

1 February 2020

**CONSTITUTIONAL ARRANGEMENTS**  
**FOR THE WORKING OF**  
**THE UNIVERSITY OF EDINBURGH GENERAL COUNCIL**  
**AND ITS BUSINESS COMMITTEE**

## CONTENTS

<b>PREAMBLE</b> .....	3
<b>PART I. LEGISLATIVE CONTEXT</b> .....	4
<b>PART II. GENERAL COUNCIL</b> .....	6
<b>1. Membership and Registration</b> .....	6
<b>2. Statutory Powers and Responsibilities of the General Council</b> .....	6
<b>3. Procedures for Meetings of the General Council</b> .....	7
<b>4. Secretary of the General Council</b> .....	9
<b>PART III. ELECTION OF THE CHANCELLOR</b> .....	10
<b>PART IV. GENERAL COUNCIL COURT ASSESSORS</b> .....	11
<b>PART V. THE BUSINESS COMMITTEE</b> .....	13
Composition .....	13
Functions.....	13
Election of Members of the Business Committee and Period of Office.....	14
Appointment of Convener and Vice-Convener .....	14
Removal from office of a Member of the Business Committee .....	14
Chair .....	15
Quorum.....	15
<b>PART VI. STANDING COMMITTEES OF THE BUSINESS COMMITTEE</b> .....	16
Academic Standing Committee .....	16
Constitutional Standing Committee .....	16
Finance and Services Standing Committee.....	17
Public Affairs Standing Committee .....	17
International Affairs Standing Committee.....	17
Search Committees.....	17
Working Groups .....	18
<b>PART VII. AMENDMENTS TO THE CONSTITUTIONAL ARRANGEMENTS</b> .....	19

## PREAMBLE

1. The Higher Education Governance (Scotland) Act 2016 introduced new legislation concerning the composition and appointment of governing bodies of Universities. This necessitated some changes in the University of Edinburgh's arrangements to achieve compliance. The General Council of the University of Edinburgh has a role in the governance of the University and hence was involved in these changes which impacted the General Council's own Constitutional Arrangements. As the extant Constitutional Arrangements had last been updated in 2011, the decision was taken to undertake a root and branch review to produce an accessible up-to-date document for contemporary use.
2. This document is a compendium of the various statutes, regulations and minuted decisions of the General Council and Business Committee which regulate and guide the workings of the General Council and the Business Committee. Reference is made to the relevant authority from which the various rules and guidelines are derived.
3. The aim is to produce a guide to the procedures and functions of the General Council and its Business Committee. While it is of particular relevance to Business Committee members, it is not a restricted document. It is accessible through the General Council website and copies may be made available to any members of the General Council or University staff.
4. The sections in italics throughout the Constitutional Arrangements are taken directly from various Ordinances or other formal documents. They retain the numbering from their original documents.
5. The Constitutional Standing Committee would be most grateful if any errors or omissions could be drawn to its attention so that they may be checked and, if substantiated, corrected and included in any further edition of this document.

## **PART I. LEGISLATIVE CONTEXT**

This section aims to provide a general lay introduction to the current legislative context within which the General Council of the University of Edinburgh operates. The key concepts have been underlined for clarity.

The applicable sections of primary legislation are listed in Appendix I, in order from historic origins to most recent. Reference to the specific section of legislation relevant to the text is given in square brackets [ ]. Legislation for General Councils typically refers to the four Ancient Scottish Universities, sometimes referring only to 'the Council'. In this document 'the Council' means the General Council of the University of Edinburgh and 'the University' means the University of Edinburgh.

Each individual University is governed by its own rules or Ordinances, which specify how that University conducts its affairs in compliance with the relevant legislation. The Ordinances of the University of Edinburgh of relevance to the General Council are listed in Appendix II.

1. The establishment of the General Council of the University of Edinburgh arose from the Universities (Scotland) Act 1858 which made provision for the governance of the four 'Ancient' Scottish Universities and specified the membership and role of General Councils in considering all questions affecting the well-being and prosperity of the University [1858 Act, Section 6 - see Appendix I, para 1.2(c)].
2. The composition and functions of the General Council have been updated by subsequent Acts of Parliament, most notably the Universities (Scotland) Act 1966 which also required the Ancient Universities to maintain a register of General Council members [1966 Act, Section 10 - see Appendix I, para 5.2(f)] and empowered the General Council to elect Assessors to the University Court [1966 Act, Section 2 - see Appendix I, para 5.2(a)].
3. The Universities (Scotland) Act 1966 required the University annually to present to the General Council a report of the work and activities of the University and an audited financial statement [1966 Act, Section 12(1) - see Appendix I, para 5.2(g)] and to make provision for the General Council to discharge its duties [1966 Act, Schedule 2, Part 3 - see Appendix I, para 5.2(j)].
4. Acts of Parliament have been supplemented by Ordinances, i.e. rules governing each individual University's arrangements, in compliance with the contemporary legislation. The means by which Ordinances are made has changed over the years.

The current procedure was introduced by the Universities (Scotland) Act 1966 [1966 Act, Schedule 2, Part 1 - see Appendix I, para 5.2(h)] which specifies a consultative role for the General Council and an 8 week time period for that consultation, before any final draft Ordinance is submitted to the Privy Council for approval. The approved Ordinance has then to be formally notified to the General Council. The 1966 Act gave Universities the powers, by Ordinance, to amend the composition, powers and function of the

General Council and to amend the conditions under which the register of members is maintained.

5. The 1966 Act also introduced subordinate legislation for University Resolutions, i.e. specifying the procedure by which the University Court may exercise a wide range of powers by Resolution [1966 Act, Schedule 2, Part 2 - see Appendix I, para 5.2(i)]. Again, there is a statutory requirement to consult the General Council within this process, though with a shorter time frame than for Ordinances, i.e. 4 weeks. The University Court can pass Resolutions without recourse to the Privy Council.
  
6. The Higher Education Governance (Scotland) Act 2016 contained provisions about the composition of, and appointment to, the governing bodies of higher education institutions (see Appendix I, para 7). It did not legislate specifically for General Councils. In reviewing its compliance with the Act, the Court of the University of Edinburgh proposed introducing a new open recruitment process for General Council Assessors in lieu of the former election process. On the advice of the Business Committee, this was approved in principle by the General Council at its statutory half yearly meeting on 24 February 2018. The resulting amendments to the relevant Ordinances then proceeded through the statutory process before submission to the Privy Council for final approval.

## **PART II. GENERAL COUNCIL**

### **1. Membership and Registration**

1.1. The requirements of the 1858 Act (see Appendix I, para 1) were superseded by Ordinance No. 186 (see Appendix II, para 2), which specifies that the membership of the General Council of the University of Edinburgh consists of: –

- (a) *All persons on whom the University has conferred a degree other than an Honorary Degree, whose names shall be recorded in the register of Graduates;*
- (b) *All persons on whom the University has conferred an Honorary Degree or on whom it has conferred the title of Honorary Fellow of the University;*
- (c) *During their tenure of office –*
  - (i) *The Chancellor of the University;*
  - (ii) *The members of the University Court;*
  - (iii) *The Professors of the University;*
  - (iv) *All Readers, Senior Lecturers and Lecturers in the University who have held such an office for a period of one year;*
- (d) *Former members of the University Court and former professors, and*
- (e) *Former Readers, Senior Lecturers and Lecturers who have retired after holding any such office in the University for a period of three years and who have elected to pay the statutory fee if any.*

1.2. The University is required to maintain a register of members of the General Council [1966 Act, Section 10 - see Appendix I, para 5.2(f)]. The arrangements for management of the register have changed over the years. Ordinance No. 213 reflects the University's secure management of personal data in the digital age (see Appendix II, para 3). The conditions under which personal data about General Council members are held and can be accessed are in strict compliance with contemporary data protection regulations [Regulation (EU) 2016/679 General Data Protection Regulation].

1.3. Inclusion in the register is taken as evidence of eligibility to vote in General Council elections and, subject to other relevant criteria, of eligibility to apply for an advertised vacancy for a General Council Court Assessor post (see Appendix II, para 3).

