

UNIVERSITY OF DUNDEE

UNIVERSITY COURT

A meeting of the University Court was held on 12 December 2016.

Present:

- Ronnie Bowie (in the Chair)
- Janice Aitken
- Anne Anderson
- Richard Bint
- Professor Dame Sue Black
- Dr William Boyd
- Shirley Campbell
- Professor Stuart Cross
- Principal Professor Sir Pete Downes
- Jo Elliot
- Iain Howie
- Professor Tim Kelly
- Bernadette Malone
- Jane Marshall
- Allan Murray
- Sean O'Connor
- Dr Alison Reeves
- Andrew Richmond
- Professor Mairi Scott
- Denis Taylor
- Indrė Urbanavičiūtė

In Attendance:

- Wendy Alexander (Vice-Principal (International))
- Dr Mark Beaumont (Rector)
- Professor Nic Beech (Vice-Principal (Academic Planning & Performance))
- Andrew Hewett (Director of Finance)
- Roddy Isles (Head of Corporate Communications)
- Dr Neale Laker (Director of Academic & Corporate Governance)
- Professor Karl Leydecker (Vice-Principal (Learning & Teaching))
- 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)
- Thomas Veit (Director of External Relations)

Apologies:

- Lord Provost Bob Duncan
- Karen Reid

30. MINUTES

The Court decided: to approve the minutes of the meeting on 24 October 2016.

31. **MATTERS ARISING**(1) Action log

The Court considered the action log, and noted the clarification of recruitment data presented at the last meeting.

The Court decided: to approve the Court Action Log.

(2) Election: Higher Education Governance (Scotland) Act (Minute 3(1))

The Court noted the election of Anne Anderson as the member of Court elected by the non-teaching staff for the period to 31 July 2017 in the first instance, renewable each year without election for a further year up to a maximum of 4 years until such time as any new provisions relating to or resulting from the introduction of the Higher Education Governance (Scotland) Act 2016 were in force. Furthermore, noting that the Governance & Nominations Committee and the Convener of the People & Organisational Development Committee had been consulted, the Court agreed that Anne Anderson should be asked to serve on the People & Organisational Development Committee for the remainder of the 2016/17 academic year.

The Court decided:

- (i) to note the election of Anne Anderson as the member of Court elected by the non-teaching staff;
- (ii) to approve the appointment of Anne Anderson to the People & Organisational Development Committee for the remainder of the 2016/17 academic year.

(3) Higher Education Governance (Scotland) Act 2016 (Minute 10)

The Court decided: to ratify the decision taken at the meeting of the Court on 24 October to approve changes to the Charter, Statute and Ordinances of the University as set out below and detailed in the Court minute of 24 October 2016:

- The Charter Sections 12 and 17;
- Statutes 6 (The Secretary), 9 (The Court), 10 (The Senatus), and 15 (Academic Council);
- Ordinance 27 (Academic Council); and
- the creation of new Ordinances 65 (the Chairperson of Court) and 66 (Nominations to the Court by the Trade Unions and the Students' Association).

Noting that the changes to the Charter and Statutes remained subject to the formal approval of, and any changes required by, the Privy Council.

32. CHAIRMAN'S REPORT

[Secretary's note: Bernadette Malone highlighted the restrictions associated with her employment as Chief Executive Officer of Perth and Kinross Council in terms of engagement in debates of a political nature. As such she abstained from engaging in aspects of the debate addressing the University's position in relation to Brexit.]

The Court received the regular report from the Chairman detailing activities undertaken on behalf of the Court since the last meeting. Members noted the Chairman's signature of a letter from the Committee of Scottish University Chairs (CUC) to the Home Secretary in relation to the government's declared intention to reduce the number of international students that enter the UK. The Chairman also drew members' attention to the response received from the Deputy First Minister and Cabinet Secretary for Education and Skills, John Swinney.

The report also highlighted a recent press interview given by the Principal on matters relating to Brexit as an individual with extensive knowledge and experience of the HE sector, the substance of which had been very positively received internally at recent meetings of the Staff Council and the DUSA Executive.

Members were reminded that the Court had considered the University's position on Brexit in the run up to the UK Referendum on EU Membership and, noting guidance from the Charities Commission and Universities UK, had determined that prior to the referendum vote on 23 June 2016 the University should maintain a neutral position with regard to the whether the UK should leave the EU or not - with the proviso that the Principal, as a person with extensive knowledge and experience of the sector, should be supported in his engagement in debates on a personal basis.

Following discussion, some members highlighted a risk that the personal views expressed in the Principal's recent interview could be seen as contradicting the University's neutral position. However, as the referendum had since taken place, and the outcome had been determined, a number of members pointed out that the institution's stance on the referendum itself was no longer relevant, and indicated that it would be timely for the Court to consider the University's approach to, and focus on, lobbying and influencing activities designed to seek the best possible outcome for the University and the sector in the face of the reality that the UK would be leaving the EU. The Principal explained that this had been the context in which he had spoken to the press and welcomed the suggestion that the Court review the opportunities and risks posed by the various approaches UK Government might take to negotiating Brexit and establish a position that best served the University's future interests.

Court members also sought clarification more generally on how matters surrounding the Principal's right to express his personal views on a particular issue could be navigated in the context of any official position of the University and/or Court. In this respect, members suggested that it might be helpful for officers to consult with colleagues across the sector to identify best practice.

The Court also noted the inclusion in the Chair's report of a short summary from the Vice-Principal (Learning & Teaching), which had been prepared to address members' questions in relation to the report on league tables discussed at the meeting of Court on 24 October 2016 (minute 8(2)). Following discussion it was noted that work on the new University Strategy to

2022 and associated performance indicators would take into account areas of importance to league tables.

- The Court decided:**
- (i) to ask officers to prepare a briefing to inform debate at the next meeting of the Court in relation to the University's formal position on Brexit, including a contextual summary activities undertaken by the University which were linked to policy development in this area and key messages;
 - (ii) to ask the Chair of Court to consider guidance in use across the sector in relation to the public statements by Vice-Chancellors; and
 - (iii) otherwise to note the update.

33. PRINCIPAL'S REPORT

In introducing his regular report to the Court (**Appendix 1**) the Principal highlighted his recent participation in a University delegation to China and Malaysia, and updates on key sectoral matters. Discussions largely focussed on the Scottish Government's review of Enterprise and Skills Agencies, and noting the concerns raised in the welcome joint statement issued by NUS Scotland, UCU and Universities Scotland on this matter, the Principal outlined the critical issues for the higher education sector including: legal issues relating to the definition of the Scottish Funding Council; the need to ensure that agreed governance arrangements took account of the broader remit of the Scottish Funding Council (SFC) beyond enterprise and skills; and risks to the autonomy of Higher Education Institutions, and therefore their potential reclassification by the Office for National Statistics.

Turning to the appendices, members were pleased to note the list of grants and prizes, and the Principal informed those present of a £14.6m Wellcome Trust Centre for Neglected Tropical Diseases awarded to the School of Life Sciences after papers for the meeting had been prepared. The Court also noted the recent submission of applications in response to the UK government's Global Challenges Fund, which were illustrative of the value of improvements made in research management structures. Noting the improved level of FEC recovery in the highlighted grant awards, the Vice-Principal (Research, Knowledge Exchange & Wider Impact) undertook to provide the Court with an overview of grant cost recovery at a future meeting.

The Court was also particularly interested to note the update from the Vice-Principal (Academic Planning & Performance) in relation to the planning and budgeting round, and members were supportive of the approach being explored to reward Schools which had been performing at an excellent level with constrained resources.

The Court decided: to note the report.

34. STRATEGIC PRESENTATION

The Director of Human Resources & Organisational Development and Vice-Principal (Academic Planning & Performance) delivered a presentation focussed on the management of performance at the University in the context of the current HR Strategy.

The Director highlighted the management of performance at an individual, unit, Directorate/School, and University level relative to the University Strategy, purpose and vision. She also highlighted key messages from the Staff Survey, and outlined the holistic approach being taken to effectively link Objective Setting & Review (OSaR); workload modelling; career progression, reward & recognition; organisational development; and annual research review processes. Members noted the importance of the workload allocation model, and the continued development of the OSaR process to enable self-assessment against benchmarks.

The Vice-Principal (Academic Planning & Performance) focussed his presentation on the management of the performance of Schools to ensure a combination of academic excellence and financial sustainability. In doing so he outlined key performance themes of: people, financial sustainability, students & learning, research and knowledge exchange, external engagement and reputation building, and innovation projects, and members noted the importance of a related total reward and recognition system in driving the performance of individuals, research groups and Schools.

The Court was pleased to note progress made to date, and the emphasis placed on both outputs and behaviours. Members also noted ways in which the University's performance was being measured and highlighted the importance of clarity and visibility in responding to underperformance or failure to achieve objectives.

The Court decided: to thank the Director of Human Resources & Organisational Development and Vice-Principal (Academic Planning & Performance) for their presentation.

35. PEOPLE & ORGANISATIONAL DEVELOPMENT COMMITTEE

The Court received a report from the meeting of the People & Organisational Development Committee on 31 October 2016 (**Appendix 2**). In introducing the report the Convener highlighted the commitment of the Committee to aligning its business to the 9 strategic aims of the HR Strategy - as reflected in the Committee's work plan for 2016/17 and proposed revisions to its remit and terms of reference. She also highlighted the Committee's focus on the review of processes relating to the Staff Survey.

The Court decided:

- (i) to approve the Committee's work plan and updated remit and terms of reference; and
- (ii) otherwise to approve the report.

36. FINANCIAL STATEMENTS FOR THE YEAR ENDING 31 JULY 2016

(1) Annual Report and Financial Statements

The Court received the reports and financial statements for 2015/16 http://www.dundee.ac.uk/finance/procedures/financial_statements.htm.

Under the FRS102 reporting standards, the reported operating deficit before other gains was £5.6m, representing an improvement from 2014/15 where the (re-stated) deficit was £6.3m. The University's cash position remained favourable, with cash balances for the year increasing by £14.1m to stand at £35.3m. Total income declined by £16.7m compared to the previous year, with income from the Scottish Funding Council decreasing by £3.5m and income from research and contracts falling by £5.4m.

Excluding capital grants, income increased by £1.7m, with income from tuition fees and education having grown steadily at a compound rate of 5.8% p.a. over the last five years. Research income in 2015/16 declined by 6.9% (£5.4m) compared to the previous year, but the 2014/15 figures included significant capital grants together with the receipt of £10.3m of Research and Development Expenditure Credits. Total expenditure decreased by £17.4m to stand at £244.7m, with staffing representing the largest category of costs at £138.5m (a decrease of £14.8m from the previous year). Other operating expenses decreased by £1.5m from £87.5m to £86m.

Members were pleased to note changes to the format of the statements, including the introduction of integrated reporting. Through discussion members indicated that the report on staff numbers, student numbers and expenditure by School was particularly helpful in understanding the organisational structure and relative size and scale of different areas of the University. The Director of Finance highlighted a few minor amendments which had been incorporated in the version of the report provided for signature by the Chair of Court, Principal and Director of Finance.

The Court decided: as recommended by the Finance & Policy and Audit Committees, to approve the Reports & Financial Statements for the year ended 31 July 2016.

(2) Letter of Representation

The Court considered the proposed draft letter of representation which was to be provided to the auditors.

The Court decided: to approve the letter of representation for signature by the Chairman and Principal.

(3) Annual Report from the Audit Committee

The Court received the annual report from the Audit Committee for 2015/16 (**Appendix 3**).

The Court decided: to approve the report for onward submission to the Scottish Funding Council.

(4) Communication to Staff and Students of Financial Outcome Post-FRS102

The Court noted the importance of clearly communicating to staff the financial outcome for the University for 2015/16, especially given the complexity in reporting the figures following the introduction of the FRS102 accounting standard. Members considered a draft of the planned communication and made a number of suggestions to improve the clarity of the message.

The Court decided: to endorse the communication subject to amendment to incorporate its comments.

37. **COMMITTEES**(1) Finance & Policy Committee

The Court received a report from the meeting of the Finance & Policy Committee on 14 November 2016 (**Appendix 4**). The Convener highlighted discussion of the Research Efficiency project report, and in particular the potential for financial efficiencies to be made through changes to the way in which research was conducted. The Court also reviewed progress with the other projects within the report and, noting recent improvements to the way it was presented, proposed a number of further enhancements which they would find valuable in ensuring that they were appropriately sighted on progress relative to budget projections.

The Convener also outlined the Committee's consideration of a proposal relating to a £1.3m refurbishment of part of the Discovery Centre in the School of Life Sciences for antimicrobial research. Members noted that due to the short time-frame associated with an application to Innovate UK for £650k, and following discussion with the Convener, approval for the proposal had been sought from the Committee via electronic communication on 9 December 2016. The University Secretary and Vice-Principal (Research, Knowledge Exchange and Wider Impact) provided an overview of the proposed project, and confirmed that in the last few days notification had been received that the application to Innovate UK had been successful. Members were pleased to note the strategic commitment from the School of Life Sciences in relation to seeking the outstanding £650k necessary to complete the refurbishment, and noted the requirement for the University to underwrite funding of up to £650k in the event that other sources of funding being pursued proved unsuccessful. The Court was also pleased to note that there would be no impact on the capital programme approved at its last meeting. The Court indicated its support for the proposal, highlighting in particular its alignment to the University's strategy and vision, societal impact, and the mitigating actions in place with regard to the £650k. Following discussion, the University Secretary confirmed that the Schedule of Delegation would be reviewed to clarify delegation for the approval of similar proposals in future.

The Court decided: (i) to approve a proposal relating to the underwriting of up to £650k in relation to the refurbishment of the Discovery Centre (Level 3), noting the mitigating proposals in relation to this requirement, and that the existing capital programme previously approved would be unaffected; and

- (ii) otherwise to approve the report.

(2) Audit Committee

(a) Audit Committee Meeting

The Court received a report from the meeting of the Audit Committee on 28 November 2016 (**Appendix 5**). In introducing the report, the Convener drew members' attention to the Committee's consideration of the External Auditors' report, the presentation from the Vice-Principal (Research, Knowledge Exchange and Wider Impact) on research management activities, and the Committee's continued interest in risks relating to the Business Transformation Programme.

The Court decided: to approve the report.

(b) Institutional Risk Register

The Court reviewed the revised Institutional [Risk Register](#), and the Convener of the Audit Committee highlighted the Committee's schedule for the regular detailed review of each of the risks in the Register. Focussing on financial sustainability matters, members considered the level of residual risk after existing controls were applied. While members were pleased to note that the level of residual risk in this area had decreased since the register was last reviewed, it nevertheless remained high and so the Court was nevertheless keen to review the Court's risk appetite and suggested that this be a topic at the next Retreat.

The Court decided: to approve the revised Institutional Risk Register for publication on the Court website.

(3) Governance & Nominations Committee

The Court received a report from the meeting of the Governance & Nominations Committee on 14 November 2016 (**Appendix 6**). The Convener drew members' attention to the Committee's discussions relating to matters requiring the approval of the Court.

- The Court decided:**
- (i) noting the approval of the Senate, to approve proposed changes to Statute 16 (Academic Staff), subject to ratification at a subsequent meeting of and any further changes required by the Privy Council (**appendix 6**);
 - (ii) to approve revisions to the Court's Statement on Diversity (**appendix 6**);
 - (iii) to approve revisions to the Standing Orders for the operation of the Court;
 - (iv) to approve the proposal that Karen Reid serve as the Court member of the Academic & Health Science Partnership Board;

- (v) to endorse to the UoDSS Board of Trustees the appointment of Lesley Sinclair as an employer-nominated trustee for the Scheme.

(4) Remuneration

(a) Remuneration Committee Meeting

The Court received a report from the meeting of the Remuneration Committee on 21 November 2016. Members were pleased to note improvements in the processes relating to the remuneration round for 2016/17 following the revision of the terms of reference and remit for the Committee.

The Convener also highlighted the Committee's discussion of the University's position in relation to the lifetime allowance for pensions' savings, and members noted that the Committee had approved the recommendation from the People & Organisational Development Committee, that the University's position remain unchanged but subject to ongoing review.

The Convener also drew members' attention to the total expenditure approved within the 2016/17 remuneration round (£116,667 for the 10 months payable in 2016/17) relative to the notional budget approved by the Court (£107,000 for 2016/17). The Committee asked that it be noted that it was aware that the sum was greater than the notional budget previously approved by the Court, but that it considered the additional spend of £9,667 appropriate in the context of the submissions it received.

The Convener highlighted the Committee's consideration of equality and diversity data, and the importance placed on benchmarking information when considering awards. In response to questions, members were reminded that (unlike other grades of staff) the senior staff considered for awards through the remuneration round were not contractually entitled to incremental uplifts during that period.

The Court decided: to note the report and the decisions contained within it and note the necessary minor increase in budget.

(b) Senior Officers Remuneration Report

[Secretary's note: All officers with the exception of the University Secretary, Director of Human Resources, and Clerk to Court left the room before circulation and discussion of the Senior Officers Remuneration report.]

The Court received a copy of the Senior Officers Remuneration Report for 2015/16. In response to questions, the Convener of the Remuneration Committee confirmed that, as part of the 2016/17 remuneration round, the Committee had reviewed the salaries of senior officers relative to sector benchmark data.

The Court decided: to note the report.

38. **UNIVERSITY STRATEGY TO 2022**

The Court received an update from the Director of Strategic Planning and noted progress made relative to the timeline and approach outlined to the Court at the Court Retreat in September 2016. Members were pleased to note the next steps outlined and the engagement with the conveners of the committees of the Court.

The Court decided: to note the update.

39. **UNIVERSITY STRATEGY TO 2017: OVERVIEW OF KEY PERFORMANCE INDICATOR REPORTS**

The Director of Strategic Planning introduced the overview report which summarised the University Strategy to 2017 KPI reports associated with the 'Employability, Entrepreneurship and Enterprise', 'Financial Sustainability' and 'Wider Impact' Enabling Strategies as well as the Annual Key Performance Indicator (KPI) report, which were also provided in full to the Court later on the agenda. The Court noted key messages from the reports and the summary dashboard of performance relative to targets.

Discussions focussed on the Annual Report, with members expressing particular interest in the summaries relating to graduate employability and associated benchmarking data. Noting significant progress made in this area, the Director indicated that he was happy to share further data in this area with interested members on request.

The Court decided: (i) to note the overview; and

(ii) note that the Annual Key Performance Indicator report would be published on the University Court website in accordance with recommendation 18 of the Scottish Code of Good Higher Education Governance.

40. **UNIVERSITY STRATEGY TO 2017: KEY PERFORMANCE INDICATOR REPORTS**

(1) University Strategy to 2017: Annual KPI Report

The Court received a report from the Director of Strategic Planning, which summarised the University's performance relative to the Key Performance Indicators (KPIs) agreed within the University Strategy to 2017 in comparison with a number of comparator institutions. Members noted that key aspects of the report were highlighted in the University Strategy to 2017: Overview of Key Performance Indicator Reports as discussed in minute 26.

The Court decided: to note the report.

(2) University Strategy to 2017: Employability, Entrepreneurship and Enterprise KPI Report

The Court received a report from the Director of Strategic Planning detailing performance relative to Key Performance Indicators (KPIs) within the Employability, Entrepreneurship and Enterprise Enabling Strategy of the University Strategy to 2017. Members noted that key aspects of the report were highlighted in the University

Strategy to 2017: Overview of Key Performance Indicator Reports as discussed in minute 26.

The Court decided: to note the report.

(3) University Strategy to 2017: Financial Sustainability KPI report

The Court received a report from the Director of Strategic Planning detailing performance relative to Key Performance Indicators (KPIs) within the Financial Sustainability Enabling Strategy. Members noted that key aspects of the report were highlighted in the University Strategy to 2017: Overview of Key Performance Indicator Reports as discussed in minute 26.

The Court decided: to note the report.

(4) University Strategy to 2017: Wider Impact KPI report

The Court received a report from the Director of Strategic Planning detailing performance relative to Key Performance Indicators (KPIs) within the Wider Impact Enabling Strategy. Members noted that key aspects of the report were highlighted in the University Strategy to 2017: Overview of Key Performance Indicator Reports as discussed in minute 26.

The Court decided: to note the report.

41. **WELFARE & ETHICAL USE OF ANIMALS COMMITTEE**

The Court received a report of the meeting of the Welfare & Ethical Use of Animals Committee on 5 October 2016 (**Appendix 7**). The Chair of Court drew members' attention to the reference in the minute to the identification of a new Convener, and members noted that the Governance & Nominations Committee had been consulted by email, and had endorsed to the Court the proposed appointment of Emeritus Professor Eric Wright as the Convener of the Committee. The Court considered the *Curriculum Vitae* for Professor Wright, which had been circulated prior to the meeting, and Dr William Boyd, in his capacity as the member of Court serving on the Welfare & Ethical Use of Animals committee, outlined the considerations of the Committee in recommending Professor Wright for the role.

