

Innovative

Caring

Inclusive

Collaborative

Code of Conduct for Members of the University Court

1. Purpose, Scope and Governance Context

- 1.1 The University Court (“Court”) is the governing body of Abertay University. The [Abertay University \(Scotland\) Order of Council 2019](#) sets out the University’s constitutional framework and the legal powers and duties of the Court.
- 1.2 Court fulfils its responsibilities in accordance with the [Higher Education Governance \(Scotland\) Act 2016](#), the [Scottish Code of Good Higher Education Governance \(2023\)](#), 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 The **Code of Conduct for Members of the University Court** sets out the standards of behaviour and personal responsibilities expected of all Members of Court, including the [Scottish Government’s Nine Principles of Public Life in Scotland](#) that underpin good governance practice.
- 1.4 It should be read in conjunction with:
 - [The University Court Statement of Primary Responsibilities](#) which defines the core 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 University Court Standing Orders](#) which prescribe how the Court conducts its business, including its procedures, decision-making arrangements and committee structure.
 - [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.

- 1.5 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.
- 1.6 It should also be read in conjunction with the following:
- [General Role Descriptor for Court Members](#)
 - [The Role Profiles for Key Individuals of Court](#)
 - [OSCR | Guidance and good practice for charity trustees](#)
- 1.7 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
- 1.8 The Code of Conduct applies to all Members of Court and to Members of Court Committees, and adherence to it is a condition of appointment; however, only Members of Court are [charity trustees](#) and are subject to the corresponding statutory duties.

2. Definitions

- 2.1 For the purposes of this Code of Conduct, the following definitions apply:
- 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 means the University's Governance Office, contactable at governance@abertay.ac.uk;
 - Governance Code means the Scottish Code of Good HE Governance 2023;
 - Member means a Member of Court;
 - Principal means the Principal and Vice-Chancellor of the University;
 - Secretary means the Secretary to Court;
 - Standing Orders refers to the University Court Standing Orders; and
 - University means Abertay University.

3. Role of the University Court and Charity Trustee Responsibilities

- 3.1 Court is the governing body of the University, and its Members are collectively responsible for:
- Setting the strategic direction of the University.
 - Ensuring effective oversight of the University's activities, performance, and financial sustainability.
 - Safeguarding the University's assets, reputation, and long-term interests.
 - Ensuring the University's charitable purposes are upheld and delivering demonstrable public benefit.
 - Acting at all times in the best interests of the University as a charitable body.
 - Respecting the academic authority of Senate and engaging with academic assurance matters through established reporting channels, avoiding any action that might encroach upon academic management responsibilities
- 3.2 In fulfilling these duties, Members must exercise independent judgement, act collectively, and ensure compliance with all relevant statutory and regulatory requirements.
- 3.3 Members must ensure that decisions are taken through the appropriate governance route and within the limits of authority defined in the Scheme of Delegation and Decision-Making Powers. Members must seek clarification where doubt exists as to the appropriate route for decision-making.
- 3.4 Members must recognise and respect the distinction between governance and management. Court's role is to provide strategic oversight, scrutiny and assurance, and Members must not become involved in the operational management, implementation or delivery of activities (except where they hold an executive role with such responsibilities).
- 3.5 Members of the Audit and Risk Committee, including the chair, must maintain independence and avoid any situation that may create or be perceived to create undue influence over assurance functions.
- 3.6 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.

4. Charity Trustee Responsibilities

- 4.1 The [Office of the Scottish Charity Regulator \(OSCR\)](#) is established under the [Charities and Trustee Investment \(Scotland\) Act 2005](#). All charities in Scotland must be registered with OSCR and must meet annual reporting requirements to maintain their status. OSCR provides guidance to support and promote effective governance within the charity sector. The University is also recognised as a charity for the purposes of HM Revenue & Customs (HMRC) and must comply with relevant tax and charitable requirements arising from that status. Further details of the University's charitable status are available on their website at [OSCR | Charity Details](#).
- 4.2 All Members, including those who are members by virtue of their role e.g. the Principal and Vice-Chancellor, are formally trustees of the University. On appointment, Members are asked to confirm that they will comply with the general duties of a charity trustee and that they are not disqualified from acting as a trustee.
- 4.3 As trustees, Members have a responsibility to the University and obligation under the Charities Act, which means they must devote sufficient 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, seeking professional advice when required.
- 4.4 Charity trustees must ensure that their charity acts in accordance with and furthers its charitable purposes. Abertay University's charitable purpose is the advancement of education in line with the Objects of the University to provide education and undertake research, and to make suitable provision for teaching, learning, scholarship and research, as set out in the Order.
- 4.5 Under the [Charities \(Regulation and Administration\) \(Scotland\) Act 2023](#), the University must submit trustee details (full name, home address, email, telephone number, date of birth, and date of appointment) to OSCR. Only trustees' names are published on the Scottish Charity Register; all other details are held securely for regulatory use. Trustees may apply for exemption from name publication where justified on safety/security grounds. Queries should be directed to the Secretary to Court.