### **2. Statutory Powers and Responsibilities of the General Council**

2.1. The General Council contributes to the governance of the University as follows:

- (a) The General Council is responsible for electing the Chancellor of the University [1858 Act, section 2 - see Appendix I, para 1.2(a) and *The General Council of the University of Edinburgh: Regulations for General Council Elections*].
- (b) Three positions on the University Court are maintained for General Council Assessors (see Part IV of this document and Appendix I, paras. 5.2(a), 7.3 and 7.4(1)(b)).

- 2.2. The General Council is required to meet twice per year  
*“to take into their consideration all questions affecting the wellbeing and prosperity of the University”*  
and  
*“to make representations from time to time in such questions to the University Court who shall consider the same and return to the Council their deliverance thereon”*.  
[1858 Act, Section 6 - see Appendix I, para 1.2(c)]
- 2.3. The General Council is empowered to hold  
*“special meetings at any time in accordance with such procedure as the General Council may by rules determine”*.  
(see Part II, para 3.2 of this document)
- 2.4. The University Court is required to lay before the General Council annually:  
(a) *A report of the work and activities of the University, and*  
(b) *A financial statement of the University which shall be audited by auditors appointed by the University Court.*  
[1966 Act, Section 12(1) - see Appendix I, para 5.2(g)]
- 2.5. The University Court has statutory responsibilities:  
*“to make provision to enable the Senatus Academicus and the General Council to discharge their duties”*.  
[1966 Act, Schedule 2, Part 3 - see Appendix I, para 5.2(j)]
- 2.6. The General Council has a statutory consultative role in the making of University Ordinances [1966 Act, Schedule 2, Part 1 - see Appendix I, para 5.2(h)] and the passing of Resolutions [1966 Act, Schedule 2, Part 2 - see Appendix I, para 5.2(i)]. In both cases the University Court is required to take into consideration any representations from the General Council.
- 2.7. The General Council has the power to:  
*“appoint committees of its own number or others, and to define the powers and to determine the membership and the quorum of such committees”*.  
[1966 Act, Section 9(3) - see Appendix I, para 5.2(e)(3)]

In accordance with this power the Council elects a Business Committee (see Part V of this document). Each half yearly meeting concludes by empowering the Business Committee to act on behalf of the Council except on a matter where a statute provides otherwise.

### **3. Procedures for Meetings of the General Council**

- 3.1. Contemporary procedures for meetings of the General Council, in the form of revised Standing Orders (see paras 3.3 to 3.9 below) were approved by the General Council on 24 June 2000.

- 3.2. Standing Orders may be revoked, or amended and new Standing Orders made, by a statutory half-yearly meeting of the Council provided that the proposed order has been duly noted on the agenda.

**Statutory Meetings**

- 3.3. The Council will meet twice a year, on a Saturday, in February and June.\*

**Special Meetings**

- 3.4. In addition to the statutory meetings, the Business Committee by vote of a majority of its members present at a meeting called for this purpose, may instruct the Secretary to call a special meeting of the Council at any time. Discretion is with the Business Committee to decide how much notice is given, what publicity is given to the meeting and what circulation should take place.

**Quorum**

- 3.5. The quorum of the Council shall be thirty.

**Chairperson**

- 3.6. Ordinance No. 214 provides in paragraph 1 as follows:

*“At the meetings of the General Council, the Chancellor, whom failing the Rector, whom failing the Principal, whom failing the Chancellor’s Assessor shall preside; and in the absence of all the said Officials the Chair shall be elected by the meeting. The Chair shall have a deliberative and a casting vote, and in case of an equality of votes, the Chair or any one appointed by the University Court to act for the Chair as hereinafter provided, shall have a casting vote. The Chair of the meeting shall decide all points of order.”*

(see Appendix II, para 4).

**Circulation of papers**

- 3.7. The papers for meetings of the Council containing the draft minutes of the previous meeting, reports for the meeting and such notices of motions as may be connected with the business of the meeting shall be circulated to all members of the Council.

**Matters of Business**

- 3.8. Any member of the Council may propose any matter of business for consideration at a Council meeting but it will not be included in the papers for the meeting unless it is a) seconded by a member of the Council and b) supported in writing by no fewer than ten other members of the Council.

**Motions**

- 3.9. (i) Notice of any motion to be proposed at a meeting of the Council shall be given in writing to the Secretary no later than 80 days before the meeting concerned.

---

\*Subject to approval by the General Council, 1st February 2020.

- (ii) Every motion must have a seconder. For the avoidance of doubt, when a motion is proposed on behalf of the Business Committee of the Council such a motion is proposed by the Convener of the Business Committee and seconded by the Vice-Convener of the Business Committee.
- (iii) If the proposer of a motion included in the agenda is not present at the meeting, the seconder or one of the supporters of the motion may speak in support of the motion as if that member had proposed the motion.
- (iv) With the exception of the proposer, who may speak in support of the motion for up to a maximum period of five minutes, all other speakers will be limited to a maximum period of three minutes.
- (v) A motion cannot be proposed at a meeting of the Council unless it is specifically on the agenda for the meeting or directly emanates from a report duly presented or where a majority of the members present at the meeting agree by vote that as an important and urgent matter it should be considered.
- (vi) No member may address the Council more than once on any motion except to intervene on a factual matter or provide clarification, but the mover of a substantive motion may reply and the reply shall be confined to answering previous speakers.
- (vii) A defeated motion, or a motion related to an issue substantially similar to that referred to in a defeated motion, may not be proposed at the next following statutory meeting of the Council. The Rector shall determine whether a motion relates to an issue which is substantially similar to that referred to in a defeated motion. In the unavoidable absence of the Rector, the Convener of the Business Committee shall make such a determination.

#### **4. Secretary of the General Council**

- 4.1. The Secretary of the Council is appointed by the Council on the recommendation of the Business Committee. The Secretary of the Council serves for an initial fixed-term period of four years with eligibility for re-appointment thereafter for one further fixed-term period of four years. The Secretary of the Council also acts as Secretary of the Business Committee.
- 4.2. The Secretary of the Council is responsible for supervising any staff employed. In particular, the duties of Secretary of the Council include an examination of all Billets, notices and reports to be issued in the name of the Council, including the agenda for its statutory half-yearly meetings, and ensuring that any motion to be on the agenda for a statutory half-yearly meeting is in the hands of the Secretary of the Council at least 80 days before the date of the meeting unless and until a statutory half-yearly meeting recommends a different period.

### **PART III. ELECTION OF THE CHANCELLOR**

1. The General Council is responsible for electing the Chancellor of the University under statute [1858 Act, Section 2 - see Appendix I, para 1.2(a)] and by ordinance [Ordinance No. 214 - see Appendix II, para 4].
2. Ordinance No. 214, *Election of Chancellor and Chairing of General Council Meetings* (see Appendix II, para 4), sets out the following procedure for the election of a Chancellor:

“2. Election of a Chancellor

- (1) *The Chancellor shall be elected for life by members of the General Council whose details are contained within the General Council Register by means of a single transferable vote system. The election shall be conducted in accordance with this Ordinance and arrangements determined from time to time by the Business Committee of the General Council.*
- (2) *When a vacancy occurs in the office of the Chancellor, the Business Committee of the General Council shall fix the date by which nominations for a successor shall be received, hereinafter called the nomination day, such date to be no fewer than 90 days from the date of the vacancy. The Secretary of the General Council shall intimate the nomination day and the conditions for the nomination of candidates in accordance with the arrangements determined from time to time by the Business Committee of the General Council. No person who is a member of staff of the University of Edinburgh or who is a matriculated student of the University of Edinburgh shall be eligible for nomination for election as Chancellor.*
- (3) *The result of the election shall be transmitted to the Secretary of the University Court as soon as it is established and the said Secretary shall disseminate the said result within the University.”*

#### **Additional conditions and procedures**

3. Ordinance No. 214 (see Appendix II, para 4) provides conditions relating to the validity of elections for the office of Chancellor and a procedure to be followed if the Chair of a meeting of the General Council or the Secretary of the General Council is incapacitated. The *General Council of the University of Edinburgh Regulations for General Council Elections (Part I)* details the additional procedures approved by the General Council for the nomination and election of candidates noted in paragraph 2 above.