The Court decided: to approve the appointment of Emeritus Professor Eric Wright as Convener of the Welfare & Ethical Use of Animals Committee.

42. **COMMUNICATIONS FROM THE SENATUS ACADEMICUS**

The Court received a report from the meeting of the Senatus Academicus on 30 November 2016 (**Appendix 8**). Members noted the Senate's approval of proposed changes to Statute 16 as considered by the Court in minute 24(3) above, and its discussion of the Scottish Government's review of Skills and Enterprise Agencies. Members were also pleased to note a significant increase in the proportion of women promoted to Professor.

The Court decided: (i) to note the Senate's approval, for its part, of proposed changes to Statute 16 as considered by the Court in minute 24(3) above.

- (ii) otherwise to note the minute.

43. **BRANDING**

The Director of Marketing and Communications provided the Court with an update on progress in relation to the brand refresh project, and members welcomed plans for the brand roll-out from January 2017 onward.

The Court decided: to note the update.

44. **STAFF COUNCIL**

The Court received the minutes of the meeting of the Staff Council on 21 November 2016 (**Appendix 9**). The Court noted discussions relating to the University's financial position, University Strategy to 2022, Staff Survey results, income generation projects, Brexit and University Branding.

The Court decided: to note the report.

45. **NINEWELLS CANCER CAMPAIGN**

In accordance with the approved remit and governance arrangements for the campaign the Court received an annual report from the Ninewells Cancer Campaign Committee. The Court was pleased to note the continuing success of the campaign, which amounted to £23m over the last 25 years.

The Court decided: to note the report.

46. **DUSA CONSTITUTION**

The Court received a paper from the President of the Dundee University Students' Association (DUSA) which outlined proposed changes to the DUSA Constitution (**Appendix 10**) relating to the composition of the DUSA Executive Committee.

The Court decided: to approve changes to the DUSA Constitution in accordance with Statute 19(1)(b), subject to consultation with the DUSA Board of Trustees, and its submission to the Office of the Scottish Charity Regulator.

47. **SPORTS UNION CONSTITUTION**

The Court received a paper from the Sports Union President which outlined proposed changes to the Sports Union Constitution relating to voter eligibility for the Sports Union election (**Appendix 11**). Members noted that the proposed changes were in line with sectoral practice, and had been designed to ensure that individuals elected as President of the Sports Union had

the necessary relevant experience for the role and were elected by those students actively participating in sport.

The Court decided: to approve changes to the Sports Union Constitution in accordance with Ordinance 55.

48. STAFF

(1) Professorial and Grade 10 Appointments

The Court noted the appointment of the following:

Glyn Bengough	Personal Chair in Biosystems & Engineering	1 October 2016
Alessio Ciulli	tbc	1 October 2016
Victoria Cowling	Personal Chair of Biology	1 October 2016
Albena Dinkova-Kostova	Personal Chair of Chemical Biology	1 October 2016
Graham Fagen	Personal Chair of Fine Art	1 October 2016
Nicholas Hopkins	Personal Chair of Psychology	1 October 2016
Sally Ibbotson	Personal Chair of Photodermatology	1 October 2016
Faisal Kahn	Tbc	1 October 2016
Mary Modeen	Personal Chair of Interdisciplinary Art Practice	1 October 2016
Wendy Moncur	Personal Chair of Interdisciplinary Digital Living	1 October 2016
Chris Murray	Personal Chair of Comic Studies	1 October 2016
Sonia Rocha	Personal Chair of Molecular & Cellular Biology	1 October 2016
Helen Walden	Personal Chair of Protein Structure and Function	1 October 2016
Kevin Grant	Director of Business and Management Studies	7 November 2016

The Court decided: to note the appointments.

(2) Grievances, Appeals and Hearings

To note the composition of two panels established in accordance with the authority delegated at the last meeting of Court to the University Secretary, in consultation with the Chair of Court.

Statute 16 Grievance: Professor John Connell (Chair)
 Mr Andrew Richmond (Court)
 Professor Colin Reid (Senate)

Academic & Research
 Promotion Procedure: Mr Jo Elliot (Chair) (Court)

Professor Frank Sargent (Senate)
Professor Margaret Smith (Senate)

The University Secretary confirmed that the panels had met and had not upheld the Grievance considered in accordance with Statute 16 or the Appeal held in accordance with the Academic & Research Promotion Procedure.

The Court decided: to note the composition of the panels and the update.

Mr Ronald Bowie
Chair of Court
University of Dundee

APPENDIX 1

PRINCIPAL'S REPORT (Minute 33)

Introduction

1. As always, we have a lengthy agenda for the December meeting of Court. This is partially a reflection of the level of standard business relating to the consideration of the Annual Report and Financial Statements at this time of year, but is also driven by the maturation of the six key themes outlined at the Court retreat and referenced in my last report. Five of these key themes are represented in some way this meeting, and I look forward to further discussion with the Court in relation to the progression of each of these topics at the meeting.

Internationalisation

2. At the last meeting of Court I highlighted my planned visit to China, Hong Kong, Malaysia and Singapore during late October/early November as part of a delegation which included the Vice-Principal (International), Vice-Principal (Learning & Teaching), and a range of academic and professional staff from across the University.
3. The schedule included visits to Ministries of Education in China and Malaysia, and to a significant number of existing or prospective partner institutions for the purpose of managing these relationships. The delegation also focussed on building relationships with the potential to support the University's recruitment aims in relation both to programmes of study at partner institutions and to programmes based in Dundee. It was therefore particularly pleasing to note the strength of the University's reputation in these regions, and the awareness and support of the British High Commission and British Council for our approach. Through a range of coordinated alumni development activities in each of the major cities in the regions visited, we also progressed aims to further cultivate a sound alumni base in these regions. The University Executive Group and Internationalisation Committee will consider follow up activities and the implications for the developing internationalisation strategy in due course, but I would be happy to elaborate on any aspects of the visit at the meeting should members so wish.

Financial Performance

4. The most appropriate place for the discussion of the University's financial performance is of course alongside the Annual Report and Financial Statements and the Finance & Policy Committee Minutes later on the agenda. However as the introduction of the new FRS102 financial reporting standard makes the figures more difficult to interpret within the audited accounts, I wanted to open my report with a brief summary of performance relative to the targets approved by the Court.
5. While we need to continue to develop appropriate means of interpreting and communicating our accounts and financial position under FRS102 in the coming months, it is important that we remember that the new accounting standard primarily a different approach to presenting and representing our finances. In terms of the 2015/16 financial year, despite the challenging operating environment, the year ended on a positive financial note - on a management accounting basis our surplus from continuing operations of £1.6m represents a significant improvement on the budget of £0.1m.
6. The new financial year has also started positively. Our first forecast of tuition fee income following the September intake is just £111k below the stretching targets we set in the budget, while the full year forecast which also includes a prediction for the January intake is also looking positive and close to budget. Combining the strong student recruitment with higher than expected research overhead recovery and lower staff costs in some areas, the period 3 forecast is predicting an overall improvement against budget for the full year of £843k.
7. I am sure that members will agree with the level of importance placed on communicating the financial outcomes and future goals clearly to the University community to minimise the confusion which the reinterpretation of the accounts using FRS102 may bring. I would also like to highlight my thanks to both the Finance Office for their substantial work implementing FRS102 and to all staff for their efforts in delivering the financial outcomes noted above.

Sectoral Matters

Higher Education Budget Agreement Update

8. Members may be interested to note the [UK Government's Autumn Statement](#) which was published on 23 November and sets out the context for the Scottish Government draft budget announcement on 15 December, including the SFC HE revenue and capital budgets. Given the constraints on public finances and the predicted economic outlook, a flat-cash position would at this point be the best the sector could hope for. While the University has a strong track-record in the priority areas highlighted in the interim letter of ministerial guidance to the SFC published in September, ultimately the impact of the budget outcome on the University's bottom line will depend on the decisions on priorities and methodology taken by the Scottish Funding Council. Members may recall that the financial projections approved by the Court in June were predicated on a return to core funding levels equivalent to those of 2015/16 by 2018/19, and as such we will look to review our projections once the budget settlement is confirmed.

Scottish Government Review of Skills & Enterprise Agencies

9. In her Priorities for Government speech on 25 May 2016, the First Minister announced that the Scottish Government would undertake an 'end-to-end' review of enterprise and skills services. The first stage of the review was carried out over the summer, led by the Cabinet Secretary for the Economy, Jobs and Fair Work, Keith Brown, and focussed on the enterprise and skills support provided by Scotland's economic development and skills agencies, including Scottish Enterprise, Highlands & Islands Enterprise, Skills Development Scotland, and the Scottish Funding Council (SFC).
10. The [Phase 1](#) report for the review, published on 25 October 2016, set out the initial conclusions of the review along with a proposed framework for the shape of enterprise and skills services in the future. While the original proposal was for the creation of an overarching board to the existing structures which would facilitate new lines of funding and prevent duplication, this report instead proposes the creation of a single national board to oversee the work currently assigned to Scottish Enterprise, Highlands & Islands Enterprise, Skills Development Scotland and the SFC. This is not only problematic due to the legal definition of the SFC and its Board, and the breadth of responsibilities assigned to the SFC beyond the enterprise and skills agenda, but is also particularly concerning because of the potentially serious consequences for the independence of Scotland's higher education sector, the autonomy of individual institutions, and the classification of universities by the Office of National Statistics (ONS) (and thereby the charitable status of institutions).
11. Phase 2 of the review, which will consider the implementation of these conclusions, is now underway, and I expect to be in a better position to update members on the situation at the Court meeting. As a University we would obviously look to be in a position to respond to opportunities presented by the proposed regionalised approach to managing and leading enterprise and the concerted focus of enterprise skills and innovation resources to support the role of Universities in the innovative future of Scotland. However, I feel it is important that we are proactive in influencing the design of the intended national board, including its structure and governance mechanisms, to ensure that the concerns outlined above are appropriately managed.

Teaching Excellence Framework (TEF)

12. Another significant sectoral development is the introduction by the Government of a Teaching Excellence Framework (TEF) – the means by which the UK Government plans to monitor and assess the quality of teaching. The University has decided to opt into the pilot process for TEF2 (Institution level review) and is preparing its submission, and I would like to draw members' attention to the update provided by the Vice-Principal (Learning & Teaching) in annex b.

Brexit

13. Many members will have noted the recent interview published in the Courier in which I discussed the likely impact of Brexit on the University and hence its profound implications for our city. The Court discussed the University's position on Brexit at its meeting on 18 April 2016 prior to the UK referendum on EU membership, and noting the Charity Commission rules in terms of participation in politically biased commentary, including the provision for institutions to participate fully in issues which relate to their charitable objectives, the Court agreed that it would be appropriate for the University to maintain a neutral stance, but indicated that it was supportive of my personal engagement in debates as an individual with considerable experience in the Higher Education Sector.
14. I do not intend to repeat here the views I expressed in the interview, but would like to take this opportunity to reassure the Court that when considering making statements of this nature I do so in the context of discussions with those senior individuals in the University who are leading areas which may be potentially affected by the

statement. You may also wish to be aware that my stance has been very positively received by staff and students, including at the recent meeting of the Staff Council.

Discovery Days

15. Finally, I would like to draw members' attention to the programme of Discovery Day Lectures on 13 January 2016. This annual programme of presentations from our newest professors and award-winning teachers is open to the public, and is an excellent opportunity to see first-hand the breadth, innovation and excellence of teaching and research at the University, and I hope to see many of you at the events.

Professor Sir Pete Downes
Principal & Vice-Chancellor

University Executive Group Minutes

Since the last report to the Court, the University Executive Group have met formally on 2 November and 16 November 2016, and 30 November when the following matters were considered:

Corporate Issues

- Tay Cites Deal
- University Branding
- Strategy to 2022: Development Process
- Business Transformation
- Financial Review of Year
- Innovate UK Proposal
- Scottish Government Review of Skills & Enterprise Agencies
- Proposals for International Collaborations
- Report from the China and Asean Partnerships visit
- Risk Appetite Statement: International Collaborations
- Institutional Risk Register
- Student Recruitment updates
- University Strategy Reports
- UoD Centre of Entrepreneurship

Academic Management Issues

- Governance of Academic Areas
- Research & Teaching Efficiency Projects
- Outcome Agreement
- Academic Health Sciences Partnership
- TEF Metrics

Human Resources Issues

- OPD Report
- Academic & Research Promotions
- Long Service Awards
- Leadership of the Early Dispute Resolution Service

Strategic Updates from the Vice-Principals**Wendy Alexander (Vice-Principal (International))**

The Principal's report deals with recent international partnerships development activity. There have also been international partnerships strategy meetings with each school since Court last met, delivering improvements in coordination and a clearer focus on sustainability considerations surrounding planned partnerships. UEG is considering further guidelines to enhance school decision making around planned partnerships.

In addition we have undertaken a rigorous analysis of intake numbers to further capitalise on 30% rise in overseas TPG numbers this year and maintain market share growth in 17/18. The new conversion plans piloted last session have now been fully deployed for S2 intake in January and the signs are encouraging that sustained engagement is generating higher conversion levels. Two schools have also appointed Associate Dean for Admissions to support in regulated income generation.

Currently 98% of home/EU unconditional firm TPG offer holders matriculate compared to only 42% of comparable overseas offer holders. This differential reflects overseas students also holding options in their own or other countries, a lack of access to finance to take up their place, and visa challenges. Hence a key focus is superior management information, equipping schools with insights around the propensity of different nationalities to matriculate. This should raise the overall efficiency of academic conversion by focusing activity on target populations most likely to arrive.

International College Dundee (IDC) has received UKVI seal of approval and the formal launch was recently held. We will be in "pilot" phase for the remainder of this cycle.

The national policy picture, as reported in October, remains bleak. The UK Government's consultation on restricting international student numbers has been delayed into the New Year. We have been active with Universities Scotland and UUK around lobbying intensively on these issues. The impact of the falling pound on international applications is a helpful counterweight to Brexit. This will create headroom to continue to review international fee levels.

Finally, under our new Humanitarian Scholarships Scheme (5 TPG pa) we have signed an agreement with British Council as part of the HEPSAL (Higher Education Scholarship Palestine) to support future scholars to continue their studies at Dundee.

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

One of the aims that we have shared has been to develop the planning and budgeting process to be more open and collaborative so that realistic but suitably ambitious targets are set and there is clarity on achievements and future risk. The process has led to satisfactory outcomes as reflected in the latest accounts and this is due to considerable engagement and work across schools and professional staff.

We are now part way through the next planning and budgeting cycle. The highly challenging external context is still present, but our aim this year is to support controlled growth and innovation rather than focusing on cost reduction. Consultation on ideas for innovation is underway and ideas are being sought from across the schools, with preference being given to ideas that include more than one school or discipline, link research and learning and have realistic plans to be financially sustainable. It is clear that we need to find ways of investing and rewarding schools which have been performing at an excellent level with constrained resources. To this end, a benchmarking exercise is being led by Finance and a review of performance, recognition and reward is being led by HR with input from schools and directorates.

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

The University has seen recent grant success across many of the major Research Councils, emphasising the quality of research in a range of areas, from Art & Design to Environmental Science to the Natural Sciences. In particular a prestigious award from the Science and Technology Research Council funds a strategic partnership between the University of Dundee and CERN, and opens the door to cementing that relationship in the area of "accelerator engineering".

Since my last update we have been visited by the Research Council auditors, who visit institutions every three years or so. During their visit they carried out a forensic audit of our RCUK awards and also met with senior staff to discuss topics in the area of research strategy and governance. On departure they indicated that they were very satisfied with the financial controls of awards at the University. We also hosted a Medical Research Council (MRC) strategy visit, which allowed a highly productive exchange of ideas and information. It was clear to all that our strategy is well aligned with the MRCs high level strategy and we received encouragement from MRC to engage more strongly with them, particularly in the interdisciplinary area of medical informatics.

A new body UKRI (UK Research and Innovation) has been formed which will bring together the seven Research Councils, Innovate UK and the research funding wing of HEFCE, which is to be rebranded as "Research England". This constellation has alarmed many north of the border, though there appears to be little scope to change the composition of UKRI. It is hoped that UKRI will allow more strategic overlap to be developed between the Research Councils, thereby enhancing interdisciplinary research funding, and between the Councils and Innovate UK, thereby transforming the perennially difficult area of innovation funding.

It was announced in late November that the UK Government would inject significant additional funds into science and innovation, rising to an additional £2bn per year by 2020. This news has been welcomed by stakeholders, but has also focused discussion on tighter immigration regulations which make it more difficult for the UK to attract the best researchers. The UK research base is relatively underfunded compared to EU peers, and so this news is indeed welcome and will most likely go some way to ease the chronic sustainability issues of the UK Higher Education research base.

The Annual Research Review is winding down across the University for this year, with research activity for 2014 and 2015 having been evaluated. In spring 2017 the next round of ARR will begin, with evaluation of 2016 activity. The VP Research will provide a verbal update if time allows.

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

At the end of October the University received its Teaching Excellence Framework Metrics. These show that for full time provision, which for the purposes of TEF is defined as the University's predominant mode of delivery, the University has achieved three double positive flags for the elements of the TEF metrics derived from the National Student Survey (NSS) and no negative flags for full time provision. The TEF assessment guidelines indicate that on this basis the assessors will make an initial assessment of the University as potentially eligible for a gold award. The assessors will then consider the additional metrics including the splits, together with the University's narrative submission of up to 15 pages (which we are required to submit by 26 January 2017) to determine whether that initial assessment should be modified. Work is now underway to prepare that submission. On the face of it, however, the University will achieve at worst a silver award and is strongly placed to achieve a gold TEF award when the results are announced in May.

In October and November the University's first Global Health Challenge took place, piloting an experimental form of cross-disciplinary team-based learning, and bringing together students from across all nine Schools of the University to work in teams. Organised under the auspices of the University's Tayside Institute of Global Health (TIGH), the teams each worked on challenges of health equality as follows: social isolation in the elderly; homelessness; hearing impairment; mental health; profound & mental learning disabilities; refugees. Members may be interested in my presentation on this challenge to the Academic Health Sciences Partnership event on 'The Habits of Improvers: Thinking About Learning for Improvement with Patients, Teams, Leaders and Communities' which is available at <http://www.ahspartnership.org.uk/quality-and-safety/about/thinking-about-learning-for-improvement-with-patients>. Initial feedback from students who took part in the Challenge was very positive, and one of the key outcomes for me was the appetite of students for this type of learning experience, and significantly two of the teams came up with ideas for curriculum innovation. I plan to convene a meeting of the student participants early in the New Year to hold a workshop to gather their insights into how to develop and scale up this multidisciplinary team based learning approach with a view to making such learning a distinctive feature of the Dundee student experience.

People and Prizes

Zinc House, in Monikie, designed by **Professor Graeme Hutton** (Architecture & Urban Planning, School of Social Sciences) was nominated for the 'Grand Designs/RIBA Best House in Britain 2016' award.

Kieran Baxter (PhD student in Duncan of Jordanstone College of Art & Design) won the 2016 Arts and Humanities Research Council 'Research in Film Awards' Doctoral Award for his film 'The Caterthuns'.

Professor Graeme Hutton (Architecture & Urban Planning, School of Social Sciences) and Honorary Research Fellow **Jim Pattison** have been elected as academicians of the Royal Scottish Academy (RSA).

The University of Dundee has been named Cycle Friendly Campus of the Year, by Cycling Scotland, recognising the institution's efforts to promote sustainable travel. **Trudy Cunningham**, Environment and Sustainability Officer picked up the award at a special event on behalf of the University.

Postgraduate student **Dennis Asare** is this year's winner of 'The Scholarship', the Apprentice-style radio reality show that offers talented Ghanaian students the chance to win a fully paid place at the University to study for an MSc in Energy Studies.

A team of students from the University of Dundee, led by **Professor Tracy Palmer** (School of Life Sciences) have won gold medals at this year's iGEM Jamboree in Boston, USA. The students, from across the University, achieved the gold for their work to try and combat antimicrobial resistance in livestock. iGEM – the International Genetically Engineered Machine competition – takes place in Boston every year and asks students to tackle a real world problem by designing and building a new device or system from a kit of biological parts.

Dr Miratul Muqit, a researcher into the causes of Parkinson's disease based at the University has been named as one of this year's awardees of the prestigious European Molecular Biology Organisation Young Investigator Programme (EMBO YIP).

A University of Dundee graduate has won a major European honour at the Undergraduate Awards, the largest international academic awards programme. **Chloe Lewis**, who graduated in Jewellery and Metal Design in June, took home the regional award for Visual Arts & Design from the Undergraduate Awards, meaning she came out top in Europe for her essay on the impacts of climate change.

