



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: 2023). 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. 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. The member concerned must withdraw from participation in the relevant business. In any cases of doubt, Court members and officers are urged to consult the Chair/Convener, Senior Lay Member 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.

Members will be invited to update their entries in the register once a year and are also asked to inform the Court Services Office (court@ed.ac.uk) at any point if changes occur in their circumstances which warrant amendment of their current entry.

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 last updated on 1 August 2019 and is enclosed with this Code. Members of Court are required to comply with this Policy.

Membership of other external boards/governing bodies

Court has agreed that it is good practice for any member of a governing body to accept appointment as a member of an external organisation's board/governing body

after satisfying themselves that no conflict of interest will arise, and after consulting the Senior Lay Member or University Secretary and the Chair of the external board/governing body 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. Sarah Wolffe KC serves in this capacity from 1 August 2020 and can be contacted via court@ed.ac.uk.

Removal of Members of Court

The Court will expect any member who is in gross or persistent breach of this Code of Conduct to resign. 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. The Higher Education Governance (Scotland) Act 2016 has made explicit the ability for the Court to remove one of its members (subject to certain conditions) should they not voluntarily resign having been in gross or persistent breach of this Code.

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.

A framework for supporting members in fulfilling their responsibilities was approved by Court in December 2008:

- Towards the end of the first year of Court membership, there will be a private and frank discussion with the Senior Lay Member 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 Senior Lay Member 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 Senior Lay Member 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 in 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 Senior Lay Member and to enable Court members to raise concerns regarding the conduct of Court or the Senior Lay Member. Frank Armstrong has served in this position from 1 August 2021.

Acknowledgement of this Code

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.

December 2023