

Date

Name/Address

Dear

On behalf of the University Court I am writing to set out the terms of your appointment as a member of Court and to confirm that you understand your responsibilities as a governor of the University.

The Court requires that you **confirm in writing** that in accepting your appointment as a member of Court you understand and agree to adhere to the terms of your appointment as set out in this letter. In accordance with the Court's Code of Conduct for members, I am also **enclosing** a register of interests and declaration of confidentiality form which I would also be grateful if you could complete and return. This will be made publicly available on the University's website.

Appointment

Your appointment is with effect from XXXX to XXXX.

The key aspects of your role as a governor are highlighted in this letter. Further details on the responsibilities of the Court and its members are provided in the Court Guidelines, available online at <https://www.abdn.ac.uk/staffnet/governance/court-information.php>. Your attention is drawn, however, to the attached 'Code of Conduct for Members' adherence to which is a condition of your appointment as a member of Court. You should note in particular the guidance this provides on confidentiality and the registering of interests and gifts/hospitality offered to you in your capacity as a member of Court. I am obliged to advise you that failure to abide by the Code of Conduct for Members may result in the Court invoking its formal procedure for the removal of members.

Charities and Trustee Investment (Scotland) Act 2005

Members of Court are also formally Trustees of the University as a charity. By accepting this appointment, you are also confirming that under the above Act you are not disqualified from serving as a Trustee. The Act states that you are disqualified from serving if you are:

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

You are also asked to acknowledge that you understand that under the 2005 Act you have duties and responsibilities in law as a charity trustee as follows:

(1) A charity trustee must, in exercising functions in that capacity, act in the interests of the charity and must, in particular—

(a) seek, in good faith, to ensure that the charity acts in a manner which is consistent with its purposes,

(b) act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person, and

(c) in circumstances capable of giving rise to a conflict of interest between the charity and any person responsible for the appointment of the charity trustee—

(i) put the interests of the charity before those of the other person, or

(ii) where any other duty prevents the charity trustee from doing so, disclose the conflicting interest to the charity and refrain from participating in any deliberation or decision of the other charity trustees with respect to the matter in question

Time Commitment

Overall, we anticipate a minimum time commitment as a member of Court of 10 days per year excluding any induction activities. This will include attendance or participation in four meetings of the Court (one of which is an extended meeting). This does not include any further commitment that the University may invite you to undertake at your agreement such as membership of sub-committees of the Court.

The University is required to declare the attendance of members of the governing body in its annual financial statements. Arrangements can be made for members to participate by video or tele-conference.

By accepting this appointment, you are confirming that you are able to allocate sufficient time to meet the expectations of your role.

Remuneration, Expenses and Insurance

The University will reimburse reasonable receipted expenses incurred by Court members in the course of undertaking University business. The University recognises that governors are not remunerated and therefore will exercise discretion in determining reasonable expenses taking into account the individual circumstances of any claim and the University's policy on expenses for staff. Members are encouraged to continue to check with the Clerk in advance of incurring significant expenditure, particularly in relation to accommodation and travel costs.

I should also make you aware that the University is subject to Freedom of Information legislation in Scotland and that under this we may be required to publish information regarding expenses claimed by governors.

Director's Liability Insurance is in place for members of Court.

Induction and training

The University will arrange for a formal and tailored induction programme for you through further joining information from the Clerk of Court and meetings with key members of staff. The University will bring to your attention higher education specific governor development opportunities and encourages its members to participate in these as they feel appropriate.

Governors are encouraged to discuss with the University at any stage any particular development or training that they feel would be helpful to them.

Role

Each governor is responsible, collectively with fellow governors, for the effective leadership of the University in all its aspects. That translates into more specific responsibilities of which the following are key:

- To play an appropriate part in furthering the values of higher education and the mission of the University of Aberdeen in particular;
- To ensure that the Court exercises efficient and effective use of the resources of the University, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud;
- To exercise oversight in respect of the academic, corporate, financial, estate and human resource functions delegated to the authority of the Principal as chief executive;
- To ensure that Court conducts itself in accordance with accepted standards of behaviour in public life, embracing duty, selflessness, integrity, objectivity, accountability and stewardship, openness, honesty, leadership and respect. Members must at all times regulate their personal conduct as members of the Court in accordance with these standards;

- To establish constructive and supportive but challenging working relationships with the University employees with whom they come into contact, whilst recognising the proper separation between governance and executive management;
- To act fairly and impartially in the interests of the University as a whole using independent judgement and maintaining confidentiality as appropriate;

I hope you will enjoy your time as a governor of the University. You should not hesitate to contact me if you require clarification or further details of any aspect of your role.