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 illustrate the range of strategic themes, interdisciplinary collaborations, funding sources, and alignment to the University's vision.

Prof. C Halpin (Plant Sciences)

Developing Rice Resources for Resilience to Climate Change and Mitigation of Carbon Emissions
(Joint with University of York and Institute of Food Research)
£196,199 (including £108,148 overhead) from BBSRC

The project will use cutting edge plant genomic approaches to identify the genetic basis of natural variation in straw digestibility, lignocellulose composition and silica content found in large diversity collections of rice collected in the Philippines and Vietnam. It will employ genome wide association scans in these diversity collections to identify associations in the variation of digestibility, composition and silica content with differences in the sequences of DNA in regions of the genomes of these plants. This will identify molecular markers that can serve as proxies for improved straw quality and allow rapid marker assisted breeding approaches to be used.

Prof A. Abdolvand (Physics)

An Automated Machine Prototype for Vacuum Chamber Inner Wall Laser Treatment for E-cloud Mitigation
£410,789 (including £192,028 overhead) from the Science and Technology Facilities Council.

Pioneering Dundee technology for the surface modification of materials termed "LESS" (Laser Engineered Surface Structures) - developed under the aegis of EPSRC awards - will be implemented here in collaboration with and funding from STFC and CERN to boost the performance of the Large Hadron Collider at CERN to new levels of efficiency, helping unlock some of science's greatest mysteries going back to the 'Big Bang'.

Mr G. E. Dunlop (Contemporary Art Practice)

Listening to Climate Change: Experiments with Sonic Democracy (joint with Open University)
£48,215 (including £24,013) from the AHRC.

The overall aim of the project is to collaboratively produce creative works that explore the extent to which it is possible to give coastal and climate change a 'sonic presence' with which people can engage meaningfully in relation to thinking about environmental and social futures. The project will involve community-members (school children/young people, wildlife groups, performing arts groups) working with the research team, composer/sound artists and documentary-makers to produce an interactive exhibition and interactive documentary, a live performance of a newly-composed piece of music, a radio ballad for broadcast, an e-book with embedded sound and video, and a sound/video installation for touring other NT coastal sites and communities affected by coastal erosion and climate change.

Dr W. Moncur (Social Digital),

TAPESTRY: Trust, Authentication and Privacy Over a De-Centralised Social Registry
Joint with Universities of Surrey and Northumbria,
£242,802 (including £100,660 overhead) from the EPSRC

The 3-year, £1.07M EPSRC-funded TAPESTRY program aims to investigate, develop and demonstrate transformational new technologies to enable people, businesses and digital services to connect safely online, exploiting the complex "tapestry" of multi-modal signals woven by their everyday digital interactions. It will de-risk the Digital economy, delivering completely new ways of determining or engendering trust online, and enabling users and businesses to make better decisions about who they trust online.

Prof. J. Rowan (Social Sciences),

Centre of Excellence - Climate Control - Adaptation Indicators
£110,940.00 (including £53,109.00 overhead) from the Scottish Government

This grant continues the £0.5M funding received to date from the Scottish Government's Centre of Excellence on Climate Change (ClimateXChange). It funds work on new national climate change adaptation indicators tracking how vulnerability and preparedness to combat climate change in Scotland is changing. It has impact of the highest policy relevance to UK and Scottish Governments.

Dr D Wake (Postgraduate Medical Education),

DHI Exploratory Projects - My Diabetes my way (GDS and IDEAAS) - Project 3 (There are 3 separate projects being funded),

£8,272.00 (including £3,462.40 overhead) from the Digital Health & Care Institute

The GDS proposal aims to implement and test a technical solution that allow home glucose data to be shared more effectively with health care providers, and will build a system that can give automated advice to patients based on their glucose readings. The IDEAAS proposal aims to provide governance and a technical infrastructure for data sharing between institutional health care environments (through MyDiabetesMyWay) and commercial third party products utilised by patients, thus improving chronic disease management.

Dr V. Onyango, (Architecture and Urban Planning),

Multi-use in European Seas (MUSES) (Joint with 9 other institutions),
£166,906.00 (including £53,307.00 overhead) from EC Horizon 2020 - Societies
[descriptive abstract to be inserted]

The research bid was in response to the work programme topic “Multi-use of the oceans' marine space, offshore and near-shore: compatibility, regulations, environmental and legal issues” (BG-03-2016). The project involves a consortium of 10 European partners, led by Marine Scotland, and will run for 24 months from this November. The project will identify appropriate techniques to minimize barriers, impacts and risks associated with multi-use in our seas; whilst maximising local benefits and reducing gaps in knowledge to deliver efficiencies through integrated planning, consenting processes and other techniques.

*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.

APPENDIX 2

PEOPLE & ORGANISATIONAL DEVELOPMENT COMMITTEE (Minute 35)

A meeting of the Committee was held on 31 October 2016

Present: Shirley Campbell (Convener);
Professor Nic Beech;
Dr William Boyd;
Professor Stuart Cross;
Professor Tim Kelly;
Dr Alison Reeves; and
Mr Denis Taylor

In Attendance: Dr Jim McGeorge University Secretary;
Pamela Milne Director of Human Resources & Organisational Development;
Julie Strachan Deputy Director of Human Resources & Organisational Development;
Gillian Jones Human Resources Manager (Operations); and
Dr Lisa Anderson Head of Organisational & Professional Development (for Item 4 (1))

Apologies: Karen Reid and David Ritchie

1. MINUTES

Resolved: to approve the minutes of the meeting held 16 May 2016.

2. MATTERS ARISING

(1) Committee Operations

The revised remit and terms of reference for the People & Organisational Development Committee were considered (annex). A draft business plan for 2016/17 was discussed and key points highlighted in terms of anticipated business and expectations for 2016/17. The Committee reflected on the draft plan and agreed this demonstrated the breadth of work covered by the Committee and provided an opportunity to agree future focus. It was agreed that it was important to consider future work against the aims and vision for the University and the University's values. Certain items listed in the draft business plan were considered more reactive than strategic and it was proposed that some of the current standing items listed should be considered under Strategy, such as Business Transformation. It was agreed that until the new University Strategy to 2022 was developed, the nine strategic aims of the existing People Strategy (as outlined in the 'University Strategy to 2017') plus Business Transformation would provide an effective framework to allow consideration of each item of Committee business as well as a focus for reviewing and charting progress and reporting on outcomes to Court.

Resolved: to endorse the Remit and Terms of Reference of the People & Organisational Development Committee and to provide an outline to Court of anticipated business of the Committee for 2016/17.

(2) Local Joint Committees

The Director of Human Resources & Organisational Development confirmed that a single table approach to consultation with the unions had been approved and that revision of the Procedural Agreement was underway with work anticipated to be completed in the New Year. The Procedural Agreement provides details of the formal mechanism for the University to work in partnership with the unions and to confirm the commitment to establishing and maintaining an effective and mutually beneficial partnership framework for information exchange, discussion, consultation and negotiation.

Resolved: to note the position.

3. HUMAN RESOURCES AND ORGANISATIONAL DEVELOPMENT

(1) Organisational Change and Strategic Projects

An update was provided on three strategic projects that had previously been approved by Court as supporting financial savings:

- (a) It was reported that the School of Humanities project had been completed in July 2016 and the required savings had been made without the need for a Redundancy Committee. The challenges of conducting a review of this nature were acknowledged but it was recognised that the processes, while robust, had been fair and transparent and that support mechanisms had been available to staff throughout;
- (b) A review of administrative and support structures within the School of Medicine had commenced in the summer and the new structures, designed to support the future strategic priorities and needs of the School, were anticipated to bring efficiencies that would generate savings of approximately £410K. Phase 1, focusing on the main business activities of the School was well underway and staff will be appointed to Grade 6, 7 and 8 posts in the new structure before Christmas. Phase 2 will focus on how individual, usually externally funded, units are supported and this work will commence in the New Year;
- (c) Consultation with staff and the unions had commenced on the Biomedical Sciences project, which was being led by Professor Tim Newman, Vice-Principal (Research) working closely with the Deans of the two Schools. The aim is to transform the interface between the Schools of Life Sciences and Medicine and to create a world class environment for biomedical science research, learning and teaching.

There was general agreement that from both an academic and financial perspective there was a strong rationale for the Biomedical Sciences project, but some concern was raised that the performance of academic staff in these Schools would be under review once again. A similar point was made in respect of staff within Humanities who had also been part of the review within the College of Arts & Social Sciences in 2015. The Committee did not underestimate the impact that these strategic projects had on staff morale and it was acknowledged that the projects should be conducted as quickly as possible while ensuring that sufficient time and attention was given to ensuring due process is followed and appropriate support provided to affected staff. The Committee was reminded that Court had approved the financial targets that were to be made in each of these areas and the role of the People & Organisational Development Committee was to ensure that a fair and consistent approach was being taken to achieve these. It was also important to reflect on any shared learning from previous experience in each of these areas and to ensure actions were taken to seek to maintain staff morale.

(d) Business Transformation

The Committee considered the progress update provided from Business Transformation including plans for the implementation of the new integrated business system. The broader business transformation agenda in relation to Professional Services was discussed at length and there was recognition the new ways of working and delivering services would require significant cultural change within the University. The importance of the communications strategy was highlighted as was the engagement of staff, students and leaders in the new approaches, culture and ways of working. Recommendations in relation to the draft communications strategy were made and it was suggested that it would be of benefit to highlight specifically what Business Transformation would mean for different roles in the organisation such as an academic, a manager, a member of Professional Services staff. The Committee agreed that when considering cultural change it was important to articulate clearly how the organisation would look in the future, and enabled by the technology, the expected changes to behaviours, interactions with others and approaches to leadership. Professional Services in this context was seen as a strategic enabler, accessing information from the integrated business system to support the delivery of our strategic objectives. It was agreed that the communications relating to this project should be an exemplar and an opportunity to demonstrate how the University manages change. The Committee requested sight of the revised Change and Communication strategy and acknowledged that the Committee's engagement with the process and the work of the two newly appointed Change and Communications Manager would be through the University Secretary and the Director of Human Resources & Organisational Development.

Resolved: to request that the draft Change and Communication strategy be amended to reflect comments from the Committee and submitted to the next meeting of the Committee in January.

(2) Reward and Recognition

(a) Senior Staff Salary Review Context and Background

The Director of Human Resources and Organisational Development confirmed that a report on background and contextual issues relating to remuneration for senior staff in 2016/17 had been prepared and circulated to the committee for information and would be considered at the Remuneration Committee in November.

Resolved: to note the report

(b) Academic and Research Staff Promotions

The outcomes of the promotion process (Annual Review) for academic and research staff were considered for 2016. The data were considered informative and well- presented and provided an opportunity to consider how the success and performance of individuals linked into the success of the University as a whole. It was agreed that it would be useful for each Deans to reflect on the data for their respective School and to establish if any actions were required to address issues raised. Issues to consider included whether the gender split relating to successful promotions was appropriate to the gender split within the School and whether there was evidence that more male staff were being promoted at an earlier stage compared female staff in the same age bracket. Further breakdown of information by protected characteristics was requested for future reports. It was also suggested that for future reporting this should be linked to the aims of the University's People Strategy relating to Equality and Diversity.

Resolved: to note the promotion outcomes and to invite the Deans to consider the reports for their areas.

(c) Lifetime Allowance for Pensions Savings

The matter of Lifetime Allowance for pension savings was discussed in the context of the new information from UCEA that had been provided regarding the different positions which universities across the UK have adopted, with regard to the Lifetime Allowance and those opting out of USS as a result. The Director of Human Resources confirmed that the University's current position was that (other than in the case of the Principal) there should be no supplements or compensation in lieu of employer's contribution, but that this should be kept under review particularly with reference to the position other Universities were taking.

It was noted that almost half of the HEIs responding to the survey had taken steps to compensate staff that have opted-out of pension savings for the loss of this element of their remuneration, nearly a quarter did not pay a cash supplement but were considering their approach to this issue and the remainder had taken a view that pension tax issues were a personal issue for the individual concerned. There was a general view expressed that the existing policy should remain in place at present and that if a cash payment was to be an option at some future point, it should be offered for all staff, not just Grade 10, as it was recognised that some staff at the lower end of the pay scale do not join the pension scheme due to affordability factors.

Resolved: to recommend to the Remuneration Committee that there is no change to the University's current position in relation to Lifetime Allowance.

(d) 2016/17 National Pay Negotiations

The Director of Human Resources & Organisational Development reported that agreement had still not been reached with the unions with regard to this year's nationally agreed pay rise but the 1.1% increase had been implemented in September on the advice of UCEA. The unions subsequently balloted their members on the implementation of the draft pay award: Unite did not receive a mandate for strike action, Unison did, but a decision was taken not to take strike action due to low turnout; the position with UCU remains less clear with support for escalating strike action later in semester 1 but no indication of this to date.

Resolved: to note the update and request further updates in relation to any proposed industrial action by UCU.

(e) Staff Engagement

(i) Staff Survey

The Director of Human Resources & Organisational Development acknowledged that there could have been a more systematic approach to communicating the actions being progressed from the Staff Survey (the results having been circulated in February 2016) but she was able to confirm that action plans had been developed in response to the outcome of the survey by all Schools/ Directorates as well as at University level and were being taken forward.

In response to the results in the survey regarding UEG, leadership and communications, it was noted that the Principal had organised personal visits to each School and Directorate and would be looking for feedback from staff on whether they felt that issues of concern were being dealt with at both a local and University level. The Committee stressed the importance of ensuring feedback so that staff were re-assured that their views had been listened to and the University was taking action as a result. It was agreed that it was important that any changes implemented as a result of work on the action plans at School/ Directorate or University/UEG level should be communicated and the impact and benefits of any changes highlighted to staff on a 'you said, we did' basis. It was acknowledged that with the Business Transformation project there was an opportunity to consider the use of more frequent, shorter 'pulse' surveys targeted to provide feedback during various stages of the change project.

Resolved: to request that an update is provided to Court on progress on Staff Survey action plans to date.

(ii) Staffing support for EU Staff following Brexit decision

A report on staffing support and communication following the result of the EU Referendum was provided and included an impact analysis and action plan. The Committee welcomed the report which was both informative and provided re-assurance that non-UK EU staff were receiving appropriate support.

Resolved: to note the report.

(f) Policy Development

(i) Staff Travel and Working Overseas Policy

The Staff Travel and Working Overseas Policy was considered. It was noted that the policy had been developed to link and align existing university policies, such as Health and Safety arrangements and Finance expense policies, into one accessible document. In addition it introduced consistency around arrangements and level of payments to staff being required to undertake specific work activities overseas.

There was some discussion around the detail of various sections of the policy, but it was acknowledged that the University Executive Group had endorsed the policy after wide consultation. Risks around travel for women and LGBT staff in specific countries were discussed and the importance of robust risk assessments to ensure the safety of staff when working overseas highlighted.

Resolved: to approve the policy.

(ii) Named Chair Procedure

It was confirmed that Named Chairs are held in high regard as prestigious and senior appointments within the University and that currently there were a number of Named

Chairs vacant. A revised procedure for the appointment to Named Chairs had been approved and was provided for information in addition to confirming the recent translation of an existing member of staff to the Boyd Chair of Dental Surgery.

Resolved: to note that the University intended to consider the appointment to other vacant Named Chairs in the future.

4. ANNUAL REPORTS

(1) OPD Annual Report (2015-16)

The Head of OPD, Dr Lisa Anderson introduced the end of year report for OPD, highlighting the key themes and highlights in 2015/16 specific to the professional development programme (for staff and post graduate researchers) and the programmes for organisational and researcher development. Future planned developments in support of strategic priorities were also highlighted. Dr Anderson was complemented on the breadth and depth of courses being offered and the opportunities being provided to staff at all levels in the organisation. The subject of digitalisation of training was discussed and the pros and cons of online training versus face to face delivery considered. Lynda.com was highlighted as being an excellent resource of online training that was currently available to staff and post graduate researchers and was promoted widely by OPD.

It was noted that the various management and leadership development programmes on offer received excellent feedback and benefited significantly from the contribution of senior staff to provide context and an understanding of the challenges and opportunities for the organisation. It was suggested that dates relating to programmes such as the Developing Leaders Programme should be made available to staff as early as possible to facilitate attendance. Workshops such as 'Guiding People through Change' were highlighted and it was noted that this training had been targeted at specific departments going through change in addition to being part of the OPD programme. It was suggested that appropriate linkages should be made to the Staff Survey, given that management of change was an issue raised by staff and was an opportunity to highlight that this type of training was available as part of the various management and leadership programmes. There was some discussion on the suite of essential training that should be completed by staff and how this linked to various roles in the organisation. It was recognised that the new integrated business system would be a valuable tool as role-related training was developed further and that this would also support other activities such as succession planning.

Resolved: to congratulate Dr Anderson and her team on the OPD programme and to endorse the proposals for future developments.

(2) HR Workforce Report

A number of reports were considered on University staffing including Headcount/FTE and staff turnover. The Committee agreed that the reports had provided excellent data and information and would allow due consideration of any areas of concern and assist in the formulation of future PI/KPIs. The majority of reports detailed information on both Headcount and FTE and it was agreed that FTE information should be provided in all cases.

Resolved: to note the HR workforce reports.

5. MINUTES

(1) Health, Safety and Welfare Committee

It was noted that the minutes of the Health, Safety & Welfare Committee were also considered by the Audit Committee and that a proactive approach within Schools and Directorates was encouraged, with matters being discussed on a regular basis at, for example, School Health & Safety Committees. Members noted that stress management was a standing item on the Health, Safety and Welfare Committee agenda but noted that other aspects of health should also be considered.

Resolved: to note the minutes of the meeting held 6 September 2016.

(2) Equality and Diversity

The Director of Human Resources and Organisational Development confirmed that the new approach to Equality and Diversity was being implemented and E&D representatives in the Schools were being identified. The new structure would strengthen the E&D team, ensure a more integrated 'One Dundee' approach and provide more effective E&D support and advice to both staff and students. The Committee highlighted the importance of linking current work in E&D to strategic aim 7 in the People Strategy and commented that the large size of the E&D Committee must create challenges in terms of progressing work strategically. It was confirmed that implementing the new E&D infrastructure also would require a review of membership of this committee and/or its role within the broader governance of equality and diversity matters.

Resolved: to note the minutes of the meeting held 5 September 2016 and that a new approach to E&D was being implemented.

(3) University/UNISON/UNITE/DUCU Local Joint Committee

Resolved: to note the minutes of the meeting held 15 September 2016.

6. **STATEMENT ON DIVERSITY ON THE UNIVERSITY COURT**

The Committee was asked to consider the 'Statement on Diversity on University Court' prior to its annual review by Governance and Nominations Committee and Court. The general feedback was that the statement should project forward a target date by which the Court should achieve the stated objective of a minimum of 40% of either gender among its lay membership.

Resolved: to provide feedback on the statement to Governance and Nominations Committee and Court.

7. **STATUTE 16**

It was noted that the University was finally in a position to bring forward its proposed changes to Statute 16 and that the opportunity had been taken to review the previously-agreed version to take account of the academic freedom provisions within the new Higher Education Governance (Scotland) Act 2016 and to ensure it reflected current employment legislation and practice.

Resolved: to approve proposed amendments and to note that further consultation with the unions would take place on these before submission to the Privy Council.

8. **NEXT MEETING**

Resolved: to note the next meeting will be Tuesday 24 January 2017 at 2pm in the Executive Meeting Room, 5th floor, Tower Building

PEOPLE STRATEGY

The University aims to build and develop an environment in which staff can develop and contribute to the achievement of the University's goal to become Scotland's Leading University, where work is stimulating and rewarding and takes place safely, in a culture of equality and diversity. It is recognised that we operate in an increasingly competitive and global job market, where there are changes in expectations about work life balance, against a back drop of significant legislative and financial changes. The People Strategy is an enabling strategy which responds to the changing environment, and supports the University strategies such as Learning & Teaching, Research and Wider Impact in addition to Internationalisation and Employability, Enterprise & Entrepreneurship.

The University recognises that it will achieve its goal 'to transform lives locally and globally through the creation, sharing and application of knowledge' primarily through its people and core to this is being able to: attract and recruit the highest calibre people, delivered through the application of best practice approaches to recruitment and retention; ensuring that staff understand their role building success and individual performance objectives which are aligned with School/Directorate and University plans; apply equitable and fair pay and performance systems that reward excellence and support career development and progression; develop and build leadership and management skills and capabilities; support cultural transformation where staff take seriously their responsibilities relating to health and well-being and are committed to sustaining a diverse and inclusive environment.

University Strategy to 2017: People Strategy – key strategic aims:

1. Recruitment and Retention:

Aim 1: To attract, recruit, develop, retain and reward the highest calibre people.