5. Principles of Good Governance and Public Life in Scotland

- 5.1 Court adheres to the Governance Code as the framework that sets out the core principles and standards expected of governing bodies in Scotland's higher

education institutions. It provides a shared foundation for promoting the highest standards of leadership, accountability, transparency, and oversight. It affirms that effective governance is essential to the success and sustainability of Scotland's universities and underpins their ability to contribute fully to society.

5.2 As part of their responsibilities, Members are expected to uphold the principles embedded within the Governance Code, including:

- Collective and effective leadership, ensuring that the governing body provides clear strategic direction and robust oversight of the University's management.
- Accountability and transparency, ensuring decisions are made openly wherever possible and that the governing body remains answerable to the University's stakeholders.
- Inclusivity and respect, recognising the diversity of the University community and ensuring governance reflects broad participation and engagement.
- Continuous improvement, acknowledging that governance standards evolve and that the Governance Code is subject to periodic review.

5.3 Court wholly endorses the nine principles of Public Life in Scotland as required by the Governance Code. These form the basis for this Code of Conduct and are reproduced in full in [Appendix 1](#). By adhering to the principles, Members support a governance culture that strengthens institutional integrity, promotes effective stewardship, and enhances the University's contribution to the wider public good in Scotland.

6. Standards of Personal Conduct

- 6.1 Members must promote transparency in governance and decision-making and share responsibility for creating a culture of openness, curiosity and constructive challenge. Although collective responsibility applies after a decision is taken, prior to a decision, Members are expected to debate frankly, challenge constructively, request clarification or additional assurance. If necessary, a Member's concerns will be noted and minuted, but they must observe and support the collective principle of corporate governance with respect to the final decision taken by Court.
- 6.2 Members and Officers holding specific Court roles (Chair, Vice-Chair, Principal and Vice-Chancellor, Secretary, Court Intermediary, Committee Chair) must discharge the responsibilities set out in their approved role profiles.
- 6.3 Members must respect the distinction between governance and management, providing strategic scrutiny and challenge while avoiding involvement in

operational decision-making or actions that fall within the remit of the University's Executive and Senior Leadership Team.

- 6.4 Members must respect the University's delegation framework by avoiding actions that bypass or undermine the Scheme of Delegation and Decision-Making Powers
- 6.5 In line with this and mindful of the University's values (Inclusive, Caring, Innovative, Collaborative), Members must therefore:
- Behave professionally, courteously, and respectfully at all times.
 - Acknowledge and behave at all times in a way which is cognisant of their responsibilities, exercising diligence and sound judgement.
 - Treat all members of the University community fairly and with respect.
 - Uphold the University's values and promote a positive culture of engaged, transparent and accountable governance.
 - Avoid conduct or behaviour that could diminish the standing of the University or the Court.
- 6.6 Members should actively seek diverse perspectives and invite challenge to minimise groupthink.
- 6.7 Members must demonstrate diligence in reviewing health, safety and wellbeing information and support the University in maintaining a positive culture of safety, security and care.
- 6.8 Members must maintain their eligibility under the rules governing their appointment and notify the Secretary immediately if circumstances arise that may affect their eligibility (for example, ceasing employment, ceasing to be eligible to act as a charity trustee, ceasing Senate membership, or ceasing membership of a nominating body).
- 6.9 Members should not act individually, or as representatives of the body or group of people who have nominated or elected them for the role. 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, unless a clear conflict of interest is identified.
- 6.10 Members should refer to the Standing Orders which set out the rules for the conduct of meetings.

7. Compliance with Laws, Regulations, and Policies

7.1 Members must:

- Adhere to all relevant statutory obligations, including charity, education, equality, and financial regulations.
- Comply with the University's governing instruments and relevant internal policies.
- Contribute to ensuring the University meets its regulatory responsibilities.

7.2 Members must, where applicable, comply with the rules governing their nomination or election to Court, including:

- 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.

8. Bribery Act 2010

- 8.1 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 are required to be familiar with, understand and observe the policy and direct any questions to the Secretary.

9. Commitment to Equality, Diversity, and Inclusion

- 9.1 Members are expected actively to uphold and promote the University's core values of being Inclusive, Caring, Innovative and Collaborative in all aspects of its governance, strategic oversight and decision-making.

9.2 Members are expected to:

- Promote an inclusive culture that respects and values diversity.
- Ensure equality considerations are embedded in decision-making, with due regard to the requirements of the [Equality Act 2010](#) and the [Public Sector Equality Duty](#).
- Challenge discriminatory behaviours or practices.
- Support fair access, participation, and representation within the University.