Very best wishes

Mrs Caroline Inglis
Secretary to the University

Enc

- Code of Conduct for Court Members
- Register of Interests and Declaration of Confidentiality Form

Appointment as a Member of the University Court of the University of Aberdeen

I confirm that I have read and understood the terms of my appointment as a member of Court as set out in the letter of appointment. I hereby accept the appointment on the terms stated.

Print Name:

Signed

Date:

Please return one signed copy to:

Mrs Caroline Inglis
Secretary to the University
University of Aberdeen
King's College
Aberdeen
AB24 3FX

Code of Conduct for Members of Court

This Code of Conduct applies equally to all members of Court and adherence with it is a condition of appointment to the Court.

The Court recognises that governing bodies are entrusted with public funds and, therefore, have a particular duty to observe the highest standards of corporate governance at all times and to ensure that they are discharging their duties with due regard for the proper conduct of public business. This is a collective responsibility but one which applies equally to individual members of the Court.

The Nine Principles of Public Life in Scotland

The Court wholly endorses the nine principles advocated by the Scottish Government's Model Code of Conduct for Members of Devolved Public Bodies and as recommended by the Scottish Code of Good HE Governance. These nine principles of Duty, Selflessness, Integrity, Objectivity, Accountability and Stewardship, Openness, Honesty, Leadership and Respect, form the basis for this Code of Conduct and are reproduced in full below.

In practical terms, these require that the Court and its members should observe the highest standards of integrity, objectivity and honesty in the transaction of all its business. Members of Court must act fairly and impartially in the interests of the University as a whole irrespective of which constituency they may have been appointed from. Governors must avoid any action which could bring the reputation of the University into disrepute.

Confidentiality

In accordance with Minute 123 of 13 December 2005, members are asked to sign a declaration of confidentiality, unless confidentiality has been waived.

Court papers (including draft minutes) are in general considered to be confidential until after the meeting has taken place although the agenda is made available to staff and students on the website in advance of the meeting. Following the meeting, Court papers except those which are deemed to be confidential are made available to staff and students through the website. Court minutes after they have been approved at the subsequent meeting are made publically available on the website.

Register of Members' Interests

It is well understood that all members of governing bodies must act, and be seen to act, impartially and not be influenced in their role by business, social or other relationships. It is not, however, deemed sufficient to avoid impropriety there must be avoidance of any occasion for suspicion or of the appearance of improper conduct.

The Court, therefore, has a Register of Members' Interests which is available for public consultation on the University's website. Court Members will be invited to complete their entry in the Register on an annual basis, but all members are asked to give the Clerk written notification of any significant additions to or deletions from entries as soon as these are known.

Declaration of Gifts and Hospitality Offered to members of Court

Court members should also register with the Clerk at any time details of any gifts and hospitality (to the value of £50 or over) offered to them in relation to their role on Court (excluding gifts or hospitality offered by the University itself). The University's expenses and benefits policy at section 3 UK Bribery Act and section 115 -117 (Gifts) provides further general guidance on gifts and hospitality as does section 1.6.8 of the Financial Regulations. These are available at:

<https://www.abdn.ac.uk/staffnet/working-here/expenses-and-advances-582.php>

https://www.abdn.ac.uk/staffnet/documents/policy-zone-finance/FINANCIAL_REGULATIONS.pdf

Removal of Members of Court

The Court agreed on 30 September 2015 that it will expect any member who is in gross or persistent breach of the Code of Conduct to resign. In this regard, the Court has put in place a procedure (see attached) which, if required, it may invoke to remove a member of Court who is either in breach of the Code or whose behaviour is deemed to be inimical to the reputation of the Court and the University. The procedure sets out a number of examples of conduct or behaviour which might be deemed to be grounds for removal. The procedure should, therefore, be considered to be integral to this Code of Conduct.

Acknowledgement of this Code

New members are asked in their letter of appointment to acknowledge that they are familiar with this Code of Conduct and that they understand their obligations under it. Individual members of Court are also asked each year – as part of the annual request to complete their entry in the Register of Members' Interests - to confirm their understanding of their responsibilities as members of the University Court and the declaration of confidentiality.

