

UNIVERSITY OF DUNDEE

UNIVERSITY COURT

A meeting of the University Court was held on 24 April 2018.

Present:

- Ronnie Bowie (in the Chair)
- Janice Aitken
- Anne Anderson
- Richard Bint
- Lord Provost Ian Borthwick
- Dr William Boyd
- Principal Professor Sir Pete Downes
- Jo Elliot
- Professor Tim Kelly
- Bernadette Malone
- Jane Marshall
- Allan Murray
- Sean O'Connor
- Dr Alison Reeves
- Karen Reid
- Andrew Richmond
- Dr Jean Robson
- Professor Mairi Scott
- Sharon Sweeney
- Denis Taylor

In Attendance:

- Wendy Alexander (Vice-Principal (International))
- Professor Nic Beech (Vice-Principal (Provost))
- Dr Rob Ford (Director of Educational Partnerships Development Unit) (Item 63)
- Andrew Jefferson (Interim Director of Finance)
- Dr Neale Laker (Director of Academic & Corporate Governance)
- Ian Leith (Director of Business Transformation) (Item 64);
- Afzal Mahmood (External Consultant, Business Transformation) (Item 64)
- Iain MacDonald (Corporate Affairs Officer)
- Dr Jim McGeorge (University Secretary)
- Dr Christine Milburn (Policy Officer (Corporate Governance))
- Pam Milne (Director of Human Resources and Organisational Development)
- Wesley Rennison (Director of Strategic Planning)
- Dr Liz Rogers (Assistant Policy Officer (Risk & Audit))
- Professor John Rowan (Vice-Principal (Research, Knowledge Exchange & Wider Impact))
- Thomas Veit (Director of External Relations)

Apologies:

- Shirley Campbell
- Ezichi Ekpe
- Professor Karl Leydecker (Vice-Principal (Learning & Teaching))

The Chair of Court welcomed Andrew Jefferson to his first meeting of the Court following his appointment as the Interim Director of Finance.

61. STAFF COUNCIL MEMBER OF COURT

The Chair informed members that Phil Welsh, a Staff Council Member of the Court, had recently tendered his resignation from the Court with immediate effect. The Court asked that its thanks be conveyed to Mr Welsh for his service on the Court along with its best wishes for his future endeavours.

The Court decided: to note the resignation of Phil Welsh as a Staff Council Member of the Court.

62. STRATEGIC PRESENTATION: VICE-PRINCIPAL (RESEARCH, KNOWLEDGE EXCHANGE & WIDER IMPACT)

The Vice-Principal (Research, Knowledge Exchange & Wider Impact) provided the Court with an overview of his proposed priorities in relation to his areas of responsibility as embedded within the University Strategy to 2022. In doing so he highlighted the importance placed on excellence, focus, and the creation of a vibrant research environment which would enable innovation to flourish. He also told the Court that the implementation of the strategy would be achieved through evolution of the University's approach and focus rather than through radical change. The Court noted that the overall strategy sought to build on existing successes, to protect and consolidate current strengths, and to remain competitive through the exploitation of new opportunities for funding, partnerships, knowledge exchange and raising the profile of the University.

The Vice-Principal also reminded the Court of arrangements for the Research Excellence Framework 2021, and in doing so focussed on the process by which the University planned to optimise its return and ensure that the best possible outcome was achieved. In this respect members noted that the University would focus on areas where it could achieve an outstanding profile - in particular around the interdisciplinary themes identified in the University Strategy to 2022.

The Vice-Principal reaffirmed a previous commitment to 'excellence with affordability', and members noted a number of internal partnership processes with the research community which were being used to drive progress in this area. The Vice-Principal drew members' attention to the University's external funding strategy, and in particular the approach to coordinating responses to new opportunities such as the Global Challenge Research Fund and UK Industrial Strategy by mapping skills and expertise across the University to maximise returns. The Vice-Principal also highlighted research efficiency, diversification of funding, and FEC recovery as key elements of the agenda.

Turning to knowledge exchange and wider impact, the Vice-Principal outlined the significant role of the University as an anchor institution in the region, its contributions to the local, regional and national economy, and plans to further support and nurture commercialisation and spin-outs. In this respect he highlighted the creation of a Public Engagement Forum, and events such as the Festival of the Future as examples of ways in which the engagement team were seeking to raise the profile of the University and the globally significant research being undertaken.

The Vice-Principal went on to highlight the importance of using the University's research reputation to leverage the recruitment of students to the University. In this respect he

outlined the manner in which research and teaching were being brought together to ensure that the quality and reputation of research at the University contributed to excellence in undergraduate and taught post-graduate programmes, and an enhancement of the student experience. He also highlighted the important role of research in the development of future partnerships such as the one outlined in minute 63 below.

In response to questions regarding interdisciplinary themes, the Vice-Principal confirmed that while some areas would continue to deliver against discipline-specific research topics, other areas would need to focus on interdisciplinary research and the University's overarching themes to achieve the critical mass and quality required. In this respect, he indicated that it was possible that the University would divest from some areas while investing in others, and members noted that the concentration of effort around the themes and internal collaborations would be important in achieving the vibrancy and international competitiveness which was required.

Returning to the theme of engagement, the Court noted the importance of opportunities arising around the opening of the V&A at Dundee in the autumn and highlighted the need to take forward the early stage plans for collaborations, entrepreneurship, and education in this area.

The Court decided: to thank the Vice-Principal for his presentation and note that updates on progress would be provided through the regular University Strategy KPI reporting and action plans.

63. **RESERVED BUSINESS: JOINT EDUCATIONAL INSTITUTE (CHINA)**

The Court received a paper outlining proposals to establish a Joint Educational Institution (JEI) with a highly ranked Chinese University (Central South University (CSU)). The Vice-Principal (International) highlighted the opportunities presented both in terms of growing the taught postgraduate market, and addressing risks relating to the market for Chinese students coming to the UK to study. She also told the Court that while the initial focus within the partnership was teaching, it was an important and strategic step toward growing a joint institute for research and thereby ensuring access to the research market in a region heavily investing in this area.

Members noted that the paper sought approval from the Court for the University to enter into negotiations with the proposed partner institution. The paper set out the strategic rationale for the collaboration, the business plan, negotiation criteria, and costs associated with the negotiation process. Members also noted the outlined programme and associated income and cost recovery proposals. The paper also provided details of key risks relating to the negotiations and the partnership, and members noted the risk appetite analysis which had been undertaken. The paper also provided information on the likely timeline, project review, staffing requirements across three schools and the professional services, and decision points.

Members sought assurance that the necessary scale could be achieved in a financially-sustainable manner and without compromising the quality, academic standards, reputation, or student experience. The Vice-Principal (International) and Director of Educational Partnerships Development Unit highlighted aspects of the plan which detailed the proposed appointment of a member of staff at the beginning of the relationship to lead Quality Assurance (QA) for the partnership, and members were pleased to note that this was included in the emerging

business plan and would ensure that the modules and examinations met the University's high standards. Members also highlighted the staff survey responses in relation to workloads across some of the Schools involved in the project, and were pleased to note that the proposals were based on financially-sustainable investments in additional teaching staff rather than increasing the workloads of existing staff. The Court was pleased to note the suggestion that there was a strong pool of junior staff in these areas who could potentially fulfil certain roles. Members were also reminded of the University's track record and experience in international programmes.

Turning to the business case, members sought further information on the spend, opportunity cost and return in relation to the venture, and were assured that while the paper focussed on the strategic case, this level of business planning would be covered by the next phase of work if approval to proceed was given. The Court explored the risks highlighted in the paper and was pleased to note the close attention being paid to the complexity of the financial management of the collaboration in an overseas territory.

In response to questions, the Vice-Principal confirmed that should negotiations prove positive, formal approval would be sought from the Court before any agreement was finalised. Members also noted that there was no binding commitment as a result of entering into negotiations and that the University Executive Group and Finance & Policy Committee would oversee the financial and reputational risks throughout each stage of the process. The Court was also pleased to note the assurance from the Director that despite the resource requirements for the further development of this partnership, the University would continue to develop a diverse range of other projects and partnerships across a wide range of market territories.

The Court indicated its support for the project to move to the next stage, highlighting the importance of fully considering issues of staff capacity to ensure that undue strain was not placed on key areas. The Court also indicated its ongoing interest as further business planning proceeded in matters such as the opportunity costs, collateral impact, costings and the student experience, and asked that officers consider how the Court may be best briefed on progress with the negotiations and provided with assurance on these key matters in particular.

- The Court decided:**
- (i) to approve the proposal that the University enter into negotiations with the Central South University (China) within the parameters highlighted, noting that further information on the business plan would be provided in due course; and
 - (ii) otherwise to await an update on the project at the June meeting of the Court.

64. RESERVED BUSINESS: BUSINESS TRANSFORMATION

Noting that the University claimed exemptions in Sections 30(b), 30(c), and 33 (1) (b) of the Freedom of Information (Scotland) Act 2002, the item was considered as reserved business and members were requested to treat the discussion and associated paper as strictly confidential and exempt from public disclosure.

[Secretary's note: At the point at which the exemptions are deemed to no longer apply the Court will be advised and will be asked to note the release of the item, which will then be included as an appendix to the minute of the meeting at which its release is approved.]

65. **MINUTES**

The Court decided: to approve the minutes of the meeting on 20 February 2018, including minute 53(1)(b) which was considered separately as an item of reserved business.

66. **MATTERS ARISING**

(1) Action Log

The Court considered the action log and noted the updates provided.

The Court decided: to approve the Court Action Log.

(2) Update on the Appointment of a New Principal (Minute 48)

[Secretary's note: the Principal left the room for the duration of discussions on this item]

The Court considered an update report from the University Secretary and the Chair of Court summarising the consultation process undertaken in relation to the search for a new Principal. Members noted the themes emerging from discussions during the range of meetings held with stakeholders in advance of the finalisation of the further particulars. Members were also provided with copies of the advertisement and further particulars, and confirmation of key dates for the recruitment process.

The Court decided: to note the update.

(3) Communication from the Senatus Academicus (Minute 55)

The Court decided: to ratify the decision taken by the Court on 20 February 2018 to approve amendments to Ordinance 39(1.1) to include the Engineering Doctorate (EngD).

67. **UNIVERSITY STRATEGY TO 2022 IMPLEMENTATION: UPDATE ON UNIVERSITY ACTION PLAN**

The Director of Strategic Planning provided the Court with a paper which demonstrated the proposed dashboard for providing the Court with an overview of progress against action plans. Members noted the proposal that the Court review two segments of the strategy wheel at each of its meetings during 2018/19, meaning that the full wheel would be reviewed on an annual cycle. The Director also explained to members how the update would be presented alongside KPI information to enable the Court to take a holistic view of progress. In response to questions the Director confirmed that the University Executive Group would review the full wheel in a similar manner on a 2 monthly cycle.

Through discussion it was agreed that it would be valuable for the Audit Committee to review the dashboard prior to it being provided to the Court. It was also suggested that the Audit Committee consider the schedule for the review of KPIs by committees on behalf of the Court and provide the Court with assurance of appropriate coverage in this respect.

Discussions focussed on the format and usability of the dashboard when translated into an interactive electronic solution, with members providing feedback on what they would find useful and what features they would prioritise. In particular, while members liked the proposed opportunity to interrogate the data, they suggested that it would be useful if consideration was given to providing an indication of prioritisation amongst the measures. Members also suggested graphical ways in which the degree of progress toward targets could be communicated.

The Court decided: to await a further refinement of the dashboard and preliminary KPI reporting proposals in due course.

68. CHAIR'S REPORT

The Court received its regular report from the Chair detailing activities he had undertaken on its behalf at a University and sector level since the last meeting. In introducing the report the Chair highlighted his involvement in meetings relating to the appointment of a new Principal, meetings with candidates for lay Court membership, and internal meetings with the Principal and the DUSA Vice-President for Student Welfare. He also undertook to circulate to the Court a note summarising his attendance at a meeting of the Committee of Scottish Chairs (CSC) and the Scottish Government's Director of Advanced Learning & Science, as well as the Committee of University Chairs (CUC) spring plenary.

The Court decided: to note the update and await further information in due course.

69. PRINCIPAL'S REPORT

The Court received an update from the Principal which highlighted recent news and matters of sectoral interest (**Appendix 1**). The Principal highlighted aspects of his report relating to the recent strike action by the UCU, and in particular the importance he had placed on ensuring that all views were respected and that the University's strong sense of community was not affected. In this respect, the Principal praised the way in which staff and students had dealt with the situation. The Chair of Court also asked that recognition be given to the exemplary conduct of the security team and other staff during the student occupation.

The Principal provided an update on recent senior appointments, and members were pleased to note the appointment of Professor Nick Fyfe as the Dean of the School of Social Sciences. Members were also advised on the ongoing appointment process for a new Dean of Medicine, and noted interim arrangements would be put in place shortly while the extended recruitment process was taken forward.

The Court also reviewed the data provided in relation to the latest Times Higher Education (THE) Student Experience Survey and, noting the potential impact of changes to sample sizes on the outcomes, was nevertheless pleased to see improvements in the University's academic standing.

Through discussion members also discussed the University's approach to bursaries and scholarships associated with the widening access agenda.

The Court decided: to note the report and the updates provided.

70. APPOINTMENT OF THE DEPUTY CHAIR OF COURT

The Court considered a recommendation from the Governance & Nominations Committee regarding the appointment of a Deputy Chairperson to succeed Jo Elliot when he retired from the Court on 31 July 2018. Members unanimously supported the recommendation that Bernadette Malone be appointed in this capacity.

The Court decided: to appoint Bernadette Malone as the Deputy Chair of Court from 1 August 2018 until the end of her term of office on the Court.

71. COURT MEMBERSHIP

The Court was advised of the outcome of the Dundee University Students' Association (DUSA) elections. Members noted in particular the election of Sofia Skevofylaka as the DUSA President and Rumana Kapadia as the Independent Student Member on Court, and looked forward to them joining the Court in due course.

The Court also considered recommendations from the Governance & Nominations Committee for the appointment of three candidates to the co-opted lay vacancies arising on the Court from 1 August 2018. The Court noted the discussions of the Governance & Nominations Committee and the appointing panel, and the Chair of Court drew members' attention to the Committee's equality and diversity monitoring of the process.

The Court decided:

- (i) to note the election of Sofia Skevofylaka as the DUSA President for a period of one year in the first instance, effective from 1 July 2018;
- (ii) to note the election of Rumana Kapadia as the Independent Student Member on Court for a period of one year in the first instance, effective from 1 August 2018; and
- (iii) to approve the appointment of Alan Bainbridge, Lady Clark of Carlton and Jay Surti as lay members of the Court for a period of 4 years in the first instance, effective from 1 August 2018.

72. UPDATE ON INDUSTRIAL ACTION

The Court received a paper which provided an overview of the impact of the recent industrial action on the University and details of how the University approached the management of risks during this period. Members noted the breakdown of numbers across the Schools and

Directorates, and were pleased to note the range of communication routes used during the period.

The Court decided: to note the update.

73. COMMITTEES

(1) Audit Committee

(a) Report of the Committee's Meeting on 6 March 2018

The Court received the minutes from the meeting of the Committee on 6 March 2018 (**Appendix 2**). In introducing the report, the Convener drew members' attention to the Committee's continued interest in the University's response to cybersecurity risks. The Court also noted that the Director of Business Transformation had attended the meeting to provide an overview of the Business Transformation budget, with discussions focussing on the revised timelines for implementation and associated risk assessment.

The Convener also highlighted the Committee's discussions relating to the clarification of its role in the review of Key Performance Indicators (KPIs), and members noted that this would be taken forward at the Committee's meeting in May.

The Court decided:

- (i) to approve changes to the Remit and Terms of Reference;
- (ii) to approve revisions to the Institutional Risk Register; and
- (iii) otherwise to approve the report.

(b) RESERVED BUSINESS: Minutes 8(1), 9 and 12 of the Committee's Meeting on 6 March 2018

The Court received minutes 8(1), 9 and 12 from the Committee's meeting on 6 March 2018. Noting that the University claimed the exemptions in Sections 30 and 33 of the Freedom of Information (Scotland) Act 2002, the item was considered as reserved business and members were required to treat the discussion and associated papers as strictly confidential and exempt from public disclosure.

[Secretary's note: At the point at which the exemptions are deemed to no longer apply the Court will be advised and will be asked to note the release of Minutes 8(1), 9 and 12 of the Audit Committee of 6 March 2018 which will then be included as an appendix to the minute of the meeting at which its release is approved.]

The Court decided: to approve minutes 8(1), 9 and 12 of the report.

(2) People & Organisational Development Committee

The Court received the minutes of the additional meeting of the People & Organisational Development Committee on 26 March 2018 (**Appendix 3**). The Court noted that the meeting had focussed on the staff survey results, which overall had been very positive, and members drew the Court's attention to discussions relating to the comparison of actions from the previous survey to the results of the 2017 survey. Members also noted discussions relating to two Schools where outcomes in key areas were significantly below the University average, and members were reassured to note that these were being addressed in the action plans for the Schools.

