

UNIVERSITY OF DUNDEE

UNIVERSITY COURT

A meeting of the University Court was held on 5 September 2019.

Present: Ronnie Bowie (in the Chair);
Janice Aitken;
Principal, Professor Andrew Atherton;
Alan Bainbridge;
Richard Bint;
William Boyd;
Shirley Campbell;
Catherine Cavanagh;
Lady Lynda Clark;
Josh Connor (DUSA President);
Rumana Kapadia;
Rebecca Leiper;
Bernadette Malone;
Jane Marshall;
Dr David Martin;
Karen Reid;
Professor Mairi Scott;
Jay Surti;
Sharon Sweeney; 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 and Chief Operating Officer);
Dr Christine Milburn (Policy Officer (Corporate Governance));
Pam Milne (Director of Human Resources & Organisational Development);
Carol Prokopyszyn (Director of Finance);
Professor John Rowan (Vice-Principal (Research, Knowledge Exchange & Wider Impact)); and
Thomas Veit (Director of External Relations).

Apologies: Lord Provost Ian Borthwick;
Professor Lynn Kilbride;
Allan Murray;
Professor Nic Beech (Vice-Principal (Provost)); and
Wesley Rennison (Director of Strategic Planning).

The Chair of Court welcomed Josh Connor and Dr David Martin to their first meeting as members of the Court, and Professor Blair Grubb (Vice-Principal (Education)) who was attending his first meeting since his appointment from 1 August 2019.

1. MINUTES

(1) Minutes of the Meeting of the Court on 24 June 2019

The Court decided: to approve the minutes of the Court meeting on 24 June 2019.

2. MATTERS ARISING

(1) Action Log

The Court considered the action log and noted the updates provided. Members noted that an update on internationalisation priorities would be provided as part of the Court Retreat programme.

The Court decided: to note the updates.

(2) Use of Emergency Powers (Minute 82)

The Court decided: to note that there were no instances of use of emergency powers over the summer period.

3. FINANCIAL STRATEGY

The Director of Finance introduced a paper setting out the University's strategic direction in financial terms, and members noted that this would be a key document in terms of providing potential funders with assurance that the University had a clear financial direction. The Court noted that the proposed strategy had been endorsed by the Finance & Policy Committee at its meeting on 13 August 2019.

The Director outlined the high-level parameters set out in the paper and in doing so drew members' attention to the financial objectives, targets to achieve financial sustainability, and metrics for reporting on these aspects within the performance dashboard. Through discussion the Court noted that the strategy was not seeking approval for borrowing but was merely setting out the parameters within which future proposals could be developed and brought forward for consideration. In this respect members also noted that it was important to ensure that the limits took account of mid-to-long-term requirements. The Director confirmed that the objectives and targets were consistent with the budget previously approved by the Court and would form the basis for guidelines for future budgets.

Turning to the metrics set out, the Court supported the view of the Finance & Policy Committee that increasing the net operating cash flow was a key objective. Members were also pleased to note that the budget forecast would be extended from a five-year to an eight-year horizon. Members highlighted the importance of business plans relating to future borrowing proposals and individual estates projects taking account of interest rates, external pressures and market fluctuations. Members also highlighted the importance of balancing capital ambition and cost within the context of ensuring that the University invested appropriately in the estate to ensure that it remained competitive. In this respect members noted that the Estates Strategy would be key to informing these discussions, and that it was scheduled for discussion at the Court meeting in November 2019.

The Principal and the Chair of Court went on to set out the timeline for the development and refinement of the financial sustainability plans, including those relating to borrowing, and members noted that it would be an iterative process throughout the 2019/20 academic year. In this respect members were content to approve the strategy set out.

- The Court decided:**
- (i) to approve the proposed objectives, targets and metrics, as set out, noting that increasing net operating cash flow was a primary target, and that future proposals for borrowing would be brought forward in due course; and
 - (ii) to note that the strategy as approved set out parameters for further work by the University Executive Group (UEG) over the next 12 months.

4. BREXIT OPERATIONAL RISK

The University Secretary introduced a briefing which outlined key information regarding areas of risk relating to Brexit, and the University's approach to the management and mitigation of this risk. Members noted that the University's Brexit Oversight Group was meeting on a regular basis, and the University Secretary highlighted the importance placed on communications and support for staff and students.

