



University Court Standing Orders

Reviewed February 2023

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PART 1 – PRELIMINARY MATTERS

1. COMMENCEMENT AND DURATION

These Standing Orders are made under Schedule 1 Article 31 of The Abertay University (Scotland) Order of Council 2019 and are to be read in conjunction with the provisions of the Order. They come into effect and will apply from the date of approval by Court, and they will remain in effect until varied or revoked by Court. It is not competent to vary or revoke any part of the Standing Orders which express a statutory provision of the Order.

2. DEFINITIONS

In these Standing Orders the following words and expressions bear the following meanings:

“University” means Abertay University.

“Court” means the governing body of the Abertay University.

“Order” means the Abertay University (Scotland) Order of Council 2019.

“Scheme” means the Dundee College of Technology Scheme 1975 as amended by the Order.

“member” means a member of Court.

“Principal” means the Principal & Vice-Chancellor of the University.

“Committee” means any Committee or Sub-Committee established by Court.

“Chair” means the Chair of Court and “chair” means the chair of a meeting whether of Court or a Committee.

“Secretary” means the Secretary to Court.

“Deputation” means a representative of a group or organisation who requests to speak at a meeting of the Court or a Committee

3. APPLICATION OF STANDING ORDERS TO COMMITTEES

These Standing Orders shall apply *mutatis mutandis* to Committees of Court, except insofar as a specific matter is identified as relating to Court one or where alternative provisions apply to a particular Committee (such as a quorum) but may not be varied or revoked by Committees.

4. REGULATIONS

These Standing Orders comprise part of the regulations of Court which include (i) the Standing Orders, (ii) the Scheme of Delegation; and (iii) the Financial Regulations (including the Procurement Regulations), together with such other rules, regulations and procedures as Court shall from time to time approve.

5. APPLICATION OF ORDER TO STANDING ORDERS

The relevant provisions of the Order are incorporated into these Standing Orders, and where this is done it is indicated by a reference in square brackets.

PART 2 – CHAIR OF COURT

6. CHAIR AND VICE-CHAIR OF COURT

6.1 Appointment of Chair

Court shall appoint a Chair and Vice-Chair when the post concerned falls vacant in accordance with the Order. The Chair is to be appointed in accordance with the Higher Education (Scotland) Act 2016 and the regulations agreed by Court. Staff members and *ex-officio* members are not eligible for appointment as Chair of Court.

6.2 Appointment of Vice-Chair

The Governance & Nominations Committee shall receive and consider nominations from all members of Court for the post of Vice-Chair. Nominees must be proposed by a member of Court and seconded by another member of Court. If more than one nomination is received, the Vice-Chair of Court will be selected by a secret ballot in which each member of Court will have one vote. Staff members and *ex-officio* members are not eligible for appointment as Vice-Chair of Court.

6.3 Period of Office

Appointment to the position of Chair is for a period of three years. The Chair may be re-appointed for a further and final period of three years by agreement of the Court on the recommendation of the Governance and Nominations Committee, without recourse to a further election. In making such a recommendation, the Committee will follow the process set out in the regulations for the appointment of the Chair of Court.

Appointment to the position of Vice-Chair is for a period of up to three years. On completion of a term of office, the Vice-Chair may be considered for re-appointment provided they remain eligible for office under articles 9 and 10 and have not vacated the office of member under article 14 of the Order.

No member shall normally hold the office of Chair or Vice-Chair for longer than a consecutive period of six years.

6.4 Presiding at Court

The Chair shall preside at meetings of Court, and in their absence the Vice-Chair shall preside; in the absence of both the Chair and the Vice-Chair, those members of Court who are present shall appoint a Chair from amongst the lay core membership present to preside at the meeting concerned.

6.5 Powers and Duties of the Chair

6.5.1 The Chair will (i) preserve order and ensure that every member is allowed a fair hearing and give due and sufficient opportunity to express their views on the subject under discussion; and (ii) decide upon all matters of order, competency, and relevancy, and upon the interpretation of these Standing Orders.

