

## **Heriot-Watt University**

### **Constitutional framework: approved definitions**

(Including revisions approved by the Court on 19 May 2017)

**The Court has approved a set of definitions relating to the components of the University's constitutional framework.**

**The purpose of adopting a set of commonly agreed definitions is to provide direction and support for any work undertaken in the future to tidy up or to develop parts of the constitutional framework. Agreed definitions and adherence to these are necessary to support the achievement and maintenance of good order in our constitutional framework.**

**The agreed definitions and further advice about lines of responsibility are set out below. These have been approved by the Court, the Senate, the Senate Business Committee, the University Executive, the Ordinances & Regulations Committee and the Learning & Teaching Board.**

#### **Charter and Statutes:**

The Charter and Statutes represent the primary governance and regulatory framework for the University.

The Charter defines the objects, powers, principal officers, and the Court and the Senate of the University. It defines the University as a teaching, research and examining body and includes such fundamental powers as those of awarding degrees.

The Statutes prescribe the requirements for the appointment, powers, duties and conditions of service of officers and members of staff of the University, the membership and functions of the Court and the Senate, the establishment and approval of the Ordinances and Regulations which, in addition to the Charter and Statutes, govern the operation of the University.

#### **Ordinances:**

The Ordinances should provide a regulatory framework for corporate governance, putting into effect the broad principles of the Charter and Statutes. The Charter and Statutes specify certain academic-related activities which require an Ordinance and, as such, the Court, on the recommendation of the Senate, will be the final approving body for such Ordinances. For each of these Ordinances there is a Regulation containing the detailed regulatory provision where required (e.g. student discipline, requirements for awards).

The Ordinances allow for promulgation of Regulations.

#### **Regulations (academic):**

The Regulations should provide the regulatory framework for the governance of academic-related matters that fall within the Senate's responsibility. The Senate should approve (academic) Regulations.

(It is proposed that in future all Regulations should relate only to academic areas, thereby enhancing the Senate's role in governance of academic matters. The small number of existing Regulations which relate to non-academic matters should be rescinded in favour of corporate 'Policies').

A distinction should be made between academic procedures that underpin the Ordinances and Regulations and require academic approval (e.g. academic appeals procedures, student discipline), and corporate (non-academic) operational procedures that do not require academic approval.

### **Statements of Primary Responsibilities:**

The Court has agreed, and publicises widely, a Statement of Primary Responsibilities (appended to this document).

The Senate has agreed, and publicises widely, a Statement of Primary Responsibilities and Delegations (appended to this document).

### **Policies (corporate):**

A University policy, by definition, applies institution-wide. Complementary to the regulatory framework, which governs the University's core academic related activities, policies aim principally to:

- guide corporate (non-academic) practice and decision-making by setting out operational requirements;
- ensure the integrity of, and consistency across, the University's corporate decision-making;
- support the University to achieve its corporate mission and adopted values or principles;
- help ensure that the University is compliant with external legislation;
- safeguard the University's corporate reputation and uphold accountability;
- reduce corporate risk.

Where policies are mandatory they are deemed to form part of staff terms and conditions of service and will be approved as such.

Corporate policies shall be approved by the University Executive and the Court, via the relevant Committee of the Court, where these are fundamental policies which:

- correlate to the responsibilities of the Court set out in its Statement of Primary Responsibilities, and supporting Ordinances
- support University compliance with external legislation, regulations, codes etc  
(e.g. *Equality & Diversity Policy, Data Protection Policy, Health & Safety Policy, Bribery Prevention Policy ...*)
- support delivery of the University's mission and strategic objectives through management of performance  
(e.g. *(HR) Performance Management Policy, Risk Management Policy, Treasury Policy, REF Policy/Code of Practice ...*)
- support the University in its duty to safeguard its assets and to demonstrate accountability in its stewardship and proper use of public funds  
(e.g. *University Financial Regulations, Fraud Prevention and Response Plan, Travel Expenses Policy, Sustainable Procurement Policy, Information Security Policy Framework, Intellectual Property Policy...*)
- support the University in its duty to serve the public interest, to behave ethically, and to meet broadly the needs and expectations of its stakeholders  
(e.g. *Complaints Policy, Public Interest Disclosure (Whistleblowing) Policy, Conflict of Interest Policy, University values' statement, Code of Research Conduct ...*)

Draft policies destined for the approval of the Court will be made available to Court members for their comments during the period of consultation.

