approved by Court at its meeting on 8 November 2010 to help in focussing discussions for both parties at these performance development and review meetings.

These arrangements were reviewed and confirmed as part of the work to consider the Scottish Code of Good Higher Education Governance. In addition, in order to comply with this Code, Court agreed to appoint a lay member as an Intermediary Court Member with responsibility to assist in the performance review of the Vice-Convenor of Court acting as an intermediary to enable Court members to raise concerns regarding the conduct of Court or the Vice-Convenor. Sheriff Principal Bowen was appointed to this position from 1 August 2014. The review of the performance of the Vice-Convenor of Court, undertaken on an annual basis, forms part of the general support arrangements for the Vice-Convenor of Court and will include views from Court Members, via the Court intermediary. The process of review may vary (eg questionnaire), but it is intended that the University Secretary and the Intermediary Court Member will have a private discussion with the Vice-Convenor of Court.

Acknowledgement of this Code

In keeping with guidance, new members of Court and, as appropriate, members of Court Committees and Senior Officers are asked, by means of a letter sent confirming appointment, to acknowledge that they are familiar with this Code and understand their obligations under it. The Scottish Code of Good HE Governance sets out requirements in respect of the letter of appointment/welcome for Court members and the current letter was reviewed and amended to ensure it remained fit for purpose and complied with the requirements of the Code. The appointment/welcome letter is published on the University's website.

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