6.5.2 The decision of the Chair on all matters within their competency shall be final and shall not be open to question or discussion. Due deference will be paid to the authority of the Chair at all times. On commencing to speak, the Chair shall be heard without interruption and no member shall speak until the Chair has ceased speaking.

6.6 Intermediary

Court shall appoint one of the lay members to serve as an intermediary for other members who might wish to raise concerns about the conduct of Court or the Chair. The term of appointment will be two years with the possibility of renewal for a further two years subject to Court approval. The maximum term of appointment will be four years.

PART 3 - MEETINGS

7. MEETINGS

7.1 Ordinary meetings

Ordinary Meetings of Court shall, except as provided below, be held at least once a term and not less than four times in each academic year. Meetings shall be held at such dates and times as may from time to time be determined by Court, and shall, unless otherwise determined by the Chair, or in their absence the Vice-Chair, take place within University premises, with an option for Members to join online if circumstances require this.

7.2 Special meetings

A Special Meeting of Court shall be called at any time by the Secretary to Court on receipt of a request in writing for that purpose from the Chair or from any three members for any cause which seems to them to be sufficient, specifying the business proposed to be transacted at the Special Meeting. Special Meetings shall be convened within fifteen working days of receipt of a request and shall transact only the business specified therein. A Special Meeting will be held if required in each year specifically to consider, and if thought fit approve, recommendations from the Chair's Committee of Court as to the co-option of members.

7.3. Online meetings

For the avoidance of doubt, any meeting of the Court, ordinary or special, may be conducted wholly or partially online, or in any combination of virtual and real life. The business of a Court meeting conducted in online or mixed mode and the decisions taken have the same validity as when the Court is wholly convened in real life.

7.4 Notice of meetings

Notice of all meetings of Court shall be given by the Secretary to Court, specifying the date, time and place of the meeting, together with the business to be transacted. At least seven days' notice of all meetings of Court shall normally be given. The Chair, or any member of Court authorised by the Chair, may convene a meeting on less than seven days' notice, but no resolution or motion carried at that meeting shall be valid unless two-thirds of the members present and voting have voted in favour of it, or unless it is confirmed at a subsequent meeting of Court on the usual notice being given.

7.5 Alteration of date of meeting

The Chair or, in their absence, the Vice-Chair, may in special circumstances (of which the Chair or Vice-Chair shall be sole judge) alter the date of any Ordinary Meeting of Court.

8. VALIDITY OF PROCEEDINGS

No failure or defect in the appointment or co-option of any member, and no vacancy in the office of member, shall prevent Court from acting in the execution of its functions, nor shall any act or proceeding of Court or any of its Committees be invalidated or be illegal by reason of or in consequence of any such vacancy or of any such failure or defect in the appointment of any one or more members provided that the number of members entitled to act shall not thereby be reduced below fifteen.

9. QUORUM

9.1 Nine members shall constitute a quorum at all meetings of Court, six of whom should be lay members. If within ten minutes after the time appointed for the meeting, or if before the business of any meeting has been completed, the number of members present does not meet the quorum, the members present shall resolve to adjourn the meeting *sine die*. A Special Meeting may be summoned as soon as is convenient and on such a date or at a time as the members present may determine and the meeting may be reconvened on less than seven days' notice being given.

9.2 All questions shall be determined by a majority of votes cast by the members present. In any case where there is an equality of votes cast, the Chair shall have a second or casting vote in addition to a deliberative vote.

10. ORDER OF BUSINESS

10.1 The Chair may vary the order of business specified on the agenda at any meeting so as to give precedence to a specific matter.

10.2 Except where the order of business is varied as provided for in above, the order of business at ordinary meetings of Court will be:

- (i) to choose a member to take the chair if the Chair and Vice-Chair are absent;
- (ii) to deal with *Preliminary Matters* which shall include approval of the minutes of the previous meeting of Court, and any subsequent Special Meetings, as a correct record; and any matters arising from the minutes, and dealing with matters relating to the membership of Court or its Committees;
- (iii) to deal with *Matters for Discussion* and, if necessary, *Approval* or *Homologation* brought before Court including any reports from the Principal or other officer of the University;
- (iv) to deal with *Matters for Approval* of Court;
- (v) to consider *Matters for Information* submitted to Court;
- (vi) to deal with Miscellaneous Matters where appropriate; and
- (vii) to deal with Reserved Areas of Business.

