

Statement of the Primary Responsibilities of the University Court and of its Members

- 1.1** The University Court is the Board of Directors of the University of the Highlands and Islands (UHI), a charitable company, limited by guarantee. The members of the Court have therefore the duties of directors under the legal framework of the Companies Acts and the duties arising from the Memorandum and Articles of Association of UHI
- 1.2** The Court is unambiguously and collectively responsible for overseeing the institution's activities and should ensure that UHI's constitution is followed at all times and that appropriate advice is available to enable this to happen
- 1.3** The Members of the Court are responsible for approving the mission and the strategic vision of the institution, long-term academic and business plans and key performance indicators (KPIs)(outlined in the UHI strategic plan), and to ensure that these meet the interests of stakeholders.
- 1.4** The Members of the Court are responsible for delegating authority to the Principal and Vice Chancellor of UHI for the academic, corporate, financial, estate and personnel management of the institution and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Principal and Vice Chancellor.
- 1.5** The Members of the Court are responsible for ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest. Members of the Court are expected to pay particular attention to value for money as a specific factor in ensuring financial health.
- 1.6** The Members of the Court are expected to conduct their business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life. The Court will take cognisance of the six enablers of effective governance identified by the Schofield Report (2009): effective leadership and governing body dynamics; effective governance structures and processes; effective governing body membership; commitment to vision, organizational culture and values; effective performance monitoring and measurement; and effective information and commitment.
- 1.7** The Members of the Court are expected to exercise care and skill in carrying out their duties; they are entitled to rely on expertise of other directors/officers but need to exercise care in delegation and supervision; they are not expected to devote continuous attention to the business.
- 1.8** The Members of the Court are expected to establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.

- 1.9** The Members of the Court are expected to monitor institutional performance against plans and approved KPIs which should be, where appropriate, be benchmarked against other institutions.
- 1.10** The Members of the Court should seek to safeguard the good name and values of UHI
- 1.11** The Members of the Court are expected to appoint a principal/vice-chancellor, and to put in place suitable arrangements for monitoring his/her performance
- 1.12** The Members of the Court are expected to appoint a secretary to the governing body and, where the person has managerial responsibilities in UHI, to ensure that there is an appropriate separation in the lines of accountability.
- 1.13** The Members of the Court are entitled to induction information and to seek whatever information and support they deem necessary for the execution of their duties.
- 1.14** The Members of the Court are responsible for ensuring that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name. The Members of the Court are expected to ensure compliance with the Companies Act
- 1.15** The Members of the Court are expected to act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of UHI.
- 1.16** The duties of the Court are set out in the University's Articles of Association and include:
- I. the appointment of members to the Court and of senior staff and the oversight of UHI's HR policies and practices;
 - II. the formulation of appropriate HR policies and regulations whilst ensuring academic freedom;
 - III. the approval of UHI's vision and mission and the oversight of the delivery of the agreed targets;
 - IV. the efficient and effective use of resources;
 - V. the formulation of annual budgets and the control of expenditure;
 - VI. the appointment of auditors and the approval of annual statements of accounts;
 - VII. the compliance of UHI with the requirements of the Financial Memorandum with the Scottish Funding Council and with the legislative framework within which UHI operates; and
 - VIII. the direction of UHI's financial and estates strategy.