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**COMPLETE****Collector:** Web Link 1 (Web Link)**Started:** Friday, September 30, 2016 12:39:57 PM**Last Modified:** Friday, September 30, 2016 1:02:56 PM**Time Spent:** 00:22:58**IP Address:** 139.133.183.25**PAGE 3: Respondent information****Q1: Are you responding as an individual or an organisation?**

Organisation

**Q2: Please enter your full name or the organisation's name**

University of Aberdeen

**Q3: Contact details**

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**Q4: The Committee of Scottish Chairs would like your permission to publish your consultation response. Please indicate your publishing preference. NOTE - If you are responding on behalf of an organisation, anonymous publishing refers only to your name, not your organisation's name. If this option is selected, your organisation name will still be published.**

Publish response with name

**PAGE 4: Review questions****Q5: How well has the Scottish Code of Good HE Governance served its purpose?**

The Code has served its purpose effectively and currently strikes a good balance in being based around a set of Main Principles and avoiding an overly prescriptive "one-size fits all" approach. The introduction of the Code has encouraged and enabled improvements in governance while also respecting the diversity of the sector and allowing institutions to adhere to the Main Principles in ways that are appropriate to them. The diversity of the governance arrangements of Scottish HEIs reflects their particular circumstances. This is a strength of the system and is a key part of ensuring institutional success. In the context of the new Higher Education Governance Act which introduces some highly prescriptive requirements on all universities in Scotland, it remains important that the Code continues to recognise the need for institutions to be flexible and operate dynamically in the internationally competitive environment in which we strive to succeed.

The approach of the current Code as a set high level set of principles, on a comply and explain basis, which respects that diversity and competitive context, remains both appropriate and essential.

**Q6: What effects has the Code had on the governance of Scottish higher education? Please provide specific examples of any improvements it has brought, or ways in which it has failed to serve its purpose.**

The Code has resulted in a series of extensive discussions regarding good governance within the University of Aberdeen and was the key driver for the Court at Aberdeen to review comprehensively its governance following publication of the Code in 2013. Thereafter, it has served as a highly useful benchmark to review practice against on an annual basis.

The Code has led to many improvements in governance at Aberdeen since its publication in 2013. These include:

- It was the catalyst for a review of the composition and size of Court and identification of the need for a guaranteed lay majority which the existing composition did not provide for;
- The development of a new Statement of Primary Responsibilities of the Court;
- A review of the composition of the Governance and Nominations Committee and amendment to include a student member;
- A significantly increased focus on the diversity of Court including the adoption of a Statement of Intent on Diversity of Membership of Court and a goal regarding gender balance on Court;
- The addition of a student and staff member to the Remuneration Committee;
- The review of Remuneration Committee reporting to Court and amended practice to ensure Court approved Senior Pay Policy prior to implementation;
- Reviews of terms of office and appointment of members of Court and introduction of revised letters/terms of appointment to ensure the expectations and responsibilities of being a governor were clear to all members of Court;
- Increased transparency around Court business including the publication of agendas, papers and minutes of Court meetings;
- The introduction of a Rector's Protocol to clarify the respective roles of the Rector and the Senior Governor;
- The introduction of the role of Senior Independent Member to act as conduit for members of Court regarding the performance of the Senior Governor (Senior Lay Member) should that be required.

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**Q7: What (if any) changes to the Code would help to improve the governance of Scottish higher education? Please provide evidence of how any suggested changes would improve governance.**

In high level terms, the Code strikes the right balance of approach and avoids being overly prescriptive. This is to the benefit of Scottish HE and should be maintained rather than adopting a more prescriptive approach.

The Scottish Chairs have adopted a statement on gender balance on boards and the review might want to consider whether the Code could be strengthened further to take into account public interest in this area.

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**Q8: Should the Code be changed to reflect the Higher Education Governance (Scotland) Act passed by the Scottish Parliament in 2016, or any other legislative or regulatory changes made since 2013? If so, what changes would you like to see?**

Yes. The Code needs to be updated to ensure it is consistent with the HE Governance Act and provides the sector, where appropriate, through updated guidelines with a benchmark to help institutions ensure new processes required by the Act are shaped by best practice. Some of these include issues, such as remuneration, that are fundamental changes in approach where there are currently few HE sector precedents or practice to guide institutions.

Particular issues that the Code requires to be updated for in light of the Act are:

- Election of Senior Governors – Main Principle 7 and 11 should be reviewed against the requirements of the Act.
- Remuneration of Senior Governors and potentially more generally in the context of charities law. Guidelines to Main Principle 11 should be reviewed to address the requirements of the HE Governance Act on remuneration of Senior Governors.
- Principle 6 and guidelines to Principles 3 refer to the obligations of Court members to act in the collective interests of the institution and not as interest groups. Given the changes to the composition of Courts required by HE Governance Act to include categories of staff and trade unions consideration might be given to whether this needs to be further emphasised. The text here also refers to Court's having the power to remove any member of the governing body but this is not straightforward to effect where institutions have individuals elected or appointed by other bodies, which will continue under the HE Governance Act provisions on membership. Consideration should, therefore be given to whether the text needs to be developed further in this regard.
- Guidelines to Principle 15: In terms of the HE Governance Act requirement to remunerate the Senior Governor, further guidelines on that would be helpful or alternatively sector level practice guidance could be provided outwith the Code.

**Q9: Does anything need to change in the current Code to improve its clarity or presentation, even if not changing the substance?**

Guidelines to Principle 15: The wording around the membership and chairing of Remuneration Committees could be presented more clearly than at present.

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**Q10: Is there any good practice in higher education or other sectors, and from Scotland or elsewhere, which you would particularly highlight?**

No specific comments but practice in key competitor countries, particularly England, but also Europe USA/Canada, Australia and Asia could helpfully be taken into account. What does the governance of our key competitors look like and what might we learn from the approach they take that will both ensure governance is consistent with global good practice and ensure Scottish universities can succeed internationally.

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**Q11: Please provide any other relevant comments you may have.**

No further comments

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