

UNIVERSITY OF DUNDEE**UNIVERSITY COURT**

A meeting of the University Court was held on 25 February 2020.

Present: Ronnie Bowie (in the Chair);
Alan Bainbridge (via video conference);
Richard Bint;
William Boyd;
Shirley Campbell;
Lady Lynda Clark;
Josh Connor (DUSA President);
David Dorward;
Rumana Kapadia;
Professor Lynn Kilbride (except for item 38);
Professor David Maguire (Interim Principal & Vice-Chancellor)(via video conference);
Bernadette Malone;
Jane Marshall;
Dr David Martin;
Karen Reid;
Professor Mairi Scott;
Jay Surti; and
Keith Winter.

In Attendance: Wendy Alexander (Vice-Principal (International));
Professor Blair Grubb (Vice-Principal (Education));
Dr Neale Laker (Director of Academic & Corporate Governance);
Dr Jim McGeorge (University Secretary & Chief Operating Officer);
Dr Christine Milburn (Policy Officer (Corporate Governance));
Pam Milne (Director of Human Resources & Organisational Development);
Carol Prokopyszyn (Director of Finance);
Wesley Rennison (Director of Strategic Planning);
Dr Liz Rogers (Assistant Policy Officer (Risk & Audit));
Professor John Rowan (Vice-Principal (Research, Knowledge Exchange & Wider Impact)); and
Thomas Veit (Director of External Relations).

Apologies: Janice Aitken;
Lord Provost Ian Borthwick;
Catherine Cavanagh;
Rebecca Leiper;
Sharon Sweeney; and
Rector, Jim Spence.

The meeting was preceded by a presentation from the 'Just Tech' Tay Cities Deal project team which outlined the translational role and importance of forensic science as well as the Just Tech vision to establish an economic cluster for forensic science in Dundee. The Court noted aspects of the project relating to partnerships, impact (financial and otherwise), innovation, and its alignment to the achievement of the University Strategy. The Court thanked the team for their informative presentation and expressed support for the initiative.

Prior to the start of the meeting the Chair welcomed David Dorward to his first meeting of the Court since his appointment as a lay member. He also welcomed the new Interim Principal & Vice-Chancellor, Professor David Maguire, via video conference call.

36. **MINUTES**

- The Court decided:**
- (i) to approve the minutes of the Court meeting on 19 November 2019;
 - (ii) to approve the minutes of the Court meeting on 9 December 2019; and
 - (iii) to approve the minutes of the Court meeting on 23 January 2020.

37. **MATTERS ARISING**

(1) Action Log

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

The Court decided: to note the updates.

(2) Ratification of Changes to Statutes and Ordinances (Minute 16(2))

The Court noted that the Privy Council had approved amendments to Statutes 9 (The Court) and 20 (The Graduates' Association) on 29 January 2020.

The Court decided: to note the final wording as approved by the Privy Council (**appendix 1**).

(3) Estates Strategy (Minute 17(2))

The Court noted that the proposed consultation between the Director of Estates & Campus Services and the Dundee University Students' Association (DUSA) had taken place, and that the outputs of those meetings would influence future iterations of the Estates Strategy. Members were reminded that the Strategy was a dynamic document which would be reviewed regularly by the Finance & Policy Committee.

With regard to the integration of climate change and energy sustainability ambitions, policies and targets, the University Secretary & Chief Operating Officer informed the Court that this topic was to be explored by the Senatus Academicus at an upcoming away day, with outputs being integrated into the Strategy thereafter. Members agreed that it would be valuable to revisit this along with the University's accountability for energy sustainability at the Court Retreat in September 2020.

The Court decided: to note the update and express an interest in a further update at the Court Retreat in September 2020.

38. **UPDATE ON SENIOR APPOINTMENTS**

The Chair of Court and the University Secretary & Chief Operating Officer outlined progress made in relation to the appointment of an Interim Vice-Principal (Academic Planning and Performance). Members noted the final composition of the Appointing Panel had been confirmed as follows: Ronnie Bowie (Chair), Professor David Maguire, Bernadette Malone, Jane Marshall, Rumana Kapadia, David Martin, Wendy Alexander, and Rebecca Leiper. The Court was reminded that it had previously delegated authority to the Appointing Panel to make the appointment and to the Remuneration Committee to approve the remuneration for the position.

Turning to the substantive role of Principal & Vice-Chancellor, the University Secretary confirmed the final membership of the Appointing Panel as follows: Ronnie Bowie (Chair), Bernadette Malone, Jay Surti, Dr William Boyd, Keith Winter, Joshua Connor, Professor Anita Taylor, Professor Nicola Stanley-Wall, Professor Graeme Hutton, and Sharon Sweeney. Members noted that the position had been advertised with a closing date of 5 March 2020 and that feedback had, so far, been positive.

The Court decided: to note the update.

39. **INTRODUCTION FROM THE INTERIM PRINCIPAL & VICE-CHANCELLOR**

The new Interim Principal & Vice-Chancellor, Professor David Maguire, gave a presentation to the Court on his initial thoughts on areas of strategic importance. He began by providing an overview of his visits to Schools and Directorates since his arrival three-weeks previously. The Court was pleased to note that his early impressions of the University were positive and focussed around the strong sense of community, strong student experience, and a good relationship between the University Executive Group (UEG) and the Court. He also highlighted areas where improvements could be made in terms of modernising approaches or the estate, or in terms of improvements to the curriculum and building the sense of a University-wide community.

The Principal highlighted pay and pensions, COVID-19, Brexit, and political uncertainty as specific challenges for the University and internationalisation, and Taught-Postgraduate programmes, commercialisation of research and the Tay Cities Deal as opportunities for the future.

The Interim Principal & Vice-Chancellor went on to set out the five strategic priorities identified by the UEG and how they align to the University Strategy. For each of the 5 areas (leadership, financial sustainability, future academic structure, academic performance, and business transformation) the Interim Principal & Vice-Chancellor set out the aim, target or issue to be addressed, the UEG member leading activity in that area, and how the UEG proposed to approach the matter. Members noted that each of these areas was reported in more detail within the UEG Report to the Court (see also item 40 (below)).

The Court welcomed the paper, and in particular the transparent approach taken to the communication of the priorities. Discussion focussed on the design of a leadership development programme, its alignment to the University's vision for leadership on a 5-10-year timeframe, and the importance of collaborative working between the UEG and Deans' Group. The Court expressed an interest in receiving an evaluation of the success of the approach to building collective leadership capacity and capabilities after a suitable period of time and suggested that the conveners of the Court Committees give further input at their next meeting

in terms of the Court's expectations of leadership. Members suggested that this could also be further explored during the Court Retreat. Members also discussed challenges relating to the evolution of University culture away from a siloed approach and welcomed the Interim Principal & Vice-Chancellor's perspectives and focus on enhancing communication.

The Court also highlighted an interest in the University's work and aspirations in relation to league-tables. The Vice-Principal (Education) provided a brief overview in his role as Convener of the University's League Tables Working Group and agreed to provide a further update in the next UEG report to the Court in April.

The Court reflected on the targets for performance in the Research Excellence Framework 2021 (REF 2021), and members indicated that they would welcome further discussion in the future on commercialisation opportunities, the sustainability of the research economy, and the vision for the University over a 10-year horizon.

Finally, the Court discussed the importance of student welfare as a continuing priority and agreed that the DUSA President, Independent Student Member on Court, University Secretary & Chief Operating Officer, and Vice-Principal (Education) should prepare a paper for a future meeting of the Audit & Risk Committee providing information on the approach and actions taken by the University, particularly in relation to mental health provision, retention and attendance monitoring. The Court suggested that the 2019 report from the University Secretary & Chief Operating Officer and the previous DUSA President be used as a basis for reporting.

- The Court decided:**
- (i) to note the update and endorse the priorities as outlined;
 - (ii) to ask the conveners of Court Committees to give further input in terms of the Court's future expectations from the leadership of the University to inform the development of a leadership development programme, with a view to an update being discussed at the next Court Retreat; and
 - (iii) to ask that a report be prepared for the Audit & Risk Committee to give assurance to the Court regarding actions and activities relating to student welfare.

40. UNIVERSITY EXECUTIVE GROUP REPORT TO THE COURT

The Court received the regular report from the University Executive Group (UEG) (**appendix 2**) which provided an update on emerging sectoral issues, internal operational matters and strategic developments. The report focussed on the five strategic priorities identified by the UEG, as discussed in minute 39 (above). The report also provided an overview of the University's response to the COVID-19 (Coronavirus) risks, industrial action relating to pay and pensions, and post-Brexit planning and risk mitigation. Members also noted updates on strategic international projects, student recruitment, and the Tay Cities Deal.

In response to questions the University Secretary & Chief Operating Officer confirmed that a presentation on the outcomes of the Staff Survey had been scheduled for the meeting of the Court on 28 April 2020, and that the People & Organisational Development Committee would consider the results at its meeting on 11 March 2020.

The Court decided: to note the update.

41. **RESERVED BUSINESS: SCHOOL OF BUSINESS**

The Court received an update on progress following the establishment of the School of Business on 1 August 2019. The Court noted that following the departure of the Vice-Principal (Provost) earlier in the year, the Vice-Principal (International) had led the work of the University Executive Group (UEG) in terms of line-managing the Interim Dean and subsequently the new Dean in the development of the academic vision and business plans.

The Vice-Principal drew member's attention to key challenges in terms of the resource and support required to operationalise the vision, and members noted that a School of Business Leadership Group had been established comprising the Vice-Principal (International) (Chair), the Vice-Principal (Education), the Dean of the School, and the School Manager, and that this group provided a direct link to the UEG in the absence of a Vice-Principal (Provost) (now Vice-Principal (Academic Planning & Performance)).

The Vice-Principal (International) highlighted the forward agenda for the School, and in doing so focussed on the approach taken to address challenges arising from the exceptional and higher than anticipated growth in student numbers over the 6 months since the School's formation. In doing so she briefed members on matters relating to estates, staff capacity/vacancies, and the maintenance of student experience and teaching quality.

The Court welcomed the report and in particular the presentation of the vision for the School. Members expressed confidence in the measures taken by the UEG to meet the challenges outlined, including the creation of six workstreams to review: Future leadership; the investment plan; programme delivery and curriculum review; research strategy; the business case for new build; and interim building requirements. Members also highlighted the importance of strong leadership in the School and the importance of the School in terms of student experience and financial sustainability.

Following discussion, the Court highlighted its expectation that the Audit & Risk Committee would be notified whenever risks or fragilities were identified within Schools.

The Court noted the current focus of the School of Business portfolio on 'pre-experience' Masters courses where the University had specific expertise, and members highlighted the importance of considering opportunities for the longer-term vision of the School (including the exploration of 'post-experience' Masters qualifications) on a timely basis to ensure that the offering was diverse and sustainable. Members noted that the future portfolio would be reviewed once the immediate staffing requirements had been addressed and that this was considered to be an important aspect in the finalisation of the specification and business case for any new building.

The Court also noted that the Vice-Principal (International) was leading work to assess the recruitment risks relating to COVID-19. The Vice-Principal praised the responsiveness and flexibility of staff within the School in implementing measures to minimise the impact on students' studies.

In response to questions officers confirmed that the diversity of student recruitment to the School was similar to benchmark and members were pleased to note that the University continued to develop plans for further diversification across a number of markets. In this

respect the Director of External Relations highlighted both work to date and investment requirements when optimising new markets.

Turning to capital and estates matters, the Court noted that the Finance & Policy Committee would consider business case proposals at its meetings in March and May 2020 relating to the interim and permanent estates solutions for the School of Business. With regard to the former, the Director of Finance confirmed that this was expected to be funded from the existing estates strategic budget for 2020/21, while the latter was noted to require the approval of a borrowing facility. The Court reviewed student experience risks relating to both building and staffing capacities and members agreed that future papers should also set out alternatives detailing what mitigating actions the University would take. The Court was confident that the outlined strategic risks could be managed and praised the success of the School of Business as a key contributor to the financial sustainability of the University. The Court also reminded officers of the importance of including margins and gains after costs within any business plans submitted for approval.

With regard to the specific building proposals, members recommended that when the business case was submitted, the Finance & Policy Committee review the basis for the recommendation of a Passivhaus construction to ensure that it represented value for money.

- The Court decided:**
- (i) to note the update;
 - (ii) to reaffirm the strategic direction for the initial phase, noting that a longer-term view of the portfolio would be developed once the initial challenges had been resolved;
 - (iii) to note the growth trajectory and associated challenges;
 - (iv) to endorse the broad plan and work-streams for addressing operational challenges as set out;
 - (v) to note that a report would be prepared for the next meeting of the Finance & Policy Committee setting out projections for the impact of COVID-19 on recruitment/contribution figures; and
 - (vi) to note the timelines for business cases being submitted to the Finance & Policy Committee for permanent and interim building solutions.

42. CHAIR'S REPORT TO COURT

The Court received a report from the Chair of Court outlining activities he had undertaken on behalf of the Court and the University since the last meeting of the Court. In introducing the report, the Chair outlined discussions at his recent meeting with the conveners of the committees of the Court. Noting that this meeting was to be formalised as a new committee (see also minutes 43 and 47) and acknowledging the importance of transparency, the Chair invited feedback on his approach to reporting on discussions at the meeting.

The Chair highlighted his discussions with representatives of the Scottish Funding Council following a recent meeting of the Committee of Scottish Chairs, and in doing so outlined

expectations of the sector in terms of future funding settlements, efficiency, and delivery against the societal, skills and enterprise needs of Scotland. The Court suggested that a proactive review of the future nature of Higher Education could be undertaken at the next Court Retreat. Members also noted that the Audit & Risk Committee had suggested further review of the University strategic vision and direction ahead of its renewal in 2020.

The Court decided: to note the update.

43. **CONVENER REPORTS**

The Court received reports from the conveners of each of the committees of the Court, highlighting strategically relevant matters considered by the committees for discussion by the Court.

The Convener of the Finance & Policy Committee highlighted the Committee's consideration of efficiency reports from the Vice-Principal (Education) and Vice-Principal (Research, Knowledge Exchange & Wider Impact). In particular the Court noted that the Committee had sought further information with regard to timescale, prioritisation, and how the University would benefit. He also highlighted early discussions of projections relating to the Research Excellence Framework 2021, and members noted that further discussions had been scheduled to explore the financial impact of these projections. The Court also noted the Committee's approval of budget principles for the 2020/21 budget, its approval of the TRAC 2018/19 report for submission to the Scottish Funding Council, and its approval of the Annual Procurement report for submission to the Scottish Government as set out in minute 47(1) below.

The report from the Convener of the Governance & Nominations Committee focussed on the constitution of, and Remit & Terms of Reference for, a Chair's Committee (**appendix 4**), regulations for the Transaction of Emergency Business outwith the regular schedule of Court meetings and the revised Whistleblowing Policy. Approvals are noted in minute 47(2) below.

The Convener of the Remuneration Committee introduced reports of the meetings of the Committee on 11 December 2019 and 20 January 2020. In doing so she drew members' attention to proposed changes to the Schedule of Delegation, which reflected previously agreed changes to processes followed by the Committee. She also highlighted discussions with the Convener of the People & Organisational Development Committee regarding the future remits for the two committees. Finally, the Convener highlighted the Annual Report from the Committee to the Court and within it references to enhanced engagement with stakeholder groups within the 2019/20 remuneration round. Members confirmed that they were content that the 2019/20 remuneration round had been carried out in accordance with the approved policies. Approvals are noted in minute 47(2) below.

The Court decided: to thank the conveners for their reports (approvals are noted in item 47 below).

44. **DRAFT OUTCOME AGREEMENT WITH THE SCOTTISH FUNDING COUNCIL**

The Court received a draft of the Outcome Agreement with the Scottish Funding Council (SFC) for the period 2020/21 – 2022/23. Members welcomed the wide-ranging report and encouraged the University to be more robust in its references to funding. Members also discussed the targets, and in response to questions the Director of Strategic Planning

confirmed that a report of progress relative to the agreement was submitted annually to the November Court meeting, with the next report due in November 2020.

Discussions focussed on aspects of the University's work relating to the widening access agenda and members indicated that they would welcome a report on the impact and effectiveness of the interventions put in place by the University to support vulnerable young people, for example the impact of the summer school programme on retention across all years of study.

The Court decided: to note that the finalised agreement would be submitted to the Court for approval at its meeting on 28 April 2020.

45. **REPORT FROM THE SENATUS ACADEMICUS**

The Court received reports from the Chair of the Senatus Academicus highlighting matters of strategic interest from the meetings of the Senate on 4 December 2019, 23 January 2020 and 5 February 2020. The reports highlighted the Senate's discussion of interim and permanent appointments to the University Executive Group, the formation and work of a Portfolio Planning Group led by the Vice-Principal (Education), the development of curriculum design principles, institutional preparations for the Research Excellence Framework 2021, and the review of draft academic promotions criteria.

The Court also noted the Senate's approval, for its part, of the proposal to change the name of the School of Nursing & Health Sciences to the School of Health Sciences. In response to questions the Dean of the School outlined the rationale for the change and members noted that this was consistent with the approach taken by the sector and the future direction of the School. One member questioned if the change was consistent with government strategies and expectations. Noting that the change had been considered to be uncontentious by the Senate, the Court approved the change (see minute 48 below), with one note of dissent.

The Court decided: to note the reports. Approvals are noted in minute 48 (below).

46. **NARRATIVE FOR THE SENATE**

The Court suggested that the report from the Chair of Court to the Senate should highlight the discussions captured in minutes 38 (Update on Senior Appointments), 39 (Introduction from the Interim Principal & Vice-Chancellor), 40 (University Executive Group Report to Court), and 41 (School of Business), and should focus on priorities, risks and mitigating actions.

The Court decided: to ask that the Chair of Court prepare a report to the Senate on this basis.

47. **COMMITTEE REPORTS**

(1) Finance & Policy Committee Minutes

The Court received the minutes of the Committee's meeting on 21 January 2020 (**appendix 3**). The Court's discussion of matters raised by the Committee for the attention of the Court is detailed in the Conveners' Report (Minute 43).

- The Court decided:**
- (i) to note the approval of the budget principles for the 2020/21 budget;
 - (ii) to note the approval of the Annual Procurement Report for submission to the Scottish Government;
 - (iii) to note the approval of the 2018/19 TRAC report to the Scottish Funding Council; and
 - (iv) otherwise, to approve the minutes.

(2) Governance & Nominations Committee Minutes

The Court received the minutes of the Committee's meeting on 21 January 2020 (**appendix 4**). The Court's discussion of matters raised by the Committee for the attention of the Court is detailed in the Conveners' Report (Minute 43).

- The Court decided:**
- (i) to note the action plan for the implementation of recommendations relating to the Quinquennial Review of the Effectiveness of the Court;
 - (ii) to approve the constitution of a Chair's Committee with the membership, remit, and terms of reference as set out in **appendix 4 annex 1**;
 - (iii) to approve proposed regulations for the transaction of emergency business outwith the normal schedule of Court meeting and any resulting amendments to the Standing Orders for the Court (**appendix 4 annex 2**);
 - (iv) to note the Committee's approval of revisions to the model for the remuneration of the Chair of Court;
 - (v) to approve the revised Whistleblowing Policy (**appendix 4 annex 3**); and
 - (vi) otherwise, to approve the minutes.

(3) Remuneration Committee

The Court received the minutes of the Committee's meetings on 11 December 2019 (**appendix 5**), 20 January 2020 (**appendix 6**), and the 2019/20 Annual Remuneration Committee Report (**appendix 7**). The Court's discussion of matters raised by the Committee for the attention of the Court are detailed in the Conveners' Report (Minute 43).

- The Court decided:**
- (i) to approve the minutes;
 - (ii) to approve proposed amendments to the Schedule of Delegation and the Remit & Terms of Reference of the Committee as set out in appendix 5; and
 - (iii) to approve the annual report for publication.

(4) Welfare & Ethical Use of Animals Committee Minutes

The Court received the minutes of the Committee's meetings on 9 January 2020 (**appendix 8**).

The Court decided: to approve the report.

48. **REPORTS FROM THE SENATUS ACADEMICUS**

The Court received reports from the meetings of the Senate on 4 December 2019 (**appendix 9**), 23 January 2019 (**appendix 10**), and 5 February 2019 (**appendix 11**). Matters of interest highlighted to the Court were discussed under item 45 (above).

The Court decided:

- (i) to approve the proposal that the School of Nursing & Health Sciences be renamed the School of Health Sciences, and noting the approval of the Senate, for its part, and that the decision was considered to be urgent and uncontentious, to approve corresponding changes to Ordinance 57 under the terms of article 16.2 of the Charter, such that it may be passed at a single meeting;
- (ii) to approve the recommendations concerning the conferment of the title of Professor Emeritus upon Professors Teresa Moran, Hassan Molana (effective 31 March 2020) and Stephen Keyse (effective 31 May 2020);
- (iii) to approve the Academic Session Timetable for 2020/21 to 2024/25; and
- (iv) otherwise, to note the report.

49. **ELIR FOLLOW-UP REPORT**

The Court noted the Senate's discussion of the Enhancement-Led Institutional Review (ELIR) follow-up report and approved the report for submission to the Quality Assurance Agency.

The Court decided: to approve the report for submission to the Quality Assurance Agency.

50. **REPORT FROM THE STAFF COUNCIL**

The Court received the minutes from the meeting of the Staff Council on 27 November 2019 and noted discussions had focussed on the impact of Brexit, financial sustainability plans, staff morale and the Business Transformation programme.

51. **STAFF: PROFESSORIAL AND GRADE 10 APPOINTMENTS**

The Court noted the appointment of the following member of staff:

Name	Title	Date
Professor Sue Dawson	Professor of Hazard Geoscience	9 October 2019
Professor Fiona Kamari Campbell	Professor of Disability and Ableism Studies	9 October 2019
Professor Mark Cutler	Professor of Physical Geography	9 October 2019
Professor Sandra Wilson	Professor of Ecological Metal Design	9 October 2019
Professor Graham Pullin	Professor of Design & Disability	9 October 2019

The Court decided: to note the appointments.

52. APPOINTMENT OF A DUNDEE UNIVERSITY STUDENTS' ASSOCIATION TRUSTEE

The Court decided: In accordance with the Memorandum of Understanding between the University and the Dundee University Students' Association (DUSA), the Court formally noted the appointment of Marcus Mackay QC as a Trustee of DUSA.

Ronald Bowie
Chair of Court

APPENDIX 1

AMENDMENTS TO STATUTES (Minute 37 (2))

9 The Court

- (1) The Court shall consist of the following persons, namely:
- (a) A Chairperson (in terms of paragraph (3) below), who shall also be the senior lay member in terms of the Higher Education Governance (Scotland) Act 2016.
 - (b) A Deputy Chairperson (in terms of paragraph (4) below).
 - (c) The Principal or, in the absence of the Principal, a Vice-Principal.
 - (d) The Rector or an Assessor nominated by him or her, after consultation with the Students' Association, to serve throughout the Rector's term of office.
 - (e) The Lord Provost of Dundee City Council or an Assessor nominated by him or her to serve throughout the Lord Provost's term of office.
 - (f) Three members of the Senatus elected from its members by the Senatus.
 - (g) Two members of Staff Council elected by the Staff Council.
 - (h) Two members nominated from among the students of the University by the Students' Association.
 - (i) One member of academic staff nominated by a trade union having a connection with the University from among that union's members.
 - (j) One member of support staff nominated by a trade union having a connection with the University from among that union's members.
 - (k) Ten other persons, not holding appointments from Court, as may be co-opted by the Court, at least two of whom shall be graduates of the University. The Court shall nominate one of the members who is a graduate to act as intermediary between Court and the graduates of the University in a manner as prescribed in Ordinances.
- Provided always that no matriculated full-time student of any university, other than the members nominated under sub-paragraph (h) of this paragraph, shall be a member of Court.
- Provided also that no member of staff of the University may serve as a nominated or elected Assessor or representative save as provided for under sub-paragraphs (f), (g), (i) and (j) of this paragraph.
- Provided further that no former member of staff of the University or former student of the University may serve on Court either as a Chairperson in terms of sub-paragraph (a), Deputy Chairperson in terms of sub-paragraph (b), an assessor in terms of sub-paragraphs (d) and (e), or as a co-opted member in terms of sub-paragraph (k) of this paragraph until four years have elapsed from the point at which that person ceased to be a member of staff or a student of the University.
- (2)
- (a) The Chancellor of the University shall have the right to receive Court papers and to attend Court meetings, but shall not be a member of the Court and shall not be entitled to vote at Court meetings.
 - (b) The Principal and the Rector shall hold office as long as they continue to occupy the positions named respectively.
 - (c) The manner of election of the members of Court elected by the Senatus and by the Staff Council and their respective periods of office shall be as prescribed in the Ordinances.
 - (d) The manner of appointment of the members nominated under sub-paragraphs (h), (i) and (j) of paragraph (1) shall be as prescribed in the Ordinances.
 - (e) Where, under sub-paragraph (d) of paragraph (1) above, the Rector elects not to hold office as a member of Court, but to appoint an Assessor, the Rector shall nevertheless retain the right to receive Court papers and attend Court meeting, but shall not be a member of Court and shall not be entitled to vote at Court meetings. An Assessor so nominated by the Rector shall hold office until the expiry of

the term of office of the Rector by whom he or she was nominated and shall be eligible for further nomination, but shall not hold office continuously for a longer period than six years:

Provided always that on the expiry of a Rector's term of office any serving Assessor shall continue to be a member of the Court until a new Rector is elected and joins the Court as a member or nominates a new Assessor to hold office as a member of the Court in his or her place.

- (f) A co-opted member shall hold office for a period of four years from the date of co-option and shall be eligible for further co-option, but shall not hold office continuously for a longer period than eight years.
- (g) The maximum total continuous period of office of a member of Court serving under the terms of sub-paragraphs (b), (f), (g) and (i) to (k) of paragraph (l) above, or under a combinations thereof, is eight years, subject to the terms of sub-paragraphs (h) and (j) below of this paragraph.
- (h) Where a particular skill or expertise might otherwise be lost, the Court may exceptionally agree to extend by a maximum of two years the period of office of members serving under the terms of sub-paragraphs (b) or (k) or as an assessor in terms of sub-paragraphs (d) or (e) of paragraph (l) above;
- (i) On expiry of their maximum period of office on Court, members shall not be permitted to seek re-election, re-nomination or re-appointment in any category until a period of at least four years has elapsed from the date on which their membership ceases. For this purpose membership includes any period of extension granted under sub-paragraph (h) of this paragraph.

Provided that in the case of the appointment of the Chairperson of Court, this rule shall not apply.

- (j) Casual vacancies among the members of the Court shall be filled as soon as conveniently possible by the body which or person who appointed, nominated or elected the person whose place has become vacant, and the person appointed, nominated or elected to fill the vacancy shall begin a full term of office and shall be eligible for re-appointment, re-nomination or re-election in accordance with the relevant paragraphs of this statute and respectively with the appropriate Ordinances.

Provided that where such an appointment begins at a time of year other than 1 August, for the purposes of regulating the length of the term of office it shall be deemed to have begun on 1 August preceding the actual appointment where this is before 1 February and on 1 August following the actual appointment where this is on or after 1 February.

- (k) Any member of the Court, not being an ex officio member, may resign at any time by writing addressed to the Secretary.
- (l)
 - (i) The Court shall have the power after due investigation to remove the Chairperson or any other member of Court on the grounds of serious personal misconduct, inability to exercise the functions of Chairperson or of membership of the Court, abuse of the rights and privileges of membership of Court, bringing the University into disrepute, persistent absenteeism, medical incapacity or legal impediment.
 - (ii) If a member of Court or any other person believes that there is a prima facie case under the terms of clause (i) of this sub-paragraph for the removal from office of the Chairperson or any other member of the Court, that person shall inform the Secretary, who shall make a recommendation to Court to investigate the case for removal from office. The Court shall appoint a committee to carry out such investigation, comprising the Chairperson of Court (or the Deputy Chairperson if the Chairperson is the subject of the investigation), one additional lay member of Court, one staff member and one student member.
 - (iii) When an investigation of the case for removal from office of a member of Court has been instigated the individual concerned shall be suspended from Court membership without prejudice pending the outcome of the investigation and the Court's decision thereon, but shall have the right to make representation to, and to appear in person before, the investigating committee.
 - (iv) If the investigating committee concludes that there are grounds for removal from office, it shall submit its recommendation, together with a summary of the supporting evidence, for the Court's decision. Having considered the report, the Court may decide to remove the member from office, provided that at least three-fourths of those present and voting are in agreement.
 - (v) If the investigating committee concludes that the grounds for dismissal cannot be substantiated or are insufficient and if the Court accepts that conclusion, then the suspension of the member concerned shall be immediately rescinded.
 - (vi) In the event that the Court decides to remove one of its members from office, that member

shall have the right to seek a review of the decision. Such a review shall be conducted by a person not employed by the University, nor having been employed by the University within the previous four years, holding, or having held, judicial office or being an advocate or solicitor of at least ten years' standing. The decision of this person shall be final.