The Court explored a number of the risks highlighted in the report, with discussions focussing on areas of the University with high numbers of EU staff members as well as on supply chains. One member highlighted potential risks relating to data held by Cloud-based vendors and the University Secretary undertook to look into this area.

Members noted that the UK Government had confirmed the extension of EU leave to remain irrespective of the outcome of Brexit, and the Vice-Principal (International) reminded members of the on-going consultation on aspects of immigration of relevance to University staff and students. In response to questions as to support provided to EU students, the University Secretary confirmed that a member of the Dundee University Students' Association (DUSA) Executive was a member of the Brexit Oversight Group, and that the University continued to place importance on both working with DUSA and direct communications with students - through both emails and activities within the Global Room led by Student Services.

The Court reiterated the importance that the University continue to be seen as a place where EU staff and students were welcome, and through discussion members were pleased to note that recruitment information, analysis of staff exit information, and league tables supported the view that the University remained attractive in this respect.

The Court decided: to note the update.

5. CHAIR'S REPORT TO COURT

The Court received a report from the Chair of Court outlining activities undertaken on behalf of the Court and the University since the last meeting of the Court. The Chair focussed his report on the continued engagement of the Minister for Further Education, Higher Education

and Science, Richard Lochhead, with the Committee of Scottish Chairs (CSC), and members were pleased to note the positive relationship which had been established.

Discussions subsequently focussed on developments in relation to the Universities Superannuation Scheme (USS) valuations, and published letters between the USS Trustees and the Pension Regulator. Members noted the likely timing for the publication of the Joint Expert Panel (JEP) report and that the Pension Sub-Group continued to monitor the situation.

Finally, the Chair highlighted his discussions with other Chairs of Scottish university courts, and members agreed with him that it was important for the sector to continue to share best practice in governance.

The Court decided: to note the report.

6. PRINCIPAL'S REPORT TO COURT

The Court received the regular report from the Principal (**appendix 1**). In presenting the report the Principal highlighted changes to the senior team through the recent appointment of the new Vice-Principal (Education), Professor Blair Grubb, and the appointments of the Deans of the Schools of Science & Engineering; Art & Design; Medicine; and Business. The Court was pleased to note the appointments made.

The Principal also highlighted the University's performance in the National Student Survey, where it had been ranked 4th amongst Universities in the UK and 2nd in Scotland, with an overall satisfaction rate of 90% - an improvement of 2% on the previous year. The Court noted the process by which the data would now be further internally analysed and subject-based action plans developed, as well as an institutional focus on assessment and feedback. The Vice-Principal (Education) also outlined areas where there remained scope for further improvements and members noted that, due to the compressed nature of the NSS data, small improvements could have significant impacts on the NSS outcome. The Principal also highlighted the achievement of the Dundee University Students' Association (DUSA) in being rated number 1 Student Union in Scotland, and members noted that the strong partnership between the University and DUSA was highly valued by both.

The Principal also drew members' attention to the update on student recruitment for entry in 2019/20. Members noted that the interim results were broadly encouraging. Discussions focussed on the recruitment strategy for RUK students through clearing, and members noted the focus on enhancing the quality of the intake rather than on numbers. In this respect the Principal advised that the anticipated negative impact on recruitment and income levels would be balanced by benefits in relation to future market position, the student experience, improved retention and progression, and in turn improved reputation and desirability as a selective recruiter. The Court was interested to note the University, and Scottish HE Sector, approach to contextualised admissions, and in particular the proactive approach of the University of Dundee recruitment team. In response to questions regarding recruitment to PG Secondary Education programmes, members noted that the number of places available were set by the government in relation to labour market targets and did not necessarily reflect demand for places.

The Court offered its congratulations to the University's Marketing Team for its recent award of 'Marketing Team of the Year' at the Heist Awards 2019 and went on to discuss other recent significant awards to University staff. The Court highlighted the importance of acknowledging these areas of outstanding performance.

The Court decided: to note the report.