#### **The Chancellor’s Assessor**

4. The Chancellor’s Assessor is *ex officio* a member of the Business Committee of the General Council.

#### **PART IV. GENERAL COUNCIL COURT ASSESSORS**

1. The Higher Education Governance (Scotland) Act 2016 placed requirements on Universities with regard to the composition of, and appointment to, their governing bodies and academic boards. While the Act made no specific statements about General Council representation, Section 10(1)(e) does make provision for the continued inclusion of General Council Assessors:

*(1) The membership of the governing body of a higher education institution is to be composed of –*

*.....*

*(e) such other persons as are appointed—*

*(i) by virtue of an enactment, or*

*(ii) in accordance with the governing document of the institution.*

(see Appendix I, para 7.3)

2. The University Court tasked its Nominations Committee with reviewing its arrangements and proposing the necessary amendments in Ordinance No. 211 *Composition of the University Court* to achieve compliance with the Act. Outline proposals for a new appointment process for General Council Assessors, to replace the former electoral arrangements, were accepted by the General Council Business Committee in July 2017. More detailed proposals were approved by the Business Committee in January 2018. A motion to adopt the new arrangements was approved by the General Council at its statutory meeting on 24 February 2018. There followed a formal consultation on the new draft Ordinance to which the General Council responded in December 2018. The arrangements described below were introduced in 2019.
3. The University Court retains three positions for General Council Assessors.
4. Vacancies in these positions are openly advertised, including by the General Council, with eligibility restricted to members of the General Council who are not currently members of staff or matriculated students at the University of Edinburgh. The eligibility of applicants must be verified by the Secretary of the General Council.
5. The recruitment process is overseen by a selection panel on which the General Council and University are equally represented. The General Council representatives normally would include the Secretary of the General Council and the Convener of the Business Committee together with a General Council Assessor or other appropriately experienced member of the Business Committee. The University representatives on the selection panel are appointed by the Nominations Committee.
6. Applicants are assessed on the skills and experience they could bring to Court with consideration of the equality and diversity of Court membership.

1 February 2020

7. The selection panel is responsible for shortlisting applications, interviewing shortlisted candidates and recommending to the Nominations Committee those whom it selects for Court appointment.
8. General Council Assessors are appointed for a period of four years in the first instance and will be eligible for reappointment by the University Court, for a further term of four years, subject to satisfactory appraisal. The General Council has input to that appraisal process.
9. Appointees are *ex officio* members of the General Council Business Committee.
10. The relationship between the General Council Assessors on the University Court and the Business Committee of the General Council is further elucidated in Appendix IV.

## **PART V. THE BUSINESS COMMITTEE**

### **Composition**

1. The Business Committee comprises the following:
  - (1) Twenty members of the Council, elected by the Council, or co-opted, and serving as provided for in paragraph 7 below;
  - (2) a Convener and a Vice-Convener appointed and serving as provided for in paragraph 9 below;and, *ex officio*:
  - (3) three General Council Assessors appointed to the University Court;
  - (4) the Chancellor's Assessor; and
  - (5) the Secretary of the General Council.

### **Functions**

2. The functions of the Business Committee include all functions of the Council which have been given to it by statute or ordinance and which, not having been reserved as matters to be dealt with only at statutory half-yearly meetings of the Council, have been delegated to the Business Committee by the Council. These functions include the right to make representations to the University Court on questions affecting the well-being and prosperity of the University of Edinburgh. Such representations shall be communicated to the University Court from time to time for it to deliberate upon and in due course return its observations or deliverances to the Business Committee [1889 Act, Section 6 - see Appendix I, para 2.3].
3. In the discharge of the Council's statutory duty to consider any aspect of the well-being and prosperity of the University, the Council shall be consulted timeously on all draft ordinances, all draft resolutions and related matters, and shall receive annually a report of the University's work and activities and an audited financial statement of the University [1966 Act, Section 12(1) - see Appendix I, para 5.2(g)].
4. The Business Committee shall consider on behalf of the Council any proposed improvements of substance in the internal arrangements of the University which the University Court may communicate to the Council in fulfilment of the requirements of Universities (Scotland) Act 1858 [1858 Act, Section 12(2) - see Appendix I, para 1.2(c)].
5. The Business Committee shall consider matters remitted to it by the Council at its statutory half-yearly meetings as well as matters raised on its own initiative or matters raised by any individual member so long as they are deemed relevant by the Chair of the statutory half-yearly meeting at which the matter is raised. The Business Committee shall give a report of its deliberations to each statutory half-yearly meeting of the Council, covering its decisions or recommendations on any matters remitted to it by the previous statutory half-yearly meeting.

6. So far as the expenditure of the Council and the Business Committee is concerned, the University Court has the power to make provision to enable the Council to discharge its duties [1966 Act, Schedule 2, Part 3 - see Appendix I, para 5.2(j)]. In the event that the sum made available by the University Court is found inadequate by the Business Committee, the matter will be referred by the Business Committee to the next statutory half-yearly meeting of the Council, and if that meeting so decides, the matter would then be referred to the University Court for fresh consideration.

#### **Election of Members of the Business Committee and Period of Office**

7. The procedure for the nomination and election of candidates to become members of the Business Committee and the period of office of members of the Business Committee shall be as agreed from time to time by the General Council. These arrangements are detailed in Part II of *The General Council of the University of Edinburgh Regulations for General Council Elections*.
8. Elected members of the Business Committee shall serve for a period of up to four years from the first meeting of the Business Committee in the next academic year starting after the date of the statutory half-yearly meeting at which they are elected. They are eligible for re-election to serve on the Business Committee for a further four years from the expiry of their first four-year period (*arrangements approved by the General Council, on 12 February 2011*).

#### **Appointment of Convener and Vice-Convener**

9. The Business Committee shall appoint a Convener and a Vice-Convener from among its number or from among those who have served on the Committee within the past two years. The appointees shall serve for up to four years from the date of their taking up office. On the expiry of their respective four year periods as Convener and Vice-Convener, they shall be eligible for re-election to their respective offices, each for a further four years. At the expiry of this further period of four years, neither shall be eligible for re-election to the office which they have just completed except in the event of prevailing circumstances deemed by a majority of the Business Committee to be exceptional, in which case the period of office of either or both may be extended for such further period as the Business Committee deems fit according to the special circumstances, but not exceeding one year. Part III of *The General Council of the University of Edinburgh Regulations for General Council Elections* specifies the details of the process whereby the Convener and Vice-Convener are elected.

#### **Removal from office of a Member of the Business Committee**

10. Any member of the Business Committee who brings the office into disrepute may be removed from office by a two-thirds majority of its members.

11. A member of the Business Committee, who has been removed from office in accordance with the procedures outlined above, or his or her representative, may appeal in writing, addressed to the Secretary of the General Council, against such removal. Such appeal shall be considered at the next statutory half-yearly meeting of the General Council at which the appellant or his or her representative shall be invited to address the meeting. The meeting of the General Council at which the appeal is heard may uphold or reject it. A member of the Business Committee may not attend any meeting of the Business Committee or any of its Standing Committees pending the outcome of the appeal against removal from office.

#### **Chair**

12. The Chair at all meetings of the Business Committee shall be taken by the Convener, whom failing by the Vice-Convener, whom failing by a Chair elected by the meeting for that meeting only.

#### **Quorum**

13. In line with Section 9(3) of the 1966 Act (see Appendix I, para 5.2(e)(3)), the quorum is determined by the General Council. The quorum for meetings of the Business Committee is 12.