- (vii) In all proceedings under this paragraph the Court shall ensure that the requirements of human rights legislation are observed.
- (3)
- (a) A Chairperson of Court shall be appointed by the Court following an open advertising and recruitment process in accordance with the Higher Education Governance (Scotland) Act 2016. Students or members of staff of the University shall be ineligible to be appointed as the Chairperson, and as stated in paragraph (l), no former member of staff or student shall be eligible to be appointed as Chairperson until four years have elapsed from the point at which that person ceased to be a member of staff or a student of the University. The appointment process shall be as prescribed in the Ordinances.
 - (b) The Chairperson so appointed shall begin a new term of office on the Court and shall hold office for a period of three years whereafter the Chairperson shall cease to be a member of the Court. Provided always that the Chairperson shall be eligible for re-appointment but shall not serve continuously for more than six years in that office.
 - (c) Any vacancy created as a result of the appointment of a new Chairperson of Court shall be filled in accordance with either sub-paragraph (k) of paragraph (1) or sub-paragraph (j) of paragraph (2), as appropriate.
 - (d) The Chairperson shall preside over any meeting of the Court but in the absence of the Chairperson from a meeting of the Court or, in the event of the business of the Court making it inappropriate for the Chairperson to be present at any meeting or part thereof, the Deputy Chairperson shall preside over the meeting. In the absence of both the Chairperson and the Deputy Chairperson another member shall be elected from among its members who are not students or staff of the University to preside over the meeting.
 - (e) The person presiding over any meeting of the Court shall have a deliberative vote and also a casting vote in case of equality.
- (4)
- (a) A Deputy Chairperson shall be appointed by the Court from amongst its members who are not students or staff of the University in such a manner and with such duties as shall be defined in Ordinance.
 - (b) The Deputy Chairperson so appointed shall begin a new term of office on the Court, shall hold office for a period of four years and shall be eligible for re-appointment. Provided always that the person so appointed may not exceed the maximum total continuous period of office on Court as set out in sub-paragraph (h) of paragraph (2) except as a result of an extension in terms of sub-paragraph (i) of the same paragraph.
 - (c) The vacancy created as a result of the appointment of a Deputy Chairperson of Court shall be treated as a casual vacancy and filled in accordance with sub-paragraph (k) of paragraph (2).
- (5) Seven members of the Court shall constitute a quorum. In the absence of a quorum, no business shall be transacted other than the adjournment of the meeting. At the adjourned meeting, the business for which the original meeting was called may be completed in the absence of a quorum. The manner of summoning the adjourned meeting and the period of notice to be given shall be prescribed in the Regulations.
- (6) Subject to the provisions of the Charter and these Statutes, the powers and functions of the Court shall, in addition to all other powers vested in it by the Charter and these Statutes, include the following:
- (a)
 - (i) To accept transfer of the property, rights, liabilities and functions referred to in Article 3(j) of the Charter;
 - (ii) To administer and manage the whole finances, accounts, investments, property, business and all affairs of the University, including endowment funds;
 - (iii) To invest any moneys belonging to the University, including any un-applied income, in such stocks, funds, shares or securities as it shall from time to time think fit, whether authorised by law for the investment of trust moneys or not, and whether within or outside the United

- Kingdom, or in the purchase of heritable property in the United Kingdom, including feu-duties or rents, with the like power of varying such investments from time to time;
- (iv) To sell, buy, take on feu, feu, exchange, lease and accept leases of lands and other property heritable and moveable on behalf of the University;
 - (v) To provide and maintain the buildings, premises, libraries, laboratories, museums, furniture and apparatus and other means needed for carrying on the work of the University;
 - (vi) To borrow money from time to time on behalf of the University and for that purpose, if the Court thinks fit, to grant securities over, to mortgage or charge all or any part of the property of the University, whether heritable or moveable, real or personal, and to give such other security as the Court shall think fit;
 - (vii) To enter into, vary, carry out or cancel contracts on behalf of the University;
 - (viii) To give guarantees for the payment of any sums of money on the performance of any contract or obligation by any company, body, society or person if the Court considers that it is in the interests of the University to do so;
 - (ix) To undertake all negotiations for obtaining grants from public bodies in aid of the work of the University;
 - (x) To make provision for schemes of superannuation, pensions or retirement benefits for all salaried officers or their dependants and, so far as the Court may think fit, for other employees of the University or their dependants;
 - (xi) To employ, remunerate and accept the advice of any person qualified to advise regarding any matter within the jurisdiction of the Court.
- (b) To review any decision of the Senatus on representation made by a member of the Court, or a member of the Senatus, or other person having an interest in the decision, within such time as may be prescribed in the Ordinances:
- Provided always that the Court shall not review any decision of the Senatus in a matter of discipline except upon appeal taken either by a member of the Senatus or by a member of the University directly affected by the decision and that a person expelled from the University shall be deemed to be a member of the University for the purpose of this clause.
- (c) To appoint committees of its own number or others, to define the powers and to determine the membership and quorum of such committees, and to delegate to any such committee any powers or functions which the Court is itself competent to perform.
 - (d) To establish joint committees of the Court and the Senatus to which the Court may appoint members of the Court and the Senatus may appoint members of the Senatus, to define the powers and to determine the membership and quorum of such joint committees and to delegate to any such joint committee any powers or functions which the Court is itself competent to perform.
 - (e) To admit to membership of any joint committee of the Court and the Senatus representatives of the student body, to be appointed in such manner and subject to such conditions as may be prescribed in the Ordinances.
 - (f) To establish a joint committee of the Court and representatives of the student body.
 - (g) To elect the representatives of the University on the General Medical Council and the General Dental Council under the Medical Act, 1956, and the Dentists Act, 1957.
 - (h) After consultation with the Senatus, to found new professorships and on the occasion of a vacancy in a professorship, and with the consent of the patrons, if any, to abolish, or alter the title of, such existing professorship, and with the consent of the incumbent and of the patrons, if any, to alter the title of an existing professorship.
 - (i) (i) To authorise, after consultation with the Senatus, the establishment of Academic Staff in the University and to appoint to all posts so established: Provided that the Court may delegate the foregoing power to appoint Academic Staff to the Senatus under such terms and conditions as the Court may think fit, including, if thought fit, a provision that the Senatus may itself delegate the power so delegated to it to a Committee appointed by the Senatus in terms of paragraph (5)(n) of Statute 10;

- (ii) With the approval of the Senatus, to suspend or abolish any academic post except a post created by the Charter or these Statutes.
- (j) (i) To authorise the establishment of staff in the University other than Academic Staff and to appoint to all posts so established;
- (j) (ii) To suspend or abolish any post other than an academic post or a post created by the Charter or the Statutes.
- (k) On the recommendation of the Senatus, to institute new degrees, diplomas, certificates and other academic awards and to prescribe Regulations therefor, and to add to or amend the Regulations for existing degrees, diplomas, certificates and other academic awards.
- (l) On the recommendation of the Senatus, to regulate the courses of study, the manner of teaching, the length of the academic session or sessions, and the manner of conducting examinations.
- (m) With the approval of the Senatus, to regulate and alter the organisation and management of the academic disciplines of the University.
- (n) To appoint and determine the amount and manner of the remuneration of external examiners.
- (o) To regulate the salaries of all persons who are remunerated by the University and to determine the terms and conditions of service of such persons:

Provided that the Senatus shall first have had the opportunity to comment on the proposed terms and conditions of service for members of the Academic Staff.
- (p) To determine the conditions and the scale on which pensions may be granted to persons who are remunerated by the University.
- (r) To regulate the amount, manner of payment, and appropriation of fees and other payments made by students.
- (s) To prescribe by Ordinance or to decide such matters, not otherwise dealt with in these Statutes and the Ordinances, as the Court may deem fit to prescribe by Ordinance or to decide.

20 Graduates' Association

- (1) The Graduates' Association, comprising the total number of all graduates of the University, shall specifically consist of the following persons:
 - (a) Graduates of the University as defined by Ordinance.
 - (b) Graduates of the University of St Andrews who pursued the whole or part of their University Studies in Queen's College, Dundee, in the University of St Andrews or in the former University College, Dundee, and who have elected to become members of the Graduates' Association.
 - (c) Graduates and diplomates of the former Duncan of Jordanstone College of Art, Fife College of Health Studies, Tayside College of Nursing and Midwifery, Dundee College of Education and Northern College of Education (Dundee).
 - (d) Honorary Graduates.
- (2) Members of the Graduates' Association shall have power to make representations to the Court on all Matters affecting the well-being and prosperity of the University. The manner wherein the Association shall make such representations shall be as prescribed in the Ordinances.

APPENDIX 2

UNIVERSITY EXECUTIVE GROUP REPORT TO THE COURT (Minute 40)

A. INTRODUCTION

1. This is the first UEG report to Court following the arrival of the interim Principal, Professor David Maguire, on 3 February and provides the UEG's reflections on its recent meetings and on matters of internal and external relevance to the Court. At the meeting of Court, David will share his initial thoughts on the University and key strategic questions. The pre-existing members of UEG are delighted to have David with us now to help drive and guide delivery of the University Strategy.
2. Since the last meeting of Court, UEG has been working hard on a series of strategic topics under the broad umbrella of the strategic plan. These strategic topics are now clearly defined, and project work is underway to implement them. Although rapid progress will be made in some areas, these projects are typically complex and will require a significant amount of time and resource to bring them to a satisfactory conclusion. UEG will report periodically on progress and bring forward proposals for discussion and approval as necessary.

B. UNIVERSITY STRATEGY IMPLEMENTATION

3. At our away day on 19 December, in conjunction with an external facilitator, we reflected on how we work together and with other groups. We also reviewed decisions made over the last twelve months to ensure alignment with the future direction, priorities and aspirations of the University. As indicated in the introduction, we have compiled a consolidated list of the key strategic issues facing the institution and an associated workplan of priority actions for 2020. The Principal has been helping to shape and refine these in recent weeks to ensure efforts continue to be directed towards clear, shared objectives and that momentum built over the last year is maintained. The sections below provide a status update in respect of each strategic priority identified. UEG leads have been identified to drive these priorities within a collective ownership context.

Leadership

4. Members will be aware that we have been exploring ways to enhance our collaborative working with the Deans to better utilise our collective leadership and expertise to deliver against the strategy. We held our first joint UEG and Deans away day on 18 December and have since agreed a regular schedule of monthly meetings. Alongside this, we are discussing organisational development opportunities to build leadership capacity and will be undertaking a review of current Deans' objectives to ensure alignment with UEG priorities and clear accountability for delivery. We expect to make further progress before Court meets again, by which time an interim Vice-Principal (Academic Planning & Performance) will be in post to support us with this work.
5. In respect of the vacant senior leadership positions (substantive Principal and interim and substantive Vice-Principal (Academic Planning & Performance)), a consultation with staff and students has been conducted by the Chair of Court and the recruitment processes are progressing according to timelines previously advised.

Project lead(s): Director of Human Resources & Organisational Development and Vice-Principal (Academic Planning & Performance) which is currently in recruitment. Vice-Principal (Education) is providing interim oversight until an appointment is made.

Financial Sustainability

6. Court has over recent meetings understandably prioritised discussion of the University's financial position. It agreed the financial strategy in September and the high-level budget setting principles were approved by Finance & Policy Committee in January which included a small acceleration of cost savings from 2020/21 and further analysis of initiatives to meet the £15 million contribution gap through our on-going growth, cost, productivity and strategic project agendas.
7. Detailed budget work is now underway to set the budget and financial forecasts for 2020/21 and to develop medium and longer-term plans to achieve sustainability. To this end, since the last report, UEG has established a 'Value for Money' Group, comprising Directors across Professional Services, to drive specific cost saving initiatives. In addition, initial budget review meetings have been held with Deans to review financial performance to date, support cost and productivity work and identify budget risks.

8. We continue discussions with potential lenders around development of a loan finance proposal and had initially scheduled an update to Court at this meeting as to the outcome. However, members will be aware of increasingly tight external market conditions and at this time discussions have not reached the point where a formal recommendation can be brought forward. We anticipate completing this work in advance of the April meeting of Court at which time a full update will be provided.
9. Based on discussions with banks, we do not anticipate any impact on the implementation of our new Estates Strategy and the investment planned across our three campuses over the next five to ten years as approved at the last meeting of Court. Our focus as we begin to take forward the strategy will be continued engagement with all academic and Professional Services staff and with students across the University and exploration of new and innovative ways of working and using space.
10. A full update on the outcome of the short and medium-term budget setting process and loan financing will be provided to Court in April.

Project lead(s): Director of Finance and University Secretary & Chief Operating Officer

Key Academic Performance Issues

11. Delivering excellence against our core academic mission is a key priority, and we have a number of on-going strategic projects designed to support this.
 - (i) **Business School.** The School of Business is one of our most significant and successful growth projects to date in terms of potential to enhance academic and financial sustainability of the University. The Vice-Principals (International) and (Education) have been working closely with the Dean and School Executive to actively address the (welcome!) operational and logistical challenges of continuing to deliver excellence in student experience, teaching and research in the light of student recruitment performance that has outstripped our previous plans and the potential impact of further projected growth targets. A full status update on the project and workplan is provided separately on today's agenda.

Project lead(s): Vice-Principal (International) and Vice-Principal (Education)

- (ii) **Research Excellence Framework 2021 and Broader Research Strategy.** The outcome of REF will have a significant impact on future reputation and funding of the University. Members received an update at the November meeting of Court on work led by the Vice-Principal (Research, Knowledge Exchange & Wider Impact) to improve performance and address legacy challenges through greater centralisation of research processes, performance management of existing underachieving staff and investment in research active staff and initiatives to build capacity. At the end of this month, we will receive feedback on our 'first draft' selections of research outputs, impact case-studies and environment templates which were sent to external experts for independent 'critical friend analysis.' Any actions arising from this will be taken forward by our REF 2021 Steering Group. Overall, efforts are designed to support not only REF 2021 performance but also delivery of the University's longer-term research strategy.

Finance & Policy Committee has taken a continued interest in this area, and the Vice-Principal (Research, Knowledge Exchange & Wider Impact) provided a full report to the Committee last month with a further update due in March. Members have expressed a particular interest in learning more about development of the University's Doctoral Academy. The purpose of the project is to grow academic reputation, enhance the research environment and make a significant positive financial return on investment. Following review of comprehensive comparator modelling undertaken by the Doctoral Academy Working Group, UEG has approved an initial investment in the project for 2019/20, with the aim of enhancing support provided to our postgraduate community and growing research postgraduate numbers (projected growth forecasts show potential to double annual intake from 451 in 2017/18 to c900 by 2024/25 with continued investment). Initial investment in the project will include appointment of three core staff for the Doctoral Academy team, with a formal review after three years.

Project lead(s): Vice-Principal (Research, Knowledge Exchange & Wider Impact)

- (iii) **Harmonisation of Performance Management Systems.** Over the past year work has been on-going to better align existing HR policies and procedures to develop an integrated performance management and reward framework for improving, incentivising and rewarding performance. This will be brought to a future meeting following consultation with key stakeholders including committees of Court, with an anticipated launch date in August 2020. We consider work outlined above to develop closer working

relationships with Deans and build leadership capabilities to be critical in ensuring the successful implementation and application of this framework once launched.

Project lead(s): Director of Human Resources & Organisational Development

Future Academic Structure

12. Working with the Deans, we have recently begun an early review of options in respect of the future academic structure of Schools with a view to strengthening unity of purpose across the Schools, enhancing delivery of the academic strategy, growing existing strengths and managing areas of weakness. It is anticipated that a proposal will be developed over the next few months and initial thoughts shared at the April meeting of Court.

Project lead(s): Interim Vice-Principal (Academic Planning & Performance) and Director of External Relations

13. In parallel, work led by the Vice-Principal (Education) is underway to establish programme design principles which will help to shape our future academic provision and advance student experience, teaching efficiency and staff workload agendas.

Project lead(s): Vice-Principal (Education)

Business Transformation

14. Court, Audit Committee and Finance & Policy Committee receive regular updates and are well versed on the Business Transformation programme and its aims to improve efficiency and effectiveness of processes, as well as generate better data to inform decision making. We are now entering a critical phase of testing for the HR and Student 2A components of the project. This will increase clarity around delivery timescales and inform on-going options appraisals. An update to Court on the outcome of testing, timescales for delivery and key options will be provided at the next meeting.

Project lead(s): University Secretary & Chief Operating Officer

C. SECTORAL MATTERS

15. Court will be aware of the recent outcome of the UK general election. UEG continues to monitor implications for the Scottish higher education system and has highlighted any areas below where there are differences in policy or approach at a UK and Scottish Government level.

Scottish Budget 2020-21

16. From the recent reports by the [European Universities Association](#), [Audit Scotland](#) and [Fraser of Allander](#), members are familiar with the funding challenges and economic uncertainty facing the Higher Education Sector.
17. On 6 February, the Scottish Government published its draft budget for 2020-21 which will see a 1.84% increase in cash terms to the SFC Resource budget. While this equates to a 0% change in real terms, it does at least bring to an end the run of flat cash (or worse) settlements received by the sector over the last ten years or so. Full details are available [online](#). It is anticipated that the UK Government's budget will be published on 11 March, and following this, a meeting of the SFC's Finance Committee is scheduled for 17 March to consider allocations to the sector. Further analysis of the 2020/21 budget will be provided to the Finance & Policy Committee once more detail is known.

COVID-19 (Coronavirus)

18. In light of the recent outbreak of COVID-19 (Coronavirus) in Wuhan China, a city where the University has an active partnership, UEG's highest priority has been ensuring the welfare of staff and students and that policies and processes are fit for purpose. At the University of Dundee, as at other universities with large international communities, a number of our students and staff have already been isolated and tested for COVID-19 as a precaution. All tests so far have been negative. At this time of year, we expect an increase in seasonal colds and flu-like infections, and this has meant some routine precautionary testing if people display symptoms of respiratory tract infection and have recently been in an affected area.
19. An internal working group chaired by the University Secretary has been meeting on a weekly basis to maintain oversight of emerging risks and business continuity issues and to ensure that communications to staff and students

are up to date. The Group has an institution-wide action list identifying mitigating actions spanning across a broad range of different areas, including student and staff support, consequences for travel (incoming/ outgoing), teaching in-country, remote learning opportunities, access to healthcare, supporting those in self-isolation, financial impacts, delayed starts and more. We are consulting with senior leaders from across the University to ensure all areas of concern or interest are considered.

20. In line with advice from the Foreign & Commonwealth Office, staff and students have been advised against all but essential travel to mainland China, with any exceptions for staff requiring approval by UEG. The internal working group has begun a forward-looking review process of planned travel and visits to and from China to ensure decisions are taken in good time. Further advice and guidance to staff and students is being provided through our HR team and the Enquiry Centre including utilisation of Chinese social media to better engage with Chinese students and the development of an [FAQ](#). Working with our Student Recruitment & Admissions team, UEG are monitoring possible impacts on student intake on both a short and longer-term basis and undertaking appropriate mitigation planning.
21. The Risk Management Oversight Group has added the COVID-19 to the institutional risk register which will be considered by the Audit & Risk Committee at its risk session on 3 March 2020.

Pay and Pension Matters

22. In our last report, we advised the Court of the Universities & College Union's (UCU) plans for 8 consecutive days of strike action in respect of pay, casualisation, equality and workloads, and changes to the Universities Superannuation Scheme (USS). This took place as scheduled from 25 November to 4 December 2019. The final daily totals of staff who reported that they had withheld their labour ranged from 82 to 102 individuals, with the Schools of Business and Humanities being more affected than others. Impact on the University over this period was monitored closely by our Strike Action Group led by the University Secretary, with disruption to students considered to be relatively low.
23. At the time of writing, an additional 14 days of strike action has been announced by UCU from 20 February until 13 March. The union has indicated that it also intends to ballot members again potentially to allow for further strike action extending until the end of the academic year.
24. Although the Universities & Colleges Employers' Association (UCEA) has offered a number of assurances in respect of issues of casualisation, gender pay gaps, and workload described by the UCU general secretary as a "step forward", unions continue to seek improvement beyond the pay increase of 1.8% offered by employers, although employers maintain no further increases are possible. Discussions also continue between employers, UCU and the USS over changes in employee contribution to the Universities Superannuation Scheme and its long-term future following the JEP2 report.
25. As well as continuing to support the sector position in negotiations to find a resolution that avoids industrial action, the University's Strike Action Group is meeting on a regular basis to monitor the evolving situation and put in place plans to minimise the impact of industrial action on students if it goes ahead.

Post Brexit Planning

26. As members will be aware, the UK formally left the EU on the 31 January 2020 following ratification of the withdrawal agreement by the Westminster Parliament. We have now entered a transition period expected to last until 31 December 2020, during which time the UK and EU will negotiate the terms of their future relationship. As per our previous update to Court, there is a significant degree of uncertainty as to the likely outcome of this negotiation.
27. We continue to work with the sector to lobby for an effective post-exit settlement for Universities and through our Brexit Oversight Group we are actively managing any associated risks and opportunities to ensure resilience as the situation develops. Providing support to colleagues and students is our continuing priority, and in addition to the series of networking events organized before Christmas, we have organized a schedule of 1:1 legal clinic sessions for staff with an immigration lawyer for 2020. Particular areas to note are as follows:
 - (i) **EU Student Fee Status after 2020/21.** The Scottish Government is currently considering the level at which to set EU student fees from 2021/22 which could potentially be at the higher international student level rather than the current home student level. The sector as a whole is lobbying to retain any resource potentially released by such a shift, and internally the Brexit Oversight Group is working with the Student Recruitment & Admissions team to ensure changes in circumstances are factored into the University's recruitment strategy as and when confirmed.

- (ii) **Erasmus after 2020/21.** The UK Government has guaranteed the UK's participation in the Erasmus+ programme until the end of 2020 but has made no commitments beyond that date and is exploring potential domestic alternatives. The Scottish Government however has indicated strong support for continued participation in the scheme and is investigating the potential for Scotland only participation. Future association is ultimately likely to depend on overall UK/EU relationship negotiations and value for money considerations
- (iii) **Research.** The UK continues to be eligible to participate in, bid for and lead the vast majority of Horizon 2020 programmes and will receive EU grant funding for the lifetime of individual projects which finish beyond 2020. Both the UK and Scottish government have indicated support for continued association with Horizon Europe but again this is likely to depend on financial considerations.
- (iv) **Immigration.** The UK Government's new fast track immigration scheme for 'global talent' in (STEM) sector is scheduled to launch on 20 February to make it easier for top researchers to enter the UK. In addition, the 2-year post-study work visa for all overseas students is scheduled to be implemented from summer 2021. More broadly, on 28 January, the Migration Advisory Committee published its recommendations on the possible role of a points-based immigration system and the appropriate level of salary threshold for workers entering the UK. Key recommendations included lowering the new entrant salary threshold to £17,900 and the general salary threshold from £30,000 to £25,600. The full report is available [online](#) but is only advisory and it is unclear the extent to which recommendations made will be implemented by the UK Government.

D. INTERNAL MATTERS

Strategic Projects for Internationalisation

28. We continue to advance a number of key projects for internationalisation and build on the successes of the last 5 years which have seen us double our international income. We will keep Finance & Policy Committee and Court well informed of evolving opportunities and will bring forward project plans as appropriate. Since the last report to Court, members may be particularly interested to note progress with our joint education partnership (JEP) and joint education institute (JEI) projects in China. However members should note that implementation timelines outlined below may be delayed in light of COVID-19. We will provide a further update in due course as the situation evolves.
- (i) **Wuhan JEP: Double Degree Programme in Architectural Studies.** At the Joint Programme Management Board, we agreed to update and extend our contract with Wuhan to deliver a JEP until December 2021 (currently due to expire 2020) to align with the timeline for Chinese Ministry of Education (MoE) approval which will expire at the end of next year. Discussions to renew both the MoE validation and the Wuhan/ University of Dundee contract from 2022 have begun and internal approval is expected in summer 2020. It is anticipated that the renewal will request an uplift in intake ceiling to 60 to reflect the realistic recruitment of students to the programme and capacity in both institutions, with 45 as a target from 2021 and 60 set as an upper recruitment limit over the next 7 years. The University continues to explore new partnership opportunities with Wuhan.
 - (ii) **CSU JEI: Undergraduate degree programmes in Mathematics, Civil Engineering, Computing Science, Mechanical Engineering and Mechanical Engineering with Transportation.** The agreement and articles of association for the proposed JEI with Central South University (CSU) to deliver a number of undergraduate degree programmes have been finalised and are with CSU for final signature. It was initially anticipated that following submission to the Chinese Ministry of Education, a meeting between both partners and the Ministry of Education would take place in May/ June to discuss advancing technology, learning space requirements, staff appointments and programme regulations. However, again it is anticipated that COVID-19 may delay the timelines. If the JEI is approved in 2020 by the MoE, we continue to anticipate teaching starting in September 2021. The University is also currently developing a proposal to deliver a pilot 2-week Dundee-based training programme in Higher Education Administration for 20 CSU staff.
 - (iii) **NEU JEP: Undergraduate Programme in Biomedical Engineering.** Staff across the School of Science & Engineering and Professional Services have been working closely with NEU to ensure the programme's success. As a result of COVID-19, we are planning for online delivery of the University of Dundee components of the programme in April 2020.

RESERVED BUSINESS: Student Recruitment

[Secretary's note: The Committee considered the item as reserved business. The University asserts that the paper is exempt from public disclosure and claims exemptions in S.33(1)(b) of the Freedom of Information (Scotland) Act 2002.]

Tay Cities Deal

29. Members received an update at the last meeting on the internal and external governance processes for the Tay Cities deal and the anticipated phasing of the two projects, 'Just Tech' and 'Growing the Biomedical Cluster', and approved the project moving to full deal agreement stage. However, development of the full deal agreement was later delayed to await the outcome of the December general election and the scheduled announcement of the UK budget. A further update will be provided for the April meeting of Court.
30. UEG is aware of interest from Court in exploration of potential benefit of investment being made available to support delivery of the Tay Cities deal prior to funding being released. However, having fully considered this possibility, the UEG feels that additional early investment is unnecessary and would not be appropriate due to other priorities and commitments around Estates investment.

Staff Survey

31. Our biannual staff survey ran from November to December last year. In addition to the invitation to attend a presentation of results by Capita on 6 February, results will be presented to the People & Organisational Development Committee on 16 March and to Court on 28 April. The initial high-level analysis is very encouraging with overall staff engagement up on the previous survey. Over the coming months, UEG will be working with Schools and Directorates to identify and follow up on appropriate actions arising from the outcome of the survey.

Interface with NHS

32. NHS Tayside is a key partner of the University and we have identified a need to explore our interface with the NHS and ways of working locally through upcoming meetings of the Principal, University Secretary, Chief Executive of NHS Tayside and other key stakeholders.

Awards and Accolades

33. A list of awards and accolades won by staff and students since the last report to Court is included in **Annex 2** and **3**.

**University Executive Group
18 February 2020**

Annex 1: University Executive Group Meetings

The University Executive Group has met formally on 4 December, 18 December, 15 January, 30 January and 12 February. The following items were considered:

1. CORPORATE ISSUES

- League Table Performance
- Institutional Risk Register
- Midpoint strategy review
- Ethical Investment Policy
- Future leadership arrangements/ senior leadership appointments
- UEG and Deans Engagement
- Brexit planning
- Estates strategy
- Cyber security
- Business school development
- Tay cities deal: site options appraisal
- International opportunities

2. FINANCIAL ISSUES

- Tuition Fees
- Q1 Management Accounts
- Financial Strategy and Loan Financing
- Budget and Planning Process for 2020-21 to 2022/23

3. ACADEMIC MANAGEMENT ISSUES

- Student Management System Enhancements
- Update on Validation and Franchise Arrangements
- NCCPE Engage Watermark
- Changes to rUK Admissions Criteria
- Teaching & Scholarship Staffing Requests
- HESA return
- SFC Outcome Agreement
- Future Academic Structure
- Teaching Efficiency Analysis
- Research Efficiencies Analysis
- Transfer of Schools to Central Management
- Curriculum Design Principles Working Group
- Student Recruitment Update
- Review of Schools' Performance

4. HUMAN RESOURCES ISSUES

- University & College Union Strike Action
- Equality & Human Rights Commission – tackling racial harassment
- Finance: Organisational Structure
- Reporting Functions: Organisational Structure
- Annual Report on Grievances, Hearings & Appeals

Annex 2: Details of Research & Related Awards

The selection of grants and awards detailed below is intended to showcase the diverse range of research undertaken across the University which is enabled by funding sources that include research councils, charities and industrial sponsors. Please note that any joint awards listed below state the University of Dundee value only.

A. RESEARCH AWARDS >£500,000

- (i) **Professor J D Hayes (School of Medicine)**
Defining the Oxidative Stress-Related Mechanisms by which Activation of the Transcription Factor Nrf2 Arrests and Resolves Liver Fibrosis
£2,428,412 (including £1,000,635 overhead) from the Medical Research Council

The purpose of this project is to determine how activation of the antioxidant transcription factor Nrf2 changes the formation and removal of liver scar tissue. The scarring is laid down by specific cells in the liver called hepatic stellate cells (HSCs), and is removed by immune cells recruited into the liver called macrophages.

We will explore in mice whether activation of Nrf2 in HSCs with ongoing liver fibrosis arrests synthesis of fibrous scar protein, and will explore whether activation of Nrf2 in immune cells accelerates removal of the fibrous scar. The clinical significance will be examined by a variety of approaches, including [but not restricted to] studying gene expression in macrophages from patients with liver cirrhosis that have been treated in vitro with an activator of Nrf2.

This project is funded by the Medical Research Council to Professor John Hayes (Principal applicant), and Co-applicants: Professor Alben Dinkova-Kostova, Professor John Dillon, Dr Colin Henderson and Professor Simon Arthur.