The Vice-Principal (Provost) reminded the Court that in addition to the benchmarking of returns against comparators in the sector, the University was also reviewing progress relative to the University's own internal values, expectations and targets. In this regard, members noted that there were some matters, such as bullying and harassment, where the University took a zero tolerance stance, and therefore progress would be reviewed on this basis and not according to sector norms.

- The Court decided:**
- (i) to approve updates to the Remit & Terms of Reference for the Committee; and
 - (ii) otherwise to approve the report.

(3) Finance & Policy Committee(a) Report of the Committee's Meeting on 27 March 2018

The Court received the minutes from the meeting of the Committee on 27 March 2018 (**Appendix 4**). In introducing the report, the Convener drew members' attention to a number of items reviewed by the Committee which had subsequently been reviewed as substantive items on the Court agenda, including Business Transformation (minute 63) and the establishment of a Joint Educational Institute in China (minute 62).

- The Court decided:**
- (i) to approve updates to the Remit & Terms of Reference for the Committee; and
 - (ii) otherwise to approve the report.

(b) RESERVED BUSINESS: Minute 9(3) of the Committee's Meeting on 27 March 2018

The Court received minute 9(3) from the Committee's meeting on 27 March 2018. Noting that the University claimed the exemptions in Sections 30 and 33(1)(b) of the Freedom of Information (Scotland) Act 2002, the item was considered as reserved business and members were required to treat the discussion and associated papers as strictly confidential and exempt from public disclosure.

- The Court decided:** to approve Minute 9(3) of the report.

[Secretary's note: At the point at which the exemptions are deemed to no longer apply the Court will be advised and will be asked to note the release of Minute

9(3) of the Finance & Policy Committee of 27 March 2018 which will then be included as an appendix to the minute of the meeting at which its release is approved.]

(4) Governance & Nominations Committee

The Court received a report of the meeting of the Governance & Nominations Committee on 27 March 2018 (**Appendix 5**). The Acting Convener for the meeting drew members' attention to the matters dealt with as substantive items elsewhere on the Court agenda, including recommendations for the appointment of the Deputy Chair of Court (minute 68) and for Lay Membership of the Court (minute 69). The Acting Convener also highlighted discussions relating to the appointment of the Chair of Court. In this respect, Court noted that the Committee had been advised that the current Chair of Court would not be eligible to be considered for renewal at the end of his first term of office in this capacity due to changes to legislation following his appointment, but that future Chairs who were elected in accordance with the new legislation would be eligible to be considered for renewal based on the University's Statutes and Ordinances.

The Acting Convener also drew members' attention to the significant number of items considered in relation to compliance with the Scottish Code of Good HE Governance, and members noted that a summary would be provided to the next meeting of the Court on 11 June detailing progress relative to the action plan.

The Court also noted discussions relating to proposed changes to the academic calendar for 2018/19 as a result of changes to the timing of the submission of the Annual Financial Statements, and noted that the dates provisionally approved for the period from 1 August 2018 to 31 December 2018 would be subject to change.

- The Court decided:**
- (i) to approve revisions to the Statement of Primary Responsibilities (appendix 5 annex??);
 - (ii) in view of the resignation of Phil Welsh, the Court decided to regard the proposed changes to Ordinance 18 as now being urgent and uncontentious in nature and so agreed to approve, subject to the concurrence of the Senate, changes proposed to Ordinance 18 (Election of Members of the Court and Senate) under the terms of Article 16.2 of the Charter, such that it be passed at a single meeting (appendix 5 annex??);
 - (iii) to approve revisions to the Standing Orders for Court and Code of Conduct for Court members (appendix 5 annex??);
 - (iv) to approve revisions to the Remit and Terms of Reference for the Committee (appendix 5 annex??);
 - (v) to approve the introduction of the Continuing Professional Development Framework for Court members as outlined;

- (vi) to approve the recommendation that the Court move to a cycle of 5 meetings per year (including the Court Retreat) and await the circulation of dates in due Course;
- (vii) to approve the repeal of Ordinance 49 (Academic Staff – Discipline, Dismissal and Removal from Office) and Ordinance 50 (Academic Staff – Discipline, Dismissal and Removal from Office Appeal Process), subject to the concurrence of the Senate and ratification by the Court at its next meeting; and
- (viii) otherwise to approve the report.

(5) Remuneration Committee

The Convener of the Remuneration Committee provided the Court with a verbal report on the meeting of the Committee earlier in the day. Members noted that the meeting had focussed on the consideration of the pros and cons of introducing a banding structure within Grade 10 – as referred previously to the Committee by the People & Organisational Development Committee. Members noted that following a presentation from an institution where this had been implemented, the Committee had asked officers, through UEG, to undertake an initial assessment of practice at the University of Dundee, and that the Committee would consider this at a second additional meeting which had been scheduled for the morning of the Court meeting in June. In this respect the Convener highlighted a future focus on issues relating to: continuing to ensure fair and transparent remuneration, the retention and attraction of high calibre staff, the career development structure within Grade 10, and the reward of excellent performance.

The Convener also highlighted discussions relating to the Scottish Code of Good HE Governance Section 7:80, which requires the Committee to seek the views of representatives of students and staff in relation to the remuneration package of the Principal and senior executive team. The Convener reiterated the Committee's commitment to meaningful and robust conversation with stakeholder groups and proposed that the approach be developed jointly with stakeholders ahead of the Committee's additional meeting in June.

The Convener also outlined proposed updates to the Remit and Terms of Reference for the Committee, its continued monitoring of sectoral discussions on Vice-Chancellor pay, and proposals for the further development of the Annual Remuneration Committee report implemented in 2018/19.

The Court decided: to note the update.

74. WELFARE & ETHICAL USE OF ANIMALS COMMITTEE

The Court member of the Welfare & Ethical Use of Animals Committee highlighted issues currently being managed by the University in relation to its reliance on the NHS to provide reactive and proactive maintenance for the University's regulated facilities at the Ninewells Campus. The University Secretary undertook to investigate the matter further and seek a satisfactory resolution.

The Court decided: to ask the University Secretary to investigate further and seek a satisfactory resolution.

75. ESTABLISHMENT OF A COMMERCIAL TRADING COMPANY

The Court received a paper which set out the case for the establishment of a subsidiary company for the purpose of transacting commercial non-charitable activities, thereby providing risk mitigation with regard to Corporation Tax and protection in relation to the primary purpose of the University's charitable status.

The Court decided: to approve the establishment of a subsidiary company.

76. MINISTERIAL LETTER OF GUIDANCE 2018/19

The Court received a copy of the Ministerial Letter of Guidance 2018/19 from the Minister for Further Education, Higher Education, and Science to the Chair of the Scottish Funding Council (SFC).

The Court decided: to note the letter.

77. COMMUNICATION FROM THE SENATUS ACADEMICUS

The Court received a report from the meeting of the Senatus Academicus on 21 March 2018 (**Appendix 6**). The Court noted in particular the Senate's discussions relating to the appointment of a new Principal, and the importance placed on the engagement of academic staff and other stakeholders in the design and implementation of the new student system from the earliest stages of the project.

The Court decided: (i) to approve the recommendations concerning the conferment of the title of Professor Emeritus upon Professors Iain Crombie, Gary Mires, and Margaret Smith; and

(ii) to concur with the recommendation that the holders of Personal Chairs be translated to Named Chairs as follows:

Professor Ian Gilbert from Personal Chair to the Roscoe Chair in Chemistry

Professor Paul Wyatt from Personal Chair to the Baxter Chair in Chemistry
 Also noting the naming conventions approved by the appointing panels for use in association with these Named Chairs.

78. **OUTCOME AGREEMENT WITH THE SCOTTISH FUNDING COUNCIL**

The Court received the finalised Outcome Agreement with the SFC for 2018/19, and noted refinements made since the Court considered the draft at its meeting on 20 February 2018.

The Court decided: to approve the Outcome Agreement 2018/19 for submission to the Scottish Funding Council.

79. **STAFF COUNCIL**

The Court received the minutes of the meeting of the Staff Council on 7 March 2018.

The Court decided: to note the report.

80. **STAFF**

Senior Appointments

The Court noted the appointment of the following staff:

Rose Jenkins	Director of Estates & Campus Services	20 Feb 2018
Andrew Jefferson	Interim Director of Finance	1 March 2018
Professor Nick Fyfe	Dean of the School of Social Sciences	21 March 2018

The Court decided: to note the appointments.

Mr Ronald Bowie
 Chair of Court
 University of Dundee

APPENDIX 1

PRINCIPAL'S REPORT (Minute 69)

Introduction

1. Today's meeting of Court will give members the opportunity to consider the progress of a number of areas of institutional importance. These include our proposals to establish a Joint Educational Institute in China - an important step in our internationalisation strategy - alongside an update on the progress of the Business Transformation programme, the search for a new Principal and the latest news regarding the ongoing period of industrial action. Our Vice-Principal (Research, Knowledge Exchange & Wider Impact) will also deliver a presentation outlining his strategy for the institution in the build-up to the next REF and beyond. I look forward to the opportunity to discuss these items further.

Universities Superannuation Scheme

2. Paper J later in the agenda will update members on the situation relating to the current dispute over the Universities Superannuation Scheme (USS), however as this is an area of significant concern for both our staff and students, I felt it appropriate to include a brief mention of it here.
3. The recent industrial action and the period of continued uncertainty around the progress of the ACAS-mediated negotiations has been difficult for our community. Appreciating the strength of feeling on this complex matter, I have urged staff through various meetings and communications to continue to treat colleagues who may hold different views with respect as the situation evolves, and I am glad to hear through my conversations with those on the picket line and via open sessions like the Staff Council that this appears very much to have been the case. We now have a period of respite until at least April 2019, following the decision by members of the University and College Union (UCU) to accept the latest proposal put forward by UCU and Universities UK. It is important that we use the time available to us to ensure we retain the strong sense of community for which we are rightly recognised.

Brexit update

4. Members will have noted that last month the UK and EU governments reached an agreement on a Brexit 'transition period', set to run from 29 March 2019 until 31 December 2020.
5. Members may be interested to read Universities UK's recently published priorities statement on Brexit, calling for urgent clarity on a number of areas affecting universities, including the status of EU students looking to study in the UK after 2019, the UK's long-term participation in EU research and innovation programmes, and the Erasmus+ scheme. This statement can be found here: <http://www.universitiesuk.ac.uk/policy-and-analysis/reports/Documents/2018/brexit-briefing-march-18.pdf>
6. As we have been to date, the University will continue to focus on ensuring that we are in the best possible position to influence positively the decisions and policies which would impact on our vision and operation - including, where appropriate, by lobbying the UK and Scottish governments through Universities Scotland and Universities UK.

Tay Cities Deal update

7. I provided an update on the progress of the Tay Cities Deal to the last meeting of Court, in which I noted the agreement of Heads of Terms was provisionally set for early March. At the time of writing, the timeline for this agreement has been extended. Unfortunately there has been no specific date indicated for this as yet, although it is anticipated to be next in line for consideration once the Stirling City Region Deal is concluded. I look forward to updating members as the situation develops.
8. For our part, we continue to do everything we can to strengthen our two lead projects, 'Growing the Biomedical Cluster' and 'JustTech', and the respective project leads are currently undertaking a detailed business planning process. This will not only give us the best chance of inclusion in the agreed Heads of Terms, but also stand us in good stead for the next phase of the process when the final funding is allocated at a local level. Finance & Policy Committee continues to maintain an interest in this on the Court's behalf.

Student Metrics

9. I would like to draw members' attention to the results of the latest Times Higher Education (THE) Student Experience Survey, where the University was once again ranked among the top universities in both Scotland and the UK. This year's survey ranked 116 universities, with the University of Dundee placed 14th in the UK - a rise of one place on last year - and 2nd in Scotland, behind our near neighbours at the University of St Andrews. We performed strongly across a number of the survey areas, with improvements noted in our standings for academic experience (22nd in the UK, a climb of 25 places), security (24th in the UK, a climb of seven places), university facilities (4th in the UK, a climb of one

place) and student welfare (21st in the UK, a climb of five places). More than 20,000 undergraduate students across the UK contributed to this year's survey, up from roughly 16,000 in 2017. Should members wish to see the full results, they can be found at: <https://www.timeshighereducation.com/student/news/student-experience-survey-2018-results>.

10. A substantial overview of the latest International Student Barometer results - as referenced in my last report, and where our students again gave the University one of the survey's highest rankings - is also available for members' information via MyDundee.
11. Members may also be interested to note that our response rate to the National Student Survey 2018 (NSS) currently stands at 72.5%, compared to 74.5% at the same time last year. With such a small differential we are confident of meeting the 75% target, and have reasonable expectations of achieving a similar final response rate as last year of 82%. The survey closes on 30th April 2018.

Budget and Financial Outlook

12. Members often express an interest in the progress of student recruitment throughout the year. This was discussed by the Finance & Policy Committee at its meeting on 27 March, however for members' information I would like to provide the following high-level update. The January 2018 student intake saw a slight increase on last year in Overseas Taught Postgraduate (TPG) recruitment, while increases in Overseas Undergraduate (UG) recruitment have been stronger. There are also encouraging signs in the level of applications and offers for UG and TPG international students for entry in the 2018-19 academic year, although Research Postgraduate (RPG) international applications are slightly down. A series of changes have been made to improve our admissions and acceptance policy, and the coordinated efforts of academic and professional support staff are now focused on the conversion of offers that have been made into acceptances for the September 2018 entry. I can also confirm we have welcomed 39 students into International College Dundee, and I am pleased to say we are on track to meet the first year target of 50 students, with two more entry points to come in June and July.
13. As detailed in Paper M1, the Finance and Policy Committee considered the Scottish Funding Council (SFC) Indicative Funding Letter at its meeting in March. The Scottish Government also recently published its Ministerial Letter of Guidance to the SFC, which is similarly included in today's papers for information as Paper P. These have provided UEG with a solid starting point for considering the University's financial position moving forward, in advance of the publication of the SFC Main Grant Letter in May.
14. We are now at a crucial stage of our planning cycle. At this point in the iterative consideration of the budget, we still have some work to do in order to get back to the baseline set last year. We remain, however, on track to take the final budget to the Court's Finance & Policy Committee in May, and are hopeful of achieving this target alongside creating significant headroom for investment in our strategic priorities.

Humanitarian Scholarship

15. Previous reports have given me the chance to highlight areas of University activity that may be of particular interest, and this month I would like to draw members' attention to our Humanitarian Scholarship. The University of Dundee Humanitarian Scholarship is open to all international (non-EU citizen) applicants who can verify their refugee status or provide other suitable evidence as to why they should be a candidate for this scholarship on humanitarian grounds. Any applicant for Taught Postgraduate courses who can verify their refugee status will be invited to apply for a Humanitarian Scholarship. The scheme attracted twenty applications in 2017/18, and we have six scholars currently in their second semester studying within the Schools of Business, Science & Engineering, Dentistry and Social Sciences. The scholarships are funded from the international scholarship funds.
16. Furthermore, in a fast-changing landscape, the university is currently reviewing the scope of its scholarships to ensure our ability to address the needs of the local community in Dundee and surrounding areas, all of which continue to support the university's values and strategy in action.

Visit of Dr Mike Cantlay, Chair, Scottish Funding Council

17. Following on from discussions at the last meeting of the Court, members will be interested to note that I have extended an invitation to the Chair of the Scottish Funding Council (SFC), Dr Mike Cantlay, to visit the University. The UEG has been particularly keen to engage with the new Chair as early as possible in his tenure and in line with SFC priorities it is my intention that this visit focus on: our widening access programmes; our significant achievements in the areas of knowledge exchange, innovation and enterprise; and our profound influence on the local, regional, and national economy.

Staffing

18. Members will no doubt recall that at the time of the last meeting the University was in the midst of actively recruiting for the positions of Dean of Social Sciences and Dean of Medicine. Members will have noted the subsequent email announcing the appointment of Professor Nick Fyfe as Dean of Social Sciences, following an intensive recruitment

process that included multiple external candidates. At the time of writing, interviews for the new Dean of Medicine are ongoing.

19. We are also currently recruiting for a new Director of Finance following the departure of Andrew Hewett. Andrew Jefferson, our new Interim Director of Finance, will be in attendance at Court, and is driving forward our budgeting and financial processes during this period.