7. 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 Audit & Risk Committee highlighted the Committee's review of an internal audit on project management. Members noted that management had asked the Internal Audit Team to evaluate two projects where there had been problems and it knew that improvements could be made, and that there were examples of good practice in other projects. Nevertheless, the Court noted that the Committee had sought assurance of improvements to the University-wide project management processes and would monitor progress against enhanced management responses through a further report at the Committee's next meeting. The Convener undertook to update the Court at its next meeting.

The Convener of the Finance & Policy Committee highlighted the Committee's review of the draft Financial Strategy presented to the Court in minute 3 (above). He also highlighted the Committee's continued monitoring of the implementation of the OneUniversity System, and in doing-so drew members' attention to both the successful go-live for the Finance Module, and progress and challenges in relation to the other modules. With regard to the Human Resources/ Payroll module, the Court noted that the Committee had encouraged the University Executive Group (UEG) to take a flexible/selective approach to implementation where appropriate. The Convener also highlighted the high-quality 10-year Business Plan presented to the Committee in relation to the Joint Education Programme with North Eastern University (NEU) China, as well as the anticipated income generated from the partnership. Finally, the Convener reminded the Court that, in accordance with the Schedule of Delegation and Decision-Making Powers, the Committee had been required to consider and approve all grant applications exceeding £3m over the last 12 months. The Convener highlighted to the Court the high-level of Full Economic Cost (fEC) recovery of most of these applications, as well as the potential for future commercial income generation and reputational benefit arising from these projects, and the Vice-Principal (Research) provided an overview of recent project submissions.

The Convener of the Governance & Nominations Committee focussed on the Committee's review of proposed changes to the Statutes, Ordinances and Regulations relating to the Graduates' Association. Members noted that the changes were required to enable the University to take forward a modernised approach which would better meet the changing needs of the graduate community, and that while new initiatives from the Development and Alumni Relations Office, such as Alumni Chapters, had been positively received, there remained very poor engagement with annual meetings of the Graduates' Association, elections to the Graduates' Association Business Committee, and meetings of the Graduates' Association Business Committee. The Court was supportive of the proposed changes and the introduction of a more modern and engaging structure. Members also noted that the

Governance & Nominations Committee would discuss further at its next meeting aspects of the changes which related to the mechanisms by which members of the Graduates' Association were able to make representations to the Court on matters affecting the well-being and prosperity of the University, and the Court was content to approve the proposed changes subject to a satisfactory resolution of this aspect.

Finally, members received a short update from the Convener of the Quinquennial Review of the Effectiveness of the Court Working Group. The Court noted progress to date and the timeline for the finalisation of the report from the review.

The Court decided: to thank the conveners for their reports (approvals are noted in section 10 below).

8. DUSA MANIFESTO

The President of the Dundee University Students' Association (DUSA) presented the 2019/20 DUSA Executive Manifesto to the Court, which set out DUSA's priorities for the coming year. In introducing the report, the President focussed on five key themes for the year: representation, sustainability, welfare, community, and student development. The President outlined the continuity between the 2018/19 and 2019/20 manifestos, and the ways in which the transition period for the DUSA Executive had been managed to ensure continued progress in key areas and projects.

The President also outlined ways in which the University and DUSA worked in partnership, including the Student Experience Oversight Group and the DUSA Pastoral Care Committee, and highlighted the ways in which the recommendations for improving the approach to joint working, as identified in the exercise reported to the Court in 2018/19, had been incorporated into the manifesto. The Court was pleased to note the ongoing commitment from the University and DUSA to student representation and noted initiatives being taken forward during 2019/20. The President also provided a high-level overview of the DUSA Business Plan, including specific challenges presented by the changing needs of the student community. Members noted that the plan had been shared with the Finance & Policy Committee at its meeting in August, and that the Committee maintained an active interest in this area.

The Court was interested to note the commitment to environmental sustainability and noted that this was an area of importance to the student community. Through discussion members noted that the University's approach to this agenda would be brought to the Court as part of the Estates Strategy and that the Principal would update the Court on developments on an institutional and regional basis as and when appropriate. Members were pleased to note plans that this would be taken forward with input from DUSA.

Discussion also focussed on student welfare, and in particular the Court maintained its interest in the approach taken through Student Services to the provision of mental health support by the University. In this respect the relationship between the University and DUSA was noted to be an area where the sharing of information would be further explored in the context of both data protection legislation and health & wellbeing.