- (ii) **Dr C Marwick (School of Medicine)**
Dundee Centre for Antimicrobial Resistance
£2,126,999 (including £284,286 overhead) from the NHS National Institute for Health Research
- (iii) **Professor P G Wyatt (School of Life Sciences)**
Leads for TB (LEADS4TB)
£2,026,476 from the Bill and Melinda Gates Foundation

A \$3 million, three-year grant from the Bill & Melinda Gates Foundation will support the 'LEADS4TB' programme within the Drug Discovery Unit to identify new treatment options for TB. The team works with multiple partners in the TB Drug Accelerator, a major international consortium, including GSK, Merck and Eisai.

- (iv) **Professor Sir A Cuschieri (School of Medicine)**
Small Bowel Soft Robotic Motile Enteroscope (SOFTIE)
£753,490 from the Wellcome Trust

The difficulties in establishing early diagnosis of small bowel (SB) disorders resulting from inability to visualize the lumen of the part of the foregut by conventional imaging, was resolved with the introduction of capsule endoscopy (CE) pill. The first device PillCam SB, introduced in 2001, is a large rigid pill, (1.1x 2.6) which the patient swallows. As it tumbles through the SB, it takes high resolution pictures of the inner lining which are then sent wirelessly to a data recorder carried by the patient. Despite its clinical benefit, CE pills exhibit several limitations: all are rigid and difficult to swallow, lack active locomotion which contribute to incomplete SB examination, capsule retention and impaction within diseased narrowed segments.

The SOFTIE project will substitute the rigid CE pill with a soft segmented robot, thinner and longer, and hence easier to swallow, with controllable intrinsic locomotion produced by miniature vibrating motors, inducing controlled skid on the inner lining of the SB, rendered slippery by its surface mucus and soap-like bile salts secreted into the SB. Aside from active locomotion and imaging, SOFTIE will develop power saving systems and novel low energy consuming communication. The outer skin will be ferromagnetic to assist dislodgement of any impaction.

SOFTIE is funded by the Wellcome Trust to Prof Sir Alfred Cuschieri (IMSaT) (Principal applicant), and Co-applicants: Dr Hamza Khan (IMSaT), Dr Afshin Aljani (NHS TUHT) and Dr C Mowat (NHS TUHT).

- (v) **Dr L de la Vega (School of Medicine)**
HIPK2 as a Novel Determinant of Tumour Progression and Therapeutic Resistance
£687,013 from Cancer Research UK

Chemotherapy is one of the main treatments for cancer patients. The goal is to induce cancer cell death, but chemoresistance is still the major challenge to achieve long-term responses in cancer patients. Thus, finding factors and pathways responsible for such resistance is an important goal. This grant aims to characterise systematically the contributions made by the protein kinase HIPK2 to cancer therapeutic resistance, from its molecular basis to its potential clinical use.

- (vi) **Dr Y Kulathu (School of Life Sciences)**
Defining Mechanisms of Protein Ufmylation
£657,310 (including £318,658 overhead) from the Biotechnology and Biological Sciences Research Council

Proteins perform essential functions in a cell and hence the production and quality control of proteins are carefully controlled processes. This ensures that abnormal and non-functional proteins which can be toxic to a cell do not accumulate. UFM1 is a small protein that functions as a signal in the production line to guarantee this quality control. Failure in this UFM1-mediated quality control mechanism causes anaemia and abnormal neuronal development. The main aim of this project is to understand how UFM1 functions in this process.

- (vii) **Professor C J Weijer (School of Life Sciences)**
Investigation of Mechanics of Gastrulation Using New Transgenic Lines
£625,426 (including £298,363 overhead) from the Biotechnology and Biological Sciences Research Council

This grant consists of two components, an experimental part in Dundee (Cornelis J Weijer Dundee (PI) £625.426) and a transgenesis component in the Roslin institute in Edinburgh (Dr Michael McGrew, Roslin Institute Edinburgh (co-PI) £235.357) to generate novel transgenic chick lines and produce and pay for fertilised eggs for the experimental work to be carried out in Dundee.

We investigate how mechanical forces coordinate the movements of hundreds of thousands of cells during gastrulation, an essential phase in the embryonic development of all higher organisms. We use the chick embryo as a model system for human development, since it is accessible to experimentation. As part of the project new transgenic chick lines will be generated in the Roslin institute, taking advantage of new unique efficient and rapid transgenesis techniques, to knock out specific key genes as well as label key cytoskeletal proteins with fluorescent proteins in chick embryos.

- (viii) **Professor R McCrimmon (School of Medicine)**
Scottish Diabetic Research Network 20-21
£606,000 from the Chief Scientist Office

Diabetes is a common life-long health condition. One in 20 people in Scotland have diabetes - the majority (88.2%) have type 2 diabetes and nearly 11% have type 1 diabetes. Diabetes and its related complications such as sight-threatening eye disease and kidney failure leading to dialysis are a major cost to individuals and society.

To improve our understanding of the impact of changing diabetes care on our population, the complications associated with diabetes and the development of new therapies, the Scottish Diabetes Research Network (SDRN), led by Professor Rory McCrimmon, was funded by the Chief Scientist Office to support the setup and delivery of clinical and epidemiological research across Scotland. The SDRN supports a wide range of studies conducted in the NHS focusing on methods of treatment, diagnosis, care and prevention of diabetes and diabetes-related complications. This work also helps support our understanding of the causes of diabetes and improves outcomes for people with diabetes.

B. RESEARCH AWARDS >£100,000<£500,000

Name	Discipline	Project Title	Total Value	Funder
Dr J Cantley	Systems Medicine	Oxstem Beta Year 2	£364,167 (including £141,577 overhead)	Oxstem Limited
Dr C D Sutherland	Cellular Medicine	Generating Evidence that RABEP2 is a Novel GSK3 Substrate that Represents a Single Therapeutic Target to Reduce Both Hyperglycemia and Microvascular Disease in Diabetes (joint with Glasgow Uni)	£281,116	British Heart Foundation
Prof. N K Lushetich	Contemporary Art Practice	The Future of Indeterminacy: Datification, Memory, Bio-politics	£201,642 (including £70,953 overhead)	Arts and Humanities Research Council
Prof. D A Cantrell	Cell Signalling and Immunology	Microglia Proteome	£174,000	UK Dementia Research Institute
Dr L K Stanley	Life Sciences Office	University of Dundee Wellcome Biomedical Vacation Scholarship Scheme	£166,500	Wellcome Trust
Dr M M K Muqit	MRC PPU	Validation of antibodies to ubiquitin-conjugated proteins for mitophagy readouts	£134,618 (including £26,923 overhead)	Michael J Fox Foundation for Parkinsons Research

C. RESEARCH AWARDS >£50,000<£100,000

Name	Discipline	Project Title	Total Value	Funder
Dr E M Sammler	Molecular and Clinical Medicine	Linking the GI tract with PD	£99,218	Tenovus Scotland
Dr E R Jefferson	Population Health and Genomics	Defining and Redefining Disease Using Multimodal Data on a National Scale: The HDR UK Phenomics Resource (Implementation Project) (Joint with University College London and University of Edinburgh)	£99,152 (including £4,600 overhead)	HDR UK (Health Data Research UK)
Prof. L C van Blerk	Geography and Environmental Science	Street Spiritualities: The Role of Spirituality (Religion and Witchcraft) in the Everyday Lives of Street Children and Youth in Africa Species (Joint with University of Edinburgh)	£91,661 (including £47,005 overhead)	Economic and Social Research Council
Prof. D M F van Aalten	Gene Regulation and Expression	Modelling O-GlcNAc Transferase Intellectual Disability in Drosophila (PhD Studentship)	£90,000	National Centre for the Replacement, Refinement and Reduction of

				Animals in Research (NC3Rs)
Dr M M McGilchrist	Population Health and Genomics	Quebec Support Unit EHR Access Project (Extension)	£88,528 (including £8,048 overhead)	University of Sherbrooke
Prof. T Tanaka	Gene Regulation and Expression	Fishing up Human Chromosomes in Early Mitosis – a Novel Hitchhike Mechanism at Cell Periphery	£87,504	Cunningham Trust
Prof. T G Hales	Systems Medicine	Early Life Adversity Programs Pain Vulnerability and Aberrant Responses to Opioids	£70,000	National Institute for Academic Anaesthesia
Mr C Henstridge	Systems Medicine	Synapse Engulfment by Microglia in Human ALS (Major Grant)	£69,243	Tenovus Tayside
Dr E R Jefferson	Population Health and Genomics	Enabling Learning NHS Care Systems Utilising Electronic Medical Records (ELECTRA) in Fife. Innovative Opportunities to Support NHS Fife Clinical Strategy	£64,961	University of St Andrews
Dr E R Jefferson	Population Health and Genomics	Graph-based Data Federation for Healthcare Data Science (Joint with University of Edinburgh, University of Strathclyde, University of Glasgow and University of Aberdeen)	£63,948	HDR UK (Health Data Research UK)
Prof. R McCrimmon	Medicine Office	NHS Darts Steering Group	£54,292	NHS Tayside
Dr T Vettenburg	Physics	Hybrid Optical-Digital Coherence Tomography	£50,000	Optos PLC

Annex 3: People and Prizes

The **Stephen Fry Awards** for Excellence in Public Engagement celebrate the people and projects that engage with wider audiences, and the benefits they bring to society. The winners received their awards at the University's annual Discovery Days event at the Dalhousie Building on Friday 10 January and were as follows:

- **The GROW Observatory team** have won the Public Engagement Project of the Year for their work in empowering thousands of volunteers across Europe to tackle environmental issues by bringing about change in their local communities.
- **Dr Amy Rogers** has been named Engaged Researcher of the Year in recognition of the range of projects she has established to involve members of the public in research at the University. In 2019, she set up the Public Involvement Group to review and critique research on medicines.
- **Senga Robertson-Albertyn** won the inaugural Early Career Researcher of the Year award for work carried out during the course of her PhD studies. She views public engagement as integral to her life sciences research and this is only the latest of the awards she has won for her work in communicating research to the public. One of the first projects she developed helped teach children and communities about the bacteria that live in our gut.

A team led by **Professors Chris Barratt** and **Dr Paul Andrews** have developed an unrivalled, fully automated robotic screening system which allows them to rapidly test the effect of drugs and other chemicals on human sperm. Our work in this area has been greeted with consistent interest across the media, in the UK and beyond. Our press release linked to the paper was picked up by outlets as diverse as the [BBC](#), Daily Star, [The Times](#), Daily Mail and LadBible, as well as international outlets including Dutch radio.

Azul Zorzoli, a PhD student from Argentina, has received the Johnstone and Florence Stoney Prize, which recognises outstanding academic excellence in postgraduate researchers. Her current research at the Helge Dorfmüller Laboratory focuses on understanding the basic biology of the Group A Streptococcus, a microorganism that causes 500,000 deaths a year worldwide. Recently, she discovered a new enzyme which could prove crucial in the fight against this bacterium.

School President of Education & Social Work, **Alyssa Faulkner**, has been included in the Young Scot of the Year Listing. The List is the Scottish Review's biennial celebration of 20 people in their 20's who are involved in remarkable work, and Alyssa has been included in recognition of her great work in improving knowledge, understanding, and support for young people living with Type 1 Diabetes.

APPENDIX 3

FINANCE & POLICY COMMITTEE MINUTES (Minute 47 (1))

A meeting of the Committee was held on 21 January 2020.

Present: Richard Bint (Convener);
Alan Bainbridge (by video conference);
Ronald Bowie;
Dr William Boyd;
Josh Connor (DUSA President);
Bernadette Malone (Deputy Chair of Court);
Professor Mairi Scott; and
Sharon Sweeney.

In Attendance: Peter Fotheringham (Deputy Director of Finance);
Rose Jenkins (Director of Estates & Campus Services);
Dr Neale Laker (Director of Academic & Corporate Governance);
Dr Jim McGeorge (University Secretary & Chief Operating Officer);
Dr Christine Milburn (Policy Officer (Corporate Governance));
Carol Prokopyszyn (Director of Finance);
Wesley Rennison (Director of Strategic Planning);
Professor John Rowan (Vice-Principal Research, Knowledge Exchange &
Wider Impact); and
Susan Young (Head of Financial Reporting).

Apologies: David Dorward; and
Professor Nic Beech (Vice-Principal (Provost)).

Prior to the start of the meeting the Convener drew members' attention of the appointment of David Dorward to the Court and the Finance & Policy Committee. Members noted that he would attend his first committee meeting on 24 March 2020. Members also noted that Professor Nic Beech, Vice-Principal (Provost), had resigned from the position following his appointment as Vice-Chancellor of Middlesex University. The Committee offered its thanks to Professor Beech for his contributions to the work of the Committee and wished him well in his new role.

1. MINUTES

Resolved: to approve the minutes of the meeting of 21 October 2019, noting that the Director of Estates & Campus Services had engaged with the Dundee University Students' Association (DUSA) regarding student consultation on the Estates Strategy and the provision of learning and teaching space within the School of Business.

2. MATTERS ARISING

(1) Action Log

The Committee received the action log for its business. Following discussion, the Committee agreed to defer consideration of a paper setting out the business case for a new School of Business building until the meeting on 26 May 2020 to enable input from the new Dean of the School, Professor Morris Altman. Members noted that a broader paper would be prepared for the June meeting of the Court.

The President of the Dundee University Students' Association and the Director of Estates & Campus Services confirmed that further consultation with the student body had been undertaken in relation to the new Estates Strategy.

The Committee also considered the schedule of papers for items relating to Business Transformation and suggested that the proposed items on business efficiency metrics and the review of benefits (including for Phase 2) should be brought to the meeting on 24 March 2020.

Resolved: to note the update and otherwise approve the log subject to the stated scheduling amendments.

3. STRATEGIC EFFICIENCIES

(1) Teaching Efficiency Analysis

The Vice-Principal (Education) introduced an annual report on teaching efficiency. In doing-so he drew to members' attention his analysis of data relating to programme and module options. Members noted that the University offered a large amount of module choice which could be good for recruitment and student satisfaction, but could also be overcomplicated for students, difficult to timetable and manage, and costly to deliver. The Vice-Principal went on to set out the benefits of optimising the approach toward well designed and sustainable programme structures and levels of module choice in terms of staff workload, financial sustainability and enabling time to be spent on the development/redevelopment of new programmes in areas of emerging interest.

The Vice-Principal highlighted the UEG's creation of a Portfolio Oversight Committee to examine business cases for new programmes at Undergraduate and Taught Postgraduate level using benchmarking data. In response to questions the Vice-Principal confirmed that existing programmes undergo a periodic programme review every five to six years, but that he anticipated the Oversight Committee would prioritise some disciplines and programmes for early review based on the available data. The Committee also noted the formation of a Curriculum Design Principals Working Group which would engage with schools, directorates and the student body to identify key hallmarks and attributes of a University of Dundee degree and the 'University of Dundee graduate'. Members noted that this would inform the development of a curriculum design template which would in turn be used to guide programmes through the development process. The Committee noted that once established, the Portfolio Oversight Committee and curriculum design template would support schools in evaluating their programme portfolios to ensure that they were academically sound and financially sustainable.

The Committee noted that some schools were more advanced than others in terms of their approach.

Members were also pleased to note that the process took account of academic quality and student experience as well as financial sustainability.

Whilst there was broad support for the outlined processes and accompanying cultural change, members questioned the timeframe over which course reviews would be conducted and the extent to which the agreed review template and guidelines would deliver financial as well as other efficiency benefits.

Whilst endorsing the approach the Committee asked the Vice-Principal to develop a further paper for consideration later during the 2019/20 academic year which set out further details of the anticipated pace of change, metrics for monitoring teaching productivity and efficiency, an outline of the framework for implementation and monitoring, and the core principles of a 'Dundee graduate'.

Resolved: to thank the Vice-Principal (Education) for his update and await further reports in due course.

(2) Research Efficiency and Sustainable Ambition

The Vice-Principal (Research, Knowledge & Wider Impact) presented his annual report to the Committee on research efficiency and sustainable ambition. The report covered REF 2021, REG and SFC Research & Innovation Grants, optimising overhead contributions, TRAC 2018/19, and the role of research excellence in enhancing the international reputation of the University. The report also reflected on the size, shape and sustainability of research across the University. The Committee welcomed the paper as an informative showcase of research strengths across the University.

In response to questions regarding the University's strategic approach to research, including its ambitions in relation to the future scale and nature of its research-base across the schools, the Vice-Principal outlined recent discussions at the Research & Knowledge Exchange Committee of the Senate where this was being more fully explored. Members suggested that a further paper setting out principles for the direction of travel and associated risks, consequences, opportunity costs and targets in due course would be helpful.

With regard to the REF2021 the Vice-Principal explained the current mechanism for allocation of SFC funding and members noted that while it was difficult to predict the REF2021 outcome, the Vice-Principal had reviewed modelling based on current SFC weightings and the University's anticipated quality profile.

In concluding discussions, the Vice-Principal undertook to provide a follow-up paper which focussed on: the research strategy and its traction across the schools, progress and buy-in; objectives, risks and targets (including

and related financial impacts); REF2021 targets and expectations; and the anticipated impact of initiatives such as Baxter Fellows and the Doctoral Academy.

Resolved: to thank the Vice-Principal for the report and await a further report later in the academic year.

4. BUDGET SETTING AND PLANNING PROCESS UPDATE

The Committee received a paper from the Director of Finance which outlined the process for the development and agreement of the budget for the 2020/21 academic year.

The paper made reference to budget parameters within the financial strategy approved by the Court in September 2019. It also set out key risks and opportunities, operational processes, and the ongoing work of the University Executive Group (UEG) to develop plans to address the £15m contribution gap by 2023/24 – including growth, cost, and productivity initiatives and strategic projects. The paper also provided a timetable for the development of the budget for consideration by the Committee on 26 May 2020 and the Court on 22 June 2020.

Resolved:

- (i) to reaffirm the Committee's commitment to the financial sustainability targets as previously approved by the Court;
- (ii) to approve the budget principles as set out; and
- (iii) otherwise to note that the budget setting and planning process for 2019/20 was on track.

5. DEBT FINANCING UPDATE

The Committee received a paper which set out debt financing considerations and advice from Ernst & Young (EY) who had been appointed by the University to provide professional advice regarding the approach developing a financing strategy. Stewart Mackinlay (Associate Partner Capital & Debt Advisory, Ernst & Young) attended for this item.

Mr Mackinlay provided an overview of the current credit market and members noted that HE sector borrowing was becoming more difficult. He also set out factors which were likely to be of interest to potential lenders and the Committee considered the University's profile in these areas.

Members noted the recommendation that the University seek a £60m five-year Revolving Credit Facility (RCF) in the first instance, with a view to evaluating longer-term options as progress was made toward achieving the University's financial sustainability plans. Members noted that the Director of Finance had invited a number of banks to submit proposals in relation to an RCF and that responses were anticipated by the end of January. In response to questions the Director confirmed the terms for the current RCF facility and members noted that it was anticipated that margins and costs for a new facility would be higher. The Committee discussed risks relating to borrowing and members were pleased to note that a detailed sensitivity analysis would be prepared once specific proposals had been received. Members also explored metrics which would influence future Private Placement funding.

Resolved: to recommend to Court that it approve a five-year RCF of up to £60m, subject to it being based on HE market standard financial covenants, with an interest rate payable on drawdowns of no more than LIBOR plus a margin of 1.25% and non-utilisation fees of no more than 45% of margin (currently, 3-month LIBOR is 0.73%) and request that the Chair of Court and Convener consider and confirm the final recommendations once terms were known.

6. DIRECTOR OF FINANCE REPORT

The Committee received a report from the Director of Finance which set out matters of business pertinent to the remit of the Committee which were not the subject of papers elsewhere on the agenda. The report included benchmarking of the latest financial results, an update on application trends, and information on [online training](#) available to all staff and Court members through the British Universities Finance Directors' Group (BUFDG) including an introduction to HE Finance, Bribery Act and Criminal Finances Act 2017. The Director also recommended the BUFDG [Guide to Understanding University Finance](#) to members as an informative resource.

Discussions focussed on the financial benchmarking. Members noted that a more detailed analysis would be possible following the publication of HESA data later in the spring, but the University's performance significantly remained behind

the benchmarking group for the two key performance indicators of Surplus/Deficit as a percentage of income (before USS provision adjustment) and Net Operating Cash Flow as a percentage of Income.

Resolved: to note the report and recommend the circulation of the training information to all members of the Court.

7. MANAGEMENT ACCOUNTS 2019/20 QUARTER 1

The Director of Finance presented the Management Accounts for the first Quarter (Q1 Accounts). After adjustment for USS pension provision, the Q1 Accounts showed a forecast operating deficit of £2.9m, a positive variance of £3.4m relative to the budget. The cash position was £38.2m, which was higher than budgeted. Members noted that additional borrowing of £10.0m was projected to be required at 31 July 2020 and that this was within the capacity of the existing Revolving Credit Facility (RCF).

Resolved: to note the Q1 accounts.

8. ANNUAL PROCUREMENT REPORT 2019

The Committee considered and approved the annual procurement report for 2018/19 which had been prepared in accordance with requirements of the Procurement Reform (Scotland) Act 2014 and the University's Procurement Strategy & Action Plan. Members noted that a report on category management and procurement efficiencies would be provided to the Committee in March 2020, and that the two reports would be merged for the 2019/20 report.

Resolved: to approve the report.

9. REPORT FROM THE DIRECTOR OF ESTATES & CAMPUS SERVICES

The Committee received the regular report from the Director of Estates & Campus Services outlining progress in relation to projects within the capital plan and associated programme of works. The Committee noted that planned works within the Estate Infrastructure Budget 2018/19 had been completed and the Director highlighted areas of movement within the forecast expenditure for 2019/20 - including additional allocations to fire risk assessment works. The Director also highlighted aspects of the 2019/20 Capital Project Budget works and the Committee noted in particular the continued programme of upgrading within the Matthew Building, and improvements made to the Fulton Building.

Discussions focussed on projects within the Strategic Capital Budget, including the exploration of potential sites for the Tay Cities Biomedical Cluster project. With regard to the School of Business, members noted that the Business School Project Board proposed to submit a business plan to the meeting of the Committee on 26 May 2020, with the revised timeline recognising the arrival of the new Dean and the departure of the Chair of the Project Board (the Vice-Principal (Provost)).

The Director reported that following the fire at The Cube in Bolton in November 2019, she had made enquiries and was confident that no residential buildings, either on campus or where the University had a contract, had ACM or another form of laminate cladding. The University Secretary & Chief Operating Officer (COO) agreed to write to other private providers identified by DUSA to encourage them to undertake a similar review.

Resolved: to thank the Director for the report and await further updates in due course.

10. TRAC RETURN 2018/19

The Committee noted that the annual TRAC Return would normally be considered by the Audit & Risk Committee but that this was not possible this year within the stated deadline due to changes to submission requirements.

The Committee expressed an interest in discussing a summary of benchmarked data once available, in particular in relation to the percentage recovery of teaching costs. The Committee was also supportive of the University's feedback to the national TRAC body regarding the methodology for the calculation of Margin for Sustainability & Investment, which penalised institutions with a lower margin by decreasing the amount recoverable within Full Economic Costings (FEC).

Resolved: to approve the report for submission to the Scottish Funding Council and await a further benchmarked summary in due course.

11. DUSA ACCOUNTS 2019/20

The Committee received the annual report on the financial performance of the Dundee University Students' Association (DUSA) for 2018/19, along with forecasts for 2019/20. The DUSA Finance Manager highlighted the larger than forecast drop in numbers attending night-time activities and increased staff costs as significant factors in the negative financial outcome for the 2018/19 year. Members noted that the breakeven forecast for 2019/20 had been reached through a focus on the changing requirements, pricing structures and staff profile, and the pursuit of income from the general public.

The Committee was supportive of continued close liaison between the University and DUSA to ensure DUSA's continued success, and noted both the capital programme discussions between DUSA and the Director of Estates & Campus Services, and that discussions relating to the DUSA subvention would be managed through the preparation of the budget and discussed by the Committee at its meeting on 26 May 2020.

Resolved: to thank the DUSA Finance Manager for the update.

12. NARRATIVE FOR COURT

The Committee agreed to highlight to the Court discussions relating to the Teaching Efficiency Report (minute 3(1) above), and in particular the Committee's support for the principles of module review and its interest in the timeframe for implementing this change and how the framework was expected to give rise to financial and non-financial benefits from improved productivity.

The Committee also commended the work on research efficiency (minute 3(2) above) and wished Court to note that the Committee would consider objectives, investments, income targets, and research profile in a further report later from the Vice-Principal (Research, Knowledge Exchange & Wider Impact) in the year.

Finally, the Committee agreed to highlight to the Court its endorsement of a five-year revolving credit facility for up to £60m, subject to the terms set out in minute 5 (above).

Resolved: to highlight the items listed above to the Court for noting.

13. RESERVED BUSINESS: CSU JEI UPDATE

The Committee received an update report from the Vice-Principal (International), the Interim Director of the Educational Partnerships Development Unit, and the Deputy Director of Finance on the twelve-year project plan for the Joint Institute with Central South University (CSU). Members noted that following negotiation and agreement with CSU in the autumn, the Court approved negotiation criteria had been met, and that it was anticipated that the contract would be signed in January 2020.

Resolved: to note the update and await with interest the outcome of the application to the Chinese Ministry of Education.

14. RESERVED BUSINESS: BUSINESS TRANSFORMATION UPDATE

[Secretary's note: The Committee considered the item as reserved business. The University asserts that the paper is exempt from public disclosure and claims exemptions in S.30(b), 30(c) and 33(1)(b) of the Freedom of Information (Scotland) Act 2002.]

The Committee received an update on each workstream of the Business Transformation OneUniversity programme including progress, benefits realisation, risks and issues for consideration.

Resolved: to thank the Director of Business Transformation for the update and await further reports at the next meeting as set out in the Action Log.

15. RESEARCH GRANT APPROVALS

The Committee received an update from the Head of Research Finance Services detailing research awards since the last meeting. The Committee noted that it was difficult to predict the end of year position at this stage, but that to date the performance was between that of the previous two years (2017/18 and 2018/19).

Resolved: to note the update.

16. **ENDOWMENTS SUB-COMMITTEE**

The received the minutes from the meeting of the Sub-Committee on 19 November 2019.

Resolved: to approve the minutes.

17. **RESERVED BUSINESS: BUSINESS TRANSFORMATION STEERING GROUP MINUTES**

[Secretary's note: The Committee considered the item as reserved business. The University asserts that the paper is exempt from public disclosure and claims exemptions in S.30(b), 30(c) and 33(1)(b) of the Freedom of Information (Scotland) Act 2002.]

The Committee received the minutes from the meeting of the Business Transformation Steering Group on 26 September and 31 October 2019.

Resolved: to note the minutes.

18. **REVIEW OF TREASURY MANAGEMENT POLICY**

The Committee considered the Treasury Management Policy and approved the inclusion of an additional counterparty, HSBC plc on the same basis as for the Bank of Scotland.

Resolved: to approve the policy (**annex 1**).

19. **DATE OF NEXT MEETING**

Resolved: to note that the next meeting of the Committee would be held at 2.00 pm on 24 March 2020.

Richard S Bint
(Convener)

APPENDIX 3 ANNEX 1

REVIEW OF TREASURY MANAGEMENT POLICY

1. INTRODUCTION

This document sets out the policies, practices and objectives of the University's treasury management activities, as approved by the Finance and Policy Committee.

The University defines its treasury management activities as:

- The management of the University's investments and cash flows, its banking, money market and capital market transactions; the effective control of the risks associated with those activities; and the pursuit of optimum performance consistent with those risks.
- The University regards the successful identification, monitoring and control of risk to be the prime criteria by which the effectiveness of its treasury management activities will be measured. Accordingly, the analysis and reporting of treasury management activities will focus on their risk implications for the University.
- The University acknowledges that effective treasury management will provide support towards the achievement of its business objectives. It is therefore committed to the principles of achieving value for money in treasury management, and to employing suitable comprehensive performance measurement techniques, within the context of effective risk management.

This policy is specific to cash management and therefore excludes the management of the permanent endowment assets which is managed separately by the Endowment Committee which is a sub-committee of Finance and Policy Committee. Any cash balances held by the University in relation to the permanent endowments assets and the capital associated with any expendable endowments will be managed as part of the overall University's cash balance and will therefore be covered by this policy and not the Endowment Committee.

The core principles the University will follow when investing money are:

- to make deposits secure;
- to ensure they have sufficient liquidity for their daily demands;
- to produce the highest return, once the first two considerations have been met.

No treasury management activity is without risk and therefore defining the level of acceptable risk is essential. The treasury policies are designed to minimise the risk of capital loss but cannot eliminate it entirely.

2. RISK MANAGEMENT

The Director of Finance will design, implement and monitor all arrangements for the identification, management and control of treasury management risk, will report at least annually on the adequacy/suitability thereof to the Finance and Policy Committee, and will report to the Finance and Policy Committee, as a matter of urgency, the circumstances of any actual or likely difficulty in achieving the University's objectives in this respect. In respect of each of the following risks, the arrangements which seek to ensure compliance with these objectives are set out in Schedule A.

2.1 Credit risk management

The risk of failure by a counterparty to meet its contractual obligations to the University under an investment, borrowing, capital, project or partnership financing, particularly as a result of the counterparty's diminished creditworthiness, and the resulting detrimental effect on the University's capital or current (revenue) resources.