Professor Sir Pete Downes
Principal & Vice-Chancellor

University Executive Group Meetings

Since the last full meeting of Court, the University Executive Group has met formally on 28 February, 14 March, 28 March, and 11 April 2018. The following matters were considered:

Corporate Issues

- Tay Cities Deal Business Planning
- QS Reputation Survey Approach
- Web Refresh Project: update
- SFC Strategic Dialogue Meeting
- V&A update
- University Strategy Action Plan

Financial Issues

- Management Accounts: Quarter 2
- TRAC
- Strategic Investment Priorities
- Budget update
- Student Recruitment update
- Corporate Tax and VAT Review
- UoDSS Pension Valuation

Academic Management Issues

- Business Transformation update
- Organisational Change Proposal: Dundee Imaging Facility
- Joint Educational Institute
- UDSB: Future signature programme and ACCA relationship
- Governance Boards: update

Human Resources issues

- Universities Superannuation Scheme dispute
- Industrial Action
- Staff Survey: UEG actions
- Associate Dean proposals
- Staff Recruitment: update
- Senior Staff Recruitment: update

Major Grants and Awards

Professor Sir P Cohen (School of Life Sciences)

The Molecular Mechanisms by which TRAF6 Regulates the Immune System

£2,299,918 (£0 overhead) from the Wellcome Trust

The innate immune system is the body's first line of defence against bacteria and viruses. It has been known for 20 years that an enzyme called TRAF6 was essential in this process, but how it operated was unknown. This new grant will investigate whether TRAF6 can be targeted to develop drugs that enhance the power of adaptive immune cells to destroy cancers.

Professor VH Cowling (School of Life Sciences)

mRNA Cap Regulation and Function in CD8 T Cells (TCAPS)

£1,716,935 (including £343,387 overhead) from the EC Horizon 2020 – European Research Council

T cells are one of our major lines of defence against infection and cancer. This ERC grant will investigate whether we can control T cell function by interfering with formation of the mRNA cap.

Professor M Ferguson (School of Life Sciences)

MRC Confidence in Concept 2018

£885,000 (including £403,670 overhead) from the Medical Research Council

This is one of a series of awards from the MRC allowing the Drug Discovery Unit to conduct early validation on a portfolio of innovative drug targets sourced from within the University and partner institutions such as Oxford, Cambridge, Glasgow and Birmingham. These awards have led to partnerships with both biotech and pharma companies, including Corbin Therapeutics and Pfizer.

Professor B Guthrie (School of Medicine)

Improving Medicines Use in People with Polypharmacy in Private Care (IMPPP) (Health Services and Delivery Research Programme, joint with University of Bristol and University of Keele)

£203,142 (including £110,330 overhead) from the NHS National Institute for Health Research

This grant will see the development of an optimised complex intervention to improve prescribing safety, which will be evaluated in a large cluster-randomised controlled trial which will directly inform clinical guidance in the UK and internationally.

Professor W Moncur (Duncan of Jordanstone College of Art and Design / School of Nursing & Health Sciences)

Cumulative Revelations of Personal Data

£338,037 (including £164,041 overhead) from the Engineering and Physical Sciences Research Council

The research will investigate how small, apparently innocuous pieces of employees' personal information, generated through interactions with/in networked systems over time, collectively pose significant yet unanticipated risk to personal reputation and employers' operational security. The project involves academic collaborators at the Universities of Edinburgh (Law), Strathclyde (Computing) and Northumbria (Design). The Royal Bank of Scotland, UK Government Office for Science, the Centre for Research and Evidence on Security Threats, and leading London law firm Bristows are involved as partners.

Professor N Nic Daeid (Centre for Anatomy and Human Identification)

Statistical Communication in Forensic Science – review of external agreement

£291,502 (including £38,022 overhead) from Winton Philanthropies

This is a three-year, fully funded position signalling a major collaboration between the University's Leverhulme Research Centre for Forensic Science, the University of Cambridge, and the Alan Alda Center for Communicating Science at Stony Brook University in New York. This is a major initiative opening a pathway for further funding into science communication for the criminal justice system.

Professor SM Parkes (School of Science and Engineering)

NEODAAS 2019/19

£338,000 (including £50,429 overhead) from the Natural Environment Research Council

Funding awarded to enable the continued operation of the Dundee Satellite Receiving Station until March 2019.

Dr F Pelisch (School of Life Sciences)

Regulation of Meiotic Chromosome Segregation by Post-Translational Modifications

£1,264,239 (including £487,464 overhead) from the Medical Research Council

This project will seek to understand how proteins involved in the correct segregation of chromosomes are regulated during meiosis (a type of specialised cell division). Understanding this will not only be important to understanding basic phenomena, but could also lead to better infertility treatments in the future.

Mr JB Vorstius (School of Science and Engineering)

Simulation Tools into the Design Process for Continuous Casting Machines (KTP with Rautomead)

£106,250 (including £45,943 overhead) from Innovate UK

This project will see the development and implementation of state-of-the-art, bespoke modelling and simulation tools into the design process for continuous casting machines. This will address the demand for low-weight copper alloy wiring for the rapidly evolving automotive, aerospace and high speed rail market.

Annex C

People and Prizes

Fifth-year medical students Amir Fathi and Neil Tan recently completed an eight-week internship with the European Space Agency, where they sampled space food, helped plan future space exploration projects, and held one-on-one meetings with experts like British astronaut Tim Peake. Amir and Neil are set to finish their studies in June 2018, after which they both plan to take their first steps into space medicine, and beyond.

Research led by Professor Niamh Nic Daeid, Director of the University's Leverhulme Research Centre for Forensic Science, has been shortlisted for the Knowledge Exchange/Transfer Initiative of the Year category of this year's Times Higher Education Leadership and Management Awards (Thelmas).

The study, carried out with Professor Nic Daeid's research student Dave Coss, a fire investigator and Watch Commander with Derbyshire Fire and Rescue Service, demonstrated that children respond to different smoke alarm tones than adults. Following their preliminary results, the team called for 500 families to participate in a large scale citizen science project to help trial a new smoke alarm sound aimed specifically at waking children. More than four times that number signed up in just a single day.

Professor Nicola Stanley-Wall, of the University of Dundee, has been elected a Fellow of the Royal Society of Edinburgh (RSE).

Professor Stanley-Wall is Head of the Division of Molecular Microbiology in the School of Life Sciences. She is a champion of public engagement in science, and a past recipient of the RSE's Beltane Prize for Public Engagement. She is Academic Lead for Public Engagement for the School of Life Sciences, and led the School in the process that resulted in it being the first faculty in the country to be awarded a Gold Engage Watermark by the National Co-ordinating Centre for Public Engagement.

Nine members of the University of Dundee community have won a total of £26,000 of funding for their business ideas at the Venture 2018 competition, the culmination of the University's Entrepreneurship Week. They will all receive a membership for Entrepreneurial Scotland, and be offered a place to take part in Elevator's summer business accelerator programme at the new Centre of Entrepreneurship.

Venture 2018 winners			
Award	Winner	Name of Project	Funding Awarded
Undergraduate Student Award – Early Stage Idea	Kayleigh MacKinnon	Freedom Street Project	£2,500
Business School Award	Xiaoxiao Zhang	Jing Yu	£1,500
Business School Award	Kieran McIntosh	Kabungo	£1,000
Undergraduate Student Award	Grace Mostyn	Kruh	£2,500
Postgraduate Student Award	Louise Grace	ASD Assist	£3,000
Postgraduate Student Award	Sara Nevay	Textile Tech Scotland	£2,000
Recent Graduate Award	Jack Hinton	Ox Pak Ltd	£2,500
Staff Award (Non-Research)	Dr Andrew Cook	Laughing Stock	£5,000
Staff Award (Research)	Dr Andrew Woodland	In4Derm	£6,000

APPENDIX 2

AUDIT COMMITTEE (Minute 73(1(a)))

A meeting of the Committee was held on 6 March 2018.

<u>Present:</u>	Jo Elliot (Convener); Karen Bassett; Dr William Boyd; Neil Menzies; Karen Reid.	
<u>In Attendance:</u>	Andrew Richmond Wendy Alexander Alan Bell Pat Furze Paul Grieve Andrew Hewett Andrew Jefferson Dr Neale Laker Ian Leith Professor Jim Livesey Afzal Mahmood Kevin Mallet Dr Jim McGeorge Stuart Moorhouse Stephen Reid Matthew Swann Dr Liz Rogers Umrans Sarwar Rebecca Trengrove	Convener, Finance and Policy Committee; Vice-Principal (International); Head of Information Governance (item 2 (2)); Programme Manager (item 8); Technical Programme Manager (item 8); Director of Finance; Interim Director of Finance; Director of Academic & Corporate Governance; Director of Business Transformation (item 8); Dean of the School of Humanities (item 6 (2)); External Consultant, Project Assurance (item 8); Deputy Director of Finance; University Secretary; AUDITF Project Manager (item 8); (Ernst & Young); (Scott-Moncrieff); (Assistant Policy Officer (Risk & Audit)); Director of Legal (items 2(2) and 9); Deputy Director of External Relations (item 6 (1)).

1. MINUTES

The Committee reviewed the minutes from the meeting on 27 November 2017.

Resolved: subject to a minor amendment, to approve the minutes from the meeting of 27 November 2017.

2. MATTERS ARISING

(1) Action Log

The Committee considered a log of ongoing actions. Discussions focussed on an update provided by the Director of IT in relation to cybersecurity training. Members noted that the Professional Services Group had been piloting this mandatory training prior to its University-wide rollout, and that sanctions, including removal of access to University IT systems, would be implemented if training was not completed. The University Secretary informed members that the Director of IT had attended a meeting of the Data Records & Information Governance Committee to discuss patching, and that a policy would be developed to further support activity in this area.

It was agreed that the Director of IT should be invited to attend the next meeting of the Committee to provide a further update.

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

(2) GDPR Update

The Head of Information Governance and Director of Legal attended to provide an update on work to achieve compliance with GDPR (General Data Protection Regulations). The Director of Legal informed members that a gap analysis had been carried out and that the University's action plan had been tested against guidance provided by MacRobert's solicitors in order to identify any weak areas. Members were

advised that gap analysis would be carried out across the Schools and Directorates and that higher risk areas would be prioritised. Members also noted that the institutional infrastructure was expected to be in place in time for 25 May 2018, and would subsequently be reviewed on a regular basis in order to ensure compliance.

Discussions focused on the ways in which the University sought to ensure compliance. Members noted that the University had several plans in place to communicate the new regulations with staff, including OPD workshops, a review of existing processes, and communications via staff induction and the staff newsletter.

Members requested that the action plan be circulated to the Committee with a 'RAG' rating assigned to each of the identified risks. Members also asked that the associated compliance mapping summary produced by the Head of Information Governance be circulated.

- Resolved:**
- (i) to await the circulation of the action plan and compliance mapping; and
 - (ii) to note the update.

3. CONVENER'S REPORT

The Convener reported that he had met with the internal auditors since the last meeting and had attended the usual pre-meeting with officers. The Committee noted that discussions had focussed on matters raised on the agenda and that the Convener would highlight any issues arising at relevant points in the meeting. Members also noted that the Convener had attended a dinner for Chairs of Audit committees arranged by Ernst & Young which he stated had been very useful.

- Resolved:** to note the update.

4. COMMITTEE OPERATIONS

The Committee considered a paper from the Assistant Policy Officer (Risk & Audit) which set out a revised remit and terms of reference, including a section on skills the Committee particularly valued within its membership, as recommended by the Governance & Nominations Committee in response to the requirements of the Scottish Code of Good HE Governance (2017) (annex). Discussions focused on the responsibility of the Committee, and members made several suggestions to enhance the remit and terms of reference.

Members went on to consider the Committee's role in the oversight of the delivery of the Key Performance Indicators (KPIs) associated with the University Strategy 2022. Noting that the Court had responsibility for oversight of the measures, the Committee agreed that the Court should be asked to consider if an aspect of this oversight should be delegated to the Audit Committee, and if so to revise the remit accordingly.

- Resolved:**
- (i) to endorse to the Court the inclusion of skills in the Audit Committee remit and terms of reference; and
 - (ii) to review the remit and terms of reference at the September meeting, taking into account the Court's views regarding oversight of the relevant aspects of the University Strategy to 2022.

5. APPROACH TO TRAC

The Director of Finance presented the University's TRAC return for 2016/17. The Committee noted that due to recent changes in the way the TRAC results were calculated, the identification of trends from previous years had been difficult and led to a risk that the University's overall financial position could be misinterpreted. The Director of Finance explained that concerns in relation to the change in methodology would be communicated to the Scottish Funding Council (SFC). The Director of Finance informed the Committee that the TRAC return would be calculated internally using the old methodology to allow for a like-for-like comparison to be made.

Members considered the adjustments contained within the return and highlighted the value of the associated analysis, especially in relation to the breakdown by academic School.

- Resolved:** to confirm that the return had been prepared in accordance with the TRAC Statement of Requirements.

6. **INTERNAL AUDIT**(1) Internal & External Communications

The internal auditors introduced their report on the review of internal and external communications. The Committee noted that there were six recommendations in the report, one at Grade 3 (high risk exposure), three at Grade 2 (moderate risk exposure) and two at Grade 1 (limited risk exposure). The Deputy Director of External Relations attended the meeting for this item and provided the Committee with an update on the actions proposed to address the recommendations in the report, with members noting that the Directorate had found the review and its outputs helpful. In relation to one recommendation, members noted that the Corporate Affairs Officer was to develop an approach to capture the nature and extent of interactions between the University Executive Group and external stakeholders.

Members considered that the 'Grade 3' recommendation in relation to the development of a CRM system should be downgraded, as the existing grading did not reflect the associated category descriptor. The internal auditors agreed with the Committee's position.

Resolved: (i) to amend the Grade 3 recommendation to Grade 2; and
(ii) to note the update.

(2) Schools Review

The internal auditors introduced their report which evaluated the planning, governance and decision-making arrangements within Schools to gain assurances that these were being applied consistently and were coordinated. The Schools included in the review were the Schools of Humanities, Nursing & Health Sciences and Science & Engineering. The Committee noted that there were five recommendations, one at Grade 3 (high risk exposure), three at Grade 2 (moderate risk exposure) and one at Grade 1 (limited risk exposure). Members noted that the Grade 3 rating referred to the risk of school processes not being aligned with their objectives.

The Dean of the School of Humanities attended the meeting for this item. In response to questions the Dean explained the School planning cycle, providing members with information on the respective deadlines for operational plans, School budgets and risk registers. The Dean stated that the audit had been helpful.

Members noted a number of changes and improvements being made within the Schools linked to the findings of the audit. There was also discussion on the effectiveness of the workload model, with members suggesting that this might be an area for a future internal audit review.

Resolved: to note the update.

(3) Internal Audit Progress Report 2017/18

The internal auditors tabled the internal audit progress report summarising the audit activity during the year to date. Members noted that some internal audit work had been rescheduled to coordinate with the go-live for the finance element of the Business Transformation Programme. The Committee requested that the internal audit plan, to be presented at the May meeting, include a consideration of the wider 'audit universe' and methodology.

Resolved: to note the update.

(4) Management Update on internal audit recommendations

The Committee viewed a report from the Assistant Policy Officer (Risk & Audit) providing a summary of progress against recommendations from internal audit work and the Wellcome Trust audit report. The report focused on recommendations for which the implementation date had now passed. Members noted that the report had been provided to assure the Committee that officers were held to account in progressing recommendations assigned to them. This information would then be passed on to the internal auditors to inform their own annual review. In particular, members were pleased to note that a number of the recommendations that had previously been labelled as 'pending implementation of the Business Transformation Programme' were now considered to be complete.

Resolved: to note the update.

7. RISK MANAGEMENT AND BUSINESS CONTINUITY

(1) Institutional Risk Register

The Committee viewed the [Institutional Risk Register](#), and noted that the Director of Academic & Corporate Governance and Assistant Policy Officer (Risk & Audit) had revised the format to consider risk tolerance in relation to the institutional risk appetite statement. The Committee welcomed the development and commented that management should next consider the ownership and review of controls. Discussion focused on the ways in which issues such as risk tolerance could be filtered down into School/Directorate plans.

Resolved: for its part, to endorse the institutional risk register to the Court for approval.

(2) Risk Management Forward Plan 2018/19

Members viewed a paper from the Assistant Policy Officer (Risk & Audit) outlining plans for risk management in the coming academic year. Members also viewed the plan from 2017/18, noting that all actions had now been completed.

Resolved: to welcome the update and approve the new plan.

(3) Business Continuity Forward Plan 2017/18

The Committee reviewed the Business Continuity forward plan, noting the progress to date, particularly in relation to the completion of local business impact analyses. Members agreed that the policy should be updated to include information on when business continuity plans and business impact analyses should be subject to regular review. Noting the importance of business continuity planning and the completion of business impact analyses, the Committee asked that a further update be provided at its next meeting on 22 May 2018.

Resolved: (i) to approve the inclusion of information on when business continuity plans and business impact analyses should be reviewed in the Business Continuity policy; and

(ii) to note the update.

8. BUSINESS TRANSFORMATION

(1) Business Transformation Update

Discussions under this item are exempt from public disclosure. The University claimed the exemptions in S.30 and S.33 of the Freedom of Information (Scotland) Act 2002. Members are therefore required to treat the discussion as strictly confidential.

(2) Business Transformation Steering Committee minutes

Members viewed the minutes from the Steering Committee meetings on 13 and 20 February 2018.

Resolved: to note the update.