Other supporting corporate policies shall be approved by the relevant Board or Committee of the University Executive and shall be reported on for information to the University Executive and, via URL links, to the relevant Committees of Court and the Court.

All members of the University Executive shall be considered key internal stakeholders for the purposes of conducting the consultation process by which corporate policies are developed prior to Board or Committee approval.

**Policies (academic):**

1. Academic policies encompass learning, teaching, assessment, research, the student learning experience, and associated quality assurance processes;
2. Academic policies exist to define and communicate institutional standards and to ensure equitable treatment of all students;
3. Academic policies apply to all programmes offered by Heriot-Watt University in any location and by any mode of study.

A University academic policy is a concise, formal and mandatory statement of principle and applies, by definition, institution-wide. Academic policies encompass learning, teaching, assessment, research and the student learning experience, and also include the quality assurance processes associated with each area. Academic policies are part of the regulatory framework which governs the University's core academic activities.

The Senate is "the governing and executive body responsible for the academic work and standards of the University, both in teaching and research, and for the regulation and superintendence of the education and discipline of the students of the University" (HWU Charter, Clause 9 (1)). Therefore, the Senate has ultimate authority over the University's academic policies.

Academic policies aim principally to:

- guide academic practice and decision-making by setting out mandatory requirements;
- ensure the integrity of, and consistency across, the University's decision-making;
- help ensure that the University is compliant with national codes and external policy or legislation;
- provide a framework for ensuring the equitable treatment of all students;
- assure the quality and standards of the University's academic provision;
- safeguard the University's academic reputation;
- enhance the University's academic provision and the student learning experience.

Academic policies aim to support the University's academic strategy and operations, and should not be subject to frequent change.

Processes for developing academic policies relating to learning and teaching have been approved by the Learning & Teaching Board.

**Consultation and Approval of Policies:** Where a policy encompasses activities that include corporate and academic aspects, or where a corporate policy impacts on academic areas, or vice versa (e.g. knowledge exchange), the consultation and approval procedures for corporate and academic policies will be followed.

### **Procedures:**

Procedures relate to and aid implementation of a University policy; representing the “how” rather than the “what” and “why” covered by policy documents. Procedures documentation sets out the prescribed and specific tasks or sequence of actions necessary to comply with the policy with which they are associated.

### **Guidelines:**

Guidelines should be used to supplement procedures documents in instances where underlying processes to be followed in complying with the procedures might be complex or include a variety of options or additional factors for consideration. Use of supporting guidelines can, therefore, help to ensure that procedures documents are kept as clear and concise as possible.

### **Codes of Practice:**

In addition to Ordinances, Regulations, policies, procedures and guidelines, a number of Codes of Practice/Conduct have been produced for students and staff.

Codes of Conduct or Practice generally set out standards and expectations in relation to professional practice. In some cases, the stated purpose of a Code may be to provide guidelines of good practice in areas where it may not be practicable to set out definitive procedures or guidelines that are applicable to all scenarios and where individual practitioners may have to exercise professional judgement and expertise, or where good practice will depend on the circumstances of the case.

In practice many Codes of Practice, being a combination of policy related procedures and guidelines, will include mandatory elements and therefore cases of non-compliance by individuals may be subject to disciplinary procedures.

### **Associated Entities' Constitutional Documents:**

These documents set out fundamental principles and rules according to which an associated entity is governed. They confer specific powers on an entity, and establish the structure, procedures and obligations of an entity.

Depending on the legal nature of the entity these may include:

- a) a **constitution**, which must conform to the provisions of the University's governance and regulatory framework (A constitution is currently in place for Heriot-Watt University Malaysia and for the Watt Club); and
- b) **Memoranda and Articles of Association** (currently in place for wholly owned subsidiary companies and the Heriot-Watt University Student Union).