The University regards a key objective of its treasury management activities to be the security of the principal sums it invests. Accordingly, it will ensure that its counterparty lists and limits reflect a prudent attitude towards organisations with whom funds may be deposited, and will limit its investment activities to the instruments, methods and techniques listed in Schedule A: 1.1. The list will be reviewed on an ongoing basis by the Director of Finance and at least annually by the Finance and Policy Committee.

2.2 Liquidity risk management

The risk that cash will not be available when it is needed, that ineffective management of liquidity creates additional unbudgeted costs, and that the University's business objectives will be thereby compromised.

The University will ensure it has adequate though not excessive cash resources, borrowing arrangements, overdraft or standby facilities to enable it at all times to have the level of funds available to it which are necessary for the achievement of its business objectives.

Funds available to the University are listed in Schedule A: 1.2.

The Finance Director will have the power to temporarily remove (and then to reinstate) any counterparty if any current issues should result in doubts over that counterparty's ability to repay funds.

2.3 Interest rate risk management

The risk that fluctuations in the levels of interest rates create an unexpected or unbudgeted burden on the University's finances, against which the University has failed to protect itself adequately.

The University will manage its exposure to fluctuations in interest rates with a view to containing its interest costs, or securing its interest revenues while maintaining the security of the invested funds. It will achieve this by the prudent use of its approved financing and investment instruments, methods and techniques, primarily to create stability and certainty of costs and revenues but at the same time retaining a sufficient degree of flexibility to take advantage of unexpected, potentially advantageous changes in the level or structure of interest rates.

2.4 Exchange rate risk management

The risk that fluctuations in foreign exchange rates create an unexpected or unbudgeted burden on the University's finances, against which the University has failed to protect itself adequately.

The University will manage its exposure to fluctuations in exchange rates so as to minimise any detrimental impact on its budgeted income/expenditure levels. The University will normally only retain funds in currencies to the extent that payments are due to be made in these currencies. This will be reviewed quarterly and any currency balances surplus to requirement will be transferred into sterling at the best rate achievable at that time. Further details are set out in Schedule A: 1.3.

2.5 Refinancing risk management

The risk that maturing borrowings, capital, project or partnership financings cannot be refinanced on terms that reflect the provisions made by the University for those refinancings, both capital and current (revenue), and/or that the terms are inconsistent with prevailing market conditions at the time.

The University will ensure that its borrowing, private financing and partnership arrangements are negotiated, structured and documented, and the maturity profile of the monies so raised are managed, with a view to obtaining offer terms for renewal or refinancing, if required, which are competitive and as favourable to the University as can reasonably be achieved in the light of the market conditions prevailing at the time.

It will actively manage its relationships with its counterparties in these transactions in such a manner as to secure this objective, and will avoid over reliance on any one source of funding if this might jeopardise achievement of the above.

2.6 Legal and regulatory risk management

The risk that the University itself, or an organisation with which it is dealing in its treasury management activities, fails to act in accordance with its legal powers or regulatory requirements, and that the University suffers losses accordingly.

The University will ensure that all of its treasury management activities comply with its statutory powers and regulatory requirements.

2.7 Fraud, error and corruption, and contingency management

The risk that the University fails to identify the circumstances in which it may be exposed to the risk of loss through fraud, error, corruption or other eventualities in its treasury management dealings, and fails to employ suitable systems and procedures and maintain effective contingency management arrangements to these ends.

The University will ensure that it has identified these circumstances and has taken the appropriate action, including the provision of appropriate and adequate internal controls and insurance cover. These activities will be reviewed on a regular basis as part of the internal audit plan.

2.8 Market risk management

The risk that, through adverse market fluctuations in the value of the principal sums the University borrows and invests, its stated treasury management policies and objects are compromised, against which effects it has failed to protect itself adequately.

The University will seek to ensure that its stated treasury management policies and objectives will not be compromised by adverse market fluctuations in the value of the principal sums it invests, and will accordingly seek to protect itself from the effects of such fluctuations.

2.9 Covenantbreachrisk

The risk that the University fails to meet terms set by lenders which leads to default of loans and the resulting withdrawal of credit facilities.

The University will monitor its loan covenant compliance on an ongoing basis appropriate to the risk. The Director of Finance will report annually to Finance and Policy on this as part of the annual treasury management report. The University will seek to minimise the security requirements of new debt and maximise the opportunity of the existing debt portfolio.

2.10 Inflationrisk management

The risk that the University experiences a reduction in the real value of its monetary assets due to increases in the general level of prices for goods and services it consumes on a regular basis

The Director of Finance will monitor the potential impact of inflation and will report annually to the Finance and Policy Committee on the likely impact of inflation and any mitigation strategies that have been followed.

3. DECISION MAKING AND ANALYSIS

The University will maintain full records of its treasury management decisions, and of the processes and practices applied in reaching those decisions, both for the purposes of learning from the past and for demonstrating that reasonable steps were taken to ensure that all issues relevant to those decisions were taken into account at the time.

4. APPROVED INSTRUMENTS, METHODS AND TECHNIQUES

The University will undertake its treasury management activities by employing only those instruments, methods and techniques detailed in Schedule A and within the limits and parameters approved by the Finance and Policy Committee.

5. ORGANISATION AND SEGREGATION OF RESPONSIBILITIES

The University considers it essential for the purposes of the effective control and monitoring of its treasury management activities, for the reduction of risk of fraud or error, and for the pursuit of optimum performance, that these activities are structured and managed in a fully integrated manner, and that there is at all times clarity of treasury management responsibilities. The principle on which this will be based is a clear distinction between those charged with setting treasury management policies and those charged with implementing and controlling these policies, particularly with regard to the execution and transmission of funds, the recording and administering of treasury management decisions, and the audit and review of the treasury management function.

The Director of Finance will ensure that there are clear written statements of the responsibilities for each post engaged in treasury management and the arrangements for absence cover. These are set out in Schedule B. The Director of Finance will also ensure there is proper documentation for all deals and transactions, and that procedures exist for the effective transmission of funds.

6. REPORTING REQUIREMENTS AND MANAGEMENT INFORMATION

The Finance and Policy Committee will as a minimum receive an annual report, covering:

- the strategy and plan to be pursued in the coming year;
- the performance of the treasury management function during the year, including the reasons for and the effects of any changes to the strategy set at the beginning of the year;
- the performance of any external service providers.

Further details are set out in Schedule B.

7. ACCOUNTING AND AUDIT ARRANGEMENTS

The University will account for its treasury management activities in accordance with appropriate accounting practices and standards, and with statutory and regulatory requirements in force for the time being.

The University will ensure that its auditors and any other bodies charged with regulatory review have access to all information and papers supporting the activities of the treasury management function as are necessary for the proper fulfilment of their roles, and that such information and papers demonstrate compliance with external and internal policies and approved practices.

8. CASH AND CASH FLOW MANAGEMENT

The Director of Finance will have responsibility for the cash management of the University and its subsidiaries as defined under this policy.

The Treasury Manager will prepare a weekly funds report detailing bank balances, deposits and borrowings and provide commentary on significant transactions.

Cash flow projections will be prepared on a regular and timely basis, and the Finance Director will ensure these are adequate for the purposes of monitoring compliance with treasury management practice on liquidity risk management.

9. INVESTMENTS

The Director of Finance together with the Director of Research and Innovation Services (RIS) will have responsibility for the management of investments in spin-out companies. The Director of Finance and the Director of RIS will report annually to Finance and Policy on the University's interests in spin-out companies, associates and subsidiary companies.

The Director of Finance will have responsibility for the management of all other investments. The investments in Government bonds inherited from the mergers of Duncan of Jordanstone Art College and Northern College will be redeemed as they fall due.

10. MONEY LAUNDERING

The University is alert to the possibility that it may become the subject of an attempt to involve it in a transaction involving the laundering of money. Accordingly, it will ensure that staff involved in this are properly trained and fully aware of the University's Fraud Prevention Policy.

11. STAFF TRAINING AND QUALIFICATIONS

The University recognises the importance of ensuring that all staff involved in the treasury management function are fully equipped to undertake the duties and responsibilities allocated to them. It will, therefore, seek to appoint individuals who are both capable and experienced and will provide training for staff to enable them to acquire and maintain an appropriate level of expertise, knowledge and skills. The Director of Finance will recommend and implement the necessary arrangements. For approved qualifications and training courses see Schedule D.

12. USE OF EXTERNAL SERVICE PROVIDERS

The University recognises the potential value of employing external providers of treasury management services, in order to acquire access to specialist skills and resources. When it employs such service providers, it will ensure it does so for reasons which will have been submitted to a full evaluation of the costs and benefits. It will also ensure that the terms of their appointment and the methods by which their value will be assessed are properly agreed and documented, and subjected to regular review. It will further ensure, where feasible and necessary, that a spread of service providers is used to avoid over reliance on one or a small number of companies. Where services are subject to formal tender or re-tender arrangements, the University's Procurement Policy will always be observed.

Where external service providers are appointed with the responsibility for day-to-day treasury matters the University will retain full responsibility for the safeguarding of its funds and setting the treasury strategy.

13. BANKING ARRANGEMENTS

The University recognises the importance of ensuring effective control over its bank accounts. All funds due to the University are deposited in accounts with the University's main bank unless otherwise approved by the Director of Finance. Banking arrangements will be subject to periodic review.

UNIVERSITY OF DUNDEE**TREASURY MANAGEMENT POLICY****1. RISK MANAGEMENT****1.1 CREDIT AND COUNTERPARTY LISTS**

The University regards a prime objective of its treasury management activities to be the security of the principal sums it invests. Accordingly, it will ensure that its counterparty lists and limits reflect a prudent attitude towards organisations with whom funds may be deposited.

The Director of Finance is responsible for monitoring the credit standing of approved counterparties. Where he/she has reason to believe that a counterparty's credit standing is or may become impaired he/she should apply lower limits than set out in this schedule or cease to use them. Any change to the counterparty list should be advised to the Finance and Policy Committee.

All counterparties must have a minimum short-term rating of F1 from Fitch, A1 from Standard & Poor's or P1 from Moody's. Where a counterparty has multiple ratings all the ratings should normally meet these requirements. The Finance and Policy Committee can authorise the use of counterparties where some, but not all, of the ratings meet these requirements as long as the ratings not meeting these requirements are no lower than F2 Fitch, A2 Standard & Poor's or P2 Moody's. These ratings will be reviewed at least quarterly for institutions in which funds are held and before any new funds are deposited. In addition to credit ratings, relevant information from financial advisors and the media will be taken into consideration.

With the exception of Royal London Cash Management, no deposits should be committed for a period in excess of 12 months.

As the University's main facility is a rolling credit facility the policy is to minimise this facility whilst maintaining sufficient funds are always available to meet any short term liquidity needs. In the event that there are funds to deposit, the Director of Finance is authorised to deposit surplus funds of the institution with any of the organisations listed below to ensure achievement of the best net returns available.

The approved counterparty list is as follows:

<u>Counterparties</u>	<u>Limits</u>		<u>Account Type</u>	<u>Time Period</u>
University's main bankers – Royal Bank of Scotland	£30 m	50%	Special interest bearing account	Overnight
			Fixed term deposits	Up to 12 months
			AAA rated money market funds*	
University's main bankers – Barclays	£20 m	50%	Fixed term deposits	Up to 12 months
			AAA rated money market funds*	
Royal London Cash Management	£15 m	30%	Certificates of deposit & interest bearing bank accounts	Up to 2 years

Lloyds Banking Group (including Bank of Scotland)	£20 m	50%	Fixed term deposits AAA rated money market funds*	Up to 12 months
Santander UK plc	£20.0m	50%	Fixed term deposits AAA rated money market funds*	Up to 12 months
Handelsbanken	£10.0m	25%	Fixed term deposits	Up to 12 months

* Total investments in money market funds should not exceed 10% of the total amount of cash and deposits

Royal London Cash Management (RLCM)

RLCM are permitted to invest in deposits and certificates of deposit with banks and building societies on an approved Credit List with a maximum limit of £1 million in any one name. RLCM may also invest an unlimited amount in UK Treasury Bills. The Credit List includes UK and non-UK Banks which must have a minimum Standard & Poor's short-term credit rating of A1. RLCM are permitted to invest up to £2 million for periods of up to 2 years; in practice, the majority of deposits are for 3 months.

RLCM acts as agent for the University. The Portfolio of investments is the property of the University and HSBC Bank acts as Custodian of the Portfolio holding all instruments or documents of title on behalf of the University. All cash transactions between the University and RLCM are credited or debited to Royal London Cash Management Client Trust Settlement Account with HSBC Bank on a same day basis. RLCM are not liable for any fraud or insolvency of the Custodian (HSBC) or our own Bankers therefore there is a low risk in respect of monies transferred to and from the Client Trust Settlement Account.

The University maintains a detailed list of RLCM transactions which is summarised for the Director of Finance as part of the weekly funds report.

The limits set out above may be amended only with approval of the University's Finance and Policy Committee.

1.2 LIQUIDITY

The University maintains an effective cash and cash flow forecasting and monitoring system which identifies the extent to which the University is exposed to the effects of potential cash flow variations and shortfalls on a daily basis.

The University currently has access to the following borrowing facilities.

Notice Period	Source	Funding Type	Facility Limit	Interest Rate	Review Date
1 business day	Bank of Scotland	Revolving Credit Facility	£40 million	Libor + 0.6%	May 2021

As the Universities main facility is a rolling credit facility the policy is to minimise this facility whilst maintaining sufficient funds are always available to meet any short term liquidity needs. This is need is met through holding funds within the current/overnight account with the University's main banker (Royal Bank of Scotland) and through the following Instant Access deposit facility.

Notice Period	Source	Funding Type	Minimum Total Deposit Level	Facility Limit
Instant Access	Royal London Cash Management	Certificates of Deposit	£1 million	Maximum deposits held: £15 million

1.3 EXCHANGE RATE EXPOSURE POLICY

The University's policy is to minimise exposure to exchange rate fluctuations. The University aims to conduct all transactions in GBP as its base currency and the currency which reflects the vast majority of its costs base. There will however be exceptions, such as EU research contracts, whereby the University will need to conduct transactions in other currencies.

The University maintains Euro and US Dollar accounts and where possible these will be used to match payments and receipts.

The main currency risk is within the area of research and commercial research contracts. The University has in place a policy (Schedule C) to monitor such contracts on an ongoing basis and thereby aim to minimise any adverse currency exposure.

Currency receipts, other than Euros and US Dollars, are converted into sterling upon receipt. Deposits of Euros and US Dollars are retained where appropriate to cover anticipated currency payments. The balances on these bank accounts are reviewed on a quarterly basis and any currency in excess of £500k plus known commitments is then translated into GBP.

The Director of Finance is authorised to buy and sell currencies with any of the organisations listed below. Forward purchases and sales of currencies are allowed for periods of up to three months ahead for a maximum value of EUR10m.

Institution	Limits
University's Bankers	\$10 million Euro 5 million
Other UK Clearing Banks and approved counterparties (see 1.1)	\$5 million Euro 3 million
Financial Brokers (Registered by the FSA)	\$5 million Euro 3 million

The limits set out above may be amended only with approval of the Finance and Policy Committee.

1.4 REFINANCING

In the event that the University need to either renew existing borrowing facilities or obtain new facilities, the Director of Finance will report to the Finance and Policy Committee to explain the basis of any such requirement. Once approved in principle the Director of Finance, along with the University's financial advisors, will conduct an appropriate process with potential funders to secure the best terms for the University. Any arrangements are subject to final review and approval by the Finance and Policy Committee as defined in the Schedule of Delegation.

UNIVERSITY OF DUNDEE

TREASURY MANAGEMENT POLICY

ADMINISTRATION

1. TENDERING

The Director of Finance will review regularly the quality and cost of banking services and if deemed necessary will seek Finance and Policy Committee's approval for a tender exercise in respect of these services.

The tender process will be that normally followed by the University, contained within its Financial Regulations and Procurement Policy. The Finance and Policy Committee is responsible for the appointment of the service provider on the recommendation of the Director of Finance.

2. PERFORMANCE MEASUREMENT

Cash deposits will be reported at each month end showing amount, counterparty, period and interest rate. The report will also include interest rates offered by other approved banks.

3. ORGANISATION AND SEGREGATION OF RESPONSIBILITIES

3.1 FINANCE AND POLICY COMMITTEE

- To agree to University's borrowing strategy.
- Approval of and consideration of amendments to the University's treasury management policy and practices.
- To review borrowing requirement and approve borrowing facilities.
- To receive and review the annual treasury report and any interim reports as deemed necessary.

The Director of Finance will provide an annual treasury report which will cover the following:

- Commentary on treasury operations for the year.
- Cash flow compared with budget and commentary on variances.
- Annual financial strategy for the next financial year.
- Proposed amendments to the treasury management policy statement.
- Matters in respect of which the treasury management policy statement has not been complied with.
- Analysis of currently outstanding loans, deposits and investments by instrument, counterparty, maturity and interest rollover period.

3.2 DIRECTOR OF FINANCE

The Director of Finance is authorised, subject to the provisions of the policy statement, to:

- Recommend the treasury management policy and practices for approval, reviewing the same regularly and monitoring compliance.
- Receive and review management information reports and to provide at least annually a treasury report to Finance and Policy Committee.
- Review the performance of the treasury management function and promote best value reviews.
- Ensure the adequacy of treasury management resources and skills, and the effective division of responsibilities within the treasury management function.
- Recommend the appointment of external service providers.
- Approve the deposit of surplus funds with counterparties other than overnight with the University's main bankers or Royal London Cash Management.
- Ensure the revolving credit facilities are operated within the limits agreed by the Finance and Policy Committee.
- Operate foreign bank accounts to the extent that they are necessary to facilitate the operational activities of the University.

3.3 HEAD OF REPORTING

The Head of Reporting will:

- Receive and review weekly fund reports.
- Manage treasury management resources and skills, and the effective division of responsibilities within the treasury management function.
- Supervise treasury management staff.
- Identify and recommend opportunities for improved practices.
- Authorise the execution of transactions in accordance with loan covenants and University payment policy procedures.
- Provide cover for the Treasury Accountant.

3.4 TREASURY ACCOUNTANT

The Treasury Accountant will:

- Execute transactions.
- Adhere to agreed policies and practices on a day-to-day basis.
- Maintain relationships with third parties and external service providers.
- Prepare and maintain systems documentation relating to the treasury function.
- Monitor cash flows on a daily basis.
- Submit management information reports to the Director of Finance as required.
- Prepare weekly fund reports.

UNIVERSITY OF DUNDEE

TREASURY MANAGEMENT POLICY

The Treatment of Currencies in Research Projects.

A number of research projects within the university are funded in foreign currencies – mainly Euros, but also US dollars and other currencies. These can be either grants or contracts.

EU funded grants are received in advance of any work being done. When the cash is received it does not belong to the University but is effectively held in trust until the work is completed and a claim made. On receiving the cash the University has an asset (cash) and an equal liability (deferred income), both denominated in EUR. There is therefore no exchange exposure.

Periodic claims are made to the EU as work is carried out. The claims are submitted in EUR converting GBP costs into EUR at the official exchange rate ruling at the date of the claim. At that point EUR equal to the value of the claim are sold for GBP and an equal amount of deferred income is released to the income and expenditure account. All these transactions take place at the same rate and there is no exchange exposure. Any remaining EUR cash held for the grant is offset by an equal and opposite balance of deferred income.

In order to give PIs improved information, Research Finance Services (RFS) will produce budgets in sterling on the basis of the exchange rate prevailing at the date RFS sets up a code for the project.

In order to make sure that PIs have up-to-date information about the remaining budget, budgets will be recalculated regularly to take into account movements in the exchange rate. This will be done at the then prevailing rate of exchange when either of the following happens:

- Invoice or grant claim prepared by RFS
- Remittance received from funder

RFS will also recalculate the budget at other times to make sure that it is restated at least once a quarter. The PI and his/her administrator(s) will be informed of any budget recalculations and will be responsible for staying within the recalculated budgets. Clearly currency movements are outwith the control of the PI or the University but, as the grant/contract is currency limited, we must remain within the total currency allowed. This will also ensure that claims are maximised in the event of positive movements.

There will be a recalculation at the point the final claim/invoice is prepared. The PI will be required to resolve any problems with over/under spends up to the sterling value of the final claim/invoice. It is recognised that the settlement of the final claim/invoice for some of these projects (especially European Commission funded projects) can be very late. So long as the project is within budget at the point the final claim/invoice is prepared, any subsequent exchange rate movement up until the date the final payment is received will be dealt with centrally.

The above will also apply to fixed price contracts which are priced at or above FEC. Where a fixed price has been set **below** FEC, the default position is that any positive currency movement will be used to off-set the FEC shortfall.

Where the PI is being asked to stay within a lower budget as a result of adverse movements, the overall principles should be the same as those relating to management of pay inflation constraints:

- Where possible, savings should be made from direct cost items to offset the reduced budget, for example staffing gaps during the period of the grant or an under-spend on non-pay budgets.
- If it is not possible to avoid exceeding the recalculated budget, then the School should review its other income sources to see if it possible to make up this shortfall elsewhere.
- If this is not possible, then the over-spend would need to be taken into the income and expenditure account of the School.

Approved qualifications*Association of Corporate Treasurers*

The following qualifications are ideal but not mandatory

Certificate in International Treasury Management AMCT Diploma in Treasury

MCT Advanced Diploma

Staff involved in day to day treasury matters should attend the following training:

BUFDG Cash and Treasury Management

Next review date

January 2020

Version control

Version number	Date	
2.01	26 March 2012	Review by A Hewett and changes arising from internal audit review dated 21 November 2011
3.00	26 March 2012	Approved by Finance Committee
3.10	25 March 2013	Use of AAA rated money market funds added to investment options – Finance and Policy Committee 25 March 2013 Addition of Santander to approved list of institutions – Finance and Policy Committee 21 January 2013
3.20	24 March 2014	Proposal to F&P Committee to increase limits with Lloyds and Santander. Clarification on credit rating requirements.
3.30	24 March 2014	Changes approved by F&P Committee
3.40	18 August 2014	Proposal to F&P Committee to cater for increasing Euro balances
4.10	9 March 2017	Changes to reflect new Bank of Scotland revolving credit facility
4.20	19 January 2018	Minor changes to reflect changes in structure within Finance and Procurement.
4.30	22 October 2018	Minor change to counterparty limit for Royal Bank of Scotland plc

APPENDIX 4

GOVERNANCE & NOMINATIONS COMMITTEE MINUTES (Minute 47 (2))

A meeting of the Committee was held on 21 January 2020.

Present: Ronald Bowie (Convener);
Janice Aitken;
Bernadette Malone;
Jane Marshall (by video conference); and
Professor Mairi Scott.

In Attendance: Professor Blair Grubb (Vice-Principal (Education));
Dr Neale Laker (Director of Academic & Corporate Governance);
Dr Jim McGeorge (University Secretary); and
Dr Christine Milburn (Policy Officer (Corporate Governance)).

Apologies: Rumana Kapadia.

1. MINUTES

Resolved: to approve the minutes of the meeting of 21 October 2019.

2. MATTERS ARISING

(1) Action Log

The Committee received an action log summarising progress in relation to outstanding actions from previous meetings. Members approved revised timescales for items relating to a sector-wide review of the election of Chairs of Courts and the Schedule of Delegation & Decision-Making Powers.

Resolved: to note the log.

(2) Update on Privy Council Correspondence (Minute 6)

The Committee noted that the changes proposed to Statutes 9 (The Court) and 20 (The Graduates' Association) relating to the Graduates' Association had been formally submitted to the Privy Council in December.

Resolved: to note the update.

(3) Employment Status of the Chair of Court (Minute 3)

The Director of Academic & Corporate Governance confirmed that there were no issues regarding the employment status of the current Chair of Court which required review by the Committee as the Chair had declined remuneration for the role. Members however noted that the Director planned to seek legal advice in advance of the next Chair of Court election.

Resolved: to note the update.

(4) Approvals by Email Correspondence

The Committee homologated decisions taken by email correspondence since its last meeting to recommend to the Court the appointment of David Dorward as a lay member of the Court and the Finance & Policy. Members noted that the Court had subsequently approved these appointments by email correspondence.

Resolved: to note the update.

3. CONVENER'S UPDATE

The Convener updated the Committee on his activities and interactions at a sectoral level which were of relevance to its business. In particular the Chair highlighted the publication of the Joint Expert Panel (JEP) final report in relation to the Universities Superannuation Scheme (USS). Members noted that discussions had subsequently taken place between the USS Trustees and representatives of the University and College Union (UCU) and Universities UK (UUK)(as representatives of employers) and that the University's own Pension Sub-Group would continue to monitor the outcomes.

The Chair also advised the Committee that the current Scottish Government Director of Advanced Learning and Science, Aileen McKechnie, was to leave the position in March 2020 and that he would endeavour to establish a similar level of correspondence with her successor when appointed.

Resolved: to note the update.

4. SECTORAL UPDATE

The Director of Academic & Corporate Governance drew members' attention to the publication by the Committee of University Chairs (CUC) of a consultation on its new draft HE Code of Governance. The Director undertook to circulate links to the draft CUC code and accompanying consultation, however members noted that the Scottish Code of Good HE Governance (2017) would continue to take precedence in Scotland and that there were no significant areas of concern. On this basis the Committee agreed that it was not necessary for the University to submit an individual response.

Resolved: to circulate links to the Committee and otherwise note the publication.

5. PUBLIC STAKEHOLDER MEETING OF COURT

The Committee considered a report of the second Annual Public Stakeholder Meeting of Court on 8 January 2020 which summarised arrangements for the event and provided an evaluation of feedback. The Committee was positive with regard to the format and promotion of the event, and members highlighted the livestreaming/recording of the event as a new initiative which should be continued in future years.

The Committee noted that the demographic of the audience continued to be weighted toward staff members of the University. With regard to improving the engagement with the student stakeholder group, the Policy Officer (Corporate Governance) told the Committee that arrangements had been made for the Chair of Court and the University Secretary & Chief Operating Officer (University Secretary & COO) to repeat their presentations at a meeting of the Student Representative Council (SRC). Turning to the engagement with stakeholder groups external to the University, the Policy Officer confirmed that links to videos from the event would be distributed to key stakeholders who had been invited to the event but were unable to attend and would also be included in staff and graduate newsletters.

The Committee went on to discuss opportunities for further enhancement of the event and suggested that it would be useful to include presentations from a broader cross-section of Court members, perhaps focussed on why they wanted to be Court members and what they did in this capacity. It was further suggested that this could make a useful resource when promoting vacancies on the Court. The Committee also suggested broadening the focus of the future events to highlight the work of the University within the city and wider Tayside region communities and agreed that this should be a theme for the 2021 event. The Committee also suggested that officers may wish to consider if there were other opportunities to engage city stakeholders, for example through the Chair of Court and the Interim Principal & Vice-Chancellor giving presentations at the City Chambers.

Resolved: to note the report and await proposals for the 2021 event in due course.

6. QUINQUENNIAL REVIEW OF THE EFFECTIVENESS OF THE COURT: ACTION PLAN

The Committee reviewed the proposed action plan for the implementation and monitoring of recommendations from the [2019 Quinquennial Review of the Effectiveness of the Court \(QQR\)](#). An updated Action Plan is provided.

With regard to recommendation two, the Committee approved proposals that the Chair & Conveners' meetings, which had to date been arranged on an informal basis, should be formalised as a 'Chair's Committee'. In reviewing the Remit & Terms of Reference for the proposed Committee (**annex 1**), members noted that its role was focussed around shaping Court agendas and ensuring a coherent information flow between the Court and its committees and with the University Executive Group. Members also noted that the Committee's role was advisory, with no powers delegated to it from the Court and highlighted the importance of ensuring that all members of the Court were equally informed on any matters discussed. With this in mind the Chair of Court undertook to include an update section within his regular report to the Court. The Committee also considered draft regulations for the transaction of emergency business outwith the regular schedule of meetings of the Court (**annex 2**). The Director of Academic & Corporate Governance undertook to update and circulate the draft to the Committee in accordance with feedback received.

Through discussion of recommendations four, six and twelve the Committee suggested ways in which, in addition to the development of workshops and training sessions, Court paper cover sheets could be revised to support Court and UEG members in identifying the respective governance and operational management responsibilities. The Director of Academic & Corporate Governance also undertook to develop guidelines for Court and Court committee papers which would be provided to all authors.

Turning to recommendation eleven (the feasibility of implementing a programme of visits before meetings of the Court), the Committee asked that officers note that members may have difficulties accommodating this additional commitment within their diaries. Following discussion members suggested that officers schedule one visit per academic year in the first instance and develop a programme for the visit based on the premise of providing meaningful interaction with stakeholders which was beneficial to both members and stakeholders. It was suggested that the first visit be to the Ninewells campus and that it should be indicated within the calendar for the 2020/21 academic year to maximise the availability of Court members. The Committee also suggested that it would be useful to remind Court members that individual visits to specific areas could be arranged through the Secretariat. Members were however reminded that when making individual visits it was important that they were aware of the potential perception of their visit and managed expectations accordingly and were clear about the limits of their authority.

The Committee was invited to discuss what additional enhancement was desired in relation to recommendation fifteen (consider opportunities for improvement of engagement with stakeholders in a manner beneficial to governance). Members confirmed that they were content with the approach and arrangements discussed in Minute 5 (above) for the future development of the Public Stakeholder Meeting of Court and that no further action was required beyond the discussions already scheduled.

In relation to recommendation thirteen the Committee considered the list of officers in regular attendance of meetings and recommended that no change to current practice was required. In this respect members suggested that the proposed development of guidance to authors of Court papers (see recommendation four above) and the training being developed in response to recommendation twelve would be sufficient to address any concerns through the enhancement of members' and officers' understanding of their relative roles.