11. AGENDAS AND MINUTES

11.1 The Secretary shall place on each agenda notice of all business, except for such urgent business as may be required to be brought before Court by direction of the Chair. All matters for inclusion on the agenda shall be received by the Secretary not less than 10 clear days before the scheduled date of the meeting.

11.2 The agenda for a meeting of Court together with the minutes of the previous meeting of Court and such other papers as are referred to on the agenda shall normally be dispatched to each member by the Secretary not less than seven clear days before that meeting.

11.3 With the exception of urgent business brought before a meeting by direction of the Chair, no business shall be transacted at a meeting of Court other than that specified on the agenda.

11.4 The late circulation of papers will not preclude their consideration at any meeting of Court unless Court so decides. The Chair or at least three members

present may require Court to decide or if necessary, vote on whether papers which have been circulated late should be precluded from consideration at a meeting.

11.5 A minute of each meeting of Court will be prepared recording the members present, the business transacted, and the decisions reached, and will be submitted to the following meeting of Court for consideration and approval.

12. RESERVED AREAS OF BUSINESS

Certain items may be deemed reserved. This includes those items containing personal or commercially sensitive information, or any other matter which Court may deem to be a reserved area of business. When reserved business is being considered, observers and those members with a potential conflict of interest shall withdraw from the meeting, or that part of the meeting, unless invited to remain by virtue of a resolution passed by a majority of votes cast at the meeting.

13 RECEPTION OF DEPUTATIONS

13.1 Every application for the reception of a deputation shall be made in writing, duly signed, addressed and delivered to the Secretary not less than seven clear days prior to the date of the meeting at which the subject may be considered. The application shall state the subject on which the deputation desires to be heard and the action (if any) which the deputation proposes should be taken thereanent.

13.2 In any case where a deputation has been received and heard by any Committee of Court the deputation may thereafter, if so resolved by Court, be received and heard by Court at the meeting at which the relevant minute of that Committee is submitted **provided** that (a) if any question is being submitted to Court for a final decision without a deputation having appeared before the appropriate Committee, a deputation on such subject may be received and heard by Court if Court so resolves; and (b) if a minute of a Committee or a portion thereof is submitted to Court only for information on account of the subject of the minute or portion thereof having been delegated to such a Committee, a deputation on the subject shall not be received by Court.

13.3 Any member may put any relevant question to the deputation, but no member shall express an opinion upon, nor shall Court discuss, the subject on which the deputation is being heard until the deputation has withdrawn.

14. PRIVACY OF PROCEEDINGS

14.1 Meetings of Court and its Committees are not open to non-member staff, non-member students, the general public or the media. However, Court may resolve at any meeting to admit any person not being a member to a particular meeting or meetings; for example, those officers attending meetings to advise Court or its Committees; subject to such conditions as to reporting or otherwise as it deems appropriate.

14.2 Matters discussed by and at meetings of Court are confidential to Court, unless Court deems otherwise although, other than for reserved areas of business, agendas, papers and minutes of meetings of Court are made available after meetings on the University intranet and otherwise made available outside the University on request. Non-reserved minutes of meetings are published on the external website. Some papers may be subject to disclosure restrictions under the terms of the Freedom of Information (Scotland) Act 2002 and may be identified in this context as 'Confidential'. In such cases, parts or the whole of the paper may be disclosed, but, in all cases, the release of the information will be overseen by the Secretary to Court.

PART 4 – PROCEDURE AT MEETINGS

15. DEBATE

15.1 Conduct of Debate

The Chair shall decide the order in which members speak. Any member wishing to speak at any meeting shall, when called upon by the Chair, address the Chair and direct their remarks to the item or question under discussion, to a point of information, or to a point of order. The Chair shall rule on the relevance or appropriateness of any contribution to a debate and rule on the length and number of contributions made by any member.

