

Innovative**Caring****Inclusive****Collaborative**

University Court Standing Orders

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1. Status

- 1.1 The University Court (hereafter referred to as “Court”) is the governing body of Abertay University. The [Abertay University \(Scotland\) Order of Council 2019](#) (the “Order”) sets out the University’s constitutional framework and the legal powers and duties of the Court. These Standing Orders are made under Schedule 1 Article 31 and are to be read in conjunction with the provisions of the Order.
- 1.2 Court fulfils its responsibilities in accordance with the [Higher Education Governance \(Scotland\) Act 2016](#), the [Scottish Code of Good Higher Education Governance \(2023\)](#) (the “Governance Code”), and all other relevant statutory and regulatory requirements applicable to Scottish higher education institutions, including, where applicable, the [Charities and Trustee Investment \(Scotland\) Act 2005](#). Abertay University is a registered charity in Scotland (Scottish Charity No: SC016040) and is regulated by the [Office of the Scottish Charity Regulator](#).
- 1.3 These Standing Orders shall take effect upon approval by Court, and they will remain in force 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. Purpose, Scope and Governance Context

- 2.1 The Standing Orders set out how Court conducts its business, including its procedural arrangements, decision-making processes, and Committee structure. In exercising its governance functions, Court shall ensure that its procedures, decision-making processes, and operation of committees are conducted in a manner that reflects and supports the University’s core values of being Inclusive, Caring, Innovative, and Collaborative. These values shall inform how Court structures its business, engages with stakeholders, and conducts its oversight of the University.
- 2.2 The Standing Orders shall apply to Committees of Court unless a provision specific to a Committee agreed by Court provides otherwise.
- 2.3 The Standing Orders should be read in conjunction with:
 - [The University Court Statement of Primary Responsibilities](#) which defines the core, high level responsibilities. It sets out key areas for which Court is responsible as the University’s governing body, including observing its obligations as a Scottish charity and as the principal financial and business authority of the institution.

- **[The Code of Conduct for Members of the University Court](#)** which sets out the standards of behaviour and personal responsibilities expected of all Court members, including the [Scottish Government's Nine Principles of Public Life in Scotland](#) that underpin good governance practice.
 - **[The Scheme of Delegation and Decision-Making Powers](#)** which sets out the specific authorities reserved to Court and those delegated to its Committees, the Principal, and other University officers; and which provides the framework within which all delegated decision-making must operate.
 - **[The University's Financial Regulations](#)** which set out the framework for financial governance, control, accountability and the management of the University's financial affairs, and with which all financial decisions and transactions must comply.
- 2.4 Taken together, these documents constitute the University's core governance framework. They define the structures, authorities and standards through which Court operates, and collectively support Court in the lawful, effective and transparent discharge of its responsibilities, and draw on good governance practice across the higher education sector.
- 2.5 The following role profiles, approved by Court, also form part of the University's core governance framework and should be read in conjunction with these Standing Orders:
- [Role of the Chair of Court](#);
 - [Role of the Vice-Chair of Court](#); [Role of the Principal and Vice-Chancellor](#);
 - [Role of the Secretary to Court](#);
 - [Role of the Court Intermediary](#); and
 - [Role of the Committee Chair](#).
- 2.6 In the event of any question arising between different aspects of the University's suite of governance documents, the Order prevails followed by the Statement of Primary Responsibilities, the Standing Orders and the Code of Conduct, followed by the Scheme of Delegation and Decision-Making Powers and other relevant policies and procedures.

3. Definitions

- 3.1 For the purposes of these Standing Orders, the following definitions apply:
- Act refers to the Higher Education Governance (Scotland) Act 2016;
 - Chair means the Chair of Court;

- Code of Conduct refers to the Code of Conduct for Members of the University Court;
- Committee means any Committee or Sub-Committee established by Court;
- Court means the University Court, the governing body of Abertay University;
- Governance Code refers to the Scottish Code of Good Higher Education Governance (2023);
- Member means a Member of Court;
- Order means the Abertay University (Scotland) Order of Council 2019;
- Principal means the Principal and Vice-Chancellor of the University;
- Representation means a request by an individual, group or organisation to address a meeting of the Court or a Committee on a specified matter.
- Secretary means the Secretary to Court;
- Scheme of Delegation refers to the Scheme of Delegation and Decision-Making Powers;
- Statement of Primary Responsibilities refers to the University Court Statement of Primary Responsibilities;
- Standing Orders refers to these University Court Standing Orders;
- University means Abertay University;
- Vice-Chair means the Vice-Chair of Court;
- Working days means Mondays to Fridays excluding any University-wide closure days. Working days do not include Saturdays, Sundays or periods formally designated as a University closure.

4. Composition

- 4.1 The composition of Court, including categories of membership, eligibility criteria, terms of office, and the processes for appointment, election and nomination, are as set out in the Order and provided as an Annex in the Statement of Primary Responsibilities.
- 4.2 Each category of membership must be appointed in accordance with the applicable Rules for Nominations and Elections to Court (see [Section 11 Rules Governing Nominations and Elections to Court](#)), which are approved by Court.
- 4.3 Members, regardless of their category or route of appointment have equal status in the exercise of the responsibility and authority of Court, subject to conflict of interest provisions.

- 4.4 Court shall have due regard to meeting the requirements of the [Gender Representation on Public Boards \(Scotland\) Act 2018](#) and the guidance on good practice embedded in the Code concerning diversity of membership.