With regard to the other recommendations, the Committee noted the schedule for discussion and/or approval of actions and was content that these remained on track.

- Resolved:**
- (i) approve the Action Plan and the Committee's assessment of the status of individual recommendations as set out, including revised timescales;
 - (ii) to endorse to Court the constitution of a Chair's Committee for the purposes set out, along with the proposed Remit & Terms of Reference (**annex 1**);
 - (iii) to endorse to Court proposed regulations for Transacting Emergency Business outwith the regular schedule of meetings of the Court (**annex 2**), subject to amendment and circulation to the Committee;
 - (iv) to approve the implementation of the revised cover sheets for Court subject to minor amendment, and to recommend that officers develop guidelines for Court and Court committee

papers to support Court members and officers in developing a good understanding of governance and operational management issues and boundaries relating to the paper;

- (v) to recommend to the Court that no action was required in relation to officers in attendance of meetings of the Court; and
- (vi) to review the approach to pre-Court visits after the first visit in 2020/21.

7. **ARRANGEMENTS FOR THE REMUNERATION OF THE CHAIR OF COURT**

[Secretary's note: The Chair of Court declared an interest in the item and left the room for the duration of the item.]

The Committee received a paper which set out proposed changes to the remuneration of the Chair of Court following a review of the process approved by the Committee on 28 May 2019 after 6 months of operation. The Committee noted that the Chair of Court had advised the University Secretary & Chief Operating Officer of his decision not to accept remuneration payments in relation to the role at the present time. Members' noted that the Chair had indicated a preference that the University instead use the payment, a total of £16,350 for the nominal 50 days at the agreed rate (the gross *per diem* rate equivalent to the Band 1 minimum for chairs set by the Scottish Government in its technical guide for the remuneration of chairs of non-departmental public bodies is £327 per day for 2019/20), for the benefit of its students in a manner to be determined by the University. The Committee was supportive of this change and appreciative of the Chair's goodwill. Members agreed that the University should determine an appropriate internal fund which would maximise the benefits to students from this gesture.

The Committee also noted that as a result of exceptional circumstances during the period since 1 August 2019, the Chair approximated his commitment so far to the University for 2019/20 at 41 days. Members agreed that this was an appropriate estimate given the circumstances. The Committee agreed that a further review should be carried out by the end of the academic year, with a recommendation being made to the Committee regarding any reconciliation of additional time beyond the anticipated notional 50 days of commitment. As a result, the Committee noted that at that time a further payment might be made by the University for the benefit of students.

- Resolved:**
- (i) to note revisions to the remuneration model for the Chair of Court; and
 - (ii) to note that the Committee would further review the Chair's time commitment before the end of the academic year.

8. **MEMBERSHIP OF COURT AND SUCCESSION PLANNING**

The Committee undertook a comprehensive review of vacancies arising on the Court over the next 5 years relative to both the skills anticipated to be required within the membership of the Court during that period and to changes to the pool of skills within the existing Court membership.

Members noted that representation from the private and cultural sectors would decrease over the next 5 years and that four of the five committee conveners, the Chair, and the Deputy Chair of Court would all reach the end of their maximum terms of office. Noting that the Court had previously approved the engagement of a search agency to support the process, the Committee recommended that the search for candidates to fill the vacancy on Court and the vacancy arising from 1 August 2020 focus on individuals from a private or cultural sector with an interest in the HE Sector and skills/experience which would support them in understanding, analysing, challenging and taking responsibility for the business considered by the Court. Members also highlighted the importance of recruiting individuals with an interest in and ability to contribute to the governance of the following areas:

- Finance and borrowing;
- Leadership – including people and change management;
- Productivity and performance;
- Cost management;
- Commercialisation and consultancy (including the commercialisation of high-level research);
- Risk and Audit (noting that the Audit & Risk Committee had appointed new members external to the Court, but that the current Convener would reach her maximum term of office on 31/07/2023);
- Digital technologies (particularly those relevant to the HE Sector); and
- Academic Research.

The Committee agreed that an Appointing Committee, with a membership of 3 lay members, one staff member and one student member of the Court should be established to finalise the advertisement for the vacancies and undertake shortlisting and interview of candidates. The Committee delegated authority to the Chair of Court and Director of Academic & Corporate Governance to finalise the membership.

With regard to the selection of a search agency, members noted the details of the Advanced Procurement for Universities and Colleges (APUC) agreement which would be applicable, including those firms within the shortlisted suppliers list, and delegated authority to the Chair of Court, Deputy Chair of Court and University Secretary & COO to appoint a search agency within this agreement.

- Resolved:**
- (i) to note vacancies arising on the Court and skills areas desirable from the next two lay appointments to the Court;
 - (ii) to delegate authority to the Chair of Court and Director of Academic & Corporate Governance to finalise the membership of the Appointing Committee; and
 - (iii) to delegate authority to the Chair of Court, Deputy Chair of Court and University Secretary & COO to appoint a search agency.

9. EARLY STAGE COURT BUSINESS

The Committee considered the draft agenda for the meeting of the Court on 25 February 2020. The Chair of Court highlighted time on the agenda dedicated for the University Executive Group (UEG) Report to the Court and for the new Interim Principal & Vice-Chancellor to speak to the Court regarding his aims and objectives. The Committee also noted that the agenda included an update on the Business School and debt financing proposals. Members encouraged officers to ensure that there was clarity with regard to governance and operational management responsibilities detailed within these reports.

- Resolved:** to endorse the proposed agenda.

10. NARRATIVE FROM THE COMMITTEE TO THE COURT

The Committee agreed to highlight to the Court the Quinquennial Review of the Effectiveness of the Court Action Plan and discussions relating to the membership of the Court and succession planning.

- Resolved:** to ask that the Convener highlight the matters above in the Convener's report.

11. WHISTLEBLOWING POLICY

The Committee considered the revised Whistleblowing Policy, and in doing-so noted that the Audit & Risk Committee had reviewed and provided feedback on an earlier draft at its meeting on 29 October 2019.

The Committee highlighted its interest in the policy from the perspective of ensuring good governance practice and noted the responsibility of the Audit & Risk Committee for oversight of the University's policy on public interest disclosure (and receiving reports on the outcomes of investigations in accordance with the policy). As with the Anti-Bribery and Conflict of Interest Policies, the Committee recommended that there be dialogue with the Audit & Risk Committee regarding the suggestion that the Governance & Nominations Committee and Audit & Risk Committee remit be amended to define the Governance & Nominations Committee as being responsible for the regular review of the policies themselves, and the Audit & Risk Committee being responsible for review and assurance to Court of the implementation, effectiveness and monitoring of the policies.

Noting that the Audit & Risk had already been consulted on the revisions to the policy the Committee endorsed the Policy to the Court for approval.

- Resolved:**
- (i) to recommend to the Court that it approve the Whistleblowing Policy (**annex 3**);
 - (ii) to invite dialogue with the Audit & Risk Committee regarding the relative responsibilities of

each Committee for the Whistleblowing, Anti-Bribery and Conflict of Interest policies.

12. **DATE OF NEXT MEETING**

Resolved: to note that the next meeting would be held on 24 March 2020.

Ronald Bowie

Convener

APPENDIX 4 ANNEX 1

REMIT AND TERMS OF REFERENCE

UNIVERSITY OF DUNDEE UNIVERSITY COURT CHAIR'S COMMITTEE REMIT

General Remit

The Committee has a general responsibility to provide an opportunity for the Chair and Deputy Chair of Court to discuss with the conveners of the Court Committees the potential future business of the Court. The Committee has an important role to play in shaping the business of Court and advising the Chair of Court on matters discussed in the Committees. In this way it can give early thought to how and if emergent issues from the Committees, or indeed emerging sectoral issues, should be considered by the Court.

The Committee provides an opportunity to test executive thinking on matters being prepared for presentation at Court meetings and allows the senior lay Court members to provide additional challenge and support in advance of those Court meetings to ensure that papers and items presented to Court are appropriate, well-structured and meet the needs of both the executive and more importantly of Court members. The Principal, correspondingly, is also able to share the executive's early thinking on new plans or proposals. In this way the Committee is playing a vital role in ensuring the effectiveness of Court and of the relationship between the executive and the governing body.

The Committee's role is advisory and it holds no delegated powers from Court. However, to maintain sufficient transparency discussions will be reported to the Court through the routine report to Court from the Chairperson of Court, or separately by direct communication when felt necessary by the Chair of Court. As a result, all Court members will have the opportunity at Court meetings to question and challenge the Chair of Court about the content of the discussions at meetings of the Committee. The Principal or the University Secretary will keep members of the University Executive Group apprised of the discussions of the Committee.

Given the Committee holds no delegated powers and therefore can make no material decisions on behalf of the Court, the meetings of the Committee will not usually be minuted. The role of officers in attendance is in ensuring a coherent flow of business and an efficient communication flow between the Committee, Court and the University Executive Group as well as with those charged with preparing papers for Court and its Committees.

Membership

Chairperson of Court (Convener)

Principal & Vice-Chancellor

Deputy Chairperson

Conveners of the following Committees (where not already held by the Chair or Deputy Chair):

Audit & Risk Committee

Finance & Policy Committee

Governance & Nominations Committee

People & Organisational Development Committee

Remuneration Committee

In attendance:

University Secretary & Chief Operating Officer

Director of Academic & Corporate Governance

Clerk to Court

Such other officers as the University Secretary, in consultation with the Principal or Chair of Court, may from time to time determine.

Quorum

There is no stated quorum. The Chairperson of Court (or, in their absence, the Deputy Chairperson of Court) will determine whether individual meetings can take place, in the event of a number of apologies. It will be appropriate for members to participate by tele- or video-conference.

Frequency of Meetings

The Committee will meet in advance of every Court meeting. The meeting will be scheduled sufficiently in advance of Court meetings to enable the Executive and other officers to process the advice and guidance gained during the meeting to inform the preparation of papers and items of Court business.

APPENDIX 4 ANNEX 2**TRANSACTING EMERGENCY BUSINESS****Transacting Emergency Business****Proposed Protocol**

1. All Court members, members of the University Executive and other officers shall endeavour to ensure that emergency business is avoided where at all possible. Where this is not possible, the procedures set out in this protocol may be followed.
2. In concluding emergency business, decisions taken on behalf of Court shall be reported fully to Court as soon as possible. Those charged with reaching such decisions shall at all times bear in mind to what extent further consultation with Court members may be necessary to be able to reach the decisions.

Matters arising at a Court meeting

3. Where a matter arises or is presented at a Court meeting which will require a decision at a future date before the next meeting of Court, the Court shall have the authority to determine an appropriate mechanism to ensure that a decision can be reached outside the normal cycle of meetings. It shall be normal for Court either i) to delegate the authority to make a decision to an appropriate existing Committee; or ii) to establish an emergency or *ad hoc* committee under Statute 9(6)(c) and delegate to it the authority to make the decision.
4. In cases where the decision is a) not material, b) is straightforward or routine, or c) implements or gives effect to a decision already made by the Court, the Court may delegate authority to make the decision to the Chair of Court, the Deputy Chair of Court, a Convener of a Court Committee, the Principal or such other officer of the University as the Court may deem appropriate, or any combination thereof.
5. An emergency or *ad hoc* committee would normally include in its composition: Chair or Deputy Chair of Court, a further lay member of Court (usually a Convener of a Court Committee), the Principal (or their nominee, usually a Vice-Principal), a staff member of Court, a student member of Court.
6. A delegation of authority which is already covered under the Schedule of Delegation & Decision-making should normally be made in accordance with that Schedule, although Court retains the right to alter delegation lines as appropriate.
7. In any situation, where Court is not content to delegate the authority to make a decision, an additional meeting of Court must be arranged. Such an additional meeting of Court will normally be arranged with no less than seven days' notice, but Court may waive this requirement by a simple majority. It shall be acceptable for additional meetings to be conducted via telephone or online conference.

Matters arising outside or between Court meetings

8. Where a matter arises between Court meetings, the University Secretary (or their nominee) will consult as a matter of urgency with the Chair of Court to consider an appropriate mechanism to ensure a decision can be made.
9. The mechanisms available to the Chair of Court under this paragraph shall be the same as those set out in paragraphs 2 to 7 above, except that the Chair of Court shall not be permitted to reach a decision on their own, but must at a minimum consult with the Deputy Chair of Court. It shall be normal practice for Court members to be informed by correspondence of the issue to be decided and the proposed mechanism for deciding it. It will be normal for the Chair of Court to consult with such Court members and officers as the Chair deems appropriate to enable them to determine an appropriate mechanism.

Matters which invoke the Resilience Plan

10. Any matter which prevents, endangers or is likely to prevent or endanger the proper functioning of the governance structures of the University will be subject to the guidelines set out in the Resilience Plan. Under the Resilience Plan alternative mechanisms may be appropriate, particularly where any Court member or officer is prevented from carrying out their duties or responsibilities.
11. Where an additional meeting of Court is required as a consequence of a matter falling within the guidelines of the Resilience Plan, such a meeting can be called without the requirement for seven days' notice.

Communicating with Court members and reporting to Court

12. Whatever mechanism is used to transact emergency business, the matter shall be reported in writing or orally to the next meeting of Court to enable the decision to be formally recorded in Court minutes.
13. Particularly when dealing with matters that fall within the guidelines of the Resilience Plan, the body or individual responsible shall ensure that matters of significance are communicated to Court members in good time either by conference call or by correspondence.

Authority of the Chairperson of Court

14. For the avoidance of doubt, the Chairperson of Court is not able to act alone in deciding an issue without the express approval of the Court, except as may be necessary under situations covered by the Resilience Plan.

APPENDIX 4 ANNEX 3

WHISTLEBLOWING POLICY

Part 1 – Whistleblowing Policy

1. About this policy

- 1.1 This is a policy split into two parts. Part 1 provides the University community with guidance on whistleblowing and Part 2 the procedure for making protected disclosures and how they will be investigated.

2. Background

- 2.1 The University of Dundee is committed to conducting our business with integrity, and we expect all staff to maintain standards consistent with:

- 2.1.1 The University's Values;
- 2.1.2 The Nine Principles of Public Life in Scotland;
- 2.1.3 The University's policies and procedures;
- 2.1.4 Applicable law and regulation;
- 2.1.5 Requirements of funding bodies; and
- 2.1.6 Reasonable market practice.

- 2.2 However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring and to address them when they do occur.

Aims

The aims of this policy are:

- To encourage staff to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected, so far as practicable.
- To provide staff with guidance and a procedure as to how to raise those concerns.
- To reassure staff that they should be able to raise genuine concerns in the public interest without fear of reprisals, even if they turn out to be mistaken.

Legislation

The relevant whistleblowing legislation is the Public Interest Disclosure Act 1998 an insertion to the Employment Rights Act 1996 and as amended by the Enterprise and Regulatory Reform Act 2013, which protects current and former employees and workers who “blow the whistle”.

Scope

- The whistleblowing legislation only covers current and former employees and workers.
- However, the University will extend the protections under this policy to students and members of the University Court who make disclosures subject to the whistleblowing legislation .
- This policy does not form part of any employee's contract of employment and it may be amended at any time in accordance with local procedures.

3 Who can make a disclosure under this policy?

3.1 This policy applies to:

- all employees and workers including persons contracted to personally provide services to the University, persons undergoing training or work experience as part of a training course and agency workers;
- all matriculated students of the University; and
- all members of University Court.

4 To whom should a disclosure be made?

4.1 In the first instance, you can blow the whistle by contacting your line manager.

4.2 If you do not feel that it would be appropriate to blow the whistle to your line manager, you can contact any of the Responsible Officers set out in the Annex.

4.3 In exceptional circumstances, you may blow the whistle to the Chair of the Audit Committee or the Chair of the University Court.

4.4 Contact details are provided in the Annex.

5 What is whistleblowing?

5.1 Under the whistleblowing legislation, 'qualifying disclosures', 'public interest disclosures' and 'protected disclosures' are different terms to describe a whistleblowing concern.

5.2 They are disclosures of information where staff reasonably believe that one or more of the concerns described in section 6.1 below is either happening, has taken place, or is likely to happen in the future and it is in the public interest to raise this.

5.3 Where a person raises a concern of this nature this is often referred to as "whistleblowing".

6 What is a whistleblower?

6.1 A whistleblower is a person who makes a qualifying disclosure, protected disclosure, public interest disclosure or otherwise 'blows the whistle' under this policy.

6.2 the whistleblower is usually the witness providing information to the employer about a concern which it is in the public interest to raise.

7 What kinds of concern can you raise as a whistleblowing concern?

7.1 The following areas of malpractice or serious concerns can be raised under this policy:

- criminal activity;
- a failure to comply with any material legal obligation;
- damage to health and safety;
- damage to the environment;
- bribery;

- financial fraud or mismanagement;
- unauthorised disclosure of confidential information;
- research misconduct;
- miscarriage of justice and/or
- deliberate concealment of any of the above matters.

7.2 The above does not represent an exhaustive list of areas covered by this policy.

7.3 Concerns can be raised in relation to matters that have taken place, continue to take place or are likely to take place in the future.

7.4 This policy does not preclude you from raising other serious concerns regarding the University's business with members of senior management or Court committees or members.

7.5 If in doubt, please consult with the University Secretary or Director or Legal for a confidential discussion.

8 What concerns fall outside this policy?

8.1 Sometimes an employee believes they are blowing the whistle when, in fact, their complaint is a personal grievance.

8.2 Any person who makes a disclosure under this policy should believe that they are acting in the public interest. This means that personal grievances and complaints are not covered by whistleblowing legislation.

8.3 Matters of concern relating to your employment situation which would normally be dealt with under the University's Grievance Procedure or Dignity at Work and Study Policy should continue to be handled in that way.

8.4 In the case of students, concerns other than those falling under the categories set out above should be raised through the Complaints Handling Procedure.

8.5 Specifically whistleblowing or this policy is not designed:

- to replace or bypass existing processes and procedures under existing policies of the University;
- to question financial or business decisions taken by the University;
- to reconsider any matters which have already been addressed under other University processes or procedures (including grievance);
- generally to be misused to raise personal disputes or disagreement against the University which are not in the public interest; or
- to investigate an academic dispute between a student and the institution.

9 What about confidentiality?

9.1 All parties who play a role in respect of this policy undertake to keep confidential and not disclose or discuss the circumstances of any whistleblowing concern with any person or organisation other than as may be required for the purpose of investigating and reporting on the whistleblowing concern itself.

9.2 Every reasonable effort will be made not to reveal your identity if that is your wish.

9.3 If disciplinary or other proceedings follow the investigation, it may not be possible to take action as a result of your disclosure without your help, so you may be asked to come forward as a witness. If you agree to this, you will be offered advice and support.

10 Anonymous disclosure

10.1 If a disclosure is made anonymously this could make it difficult for the University to deal with the disclosure effectively.

10.2 It will be challenging to obtain further information which might facilitate a full investigation. It may also be difficult to assess whether the disclosure is protected. You are therefore strongly encouraged to make yourself known when making a disclosure under this policy.

10.3 Disclosures which are made anonymously will still be considered under this policy, with careful consideration given to their investigation. Where it is considered that an allegation may have been made without foundation it may not be progressed.

11 Protection against victimisation of a whistleblower

- 11.1 The Act makes it unlawful for the University to dismiss anyone or allow them to be victimised on the basis that they have made an appropriate lawful disclosure in accordance with the Act.
- 11.2 The University recognises that the decision to report a concern can be a difficult one to make. If you honestly and reasonably believe what you are saying is true, you should have nothing to fear because you will be doing your duty to the University as your employer, your colleagues and those for whom you are providing a service.
- 11.3 The University will not tolerate any harassment or victimisation of a whistleblower (including informal pressures) and will take appropriate and reasonable action to protect you when you raise a concern in good faith and will treat this as a serious disciplinary offence which will be dealt with under the University's disciplinary rules and procedure.

12 Disclosures to external bodies

- 12.1 The purpose of this policy is to create the conditions in which you feel confident to raise matters of concern within the University.
- 12.2 Once a disclosure is being dealt with under this policy, it is reasonable to expect individuals to await the conclusion of any investigation or review instigated under its terms before seeking to air their complaints outside the institution.
- 12.3 It is also recognised that there may be circumstances where matters may be properly reported to certain external bodies.
- 12.4 Certain external bodies to which matters may be properly reported are known as 'prescribed persons'. A list of prescribed persons is made available by the Secretary of State, who currently lists more than 50 regulatory bodies to whom protected disclosures can be made. It can be found at <https://www.gov.uk/whistleblowing/howto-blow-the-whistle>.
- 12.5 In circumstances where you decide to raise the matter externally, you will only be protected under this policy, and under employment law, where the disclosure is made in accordance with the Act.

13 Contact with the media

- 13.1 This policy has been developed to enable you to express concerns on the basis that it is in the public interest to make such matters known to the University. However, reporting of a concern does not mean that such matters should be made available for public consumption through the media and/ or social media.

Part 2 – Whistleblowing Procedure

1. Raising concerns informally

- 1.1 We hope that in many cases you will be able to raise any concerns with your line manager.
- 1.2 You may tell them in person or put the matter in writing if you prefer. They may be able to agree a way of resolving your concern quickly and effectively.
- 1.3 Where the matter is more serious, or you feel that your line manager has not addressed your concern, or you prefer not to raise it with them for any reason then the Process noted below should be followed.

2. Formal Procedure

Stage 1 – Disclosure

- A. Disclosure is made by the whistleblower to the Responsible Officer.
- B. The Responsible Officer will escalate to the Monitoring Officer.
- C. The Monitoring Officer shall:
 - acknowledge receipt of the disclosure;
 - take ownership for the processing of the disclosure under this policy,
 - liaise with those within the University as necessary; and
 - determine if the disclosure meets the requirements for investigation under this policy.
- D. A detailed list of persons authorised to act in these capacities is set out in the Annex.

Stage 2 – Initial Assessment of Disclosure

- A. The Monitoring Officer may direct you to other University policies and procedures where the issue you have raised would be best addressed under one of those policies/procedures.
- B. The Monitoring Officer may recommend that a matter which has been disclosed be:
 - investigated internally;
 - referred to a committee of the University Court or Senate;
 - referred to the Police; or
 - referred to a relevant external third party (for example funders, professional bodies, academic journals etc.).

Stage 3 – Investigation

- A. Once the initial assessment has been made and the Monitoring Officer has determined that the matter should be investigated internally, the Monitoring Officer shall appoint an investigator. A support person may be appointed to an investigator.
- B. The Monitoring Officer shall provide to the investigator the scope of the investigation and any relevant information in respect of the allegations.

- C. The Monitoring Officer shall ensure that the investigator is suitably qualified to perform the investigation and is provided with sufficient access and information in order to carry out the investigation to a reasonable standard.
- D. The investigator should provide a report to the Monitoring Officer, usually within 30 working days.
- E. Notwithstanding the investigation, the Monitoring Officer may also recommend urgent action to curtail alleged malpractice prior to further investigation.

Stage 4 – Discharge of Disclosure

- A. Once the investigator has provided their report to the Monitoring Officer, the Monitoring Officer acting reasonably may decide that the matter should be:
 - closed with no further action required;
 - referred to be discharged under the University’s existing processes and procedures (for example disciplinary procedures);
 - referred to a committee of the University Court or Senate;
 - referred to the Police; or
 - referred to relevant external third parties (for example funders, professional bodies, academic journals etc.).
- B. Prior to deciding the Monitoring Officer, shall consult with the Director of Legal in respect of any legal aspects in relation to the discharge of the disclosure.
- C. The Monitoring Officer shall notify relevant stakeholders of his or her decision (including the whistleblower).

3. Roles and Responsibilities

3.1 Whistleblower’s obligations

- A. You should report any concern under this policy to the relevant person.
- B. You should do so where you have a reasonable belief and evidence that malpractice has occurred, is taking place or is likely to take place, where you have any serious concerns and it is in the public interest to do so.
- C. You should not use this policy for complaints relating to your employment as they are best addressed using existing alternative procedures.
- D. You are responsible for acting professionally if you have a concern about the work of your colleagues, including an expectation on you to report malpractice.
- E. You may also be called upon to assist any investigation regarding your disclosure and provide such evidence in your possession to support your allegations.
- F. You must act in good faith and in the public interest. In the unlikely event that your reported concern or issue is found to be deliberately vexatious or malicious this will be considered as a disciplinary matter.

3.2 The Responsible Officer’s obligations

- A. The Responsible Officer will liaise (as appropriate and at their discretion) with the Monitoring Officer to report the disclosure under this policy.
- B. If requested by the Monitoring Officer, to conduct investigations and report back to them with their findings.
- C. On appointment to investigate, the Responsible Officer is briefed by the Monitoring Officer and will follow the procedures as set out within this policy.
- D. The investigation outcome report of the Responsible Officer within the University will contain enough detail to allow the Monitoring Officer to question persons where necessary and to call upon relevant persons within the University to account for their handling of matters.

- E. Responsible Officers may also be called upon to assist the Monitoring Officer regarding the disclosure.

3.3 The Monitoring Officer's obligations

- A. When an initial report is received from the Responsible Officer it will be discussed with the Monitoring Officer and the category of the disclosure will be agreed.
- B. The Monitoring Officer will liaise with the whistleblower on disclosure investigations and provide the outcome.
- C. The Monitoring Officer will determine when input should be sought from Legal, HR or any other relevant section/function of the University.
- D. The Monitoring Officer will identify appropriate persons as investigators (including but not limited to Responsible Officers) to carry out those investigations deemed necessary and liaise with the whistleblower as appropriate.
- E. Any matter reported to the Monitoring Officer will not be widely disseminated.
- F. However, disclosures will be reported to the Principal, Chair of University Court and Chair of the Audit Committee (provided not involved) in the first instance, both to allow for input and to ensure that there is a general awareness of concerns being raised at the most senior level within the University.
- G. Where there is deviation from the timescale set out at clause 11 below, it may be appropriate for the Monitoring Officer to set a revised timescale for completion of the process.
- H. If it is determined that action is to be taken which is not in line with a recommendation of an investigation, the Monitoring Officer shall set out the reasons for this decision and report them to the Chair of the Audit Committee in terms of what action is to be taken, by whom and why any recommendations have not been followed.

3.4 General

- A. The University Court has overall responsibility for this policy and for reviewing the effectiveness of actions in response to concerns raised. The Audit Committee has responsibility for maintaining records and annual reporting in respect of disclosures under this policy.
- B. The University Secretary has responsibility for ensuring investigations are properly taken forward and that the Monitoring Officers, Responsible Officers and investigators receive regular and appropriate training.
- C. This policy will be reviewed from a legal and an operational perspective annually and the outcome of the review reported to the Audit Committee and to University Court.

4. Timescales

- 4.1 The relevant timescales to complete the entire Process from disclosure to discharge shall be determined by the seriousness of the disclosure.
- 4.2 However, the University shall aim to discharge its duties under this policy within 90 days of first disclosure.

5. What happens after all matters are completed?

- 5.1 An anonymised annual report shall be made by the University Secretary to the Audit Committee and University Court of disclosures made under this procedure.

6. Further information

- 6.1 If you have any queries about whistleblowing, please do email the University Secretary, Jim McGeorge at:
j.mcgeorge@dundee.ac.uk

References

[University of Dundee - Code of practice for the use of animals in teaching and research](#)

[University of Dundee - Committee on Standards in Public Life](#)

[University of Dundee - Complaints](#)

[University of Dundee - Dignity at Work and Study Policy](#)

[University of Dundee - Grievance Procedure](#)

Annex A**Responsible Officers**

- A. Any UEG member serving from time to time
- B. Directors of Professional Services
- C. Deans of Schools
- D. School Managers
- E. DUSA Executive
- F. Trade Union Representative of the recognised Trade Unions of the University
- G. Chair of the Audit Committee
- H. Chair of the University Court.

Monitoring Officer

- A. University Secretary
OR
- B. Director of Academic and Corporate Governance

If the Responsible Officer is Chair of the Audit Committee or the Chair of the University Court then:

- A. University Secretary (as Secretary to Court)
OR
- B. Director of Legal

Document information

Document Name	Whistleblowing Policy
Status	Endorsed by Governance & Nominations Committee 21 January 2020
Responsible officer/department/school Policy owner	ACG Governance & Nominations Committee 06.06.2016
Date last approved	2019
Due for renewal	Public
Information classification: public/internal	Court
Location in repository	Audit & Risk Committee (August 2019)
Approval route and history	Governance & Nominations Committee (January 2020)
Code	

APPENDIX 5

REMUNERATION COMMITTEE MINUTES (DECEMBER) (Minute 47 (3))

A meeting of the Committee was held on 11 December 2018.

Present: Bernadette Malone (Convener)(items 1- 9);
Richard Bint;
Ronald Bowie;
Shirley Campbell (by telephone); and
Rumana Kapadia (items 6-9)

In Attendance: Dr Jim McGeorge (University Secretary); (items 1-6, 8-9, and 11- 12 by invitation of the Convener);
Pam Milne (Director of HR and Organisational Development) (items 1-6, 8-9, and 11- 12 by invitation of the Convener); and
Dr Christine Milburn (Policy Officer (Corporate Governance)).

Apologies: Sharon Sweeney.