15.2 Motions and Amendments

15.2.1 The import of all motions and amendments shall be stated immediately on their being proposed to the meeting by the mover and will not be discussed without having been proposed and seconded. No member shall move or second more than one amendment to a motion. The proposer of a motion may with the agreement of the seconder and of Court alter a motion after it has been proposed if the alteration could have been moved as an amendment thereto.

15.2.2 All amendments must be relevant to, and a modification of, the motion and shall not have the effect of introducing a materially new issue or of negating the motion. Where a motion or an amendment has been duly seconded it shall not be altered in substance or withdrawn unless the proposer and seconder agree and there is a majority of the votes cast in support of such action.

15.2.3 Where an amendment to an original motion has been moved and seconded, no further amendment shall be moved until the result of the vote on the first amendment has been intimated. If an amendment is rejected, further amendments may be moved. If an amendment is carried, it shall take the place of the original motion, and shall become the motion upon which any further amendments may be moved, and shall become the motion on which the question shall be put.

15.2.4 A motion for the approval of a minute of a Committee or part of such a minute shall be considered to be an original motion, and if and when moved, any other motion involving alteration or rejection of such a minute shall be dealt with as an amendment. The chair of a Committee shall have the prior right to move the approval of the minute of any meeting of that Committee or any part of such a minute.

15.2.5 A motion or amendment moved but not seconded shall not be put to the meeting nor shall it be recorded in the minute unless the mover so requests.

15.2.6 Motions and amendments shall, if requested by the Chair, be provided in writing to the Secretary of the meeting before any vote is taken thereon.

15.3 Closure of Debate

At any meeting, the Chair may, in their sole discretion, move a motion or amendment for closure. Such motion or amendment shall be moved and seconded without discussion and shall then be put to the vote. If the motion for closure is not carried, the debate may resume. A motion for closure shall not be made during a speech unless the Chair shall reasonably determine that this will expedite the business of the meeting.

15.4 Points of Order

A member may, at any time during a debate, raise with the Chair a point of order arising from the debate provided this is done as soon as it arises. The member speaking at this time will give way to a member raising a valid point of order who will then speak to the point of order. The Chair will hear such other members on the point of order as they deem necessary and will rule upon the point of order either then or after adjournment of the meeting for such time as they consider necessary, after which the member addressing Court at the time when the point of order was raised will (if the ruling permits him or her to do so) continue to speak, giving effect to the ruling of the Chair.

15.5 Questions

A member may put a relevant question to the Chair relating to the matter under discussion, the Chair's decision as to relevance being final. No discussion shall be allowed on any question put or answer given concerning any matter not appearing on the agenda, or not being judged relevant by the Chair to the matter under discussion.

16. VOTING

16.1 Mandates

Members are appointed to membership of Court on a personal basis and are not and will not be bound by mandates given to them by other persons or organisations.

16.2 Voting

Votes will be taken by a show of hands recorded by the Secretary or, if considered appropriate by the Chair on advice from the Secretary, by a rollcall taken by the Secretary and the result shall be determined by a majority of the members present and voting. After the Chair or the Secretary has announced the issue on which a vote is to be taken, no member shall interrupt the proceedings until the result of the decision has been intimated, except only where a member's name has not been called. The result, including the numbers voting for and against or abstaining, shall be recorded in the case of a vote by a show of hands in the minutes; and in the case of a roll-call vote by recording in the minutes the result and the names of members voting for or against the motion or abstaining. In the event of equal votes being cast for and against, the Chair shall request a second vote and if on the second occasion the votes remain equally cast, the Chair shall have a second or casting vote in addition to their deliberative vote.

17. RESCINDING OR VARYING DECISIONS

17.1 Resolutions made by Court may be rescinded or varied at a subsequent meeting if due notice of the intention to rescind or vary that resolution has been given as a specific item on the agenda for that meeting and if a majority of members at that subsequent meeting agree.