5. Chair of Court

- 5.1 Appointment, tenure and removal of the Chair (Senior Lay Member) shall be in accordance with the [Regulations for the Appointment of the Chair of Court](#), approved by Court. Staff and ex-officio members are not eligible for appointment as Chair.
- 5.2 All operational and leadership responsibilities of the Chair are set out in the approved Role of the Chair of Court, available on the University's website at [Court's Key Individuals | Abertay University](#).
- 5.3 Court will ensure an annual appraisal of the Chair is conducted, led by the Court Intermediary.
- 5.4 The Chair shall ensure that the annual appraisal of the Principal is undertaken in accordance with procedures approved by Court.

6. Vice Chair of Court

- 6.1 The Vice-Chair deputises for the Chair and presides at Court meetings in the Chair's absence. Where the Chair's position is vacant, the Vice-Chair exercises all functions of the Chair under Article 10.2 of the Order.
- 6.2 The Vice-Chair's responsibilities, eligibility criteria, appointment and term are set out in the approved Role of the Vice-Chair of Court, available on the University's website at [Court's Key Individuals | Abertay University](#).
- 6.3 Where the Vice-Chair is required to assume the role of Interim Chair for an extended period, the duration and terms of the arrangement shall be recorded formally by Court.

7. Court Intermediary

- 7.1 Court shall appoint a lay Member to serve as Court Intermediary, providing an independent and confidential route for Members to raise concerns relating to the conduct or effectiveness of the Chair, or wider matters affecting the culture of Court, transparency, or effective governance. The role, appointment process, term and responsibilities of the Court Intermediary are set out in the approved Role

Profile, available on the University's website at [Court's Key Individuals | Abertay University](#).

- 7.2 Where the Court Intermediary is unable to act due to absence, conflict of interest, or another circumstance affecting their capacity to fulfil the role, Court may appoint an interim Intermediary for a specified period to maintain continuity.

8. Secretary to Court

- 8.1 The Secretary is appointed solely by Court, in accordance with Article 6(2)(e) of the Order and the appointment may not be delegated to any Committee or individual. Their responsibilities, reporting lines, conflict of interest safeguards, and duties in respect of legal or procedural advice, are set out in their approved Role Profile available on the University's website at [Court's Key Individuals | Abertay University](#).
- 8.2 In the event of the Secretary's absence or a vacancy in the role, interim arrangements shall be put in place by the Chair and the Principal in accordance with the Plan to Address Discontinuity in Senior Roles.

9. Principal and Vice-Chancellor

- 9.1 The appointment of the Principal shall be made solely by Court, in accordance with Article 6(2)(c) of the Order and may not be delegated to any Committee or individual.
- 9.2 Court may create an Appointment Committee to assist it in undertaking the recruitment process.
- 9.3 The Principal's responsibilities and delegated authority are set out in the Scheme of Delegation and the approved Role of the Principal and Vice-Chancellor, available on the University's website at [Court's Key Individuals | Abertay University](#).
- 9.4 Arrangements for managing the Principal's planned, unplanned, or extended absence shall be implemented in accordance with the University's Plan to Address Discontinuity in Senior Roles. This includes requirements for interim executive leadership, safeguarding of governance controls, avoidance of conflicts of interest involving the Secretary, and notification to the Scottish Funding Council where applicable.

10. Committee Chair

- 10.1 The responsibilities of Committee Chairs in relation to the effective operation of Committees, including operational, leadership, behavioural and procedural

matters, are set out in the approved Role of the Committee Chair, available on the University's website at [Court's Key Individuals | Abertay University](#).

- 10.2 Committee Chairs shall be appointed by the Court, on the recommendation of the Governance and Nominations Committee, in accordance with the requirements set out in the University's governing instruments and the Role of the Committee Chair.
- 10.3 Where a Committee establishes a Working Group, this must be done in accordance with the Committee's Terms of Reference. The Committee Chair is responsible for ensuring that:
 - the remit and timescale for the Working Group are approved by the Committee; and
 - the Working Group is wound up once its function is complete.
- 10.4 Committee Chairs are responsible for ensuring that the committee annually reviews its own effectiveness, contributing to the Court's periodic externally facilitated governance effectiveness reviews as required under the Code.
- 10.5 In presiding at meetings, the Committee Chair shall ensure compliance with the procedural rules in these Standing Orders.
- 10.6 Committee chairs normally serve for the duration of their term on Court or until Court determines otherwise, in line with the role profile and any succession planning arrangements recommended by the Governance and Nominations Committee.

11. Rules Governing Nominations and Elections to Court

- 11.1 The nomination and election of members of Court must be conducted in accordance with the rules approved by Court under the Act and the Order. These rules include:
 - Rules for the Election of Staff Members to Court;
 - Rules for the Nomination of Abertay Students' Association Members to Court;
 - Rules for the Nomination of Vice-Principals to Court;
 - Rules for the Senate Nomination to Court;
 - Rules for the Nomination of Trade Union Members to Court.
- 11.2 The Governance and Nominations Committee will coordinate periodic review (normally at least every three years) of these rules and recommend any changes to Court, ensuring compliance with the Act and the Order and required stakeholder consultation.