In summarising discussions, the President highlighted international students, environmental sustainability, and minority demographics as areas of future focus for the DUSA Executive.

The Court decided: to thank the President for his report.

9. NARRATIVE FOR THE SENATE

The Court suggested that its discussions relating to Brexit, and in particular the Court's determination that the University continue to be welcoming to EU staff and students, proposed changes to governance relating to the Graduates' Association, and the DUSA Manifesto for 2019/10 be highlighted to the Senate. Members also suggested that the summary report include a narrative overview of strategic matters considered during the Court Retreat.

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

10. COMMITTEE REPORTS

(1) Audit & Risk Committee Minutes

(a) Minutes of the Committee's Meeting on 20 August 2019

The Court received the minutes of the Committee's meeting on 20 August 2019 (**appendix 2**). The Court's discussion of matters raised by the Committee for the attention of the Court are detailed in the Conveners' Report (Minute 7).

The Court decided:

- (i) to approve the Anti-Bribery Policy (**appendix 2 annex 1**) subject to minor amendment;
- (ii) otherwise, to approve the minutes.

(b) Reserved Business: Minutes 8 & 9 of the Meeting on 20 August 2019

The Court received minutes 8 & 9 of the Committee's meeting on 20 August 2019. The minutes were considered to be reserved business and the University claimed exemptions in sections 30(b), 30(c), 33(1)(b) and 38 of the Freedom of Information (Scotland) Act 2002. The minute will be included as an appendix to the minute of the Court meeting at which its release is approved.

The Court decided: to approve the minutes

(2) Finance & Policy Committee Minutes

(a) Minutes of the Committee's Meeting on 13 August 2019

The Court received the minutes of the Committee's meeting on 13 August 2019 (**appendix 3**). The Court's discussion of matters raised by the

Committee for the attention of the Court are detailed in the Conveners' Report (Minute 7).

- The Court decided:**
- (i) to formally approve the notional budget for the Remuneration Committee for 2019/20, noting that it was consistent with provisions within the budget approved by the Court on 24 June 2019;
 - (ii) otherwise, to approve the minutes.

(b) Reserved Business: Minute 7(1) of the Meeting on 13 August 2019

The Court received minute 7(1) of the meeting of the Finance & Policy Committee on 13 August 2019. The minute was considered to be reserved business and the University claimed exemptions in sections 30(b), 30(c), and 33(1)(b) of the Freedom of Information (Scotland) Act 2002. The minute will be included as an appendix to the minute of the Court meeting at which its release is approved.

The Court decided: to approve the minutes.

(3) Governance & Nominations Committee Minutes

The Court received the minutes of the Committee's meeting on 13 August 2019 (**appendix 4**). The Court's discussion of matters raised by the Committee for the attention of the Court are detailed in the Conveners' Report (Minute 7).

- The Court decided:**
- (i) to note the Committee's endorsement of the Annual Institutional Statement to the SFC on Internal Subject Review for 2018/19 (see also minute 11 below);
 - (ii) to approve changes to Statutes 9 (The Court) and 20 (The Graduates' Association) and Ordinance 39 (Degrees, Diplomas and Certificates) as set out in **Appendix 4, Annex 1**, subject to the further approval by the Senate, ratification by the Court at a further meeting and, in the case of changes proposed to Statutes, subject to the approval of, and any changes required by, the Privy Council; and
 - (iii) otherwise, to approve the minutes.

11. **ANNUAL REPORT TO THE SFC ON INSTITUTION-LED REVIEW 2018-19**

The Court received the University's annual statement to the SFC detailing the subject reviews that had been carried out over the past year. Members noted that the report was due to be submitted to the SFC by 30 September 2019.

Members noted that in approving the report the Court was asked to: confirm that it had considered the institution's arrangements for the management of academic standards and the quality of the learning experience for AY 2018-19, including the scope and impact of these; confirm that the institution had effective arrangements to maintain standards and to assure and enhance the quality of its provision; and therefore to provide assurance to the SFC that the academic standards and the quality of the learning provision at the University of Dundee continued to meet its requirements.