17.2 The alteration or revocation of any resolution of Court revocation of any resolution of Court shall not affect or prejudice any proceedings, action or liability competently done or undertaken under any resolution prior to its alteration or revocation.

18. SUSPENSION OF MEMBERS

18.1 If any member disregards the authority of the Chair, obstructs the meeting or, in the opinion of the Chair, conducts him/herself offensively at the meeting, the Chair may either:

- (a) move that the member be suspended for the remainder of the meeting, in which case a motion to that effect shall be made and seconded without discussion and forthwith put to the meeting; or
- (b) in the case of Committees of Court, report the conduct to the Chair of Court with a recommendation that the member be suspended.

18.2 In the event of a motion to suspend being carried, the member suspended shall forthwith leave the meeting and shall not, without the consent of the Chair, again enter the meeting. If the member refuses to leave or attempts to re-enter the meeting without the Chair's consent, they may be immediately removed on the order of the Chair by an officer of the University or any other person so authorised by the Chair.

18.3 In the event of such a motion not being carried, the Chair may, at their sole discretion, proceed as if a state of disorder had arisen at the meeting.

19. ADJOURNMENT OF MEETINGS

19.1 The Chair may adjourn any meeting in the event of disorder arising or for any other good or sufficient reason as to which the Chair shall be sole judge, and the quitting of the chair by the Chair of the meeting shall signify that the meeting stands adjourned. On so quitting the chair, the Chair shall specify a time on the same day as they may deem appropriate at which the meeting shall be resumed and if they refuse or fail to so specify and leave the meeting, it shall be competent for the remaining members to have the meeting resumed in accordance with the provisions in paragraph 6.3 governing the absence of the Chair from a meeting.

19.2 During any meeting it shall be competent for a member to move that the meeting shall be adjourned, and such a motion may be moved at any time otherwise than in the course of a speech by another member provided that an interval of not less than 30 minutes has elapsed since any previous motion for adjournment has been rejected. Such a motion, which shall have precedence over all other motions, shall be moved and seconded without discussion and forthwith put to the meeting. If the motion is carried, the meeting shall thereupon stand adjourned and it may be resumed at such later date or on the same day as the Chair and members present at the meeting may fix at the time of adjournment.

19.3 Where a meeting is adjourned and is not resumed in terms of paragraph 19.2 above, it shall be resumed on such other date as may be fixed by the Chair.

19.4 When an adjourned meeting is resumed, the proceedings shall be commenced at the point at which they were interrupted by the adjournment.

PART 5 – MEMBERS OF COURT

20. RESPONSIBILITIES OF MEMBERS INCLUDING POTENTIAL CONFLICTS OF INTEREST

Note: Members' responsibilities are outlined in the 'University Court: Statement of Primary Responsibilities' document. A Register of Members' Interests is maintained by the Secretary in accordance with rules approved by Court from time to time and is made publicly available on the University's website.

20.1 Disclosure of Interest and of gifts and hospitality

20.1.1 A member is required to disclose, and the Secretary shall where necessary intimate to the meeting that a member possesses or is deemed to possess, an influencing or pecuniary interest, direct or indirect, which they may have in relation to a contract, proposed contract or other matter under consideration by Court or a Committee of Court prior to or at any meeting of Court or such Committee which will consider such contract, proposed contract or other matter.

20.1.2 The Chair will require any such member to withdraw from the meeting while any contract, proposed contract or other matter in which such member has or is deemed to have an influencing or pecuniary interest as aforesaid is under consideration, provided that on the advice of the Secretary the member may be allowed by Court or the Committee of Court to remain, but in the event that they is allowed to remain such member shall not be entitled to speak or vote in relation to the contract, proposed contract or other matter under consideration.

20.1.3 Members are required to disclose to the Secretary any gifts and/or hospitality offered to them in relation to their role as a member of Court by a third party in line with the requirements of the University's Financial Regulations.

Note. The Secretary maintains a Register of Members' Interests and will advise in cases where there may be a conflict or potential conflict of interest.

