

UNIVERSITY OF DUNDEE

UNIVERSITY COURT

A meeting of the University Court was held on 24 October 2016.

Present:

- Ronnie Bowie (in the Chair)
- Janice Aitken
- Richard Bint
- Professor Dame Sue Black
- Dr William Boyd
- Shirley Campbell
- Professor Stuart Cross
- Principal Professor Sir Pete Downes
- Lord Provost Bob Duncan
- Jo Elliot
- Iain Howie
- Professor Tim Kelly
- Jane Marshall
- Allan Murray
- Sean O'Connor
- Dr Alison Reeves
- Karen Reid
- David Ritchie
- Andrew Richmond
- Professor Mairi Scott
- Denis Taylor
- Indrè Urbanavičiūtė

In Attendance:

- Wendy Alexander (Vice-Principal (International))
- Mark Beaumont (Rector)
- Andrew Hewett (Director of Finance)
- Dr Neale Laker (Director of Academic & Corporate Governance)
- Dr Jim McGeorge (University Secretary)
- Dr Christine Milburn (Policy Officer (Corporate Governance))
- Pam Milne (Director of Human Resources and Organisational Development)
- Professor Tim Newman (Vice-Principal (Research, Knowledge Exchange & Wider Impact))
- Wesley Rennison (Director of Strategic Planning)
- Dr Liz Rogers (Assistant Policy Officer (Risk & Audit))

Apologies:

- Bernadette Malone
- Professor Nic Beech (Vice-Principal (Academic Planning & Performance))
- Professor Karl Leydecker (Vice-Principal (Learning & Teaching))
- Thomas Veit (Director of External Relations)

14. **MINUTES**

The Court decided: to approve the minutes of the meeting on 8 September 2016.

15. ACTION LOG

The Court decided: to approve the Court Action Log.

16. MATTERS ARISINGHigher Education Governance (Scotland) Act (Minute 8(1))

The Court decided: to ratify the decision taken at its meeting on 8 September 2016 and endorsed by the Senatus at its meeting on 12 October 2016 to approve changes to Ordinance 45 (Election of a member of Court by the Non-teaching Staff) as set out in the Court Minutes for 8 September 2016.

17. CHAIRMAN'S REPORT

The Chair updated members on activities he had undertaken on behalf of the Court since the last meeting. In doing so he highlighted his discussions with officers in relation to each of the key themes of business identified by the Court at the Retreat, input into the enhancements made to Court operational arrangements, and meetings with Court members and external stakeholders. Discussions focussed on the Chair's attendance of the meeting of the Committee of Scottish Chairs (CSC), and the Chair updated members on progress made in the review of the Scottish Code of Good HE Governance (2013), which was ongoing at the time of the meeting.

The Court decided: to note the update.

18. PRINCIPAL'S REPORT

In his regular report to the Court (**Appendix 1**) the Principal provided members with an overview of developments in relation to a number of key themes, including the delivery of growth and savings projects, the Business Transformation Programme, the Higher Education Governance (Scotland) Act, and the development of the new University Strategy to 2022. The report also highlighted pertinent sectoral matters including the receipt of the interim ministerial letter of guidance from the Scottish Government, guidance from the Scottish Funding Council in relation to Outcome Agreements for 2017/18, and the recent visit to the University by Shirley-Anne Somerville (Minister for Further Education, Higher Education and Science).

In introducing his report, the Principal highlighted the inclusion of extended reports from the four Vice-Principals. Through discussion, members were particularly pleased to note the proposed development of team objectives for University Executive Group (UEG) members which spanned the individual portfolios, and the Principal undertook to circulate these objectives to Court members once they were finalised.

Turning to the appendices, members noted that the report highlighted a selection of grants which had been awarded since the last report, which had been produced to highlight and celebrate the wide range of subject areas, schools, funding sources, funding levels,

interdisciplinary collaborations, and partnerships within the awards made to the University. Noting the Court's interest in the related issue of the level of Full Economic Cost (FEC) recovery for grants and the potential impact of awards funded at below FEC on the University's financial sustainability, the Vice-Principal undertook to consider how to condense these financial aspects of grant awards and cost recovery into future reporting to the Court.

The Court also discussed a range of post-Brexit funding scenarios, and noted the Visa considerations highlighted by the Vice-Principal (International) in her report. Members were pleased to note that the University was considering strategic approaches to support recruitment across the range of scenarios, and that the Vice-Principal would update the Court in due course once the funding and visa position was clarified.

- The Court decided:**
- (i) to note that the Principal would circulate UEG team objectives to the Court once finalised;
 - (ii) to note that the Vice-Principal (Research, Knowledge Exchange and Wider Impact) would look to include an overview of research grant capture and cost recovery in future reports;
 - (iii) to note that a paper would be provided to the Court outlining the post-Brexit funding and visa situation once it was clarified; and
 - (iv) otherwise, to note the report.

19. **EMERITUS PRINCIPAL PROFESSOR ADAM NEVILLE**

The Principal informed the Court of the death of former Principal & Vice-Chancellor of the University, Professor Adam Neville, who had served from 1978 to 1987 and had guided the University through extremely challenging times, with severe financial difficulties and pressure from many quarters for a merger with other institutions. He was also remembered for his focus on improving the University's standing through research excellence, and members noted that he had been honoured by the University in 1988 through the naming of one of its most prestigious annual lectures in recognition of his key role in the development of the School of Life Sciences as a world-leading discipline. The Principal also highlighted Professor Neville's academic career which spanned 60 years of research and practice in civil and structural engineering, and made him one of the world's foremost experts in concrete, with his work continuing to be cited.

- The Court decided:** to note Professor Neville's contribution to the University, and ask that the Court's sympathies be passed to his family at this time.

20. **EMERITUS PRINCIPAL DR IAN GRAHAM-BRYCE**

The Principal also informed the Court of the death of Dr Graham-Bryce, who was the Principal & Vice-Chancellor of the University from 1994-2000. Members noted that Dr Graham-Bryce was best remembered for his personal interest in teaching quality and in

particular the University's improvement in rankings. The Court also noted that Dr Graham-Bryce was considered to be responsible for laying the foundations for the University as it stands today, having taken over just after the formal merger with the Duncan of Jordanstone College of Art, and having initiated a number of major projects with fundamental implications for the future of the University, including the formation of the School of Nursing, the opening of the Wellcome Trust Building, and the start of negotiations with Northern College which resulted in the formation of the School of Education & Social Work.

The Court decided: to note the Court's recognition of Dr Graham-Bryce's lasting influence on the University and to ask that the Court's sympathies be passed to his family at this time.

21. EXTERNAL RELATIONS INVESTMENT UPDATE

The Director of Marketing and the Director of Student Recruitment & Admissions presented an update to the Court on progress made since the approval by the Court of External Relations investment proposals in October 2015. In the presentation, the Directors highlighted notable improvements in conversion rates, applications from target markets including international student markets, admissions time-scales, and Rest of UK (RUK) recruitment figures resulting from the investments, as well as the launch of the International College Dundee. Members were impressed to note the achievement of investment plan targets despite an increasingly difficult market, and the Directors attributed this success to the prioritisation of recruitment from target markets, increased admissions resources, a revised marketing and communications offering, and better integration of recruitment and admissions teams to improve enquirer and applicant journeys.

The Director of Marketing also provided members with an overview of changes to the University's marketing approach, including on-going work relating to brand perception. Discussions largely focussed on progress made in this area since the Court Retreat, when members had participated in an exercise focussed on ensuring that the approach was reflective of the University, its ambitions, values, and people. Noting that work was continuing in this area, members were highly supportive of the developments outlined, including the proposed new University logo and associated typeface.

The Director also updated members on activity in Alumni & Development and Events, highlighting the range of activities and approaches being deployed.

In response to questions the Director confirmed that the University's approach to employer branding was being developed in conjunction with the Director of Human Resources & Organisational Development to ensure consistency with the branding activities targeted at students. Members indicated their continued support for the investment made in this area and asked that a further update be given to the Court in 12 months' time, suggesting that this should include an analysis of Return On Investment (ROI) analysis.

The Court decided: to note the update, and to commend the External Relations Team for their hard work.

22. UNIVERSITY STRATEGY

(1) University Strategy to 2022: Update and Key Themes

The Court received a paper from the Director of Strategic Planning highlighting activities at, and outputs from, a stakeholder event on 29 October 2016 relating to the development of the new University Strategy to 2022. Members noted that the event had focused on the exploration of scenarios developed in earlier sessions, including the Court Retreat, along with presentations from the four Vice-Principals highlighting their priorities. Members were pleased to note wide-ranging stakeholder engagement in the process, and the perceived value of the outputs of the event as a long-term reference to inform and guide strategy and planning at the University.

Noting the timeline for the development of the University Strategy to 2022, the Court suggested that a Court Working Group be formed to provide comment and scrutiny on the draft strategy prior to its presentation to Court.

The Court decided:

- (i) to propose that the Conveners of the Committees of Court be asked to participate in a Court Working Group for this issue; and
- (ii) otherwise to note the update.

(2) Summary Report on League Table Performance

The Court received a paper which summarised the University's performance in UK and World League Tables published in 2016. The results represented the best aggregate performance for the University in league tables, with a strong upward trajectory in UK tables and notable rises in the THE and QS World Rankings.

Court noted the number and breadth of individual areas which had achieved "top 10" status and which had contributed to the strong aggregate position. In considering how the aggregate position could be strengthened even further Court sought information on the smaller number of less well performing areas and the actions which could be taken to improve them. Members noted that the University management structure facilitated the sharing of good practice and enhancement initiatives across Schools; and that the Business Transformation Project would lead to improvements in the availability of data for quality enhancement as well as to support accurate returns to the compilers.

Noting that the individual results had been reported to the Court at the time of the league tables being published, members indicated that the paper was useful in assessing progress relative to the University's ambitions to be Scotland's leading University, and the extent to which the University Strategy and actions were leading to reputational gains that would facilitate the recruitment of students and staff and enhance the impact of the University.

The Court decided: to note the update.

(3) University Strategy to 2017: Internationalisation Report

The Vice-Principal (International) introduced the annual University Strategy to 2017 Internationalisation Key Performance Indicator (KPI) report. In doing so, she reminded members of the four specific aims of the internationalisation enabling strategy: to build sustainable high level partnerships, to bring the world to Dundee, to take Dundee to the world, and to develop and resource the internationalisation strategy. The report provided data and commentary on performance relative to current Performance Indicators (PIs) in this enabling strategy, and members noted that there had been progress across eight of the nine PIs, with no data being available for the final one. Discussions focussed on the summary of progress made relative to each of the PIs and members were pleased to note the identification of key drivers for growth and areas where investment was required.

The Vice-Principal went on to outline the challenges faced by the University in relation to growing international income in a static/declining UK market for non-EU international students, as well as the development of the existing aims to enhance their focus on financial sustainability and income generation. The Court noted that consideration continued to be given to the range of internationalisation growth opportunities being pursued, including the on campus, partial offshore, and fully offshore delivery of programmes, and the Vice-Principal outlined the risks and opportunities associated with each of these delivery modes. Turning to the Educational Partnership Development Unit report, which was included as an appendix to the main report, members noted the progress made by the team in establishing and developing a number of potentially significant partnerships, but the Vice-Principal reminded members of the long-term nature of returns on partnership projects, with income not normally being achieved before the third year of an agreement. Through discussion members highlighted the importance of ensuring resilience in overseas recruitment through the maintenance of breadth within the profile of target markets and products. The Court suggested that the Vice-Principal (International) and the Director of External Relations be invited to a future meeting to present an update on Internationalisation, including opportunities, risk mitigation, and return on investments. Members were also interested in receiving an update on progress in relation to the International College Dundee and Dundee School of Business projects given their importance to the internationalisation agenda.

In response to questions regarding PI IL2 (unregulated fee income from Overseas Students), the Vice-Principal confirmed that the targets stated had been devised at the time the University Strategy to 2017 was developed and were no longer relevant in the context of current budget targets.

- The Court decided:**
- (i) to invite the Vice-Principal (International) and the Director of External Relations to give a presentation to a future meeting of the Court; and
 - (ii) otherwise to note the report.

23. HIGHER EDUCATION GOVERNANCE (SCOTLAND) ACT 2016

The Court received a paper from the Director of Academic & Corporate Governance (**Appendix 2**) which set out proposals designed to align the University's Governance arrangements with the requirements of the Higher Education Governance (Scotland) Act. Noting the approval of the proposals by the Senatus Academicus at its meeting on 12 October 2016 (minute 14 below), and the endorsement of the Governance & Nominations Committee (minute 11(2)) members approved the proposals and noted the anticipated timeline for the formal approval and implementation of the changes. Members also noted that proposed changes relating to the Staff Council (formerly the Academic Council) were to be discussed with the Academic Council Standing Committee at its next meeting.

- The Court decided:**
- (i) noting the approval of the Senate, to approve amendments relating to the establishment of a Staff Council to the Charter (Sections 12 and 17), Statute 6 (The Secretary), Statute 15 (Academic Council) and Ordinance 27 (Academic Council) as set out in appendix 2, subject to consultation with the Academic Council Standing Committee, ratification at a subsequent meeting of the Court, and, in the case of the changes proposed to the Charter and Statutes, the formal approval by, and any further changes required by the Privy Council;
 - (ii) noting the approval of the Senate, to approve the changes proposed to Statute 9 (The Court) and Statute 10 (The Senatus) as set out in appendix 2, subject to ratification at a subsequent meeting of the Court, and the formal approval by, and any further changes required by the Privy Council;
 - (iii) noting the approval of the Senate, to approve the creation of a new Ordinance 65 (Appointment of the Chairperson of Court) as set out in appendix 2, subject to ratification at a subsequent meeting of the Court; and
 - (iv) noting the approval of the Senate, to approve the creation of a new Ordinance 66 (Nominations to the Court by the Trade Unions and the Students' Association) as set out in appendix 2, subject to ratification at a subsequent meeting of the Court.

24. COMMITTEES

(1) Finance & Policy Committee

The Court received a report from the meeting of the Finance & Policy Committee on 3 October 2016 (**Appendix 3**). The Convener highlighted a number of topics where future discussion was expected by the Committee, including the CURE project, the University of Dundee Superannuation Scheme, future student accommodation requirements, and potential opportunities for overseas collaborations. He also drew members' attention to the Treasury Annual Report, 1 year Capital Investment Plan proposals, and work plan for 2016/17. Further, members noted the updates

provided to the Committee relating to: the growth and savings projects; the Business Transformation Project; student recruitment for entry in 2016/17; and fundraising for 2015/16.

The Court discussed the 1 year Capital Investment plan, and in response to questions the Director of Finance confirmed that the proposed investments were not expected to impact upon the 3 and 5-year financial projections previously submitted to the Scottish Funding Council. The University Secretary also confirmed that the longer-term indicative investment proposals contained within the report would be refined in parallel with the development of the Estates Strategy over the next 6-9 months, and that, as requested by the Finance & Policy Committee, the University Executive Group (UEG) would model a range of scenarios for funding investment in the estate.

- The Court decided:**
- (i) to approve the continued use of RBS as a deposit taking institution;
 - (ii) to approve the 1-year Capital Investment Plan; and
 - (iii) otherwise to approve the report.

(2) Governance & Nominations Committee

The Court received a report from the meeting of the Governance & Nominations Committee on 3 October 2016 (**Appendix 4**). The Convener drew members' attention to proposed revisions to the Committee's remit and terms of reference, work plan for 2016/17, and the 2016/17 Court Skills Matrix. Members also noted the Committee's discussion of proposals relating to the Higher Education Governance (Scotland) Act as discussed in minute 10 above.

Turning to the membership of the Court, the Court agreed that Dr Jean Robson be appointed to the next available lay vacancy on the Court, subject to a review of the needs and skills requirements of the Court at that time. Members were also interested to note the proposed arrangements for the enhancement of the Committee's understanding of academic quality assurance.

- The Court decided:**
- (i) to approve the revised remit and terms of reference (appendix 4 refers);
 - (ii) to approve the recommendation that Dr Jean Robson be appointed to the next available lay vacancy on the Court, subject to a review of the needs and skills requirements of the Court at that time;
 - (iii) to approve the publication of the 2016 Court Skills Matrix on the Court website; and
 - (iv) otherwise to approve the report.

(3) Audit Committee

The Court received a report from the meeting of the Audit Committee on 20 September 2016 (**Appendix 5**). The Convener drew members' attention to the revised remit and terms of reference for the Committee, along with the Committee's work plan for 2016/17. Members also noted the Internal Audit Plan for 2016/17, and the Convener highlighted the Committee's role in the oversight of risks associated with the Business Transformation programme.

The Court decided: (i) to approve the revised remit and terms of reference (appendix 5 refers); and
(ii) otherwise to approve the report.

(4) Human Resources Committee

Noting that the meeting of the Human Resources Committee had been delayed until 31 October 2016, the Court approved the renaming of the Committee as the 'People & Organisational Development Committee'. Members also noted that the Committee was to consider its 2016/17 work plan at its next meeting, and that this would be provided to the December meeting of the Court.

The Court decided: to note the update and approve the renaming of Committee as the People & Organisational Development Committee.

(5) Welfare & Ethical Use of Animals Committee

The Court received a report from the meeting of the Welfare & Ethical Use of Animals Committee on 29 June 2016 (**Appendix 6**). In response to questions the University Secretary confirmed that he expected proposals relating to the future configuration of the University's facilities to be considered by the Committee toward the end of the year. Dr William Boyd, the member of Court on the Committee, provided members with an overview of its work and approach, and through discussion members suggested that it would be useful for the Court to be reminded of the responsibilities delegated to the Committee on an annual basis.

The Court also noted a minor clarification made to minute 10 of the minutes of the meeting of the Committee on 13 April prior to their publication as an appendix to the June Court minute.

The Court decided: to approve the report.

25. **COURT RETREAT**

The Court considered a paper which summarised feedback from members following the 2016 Court Retreat which had been held at the West Park Conference Centre on 8 & 9 September 2016. In particular members were asked to consider the timing, location and format of the 2017 Retreat.

The Court decided: to note the report and ask officers to make suitable arrangements for the 2017 Retreat.

26. **NAMING OF THE NINEWELLS EDUCATION CENTRE**

The Court was enthusiastically supportive of a proposal from the School of Medicine and the University Executive Group that the Ninewells Education Centre be named after the Chancellor, Lord Naren Patel.

The Court decided: to approve the naming of the Ninewells Education Centre after the Chancellor, Lord Naren Patel.

27. **COMMUNICATIONS FROM THE SENATUS ACADEMICUS**

The Court received a report from the meeting of the Senatus Academicus on 12 October 2016 (**Appendix 7**). Members noted the approval by the Senate of changes to the Charter, Statutes and Ordinances as outlined and discussed in minute 10 above, and discussions of the Senate on the Business Transformation project. In particular, members agreed with the importance the Senate placed on ensuring that academic staff were able to properly engage with the consultation, design and implementation stages of the project.

The Court decided:

- (i) to note the Senate's approval of changes to the Charter, Statute and Ordinances of the University as outlined in Minute 10 above;
- (ii) to approve the recommendations concerning the conferment of the title of Professor Emeritus upon Professors Georgina Follett and Mike Press;
- (iii) to approve regulations for the appointment of staff to Named Chair positions in the University, noting further the appointment of Professor Mark Hector to the Boyd Chair of Dental Surgery); and
- (iv) otherwise to note the report.

28. **GRIEVANCES, APPEALS AND HEARINGS**

The Court received an update from the University Secretary in relation to a number of ongoing matters. The Court was asked to delegate the authority to the Chair of Court, in conjunction with the Convener of the People & Organisational Development Committee, to establish panels in accordance with Statute 16 and/or the Academic & Research Promotion Procedure as appropriate and required.

The Court decided: to delegate authority to the University Secretary, in consultation with the Chair of the Court, to establish panels under Statute 16, and/or the Academic & Research Promotion Procedure as appropriate and if required.

29. **DAVID RITCHIE**

Noting that the meeting would be the last meeting attended by David Ritchie as the member of Court elected by the Non-Teaching Staff, the Court thanked him for his dedication and contributions to the Court and the Human Resources Committee during his term of office and wished him well for the future.