1.1. Sub Aim: To understand and implement the most effective and successful recruitment methods whether that be advertising, social media, better international linkages, targeted networking of staff within an academic discipline in addition to considering 'holding' posts until the appropriate person who can demonstrate excellence is appointed.

1.2. Sub Aim: Maintain the University's reputation as being an 'employer of choice' in the local market.

1.3. Sub Aim: Provide staff with a fair, supportive and stimulating culture and work environment where their potential can be fulfilled to their own benefit and that of the University.

PI HR 1 (KPI 9): Staff satisfaction survey

2. Performance Management:

Aim 2: To ensure each employee understands the contribution they have responsibility for making to higher level organisational goals and that they demonstrate their commitment through delivery of their personal objectives.

2.1. Sub Aim: Enhance the skills of staff in all management and supervisory roles to ensure clear, unambiguous and measurable objectives are being set and monitored

PI HR 2: OSaR completion rates

3. Career Progression and Reward:

Aim 3: To provide staff with a fair and transparent career progression path commensurate with their abilities/opportunities which also ensures that each confirmation of appointment and promotion meets the University's criteria of excellence.

3.1. Sub Aim: To develop clear and firm probation and promotion criteria

3.2. Sub Aim: To develop HERA by developing role profiles so that University-specific profiles are available for a range of standard roles/grades within the institution.

3.3. Sub Aim: To develop and implement a banding pay structure for professorial staff.

3.4. Sub Aim: To consider the introduction of contribution points as part of the rewards package in recognition of excellence in addition to other forms of financial incentives.

3.5. Sub Aim: To address the increased desire for work/life balance as a non-monetary element of the employee package, the University will enhance its already innovative suite of work life balance policies (e.g. foster and fertility leave) to include lifestyle choice options such as family friendly and flexible working policies which require review and relaunch under the more inclusive 'lifestyle' banner.

PI HR 3: Equal pay audit results

PI HR 4: Equality of progression in terms of Academic Annual Review; HERA; Contribution Points

4. Organisational and Professional Development (OPD):

Aim 4: To play a fundamental role in underpinning and supporting the University's desire for improved performance, clear pathways for career development, succession planning and enabling staff to fulfil their full potential.

4.1. Sub Aim: To take a more structured approach to identifying those with future leadership/management responsibility, and nurturing this talent through a targeted use of Leadership Foundation and Universities Scotland/MPDG training opportunities which should support a culture of succession planning and talent management.

4.2. Sub Aim: To support the adoption across the University of 'The Concordat to Support the Career Development of Researchers' and the European Commission's 'HR Badge of Excellence in Research'.

4.3. Sub Aim: To improve the staff induction experience by mapping the flow of information to new staff members from the stage of new contracts being issued, through to local induction, HR induction and University staff induction and through the production of an online induction to improve the timely delivery of key information.

4.4. Sub Aim: To support the development of teams and thus support Schools/Units in meeting strategies and goals and building strength and enhancing quality or responses to strategies through cohort training, School/Unit training and cross University themes which are strategy linked training.

5. Communication, Staff Engagement and Employee Relations:

Aim 5: To create a framework to facilitate effective two-way communication between the University and staff to strengthen employee engagement and to enhance working relationships with the representative bodies.

5.1. Sub Aim: To enhance staff engagement by developing a framework and methods for the proactive communication (information and consultation) between the University and staff to ensure that information can be cascaded quickly and effortlessly and staff have a range of options to provide the University with feedback.

5.2. Sub Aim: To introduce the concept of 'employee voice', including a staff survey, of which a feature is the exchange of information between staff and the University, so that staff can be involved in decisions collectively, either by providing feedback direct or via the representative bodies.

5.3. Sub Aim: To enhance the quality of the relationship between the University and the representative bodies.

6. Organisational Change:

Aim 6: To support the University to effect change quickly and flexibly whether in response to innovation or external factors whilst managing people sensitively and ensuring consultation and legal compliance.

7. Equality and Diversity:

Aim 7: To offer contemporary and best practice HR policies which embrace the principles of equality and diversity and are in compliance with employment legislation.

7.1. Sub Aim: To promote and support of equality of opportunity for all staff and students.

PI HR 5: Uptake of the University's online equality and diversity training module

PI HR 6: Attainment of Athena Swan award/s

8. Health, Wellbeing and Safety:

Aim 8: To provide and support a safe place of work and study for all University staff and students and the promotion of a healthy working environment.

8.1. Sub Aim: To embed H&S management within core management activities

8.2. Sub Aim: To define the role of Occupational Health to ensure enhanced integration of the needs of the individual, managers and the University.

9. Policy Framework and Business Processes:

Aim 9: To provide a robust policy framework, based on employment legislation and in consultation with the representative bodies, and streamlined internal business processes and technological solutions which maximise efficiencies within HR and enhance the employee experience of HR.

KPIs and PIs: Summary***PI HR 1 (KPI 9): Staff satisfaction survey******PI HR 2: OSaR completion rates******PI HR 3: Equal pay audit results******PI HR 4: Equality of progression in terms of Academic Annual Review; HERA; Contribution Points******PI HR 5: Uptake of the University's online equality and diversity training module******PI HR 6: Attainment of Athena Swan award/s***

Annual Report on KPIs and PIs relating to the University's People Strategy will be reported to the HR Committee on 16 University Court on 6 June 2016.

Remit of the People & Organisational Development Committee*Purpose*

On behalf of Court, to maintain an overview of the effectiveness of the University's People Strategy and policy framework, ensuring that the People Strategy is consistent with and supports the University's mission, vision, values and strategy;

Remit

- to review the progress and impact of the People strategy in helping to deliver the University's strategic objectives;
- through agreed performance indicators, monitor the implementation, effectiveness and relevance of the People Strategy;
- to evaluate planned strategic interventions to support organisational development and cultural change
- to consider strategies to promote, champion and support transformational leadership and management
- to consider and evaluate the implications of significant workforce trends within the sector and more widely to ensure that the People strategy continues to be fit for purpose and reflects best practice;
- to review on a regular basis the staffing profile of the University, report on trends and monitor against key HR metrics/analytics both internal and external;
- to review and evaluate identified risks relating to staff and ensure that mitigation is in place against these risks;
- to approve the development and implementation of key HR policies and procedures including those relating to Equality & Diversity, Health and Safety, Staff Development, Promotion/Grading and performance;
- to monitor compliance with the legal and regulatory framework for HR, Equality & Diversity and Health & Safety, consider and assess associated risks and to endorse the arrangements in place to ensure compliance;
- to ensure that the University's joint consultative arrangements are appropriate and effective and consider reports as appropriate;
- to keep under review arrangements for monitoring staff attitudes, opinions and well-being; oversee the implementation of actions arising to ensure delivery and the monitoring of outcomes.
- to monitor and review a staff risk retention register

APPENDIX 3

ANNUAL REPORT FROM THE AUDIT COMMITTEE 2015/16 (Minute 36(3))

1. MEMBERSHIP AND MEETINGS

The Committee meets four times *per annum*, and the meetings for the year 2015/16 took place on 22 September 2015, 30 November 2015, 1 March 2016 and 18 May 2016.

Attendance by members was as follows:

		Sept.	Nov.	March	May
Jo Elliot (Convener)	Court member	Y	Y	Y	Y
Richard Bint	Court member	Y	Y	Y	Y
Dr William Boyd	Court member	Y	Y	Y	N
Bernadette Malone	Court member	Y	N	Y	N
Neil Menzies	Co-opted			Y	Y
Sandra Morrison-Low	Co-opted	Y	Y	Y	N

Additionally, the Convener of the Finance & Policy Committee, Andrew Richmond, attended all meetings of the Audit Committee in 2015/16.

The University Secretary and the Directors of Finance and Academic & Corporate Governance also attended meetings on a regular basis. All Committee meetings were attended by representatives of the Internal Auditors (Scott-Moncrieff). The September and November meetings were attended by the External Auditors, who at that time, were PricewaterhouseCoopers (PwC). Ernst & Young were appointed as External Auditors at Court on 18 April 2016 for the 2015/16 financial year and attended the meeting in May.

2. FINANCIAL STATEMENTS

Year ended 31 July 2016

The Committee received draft financial statements for the University for the year ended 31 July 2016 at its meeting on 28 November 2016, following their consideration by the Finance & Policy Committee at its meeting on 14 November 2016. The Committee also received a report from the external auditors, Ernst & Young.

- In terms of audit and financial reporting the report indicated that:the auditors expected to give an unmodified opinion on the statements and that they had been prepared in accordance with the Accounts Direction of the Scottish Funding Council (SFC) and the appropriate Statement of Recommended Practice (SORP);
- FRS 102: the External Auditors were satisfied that a complete and thorough assessment has been undertaken to identify the impact of the new SORP;
- The auditors expected to conclude that income from the SFC, as well as from other sources, had been appropriately applied;
- No issues with internal controls were found insofar as the preparation of the financial statements is concerned;
- The issue of financial sustainability remains a key focus. The External Auditors were satisfied that the University had plans to address the longer term financial sustainability through cost savings, productivity improvements and revenue increases. As a result of their work, the auditor was satisfied that the adoption of the going concern assumption in the preparation of the University's financial statements was appropriate. However, whilst financial savings programmes and a strategy of growth to deliver required surpluses are in place, in a period of uncertainty in the Higher Education Sector, this will prove challenging in the longer term;
- Pensions: the External Auditors were satisfied with the basket of assumptions used by management in assessing the year end net liability in accordance with FRS 102. The External Auditors were also satisfied

with the core valuation model applied by the University and the accuracy of the closing past deficit provision. The External Auditors identified some minor disclosure adjustments that were required to the draft financial statements in relation to the movement in the USS provision which have now been addressed by management;

- Subsidiaries: there were significant challenges with the quality of the initial draft of the subsidiary companies' financial statements. However, whilst significant audit testing across these companies remains outstanding, the External Auditors do not anticipate any issues that would be material to the consolidated financial statements. Management has taken action and are currently preparing updated draft financial statements and supporting documentation for audit.

Having carefully considered the report of the external auditors, the Audit Committee resolved to recommend to Court that the financial statements should be approved.

3. TERMS OF REFERENCE AND PROCEDURES

In considering internal audit reports the Committee focuses primarily on critical or high risk recommendations, where the issue represents a control weakness that is fundamental to the system under review and where the University should take immediate or prompt action. In addition, when critical level recommendations are made the internal auditors inform the Convener of the Audit Committee directly at the earliest possible time. For all internal audit reports, the audit sponsor or relevant Director is invited to attend the meeting of the Committee to provide appropriate contextual information to the Committee and to allow joint exploration of the issues raised.

A formal process of following-up and reporting on outstanding audit recommendations was introduced during 2011/12. Twice annually the Committee is provided with a report outlining the status of outstanding recommendations; should there be evidence of repeated non-implementation of recommendations, the individual responsible may be asked to attend the Audit Committee meeting for further discussion. This work is supplemented by an annual review by the internal auditors of outstanding recommendations from their reports.

While recognising and relying on the essential role of the Internal auditors in providing a framework and formal procedures for the monitoring of risk management, internal control and governance, the Committee maintains an independent interest in particular areas, as highlighted below, assisted by discussions at Committee with members of the senior management team.

4. INTERNAL AUDIT

Internal audit work for the year was provided by Scott-Moncrieff. Their appointment runs up to 31 July 2018.

During 2015/16 the Committee received reports on the internal audit assignments with recommendations graded as shown in the table. The headings in the following table refer to the risk exposure, corresponding to deficiencies or absences of key controls. The numbers refer to the number of recommendations in each of the reports.

	Efficiency	Limited	Moderate	High	V High
Payroll	-	-	-	3	-
Expenditure & creditors and expenses	-	2	3	-	-
Student recruitment	-	1	3	-	-
Research contracts	-	-	2	3	-
Schools reviews	-	2	3	-	-
Health & Safety	-	-	5	-	-
Data governance (Business Transformation project)	-	1	2	2	-
Total	0	6	18	8	0

Payroll

The review concluded that whilst sample documentation indicates that Payroll Administrators were thorough in their checks to ensure that employees were being paid in line with their contracted salary, there was significant reliance placed on the professionalism and trustworthiness of staff as opposed to built-in system controls. The review found that there were areas of good practice including:

- Payroll administrators were thorough in their checks to ensure that employees were being paid in line with their contracted salary;
- A monthly checklist was in place to record payroll actions, including the provision of a series of management reports.

However some areas were identified where controls needed to be strengthened by further segregation of duties:

- Payroll system access, to add new employees;
- Introduction of a second review of changes to payroll standing data to ensure that they are valid and accurate;
- Variance reports should be reviewed by a third party to ensure they are comprehensive.

The Internal Auditors have confirmed to the Committee that two out of the three recommendations have been implemented, while the first issue, albeit alleviated by management procedures, awaits implementation of the Integrated Business Solution (IBS) for a definitive solution.

Expenditure & creditors and expenses

The review provided assurance that payments were only being made to valid creditors, and that only valid staff expenses were paid. Examples of good practice identified included:

- An approved supplier list is built into the system to ensure that payments were only made to valid creditors. Changes to suppliers can only be made on receipt of an authorised Supplier Information Capture Form;
- Good controls were in place by Accounts Payable in relation to PECOS;
- Staff expense forms must be accompanied with receipts and are then authorised by an appropriate member of staff, confirming that claims were in line with University policy.

Opportunities for improving this area included:

- Ensuring that the file of authorised payments has been transferred correctly from PECOS to CODA;
- A more coherent monitoring process for overseeing the University's payment of invoices.

Student Recruitment

This review considered arrangements and processes in place in relation to student recruitment. The review found that key controls were in place and operating effectively. Areas of good practice identified included:

- The roles and responsibilities of the Admissions & Student Recruitment Service (ASRS) were clearly outlined in key documents;
- Clear contact information on the University website;
- A clear Communications Plan has been developed by ASRS to identify their main communication channels, their specific use and the intended audience.

The review also identified the following opportunities for development:

- Increased use of SMART goals in objectives for UK/EU and International Recruitment plans;
- Reviewing the effectiveness academic staff engagement with potential students;
- Clearer definitions of each School's role in setting recruitment targets with ASRS;
- Use of interim student recruitment targets;
- More frequent reporting on student recruitment activity.

Research contracts

This review found weaknesses in the arrangements for assessing, overseeing and managing research activity. The University is working to address these weaknesses, led by the Vice-Principal (Research, Knowledge Exchange and Wider Impact). Areas for improvement include:

- Consistent application of the assessment and approval process;
- Annual checks carried out on open-ended funding agreements to ensure that these will continue;
- Ensuring that roles and responsibilities, reporting requirements and risk management processes are clearly defined;
- Defining further processes, roles and responsibilities for recruiting research staff and extending contracts;
- Clear definition of responsibilities and processes for monitoring benefit/impact of research on an ongoing basis to support both the REF process and delivery of the University Strategy.

The committee has heard from the Vice-Principal how these issues are being addressed and they remain on the Committee's agenda in the current year.

Health & Safety

This review concluded that the University had health & safety policies and processes in place to help ensure the health and safety of staff, students and visitors to the University. The review found that the University could further improve its processes by (i) ensuring that health and safety issues are tracked, monitored and escalated to resolution where appropriate, (ii) ensuring that all staff and students undertake appropriate training, and (iii) aligning all inspections across the University. Areas of good practice identified included:

- A detailed and robust health and safety policy and guidance on the University website;
- Clearly defined roles and responsibilities, including the requirement for a Health and Safety Advisor in every School;
- Mandatory health and safety training for all new staff;
- Six-monthly inspections were being carried out on high risk areas, and medium risk areas were assessed annually. It was found that detailed conclusions of these reviews were being reported to the Health and Safety Sub-Committee;
- Processes were in place to ensure that health & safety incidents reported were investigated and resolved.

The review also identified the following opportunities for development:

- Ensuring Schools provide consistent and timely guidance on health and safety, this is not consistent;
- Developing an Action Plan in order to enable further monitoring of activities relating to health & safety;
- Deadlines for completing mandatory health & safety training and escalation of any non-compliance could be considered.

Schools Review

The auditors found many examples of good practice in School Planning, noting that Schools were required to produce an operating plan on an annual basis, setting out objectives which contribute towards the University Strategy. It was noted that:

- Schools have been provided with clear guidance and templates in order to develop operating plans, including focus on helping Schools set out key objectives aligned to the University Strategy;
- Schools operating plans now include a five-year vision and longer-term objectives, allowing Schools to demonstrate how they were supporting the University's long-term strategic aims, and to plan their activities more strategically and effectively;
- Improvements to the controls in place for monitoring of School budgets for 2016/17 mean that the University now has a more robust approach to this;
- The implementation of a University-wide workload model mitigating the issue of there being inconsistencies in the workload models used across each School.

The following areas for development were also found:

- Records could be kept from meetings with the Deans, School Manager and School Accountant to ensure that agreed actions are implemented;
- Use of SMART targets in School operating plans;
- Improved capture of outputs from School Executive Group meetings, which would increase the effectiveness of School decision-making.

Data Governance

This review considered the University's approach to data governance. The review acknowledged that the introduction of an Integrated Business System (IBS) will provide greater control over the management of core data within the University. It was noted that whilst there are currently issues with duplication of data across business systems due to their stand-alone nature, successful implementation of the IBS will achieve rationalised processes and data to allow real-time reporting and improved ways of working. The improvement actions which are required include:

- Formal definition of data owners and the maintenance of an asset register;
- Development of a formal programme of data/information training;
- Review of data-related policies was recommended;
- Electronic data should be routinely archived and/or reviewed to confirm compliance with policy and legislative requirements.

The plan is that these issues are dealt with in the context of the IBS, whose progress the Committee continues to monitor. The Internal Auditors are scheduled to undertake reviews during the current year to support the implementation of this complex and demanding project.

Overall

Each report was considered in detail, with the auditors and officers addressing comments and questions from Committee members. The Committee was generally satisfied with the management responses to the issues raised and with the timescales for addressing them, where appropriate. Progress on the implementation of all recommendations is routinely monitored through follow-up reports from the auditors, as well as through active monitoring by University officers, as outlined above.

Internal Audit Opinion

The Internal Auditors provided the Committee with their overall assessment of the University's internal control systems. Based on the areas they examined in 2015-16, the auditors were of the opinion that the University of Dundee had adequate and effective arrangements in place for risk management, internal control and governance, although some areas were identified for improvement relating to research contracts, payroll and data governance.

5. **RISK MANAGEMENT**

The Committee approved a revised Whistleblowing Policy and an extensively updated Institutional Risk Register. Over the current academic year the Committee plan to explore individual areas within the risk register in detail, and suggested that the University Court take time to explore its appetite for risk.

The Committee also received regular reports from the Director of Legal and Insurance Manager quantifying the potential costs arising from litigation, and the annual fraud report from the Director of Finance.

As part of the University's approach to the enhancement of the management of risk, an Assistant Policy Officer (Risk and Audit) has been appointed.

6. **VALUE FOR MONEY**

The Committee does not seek external assurance from the Internal Auditors of measures to promote VfM. Nevertheless, the issue remains on the Committee's agenda for discussion with the Director of Finance and during the year the committee received a report on the updated procurement policy and heard from him about improvements in the procurement of IT equipment.

7. **OTHER ACTIVITIES**

In September 2016 the Audit Committee considered and approved the internal audit plan for 2016/17 and a provisional plan for 2017/18. Reviews were scheduled in the following areas: financial systems, workforce planning, performance management, business transformation (programme and project assurance), business transformation (operational readiness/cultural issues), Dundee University Students Association, student experience, and ICT and data security. The Committee is taking a particular interest in the planning and implementation of the IBS Business Transformation Project and in this respect receives copies of updates submitted to the Finance & Policy Committee, including minutes from the Business Transformation Steering Group and the accompanying briefing.

The Convener continued his practice of meeting both Internal and External Auditors separately before each meeting of the Committee, and ensuring that the issues raised in these private meetings are communicated to University senior management and the Committee as appropriate.

8. **COMMUNICATION TO THE COURT**

Minutes of the meetings of the Court are available from:

<http://www.dundee.ac.uk/governance/governance/court/court-agendas-minutes/>

Key matters communicated to the Court by the Audit Committee related to:

- Summaries of Internal Audit reports;
- Three-year Internal Audit plan;
- Annual Financial Statements;
- Risk Management matters including updates to the Institutional Risk Register;
- The Whistleblowing policy;
- Revised Anti-Bribery policy;
- Audit contracts;
- Information compliance.

9. **OPINION**

Auditors

The Committee has been satisfied with the performance and diligence of the Internal and External Auditors.

Effectiveness of Internal Controls

On the basis of the Internal Audit work undertaken during the course of the year, comments from the external auditors on the University's financial statements, and statements from management, the Audit Committee believes that the University has an adequate framework of risk management, control and governance arrangements, and adequate arrangements for promoting efficiency and effectiveness (VfM). The Committee will continue to monitor the progress of the University on the implementation of the recommendations contained in the External Auditors' report and the various reports from the Internal Auditors.