12. Responsibilities of Members

- 12.1 All Members have equal status and shared responsibility. Decisions are taken collectively as a single governing body.
- 12.2 Members must adhere to the Court Code of Conduct and the [Scottish Government's Nine Principles of Public Life in Scotland](#).
- 12.3 Members act as charity trustees and as such on appointment, are required to confirm that they are not disqualified from acting as charity trustees and are eligible to act in accordance with applicable Scottish charity legislation.
- 12.4 Members share collective responsibility for all decisions taken by Court and its committees. Decisions are taken corporately, and once agreed, all Members are expected to support and uphold them publicly, irrespective of individual views expressed during deliberations. This includes respecting the confidentiality of discussions, avoiding the representation of sectional or personal interests.
- 12.5 Members are expected to support a respectful, well-informed decision-making environment aligned with the values of the Governance Code.
- 12.6 Members are jointly responsible for fostering an open, questioning, and inclusive culture where assumptions are tested, alternatives explored, and diverse perspectives invited. The Chair shall ensure that all voices are heard and any reasonable dissent is appropriately recorded and shall apply the Standing Orders to maintain order and fairness in debate.
- 12.7 Members are expected to participate fully, exercising appropriate scrutiny, challenge, and support in line with the Governance Code and the Code of Conduct. Regular attendance and active engagement during and outside of meetings is essential for Members to fulfil their responsibilities as charity trustees and to ensure effective governance.
- 12.8 Where a Member has unexplained non-attendance at four consecutive meetings, the matter will be referred to the Chair for consideration.
- 12.9 Members shall therefore:
 - act in accordance with the University's governing framework, including the Statement of Primary Responsibilities, these Standing Orders and the Code of Conduct;
 - act in the best interests of the University as a whole, rather than as representatives of any particular group;
 - contribute to constructive, informed discussion and decision-making, drawing on their perspective while respecting the views of others;

- uphold the principles of public life and, where applicable, comply with their duties as charity trustees; ensure decisions are ethical, lawful and well-governed;
- ensure they are adequately informed, prepared and able to discharge their responsibilities effectively;
- maintain confidentiality of Court and Committee papers, discussions and any sensitive information received in their role; and
- uphold the principle of collective responsibility, supporting decisions of the Court once they have been made.

12.10 The Chair and Secretary will provide induction and development opportunities to help Members fulfil these responsibilities.

13. Induction and Continuous Development

- 13.1 Court shall ensure that Members receive appropriate induction and ongoing development to enable them to fulfil their responsibilities effectively, in accordance with the Governance Code. This includes supporting continuous development, maintaining effective governance practices, and enabling Members to fulfil their duties as charity trustees.
- 13.2 Members are expected to participate actively in relevant development activities in order to maintain the skills, knowledge, and awareness necessary to discharge their responsibilities as charity trustees and as members of the governing body of a higher education institution and to support an open, questioning, and inclusive governance culture. The specific expectations of Members regarding participation in induction and development activities are set out in the Code of Conduct.
- 13.3 The Secretary is responsible for coordinating induction and development activities and maintaining appropriate records of participation.

14. Confidentiality and Public Statements

- 14.1 Matters discussed by and at meetings of Court are confidential to Court, unless Court deems otherwise. Certain matters, including those relating to staffing or other sensitive issues, may remain confidential to Court and must not be disclosed, either during membership or after leaving Court.
- 14.2 Except for Reserved Business, agendas, papers and minutes of meetings of Court are normally made available on the University intranet. These are published only when the approved minutes are available to allow readers to understand best what decisions were made at the meeting. Notwithstanding such publication,

discussions at Court and Court business more generally remain confidential and must not be disclosed or discussed more widely without the authority of Court.

- 14.3 Members share collective responsibility for all decisions taken by Court and its committees. Decisions are taken corporately, and once agreed, all Members are expected to support and uphold them publicly, irrespective of individual views expressed during deliberations. This includes respecting the confidentiality of discussions, avoiding the representation of sectional or personal interests, and acting at all times in the best interests of the University as a whole.
- 14.4 Court may release such public statements or excerpts from minutes at such times and in such manner as it may in its discretion decide from time to time. The Chair and/or the Secretary are authorised to give effect to such decisions on behalf of Court, in accordance with the Standing Orders.
- 14.5 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.
- 14.6 Members must follow the procedural requirements on confidentiality and public communication set out in these Standing Orders. Members' wider confidentiality obligations, including expectations of discretion, appropriate use of information, and personal conduct when speaking publicly, are detailed in the Code of Conduct.

15. Declaration and Registration of Conflicts of Interest

- 15.1 Members must declare any actual, potential, or perceived conflict of interest as soon as it arises, including at the start of a meeting, when an item of business is introduced, or when circumstances change during discussion.
- 15.2 The procedural requirements for handling conflicts of interest are governed by these Standing Orders. Definitions of conflicts, guidance on identifying personal interests, and expectations of Member conduct are set out in the Code of Conduct and the University's Conflict of Interest Policy.
- 15.3 At each meeting, the Chair shall invite declarations of interest relating to items on the agenda. Members have a personal responsibility to declare any actual or potential conflict of interest and, where appropriate, to withdraw from consideration of the relevant item.
- 15.4 Where a conflict is declared, the Chair shall determine any question regarding its materiality or the appropriate course of action, including whether the Member should withdraw for part or all of the item.

- 15.5 Members required to withdraw must leave the meeting for the relevant part of the discussion and may rejoin only when the Chair indicates that the item is concluded.
- 15.6 All declared interests and any action taken (withdrawal, participation restrictions, or Chair's determination) shall be recorded in the minutes.
- 15.7 Where uncertainty arises regarding whether a conflict exists, the Member should consult the Secretary in advance of the meeting. Decisions taken during the meeting remain the responsibility of the Chair.
- 15.8 In cases where a conflict affects the Chair, the Vice-Chair shall fulfil the Chair's role for the relevant item, including determining withdrawal and managing discussion.
- 15.9 No Member shall participate in discussion or decision-making on any matter where their continued involvement could reasonably be perceived to compromise the integrity, impartiality, or transparency of Court's decision-making.
- 15.10 The Secretary shall maintain the Register of Interests and will issue an annual request to Members to review and update their entries. Members must notify the Secretary promptly of any changes during the year.