These constitutional documents may be underpinned by further financial agreements:

- a) (**Financial Memoranda** are currently in place for Heriot-Watt University Student Union and the Watt Club);
- b) Commercial Agreements (**Service Level Agreements** are currently in place for Heriot-Watt University Malaysia, Edinburgh Business School and Oriam); and
- c) property agreements (**leases** are currently in place for Edinburgh Business School and Oriam, a **Co-location Agreement** exists with the Scottish Borders College).

### **Standing Orders:**

The term Standing Orders should be used to describe a comprehensive set of written rules which apply to the way that a formal body such as a committee or board conducts its business. The rules will set out the way that business is undertaken, notified and reported, and the behaviour of the membership. The Standing Orders may also include information on matters such as composition of

the membership and associated membership rules. The Scottish Code of Good Higher Education Governance requires that the University Court should agree Standing Orders which regulate the conduct of its business. The University Senate should also agree Standing Orders for the conduct of its business. Standing Orders are not required for any other University committee or board.

### **Regulations (non-academic)**

The University's non-academic Regulations fall into two categories: 'Corporate Regulations' and 'Financial Regulations'. Unlike Academic Regulations, these two sets of regulations do not form part of the constitutional infrastructure immediately underpinning the University Charter and Statutes, although both are subordinate to and widely supportive of the Charter and Statutes.

Regulations are designed to regulate conduct and establish a firm internal rule of law which creates, limits or constrains particular rights, creates or limits particular duties, or specifies particular responsibilities. Individual regulations should in general be quite specific in their focus, and should set out must do and must not do instructions in a clear concise fashion. Regulations might be made for a range of reasons, for example in order to help the University to comply with legal restrictions or contractual obligations, or to safeguard assets or operational efficiency.

Examples of 'Corporate Regulations' could include directions on the procedures to be followed in setting up a subsidiary company, procedures relating to the management of University records, or procedures for the use of the common seal of the University. Corporate Regulations will normally be approved by the University Executive, the most appropriate Court committee, depending on the subject of the Regulation, and the Court.

Financial Regulations are subordinate to the University's Charter and Statutes and help the University to achieve compliance with the Scottish Funding Council Financial Memorandum and a wide range of external regulations, legislation and recommended good governance practice. Financial Regulations specifically provide the means of regulating conduct in the management and safeguarding of the University's assets ensuring, for example, financial probity, regularity, value for money and ultimately public accountability. 'Financial Regulations' could include, for example, procedures relating to financial planning or accounting arrangements, financial monitoring arrangements, anti-fraud monitoring, or purchasing and invoicing. 'Financial Regulations' will be approved by the University Executive, the Audit and Risk Committee and the Court.

Where appropriate, corporate policies might be developed which underpin the relevant Corporate or Financial Regulations.