APPENDIX 4

FINANCE & POLICY COMMITTEE (Minute 37)

A meeting of the Committee was held on 14 November 2016.

Present: Andrew Richmond (Convener)
Ronald Bowie
Principal Professor Sir Pete Downes
Iain Howie
Jane Marshall
Professor Mairi Scott
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).

Apologies: Professor Dame Sue Black and Bernadette Malone

1. MINUTES

Resolved: to approve the minutes of the meeting of 3 October 2016.

2. MATTERS ARISING

Action Log

The Committee received the action log for Committee business. Members noted progress updates where provided.

Resolved: to note the log.

3. MANAGEMENT ACCOUNTS

The Committee received the management accounts for the period to the end of September 2016 (Period 2 Accounts), and the Deputy Director of Finance also tabled the management accounts for the period to the end of October 2016 (Period 3 Accounts). Discussions focussed on the Period 3 Accounts.

In introducing the accounts the Deputy Director highlighted the impact of the application of FRS102 on the figures presented, and in particular drew members' attention to the translation/re-statement of the budget for 2016/17 using the new accounting standard. He also highlighted key adjustments required including those to: pension costs, the reporting of grant funding, and the application of depreciation values, and members noted the likelihood of volatility in future accounts due to FRS102.

Through discussion, the Committee noted that the Period 3 Accounts reported a year to date deficit on continuing operations of £957k (£3,407k ahead of budget). Members also noted that the forecast outturn for the full year, as restated to reflect FRS102, was a deficit of £17,223k (£843k better than budget), and that tuition fee income was £5k ahead of budget (standing at £49,735k) after being updated to reflect the September student intake which was just £111k below the very stretching budget that had been set.

The Deputy Director highlighted the student recruitment related aspects of the budget, which showed improvement relative to performance in 2015/16, and members also noted the reporting of research income for the year to date, cash balances, and capital expenditure.

- Resolved:** (i) to ask the Director of Finance to prepare a revised 3 Year Forecast for the Committee to consider at its next meeting; and
- (ii) to note the accounts.

4. UPDATES

(1) Planning Review Group

The Vice-Principal (Academic Planning and Performance) introduced a report which outlined the Planning and Budgeting Review Group's review of the previous planning and budgeting round, and in particular their consideration of: progress made with regard to improving the transparency of the process, engagement and dialogue with key stakeholders, and governance and scrutiny of the process. The Vice-Principal also highlighted proposals for the creation of a series of diagrams and dashboards to streamline the reporting of data and enable a variety of users to better monitor performance and changes over time, and members noted the proposed content and timings for these reports.

In response to questions the Vice-Principal confirmed that the Planning Team was working closely with the Business Transformation Programme Team to ensure that reporting requirements were aligned with the developing capabilities of associated data systems. Members were pleased to hear that the proposals also included routes by which qualitative information could be captured.

The Committee noted that the proposal and review processes within the planning cycle had been designed in a way which was supportive of the development of further innovation projects and associated opportunities for net income growth and cost savings across teaching and research.

Resolved: to endorse the direction of travel and await further information in due course.

(2) Progress report for Growth and Savings Projects

The Committee received the regular progress update in relation to the growth and savings projects approved by the Court, noting enhancements made to the style and content of the report.

Discussions focussed on progress made in relation to the Biomedical Sciences project, and the corresponding milestones and contingencies reported. Members also noted the negative variance in recruitment to the STEM-X project, and the Schools on-going consideration of mitigating actions in this regard. Turning to the international student market and the University's recruitment projections, members noted that the Principal had recently returned from a visit to China, Hong Kong, Malaysia and Singapore, and that he remained optimistic that international recruitment projections remained realistic.

Resolved: to note the update.

(3) Update report for Research and Teaching Efficiency Projects

The Committee received updates from the Vice-Principal (Research, Knowledge Exchange & Wider Impact) and Vice-Principal (Learning & Teaching) in relation to the research and teaching efficiency projects outlined to the Court at its meeting in June 2016.

The research efficiency project report focussed on issues relating to: research quality; sustainability; the identification and sharing of best practice; and strategies for the development of coordinated responses to interdisciplinary funding opportunities. The Committee noted the benefits of the annual research review in ensuring consistency in standards across the University. Turning to the issue of sustainability, members discussed the fact that the effective structuring of the research environment had the potential to deliver efficiencies which were as financially significant as previously discussed improvements relating to direct overhead cost recovery from funders. The Committee was also pleased to note the robustness of the revised governance process by which grants were approved for progression to the application stage. Members noted the cultural challenges posed by this approach, and that the appropriate Professional Services support to underpin it would be considered by the University Executive Group in due course.

The Vice-Principal (Learning & Teaching) introduced his teaching efficiency report by highlighting efforts to raise the profile of teaching efficiency across the University. He also outlined the importance of the single workload allocation approach agreed at the start of 2016 in enabling the cost of teaching to be more accurately determined, and in turn enabling the University to make better decisions when reviewing new

teaching initiatives and assessing existing provision. The Vice-Principal also highlighted initiatives relating to the efficient administration of teaching, including: timetabling, module credit recognition, attendance monitoring, student placements, management of internships, and the establishment of undergraduate and postgraduate working groups to work collaboratively with School Administrative Leads to agree standard procedures and address operational issues. Members noted the important role of data analysis in achieving further efficiencies, and were pleased to note the level of communication with the Business Transformation Programme team regarding future data and reporting needs. Members were particularly interested in the outlined approach to attendance monitoring and noted that the focus was on early intervention and support for students to support their retention and progression.

Resolved: to note the update.

(4) Business Transformation Update

The Committee received an update from the Director of Business Transformation, along with the minutes from the Business Transformation Programme Steering Group meeting on 27 October 2016. Through discussion members were pleased to note the continued development of reporting mechanisms and tools, and the approach to monitoring progress relative to targets and key milestones. Members also noted the programme for engagement with staff across Schools and Directorates, and the alignment of Human Resources support to ensure appropriate change management expertise was available to the programme.

Resolved: to note the update.

5. **FINANCIAL REVIEW OF THE YEAR ENDED 31 JULY 2016**

The Committee received a copy of the financial review of the year ended 31 July 2016 and considered the data presented focussing on: overall financial results including the balance sheet, tuition fee and research income, staff costs and pensions, benchmarking comparisons with other Scottish Universities, the adoption of FRS102 and SOPR 2015, and a review of 'going concern' for the year ended 31 July 2016.

Resolved: to note the report.

6. **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2016**

The Director of Finance highlighted proposed revisions to the University's accounting policies which were required as a result of the implementation of FRS102, and members endorsed the revised policies.

In presenting the draft Financial Statements for 2015/16, the Director highlighted changes to their format and presentation resulting from the implementation of FRS102. Members noted that the Financial Statements and management letter from the external auditors would be considered by the Audit Committee at its meeting on 28 November 2016.

Under the FRS102 reporting standards, the reported operating deficit before other gains was £5.6m, representing an improvement from 2014/15 where the (re-stated) deficit was £6.3m. The University's cash position remained favourable, with cash balances for the year increasing by £14.1m to stand at £35.3m. Total income declined by £16.7m compared to the previous year, with income from the Scottish Funding Council decreasing by £3.5m and income from research and contracts falling by £5.4m. Excluding capital grants, income increased by £1.7m, with income from tuition fees and education having grown steadily at a compound rate of 5.8% p.a. over the last five years. Research income in 2015/16 declined by 6.9% (£5.4m) in 2015/16 compared to 2014/15, but the 2014/15 figures included significant capital grants together with the receipt of £10.3m Research and Development Expenditure Credits. Total expenditure decreased by £17.4m to stand at £244.7m, with staff costs representing the largest category of costs at £138.5m (a decrease of £14.8m from the previous year). Other operating expenses decreased by £1.5m from £87.5m to £86m.

Members also noted that the surplus target would be reviewed as part of the review of the University strategy to ensure that it remained appropriate given the changing financial environment and the effects of FRS102.

Resolved: for its part, to recommend that the Court approve the accounts for the year ended 31 July 2016, and to commend the finance team responsible for the production of the accounts.

7. DUNDEE STUDENTS' ASSOCIATION- ACCOUNTS 2015/16

The Committee received a summary report of the Dundee University Students' Association (DUSA) accounts for 2015/16. Members noted the operating deficit of £2k relative to a budgeted deficit of £1k and a surplus of £105k in the previous year, the downturn largely being attributed to a 6.8% decrease in trading turnover.

Turning to the current year, the DUSA President highlighted a recovery in retail trading in the first few months, and members noted that the current forecasts were for a surplus of £40k relative to a breakeven budget.

Resolved: to note the report.

8. UNIVERSITY STRATEGY TO 2017: FINANCE KPI REPORT

The Committee considered a performance indicator report relating to the Financial Sustainability enabling strategy. The report summarised progress over time against targets and benchmarked comparator institutions for each of the nine performance indicators as follows: Percentage Operating Surplus, Deviation of cash forecasts from actual year-end outturn, Deviation of forecasts of financial surplus from actual year-end outturn, Income per Academic, Professional Services Costs as a percentage of total income, Net Current Assets/Liabilities, Bank Facilities Available in the Medium Term, and TRAC Surplus/Deficit.

The Committee noted that benchmarking data were not yet available for 2015/16, and that comparisons were therefore with 2014/15 figures. Members also noted the impact of FRS102 on the reported values, and the Director highlighted where the 2014/15 values had been restated to enable comparison to 2015/16 data.

Resolved: to note the report.

9. CAMPUS SERVICES

The Director of Estates & Campus Services introduced his report to the Committee. In doing so he drew attention to the annual report on energy consumption, and members noted that while the overall reduction was 0.6% relative to a target of 2%, this was largely due to the additional energy requirements of the new Discovery Centre, and that an underlying reduction in consumption of 3.8% had been achieved across the rest of the estate. Members also noted a range of energy saving initiatives being actively pursued/considered.

Discussions focussed on considerations relating to the life-span of the University's Combined Heat and Power (CHP) engines and the associated pipework for the District Heating System, and the Director undertook to keep members informed of a potential infrastructure project which was being explored at the time of the meeting.

The Director also provided an update on capital development projects. Members noted that the projects approved at Court on 24 October 2016 were in the early stages of development, and that further updates would be provided in due course.

Resolved: to note the report.

10. USE OF DELEGATED AUTHORITY

The Committee noted that there had been no instances of the use of delegated authority to report since the last meeting of the Committee.

Resolved: to note the update.

11. BRANDING

The Committee noted that the University Executive Group had approved the new University branding and logo as presented to the Court at its meeting on 24 October 2016.

Resolved: to note the approval of the logo by the University Executive Group.

12. ANY OTHER BUSINESS: DISCOVERY CENTRE LEVEL 3 REFURBISHMENT PROPOSAL

The University Secretary informed members of the recent submission of an application by the School of Life Sciences to Innovate UK for capital funding to part-fund the refurbishment of level three of the Discovery Centre for anti-microbial and drug resistance-based research. Noting the short timeframes and values associated with the

grant call, members heard that the University Executive Group would consider a proposal in the near future, and that should the UEG be supportive the Convener would be consulted on how the Committee might formally consider a proposal prior to the meeting of the Court on 12 December.

Resolved: to note the update and await further information in due course as appropriate.

13. **DATE OF NEXT MEETING**

The Committee noted the next meeting of the Finance & Policy Committee was scheduled for 23 January 2017.

Resolved: to note the date.

APPENDIX 4
AUDIT COMMITTEE
(Minute 37(2))

A meeting of the Committee was held on 28 November 2016.

<u>Present:</u>	Jo Elliot (Convener); Richard Bint; Dr William Boyd; Neil Menzies; Sandra Morrison-Low; Allan Murray																																
<u>In Attendance:</u>	<table> <tr> <td>Andrew Richmond</td> <td>Chair, Finance and Policy Committee;</td> </tr> <tr> <td>Professor Sir Pete Downes</td> <td>University Principal;</td> </tr> <tr> <td>Dr Jim McGeorge</td> <td>University Secretary;</td> </tr> <tr> <td>Wendy Alexander</td> <td>Vice-Principal (International);</td> </tr> <tr> <td>Professor Tim Newman</td> <td>Vice-Principal (Research, Knowledge Exchange and Wider Impact) (item 4);</td> </tr> <tr> <td>Dr Neale Laker</td> <td>Director of Academic and Corporate Governance;</td> </tr> <tr> <td>Andrew Hewett</td> <td>Director of Finance;</td> </tr> <tr> <td>Pamela Milne</td> <td>Director of Human Resources and Organisational Development (item 9 (2));</td> </tr> <tr> <td>Umran Sarwar</td> <td>Director of Legal (item 14);</td> </tr> <tr> <td>Kevin Mallett</td> <td>Deputy Director of Finance;</td> </tr> <tr> <td>Chris Brown</td> <td>(Scott-Moncrieff);</td> </tr> <tr> <td>Michael Smith</td> <td>(Scott-Moncrieff);</td> </tr> <tr> <td>Keith MacPherson</td> <td>(Ernst & Young (Item 6(2) onward);</td> </tr> <tr> <td>Stephen Reid</td> <td>(Ernst & Young (Item 6(2) onward);</td> </tr> <tr> <td>Dr Liz Rogers</td> <td>(Assistant Policy Officer (Risk and Audit);</td> </tr> <tr> <td>Christina Fuehrer</td> <td>Ambitious Futures Graduate Trainee</td> </tr> </table>	Andrew Richmond	Chair, Finance and Policy Committee;	Professor Sir Pete Downes	University Principal;	Dr Jim McGeorge	University Secretary;	Wendy Alexander	Vice-Principal (International);	Professor Tim Newman	Vice-Principal (Research, Knowledge Exchange and Wider Impact) (item 4);	Dr Neale Laker	Director of Academic and Corporate Governance;	Andrew Hewett	Director of Finance;	Pamela Milne	Director of Human Resources and Organisational Development (item 9 (2));	Umran Sarwar	Director of Legal (item 14);	Kevin Mallett	Deputy Director of Finance;	Chris Brown	(Scott-Moncrieff);	Michael Smith	(Scott-Moncrieff);	Keith MacPherson	(Ernst & Young (Item 6(2) onward);	Stephen Reid	(Ernst & Young (Item 6(2) onward);	Dr Liz Rogers	(Assistant Policy Officer (Risk and Audit);	Christina Fuehrer	Ambitious Futures Graduate Trainee
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Christina Fuehrer	Ambitious Futures Graduate Trainee																																
<u>Apologies:</u>	None.																																

1. **MINUTES**

- Resolved:**
- (i) to note that in minute 6(3) of the meeting of 20 September 2016 on the issue of outstanding audit recommendations it should be made clear that in addition to the numbers provided, a further 11 recommendations were not yet due for completion;
 - (ii) to note that in minute 7(2) on the issue of business transformation the first sentence of the second paragraph should read: 'The Committee sought assurance that the objectives for the plan and the measurements of these were in the hands of the Business Transformation Steering Group.'; and
 - (iii) otherwise to approve the minutes from the meeting of 20 September 2016.

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. **RESEARCH**

(1) Research Management: Internal Audit Recommendations

The Vice-Principal (Research, Knowledge Exchange and Wider Impact) provided an update on actions in relation the governance of research at the University. The Committee learnt about the

implementation of the Annual Research Reviews noting the significant benefits that would accrue, such as the consistent measurement and assessment of research performance and quality to ensure research excellence across all nine Schools.

Resolved: to note the update.

(2) Institutional Risk Register: Risk 2 (failure to ensure sustainable levels of high quality research)

Discussion focussed on Research Efficiency and TRAC analysis with questions about the volume of research carried out across the institution. The Committee noted that achieving just a 90% fEC recovery rate for all research funding across Schools would mean that any remaining TRAC deficit would effectively be covered by the surplus in relation to teaching activity. It was observed, however, that being too rigorous in pushing a high fEC recovery rate could risk the University missing opportunities, particularly those where research may reap reputational benefits for the institution.

Resolved: to note the update.

4. **RISK MANAGEMENT**

(1) Risk Management and the Institutional Risk Register

The Committee undertook detailed discussion and review of the following risks:

- 3: Failure to significantly increase unregulated fee income
- 7: Loss of prestige for student experience
- 9: Inability to meet the terms of the University's Outcome Agreement with the Funding Council (SFC)
- 10: Failure to maximise income from new initiatives, collaborations and international partnerships

Through discussion members indicated the importance of the University's position in international league tables and how this would impact on risks 3, 7 and 10. Members also explored a number of other factors relevant to addressing risk 7, such as recruiting students from MD20 backgrounds and work on student retention.

The Committee stated that it was content with the revised risk levels and that adequate controls were in place.

Resolved: to note the update.

(2) Institutional Risk Register

The Committee considered the revised Institutional Risk Register from the Director of Academic & Corporate Governance. Members undertook to provide additional comments and suggestions to the Director, including any additional areas of risk and comments relating to tolerance of individual residual risks. The Committee recommended that cybersecurity and data protection should be included on the Risk Register as both are strategic as well as compliance/operational risks.

Resolved: to include cybersecurity and data protection on the Institutional Risk Register.

5. **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, Directors of Academic & Corporate Governance and Finance and the 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.

6. **FINANCIAL STATEMENTS FOR YEAR ENDED JULY 2016**(1) Review Financial Year and of Going Concern

The Director of Finance presented a financial review of the year ended 31 July 2016. The Committee noted the changes in presentation as a result of the introduction of the new Financial Reporting Standard (FRS) 102. The Committee carefully considered the data presented in each of the following categories: overall financial results, TRAC, tuition fee income, research income, staff costs and pensions, comparative data with benchmarked Universities, the balance sheet and cash flow. Discussion focussed on the risks presented by the worsening pension deficit.

[Secretary's note: The Director of Academic & Corporate Governance, in his capacity as a Trustee of the University of Dundee Superannuation & Life Assurance Scheme (UoDSS), declared an interest in the item and excused himself from the room during discussions].

It was noted that the Pensions Sub-Group was looking into the risks associated with both the Universities Superannuation Scheme (USS) as well as the UoDSS and that a review of possible future options was ongoing.

The Committee also considered the basis for the University being considered a 'going concern' and having noted a range of factors including levels of cash balances, agreed to support the conclusion that the University should be considered a going concern.

Resolved: for its part, to advise the Court that the University should be considered a going concern.

(2) External Auditors Report to those charged with Governance

The external auditors (Ernst & Young) presented their report to the Committee, advising that some audit work remained outstanding, due to slippage in the University's preparation of the financial accounts for subsidiary companies linked to a staffing issue. The Director of Finance assured the Committee that this would not be an issue in the future. It was noted that there had been no amendments to the scope of the External Audit, as set out in the original audit plan reviewed by the Committee at a previous meeting. The external auditors stated that they were content with the evidence that supported the re-statement of the University's accounts under FRS 102.

Financial sustainability had been a significant area of focus for the External Auditors. They stated that, despite a weak balance sheet the University had a strong cash position and an undrawn debt facility, giving sufficient resources to enable the University to meet its obligations and be treated as a going concern. However, it was noted that careful consideration of emerging risks would be required to ensure they could be adequately managed and opportunities realised into the future.

It was noted that the income growth targets were ambitious and posed significant risks in the context of, for instance, Brexit and issues of immigration policy, which could have a negative impact on international student recruitment.

There was discussion on Dundee Student Villages Ltd and the status of this as an associate. The Director of Finance agreed to circulate copies of the company's accounts to members.

[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 these discussions].

The Committee also noted the draft letter of representation.

Resolved:

- (i) to ask the Director of Finance to circulate Dundee Student Villages Ltd's accounts in due course; and
- (ii) to approve the letter of representation for signature by the Chair of Court.

(3) Draft financial Statements and Accountancy Policies

The Committee discussed the draft statements for the period to 31 July 2016 and made suggestions for amendment. The Director of Finance highlighted changes to the format and presentation of the

statements resulting from an integrated reporting approach and from revisions to accounting policies through the implementation of FRS 102.

Resolved: having received the report of the external auditors and considered the points made therein, to recommend that Court approve: The revised accounting policy; and the Annual Report and Financial Statements.

7. FINANCIAL STATEMENTS OF SUBSIDIARY AND ASSOCIATED COMPANIES

The Director of Finance provided the Committee with the accounts of the following subsidiary companies for the year ended July 2016, including income and expenditure and balance sheets:

- (1) Dundee University Incubator Ltd
- (2) Dundee University Project Management Ltd
- (3) Dundee University Utility Support Company Ltd
- (4) University of Dundee Nursery

The Committee questioned to what degree the risk of reputational damage to the University from subsidiary activity was reviewed and how often Court reviewed the membership of subsidiaries' boards. It was agreed that this issue might be reviewed by the Governance & Nominations Committee at its next meeting.