- Adhere to and demonstrate a clear commitment to the University's equality, diversity and inclusion (EDI) policies and practices.

10. Conflicts of Interest

10.1 Members must:

- Declare any actual, potential or perceived conflicts of interest at the earliest opportunity, in accordance with the University's Conflict of Interest Policy and the Standing Orders.
- Withdraw from discussion or decision-making where a conflict arises, unless the Chair—on the advice of the Secretary and in line with agreed procedures—determines that the member may remain. Where a member is permitted to remain, they may not speak or vote on the matter.
- Ensure that personal or external interests do not influence, or appear to influence, their judgement, decision-making or the discharge of their responsibilities as charity trustees, recognising the distinction between personal interests and conflicts arising from their appointment, and managing both appropriately in accordance with relevant policies and guidance.
- Maintain the integrity of Court processes by acting with openness, impartiality and in the best interests of the University at all times.

11. Register of Interests

- 11.1 Members must provide details of all registrable interests for inclusion in the Register of Members' Interests (see [Appendix 2](#)), maintained by the Secretary.
- 11.2 Members will be invited annually to review and update their entries and must notify the Governance Office promptly of any changes during the year.
- 11.3 Where a member is unsure whether an interest should be declared, they should err on the side of caution and seek advice from the Governance Office.

12. Gifts and Hospitality

- 12.1 Members must declare any gifts or hospitality offered to them in connection with their role, except where the gift or hospitality is provided directly by the University (e.g. University catering).
- 12.2 Such offers must be reported to Governance as they arise, in line with [Appendix 2](#) and the University's Financial Regulations.

13. Confidentiality and Information Handling

13.1 Members must:

- Maintain the confidentiality of all sensitive, confidential, or commercially-restricted information obtained through Court membership. This continues to apply after their term on Court has ended.
- Use information only for proper purposes connected with their Court responsibilities.
- Observe all relevant data protection, information governance, and records management requirements.
- Avoid unauthorised disclosure, whether deliberate or accidental.

13.2 Members must ensure they do not misrepresent the views, deliberations or decisions of Court, and must refrain from making external statements in relation to the University or the Court without prior approval.

14. Decision-Making Responsibilities

14.1 Members are expected to:

- Attend meetings fully prepared, having read all relevant papers.
- Participate actively, constructively, and respectfully in discussion.
- Base decisions on sound evidence, careful consideration, and the University's best interests.
- Support the Chair in enabling orderly, effective meetings.
- Abide by decisions and maintain collective responsibility.

15. Engagement, Attendance, and Participation

15.1 Members should:

- Attend meetings regularly and notify absences promptly.
- Prepare in advance of the meeting and engage fully and constructively in discussions.
- 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.
- Undertake induction, training, and ongoing development relevant to their role.

- Participate in periodic evaluations of Court effectiveness and their own contribution.
- Any Member may attend meetings of Court Committees of which they are not a member, subject to:
 - (i) advance notice to the Secretary;
 - (ii) agreement with the relevant Committee Chair; and
 - (iii) management of confidential papers and conflicts of interest.

15.2 Members must use University resources responsibly and solely for purposes connected with their Court role. This includes:

- Avoiding misuse of facilities, systems, or information.
- Not using their position for personal gain or to confer advantage on others.
- Recognising the privilege of access to sensitive, strategic, or financial information.

16. Relationships with Stakeholders

16.1 Members should conduct themselves in a manner that fosters trust and confidence among:

- Students and student representatives.
- Staff at all levels.
- External partners, funders, and community stakeholders.

16.2 Members must:

- Represent the University responsibly and with due care when engaging externally.
- Refrain from actions that could harm the University's reputation.
- Refrain from making external statements in relation to the University or the Court without prior approval.

16.3 Members must avoid giving the impression that they act on behalf of the University or have authority to take decisions or commit the University to any decision or course of action unless authorised to do so and must respect established communication protocols.

17. Induction and Continuous Development

- 17.1 Members are required to participate fully in the induction programme and in relevant development opportunities to ensure they maintain the skills and awareness necessary to discharge their responsibilities as charity trustees.
- 17.2 Members are expected to engage proactively, seek clarification where needed, and undertake appropriate training relevant to their role.
- 17.3 Procedural arrangements for the delivery and recording of induction and development activities are set out in the Standing Orders.

18. Effectiveness Reviews

- 18.1 Members are expected to contribute constructively to annual internal reviews and to externally facilitated reviews of governance effectiveness.
- 18.2 Members should reflect on their own performance, identify areas for development, and support the implementation of actions arising from these reviews.
- 18.3 The formal processes governing review cycles are set out in the Standing Orders.