9. LEGAL RISKS REPORT

Discussions under this item are exempt from public disclosure. The University claimed the exemptions in S.30 and S.33 of the Freedom of Information (Scotland) Act 2002. Members are therefore required to treat the discussion as strictly confidential.

10. HEALTH & SAFETY SUB-COMMITTEE MINUTES

The Committee viewed the minutes from the meeting of the Health & Safety Sub-Committee on 17 January 2018. Members were informed that the new Head of Safety Services had been undertaking a review of routine inspections and was to share proposals with the Audit Committee at its meeting in May.

Discussions focused on a health and safety incident resulting in property damage in a student residence, as reported in the minute, and questioned whether disciplinary action could be taken where individuals risked their own safety. The Director of Academic & Corporate Governance confirmed that this was possible under Ordinance 40 and that action was taken where appropriate.

Discussion also focused on attendance at Health & Safety Sub-Committee meetings, with members stressing the importance of these meetings.

Resolved: to note the update.

11. **DIRECTOR OF FINANCE**

Noting that this was the last meeting of Audit Committee for the Director of Finance, the Convener thanked him for all his work and wished him all the best for the future.

12. **NARRATIVE FOR COURT**

Discussions under this item are exempt from public disclosure. The University claimed the exemptions in S.30 and S.33 of the Freedom of Information (Scotland) Act 2002. Members are therefore required to treat the discussion as strictly confidential.

13. **DATE OF NEXT MEETING**

Resolved: the next meeting would be held on Tuesday 22 May 2018.

AUDIT COMMITTEE

REMIT AND TERMS OF REFERENCE

Skills Desired/Required for Membership of the Audit Committee

It is proposed that the following amendments be made to the membership section of the terms of reference for the Committee:

Membership

- The Committee shall comprise not less than three members of the Court, all of whom shall be lay members, i.e. to the exclusion of members of staff of the University and full-time students.
- The Chairperson of Court shall not be a member of the Committee.
- The Committee may co-opt, with the approval of the Court, additional lay persons with appropriate expertise who are not members of the Court. The number of such co-opted members shall not exceed half of the membership. The term of office for these additional lay members shall be in line with the period of co-option for members of Court as defined in Statute 9(2)(g).
- At least one member of the Committee shall have a financial or accounting background.
- The Convener of the Committee shall be appointed by the Court and shall be a member of the Court. In the absence of the Convener at any meeting of the Committee, the Committee shall appoint any of its members as Acting Convener for that meeting.
- No member of the Committee shall concurrently be a member of the Court's Finance & Policy Committee, although the Convener of the Finance & Policy Committee may attend meetings of the Audit Committee. A reciprocal right of attendance at meetings of the Finance & Policy Committee is granted to the Convener of the Audit Committee.
- The following skills/experience are particularly valued by the Committee:
 - Knowledge of internal and external audit;
 - Experience in financial management;
 - An accounting or internal audit qualification;
 - Senior management experience in a complex organisation/public body;
 - IT and business systems experience, ideally in a large and complex organisation;
 - Advisory and/or consultancy experience (for example as a partner in a corporate finance, law or accounting firm; and
 - Experience in the management of Higher Education;
 - Experience in international business.

The above skills should be covered by the Committee as a whole, with individual skill-sets contributing towards this.

APPENDIX 3

PEOPLE & ORGANISATIONAL DEVELOPMENT COMMITTEE (Minute 73(2))

A meeting of the Committee was held on 26 March 2018.

Present: Shirley Campbell (Convener);
Janice Aitken;
Dr William Boyd;
Bernadette Malone;
Dr Alison Reeves;
Dr Jean Robson;
Denis Taylor

In Attendance: Professor Nic Beech Vice-Principal (Provost);
Dr Jim McGeorge University Secretary;
Linda Ronaldson HR Manager (Strategic Projects);
Dr Liz Rogers Assistant Policy Officer (Risk and Audit);
Julie Strachan Deputy Director of Human Resources & Organisational Development.

Apologies: Anne Anderson, Pamela Milne.

1. MINUTES

Resolved: to approve the minutes of the meeting on 1 February 2018.

2. MATTERS ARISING

(1) Committee Operations

The Committee considered a paper from the Assistant Policy Officer (Risk & Audit) which set out a revised remit and terms of reference, including a section on skills the Committee particularly valued within its membership, as recommended by the Governance & Nominations Committee in response to the requirements of the Scottish Code of Good HE Governance (2017).

Resolved: to endorse to the Court the revised Remit and Terms of Reference for the Committee (Annex).

3. STAFF SURVEY

(1) University-Wide Results

The Deputy Director of Human Resources & Organisational Development presented the University-wide results of the staff survey (2017) to the Committee. Members noted that, with a 53% response rate, the results had been determined as statistically significant. Members noted that overall the results should be viewed very positively, with significant improvements in a range of areas, including communication, engagement, change management/job security, work-life balance, OSaR completion, training and development and the strategic leadership of the University Executive Group.

Discussion focused on the plans being developed to address the results of the survey, including the use of facilitated focus groups in Schools to provide staff with a 'safe' space to express their views independent of their managers. The Committee agreed that the role of the facilitator would be useful in identifying and investigating themes but stressed that the overall responsibility for delivering improvements in performance in areas of concern belonged with the Deans and Directors. The Committee noted that School and Directorate action plans and subsequent update reports on progress against them would be provided to the University Executive Group and to the Committee.

Members expressed a particular concern that 6% of respondents had stated that they were currently being bullied or harassed at work. While noting that this was consistent with the level reported at other

institutions, members agreed that the University's aim should be zero tolerance and requested that they receive specific updates on the actions taken to address this issue.

The Committee noted that plans had been developed to keep staff engaged with the staff survey results, for example using social media and screens on campus.

- Resolved:**
- (i) to await further information on the actions undertaken to address the result in relation to bullying and harassment result;
 - (ii) to await the circulation of School and Directorate action plans; and
 - (iii) to note the update.

(2) University-wide priorities and actions

The Committee discussed the University-wide actions and priorities that had resulted from the previous staff survey results in 2015. The Committee noted improvements across the University in the 2017 results arising from these actions, particularly for example in terms of staff feeling valued. The Committee learnt that the priorities from the 2017 staff survey would be agreed by the University Executive Group in a similar way and agreed with the initial themes identified by the University Executive Group in the paper circulated.

The Vice-Principal (Provost) agreed that local action plans would be shared with the Committee but explained that the plans would be 'live' documents and would evolve over time.

The Convener stated that the communication message on University-wide themes, whilst positive, could be more effective if it provided information on the areas for celebration and improvement in addition to the completion of actions. The Committee commented that it was very positive to see that staff views had been taken seriously and responded to, but emphasised the need to ensure that communications were balanced and recognised that there was always more that could be done.

- Resolved:**
- (i) to await the circulation of University-wide priorities arising from the 2017 survey; and
 - (ii) to note the update.

(3) Schools and Directorates Results (RAG report)

The Committee learnt that further analysis of the staff survey results would be carried out according to job category and gender. Members learnt that the completion rate amongst research staff had been low, which had impacted particularly on the overall completion rates in the Schools of Life Sciences and Medicine.

Resolved: to note the update.

(4) Schools and Directorates 'Direction of Travel' Results

The Vice-Principal (Provost) informed members that the staff survey results had been discussed at the Deans away day and that he would be working with individual Deans to address the results on a School by School basis. The Vice-Principal explained that the staff survey results would be viewed alongside School Board minutes, OSaR outcomes and training requirements and local School stress surveys in order to obtain a broader overview and ensure that the actions planned were comprehensive.

He drew particular attention to the results from the Schools of Dentistry and Humanities, which were for many questions significantly worse than the University average. The Committee sought assurance that these results would be investigated and action plans developed with particular urgency and asked that further information on the wider context relating to these Schools and further analysis of results, priorities and actions be circulated to members once available. Further, it agreed that when considering action plans and monitoring their implementation both the Committee and Court should pay particular attention to the work being undertaken in these two Schools.

Resolved: to note the update and await further information in relation to the Schools of Dentistry and Humanities.

(5) Framework for management of process going forward

The Committee viewed a paper from the Deputy Director of Human Resources & Organisational Development and the Human Resources Manager (Strategic Projects) outlining the University's approach and timeline for acting on the results of the 2017 staff survey.

Resolved: to note the update.

4. **DATE OF NEXT MEETING**

Resolved: the next meeting will be held on Thursday 24 May 2018.

PEOPLE & ORGANISATIONAL DEVELOPMENT COMMITTEE**REMIT AND TERMS OF REFERENCE****Skills Desired/Required for Membership of the People & Organisational Development Committee**

It is proposed that the following amendments be made to the membership section of the terms of reference for the Committee:

Membership

1. The membership for any given year is set out in the attached schedule. It shall comprise a mix of lay members and staff members.
2. The quorum for any meeting is 50% of the total membership rounded up. The quorum for any given year is likewise set out in the attached schedule. To be quorate at least two lay members and one elected/nominated member must be present. Elected/nominated members include both staff and students.
3. Each meeting of the Committee shall normally be attended by the University Secretary; a Vice-Principal; the Director and Deputy Director of Human Resources & Organisational Development and other officers at the discretion of the Director of Human Resources & Organisational Development in consultation with the Convener.
4. The following skills/experience are particularly valued by the Committee:
 - a. Senior management experience in a complex organisation/public body;
 - b. Experience in the management of Higher Education;
 - c. Knowledge of employment law;
 - d. Specific knowledge and experience of one or more of the following areas: HR; Health, Safety and Wellbeing; Organisational Development; People analytics; organisational change;
 - e. Understanding of trade unions and management within a unionised environment.

The above skills should be covered by the Committee as a whole, with individual skill-sets contributing towards this.

APPENDIX 4

FINANCE & POLICY COMMITTEE (Minute 73(3)(a))

A meeting of the Committee was held on 27 March 2018.

Present: Andrew Richmond (Convener);
Richard Bint;
Principal, Professor Sir Pete Downes;
Jane Marshall;
Sean O'Connor;
Professor Mairi Scott;
Allan Murray; and
Sharon Sweeney.

In Attendance: Wendy Alexander (Vice-Principal (International)) (item 8);
Jo Elliot (Chair, Audit Committee);
Dr Rob Ford (Director Educational Partnerships Development Unit);
Andrew Jefferson (Interim Director of Finance);
Rose Jenkins (Director of Campus Services);
Dr Neale Laker (Director of Academic & Corporate Governance);
Ian Leith (Director of Business Transformation)(item 9(1));
Afzal Mahmood (External Consultant, Business Transformation)(item 9(1));
Kevin Mallett (Deputy Director of Finance)
Dr Jim McGeorge (University Secretary);
Dr Christine Milburn (Policy Officer (Corporate Governance));
Wesley Rennison (Director of Strategic Planning);
Professor John Rowan (Vice-Principal Research, Knowledge Exchange & Wider Impact)

Apologies: Professor Nic Beech (Vice-Principal (Provost));
Ronald Bowie

The Convener welcomed Andrew Jefferson (Interim Director of Finance) and Rose Jenkins (Director of Campus Services) to their first meeting of the Committee.

1. MINUTES

Resolved: to approve the minutes of the meeting of 30 January 2018, including minute 5(3) which was considered as an item of reserved business.

2. MATTERS ARISING

(1) Action Log

The Committee received the action log for its business. In noting the updates provided, the Convener highlighted the first instance of approval being sought for the submission of a research grant valued at over £3m by the Committee following changes to the thresholds within the Schedule of Delegation & Decision Making Powers. Members indicated that the process had gone well, and noted refinements would be introduced to take account of feedback. Noting that the Vice-Principal (Research, Knowledge Exchange & Wider Impact) was scheduled to deliver a training session for members outlining the internal processes for the approval of research grant applications immediately before the next meeting of the Committee on 15 May 2018, members suggested that the circulated application be used as a case study to help improve their understanding and further refine the process for approval.

The Committee was also advised that the Estates Group had met for the first time to consider the development of the Estates Strategy.

Resolved: to approve the log.

3. **UPDATE ON INDUSTRIAL ACTION: USS**

The University Secretary updated the Committee on recent industrial action by the University & College Union (UCU) in relation to proposed changes to the Universities Superannuation Scheme (USS), including steps taken to mitigate the impact on the student experience and the University's preliminary assessment of the scale and impact of the action. In response to questions it was confirmed that the University had made it clear that it would not pay compensation to students resulting from the strike action, and that proposals for using salary deductions to support student learning opportunities and hardship were under discussion by the University Executive Group and would be consulted upon with DUSA. Members were pleased to note positive feedback from the DUSA President regarding the University's responsiveness to emerging student issues during the period of action.

Discussions focussed on proposals emerging from meetings between the UCU and UUK including the possible establishment of an independent group to review the scale of the deficit, and a request to the Pension Regulator and USS Trustee to extend the June deadline for agreement of actions following the valuation of the scheme. Members noted that the proposals, including financial, sustainability, political and emotive factors, would be discussed by the Pension Sub-Group at its meeting later in the afternoon. Members also highlighted the need to ensure that both the USS Trustee and the Pension Regulator were consulted on, and in agreement with, any suggested course of action. In this respect, members noted in particular the risk that the proposals might be taken to indicate that the JNC had failed to reach agreement on future benefits, and thereby lead to the Regulator imposing additional contributions at a rate which could be unaffordable both to staff and the University.

Resolved: to note the update and ask that the Pension Sub-Group consider the matter and develop a response to the UUK consultation.

4. **MANAGEMENT ACCOUNTS (Q2)**

The Committee noted that the management accounts for the second quarter (Q2 accounts) (available to Court members on BOX) had been circulated by email following the last meeting of the Committee. The Deputy Director of Finance drew members' attention to the outturn on operational activity, which showed a deficit of £3.9m - an improvement of £1.8m during the second quarter, and a positive variance of £680k relative to the budget. Members noted that the improvements were broad-based, with Schools, Directorates and other operational savings contributing to the improved position.

The Deputy Director of Finance also outlined the reports on tuition fee income, and members noted that despite growth in this area the full year forecast was below that projected in the budget. In response to questions, the Deputy Director indicated areas where it was reasonable to expect further financial improvement, but also highlighted two Schools where the contribution was not expected to meet budget. Through discussion members noted the complexity of calculations relating to student fee income and margin given variance in student numbers, fee rate and changes to fees. In this respect members noted that consideration would be given to how best to present a rounded view. Members also noted the role of TRAC return data in informing budget and planning processes.

The Committee also expressed an interest in the University's level of exposure relating to cash held in Euros. The Deputy Director highlighted hedging arrangements in place and agreed to provide the Convener with an estimate of the level following the meeting.

Resolved: to note the accounts.

5. **FINANCIAL REVIEW OF THE YEAR: STAFF BENCHMARKING DATA**

The Committee received a paper from the Deputy Director of Finance which outlined the scope of work being undertaken in response to a request from the Committee for further data on total staff costs as a percentage of income across the HE sector. Members noted that the Deputy Director had identified a number of trends which required further contextual analysis beyond the original scope of work, and confirmed that these would be addressed in a final report to their next meeting. Noting the potential impact of restructuring on staff costs data, particularly in relation to 'One Dundee' projects and investments in areas such as External Relations, a member highlighted an interest in an analysis of changes to the relative levels of academic and Professional Services staff.

Resolved: to note the scope and that the report would be provided to the Committee at its meeting on 15 May 2018.

6. **INDICATIVE FUNDING LETTER FROM THE SCOTTISH FUNDING COUNCIL**

The Committee received a paper from the Director of Strategic Planning which outlined the funding decisions detailed within the Indicative Funding Letter from the Scottish Funding Council (SFC) relative to the budget projections for 2018/19. Members noted that several large components of funding had not yet been announced, and that the analysis had therefore been made on a 'like-for-like' rather than absolute basis.

The Director told members that across the announced components there was a £1.7m increase relative to funding in 2017/18, which represented a £2.1m increase against the 2018/19 baseline approved by the Court in June 2017. The Director drew members' attention to areas where funding had not yet been announced, and members also noted that past experience showed that funding levels may change between the indicative funding letter and the final grant letter. Members were also advised of areas such as the Global Research Fund where the funding was restricted to specific spending plan related activities.

Resolved: to note the update and await receipt of the Main Grant Letter from the SFC in due course.

7. **UPDATE ON THE 2018 BUDGET CYCLE**

The Committee received a paper from the Interim Director of Finance which set out progress made with the University's 2018 budget process. The Interim Director highlighted the timeline and key milestones in the process as well as the approach to considering capital and strategic investment requirements, and emerging issues. Members noted that it was too early in the cycle to forecast the outturn, but that the process remained on track to deliver budget proposals to the Finance & Policy Committee at its next meeting on 15 May 2018.

Resolved: to note the update.

8. **JOINT EDUCATION INSTITUTE (CHINA)**

The Vice-Principal (International) and the Director of the Educational Partnerships Development Unit (EPDU) joined the meeting to outline a proposal to take forward for further development the possible establishment of a Joint Educational Institution (JEI) with Central South University (CSU) in China focused on the areas of Life Sciences, Medical Imaging and Nursing. The Vice-Principal sought a mandate to begin negotiations with CSU on the basis of the parameters and criteria set out.