Mr Ronald Bowie
Chair of Court
University of Dundee

APPENDIX 1

PRINCIPAL'S REPORT (Minute 18)

Introduction

1. Normally my first report to Court for the academic year would be to the October meeting, with a focus on drawing to members' attention sectoral matters, awards and news stories, and a brief update on recruitment. This year however I provided an update on these matters at the Business Meeting of the Court Retreat, and members were of course present when we were made aware (confidentially) that we had been named *Scottish University of the Year* in the Times and Sunday Times Good University Guide for a second consecutive year - a fantastic result which reflects the great efforts and commitment of our staff and students to the shared vision for the University despite the challenging financial operating environment. This has therefore given me the opportunity instead to use my report to reflect to a greater extent on the discussions at the Court Retreat, and set the scene for the year ahead in relation to the following themes we identified at the end of the Retreat: Oversight, University Strategy to 2022, Estates Strategy to 2022, Branding, Higher Education Governance (Scotland) Act, and People.
2. I have also given consideration to the various appendices to my report, and have asked the Vice-Principals to continue to provide reports that afford the Court insight into progress and ambitions in relation to their respective portfolios. The remaining appendices are intended as examples of good news which members may wish to refer to during their conversations with stakeholders, and changes to these sections are planned during the coming year in parallel to changes and enhancements to financial reporting to Committees.

Delivery on Key Themes

3. At the retreat members identified the oversight of areas such as the Business Transformation programme, Savings & Growth projects, and delivery of the budget as being a key theme for Court for the coming year. In reflecting on what is planned in terms of regular reporting to Committees and bespoke reports at key milestones, I was struck by how the commitment of our staff has already led to considerable achievements during a period when the new structures, processes and lines of communication were still developing following the restructuring just over a year ago.
4. At this meeting, the Court's oversight is exercised significantly through the reports provided to the Finance & Policy Committee papers in relation to Business Transformation, project monitoring, and student recruitment updates. A full report on our student recruitment performance relative to budget will also be prepared ahead of the next meeting of the Court. Nevertheless, I am pleased to be in a position to indicate that we are on track to show significant improvement relative to the sector, having created forward momentum towards our ambitious targets, and that we expect to remain within the budget parameters agreed by the Court. I would like to offer my thanks to all those responsible for this strong performance. Members will also note from their papers the signing of a contract with the preferred supplier for the integrated business solution that forms a key element of the Business Transformation programme, and in this respect my thanks go to the Director of Business Transformation and the former Director of UoDIT for their due diligence and focus in reaching this point.
5. This meeting also sees scheduled updates relating to the development of the University Strategy to 2022 and the marketing and branding of the University (External Relations investment update). The input of the Court into these two areas at the Retreat, in particular the discussions during the breakout sessions, has been invaluable in developing our approach. Getting these two themes right, and delivering an approach to marketing and branding that captures the distinctiveness and ambitions of the University is vitally important to achieving our future goals. We have already seen how discussions relating to these two topics have influenced thinking in relation to the development of the Estates Strategy, with the Finance & Policy Committee's enthusiasm for capital investment proposals, centred around improvement of the campus infrastructure, investment aligned to our growth projects and enhancement of the campus experience, tempered only by the need for scenarios to be developed in which the University generates sufficient income to support this ambition. As work on these three themes progresses we are starting to see what the future looks like for the University as well as where we must exert our influence to achieve that vision.
6. While we await guidance from the Scottish Government on transition arrangements in relation to the Higher Education Governance (Scotland) Act, the Governance & Nominations Committee has developed proposals designed to ensure compliance, and members will note the outcomes of discussions at the Senate in its own report to Court. As the focus for this theme moves toward implementation I would like to take the opportunity to thank the Higher Education Governance (Scotland) Act Working Group for its work consulting with relevant groups to ensure that we progress toward a position of full compliance as soon as possible.

7. Another important theme for progression during the coming year is that of 'People'. Although the first meeting of the Human Resources Committee was postponed from 27 September to 31 October, I would like to assure members that this is an area of keen focus as we seek to ensure best practice relative to the SFC's published equality outcomes and ambitions, and in particular in relation to issues highlighted in the recent [Interim Letter of Guidance from the Scottish Government to the SFC](#), and [guidance for the development of Outcome Agreements](#). The University Executive Group and Human Resources Directorate are also focussed on a number of initiatives relating to the Staff Survey Action Plan, and a continued focus on delivering on the business transformation and organisational change projects.

Other Matters of Interest

8. Following my recent reports which highlighted the appointment of Deputy First Minister, Mr John Swinney, as Cabinet Secretary for Education and Skills, and in particular his publically-stated commitment to maintain the strength and international competitiveness of Scottish Universities into the future, the Court may be interested to note a recent visit to the University by Shirley-Anne Somerville, the Minister for Further Education, Higher Education and Science in the Scottish Government. During her visit we were able both to showcase our performance relative to a number of Scottish Government policies, including widening access, research excellence and economic impact, and to highlight concerns that the Scottish HE Sector is under-funded to an extent that poses risks for both the University's and the Scottish Government's policy agendas, and the future sustainability of the sector.
9. Members will also recall that over the summer I stepped down as the Convener of Universities Scotland, having served in that capacity for the maximum term possible of 4 years. Since then I have accepted a role as Universities Scotland's lead member for health, in which I will represent Universities Scotland on groups that support strategic thinking in medicine, dentistry, nursing and allied professions, and I look forward to contributing to this area.
10. Finally, it is with great sadness that I end my report with the news of the deaths of two former Principals & Vice-Chancellors of the University, Professor Adam Neville, and Dr Ian Graham-Bryce.

Professor Neville was the Principal and Vice-Chancellor of the University from 1978 to 1987, guiding the University through what were extremely challenging times for Dundee, with severe financial difficulties and pressure from many quarters for a merger with other institutions. He strongly supported a focus on research excellence to improve the University's standing, notably making decisions that led to the emergence of Life Sciences at Dundee as a world leader. As an academic, he was one of the world's foremost experts in concrete, and after 60 years of research and practice in civil and structural engineering his work continues to be cited. The University honoured Professor Neville through the naming of one of our most prestigious annual lectures held in the School of Life Sciences, in recognition of his key role in its development, and I am immensely proud to have given the first Adam Neville Lecture in 1988.

Dr Graham-Bryce was the Principal and Vice-Chancellor of the University from 1994-2000. Beyond a personal gratitude for his influence on my own career, Dr Graham-Bryce will perhaps be best remembered for his personal interest in teaching quality, with the University's rankings moving from the middle of the table to top of the Scottish rankings during his tenure. Taking over just after the formal merger with the Duncan of Jordanstone College of Art, he was also responsible for laying the foundations for the University as we know it today with several major projects with fundamental implications for the future of the University being initiated or coming to fruition during his time as Principal, including the formation of the School of Nursing, the opening of the Wellcome Trust Building, and the start of negotiations with Northern College which would eventually result in the formation of the School of Education and Social Work.

I am sure that the Court would wish to share in expressing our gratitude to these individuals for their lasting influence on the University, and also in passing our sympathies to their families at this time.

Professor Sir Pete Downes
Principal and Vice-Chancellor

University Executive Group Meetings (UEG)

Since the last report to the Court, the University Executive Group met on 15 June, 29 June, 13 July, 27 July, 10 August, 24 August, 7 September, 21 September, and 5 October, when the following matters were considered:

Corporate Issues

- Mechanisms for monitoring and reporting on progress in relation to growth and savings projects
- Outcome of EU Referendum
- Governance arrangements for academic areas of institutional importance
- Student recruitment updates
- Director of UoD-IT
- Management accounts
- Procurement strategy
- Tay Cities Deal proposals
- Financial Sustainability Strategy Group (FSSG) Publication: 'Mind the Gap' – Understanding the Financial Sustainability Challenge
- Scottish Government Skills and Enterprise Agency Review and Brief for Second Reading of HE & Research Bill.
- Business Transformation Programme
- Capital Investment proposals and Estates vision
- Naming of the Ninewells Education Centre
- Careers Internship Project Proposal
- University Strategy to 2022
- Kuwait Medical School
- Internationalisation KPI Report
- Fundraising Report
- Rankings: The Times and The Sunday Times Good University Guide and the QS 50 under 50.
- Ministerial Visit: Shirley-Anne Somerville, Minister for Further Education, Higher Education and Sciences

Academic Management Issues

- School executive composition and Associate Dean positions
- UCAS data
- Personal Chairs
- Naming of the Business School
- Teaching Excellence Framework (TEF)
- Humanities Review Project update
- Research Postgraduate Fees
- National Student Survey (NSS) results
- The Stern Review
- Biomedical Science Project
- HESA Employability Statistics
- Common Purpose Mobility
- Student Experience Oversight Group Updates
- Educational Partnership Development Unit (EPDU) update
- Communications with the Deans Group and University Management Group

Human Resources Issues

- University Policy on Subsistence and Expenses
- Remuneration for Senior Staff 2016/17
- Timetable for Salary Review Process for Senior Staff 2016
- US response to the Scottish Government consultation on Apprenticeship Levy
- Travel and Overseas Policy
- SFC Gender Action Plan

Wendy Alexander (Vice-Principal (International))

This month's update begins with the wider policy developments around immigration and visa policy towards international students who have been adversely caught up in the post-Brexit crossfire. The latest figures on net migration and student visas (released Aug 16) show that university visa application numbers are down 2.4% in year to June 16. Overall net migration to UK was 327k in year to March down from 336k.

The Government's slow progress on overall net migration reductions is now dictating their policy towards international students. Saddled with a manifesto commitment to cut the net-migration rate from +300k to <100k, the UK Government is now focussed on the easiest way to achieve that commitment, namely restricting the number of visas granted to international students (93k). The Government are largely powerless to do anything about economic migrants from other parts of the EU until post Brexit in 2019. In the interim officials are being encouraged to turn down as many applications for asylum as they can. However, Government does not have grounds under international law to refuse those legitimately claiming asylum as they flee from war zones and international conflicts. Hence the renewed focus on reducing overseas students. Despite the evidence suggesting that it is bad for the economy. Moreover, international students are not the public's immigration concern. Nevertheless, they are a controllable element in the migration data and have again caught Ministers' attention following earlier restrictions from 2012 in part time work rights, removal of post study work, expansion of credibility interviews and creation of NHS levy.

A consultation will follow later in the autumn. It will impact on all UK universities as well as foundation colleges, language schools and further education. This will compound the uncertainty surrounding EU students in the post-Brexit era. At the time of writing, the guarantees to EU students in Scotland only apply to those enrolling between now and autumn 2017.

The impact of Government policy on international student numbers is stark. International enrolments grew consistently in the 2000s, a growth that has stagnated over the last 5 years, directly as a result of successive policy changes. Study by international students in the UK was a highly buoyant market that the Government has progressively restricted and now plans to contract.

The pattern of recent years has been of differential impacts within a flat market. Top ranked research universities keep attracting rich international students, compensating for any decrease in total numbers by higher fees. On the most recent data, applications to the Russell Group increased by 5% on previous 3 months and other universities were down by 8%. Looking forwards, UUK now anticipate some institutions, for example post-'92 universities in and around London, reliant on international students will now face a significant hole in their finances. The consultation is likely to result in a two tier system, characterised as continuing to attract the 'brightest and best'. Dundee will be partially insulated as a top quartile player in UK league tables and our planned response to changing circumstances is further described in the International KPI report later in the agenda.

Unfortunately, the policy climate will reinforce unhelpful perceptions that Britain is hostile to migration and international students in particular. Since immigration is a wholly reserved matter, a supportive Scottish Government, can have little impact on the UK policy environment. UUK is actively lobbying to secure a good outcome from the forthcoming consultation and Universities Scotland is also looking at enhanced Scottish branding opportunities in international markets.

I appreciate this policy backdrop might raise questions in some minds about whether, we at Dundee, should continue to invest to grow our share of a flat, potentially declining market. I believe the answer is definitively yes. Non-publicly funded teaching has the highest FEC return of all University activity and we have succeeded over the last year in reversing a pattern of recent decline at Dundee. We have a great story to tell and we are delivering a significant upturn (>+100) in international enrolments against the national tide. Overseas uncontrolled undergraduate, full fee TPG and international partnership recruitment have all risen in Sept 17. In short, we know the levers to pull in the increasingly competitive 'arms race' to attract international students. This includes both the hard infrastructure investment in professional services and the soft infrastructure of academic and school engagement.

In response to the unhelpful policy backdrop we need to respond in the following ways:

- ensure Dundee's position as a top quality, excellent, non-Russell Group member, is recognised internationally
- redouble our investment in new brand identity to secure global "share of voice" for students destined for UK
- invest in efficient offshore delivery capabilities e.g. articulations, dual degrees, DL, blended online programmes and selective overseas partnerships
- ensure we not only offer, a uniquely welcoming community, but also invest in our web, digital media, agents network, enquiry service and academic engagement in recruitment and conversion activity to communicate the Dundee experience globally, prior to students arriving
- use every opportunity to highlight the Scottish higher education brand cooperating internationally, wherever possible

- strengthen the intrinsic attractiveness of our Dundee offer vis a vis competitors, notably around internships, to counter the negative impact of lack of post study work opportunities in the UK.

One encouraging impact of Brexit is that the declining value of the pound will improve the financial attractiveness of UK relative to competitor study destinations.

Finally, there are two other pertinent developments. Our investment in China over the last year has paid very significant dividends in the current recruitment round, particularly at TPG level. An “in country” presence can be invaluable in the recruitment, admissions and conversion process. I was recently in Nigeria inducting our new local hire who will help us grow in that market. Despite extraordinary exchange control difficulties in last 12 months, Nigeria has consistently been our third largest international market, after China and now US. In the coming fortnight the Principal, VP Learning & Teaching and I will visit China and Asean to take forward a number of international collaborations and development activities. We will update further on outcomes in December.

Professor Nic Beech (Vice-Principal (Academic Planning & Performance))

The School Deans have continued to work in collaboration to enhance academic excellence and financial sustainability. Part of the collaborative approach is to maximise transparency between schools and in recent weeks this has been exemplified in the probation and promotion processes where decisions are made in pan-university groups to enable learning and maximise fairness.

Deans, school managers and professional staff are reviewing the planning and budgeting process and will shortly be making a proposal which aims to establish a system of analysis-driven dialogue, transparency of decision criteria, clear articulation between operations, strategy and governance and develop a risk-based approach.

Part of the purpose of developing a culture of collaborative advantage is to enable innovation. Last year, schools identified and agreed the priority for the whole university on the liberal arts, school of business and STEM X. These ideas were developed locally and then prioritised by the deans at their 'innovation away day' before being proposed to UEG and the programme board which oversaw the development of business plans. This year we are putting the professional doctorate idea into action and will gather further innovative project proposals through the same process of consulting in schools and bringing ideas to the Deans away day. Priority will be given to interdisciplinary ideas and probably to educational products which make use of technologically-enabled learning which minimises requirements for learners to be in Dundee.

This academic year will be a significant one for our Athena SWAN activities. Our clinical schools are working towards renewal of their award this year and will probably be aiming for an upgrade. Athena SWAN has traditionally applied to the STEMM areas but has now broadened to include arts, humanities and social sciences. This has meant that we now have new teams working on gender diversity in these schools and contributing to a university-wide culture of working in plural and diverse communities, which tends to be a very productive way of working in innovative, knowledge-based organisations (as well as in society in general). The University will be making its application for renewal of the institutional award in the spring of 2017 and the processes involved will be communicated in detail in all schools. Current success rates are around 65% and so this is not a simple matter. In the meantime, the deans have committed to getting the whole professoriate of the university to have completed the equality and diversity on-line training by Christmas in order that our senior academics show academic leadership on this topic.

Professor Karl Leydecker (Vice-Principal (Learning & Teaching))

After the record NSS results in 2016 (which led to a ranking of 7th in the UK for both teaching quality (Q1-12 of NSS) and student experience (Q13-22) in the Sunday Times league table), work is underway to ensure a successful result in 2017. HEFCE have now published details of the substantially revised survey for 2017 http://www.hefce.ac.uk/pubs/Year/2016/CL_302016. This includes new sections and questions on Learning Opportunity, Learning Community and Student Voice, including incorporating a revised Student Union question into the main survey as follows: 'The students' union (association or guild) effectively represents students' academic interests'. To keep the survey to a manageable length (27 questions instead of 22) the Personal Development section has been removed, and there are some other deletions and rewording of questions. The University has already been asking versions of three of the questions in the student voice section on a voluntary basis for the last three years and has seen improvements each year and results well above the sector average so we can be cautiously optimistic that the changes should not be disadvantageous to us, and we should score well on other new questions such as Q21 'I feel part of a community of staff and students' for example.

HEFCE has also now published Teaching Excellence Framework (TEF) year 2 technical guidance <http://www.hefce.ac.uk/lt/tef/> and set out the timetable for submission (end of January) for those seeking to enter TEF2. The technical guidance details the adjustments made to ensure that Scottish HEIs will be able to enter the TEF on a level playing field with English ones and the VP Learning and Teaching is a member of the Universities Scotland TEF working group to ensure that DfE and HEFCE continue to take the circumstances in the Scottish sector into account when designing the next disciplinary phase of the TEF. The University will receive its benchmarked 3 year TEF metrics from HEFCE by the end of October which are likely to look very strong on NSS and employability, and reasonable on retention even after benchmarking and the University will in all likelihood enter TEF 2 with the ambition to achieve a Gold rating.

In August the latest SFC Learning for All: Measures of Success report confirmed that excluding the three small specialist institutions the University of Dundee has made most progress in MD20 and MD40 recruitment between 2012 and 2014 of any Scottish university, and in absolute terms recruits the third highest proportion of both MD20 and MD40 students amongst Scottish universities (behind UWS and Glasgow Caledonian). This progress is set to continue with MD40 recruitment targets being exceeded in September entry, including a doubling to 40 of MD40 recruitment into Medicine. A new attendance policy and common monitoring and intervention procedures has been implemented across all School in the University as one action to ensure high retention.

Over the summer the latest employability data from the Destination Leavers (DLHE) Survey was published. Headlines include 96.2% of graduates in employment or further study 6 months after graduation, ranked 8th in the UK (excluding small specialist institutions with fewer than 500 graduates). Graduate level employability rose from 80% to 81% (ranked 24th in the UK). Working is ongoing to make further progress on these measures, including further expanding the Dundee Plus Award to pilot a Leadership Award.

The University's first MOOC with FutureLearn, Identifying the Dead, has been shortlisted for the Times Higher Award Outstanding Digital Innovation in Teaching or Research, with the result to be announced on 24 November. The University launched a new MOOC The Diabetes Epidemic: a Patient-Centred Approach in September, with Compassionate Care: Getting it Right to follow at the end of October. In September a Learning and Teaching Development Forum was held to discuss the future development of Digital Learning at the University, and this topic was also recently discussed by UEG. There is no doubt that this is an important agenda for the University in the coming months and years and will necessitate investment in people as well as infrastructure if the University is to ensure that it is well placed to be a leader in exploiting the opportunities of the digital revolution for learning and teaching.

Professor Tim Newman (Vice-Principal (Research, Knowledge Exchange & Wider Impact))

Awards data for 2015/16 have been confirmed by Research and Innovation Services (RIS) and confirm a successful year for the University in terms of volume and diversity of awards, and particularly in terms of overhead recovery. The total awards value of £80.4m, including the £10m Leverhulme Centre Award, provides £14.1m of overheads, which is 21.3% of the project costs. By comparison, overhead returns in the past two years have been 18.8% (2014/15) and 14.0% (2013/14). Improvements in overhead return were primarily driven by increased funding from industry and RCUK. Very significant increases in industrial funding over the past year (£21.1m income with £5.5m of overheads, compared with income of ca £7m with ca £1m overheads in the previous two years) are led by Life Sciences contracts with pharmaceutical companies, in particular the £7.2m renewal of the DSTT consortium, led by Prof Dario Alessi, and a new £2.6m contract with Boeringer Ingelheim, led by Dr Alessio Ciulli. The University also achieved significant increases in Research Council funding (£16.2m with £5.6m of overheads), with a doubling in funding from the EPSRC demonstrating a much-needed improved robustness of the University's STEM funding base.

The UK Government has provided assurance that it will underwrite Horizon 2020 research projects which are awarded prior to Brexit. This provides confidence for researchers at the University to continue to apply for EU funding up until the Brexit date. The VP Research is working with research groups to establish new strategic partnerships with organisations based in Europe to provide sustainable funding mechanisms in the post-Brexit environment.

The University is establishing a REF Steering Group to oversee preparations for REF 2021. The Stern Review was published in summer 2016 and it is expected that its main recommendations will be adopted in the new REF guidelines (which will be published in summer/autumn 2017). Of these recommendations, of particular note are i) all staff with research in their contracts to be returned in REF, ii) research outputs remain with the host institution (rather than being transportable through academic staff movement), and iii) universities to prepare institutional environment and impact statements. The last of these will be a major focus for the Steering Group, and will allow the University of Dundee to provide an holistic picture of its Transformation Agenda in research, in particular its high-profile successes in impact-rich interdisciplinary research.

