



UK | DUBAI | MALAYSIA

## Ordinances and Regulations Committee

### TERMS OF REFERENCE

#### 1. Constitution and Purpose

- 1.1 In accordance with **Statute 4 (clause 6, paragraphs e and f)**, the Court has established the Ordinances and Regulations Committee as a Joint Committee of the Court and the Senate.
- 1.2 The purpose of the Ordinances and Regulations Committee is to advise the Court and the Senate on matters related to Ordinances and Regulations and to keep under review the Charter, Statutes, Ordinances and Regulations of the University.

#### 2. Remit

- 2.1 The Court and the Senate delegate authority to the Ordinances and Regulations Committee to:
  - a) Keep under review the Charter and Statutes, Ordinances and Regulations of the University.
  - b) Consider the forms of the Charter and Statutes, Ordinances and Regulations and any material changes thereto, and to make recommendations thereon to the Court and the Senate as appropriate.
  - c) Draft as required amendments to the Charter and Statutes and new Ordinances and Regulations.

#### 3. Composition and Membership

- 3.1 The Committee shall comprise:
  - a) The Chair of the Committee (who shall be nominated by the Principal and Vice-Chancellor and agreed by the Senate and Court) *<ex officio>*  
Professor Fiona Waldron
  - b) The Vice-Chair of the Committee (who shall be nominated by the Principal and Vice-Chancellor and agreed by the Senate and Court)  
Mr Peter Ridges
  - c) The Principal and Vice-Chancellor *<ex officio>*  
Professor Richard Williams
  - d) The Global Director of Governance and Legal Services *<ex officio>*  
Ms Sue Collier

- e) The Global Director of Student Experience & Academic Registrar <ex officio>  
Ms Samantha Kane
  - f) Four Members Appointed by the Court, of whom at least two shall be members of the Court  
Professor Fiona Waldron  
Mr Graeme Dickson  
Ms Hilary Hansen  
Ms Francesca Lee
  - g) Four Members Appointed by the Senate, of whom at least two shall be members of the Senate  
Ms Jenny Coady  
Dr Adnan Ilyas  
Dr Alex MacLaren  
Dr Peter Ridges
- 3.2 The Court and the Senate may appoint as full members or as co-opted lay members of the Ordinances and Regulations Committee persons who are not members of the Court or the Senate. It is normally accepted that members appointed by the Court and the Senate and who are not members of the Court or members of the Senate shall be full members unless specifically stated to be co-opted lay members.
- 3.3 In accordance with Ordinance B9, the first period of office of a member of a joint Committee other than a member ex officio shall be for three years. A member of a joint committee other than a member ex officio shall be eligible for re-appointment for up to two further periods each of up to three years. The first period of office if less than three years shall not be reckoned in determining the eligibility of a member for re-appointment. For members of the Court and the Senate appointed to the Committee, their membership should run concurrently with membership of the Court or the Senate as appropriate.

#### 4. Equality, Diversity and Inclusion

- 4.1 The Committee will exercise its responsibility, as far as possible, to promote diversity of representation within its membership and the membership of any working group or committee established by the Committee. The Committee will also act to promote equality of opportunity for all colleagues who are involved in carrying out the business of the Committee.

#### 5. Quorum

- 5.1 The quorum necessary to transact business is three members, at least one of whom is a Court member appointed by the Court and at least one of whom is a Senate member appointed by the Senate.
- 5.2 Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to communicate with all members present at the meeting simultaneously shall be deemed to be present at the meeting and to count towards the quorum.
- 5.3 It is intended that decisions are normally reached by consensus following a full debate. There are no occasions stipulated in the Charter and Statutes which require a formal vote. Therefore, the Chair will normally seek agreement to the proposal in question and only call for a vote either if there is a clear expression of dissent or if the matter is of particular significance.
- 5.4 In accordance with Ordinance B9, all members of the Committee shall be entitled to vote at a meeting of the Committee. A decision shall be carried by a simple majority vote of the number of members present, provided

that number is quorate. The Chair of the Committee shall have a deliberative and a casting vote. Any person 'in attendance' at meetings shall not be entitled to vote.