The Court was advised that the Governance & Nominations Committee had considered reports from the Director of Quality Assurance & Academic Standards throughout the 2018/19 academic year.

The Court decided: to approve the report and ask that the Chair of Court sign the declarations set out above on behalf of the Court, to accompany the submission to the SFC.

12. STAFF

(1) Professorial and Grade 10 Appointments

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

Name	Title	Date
Professor Morris Altman	Dean of the School of Business	1 January 2020
Dr Randolph Cooper	Interim Dean of the School of Business	1 August 2019 – 31 December 2019
Peter Fotheringham	Deputy Director of Finance	1 August 2019
Erica Hensens	Director of Quality & Academic Standards	1 February 2019
Professor Rory McCrimmon	Dean of the School of Medicine	1 August 2019
Dr Karen Sullivan	Interim Director of Research and Innovation Services	12 August 2019

The Court decided: to note the appointments.

(2) Grievances, Appeals and Hearings

The Court decided: there were no matters to report.

13. GOVERNOR DEVELOPMENT PROGRAMME

The Leadership Foundation for Higher Education (part of Advance HE) Governor Development Brochure was circulated to members.

The Court decided: to note that members interested in attending these training sessions should inform the Court secretariat.

Ronald Bowie
Chair of Court

APPENDIX 1

PRINCIPAL'S REPORT TO COURT (Minute 6)

COURT RETREAT: CONTEXT FOR STRATEGIC DISCUSSION

1. At the public stakeholder meeting of Court in January, I highlighted the following areas as key to delivering our future ambition:
 - Building on strength – high quality research, outstanding student education and experience in a vibrant campus setting;
 - Focusing on financial sustainability;
 - Building scale as well as excellence to generate resources; and
 - Enhancing reputation to unlock new opportunities.
2. These evolving priorities have been discussed at subsequent meetings of Court and will be explored further at the Court Retreat. The Director of Finance will lead a session on financial sustainability and seek further input from Court on development of workstreams to address the £15 million contribution gap identified in the budget through a 4-pronged approach: (1) managing costs, (2) increasing productivity, (3) growing income and (4) investing in strategic projects. The Vice-Principal (International) will provide an update on current international projects designed to deliver growth, academic excellence and financial sustainability. The Vice-Principal (Research, Knowledge Exchange & Wider Impact) will discuss work being undertaken to enhance quality and grow scale of research and the Vice-Principal (Education) will outline opportunities to build on our strengths in providing an outstanding student education and experience, in particular through better portfolio planning and development.
3. The Deans' Group has a critical role in facilitating the further development and delivery of these priorities within Schools and to this end, I am delighted to announce that we have made a number of senior staff appointments since the last meeting of Court. We have appointed Professor Anita Taylor as Dean of Duncan & Jordanstone College of Art & Design, Professor Rory McCrimmon as Dean of the School of Medicine and Professor Morris Altman as Dean of the School of Business. Dr Randolph Cooper has been appointed interim Dean for the School of Business as of 1 August. Further details of each appointment are included below in Annex 1.
4. These appointments, along with the appointment of Professor Jose Fiadeiro (Dean of the School of Science & Engineering) and Professor Blair Grubb (Vice-Principal (Education) who both took up position in August, represent a significant and important reinvigoration of our senior leadership team. Focus is now on working closely with the new appointments and existing School Executive Groups (SEGs) to foster strong working relationships. UEG will be meeting with all the SEGs over the course of the academic year to discuss future priorities for each School and to consider support they require to achieve their ambition.
5. I would like to formally thank Professor Jeanette Paul (interim Dean of Duncan & Jordanstone College of Art & Design) and Professor Bruce Burton (interim Dean of School of Business) for the hard work and dedication they have shown to their respective roles. I would also like to thank Dianne Taylor (Director of Research & Innovation Services) and Brian Ewing, (Director of Institute of Sport and Exercise) who both retired recently, for their valuable contribution to the University as long-serving and well-respected members of staff. Dr Karen Sullivan has been appointed interim Director of Research & Innovation Services (further details in Annex 1) and interim arrangements have been put in place for the Institute of Sport & Exercise.