Three Schools have now completed the first round of the Annual Research Review, with others due to report later this semester. Summary data will be provided for the December Court meeting. The reviews have been conducted with rigour and fairness, and review groups have provided positive feedback to guide and improve the process in the coming years.

People and Prizes

The University of Dundee has been named Scottish University of the Year in The Times and Sunday Times Good University Guide for a second consecutive year. Dundee has been hailed for excellent teaching quality and student experience, being placed in the top ten in the UK for both key measures in the Good University Guide analysis. The Guide also noted the strength of research at the University and the institution's economic, social and cultural impact.

The University's Internationally renowned **Centre for Anatomy and Human Identification (CAHID)** has been shortlisted in the 'Outstanding Digital Innovation in Teaching or Research' category of the THE Awards 2016 for the on-line course 'Identifying the Dead' which was launched in conjunction with social learning platform, FutureLearn.

A website developed at the University of Dundee to help diabetes sufferers made it to the final of a top entrepreneurial competition. **Dr Deborah Wake** secured a place in the Converge Challenge final. The Converge Challenge is a high profile entrepreneurship development programme for staff, students, and recent graduates of Scottish Universities.

A team of University of Dundee students (**Steve Brison, Sol Garrett-Hanna, James Nash, Matthew Pool and Neil Sivewright**) who build racing cards have won the Breakthrough Award 2016 at Silverstone during the Institution of Mechanical Engineers (IMechE) annual Formula Student competition. The global IMechE Formula Student competition sees over 130 teams from more than 30 countries entering their custom-built cars and prides itself on being the best educational engineering challenge in the motorsport industry.

Professor Bob Steele, of the School of Medicine, has been appointed as the independent Chair of the UK National Screening Committee (UK NSC), the body which advises Ministers and the NHS in all four countries about all aspects of screening policy. Professor Steele is one of the UK's leading authorities on cancer screening, which plays a vital role in detecting the disease in its earliest stages and increasing survival rates.

Graeme Hutton, Professor of Architecture was nominated for a national photography award celebrating the UK's best museums. Professor Hutton's picture, 'Leaping Girl', was chosen by world-renowned photographer Rankin as the best submission showing off the Jupiter Artland attraction.

Major Grants and Awards

The following represents a selection of the grants and awards that have been awarded by funders in open competition since my last report. The awards have been selected to celebrate the achievements of the staff involved, the breadth of our success, and the value of collaboration across the University. Any joint awards with other institutions state the University of Dundee value only. Where an award is overhead bearing the level of overhead is indicated.

Professor N R Stanley-Wall (Molecular Microbiology)

£2,038,902.00, including £1,010,900.00 overhead, from Biotechnology and Biological Sciences Research Council for Architecture of a Biofilm (Joint with University of Edinburgh)

Professor J R Swedlow (Gene Regulation and Expression)

£1,389,614.00, from Wellcome Trust for OME's Bio-Formats: Tools and Services for Data Access in Next-Generation Microscopy

Dr. I Moraga (Cell Signalling and Immunology)

£1,047,273.00, including £55,000.00 overhead, from Wellcome Trust for Mapping Cytokine Signalling Networks using Engineered Surrogate Ligands (Sir Henry Dale Fellowship - Dr Ignacio Moraga)

Professor R T Hay (Gene Regulation and Expression)

£942,058.00, from Cancer Research UK for Harnessing the PML-SUMO-RNF4 Axis for Cancer Therapy (Programme Grant)

Dr. C Alabert (Gene Regulation and Expression)

£700,907.00, from Cancer Research UK for Chromatin Replication and Cancer (Career Development Fellowship - Constance Alabert)

Professor M A J Ferguson (Biological Chemistry and Drug Discovery)

£700,000.00, including £283,765.00 overhead, from Medical Research Council for Innovative Targets Portfolio: Basic Life Sciences Research to Novel Therapies, through a Portfolio of Small Molecule Translational Projects (Confidence in Concept)

Dr. S S Virdee (MRC Protein Phosphorylation & Ubiquitylation Unit)

£647,145.00, including £304,539.00 overhead, from Biotechnology and Biological Sciences Research Council for Activity Based Proteomics of E3 Ligases

Dr W Fuller (Molecular and Clinical Medicine)

£645,000 from the British Heart Foundation for The Role of NCX1 Palmitoylation in Cardiac Function.

Professor R McCrimmon (Cardiovascular and Diabetes Medicine)

£579,000.00, from Chief Scientist Office for Scottish Diabetic Research Network 2016-17

Dr. Q Zhao (Mechanical Engineering)

£501,310.00, including £313,942.00 overhead, from Engineering and Physical Sciences Research Council for Influence of Surface Properties of New Biomaterials for Catheters on Bacterial Adhesion Urine

Professor B Guthrie (Population Health Sciences)

£396,953.00, including £225,442.00 overhead, from NHS National Institute for Health Research for Accounting for Multimorbidity, Competing Risk and Direct Treatment Disutility in Risk Prediction Tools and Model-Based Cost Effectiveness Analysis for the Primary Prevention of Cardiovascular Disease and Osteoporotic Fracture (NIHR HS&DR) (Joint with University of Manchester and University of Sheffield)

Professor D M J Lilley (Nucleic Acid Structure)

£344,154.00, including £186,331.00 overhead, from Biotechnology and Biological Sciences research Council for Dynamics of Eukaryotic Junction-Resolving Enzyme GEN1 - DNA Junction Interactions

Professor S M Parkes (Computing)

£327,802.00, including £44,212.00 overhead, from Natural Environment Research Council for NEODAAS (2016/17)

Professor C Barratt (Undergraduate Medical Education)

£244,969.00, including £118,869.00 overhead, from Medical Research Council for Ca²⁺ Signalling in Regulation and Therapeutic Manipulation of Human Sperm Behaviour (Joint with University of Birmingham and University of Abertay)

J Voelkel (Politics)

£130,266.00, including £11,077.00 overhead, from EC Horizon 2020 - Marie Skłodowska Curie Actions (MSCA) for Arab Parliaments

Professor D R Alessi (MRC Protein Phosphorylation & Ubiquitylation Unit)

£62,589.00, including £12,518.00 overhead, from Michael J Fox Foundation for Parkinsons Research for Validation of Custom Rabbit Monoclonal Antibodies Directed to Rab8 a/b (Total Rab 8b, pT72 Rab 8a) and to Rab10 (total and pT73) made at Abcam

Professor S M Parkes (Computing)

£54,994.00, including £32,796.00 overhead, from Centre for Earth Observation Instrumentation and Space Technology (CEOI-ST) for SUNRISE: SpaceFibre Universal Network Router for the Interconnection of Spacecraft Electronics (Joint with Industrial Partner)

Dr. M E O'Neill (Geography)

£52,401.60, from Economic and Social Research Council for Stop and Search in Scotland: An Analysis of Police Practice and Culture in a Time of Change (SGSSS)

Professor R E Freeman (Dentistry)

£44,000.00, from Scottish Government for Homelessness and Oral Health

Ms. S Y Hao (Art and Design Office)

£35,000.00, from Creative Scotland for Of Other Spaces

Professor J Livesey (Humanities Office)

£28,048.00, from Arts and Humanities Research Council for Financial Alchemy: Scottish Political Economy within a British, European and Imperial Framework, 1688-1720 (SGSAH Doctoral Training Partnership)

Dr. B P Hoyle (English)

£28,048.00, from Arts and Humanities Research Council for Allusions to Medieval Literature in the Films of Boorman, Gilliam and Jarman (SGSAH Doctoral Training Partnership - Ewan Wilson)

APPENDIX 2

HIGHER EDUCATION GOVERNANCE (SCOTLAND) ACT
(Minute 23)

Changes as a Result of the Change to a Staff Council from an Academic Council

Charter

[...]

- 12.1 There shall be ~~an Academic a Staff Council~~ of the University which shall consist of ~~all the staff of the University the Principal, the Vice Principals, if any, the Professors, Readers, Senior Lecturers, Lecturers, Assistant Lecturers, Librarian and all other full time members of the Academic Staff~~ and such other members of the University as shall be designated by the Senatus. The Principal shall be the ~~Chairperson~~ ~~Chairman~~ of the ~~Academic Staff~~ Council.
- 12.2 The powers and functions of the ~~Academic Staff~~ Council and all other matters relative thereto which it may be thought proper so to regulate shall be as prescribed in the Statutes or Ordinances.
- [...]
- 17 Subject to the provisions of this Our Charter, the Statutes and Ordinances, the Court, the Senatus, the Graduates' Association and the ~~Academic Staff~~ Council respectively may from time to time make regulations for governing their proceedings, and may amend, add to or repeal any regulations theretofore made.
- [...]

Statute 6 - The Secretary

- (1) The Court shall appoint a Secretary with such duties, at such remuneration and (subject to Statute 16) upon such terms and conditions as it shall think fit. The Court, however, shall make such an appointment only after considering a report from a Joint Committee of the Court and Senatus.
- (2) The Secretary shall be responsible for providing secretarial services for the Court, the Senatus, the ~~Academic Staff~~ Council, and the Graduates' Association and, under the direction of the Principal, for the administration of the University.

Statute 15 Academic Council

- (1) The ~~Academic Staff~~ Council shall meet at least once in each year.
- (2) The ~~Academic Staff~~ Council may at any of these meetings:
- Discuss and declare an opinion on any matter whatsoever relating to the University including any matters referred to it by the Court or Senatus;
 - Communicate directly with the Court or Senatus on any matter affecting the University.
- (3) A Special Meeting of the ~~Academic Staff~~ Council may be convened at any time by the Principal or on the written request of not less than ~~fifty~~ ~~twenty five~~ members of the ~~Academic~~ staff of the University.

Ordinance 27 - ~~Academic Staff~~ Council

- 1 In the absence of the Principal from a meeting of the ~~Academic Staff~~ Council, a Vice-Principal, if any, shall preside, and in the absence of both the Principal and a Vice-Principal, if any, the Convener of the Standing Committee shall preside. In the absence of all the foregoing persons, a Chairman for the time being shall be elected by the meeting from among the members of the ~~Academic Staff~~ Council present.
- 2
- There shall be a Standing Committee of the ~~Academic Staff~~ Council consisting of ~~twelve~~ ~~fifteen~~ members, of whom, at the conclusion of each annual election, six shall be ~~members of the academic staff~~ and six shall be ~~members of the support staff~~ ~~nine shall not be members of the Senatus Academicus~~.
 - The manner of election of the members of the Standing Committee and their periods of office shall be as prescribed in the Regulations made by the ~~Academic Staff~~ Council.
 - The members of the Standing Committee shall annually elect one of their number to be Convener. The Convener shall, when present, preside over meetings of the Standing Committee; in the absence of the Convener from a meeting of the Standing Committee a ~~Chairperson~~ ~~Chairman~~ for the time being shall be elected by the meeting.
 - Meetings of the Standing Committee shall be held from time to time as decided by the Committee. Special meetings may be convened at any time by the Convener or at the request of not less than four members of the Standing Committee.
 - ~~Five~~ ~~Six~~ members of the Standing Committee shall constitute a quorum.
 - The functions of the Standing Committee shall be as follows:
 - to prepare the agenda for meetings of the ~~Academic Staff~~ Council;
 - to advise concerning the calling of Special Meetings of the ~~Academic Staff~~ Council under Statute 15(3) and on the calling of meetings of the ~~Academic Staff~~ Council outside term time;
 - such other functions as the ~~Academic Staff~~ Council may from time to time determine.

Statute 9 - The Court

- (1) The Court shall consist of the following persons, namely:
- (a) A Chairperson (in terms of paragraph (3) below), **who shall also be the senior lay member in terms of the Higher Education Governance (Scotland) Act 2016**
 - (b) A Deputy Chairperson, ~~who shall also be the senior independent member,~~ (in terms of paragraph (4) below)
 - (c) The Principal or, in the absence of the Principal, a Vice-Principal
 - (d) The Rector or an Assessor nominated by him or her, after consultation with the Students' Association, to serve throughout the Rector's term of office
 - (e) The Lord Provost of Dundee City Council or an Assessor nominated by him or her to serve throughout the Lord Provost's term of office.
 - (f) Two members of the Graduates' Association appointed by the Graduates' Association, to be known as Graduates' Association members.
 - (g) **Three members of the Senatus elected from its members by the Senatus Two Professors and two Readers, Senior Lecturers or Lecturers elected from among its members by the Senatus.**
 - (h) Two members of the ~~Academic Staff Council~~ elected by the ~~Academic Staff Council~~.
 - (i) **Two members nominated from among the students of the University by the Students' Association.**
 - (j) **One member of academic staff nominated from among its members by a trade union having a connection with the University.**
 - (k) **One member of support staff nominated from among its members by a trade union having a connection with the University.**
 - ~~(i) A member of non-academic staff elected by the non-academic staff.~~
 - ~~(j) The President of the Students' Association of the University.~~
 - ~~(k) A matriculated student of the University.~~
 - (l) Seven other persons, not holding full-time appointments from Court, as may be co-opted by the Court. Provided always that no matriculated full-time student of any university, **other than the members nominated under sub-paragraph (i) President of the Students' Association of the University of Dundee or the member appointed under sub-paragraph (k) of this paragraph,** shall be a member of Court. Provided also that no full-time member of the staff of the University may serve as a nominated or elected Assessor or representative save as provided for under sub-paragraphs (g), (h) ~~(j) and (k) (i)~~ of this paragraph. Provided further that no former member of staff of the University or former student of the University may serve on Court either as a Chairperson in terms of sub-paragraph (a), Deputy Chairperson in terms of sub-paragraph (b), an assessor in terms of sub-paragraphs (d) and (e), as a Graduates' Association Member in terms of sub-paragraph (f), or as a co-opted member in terms of sub-paragraph (l) of this paragraph until four years have elapsed from the point at which that person ceased to be a member of staff or a student of the University. This provision, however, shall not apply to any members serving on Court at the point at which it comes into force.
- (2)
- (a) The Chancellor of the University shall have the right to receive Court papers and to attend Court meetings, but shall not be a member of the Court and shall not be entitled to vote at Court meetings.
 - (b) The Principal and the Rector shall hold office as long as they continue to occupy the positions named respectively.
 - (c) The manner of appointment and period of office of the Graduates' Association Members of Court shall be **as** prescribed in ~~the~~ Ordinances.
 - (d) The manner of election of the members of Court elected by the Senatus **and** by the ~~Academic Staff Council and by the non-academic staff~~ and their respective periods of office shall be as prescribed in the Ordinances.
 - (e) The manner of **appointment of the members nominated under sub-paragraphs (i), (j) and (k) identification and respective period of office of the student member appointed under sub-paragraph (k) of paragraph (1)** shall be as prescribed in the Ordinances.
 - (f) Where, under sub-paragraph (d) of paragraph (1) above, the Rector elects not to hold office as a member of Court, but to appoint an Assessor, the Rector shall nevertheless retain the right to receive Court papers and attend Court meetings, but shall not be a member of Court and shall not be entitled to vote at Court meetings. An Assessor so nominated by the Rector shall hold office until the expiry of the term of office of the Rector by whom he or she was nominated and shall be eligible for further nomination, but shall not hold office continuously for a longer period than six years:
Provided always that on the expiry of a Rector's term of office any serving Assessor shall continue to be a member of the Court until a new Rector is elected and joins the Court as a member or nominates a new Assessor to hold office as a member of the Court in his or her place.
 - (g) A co-opted member shall hold office for a period of four years from the date of co-option and shall be eligible for further co-option, but shall not hold office continuously for a longer period than eight years.
 - (h) **Except in the case of the Chairperson appointed under paragraph (3) below, the maximum total continuous period of office of a member of Court serving under the terms of sub-paragraphs (b), (f) to (i) or (l) or as an assessor in terms of sub-paragraphs (d) or (e) of paragraph (1) above, or under a**

~~combination thereof~~, is eight years, subject to the terms of sub-paragraphs (i) and (k) below of this paragraph.

- (i) Where a particular skill or expertise might otherwise be lost, the Court may exceptionally agree to extend by a maximum of two years the period of office of members serving under the terms of sub-paragraphs (b) or (l) or as an assessor in terms of sub-paragraphs (d) or (e) of paragraph (1) above. Graduates' Association Members of Court who have reached their maximum term of office in that category may, for the same reason, be co-opted for an additional maximum period of two years under the terms of sub-paragraph (l) of paragraph (1) above, if such a vacancy exists.
- (j) On expiry of their maximum period of office on Court, members ~~having served as an assessor, or as an appointed, elected, or co-opted member in terms of sub-paragraphs (a), (b), (d), (f) or (l) of paragraph (1) above~~ shall not be permitted to seek re-election, re-nomination or re-appointment in any category until a period of at least four years has elapsed from the date on which their membership ceases. ~~Provided that in the case of the appointment of the Chairperson of Court, this rule shall not apply.~~
- (k) Casual vacancies among the members of the Court shall be filled as soon as conveniently possible by the body which or person who appointed, nominated or elected the person whose place has become vacant, and the person appointed, nominated or elected to fill the vacancy shall begin a full term of office and shall be eligible for re-appointment, re-nomination or re-election in accordance with the relevant paragraphs of this statute and respectively with the appropriate Ordinances. Provided that where such an appointment begins at a time of year other than 1 August, for the purposes of regulating the length of the term of office it shall be deemed to have begun on 1 August preceding the actual appointment where this is before 1 February and on 1 August following the actual appointment where this is on or after 1 February.
- (l) Any member of the Court, not being an ex officio member, may resign at any time by writing addressed to the Secretary.
- (m) (i) The Court shall have the power after due investigation to remove the Chairperson or any other member of Court on the grounds of serious personal misconduct, abuse of the rights and privileges of membership of Court, bringing the University into disrepute, persistent absenteeism, medical incapacity or legal impediment.
- (ii) ~~If a member of Court or any other person believes that there is a prima facie case under the terms of clause (i) of this sub-paragraph for the removal from office of a member of the Court or the Chairperson, that person shall inform the University Secretary, who shall make a recommendation to Court to investigate the case for removal from office. The Court shall appoint a committee to carry out such investigation, comprising the Chairperson of Court (or the Deputy Chairperson if the Chairperson is the subject of investigation), one additional lay member of Court, one staff member and one student member.~~
- (iii) ~~When an investigation of the case for removal from office dismissal of a member of Court has been instigated the individual concerned shall be suspended from Court membership without prejudice pending the outcome of the investigation and the Court's decision thereon, but shall have the right to make representations to, and to appear in person before, the investigating committee.~~
- (iv) ~~If the investigating committee concludes that there are grounds for removal from office, it shall submit its recommendation, together with a summary of the supporting evidence, for the Court's decision. Having considered the report, the Court may decide to remove the member from office, provided that at least three-fourths of those members present and voting are in agreement.~~
- (v) ~~If the investigating committee concludes that the grounds for dismissal cannot be substantiated or are insufficient and if the Court accepts that conclusion, then the suspension of the member concerned shall immediately be rescinded.~~
- (vi) ~~In the event that the Court decides to remove one of its members from office, that member shall have the right to seek a review of the decision. Such a review shall be conducted by a committee comprising two senior lay members (as defined in the Higher Education Governance (Scotland) Act 2016) of governing bodies of other Scottish universities and a person not employed by the University holding, or having held, judicial office or being an advocate or solicitor of at least ten years' standing. The decision of the review committee shall be final.~~
- (vii) ~~In all proceedings under this paragraph the Court shall ensure that the requirements of human rights legislation are observed.~~
- (3) (a) A Chairperson of Court shall be appointed by the Court following an open advertising and recruitment process ~~in accordance with the Higher Education Governance (Scotland) Act 2016~~. Students or salaried members of staff of the University shall be ineligible to be appointed as Chairperson, ~~and no former member of staff or student shall be eligible to be appointed as Chairperson until four years have elapsed from the point at which that person ceased to be a member of staff or a student of the University. The appointment process shall be as prescribed in the Ordinances.~~

- (b) The Chairperson so appointed shall begin a new term of office on the Court and shall hold office for a period of three years whereafter the Chairperson shall cease to be a member of the Court. Provided always that the Chairperson shall be eligible for re-appointment but shall not serve continuously for more than six years in that office.
 - (c) Any vacancy created as a result of the appointment of a new Chairperson of Court shall be filled in accordance with either sub-paragraph (l) of paragraph (1) or sub-paragraph (k) of paragraph (2), as appropriate.
 - (d) The Chairperson shall preside over any meeting of the Court but in the absence of the Chairperson from a meeting of the Court or, in the event of the business of the Court making it inappropriate for the Chairperson to preside over any meeting or part thereof, the Deputy Chairperson shall preside over the meeting. In the absence of both the Chairperson and the Deputy Chairperson another member shall be elected from among its members who are not students or salaried staff of the University to preside over the meeting.
 - (e) The person presiding over any meeting of the Court shall have a deliberative vote and also a casting vote in case of equality.
- (4) (a) A Deputy Chairperson shall be appointed by the Court from amongst its members who are not students or salaried staff of the University in such a manner **and with such duties** as shall be defined in Ordinance.
- ~~(b) The Deputy Chairperson shall be the senior independent member of Court. The duties of the Deputy Chairperson and of the role of the senior independent member shall be as set out in Ordinance.~~
- (b) The Deputy Chairperson so appointed shall begin a new term of office on the Court, shall hold office for a period of four years and shall be eligible for re-appointment. Provided always that the person so appointed may not exceed the maximum total continuous period of office on Court as set out in sub-paragraph (h) of paragraph (2) except as a result of an extension in terms of sub-paragraph (i) of the same paragraph.
- (c) The vacancy created as a result of the appointment of a Deputy Chairperson of Court shall be filled in accordance with either sub-paragraph (l) or paragraph (1) or sub-paragraph (k) of paragraph (2), as appropriate.
- (5) Seven members of the Court shall constitute a quorum. In the absence of a quorum, no business shall be transacted other than the adjournment of the meeting. At the adjourned meeting, the business for which the original meeting was called may be completed in the absence of a quorum. The manner of summoning the adjourned meeting and the period of notice to be given shall be prescribed in the Regulations.
- [...]