## 6. Chair

- 6.1 The Chair of the Committee, as nominated by the Court and the Senate, shall be Professor Fiona Waldron.
- 6.2 The Vice-Chair of the Committee, as nominated by the Chair of the Committee, the Court and the Senate, shall be Mr Peter Ridges.
- 6.3 In the absence of the Chair and the Vice-Chair of the Committee, members shall elect from among the members of the Committee who are present at the meeting a person to act as Chair for the meeting or until such time that the Chair of the Committee arrives.

## 7. Frequency of Meetings

- 7.1 The Committee usually meets at least three times a year.
- 7.2 Additional meetings may be held in order to meet business requirements at the request of the Chair of the Committee.

## 8. Attendance at Meetings

- 8.1 The following officers are expected to be in attendance at meetings:
  - a) Clerk
- 8.2 Other officers and members of the University community may be asked to attend when appropriate, with the agreement of the Chair.
- 8.3 The majority of meetings will be held online via Microsoft Teams and members will be expected to join remotely. One meeting per year will usually be held in person (timing at the discretion of the Chair) and members will be expected to attend that meeting in person wherever feasible.

## 9. Reserved Business

- 9.1 There may be occasions when the Committee's business is designated reserved and/or commercially sensitive. On such occasions, with the approval of the Chair, any persons in attendance may be asked to withdraw from the meeting during consideration of a particular reserved item of business.
- 9.2 The record of matters which the Chair and the Committee are satisfied should be dealt with on a reserved basis will be identified within the minutes.

## 10. Conflict of Interest

- 10.1 Where it is identified that a member of the Committee has a conflict of interest with respect to a matter, the Chair may, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision making or may require complete non-participation and/or withdrawal from that part of the meeting.

10.2 All instances of identified conflicts of interest shall be recorded in the minutes.

## 11. Reporting Procedures

- 11.1 The Committee will submit regular reports to the Court and Senate based on the Committee minutes. The Chair will approve the content of reports before release.
- 11.2 The Chair will report to the Court and Senate on any matters which the Committee considers ought to be brought to the attention of the Court and Senate and on any matters requiring the approval of the Court and Senate. These matters will be highlighted in the Committee’s report.
- 11.3 The Committee’s records (agenda, papers, minutes) are included in the University’s Freedom of Information Publication Scheme. Information will be readily accessible on request to members of the public under the terms of the Freedom of Information (Scotland) Act (FOI(S)A) with the exception of information which is deemed to be covered by a specific exemption under the Act. Minutes and reports of the Committee will denote those areas of reported business which are deemed to fall within the designation of information which is ‘exempt’ under the FOI(S)A.

## 12. Forward Planning

- 12.1 The Committee will maintain a forward agenda plan of its business.
- 12.2 The Committee will review its Terms of Reference and submit recommendations on them to the Court and Senate annually for approval.
- 12.3 The Committee will set its meeting dates two years in advance, aligned to the schedule of meetings of the Court and Senate.
- 12.4 As part of its annual year-end self-assessment, the Committee reviews its performance in fulfilling its remit and considers possible modifications to its Terms of Reference. This also gives it opportunity to review the Composition (including the gender balance of its membership, and the opportunity to receive contributions from the University’s different campuses) and to submit recommendations as appropriate to the Senate.

## 13. Supporting Information

### **Effectiveness and lifespan**

- 13.1 Lifespan ongoing. Effectiveness reviewed five-yearly as part of the Court and the Senate’s review of its effectiveness.

### **Actions that may be taken by the Committee**

- |      |   |  |   |
|------|---|--|---|
| 13.2 | <ul style="list-style-type: none"> <li>• Note</li> <li>• Receive</li> <li>• Consider</li> </ul> | <ul style="list-style-type: none"> <li>• Recommend</li> <li>• Agree</li> <li>• Reject</li> </ul> | <ul style="list-style-type: none"> <li>• Recognise</li> <li>• Endorse</li> <li>• Approve</li> </ul> |
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### **Minuting style**

- 13.3 Traditional/formal minutes in accordance with internal University guidance.

**Resources**

13.4 **Clerks**

Lisa Herlihy, Senior Governance Officer  
Megan Morgan, Senior Governance Officer

**Administrative support**

Allocated from within the Secretariat

<b>Version</b>	<b>Amendments</b>	<b>Approved by</b>
V1	Minor amendments to reflect changes in Committee membership	Court March 2025 Senate April 2025
V2	Simplified wording and updated formatting.	Court (11 December 2025) SCIBE on behalf of Senate (21 January 2026)