## **PART VI. STANDING COMMITTEES OF THE BUSINESS COMMITTEE**

1. The Business Committee may create or discontinue standing committees either on its own initiative or as instructed by a statutory half-yearly meeting of the Council, and give to these standing committees a name and a general remit which it may change from time to time. Until otherwise determined the standing committees shall be as noted in the remainder of this section of the Constitutional Arrangements.
2. The standing committees shall have such membership as is determined by the Business Committee, but, with the approval of the Business Committee, may co-opt to their number from outwith the membership of the Business Committee if circumstances or special interests so merit. New members should be allocated to a standing committee on the basis of their preference or experience.
3. Each standing committee will annually present its workplan for the year ahead to the Business Committee for approval. The workplan will include matters either remitted to the standing committee by the Business Committee or initiated on the committee's own initiative.
4. It is up to the Convener of each standing committee to decide whether a meeting should be closed or open to other members of the Business Committee to attend as observers.
5. Any proposal for the creation of a new standing committee should normally be reviewed by a short life Working Group which will make observations and recommendations to the Business Committee.
6. The remits of the standing committees, revised in 2018-19, are as follows:

### **Academic Standing Committee**

This committee shall, in general, enable the Business Committee to act as a supportive and informed body of graduates, and thus to give the University every possible assistance with the development of its academic programme, especially during periods of major change in educational or social policy. This includes consideration of all matters relating to teaching and research and the provision of facilities that impinge on the academic life of the University such as student and staff wellbeing, curriculum diversity and equality.

### **Constitutional Standing Committee**

This committee shall consider all such matters appertaining to the constitutional relationship between the General Council and the Business Committee as well as its constitutional relationship with the University. It will, from time to time, review and advise on amendments to the Constitutional Arrangements of the General Council that may be required as a result of (1) legislative changes made by government that impact Higher Education, (2) changes made by the University to relevant Ordinances and (3) the need to establish new procedures within the Business Committee or to set up new standing committees or short-life working groups of the Business Committee for specific purposes.

### **Finance and Services Standing Committee**

This committee shall take into consideration and make representations or other observations to the Business Committee on (1) the general financial affairs of the University, (2) the funding of the General Council, (3) Estates, IT infrastructure, Knowledge Management, and Data Driven Innovation of the University and (4) any other services, such as Human Resources and Corporate Services, relating to the University.

### **Public Affairs Standing Committee**

This committee shall consider and make representations on matters affecting the public face of the University and the General Council. It will play a leading role in (1) developing the General Council's communication strategy, through a variety of means including social media and events, (2) engaging with General Council members in collaboration with the University's Development and Alumni department with a view to encouraging alumni participation in the life of the University and the work of the General Council, and (3) supporting University engagement with the wider community.

### **International Affairs Standing Committee**

Following the recommendation of a working group set up to consider the matter, at its meeting on 4 July 2019, the Business Committee approved the establishment of a new Standing Committee from academic year 2019-20 with the following remit:

This committee shall consider and make representations or other observations to the Business Committee on (1) key contemporary issues in the University's international engagement; (2) international perceptions of the University e.g. through work of the University's international offices; (3) engagement with international alumni networks and (4) the role of the General Council in supporting the University's international community locally.

## **Search Committees**

7. At a meeting of the Council held on 10 February 2001, it was agreed that the Constitutional Standing Committee should consider the procedures for setting up ad hoc Search Committees of the Business Committee. A meeting of the Business Committee held on 20 September 2001 approved the following:

*“Search Committees are normally formed for the appointment of General Council Assessors to the University Court and of the Secretary of the General Council. A Search Committee should be chaired by the Convener of the Business Committee, and should consist of two other office bearers and two co-opted members, covering as broad a range of disciplines as possible. The appointment of members of Search Committees is the responsibility of the Convener of the Business Committee, but, where time permits, the appointments should be subject to the approval of the Business Committee.”*

1 February 2020

### **Working Groups**

- 8.** Short life Working Groups may be formed by the Business Committee to address specific issues and report back to the Business Committee with their findings and recommendations. The name, remit and membership of Working Groups will be determined by the Business Committee.

## **PART VII. AMENDMENTS TO THE CONSTITUTIONAL ARRANGEMENTS**

The foregoing constitutional arrangements can be changed as follows:

- where they are imposed by statute, by statute only unless a statute provides otherwise;
- where they are imposed by ordinance, by ordinance only unless a statute provides otherwise;
- where they have been created by a statutory half-yearly meeting of the General Council, by a statutory half-yearly meeting, provided that the proposed change has been duly noted on the agenda; and
- where they have been created by the Business Committee itself, then by the Business Committee, provided that the proposed change is raised at one meeting and not decided upon until the next.

**APPENDICES**

- I. THE GENERAL COUNCIL IN PRIMARY LEGISLATION**
- II. UNIVERSITY ORDINANCES PERTAINING TO THE GENERAL COUNCIL**
- III. APPOINTMENT PROCESS FOR GENERAL COUNCIL COURT ASSESSORS**
- IV. THE RELATIONSHIP BETWEEN GENERAL COUNCIL ASSESSORS ON THE UNIVERSITY COURT AND THE BUSINESS COMMITTEE OF THE GENERAL COUNCIL**
- V. GUIDELINES FOR CONSULTATIONS BETWEEN THE GENERAL COUNCIL AND THE UNIVERSITY**

## APPENDIX I. THE GENERAL COUNCIL IN PRIMARY LEGISLATION

This Appendix is intended to provide more information about the legislation governing the composition, role and functions of the General Council. Only the Acts and sections thereof which are of direct relevance to the workings of the General Council are cited, from the founding legislation in 1858 forward to the present.

The text in italics is taken directly from the legislation. As a consequence, formatting conventions (e.g. in the use of upper or lower case in titles) varies. Underlining has been inserted for the purposes of this document to highlight the key elements. Original text which has been repealed by subsequent legislation is omitted. The full text of the Acts of Parliament 1858 – 2016 can viewed at [www.legislation.gov.uk](http://www.legislation.gov.uk).

### 1. Universities (Scotland) Act 1858

#### 1.1. This Act was introduced:

*...to make Provision for the better Government and Discipline of the Universities of Scotland, and improving and regulating the Course of Study therein; and for the Union of the Two Universities and Colleges of Aberdeen.*

#### 1.2. The Sections directly concerning the General Council are as follows:

##### a) Section 2 made provision for the Appointment of Chancellors:

*The Chancellor of each of the Universities of St. Andrew's, Glasgow, and Aberdeen shall be elected by the other members of the general council herein-after mentioned; and in time coming there shall be a Chancellor of the University of Edinburgh, to be elected in like manner: ... the Chancellor of each of the said Universities shall hold his office for life; the Chancellor in each University shall have power to appoint a Vice-Chancellor, who may in the absence of the Chancellor discharge his office in so far as regards conferring degrees, but in no other respect.*

##### b) Section 4 made provision for University Courts to be constituted:

*There shall be constituted in each of the said Universities a University court, which shall [composition of Court amended by the 2016 Act] ... possess and exercise the powers herein-after enacted, and of which the rector shall be the ordinary president, with a deliberative and a casting vote.*

##### c) Section 6 made provision for General Councils of the Universities to be constituted:

*There shall be in each University a general council consisting of the Chancellor, of the members of the University court, from and after their first election, of the professors, of all masters of arts of the University, of all doctors of medicine of the University who shall have, as matriculated students of the University, given regular attendance on classes in any of the faculties in the University during four complete sessions, and also of all persons who within three years from and after the passing of this Act shall establish to the*

*satisfaction of the Commissioners herein-after appointed that they have, as matriculated students, given regular attendance on the course of study in the University for four complete sessions, or such regular attendance for three complete sessions in the University, and regular attendance for one such complete session in any other Scottish University, the attendance for at least two of such sessions having been on the course of study in the faculty of arts: Provided that no person shall be a member of the general council until he ... [repealed by 1966 Act] has his name registered in a book to be kept for the purpose by each University, which shall be done on payment of such ... [repealed 1966 Act] fee as shall be fixed by the said Commissioners; and provided also, that no person shall be a member of the general council while he is a student enrolled in any class of the University; and the said general council shall assemble twice every year, on such days as may be fixed by the Commissioners herein-after appointed, subject to alteration thereafter from time to time by resolution of the said council, with the approval of the University court; at the meetings of which council the Chancellor, and in his absence the rector, whom failing, the principal or senior principal, whom failing, the senior professor, shall preside, and shall have a deliberative and also a casting vote: It shall be competent to such council to take part in the election of office bearers of the University in manner herein provided, and also to take into their consideration all questions affecting the well-being and prosperity of the University, and to make representations from time to time, on such questions to the University court, who shall consider the same and return to the council their deliverance thereon.*

- 1.3. The 1858 Act also stipulated the powers of the Senatus Academicus and the Principal (Section 5) and of University Courts (Section 12).