Resolved: to note the subsidiary and associate accounts.

8. INTERNAL AUDIT

(1) Fraud Follow-Up

The Internal Auditors provided the Committee with their findings from a review they undertook on the controls in place to prevent fraud. The Internal Auditors had provided the University with a checklist of key controls and, through their audit work, found that expected controls were in place.

Resolved: to note the update.

(2) Workforce Planning

The Committee reviewed the recently completed audit report on workforce planning, welcoming the new format of the report. The report contained three grade 2 recommendations; one operational and two relating to design. The Director of Human Resources and Organisational Development responded to the report's findings and updated the Committee on initiatives in Human Resources to ensure that the University was working towards meeting the objectives set out in its Athena SWAN action plan. The Committee also learnt about work ongoing relating to staff retention, such as exit surveys to ascertain why staff had left the University, although the Committee noted that staff turnover at the University remained relatively low. There was recognition that staff morale was low in some areas, often associated with recent savings exercises but that the University was committed to addressing this.

Resolved: to note the report.

(3) Internal Audit Plan Progress Report

The Internal Auditors provided the Committee with a report summarising the audit activity during the year to date. The Internal Auditors stated that work for the review on 'operational readiness' for Business Transformation had been rescheduled as previously approved by the Committee, and Members noted that the report from this review would be presented to Audit Committee on 28 February 2017 as planned. The scope of the review on financial systems was discussed, and the Internal Auditors would liaise with the Director of Finance to finalise it.

Resolved: to note the update.

9. COMMITTEE REPORTS

The Committee considered the minutes from the meeting of the Health, Safety & Welfare Committee on 6 September 2016, noting the outstanding action relating to mandatory training.

Resolved: to note the update.

10. **BUSINESS TRANSFORMATION UPDATE**

The Committee noted that the minutes from the meeting of the Business Transformation Steering Group on 27 October 2016 had been circulated via email on 9 November 2016 as proposed at the meeting of Audit Committee on 20 September 2016. In response to questions, the Secretary confirmed that the objectives for the programme and ability to measure progress their achievement were covered by the contract with TechnologyOne and the business plan and that monitoring of delivery against plan was a key responsibility of the Steering Group. There was discussion about the degree to which individuals would be able to influence the design of the new system, but the University Secretary informed members that design changes would only be possible with approval from a design authority reporting to the Steering Group.

Resolved: to note the update.

11. **RESERVED BUSINESS: SUMMARY OF INVESTIGATION INTO INCIDENT OF RESEARCH MISCONDUCT**

The Committee was informed of the outcome of the investigation into research misconduct that had been reported to the previous meeting. Discussion focussed on the lessons learned as a result of the investigation and members were pleased to note exploration of the controls in place. The Committee was reassured to hear that the University had responded rigorously and that a range of new initiatives to prevent further incidents of this kind were being developed at the time of the meeting. The Committee stressed the importance of the Whistleblowing Policy in this scenario and noted that ways of further supporting individuals who make complaints under this policy would be explored.

Resolved: to note the update.

12. **EU AUDIT**

The University Secretary provided the Committee with an update on the EU investigation.

Resolved: to note the update.

13. **RESERVED BUSINESS: INCIDENT OF FRAUD**

The Director of Finance informed the Committee of an incident of fraud in the School of Life Sciences for which investigations are ongoing and work to reinforce good procurement practice was under way.

Resolved: to note the update.

14. **LEGAL MATTERS**

The Director of Legal attended the meeting to discuss what members would like to see in terms of future reports on legal issues. It was agreed that the Committee would continue to receive legal case information, but this would be supplemented by updates on the management and control of overarching legal risks.

Resolved: to note the update.

15. **ANNUAL REPORT OF THE AUDIT COMMITTEE**

The Committee considered a draft of its annual report to Court. It was noted that this document would also be submitted to the Scottish Funding Council.

Resolved: to approve the report, subject to a minor amendment, for submission to the Court and the Scottish Funding Council.

16. **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 officers were pleased with the first year of the external audit with Ernst & Young and that the relationship with the internal auditors continued to be positive.

17. **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. The Internal and External Auditors both indicated that the relationship with the University continued to be positive and no issues were raised.

18. **DATE OF NEXT MEETING**

Resolved: the next meeting would be held on Tuesday 28 February 2017.

APPENDIX 6

GOVERNANCE & NOMINATIONS COMMITTEE (Minute 37(3))

Present: Ronald Bowie (Convener)
Janice Aitken
Richard Bint
Bernadette Malone
Jane Marshall
Sean O'Connor
Professor Mairi Scott

In Attendance: 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 Wider Impact)).

Apologies: Principal Professor Sir Pete Downes

A meeting of the Committee was held on Monday 14 November 2016. The meeting was preceded by a training session led by Dr Lesley McLellan (Director of Quality & Academic Standards) which outlined the University's quality framework and mechanisms for approval, oversight and reporting in relation to academic quality.

1. MINUTES

Resolved: to approve the minutes of the meeting of 3 October 2016.

2. MATTERS ARISING

(1) Action Log (Minute 2)

The Committee received the action log for Committee business and noted progress updates where provided.

Resolved: to note the log.

(2) The Governance of Quality (Minute 5)

Noting the presentation from the Director of Quality & Academic Standards prior to the meeting, and the introduction of an annual report to the May meeting of the Committee, members felt that the Governance & Nominations Committee would be in a position to provide the Court with the necessary confidence that the University was discharging its responsibilities in relation to academic quality assurance on an annual basis aligned to the University's submission of its annual report to the SFC.

Resolved: to propose that the Governance & Nominations Committee undertake to report to Court on its level of confidence in arrangements relating to academic quality assurance following the report to the May meeting of the Committee from the Director of Quality and Academic Standards.

(3) Court members and the Higher Education Governance (Scotland) Act 2016 (Minute 6)

The Director of Academic & Corporate Governance updated members on discussions with the Privy Council and Scottish Government advisers in relation to the changes to the Charter and Statutes approved by the Court at its meeting on 24 October 2016. Members noted that the Director expected to meet informally with the Scottish Government advisers before Christmas to discuss any questions that they may have in relation to the proposals prior to their formal submission, and that both the Privy Council and Scottish Government advisers were aware that the proposed changes remained subject to ratification by the Court at its meeting in December.

Resolved: to note the update.

(4) Consideration of Renewal of Membership (Minute 9)

Members noted that discussions were on-going with lay members of the Court and the Audit Committee whose terms of office would expire during the 2016/17 academic year, and that the Convener would update the Committee at its meeting on 23 January 2017 regarding their interest in continuing to serve in their current capacities.

Resolved: to note that the Convener would update the Committee at its meeting on 23 January 2017.

3. **CONVENER'S UPDATE**

The Convener updated the Committee on themes emerging from his regular discussions with Court members, and in particular highlighted conversations he had had with senior officers regarding comments and suggestions from members in relation to the presentation of information to the Court. The Convener also informed members of his support for the UUK letter to the UK Government in relation to international student recruitment.

Resolved: to note the update.

4. **SECTOR UPDATE**

The Director of Academic & Corporate Governance and University Secretary updated members on sectoral matters relating to the governance of Higher Education Institutions (HEIs). Discussions focussed on the recent publication of the Phase 1 report of the Scottish Government's [Enterprise & Skills Review](#), and in particular its implications for the Scottish Funding Council and the relationship between HEIs and the Scottish Government. Members noted the response from Universities Scotland, and highlighted both the risks and opportunities presented by the proposals, as well as the need to ensure that the University Executive Group and members of Court were proactive in their discussions with their networks and contacts in relation to this matter.

Resolved: to note the update.

5. **REVISIONS TO STATUTE 16**

The Director of Academic & Corporate Governance introduced a paper which outlined proposed changes to Statute 16. Members noted that the majority of the changes had been previously approved by the Court in 2011, but had not been submitted to the Privy Council for approval due to the timing of the Review of Higher Education Governance, the development of the Scottish Code of Good HE Governance, and more recently the development of the Higher Education Governance (Scotland) Act (HEG(S)A). The Director highlighted the revisions that had been made to the 2011 document associated with the requirements of the HEG(S)A, and outlined discussions with the People & Organisational Development Committee and the unions in relation to the new version. Members were supportive of the proposals, and noted that the Director expected to be in a position to submit the proposals to the Court for approval at its meeting on 12 December 2016, with a view to including these changes in the proposals currently being progressed with the Scottish Government Advisors and Privy Council.

Resolved: to endorse to the Court proposed changes to Statute 16 (annex a).

6. **STATEMENT OF PRIMARY RESPONSIBILITIES**

The Committee considered a paper from the Director of Academic & Corporate Governance which mapped ways in which the Court could demonstrate how it exercises its responsibilities as defined by the [Statement of Primary Responsibilities](#). Discussions focussed on areas where the Director had sought further input from the Committee and members made a number of suggestions, in particular in relation to: ensuring the Court's responsiveness to the community and funding bodies; promotion of the University and its activities; monitoring of qualitative aspects of performance; updates to the schedule of delegation; and engagement with stakeholders.

Resolved: (i) to update the mapping document for consideration by the Court and inclusion in the Court Handbook; and

(ii) to suggest that the mapping document next be reviewed at the time of the quinquennial review of the effectiveness of the Court.

7. FINANCIAL STATEMENTS: CORPORATE GOVERNANCE STATEMENT

The Committee received a revised copy of the Corporate Governance Statement for inclusion in the 2015/16 Financial Statements. Members made a small number of suggestions for enhancement of the current report, and for potential inclusion in future reports. In response to questions the Director of Academic & Corporate Governance confirmed that, in his view, the report conformed to the applicable elements of the UK Corporate Governance Code, and that a paper considering compliance with the Code was scheduled for consideration by the Committee at its meeting on 23 January 2016.

Resolved: to endorse the Corporate Governance Statement to Court, subject to minor amendment.

8. ARRANGEMENTS FOR THE REMUNERATION COMMITTEE SENIOR OFFICERS' REPORT

The Committee received a paper outlining the proposed format for the annual Senior Officers' Remuneration Report. Members suggested a number of minor amendments and clarifications to the proposed table and noted that the full report would be considered by the Remuneration Committee at its meeting on 21 November 2016, and by the Court on 12 December 2016.

Resolved: to ask officers to provide feedback to the Director of Human Resources & Organisational Development.

9. EQUALITY AND DIVERSITY

The Committee reviewed the Court's [Statement on Diversity](#) and, noting comments from the People & Organisational Development Committee, recommended a number of amendments. In particular, the Committee agreed that the statement should include a timeframe for fulfilling the Court's commitment to achieving a minimum representation of either gender amongst its lay appointments of 40%. Following consideration of the timing of lay vacancies arising on the Court, members recommended that the deadline should be set at 1 August July 2018. Members also highlighted the importance of information in relation to other protected characteristics for Court members being made available to appointing panels. The Committee asked that the wording of the Statement be refined ahead of its submission to the Court.

The University Secretary highlighted to members the current reporting requirements for the University in relation to the protected characteristics of its governing body, along with recent proposals from the Scottish Government to collect this information directly from members of governing bodies in the near future as a result of amendments to the specific duties of the Equality Act.

The Committee highlighted the importance of addressing the University's approach to gender pay gap issues in the development of the new 5 year strategic plan and, in particular of ongoing work to increase the proportion of female professorial staff.

Resolved: to endorse to the Court the publication of the Statement on the Court website.

10. STANDING ORDERS

The Committee considered proposed new Standing Orders for Court following their revision by the Director of Academic & Corporate Governance. Following discussion of the Orders relating to members of Court requiring professional advice (Orders 7(1) and 7(2)), members suggested that the financial limit should be increased from £1,000 to £5,000.

Resolved: to endorse to the Court the revised Standing Orders (annex b).

11. AHSP BOARD MEMBERSHIP

The University Secretary advised the Committee that there was a requirement to identify a member of the Court to serve on the board of the Academic Health Science Partnership in Tayside (AHSP). Following discussion of the role and the function of the board, members identified a member to be approached in this regard.

Resolved: that officers approach the member concerned to identify their willingness to serve as the Court member of the AHSP Board.

[Secretary's note: Karen Reid subsequently confirmed that she would be interested and able to serve as the Court member of the AHSP Board].

12. **UNIVERSITY OF DUNDEE SUPERANNUATION SCHEME PENSION TRUSTEE**

The Committee heard that a vacancy would arise for an employer-nominated trustee of the University of Dundee Pension Trustees as a result of the upcoming retirement of Graham McKee at the end of the year. The Committee noted that an individual had been identified who was considered to be suitable for the role and who was interested in serving in this capacity, and members asked that their CV be circulated by email for consideration and, if appropriate, endorsement.

Resolved: to ask the Director of Academic & Corporate Governance to circulate the CV for consideration.

[Secretary's note: The Committee subsequently endorsed by email correspondence the recommendation to Court that Lesley Sinclair be asked to serve as an employer-nominated trustee on the UoDSS].

Statute 16 - Staff of the University

- (1) This Statute and any Ordinance, policy or procedure adopted under paragraphs (2) and (3) shall in every case be construed to give effect to the following guiding principles, that is to say
 - (a) to avoid unlawful discrimination and promote equality of opportunity, dignity at work and good relations within the University;
 - (b) to ensure the academic freedom of any member of staff who is engaged in teaching, the provision of learning or research. Academic freedom is taken to be the freedom to hold and express opinions, question and test established ideas or received wisdom, develop and advance new ideas or innovative proposals, and present controversial or unpopular points of view, without placing oneself in jeopardy of losing one's job or privileges, provided always that such freedom is exercised lawfully and respects the academic freedom of others;
 - (c) to enable the University to provide education, promote learning and engage in research efficiently and economically; and
 - (d) to apply the principles of justice and fairness.
- (2) The Court shall, following consultation with the Senatus, approve and maintain in Ordinance the procedures which apply to any member of staff engaged in teaching, the provision of learning or research who believes their freedom, as defined in sub-paragraph (1b) above, has been adversely affected.
- (3) In relation to the University's staff, the Court shall approve and maintain policies and procedures for:
 - (a) the handling of disciplinary cases and appeals against disciplinary action;
 - (b) the handling of grievances raised by members of staff and appeals against the outcome of grievance proceedings;
 - (c) the avoidance of redundancy; and
 - (d) the dismissal of members of staff, whether by virtue of redundancy, unsatisfactory performance, capability, misconduct, ill health or medical incapacity, and appeals against such dismissals.
- (4) In approving Ordinances, policies and procedures under paragraphs (2) and (3), the University Court shall:
 - (a) undertake to consult with the recognised Trade Unions with a view to reaching agreement with them;
 - (b) ensure that such policies and procedures are at all times compliant with any requirement contained in employment legislation which is in force at the time. In the event that any such policy or procedure is not so compliant, the relevant employment legislation shall prevail;
 - (c) ensure that such policies and procedures shall provide the right to a panel hearing of two or more persons at the final appeal;
 - (d) ensure that any panel convened to hear a case brought by or against a member of staff engaged in teaching, the provision of learning or research shall include amongst its members another such member of staff not connected with the case brought;
 - (e) oversee all cases of dismissal on the ground of redundancy of a person who is engaged in teaching or the provision of research or learning;
 - (f) ensure that panels taking decisions on dismissals on medical grounds have available to them appropriate expert medical advice;
 - (g) ensure that appeals against dismissal from a member of staff engaged in teaching, the provision of learning or research are heard by a panel that includes a lay member of the University Court as Convener.

- (5) In any case of conflict, the provisions of this Statute along with the provisions of any Ordinance, Regulation, Policy or Procedure made under this Statute shall prevail over those of any other Statute and over those of any other Ordinance, Regulation, Policy or Procedure.
- (6) Notwithstanding paragraph (5) above, any Ordinance, policy or procedure adopted under this Statute shall not be repugnant to the general aims of this or other Statutes or of the Charter.

Standing Orders

(Note: These Standing Orders are derived in part from the provisions of Statute 9 – The Court.)

1. Composition of the Court

The composition of the Court, the period of office of its members, the manner of election of elected members and the procedure for filling casual vacancies are all set out in detail in paragraphs (1) and (2) of Statute 9 as well as in Ordinances 18, 20 and 45. Under the requirements of the Higher Education Governance (Scotland) Act 2016, changes to all of these instruments alongside the introduction of new instruments are currently being proposed. Under these proposals Ordinance 45 (Election of Member of Court by the Non-Teaching Staff) will be revoked and a new Ordinance 66 will deal with the nomination of trade union and students' association members on Court.

2. Chairperson

- (1) The Chairperson of Court is appointed under arrangements set down in Statute 9. The appointment process of the senior lay member of Scottish university governing bodies (that is the Chairperson for the purposes of the University of Dundee) is a process now defined in the Higher Education Governance (Scotland) Act 2016. Proposed amendments to Statute 9 and the introduction of a new Ordinance 65 (Appointment of the Chairperson of Court) will adopt these requirements of the Act.
- (2) The Chairperson presides over all meetings of the Court except when the performance of the Chairperson or the appointment of a successor Chairperson are being discussed, in which case the Deputy Chairperson will preside.
- (3) In the absence of the Chairperson from any meeting, the Deputy Chairperson will preside. If both are absent, the Court will elect from its lay members someone to preside for that meeting.

3. Dismissal of Chairperson or any Member of Court

Following due investigation, the Court has the power to remove the Chairperson or any other member 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. The arrangements for this process are set out in Statute 9. The Higher Education Governance (Scotland) Act 2016 (the 'Act') sets out more clearly defined arrangements which proposed amendments to Statute 9 will adopt. In the meantime, if any member believes that there is a prima facie case for consideration, that member should raise the issue with the University Secretary who will make a recommendation to Court for investigation of the case for dismissal/removal from office.

4. Business

- (1) The powers and functions of the Court are set out in detail in paragraph (6) of Statute 9.
- (2) All matters and papers for the attention of the Court shall be submitted to the Clerk to Court who, in consultation as appropriate with the Secretary, the Principal, the Chairperson and the Director of Academic & Corporate Governance, will draw up and distribute the agenda and supporting papers for each meeting of the Court.
- (3) All papers and reports for the attention of Court shall be accompanied by a cover sheet setting out a brief summary as well as information relating to the importance and provenance of the paper.
- (4) All actions resulting from the decisions of the Court shall be maintained in a log to be provided to Court at each meeting.

5. Schedule of Meetings

- (1) There shall normally be not less than five meetings of the Court in each academic session. A schedule of meeting dates for each academic session shall be approved by the Court and published by no later than the penultimate meeting in the preceding academic session. This schedule shall also include meeting dates in semester 1 of the following session.

- (2) Additional meetings outside the published schedule of meetings may be summoned upon notice being given in writing to each member of Court not less than seven days before the date of such a meeting.
- (3) Agenda and supporting papers for each meeting of the Court shall be distributed to members and made available electronically normally not less than six days before the date of the meeting.

6. **Conduct of Meetings**

- (1) Members of the Court shall be required to disclose any pecuniary or other material interest they may have in any matter which is to be discussed at a meeting of the Court. Such interest should normally be intimated at the beginning of a meeting, or during the course of a meeting if it becomes appropriate to do so.
- (2) 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. Notice of the adjourned meeting shall be given in writing to each member of the Court not less than seven days before the date of such meeting.
- (3) The Chairperson shall have discretion to invite any person to attend for either the whole or part of any meeting of the Court in order to give evidence or take part in discussion. Persons so invited will not be accorded voting rights.
- (4) The Chairperson shall have discretion to require any member or person attending to absent themselves from any part of the meeting in the event that that person may have a conflict of interest or may be the subject of discussion. The Chairperson shall have discretion to exclude non-Court members from the meeting, provided that the Secretary and the Clerk to Court shall normally remain unless either is the subject of the discussion.
- (5) Voting on any issue, if necessary, shall normally be by a simple majority on a show of hands. Only members of Court may vote, i.e. to the exclusion of officers of the University who attend meetings. The Court may determine at its discretion to use a more elaborate or secret voting procedure in particular circumstances.
- (6) The person presiding over any meeting of the Court shall have a deliberative vote and also a casting vote in case of equality.

7. **Professional Advice**

- (1) From time to time, Court, either for itself or as a result of concerns raised by individual members, may wish to seek professional external advice to assist it in carrying out its primary responsibilities. When this happens, a request should be made to the Secretary, and the Secretary will channel such requests appropriately to obtain the relevant advice on behalf of the Court. This is also the procedure if, having obtained advice, additional advice from a second source is felt desirable or useful.
- (2) Very rarely, individual Court members may feel conflicted or constrained in being able to carry out fully their duties on Court and may, as a result, feel they need to seek personal professional advice relating to the circumstances of their membership and their abilities to fulfil the role. A Court member finding themselves in such a situation should, in the first instance, discuss their concerns with one of the Chairperson of Court, the Deputy Chairperson of Court or the University Secretary. Court members in this situation who, following such a discussion, still feel that professional advice is personally required, may seek advice, and the University agrees to meet the cost of that advice up to a limit of £5,000. This limit may subsequently be extended if deemed appropriate by the Court.