SECTORAL ISSUES

Brexit Planning

6. A no-deal Brexit now appears reasonably likely, with the Prime Minister indicating that the UK will leave the EU 'whatever the circumstances' on 31 October. Our Brexit Oversight Group has accelerated its scenario and contingency planning and the University Secretary will provide an update on activity undertaken to date to prepare for a no-deal at the meeting of Court (see minute 4).

Our priorities are to support staff and students, strengthen and retain partnerships and links with the EU where possible, lobby for 'stabilising' policies and explore any new opportunities Brexit might present.

Pay and Pension Matters

7. Discussion continues between stakeholders in respect of the Universities Superannuation Scheme (USS) 2018 valuation and the 2019-20 pay round.
8. The University indicated its support for the wider sector position to back the USS trustee's proposed 'option 3' to increase contributions to 30.7% (21.1% for employers and 9.6% for employees) to apply from October 2019, with a 2020 (rather than 2021) valuation. The Joint Negotiating Committee subsequently met on 23 August and agreed this position, deciding that no benefit changes should be made in response to the new contribution rate. A consultation on the schedule of contributions and recovery plan, which will shortly be issued to employers, will be the final step to concluding the 2018 valuation.
9. In respect of pay, as advised at the last meeting of Court, the Universities & Colleges Employers Association (UCEA) has made a final offer of a 1.8% pay rise for the next academic year. Although this has subsequently been rejected by the University & College Union (UCU), UCEA has advised employers that it regards the 2019-20 pay round as concluded "in light of there being no indication that a settlement is achievable with UCU." Based on UCEA's advice, we have proceeded to implement the pay award with effect from 1 August, offering base pay uplifts of between 3.65% and 1.82%. A communication to all staff was circulated on 19 August 2019 advising of this.
10. The UCU has announced that it will conduct separate but concurrent ballots for industrial action in September in respect of the USS 2018 valuation and 2019-20 pay round. Both ballots will be disaggregated and will run from Monday 9 September to Wednesday 30 October.

INTERNAL MATTERSNational Student Survey Results

11. We ranked 4th among universities in the UK and 2nd in Scotland in the 2019 National Student Survey (NSS), with an overall student satisfaction rate of 90%, up from 88% last year and well above the sector average of 84%. The University has ranked in the UK's top 10 in the NSS for the past four years for overall student satisfaction and it is significant progress to move into the top 5.
12. The survey asks 27 questions across eight themes relating to students' experiences at university. Across these themes, Dundee is ranked in the top 10 in the UK for 11 of these questions. The University was ranked 1st in the UK for course satisfaction with six subject areas: children's nursing; dentistry; education; environmental sciences; molecular biology, biophysics and biochemistry; and physical geographical sciences. DUSA was also ranked number 1 Student Union in Scotland, a fantastic and well-deserved achievement.
13. The survey was completed by 77% of our final year first degree students. Work is already on-going to ensure a similarly high response rate is achieved next year and Schools, Directorates and DUSA are generating NSS action plans to address issues raised in feedback from this year's survey as part of our continuous improvement process. Key areas of focus include improving student retention rates and reviewing assessment and feedback processes across the institution.

Student Recruitment Update

14. Our student recruitment and admissions activity has accelerated over the last few months to achieve recruitment targets set within our budget. The focus throughout the admissions process has been quality of student intake over volume. This focus on quality will positively influence our reputation and league table progression. A full update will be provided to Court in October following confirmation of numbers.
15. In the meantime, interim results are broadly encouraging. For our 2019/20 undergraduate intake, we expect to meet target for our overseas controlled and uncontrolled programmes and undergraduate uncontrolled and controlled Scot/EU intake, including our Scottish Funding Council MD20 commitment for 2019/20, with the exception of our PGDE Secondary Education intake, which is likely to fall below target. Our rUK undergraduate intake continues to pose a challenge, as it does for many institutions across the sector and we are likely to fall below budget, expecting to recruit 230-240 uncontrolled rUK students, against a target of 329. However, this is still a positive result taking into account increased focus on quality and an agreed plan to increase average tariff on entry for this cohort by exercising more limited flexibility in Adjustment, Confirmation and Clearing.