21. COLLECTIVE RESPONSIBILITY

Note The Scheme provides that Court is a body corporate with perpetual succession. The powers and responsibilities of Court are exercised in a collective manner, Court being a separate legal entity distinct from its individual members. Provided that members of Court act in good faith, act reasonably, diligently, honestly and do not cause or permit the University to exceed its legal powers, they are unlikely to have a personal liability for the collective decisions of Court.

21.1 If a member of Court disagrees with a decision, they should raise their concern, attempt to persuade members by debate, vote against a proposal and/or have their concerns about a decision noted and minuted, but must observe and

support the collective principle of corporate governance with respect to the final decision taken by Court. Members have a duty to stand by a decision taken by Court, even when it is not unanimous, and regardless of whether a member was present at the meeting when the decision was taken.

22. PUBLIC STATEMENTS AND CONFIDENTIALITY

Court may release such public statements or excerpts from minutes at such times and in such manner as it may in its discretion from time to time decide. Members should not comment publicly on or release individual statements or documents on matters relevant to the business of Court without specific approval from the Chair or the Secretary.

23. APPOINTMENT OF MEMBERS OF COURT TO SERVE ON COMMITTEES OF EXTERNAL ORGANISATIONS

Court may, in appropriate cases, appoint a member or members to serve on a committee of an organisation external to the University. Where the procedures of the external organisations concerned permit such action, Court may require those members appointed by it to provide it with reports of the proceedings of the external organisations on which they serve.

24. RESIGNATION OR REMOVAL OF MEMBERS OF COURT

In the event of a member appearing *prima facie* to have vacated their office as a member in terms of Article 14 of the Order or for other cause deemed appropriate by Court, the Secretary will submit, after investigation and having consulted where possible with the member in question, a report thereon to Court. Court will determine whether the member in its view has vacated their office as member and, if so, will declare their place as a member of Court vacant; such resolution having been passed by a majority of members present. The person who is the subject of such a resolution, if so passed, may seek a review in order to have the resolution reconsidered or quashed in line with section 13 2 c of the Higher Education Governance (Scotland) Act 2016

[Article 14]

25. ATTENDANCE AT MEETINGS

In order to ensure the effective and efficient discharge of the business of Court and its Committees, it is important that members of Court attend meetings on a regular basis. Where a member of Court has unexplained non-attendance at three consecutive meetings of Court or three consecutive meetings of the same committee of Court, the matter will be referred to the Chair of Court for consideration.

PART 6 – COMMITTEES OF COURT

26. ESTABLISHMENT OF COMMITTEES

26.1 Court shall establish such Committees as it thinks fit, appoint the chair of each Committee, confer on each Committee such powers and functions as it deems necessary, and determine the membership and remit of each Committee, including delegated authority as appropriate.

26.2 Any Committee may establish Sub-Committees and determine their membership and functions provided such establishment is reported to Court and that they comply with these Standing Orders as to their establishment and operation.

26.3 The remit, membership, quorum and secretarial designation of each Committee and Sub-Committee established by Court form part of these Standing Orders, and are published on the University's intranet and available from the Secretary.

26.4 If Court or its Committees establish a working group, it should clearly define the remit and the timescale within which this group shall work. The working group should be wound up when its function has been fulfilled.

27. APPLICATION OF STANDING ORDERS

Notwithstanding Article 3 above, the following specific Articles apply to Committees: 6.3, 6.4, 8, 11-22.

28. DELEGATION TO COMMITTEES

While Court may delegate powers to its Committees, Court may review or recall the delegation in general or in regard to a specific matter where it may deal with that matter. Court has the power at any time, subject to any statutory restrictions to the contrary, to vary, extend, restrict, or recall any power or function delegated by it to a Committee.

29. MINUTES

The minutes of all Committees shall be submitted timeously to Court for information.

PART 7 - MISCELLANEOUS

30. REVIEW OF STANDING ORDERS

Court will keep under review these Standing Orders to ensure that they continue to support its working effectively and will review them formally at least once every five years.

31. SUSPENSION OF STANDING ORDERS

Court may suspend any part of these Standing Orders during a meeting for a particular item under discussion on a motion carried by a majority of the members present and voting.