16. Public Interest Disclosure (Whistleblowing)

- 16.1 Court's role is to ensure proper process, not investigate individual cases unless expressly required. Behavioural duties and protections are in the Code of Conduct.
- 16.2 Members must be able to raise concerns about wrongdoing, risk or maladministration without fear of detriment and may do so through the channels defined in the University's Public Interest Disclosure (Whistleblowing) Policy or directly with the Chair, the Secretary or the Chair of Audit and Risk Committee.
- 16.3 For the purposes of Court business, the following procedural routes apply:
 - a concern may be submitted to the Chair, the Secretary, or the Chair of the Audit and Risk Committee;
 - where a Member considers it inappropriate to raise a matter through the above routes, they may contact the Court Intermediary, who will ensure the concern is passed to the appropriate party in line with the University's whistleblowing procedures;
 - the Secretary will ensure any concerns are handled in accordance with process requirements, including record-keeping and reporting expectations under the Public Interest Disclosure (Whistleblowing) Policy.

- 16.4 Court's responsibilities for considering matters raised under this procedure are limited to ensuring that concerns are responded to in accordance with the approved University policy.

17. Resignation or Removal of Members of Court

- 17.1 A Member may resign from their position at any time by submitting written notice of resignation to the Secretary. To support the effective and orderly functioning of Court, and in line with sector practice, Members are normally expected to give not less than two months' notice of their intention to resign. The resignation will take effect from the date specified in the notice, or, where no date is specified, a month from the date on which the notice is received by the Secretary. The Secretary will inform the Chair of the resignation and will take the necessary steps to initiate the process for filling the resulting vacancy in accordance with the relevant provisions of the Order and the University's governance procedures.
- 17.2 Members shall be considered to have vacated their office where they are deemed no longer to hold their position as a Member because they have ceased to meet one or more of the conditions required for continued membership under the Order or other applicable governance requirements. This may include, but is not limited to:
- ceasing to meet eligibility criteria prescribed by the Order;
 - becoming disqualified from serving as a charity trustee;
 - no longer holding the role that entitled them to an ex officio appointment; or
 - other circumstances in which the Member is unable or ineligible to continue to discharge their responsibilities.
- 17.3 If, at any time, Court is satisfied having conducted such investigation into the matter as Court considers reasonable and appropriate that any Member (including the Chair or Vice Chair):
- has failed to attend any meetings of Court or any of their committee for four or more consecutive meetings otherwise than for a reason approved by the Court; or
 - is unable or unfit to discharge the functions of a Member; or
 - has acted in a manner incompatible with their role as a Member (whether or not in the capacity as a Court Member); or
 - has materially breached the conditions of their appointment as a Member, Chair or Vice Chair, including (but not limited to) the requirements of the Code of Conduct or Governance Code; or

- is or may be, suffering from medical incapacity or legal impediment of any kind which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have (subject always to Court having due regard to any applicable duty to make reasonable adjustments in terms of the Equality Act 2010); or
 - has materially breached any of the policies, procedures or governance documents of the University applicable to Court Members; or
 - is convicted of any criminal offence involving dishonesty; or
 - has failed to declare the nature of their interest in any contract, transaction or arrangement with the University in which they have a direct or indirect interest; or
 - is considered by a majority of Court to be subject to the circumstances contemplated by section 66(5) of the Charities Act;
- 17.4 Court may, by notice in writing to that Member, propose a resolution to remove them from office (a “Removal Resolution”).
- 17.5 Upon a Removal Resolution being proposed:
- the Member subject to the Removal Resolution shall be advised of the grounds on which it is proposed to remove them, and shall be entitled to make representations (orally or in writing, at the discretion of Court) to Court;
 - the Removal Resolution shall require a majority of the Members of Court to vote in favour in order to be passed; and
- 17.6 in the event of the Removal Resolution being passed, the Member so removed shall be entitled to have the removal process reviewed by notice in writing to Court within 14 days of the date on which the Removal Resolution is passed. Any such review shall be conducted by an independent third party, being a person not employed or engaged by the University (nor having been employed or engaged by the University during the preceding 3 years) and being a person holding or having held judicial office in the United Kingdom, being an advocate or barrister of not less than 10 years standing or otherwise being an independent and appropriately legally or judicially qualified individual to the reasonable satisfaction of Court. If such review concludes that the removal of the Member by the Removal Resolution was fair and reasonable in all the circumstances, the removal shall stand. If such review concludes that the removal of the Member by the Removal Resolution was not fair and reasonable in all the circumstances, the independent reviewer shall have the power to require Court to reconsider the decision to remove, or to quash the decision.

- 17.7 If any Member reasonably considers that there is a prima facie case for consideration of removal of any other Member, such Member should raise the issue with the Secretary who will consult with the Chair, Vice-Chair or Court Intermediary (as appropriate) before making a recommendation to Court for investigation of the case for dismissal/removal from office. Conduct and process for any investigation into the potential removal of a Member shall be determined by Court or by a committee of Court constituted for that purpose.

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, displays conduct which falls below the standards of behaviour and conduct expected in the Code of Conduct, the Chair may either:
- (i) move that the Member be suspended for the remainder of the meeting; or,
 - (ii) in the case of Committees of Court, report the conduct to the Chair with a recommendation that the Member be suspended.
- 18.2 If it is agreed that a member should be suspended, the member suspended shall immediately leave the meeting and shall not re-enter the meeting, without the consent of the Chair. 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 authorised by the Chair.

19. Appointment of Members to Service on Committees of External Organisations

- 19.1 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 permit, Court may require those Members appointed by it to provide it with reports of the proceedings of the external organisations. In doing so, Members must observe any applicable confidentiality or legal obligations of the external organisation and the University and ensure that no confidential or restricted information is disclosed improperly.