16. The postgraduate taught Home/EU intake is expected to meet or come close to budgeted expectation, but there may be late fluctuations in the position for this cohort as is usual. The postgraduate taught overseas intake is expected to meet budget, although most of these applicants must successfully secure a visa before commencing study and, as is usual, the final intake position will remain uncertain until late September.
17. Significant increases are expected in matriculations to International College Dundee for September 2019 entry, at or above budgeted expectation (noting this will contribute to the 2020/21 budget when these students complete their pathway year). This is another positive result which reflects the significant conversion and recruitment activity undertaken by External Relations (Admissions & Student Recruitment).
18. To date postgraduate research (PGR) 2018/19 student intakes have been on-target overall, with significantly more (54%) Home/EU PGR students than expected, and fewer (-12%) overseas PGR students.
19. The fee-paying partnership articulation numbers are expected to increase overall by both headcount and total income. In particular, our expected incoming 2+2 undergraduate partnership numbers from China have increased significantly from 10 unconditional firm (UF) acceptances to 34 compared to the same time last year, notably from the Schools of Business and Science & Engineering (as of 20 August admissions progress report). The final matriculated numbers will be confirmed in October 2019 and therefore may change.

Staff and Student Engagement

20. I made a commitment at the beginning of the year to work to enhance communication across the University. To this end, I will be holding a series of open meetings with staff on the 3 and 4 of September where I will review progress made by the University over the last nine months and set out our vision for the coming year.

Awards and Accolades

21. A list of awards and accolades won by staff and students since the last report to Court is included in **annexes 3 and 4**.
22. I would particularly like to mention the University of Dundee's marketing team in External Relations led by Rebecca Trengrove, which has been named Marketing Team of the Year at the prestigious Heist Awards 2019. The Heist Awards are the main awards ceremony for marketing in the UK higher education sector so this is a fantastic achievement. Dundee's submission was partly based on the results of a global marketing campaign to raise awareness of the University and city as a destination, which has produced remarkable results. International undergraduate matriculations have increased by 62% from 2015/16, while postgraduate matriculations are up 95% from 2015/16. Further work which contributed to the award included a refresh of the University brand and innovative ways of working across the entire University to boost global reputation.

Professor Andrew Atherton
Principal & Vice-Chancellor
27 August 2019

Annex 1: Senior Staff Appointments

The below outlines senior staff appointments made since the last meeting of Court on 24 June. Details of these appointments have also been circulated to Court members by email.

Dean of School of Art & Design. Professor Anita Taylor has been appointed Dean of Duncan and Jordanstone College of Art & Design and will join us from 1 October 2019. Anita is currently Executive Dean of Bath School of Art and Design, and is an active practising artist, exhibition organiser and published author both in the UK and Internationally. Anita has wide ranging experience, and previously held senior roles as Director and CEO of the National Art School in Sydney Australia, Director of the Centre for Drawing at the University of the Arts London and Dean of Wimbledon College of Art.

Anita brings a wealth of wide-ranging experience to the role, and under her leadership, I am confident that the School of Art & Design can build on its reputation for excellence in research and teaching while continuing to be a major focal point for Dundee's burgeoning creative sector and ongoing cultural renaissance.

Professor Jeanette Paul will continue as Interim Dean of Duncan of Jordanstone until Anita takes up post on 1 October. I thank Jeanette for her dedication to this position and for the excellent job she has done during this time.

Dean and interim Dean of School of Business. Professor Morris Altman has been appointed the new Dean of the School of Business as of 1 January 2020. Morris will join us from the Newcastle Business School at the University of Newcastle Australia where he is Dean of School and Professor of Behavioural and Institutional Economics.

Morris was a visiting Professor at Cornell, Duke, Stirling and Stanford universities as well as an elected visiting Fellow at St. Edmunds College, Cambridge University, and an Erskine Visiting Fellow at the University of Canterbury, New Zealand. He was also a Halbert visiting Professor at the Hebrew University of Jerusalem. With his experience and energy, I am confident that Morris will lead the newly established School of Business to great success.

To cover the period until then, Dr Randolph Cooper has been appointed Interim Dean from 1 August 2019. Randolph's career bridges industry, business, and academe. He has worked in universities in Canada and the United States as well as in the UK. For the past six years, Randolph has worked as a professional interim specialising in Higher Education executive management services. Previous interim assignments have included posts at Canterbury Christ Church University, Kingston University London, the University of East London, and King's College London. Dr Cooper earned his PhD at the University of Cambridge.