The Nine Principles of Public Life in Scotland

The Scottish Government's Model Code of Conduct for Members of Devolved Public Bodies indicates that the following nine general principles of conduct should be observed in public life:

Duty

You have a duty to uphold the law and act in accordance with the law and the public trust placed in you. You have a duty to act in the interests of the public body of which you are a member and in accordance with the core functions and duties of that body.

Selflessness

You have a duty to take decisions solely in terms of public interest. You must not act in order to gain financial or other material benefit for yourself, family or friends.

Integrity

You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties.

Objectivity

You must make decisions solely on merit and in a way that is consistent with the functions of the public body when carrying out public business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

Accountability and Stewardship

You are accountable for your decisions and actions to the public. You have a duty to consider issues on their merits, taking account of the views of others and must ensure that the public body uses its resources prudently and in accordance with the law.

Openness

You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider public interest clearly demands.

Honesty

You have a duty to act honestly. You must declare any private interests relating to your public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

You have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of the public body and its members in conducting public business.

Respect

You must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times. Similarly you must respect members of the public when performing duties as a member of your public body.

PROCEDURE FOR THE REMOVAL OF A MEMBER OF THE UNIVERSITY COURT

1 INTRODUCTION

- 1.1 The University Court is committed to adhering to the highest standards of corporate governance expected of it as a body entrusted with public funds and, in particular, as set by the Scottish Code of Good HE Governance. This includes a duty to ensure that members of Court discharge their responsibilities as governors and regulate their conduct in accordance with the highest standards of governance, as set out in the University Court's Code of Conduct, adherence to which is part of the terms of the appointment of all members of Court.
- 1.2 The Scottish Code of Good HE Governance requires that a governing body must act to remove a member should they materially breach the conditions of their appointment. Equally, the Charities and Trustee Investment (Scotland) Act 2005 provides for circumstances under which an individual is disqualified from serving as a charity trustee. Accordingly, the Court has approved the following procedure (under Resolution) for the removal from office of a member of the University Court.

2 SCOPE

The procedure applies to all members of Court ie elected, appointed and co-opted members.

3 GROUNDS FOR REMOVAL OF A MEMBER OF COURT

- 3.1 The removal of a governor from office is not a step to be taken lightly. Depending on the circumstances, removal from office could be damaging to an individual's reputation and their career. It is expected, therefore, that the Senior Governor would normally raise with the member the conduct giving rise to concern before the formal procedure for suspension or removal is instigated, unless the Senior Governor considers it inappropriate or impractical to do so in the particular circumstances of the case.
- 3.2 The *prima facie* reasons where the suspension or removal of a member of Court might be invoked may include (but shall not be limited to) the following:
- (a) Persistent absenteeism from Court meetings;
 - (b) Conviction of a serious criminal conviction or relevant civil offence;
 - (c) Actions which bring the University into disrepute;
 - (d) Actions which call into question their ability to uphold the nine principles of Public Life and in particular selflessness, objectivity and honesty in discharging the role of a Governor;
 - (e) Current and significant mental illness;
 - (f) Breach of confidentiality in connection with Court business;
 - (g) Failure to disclose a conflict of interest which has a material impact on the conduct of University business;
 - (h) Disqualification as a charity trustee by virtue of the exceptions specified in the Charities and Trustee Investment (Scotland) 2005 being:
 - 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.
 - (i) Failure to act in accordance with the legal duties and responsibilities of a charity trustee as set out in section 66 of the Charities and Trustee Investment (Scotland) 2005;
 - (j) Serious or persistent non-compliance with the Court's Code of Conduct for Members, or conduct consisting of a failure or persistent refusal or neglect or inability to perform the duties of being a member of Court;
 - (k) Breach of any obligation or duty arising under the University's policies and procedures where relevant;
 - (l) Violent, indecent, disorderly, threatening, abusive, insulting or harassing behaviour or language, deception or dishonesty;
- 3.3 In considering any case, the Court will require that careful consideration is given to the rights of the member concerned and to ensure that a case for removal is not being made simply because the views

of the member were not shared by others or were critical of the University, subject to these being legitimately held and expressed in their capacity as a member of Court.