## **2. Universities (Scotland) Act 1889**

- 2.1. This Act was introduced for:

*...the better Administration and Endowment of the Universities of Scotland.*

- 2.2. This Act did make provisions for the Constitution (Part I, Section 5) and powers (Part I, Section 6) of the University Court and the powers of the Senatus Academicus (Part I, Section 7) but much has been superseded by subsequent legislation.

- 2.3. The Section remaining which directly concerns the General Council is as follows:

Section 6: the Powers of the University Court:

- (2) *to review any decision of the Senatus Academicus on a matter within its competency which may be appealed against by a member of the Senatus, or other member of the University having an interest in the decision, within such time as may be fixed by the Commissioners, and to take into consideration all representations and reports made to it by the Senatus Academicus and by the general council...*

1 February 2020

### **3. Universities (Scotland) Act 1922**

3.1. This Act was introduced:

*...to extend the powers of the Courts of the Universities of Scotland in the making of Ordinances for the superannuation and pensioning of Principals and Professors, and for the admission of Lecturers and Readers to the Senatus Academicus, and to provide for the admission of Lecturers and Readers to membership of the General Councils of those Universities.*

3.2. The Section remaining which directly concerns the General Council is as follows:

Section 2: Lecturers and readers to be members of general councils:

*A lecturer or reader appointed by the university court of a Scottish university who has held the office of lecturer or reader therein for one year shall thenceforward, during his tenure of that office, be a member of the general council of that university and entitled to all the rights and privileges of a member of council although his name is not entered in the register of the council...*

### **4. Universities (Scotland) Act 1932**

4.1. This Act was introduced:

*...to transfer to the University Courts the right of presentation or appointment to certain chairs or professorships in the faculties of divinity or theology in the universities of Scotland; to remove restrictions as regards appointment to chairs or professorships in the said universities; to extend the powers of the University Courts of the said universities with regard to the making of ordinances, and for purposes connected therewith.*

4.2. The Section concerned with the powers to make, alter and revoke Ordinances has been superseded by the 1966 Act.

### **5. Universities (Scotland) Act 1966**

5.1. The introduction to this wide ranging Act was remarkably terse:

*...to amend the law relating to the Universities of St. Andrews, Glasgow, Aberdeen and Edinburgh; to make provisions consequential on the foundation of a University of Dundee; and for purposes connected therewith.*

5.2. The Sections directly concerning the General Council are as follows:

- a) Section 2: Constitution of University Courts has largely been superseded by the 2016 Act. It did make provision, which has not been repealed, for General Council Court Assessors to serve for a four year term with a possibility of a second term, and made provision for casual vacancy:

- (3) *The term of office of assessors elected by the Senatus Academicus or by the General Council to such a University Court, or of members co-opted by such a University Court, shall be four years or such lesser period as may at the time of election or, as the case may be, co-option be determined by the University Court, and different periods may be prescribed for different persons.*
  - (4) *In the event of a casual vacancy among the assessors elected by the Senatus Academicus or by the General Council to such a University Court, the person elected to fill such vacancy shall demit office at the date when the person whom he succeeded would have retired.*
  - (5) *All assessors on such a University Court shall be eligible for further nomination or, as the case may be, re-election; and all members co-opted by such a University Court shall be eligible for further co-option.*
- b) Schedule 1 concerns the Composition of Courts of Older Universities with separate parts recording the arrangements in each. Part IV records the provision of the relevant University Ordinances. These are currently being revised to comply with the 2016 Act.
- c) Section 4 specifies a new procedure for the Making of Ordinances:
- (1) (a) *a draft of the ordinance shall be sent to the Senatus Academicus and to the General Council;*
  - (b) *throughout the period of eight weeks from the sending of the draft of the ordinance to the Senatus Academicus and to the General Council, notices, stating that the draft has been sent to the Senatus Academicus and to the General Council and naming a place within the University where the draft may be inspected at all reasonable hours, shall be displayed publicly within the University;*
  - (c) *the University Court shall take into consideration any representations from the Senatus Academicus, the General Council or any other body or person having an interest concerning the ordinance if received by them within the period mentioned in the last foregoing paragraph;*
  - (d) *in computing the said period, the months of August and September shall be left out of account;*
  - (e) *no ordinance shall come into operation until it has been approved by Her Majesty in Council, and the University Court may submit the ordinance to Her Majesty in Council for approval as soon as may be after the end of the said period;*
  - (f) *Her Majesty in Council may refer the ordinance to the Universities Committee, who shall report to Her Majesty thereon;*
  - (g) *as soon as may be after the ordinance has been approved by Her Majesty in Council, a copy thereof shall be sent to the Senatus Academicus and to the General Council, and a copy shall be displayed publicly within the University for a reasonable period;*
  - (h) *without prejudice to the other provisions of this section, the University Court shall not proceed with the making of any ordinance which relates to the purposes mentioned in section 2 of the Act of 1932 until after consultation with the General Assembly.*

(2) *Before proceeding to make an ordinance, the University Court may determine that on the ground of urgency the foregoing subsection shall apply in relation to that ordinance as if every reference to period, except in paragraph (g), were construed as a reference to the period of one month; and forthwith notices to that effect shall be sent to the Senatus Academicus and to the General Council and shall be displayed publicly within the University.*

d) Section 6 makes provision for Passing of Resolutions:

- (a) *a draft of the resolution shall be sent to the Senatus Academicus and to the General Council;*
- (b) *throughout the period of one month from the sending of the draft of the resolution to the Senatus Academicus and to the General Council, notices, stating that the draft has been sent to the Senatus Academicus and to the General Council and naming a place within the University where the draft may be inspected at all reasonable hours, shall be displayed publicly within the University;*
- (c) *the University Court shall take into consideration any representations from the Senatus Academicus, the General Council or any other body or person having an interest, concerning the resolution if received by them within the period mentioned in the last foregoing paragraph;*
- (d) *in computing the said period the months of August and September shall be left out of account;*
- (e) *the resolution may be passed by the University Court as soon as may be after the end of the said period, and it shall come into effect on a date fixed therein;*
- (f) *after the resolution has been passed, a copy thereof shall be sent to the Senatus Academicus and to the General Council, and a copy shall be displayed publicly within the University for a reasonable period.*

(2) *In the case of a resolution relating to matters mentioned in paragraph 2 or paragraph 5 of Part II of Schedule 2 to this Act, the University Court may at a meeting by a majority of not less than three-fourths of the members of the University Court present and voting determine that on the ground of extreme urgency the procedure set out in paragraphs (a) to (e) of the foregoing subsection in relation to that resolution should be dispensed with, and where the University Court so determine the resolution may be passed forthwith.*

e) Section 9 makes provision for the Powers of General Councils:

- (1) *In addition to the meetings prescribed by section 6 of the Act of 1858, special meetings of the General Council of each of the older Universities may be held at any time in accordance with such procedure as the General Council may by rules determine.*
- (2) *The quorum of the General Council of each of the older Universities shall be fifty, but any such General Council may resolve that its quorum shall be altered to such number as it may determine:*

*Provided that a notice stating that the quorum has been so altered shall require to be sent to every member of the General Council, and the alteration shall take effect only after the expiry of three months from the sending of the notice. (N.B. Quorum reduced to 30 by General Council Standing Order, 24 June 2000)*

