



Mr Alastair Merrill
Vice-Principal (Governance and Planning)

8 August 2016

John Lauwerys & Helen Baird
Via email: Helen.Baird@lfhe.ac.uk & jfl@soton.ac.uk

Dear John and Helen,

REVISION OF SCOTTISH CODE OF GOOD HE GOVERNANCE

Thanks very much for your visit to St Andrews at the end of June. I hope that you found it of interest, and that your visits to other HE Institutions are going well.

You suggested that we follow up our meeting with some written comments and specific suggestions. Overall, you will have gathered from the meetings that we consider the existing Code to be broadly fit for purpose. The revision should preserve the approach of basing the Code on a set of Main Principles, rather than prescriptive guidance on how those principles should be put into practice.

In this context, it will be important for the revision to recognise that institutions should have maximum flexibility in developing solutions that meet their specific needs. A range of approaches to delivering the principles set out in the Code may be equally valid, and where examples of good practice are cited, the Code should avoid any suggestion of a one-size-fits all approach.

You particularly invited us to propose a form of wording for Main Principle 7, relating to the Chair, to reflect the importance of the Chair – and Senior Lay Member – having the confidence of Court and a sound working relationship with the Principal and Executive Team. It is unlikely that the revised Code will be able fully to clarify the various ambiguities in the HE Governance (Scotland) Act around the role of the Senior Lay Member. The revision should aim at preventing potential pitfalls rather than attempting to find a single solution for all HE Institutions. To that end, we propose adding the following sentence at the end of Main Principle 7:

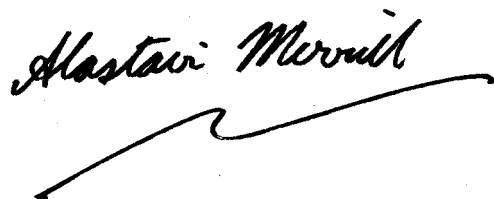
“The Chair shall maintain both the confidence of the governing body and a sound working relationship with the Principal and the Executive Team”.

The Supporting Guidelines to Main Principle 7 could also be strengthened to reflect this, and this language could also be included in the Supporting Guidelines to Main Principle 11, where these deal with the appointment of the Chair.

College Gate, North Street, St Andrews, Fife KY16 9AJ, Scotland
T: +44 (0) 1334 462460 | F: +44 (0)1334 467432
E: vpgov@st-andrews.ac.uk

I hope these comments are of help, and look forward to continued involvement as the revision of the Code progresses.

Kind regards,

A handwritten signature in black ink that reads "Alastair Merrill". The signature is written in a cursive style and is followed by a long, sweeping horizontal flourish that extends to the left.

Alastair Merrill
Vice-Principal (Governance and Planning)