20. Ordinary, Extraordinary and Virtual Meetings

- 20.1 Ordinary Meetings of Court shall, except as provided below, be held at least once per term and not less than four times in each academic year. Meetings take place on such dates and at such times as Court may determine. Unless otherwise

decided by the Chair, or in their absence the Vice-Chair, meetings shall normally be held on University premises, with an option for Members to join online, where required.

- 20.2 An extraordinary meeting of Court shall be called at any time by the Secretary on receipt of a request in writing for that purpose from the Chair or from any three Members stating the purpose of the meeting and the business to be transacted. Extraordinary meetings shall normally be convened within fifteen working days of receipt of such a request and shall consider only the business specified in the notice.
- 20.3 For the avoidance of doubt, any meeting of the Court, whether ordinary or extraordinary may be conducted wholly or partially online, or in any combination of virtual and in-person attendance. Participation by secure virtual means shall constitute presence for quorum and voting purposes, provided Member identity can be verified.
- 20.4 Where a technology failure materially affects participation or quorum, the Chair may suspend, adjourn or reconvene the meeting as necessary.
- 20.5 The business conducted and the decisions taken, at an online or hybrid meeting shall have the same validity as if Court were meeting entirely in person.

21. Notice of Meetings

- 21.1 Notice of all meetings of Court shall be given by the Secretary, specifying the date, time and place of the meeting, together with the business to be transacted. Normally, at least five working days' notice shall be provided.
- 21.2 The Chair, or any Member-authorised by the Chair, in consultation with the Secretary, may convene a meeting on less than five working days' notice, but no resolution or motion carried at that meeting shall be valid unless a majority of the Members are present (meetings must be quorate – see [section 23 Quorum](#)) 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. In such cases, the Chair shall determine whether decisions taken must be ratified at a subsequent meeting. The reason for urgency shall be recorded in the minutes.
- 21.3 The Chair or, in their absence, the Vice-Chair, may in special circumstances (of which they shall be sole judge) alter the date of any Ordinary meeting.

22. Validity of Proceedings

- 22.1 No failure or defect in the appointment or co-option of any Member, nor any vacancy in the office of Member, shall prevent Court from acting in the execution of its functions.
- 22.2 Subject to quorum requirements being met, no act or proceeding of Court shall be invalidated or rendered unlawful by reason arising from such vacancy or defect in the appointment provided that the number of Members entitled to act is not reduced below fifteen.

23. Quorum

- 23.1 Nine Members shall constitute a quorum for any meetings of Court, of whom six shall be lay Members.
- 23.2 If a quorum is not present within ten minutes of the scheduled start time, or at any point before the business is completed, the number of Members present does not meet the quorum the meeting shall be adjourned. A further meeting will be convened as soon as practicable and, on a date, or at a time determined by the Members present, may be called with less than five working days' notice. Except as expressly provided otherwise in these Standing Orders, all decisions shall be determined by a majority of votes cast by of the Members present and voting (see [Section 35 Mandates and Voting](#)).

24. Agenda and Circulation of Papers

- 24.1 An agenda listing the proposed business to be considered shall be circulated in advance of each Court meeting. The agenda shall ensure clear, timely information to support effective decision-making and to ensure appropriate consideration of strategic, assurance and governance matters.
- 24.2 The Secretary shall include on each agenda notice of all business, except for urgent business as may be required to be brought before Court by direction of the Chair. Items for inclusion on the agenda must be received by the Secretary no less than ten working days before the scheduled meeting date.
- 24.3 The agenda for each meeting of Court together with the minutes of the previous meeting and any decisions taken by correspondence and any accompanying papers referenced on the agenda shall normally be circulated to each Member by the Secretary not less than five working days before that meeting.
- 24.4 The late circulation of papers shall not, in itself, preclude their consideration at any meeting of Court unless Court determines otherwise. The Chair or at least three

Members present may require Court to decide or if necessary, vote (see [Section 35 Mandates and Voting](#)) on whether papers circulated late should be considered.

- 24.5 The Chair may vary the agenda as required to support the efficient conduct of the meeting.
- 24.6 All substantive agenda items requiring decision shall contain a clear cover paper setting out the decision sought, risk implications, resource implications and any relevant equality considerations.

25. Right to Make Representations to Court

- 25.1 Written applications for a representation to Court shall be submitted to the Secretary at least ten working days prior to the meeting, specifying the subject to be raised.
- 25.2 Court may agree to receive a representation where it considers it appropriate to do so.
- 25.3 Members may ask questions of clarification but shall not debate the matter until the representation has concluded and the representative has withdrawn.

26. Open Business including those containing Confidential Information

- 26.1 Items of open business may, where necessary, include confidential or commercially sensitive material. Where this occurs, an open version of the paper shall be produced for publication, with redactions applied as necessary.
- 26.2 Where discussion of any sensitive element cannot take place in open session, the Chair may direct the relevant part of the discussion be taken in reserved session. Observers and Members with a conflict of interest must withdraw for that part of the item.
- 26.3 Comments or questions relating to redacted or sensitive material shall be restricted to the reserved part of the meeting and shall not be raised during open business.
- 26.4 Open papers and minutes are published only in accordance with the publication rules set out in [Section 29 Privacy of Proceedings](#) and after the minutes of the meeting have been approved.