8. **Minutes**

- (1) The production of Minutes of meetings of the Court shall be the responsibility of the Director of Academic & Corporate Governance. The Minutes of each meeting shall be approved by the Court at its subsequent meeting.
- (2) The Minutes of the meetings of the Court shall be made publicly available as soon as a draft has been approved by the Chairperson for submission to Court.

APPENDIX 7**WELFARE AND ETHICAL USE OF ANIMALS COMMITTEE
(Minute 41)**

A meeting of the Committee was held on 5 October 2016.

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

In attendance: The secretary to the DBS, one observer and one animal care technician.

1. MINUTES OF LAST MEETING

The minutes of the meeting held on 29th June 2016 were approved.

2. MATTERS ARISING**(1) External Review of the Resource Units**

The DBS and UVS are formulating a plan for the maintenance of the necessary microbiological barriers around each resource unit. The outcomes of the external review will inform this plan.

Resolved: the plan, incorporating the outcomes, of the external review to be considered at the next meeting of the Committee.

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

The DBS reported that he had written to all the relevant research groups.

Resolved: the DBS to remind all the relevant research groups of their legal and ethical obligations, in the spring of every year.

3. NEW CONVENOR OF THE COMMITTEE

The Convenor reported that a successor had been found and, subject to the necessary approval by Court, will take office in early 2017.

4. ENVIRONMENTAL CONDITIONS

The Convenor noted that a recent retrospective review had highlighted the sensitivity of the research project to the environmental conditions in the resource unit concerned. The UVS also noted other projects that appeared to be sensitive to the microbiological background, in the same facility. These issues will have to be addressed in the plan being prepared by the DBS and UVS.

5. APPLICATION FOR A PROJECT LICENCE

A senior scientist summarised a preliminary review of the application carried out by himself and another scientist. The application was discussed in private before the applicant was admitted to the meeting. He gave a short oral presentation and then answered questions about his proposal.

Resolved: to approve the application, subject to a number of changes being made to the satisfaction of the UVS and DBS.

6. HOME OFFICE LOW-LEVEL CONCERNS

The Committee discussed the summary previously prepared and presented by the UVS. There was agreement that informal use of a checklist of harms and benefits could help in the documentation of the thorough review of project applications.

Numbers of Animals Bred and Used

The Committee considered a further analysis by the DBS of the variation in the proportion of genetically altered animals bred (but not used further for scientific purposes) between the relevant project licences. It was considered that, in the simplest of breeding strategies, it might be possible to use about 40% of the animals for a scientific purpose, with the others likely to have uninformative genotypes. While more complex breeding programmes would necessarily be able to use only a smaller number, every relevant research group should be asked to consider its own breeding programme and the reasons why this proportion is or is not being achieved.

Resolved: the DBS to write to all holders of relevant project licences, informing them of their own ratio between the use of animals for breeding only and for a scientific purpose, and inviting them to consider what factors have led to this being different from the “simplest case” figure of 40%. The DBS to report the results to the next meeting of the Committee.

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

Standing agenda item. The UVS reported that she had dealt with a number of issues since her last report:

- Skin problems in C57BL/6 mice. These are a problem with this strain in all the breeding units and are very common in facilities elsewhere. The uses of nail-clipping and/or an emollient cream were often, but not always, highly effective;
- Eye problems in hairless mice. These also appeared to be related to itchy skin and the tendency in this strain of over-grown nails. A trial of providing sterile stones to help with nail wear was showing some promising results.
- Hip dysplasia had been observed in one mouse line. Checks were ongoing as to whether this was due to (further) in-breeding or was associated with the genetic alteration itself.
- The Home Office inspector had issued compliance advice on the use of re-suturing. The inspector was happy with the steps that had already been taken to resolve the problem and with the very much improved communication between the research group and the resource unit staff.
- There were still “near-misses” occurring in the over-interpretation of project licence authorities. The prospective assessment of study plans appears to be successful in preventing work from being undertaken that would not be covered by the licence authorities. The need to check licence authorities will be reinforced in personal licence-holder training, scheduled for early 2017.
- The increased use of animal care technicians in carrying out regulated procedures would be beneficial. The UVS sought and was given the Committee’s approval of this stance.

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

Standing agenda item. The DBS reported that the entire autumn intake of PhD students in one School had been given a tour of one of the resource units. There was an urgent need for a “web presence” for Biological Services and discussions with IT staff were ongoing.

9. **TRAINING**

Standing agenda item. The UVS reported that:

- Retraining of individuals in Schedule 1 methods of killing and confirming death was underway;
- She is preparing local guidance on Schedule 1 and compliance;
- Best-practice guidelines for blood sampling from small rodents are in preparation;
- The first round of refresher workshops for project licence-holders has been completed. The next round will begin in spring 2017;
- The DBS and UVS will offer training on determining the actual severity of procedures and on completing the Home Office Returns of Procedures, most likely in December 2016;
- As above, workshops for personal licence-holders will take place, starting in January 2017. Attendance at these will be mandatory for those wishing to continue holding their licences in the new fiscal year (i.e. from April 2017).

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

Standing agenda item. The DBS reported that two applications for new project licences had been approved by the Committee by email since its last meeting. Three applications for amendments to existing licences had been approved by the full Committee, and one on its fast track.

11. NON-REGULATED PROJECT

The Committee noted a project which uses dead mice, supplied by a resource unit but that have been killed for other reasons.

12. ANY OTHER COMPETENT BUSINESS**(1) Visitors**

A NACWO noted that the guidelines for introducing visitors to the resource units were still not being followed by all scientific research groups. The UVS and DBS undertook to monitor this closely.

(2) Membership

The student member of the Committee announced that she wished to stand down, as she no longer works directly with animals. The Committee thanked her for her considered and valuable input. A replacement has been identified and will take office early in 2017.

13. DATE OF NEXT MEETING

The next meeting is due to be held on 11 January 2016.

APPENDIX 8

COMMUNICATION FROM THE SENATUS ACADEMICUS (Minute 42)

1. 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).

Financial Outturn

The Principal referred to the favorable financial outturn in the previous academic year. He emphasised that the results were due to the efforts of staff in all parts of the University and were achieved in the context of serious financial challenges.

Senate noted that the £1.62m positive variance on continuing operations against a break-even budget put the University in a good position to keep accumulated deficit levels over the next two academic years to well within the £10m limit agreed by University Court.

The Principal explained that income levels from tuition fees in the current academic year were on-budget and had been secured despite the national downward trend in international student numbers. The Principal also reported steady progress on the growth projects and noted that these would help to provide regular surpluses for investment in the longer term.

Scottish Government Review of Skills & Enterprise Agencies

The Principal welcomed the Scottish Government's focus on innovation and enterprise that had led to a review of its current agencies. However he outlined the concerns shared by many in the sector over the plans being drawn up to implement the findings of the review. In particular he asked Senate to note the possible negative consequences for institutional autonomy and financial sustainability if the independent board of the Scottish Funding Council were dissolved and replaced by a national board led by a Government Minister.

The Principal explained that the legitimate concerns of Scottish higher education would continue to be made by Universities Scotland in a robust but constructive way. He encouraged members of Senate to help articulate these concerns on the future of the Funding Council as plans developed.

Senate noted that trade unions and student representatives had also expressed concerns over the potential threat to institutional autonomy posed by dissolution of the board of the Scottish Funding Council and that the Office of the Scottish Charity Regulator (OSCR) would be looking at the issue.

Financial Settlement

On the question of the Scottish Government budget announcement expected in December 2016, the Principal reiterated that continuing constraints on public spending would most likely see funding for higher education in Scotland remain flat in cash terms.

The Principal also referred to the funds for research and innovation announced in the UK Government's autumn statement and noted that the University's research community would focus on an appropriate response.

50th anniversary Celebrations

The Principal concluded his report by referring to the University's 50th anniversary in 2017 and urged members of Senate to participate in the planned celebrations, some of which were outlined in the Principal's Report.

The Senatus decided: to note the report.

2. UNIVERSITY COURT

The Senatus received a communication from the Court meetings held on 24 October 2016.

The Senatus decided: to note the report.

3. UNIVERSITY BRANDING

The Head of Marketing & Deputy Director of External Relations, Rebecca Trengove, gave a presentation on University Branding.

In her presentation the Deputy Director emphasised that the lack of a coherent brand had been identified as a potential barrier to fulfilling the University's ambitions. She explained that an exercise carried out by IPSOS MORI had shown that the University suffered from low levels of awareness by potential staff and students compared to competitor institutions.

The Deputy Director explained that in response to this a comprehensive branding exercise was instigated and Tangent Graphic, a Glasgow-based brand identity and graphic design studio, were contracted to deliver an integrated visual system that would support the University's vision and values and enhance its recruitment, conversion and corporate communication activities.

The Deputy Director introduced the visual system and emphasised that branding was not simply about the design of an institutional logo but needed to reflect institutional values in a co-ordinated and coherent way.

Senate noted the wide ranging consultation that had taken place as part of the exercise and members agreed that the approach taken had been effective in explaining the need for change and for incorporating the views of staff and students into the development of the project.

The Deputy Director set out a number of themes that had been agreed as providing the creative impetus for the University's brand: international excellence, interdisciplinary and collaborative working, professionalism with a practical focus, a strong student voice and location within a university city. She explained that the focus was on people in many of the visual elements of the brand and introduced the new font "Baxter Sans" that had been designed for the University.

Senate was asked to consider the development of the University logo over the previous 50 years and to understand the design principles behind the new logo in the context of this historical development. The Deputy Director demonstrated the flexibility of the new logo in the context of print and digital publications and how it would work with the University's sub-brands and external partners.

The Deputy Director then set out the planned launch, roll out and implementation of the brand. Senate noted the plan to focus on the 2018 recruitment cycle initially with ongoing implementation on a replacement-as-needed basis. She acknowledged that full implementation would take time and that some areas, such as the University web site and user-generated content would require further development.

The Principal thanked the Deputy Director on behalf of Senate and noted the substantial amount of work that had gone into the branding exercise. He noted that the need to create a distinctive and authentic image for the University had been the subject of many discussions at University Court in previous years. He praised the approach taken by Tangent who had understood and articulated what was important and distinctive about the University.

Members of Senate welcomed the focus on progressive and inclusive values, the considerable input from students, the commitment to transparency in the process of change and the positive approach taken to linking the University's past with its future direction.

The Deputy Director explained that staff would be given details of the new brand by Internal Communications following Senate and would be invited to launch events in the near future. She also confirmed that templates and guidance on the approved use of the new brand would be made available for staff to download

The Senatus decided:

- (i) for its part, to welcome the introduction of the new brand; and
- (ii) to thank the Deputy Director of External Relations for her presentation.

4. STATUTE 16 – STAFF OF THE UNIVERSITY

Dr Neale Laker (Director of Academic & Corporate Governance) introduced a proposal for changes to **Statute 16 – Staff of the University**

The Director asked Senate to note that changes to the Statute had previously been approved by Court and Senate in 2011 but were not submitted to the Privy Council for ratification at that time as a result of a series of changes to

the governance of universities culminating in the introduction of the Higher Education Governance (Scotland) Act 2016 (HEGSA).

The Director explained that the Statute as modified in 2011 had now been further modified as a result of HEGSA and that these modifications, if agreed by Senate, would require consultation with the campus unions before final approval by University Court.

The Senatus decided: for its part, to approve the changes to Statute 16 – Staff of the University.

5. **QUALITY & ACADEMIC STANDARDS COMMITTEE**

The Senatus received Reports from the Quality & Academic Standards Committee meeting of 17 October 2016.

Professor Karl Leydecker, Vice-Principal Learning & Teaching, introduced the Report and confirmed that guidance on Proof Reading of Written Submissions for Assessment would be published in due course.

The Senatus decided: to approve the report.

6. **INTERNATIONALISATION COMMITTEE**

The Senatus received a Report from the Internationalisation Committee meeting of 8 November 2016.

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 10 November 2016.

The Senatus decided: to approve the report.

8. **LEARNING & TEACHING COMMITTEE**

The Senatus received a Report from the Learning & Teaching Committee meeting of 15 November 2016.

Professor Karl Leydecker, Vice-Principal Learning & Teaching introduced the Report and asked Senate to note in particular Appendix 1 – Standard Terms & Conditions for Student Applicants to the University, for approval.

The Senatus decided: (i) for its part, to approve the Standard Terms & Conditions for Student Applicants to the University; and

(ii) to approve the report.

9. **SUMMARY REPORTS OF SCHOOL BOARDS**

The Senatus received Summary Reports from each of the School Boards.

Members of Senate noted that a number of the reports were incomplete. Members also noted that there had been a number of important discussions at the School of Humanities School Board that warranted the attention of Senate.

The Director of Academic & Corporate Governance agreed to liaise with Deans and School Managers to ensure full reporting in future.

The Senatus decided: to approve the reports.

10. **HONORARY DEGREE COMMITTEE**

The Senatus received the Report of a meeting of the Honorary Degrees Committee held on 8 November 2016.

The Principal advised that a name was missing from the list of nominations approved by the Committee and that this would be inserted into the Report accordingly.

In response to a question the Principal confirmed that membership of the Committee was based on nominations made by each School but that nominations for awards were solicited from the entire University community.

The Senatus decided: to approve the report subject to the agreed amendment.

11. **ACADEMIC PROMOTIONS**

The Senatus noted the following promotions to Professor (from 1 October 2016):

Professor Nicholas Hopkins – School of Social Sciences
Professor Glyn Bengough – School of Science & Engineering
Professor Albena Dinkova-Kostova – School of Medicine
Professor Sally Ibbotson – School of Medicine
Professor Faisal Khan – School of Medicine
Professor Alessio Ciulli – School of Life Sciences
Professor Victoria Cowling – School of Life Sciences
Professor Sonia Rocha – School of Life Sciences
Professor Helen Walden – School of Life Sciences
Professor Chris Murray – School of Humanities
Professor Wendy Moncur – School of Art & Design
Professor Graham Fagen – School of Art & Design
Professor Mary Modeen – School of Art & Design

APPENDIX 9

STAFF COUNCIL (Minute 44)

A meeting of the Council was held on 21 November 2016.

Present: 65 Members of University Staff

Convener: The Principal

In Attendance: Secretary to the Council

1. **PRINCIPAL'S QUESTION TIME**
(for this item the Convener of the Standing Committee took the Chair)

Financial Report 2015/16

The Principal gave an overview of the University's current financial position and highlighted the exceptional performance on cost control and income generation seen in all parts of the University in the context of very challenging circumstances. He noted that despite the necessity of working with very tight budgets the University had managed to achieve its best ever scores in the National Student Survey (NSS) and had been named Scottish University of the Year for a second year running.

The Principal explained that although the University had improved on the expected break-even budget for the previous academic year, this included income from one-off capital sales and substantial royalties associated with support the University had given a company in the area of drug discovery. He explained that such one-off payments could not be expected to deliver high levels of predictable income and that despite obvious improvements to the University's finances over the previous year the University was projecting a deficit position, within the limits defined by Court, in the current year.

On the issue of tuition fee income, the Principal welcomed the news that in the current year the University appeared to be broadly on target in its efforts to secure income from recruitment of taught postgraduates and international students, against the national trend. He noted that investment in marketing, recruitment and conversion activity as well as the development of improved English language training had produced very positive results for the University.

In response to a question, the Principal explained that continuing pressures on public finances would likely leave little room for the Scottish Government to increase funding to higher education despite the considerable success of the sector in delivering on public policy aims. He noted that a flat-cash position might be the best that the sector could expect in the current context. He also noted that it was not certain that the Scottish Government would continue to fund students from the European Union (EU) at the home rate once the UK had finally left the EU.

University Strategy to 2022

The Principal gave details of the process to refresh the University strategy for the next 5-year planning period. He emphasised that staff should take the opportunity to feed into the consultation discussions taking place in Schools and Directorates before a final draft is approved by Senate and Court in May 2017.

Members were also asked to note that the refreshed strategy would remain fully aligned to University's vision, transformation agenda and goal to become Scotland's Leading University.

Staff Survey

The Principal recalled that one of the suggestions to emerge from the results of the 2015 Staff Survey was to increase the visibility of the University Executive Group across campus. He explained that in response to this he was now engaged on a series of half-day visits to Schools and Directorates to meet with staff and students. He reported that many positive discussions had followed so far and that he had sensed momentum building towards better staff morale. He noted that the improving financial position and consequent opportunities for investment would help the University to continue to build on the many positive signs across the institution.

Pam Milne, Director of Human Resources, gave a short presentation on the results of the Staff Survey and noted in particular the relatively good response rate (59%) and the areas where scores were above sector benchmarks: in staff safety, security, feeling valued, feeling pride in the institution and having good support from line managers. She also noted those areas that were less positive, including effectiveness of change management, perceptions around job security and criticisms of senior management.

The Director explained that, compared with the survey that took place in 2013, there were improved scores relating to quality of working space, being kept informed, feedback from managers and the effectiveness of the Objective Setting and Review (OSAR) process. She also set out the priority areas that had been agreed as the main points of the University action plan in relation to the survey: health and well-being, communication, training and development, change management and workload.

The Director gave brief details of initiatives and projects in support of the action plan, including the appointment of Business Transformation change and communication managers, a new workload model, improvements to internal communications, discussions around the possibility of recognition for long service and a programme for staff engagement.

In response to a question, the Director confirmed that Deans and Directors were responsible for leading discussions on the results of the survey related to their own area and for developing action plans based on local priorities. The Principal agreed to ask Professor Nic Beech (Vice-Principal Academic Planning) to follow up with Deans and Dr Jim McGeorge (University Secretary) with Directors.

On the question of a possible survey in 2017 the Director explained that this, and possible alternatives, were being considered at present and that a final decision would be taken after due debate.

Income Generation Projects

The Principal confirmed that progress on the Liberal Arts project had been made in accordance with expectations including the identification of a possible location on campus, curriculum development and work to establish market conditions in target areas in the United States.

Progress in establishing the new School of Business was also confirmed by the Principal who highlighted the recent appointment of a Director, Professor Kevin Grant and plans for an advertisement and marketing campaign. The Principal also noted the success of new pre-sessional English language training in attracting international students to taught postgraduate business programmes.

The Principal explained that International College Dundee (ICD) had recently reached a key milestone when it was formally approved as an embedded college by the United Kingdom Visas and Immigration (UKVI) service. He noted that ICD would aim to recruit 50 international students in its first year of operation, from June 2017 onwards.

In response to a question on the Biomedical Research Efficiency project, Professor Tim Newman (Vice-Principal for Research, Knowledge Exchange & Wider Impact) explained that good progress had been made on the planned realignment of research in the Schools of Medicine and Life Sciences. He noted that the aim of the long-term project was to encourage common ways of working, sharing of resources and a joint approach to teaching in biomedical sciences.

Impact of Brexit on the University

The Principal reflected on his recent interview published in The Courier newspaper where he had explained his personal views on the British exit from the European Union (Brexit). He expressed concern over the likely impact on staff and students from the non-UK EU at the University and emphasised that the University would do everything it could to help support them including taking every opportunity to lobby for soft-Brexit options for staff and student mobility in higher education.

The Principal also emphasised that the University of Dundee was, and would remain, an international, outward facing and welcoming institution. He highlighted the importance of a clear message that Scotland voted decisively to remain in the EU and that the HE sector was determined to be open and welcoming to European staff and students. He noted that successful lobbying of the Scottish Government had secured entire course funding for non-UK EU students starting their studies in 2017 but that funding for the 2018 intake was uncertain.

On the question of EU research funding at the University, the Principal confirmed that this had been secured for the present and that awards made before the point of Brexit would be underwritten by the UK Government. He

emphasised that it was important for the University to continue to apply for EU funding as co-operative and multi-partner projects often produced the most impactful research, as well generating good rates of overhead.

The Principal confirmed that the sector, through Universities Scotland, would make the case for continued access to EU research funding and send a clear message that Scotland's higher education was open for business, in order to mitigate the negative effects on recruitment of EU staff and students.

Members welcomed the Principal's assurance of support for EU staff and students at the University. Some members suggested that a high profile campaign on the right to remain might be necessary and that the University should consider how it might support staff with future applications for residency. Members also expressed concern that there was evidence emerging of potential staff recruits turning down moves to the UK because of the negative effects of Brexit.

The Principal agreed to continue to communicate with staff on developments during the negotiating period to ensure a wider understanding of the impact of Brexit for the University.

Branding Exercise

The Principal noted that the benefits of a clear and consistent brand for the University were obvious and went beyond the design of a logo. He explained that the branding exercise currently being undertaken was part of a wider investment to develop a high quality approach to marketing the University.