Statute 10 - The Senatus

- (1) The Senatus shall consist of the following persons, namely:
- (a) The Principal
 - (b) The Vice-Principals, if any
 - (c) Deans of the Schools
 - (d) Two members of **Academic Staff** Council elected by the Council
 - (e) The President and all student sabbatical officers of the Students Association, **having been elected for the purpose by the students of the University nominated by the Students Association.**
Provided always that the number of student members so elected shall not fall below one tenth of the total membership of the Senatus.
 - (f) Such other student representatives as the Court, on the recommendation of the Senatus, may from time to time determine.
 - (g) The Students' Assessors, if any, who shall be appointed in accordance with such procedures, and who shall hold office for such period and on such terms, as may be prescribed by Ordinance.
 - (h) A minimum number of twenty-seven Professors, Readers, Senior Lecturers and Lecturers who shall be elected in accordance with such procedures, and who shall hold office for such period and on such conditions, as may be prescribed by Ordinance.
Provided always that not less than one-third of the total number shall be Professors and that not less than one third of the total number shall be Readers, Senior Lecturers and Lecturers.
 - (i) Such other Professors, Readers, Senior Lecturers, Lecturers and officers of the University as the Court, on the recommendation of the Senatus, may from time to time determine and who shall hold office for such period and on such conditions as the Court shall decide.

[...]

Ordinance 65 – Appointment of the Chairperson of Court*(An Ordinance made under Statute 9.)*

1. (1) In a year in which a vacancy in the position of Chairperson of Court arises, the Court shall establish an appointing committee.

(2) The appointing committee shall include in its membership at least one member of staff, one student, and one graduate of the University. Only persons who have declared that they shall not seek candidacy for the vacancy may be members of the appointing committee. The members of the appointing committee shall normally be members of the Court, but the Court may appoint members to the committee from outside the Court or from outside the University. The Court shall ensure that there is an appropriate balance of membership of the committee in terms of accepted equality and diversity principles.

(3) The appointing committee shall normally be chaired by the Deputy Chairperson of Court, unless that person wishes to be considered for the role of Chairperson, in which case the Court shall decide who, from among its lay members and from those who do not wish to be considered for the role, shall chair the committee.
2. The sitting Chairperson of Court shall take no part in the selection process for the new Chairperson and shall absent him or herself from any discussion.
3. Existing lay members of Court shall be eligible to apply to be appointed as Chairperson. Students or salaried members of staff of the University shall be ineligible to be appointed as Chairperson, and no former member of staff or student shall be eligible to be appointed as Chairperson until four years have elapsed from the point at which that person ceased to be a member of staff or a student of the University.
4. The appointing committee established under paragraph 1 shall have responsibility for:
 - (i) Devising the relevant criteria with respect to the position of Chairperson of Court, having due regard to identifying the skills and knowledge considered necessary to exercise the functions of Chairperson of Court and command the trust and respect of other members of the Court, of the members of the Senatus and of the staff and students of the University.
 - (ii) Publishing anonymised data relating to the protected characteristics, as listed in section 149(7) of the Equality Act 2010, of the applicants, the applicants invited to interview, and the applicants entitled to stand as candidates in an election for the position.
 - (iii) Advertising the vacancy widely sufficient to attract applications from a broad range of persons and in accordance with the requirements set out in the Higher Education Governance (Scotland) Act 2016.
 - (iv) Interviewing those applicants who appear to the committee to meet the relevant criteria for the position.
 - (v) Declaring whether those applicants who have been interviewed have satisfactorily demonstrated that they meet the relevant criteria.
5. Applicants who are invited to interview shall also be invited to meet with the Principal and members of the senior management, with academic staff and with students. Each of these groups shall provide comments to the appointing committee to enable them to determine whether each applicant has satisfactorily demonstrated that he or she meets the relevant criteria for the position.
6. Applicants who have satisfactorily demonstrated to the appointing committee that they meet the relevant criteria are entitled to stand as candidates in an election for the position of Chairperson of Court. An election shall only take place in the event that there are two or more candidates. In the event that there is only one candidate, a new appointment process shall be commenced with the same appointing committee. The remaining candidate shall be entitled to stand for election without further interview.
7. The University Secretary shall act as the Returning Officer for an election for the position of Chairperson of Court.
8. The election shall take place using electronic voting.
9. Those eligible to vote in the election shall be the members of the governing body, the staff of the University and the students of the University. No person shall be entitled to cast more than one vote.
10. The candidate who secures a simple majority of the total number of votes cast shall be declared the winner. In the event of a tie, the winner shall be determined by lot in a manner to be decided by the Returning Officer.

11. The candidate who wins the election shall be appointed as Chairperson for a period of three years and shall be eligible for re-appointment for a second term of three years on the recommendation of the Governance & Nominations Committee. In considering the re-appointment of the Chairperson for a second term, the Governance & Nominations Committee shall be chaired by the Deputy Chairperson.

Ordinance 66 – Nominations to the Court by the Trade Unions and the Students’ Association

(An Ordinance made in terms of Statute 9(1)(i-k) and in accordance with section 12 of the Higher Education Governance (Scotland) Act 2016)

1. Valid nominations of members of Court by the trade unions and the students’ association are those made in accordance with this Ordinance, and they shall also be subject to the general provisions governing Court membership as set out in Statute 9.
2. The nomination of such members by the trade unions and the students’ association shall take place in the second semester to enable, whenever possible, an announcement of the successful candidates to be made at the latest by the last Court meeting of the academic year in which a nomination is due.
3. (1) The period of office of members nominated by the trade unions shall be four years. Members so nominated shall be eligible for re-nomination, but shall not hold office continuously for a longer period than eight years. A member of Court nominated by a trade union who ceases either to be a member of the trade union or to be a member of staff of the University shall simultaneously cease to be a member of the Court.
 - (2) The nomination of an academic member of staff who is a member of a trade union shall be the responsibility of the local branch of the University & College Union, which shall make a nomination from within its own academic staff membership at the University.
 - (3) The nomination of a support member of staff who is a member of a trade union shall be the joint responsibility of the local branches of the Unison and Unite trade unions, which shall make a nomination from within their own memberships at the University.
 - (4) Each trade union shall ensure that it invites applications for nomination for membership of the Court from all of its members. The executive committee of the local branch of each trade union shall be responsible for determining its own preferred candidate for nomination and shall devise procedures which it shall advertise widely amongst its membership to ensure that the process of determining a nominee is fair, transparent and equitable.
 - (5) Once each trade union as set out in sub-paragraphs (2) and (3) above has determined its preferred candidate for nomination, all three trade unions shall meet to agree the final nominations for each of the two nominated positions on Court. In reaching the final nomination, the trade unions shall have due regard to accepted principles of equality and diversity and shall espouse the commitment of Court to achieving greater diversity in its membership.
 - (6) Where a casual vacancy arises in either of the nominations from the trade unions, the trade unions responsible shall seek to make a new nomination as soon as possible in accordance with the provisions of this Ordinance and with the procedures devised by the relevant trade union in line with sub-paragraph (4) of this paragraph. The new nominee shall begin a full term of office in accordance with Statute 9(2)(k).
4. (1) The period of office of students nominated by the Students’ Association shall be one year. Members so nominated shall be eligible for re-nomination, but shall not hold office continuously for a longer period than four years.
 - (2) A member of Court nominated by the Students’ Association who ceases to be a student shall simultaneously cease to be a member of the Court.
 - (3) The nominees of the Students’ Association shall be made by its Executive and shall be the President of the Students’ Association and a student elected for the purpose by the student body to be known as the independent student member on Court.
 - (4) The method of election and the procedure for nomination of candidates in the election of the independent student member of Court shall be as prescribed by the Students’ Association for the nomination and election of its own officers:

Provided that where no nominations for candidacy in the election are received by the due date, no election shall be held, and the Executive shall nominate another of its number to membership of the Court.
 - (5) Where a casual vacancy arises in members nominated by the students, the Executive of the Student’s Association shall seek to make a new nomination as quickly as possible. The Executive shall nominate one of its own number to fulfil the nomination, and that person shall hold office until 31 July of the academic year in question, whereafter the new Executive shall nominate two new members in accordance with sub-paragraphs (2) and (3) of this paragraph.

APPENDIX 3

FINANCE & POLICY COMMITTEE (Minute 24(1))

A meeting of the Committee was held on 3 October 2016.

Present: Andrew Richmond (Convener)
Professor Dame Sue Black
Ronald Bowie
Principal Professor Sir Pete Downes
Iain Howie
Bernadette Malone
Jane Marshall (by Skype)
Indrė Urbanavičiūtė

In Attendance: Professor Nic Beech (Vice-Principal (Academic Planning & Performance));
Jo Elliot (Chair, Audit Committee);
Andrew Hewett (Director of Finance);
Dr Neale Laker (Director of Academic & Corporate Governance);
Professor Karl Leydecker (Vice-Principal (Learning & Teaching));
Dr Jim McGeorge (University Secretary);
Colin McNally (Director of Campus Services);
Dr Christine Milburn (Policy Officer (Corporate Governance));
Wesley Rennison (Director of Strategic Planning).
Dr Elizabeth Rogers (Ambitious Futures Graduate Trainee).

Apologies: Professor Mairi Scott

1. MINUTES

Resolved: to approve the minutes of the meeting of 15 August 2016.

2. ACTION LOG

The Committee received the action log for Committee business. Members were content that the log offered a comprehensive record of outstanding actions and also noted progress updates where provided.

Resolved: to note the log.

3. MATTERS ARISING

(1) Drug Discovery Unit (DDU)/CURE update (Minute 2 (2))

The Committee noted that there was no further progress to report at this time.

Resolved: to note that the University Secretary would report on progress in relation to this project at a future meeting, when appropriate.

(2) Potential Changes to UODSS (Minute 2(3))

The Committee noted that the next meeting of the Pension Sub-Group had been postponed until 14 November 2016 to enable additional work to be completed.

Resolved: to note the date of the next meeting.

(3) Student Recruitment Update (Minute 8)

The Committee noted that interim updates had been provided to the Committee by email following confirmation of A-Level Results and also following Matriculation.

Resolved: to note the circulation of updates as requested.

4. FINANCIAL UPDATES

(1) Ministerial Letter of Guidance

The Interim Letter of Guidance from the Scottish Government to the Scottish Funding Council had been received on 29 September 2016 (http://www.sfc.ac.uk/web/FILES/AboutUs/SFC_Interim_Letter_of_Guidance_September_2016.pdf) and was tabled at the meeting. The Committee noted that the University Executive Group would discuss the high-level objectives outlined within the letter at its meeting on 5 October 2016. Members also noted that the Minister for Further Education, Higher Education and Science expected the 2017/18 draft budget would be published later in the year, and that budget allocations for the sector would be confirmed at that time. In response to questions the University Secretary confirmed that he expected guidance for the preparation of the Outcome Agreement with the SFC to be issued very soon.

Resolved: to note receipt of the letter.

[Secretary's note: Outcome Agreement guidance was subsequently received on 5 October 2016]

(2) Year End & Draft Year End Accounts

The Director of Finance informed the Committee that the Financial Report and Accounts for the year ended 31 July 2016 were being prepared, and that he expected them to be presented to the Committee on 14 November 2016. The paper set out how the implementation of FRS102 under the new SORP would affect the presentation of the University's accounts. The paper included drafts of the Consolidated Statement of Comprehensive Income and Expenditure and the Consolidated Balance Sheet. Members noted that under the new accounting SORP the balance sheet looked significantly stronger, whereas the income and expenditure looked significantly weaker. The challenge for the University would be to devise a mechanism for presenting regular management accounts meaningfully for internal budget holders. The Committee noted that the Director was developing the format for reports using the new accounting standard, and it was agreed that he would circulate these to the Committee for comment once available.

Resolved: (i) to note that the Director of Finance would circulate draft formats for reports prior to the next meeting; and

(ii) otherwise, to note the update.

(3) Treasury Annual Report

The Director of Finance presented the annual Treasury Report which assessed treasury activity over the last 12 months against the requirements of the Treasury Policy. The report covered the areas of: counterparty risk, liquidity risk, currency risks, interest rate risks and inflation risk. The Director drew members' attention to the counterparty risk report, and in particular members noted that the University's main banker, Royal Bank of Scotland (RBS), still did not meet the policy rating requirements. Following discussion and consideration of relevant risks, members recommended that the University continue with the existing arrangement. The Committee also agreed that the proposed tendering exercise for banking services should be postponed until the finance element of the Business Transformation Programme had been implemented.

Resolved: (i) to endorse to the Court the continued use of RBS as a deposit taking institution, noting that their rating from two of the three rating agencies fell below the Treasury Policy's standards;

(ii) to note that a tendering exercise for banking services would be postponed until Autumn 2017; and

(iii) otherwise to note the report.

(4) Annual Accounts: Integrated Reporting

The Committee noted the intention to change the structure and content of the Annual Financial Statements to adopt the principles of Integrated Reporting set out in the circulated BEFDG report. Members noted that the Audit Committee had been supportive of this approach and the Committee agreed that the revised Annual Report would provide a clearer view of the University's activities and could be valuable as a marketing tool. In response to questions the Director confirmed that the new approach would not impact

upon the accuracy or completeness of reporting, and he went on to outline the process for the construction of the report.

Resolved: to note the update.

5. **CAMPUS SERVICES – 1 YEAR CAPITAL INVESTMENT PLAN PROPOSALS**

The Director of Estates & Campus Services presented a 1-year capital expenditure plan, alongside indicative proposals for the following years to 2020/21. The Committee noted that the proposals were in line with investment parameters previously discussed, those being a budget for estates-related investment of £10m per annum over the next five years. In introducing the proposals, the Director set out his outline vision for the development of the campus over a 5 year period, and members noted that proposed investments had been targeted toward the three key headings of: infrastructure and compliance; investment project activities; and campus experience. Members also noted that the proposals had been considered and endorsed by the University Executive Group (UEG). In response to questions, the Director clarified the timeline for some elements of proposed expenditure, and the impact of the proposals on backlog maintenance which was currently valued at around £40m.

The Committee expressed its enthusiasm for the proposals and vision presented, which would be further developed over the coming months. Noting the University's financial position as well as the favourable interest rates for borrowing, members asked that the UEG consider a range of investment options, including opportunities to bring forward spend on key developments, and present a range of scenarios for consideration at a future meeting. Members also noted that the Estates Strategy would be developed during 2016/17 in parallel to development of the indicative proposals presented and the University Strategy to 2022.

Resolved:

- (i) to endorse to the Court the 1 year capital investment proposals;
- (ii) to note the indicative plans for future years to 2020/21; and
- (iii) to request that the University Executive Group undertake scenario planning in relation to estates investment.

6. **POSSIBLE DEVELOPMENT IN KUWAIT: SCHOOL OF MEDICINE**

The Principal informed members of an opportunity arising in Kuwait relating to the potential development of a Medical School. The Committee noted that the opportunity would be explored in detail over the coming year, with due diligence being undertaken and consideration being given to the project relative to the University's internationalisation strategy, and that should the University Executive Group (UEG) decide to pursue this opportunity a detailed proposal would be brought to the Committee at that time.

Resolved: to note the update.

7. **PROJECT UPDATES**

(1) Progress Report for Growth & Savings Projects

The Committee received an update report on progress across the growth and savings projects approved by the Court in June. Members suggested a number of changes to the presentation and content for future reports, and asked that officers give consideration to the inclusion of key milestones and success factors in the updates. Members noted that the University Executive Group (UEG) was the body responsible for oversight of the monitoring of the projects concerned.

Resolved: to note the update.

(2) Business Transformation Update

The Committee received an update from the Director of Business Transformation and University Secretary which outlined progress and key considerations in relation to the Business Transformation programme. Members also considered the minutes from the meetings of the Business Transformation Programme Steering Committee. Noting that the contract with the preferred provider, TechnologyOne, had been signed on 22 September 2016, discussions focussed on ensuring engagement with TechnologyOne continued to be of the highest quality. Members also discussed the importance of the development of new target operating models, and organisational change procedures which would ensure that appropriate processes, expertise and support was available to deliver the level of organisational change required within the timelines stated.

Members were pleased to note that the programme accountant was developing procedures and baselines for benefits management, which would include a plan for reporting benefits realisation against the targets within the original business case, and stressed the importance of this aspect of reporting.

Resolved: to note the update.

8. STUDENT RECRUITMENT SUMMARY

The Committee received an update from the Director of Finance which used available data to assess the likelihood of achieving the budgeted student intake for September 2016, nevertheless noting that accurate data would not become available until late October. The Committee welcomed changes to the report which would focus on the position relative to budget, and members noted that the findings of the Budget & Planning Review Group would be used to enhance the approach to reporting in the next recruitment cycle.

The Committee heard that the University had performed well in a competitive market, and had seen an up-turn in a number of areas which would form a strong basis from which further improvement could be expected as a result of the University's recent successes in International League Tables and activities linked to the International College Dundee project. In response to questions the Committee noted that the potential financial exposures indicated fell within the ranges modelled within contingency planning and that in many cases compensatory budget savings could be made; and therefore the University expected to be in a position to achieve its budget targets for the coming year.

Resolved:

- (i) to note that a full report would be provided to the next meeting of the Committee once appropriate data became available; and
- (ii) otherwise to note the update.

9. PENSIONS SUB-GROUP

The Committee, with the exception of Dr Neale Laker and Mr Iain Howie who had, as trustees for the University of Dundee Superannuation Scheme (UoDSS), declared an interest in the item, received the minutes from the meeting of the Pensions Sub-Group on 15 August 2016. Members noted that the Group had considered initial scenario modelling for the UoDSS pension scheme and had requested further information and analysis in a number of areas, and would meet next on 14 November 2016.

Resolved: to note the report.

10. ANNUAL FUNDRAISING REPORT

The Head of Development and Alumni Relations presented the Annual Fundraising Report for 2015/16. Discussions focussed on plans to increase annual returns from philanthropy, and members noted that the Head was working with the University Executive Group to refine plans in this respect. In response to questions the Head outlined the range of activities undertaken throughout the year, and members noted that changes to legislation had impacted on the University's ability to contact individuals by telephone, and a decline in the number of major fundable projects had led to a decrease in returns during 2015/16, but that she was confident that this performance would be reversed in the coming year following the recent appointment of two new members of staff as a result of the External Relations Investment bid and in light of the range of new funding opportunities coming online in 2016/17. Following discussion of the approach toward fundraising during the University's 50th Anniversary year, the Committee requested an interim update report in 6 months outlining the core projects and forecasts.

Resolved: to note the report and ask that an interim update be provided in 6 months.