Secretary's note: Prior to the start of the meeting Mr Richard Bint declared a potential conflict of interest with regard to an award recommended for an associate. Noting that the Committee was to consider the overall process and not the individual award, the Committee agreed that there was no conflict with regard to his involvement in the meeting. The University Secretary & Chief Operating Officer and the Director of Human Resources & Organisational Development declared a conflict of interest in relation to discussions regarding pensions allowances and the remuneration of members of the University Executive Group and left the room for these discussions.

1. MINUTES

Resolved: to approve the minutes of the meeting of the Committee on 20 May 2019.

2. MATTERS ARISING

(1) Action Log

Members received the action log for the last meeting of the Committee and noted the updates provided. Members noted that the Director of Human Resources & Organisational Development had met with the conveners of the People & Organisational Development and Remuneration Committees, and that it was proposed that the remits for both committees be revised to reflect the suggestion that the Remuneration Committee focus specifically on matters that related solely to Grade 10 staff, with the People & Organisational Development Committee remit considering strategic issues relating to HR policy, pay and reward that applied to all staff (including those on grade 10). The Director agreed to update the Remit for consideration and implementation before the end of the current academic year.

Resolved: to note the updates and await the preparation of a revised remit for the Committee.

(2) Procurement of Benchmarking Data (minute 4)

The Director of Human Resources & Organisational Development (HR & OD) told members that she had consulted with other HR Directors regarding the benchmarking used to inform Remuneration Committee discussions. Members noted that the University's use of UCEA data was consistent with the general approach used sector-wide, but that a number of possible other data sources had been suggested and that the Director would evaluate the relevance, benefits and costs of these ahead of the 2020 remuneration round. Members highlighted the importance of ensuring that data was relevant to specific roles and the HE sector, and that leadership was appropriately evaluated within these roles.

Following discussion, the Committee encouraged the UEG to give consideration to the development of a 'Statement of Intent' in relation to the University's overall approach to pay and reward at grade 10 setting out, for example, where it aimed to position itself in relation to benchmarks.

Resolved: to note that the Director would advise the Committee with regard to the outcome of her evaluation of additional remuneration data and bring forward a recommendation regarding the development of a 'Statement of Intent'.

(3) Guidelines for Appointing Committees

The Director of Human Resources & Organisational Development (HR & OD) advised the Committee that she would submit a paper to the March meeting detailing revised guidelines for appointing committees - which were being developed following a broad review of matters relating to the setting of starting salaries at the time of appointment. In doing so the Director drew members' attention to the pay gap analysis provided elsewhere on the agenda and areas for further exploration - including possible differences in salaries between staff internally promoted to grade 10 relative to externally appointed staff and the potential impact of this from an equality, diversity and inclusion perspective.

Resolved: to thank the Director for the update and await a report at the next meeting in March 2020.

3. CONVENER'S UPDATE

The Convener outlined the outcome of meetings which had been arranged between herself/the Director of Human Resources & Organisational Development and the Local Joint Committee (LJC) and DUSA Executive ahead of the 2019/20 remuneration round and in accordance with proposals previously approved by the Committee to widen stakeholder engagement on senior staff remuneration matters. The Convener told the Committee that the meetings had been welcomed by the stakeholder groups and had provided valuable insights into their opinions on remuneration, which she had fed into discussions. The Committee noted that the Convener had agreed that the Remuneration Committee would provide an annual report to the LJC, based on the report prepared for the Court, to inform future discussions. She also outlined the interest of the DUSA Executive in the salary for the new Principal and the process by which it would be agreed. The Chair of Court undertook to address these matters in his Public Stakeholder Meeting presentation on 8 January 2019.

The Committee confirmed that it was content that the approach taken satisfied the requirements of the Scottish Code of Good HE Governance (2017) (Section 80) but agreed that it would be reviewed on an ongoing basis to ensure that it remained consistent with best practice.

Resolved: to note the updates and recommend that a report be prepared for the LJC in parallel to that for the Court, and that a summary be provided within the Chair of Court presentation at the Public Stakeholder meeting presentation.

4. SECTORAL UPDATE

The Director of Human Resources & Organisational Development (HR & OD) highlighted the annual CUC survey of Vice-Chancellors' salaries and members indicated that they would find the data valuable for future benchmarking purposes. Members also noted the prospect of further industrial action in relation to pay and pensions.

Discussions focused on attention on the use of settlement agreements and payments made to departing Principals following the investigation at Robert Gordon University and the ongoing process at Aberdeen University. The Director outlined the University's approach and Settlement Policy and confirmed that it would be kept under review in light of Scottish Government guidance and any guidance arising from the Aberdeen investigation.

The Director also confirmed that no settlement had been given to the out-going Principal at Dundee, with all payments being consistent with his contractual obligations only.

Resolved: to note the updates.

5. **COMMITTEE BUSINESS 2019/20**(1) Annual Review of Remit & Terms of Reference and Reward Policy for Professorial & Grade 10 Staff

Proposed updates to the Remit & Terms of Reference, the Reward Policy for Professorial & Grade 10 Staff, and Schedule of Delegation & Decision Making-Powers were tabled at the meeting. Members noted that the changes were consistent with the decisions of the Committee during 2018/19 and were supportive of the amendments. Members noted that more significant revisions to the Remit & Terms of Reference would be brought forward by the end of the 2019/20 academic year in accordance with discussions in minute 2(1)(above).

With regard to the changes which related to the approval of consultancy, members noted that the Director of Human Resources & Organisational Development had begun a consultation and review process with the interim Director of Research & Innovation Services and that she anticipated a revised Consultancy Policy and process being developed over the course of the next year for consideration by the People & Organisational Development Committee in due course. Members highlighted the importance of ensuring alignment with other policies such as the Conflict of Interest Policy.

Resolved: to note the approve the amendments as set out in **annexes 1-3** and await further information regarding the re-development of the Consultancy Policy.

(2) Committee Work-Plan 2019/20

The Committee considered and approved its work-plan for 2019/20 subject to minor revision to the timing of some items. With regard to the annual Committee training session, members suggested that they would find it useful to learn more about the remuneration and performance management of clinical staff members as this was set by the NHS and therefore less visible to them.

Members also noted that additional meetings may be required in relation to the appointments of a Principal (interim and permanent) and Vice-Principal (Academic Planning & Performance) (interim and permanent).

Resolved: to approve the Work-Plan and note areas of interest for training and development.

6. **RESERVED BUSINESS: REPORT TO THE REMUNERATION COMMITTEE – 2019/20 REMUNERATION ROUND**

In accordance with the remit for the Remuneration Committee, and the corresponding policies, the Committee received a report from the Director of Human Resources & Organisational Development (HR & OD) detailing decisions taken by the Remuneration Committee and/or the Convener of the Remuneration Committee in accordance with the Schedule of Delegation and Decision-Making Powers over the previous 12-month period. Members noted that there had been no review of the honoraria paid to Deans for a number of years and suggested that this be considered before the next round to ensure that leadership responsibilities were appropriately recognised and rewarded in the context of benchmarking for the sector.

Turning to the main report, members welcomed the revised format for the presentation of decisions taken by the University Executive Group (UEG) and the accompanying reflective analysis provided. Members confirmed that the presentation of data at a school or directorate level was particularly useful with regard to the supplementary Benchmarking and Equality, Diversity & Inclusion reports provided. The Director of HR & OD drew members attention to feedback from the UEG to Deans regarding expectations for further enhancement of the approach and reporting in future years.

Members noted that this year Deans had been asked to provide an assessment of performance across all senior staff within their respective schools, and that the UEG had viewed this as a positive step toward both ensuring equality across awards and awareness of performance matters.

In discussing the report members noted that there were some schools where no submissions had been proposed and the Director advised that the UEG had already sought comment from the Deans of these areas. In response to

questions, the Director confirmed that the Deans' Group, Professional Services Group and UEG had all considered detailed benchmarking and trend-related data from the UCEA benchmarking survey when making the recommendations and members welcomed the enhanced use of data in this respect.

The Committee confirmed that it was satisfied that the relevant policies and procedures had been appropriately followed, including in relation to two awards where the value had been amended upwards by the UEG in line with evidence of outstanding performance, proactive considerations around retention and benchmarking information, and the Committee homologated the decisions within the report. In total £116k of the £144k budget was awarded to 31 Staff (16 female, 15 male).

Salary increases in Schools and Professional Services had been approved by UEG as follows:

	No. of awards	Total
Professional Services	6	£18,000
Deans	0	£0
Academic Staff	25	£98,000
Total		£116,000

The Committee discussed trends in the consolidated equality analysis provided and, noting the data highlighted, reiterated the importance of further investigating processes and procedures for the agreement of salaries at the time of appointment and/or promotion to grade 10. Members suggested that this should be brought to the March meeting of the Committee to allow the UEG time to consider the analysis further, and that an appraisal of options to address any pay gaps arising would be welcomed at that time.

The Committee discussed the use of non-consolidated awards, which had been used on an occasional basis over the last few years for grade 10 staff to recognise outstanding performance in relation to, for example, a particular achievement, or where a consolidated award may have caused drift from benchmark or created an issue with comparators. Members highlighted the importance of ensuring transparency in the use of such awards and noted that UEG planned to bring forward proposals for a broader recognition and reward scheme for all staff early in 2020 which would (among other things) address the issue of non-consolidated rewards. Members agreed that the Director, Convener and Convener of the People & Organisational Development Committee should jointly agree which committee should consider these proposals.

The Committee noted that two severance payments had been approved in the last 12 months, amounting to a total of £67,825k. An equality impact assessment of the cases was noted. Members also noted that no in-year salary uplifts had required to be agreed for professorial or grade 10 staff in the period.

- Resolved:**
- (i) to confirm to the Court that the Committee was satisfied that the relevant policies And procedures had been appropriately followed, homologate the decisions within the report, and note the expenditure of £116k relative to a budget of £144k;
 - (ii) to note that the Conveners of the Remuneration and the People & Organisational Development Committees would discuss the development of a revised policy for recognition and reward, including the use of non-consolidated payments, with regard to the work plans for the Committees; and
 - (iii) to note the Severance report.

7. **RESERVED BUSINESS: REMUNERATION OF UNIVERSITY EXECUTIVE GROUP MEMBERS**

[Secretary's note: The Director of Human Resources & Organisational Development, and University Secretary & Chief Operating Officer, withdrew from the meeting for the duration of discussions on this item.]

The Committee noted that there were no submissions from members of the University Executive Group (UEG), and that members of the UEG had indicated that they did not wish to be considered for salary increases in the 2019/20 remuneration round. Nevertheless, the Committee reviewed the current salaries relative to benchmarked data provided as part of the annual senior salary report. Following discussion, members highlighted two individuals where they felt salaries appeared low relative to the national benchmark data. Members asked that the data be reviewed in the context of the relevant role descriptions at the University, and agreed that in the absence of

performance reports from the Principal the University Secretary & Chief Operating Officer should be asked to consider whether one or more recommendation(s) should be brought forward for consideration by the Committee.

- Resolved:**
- (i) to request that further benchmarking be carried out in relation to two members of the UEG, and to note that members of the UEG had not sought salary increases during the 2019 remuneration round.
 - (ii) The Convener and the Chair of Court undertook to write to members of the University Executive Group to detail the Committee's appreciation of their performance over the last 12 months.

8. REMUNERATION COMMITTEE ANNUAL REPORT

The Committee outlined their expectations for the drafting of the annual report from the Committee to the Court and in doing so highlighted: progress relative to the Scottish Code of Good HE Governance (2017); improvements to remuneration processes; and the exploration/further focus on gender pay gap.

- Resolved:** to note that the Director of Human Resources & Organisational Development (HR &OD) would circulate a draft report prior to its submission to the Court.

9. WHOLE LIFE PENSION ALLOWANCE

[Secretary's note: The Director of Human Resources & Organisational Development, and University Secretary & Chief Operating Officer, as members of the USS Pension Scheme withdrew from the meeting for the duration of discussions on this item.]

The Committee considered the University's position on the approach taken to staff who had reached their annual or, especially, life-time pension tax allowances. The Committee noted data published within the UCEA survey on practice across Higher Education Institutions, as well as a recent publication from the Scottish Government regarding the policy for NHS Staff. The Committee noted that at present the matter was not a significant problem for the University, having been queried by only a very small number of staff, and following discussion members recognised that tax allowances were personal financial matters for individuals themselves rather than the University as their employer. Nevertheless, the Committee indicated that it would be useful to regularly evaluate Scottish Government policy, as well as practice at competitor institutions, and keep under review the implications of the current position with regard to recruitment, retention, and the University's financial sustainability. Members suggested that independent advice may be valuable at an appropriate stage.

With regard to the request from a senior professor that their personal position be considered in the context of having exceeded their lifetime allowance, the Committee asked that the University Secretary & Chief Operating Officer provide benchmarking information in relation to the salary of the individual concerned, to enable the Committee to consider whether a consolidated salary award would be appropriate.

- Resolved:** to note the update and await further information in relation to the case raised.

10. REMUNERATION PARAMETERS FOR THE APPOINTMENT OF A NEW PRINCIPAL AND INTERIM VICE-PRINCIPAL

The Committee was invited to consider its expectations with regard to the process for, and data required to inform, the approval of remuneration for an interim Principal, permanent Principal, and Interim Vice-Principal.

With regard to the appointment of an interim Vice-Principal, the Committee agreed that established custom and practice should be followed, and that if an internal appointment were made, the overall salary should be in keeping with that of a newly appointed Vice-Principal. Members suggested that it would be appropriate for any uplift to be made as a non-consolidated award given the interim nature of the position.

With regard to the permanent appointment of a Principal, members indicated that they would want to see the most recent CUC survey results to enable a new benchmarking exercise to be completed, but that the salary awarded to Professor Atherton had been considered to be competitive at that time, and that they would expect the salary to be in a similar range.

With regard to the appointment of an interim Principal, the Committee noted that the package would likely need to depend on whether the interim was an internal or external appointment, with factors such as the FTE of the appointment, any 'finders' fee' payable to search consultants and travel/ accommodation costs being of relevance

to the external interim market. In the case of an internal appointment, members indicated that given the more restricted focus compared to a permanent appointment, they would expect the salary to be around £200k per annum. The Committee encouraged the Appointing Committee to have due regard to value for money when assessing the merits of different approaches/candidates and making the appointment.

Resolved: to note the parameters and expectations as indicated above.

11. CONSULTANCY, OTHER PAID WORK AND NON-EXECUTIVE DIRECTORSHIPS (UEG)

The Director of Human Resources & Organisational Development (HR & OD) confirmed that a review of the Register of Interests for members of the University of Executive Group (UEG) had not revealed any matters requiring notification to, or approval by, the Committee. The University Secretary confirmed that members of UEG had been reminded of the process for seeking approval to undertake consultancy, other paid work or serve as a non-executive Director as defined in the Schedule of Delegation & Decision-Making Powers and members agreed that the requirement should be added to the reminder issued annually by the Policy Officer (Corporate Governance) when seeking updates to the Register of Interests.

The Committee considered and approved a request from the Vice-Principal (International) that she be permitted to accept an offer for renewal of her appointment as a Scottish Government Trade Envoy for a further period of 2 years. Members noted the terms of the appointment, which was unpaid, and the wider benefits arising to the University. Members also noted that the Vice-Principal had not sought renewal of her membership of the Scottish Government's Strategic Board for Enterprise and Skills, and that this appointment would therefore end on 31 December 2019.

The Committee noted that following the appointment of the Vice-Principal (Provost) as the Vice-Chancellor of the University of Middlesex, and his subsequent resignation from his role at the University of Dundee, the Committee was no longer required to consider the approval of his appointment as Chair of NHS Tayside (a position which he had also resigned from).

Resolved: to note the updates and approve the request by the Vice-Principal (International) that she be permitted to accept an offer for renewal of her appointment as a Scottish Government Trade Envoy for a further period of 2 years.

12. NARRATIVE FOR COURT

The Committee agreed to highlight to the Court discussions relating to the process for the current remuneration round; parameters for the remuneration of upcoming senior appointments; and improvements to processes relating to the information received by the Committee.

Resolved: to note the areas highlighted.

13. SEVERANCE POLICY

The Committee approved the recommendation from officers that no changes were required to the Policy at this time.

Resolved: to note the annual review of the Policy.

Bernadette Malone
Convener

APPENDIX 5 ANNEX 1

REMUNERATION COMMITTEE – REMIT, TERMS OF REFERENCE AND MEMBERSHIP

1. Purpose of the Remuneration Committee
2. Context
3. Composition of the Remuneration Committee
4. Key Responsibilities
5. Core Values
6. Support for the Remuneration Committee
7. Meetings of the Remuneration Committee
8. Delegated Authority
9. Governance

Appendix – Framework of Information for the Remuneration Committee

1. Purpose of the Remuneration Committee

The role of the Remuneration Committee is to recommend to the University Court the remuneration strategy and policy framework for Professorial and Grade 10 staff, including the Principal and the University Executive Group (UEG). In so doing, the Committee's aim is to be an exemplar of sector-wide good governance and best practice in relation to remuneration, reward matters and any termination arrangements (severance), for senior staff.

The Committee will report to the Court on decisions regarding the salary, emoluments and terms and conditions of service for the members of the UEG, including the Principal.

The Committee will delegate authority to the UEG the application of the Remuneration Policy and Procedure for all other staff at grade 10, but will receive and consider appropriate reports and monitoring data from the UEG in relation to its decisions in discharging this delegated authority.

In so doing, the Committee must:

- take account of SFC's guidance on the governance of senior salaries.
- give due regard to the academic, institutional and financial wellbeing of the University.
- ensure the University's principles of fairness, equality, diversity and inclusion are applied and monitored.
- ensure that the Principal, the members of the UEG and staff at grade 10 are fairly rewarded for their individual contribution to the University's overall performance.
- ensure compliance with the financial parameters within which the Committee and the UEG must operate when making salary/monetary awards, approving 'other paid work' e.g. consultancy payments or considering termination arrangements.
- satisfy itself that the grade 10 staff who have been made salary/monetary awards have actively engaged in the University's Objective-setting and Review process and demonstrate performance which supports the University's Vision and Strategy.
- fulfil its duties as outlined in the Schedule of Delegation.

2. Context

The Scottish Funding Council (SFC) requires that the University follows the principles of the Financial Reporting Council's *UK Corporate Governance Code* (FRC Code), insofar as they apply to the University sector and the recently published Scottish Code of Good Higher Education Governance 2017. The University is also required to follow the guidance to institutions set out by the Committee of University Chairs in its *Guide for Members of Higher Education Bodies in the UK* (CUC Guide).

Both these guides require the University to establish a Remuneration Committee to determine and review the salaries, terms and conditions (and, where appropriate, severance payments) of the head of the institution and such other members of staff as the governing body deems appropriate. They also emphasise that the composition of the Committee should be of independent/lay members, with best practice suggesting that the chair of the governing body should not chair the Committee.

The University is required to adhere to the principles of the Scottish Code of Good HE Governance (2017), specifically under paragraphs 78-81 on Remuneration Committees.

The CUC Guide states that the reports of the Remuneration Committee to the governing body should provide sufficient detail of the broad criteria and policies against which decisions have been made. However, the FRC Code requires the production of a tabulated report setting out Directors' remuneration (i.e. members of UEG in the University context), covering salary, severance payments, benefits in kind, pension contributions and individual pension fund valuations. This report on the remuneration of UEG members is presented each year to the Remuneration Committee and to the University Court. In addition, a simplified version setting out the salaries of members of the UEG by salary band is published each year in the University's Annual Report and Accounts. The SFC imposes specific requirements on Remuneration Committees in respect of setting policy statements on severance and overseeing severance arrangements. The SFC annual accounts direction also gives guidance on the information that should be disclosed in an institution's annual financial statements about the Principal's remuneration and any severance payments to staff earning over £70,000 per annum or where the costs of all elements of a proposed arrangement amount to more than £100,000.

3. Composition of the Remuneration Committee

The Remuneration Committee must have the expertise to review and determine the salaries, emoluments and terms and conditions of service for the most senior members of the University (i.e. the Principal and the UEG) and to monitor the application of the Remuneration Policy to ensure it is being applied fairly, effectively and consistently, in the University's interests. In the interests of equity, the Remuneration Committee should aim as far as possible to have a diverse membership in relation to the Protected Characteristics as defined in the Equality Act 2010.

The membership of the Committee will comprise:

- The Chair of Court.
- Three lay members of Court, one appointed as Convener. The Convener of the Audit Committee will not normally be a member.
- One staff member of Court;
- One student member of Court;
- The Committee may seek independent advice as may be required from time to time.

The quorum of the Remuneration Committee will be three.

The following University Officers will be invited to be in attendance of meetings to be held to account for the decisions taken at previous stages within their area of responsibility, and otherwise to provide advice, guidance, and answer questions when requested:

- The Principal.
- The Vice-Principal (Provost).
- The University Secretary & Chief Operating Officer.
- The Director of Human Resources & Organisational Development, (Secretary to the Committee)
- The Policy Officer (Corporate Governance), (Minute Secretary)

The University Officers in attendance will withdraw from the appropriate sections of any meeting at which their personal salary, emoluments and/or terms and conditions of service or those of their peers are being discussed by the Remuneration Committee.

In addition, a separate meeting of the Committee will be convened to consider the salary and other terms & conditions of the Principal, which require to be discussed. The Principal will not attend this meeting.

The following skills/experience are particularly valued by the Committee

- General understanding of, and commitment to, good governance;
- Experience or qualifications relating to Human Resources matters;
- Experience in reward and remuneration strategies and their application;
- Experience of performance management systems;

- Experience of the operation of appraisal systems;
- Experience of employee engagement/stakeholder consultation, ideally with staff and students;
- Understanding of the broader political, media, and governance environment relating to senior pay across the public and private sector;
- Awareness of sector-wide legislation and requirements relating to remuneration;
- Knowledge/experience and understanding of equality, diversity and inclusion legislation and approaches;

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

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

4. Key Responsibilities

The key responsibilities of the Remuneration Committee are:

- To maintain an overview of good practice in remuneration in the HE sector, other public and private sectors to inform the University's Remuneration Policy.
- To approve the University's remuneration strategy and policy framework that ensures the most talented leaders, both academic and professional, are recruited, retained and motivated to deliver results in line with the University's vision and strategy.
- To review the Remuneration Policy for Grade 10 staff at least every 3 years to ensure its effectiveness in terms of impact and compatibility with the salary arrangements applicable to the rest of the University.
- To approve the design of any incentives and bonuses applicable to grade 10 staff.
- To review and determine the total reward package of the Principal taking account of performance and report accordingly to Court.
- To oversee contracts of employment for senior staff in accordance with the provisions of the Scottish Code of Good HE Governance Section 7:81.
- To review and determine the total reward package of members of the UEG taking account of performance and report accordingly to Court.
- To seek the views of representatives of students and staff of the Institution, including representatives of recognised trade unions, in relation to the remuneration of the Principal and the UEG.
- To oversee and report to Court on the outcomes of the delegation of responsibility to the UEG for reviewing and determining any annual salary increases and awards to those grade 10 staff of the University who are not members of the UEG.
- To review any gender pay gap for grade 10 staff and be informed of any necessary actions.
- To oversee severance or early retirement arrangements for grade 10 staff taking account of the *SFC Guidance on Severance Arrangements in respect of Senior Staff*.
- To approve exceptional removal and other expenses where the amount is greater than £12,000.
- To consider requests by UEG members ~~or other senior Professors~~, to undertake consultancy; other paid work or serve as a non-executive director or similar having due regard to issues which could adversely impact the University.
- To review the Deans' Honoraria periodically as necessary.
- To deal with any such other relevant matters as may be referred to the Remuneration Committee by Court.

5. Core Values

The core values of the University:

- Valuing people
- Working Together
- Integrity
- Making a Difference
- Excellence

must be central to all the processes and decisions made leading up to and at the Remuneration Committee.

- Merit (defined as clear contribution to the Vision and Strategy of the University), including the retention of key employees and the need to address any pay gap issues arising from an analysis of protected characteristics, will be the only basis on which remuneration awards will be distributed.
- Fairness, equality and diversity. No discrimination will be permitted arising from a protected characteristic as defined by the Equality Act 2010.
- Any conflicts of interest throughout the process, leading up to and at the Remuneration Committee must be declared and action taken to rectify the situation.

6. University Strategy to 2022

The Strategy to 2022 supports the core purpose, vision and values of the University. It has committed the University to being a high performance community through a multi layered approach, which includes;

- Advancing our values
- Enabling our people to flourish and
- Enhancing university performance and reputation

Reward which recognises contribution and commitment across these and other areas of the Strategy supports its delivery of these and the Remuneration Committee has a responsibility to ensure that is inherent in the process.

7. Support for the Remuneration Committee

In undertaking these responsibilities the Committee will receive support from the Principal, University Secretary, Director of Finance and the Director of Human Resources & Organisational Development.

It will be provided in the form of a report, co-ordinated by the Director of Human Resources and Organisational Development, including information on:

- Background information in respect of the HE sector and the University's position contextualised within the overview, together with the University's strategy.
- Contextualisation of the School or Directorate's performance within the University by the UEG.
- The current and projected financial position of the University; the recommended budget to be allocated for grade 10 awards and the recommended financial value to be assigned according to performance rating (see Reward Policy).
- Relevant benchmarking salary data for the sector provided by UCEA covering both academic and senior professional staff.
- Any relevant retention issues.
- The recommended spread of financial awards across performance ratings.
- Proposed awards for individuals taking account of the above.
- An Equality Impact Assessment analysis of the statistical data relating to the full group of senior staff; those nominated and not; those successful and unsuccessful together with an explanatory narrative, with particular attention being paid to any indication of a gender or other pay gap.

This information will take the form of a report as shown in Appendix 1.

In addition, the Director of Human Resources & Organisational Development will produce an Annual Remuneration Report for Court detailing the outcomes of the decisions taken by both the Remuneration Committee and the UEG, including an anonymised statistical report.

Where considered necessary, the Remuneration Committee may commission research and information externally and/or independent scrutiny and challenge, in order to ensure the University is an exemplar of 'best practice' in terms of governance, policy and process.

The University will support training and development for the members of the Remuneration Committee to ensure members are well-informed and up-to-date with remuneration matters.

8. Meetings of the Remuneration Committee

The arrangements for meetings of the Remuneration Committee are as follows.

- Typically, the Committee will meet in November and February of each year. An additional meeting can be arranged if considered necessary by the Committee.

- Minutes, agendas and papers will normally be circulated to the Committee and attendees at least five working days in advance of the meeting.
- A formal minute of the meeting will be produced for approval by the Convener and remitted to Court as a report of each meeting.
- The Committee will be serviced by the Policy Officer (Corporate Governance).
- Papers will include any action required and the status of the paper in respect of Freedom of Information legislation.

9. Delegated Authority

Court has delegated authority to the Remuneration Committee for the remuneration of the Principal and members of the UEG and to the UEG for the remuneration of other grade 10 staff across the University, subject to appropriate reporting.

Court has delegated authority to the Remuneration Committee for the approval of requests by the UEG for members of the UEG to undertake consultancy work, other paid work or serve as a non-executive director, or similar, where remuneration exceeds £5,000 or where the Principal judges there to be a significant reputational risk, conflict of interest or significant time commitment. Court has delegated authority to the University Executive Group for the approval of requests by the Grade 10 staff (other than the UEG itself) to undertake consultancy work, other paid work or serve as a non-executive director, or similar, where remuneration exceeds £5,000. Guidance may be sought from the Remuneration Committee in instances where the UEG considers there to be a significant reputational risk, conflict of interest or significant time commitment.

10. Governance

Details of the salaries and other appropriate remuneration information will be published annually relating to the following officers who are members of the UEG:

- The Principal
- The Vice-Principals
- The Director of Finance
- The University Secretary & Chief Operating Officer
- The Director of Human Resources & Organisational Development
- The Director of External Relations.

**University of Dundee
Information for the Remuneration Committee**

1. Background information in respect of the HE sector and the University's position contextualised within the overview, together with the University's strategy.
2. Contextualisation of the School or Directorate's performance within the University by the UEG.
3. The current and projected financial position of the University; the recommended budget to be allocated for grade 10 awards and the recommended financial value to be assigned according to performance rating (see Reward Policy).
4. Relevant benchmarking salary data for the sector provided by UCEA covering both academic and senior professional staff.
5. Any relevant retention issues.
6. The recommended spread of financial awards across performance ratings (see Reward Policy).
7. Proposed awards for individuals taking account of the above.
8. An Equality Impact Assessment analysis of the statistical data relating to the full group of senior staff; those nominated and not; those successful and unsuccessful together with an explanatory narrative, with particular attention being paid to any indication of a gender or other pay gap.

APPENDIX 5 ANNEX 2

REWARD POLICY FOR PROFESSORIAL AND GRADE 10 STAFF

Contents

1. Introduction
2. Aim of Policy
3. Scope
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5. University Values in Practice
6. The University Strategy to 2022
7. The Purpose of the Reward Policy
8. The University's Reward Policy for Grade 10 Staff
9. Core Employee Benefits for grade 10 Staff
10. Other Benefits

1. Introduction

Strategic reward is based on the design and implementation of reward policies and practices which will support and advance the University's academic, organisational, cultural and financial objectives as well as its employees' aspirations. It aims to attract, develop and engage exceptional staff and reward and recognise exceptional performance and/or special contribution.

'Total reward' includes everything the employee perceives to be of value resulting from the employment relationship. These can include financial and non-financial rewards, for example learning and development opportunities and flexible benefits as well as access to a range of University resources and facilities within its working environment.