- (3) *The General Council of each of the older Universities shall have power to appoint committees of its own number or others, and to define the powers, and to determine the membership and the quorum, of such committees.*
- f) Section 10 requires Universities to set up and maintain a General Council register:
- (1) *The University Court of each of the older Universities shall cause to be maintained a register of members of the General Council in accordance with conditions prescribed by ordinance...*
- g) Section 12 makes provision for Annual Reports and Financial Statements:
- (1) *The University Court of each of the older Universities shall lay before the General Council annually—*
- (a) *a report of the work and activities of the University, and*  
(b) *a financial statement of the University which shall be audited by auditors appointed by the University Court.*
- h) Schedule 2, Part 1 delineates the powers of the University Court exercisable by Ordinance. Some of these powers refer directly to the General Council. The full text has been included given its relevance to the role of the General Council in the making of Ordinances:
1. *To amend the composition, powers and functions of the University Court, the Senatus Academicus, and the General Council, as set out in the Universities (Scotland) Acts 1858 to 1932, the Act of 1953 and this Act, and in the ordinances made under the said Acts of 1858 to 1932 and of 1953 as set out in Schedule 3 to this Act; and to amend the composition of the General Council as set out in section 28 of the Act of 1868.*
  2. *To amend the composition of any other body set up under the Acts of 1858 and 1889 to which the University Court nominates or appoints members:  
Provided that before proceeding to the exercise of the powers herein contained the Court shall have regard to any recommendation made by the body concerned.*
  3. *To fulfil the purposes which are mentioned in sections 14 and 15 of the Act of 1889, and section 2 of the Act of 1932.*
  4. *To provide for—*
    - (a) *the term of office of members of the Senatus Academicus,*
    - (b) *the manner of election of members of the Senatus Academicus*  
*[N.B. amended by rules following 2016 Act]*
  5. *To prescribe the conditions under which the register of members of the General Council is to be maintained.*
  6. *To vary or revoke any of the ordinances set out in Schedule 3 to this Act.*

i) Schedule 2, Part 2 delineates the powers of the University Court exercisable by Resolution. The full text of this section is relevant given the role of the General Council in the passing of Resolutions:

1. *On the recommendation of the Senatus Academicus, to regulate and alter the constitution, composition, and number of the faculties and boards of studies, and to create new bodies of the same kind.*
2. *On the recommendation of the Senatus Academicus, to institute new degrees and to approve regulations made by the Senatus Academicus therefor; to approve any additions or amendments to the regulations for existing degrees and to regulate the length of the academic session.*
3. *On the recommendation of the Senatus Academicus, to prescribe the conditions under which students may be admitted to the University:*

*Provided that the power mentioned in this paragraph shall not become exercisable by the University Court of any of the older Universities until the ordinance mentioned in paragraph 8 of Schedule 3 to this Act has been revoked in relation to that University.*

4. *On the recommendation of the Senatus Academicus, to prescribe the procedure to be followed in the case of alleged breaches of discipline within the University where the alleged breach is one which might be punishable by expulsion or rustication.*
5. *After consultation with the Senatus Academicus, to found professorships and readerships in either case carrying the responsibility of a department and, without prejudice to the provisions of section 2 of the Act of 1932, on the occasion of a vacancy and with the consent of the patrons, if any, to abolish or alter the title of existing professorships and readerships carrying the responsibility of a department and with the consent of the incumbent and patrons, if any, to alter the title of existing professorships.*
6. *After consultation with the Senatus Academicus, to make regulations for the granting of recognition to the teaching of any college or individual teacher for the purposes of graduation.*
7. *After consultation with the Senatus Academicus and without prejudice to the provisions of section 2 of the Act of 1932, to prescribe the limitations in respect of age on the tenure of office of the principal or a professor:*

*Provided that, in the case of the principalship or a professorship the nomination or appointment whereto is reserved to or exercised by the Crown, the consent of Her Majesty to any such limitation on the tenure thereof shall have been signified by the Secretary of State; and provided also that no resolution prescribing such limitation shall apply to the principal or a professor holding office at the date when the resolution is passed, unless the principal or that professor shall have consented to such application, or is by the terms of his appointment subject to such limitation.*

8. *To regulate such other matters, not being matters which fall within the scope of Part I of this Schedule, as the University Court may think fit to regulate by resolution.*
- j) Schedule 2, Part 3 also covers 'Powers exercisable in accordance with procedure prescribed by the University Court', one of which is of direct relevance to the General Council:
  9. *To make provision to enable the Senatus Academicus and the General Council to discharge their duties.*

## **6. Further & Higher Education (Scotland) Acts 1992 and 2005**

The Higher Education elements of these acts were concerned principally with funding arrangements; the 2005 Act introduced the Scottish Further and Higher Education Funding Council with detailed provisions for funding arrangements superseding those of the 1992 Act. The 1992 Act also made provision for the powers of the Privy Council, including the power to authorise the governing body to make rules regulating its own procedures i.e. Ordinances. Neither Act specifically addressed the workings of the General Council and hence neither has been cited in detail here.

## **7. Higher Education Governance (Scotland) Act 2016**

7.1. This Act was introduced:

*...to make provision about the composition and appointment of governing bodies and academic boards of higher education institutions; and to revise provision about the academic freedom of various persons carrying out activities at higher education and certain other institutions.*

7.2. Part 1 of the Act concerns Governance arrangements with Chapter 1 relating to governing bodies.

7.3. Sections 1-9 are concerned with the position of Senior Lay Member of the governing body. Sections 10-14 deal with 'membership of the governing body'. These sections do not mention the General Council specifically, but Section 10(1)(f) authorises the General Council Assessors' continuing membership of the governing body.

### *10 Composition of governing body*

- (1) *The membership of the governing body of a higher education institution is to be composed of—*
  - (a) *the person appointed to the position of senior lay member by virtue of section 8,*
  - (b) *2 persons appointed by being elected by the staff of the institution from among their own number,*
  - (c) *1 person appointed by being nominated by a trade union from among the academic staff of the institution who are members of a branch of a trade union that has a connection with the institution,*

- (d) *1 person appointed by being nominated by a trade union from among the support staff of the institution who are members of a branch of a trade union that has a connection with the institution,*
- (e) *2 persons appointed by being nominated by a students' association of the institution from among the students of the institution,*
- (f) *such other persons as are appointed—*
  - (i) *by virtue of an enactment, or*
  - (ii) *in accordance with the governing document of the institution.*

7.4. Section 13 makes provision for the resignation or removal of members of a governing body. Paragraph (1)(b) would apply to General Council Assessors:

- (1) *Rules made by the governing body of a higher education institution may contain provision about the procedure for the resignation or removal of—*
  - (a) *the person appointed to the position of senior lay member of the governing body,*
  - (b) *the other persons within the membership of the governing body.*
- (2) *Provision as to removal is to (in particular)—*
  - (a) *prescribe grounds for removal, for example—*
    - (i) *inability to exercise the senior lay member's functions or (as the case may be) the functions of membership generally,*
    - (ii) *misconduct (whether or not in the capacity as member),*
  - (b) *ensure that removal can be effected only by a resolution based on the grounds and passed by a specified majority of the members of the governing body,*
  - (c) *allow the person who is the subject of the resolution, if the resolution is so passed, to seek a review in order to have the resolution reconsidered or quashed.*
- (3) *For the purpose of subsection (2)(b)—*
  - (a) *a specified majority may be a majority of any particular size,*
  - (b) *the person who is the subject of the resolution does not count in any calculation arising (and the person is not eligible to vote on the resolution).*
- (4) *Provision under subsection (1)(a) need not be the same as provision under subsection (1)(b).*

7.5. The Act includes a statement about the validity of the governing body's proceedings (Section 14):

*The validity of any proceedings of the governing body is not affected by any—*

- (a) *vacancy in membership (or category of membership),*
- (b) *defect in the appointment of a member.*

7.6. Chapter 2 of Part 1 of the Act deals with the composition of and elections to the Academic Board and the validity of its proceedings. Part 2 deals with upholding academic freedom.