11. DUNDEE STUDENT VILLAGES

[Secretary's note: *The University Secretary and Director of Academic & Corporate Governance, in their capacity as Directors of Dundee Student Villages Ltd, declared an interest in the item and excused themselves from the room during discussions*].

The Director of Finance updated the Committee on recent developments in relation to similar schemes within the sector, and members noted that the relationship with the bank and partners within Dundee Student Villages Ltd remained positive. Members noted occupancy rates remained high, and in response to questions the Director confirmed assumptions within the DSV model. The Committee went on to discuss future accommodation requirements, and members noted that UEG would bring a report back to the Committee in due course.

Resolved: to note the report.

12. **COMMITTEE OPERATIONS**

The Committee considered its work plan for the coming academic year, and members proposed a number of additional items for inclusion in the matrix presented.

Resolved: to endorse the work plan for 2016/17.

13. **USE OF DELEGATED AUTHORITY**

The Director of Academic & Corporate Governance informed the Committee that there had been two instances of the use of delegated authority since the last meeting of the Committee. These related to the signing of the contract with TechnologyOne by the University Secretary and Director of Finance on 22 September 2016, and the signing of the main agreement and service level agreement with OIEG relating to International College Dundee by the University Secretary on 5 August 2016.

Resolved: to note the update

14. **DATE OF NEXT MEETING**

The Committee noted the next meeting of the Finance & Policy Committee was scheduled for 14 November 2016.

Resolved: to note the date.

APPENDIX 4

GOVERNANCE & NOMINATIONS COMMITTEE (Minute 24(2))

Present: Ronald Bowie (Convener)
Janice Aitken
Richard Bint
Principal Professor Sir Pete Downes
Jane Marshall (by Skype)
Sean O'Connor

In Attendance: Professor Tim Newman (Vice-Principal (Research, Knowledge Exchange and Wider Impact));
Dr Neale Laker (Director of Academic & Corporate Governance);
Dr Jim McGeorge (University Secretary);
Dr Lesley McLellan (Director of Quality and Academic Standards) (Item 5);
Dr Christine Milburn (Policy Officer (Corporate Governance));
Dr Elizabeth Rogers (Assistant Policy Officer (Risk & Audit)).

Apologies: Bernadette Malone and Professor Mairi Scott

A meeting of the Committee was held on Monday 3 October 2016.

1. MINUTES

Resolved: to approve the minutes of the meeting of 9 May 2016.

2. ACTION LOG

The Committee received the action log for Committee business. Members were content that the log offered a comprehensive record of outstanding actions and also noted progress updates where provided.

Resolved: to note the log.

3. MATTERS ARISING

(1) Register of Interests (Minute 2(1))

Members noted that the University Secretary had spoken with the member of Court as outlined in the minute, and that the member's Register of Interests record included a full declaration of activities in this respect. Members also noted that the Court handbook was currently in the process of being revised and that additional guidance in relation to the declaration of interests would be introduced in the revision.

Resolved: to note the update.

(2) Court Membership and the Higher Education Governance (Scotland) Act 2016 (Minute 3(1))

Members noted that the Court had, at its meeting on 8 September 2016, approved proposals relating to the election of the non-teaching member of staff on Court, and that, subject to approval of the changes by Senate and their ratification by the Court, an election would be scheduled for the earliest opportunity following the meeting of Court on 24 October 2016. The Director of Academic & Corporate Governance also confirmed that David Ritchie would continue to serve on the Court until such time that a successor had been identified.

Resolved: to note the update

(3) Membership of the Court and its Committees (Minute 3(3))

Members noted that subsequent to the appointment of Allan Murray as a lay member of the Court, the Court had approved the appointment of Mr Murray to the Audit Committee and Karen Reid to the Human Resources Committee.

- Resolved:**
- (i) to note the appointment of Allan Murray as a lay member of Court effective from 1 August 2016; and
 - (ii) to note the appointment of Karen Reid to the Human Resources Committee and Allan Murray to the Audit Committee for the 2016/17 academic year.

(4) Annual Review (Minute 4(1))

The Committee received a paper which summarised the key outcomes of the Annual Review of the Effectiveness of the Court which had been undertaken immediately following the meeting of the Court on 8 September 2016. Discussions focussed on changes implemented over the summer in relation to the format and presentation of papers, and members also highlighted the importance of the role of the Convener/Chair in summarising outcomes in a clear and succinct manner. Following discussion the Director of Academic & Corporate Governance undertook to consider the scheduling and approach to the reviews of effectiveness in 2016/17 and 2017/18, noting the suggestion that the individual work plans agreed for each of the Committees be used as a basis for the review of their own effectiveness prior to the next annual review of the effectiveness of the Court.

- Resolved:**
- (i) to note the outcomes of the 2015/16 review of the effectiveness of the Court; and
 - (ii) to ask that the Director of Academic & Corporate Governance consider the scheduling and approach in relation to the reviews in 2016/17 and 2017/18.

4. **COMMITTEE OPERATIONS**

The Committee considered proposals for the revision of the Terms of Reference (TOR) for the Committee. Members noted that the TOR had been substantially revised in draft by officers to better reflect the existing role and responsibilities of the Committee. The Committee proposed a number of minor amendments to ensure that the rationale and principles behind the activities of the Committee were reflected.

Turning to the work plan, members noted that the plan presented would be updated to reflect the revised TOR and members made a number of additional specific suggestions for inclusion in the schedule of business.

- Resolved:**
- (i) to ask Jane Marshall and the Director of Academic & Corporate Governance to refine the Terms of Reference for circulation to the Committee and endorsement to the Court (annex a); and
 - (ii) to note that the Policy Officer (Corporate Governance) would update the work plan for 2016/17 in accordance with discussions.

5. **THE GOVERNANCE OF QUALITY**

The Directors of Academic & Corporate Governance and Quality & Academic Standards introduced a paper outlining proposals for the enhancement of the Court's understanding of academic quality assurance to enable the Court to discharge with confidence its responsibilities in this respect. In introducing the paper, the Director of Academic & Corporate Governance highlighted the Court's responsibilities in terms of both the approval of the Annual Institutional Statement to the SFC on Quality, and also the Court's Statement of Primary Responsibilities, specifically the second statement '*to ensure the quality of the educational provision of the University, and in conjunction with the Senatus, to make such provision as [the Court] thinks fit for the general welfare of the students*'.

The Director of Quality & Academic Standards also provided a brief overview of the University's Quality Assurance Infrastructure following the restructuring of the University, and in doing so she highlighted the Quality Assurance Framework and reporting mechanisms. Following discussion relating to raising the awareness of Court members through training sessions, the Committee suggested that the Director of Quality & Academic Standards be asked to deliver a training session to the Governance & Nominations Committee in the first instance, and that the Committee then consider if the training should be rolled out to all Court members and included in the induction process for new members.

Turning to the proposed annual report from the Director of Quality & Academic Standards on the operation of the Quality Assurance Infrastructure, members proposed that the report be provided to the Committee annually

at its May meeting and that the Committee, via its minutes, provide the Court with comment and an opinion with regard to the effectiveness of the Quality Assurance Framework and its operation ahead of the Annual Report to the SFC being received for approval by the Court. The Committee also asked the Vice-Principal (Research, Knowledge Transfer and Wider Impact) to consider what an appropriate equivalent report would look like for Research.

- Resolved:**
- (i) to note that the Director of Quality & Academic Standards would arrange a training session for the Committee ahead of its meeting on 14 November 2016;
 - (ii) to note that the Director of Quality & Academic Standards would prepare an annual report for the Committee's May meeting summarising the operation of the Quality Assurance Infrastructure during the year;
 - (iii) to note that references to Senate discussions of matters relating to Quality Assurance and Academic Governance were contained in the Senate's report to each meeting of the Court; and
 - (iv) to ask the Vice-Principal (Research, Knowledge Transfer and Wider Impact) to consider what an appropriate equivalent report would look like for Research.

6. HIGHER EDUCATION GOVERNANCE (SCOTLAND) ACT 2016

The Director of Academic & Corporate Governance introduced a paper which outlined interim recommendations for ensuring compliance with the Higher Education Governance (Scotland) Act (HEGSA) 2016. Members noted that the recommendations from the HEGSA working group had been briefly considered by the Court at its business meeting on 8 September 2016. The proposals focussed on matters relating to: the composition of the Court, the Chairperson of Court, resignation and removal from Office, the composition of the Senate, and Academic Freedom, and the Director highlighted the consultations undertaken with key stakeholder groups in respect of these proposals.

Discussions largely focussed on proposals relating to the Senate membership of the Court, and in particular the suggestion from the HEGSA working group that the quotas for professorial/non-professorial members within this category be removed. Following substantial debate, the Committee proposed that the quotas be removed, but that this aspect be implemented through reference in Statute to an underlying Ordinance, and that the Committee review the situation after a period of three years. Members also made a number of suggestions to clarify the reasoning behind the proposals - in particular in relation to the creation of an additional lay member position on Court. With regard to proposals relating to Academic Freedom, members noted that the Director would review revisions to Statute 16 which had been previously approved by the Court in 2011, but which had not been submitted to the Privy Council because of the imminent Review of Higher Education Governance, and that these would be brought to a future meeting of the Committee for approval following consultation with DUCU and consideration by the Human Resources Committee.

Turning to the timelines for the receipt of guidance from the Scottish Government and the implementation of changes to the Charter, Statutes and Ordinances, the Committee endorsed the proposal that the Director engage with the Privy Council at an early stage to avoid undue delays.

- Resolved:**
- (i) to endorse to the Court: proposals relating to the composition of the Court; changes to the Charter, Statutes, and Ordinances relating to the Staff Council; and amendments to Statute 9 (the Court) and 10 (the Senate) relating to the composition of Court, removal from office of a member of Court, the composition of Senate, and other consequential changes;
 - (ii) to endorse to the Court the proposed new Ordinance relating to the appointment process for the Chair of Court;
 - (iii) to endorse to the Court the proposed new Ordinance setting out the nominations process for members of Court nominated by the Campus Unions and Students' Association;
 - (iv) to note the approval of changes to Ordinance 45 (Election of Member of Court by the Non-Teaching Staff) by the Court at its meeting on 8 September, subject to approval by the Senate and ratification by the Court on 24 October 2016;

- (v) to invite the Director of Academic & Corporate Governance to begin discussion with the Privy Council with regard to changes proposed to the Charter and Statutes; and
- (vi) to note that proposals relating to Statute 16 (Academic Staff) would be brought to the Committee in due course.

7. MEMBERSHIP OF COURT

The Committee received a report from the Director of Academic & Corporate Governance summarising the advertising, interview and selection process undertaken since its last meeting in relation to the lay Court vacancy arising on the Court from 1 August 2016 as a result of the appointment of Ronald Bowie as the Chair of Court earlier in the year.

Members noted that the Committee had endorsed by electronic circulation the recommendation from the appointing panel that Allan Murray be appointed as a lay member of Court, and that this appointment had been subsequently approved by the Court on 8 September 2016. The Committee also noted that the panel had been impressed by a second candidate, ██████████, and that the Court had asked the Committee to consider if ██████████ should be appointed to the next lay vacancy arising on the Court, noting that this may be the additional lay member outlined in proposals relating to the implementation of the Higher Education Governance (Scotland) Act (discussed under minute 6). The Committee noted the strengths of this second candidate, in particular in relation to employability and widening access, however members were also conscious of the need for the Committee to retain the ability to take into account the needs and skills of Court at the time the next vacancy actually arose. Following discussion, the Committee indicated that, they were minded to appoint ██████████ to the lay vacancy arising, subject to such a review. Members also agreed that in line with normal practice for new members of Court, ██████████ should be invited to attend meetings of the Court in a shadow capacity if and when ██████████ appointment to the Court was formally approved.



- Resolved:**
- (i) to note the appointment of Allan Murray as a lay member of the Court; and
 - (ii) to endorse to the Court the appointment of ██████████ to the next available lay vacancy arising on the Court, subject to a review of the needs and skills of the Court at that time.

8. CORPORATE GOVERNANCE STATEMENT

The Committee received the first draft of the Corporate Governance Statement of the Annual Financial Statements. Members suggested a number of minor amendments and asked that discussion of the University's compliance with the UK Corporate Governance Code (2014) be included in the Committee's work plan for 2016/17.

- Resolved:** to note the draft and ask that discussion of the University's compliance with the UK Corporate Governance Code (2014) be included in the Committee's work plan for 2016/17.

9. CONSIDERATION OF RENEWAL OF MEMBERSHIP

The Committee noted that the following terms of office would expire on 31 July 2017: Mr Denis Taylor (Lay Court Member) and Ms Sandra Morrison-Low (Lay member of the Audit Committee). Members noted that both were eligible for reappointment, and asked that the Convener speak directly with Mr Taylor and separately with the Convener of the Audit Committee in relation to Ms Morrison-Low, with a view to the Committee considering proposals for renewal of membership or, if required, for the advertisement and appointment process in relation to vacancies arising at its next meeting.

The Convener also drew members' attention to the terms of office of Mr Jo Elliot (Convener of the Audit Committee) and Mr Andrew Richmond (Convener of the Finance & Policy Committee), both of which would come to an end on 31 July 2018, with neither eligible for reappointment. Members asked that consideration be given to the schedule for related discussions, advertisement, interview and appointment, and that the impact of these departures on the skills matrix for Court and succession planning be modelled.

- Resolved:**
- (i) to note that the Convener would speak with Mr Taylor and the Convener of the Audit Committee in relation to the membership of Mr Taylor and Ms Morrison-Low; and
 - (ii) to ask that consideration be given to succession planning and the schedule for discussions relating to the end of the terms of office of Mr Elliot and Mr Richmond.

10. SKILLS MATRIX

The Committee received a copy of the Skills Matrix for members of Court for 2016/17.

Resolved: to endorse to the Court the publication of the matrix on the Court website (annex b).

11. REGISTER OF MEMBERS' INTERESTS

Members received a paper summarising declarations of interest made by members of the Court for the calendar year for 2016. Noting a number of minor amendments, members also commented on the varying interpretations of members in their submissions relating to related parties and share-holdings and asked that the Director of Academic & Corporate Governance update the guidance notes for consideration prior to their issue for the 2017 return.

Resolved: to note the return and ask the Director of Academic & Corporate Governance to update the guidance notes for 2017.

12. COURT INDUCTION

Members noted that the Academic & Corporate Governance Team continued to arrange bespoke induction programmes for new members, and that members had also been offered a further programme of meetings one year after their appointment.

Resolved: to note the update.

13. TRAINING

The Committee suggested that members should be encouraged to identify and communicate their training needs, beyond participation in the Leadership Foundation for HE Governor Development Programme, to the Chair of Court and Policy Officer (Corporate Governance).

Resolved: to note that the Chair of Court would encourage members to communicate their training needs.

Remit, Terms of Reference and Membership

The Committee has a general responsibility, in exercising its specific duties as set out in this document, to embrace and promote the underlying purpose of good governance, which is to support the University's success and sustainability through a decision-making framework that exhibits integrity, probity and accountability and is in the best interests of the University.

Remit

To advise Court on any matter pertaining to the University's framework for corporate governance, its operation and the University's and Court's compliance with that framework.

To oversee the University's compliance with external governance requirements.

To make recommendations to Court on the appointment of Court members who are not elected, nor ex officio in terms of the Statutes.

To recommend to Court the membership of Court committees and the appointment of members to other bodies, as appropriate, for instance as an employer-nominated Trustee of the pension scheme.

Membership

There is no fixed size of membership of the Committee, although it has traditionally had at least seven members. The Chairperson of Court and the Principal are members and the remaining membership includes lay members, some of whom are also Conveners of Court Committees, at least one staff member and at least one student.

The University Secretary, Director of Academic & Corporate Governance, and Vice-Principal (Research, Knowledge Exchange and Wider Impact) are in regular attendance, and other officers attend at the discretion of the University Secretary.

Secretary

Policy Officer (Corporate Governance)

Meetings

The Committee shall meet at least twice in any one year, but shall normally meet four times.

Quorum

The quorum for any meeting is 50% of the total membership rounded up. The quorum for any given year is likewise set out in the attached schedule. To be quorate at least two lay members and one elected member must be present. Elected members include both staff and students.

TERMS OF REFERENCE**CONSTITUTION AND OPERATION****Membership**

- The Committee shall comprise not less than seven members of the Court, including the Chairperson of Court, at least three other lay members (at least one of whom must be a Convener of a Court Committee), the Principal, at least one other member of staff and at least one student.
- The Chairperson of Court shall be the Convener. In the absence of the Convener at any meeting of the Committee, the Committee shall appoint any of its members as Acting Convener for that meeting.
- The quorum for any meeting shall be half of the total membership rounded up. To be quorate at least two lay members and one elected member must be present. Elected members include both staff and students.

Authority

- The powers delegated to the Committee by the Court shall be as defined in the Schedule of Delegation.
- The Committee shall have full authority to undertake and review activities associated with any matters within its terms of reference. For the purpose of such activities it shall be provided with adequate resources and full access to information and University personnel.

Proceedings

- The Committee shall usually meet four times annually and shall report, through submission of the minutes of each meeting, to the next available meeting of the Court.
- Each meeting of the Committee shall normally be attended by the University Secretary and the Director of Academic & Corporate Governance
- The Committee's Secretary shall normally be the Policy Officer (Corporate Governance)

DUTIES AND RESPONSIBILITIES

Oversight of Governance Arrangements and Governing Instruments

- To act as the guardian of the University's governing instruments, including the Charter, the Statutes and the Ordinances and the Schedule of Delegation and Decision-making ensuring they:
 - are fit for purpose;
 - exhibit best practice;
 - comply with legislation and relevant codes of practice; and moreover
 - support the ability of the Court and its Committees to make decisions that are in the best interests of the University.
- To maintain an overview of emerging best practice and make recommendations to Court for the adoption of changes to the governing instruments or of new instruments (ensuring consultation with the Senate and any other relevant bodies and stakeholders),
- To review the University's compliance with the Main Principles of the Scottish Code of Good HE Governance and the primary elements of the Committee of University Chairs' Higher Education Code of Governance.
- To review Court's approach to upholding its Statement of Primary Responsibilities and to devise mechanisms to demonstrate that Court embraces its responsibilities in a context of continuous improvement.
- To ensure that the Corporate Governance Statement contained in the Financial Statements accurately reflects the governance arrangements in place for the year in question, taking due regard of the requirements of the Financial Memorandum from the Scottish Funding Council.
- To develop and maintain appropriate mechanisms to enable Court to be assured of the quality of the academic provision of the University.

Operation of Court and its Committees

- To oversee and make recommendations for change to the Standing Orders of Court and any other documents relating to the role, conduct, and to the mechanisms for the smooth operation of Court and its Committees.
- To ensure that Court and its Committees operate effectively in a way which exhibits best practice, and to make recommendations for improvement.
- To oversee the induction and training of individual members of the Court.
- To receive reports from the Chair on the key themes and issues raised during the Chair's regular meetings with members of Court, and identify any resulting actions.

Appointments

- To oversee and make arrangements for the advertisement, recruitment and selection of:
 - Members of Court who are not nominated or elected;
 - Any additional lay members to Committees of Court who are not members of the Court.
- To oversee nomination process of nominated members of Court (where appropriate, in discussion with the relevant nominating body).
- To oversee the election arrangements for elected members of the Court (where appropriate, in discussion with the relevant electing body).
- For its part, and as may be delegated to it by the Court, to oversee and make arrangements for the appointment of the Chairperson of Court.
- To make a recommendation to the Court for the appointment of a Deputy Chairperson.
- To make recommendations for the re-appointment of members of Court who are not nominated or elected, ensuring that account is taken of an individual member's commitment to the work of the Court, their attendance and their performance before a decision on whether to recommend re-appointment is made.

- To make recommendations to the Court for the appointment of Conveners and members to the Committees of Court.
- To make recommendations for the appointment of employer-nominated Trustees to the University of Dundee Superannuation Scheme.
- To ensure due regard is made to accepted principles of equality and diversity in the appointment of members to the Court and in the appointment of members to Committees, and furthermore to ensure that the Court abides by its own statement on equality and diversity.
- To maintain and review a register of interests of members of the Court, to highlight to Court any material conflicts of interest and to agree mechanisms to manage any highlighted conflict.