In introducing the paper the Vice-Principal reminded members of the different possible approaches by which the University could grow its global operating capabilities and members noted that the JEI proposal outlined was an example of a fully off-shore partnership. The Vice-Principal also outlined the rationale behind the proposed partnership, and in particular that it was expected that the partnership would expand the University's reach and reputation in key areas of academic strength and in turn open a range of opportunities to grow its research base at a time when China was expected to become a primary funder of research. In particular, members noted that CSU was one of 42 universities selected as part of the Chinese Government's 'Double World Class Initiative', and had been selected as the most suitable potential partner following an extended period of discussion and internal review. In response to questions the Vice-Principal confirmed that at this stage CSU was considered to be the only potential partner for Dundee within the Double World Class Initiative in the areas proposed, and that the latter status was important to the progression of the research agenda. The paper also provided an overview of the proposed programme, financial negotiation criteria, risk negotiation criteria, timelines and governance arrangements, and members noted that more details would be confirmed through more detailed negotiations should the Court approve the direction of travel.

The Vice-Principal and the Director of the EPDU drew members' attention to the scale of potential recruitment to the JEI. Noting that the JEI itself could only recover full economic costs, members were reassured to hear that robust plans were being developed which would enable the University to maximize the number of fee-paying students subsequently engaging in study directly with the University, to enhance opportunities for Dundee students to engage in study overseas, to build new research opportunities, and to expand on the three subject areas being pursued initially.

The Vice-Principal also outlined the timeline and process for the establishment of a JEI and members noted that subject to the approval of the initial proposals, and following satisfactory outcomes in negotiations with CSU, the University would then apply to the Provincial Government and Ministry for Education - with an expectation that the outcome would be known by January 2019. In response to questions the Vice-Principal confirmed that at this point the Court would be asked to formally approve the formation of a JEI.

Through discussion the Committee highlighted the importance of robust costings being made available to the Court, and members noted that these were being developed and finalized. Members also noted that the University would not enter into any agreement requiring capital investment in relation to the JEI. Members asked that a full risk appetite statement be provided alongside the proposals when submitted to the Court, and that this include risks relating to the establishment of a non-person legal identity with an overseas partner which was not controlled by the University.

The Committee agreed that the establishment of a JEI and associated links as outlined was an important aspect of the University's ambitions as a globally inspiring University.

- Resolved:**
- (i) to endorse the approach and principles of the project as set out; and
 - (ii) in doing-so, to endorse to Court the proposal that the University begin negotiation with CSU within the parameters and criteria set out.

9. UPDATES

(1) Business Transformation

The University asserts that this information is exempt from public disclosure and claims exemptions in S.30(b)(ii) and S.33(1)(b) of the Freedom of Information (Scotland) Act 2002. Members were therefore required to treat the discussion as strictly confidential.

At the point at which the exemptions are deemed to no longer apply the Court will be asked to note the release of this minute which will then be included as an appendix to the minute of that Court meeting.

(2) Student Numbers Update

The Director of Strategic Planning provided the Committee with a paper which summarised the 2017/18 admissions intake and updated members on the current recruitment position for 2018/19. With regard to the 2017/18 intake, members noted that despite growth across the intake categories the levels had not achieved those estimated in the budget. With regard to 2018/19 members noted that due to changes in the offer-making processes it was not possible to reliably update the forecast against budget at this point, but that RUK recruitment and overseas taught-postgraduate recruitment was proving challenging.

Resolved: to note the report.

(3) Reserved Business: Dundee Student Villages Ltd (DSV)

The University asserts that this information is exempt from public disclosure and claims exemptions in S.30 and S.33(1)(b) of the Freedom of Information (Scotland) Act 2002. Members were therefore required to treat the discussion as strictly confidential.

At the point at which the exemptions are deemed to no longer apply the Court will be asked to note the release of this minute which will then be included as an appendix to the minute of that Court meeting.

10. ESTATES & CAMPUS SERVICES

The Director of Estates & Campus Services introduced the regular report which detailed progress against emerging and/or currently capital projects in the Centre for Education and Public Engagement in Anatomy, the Fulton Building, the Innovation hub, MedTech Innovation Facility, University of Dundee School of Business, and Matthew Building upgrades.

Discussions focussed on the outcomes of the first meeting of the Estates Sub-Group established by the Finance & Policy Committee, and members noted that following the meeting the Director was reviewing the University's drivers and key activities with a view to developing an Estates Strategy which took account of synergies and competing needs across a range of potential investment projects. Turning to the paper the Director drew members' attention to an update on the progression of School of Business proposals and the timeline for this project. Members noted that this project would be reviewed as one element of the holistic plan and that early proposals would be brought forward to the next meeting of the Committee on 15 May 2018.

Resolved: to note the update and await further reports in due course.

11. REMIT AND TERMS OF REFERENCE

Noting that following the review of practice relative to the requirements of the Scottish Code of Good HE Governance (2018) the Governance & Nominations Committee had recommended that all Committees update their remit and terms of reference to include details of the skills, attributes and qualifications required within their membership, the Committee reviewed and endorsed to the Court revisions to its terms of reference.

Resolved: to endorse to the Court revisions to the terms of reference of the Committee as outlined in annex.

12. USE OF DELEGATED AUTHORITY

The Committee noted three instances of use of delegated authority by the University Secretary and Director of Finance/Interim Director of Finance since the last meeting. Members were satisfied that authority had been appropriately discharged.

Resolved: to note the update.

13. APPROVAL OF LARGE RESEARCH BIDS

The Committee ratified its approval of the submission of a grant application from the School of Social Sciences to the ESRC which exceeded the £3m approval threshold within the Schedule of Delegation and Decision Making Powers. Noting that the approval had been granted by email circulation, members provided feedback to officers to inform the refinement of the process.

Resolved: to ratify the approval of the submission of a grant application exceeding £3m.

14. DATE OF NEXT MEETING

The Committee noted the next meeting of the Finance & Policy Committee was scheduled for 2.30 pm on 15 May 2018, and would be preceded by a Research Funding training course open to all Court members.

Resolved: to note the date.

FINANCE & POLICY COMMITTEE

REMIT AND TERMS OF REFERENCE

Skills Desired/Required for Membership of the Finance & Policy Committee

It is proposed that the following amendments be made to the membership section of the terms of reference for the Committee:

Membership

1. The membership for any given year is set out in the attached schedule. It shall comprise a mix of lay members, staff members, the Chairperson of Court, the Principal and the President of the Students' Association.
2. The quorum for any meeting is 50% of the total membership rounded up. The quorum for any given year is likewise set out in the attached schedule. To be quorate at least two lay members and one elected/nominated member must be present. Elected/nominated members include both staff and students.
3. The Convener of the Audit Committee may attend meetings and a reciprocal right of attendance is granted to the Convener of the Finance & Policy Committee to attend meetings of the Audit Committee.
4. Each meeting of the Committee shall normally be attended by the University Secretary; the Vice-Principal (Provost); the Vice-Principal (Learning & Teaching); the Directors of Academic & Corporate Governance, Estates & Campus Services, Finance, and Strategic Planning; and the Deputy Director of Finance.
5. The following skills/experience are required across the membership of the committee:

- Knowledge of finance, including at least one member with an accounting qualification and other members with equivalent/alternative financial skills and experience;

6. The following skills/experience are particularly valued by the Committee across its membership:

- Experience/knowledge of architecture, estates and/or facilities management from a variety of perspectives;
- International experience;
- Knowledge and experience of corporate governance in a general setting;
- Legal knowledge, preferably within a business, public sector or financial services setting;
- Experience of working in academic and non-academic settings;
- Knowledge and/or experience of IT and business systems;
- Knowledge and/or experience of procurement;
- Experience of public sector organisations and Non-Departmental Public Bodies;
- Ability to understand and manage risk;
- Awareness of wider stakeholder interests in higher education;

In addition, the following abilities and attributes would be valued

- Ability to challenge constructively based on material and data presented;
- Ability to interpret the Committee's remit within the wider context of the University Strategy;
- Ability to add value through the consideration of management proposals, and to reach a balanced view; and
- Ability to demonstrate analytical thinking;

The above skills should be covered by the Committee as a whole, with individual skill-sets contributing towards this.

APPENDIX 5

GOVERNANCE & NOMINATIONS COMMITTEE (Minute 73(4))

A meeting of the Committee was held on 27 March 2018.

Present: Richard Bint (Acting Convener);
Jane Marshall;
Bernadette Malone;
Toni McKinney;
Professor Mairi Scott;
Phil Welsh.

In Attendance: 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))

Apologies: Ronald Bowie (Convener);
Principal, Professor Sir Pete Downes;

1. MINUTES

Resolved: to approve the minutes of the meeting of 30 January 2018.

2. MATTERS ARISING

(1) Action Log

The Committee received an action log summarising progress in relation to outstanding actions from previous meetings.

Resolved: to note the log.

(2) Submission of CUC Code Consultation Response (Minute 8)

The Committee was advised that following its meeting on 30 January 2017 the Committee of Scottish University Chairs (CSC) had considered and submitted its own response to the Committee of University Chairs (CUC) consultation on the draft HE Remuneration Code. Members noted that in its response the CSC had indicated that the proposed HE Remuneration Code contained advice divergent from requirements detailed in the Scottish Code of Good HE Governance (2017), and that the Scottish Code should take precedence. The CSC had therefore suggested that Scottish Institutions note the areas of good practice within the proposed HE Remuneration Code, but that it should not be adopted in Scotland. Members noted that the Remuneration Committee had subsequently been consulted and had agreed that rather than making an individual response, the University should indicate its support for the CSC position, and the University Secretary confirmed that this had been done.

Resolved: to note the response.

3. CONVENER'S UPDATE

In his absence a short update was tabled on behalf of the Convener in which he updated members on the process for the appointment of a new Principal & Vice-Chancellor, the completion of the current Principal's OSaR, the outcome of discussions with candidates for the position of Deputy Chair of Court, and his meetings with the Chair of the DUSA Board of Trustees through which he hoped to enhance the effectiveness of the relationship between the Board and the Court. Through discussion members welcomed the consultative process being undertaken in relation to the refinement of the further particulars for the appointment of a new Principal & Vice-Chancellor.

Resolved: to note the update.

4. SECTOR UPDATE

The Committee received a short media briefing from the Head of Corporate Communications, which had been prepared in response to a request from the Convener. Members indicated that they found the briefing valuable, but suggested that members would find it more useful to receive a more regular summary of relevant media items, including those being managed by the media team. Members also noted that the report did not extend to social media coverage and asked that officers consider how this could be added. Officers advised that the Corporate Communications provided a range of timely reports and summaries of media issue to the UEG and other senior managers and that consideration might be given to providing these to Court members. Members' attention was also drawn to WonkHE as a resource for regular sectoral media round-ups.

The University Secretary briefed members on a specific recent press article linked to the University and of the confidential action currently being taken in relation to it.

Resolved: to note the report and ask officers to consider how the approach to media updates may be enhanced.

5. DEPUTY CHAIR OF COURT

[Secretary's notes: Bernadette Malone, as a candidate for the role, declared a conflict of interest in the item and left the room for the duration of discussion of the item.]

The Committee was advised that since its last meeting, the Chair of Court had met with the two candidates who had expressed an interest in the role of Deputy Chair of Court, and had explored with them the responsibilities of the role, and how they would take it forward if successful. Members noted that the Chair had indicated that both candidates were highly appointable, but that on balance and following review of the applications relative to the criteria set out by the Committee, he recommended that Bernadette Malone be appointed to the position. Members noted that the Chair had consulted with the Court by email and that responses had been unanimously positive in their endorsement of the preferred candidate. The Committee therefore strongly endorsed to the Court the proposal that Bernadette Malone be appointed as Deputy Chair of Court, effective from 1 August 2018 until the end of her term of office.

Members then reviewed the process and highlighted opportunities to improve it in the future. In particular discussions focussed on the potential benefits from a transparency perspective of a formal interview process and whether or not it would be better for the Committee to be consulted prior to the Chair of Court seeking the views of Court members regarding his recommendation. Following discussion members agreed that they would explore these issues further at their next meeting (when the Chair of Court would be present to participate in discussion) before bringing forward any proposals to enhance practice.

Resolved:

- (i) to endorse to the Court the proposal that Bernadette Malone be appointed as Deputy Chair of Court from 1 August 2018 until the end of her term of office;
- (ii) to review the process and consider how it may be improved in the future; and
- (iii) to make arrangements for an induction programme for the incoming Deputy Chair of Court.

6. APPOINTMENT OF THE CHAIR OF COURT

Noting that the Chair of Court's current term of office would end on 31 July 2019, the Director of Academic & Corporate Governance provided members with an overview of formal legal advice now received with regard to the eligibility of the incumbent to be considered for renewal. Members noted the advice was that, given the timing of changes to legislation, it would not be appropriate to consider renewal of the appointment of a Chair who had not been elected in the manner now required by the Higher Education (Scotland) Act 2016, and that the current Chair would therefore not be eligible to be considered for renewal but could of course stand for election. Members noted confirmation had however been received that under legislation and the University's Statutes and Ordinances, future Chairs who had been elected under the new mechanisms would be eligible for consideration for re-appointment. The Director confirmed that he would develop draft regulations, criteria and guidelines for an election process for consideration by the Committee at its next meeting, along with circulating formal confirmation of the legal advice received.

Resolved: to note that officers would develop draft regulations, criteria and guidance for an election.

7. MEMBERSHIP OF THE COURT

The Committee formally noted the resignation of Mr Denis Taylor from membership of the Court, effective from 31 July 2018 as reported at the last meeting of Court. Members noted that the Committee had subsequently at its shortlisting meeting on 21 February 2018 asked the panel to make recommendations for the appointment of three (rather than two) new lay members. Members were encouraged by the high response received to the call for interest (50 eligible candidates), and the resulting strong shortlist.

The Committee noted that the shortlisting meeting had identified 10 candidates for interview, and that following two withdrawals, 8 candidates had been interviewed.

The Committee received a report detailing the recommendations from the appointing panel along with the CVs for the three preferred candidates, Alan Bainbridge, Lady Clark of Carlton and Jay Surti. Members noted that collectively the candidates would bring business and legal skills, digital and communication experience and experience of engagement with government and strongly endorsed the recommendations of the appointing panel. The Committee also received an analysis of equality, diversity and inclusion data pertaining to the stages of the process.

Through discussion of the skills and background of Court members, the Committee suggested that a further review of succession planning, skills and experience would be valuable, particularly in relation financial and business expertise, in time for the next round of appointments.

The Committee was also advised of the outcome of the Dundee University Students' Association (DUSA) elections, with Sofia Skevofylaka having been elected as the DUSA President and Rumana Kapadia as the Independent Student Member on Court. Members offered their congratulations to the candidates and were particularly interested to note the increase in engagement with the elections from 9.14% in 2017 to 20.4% in 2018. Members were informed that the increase was largely attributed to new voting software put in place by DUSA in partnership with University management and an extended voting period. Members also congratulated Toni McKinney on her re-election as VP Engagement.

- Resolved:**
- (i) to recommend to the Court that Alan Bainbridge, Lady Clark of Carlton and Jay Surti be appointed as lay members of the Court for a period of 4 years in the first instance, effective from 1 August 2018;
 - (ii) to note the equality, diversity & inclusion data provided; and
 - (iii) to note the outcomes of the DUSA elections.

8. SCOTTISH CODE OF GOOD HE GOVERNANCE

A number of papers were brought forward in line with the Scottish Code of Good HE Governance action plan approved at the last meeting as follows. Members noted that a summary detailing compliance relative to the Code would be provided to the Court following the Committee's discussions of further items at its meeting on 15 May 2018.

(1) Statement of Primary Responsibilities

Members endorsed to the Court a number of changes proposed to the Statement of Primary Responsibilities (annex a) which had been designed to address recommendations 1:1 and 1:11 of the Scottish Code of Good HE Governance (2017).

Resolved: to endorse to the Court proposed revisions to the Statement of Primary Responsibilities, subject to minor amendment.

(2) Staff Council Members of Court

Members approved changes to Ordinance 18 (Election of Members of the Court and Senate) which addressed the requirements of recommendation 2:16 of the Scottish Code of Good HE Governance (2017) by introducing the requirement that of the Staff Council members elected to the Court, one must be an academic and one a non-academic member of staff. Members noted that the Staff Council Standing Committee had been consulted and had endorsed the proposed changes, which would have no impact on the existing members of the Court.

Resolved: to recommend that the Court approve the changes (annex b), subject to the concurrence of the Senate and ratification at a second meeting of the Court.

(3) Report on Court Oversight of Systems for Liaising with Stakeholders

The Committee received a report which, in response to recommendation 1:5 of the Scottish Code of Good HE Governance (2017), illustrated the broad range of activities, systems and processes in place for informing and consulting stakeholders. Officers also highlighted a number of additional examples beyond those included in the report. Following discussion members agreed that the University met the threshold for compliance with recommendation 1:5 of the Code.