27. Reserved Business

- 27.1 Reserved Business includes items containing personal, commercially sensitive, legally privileged, or otherwise confidential information, or any matter Court determines should be considered in closed session. Examples include matters relating to individuals, confidential contractual or financial negotiations, sensitive risk information, or items subject to statutory or legal confidentiality.
- 27.2 Papers relating to Reserved Business shall be clearly marked and circulated only to Members and any other authorised recipients. They must be stored, handled, and transmitted securely in line with University information governance requirements.
- 27.3 Reserved minutes, where produced, shall record only the minimum information necessary to document decisions.
- 27.4 Reserved Business papers and minutes shall be circulated solely to Members and authorised recipients and will not normally be published.
- 27.5 Any request for disclosure of reserved material, including requests under statutory information access regimes such as [Freedom of Information \(Scotland\) Act 2002](#), shall be handled in accordance with the University's information governance and statutory obligations.
- 27.6 Rules on the publication of agendas, papers and minutes relating to reserved business are set out under [Section 29 Privacy of Proceedings](#).

28. Minutes of Meetings

- 28.1 Minutes of each meeting of Court will be prepared recording the Members present, the business transacted, and the decisions reached. Draft minutes shall be agreed with the Chair and issued to Members, normally within ten working days of the meeting before being submitted to the next meeting of Court for formal consideration and approval.
- 28.2 Minutes shall record attendance, declarations of interest, the business transacted, decisions taken, and any directions regarding follow-up actions or escalation.
- 28.3 Where it is necessary or expedient to approve the minutes, the Chair may direct that the draft minutes be issued to Members for approval by correspondence. Members shall be invited to submit any factual corrections within a specified timeframe, normally five working days. If no objections or corrections are received within that period, the minutes shall be deemed approved. Where corrections are proposed, the Chair shall determine whether these may be incorporated and the revised minutes recirculated for confirmation, or whether approval should be deferred to the next meeting of Court.

- 28.4 Minutes approved by correspondence shall be reported to the next meeting of Court.

29. Privacy of Proceedings

- 29.1 Meetings of Court are not normally open to members of staff, except for individuals invited for specific items, or students, other than those appointed as Members, the general public or the media. With the agreement of the Chair, members of staff attend meetings of Court as observers for personal or professional development purposes.
- 29.2 Observers may not contribute to discussion unless invited and must withdraw for reserved or confidential items. The Chair may, at any time, ask any Observer to withdraw if their presence is judged to be inappropriate. Observers are expected to respect the work of Court, uphold its standards of confidentiality and adhere to the Code of Conduct for Staff Observing Court.
- 29.3 Members may attend meetings of Court Committees and Senate subject to advance notice to the Secretary and with the agreement of the relevant Committee Chair or the Chair of Senate and are expected to respect the work of the body concerned. Members attending a committee of which they are not a member are encouraged to take part in discussions but may not take part in decisions.
- 29.4 Matters discussed by and at meetings of Court are confidential to Court, unless Court deems otherwise.
- 29.5 Agendas, papers and minutes relating to open business are normally made available on the University intranet once the minutes of the meeting have been approved. Minutes of open business are also published on the University's website.
- 29.6 Reserved Business agendas, papers and minutes are not published, and all handling of such material must comply with the information governance requirements set out in the [Section 27 Reserved Business](#).
- 29.7 Court shall ensure that open minutes, agendas and key governance documents are published in a timely manner consistent with the transparency and accountability principles of the Governance Code.

30. Chairing of Meetings

- 30.1 The Chair shall preside at meetings of Court. In their absence the Vice-Chair shall preside. If both are absent, Court shall appoint a lay Member from among those present to preside.

- 30.2 The Chair is responsible for maintaining order, ensuring that every Member is allowed a fair and equal opportunity to be heard and to express their views on the subject under discussion.
- 30.3 The Chair, in conjunction with the Secretary, shall decide upon all matters of order, competency and relevancy, and upon the interpretation of these Standing Orders. The decision of the Chair on all matters within their authority shall be final and shall not be subject to further debate.
- 30.4 When the Chair is speaking, they shall be heard without interruption, and no Member shall speak until the Chair has concluded.

31. Conduct of Business

- 31.1 Members shall show due respect for the authority of the Chair at all times.
- 31.2 Members shall address their remarks to the Chair and speak only to the item under discussion or to a recognised procedural point.
- 31.3 The Chair shall decide the order in which Members speak. Any Member wishing to speak at a 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.
- 31.4 The Chair shall encourage participation by all and an opportunity for all members to contribute regularly in an appropriate and measured way that allows sufficient time for all members to contribute meaningfully and for business to be dealt with timeously.
- 31.5 The Chair shall promote a culture that welcomes constructive challenge, curiosity, dissent, and questioning from all Members.
- 31.6 Members are explicitly encouraged to interrogate financial and strategic data and to hold senior management to account.

Note: Expectations relating to respectful conduct and collective responsibility are governed by the Code of Conduct.
- 31.7 Recording of meetings is prohibited unless authorised by the Chair for the purpose of minute-taking.

32. Points of Order

- 32.1 A Member may raise a point of order with the Chair at any time during a debate provided this is done as soon as the issue arises. The Member speaking at this time

will give way to a Member raising-the-point of order, who shall then speak to the point.

- 32.2 A Member raising a point of order shall state the Standing Order or rule alleged to have been breached.
- 32.3 The Chair may hear any other Members on the point of order as they consider necessary before-ruling upon the point of order either immediately or after adjournment of such duration as they deem appropriate.
- 32.4 Once the ruling has been given, the Member who was addressing Court when the point of order was raised shall, if permitted by the ruling, continue their speech in accordance with the Chair's decision.

33. Motions and Amendments

- 33.1 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.
- 33.2 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.

