

Code of Conduct for Members of Court

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1. Introduction

This Code is intended as a guide for members of the University Court:

- to indicate the standards of conduct and accountability which are expected of them;
- to enable them to understand their legal and ethical duties;
- to assist them in carrying out their responsibilities and
- to support their relationship with the University and senior management.

It should be read in conjunction with the following:

- The Abertay University (Scotland) Order of Council 2019
- University Court Standing Orders
- Statement of Primary Responsibilities
- General Role Descriptor for Court members
- Financial Memorandum with the Scottish Funding Council
- Abertay University Financial Regulations
- Higher Education Governance (Scotland) Act 2016
- Scottish Code of Good Higher Education Governance 2023

2. Scope and Definitions

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

3. 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.

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 obligation to outside individuals or organisations that might influence them in the performance of their official duties.

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.

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 exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.

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.

4. Conduct of Business

Members should refer to the University Court Standing Orders which set out the rules for the conduct of meetings.

All agenda, papers, minutes, and discussion at Court are confidential unless Court deems otherwise. The agenda for meetings is published on website and the non-reserved minutes of meetings are published on the external website after they have been approved at the subsequent meeting.

5. Responsibilities of Members

The Standing Orders approved by Court in February 2025 set out the responsibilities of members as follows and are included here for completeness.

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 Service 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.

6. Role of Members

Members of Court and its committees should attend all meetings and prepare in advance of the meeting. They should make an appropriate level of contribution to discussions at meetings and act in the interests of the University as a whole rather than as a representative of any body.

Members should not act individually, or as representatives of a constituency. Some members serve in an ex-officio capacity, some members are nominated or elected by bodies (which include Senate, staff, trade unions, and the Students' Association) and some members are appointed as independent lay members. Once appointed, all members

assume the same responsibilities, obligations and rights and should be expected and supported to participate fully in all governing body business, unless a clear conflict of interest is identified. Members are expected to serve the best interests of the University rather than representing or being accountable to a specific constituency.

As a trustee, each Court member owes the University a duty of care, which means they must give enough time, thought and energy to their duties and make reasonable use of their skills and experience, exercising such care and skill as is reasonable in the circumstances having particular regard to any special knowledge or experience that they have or profess to have.

7. 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. 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 listed¹.

8. Bribery Act 2010

The Bribery Act came into force on 1 July 2011. The University has developed an Anti-Bribery and Corruption Code of Conduct and Policy. Members of Court are required to comply with this Policy.

9. Definitions

For the purposes of this policy document and related policy documents, terms are defined in the Policy Document Library Glossary.

¹ Further guidance available at <https://www.oscr.org.uk/guidance-and-forms/guidance-and-goodpractice-for-charity-trustees/charity-trustee-duties/>

10. Related Policy Documents and Supporting Documents

Legislation	Higher Education Governance Act (2016); The Abertay University (Scotland) Order of Council 2019
Strategy	Abertay Strategic Plan
Policy	Anti-Bribery and Corruption Code of Conduct and Policy The Role of the Chair of Court; The Role of the Vice-Chair of Court; The Role of the Principal and Vice-Chancellor and The Role of the Secretary to Court; The Role of the Court Intermediary and The Role of the Committee Chair; Scheme of Delegation; University Court Standing Orders; University Court Statement of Primary Responsibilities
Procedures	N/A
Guidelines	Scottish Code of Good Higher Education Governance 2023
Local Protocol	N/A
Forms	Court Member Information Form

Appendix 1 – Further Guidance on Declaration of Interests

Declaration of Interests

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.

Relevant interests are as follows:

- (i). Paid employment Members of Court should declare all paid employment. Members who are employees of the University, such as elected staff representatives and ex officio members, do not need to declare this employment.
- (ii). Directorships/Board Memberships Directorships (and their equivalents on, for example, public service boards) should be declared whether the position is remunerated or not.
- (iii). Significant involvement with Organisations This section is designed to cover any other cases of significant involvement which may not be easily described under sections 1, 2 and 3 above.
- (iv). Positions of Authority Members of Court should declare at this point any positions of authority which they hold in organisations, such as Trade Unions, Local Authorities etc., where they might be required to participate in decision making which could affect the University's interests and which could give rise to duality or conflict of interest.

Any other significant pecuniary interest should also be declared. It is likely that such interests would include instances where a member of Court or any other person with whom they might have a beneficial interest has:

- (i) a direct pecuniary interest in the supply of goods or services to the University;
or
- (ii) a beneficial interest in the securities or shares of a company or other body which is, or is likely to become, involved in the supply of goods or services to the University.

Register of Interests

A formal register of interests is maintained and published on the University's website for Court members, the Secretary to Court and the Director of Finance, Infrastructure and Corporate Services. The full Register is made available to the public.

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

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 Governance Office as they arise.

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