## **APPENDIX II. UNIVERSITY ORDINANCES PERTAINING TO THE GENERAL COUNCIL**

This Appendix is intended to provide more information about the Ordinances of the University of Edinburgh which have been put in place to comply with the foregoing legislation. Only those Ordinances that are of direct relevance to the workings of the General Council are cited here. The text in italics is taken directly from the Ordinances. Where necessary, underlining has been inserted to highlight the key elements.

The University of Edinburgh has proposed changes to some Ordinances to comply with the Higher Education Governance (Scotland) Act 2016. The statutory process requires that these proposals be put to the Senate and the General Council for feedback before informal consultation with Scottish Government officials. When Scottish Government officials are content to recommend the proposals to Ministers, the resulting Draft Ordinances are then submitted to a formal review process involving consultation with Senate, the General Council and other stakeholders. Following that consultation, the approval of the final Draft Ordinance rests with Court.

Final Draft Ordinances are submitted to the Scottish Universities Committee, comprising the First Minister, Lord President of the Court of Session and the Lord Advocate, and then for final approval by Her Majesty the Queen in Council.

The following Ordinances are at different stages of this process.

### **1. University of Edinburgh Ordinance No. 211, 18 February 2019 Composition of the University Court**

- 1.1. The Universities (Scotland) Act 1966 gives the University Court the power to amend its own composition. Since that time its composition has been regulated by Ordinance – since 1992 by Ordinance No. 187, as amended by Ordinance No. 192 (Local Authority Membership of the University Court).
- 1.2. The University Court has approved changes to its composition to comply with the Higher Education Governance (Scotland) Act 2016, thereby requiring the drafting of a new Ordinance. It was agreed at the same time that the previous election process for the three General Council Assessors would be replaced by an open advertisement and recruitment process overseen by a joint Court-General Council selection panel, chaired by the Convener of the Nominations Committee.
- 1.3. Ordinance No. 211 concerns the composition of Court and specifies whether the various categories of member are elected, appointed or nominated. Details of the agreed appointment process for General Council Assessors are reproduced in Appendix III.
- 1.4. The new Ordinance No. 211 was approved by the Privy Council on 22 May 2019.
- 1.5. The corresponding sections of the extant Ordinances (No. 187 and 192) will be revoked as the new arrangements come into force.

*Ordinance No. 211*

1. *The University Court of the University of Edinburgh shall consist of:*  
...  
(k) *Three persons appointed by the University Court who shall be members of the General Council of the University and will not be members of staff or students of the University; and...*
2. *The persons appointed under sub-paragraphs 1(d), 1(e), 1(h), 1(j), 1(k) and 1(l) are assessors for the purposes of the Universities (Scotland) Acts 1889 and 1966.*
3. ....
4. *Sections 1(k) and ... Sections 2 .... shall come into force on 1 August 2019.*

**2. University of Edinburgh Ordinance No. 186, 11 February 1992  
General Council Membership and Registration**

The provisions of the Ordinance for the Membership of the General Council remain unchanged although the statutory registration fee referred to in (e) below was abolished in 2012:-

*Membership of the General Council of the University of Edinburgh consists of:*

- (f) *All persons on whom the University has conferred a degree other than an Honorary Degree, whose names shall be recorded in the register of Graduates<sup>2</sup>*
- (g) *All persons on whom the University has conferred an Honorary Degree or on whom it has conferred the title of Honorary Fellow of the University;*
- (h) *During their tenure of office –*
  - (v) *The Chancellor of the University;*
  - (vi) *The members of the University Court;*
  - (vii) *The Professors of the University;*
  - (viii) *All Readers, Senior Lecturers and Lecturers in the University who have held such an office for a period of one year;*
- (i) *Former members of the University Court and former professors and*
- (j) *Former Readers, Senior Lecturers and Lecturers who have retired after holding any such office in the University for a period of three years who have elected to pay the statutory registration fee, if any.*

**3. University of Edinburgh Ordinance No. 213, 17 June 2019  
General Council Membership and Registration**

An amendment to Ordinance No. 186 (i.e. Ordinance No. 202, 25 March 2002) was introduced to update arrangements for maintaining the Register of Members of the General Council on computer. Following the new arrangements for appointing General Council Court Assessors, further amendment was required to remove reference to the Register as evidence of the right of any member of the General Council to vote in the

election of a General Council Assessor to the University Court. This provided an opportunity to update the text more broadly to reflect contemporary practice in the management of the Register. Ordinance No. 202 therefore is being revoked to be replaced by Ordinance No. 213:

1. *The Register of Members of the General Council shall be maintained securely in electronic format. It shall be open to an individual to enquire whether their name and other details are included in the Register. No information will be divulged without satisfactory proof of identity. The Register of Members shall be conclusive evidence of: a) the right of any Member of the General Council to vote in the election of the Chancellor or in any other business in respect of which a vote of General Council members is required; b) the eligibility of applicants to be considered for appointment as General Council Assessors on the University Court and, c) eligibility to stand for election to the General Council Business Committee.*

This Ordinance came into force on 12 February, 2020 when it was approved by Her Majesty in Council.

#### **4. University of Edinburgh Ordinance No. 214, 17 June 2019 Election of Chancellor and Chairing of General Council Meetings**

Ordinance No. 210, 20 June 2011 contained the requirements for the election of General Council Assessors to the University Court and hence has been revoked. It has been replaced by Ordinance No. 214 which omits references to the election of General Council Assessors but retains the other sections regarding the election of the Chancellor and the chairing of General Council meetings renumbered as follows:

##### *Meetings of the General Council*

1. *At the meetings of the General Council, the Chancellor, whom failing the Rector, whom failing the Principal, whom failing the Chancellor's Assessor shall preside; and in the absence of all the said Officials the Chair shall be elected by the meeting. The Chair shall have a deliberative and a casting vote, and in case of an equality of votes, the Chair or any one appointed by the University Court to act for the Chair as hereinafter provided, shall have a casting vote. The Chair of the meeting shall decide all points of order.*
2. *Election of a Chancellor*
  - (1) *The Chancellor shall be elected for life by members of the General Council whose details are contained within the General Council Register by means of a single transferable vote system. The election shall be conducted in accordance with this Ordinance and arrangements determined from time to time by the Business Committee of the General Council.*
  - (2) *When a vacancy occurs in the office of Chancellor, the Business Committee of the General Council shall fix the date by which nominations for a successor shall be received, hereinafter called the nomination day, such date to be no fewer than 90*

*days from the date of the vacancy. The Secretary of the General Council shall intimate the nomination day and the conditions for the nomination of candidates in accordance with the arrangements determined from time to time by the Business Committee of the General Council. No person who is a member of staff of the University of Edinburgh or who is a matriculated student of the University of Edinburgh shall be eligible for nomination for election as Chancellor.*

- (3) *The result of the election shall be transmitted to the Secretary of the University Court as soon as it is established and the said Secretary shall disseminate the said result within the University.*

3. *Validity of an election*

*The validity of any election held in terms of this Ordinance shall not be affected by any defect in the procedure carrying out such election unless on the application of a candidate or an individual designated by the candidate to represent them to the Secretary of the General Council prior to the results of the election being declared, the Convener or Acting Convener of the Business Committee of the General Council shall after due enquiry declare the election invalid.*

4. *Incapacity of Chair or Secretary*

*If the Chair of a meeting or the Secretary of the General Council is incapacitated by illness or otherwise from discharging the duties in reference to an election imposed by this Ordinance, or if the office of Secretary becomes vacant, the University Court in the case of the Chair of the meeting, and the Business Committee in the case of the Secretary, shall appoint a person to discharge such duties and the person so appointed shall, so far as the purposes of the election are concerned, act as, and be deemed to be, Chair of the meeting or Secretary, as the case may be.*

This Ordinance came into force on 12 February, 2020 when it was approved by Her Majesty in Council.