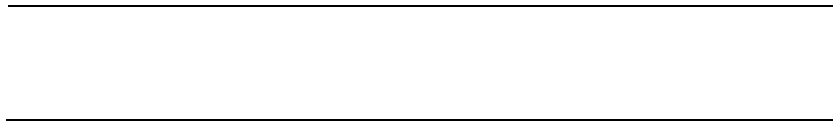
In response to a question, Rebecca Trengove, Head of Marketing and Deputy Director of External Relations, confirmed that the visual system developed by an external company ([Tangent Graphic](#)) had been the subject of consultation across the University and would be presented to the next meeting of Senate before a wider roll-out.

APPENDIX 10
DUSA CONSTITUTION
(Minute 46)

CONSTITUTION

of

DUNDEE UNIVERSITY STUDENTS' ASSOCIATION



Fas No 4890

1. **NAME AND FORM**

1.1 The name of the Association shall be "Dundee University Students' Association" ("the Association"). The Association is the students' association of the University of Dundee ("the University").

1.2 The Association shall:-

- 1.2.1 Be an unincorporated association of members who are, in the main, students of the University;
- 1.2.2 Entrust the management, administration and development of the Association a Board of Trustees;
- 1.2.3 Establish a Council of the Students' Association which shall be a democratic body to set the policy of the Association in conjunction with the Board of Trustees;
- 1.2.4 Be a non-profit making organisation with any financial surpluses being re-invested in the Association; and
- 1.2.5 Adhere to the requirements of the Education Act 1994 (as amended).

1.3 This document, together with proper and valid amendments, shall be known as the Constitution.

1.4 There shall be Bye Laws to the Constitution which will set out further provisions on certain matters.

2. **OBJECTS AND PURPOSES**

2.1 ***The Association exists to promote and represent the interests of the student body at the University. The Association aims to provide the highest level of social, recreational, advice and support services to all members irrespective of age, gender, background or beliefs. The Association aims to assist its members to enhance their experiences of being a university student and assist in gaining the highest possible quality of education by providing opportunities to volunteer and make valuable use of their free time to help benefit themselves and others. The Association's recreational facilities are designed to offer its members a wide variety of facilities in which to relax and socialise. As a student-led organisation the Association aims to respond to the needs of its membership promptly and effectively and to openly welcome and encourage their contribution to the workings of the Association.***

2.2 The Association's objects and purposes are to:-

- 2.2.1 Advance the arts, culture, education, science, heritage and sport by providing amenities and supporting activities for the members;
- 2.2.2 Prevent and relieve poverty and advance health by providing advice and welfare services for members and potential members and;
- 2.2.3 Promote and advance citizenship amongst the membership through democratic structures for student representation within the Association, the University, associated organisations and in society in general.

2.3 The following are important to the fulfilment of the objects and purposes set out in clause 2.2:

- 2.3.1 Representing and promoting the general interests of students of the University;
- 2.3.2 Representing students in their needs and aspirations;
- 2.3.3 Supporting students throughout their university life and relieving hardship, poverty or difficulties connected with university life;
- 2.3.4 Advising, informing and listening to students;
- 2.3.5 Promoting participation in the work and activities of the Association;
- 2.3.6 Providing social, welfare and recreational facilities and services; and
- 2.3.7 Supporting student development, sports, societies and other co-curricular activities.

- 2.4 In fulfilling its objects and purposes as set out in clause 2.2, the Association aims to provide:
- 2.4.1 Social facilities to enhance the academic experience and to be the focus of the academic community;
 - 2.4.2 Leisure activities (including competitive and non-competitive sport) religious and political activities, to enable students and staff to mix outwith the academic environment;
 - 2.4.3 Support for students facing difficulties, whether in academic or personal matters, and to look after students' welfare and relieve hardship or poverty;
 - 2.4.4 Representation of students within the structures of the University, to ensure the future of course development through active participation by students; and
 - 2.4.5 Opportunities for students to gain experience in the running of the Association, by participating in its democratic structures and by working for the Association.

3. **POWERS**

In pursuance of the objects and purposes set out in clause 2 (but not otherwise), the Association shall have the following powers (in addition to such powers as they may have at common law or under statute):-

- 3.1 To provide charitable assistance and encouragement to enhance in as many aspects as possible the overall student, university and learning experience;
- 3.2 To purchase, take on lease, hire, or otherwise acquire, any property (whether heritable or moveable) or rights which are suitable and necessary for the Association's activities;
- 3.3 To improve, manage, develop, or otherwise deal with, all or any part of the property (whether heritable or moveable) and rights of the Association;
- 3.4 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property (whether heritable or moveable) and rights of the Association;
- 3.5 To borrow money, and to give security in support of any such borrowings by the Association;
- 3.6 To employ such staff as are considered appropriate for the proper conduct of the Association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
- 3.7 To engage such consultants and advisers as are considered appropriate from time to time;
- 3.8 To effect insurance of all kinds (including without prejudice to the foregoing generality Employers' Liability Insurance, Public Liability Insurance and Trustees' Liability Insurance);
- 3.9 To invest any funds which are not immediately required for the Association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- 3.10 To advance money on loan with or without security and upon such terms as the Trustees shall think fit;
- 3.11 To liaise with other voluntary sector bodies, local authorities, United Kingdom or Scottish government departments and agencies, and other bodies, all with a view to furthering the Association's objects;
- 3.12 To apply for and hold all necessary permissions, licences and authorities which are necessary or desirable for or in connection with the carrying out of the Association's activities;
- 3.13 To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Association's objects;
- 3.14 To incorporate wholly owned subsidiary companies to carry on any trade;

- 3.15 To provide and operate restaurant, catering, canteen, refreshment and bar facilities and to hold any licences, permissions or authorities necessary for these purposes;
- 3.16 To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities;
- 3.17 To undertake and organise schemes for the raising of money, other financial support and assistance in kind, appeals both public and private, and the selling of goods and other products produced in connection with or ancillary to the objects of the Association or any of them;
- 3.18 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- 3.19 To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes' bills of exchange, warrants and other negotiable or transferable instruments;
- 3.20 To print, publish, buy and sell any periodicals, books, magazines or leaflets and other publications relating to or for the purposes of the Association;
- 3.21 To promote, subscribe to and assist (whether by the making or granting of gifts, donations, covenants, grants or otherwise) associations, institutions, organisations, companies, societies, clubs, local and public bodies and authorities and other bodies and funds having for their object or which may be expected to result in the advancement, protection, or benefit of the objects of the Association or any of them;
- 3.22 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions, privileges that may seem to further any or all of the Association's objects or any of them.
- 3.23 To enter into partnership or into any arrangement for joint, shared or mutual promotion, investment or development, union of interests, reciprocal concessions or co-operation with any person, partnership, association or company carrying on, engaged in or about to carry on or engage in any business or transaction which the Association is authorised to carry on or engage in or any business activity capable of being conducted so as to directly or indirectly further the objects of the Association and to take or otherwise acquire and hold shares or stock in or securities of, and to make grants to or otherwise assist any person, partnership or company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities;
- 3.24 To make such reasonable and not unduly restrictive charge for any of its services as the Association thinks fit including without prejudice to the foregoing generality interest charges on loans made by the Association;
- 3.25 To do anything which may be incidental or conducive to the furtherance of any of the Association's objects.

4. **MEMBERSHIP**

There shall be the following classes of members of the Association:-

4.1 **Ordinary Members**

All matriculated students of the University shall be Ordinary Members, unless such a student exercises his or her right not to be a member of the Association.

4.2 **Life Members**

Life Members of the Association as at 1969, persons who have studied for at least two years in the University and graduates of any institution with which the Association has a reciprocal agreement shall be eligible to become Life Members of the Association.

4.3 **Associate Members**

The Association shall be entitled to grant Associate Membership in its sole discretion and for the time being in terms of any publication setting out Associate Membership.

4.4 **Honorary Members**

4.4.1 The Association shall be entitled to grant Honorary Membership.

4.4.2 The following shall be Honorary Members:-

- (a) The Chancellors, Rectors and Principals of the University.
- (b) The President of the Association, the Rector's Assessor of the University and the Students' Assessor on the *Senatus Academicus* of the University.
- (c) Former Sabbatical Trustees of the Association.
- (d) Former non-Sabbatical Trustees of the Association and other members of the public deemed by Council to have made an extraordinary contribution to the Association.

4.5 **Voting Rights**

Only Ordinary Members of the Association will be entitled to vote at General Meetings of the Association or otherwise in relation to the business of the Association. Life Members, Associate Members, Honorary Members shall have no voting rights.

5. **BOARD OF TRUSTEES**

5.1 **Composition**

The management administration and development of the Association shall be entrusted to a Board of Trustees.

5.1.1 The Board of Trustees shall consist of thirteen (14) members ("the Trustees") who shall be following:-

- (1) The President of the Association ("the President");
- (2) ~~The Deputy President of the Association ("the Deputy President");~~ Vice President of Academia or such other name as may be applied;
- (3) Vice President of Communications & Campaigns or such other name as may be applied;
- (4) Vice President of Student Activities or such other name as may be applied;
- (5) Vice President of Representation or such other name as may be applied;
- (6) Vice President of Student Welfare or such as other name as may be applied;
- (7) Vice President of Engagement or such other name as may be applied;
- (8) Vice President of Fundraising or such other name as may be applied; and
- (9) Six (6) additional Trustees ("the Additional Trustees") at least three of whom shall not be members of the University.

5.2 **Elections**

The Trustees shall be elected/ co-opted in accordance with procedures set out in the Bye Laws.

5.3 **Sabbatical Trustees**

5.3.1 The Association with the agreement of the University shall be entitled to designate some Trustees as "Sabbatical Trustees". Such positions shall comprise less than half of the Board of Trustees and shall be remunerated and subject to a service agreement as stipulated in the Bye Laws. Any such remuneration shall be fair and reasonable and made in the best interests of the Association.

5.3.2 The Trustees named in clauses 5.1 (1) to ~~(65)~~ shall be designated as Sabbatical Trustees.

5.3.3 The Trustees named in clauses 5.1 (1) to ~~(87)~~ shall be known as the Executive and shall form the Executive Committee as set out in the Bye Laws.

5.4 **Powers, Duties and Responsibilities**

The powers, duties and responsibilities of the Trustee shall be set out in the Bye Laws.

5.5 **Delegation to committees**

The Board of Trustees may delegate any of their powers to any committee consisting of such persons as the Trustees may determine.

5.6 **Meetings**

The Board of Trustees shall hold and regulate the conduct of meetings in accordance with the provisions as set out in the Bye Laws.

5.7 **Termination of/ removal from office**

A Trustee's tenure as a Trustee may be terminated in accordance with the Bye Laws by termination or removal.

5.8 **Conflict of Interest**

5.8.1 A Trustee must act in good faith and with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person in fulfilling the purposes of the Association.

5.8.2 No Trustee shall have a personal interest in the sale of goods or services of the Association or in any profits arising there from; and

5.8.3 No Trustee shall participate in a decision where there may be a conflict of interest and Trustees shall always place the interests of the Association before other personal interests (whether financial or not).

6. **STUDENTS' REPRESENTATIVE COUNCIL**

There shall be a Council of the Students' Association which shall be known as the Students' Representative Council of the Association ("Council"). Council shall have the power to recommend policy for the Board of Trustees' consideration. The composition, powers, form of elections and appointments and conduct of meetings shall be set out in Bye Laws.

7. **GENERAL MEETINGS**

There shall be an Annual General Meeting of the Association and General Meetings can be called on the request of a stated number of Ordinary Members. The procedure for calling and the conduct of the Annual General Meeting and General Meetings shall be set out in Bye Laws.

8. **OPERATION OF ACCOUNTS AND HOLDING OF PROPERTY**

8.1 The signatures of two of the Trustees shall be required in relation to all operations (other than lodgement of funds) on the bank, building society accounts and other holdings held by the Association; and

8.2 The title to all property including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments shall be held either in the names of the President and [another member of the Executive team as appropriate Deputy President](#) (and their successors in office) or in the name of a nominee company holding such property in trust for the Association; any person or body in whose name the Association's property is held shall act in accordance with the directions issued from time to time by the Trustees.

9. **ACCOUNTING RECORDS, ANNUAL ACCOUNTS AND AUDITORS**

9.1 The Board of Trustees shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements;

9.2 The Board of Trustees shall ensure the preparation of annual accounts complying with the Charities Accounts (Scotland) Regulations 1992 (as amended or re-enacted), such accounts to be prepared to the Thirty-first day of July in each year;

- 9.3 The Association shall appoint an auditor or auditors on such terms and remuneration as may be determined and agreed.

10. **AMENDMENTS TO THE CONSTITUTION**

- 10.1 A proposed amendment to the Constitution must have been passed by the Board of Trustees and Council prior to commencement of the procedures in clauses 10.2- 10.4.
- 10.2 Any proposed amendment to the Constitution should be intimated in writing to the Vice President of Representation not less than 21 days in advance of the General Meetings at which it is to be considered;
- 10.3 The terms of any proposed amendment shall be made available to Ordinary Members and posted in the Association buildings and such other places as may be specified in the Bye Laws not less than 14 days prior to the General Meeting;
- 10.4 Any amendment to the Constitution altering the powers of the General Meeting over the Trustees shall be subject to Referendum (as defined and set out in the Bye laws). A simple majority of those present and entitled to vote shall suffice to pass the proposed amendment subject to the requirement that at least one quarter of the Ordinary Members will require to participate in the voting. The amendment to the Constitution proposed will require to be ratified by the University Court of the University; and
- 10.5 No amendment to the Constitution may be made if the effect would be that the Association would cease to be a charity;
- 10.6 Amendments to the Bye Laws are effected by a duly passed decision of both the Board of Trustees and Council;
- 10.7 Nothing in this clause shall be interpreted to preclude the use of online or other means of voting and “present” where it appears in clause 10.4 shall be interpreted accordingly.

11. **SOCIETIES AND GROUPS**

The Association may recognise clubs and societies which do not have purposes, objects and aims in conflict with those of the Association. Such societies and groups shall adopt a constitution in accordance with that set out in Bye Laws.

12. **STANDING ORDERS**

The Association may issue Standing Orders regulating the conduct of meetings.

13. **DISSOLUTION, AMALGAMATION AND MERGER**

- 13.1 If the Board of Trustees determines that it is necessary or appropriate that the Association dissolve, amalgamate or merge it shall convene a General Meeting (as defined and set out in the Bye Laws) with not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) being given;
- 13.2 If a proposal by the Board of Trustees to dissolve, amalgamate or merge the Association is confirmed by a two-thirds majority of those present and voting at the General Meeting, the Board of Trustees shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after satisfaction of the debts and liabilities of the Association shall be transferred to some other charitable body or bodies having objects similar to those of the Association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the Association at, or prior to, the time of dissolution, amalgamation or merger by way of a decision taken at an Annual General Meeting or General Meeting;
- 13.3 For the avoidance of doubt, no part of the income or property of the Association shall (otherwise than in pursuance of the Association's charitable objects) be paid or transferred (directly or indirectly) to the members, either in the course of the Association's existence or on dissolution.

14. **INTERPRETATION**

For the purposes of this Constitution, “charitable” shall be interpreted as charitable within the meaning of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory modification or re-enactment thereof) and the Charities and Trustee Investment (Scotland) Act 2005 (including any statutory modification or re-enactment thereof) (“the 2005 Act”). The Association and the Trustees shall not act in any

manner which is inconsistent with the terms of the 2005 Act and any act which is inconsistent with the 2005 Act shall be deemed to be null and void.

Passed by General Meeting, SRC, DUSA Board and University Court, ~~November 2015~~ December 2016

APPENDIX 11**SPORTS UNION CONSTITUTION – CHANGE TO VOTER ELIGIBILITY
(Minute 47)****Introduction**

1. The Sports Union is a representative body of students engaging in sport at the University of Dundee. It is managed by one sabbatical post (President) and 7 executive members who are all elected annually in March. The Sports Union Council (which comprises the captains from every club) has recently discussed ways in which the process for the election of the Sports Union President may be improved to better serve the Sports Union and its members, and the enclosed paper summarises proposals in this respect. The proposed changes require amendment to the Sports Union Constitution, which in accordance with Ordinance 55 (Sports Union) require the approval of the Court.

Background

2. The Sports Union Council considers that the existing process for the election of the Sports Union President, where all matriculated students of the University of Dundee are eligible to vote, is not desirable as it may be swayed by students not involved in sport. Ultimately this may lead to the Sports Union, its clubs, and its 2700 members being disadvantaged through the election of Presidents who do not have the necessary relevant experience.
3. The matter was discussed at the last meeting of the Sports Union Council on 3 October, where members of the Council voted unanimously in favour of moving from all University of Dundee students being eligible to vote to only Sports' Union matriculated students being eligible to vote (as outlined in annex). The change in voter eligibility has also been discussed throughout Scottish Universities Sports Departments, with several Sports Unions, including those of Glasgow and Heriot Watt Universities, indicating that they have already changed their constitution to only allow their matriculated members to vote in their elections.
4. The proposal was previously approved by the Sports Union Council at its meeting in May, however due to the timing in the year this wasn't progressed by the previous President.

Conclusion

5. In conclusion, the Sports Union are asking for University Court to approve the change to voter eligibility in the Sports Union President election as set out in annex.

Sports Union Constitution Appendix 8

Election of Officers**1. Frequency**

- (1) Elections shall be held:
 - (a) Annually in semester 2
 - (b) Within two weeks notice being given by the Administrative Secretary of the Sports Union
 - (c) Not on a Wednesday, Saturday or Sunday, or in vacation times as stipulated by the calendar of the University.

2. Officers

- (1) Elections for Executive Officer positions of President, Vice President (Sport), Vice President (Events), Honorary Secretary, Website Developer, Campus Sport Officer, Mini-bus Officer shall be conducted in the second semester.
- (2) A candidate may only be nominated for one office in any one year.

3. Eligibility

- (1) President
 - (a) Only students who have been members of an affiliated club for two academic years and have been a committee member of this club for 2 years may stand for election.

NB: The election panel will only be used to provide further information and details regarding the skills and qualities of each candidate and will carry no voting capacity.
- (2) Vice President
 - (a) Only fully matriculated students who have been members of an affiliated club and sat on committee for one academic year may stand for election as Vice-President.
- (3) Discipline
 - (a) Candidates with an unsatisfactory disciplinary record by the Sports Union, ISE or Students' Association, for misbehaviour or misconduct, may not be allowed to run for election. The decision will be made by the disciplinary committee.
- (4) Electorate
 - (a) Only University of Dundee students who are matriculated members of a Sports' Union club may vote in the Sports' Union Elections.

4. Returning Officers

- (1) A senior returning officer shall be elected by Council at the first meeting of the second semester, which should not be later than week 5. Junior returning officers may also be elected.
- (2) The returning officers shall not stand for any office, nominate or support any candidate and shall not be matriculated.

5. Notice of Elections

- (1) Notice of all elections shall be given by a circular to be received by all members of Council at least three weeks before the AGM.

- (2) Notice of all elections will be publicised for the attention of the general student body.

6. Procedures

- (1) Each candidate for a contested office shall be permitted to spend up to £40 on publicity. Disqualification for election will result if this amount is overspent or if any donations of publicity are received. Decisions concerning this will be made at the discretion of the Senior Returning Officer.
- (a) At the AGM all candidates, who are unopposed shall be declared elect at the close of their hecklings.
- (b) Within three days of the AGM (excluding Saturday and Sunday), voting papers bearing the name of each candidate contesting an office shall be made available to all matriculated students at the ballot box in the Students' Association building.
- (c) Votes shall be cast in a sealed ballot box which shall be sealed in the presence of the Senior Returning Officer before voting commences and opened by the Senior Returning Officer only immediately before the count commences.
- (d) Only the Executive, Returning Officers, candidates, proposers and administrative secretary shall be present at the count.
- (e) The Senior Returning Officer shall be responsible for all election procedures and for publicising results.
- (f) In the event of an equality of votes being gained by two or more candidates, the Senior Returning Officer shall decide which candidate is elected by the drawing of lots.
- (g) The outgoing Executive Committee's term of office shall run in conjunction with that of the President's contract.

7. Termination or Resignation of Office

- (1) If an officer of the Sports Union leaves the University they shall immediately and automatically resign from office.
- (2) An officer may be removed from office only by an EGM of council being called for that purpose. Removal from office shall only occur if two-thirds of those eligible to vote on Council support the motion of removal. If passed the motion is effective at once.
- (3) In the event of a vacancy from the EGM the Executive will have the power to appoint a candidate to fill the vacancy.

8. By-Elections

- (1) In the event of a post not being filled, a by-election will be held at the first available Council meeting.