19. Reporting Concerns, Whistleblowing, and Accountability

- 19.1 Members have an ethical duty to raise concerns about wrongdoing, risk, misconduct, or maladministration. Members must act in good faith and in accordance with the University's Public Interest Disclosure (Whistleblowing) Policy.
- 19.2 Members must:
 - foster a culture of openness, accountability and constructive challenge;
 - report concerns promptly through one of the approved routes identified in the Policy;
 - avoid any form of retaliation against individuals who raise legitimate concerns;
 - uphold the values of integrity and stewardship as set out in this Code of Conduct.
- 19.3 Where material risks, emerging issues, or concerns about the University's sustainability are identified, members have a responsibility to ensure these are raised promptly through approved reporting channels to ensure timely escalation and appropriate assurance.
- 19.4 The procedural steps for handling whistleblowing concerns—including where to submit concerns, how they are investigated, and how they are recorded—are

specified in the University's Public Interest Disclosure (Whistleblowing) Policy and the Standing Orders. Members must follow these procedures.

- 19.5 Concerns about governance or the conduct of the Chair should be raised initially with the Court Intermediary or Secretary and follow the routes set out in the Role of the Court Intermediary and Standing Orders.

20. Breaches of the Code and Sanctions

- 20.1 Alleged breaches of the Code of Conduct will be considered by the Secretary and/or Chair, discussed with the member and reported to Court as appropriate.

21. Review and Adoption of the Code

- 21.1 The Code of Conduct will be reviewed periodically to ensure it remains effective, relevant, and aligned with best practice. Court will approve any revisions and Members will be notified of updated requirements.
- 21.2 Members are asked to confirm their commitment to the Code of Conduct upon appointment and at regular intervals thereafter.

22. Related Policy Documents and Supporting Documents

Legislation	Bribery Act 2010 ; Charities and Trustee Investment (Scotland) Act 2005 ; Charities (Regulation and Administration) (Scotland) Act 2023 ; Higher Education Governance Act (2016) ; The Abertay University (Scotland) Order of Council 2019
Strategy	Strategy 2025-30 Abertay University
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 ; The Role of the Secretary to Court ; The Role of the Court Intermediary ; The Role of the Committee Chair ; Scheme of Delegation and Decision-Making Powers ; University Court Standing Orders ; University Court Statement of Primary Responsibilities
Procedures	N/A
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	Court Member Information Form

23. Additional Information

Audience	Public
Applies to	Members of Court
Classification	Corporate Governance
Category	University Governance
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For the purposes of this policy document and related policy documents, terms are defined in the Policy Document Library Glossary.

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Appendix 1 Nine Principles of Public Life in Scotland

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.

Appendix 2 – Further Guidance on-Registration of Interests

The University maintains a public-Register of Interests for all Members of Court (Members), the Secretary to Court and designated senior officers. The full Register is made available to the public in line with the University's commitment to transparency, the principles of the Scottish Code of Good Higher Education Governance and helps identify circumstances where interests may influence, or be perceived to influence, the exercise of Court responsibilities.

The Register records all relevant financial and non-financial interests that could actually or potentially influence, or be perceived to influence, the judgement or actions of Members or senior officers. This includes, but is not limited to, directorships, employment, trusteeships, shareholdings, property interests, and any other material private, professional, familial or financial interests.

When completing their return, Members should declare not only their own interests but also those of employers, business associates, partners/spouses, children and any other person with whom they may have a beneficial interest.

Members are also required to register any gifts and hospitality offered to them in connection with their role, other than and aside from those provided directly by the University itself, such as University catering. These should be notified to Governance as they arise.

Members must provide full and accurate details of all relevant interests on appointment and must review and confirm or update their entry at least annually. Members must also notify Governance promptly during the year of any changes that may require an amendment to their entry. Where Members are unsure whether an interest should be registered, they should err on the side of caution and seek advice from Governance.

Members, as individuals, are best placed to determine whether an interest should be declared.

Any Member with doubts about the completion of the questionnaire should contact governance@abertay.ac.uk for advice.

It may be helpful to members when identifying what interests should be declared, and what level of interest should be considered to be significant, to consider the declaration of any interest which, if disclosed in the press, would be likely to cause embarrassment to themselves or to the University.

A privacy notice will be provided to all members explaining what information is collected, the purpose of collection, how it will be used and stored, and members' rights under data protection legislation

Part I

- (i). **Paid employment** - Members 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 the sections above.
- (iv). **Positions of Authority** - Members should declare at this point any positions of authority which they hold in organisations, such as Training and Enterprise Councils, 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.

Part II

Significant Pecuniary Interests: Any other significant pecuniary interest should also be declared under this section. For guidance, 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.