It is recognised that grade 10 roles, including those of the Principal, members of the University Executive Group (UEG), Professors and professional services staff are complex and diverse and the University must be able to attract and retain high calibre leaders capable of delivering a demanding agenda. Nevertheless, as a charity in receipt of significant public funds and during times of financial challenge, there is a tension between paying salaries which are sufficient to secure, motivate and retain high quality staff in leadership positions and being excessively generous, which is likely to be unsustainable and may be inappropriate. However, to meet future challenges it is vital to support and engage with the development of talent and high performance within the senior group of staff of the University.

In the simplest terms, pay is part of the contractual obligations between employer and employee for work done and paid for. This does not take account of individuals' intrinsic needs above and beyond monetary reward (in its various forms) alone. Whilst remuneration plays a key role in motivation, a reward system that combines this extrinsic aspect and the intrinsic needs of the individual for recognition, being treated well, status, flexibility, opportunities for promotion, personal development and fulfilment provides the ideal combination, allowing staff to realise their potential.

In creating a performance culture at the University, grade 10 individuals whose outputs are excellent will be offered a commensurate reward in order to retain their services to the benefit of the University; those whose performance is satisfactory will be rewarded appropriately and support will be provided to those staff who are performing at a level that is not satisfactory for their grade and the extent of experience. In the last resort, if performance does not reach satisfactory levels, alternatives, including dismissal on the grounds of capability will require to be considered.

Careful monitoring will be necessary to ensure that no discrimination of individuals or groups occurs due to protected characteristics as defined in the Equality Act 2010 and that positive action can be taken in respect of under-represented groups.

In accordance with the Remit of the Remuneration Committee, the Remuneration Committee will be responsible for approving base salary increases and related matters for the Principal and UEG members and UEG will be responsible approving the base salary increases and related matters for all other grade 10 staff in line with the budget [approved by the Court](#) ~~ary guidance given by the Finance & Policy Committee.~~

2. Aim of Policy

This policy aims to set out the approach to rewarding grade 10 senior staff, both academic and professional, which is appropriate, transparent, provides fair reward and recognition for the work they perform, provides value for the University and is fully understood.

3. Scope

This policy applies to all grade 10 employees of the University, including the Principal, Vice-Principals/University Secretary, Professors, Directors and other senior professional services staff.

4. The Principles of Fairness, Equity, Consistency and Transparency

Fairness of treatment amongst staff is central to the University's core values of Integrity and Valuing People and is an essential requirement when considering reward for individuals.

The principle of equity will be applied to ensure that no member of grade 10 staff will be disadvantaged due to any protected characteristic: age; disability; gender reassignment; marriage and civil partnership; pregnancy and maternity; race; religion and belief; sex or sexual orientation. Factoring in considerations that may put particular groups at a disadvantage in the process will ensure there is equality of outcomes. There may be occasion when it is necessary to redress inequities which have occurred in the past.

The Director of Human Resources & Organisational Development will produce an Equality Impact Assessment analysis of the statistical data relating to the full group of senior staff and those staff on grades immediately below for comparative purposes; those nominated and not; those successful and unsuccessful together with an explanatory narrative, with particular attention being paid to any indication of a gender or other pay gap. In addition, the Director of Human Resources & Organisational Development will produce an Annual Remuneration Report for Court detailing the outcomes of the decisions taken by both the Remuneration Committee and the UEG, including an anonymised statistical report.

The approach to be taken (see Annual Reward Procedure for Grade 10 staff) will apply consistently throughout the cohort, irrespective of levels of seniority within the group.

The procedure is designed to encourage transparency in discussions, feedback and the process itself.

5. University Values in Practice

As well as focussing on performance in relation to reward and recognition the Reward Policy will be aligned to the University's core values of:

- Valuing People
- Working Together
- Integrity
- Making a Difference
- Excellence.

For staff at grade 10, personal effectiveness in leading and managing people must be fundamental to the manner in which the University and School/Directorate strategies are achieved.

A prime expectation of senior staff at grade 10 is to be alert to individuals' abilities, skills, qualities and potential as well as recognising their performance, and to provide them with appropriate opportunities to develop in their areas of strength as well as publicly recognising their contribution, where appropriate. A key objective on which grade 10 staff's performance will be measured is the extent to which they have developed and recognised their direct reports and promulgated this culture amongst their School or Professional Services staff with a view to succession planning. Grade 10 staff will be expected to demonstrate their actions in this respect.

Valuing People, however, does not mean that difficult decisions and actions in relation to staff are avoided. Rather, it means that when difficult decisions and actions are necessary, they are put into effect with humanity and respect. Consideration should be given to good management methods and practice. The leadership of the University in this senior

group will have a particular responsibility for role-modelling this behaviour both in respect of taking difficult decisions, where necessary, and for the manner in which these decisions are executed.

No member of grade 10 staff will be considered for a salary increase unless they have engaged fully in the OSaR process: be it personally, conducting OSaR meetings for their direct reports and, where necessary, nominating Reviewers. The Principal, Vice-Principal (Provost), Deans, the University Secretary and Directors must have a full understanding of the contributions their grade 10 staff are making in order that they may recognise achievements or intervene where there are performance difficulties.

6. The University Strategy to 2022

The Strategy supports the core purpose, vision and values of the University. It sets our commitments over the next five years and these include;

- Advancing our values
- Enabling our people to flourish and
- Enhancing university performance and reputation

Remuneration is one way in which the University can contribute to these commitments, ensuring Grade 10 staff are suitably rewarded for their contribution to the University, students and community.

7. The Purpose of the Reward Policy

The purpose of the Reward Policy for Grade 10 staff is to:

- Deliver the University's, School's or Directorate's strategic objectives and plans.
- Reinforce the University's values.
- Attract and retain high calibre academic and professional leaders.
- Motivate, engage and develop academic and professional leaders.
- Recognise and reward excellent performance in this staff group.
- Ensure academic and professional leaders foster a workforce which encourages creativity, originality, flexibility and builds future capacity which is capable of adapting to changing circumstances and environment.
- Promote flexibility amongst this staff group in terms of development and the future leadership needs of the University.
- Ensure affordability, financial sustainability and value for money in the short and long-term, taking account of the unpredictability of government and research/charitable funding and where necessary, market rate factors.
- Provide transparency in the way reward operates for Grade 10 staff.

8. The University's Reward Policy for Grade 10 Staff

Starting Salary on Appointment to Grade 10

The Remuneration Committee will determine the starting salaries of the Principal and members of the University Executive Group.

The starting salary in the case of appointment to a Personal Chair or an Established Chair will be determined by the Chair of the Appointing Committee (either the Principal or the Vice-Principal (Provost)) together with the Dean of School and the Director of HR & Organisational Development.

The starting salary in the case of appointment to a Director or other grade 10 post in Professional Services will be determined by the Chair of the Appointing Committee (either the Principal or the University Secretary) together with the relevant Director in the case of grade 10 posts below Director level and the Director of HR & Organisational Development.

Typically, consideration will be given to the appointee's current salary level; the contribution which has led to promotion in the case of internal appointments, or the knowledge, skills and competencies in the case of external appointments, together with relativities relating to peers. The UCEA benchmarking salary data will be made available by the Director of HR & Organisational Development to those making the starting salary decisions.

As the cultural expectation will be to recruit only exceptional people at Grade 10, the UCEA salary data should not preclude the option of departing from typical salaries when necessary to attract and recruit exceptional talent and leadership to the University at market rates, provided the reason is justifiable and recorded for audit/governance purposes.

When setting starting salaries the University's equal pay profile must be used in addition to market pay data to avoid a gender pay difference or a difference in salary as a result of any protected characteristics, which could lead to unlawful discrimination.

When making internal appointments, starting salary must be compared with salaries offered to relevant recent external appointees to ensure internal appointees are not disadvantaged.

Increases to Base Salary and Related Decisions

Grade 10 salaries sit outside the nationally-negotiated salary framework in operation for staff at grades 1-9 in the University, only the starting salary for Grade 10 being noted on the salary scale which is the equivalent of the first contribution point at Grade 9.

However, the University provides the opportunity for grade 10 base salaries to be considered annually and awards are made, where appropriate, dependent on performance.

Within the annual approval of the budget, the At the beginning of the annual cycle, on the recommendation of the Finance & Policy Committee, Court considers its overall approach to senior staff remuneration, including the budget available and gives guidance on its expectations to the Remuneration Committee. It should be noted that the University's financial position in any year will influence the distribution of base salary increase awards.

The responsibility for increases to performance-related base salary and related decisions will be as follows:

- The Remuneration Committee will make decisions relating to the Principal and members of UEG. (Authority delegated by Court).
- UEG will make decisions relating to individual Deans and Directors. (Authority delegated by Court).
- The Deans will collectively make recommendations on the professorial staff and submit their recommendations for approval to UEG. (UEG has authority delegated by Court for the remuneration of Grade 10 staff).
- The University Secretary, in conjunction with the Professional Services members of UEG, will collectively make recommendations on the Professional Services grade 10 staff and submit their recommendations for approval to the full UEG. (UEG has authority delegated by Court for the remuneration of Grade 10 staff).

Performance Ratings

The following performance ratings apply to all grade 10 staff for the previous assessment period and should be used in conjunction with the Indicators of Excellence and the relevant criteria for Academic Promotion for professorial staff in assessing merit for an annual base salary increase.

E - Exceptional

Performance far exceeded expectations due to the exceptionally high quality of work performed in all areas of responsibility, resulting in overall work being superior. Made an exceptional or unique contribution to the School or University objectives and Strategy or has received a marker of esteem. This assessment is given infrequently.

EE - Exceeds Expectations

Performance consistently exceeded expectations in all areas of responsibility and the quality of work overall was excellent. OSaR objectives were met.

ME - Meets Expectations

Performance consistently met expectations in all areas of responsibility, at times performance may have exceeded expectations and the quality of work overall was very good. The most critical OSaR objectives were met.

IR - Improvement Required

Performance did not consistently meet expectations. Performance did not meet expectations in one or more areas of responsibility and/or one or more of the most critical OSaR objectives were not met.

A development plan under the University's Capability Procedure must commence or the procedure continue, detailing timescales and be reviewed frequently to measure progress.

Base Salary Increase Awards

Various factors are taken into account in deciding the base salary increase awards. The awards are not necessarily in direct relationship to the Performance Rating, for example, factors such as salary award history, salary in relation to benchmarking data and the financial situation of the University are considered.

Objectives, Achievements and Markers of Esteem

It is appreciated that, on occasion, an opportunity may arise which is agreed takes priority over the previously set objectives or a marker of esteem is awarded (e.g. FRS, recognition in the Honours list) and the process allows for these aspects to be taken into account in the performance and reward decisions.

Process

The process for the consideration for awarding base salary increases and related decisions is outlined in the procedural document which accompanies this policy.

Honoraria

As part of the University restructure a new level of honorarium of £10k has been determined for Deans only. No other honoraria will apply. The Remuneration Committee will review honoraria periodically.

9. Core Employee Benefits for Grade 10 Staff

These employee benefits represent the core of employee benefits without which the University would find it difficult to compete for and retain the highest quality grade 10 staff.

Pension

The Universities Superannuation Scheme (USS) is a defined benefit career revalued scheme whereby 1/75th of pensionable salary per annum is accrued as pension, plus three times this amount as a one off lump sum at retirement. Staff on grade 7 to grade 10 are contractually enrolled into USS from their start date. For more information please view the USS booklet – New employees guide to USS – found at: <https://www.uss.co.uk/members/members-home/resources>

There are other useful factsheets/booklets on this link, covering things such as: annual allowance, lifetime allowance, the new 'voluntary salary cap', etc.

Death-in-Service Benefit

The USS Death-in Service benefit is 3 x salary, which provides valuable life cover and pension for eligible dependants.

Withdrawal from the USS Pension Scheme

Some of the University's highest earners may choose to withdraw from the USS Pension Scheme for personal taxation reasons, which means they do not obtain the benefit of the employer's contribution. In such circumstances, no compensatory payment will be made in respect of the employers' contribution.

With effect from 1 October 2016, USS are introducing a Voluntary Salary Cap (VSC) for pension purposes only, which may be of interest to some staff. More information on this can be found at the USS link above.

Members are encouraged to seek qualified independent financial advice on the impact of personal taxation. The issues are complex, and the implications may extend beyond the rights which a member holds in USS. For example, it may impact upon other pension entitlements and accruals, hence qualified independent financial advice may be appropriate.

Occupational Sick Pay

All University staff have a progressive Occupational Sick Pay Scheme, which culminates in entitlement to 6 months' full salary and 6 months' half salary after 5 years' service.

10. Other Benefits

Grade 10 members of staff also have access to the following benefits, where applicable:

- Subsidised membership of the Institute of Sport & Exercise: employee wellbeing is a high priority issue at present for employers.
- Subsidised nursery facilities on the city campus.
- Services which would ordinarily incur professional fees should they be used:
 - Occupational Health
 - University Health Service
 - Counselling Services
 - Mediation Services.
- A salary sacrifice scheme offering benefits in relation to pension payments and childcare vouchers.
- Relocation Allowance: one month's gross pay.
- Generous annual leave entitlement: 39 days per annum compared with the statutory 28 days.
- Encouragement to take advantage of free Training & Development opportunities on the OPD programme.
- Flexibility of work hours for academic and senior professional staff.
- Work/Life Balance Policies.

November 2019

APPENDIX 5 ANNEX 3

SCHEDULE OF DELEGATION

Changes proposed to the Schedule of Delegation & Decision-Making Powers are set out below using tracked changes.

<u>Staff: Salary</u>	<u>Senior Staff</u>	<u>Approve requests by Grade 10 staff to undertake consultancy, other paid work or serve as a non-executive director or similar where remuneration exceeds £5,000 per annum. Guidance may be sought from the Remuneration Committee in cases where there is significant reputational risk, conflict of interest, or the associated payment is high.</u>	<u>University Executive Group</u>	<u>University Secretary</u>
Staff: Salary	Senior Staff	Approve requests by <u>members of the University Executive Group</u> senior staff to undertake consultancy, other paid work or serve as a non-executive director or similar where remuneration exceeds £5,000 per annum, and in any instances relating to members of the University Executive Group or where the Principal judges there to be a <u>significant reputational risk, conflict of interest or significant time commitment.</u>	Remuneration Committee	University Secretary

APPENDIX 6**REMUNERATION COMMITTEE MINUTES (JANUARY)
(Minute 47 (3))**

An additional meeting of the Committee was held on 20 January 2020.

Present: Bernadette Malone (Convener);
Richard Bint (by telephone);
Ronald Bowie (by telephone);
Rumana Kapadia (by telephone); and
Sharon Sweeney.

In Attendance: Dr Jim McGeorge (University Secretary) (by invitation of the Convener);
Pam Milne (Director of HR and Organisational Development) (by invitation of the Convener);
and
Dr Christine Milburn (Policy Officer (Corporate Governance)) (Clerk to the Committee).

Apologies: Shirley Campbell

1. UPDATE ON THE APPOINTMENT OF AN INTERIM PRINCIPAL

The Chair of Court provided an overview of the process followed by the Appointing Committee established by the Court on 9 December 2019. Members noted that following interview and appropriate due diligence the Committee intended to recommend a single candidate to the Court for appointment to the role at an additional meeting of the Court on 23 January 2020. The Committee noted that a summary of the process would be provided to the Court alongside the recommendation.

Resolved: to note the recommendation from the Appointing Committee.

2. REMUNERATION OF AN INTERIM PRINCIPAL

The Convener reminded the Committee that at its meeting on 9 December the Court had delegated authority to the Committee to finalise the terms and conditions of the interim Principal & Vice-Chancellor appointment. The Director of Human Resources & Organisational Development outlined to the Committee the parameters within which initial discussions had taken place with the preferred candidate and invited discussion on matters relating to the salary, contract length, notice period, relocation allowance, accommodation, and the fee for the search agency.

The Committee agreed that the salary should be £235,000 p/a pro-rata, and members noted that this was consistent with discussions at its meeting on 11 December 2019. The Director also advised members that the preferred candidate had indicated that they did not plan to join USS.

The Committee also recommended a seven-month contract in the first instance, commencing on 1 February 2020, with a review in May 2020 (when it was anticipated the process of appointing a substantive Principal would conclude) and a 2 month notice period on either side. With regard to the relocation allowance, the Committee agreed that this would be in accordance with the standard terms of the University's policy in all respects. Members noted that for a 7-month contract this was a maximum of 7/24^{ths} of one month's salary and that it would be subject to standard guidance on permitted expenditure and the submission of receipts. Members noted that this amounted to a maximum of £5,712 which would be below the taxable threshold limit.

The Committee noted that the candidate would be responsible for all costs relating to rent and accommodation and that if the candidate wished to explore the opportunity to rent University House from the University a standard rental contract at the existing commercial rate would be used - as was the case for any property rented from the University. The Committee delegated authority to the Director to take forward any such discussions and confirmed that there would be no additional allowance for accommodation within the remuneration package.

Turning to the search agency fee, the Director advised the Committee of anticipated parameters for the fee and members noted that negotiations with the search agency were on-going at the time of the meeting. Members delegated authority to the Director to finalise negotiations within these parameters.

Resolved: to approve the parameters set out and delegate authority to the Director of Human Resources & Organisational Development to finalise a draft contract which would be issued to the candidate subject to the approval of the appointment by the Court on 23 January 2020.

Bernadette Malone
Convener

APPENDIX 7

REMUNERATION COMMITTEE ANNUAL REPORT (Minute 47 (3))

Introduction

1. The backdrop and context of pay and reward in the HE sector, over the last few years, has been challenging. Remuneration of senior staff, in particular Vice-Chancellors, has attracted greater public and government scrutiny with an increasing focus on fairness, pay ratios, performance and value for money. In response the Committee has continued to adopt a robust approach to pay and reward of senior staff and has introduced an evaluative approach to ensure continuous improvement in our practice for example in terms of benchmarking and governance.
2. More generally, staff have felt their pay has been eroded and pension provision under attack and employers are battling with ever-increasing financial sustainability challenges.
3. Preparations for the current 2020-21 national pay negotiating round are taking place during the most prolonged industrial dispute seen in HE in recent years. At the time of writing, UCU have announced a further 14 days strike action, during February and March, at 74 universities including Dundee. Although the union claim is yet to be received, a pay claim for 2020-21 seeking to address a real terms pay decline of something of the order of 7 to 8% is expected.
4. This is the backdrop against which, the University has had to balance the issues of affordability whilst at the same time, having the ability to reward staff who are contributing to excellent performance in areas such as student experience, research and fulfilling the University's strategic ambitions.
5. Despite such challenges, the Remuneration Committee accepted a recommendation from UEG that the University continue to have the ability to reward staff, including senior staff and so the 2019 Senior Staff Remuneration round took place, concluding in December 2019.

Business of the University's Remuneration Committee in 2019

6. The Committee met on 21 March, 20 May and 11 December 2019. The current membership of the Remuneration Committee comprises:

Bernadette Malone (Chair)	Shirley Campbell
Richard Bint	Rumana Kapadia
Ronnie Bowie	Sharon Sweeney
7. The March meeting of the Committee reviewed a 'Lessons Learned' paper in relation to the Principal's appointment process and undertook its first development session. Training for the whole Committee was arranged and this was provided by a reward specialist, Mike Dodds of Korn Ferry. Mike had experience of working with other HEI's Remuneration Committees and the training was well received. It was agreed that an annual development session of this kind should be arranged for the Committee in order to ensure their background knowledge and skills were kept up to date.
8. The focus of the May meeting was Governance issues. The Scottish Code of Good Governance (2017) made specific recommendations in relation to Remuneration Committees (section 7, recommendations 79 – 81). These included recommendations in relation to membership and representation. As a result, since August 2018, a student and staff member have sat on the University's Remuneration Committee. In order to broaden this representation further, the Chair of the Remuneration Committee attended in September 2019, a Local Joint Committee meeting with the Campus Unions, to specifically discuss the issue of remuneration and to hear their views. It was agreed that the Chair of the Remuneration Committee produce an annual report for the Local Joint Committee. A further meeting was held between the Director of HR & OD and the DUSA Executive, which discussed matters relating to the Principal's pay and that of other members of UEG, process and transparency around senior pay matters and how the University addressed compliance requirements as outlined in the Code. It was agreed that these meetings had been a useful addition to the process and provided further understanding and transparency to senior staff remuneration, as well as allowing the views of key stakeholders on such matters to be heard. The Committee also considered investigations, which had taken place regarding governance issues at the University of Aberdeen and Robert Gordon University.
9. Over the past few years, the Committee has streamlined the decision-making through amended frameworks and

guidance and strengthened accountability to the Committee for decisions made by the Principal and UEG. The Committee reviewed practice in terms of delegation to the Principal and UEG with regards to grade 10 staff and to ensure consistency agreed further change in terms of consultancy and in-year awards.

10. The December meeting focused on the 2019 annual review round, remuneration parameters for the Principal and Vice-Principal appointments and reviewed the University's position with regard to the whole life pension allowance. The role of the Remuneration Committee is to recommend to the University Court the remuneration strategy and policy framework for all grade 10 staff, including the Principal and the University Executive Group (UEG). The Remuneration Committee is then responsible for considering the remuneration of members of the UEG, but delegates authority to UEG for the application of the Remuneration Policy and Procedure for all other grade 10 staff. The Remuneration Committee confirmed to Court that all policies and procedures had been followed in relation to the 2019 senior staff review and noted the expenditure of £116k relative to a budget of £144k.
11. During 2019, it was agreed that a review of the Remit and Terms of Reference for the Remuneration Committee and that of the People & Organisational Development Committee (PODCo) should be undertaken to ensure complementarity and in order to begin a discussion regarding this, a meeting took place just before the Court Retreat in September 2019. This was prompted by the view that the University now had two committees with 'overlapping' Remits in certain areas and that further work was required to ensure that in governance terms, there was clarity relating to the purpose and business of each committee. The Director of HR & OD will review the Remit of both Committees and a proposal will be presented to the next meetings of PODCo and the Remuneration Committee in March 2020.
12. In addition to the above action, it was agreed that further work to be progressed in 2020 included: the development of a policy for recognition and reward to include the use of non-consolidated payments, actions required in relation to the pay gap data, a plan for the timing of the introduction of a grade 10 banding structure, to continue to review the University's position with regard to the life time pensions allowance, consider other sources of salary benchmark information and the development of a framework for consultancy-based remuneration decisions.
13. At the Committee's meeting in March, a further evaluation of effectiveness will be undertaken and areas of further development or improvement will be identified.

Remuneration Committee Decisions Relating to the Principal & Vice-Chancellor (Professor Andrew Atherton)

14. Given the Principal resigned in November 2019, there was no review of the Principal's salary in the 2019 senior salary review round.

Remuneration Committee Decisions Relating to Other Members of UEG

15. No salary increases had been proposed for any members of UEG, but the Committee asked for a review to be undertaken of two members of UEG salaries with reference to benchmark information.

Payments to Members of Court

16. Members of the University Court receive no remuneration. The Chair is entitled to be remunerated, in line with the Higher Education Governance (Scotland) Act, but has chosen not to do so.

Expenses for Members of the University Executive Group

17. Details of expenses can be found at: <https://www.dundee.ac.uk/about/people-vision/reports/>

Bernadette Malone
Chair of Remuneration Committee

Pamela Milne
Director of HR and Organisational
Development

APPENDIX 8

MINUTES OF WELFARE & ETHICAL USE OF ANIMALS COMMITTEE (Minute 47 (4))

A meeting of the Committee was held on 9th January 2020.

Present: The Convener;
The Director of Biological Services (DBS);
The University Veterinary Surgeon (UVS);
The Training Coordinator (TC);
Three NACWOs;
Two holders of Home Office licences; and
Four other members.

1. MINUTES OF LAST MEETING

These were approved.

2. MATTERS ARISING

4. Committee policy document. Members expressed satisfaction with the process in which interviews with licence applicants are conducted by a sub-group. Two such interviews took place in December 2019.

6.4. Haste and poor planning. The DBS reported that a meeting between senior managers responsible for the group in question and the University Secretary had taken place. The group has since been disbanded for unrelated reasons, so no further work will take place in Dundee. The outcome of the Home Office investigation into the events that resulted in the study being terminated early is still awaited.

6.5 Animal handling. A very successful technician exchange with the University of Aberdeen to share experience with modern handling methods has taken place.

6.6 Veterinary Record. The journalist invited to visit our facilities was unable to come before the end of 2019 but may still visit in the future.

3. PROJECT LICENCE TO BE TRANSFERRED TO DUNDEE

A scientist who has recently arrived in Dundee from another licensed establishment updated the Committee on his plans for the future. The current project licence has been submitted to the Home Office for secondary availability in Dundee to be added. A new application will be prepared, along the same lines, but focusing on the anticipated work in Dundee. That will be circulated to the Committee by email for the normal review. The UVS has provided a list of matters to be considered in the new application.

4. REVIEW OF ANIMAL WORK CONDUCTED OVERSEAS

The Committee considered advice provided by the NC3Rs and the research councils on the oversight that should be applied to collaborative or contract work that is undertaken overseas. There are clear reputational risks to the University unless it can be satisfied that facilities and procedures will match or exceed the standards enforced in the UK. As collaborative or contract work might not always involve existing animal users in Dundee, there needs to be a formal process by which all such projects can be flagged and reviewed. The Committee noted that pharmaceutical companies preparing to participate in such work will often send a representative to visit the proposed facility and to meet the staff and scientists there. As international research collaborations are seen as being beneficial to the University, the Committee was of the view that resources should be made available to conduct reasonable overview and thereby reduce the reputational risk.

Resolved:

- The DBS to meet members of the Business Transformation team, to ensure that all new projects involving animal work to be conducted elsewhere can be flagged as early as possible in the planning process;

- The DBS to write to the Vice-Principal for Research, Knowledge Exchange and Wider Impact to highlight the reputational risk and the resources that are needed to reduce it.

5. USE OF ANIMAL CADAVERS IN TRAINING

The Committee held a wide-ranging review in which it considered the possible safeguards that the University might consider with respect to the provenance of tissue in the context of both teaching and research.

Resolved:

- The DBS to gather more information from the relevant Deans for discussion at a future meeting.

6. REPORT FROM THE UNIVERSITY VETERINARY SURGEON

Standing agenda item.

6.1. RAnTechs. The UVS noted that two members of staff have achieved the Registered Animal Technician status awarded by the IAT. The Committee offered their congratulations.

6.2. Re-homing. Re-homing of rats that have not undergone any regulated procedures has continued, with four animals to be re-homed in 2019 and a further 32 awaiting formal Home Office permission.

6.3. Tissue sharing. A principal investigator was now taking commercially supplied C57BL6/J mice that are being killed for other purposes and harvesting tissues for use in laboratory tests used to screen compounds so as to avoid the use of live animals (replacement). Further studies are to be performed as to whether cadavers from “wild-type” mice generated and not used in breeding programmes can be equally useful.

6.4. RSPCA meeting. The UVS was an invited speaker and workshop convenor at a meeting on severe animal suffering in Athens in October 2019, organised by the RSPCA. This has led to requests for information from several other establishments eager to refine their own procedures based on refinements developed in Dundee.

6.5. NC3Rs blog. A presentation by a member of staff to the IAT on refinement has been re-published on the NC3Rs blog, here: <https://nc3rs.org.uk/news/making-refinements-reality-why-we-can-be-proud>

6.6. AST2020. At least two posters on refinements will be presented at this joint meeting between IAT, LASA and LAVA, to be held in Edinburgh in March 2020.

6.7. Height of rat cages. Dundee facility staff took part in a multi-centre study of the height of rat cages and its effect on animal behaviour. Preliminary data were presented at the LASA meeting in November 2019.

6.8. Depilation. A usual refinement when this procedure is necessary is to conduct it under the same bout of anaesthesia that is used for the ensuing experimental procedure, usually the non-invasive measurement of blood flow in the skin. However, there is now some concern that this might result in a shifting baseline in some measurements, between the first one taken immediately after depilation and the last one in the series under this bout of anaesthesia in one study. To try to resolve the problem, the group will carry out the depilation without anaesthesia or under a separate anaesthetic regime from that used for the experimental measurements and see if the specific issue is resolved.

6.9. Animal training. The UVS drew the Committee’s attention to some recently released videos from Sweden, demonstrating the benefits of training rats and mice before the start of experimental procedures:

<https://www.ri.se/en/what-we-do/expertises/3r-refinement>

6.10. “Joey pouches”. The staff of one facility are sewing pouches to be sent to Australia to support the welfare of animals caught up in the bush fires there.

6.11. Fragile X syndrome. A mouse colony intended as a model of this human disorder had been initiated but there had been a higher than expected level of sudden deaths. Some animals had also been observed as fitting and had been euthanased immediately. Post mortem findings in all the euthanased and found-dead mice were consistent with fitting as being the cause of death in the latter too. While the literature suggested that males might be susceptible to audiogenic seizures, these events affected both sexes and occurred in a room that was not known to

be noisy. After cryopreserving a stock of embryos, the colony has been closed down. At some point in the future it will be rederived into a high-health mouse breeding facility and housed in IVCs.

7. REPORT FROM THE TRAINING COORDINATOR

Standing agenda item. The TC reported as follows:

7.1. Directly Observed Practical Skills (DOPS). A total of 535 assessments has been carried out to date.

7.2. Schedule 1 register. The deadline of 31st December 2019 having passed, anyone who has not been (re)-assessed in a Schedule 1 method since September 2018 will have that entry removed from the register.