The Committee went on to discuss the part of the recommendation that stated that the *'governing body should satisfy itself that the Institution had adequate systems and practices in place for informing and consulting with stakeholders' representative bodies..[...]* and indicated that it would be valuable for the University Executive Group (UEG) to be invited to provide a view as to how effective the systems and processes were and whether they should be considered to be 'adequate'.

Resolved: to note that the Committee recommended that the University be considered compliant with recommendation 1:5 of the Code, and to ask the UEG to c of the systems and processes.

(4) DUSA

The Committee received a paper which outlined a range of ways in which the requirements of recommendation 1:6 of the Scottish Code of Good HE Governance (2017) were met. In doing so the paper confirmed governance arrangements in place between the University and DUSA in relation to the annual subvention and general arrangements for the governance of DUSA finances. Noting in particular the Memorandum of Understanding in place between the University and DUSA, members confirmed that they were satisfied with arrangements and that the University was compliant with the Code in this respect.

Resolved: to provide assurance to the Court that the University was compliant with recommendation 1:6 of the Code.

(5) Ethical and Sustainable Policies and Actions

The Committee received a paper which provided members with an indication of the range of policies and processes in place which related to recommendation 1:10 of the Scottish Code of Good HE Governance (2017), including procurement, investments, environment, health & safety and fair working practices. Noting that the list was not exhaustive, but provided a broad overview of the University's approach and commitment, members were content to provide assurance to the Court that the requirements of the Code were met.

Through discussion members expressed a particular interest in fair working practices at the University and their alignment to the fair work framework 2016. Members agreed that a mapping exercise for the People & Organisational Development Committee would be useful in this respect.

Members highlighted the importance of recognising that the University's pension schemes were independent entities and had their own ethical and sustainable investment policies.

The Committee highlighted the importance of the periodic review of these and other aspects of Code compliance and agreed that this would be best addressed as part of the regular review of the effectiveness of the Court.

Resolved: to provide assurance to the Court that the University is compliant with the requirements of recommendation 1:10 of the Code.

(6) Terms of Reference: Skills Required Amongst Committee Membership

The Policy Officer (Corporate Governance) reminded members that the Committee had previously recommended that all Committees be asked to update their Remit and Terms of Reference to include the range of skills, attributes, and qualifications collectively required across the membership of the Committee to enable the Governance & Nominations Committee to meet the requirements of recommendations 3:35 and 3:36 Scottish Code of Good HE Governance (2017), when reviewing the membership of the committees

of Court. In this respect the Committee reviewed amendments proposed to its own remit and terms of reference.

Resolved: to endorse to the Court the inclusion of the additional skills section in the remit and terms of reference as set out in annex c.

(7) Report on Equality & Diversity Policies and Activities

The Committee received a report outlining a range of ways in which recommendation 4:33 of the Scottish Code of Good HE Governance (2017) was being met. The paper provided a high level overview of infrastructure, training, policies and reporting relating to the equality, diversity and inclusion agenda. The Committee highlighted the key role of the Court in leading this area, and the role of the People & Organisational Development Committee in monitoring and progressing the agenda.

Resolved: to assure the Court that the University was compliant with recommendation 4:33 of the Code.

(8) Review of Standing Orders and Code of Conduct for Court Members

The Committee received a paper which proposed changes to the Standing Orders and Code of Conduct for Court members, taking into account both the decision of the Committee on 2 October 2018 to prohibit paid engagement of lay members of any kind by Schools or Directorates in the University, and recommendations 1:2, 3:31, 3:23, 3:25, 3:29, 5:44, 5:45, 5:47, 6:68, and 7:83 of the Scottish Code of Good HE Governance (2017). Members made a number of minor suggestions for further improvement of the document.

Resolved: to recommend to the Court that it approve the revised Standing Orders and Code of Conduct for Court Members as set out in annex d.

(9) Review of Induction, Training and Development Framework for Court members

The Committee received a paper which outlined existing arrangements and engagement with members in relation to their induction and training needs. The paper proposed a number of ways in which these could be enhanced, including the formalisation of the annual individual meetings between the Chair of Court and members of the Court. The paper also outlined similar proposals for the consideration of the training and development needs of the Chair of Court. Members were supportive of what it considered to represent an effective, but 'light-touch' approach, including the introduction of a Continued Professional Development form .

Resolved:

- (i) to recommend that the Court implement the proposed development framework and form for the 2018/19 academic year;
- (ii) to recommend a review of the process at the end of the 2018/19 academic year; and
- (iii) to recommend that, subject to the approval and implementation of the proposals, the Court consider the University to be compliant with recommendations 4:34, 5:41 and 6:58 of the Scottish Code of Good HE Governance (2017).

(10) Remuneration Committee

The Committee noted the discussions of the Court and the Remuneration Committee in relation to recommendation 7:80 of the Scottish Code of Good HE Governance (2017), as well as current practices across the Scottish HE sector. In particular the Convener of the Remuneration Committee sought views from the Governance & Nominations Committee with regard to how it might best meet the requirement to seek the views of representatives of staff and students of the institution in relation to the remuneration of the Principal and senior executive team.

The Committee considered various ways in which these views could be most effectively and meaningfully sought, including staff/student membership of the Remuneration Committee and/or consultation with stakeholder groups such as DUSA, the Student Representative Council and Campus Unions. In particular the Committee was cognisant of a number of issues which may be faced by staff and students should they be asked to serve on the Committee, including the possible impact of the short term of office of student members on their induction and training, difficulties in achieving a fair and representative breadth of views through single representatives and potential conflicts of interest that may arise. Members were also

conscious that student and staff views would necessarily only form one aspect of the process of considering the performance of the Principal and senior staff.

Members noted that the Convener of the Remuneration Committee had discussed the matter with the President of the Dundee University Students' Association, and welcomed further dialogue with staff and student members of the Court.

The Committee noted that the Remuneration Committee would discuss the matter further at its meeting on 24 April 2018, and that it would make recommendations to the Governance & Nominations Committee as soon as possible to inform its consideration of the membership of the committees of the Court on 15 May 2018.

Resolved: to note that the Remuneration Committee would discuss the issue further at its meeting on 24 April 2018.

9. EQUALITY & DIVERSITY

Members noted that all but one one member of the Court had completed the two mandatory equality and diversity modules, and that the remaining individual had been offered IT support to enable them to do so. Members also noted changes required to the annual Equality & Diversity Monitoring Form for the Court which would enable the University to be compliant with HESA and GDPR requirements.

Resolved: to note the update and approve revisions to the form as outlined for issuing to members of the Court.

10. EARLY STAGE COURT BUSINESS

The Committee reviewed an early draft of the agenda for the meeting of the Court on 24 April 2018. Members were particularly interested in receiving an update on the implementation of University Strategy action plans.

Resolved: to note the proposed agenda.

11. ACADEMIC CALENDAR

At the meeting the Policy Officer (Corporate Governance) outlined two models for the 2018/19 academic calendar, with a view to ensuring that the annual financial accounts could be approved in time for submission to the Scottish Funding Council as required by 30 November 2018.

The Committee was reminded that the existing model presently required an additional meeting of the Court and Audit Committee to be held in October/November for the sole purpose of approving the annual financial statements. Members also noted that the University was amongst those institutions whose governing bodies met most frequently (5 full meetings plus a brief one at the Retreat), and that the agenda for the February meeting was often light due to there being a relatively small number of working weeks between this and the December meeting once the Christmas closure was taken into account. In addition, members noted that the positioning of committee meetings within the current cycle did not allow for student intake data and management accounts to be made available to the Finance & Policy Committee at its January meeting.

The Policy Officer presented a second model based on a 5 meeting cycle (including a full meeting at the Retreat) as in place in several other Universities. Following discussion, and noting that the change might impact on the cycle of reporting from the Senate to the Court, members recommended that the Court implement this revised model for the 2018/19 year, and that dates previously approved for the period 1 August 2018 to 31 December 2018 be revised accordingly.

Current	Revised
Late August	Late August
Brief meeting at the Retreat (5-R – 11.5)	Full meeting at the Retreat
Late October (7.5)	Mid/late Nov
Additional Mid Nov	-
Early December (7 in Xmas)	Mid to Late Feb
Late February (8)	Late April
Late April (11)	Late June
Early June (7)	

Resolved: to recommend to the Court that it move to a revised cycle and to ask the Policy Officer to develop a provisional calendar based upon this model for discussion with the Conveners of the Committees.

12. **NARRATIVE FROM THE COMMITTEE TO THE COURT**

The Committee agreed that in its communications with the Court it wished to highlight its discussions relating to:

- the appointment of the new Deputy Chair of Court;
- appointments to lay Court vacancies;
- legal advice relating to the appointment of the Chair of Court;
- Scottish Code of Good HE Governance related items; and
- changes to the equality & diversity monitoring form.

Resolved: to agree the narrative for Court as detailed in the minute above.

13. **DATE OF NEXT MEETING**

The Committee noted the next meeting of the Governance & Nominations Committee was scheduled for 15 May 2018.

Resolved: to note the date of the next meeting.

14. **REPEAL OF ORDINANCES 49 AND 50**

The Director of Academic & Corporate Governance advised members that following the approval of changes to Statute 16 by the Privy Council in 2017, which brought the University's employment practices in line with modern employment law legislation, Ordinances 49 (Academic Staff – Discipline, Dismissal and Removal from Office) and 50 (Academic Staff – Discipline, Dismissal and Removal from Office-Appeal Procedure) had been replaced by a suite of policies which applied to all staff groups. As these Ordinances were no longer required the Director recommended that they be repealed as soon as practicable.

Resolved: to recommend to the Court that Ordinances 49 and 50 be repealed, noting that the concurrence of the Senate and ratification at a further meeting of the Court would be required.

15. **REGISTER OF INTERESTS**

Members received a copy of the guidance on register of interest submissions currently issued to members of the Court and officers in a position of influence, and noted that feedback was invited prior to it being issued for 2018. Members also noted that statistics for returns for officers would be provided at the meeting in May 2018, and that the returns for members of the UEG would be made available to members on BOX before that meeting.

Resolved: to provide feedback to the Policy Officer (Corporate Governance) as appropriate.

16. **ANNUAL REPORT ON SUBSIDIARY DIRECTORS**

The Committee received for information a paper from the Director of Finance, Mr Andrew Hewett, detailing information requested on the current directors of subsidiary companies of the University. In the report the Director detailed the company name, number, purpose, directors and company secretary.

Resolved: to thank the Director for his report.

STATEMENT OF PRIMARY RESPONSIBILITIES

The primary responsibilities of the Court, as the governing body of the University, are:

Strategy and Mission

1. to approve and oversee the delivery of the University's mission, vision and strategy, setting out its aims and objectives in teaching, research and wider impact and identifying the financial, physical and staffing requirements for their achievement;
2. to ensure the quality of the educational provision of the University and, in consultation with the Senatus, to make such provision as it thinks fit for the general welfare of the students;
3. to oversee the management of all of the revenue and property of the University and to exercise general control over its affairs, purposes and functions, taking all final decisions on matters of fundamental concern to the institution;
4. to safeguard the good name and values of the University and to ensure that it is responsive to the interests of its stakeholders, including students, staff, graduates, the local community and funding bodies;
5. to assist the University in the promotion and development of its activities in Scotland, the UK and internationally, in a way which protects and enhances its financial sustainability, visibility, reputation and values;
6. to approve financial strategies, long-term business plans and annual budgets for the University and to ensure its solvency and safeguard its assets;
7. to approve Key Performance Indicators (KPIs) and monitor the University's performance against approved plans, budgets, and key performance indicators, benchmarking them where appropriate against comparator institutions;
8. to ensure, in approving KPIs and annual budgets, that due regard is given to the interests of students, staff and other stakeholders;
9. to approve an estates strategy for the management and development of the University's land and buildings in support of its objectives;
10. to approve a 'People action plan' and to ensure that reward arrangements for its employees are appropriate to the needs of the University;
11. to demonstrate leadership and act as a role model in the elimination of unlawful discrimination and the promotion of equality, diversity and inclusion, and to ensure good relations across all protected characteristics.

Governance and Control

12. to ensure compliance with established principles of good governance in higher education and moreover ensure the University transacts its business with integrity and in accordance with its Charter, Statutes, Ordinances and other rules and regulations, as well as with Scottish, UK and EU law where applicable;
13. to appoint the Principal & Vice-Chancellor of the University, including the terms and conditions attaching to the appointment, and to put in place suitable arrangements for monitoring his or her performance through consultation with all members of the Court;
14. to appoint a Secretary of the University and to ensure that he or she has separate lines of accountability for the provision of services to the Court and for the fulfilment of executive managerial responsibilities within the institution;
15. to make clear and to review regularly the executive authority and other powers delegated to the Principal & Vice-Chancellor, to other senior officers and to other bodies of the University including the Senate and Committees of Court;
16. to ensure the proper use of public funds awarded to the University as well as adherence to the funding requirements of the Scottish Funding Council in its Financial Memorandum and any other documents;
17. to establish and monitor effective systems of internal financial and operational control and accountability throughout the University, oversee the University's arrangements for internal and external audit and to approve the University's annual financial statements;
18. to ensure that arrangements are in place for the proper management and assessment of risk within the University and that appropriate arrangements are in place in respect of the health and safety of students, staff and other persons affected by University operations;
19. to act as trustee for any legacy, endowment, bequest or gift in support of the University's activities;

Effectiveness and Transparency

20. to ensure, through the appointment of co-opted lay persons in accordance with the Statutes, a balance of skills and experience amongst the membership of the Court sufficient to meet these primary responsibilities;

21. to ensure that the proceedings of the Court are conducted in accordance with the nine principles of public life in Scotland: namely selflessness, integrity, objectivity, accountability, openness, honesty, leadership, public service, and respect;
22. to ensure that the Court takes effective steps to communicate its decisions and its work to the staff and students of the University, and to other stakeholders as appropriate;
23. to ensure that procedures are in place in the University for dealing with internal grievances, conflicts of interest and public interest disclosure; and
24. to monitor its own performance and that of its Committees through an annual internal review of effectiveness, with a formal, externally-facilitated evaluation of effectiveness undertaken not less than every five years and to ensure that the Senatus reviews its own effectiveness on a regular basis.

**AMENDMENT TO ORDINANCE 18
ELECTION OF MEMBERS OF THE COURT AND THE SENATUS**

[...]

- 2 In electing members of the Court, the Staff Council (Statute 9(1)(h)) shall ensure that one member is a member of the academic staff and one member is a member of the non-academic staff of the University. All members of the Staff Council shall be entitled to participate in the elections for both members, irrespective of whether they themselves are academic or non-academic members of staff.
- 3 The Election of the members of the Court by the Staff Council (Statute 9(1)(h)), and the members of the Senatus elected by the Staff Council (Statute 10(1)(d)) and by the Schools (Statute 10(1)(h)) shall take place in the second semester in accordance with the Regulations made by the Senatus after consultation with the Staff Council. The period of office of those elected shall be four years from the first day of August immediately following their election. They shall be eligible for re-election but the Members of Court and the Senatus elected by the Staff Council shall not hold office continuously for a longer period than eight years.
- 4 In elections to Court from either the Staff Council or the Senatus, candidates may not serve for more than eight years continuously in either category or in a combination of both.

[...]

UNIVERSITY OF DUNDEE

STANDING ORDERS

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

1. **Powers and Functions**

- (1) The powers and functions of the Court are set out in paragraph (6) of Statute 9 (link), and the Primary responsibilities of the Court are detailed in the Statement of Primary Responsibilities (link).
- (2) The powers and functions of the Senate are set out in paragraph (4) of Statute 10 (link). Where a matter for discussion is relevant to both the Court and the Senate the cover sheet accompanying the paper under consideration will set out the relative responsibilities of the two bodies.
- (3) The Schedule of Delegation & Decision-Making Powers sets out matters delegated to Court Committees, the Senate, senior officers, and other committees and bodies
- (4) The Court may delegate to any committee the power to deal on the Court's behalf with any matter within that committee's terms of reference

2. **Membership of the Court**

- (1) 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 66.
- (2) All governing body members shall be considered full members of the Court and different categories of member shall exist only in that there are distinct routes to their appointment to the Court. Once appointed/elected/nominated, all members shall assume the same responsibilities, obligations and rights and are expected to participate fully in all Court business, unless a conflict of interest is identified and declared. The roles of the Chair, Deputy Chair, and Principal however are associated with additional responsibilities, which are prescribed in legislation, Charter, Statutes and Ordinances and the Scottish Code of Good HE Governance.
- (3) The Governance & Nominations Committee shall recommend to the Court individuals to be co-opted onto the Court as independent (lay) members. The Committee shall promote equality, diversity and inclusion considerations in its recruitment activities for Court and its committees, and will be mindful of the Court Statement on Diversity.