Effectiveness Reviews

- To be responsible for the development of arrangements to review annually:
 - The effectiveness of the Court in accordance with the main principles of the Scottish Code of Good HE Governance;
 - The effectiveness of the committees of the Court;
 - The performance of the Chairperson of Court.
- To be responsible for the development of arrangements for the periodic externally-facilitated review of the Court and its Committees in accordance with the main principles of the Scottish Code of Good HE Governance.
- To ensure suitable arrangements are in place for the parallel review of the effectiveness of the Senatus Academicus and its Committees in accordance with the main principles of the Scottish Code of Good HE Governance.
- To review its own remit and terms of reference on an annual basis.

Governance & Nominations Committee (G&NC)**Membership 2016/17**

Name	Category for the Purpose of Determining Quorum
Ronnie Bowie (Convener)	(Lay Member)
Janice Aitken	(Elected Member)
Richard Bint	(Lay Member)
Professor Sir Pete Downes	(<i>Ex-Officio</i>)
Professor Mairi Scott	(Elected Member)
Bernadette Malone	(Lay Member)
Jane Marshall	(Lay Member)
Sean O'Connor	(Elected Member)

Officers and others in regular attendance:

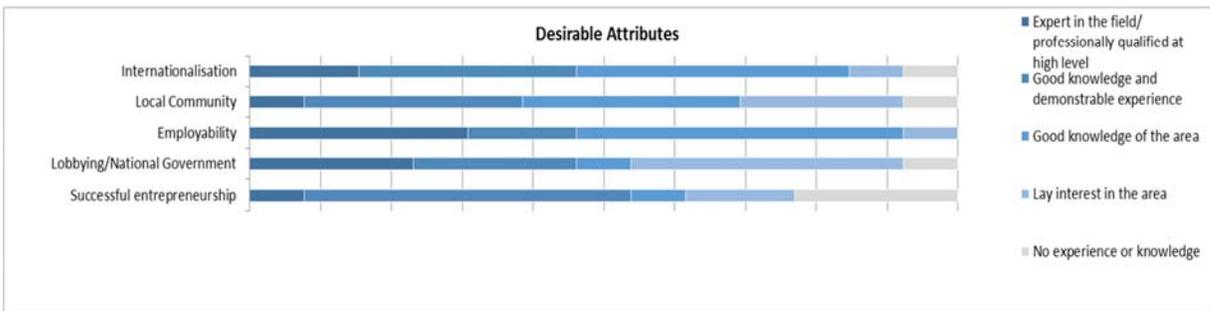
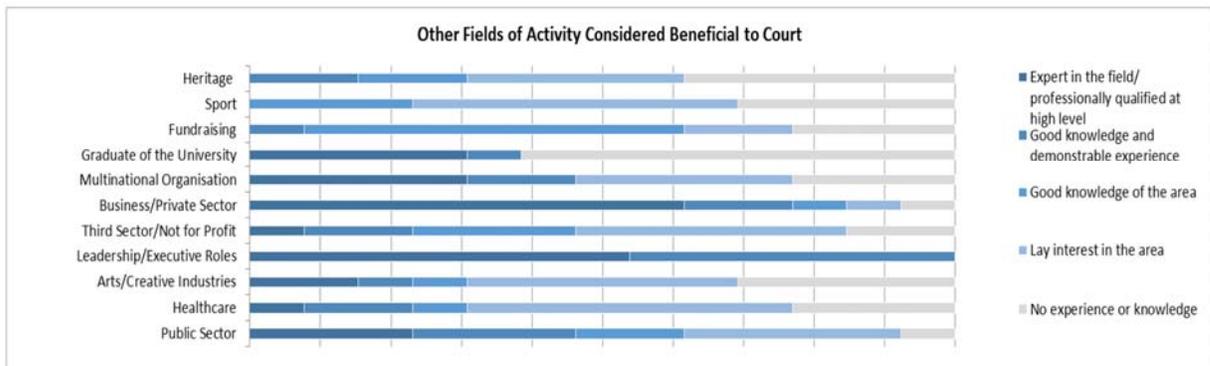
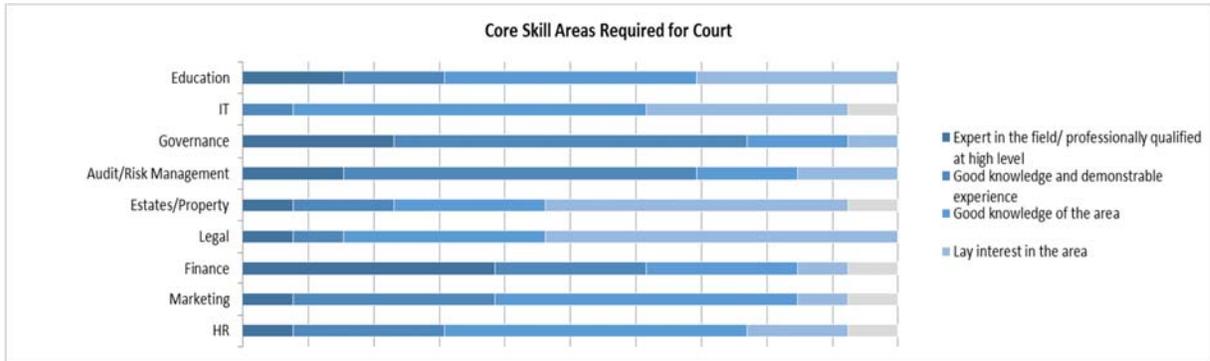
Name	Role
Dr Neale Laker	(Director of Academic & Corporate Governance)
Dr Jim McGeorge	(University Secretary)
Dr Christine Milburn	(Policy Officer (Corporate Governance))
Professor Tim Newman	(Vice-Principal (Research, Knowledge Exchange and Wider Impact))

Quorum 2016/17

At least five members (taken from 1 above), of whom there should be at least two members considered as lay members and at least one elected member.

University Court Skills Matrix

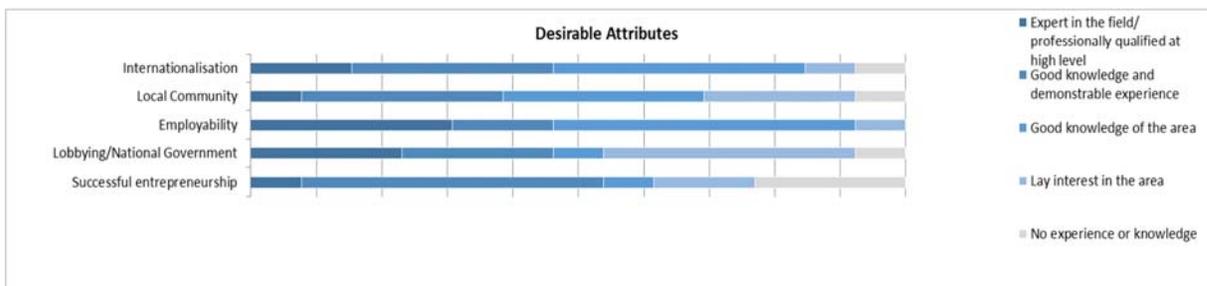
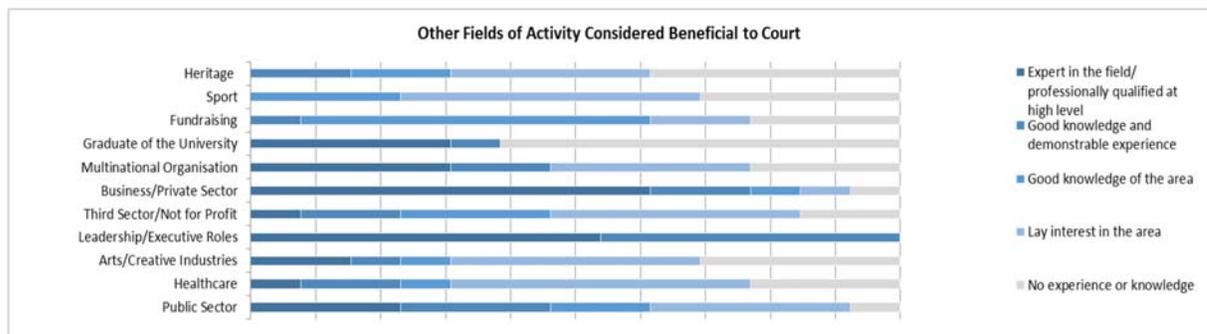
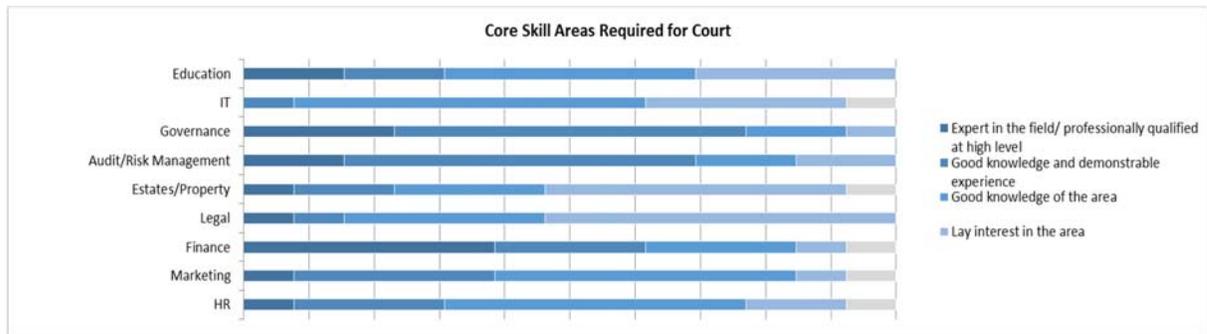
ALL COURT MEMBERS



Other (as listed by members of Court)

- Good knowledge of national government and development of legislation and policy.
- Public engagement, external relations, media, branding, and communications experience.
- Customer Service.
- Health & Safety.
- Strategy setting and Quality and Performance management.
- Partnership and collaborative working with educational institutes overseas.
- Academic research.
- Academic assessment & review.
- Coaching and mentoring strategy.
- International living and work experience.
- Science and technology.
- Multi-agency working.
- Project management.

LAY COURT MEMBERS



- Other (as listed by members of Court)**
- External relations, branding, and communications experience.
 - Customer Service.
 - Health & Safety.
 - Strategy setting and Quality and Performance management.
 - Partnership and collaborative working with educational institutes overseas.
 - Academic research.
 - Academic assessment & review.
 - Coaching and mentoring strategy.
 - International living and work experience.
 - Multi-agency working.
 - Project management.

APPENDIX 5

AUDIT COMMITTEE (Minute 24(3))

A meeting of the Committee was held on 20 September 2016.

<u>Present:</u>	Jo Elliot (Convener); Richard Bint; Dr William Boyd; Neil Menzies; Allan Murray	
<u>In Attendance:</u>	Andrew Richmond Professor Sir Pete Downes Dr Jim McGeorge Wendy Alexander Professor Nic Beech Ian Leith Andrew Hewett Richard Parsons Dr Christine Milburn Chris Brown Paul Kelly Michael Smith John Boyd Keith MacPherson Stephen Reid Dr Liz Rogers	Chair, Finance and Policy Committee; University Principal; University Secretary; Vice Principal (International); Vice Principal (Academic Planning & Performance) (item 6(4)); Director of Business Transformation (item 6(5)-7(2)); Director of Finance; Director of Library & Learning Centre (Item 6(5)-7(2)); Policy Officer (Corporate Governance) (Scott-Moncrieff); (Scott-Moncrieff); (Scott-Moncrieff); (Ernst & Young); (Ernst & Young (Item 6(2) onward) (Ernst & Young (Item 6(2) onward) (Assistant Policy Officer (Risk and Audit)

Apologies: Sandra Morrison-Low and Director of Academic & Corporate Governance.

The Convener welcomed Mr Allan Murray to his first meeting of the Audit Committee.

1. **MINUTES**

Resolved: to approve the minutes from the meeting of 18 May 2016, subject to minor amendment.

2. **ACTION LOG**

The Committee considered a log of Committee actions ongoing from 2015/16. Members were content that the log offered a comprehensive record of outstanding actions and also noted progress updates where provided.

Resolved: to approve the Audit Committee action log as presented.

3. **MATTERS ARISING**

(1) Whistleblowing Policy

Noting that the Court had approved the revised Whistleblowing Policy at its meeting on 16 June 2016, the Committee asked officers to consider how changes to the policy may be highlighted to staff across the University. Members also suggested a number of areas which could be enhanced further within the policy in future reviews.

Resolved: to note the update.

(2) Improvements in Value for Money

The Committee received the annual report of procurement activity for the previous financial year, along with a copy of the University's updated Procurement Strategy. Members noted that the documents had also been considered by the Finance & Policy Committee on 15 August 2016.

Resolved: to note the update.

(3) FRS102

The Committee noted that training relating to the implementation of FRS102 had been provisionally scheduled for 1.30pm on 28 November 2016, immediately prior to the next meeting of the Committee. Through discussion, members decided that given the large amount of information already received in relation to the implementation of FRS102, a number of them felt well-sighted on the issue and that it would therefore be preferable to offer individual members training should they so wish, rather than to run a session for the Committee as a whole.

Resolved: to cancel the Committee training session and ask members to indicate to the Assistant Policy Officer (Risk & Audit) their interest in attending individual briefing sessions.

(4) Summary of Investigation into Incident of Fraud

The internal auditor updated the Committee on discussions with the Estates and Buildings Practice Manager in relation to the potential for improvement of internal controls in light of a previously reported incident of fraud. Members noted that the auditors would perform a health-check in this area, and would report back on findings and proposed actions to the next meeting of the Committee on 28 November 2016.

Resolved: to await further updates.

4. **CONVENER'S REPORT**

The Convener reported that he had met with the internal and external auditors since the last meeting, and had attended the usual pre-meeting with the University Secretary, Director of Academic & Corporate Governance, Director of Finance and Policy Officer directly before the meeting. The Committee noted that discussions had focussed on matters raised on the agenda and that the Convener would highlight these considerations at relevant points in the agenda.

Resolved: to note the update.

5. **COMMITTEE OPERATIONS**

The Committee considered a paper from the Policy Officer (Corporate Governance) which set out the proposed work plan for the Committee for 2016/17 along with revised Terms of Reference for the Committee. Members suggested a number of additional areas for inclusion in the work plan and indicated a preference for the work plan to be updated on a rolling basis at each meeting of the Committee. Turning to the Terms of Reference, members suggested that it be updated to reflect the role of the Audit Committee in the consideration of risks relating to the University Strategy.

Following discussion relating to the frequency of the review of effectiveness of the Committee, which was currently performed on a 5-year cycle, officers undertook to review Sector wide practice and report back to the Committee. Members also noted the internal auditor's suggestion that best practice suggested that this might be undertaken on an annual basis.

Resolved:

- (i) to look into the requirement for a more frequent review of effectiveness; and
- (ii) to endorse to the Court the revised Remit and Terms of Reference for the Committee (annex) and the work plan for 2016/17.

6. **INTERNAL AUDIT**

(1) Internal Audit Plan 2016/2017 to 2018

The Committee received an update from Scott-Moncrieff outlining the annual programme of internal audit activity, following revision of the plan to incorporate changes requested by the Committee at the previous meeting. In response to questions the Committee provided further guidance on the scope for the proposed VAT review, and members noted that the timeline for audits relating to the Business Transformation programme would be updated in due course in line with the timescales for implementation to maximise the benefits of these audits.

Resolved: to approve the revised plan subject to the amendment of the timings of audits relating to Business Transformation.

(2) Annual Internal Audit Report

The Committee received the auditors' annual report on the effectiveness of the system of internal control. Overall the Auditors' assessment was that 'the University of Dundee has adequate and effective arrangements in place for risk management, internal control and governance'. However the report highlighted a number of weaknesses that put the achievement of particular objectives at risk, in particular internal controls over research contracts, payroll and data governance.

The report also summarised the auditors' activities and findings for the 2015/2016 academic year, and in response to questions, the Vice-Principal (International) provided an update on progress in relation to a recommendation which identified the need for the enhancement of the documentation relating to the engagement of academic staff with potential students.

The Committee also expressed particular interest in governance arrangements in relation to health and safety, and was pleased to note that it remained a priority for the University. In response to questions relating to the findings of the Health and Safety Audit, the University Secretary confirmed that a Health & Safety action plan was being developed, that there was now an identifiable individual responsible for health and safety in each School, and that an acting Head of Safety Services had been appointed to cover the long-term absence of the Head of Safety Services.

Turning to the Research Contracts audit, the Committee noted the importance of due diligence in relation to the research grant approval processes, particularly given the need to improve levels of cost recovery in this area. Members also expressed an interest in the programme of annual research reviews, and asked that the Vice-Principal (Research) be invited to a future meeting to provide an update on the level of engagement with the annual review for 2016.

Resolved: (i) to ask that the Vice-Principal (Research) attend the meeting on 28 November to provide a further update; and

(ii) to note that the minutes from Health & Safety Committee will be included in the agenda for the meeting of the Audit Committee on 28 November.

(3) Internal Audit Follow-Up Report

The Committee received a report summarising the internal auditors' assessment of the current status of recommendations made in previous reports. Members noted that 83 recommendations had been followed up, with 31 being classified as outstanding at the time of the meeting, however the auditor confirmed that 11 of these were not yet due for completion, and that good progress had been made in relation to older recommendations. Discussions focussed on the implementation of outstanding recommendations relating to workload planning, asset management in IT, and data security, and the University Secretary updated members on progress in these areas.

Resolved: to note the report.

(4) Schools Review

The internal auditors introduced their annual report which evaluated the planning, financial management, governance, and decision-making arrangements within schools to gain assurances that they were being applied consistently and were coordinated. The Committee noted that there were five recommendations, three at action rating grade 3 (moderate risk) and two at action rating grade 2, with all of the control objective assessments being graded as 'no major weaknesses in controls but scope for improvement'. The auditors informed the Committee that evidence of workload planning had now been received from the School of Art and Design and that this recommendation would be updated accordingly.

The Vice-Principal (Academic Planning & Performance) attended the meeting for this item and highlighted changes to the planning process for 2016/17 relative to that used in 2015/16. Members noted a number of changes and improvements being made as the new school structure became embedded and management information improved.

In response to questions relating to the budget setting process, the Vice-Principal highlighted the strong management of in-year costs by Schools, and the use of benchmarking activities in the review of the financial performance of the University at a school level. There was also discussion on the process of target setting (particularly in relation to student numbers) and the analysis of variances in budget setting, and members were pleased to note the strong sense of accountability across the Schools.

Resolved: to note the report.

(5) Data Governance

The Committee received a report from the internal auditors on Data Governance. The auditor confirmed that the audit had focussed on the review of processes established to define the future data requirements for the integrated business system as well as data ownership. Members noted that there were two grade 4 (high risk exposure- absence/failure of key controls), one grade 3 and one grade 2 action rating recommendations, translating to three of the control objective assessments being rated as 'the control procedures in place are not effective – inadequate management of risks'. The two high risk recommendations related to the completion of detailed project plans and the establishment of a process to establish future data requirements.

In providing background context for the report the Directors of Business Transformation and the Library & Learning Centre provided the Committee with an overview of the Business Transformation programme, and in particular its role in improving control over the management of core data. Members noted that as a result of an extended period of due diligence within the procurement process, there had been a delay to aspects of the project relating to the design phase and development of the data strategy, however the Directors remained confident that the issues highlighted within the report would be addressed in good time relative to the implementation plan, with the data strategy emerging alongside, and being informed by, the programme. In response to questions the Directors confirmed the approach being taken to move from the local management of data to a single system, including both IT and cultural change requirements.

The Committee was pleased to note the additional work which had been undertaken to mitigate risks during the procurement and contractual phases. As had been reported to Court at the Business meeting on 8 September, the Director of Business Transformation reminded members that the implementation dates for the Student Enquiry Management and Finance elements remained as originally planned, but that the extended procurement process meant that the implementation timeframe for the HR/Payroll element of the system would now be Autumn 2017.

In response to questions from the Committee regarding the governance structure for the Business Transformation Programme the University Secretary provided an overview of the reporting and monitoring processes that the Committee had previously approved. Members noted the relative roles of the Business Transformation Steering Group, Finance Committee and Audit Committee, and the University Secretary undertook to circulate to members a reminder of the hierarchy of reporting.

Resolved: to note the report and await further updates in due course.

7. **BUSINESS TRANSFORMATION PROJECT**

(1) Update

The Director of Business Transformation provided the Committee with an update on the progress of the business transformation programme. Discussions focussed on the procurement phase of the project, and the Director confirmed that he expected that the contract would be signed with the preferred partner, TechnologyOne within the week. [REDACTED]



[REDACTED] In response to questions relating to the procurement and contractual phases, the Director confirmed that he was satisfied that the identified risks had been reduced to an acceptable level.