7.3. Revalidation of competence in regulated procedures. All users who have registered since September 2018 have been trained and assessed by the DOPS method. The training coordinator monitors submitted study plans to determine who will have to be re-assessed as competent to work unsupervised. The aim remains to complete these re-assessments by the end of June 2020.

7.4. Online training. Completion of the online module in the recognition and prevention of pain and distress in laboratory animals will be a pre-requisite for personal licence-holders wishing to retain their licences after the end of March 2020.

7.5. Other workshops and courses. Three NACWOs attended re-validation training in December 2019 and all passed the assessment. The Dundee ScotPIL course in January 2020 has enrolled 13 students.

8. REPORT FROM THE DIRECTOR OF BIOLOGICAL SERVICES

Standing agenda item. The Committee endorsed a written report prepared by the DBS on licensing activity since its last meeting. It was noted that two individuals whose licence applications had been reviewed by the Committee in 2018 had still not received their project licences; one had still to address the inspector's comments on the submitted document and the other had yet to complete the formal submission.

Resolved:

- These two individuals to be given until the end of March 2020 to complete their submissions, otherwise the Committee would reserve the right to review their proposals again;
- In future, the Committee will expect applications to be submitted to the Home Office within three months of receiving ethical approval.

9. ANY OTHER COMPETENT BUSINESS

The UVS reported that a funding source that might support the development of an outreach website had been identified. The Committee also noted the intention to request amendments to the Establishment Licence to facilitate the re-homing of animals and to authorise certain humane methods of killing that are not on Schedule 1. Drafts of these changes will be brought to the Committee in due course.

10. DATE OF NEXT MEETING

9th April 2020.

APPENDIX 9**REPORT FROM THE SENATUS ACADEMICUS (DECEMBER)
(Minute 48)****UNIVERSITY OF DUNDEE****COMMUNICATION FROM THE SENATUS ACADEMICUS****(Meeting of 4 December 2019)****1. REPORTING TO UNIVERSITY COURT**

The following items were selected by Senate to highlight to Court:

- Arrangements for interim and permanent University leadership appointments
- Approval for the School of Health Sciences name change
- Development of a Portfolio Planning Group

2. MATTERS ARISING**Chair of Court**

The Vice-Principal explained that Ronnie Bowie (Chair of Court) would not be attending the current meeting of Senate as his invitation had been superseded by attendance at the Senate meeting held on 19 November 2019.

Senate Committees

The Director of Academic & Corporate Governance confirmed that proposals for elected Senators to serve on the main Senate Committees would be taken forward in 2020 alongside the planned Senate Effectiveness Review.

Academic Promotion Criteria

Professor Tim Kelly gave an update on the Academic Promotion Criteria consultation. Members noted that feedback received from Senate and School Boards had helped with further explanatory improvements. Senate welcomed the intention to circulate the final draft of the Criteria for endorsement at the next meeting in February 2020.

3. CHAIR OF SENATE'S REPORT

Senate received a verbal update from the Vice-Principal in the Chair (Professor John Rowan).

Principal & Vice-Chancellor

Senate noted that University Court would meet on Monday 9 December to decide on the arrangements for interim and permanent leadership appointments. The Vice-Principal emphasised that the University's affairs had been managed by the University Executive Group to provide continuity and maintain momentum in the delivery of strategic objectives.

Senate agreed that the decisions of Court needed to be communicated to the University community as soon as possible. Members noted that Senate would be involved in future selection processes, in line with normal practice.

Industrial Action

The Vice-Principal explained the University's approach to the 8 days of industrial action taken by the University & College Union in November/December 2019. Senate noted that UEG had agreed on a no-detriment policy and ensured that the impact of strike action had been carefully monitored in order to inform decisions on mitigation.

Other Matters

The Vice-Principal also reported on a constructive meeting with the Scottish Funding Council to review the University's Outcome Agreement and the plans for a Senate Effectiveness Review in 2020 and the need for members to participate in the Review on a voluntary basis.

Professor Nic Beech

Senate congratulated Professor Nic Beech (Vice-Principal Provost) on his appointment as the Vice-Chancellor of Middlesex University from March 2020.

The Senatus decided: to note the Report.

4. UNIVERSITY COURT

Senate received a Report from the meeting of University Court held on 19 November 2019, for information.

The Senatus decided: to note the Report.

5. UNIVERSITY STRATEGY UPDATE

Senate received an update report on the University Strategy to 2022.

The Vice-Principal explained that the document had been prepared by the University Executive Group for submission to University Court. Senate noted that the presentation had been well-received and provided good evidence that the strategic priorities of the University continued to be addressed and were moving forward in line with expectations.

The Vice-Principal confirmed that the presentation could be circulated in Schools and Directorates, for information.

Members discussed issues relating to the University's financial plans, including plans for strategic investment. Members also discussed issues relating to student accommodation and the importance of ensuring that all students have access to independent advice on housing issues, through DUSA and the Student Enquiry Centre.

Members also discussed issues relating to international student fee levels. Wendy Alexander (Vice-Principal International) explained that there were robust processes in place to consider affordability issues during fee setting.

The Senatus decided: to note the Report.

6. SCHOOL OF NURSING & HEALTH SCIENCES

Senate received a proposal to change the name of the current School of Nursing & Health Sciences to the School of Health Sciences. Professor Lynn Kilbride explained that the proposal had been agreed by the School after extensive debate and consultation.

Senate noted that the proposal would be submitted to Court for endorsement before the necessary changes to Ordinance and Regulations are drafted and circulated for approval.

The Senatus decided: for its part, to approve the proposal to change the name of the School of Nursing & Health Sciences to the **School of Health Sciences**.

7. CONVENER REPORTS

Senate received Reports from the conveners of Senate committees, for information.

Learning & Teaching Committee

Professor Blair Grubb (Vice Principal Education) reported on plans to establish new groups to develop and implement curriculum design principles, to provide a forum for educational policy and practice development and to provide support for portfolio planning and business development.

The Vice-Principal highlighted the issue of student retention as a priority area for the Learning & Teaching Committee. He explained that all Schools have been asked to review retention data and to begin planning actions to improve performance against agreed targets.

Members noted that in many cases students left the University for reasons unrelated to their studies e.g. for financial, health or other personal issues. The Vice-Principal acknowledged the complexity of the issues involved and noted that there was variation in retention rates across Schools and programmes. He explained that Schools will need to look at the data to help formulate an evidence-based approach to improving retention.

The Vice-Principal also highlighted the progress made in follow-up actions arising from the Enhancement-Led Institutional Review (ELIR) that took place in 2018.

International Committee

Wendy Alexander (Vice-Principal International) highlighted the schedule of meetings with Schools to discuss international collaborations and partnerships and noted the intention to prioritise and deepen the most productive academic links.

The Vice-Principal commended the work of the International Mobility Group (IMG) who were leading work to improve outward student mobility rates, currently at 9%. Senate noted the challenges of reaching a target of 20% of UoD students spending some part of their academic programme outside of the UK.

The Vice-Principal reported that the International Student Barometer was open and asked members to help encourage international student participation. Senate noted the importance of the ISB to the University to help ensure it continued to provide an excellent international student experience and to enhance its reputation internationally.

Research & Knowledge Exchange Committee

The Vice-Principal in the Chair introduced a Report from the Research & Knowledge Exchange Committee and highlighted the ongoing preparations for REF 2021. He explained that a first draft of the University's submission had been collated and would be shared with external critical friends to provide feedback and calibration of internal quality assessments.

Senate noted the University's commitment to equality and fairness as outlined in its Code of Practice approved by the Scottish Funding Council. He explained that a set of online equality, diversity and inclusion training modules had been commissioned in support of this commitment. He advised that all those involved in the REF submission process must complete the training modules as soon as possible. He commended the quality of the modules available and confirmed that other staff were able to access the training on an optional basis.

The Vice-Principal also highlighted the work of the Public Engagement Forum and congratulated the Leverhulme Research Centre for Forensic Science which had been awarded a Gold Faculty Watermark from the National Co-ordinating Centre for Public Engagement (NCCPE). Senate noted that a Public Engagement Survey would be launched soon and members were asked to help raise the profile of public engagement activity in the University.

Senate noted the progress made in Athena SWAN recognition across the University and thanked Professor Nic Beech for his leadership of the Athena SWAN Steering Group.

The Senatus decided: to note the Reports.

8. FINANCE & POLICY COMMITTEE

Senate received a Report from the Court Finance & Policy Committee meeting held on 21 October 2019, for information.

Members asked for more details on the University's current financial position.

The Vice-Principal International explained that in the context of continued below-inflation SFC settlements the University had relied on a doubling of international student tuition fee income to help fill funding gaps. Senate noted that Court had agreed on the need to improve financial sustainability by an additional £15 million over the next 5 years to ensure the University can move forward on its strategic objectives in a sustainable way. Members noted plans to increase productivity, improve teaching efficiency and deliver projects to control costs and deliver additional revenue.

The Senatus decided: To approve the Report.

Members expressed a hope that plans for teaching efficiency savings could be realised without negative impacts on the student experience or overloading staff with unreasonable workloads. Members asked if the results of the 2019 Staff Survey could be presented to a future meeting.

Members noted the Finance & Policy Committee's consideration of the University's Estates Strategy and ideas for long term building development.

Members also noted the decisions taken in relation to the recruitment of rest of UK (rUK) undergraduate students and the complex relationship between rUK student numbers, tariff on entry and tuition fee revenue.

The Senatus decided: to ask for the results of the 2019 Staff Survey to be presented at a future Senate meeting; and to note the Report.

9. HONORARY DEGREES COMMITTEE

Senate received a confidential Report from the Honorary Degrees Committee meeting held on 12 November 2019.

The Senatus decided: to approve the Report.

10. UNIVERSITY COMMITTEE ON ACADEMIC MISCONDUCT

Senate received a confidential Report from the University Committee on Academic Misconduct meeting held on 8 October 2019.

11. PROFESSOR EMERITUS

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

Professor Teresa Moran

Professor Hassan Molana (effective 31 March 2020)

12. HIGHER DEGREES

(1) The Examining Committees have recommended the award of higher degrees to the candidates named in the Report (available in Box). A copy of each report is available for inspection.

(2) The Examining Committees have recommended that the PhD degree students' theses contained in the Report are revised and resubmitted (within timescales indicated).

13. LEARNING & TEACHING COMMITTEE

Senate received a Report from the Learning & Teaching Committee meeting held on 20 November 2019.

The Senatus decided: to approve the Report.

14. RESEARCH & KNOWLEDGE EXCHANGE COMMITTEE

Senate received a Report from the Research & Knowledge Exchange Committee meeting held on 18 November 2019.

The Senatus decided: to approve the Report.

15. INTERNATIONAL COMMITTEE

Senate received a Report from the International Committee meeting held on 12 November 2019.

The Senatus decided: to approve the Report.

16. SUMMARY REPORTS OF SCHOOL BOARDS

Senate received Summary Reports from each of the School Boards.

Dean School of Nursing & Health Sciences

Professor Lynn Kilbride raised the issue of classes scheduled for Wednesday afternoons that prevented some students from participating in sport and other activities.

Dean School of Education & Social Work

Professor Tim Kelly reported that some staff were concerned that a 3-week turnaround on assessments would require staff to mark Semester 1 examinations during the University's closure period. Senate noted that a clarification on the assessment policy (which stated a 3 working week turnaround) had been communicated to staff in the School.

Senate also noted the School Board's discussions on the timing and publishing of the Semester 1 Exam Timetable.

Dean School of Dentistry

Professor Mark Hector reported on the success of the School's students who were participating in the Wikipedia Collaboration of Dental Schools.

Dean School of Science & Engineering

Professor José Fiadeiro reported on the continuing development of collaborations with Central South University and thanked staff in the School for their efforts on a curriculum mapping project.

The Senatus decided: _____ to approve the Reports.

APPENDIX 10**REPORT FROM THE SENATUS ACADEMICUS (JANUARY)
(Minute 48)****UNIVERSITY OF DUNDEE****COMMUNICATION FROM THE SENATUS ACADEMICUS****(Meeting of 23 JANUARY 2020)****PRELIMINARY REMARKS**

Wendy Alexander (Vice-Principal in the Chair) noted that papers for the meeting had been provided in hard copy and members were given the opportunity to review these prior to discussion of the main item of business.

1. APPOINTMENT OF THE INTERIM PRINCIPAL & VICE-CHANCELLOR

The Vice-Principal explained that the meeting of Senate had been called to allow consultation on the appointment of an Interim Principal in line with University Statutes. Senate noted that the papers provided details of the appointment process and the recommendation of the Appointment Committee.

The Vice-Principal invited Ronnie Bowie (Chair of Court) to provide further details of the recommendation of the Appointment Committee.

The Chair of Court explained the context of the Committee's recommendation and emphasised that the views of Senate expressed at its meeting in November 2019 had helped to define the approach taken and the criteria for identifying and recommending a candidate for the interim appointment.

The Chair announced that the Committee had recommended the appointment of Professor David Maguire as Interim Principal of the University. He explained that the processes followed by the Committee had been enhanced by recent experience and had focussed on ensuring the best possible fit with institutional values and ambitions.

The Chair reported that the Committee had also been careful to emphasise the need to maintain momentum in the implementation of the existing University Strategy and the current priorities and actions identified by the University Executive Group. In response to questions the Chair confirmed that the Interim Principal would have the same range of powers, responsibilities and duties as a Principal appointed on a permanent basis.

Members of Senate were reassured that the Committee's criteria for selection included a sensitivity to issues specific to the Scottish higher education as well as more general academic challenges.

Members of Senate also sought clarification on a number of contractual issues related to the interim appointment. The Chair confirmed that subject to Senate's endorsement and Court's approval of the Appointment Committee's recommendation, Professor Maguire would be invited to join the University on 1st February 2020 for a period of 7 months, in the first instance.

The Vice-Principal invited members to reflect on which aspects of the University's operations might help shape the Interim Principal's induction. Members emphasised (i) the need to maintain a focus on the student experience, including health and well-being and (ii) the continuation of new ways of working recently established between the Deans and the University Executive Group.

Members of Senate acknowledged that the University had experienced a period of uncertainty and expressed a hope that the appointment of an Interim Principal would continue the progress that had been made in restoring its normally high levels of institutional spirit and resolve, in partnership with the University community.

Senate was asked to consider the recommendation of the Appointment Committee and, if so minded, to endorse the recommendation to Court.

The Senatus decided:

unanimously to endorse to Court the recommendation of the Appointment Committee to appoint Professor Maguire as the Interim Principal of the University.

APPENDIX 11**REPORT FROM THE SENATUS ACADEMICUS (FEBRUARY)
(Minute 48)****UNIVERSITY OF DUNDEE****COMMUNICATION FROM THE SENATUS ACADEMICUS****(Meeting of 5 February 2020)****1. REPORTING TO UNIVERSITY COURT**

The following items were selected by Senate to highlight to Court:

Senate's discussion on

- Institutional Preparations for the Research Excellence Framework 2021
- Collaborations and partnerships with leading Chinese institutions
- The University's response to the Coronavirus outbreak
- Plans for a Portfolio Review and Curriculum Design Developments
- Academic Promotions Criteria

2. PRINCIPAL'S REPORT

The Senatus received a verbal Report from the Principal.

The Principal explained that his interim appointment would cover the period needed to recruit a Principal to serve on a permanent basis and for them to take up post.

He emphasised that in the coming months he aimed to help the University move forward in terms of its strategic agenda, maintaining momentum and building on its many recent achievements.

Senate noted the Principal's background and extensive experience, most recently as Vice-Chancellor at the University of Greenwich. The Principal explained that he intended to help put the University on a sure footing and to provide stability and certainty in the leadership of the institution through this interim period.

The Principal acknowledged that the University would face several external challenges in the coming months, including ongoing industrial action over staff pay and pensions. He observed that there were no easy short-term answers to these problems and noted that the University would need to plan carefully to help minimise any negative impact of the action on the student experience, while recognising and respecting individuals' right to strike. He advised that the University Secretary had begun co-ordinating activity in response to the strike action announced by the University and College Union.

The Principal also acknowledged the challenges posed by the transition to the UK's new relationship with the European Union, the constitutional position of Scotland within the UK and the continuing pressures on public funding for higher education.

The Principal emphasised that the University's current financial deficit had to be addressed to help ensure future success. He explained that working towards financial sustainability would be a major concern in the coming months.

The Principal set out his priorities, beyond the immediate goal of providing short-term stability in the senior leadership team. He explained that institutional preparations for Research Excellence Framework (REF) 2021 were entering a critical phase. He emphasised the importance of REF for both institutional reputation and for financial sustainability, given the link between REF outcomes and research excellence funding.

The Principal also identified the Business Transformation project as a priority. He noted the potential to improve productivity, maximising resources for teaching, research and enterprise. He welcomed the progress made so far, but recognised the challenges to come.

The Principal confirmed that recruitment to the vacant Vice-Principal (Academic Planning & Performance) position had begun. He noted that the vacancy had been advertised internally only. He emphasised that the University Executive Group had done a good job in managing the affairs of the institution over recent months, and that the Vice-Principal appointment represented a further step in restoring full senior leadership capacity.

The Principal explained that the implementation of the Estates Strategy, with a focus on investment and redevelopment, was also a priority.

The Principal highlighted the Tay Cities Deal as a key opportunity for the University.

In response to questions, the Principal reflected on the importance of co-ordination between Court, Senate and the University Executive Group (UEG). He explained that it was an important part of the Principal's role to ensure that this happened effectively.

Senate noted that in recent months UEG and the Deans Group had established new ways of working that had proven to be effective. The Principal agreed that this improved co-operation should be maintained as much as possible in future.

Josh Connor (DUSA President) acknowledged the need for the University to be financially sustainable and expressed a hope that the University could achieve this without losing sight of its strengths, especially in relation to the provision of an excellent student experience.

The Principal concluded by inviting members to contact him directly with any questions or concerns on the issues raised in his Report.

The Senatus decided: to note the Report.

3. UNIVERSITY COURT

Senate received Reports from the meetings of University Court held on 9 December 2019 and 23 January 2020.

The University Secretary introduced the Reports and explained that both meetings of Court had been concerned with the appointment of an Interim Principal and the process for appointing to the vacant Vice-Principal position.

Senate noted that following an internal only advert shortlisting and interviewing for the Vice-Principal post would take place by the end of February 2020.

Senate also noted that the search for the permanent Principal post had begun, with initial meetings between the Chair of Court and the search agency. The Secretary explained that consultation with staff and student groups was taking place as part of the process and that the selection committee would include academic and Professional Services staff members and the DUSA President.

Senate noted that although shortlisting and interviews would take place in early May 2020 it was of course likely that the new Principal would need to serve a standard notice period before taking up their post at the University.

In response to a question, the Secretary confirmed that the recruitment process would be structured to incorporate lessons learned from the process followed in 2018. He outlined plans for extended short-listing arrangements, gathering more feedback from stakeholder groups, improved due diligence and the psychometric testing of candidates.

The Senatus decided: to note the Reports.

4. CONVENER REPORTS

The Senatus received Reports from the conveners of Senate committees, for information.

Research & Knowledge Exchange Committee

Professor John Rowan (Vice-Principal Research, Knowledge Exchange & Wider Impact) reported on the Committee's constructive discussions on research strategy performance measures, institutional preparations for REF 2021 and the University's application for a National Co-ordinating Centre for Public Engagement (NCCPE) Gold Watermark.

International Committee

Wendy Alexander (Vice-Principal International) reported on the Committee's discussion on the successful international partnership projects in China.

Senate welcomed the recent renewal of the Joint Education Partnership with Wuhan University, a proposed Joint Education Institute with Central South University and the development of new Taught Postgraduate Programmes with North Eastern University.

The Vice-Principal explained that the University was now in a unique position in having established formal partnerships with three 'double-world class' institutions in China.

The Vice-Principal noted the on-going outbreak of Novel Coronavirus infections in China. Senate welcomed the efforts to offer support and advice for Chinese students on campus and acknowledged the excellent work led by Student Services and DUSA.

The Vice-Principal confirmed that the University had established a business continuity monitoring group and would continue to follow Foreign & Commonwealth Office and Public Health Scotland advice and monitor developments carefully. Senate noted the current need to seek approval from UEG before staff visits to the affected region and the absolute right of individuals to choose not to travel in the current circumstances. Members suggested that alternatives to live visits (i.e. video conferencing) should be explored.

Members of Senate welcomed the strong support for the Chinese student community and agreed on the importance of clear plans to deal with a range of potential crises on campus, especially in relation to students in residence.

The Vice-Principal advised of the potential for disruption to international admissions processes, including issuing of student visas, that might follow. Senate welcomed the plans for flexibility on deferral of offers and alternative delivery of pre-session English Language programmes for some student groups.

Members reflected on the financial risks revealed by an over-reliance on international student tuition fee income from a limited range of countries – a problem shared by the sector more generally. The Vice-Principal acknowledged this, but also advised that international student recruitment activity in the University was geographically diverse and continued to expand.

Members noted the challenges of international education collaborations across diverse political systems and welcomed the University's commitment to academic freedom on campus and to robust intellectual property protections in its international collaborations.

The Vice-Principal advised that any removal of funded places currently taken by EU students in Scotland would represent a significant risk to student diversity on campus. Senate noted that a decision by the Scottish Government was likely to be announced in March 2020 and there was some hope that funding would continue until the end of academic year 2020-21.

Learning & Teaching Committee

The Director of Quality & Academic Standards reported the Committee's discussions on the proposed Curriculum Design Group and the Portfolio Review Group. Senate also noted the launch of the National Student Survey (NSS) and the Committee's consideration of an advice note on late arriving students.

A member reported that they felt there was a low level of internal promotion of the NSS on campus at present and asked for the issue to be raised with the NSS Steering Group.

Senate noted the development of a policy on late arriving students. Members welcomed the move to a more consistent approach across Schools and the focus on supporting student success. Members also advised that the integration of late arriving students was often challenging and had significant workload implications.

In response to a question the Director explained that the Curriculum Design Working Group would initially focus on establishing a set of principles to help define the University's unique academic offering. Senate noted that although it was likely that curriculum design principles would have an impact on future programme and module approval processes there would be no immediate changes to consider.

The Director agreed that the University's commitment to high quality academic programmes could be fulfilled without unnecessary bureaucracy.

The Senatus decided: _____ to note the Reports.

5. **ELIR FOLLOW-UP REPORT TO THE QUALITY ASSURANCE AGENCY.**

The Director of Quality & Academic Standards introduced the draft Enhancement-Led Institutional Review Follow-Up Report to QAA, for approval.

The Director explained that an annual follow-up report was an integral part of the ELIR cycle and provided evidence of the University's reflections and actions taken in relation to the recommendations made in the ELIR Outcome Report.

Senate welcomed the progress made and noted the on-going improvements to institutional oversight of collaborative partnerships as outlined in the Follow-Up Report. The Director advised that proposals for the governance and oversight of educational partnerships would be discussed by the relevant Senate committees, in due course.

Senate noted that a final draft of the Report would be approved by the Quality & Academic Standards Committee and University Court before submission to the QAA in March 2020.

The Senatus decided: _____ for its part, to approve the ELIR Follow-Up Report to QAA.

6. **ACADEMIC PROMOTIONS CRITERIA**

The Senatus received an updated draft of the Academic Staff Promotions Criteria.

Professor Tim Kelly introduced the updated Criteria and explained that it had been revised to take account of feedback received from Associate Deans, School Boards, UEG and Senate.

Senate noted that the numeric scale used in earlier drafts had been replaced with an alphabetical scale to avoid potential confusion with research output evaluations used in the Research Excellence Framework (REF).

Professor Kelly explained that considering feedback received, the criteria for promotion to professorial positions would require at least one A grade as part of a balanced portfolio. He confirmed that the naming of the Chair would reflect the area of excellence demonstrated in the submission in each case.

Members of Senate observed that the requirement for submissions to demonstrate six world-leading research outputs to obtain the highest grading might be set too high and that it did not appear to take account of the considerable variation across academic disciplines.

Professor Kelly outlined plans to track the outcomes of the 2019-20 promotion round against the proposed new criteria to provide calibration. He acknowledged that this sense-checking exercise might lead to changes in the criteria before their implementation in 2021.

Members also emphasised the need to ensure that measures of performance were not reliant on methodologies that could reinforce gender bias and welcomed the fact that an equality impact assessment was currently being undertaken. Members also advised that part-time staff should not be disadvantaged using criteria that might assume full-time working patterns.

Members spoke of the need for promotion panels to balance the relative importance of research, teaching and scholarship activities in decision-making processes. Members also warned against making assumptions about the equivalence of types of academic activity, especially in terms of workload.

A question was raised on the applicability of the criteria to research-only staff. Professor Kelly agreed to consult with the Working Group and report back on this issue.

[Clerk's Note: Subsequent to the meeting it was confirmed that the Working Group had already set out how the Criteria applied to research-only staff and that FAQs would be updated accordingly]

The working group had previously considered research only (RO) staff and agreed that they also need to demonstrate excellence in 3 areas of academic activity. In addition to demonstrating excellence in research, RO staff will need to demonstrate varying levels of excellence in Service & Leadership and Engagement, Impact & Enterprise. Where appropriate for funding source, some RO staff may be able to demonstrate a level of excellence in Education instead of Service & Leadership or Engagement, Impact & Enterprise. FAQs will be updated to make this clear.

Members suggested that examples of excellence from across the range of academic activities might be integrated into the presentation of the criteria to provide clarity to applicants and promotion panels. Professor Kelly advised that a Frequently Asked Question section had been added to the document to help expand on definitions used.

Senate noted that the draft Criteria document would be revised to incorporate further feedback received and then discussed with the campus unions before final approval by the University Executive Group and implementation in 2021.

The Senatus decided: in principle and for its part, to approve the Academic Staff Promotions Criteria.

7. **STUDENTS' ASSESSORS ON SENATE**

The Senatus received details on the selection of Students' Assessors to serve on Senate in accordance with Ordinance 64.

The Director of Academic & Corporate Governance explained that several expressions of interest had been received in response to a call circulated to academic staff in Semester 1.

He asked Senate to approve the proposed selection process and to allow the Selection Committee to make a recommendation to Court on the appointment of suitable candidates. He confirmed that the Students' Association would be fully involved in the selection process.

In response to a question the Director confirmed that although Deans of School could not be considered for appointment, Associate Deans would be eligible if there was no conflict with their existing responsibilities within their own School.

The Senatus decided: to approve the proposed selection process for the appointment of Students' Assessors on Senate, in accordance with Ordinance 64.

9. **PROFESSOR EMERITUS**

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

Professor Stephen Keyse (effective 31 May 2020)

10. **ACADEMIC SESSION TIMETABLE TO ACADEMIC YEAR 2025 (Appendix A)**

The Senatus received the Academic Session Timetable for academic years 2020-21 to 2024-25.

The Senatus decided: for its part, to approve the Academic Session Timetable to 2025.

11. GRADUATION TIMETABLE

The Senatus received the June 2020 Graduation Timetable, for information.

Ceremony Date	School Code	School	Total Eligible	Estimated Attending
10am, Wednesday 24 June	SESW	School of Education and Social Work	232	152
	SHUM	School of Humanities	226	174
	Total		458	326
2.30 pm, Wednesday 24 June	SDEN	School of Dentistry	95	79
	SDAD	School of Art and Design	306	265
	Total		401	344
10am, Thursday 25 June	SSOC	School of Social Sciences <i>(Architecture and Urban Planning; Geography; Law)</i>	430	348
	Total		430	348
2.30 pm, Thursday 25 June	SBUS	School of Business	313	203
	SSOC	School of Social Sciences <i>(Centre for Energy and Petroleum and Mineral Law and Policy; Politics; Psychology)</i>	180	137
	Total		493	340
10am, Friday 26 June	SSEN	School of Science and Engineering	357	269
	PSTU	Student Services (Skills Hub)	16	3
	SLSC	School of Life Sciences	146	121
	Total		519	393
2.30 pm, Friday 26 June	SMED	School of Medicine	423	273
	SNHS	School of Nursing and Health Sciences	67	12
	Total		490	285

The Senatus decided: to note the Graduation Timetable for June 2020.

12. UNIVERSITY COMMITTEE ON ACADEMIC MISCONDUCT

The Senatus received a Report from the University Committee on Academic Misconduct meeting held on 23 September 2019, for information.

The Senatus decided: to note the Report.

13. STUDENT GOVERNANCE OVERSIGHT GROUP

The Senatus received a Report from the Student Governance Oversight Group meeting held on 3 December 2019, for approval.

The Senatus also received the Complaints Handling Procedure Annual Report, for approval.

The Senatus decided: to approve the Report; and

for its part, to approve the Complaints Handling Procedure Annual Report.

14. QUALITY & ACADEMIC STANDARDS COMMITTEE

The Senatus received a Report from the Quality & Academic Standards Committee meeting held on 9 December 2019.

The Senatus decided: to approve the Report.

15. RESEARCH & KNOWLEDGE EXCHANGE COMMITTEE

The Senatus received a Report from the Research & Knowledge Exchange Committee meeting held on 14 January 2020.

The Senatus decided: to approve the Report.

16. INTERNATIONAL COMMITTEE

The Senatus received a Report from the International Committee meeting held on 22 January 2020.

The Senatus decided: to approve the Report.

17. LEARNING & TEACHING COMMITTEE

The Senatus received a Report from the Learning & Teaching Committee meeting held on 23 January 2020.

The Senatus decided: to approve the Report.

18. SUMMARY REPORTS OF SCHOOL BOARDS

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

The Senatus decided: to approve the Reports.