### **APPENDIX III. APPOINTMENT PROCESS FOR GENERAL COUNCIL COURT ASSESSORS**

On 4 February 2018, the General Council approved in principle the new process for appointing General Council Assessors to the University Court.

The arrangements for filling vacancies arising from 1 August 2019 are as follows:

- i) The General Council Business Committee (in December/January):
  - Agrees the three General Council representatives to serve on a Joint Selection Panel, normally expected to be: the Convener of the Business Committee, a current General Council Court Assessor and the Secretary of the General Council.
  
- ii) The Nominations Committee of Court (in January):
  - Reviews a skills matrix of all current Court members, identifying any potential skills gaps;
  - Agrees the text of an advertisement including any references to skills of particular interest in this recruitment round, a link to a job description for Co-opted Court members amended by Court to reflect the General Council Assessor role and requests that candidates submit a covering letter, CV and (optional) equality monitoring form. The advertisement will note that successful candidates must be members of the General Council and will be expected to continue constructive relations between the General Council and Court;
  - Agrees where the advertisement should be published – this should include circulation to General Council members as well as other outlets used for Co-opted Court member advertisements; and
  - Agrees the final three members of the Joint Selection Panel – normally expected to be: the Convener of the Nominations Committee (to act as chair of the Selection Panel), the Principal or nominee, and the University Secretary.

Applications are managed by the Court Services Office. Any successful candidate must be a member of the General Council. Membership must be verified by the Secretary of the General Council.
  
- iii) The Joint Selection Panel (in February-April):
  - Shortlists applications – assessing applications with regard to the job description, any particular skills of interest in the current recruitment round and with regard to Court’s equality and diversity policy;
  - Interviews shortlisted candidates; and
  - Recommends candidates to the Nominations Committee.
  
- iv) The Nominations Committee considers the recommendations (in May) and makes a recommendation to Court (in June) for approval. New Court members take up office on 1 August.

1 February 2020

The General Council Assessors will be appointed for a period of four years in the first instance and will be eligible for consideration for reappointment for a further term of four years subject to satisfactory appraisal. The appointees become *ex officio* members of the General Council Business Committee.

Details of the appraisal process have yet to be finalised.

## **APPENDIX IV. THE RELATIONSHIP BETWEEN GENERAL COUNCIL ASSESSORS ON THE UNIVERSITY COURT AND THE BUSINESS COMMITTEE OF THE GENERAL COUNCIL**

### **1. Role of the Court Assessors**

Following the new arrangements for recruitment and selection (see Appendix III of this document), three General Council members are appointed to be members of the University Court (i.e. General Council Assessors) for a term of four years in the first instance. On appointment, they become members of the Business Committee *ex officio*. The University Court is the supreme governing body of the University and, in common with all other members of Court, the General Council Assessors are charity trustees with all the obligations such a position entails. Their prime responsibility must always be to fulfil this role. They are on Court as independent elected delegates, and do not represent any body including the General Council.

### **2. Role and responsibilities of Court Assessors on the Business Committee**

- 2.1. As a result of their involvement with Court, the Assessors, as individual members of the Business Committee, bring a detailed understanding of the work of the University and its strategic priorities to the Committee. They also enable the Business Committee to have an overview of Court business by providing, in their capacity as Court Assessors, a timely oral report on Court meetings. The content of this report has due regard to whether or not the items of business on the Court agenda have been identified as 'closed' or not. In practice, each report is normally given by one Court Assessor although the others may contribute additional observations where appropriate.
- 2.2. Members of the Business Committee will be aware that the agenda for each Court meeting and the subsequent official Minute are made available on the University website. It is therefore not appropriate for the Court Assessors to provide for the Business Committee any written version of the formal Court meeting. Thus, their report is oral only.
- 2.3. In consequence of their role and status as members of Court, the Court Assessors do not, and indeed cannot, function formally as "messengers" from the Business Committee to the Court. They are, however, informed of the position and views of the Business Committee by virtue of their membership of it. There may be occasions when they feel obliged to make Court aware of the views of the Business Committee, given that they are also members of the Business Committee. On such occasions it is expected that they will make Court aware that they are simply conveying the views of the Business Committee as they understand them to be at this particular point.

### **3. Responsibilities of the Business Committee to the Court Assessors**

- 3.1. The Business Committee can fulfil a valuable role as a trusted and knowledgeable reference group, for the Court Assessors to use when they find it suitable. This may be

1 February 2020

by engaging with the Business Committee as a whole, with its Officers or with individual members.

3.2. The Business Committee for its part will ensure that its members are aware of the role and responsibilities of the Court and that they understand and respect the obligations of the Court Assessors as members of that body, including the need to maintain confidentiality when required.

3.3. The Business Committee will also remain mindful that it can make its own representations to Court on any matters which it regards as relevant.

#### **4. Responsibilities of Court Assessors to the General Council**

Court Assessors have no specific responsibilities or obligations to the General Council. It is anticipated that the Court Assessors will attend the Half-Yearly Meetings of the General Council when possible and be available at these meetings to provide their opinions or input when requested to do so. They may also find these Meetings useful to listen to the interests and concerns of the General Council membership.

## **APPENDIX V. GUIDELINES FOR CONSULTATIONS BETWEEN THE GENERAL COUNCIL AND THE UNIVERSITY**

Purpose: These guidelines are intended to provide general guidance to both parties. They cover both formal and informal consultations and feedback between the General Council and the University. They are not intended to be comprehensive or overly prescriptive, and they recognise that the informal exchange of comments and suggestions are often most productive.

### **1. Formal Consultations**

The University Court is obliged to consult the General Council on all Resolutions and Ordinances and consider any representations.

### **2. Consultations between Court and the General Council**

- a) Court may from time to time wish to consult the General Council on any relevant topic, as set out in the relevant Ordinances and Resolutions. It should be kept aware of the possibility of utilising the Business Committee as a trusted and knowledgeable reference group for this purpose.
- b) The General Council has the statutory right to make formal representations to Court on any matter affecting the wellbeing and prosperity of the University. It usually will be the responsibility of the Business Committee of the General Council to determine when or whether such representations are appropriate.
- c) Court and its sub-Committees may from time to time consider briefing the Business Committee on topics of relevance, as determined by Court. Such information will often be useful to the General Council when it has the opportunity to assist with the reliable communication of the University's position to the wider community, especially the local community.

### **3. Other consultations between the University and the General Council**

The University's senior management may from time to time see benefit in seeking the views of the General Council through the Business Committee on a range of issues. It is expected that these matters will include:

- a) University Strategic Plan: The University will consult the General Council as part of the process for developing new or revised Strategic Plans. Draft versions will be made available for comment and suggestions by the University in good time. Communication will be through the General Council Secretary; and
- b) Alumni Engagement Strategy: The University will consult the General Council in the development or revision of its Alumni Engagement Strategy. Draft versions will be made available for comment and suggestions by the University in good time. Communication

will be through the General Council Secretary. The Public Affairs Standing Committee will be involved in this process.

#### **4. Information and feedback to/from University staff**

There are other valuable occasions on which the General Council and its Business Committee receive information from and can give feedback to University officers:

- a) Principal's Report at Half-Yearly meetings: The format of these meetings allows participation from all General Council members, including distant members through email questions etc; and
- b) Presentations and other interactions with University staff: The General Council meets with members of University staff from time to time, usually receiving presentations from them. Presentations are normally to standing committees of the Business Committee (principally the Academic and the Finance and Services committees) and occasionally to the Business Committee as a whole. Presenters will be alerted prior to their appearance that they should feel able to seek opinion from Business Committee members as a trusted and knowledgeable reference group. The Secretary will be responsible for providing this clarification as part of the information provided to all presenters prior to a meeting. It will be the responsibility of the Convener of the relevant meeting to guide discussion accordingly. Occasionally the Convener and the Secretary may send written comments to the University following such presentations.

#### **5. Authors**

This document was written by the Secretary of the General Council and the University Secretary

#### **6. Approvals**

Approved by the Business Committee at its meeting of 13 December 2012

Approved by the University Court at its meeting of 18 February 2013