

University Court

Independent Member - Role Description & Terms of Appointment

Duties

Independent members are expected to perform their duties, whether statutory, fiduciary or common-law, faithfully, efficiently and diligently to a standard commensurate with the functions of the role and their knowledge, skills and experience.

Members must exercise their powers as a non-executive director having regard to relevant obligations under prevailing law and regulations, including the Companies Act 2006 and corporate governance best practice. Members will have particular regard to the general duties of directors as set out in Part 10, Chapter 2 of the Companies Act 2006, including the duty to promote the success of the University:

“A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to - (a) the likely consequences of any decision in the long term, (b) the interests of the company's employees, (c) the need to foster the company's business relationships with suppliers, customers and others, (d) the impact of the company's operations on the community and the environment, (e) the desirability of the company maintaining a reputation for high standards of business conduct, and (f) the need to act fairly as between members of the company.”

Members will have particular regard to the Scottish Code of Good HE Governance and to associated guidance on board effectiveness in respect of the role of the board and the role of the non-executive

Independent members are required to:

- constructively challenge and help develop proposals on strategy;
- scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
- devote time to developing and refreshing their own knowledge and skills;
- uphold high standards of integrity and probity and support the Chair of Court and other directors in instilling the appropriate culture, values and behaviours in the boardroom and beyond;
- insist on receiving high-quality information sufficiently in advance of meetings; and
- take into account the views of students and other stakeholders where appropriate.

Members are required to exercise relevant powers under, and abide by, the University's articles of association and relevant University policies and procedures.

Members must disclose any direct or indirect interest they may have in any matter being considered at a Court or committee meeting and, save as permitted under the articles of association, will not vote on any resolution of the Court or of one of its committees, on any matter where they have any direct or indirect interest.

Appointment

Appointment is for an initial term of three years and is subject to the University's articles of association. Continuation is contingent on satisfactory performance.

Independent members typically serve two three-year terms but may be invited by the Court to serve for an additional period.

Independent members may be required to serve on one or more committees of the Court.

Time commitment

Independent members are expected to devote such time as is necessary for the proper performance of their duties and should be prepared to spend at least 6 days per year on University business after the induction phase.

This is based on preparation for and attendance at:

- scheduled Court meetings
- attendance at annual Court strategy away-day(s)
- site visits
- attendance at Committee meetings
- meetings with key stakeholders
- attending update meetings/training
- meetings as part of the Court evaluation process

Meetings may involve travel throughout the Highlands and Islands region.

The nature of the role makes it impossible to be specific about the maximum time commitment, and there is always the possibility of additional time commitment in respect of preparation time and ad hoc matters which may arise from time to time, and particularly when the University is undergoing a period of increased activity. At certain times it may be necessary to convene additional Court, committee or members meetings.

Remuneration and expenses

The position is non-remunerated.

The University will reimburse all reasonable and properly-documented expenses incurred by independent members in performing their duties of office.

Independence and outside interests

In certain circumstances the agreement of the Court may have to be sought before a member may accept further commitments which either might give rise to a conflict of interest or a conflict of any duties to the University, or which might impact on the time that a member is able to devote to their role with the University.

Confidentiality

All information acquired during appointment is confidential to the University and should not be released, communicated, nor disclosed either during the term of appointment or following termination (by whatever means), to third parties without prior clearance from the Chair of Court. This restriction shall cease to apply to any confidential information which may become available to the public generally.

Members are required to hold and retain company information under appropriately secure conditions.

Induction

The University will provide a comprehensive, formal and tailored induction.

Review process

The performance of individual directors and the whole Court and its committees is evaluated annually.

Training

On an ongoing basis, and further to the annual evaluation process, the University may make provision for members to develop and refresh their skills and knowledge in areas which are likely to be required, or of benefit to members in carrying out their duties effectively. Members should endeavour to make themselves available for any relevant training sessions which may be organised for the Court.

Insurance and indemnity

The University has directors' and officers' liability insurance in place.

Termination

Your appointment may be terminated with immediate effect if you:

- (a) commit a material breach of the obligations set out within your letter of appointment; or
- (b) commit any serious or repeated breach or non-observance of your obligations to the University (which include an obligation not to breach your duties to the University, whether statutory, fiduciary or common-law); or
- (c) are guilty of any fraud or dishonesty or acted in a manner which, in the opinion of the University acting reasonably, brings or is likely to bring you or the University into disrepute or is materially adverse to the interests of the University; or
- (d) are convicted of any arrestable criminal offence other than an offence under road traffic legislation in the UK or elsewhere for which a fine or non-custodial penalty is imposed; or
- (e) are declared bankrupt or have made an arrangement with or for the benefit of your creditors; or
- (f) are disqualified from acting as a director.