### **Lines of responsibility and approval:**

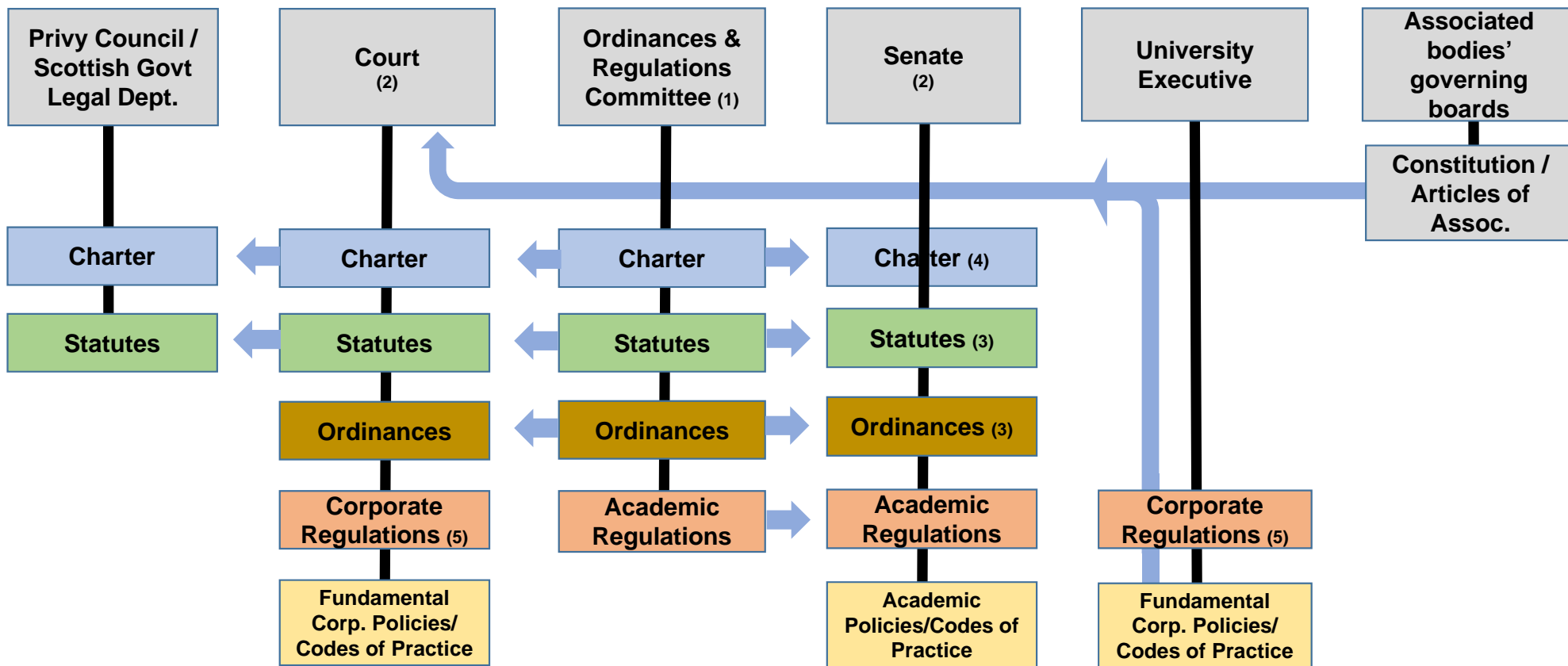
A high level summary description of the lines of responsibility and approval routes for all of the above mentioned formal constitutional and policy type documents is provided in the attached diagram (Appendix 1).

Secretary of the University

Revised V5.2  
Approved by the Court on 19 May 2017

# CONSTITUTIONAL FRAMEWORK: LINES OF RESPONSIBILITY AND APPROVING BODIES

Appendix 1



## NOTES:

(1) Joint Committee of the Court and the Senate.

(2) Conduct regulated by Standing Orders

(3) Only where these relate to the powers and functions of the Senate. (4) Consultation where this relates to the powers and function of the Senate.

(5) Includes the 'Financial Regulations' and non-financial 'Corporate Regulations'.

Associated bodies = Wholly-owned subsidiary companies, Heriot-Watt Malaysia, The Watt Club, HWU Student Union.  
Procedures and guidelines would not normally require formal committee approval and are therefore not shown.

**Heriot-Watt University: Constitutional Framework Definitions**

**STATEMENTS OF PRIMARY RESPONSIBILITIES**

**The Court**

The Court Statement of Primary Responsibilities is available at:

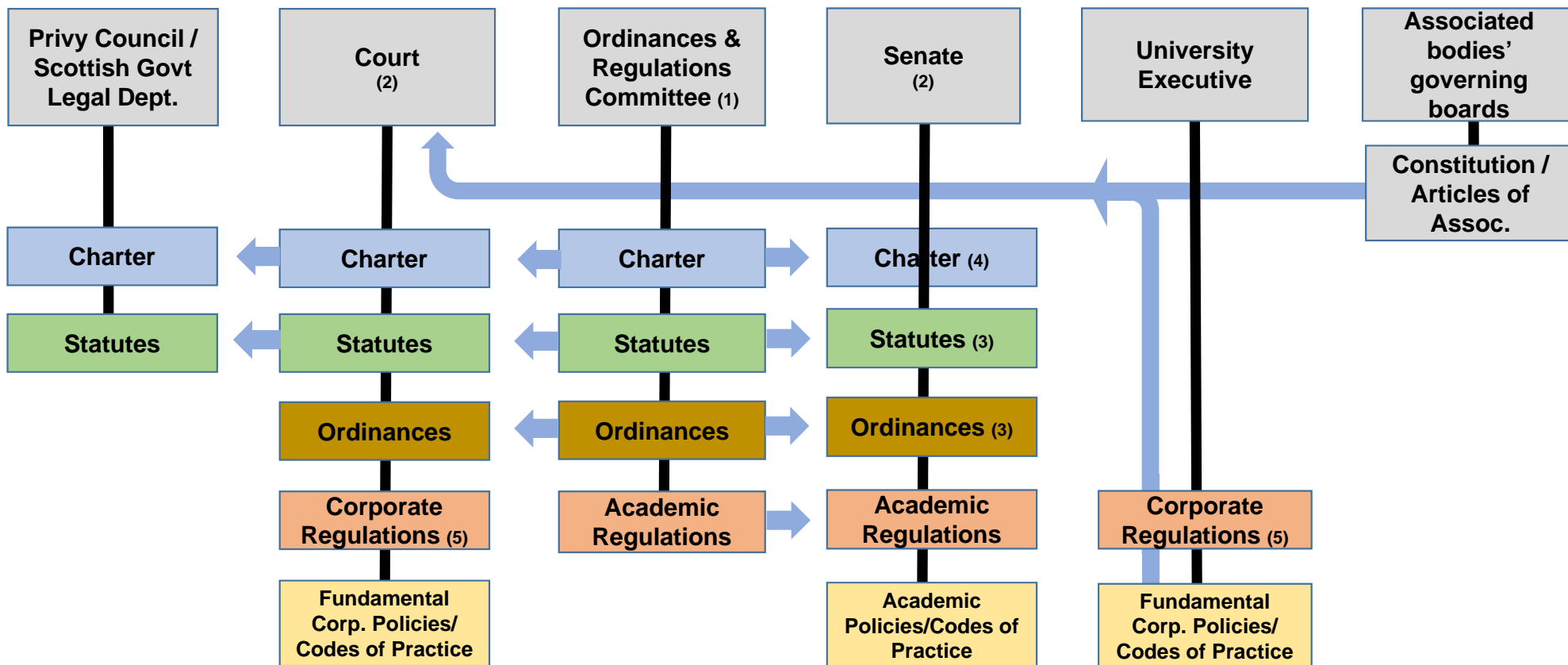
<https://www.hw.ac.uk/services/docs/statement-of-primary-responsibilities.pdf>

**The Senate**

The Senate Statement of Primary Responsibilities and Delegations is available at:

<https://www.hw.ac.uk/services/docs/SenateStatementofPrimaryResponsibilitiesandDelegationsAgreedbySenateOct2016.pdf>

# CONSTITUTIONAL FRAMEWORK: LINES OF RESPONSIBILITY AND APPROVING BODIES



**NOTES:**

(1) Joint Committee of the Court and the Senate.

(2) Conduct regulated by Standing Orders

(3) Only where these relate to the powers and functions of the Senate. (4) Consultation where this relates to the powers and function of the Senate.

(5) Includes the 'Financial Regulations' and non-financial 'Corporate Regulations'.

Associated bodies = Wholly-owned subsidiary companies, Heriot-Watt Malaysia, The Watt Club, HWU Student Union.  
 Procedures and guidelines would not normally require formal committee approval and are therefore not shown.



**Heriot-Watt University: Constitutional Framework Definitions**

**STATEMENTS OF PRIMARY RESPONSIBILITIES**

**The Court**

The Court Statement of Primary Responsibilities is available at:

<https://www.hw.ac.uk/services/docs/statement-of-primary-responsibilities.pdf>

**The Senate**

The Senate Statement of Primary Responsibilities and Delegations is available at:

<https://www.hw.ac.uk/services/docs/SenateStatementofPrimaryResponsibilitiesandDelegationsAgreedbySenateOct2016.pdf>