3. **Member's Conduct**

- (1) All members shall be expected to adhere to the standards outlined in the Code of Conduct for Court Members (appendix).
- (2) Members shall, both individually and collectively, be expected to act at all times in accordance with the Nine Principles of Public Life in Scotland, which shall be the foundation for Court's behaviour and processes for decision-making. Furthermore, the Court is also expected to show leadership in eliminating unlawful discrimination, promoting and facilitating equality, and fostering good relations across all protected characteristics.
- (3) Lay members may not undertake paid engagements or work within the University. Any member wishing to share their knowledge and expertise with Schools or Directorates in an unpaid capacity should consult the University Secretary and Chairperson of the Court before agreeing to undertake such activities. In the event that such engagement forms part of a member's training and development, the activity shall be discussed and agreed in advance and recorded in the individual's development record. If a member is in doubt about the need for the recording of an engagement, they should the University Secretary for guidance.

4. **Committees of Court**

- (1) On the recommendation of the Governance & Nominations Committee, membership of the committees of the Court for the following year shall normally be approved at the final meeting of the Court in the preceding academic year. Members shall hold office on that committee for 1 year from 1 August and membership shall be subject to annual review thereafter. A casual vacancy on a committee may be filled at any time by Court on the recommendation of the Governance & Nominations Committee, with the member holding office for the remainder of that academic year.
- (2) In considering membership of the committees, the primary consideration shall be the skills, experience and time required to contribute effectively to the committee and, with the exception of the Audit Committee, all members of the Court shall be eligible for consideration for membership of any committee. A conflict of interest may however prevent a governing body member from taking up membership of a particular committee.

- (3) The Court may appoint an *ad hoc* committee or working group to consider any matter arising and may delegate to such a committee powers to deal with the matter on the Court's behalf, except in the case of those matters defined in the Schedule of Matters Reserved for the Court (link)¹.
- (4) The Court may appoint members to joint committees responsible to both the Senate and the Court.
- (5) If a committee establishes a working group, it should clearly define its remit, purpose and terms of reference and the timescale within which it should operate.

5. **Attendance of meetings by Non-Court Members**

- (1) The following officers shall normally be in attendance at meetings of the Court:
 - University Secretary
 - The Vice-Principals
 - Director of Academic & Corporate Governance
 - Director of External Relations
 - Director of Finance
 - Director of Human Resources & Organisational Development
 - Director of Strategic Planning
 - Policy Officer (Corporate Governance) (as Clerk to the Court)
- (2) The Chair of the Court shall remain cognisant of any professional or personal connections between officers and members of the Court, and shall take appropriate action to ensure that all members are able to raise issues relating to institutional management and the work of the executive, notwithstanding the presence of officers.
- (3) Key officers of the executive should attend meetings to support effective decision-making, but must not unduly influence the business of the governing body. The Chair must ensure that the distinct roles for executive officers and members of the governing body are maintained and respected. Officers in attendance do not have voting rights and must take great care to ensure they do not act as if they are members of the Court.
- (4) 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, deliver a presentation, answer questions or take part in discussion. Persons so invited will not be accorded voting rights.

6. **Delegated Authority**

- (1) Delegated authorities are defined in the Schedule of Delegation and Decision-Making Powers, which the Court shall review on an annual basis.

7. **Chairperson**

- (1) The Chairperson of Court is the senior lay member as defined in the Higher Education Governance (Scotland) Act 2016. The Chairperson is elected through arrangements set down in Statute 9 and Ordinance 65, consistent with the terms of the Higher Education Governance (Scotland) Act 2016
- (2) The Chairperson presides over all meetings of the Court except when his or her performance or the appointment of their successor 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 among its members someone to preside over that meeting.
- (4) The Chair shall undergo an annual appraisal led by the Deputy Chairperson and involving consultation with all members of the Court.
- (5) The Chair shall also review with each member individually, at least every two years (and every year in the case of student members), their contributions and development needs. The outcome of this process shall be formally documented.

8. **Deputy Chairperson**

- (1) A Deputy Chairperson of Court shall be appointed by the Court in accordance with Statute 9(4)(a-b).
- (2) The Deputy Chairperson shall preside over any meeting of the Court in the absence of the Chairperson or in the event of the business of the Court making it inappropriate for the Chairperson to preside over any meeting or part thereof.
- (3) As the senior independent member of Court, the Deputy Chair shall act as intermediary for members of Court who might wish to raise concerns about the conduct of the Court or of its Chairperson.
- (4) The Deputy Chairperson shall, at least annually, chair a meeting of the Court to discuss the performance of the Chairperson in the Chairperson's absence.

9. **Dismissal of Chairperson or any Member of Court**

¹ The schedule of matters reserved for the Court will be developed for consideration by the Governance & Nominations Committee on 15 May 2018 and the section will be implemented following its approval.

- (1) Following due investigation, the Court has the power to remove the Chairperson or any other member on the grounds of serious personal or professional misconduct, abuse of the rights and privileges of membership of Court, bringing the University into disrepute, persistent absenteeism, medical incapacity or legal impediment or, in the case of the Chairperson, in the event that s/he no longer commands the confidence of the Court as detailed in Section 6 of the Scottish Code of Good HE Governance. The arrangements for this process are set out in Statute 9. If any member believes that there is a *prima facie* case for consideration of dismissal of any other member, s/he should raise the issue with the University Secretary who will consult with the Chairperson or Deputy Chairperson as appropriate before making a recommendation to Court for investigation of the case for dismissal/removal from office.

10. Schedule of Meetings

- (1) There shall normally be not less than five meetings of the Court in each academic session, including an annual Court Retreat. 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) There shall be an annual public stakeholder meeting, at which representatives of the Court, including the Chairperson and Principal, will give an account of the University's performance and activities.
- (3) Additional meetings outside the published schedule may be called upon notice being given in writing to each member of Court not less than seven days before the date of such a meeting.
- (4) Any ordinary or additional meeting may be adjourned by the Court until a date and time agreed by the Court.

11. Business

- (1) 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 University Secretary, 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.
- (2) The 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. The agenda for the meeting shall be made publicly available at this time through the Court website.
- (3) Papers considered at meetings of the Court shall normally be made available to staff and students on request following the meeting unless the University Secretary deems that this would result in a breach in confidentiality or would not be in the interests of the institution for some other reason consistent with the terms of the Freedom of Information (Scotland) Act 2012. Reserved items may include those containing personal or commercially sensitive information.
- (4) No business shall be transacted at any meeting of Court other than that specified on the agenda. Court may however consider additional non-contentious or urgent business with the consent of the Chairperson (or other individual presiding at the meeting) and the majority of members present. A request to include an additional item should be raised prior to the start of any meeting to enable the required agreement to be sought.
- (5) No member shall be entitled to propose a motion, other than one directly arising from the discussion of a subject before the Court, except with the consent of the majority of the members present.
- (6) All papers and reports for the attention of Court shall be accompanied by a cover sheet setting out a brief summary of the content as well as information relating to the importance and provenance of the paper.
- (7) Items considered to be reserved business shall be clearly marked on the agenda and cover sheet, with an accompanying statement indicating the basis for the exemption which would be claimed in terms of the Freedom of Information Act Scotland (2012). When a minute of a meeting of the Court or a Committee of the Court is to be considered as reserved business it will be included as a separate paper on the agenda, with the minute indicating the basis for its redaction. Once the exemption is deemed to no longer apply the Court shall be informed of the release of the minute and it shall be published as an appendix to the minute of the meeting of the Court at which it was released.
- (8) All actions resulting from the decisions of the Court shall be maintained in a log to be provided to Court at each meeting.
- (9) After a decision of the Court has been recorded as a resolution it shall not be withdrawn, or altered in substance, except by resolution of the Court.
- (10) The Court shall commission a review of its effectiveness every 5 years, with the support of an external facilitator.

12. Conduct of Meetings

- (1) The agenda for meetings shall include strategic business (labelled as Part A) and core business in relation to which discussion is expected and more routine business which is not anticipated to require consideration (labelled as Part C). The Chair will, at the start of meetings, invite members to 'star' any items under part C that they wish to have discussed. Items not identified through this process will be understood to have been considered and approved without discussion.
- (2) 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.

- (3) 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. When the adjourned meeting is reconvened, the business for which the original meeting was called may be completed in the absence of a quorum. Notice of the reconvened meeting shall be given in writing to each member of the Court not less than seven days before the date of such meeting.
 - (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 has a conflict of interest or may be the subject of discussion. The Chairperson shall have discretion to exclude non-Court members from the whole meeting or any part thereof, provided that the University Secretary and the Clerk to Court shall normally remain at all times unless either is the subject of the discussion.
 - (5) The University Secretary will draw to members' attention any conflict of interest, actual or potential, between his/her administrative and executive management responsibilities within the University and their responsibilities as Secretary to the Court. If the Court believes that it has identified such a conflict of interest itself, the Chair should seek advice from the Principal, but must offer the Secretary an opportunity to respond.
 - (6) The University Secretary is responsible for advising the Chair in respect of any matters where conflict, potential or real, may occur between the Court and the Principal. The Secretary will also keep the Principal fully informed on any matter relating to Court business (other than in relation to the Principal's own performance and reward). The Court shall safeguard the Secretary's ability to carry out these responsibilities.
 - (7) Decisions should be taken collectively by all members acting as a body. Members are expected to ensure that discussions are held and decisions taken in an honest, open and objective manner and to avoid taking sectional positions.
 - (8) Voting on any issue, if necessary, shall be by simple majority, normally 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 decide at its discretion approve the use of a more elaborate or secret voting procedure in particular circumstances. The University Secretary shall be responsible for ensuring the proper conduct of such a vote.
 - (9) The person presiding over any meeting of the Court shall have a deliberative vote and also a casting vote in case of equality.
 - (10) If a member votes against a motion which is carried by the majority of those present, he/she should subsequently support the decision consistent with the principle of collective responsibility. Exceptionally a member may ask that his/her dissent is recorded formally in the minutes. No member who has not participated in a vote on a matter under discussion shall be entitled to request that their dissent be recorded in a resolution of the Court.
 - (11) Should any member have a concern about the way the Court is operating, they should in the first instance raise it with the Chairperson, or with the Deputy Chairperson where they do not wish to raise the matter directly with the Chairperson or feel unable to do so.
13. **Professional Advice**
- (1) From time to time, Court may decide to seek professional external advice to assist it in carrying out its primary responsibilities. Under such circumstances, a request should be made to the Secretary, who will commission the relevant advice and convey it to the Court. This is also the procedure to be followed in the event that, having obtained advice, a 'second opinion' is felt to be 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/or their abilities to fulfil the role. A Court member 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. Thereafter, if it is felt that personal professional advice is required, the member may obtain such advice, with the University agreeing to meet the cost of that advice up to a limit of £5,000. This limit may subsequently be increased if deemed appropriate by the Court.
14. **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.
15. **Suspension, amendment or revocation of Standing Orders**
- (1) Standing orders may be suspended, amended, or dispensed with at any meeting by consent of a minimum of a two thirds majority of the members present.

Code of Conduct for Members of the Court

1. The main responsibilities of the Court as the governing body of the University are set out in its Statement of Primary Responsibilities. Individual members of the Court must at all times exercise their responsibilities in accordance with the 'Nine Principles of Public Life in Scotland': selflessness, integrity, objectivity, accountability, openness, honesty, leadership, public service, and respect (Annex A). Furthermore, members are expected to demonstrate leadership in eliminating unlawful discrimination, promoting and facilitating equality, and fostering good relations across all protected characteristics.
2. While occasional absences, for example, through illness, will be unavoidable members of the Court should make every effort to attend and actively participate in all meetings of the Court, as well as meetings of those Committees to which they have been appointed.
3. Members must ensure they are fully prepared for meetings, through reading and considering the papers circulated with the agenda. If they wish to seek any additional information or necessary clarification in relation to the materials provided they should contact the Clerk to Court, relevant Committee Secretary, University Secretary or the Convener of the Committee as appropriate.
4. The Court must exercise its responsibilities in a corporate manner, such that all decisions should be taken collectively by all of its members acting as a single body. Members must not act individually, or in informal groupings, to discuss or take decisions in relation to Court business outside the constitutional framework of meetings of the Court, its Committees and properly constituted working groups. Individuals should seek to persuade fellow members through open debate and may formally register their dissent if they believe that proposals before the Court are contrary to the University's interests. All members must exercise their responsibilities in the interests of the University as a whole: members elected or nominated by particular constituencies must not act as if delegated by the group responsible for their appointment, nomination or election, nor should they restrict their contributions to matters which appear relevant to their background or the constituency concerned.
5. In the event that a vote is required, members should vote objectively and dispassionately.
6. Members must take care not to become involved in the day-to-day executive management of the University, except insofar as members who are also employees or students of the University may have executive responsibilities as part of their normal duties and in these cases only to the extent that they have executive responsibilities in the course of their employment or their activities as students or trade union representatives.
7. Members of the Court should look to the University Secretary for guidance about their responsibilities under the University Charter, Statutes and Ordinances, as well as relevant legislation and the requirements of the Scottish Funding Council (SFC). It is the responsibility of the Secretary to alert the Court if s/he believes that any proposed action would exceed the Court's powers or be contrary to legislation or to the SFC's Financial Memorandum. In addition, the Principal carries a formal responsibility for advising the Court if any action or policy would be incompatible with the terms of the Financial Memorandum.

Conflict of Interest

8. The proper conduct of public business requires that members of governing bodies must act, and be seen to act, impartially without being influenced by business, social or other relationships. If a member of Court has a pecuniary, personal or other interest in any matter to be discussed at a meeting of the Court or one of its Committees at which he or she is present, this should be disclosed at the beginning of the meeting, or during the course of the meeting as soon as it becomes appropriate to do so.

The mere fact of being an employee or a student of the University does not automatically constitute a pecuniary interest for this purpose but, for example, it may be important that Court is reminded that a staff member belongs to a particular School, Directorate or trade union if a matter affecting that School, Directorate or staff group is the subject of discussion.

Having made a declaration of interest, a member is not thereby automatically debarred from commenting or voting on the matter in question, although in some circumstances, depending on the nature of the involvement, members should consider whether it would be appropriate either to abstain from voting or to withdraw temporarily from the meeting. The Chairperson, or the Court itself, has the right and responsibility to take a view on the extent of

any conflict of interest and what, if any, consequence this should have in relation to the member's involvement in, or presence during, the item under discussion.

9. Members of the Court should avoid becoming involved on an informal basis in decisions relating to procurements by the University. Any contributions to such decisions should be directed through formal channels so that they may be properly documented and open to wider scrutiny.
10. The University maintains a register of members' interests, which is updated annually and which is available for public scrutiny. The Court has stipulated that its members may not concurrently be members of the Courts of the Universities of Abertay or St Andrews. Membership of the governing body of any other higher or further education institution, or of a public organisation (such as a local authority, NHS provider, non-departmental public body), must be subject to a declaration of interest – except where a member of Court has been nominated to such position as a representative of the University.
11. The University shall publish on the Court website a record of declared interests, and gifts and hospitality register entries, for each member of the Court. Members must ensure that this information is up to date and should not await the next annual update request before making a declaration.

Communications

12. Papers for Court meetings should be regarded as confidential and must not be made available by members to non-members. Members may, however, seek to inform themselves about an issue in advance of a meeting through informal consultation. In accordance with the Court's policy on openness, copies of papers may be made available to anyone after the relevant meeting, but only through the University Secretary, who may judge (with appropriate justification) that certain information is too sensitive to be released. Minutes of Court meetings should also be regarded as confidential until they have been approved in draft by the Chairperson for internal publication and will be made externally available following their approval at a subsequent meeting of the Court.
13. Court papers and other communications to members of Court are issued only by the Secretariat. Members who wish to communicate formally with the Court as a whole or to propose that a matter is placed on the agenda for a future Court meeting should address their request to the Chairperson or the University Secretary.
14. Members must not disclose decisions of the Court to interested parties either within or outside the University; such decisions will be intimated formally by the Secretariat.

THE NINE PRINCIPLES OF PUBLIC LIFE IN SCOTLAND**DUTY**

Holders of public office have a duty to act in the interests of the public body of which they are a Board member and to act in accordance with the core tasks of the body.

SELFLESSNESS

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

INTEGRITY

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

OBJECTIVITY

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

ACCOUNTABILITY AND STEWARDSHIP

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

OPENNESS

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

HONESTY

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

LEADERSHIP

Holders of public office should promote and support these principles by leadership and example.

RESPECT

Holders of public office must respect fellow members of their public body and employees of the body and the role they play, treating them with courtesy at all times.