34. Closure of Debate

- 34.1 At any meeting, the Chair may, at their sole discretion, move a motion or amendment for closure, where further discussion is unlikely to add value or where it is necessary to progress the business of the meeting.
- 34.2 Such motion or amendment shall be moved and seconded without discussion and Court shall proceed to-vote on the substantive motion. If the motion for closure is not carried, the debate may resume.
- 34.3 A motion for closure shall not be made during a Member's speech unless the Chair reasonably determines that doing so will expedite the business of the meeting.

35. Mandates and Voting

- 35.1 Members are appointed to membership of Court on a personal basis and shall not be bound by mandates or instructions given to them by any other persons or organisations.
- 35.2 Votes will be taken by a show of hands recorded by the Secretary. In virtual or hybrid meetings, secure electronic voting methods may be used. Where the Chair considers it is appropriate having taken advice from the Secretary, a roll-call vote may be conducted by the Secretary.

- 35.3 Once the Chair or the Secretary has announced the matter on which a vote is to be taken, no Member shall interrupt the proceedings until the result of the decision has been declared, except only where a Member's name has not been called during a roll-call vote.
- 35.4 The outcome of any vote shall be determined by a simple majority of the Members present and voting.
- 35.5 The result of a show-of-hands vote, including the numbers voting for, against and abstaining, shall be recorded in the minutes.
- 35.6 The outcome of a roll-call vote shall be determined in the same manner and the minutes shall record the result and the names of Members voting for, against or abstaining.
- 35.7 Where votes are equally divided, the Chair shall call for a second vote and, if the second vote is also tied, the Chair shall have a second or casting vote in addition to their deliberative vote.

36. Rescinding or Varying Decisions

- 36.1 A decision by Court, including those taken by correspondence (see [Section 40: Consideration of Business by Correspondence](#)) may be rescinded or varied only if notice of the intention to do so has been included on the agenda for the meeting at which reconsideration is sought.
- 36.2 The decision may be rescinded or varied by a majority of Members present and voting, subject to any legal or regulatory limitations.
- 36.3 The alteration or revocation of any decision of Court shall not affect or prejudice any proceedings, action or liability properly undertaken under any decision prior to its alteration or revocation.

37. Adjournment of Meetings

- 37.1 The Chair may adjourn any meeting in the event of disorder arising or for any other good or sufficient reason of which the Chair shall be sole judge, and the Chair leaving the chair shall signify that the meeting stands adjourned.
- 37.2 When a meeting is adjourned, the Chair shall specify the date or time for resumption. If the Chair does not do so, the remaining Members may determine the resumption in accordance with the Standing Orders.
- 37.3 When an adjourned meeting is resumed, the proceedings shall recommence at the point at which they were interrupted.

38. Establishment of Committees

- 38.1 Court shall establish such Committees as it considers necessary to support its governance, assurance and decision-making responsibilities and shall do so in a manner consistent with the expectations of the Governance Code, including those relating to the establishment of key committees (Audit; Nominations; Remuneration or equivalents) to support effective oversight and accountability.
- 38.2 Committees must operate under Terms of Reference approved by Court which must:
- 38.3 reference the Scheme of Delegation, the Standing Orders, the Statement of Primary Responsibilities and the Code of Conduct;
- (i) define reporting, escalation and delegation boundaries; and
 - (ii) state the assurance products (e.g., annual reports) expected by Court.
- 38.4 Committees must operate in a manner consistent with Court's collective responsibility and shall provide timely, transparent reporting to Court. Matters with strategic, financial, regulatory or reputational significance must be escalated to Court without delay.
- 38.5 Where a Committee Chair is unexpectedly unavailable for a period that would impact Committee operations, the Chair may, after consultation with the Secretary, appoint an interim Committee chair. Any such arrangements shall reflect the principles set out in the Plan to Address Discontinuity in Senior Roles.
- 38.6 Any Committee may, where authorised within its remit, establish a Sub-Committee. The Committee must report such establishment to Court, including the Sub-Committee's Terms of Reference and duration to Court.
- 38.7 Terms of Reference for Committees and Sub-Committees form part of the University's core governance framework and shall be published and updated following any revision approved by Court.
- 38.8 Where urgent business arises that falls within a Committee's remit and cannot await the next scheduled meeting, the Committee Chair may authorise consideration by correspondence in accordance with [Section 40 Consideration of Business by Correspondence](#).
- 38.9 Where it is not practicable to obtain a decision by correspondence within the required timeframe, the Chair of Court may, at their discretion, determine that the matter be referred to the [Exceptions Committee](#) in accordance with its Terms of Reference.

39. Delegation of Authority

- 39.1 Court may delegate decision-making authority to a Committee, subject to any statutory or regulatory limitations. Delegation does not remove Court's overall accountability for the matters delegated.
- 39.2 Court may review, vary, restrict or withdraw the delegation at any time.
- 39.3 Committees exercising delegated authority shall:
- (i) act strictly within the scope of the delegation;
 - (ii) maintain clear documentation of decisions;
 - (iii) escalate matters that exceed their authority or carry material strategic, financial, regulatory or reputational risk; and report decisions taken under that authority to Court at the next scheduled meeting, or earlier if required by Court or the Chair.
- 39.4 Court shall periodically review all delegations of authority to ensure they remain appropriate, effective, and aligned with statutory and regulatory requirements.