Resolved: to note the update.

(2) Business Transformation Assurance Reviews – updated plan

The Committee received a report summarising internal audit activity to date and planned future assurance activity in relation to Business Transformation. Noting previous discussions in minutes 6(5) and 7(1),

members noted that the timings of the two remaining assurance reviews would benefit from being revisited and that the University Secretary and Director of Business Transformation would work with the internal auditors in that regard.

Returning to the issue of governance and monitoring for the programme, the Committee noted that success indicators and other mechanisms for measuring the benefits arising were currently being finalised consistent with the business plan previously approved by Court. The internal auditors confirmed that the programme and project assurance review would consider governance arrangements and would seek to establish if the programme remained focussed on achieving the planned outcomes in full, on time and in budget. Members were also pleased to note that the review would consider the adequacy of risk and issues management in relation to the programme. In response to questions the University Secretary confirmed that the regular updates from the Director of Business Transformation to the Finance & Policy Committee would continue to be shared with the Audit Committee at the time of their circulation.

- Resolved:**
- (i) to note that the Director of Business Transformation and University Secretary would liaise with the internal auditors to optimise the timing of the assurance reviews; and
 - (ii) to note that the regular updates to the Finance and Policy Committee would be made available to the Committee via BOX.

(3) Training

The Committee noted that Business Transformation Training would be provided to the Committee at a relevant point in the academic year in accordance with discussions at the last meeting, and that the Director of Business Transformation had been invited to attend the November meeting of the Committee.

- Resolved:** to note the update.

8. **EXTERNAL AUDIT**

The Committee was provided with an update from the External Auditors, Ernst & Young, which detailed their findings so far from their audit of the financial statements for 2015/2016. It was reported that the external audit was proceeding well, with no significant issues being highlighted which required bringing to the attention of the Committee, and no new significant risks being identified since the presentation of the Audit Plan at the last meeting of the Committee on 18 May 2016.

The paper also outlined their findings in relation to the transition to FRS102 based SORP. Members noted that management had undertaken an initial assessment of the impact of accounting changes under FRS102, and that the external auditors were satisfied that management had the capacity to prepare a complete and accurate transition. In response to questions the Director of Finance informed the Committee that work was ongoing with Directorates and Schools to ensure a smooth transition to FRS102 and that management accounts for month two would adopt the new approach.

In response to questions, members noted that the External Auditors were supportive of recent changes to the capitalisation threshold. Turning to the issue of pension assumptions, the Committee asked that a report be developed which would highlight the assumptions made relative to assumptions made in other schemes.

The auditors also provided their regular update on key matters and sector updates, which members noted focussed on responding to Brexit.

- Resolved:** to ask the Director of Finance to develop and circulate a report in relation to pension assumptions.

9. **RISK MANAGEMENT**

(1) Risk Management and the Institutional Risk Register

The Committee received a paper from the Director of Academic & Corporate Governance which outlined updates to the content and format of the Institutional Risk Register (IRR), noting that the IRR would be further reviewed to ensure its alignment to the new University Strategy to 2022 which was being developed, and to incorporate suggestions from the Professional Services Group. Members undertook to provide additional comments and suggestions to the Director, including additional areas of risk and comments relating to tolerance of individual residual risks.

The report also updated members on arrangements relating to risk management at the University, in particular the appointment of an Assistant Policy Officer (Risk & Audit) who would be responsible for the development of a revised risk management framework and the coordination of business continuity activity across the University. The Committee also noted the proposed schedule for 'Deep Dive' risk reviews of individual risks by the Audit Committee. Members welcomed the introduction of such reviews, but indicate that the schedule appeared ambitious and might require to be revisited once experienced had shown whether or not sufficient time was available at meetings to do the process justice.

Resolved: to note that members would forward their comments to the Director of Academic & Corporate Governance.

(2) Risk Register

In accordance with proposals, the Committee undertook detailed discussion and review of risks 1 & 2 of the Institutional Risk Register, those being 'Failure to achieve financial sustainability' and 'Failure to ensure sustainable levels of high quality research' respectively. Through discussion members indicated the importance of achieving a higher level of financial surplus than projected over the next 5 years to address the risks to achieving financial sustainability, and the University Secretary and Principal highlighted a number of areas of potential growth beyond the projects approved by the Court on 6 June 2016. Members also explored a number of other factors relevant to addressing these risk areas, such as knowledge transfer, and growth in unregulated student markets – in particular the role of academics in recruitment conversations, and members suggested that this aspect should be considered in more detail. Members also highlighted the importance of marketing in the University's approach to addressing the financial sustainability challenge and the importance of recent investment in External Relations in that regard.

With regard to risk 2, members noted the impact of the Stern Review on the sector's approach to ensuring a focus on high quality research, and members suggested that the Vice-Principal (Research) be invited to a future meeting of the Committee to discuss risk in the context of the current University strategy in this respect.

Resolved: to note the discussions and ask that the Vice-Principal (Research) and Director of External Relations be invited to attend future meetings of the Committee to provide additional perspective on risk in these areas.

10. **ANNUAL ACCOUNTS: INTEGRATED REPORTING**

The Committee noted the intention to change the structure and content of the Annual Financial Statements to adopt the principles of Integrated Reporting. Members were supportive of this approach and acknowledged that this style could be a particularly valuable marketing tool for the University.

Resolved: to note the update.

11. **SUMMARY OF INVESTIGATION INTO ALLEGED INCIDENT OF RESEARCH MISCONDUCT**

The University Secretary informed the Committee of an ongoing investigation into potential research misconduct. The Committee noted that due process was being followed, and that a further update would be provided in due course.

Resolved: to note the update.

12. **LEGAL MATTERS**

The Committee received a routine report detailing the current legal cases involving the University, including updates since its last meeting. Noting that the new Director of Legal, Mr Umran Sarwar, intended to review the format of this report for future meetings, members suggested a number of changes to the format and content of the report.

Resolved: to note the report.

13. **INCIDENT OF ATTEMPTED FRAUD**

The Committee was informed that Directors of University of Dundee subsidiary companies had been warned of a recent attempt by an unknown individual to commit fraud by impersonation using publicly available information.

The University Secretary also updated the Committee on common sector-wide fraud risks, such as phishing attempts targeting new students, and the action being taken by the University to mitigate risks in this regard.

Resolved: to note the update.

14. **PRIVATE MEETING WITH OFFICERS**

The Auditors withdrew from the meeting at this point so that the Committee could speak in private with the officers. The Committee noted that the relationship with the internal auditors continued to be positive, and that the relationship with the new external auditors was also going smoothly. The Committee indicated that they may be interested in training on the external audit process in the future.

15. **PRIVATE MEETING WITH INTERNAL AND EXTERNAL AUDITORS**

The officers withdrew from the meeting at this point so that the Committee could speak in private with the internal and external auditors. Discussions focussed on ways in which the Committee's understanding of the Business Transformation Programme matters could be enhanced.

16. **DATE OF NEXT MEETING**

Resolved: the next meeting would be held on Monday 28 November 2016.

Remit, Terms of Reference and Membership

To advise University Court in relation to its responsibilities for:

- proper financial management;
- the effectiveness of internal control and management systems;
- safeguarding the assets of the University and public funds;
- the economy, efficiency and effectiveness of the University's activities; and
- corporate governance and conduct of the University's operations.

Membership

The normal membership of the Committee is six members. All members are independent, at least half drawn from the lay membership of University Court, whence also the Convener is drawn. Remaining members are co-opted with the approval of the Governance & Nominations Committee. The term of office for lay members co-opted to serve on the Audit Committee shall be in line with the period of co-option for members of Court as defined in Statute 9(2)(g).

In Attendance

Convener of the Finance & Policy Committee
Vice-Principal (International)
University Secretary
Director of Finance
Director of Academic & Corporate Governance
Deputy Director of Finance
Internal Auditors
External Auditors
Other officers at the discretion of the Director of Finance

Secretary

Assistant Policy Officer (Risk & Audit).

Meetings

The Committee shall meet 4 times in each session. One meeting each year will incorporate a private meeting of the Committee with the internal and external auditors without officers present.

Quorum

Three members shall constitute a quorum

**TERMS OF REFERENCE
CONSTITUTION AND OPERATION****Membership**

- The Committee shall comprise not less than three members of the Court, all of whom shall be lay members, i.e. to the exclusion of members of staff of the University and full-time students.
- The Chairperson of Court shall not be a member of the Committee.
- The Committee may co-opt, with the approval of the Court, additional lay persons with appropriate expertise who are not members of the Court. The number of such co-opted members shall not exceed half of the membership. The term of office for these additional lay members shall be in line with the period of co-option for members of Court as defined in Statute 9(2)(g).
- At least one member of the Committee shall have a financial or accounting background.
- The Convener of the Committee shall be appointed by the Court and shall be a member of the Court. In the absence of the Convener at any meeting of the Committee, the Committee shall appoint any of its members as Acting Convener for that meeting.
- The quorum for any meeting of the Committee shall be three members, at least one of whom must be a member of the Court.
- No member of the Committee shall concurrently be a member of the Court's Finance & Policy Committee, although the Convener of the Finance & Policy Committee may attend meetings of the Audit Committee. A reciprocal right of attendance at meetings of the Finance & Policy Committee is granted to the Convener of the Audit Committee.

Authority

- The powers delegated to the Committee by the Court shall be as defined in the Schedule of Delegation.
- The Committee shall have full authority to undertake and review activities associated with any matters within its terms of reference. For the purposes of such activities it shall be provided with adequate resources and full access to information and University personnel.
- The Committee shall have authority to obtain, without prior approval, legal or other independent professional advice within a financial limit determined by the Court (currently £15,000).

Proceedings

- The Committee shall usually meet four times annually and shall report, through submission of the minutes of each meeting, to the next available meeting of the Court.
- Each meeting of the Committee shall normally be attended by the University Secretary, Director of Finance, Director of Academic & Corporate Governance and, where business relevant to them is to be discussed, representatives of the internal and external audit services.
- Other members of the wider University Management Group may be invited to attend meetings as and when appropriate, particularly when internal audits relating to their area of leadership and management responsibility are being considered.
- The Committee's Secretary shall normally be the Assistant Policy Officer (Risk & Audit).

DUTIES AND RESPONSIBILITIES

Effectiveness and Financial Control

- to review the robustness of financial and other control systems and to ensure that the Court's policies on internal control are implemented by delegated officers.
- to ensure that all significant losses have been properly investigated, and that the internal and external auditors and the Funding Council have been informed if appropriate.
- to oversee the University's policy on fraud and irregularity, and to receive regular reports on any incidents of fraud.
- to oversee the University's policy for the prevention of bribery and corruption and the University's gifts and donations policy and to receive reports as appropriate on activity in this area.
- to oversee the University's corporate governance arrangements.
- to monitor, annually or more frequently if necessary, the implementation of approved recommendations arising from both internal and external audit reports and management letters.
- to monitor the effectiveness of the internal and external audit services, including attendance at Committee meetings, and promote co-ordination between the two.
- to monitor the University's arrangements to secure value for money, whether these are made via internal or external audit or other means.

Risk Management

- to advise the Court on the effectiveness of risk management in the University, on the basis of regular reports on risk management from the Professional Services Group (PSG) and appropriate audit work.
- to review at least twice annually the Institutional Risk Register and make recommendations to the Court in this respect.
- To advise the Court on risks relating to the University strategy.

Internal Audit

- to advise the Court on the appointment and remuneration of internal auditors.
- to consider and advise the Court on the internal audit needs assessment and the strategic and annual internal audit plans.
- to consider and advise the Court on issues arising from internal audit reports.
- to receive an annual report from the internal audit service, which should include an opinion on the degree of assurance that can be placed on the system of internal control.

External Audit

- to advise the Court on the appointment and remuneration of external auditors.
- to guide the external auditors on the nature and scope of the audit as necessary.
- to consider and advise the Court on external audit reports and management letters.
- to consider and advise the Court on the University's annual financial statements, ensuring the proper application of agreed accounting policies.
- In line with the policy set out in Annex 2 to monitor any advisory or other non-audit work undertaken for the University by the external auditors, to ensure that their independence is not compromised.

Other

- to oversee the University's policy on public interest disclosure and receive reports on the outcomes of investigations of public interest disclosures.
- to receive routine reports from the University Solicitor on legal matters involving, or likely to involve, the University
- to ensure the University's compliance with the Funding Council's Code of Audit Practice.
- to receive and review reports relating to audit prepared by the Funding Councils, National Audit Office, European Commission and other bodies, and to advise the Court as necessary.
- to make an annual report on the work of the Committee for submission to the Court and the Funding Council.

Last Reviewed September 2016

Membership 2016/17**(1) Members**

Name	Category
Jo Elliot (Convener)	(Lay Member of Court)
Richard Bint	(Lay Member of Court)
Dr William Boyd	(Lay Member of Court)
Neil Menzies	(Lay Audit Committee Member)
Allan Murray	(Lay Member of Court)
Sandra Morrison-Low	(Lay Audit Committee Member)

(2) Officers in Regular Attendance

Name	Category
Wendy Alexander	(Vice-Principal (Internationalisation))
Andrew Hewett	(Director of Finance)
Dr Neale Laker	(Director of Academic & Corporate Governance)
Kevin Mallet	(Deputy Director of Finance)
Dr Jim McGeorge	(University Secretary)
Dr Christine Milburn	(Policy Officer (Corporate Governance))
Dr Elizabeth Rogers	(Assistant Policy Officer (Risk & Audit))

POLICY ON USING EXTERNAL AUDITORS FOR NON-AUDIT SERVICES

This appendix sets out the policy for the appointment and remuneration of the external auditors for any work undertaken on behalf of the institution. It outlines the control processes that will be put in place to ensure compliance with the policy.

Statutory audit

The Director of Finance will recommend the overall fee for statutory audit to the Audit Committee. It is the responsibility of the audit committee to review the proposed audit fee and recommend it to the governing body for approval.

The Audit Committee will review the independence and effectiveness of the external auditors on an annual basis.

Other work as auditors or reporting accountants

While it is difficult to be precise about the definition of other work the external auditor may undertake as auditor, it includes the following:

- any other review of the accounts for regulatory purposes
- assurance work related to compliance and corporate governance, including high-level controls
- regulatory reviews or reviews commissioned by the audit committee
- accounting advice and reviews of accounting standards.

The Director of Finance must clear the appointment of the external auditor for any such work in advance with the Convener of the Audit Committee.

The Audit Committee will receive a report summarising work commissioned from external auditors, including fees payable for non-audit services.

Tax advisory services

The external auditor may provide tax advisory services, including tax planning and compliance, provided such advice does not conflict with the auditor's statutory responsibilities and ethical guidance. Taxation includes, but is not limited to, income tax, corporation tax, value added tax, national insurance, business rates, climate change levy and other charges payable to or receivable from government departments.

The audit committee will determine whether the appointment of the external auditor for any tax work would conflict with the auditor's statutory duties. Any tax assignment requires the approval of the Director of Finance, who will consult with the Convener of the Audit Committee in respect of any assignment over £10k. The Audit Committee will receive a report on the tax advisory services provided by the external auditor, including fees payable.

Merger/acquisition support

It is permissible for the external auditor to be appointed to undertake specific merger/acquisition activities on behalf of the institution. However, the auditor cannot be appointed to undertake such work without the prior approval of the Director of Finance, who will consult with the Convener of the Audit Committee regarding any assignment that could involve fees in excess of £10k. The Audit Committee will receive a report summarising work commissioned from external auditors, in respect of merger/acquisition activity including fees payable.

Other accounting advisory and consultancy work

There may be occasions when the external auditor is best placed to undertake other accounting, investigatory, advisory and consultancy work on behalf of the institution, because of the auditor's in-depth knowledge of the institution. However, the following are specifically prohibited:

- work related to accounting records and financial statements that will ultimately be subject to external audit
- management of, or significant involvement in, internal audit services
- secondments to management positions that involve any decision-making
- any work where a mutuality of interest is created that could compromise the independence of the external auditor
- any other work which is prohibited by UK ethical guidance.

Any assignment in excess of £20,000 can only be awarded to the external auditor after competitive tender, with the exception of assignments involving their own intellectual property. The inclusion of the external auditor on a tender list requires the prior approval of the Director of Finance. The Director will consult with the Convener of the Audit Committee

regarding any tender for work in excess of £10,000. The Audit Committee will receive a report summarising details of all such work commissioned, including fees payable.

Guidance

In principle, the committee should not agree to the auditor providing a service if the result is that:

- *The audit firm or a member of the engagement team has a financial or other interest that might cause them to be reluctant to take action that would be adverse to the interests of the firm or a member of the engagement team (self-interest threat).*
- *The results of the non-audit service performed by the audit firm may be included in the institution's financial statements, and thus not subject to proper audit review (self-review threat).*
- *The auditor undertakes work that involves making judgements and taking decisions which are the responsibility of management (management threat).*
- *The audit firm undertakes work that involves acting as advocate for the institution and supporting a position taken by management in an adversarial context (advocacy threat).*
- *The auditor is predisposed, for example because of a close personal or family relationship, to accept or not sufficiently question the institution's point of view (familiarity threat).*
- *The auditor's conduct may be influenced by fear or threats (intimidation threat).*

The audit engagement partner should inform the audit committee of all significant facts and matters bearing on the auditors' objectivity and independence, including those related to the provision of non-audit services, and any safeguards in place.

APPENDIX 6

WELFARE AND ETHICAL USE OF ANIMALS COMMITTEE (Minute 24(5))

A meeting of the Committee was held on 29 June 2016.

Present: The Convener, the Director of Biological Services (DBS), the University Veterinary Surgeon (UVS), three NACWOs, two holders of Home Office licences and three other members.

In Attendance: The secretary to the DBS and one animal care technician.

1. MINUTES OF LAST MEETING

The minutes of the meeting held on 14 April 2016 were approved.

2. MATTERS ARISING

(1) External Review of the Resource Units

The NACWO running the project to compare working practices between the facilities in the University of Dundee and other universities reported that the data-gathering phase had concluded. Specific operating procedures were in the process of being documented, either to introduce a common standard or to describe and explain any necessary differences in practice.

Resolved: to circulate the initial data set to all members of the Committee.

(2) Use of Chick Embryos and other Non-Protected Animals

The Committee considered a list of such activities prepared by the DBS. It noted that the intended use of chick embryos was expected in each case to cease long before they became protected animals, but that robust arrangements should be in place to kill humanely any unused embryos that were accidentally allowed to develop beyond this point.

Resolved: the DBS to write immediately, and then on an annual basis, to remind research groups using chick embryos to ensure that these are all destroyed before they become protected animals. Should any develop beyond this point, then the groups should contact facility staff without delay to arrange humane killing.

(3) Home Office Low-Level Concerns

A summary of low-level concerns relating to the operation of Animal Welfare and Ethical Review Bodies (AWERBs) in general was discussed. The Committee noted that it appeared to be fulfilling its remit as an AWERB but that there were areas in which this could be improved further, e.g.,

- Members could give fuller comments in email consideration of project licence applications and amendment, even when they were broadly satisfied that these were ethically justified;
- Applicants to amend their project licences should be required to give clearer explicit justification of the need for these amendments, however implicit this might be in the licence protocols;
- The Committee should focus on the balance between harms and benefits, as these should have been respectively minimised and maximised in prior discussions between the applicants and the DBS, NACWO and UVS. The independent members could then engage at the very beginning of the discussion of each application;
- Feedback on issues encountered and resolved in the process of taking each application from first draft to ethical approval could be given to each applicant and, in summary form, to the research community as a whole;
- All institutions struggle to deal with "Replacement". A good point to engage with licence applicants could be at retrospective review: Have they been able partially to replace the use of animals in their work to date and how has this been carried forward into their application for a new licence?

Resolved: to discuss these suggestions in more depth at the next meeting of the Committee.

(4) Numbers of Animals Bred and Used

The wide variation between project licences in the proportion of animals reported in the Returns of Procedures (ROPs) as being used for “maintenance of breeding colonies” only was discussed. It was noted that some research groups used significantly more wild-type animals (which can be purchased from licensed suppliers, rather than bred in-house) than others, which could explain some of the variation. It was also noted that there might still be a degree of confusion among those actually charged with preparing the ROP as to when to count an animal as having been used for a “scientific purpose” and when to record it as used in breeding only.

- Resolved:**
- (i) the DBS to analyse the activities of the apparently “most efficient” users of animals bred in-house, to check whether there any examples of best practice that should be adopted by others;
 - (ii) The DBS and UVS to consider supplying some specific training on completing the ROPs to those who are assigned by project licence-holders to constructing the first drafts of these documents.