UNIVERSITY OF DUNDEE
GOVERNANCE & NOMINATIONS COMMITTEE

REMIT AND TERMS OF REFERENCE

It is proposed that the following amendment be made to the membership section of the terms of reference for the Committee:

Membership

1. The Committee shall comprise seven members of the Court, including the Chairperson of Court, (at least one of whom must be a Convener of a Court Committee), the Principal.
2. The Chairperson of Court shall be the Convener. In the absence of the Convener at any meeting of the Committee, the Committee shall appoint one of its members as Acting Convener for that meeting.
3. The quorum for any meeting shall be half of the total membership rounded up.
4. The following skills/experience are particularly valued by the Committee
 - General understanding of, and commitment to, good governance;
 - Experience or qualifications relating to legal, governance, statutory or compliance matters;
 - Experience in appointments processes, for example in the field of HR;
 - Experience of running elections or acting as a returning officer;
 - Experience of working in academia;
 - Experience of working in public sector;
 - Experience of working in a non-academic setting within higher education;
 - Awareness of sector-wide legislation and requirements;
 - Knowledge/experience and understanding of enhancing approach to equality, diversity and inclusion on governing boards;
 - Interest/experience in compliance areas including whistleblowing, declarations of interests, and gifts and hospitality; and
 - Awareness of good governance and fairness in relation to elections and appointments.

In addition, the following abilities and attributes would be valued

- Ability to challenge based on material and data presented;
- Ability to interpret the Committee's remit within the wider context of the University Strategy; and
- Ability to add value through the consideration of management proposals, and to reach a balanced view.

The above skills should be covered by the Committee as a whole, with individual skill-sets contributing towards this.

APPENDIX 6**COMMUNICATIONS FROM THE SENATUS ACADEMICUS
(Minute 77)****1. REPORTING TO COURT**

The following items were selected by the Senatus to highlight to Court:

- Senate's discussion on the Appointment of the Principal and the need to find a balance on remuneration issues.
- Senate's encouragement that academic staff and other stakeholders engage in the design and implementation of the new student system from the earliest stages of the project.

2. PRELIMINARY REMARKS

Senate congratulated Professor Nick Fyfe on his appointment as Dean of the School of Social Sciences.

3. PRINCIPAL'S REPORT**Appointment of the Chancellor**

The Principal confirmed that Dame Jocelyn Bell Burnell had now formally accepted the University's invitation to become its next Chancellor and although she would not be able to attend the summer graduation ceremonies had kindly agreed to record a message for the University's new graduates.

SFC Indicative Funding

The Principal explained that the recent SFC indicative funding announcement had provided some relatively good news for the University. He noted that while the proposed modest uplift in funding was slightly above inflation and represented a positive outcome it had to be understood in the context of accumulated real-terms reductions of circa 20% over the past decade. He also noted the growing funding gap compared with English universities and the planning problems associated with single-year funding settlements.

Senate away-day

The Principal confirmed that the Senate away-day would take place on the morning of 4th May at West Park Conference Centre and that the topics of academic freedom and widening access had been chosen for discussion. He noted that further details would be circulated in due course.

USS Pensions Dispute

The Principal referred to the UK-wide industrial dispute over changes to the Universities Superannuation Scheme (USS) and gave Senate an update on the current situation.

Senate noted that there was not a settled view on the extent of the Scheme's deficit in the sense that the University and College Union disputed the industry-standard assumptions and calculations that had been used by the USS Trustee as a basis for its recommendations.

The Principal explained that there had been moves by UUK (as the employer) and UCU to identify an independent group to review the Scheme's funding position in order to move toward a shared understanding of the deficit from their perspectives (as opposed to that of the USS trustee).

He also explained that the view of University Court and its Pensions Sub-Committee was to support the moves for an independent review to help try to move things forward, as swiftly as possible, in the interests of all parties.

The Principal was asked to consider recent research that had suggested that the proposed changes to the USS would have a disproportionately negative impact on women and minority groups working in higher education. The Principal expressed a personal view that the sector needed to address these issues and not let problems continue once they had been properly understood.

The Principal agreed that the issues raised by Senate would be of interest to the Court. He concluded that sector-level analysis would help build sector-level consensus on the best way forward in tackling these concerns.

4. **APPOINTMENT OF THE PRINCIPAL & VICE-CHANCELLOR**

(The Principal left the meeting for this item and Vice-Principal Professor John Rowan took the Chair.)

The Vice-Principal encouraged members to take the opportunity to express their views, ask questions or offer any comments and observations about the processes outlined in the Secretary's paper.

Members expressed a concern that the timescale seemed very tight, for understandable reasons, and that the Appointing Committee should not feel the need to recommend an appointment just to meet a deadline. They strongly suggested that if a suitable candidate could not be identified at the first attempt the Committee should continue the search process until it found the right candidate.

Senate members also discussed the issue of remuneration and generally welcomed the proposed approach agreed by the Court that the University should aim to pay not more than the current overall package. It was acknowledged that although the issue was potentially divisive it was important for the University to be as clear as possible on its approach and that a balance should be found between offering a competitive package and ensuring that the University does not undermine its own values on fairness and inclusivity. There was general agreement that exceptionally high remuneration does not guarantee high quality applicants or high levels of performance in post.

Members advised against downplaying the challenges facing the University in the recruitment literature.

Members also discussed the composition of the Appointment Committee and expressed some disappointment that Professional Services staff were not represented in an official capacity. Members welcomed the good gender balance but noted that in other respects the Committee appeared not to demonstrate a high level of diversity.

In relation to Senate nominated members of the Committee, it was noted that Senate was free to nominate any members of academic staff and not just current Senators. It was also noted that the overall balance between different disciplines and areas of academic activity had been a key factor taken into account when finalising the membership of the committee.

The Vice-Principal thanked Senators for their contributions and explained that these would be duly reported to the Appointing Committee. He noted that all members had been invited to meet with the Chair of Court on 29th March to provide further input into the appointment process.

5. **UNIVERSITY COURT**

The Senatus received a communication from the Court meetings held on 20 February 2018.

The Senatus decided: to note the Report.

6. **ACADEMIC ENGAGEMENT in BUSINESS TRANSFORMATION**

Patrick Furze (Programme Manager) and Gwen Hunter (Senior Business Stream Solution Manager) gave a presentation on the Academic Engagement Model in support of the Student Workstream (Phase 2).

Senate noted that Phase 2a would cover recruitment and admissions processes. Members were then given details of the second phase of the project (2b) that would cover the entire range of academic administration from modules and assessment to grading, awards and graduation.

Mr Furze noted the recent establishment of the OneUniversity Decisions Sub-Committee that would report to the Learning & Teaching Committee as part of internal governance and oversight arrangements. He explained that the next step was to set up an academic engagement group to help facilitate input from a broad range of academic staff.

Senate noted that the initial focus would be on building a comprehensive understanding of workflows linked to the student journey and developing a specification of the priorities and expectations of those involved with academic administration.

Members welcomed the partnership approach being taken to the development of the new system and agreed that input from both staff and students would be needed to ensure the requirements of the whole University were properly understood.

Members also welcomed the assurance that staff would be given an early opportunity to view and test the new system. Members noted that the UK system was not an existing product (although it would be based upon an existing product successfully used in Australian universities) and will be built with the help of the University community.

Professor Waller (School of Science & Engineering) agreed that early engagement with academic staff was crucial to the success of the project but urged caution over aspects of the methodology, advising against waiting for the testing phase before showing users what the product looked like as this would be too late to address usability concerns.

Mr Furze explained that work to validate requirements and address staff concerns would be an early priority for the project. He assured members that well established project methodology would be used and that work to validate requirements and address staff 'pain points' would be carried out as early as possible. He agreed that the system interface must be designed with usability in mind and that a User Experience Manager would take responsibility for this aspect of the project.

The Principal noted that there was considerable expertise in the design of user accessibility and interaction within the University that the project might call upon. Mr Furze agreed that accessibility would need to be built into the new system and that the new technology under development would help achieve this.

Gwen Hunter explained that the OneUniversity would not replace every current system but there would be improved data flow between systems. She also explained that automating and rationalising many processes would free up staff time and result in improved levels of service and functionality across the institution.

The Senatus decided: to thank Pat Furze and Gwen Hunter for their presentation.

7. CENTRAL TIMETABLING POLICY

Senate received the revised Central Timetabling Policy, for approval.

The revised Central Timetabling Policy was introduced by the Vice-Principal Learning & Teaching, who advised that the Policy had been fully discussed at a number of School consultation meetings and by the Learning & Teaching Committee.

Senate welcomed the progress that had been made and the emergence of a shared understanding and ownership of a complex set of issues.

Members discussed the link between central timetabling and the academic staff workload models being implemented by Schools. It was noted that very accurate information would be needed to underpin these very complex processes.

Senate noted that the late notification of information tended to have very disruptive consequences for both staff and students and that the new Policy was intended to help the University avoid this disruption in future.

Members noted the need for prospective rather than retrospective workload allocations and the benefits of fully integrated timetabling, workload and calendar systems. Members also noted the need for external teaching activity to be included in workload allocations and other processes.

Senate asked for the Policy to be published online and for staff to be alerted to this.

The Senatus decided:

- (i) to approve the Central Timetabling Policy; and
- (ii) to ask that the Policy is published online and that staff are alerted to the revised Policy.

8. INTERNATIONALISATION COMMITTEE

The Senatus received a Report from the Internationalisation Committee meeting of 27 February 2018.

The Principal introduced the Report on behalf of the Vice-Principal (Internationalisation) and highlighted the request made by the Committee for Deans to consider the 'Academics Abroad' proposal and how best to maximise the impact of academic staff time spent on international recruitment and conversion activity as a key University

priority. Members noted the challenge of aligning personal and institutional ambitions in this area with pressures of the academic workload.

Senate was also asked to note the positive results from the most recent International Student Barometer (ISB) and the Committee's intention to encourage a higher response rate in future surveys.

The Principal noted the Committee's discussions on international quality rankings and league tables. He explained that these tended to be highly influenced by institutional reputation scores that were, in some cases, calculated on the basis of peer recognition of research quality. He noted the Committee's recommendation that staff consider their own international peer networks in this context.

Senate welcomed the suggestion that the Strategic Planning team could provide a detailed analysis of international rankings alongside the existing UK League table reports published in Blackboard (MyDundee).

The Senatus decided to approve the Report.

9. LEARNING & TEACHING COMMITTEE

Professor Karl Leydecker (Vice-Principal Learning & Teaching) introduced a Report from the Learning & Teaching Committee meeting of 6 March 2018.

Digital Strategy

The Vice-Principal noted the Committee's discussion on clarifying links between academic practice and digital strategy that had been promoted by a Paper submitted by Natalie Lafferty (Head of Centre for Technology & Innovation in Learning (CTIL)).

NSS Response Rates

The Vice-Principal asked Senate to note that the current NSS response rate was encouraging but that all parts of the University needed to focus efforts to ensure that targets were met by the end of April 2018 when the survey was due to close.

Attendance Rates

Members of Senate raised the issue of student attendance rates and noted with concern that these appeared to be dropping in some parts of the University.

The Vice-Principal acknowledged that attendance in some parts of the University had been a cause for concern and would be the subject of further discussion. Members noted that a number of issues might contribute to attendance problems and that these needed to be understood and action taken. Senate noted that a supportive rather than a punitive approach to actions in relation to student attendance was working well in most parts of the University.

The Vice-Principal explained that retention rates had improved in recent years and stressed the importance of ensuring continued improvement. He outlined plans for an internal audit of the academic advisor system in the University that would provide further analysis of systems in place to support students.

UCU Industrial Action

In response to a question the Vice-Principal confirmed that Schools had been asked to take what action they could to avoid negative impacts on student learning and assessment during periods of industrial action. He confirmed that this might mean adjusting some examinations so that students could be assessed fairly.

Academic Promotions

Senate noted that the current academic staff promotion round had not yet been finalised due to the need to ensure complete consistency in the process.

Members agreed that the process needed to be both timely and consistent. Members also agreed that gender and other equality issues needed to be considered and noted that outcomes were reported in these terms to the relevant Court Committees.

The Senatus decided: to approve the Report.

10. **QUALITY & ACADEMIC STANDARDS COMMITTEE**

The Senatus received a Report from the Quality & Academic Standards Committee meeting of 1st February 2018. The Vice-Principal (Learning & Teaching) highlighted the Committee's discussions on contract cheating, a type of academic misconduct where students paid a third party to supply original written material that the student then submitted as their own work. Senate noted that this form of cheating was not as well understood as plagiarism of existing published material and was far more difficult to detect.

Members noted the ongoing work to develop the necessary forensic techniques that would enable institutions to identify students who might be involved in such activity.

Senate agreed that staff needed to be made more aware of the problem and that students needed to be very clear about the serious consequences of being caught cheating in this way. It was noted that similar problems had been exposed in Australia when an "essay-mill" website had been hacked and its customer details published.

Senate noted the need to ensure that the University continued to develop an academic culture that did not tolerate any form of cheating and welcomed the support of DUSA in helping raise awareness of the issue.

The Senatus decided: to approve the Report.

11. **RESEARCH & KNOWLEDGE EXCHANGE COMMITTEE**

The Senatus received a Report from the Research & Knowledge Exchange Committee meeting of 8 March 2018. Professor John Rowan (Vice-Principal Research) introduced the Report and highlighted the recent visits of Sir Mark Walport (Chief Executive Designate UKVI) and Bob Martin (Innovate UK) who had been invited to see some of the University's high profile research areas.

Senate was also asked to note the Committee's oversight of the Annual Review of Research (ARR) that was now entering its 4th year of operation and that all Schools were now participating in. He outlined the Committee's discussions on how best to align the ARR with existing Objective Setting & Review procedures.

The Vice-Principal explained that the REF Steering Group had reconvened and would be leading on institutional preparations for REF 2021. Senate was asked to note that initial discussions would focus on defining the internal REF architecture and making decisions of how best to optimise Unit of Assessment allocations.

The Vice-Principal emphasised the need for all parts of the academic community to understand the strict Open Access requirements that will be in place for REF 2021. He confirmed that if these requirements were not met by April 2018 then the affected research outputs would not be eligible for REF Submission.

The Vice-Principal also highlighted the programme of events hosted by the Dundee Interdisciplinary and Innovation Forum (DIIF) and the opportunities for investment associated with the Global Challenges Research Fund.

Professor James Livesey (Dean of Humanities) asked Senate to note the recent proposals for a UK-wide Scholarly Creative Commons Licence to form the next stage of open access reforms. He highlighted the concerns of many in the humanities and visual arts disciplines that such a move would undermine the value of personal creation that is central to research in these areas.

The Vice-Principal agreed to refer the issue to the Research & Knowledge Exchange Committee for further discussion.

The Senatus decided: (i) to refer the proposals for a Scholarly Creative Commons Licence to the Committee for further discussion; and

(ii) to approve the Report.

12. **SUMMARY REPORTS OF SCHOOL BOARDS**

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

School of Humanities

Senate noted that although the School Board had been poorly attended there had been a useful discussion on the results of the Staff Survey, especially in relation to the levels of poor morale reported by staff.

In response to a question, the Principal explained that the Director of Human Resources would be leading on the University-level response to the Survey results but that each School and Directorate would also be expected to produce its own Action Plan. He emphasised that this would provide an opportunity to identify good practice as well as dealing with problems reported by Staff.

The Senatus decided: to approve the Reports.

13. DUSA ELECTIONS

To note the results of the DUSA Executive Elections (from 1 July 2018):

DUSA President: Sofia Skevofylaka
Vice President Student Welfare: Joely Nicol
Vice President Academia: Charlie Kleboe-Rogers
Vice President Campaigns & Communication: Claire Hartley
Vice President Representation: Olaf Postola
Vice President Engagement: Toni McKinney
Vice President Fundraising: Scott Quinn
Vice President Student Activities: Craig Reoch

The Senatus decided: to congratulate all those elected to the DUSA Executive for 2018/19.

14. NAMED CHAIRS

Subject to the concurrence of Court to translate holders of Personal Chairs to Named Chairs as follows:

Professor Ian Gilbert from Personal Chair to the Roscoe Chair in Chemistry
 Professor Paul Wyatt from Personal Chair to the Baxter Chair in Chemistry

Although the named chair titles remained unchanged, the appointing panel approved the use of the following conventions: the Roscoe Chair in Chemistry and Personal Chair in Medicinal Chemistry, or the Roscoe Chair and Professor of Medicinal Chemistry; and the Baxter Chair in Chemistry and Personal Chair in Drug Discovery, or the Baxter Chair and Professor of Drug Discovery.

15. PROFESSOR EMERITUS

Subject to the concurrence of Court, to confer the title of Professor Emeritus upon the following:

Professor Iain Crombie (effective 30 June 2018)
 Professor Gary Mires (effective 1 August 2018)
 Professor Margaret Smith (effective 31 March 2018)

16. OTHER BUSINESS

Extreme Weather Conditions

Senate noted that the decision to keep the University open during a recent period of extreme weather had caused problems for some staff and students, especially at the Fife Campus that had been more severely affected.

Senate welcomed the assurance that the University Secretary would undertake a full review of the incident and circulate any recommendations for improvements to processes.

Fitness to Practise Process

Senate noted that the revised Fitness to Practise process had been withdrawn from the Agenda due to concerns that full School Board consideration had not been finalised.

Members asked that the issue of student access to support services and an Equality Impact Assessment are included in the Process before it is resubmitted to Senate for approval.