40. Consideration of Business by Correspondence

- 40.1 Where the Chair, in consultation with the Secretary, determines that a matter is urgent, or otherwise suitable for decision without convening a meeting, the business may be considered by correspondence.
- 40.2 Papers circulated for decision by correspondence shall clearly state the decision requested of Court, the background, and the timeline for response. Members shall be given no fewer than five working days to respond, unless the Chair determines that urgency requires a shorter period. Failure to respond shall be treated as an abstention.
- 40.3 A decision reached by correspondence shall require positive responses from at least the number of Members constituting a quorum (see [Section 23 Quorum](#)) - nine Members including at least six lay Members and must also represent a majority of the responses received.
- 40.4 The Secretary shall report the outcome of any decision by correspondence to the next scheduled meeting for inclusion in the minute.
- 40.5 Business unsuitable for correspondence includes matters raising significant financial or reputational risk or matters which the Chair considers would benefit from in-person discussion, unless circumstances render this unavoidable.
- 40.6 Matters considered by correspondence that relate to financial sustainability, major risks, or material variances in budget or forecasts must include explicit risk

statements and detailed financial data. Members are encouraged to ensure that irrespective of the urgency of any decision, adequate and appropriate levels of scrutiny and challenge are employed, and Members should feel able to challenge and question all decisions brought before Court.

- 40.7 A meeting of the [Exceptions Committee](#) (to act in the name of Court) may be called in cases of urgency where it is not practicable to convene a full meeting of Court or to obtain a formal decision by correspondence within the required timeframe.

41. Reporting to Court

- 41.1 Committees shall draw Court's attention to any matters of material significance, risk, or concern arising from their proceedings, including any decisions taken under delegated authority that have strategic, financial, legal, or reputational implications for the University. Where a Committee exercises delegated authority, a summary of decisions taken under that authority shall be reported to Court through the submission of its minutes (these can include unapproved minutes agreed with the Committee Chair) at the next scheduled meeting.
- 41.2 Committee minutes submitted to Court shall follow the standard format prescribed by the Secretary, including clear recording of decisions, delegated actions, matters for escalation, and any issues requiring Court approval. The approved or draft minutes of all Committees shall be submitted timeously to Court for information. Where a Committee considers items of confidential or reserved business, the minutes provided to Court shall include either the full confidential minute or a summary sufficient to inform Court of the matter, subject to legal and regulatory constraints.
- 41.3 The [Exceptions Committee](#) is also required to report through a paper relating to any substantive matters for consideration and through the submission of its minutes (these can include unapproved minutes agreed with the Committee Chair) to Court within 10 working days of its meeting.

42. Early Warning and Risk Assurance Mechanisms

- 42.1 Court shall maintain effective early warning mechanisms to identify any material change in the University's financial, academic, operational or regulatory risk profile. These mechanisms support Court's role in oversight but do not duplicate management responsibilities.
- 42.2 The Principal shall ensure that Court is notified promptly of:

- (i) any emerging matter that may materially affect the University's financial sustainability, regulatory compliance, or reputation;
- (ii) any material adverse movement in strategic risks;
- (iii) any serious incident requiring escalation under statutory, regulatory or funding-body requirements.

43. Regular Effectiveness Reviews

- 43.1 Court shall conduct an internal review of its effectiveness, and that of its Committees, on an annual basis.
- 43.2 An External Governance Effectiveness Review shall be undertaken at least every five years, in accordance with the Governance Code. The scope, method and facilitator shall be approved by Court, on the recommendation of the Governance and Nominations Committee.
- 43.3 Findings and improvement actions from all effectiveness reviews shall be reported to Court and published to the extent required under the University's transparency commitments. Governance Effectiveness Review reports are available on the University's website at [Reviewing the Effectiveness of Court | Abertay University](#).
- 43.4 The Secretary shall ensure that actions arising from effectiveness reviews are tracked and monitored, with progress reported to Court as appropriate.
- 43.5 Note: Expectations relating to individual Member participation in effectiveness reviews are set out in the Code of Conduct.

44. Review of Standing Orders

- 44.1 Court shall review these Standing Orders to ensure that they continue to support its effective operation at least once every three years or sooner if required by changes in law, regulation, or the Governance Code or the University's operating environment.
- 44.2 Proposals to amend the Standing Orders must be submitted to the Secretary and included as a specific agenda item for decision at the next scheduled meeting of Court.
- 44.3 Any amendments approved by Court shall take immediate effect unless otherwise determined.

45. Suspension and Amendment of Standing Orders

- 45.1 Court may suspend any part of these Standing Orders for the duration of consideration of a particular item where a motion to suspend is proposed and seconded and carried by a majority of those present and voting.
- 45.2 No Standing Order may be suspended where it restates or derives from a statutory, regulatory, or funding body requirement.
- 45.3 Any suspension of Standing Orders, including its scope and duration, shall be recorded in the minutes.

46. Related Policy Documents and Supporting Documents

Legislation	Higher Education Governance Act (2016) ; The Abertay University (Scotland) Order of Council 2019 ; Gender Representation on Public Boards (Scotland) Act 2018 ; Freedom of Information (Scotland) Act 2002 ; Charities and Trustee Investment (Scotland) Act 2005 ;
Strategy	Abertay Strategy 2025-2030
Policy	University Court Statement of Primary Responsibilities ; Scheme of Delegation and Decision-Making Powers ; The Role of the Chair of Court ; The Role of the Vice-Chair of Court ; The Role of the Principal and Vice-Chancellor ; The Role of the Secretary to Court ; The Role of the Court Intermediary ; The Role of the Committee Chair ; Conflict of Interest Policy ; Public Interest Disclosure (Whistleblowing) Policy
Procedures	Public Interest Disclosure (Whistleblowing) Procedure
Guidelines	Scottish Code of Good Higher Education Governance 2023 ; OSCR Charity trustee duties ; Scottish Government's Nine Principles of Public Life in Scotland
Local Protocol	N/A
Forms	N/A

47. Additional Information

Audience	Public
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