3. **REPORT FROM THE UNIVERSITY VETERINARY SURGEON (UVS)**

This is a standing agenda item (SAI). The UVS reported that she had dealt with a number of issues since her last report:

- Small mouse pups at weaning. In the specific case this appeared to be the result of “inbreeding depression” and the UVS was working with the animal care staff and licenceholders to resolve it. More generally, some guidance on acceptable weights at weaning should be formulated in the future;
- Ensuring that euthanasia takes place, wherever possible and in the best interest of animal welfare, out of sight and sound of living animals. The DBS had reminded all project licence-holders of this requirement and the UVS had spoken to the project licence-holder concerned in a recent event where this requirement was not met;
- Blood sampling in rats. The UVS noted that a new NACWO at another Scottish university had a wealth of experience in this technique and she intended to engage with him in ensuring that best practice is followed in Dundee;
- There had been one instance of a “technical non-compliance” in a project licence, which had been reported to the Home Office and resolved;
- Three “Condition 18” reports had been submitted to the Home Office inspector and resolved;
- Early end-points. The UVS had identified a training need among some personal licenceholders to set reasonable end-points for each experiment and not simply to rely on the hard limits specified in the project licence;
- There was a move to replace the fluorescent lighting in one facility with more efficient LED lighting. The literature on any possible consequence for animal welfare was very poor. A NACWO reported that, while a number of facilities in other establishments had installed such lighting, or were in the process of doing so, there was as yet no substantive comment as to its performance.

4. **CONCORDAT ON OPENNESS ON ANIMAL RESEARCH IN THE UK**

(SAI) The DBS and UVS reported that two refresher seminars for project licence-holders had been delivered, with another planned for September. These had covered the ARRIVE guidelines in considerable detail. The Committee noted that still photographs of mice in enriched cages were now displayed on the screens in a communal space in one School.

5. **TRAINING**

(SAI) The UVS reported that she had attended a national meeting on the implementation of a culture of care by AWERBs. She noted the following initiatives that a number of establishments appear to be taking:

- Inviting guest speakers (The University has already organised a guest presentation on mouse breeding in August 2016)
- Promoting meetings between scientists and animal care staff (these are well-established in one School and are now beginning in another)
- Sharing and learning from incidents
- Running an “open AWERB”, with participation invited from other areas in the establishment
- Poster events
- Recognising and rewarding particular examples of best practice or implementation of the 3Rs.

The UVS also reported that her regular meetings with NACWOS were continuing. There had also been a joint meeting with the Universities of St Andrews and Aberdeen, and this too was expected to become a regular event.

6. **REPORT FROM THE DIRECTOR OF BIOLOGICAL SERVICES**

(SAI) The DBS reported that the Home Office inspector was keen to trial the ASPeL electronic system for processing project licences as soon as possible. Because of some serious limitations in the system, the DBS believed that ethical review was likely to continue on much the same basis as at present, with substantive applications only being lodged on ASPeL once ethical approval had been obtained.

[Note added after the meeting: Four applications for amendments to project licences and one application for a new project licence had been approved by the Committee by email since its last meeting.]

7. **AMENDED RISK REGISTER FOR BIOLOGICAL SERVICES**

The Committee noted this document and the inherent difficulties in assigning numerical values to risks. An additional risk was identified for inclusion.

- Resolved:**
- (i) the DBS to add in the missing risk;
 - (ii) the Committee to review this document on an annual basis.

8. **RETROSPECTIVE REVIEW TEMPLATE**

This was approved, with the proviso that it should include a request for information on the numbers of animals exported to other institutions during the review period.

9. **AMENDMENT TO THE COMMITTEE'S POLICY DOCUMENT**

This was approved.

10. **ANY OTHER COMPETENT BUSINESS**

The Committee considered the UVS's offer to lead a discussion of the issues for lay members of an AWERB and the wider community. It determined that it would be best to do this immediately after the next scheduled meeting of the Committee. Invitations will be extended to senior members of the University management and its Court.

11. **DATE OF NEXT MEETING**

The next meeting is due to be held on 5 October 2016.

APPENDIX 7**COMMUNICATIONS FROM THE SENATUS ACADEMICUS
(Minute 27)**

Meeting held on 12 October 2016.

1. SCHOOL OF HUMANITIES

Senate noted that minor changes were made to the Minutes after their dispatch to the University Court at the request of members from the School of Humanities.

Senate discussed the outcome of the savings project in the School of Humanities and noted that a redundancy avoidance initiative had resulted in the necessary savings being made without the need for redundancy.

Members of the School questioned the approach taken in selecting staff at risk of redundancy based on job performance and reported that staff in the School had misgivings about the objectivity of methods used for their selection. The Principal noted that although the reason for potential redundancy was financial, it was acceptable to select staff based on performance, just as long as the criteria were clear and applied consistently.

The Dean of the School acknowledged that many staff in the School had experienced anxiety about the process and that morale had been adversely affected. He gave an assurance that the process was carried out in a fair and rigorous way and that reports of the application of unfair criteria or deliberate omission of relevant facts about teaching quality were unfounded. The Dean also gave an assurance that the School would continue to work with those individuals who had been identified as at risk, and staff more generally, in order to alleviate their concerns.

The Principal also acknowledged that the need to contemplate redundancies would inevitably have caused anguish and that the School and the University did not take the decision lightly. He noted that the project had concluded without the need for compulsory redundancies.

2. PRINCIPAL'S REPORT

The Senatus received a report from the Principal on issues arising from the most recent meetings of the University Executive Group (UEG).

European Union (EU) Referendum Result

The Principal emphasized the need for continuing support for staff and students from the non-UK EU and for the University to maintain its international outlook. He noted that the University would continue to encourage suitable EU research funding applications that were still possible while the UK remained in the Union.

On the status of EU students, the Principal noted that those entering English institutions in 2017/18 would be funded through the existing student loans regime. He reported that Universities Scotland would continue to lobby the Scottish Government for a similar approach to EU students wishing to study at Scottish institutions.

Scottish University of the Year –again.

The Principal highlighted the news that the University had again been named the Scottish University of the Year and noted that the accolade was a recognition of the University's excellence across the range of student experience, teaching and employability related measures. He contrasted this with the mainly research-based factors that influence international rankings.

On the question of future success, he noted that an position of continuous improvement would help maintain the University's current trajectory and enable it to reach new heights and gain even wider recognition.

Strategy Developments

The Principal asked Senate to help ensure that that all members of the University are encouraged to engage with the current strategy development process and are given opportunities for creative participation.

Chair of Court

The Principal concluded his report by thanking Eric Sanderson for his service as Chair of the University Court and asking Senate to join him in welcoming Ronnie Bowie as Chair and wishing him well in his new role.

The Senatus decided:

- (i) to record a note of thanks to Eric Sanderson for his service as Chair of Court and;
- (ii) to welcome the appointment of Ronnie Bowie as Chair of Court and to wish him well in his new role.

3. UNIVERSITY COURT

The Senatus received a communication from the Court meetings held in June & September 2016.

The Senatus decided: to note the report.

4. BUSINESS TRANSFORMATION

The Director of Business Transformation, Ian Leith, gave a presentation that set out the progress made in the project.

In his presentation the Director emphasised that the project was not simply concerned with the implementation of an IT solution for the University. He explained that the project involved a deeper level of organisational culture change that would be truly transformational.

The Director noted that the University had found itself in a position where there had been an unmanageable proliferation of unconnected sources of data and consequently data was difficult to obtain, and processes were inefficient. He explained that both corporate and academic functions were at risk of being degraded by this reliance on out-dated technology and business processes.

The Director then set out the main aspects of the 5-year Business Transformation project that had been designed to deliver both a technological solution and fundamental organisational change. He reported that after an extensive procurement process TechnologyOne had been selected as the principal vendor and contracts had now been signed. He explained that the company would provide a single cloud-based integrated system, much of which would be pre-configured.

Senate noted the planned timetable for implementation and the range of functions that would be delivered by the system. Members noted that where existing systems, such as the Library system, Blackboard and Central Timetabling, were not to be replaced there would be new interfaces built to allow full integration. Senate also noted that finance, human resources and research management functions would form the initial focus for implementation followed by student and academic management functions in subsequent years. Members agreed that these latter aspects of the project in particular would require careful consultation and co-operation with academic staff in order to maximise the benefits of the new approach.

The Director emphasised that the cultural changes to the University would be profound and would require the introduction of new ways of working. He explained that this would be supported by comprehensive training and development and a commitment to aligning the resources of the University with its strategic priorities.

The Director welcomed the appointment of experienced staff to lead the project through to a successful conclusion and noted that the University would be able to draw upon the experience of other institutions who were in later stages of implementation of the same system.

The Director concluded his presentation by reflecting on the need for many parts of the University to prepare for the impact of the changes to come, to give up local databases and systems and to embrace the many benefits of a single, standard and very high quality solution.

The Secretary, Dr Jim McGeorge agreed that all parts of the University would enjoy the benefits of a common and standardised approach to business processes underpinned by the new integrated system. He noted that the new system could only deliver on its full potential if the whole University was committed to a common approach.

In the discussions that followed the presentation members of Senate welcomed the promise of integration and improvements to data access. Members noted the need to avoid designing solutions to non-existing problems, the

importance of consulting those Schools with very specific discipline-related needs and the need to manage potential risks in relying on the continuity of a single commercial organization.

Members also advised that academic staff would need to be given the time to properly engage with the consultation, design and implementation stages of the project. The Director agreed that input from academic staff and from students would be vital and he expressed confidence that the system would be able to cope with non-standard requirements, such as non-modular programmes, in some Schools.

Professor Annalu Waller highlighted the need to focus on the user experience as part of the implementation of any new system and noted that a common problem with large IT projects was an over-reliance on a managerial definition of functionality rather than a focus on potential users of the system. She also advised that a forward-looking approach would explore whether the system had the capabilities to extend functionality beyond the provision of solutions to current problems and in a way that might exceed user expectations.

Members discussed the impact of the new system on current staff and noted that the automation and integration of processes might lead to a fundamental change of role for some staff currently acting as a manual interface between disconnected systems. Members also suggested that the staff-student interface and the role of Student Advisors would benefit from a re-evaluation in the context of the cultural changes that were envisioned.

The Principal noted the positive contributions from many Senate members and thanked the Director for his presentation and on behalf of Senate thanked the Director and his Business Transformation team for their hard work so far.

The Senatus decided: to thank the Director of Business Transformation for his presentation.

5. HIGHER EDUCATION GOVERNANCE (SCOTLAND) ACT

Dr Neale Laker (Director of Academic & Corporate Governance) introduced a Report setting out proposals for change to the University Charter, Statutes and Ordinances made necessary by the Higher Education Governance (Scotland) Act (HEGSA).

The Director asked Senate to consider initially the suggested amendments to Ordinance 45 for approval and endorsement to Court for ratification. He explained that the amendments would put into place transitional arrangements for the election of a non-teaching staff member to serve on Court, remove the requirements for half-votes for part-time staff and allow some flexibility in the future.

The Director explained that the most significant change to University statutes required by HEGSA would be to define the process for Trade Union nominations to Court and the consequent need to maintain a balanced membership across the categories. For example, the introduction of a trade-union nominated member of academic staff would be balanced by the reduction in members of Senate elected to serve on Court from four to three.

The Director emphasised that the current proposals represented the beginning of a process that required the approval of the Court and Senate, as well as further detailed guidance from the Scottish Ministers, as well as approval by the Privy Council.

Members noted on-going discussions with and within the University and College Union (UCU) about their role in nominating academic-related support staff to university governing bodies under HEGSA. Senate also discussed how the Rector and Rector's Assessor would be categorised under the new regulations and noted that the President of the Students' Association would retain ex officio status.

Senate also noted that changes to Academic Council regulations to reflect its reformation as the Staff Council would be discussed at the next scheduled meeting of the Standing Committee.

The Senatus decided: (i) for its part, to approve the amendments to Ordinance 45 and;
(ii) to endorse to Court the proposals outlined in the Report.

6. QUALITY & ACADEMIC STANDARDS COMMITTEE

The Senatus received Reports from the Quality & Academic Standards Committee meetings of 30 June and 5 September 2016.

Dr Lesley McLellan, Director of Quality & Academic Standards introduced the Reports and asked Senate to note in particular the discussion on the outcomes of periodic programme reviews carried out in the previous academic year and the schedule for reviews in the year ahead. Senate was also asked to note discussions on module credit rationalization, identification of module content duplication and the review of teaching efficiency.

The Senatus decided: to approve the report.

7. RESEARCH & KNOWLEDGE EXCHANGE COMMITTEE

The Senatus received a Report from the Research & Knowledge Exchange Committee meeting of 20 September 2016.

Professor Tim Newman, Vice-Principal (Research), introduced the Report and drew attention to the publication of the Stern Review of the Research Excellence Framework. The Vice-Principal welcomed the recommendations made in Lord Stern's Report and noted that they contained many of the University's own recommendations submitted as part of the Review's consultation exercise. Professor Newman expressed confidence in the University's ability to respond well to the requirement that all research active staff would be submitted in the next REF.

The Vice-Principal also drew attention to the launch of the RCUK Global challenges research fund, the positive outcomes of the first three School-based Annual Research Reviews and discussions on a new partnership approach to grant application approvals.

The Senatus decided: to approve the report.

8. INTERNATIONALISATION COMMITTEE

The Senatus received a Report from the Internationalisation Committee meeting of 20 September 2016 and the Internationalisation Strategy Key Performance Indicator (KPI) Report for 2015-16, for information.

Wendy Alexander, Vice-Principal (Internationalisation), introduced the Report. She drew attention to the fact that the decline in international student numbers at the University had been halted in the current year. She reported that there had been a significant increase in some areas and thanked staff for their efforts in recruitment and conversion activity and noted that this had proven successful even in the context of growing geo-political uncertainty.

The Vice-Principal also introduced the KPI report and noted that 8 out of 9 of the performance indicators were moving in the right direction.

Members discussed the proposed review of international student immigration by the new UK Government and expressed concern that this might have a negative effect on international student recruitment.

Members also discussed the need to continue improvements in the effective marketing of the University, the proposed investment to support enquiry management as part of the Business Transformation project and ongoing work to develop the Business School and International College Dundee.

The Vice-Principal explained that the development of Dundee as a uniquely welcoming community for international students, better use of in-country representatives and improvements to the University's English Language provision would all assist with maintaining momentum and building on recent successes.

The Principal welcomed the Report and noted that while many aspects of the external environment were unfavorable to international student recruitment it remained one of the very few areas that could provide marginal income to the University to support its long term ambitions.

The Senatus decided: to approve the report.

9. LEARNING & TEACHING COMMITTEE

The Senatus received a Report from the Learning & Teaching Committee meeting of 27 September 2016.

Dr Lesley McLellan, Director of Quality & Academic Standards, introduced the Reports and asked Senate to note in particular the discussion on the Teaching Excellence Framework (TEF), the Student Partnership Agreement with DUSA and changes to the National Student Survey in 2017.

Members discussed the decision that the University would participate in TEF that had been made by the University Executive and endorsed by the Learning & Teaching Committee. The Principal agreed that the status of TEF for Scottish institutions would be different and that participation had been negotiated on the basis that the enhancement and collaboration-focused approach of the Scottish sector would be properly reflected. He noted that ministerial level discussions on this matter were ongoing. The Principal welcomed the suggestion that the issue should be discussed at School Boards.

Senate also discussed the Student Partnership Agreement with DUSA and welcomed the theme of student engagement especially as this had been identified as a key issue in the redesign of the National Student Survey.

The Senatus decided: to approve the report.

10. **NAMED CHAIRS**

The Senatus received Regulations on the appointment of staff to Named Chairs in the University (annex).

The Senatus decided: for its part, to endorse the Regulations to Court.

11. **BOYD CHAIR OF DENTAL SURGERY**

[Clerk's Note: Professor Hector left the meeting while members discussed the proposed translation.]

Senate noted that the translation to a named chair in the University was an indication of a candidate's eminence and an expression of the esteem in which the candidate is held by his or her peers.

Senate applauded Professor Hector's translation to the Boyd Chair.

The Senatus decided: to approve by acclamation the translation of Mark Hector from a Personal Chair in Dentistry to the Boyd Chair of Dental Surgery

12. **PROFESSORES EMERITI**

The Senatus decided: subject to the concurrence of Court, to confer the title of Professor Emeritus upon the following:

Professor Georgina Follett
Professor Mike Press

13. **NAMING OF THE NINEWELLS EDUCATION CENTRE**

The Senatus decided: for its part, to endorse the proposal to name the Ninewells Education Centre in honour of Naren Patel, the Lord Patel, Chancellor of the University.

14. **ANNUAL QUALITY REPORT TO SFC in AY 2015/16**

The Senatus decided: to endorse the Annual Quality Report to SFC in 2015-16.

15. **OTHER BUSINESS**

Retirement of Professor Georgina Follett

The Principal took the opportunity to thank Deputy Principal Professor Follett for her service to the University and noted her leadership of Duncan of Jordanstone College, her success in making Design central to the work of the University and the City and more recently through her pivotal role in helping to make the V&A Dundee a reality.

Named Chairs

Introduction

1. Named chairs are held in especial high regard as prestigious and senior chairs within the University. The University considers that only the most eminent professors in their field should hold them.
2. Named chairs must not become attributes of particular positions within the University. For example, the Dean of x should not be awarded a named chair by virtue of being appointed Dean of x. However, a holder of a named chair who becomes a Dean, for example, retains the named chair.

Establishment

3. a) The University Executive Group (UEG) shall consider all proposals for the establishment of new named chairs or for the renaming of existing established chairs and shall make a recommendation to the Senate.
 - b) It is normal practice that chairs may be named after individuals or organisations prominent in some way in the life or history of the University or who have made major donations to the University or who have contributed to the reputation or standing of the University.
 - c) The University shall maintain a schedule of named chairs and the Schools responsible for them.

Appointment

- 4) In the event that a named chair should fall vacant, the Dean may make representation to the Vice-Principal (Academic Planning & Performance (APP)) for consideration by the UEG, proposing:

Either: a) open recruitment to the named chair;
Or: b) the translation of the named chair to an existing member of staff holding a personal or other established chair.

A School may decide to do neither and leave the chair vacant until such time as the post becomes affordable or there is an existing member of staff worthy of translation to the named chair.
- 5) In the case of 4a) above, the recruitment shall include internal as well as external applicants. In considering whether there should be open recruitment the School and the UEG will have due regard to financial sustainability.
- 6) a) In the case of 4b) above, the UEG shall appoint a panel comprising the Principal, a Vice-Principal (normally the Vice-Principal (APP)), the Director of Human Resources & Organisational Development and a senior professor from outside the School in which the named chair is normally held. The panel shall have authority, where it is desirable, to seek comment on the application from senior academics within the discipline from other institutions.
 - b) The panel shall consider the proposal from the School, which shall comprise a written case prepared by the Dean or other senior academic within the School alongside a full CV of the academic in question. The panel shall make a recommendation to the UEG.
 - c) The UEG shall consider the recommendation and, if so minded to approve it, shall seek formal agreement from the Senate at its next meeting.

Schedule

NAME	FOUNDATION	SCHOOL RESPONSIBLE
Bell Chair of Education	1876	Education & Social Work
Baxter Chair in Chemistry	1881	Life Sciences
Baxter Chair of Mathematics	1881	Science & Engineering
Boyd Baxter Chair of Biology (Biological Sciences)	1884	Life Sciences
Cox Chair in Anatomy	1887	Science & Engineering
Symers Chair in Physiology	1889	Medicine
Harris Chair	1895	Science & Engineering
Boyd Chair of Dental Surgery	1937	Dentistry

Watson-Watt Chair	1947	Science & Engineering
James Mackenzie Chair of Public Health	1950	Medicine
James Mackenzie Chair of Child Health	1950	Medicine
Bonar Chair of Modern History	1954	Humanities
Bonar Chair of Applied Economics	1954	Social Sciences
Roscoe Chair in Chemistry	1964	Life Sciences
Carnegie Chair	1964	Science & Engineering
Ivory Chair of Applied Mathematics	1964	Science & Engineering
Mathew Chair of Accountancy	1986	Social Sciences
Robert Fleming Chair in Finance & Investment	1987	Social Sciences
Pat McPherson Chair of Cancer Biology	2009	Medicine
Regius Chair of Life Sciences	2013	Life Sciences