Dean of School of Medicine. I am pleased to advise that Professor Rory McCrimmon, current interim Dean of the School of Medicine, has been appointed to the permanent position of Dean of School. Rory will take up the substantive appointment as of 1 August 2019.

Rory joined the University in 2009, having previously been at Yale University Medical School. He is Professor of Experimental Diabetes and Metabolism, and one of Scotland's leading researchers in diabetes. He is also an honorary consultant with NHS Tayside and will continue his clinical work.

Rory has already proven himself capable of providing the direction and leadership to enable the School to continue to grow its strengths in teaching and research, and its reputation as one of the leading medical schools in the United Kingdom.

Interim Director of Research & Innovation Services. Dr Karen Sullivan has been appointed interim Director of Research & Innovation Services. Karen is dual qualified as a life scientist and a lawyer, with particular expertise in Intellectual Property law and Environmental Law. After both management and technology transfer experience in industry in her early career, followed by several years as a university lecturer in biotechnology, the biotechnology industry and legal aspects of biotechnology, she has spent most of the last 20 years in various senior management or consultancy roles in domestic and international technology transfer. Having personally concluded or supervised well over 100 technology transactions across all technology sectors and most continents, she has a strong practical focus on overcoming the challenges to transferring technologies via mechanisms that give the best chance of onward development and deployment and the greatest impact in technology led economic development. This has led to an increasing academic interest in how to make the process of international technology transfer more effective, in order to maximise the impact that technological solutions can make on environmental and development challenges.

Annex 2: University Executive Group Meetings

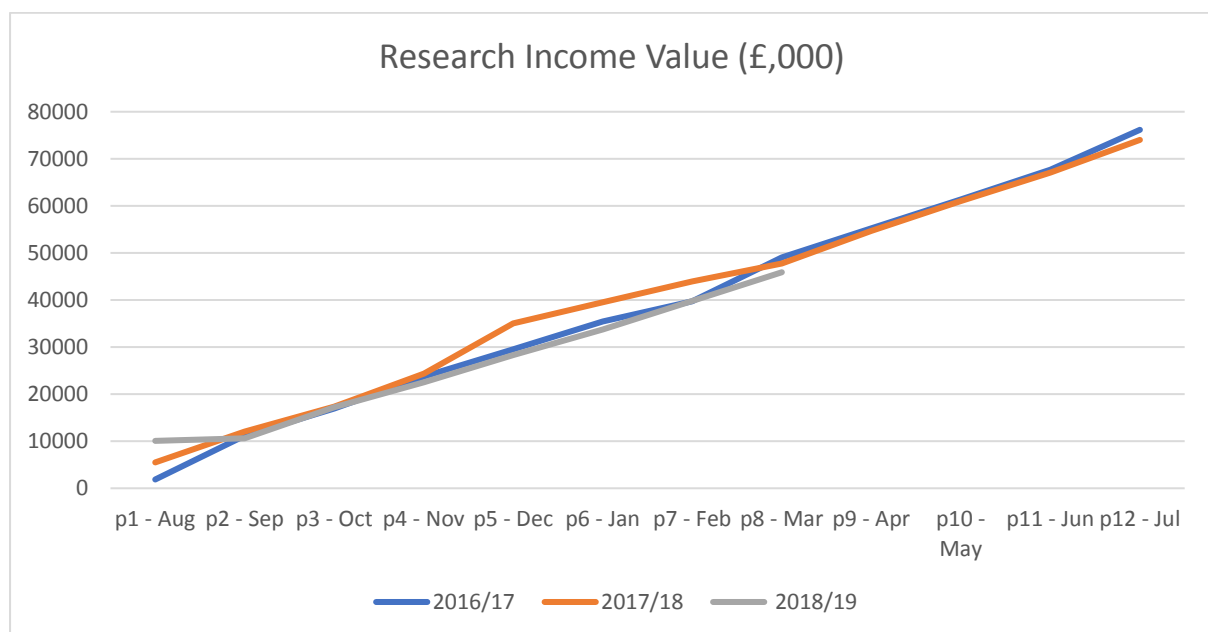
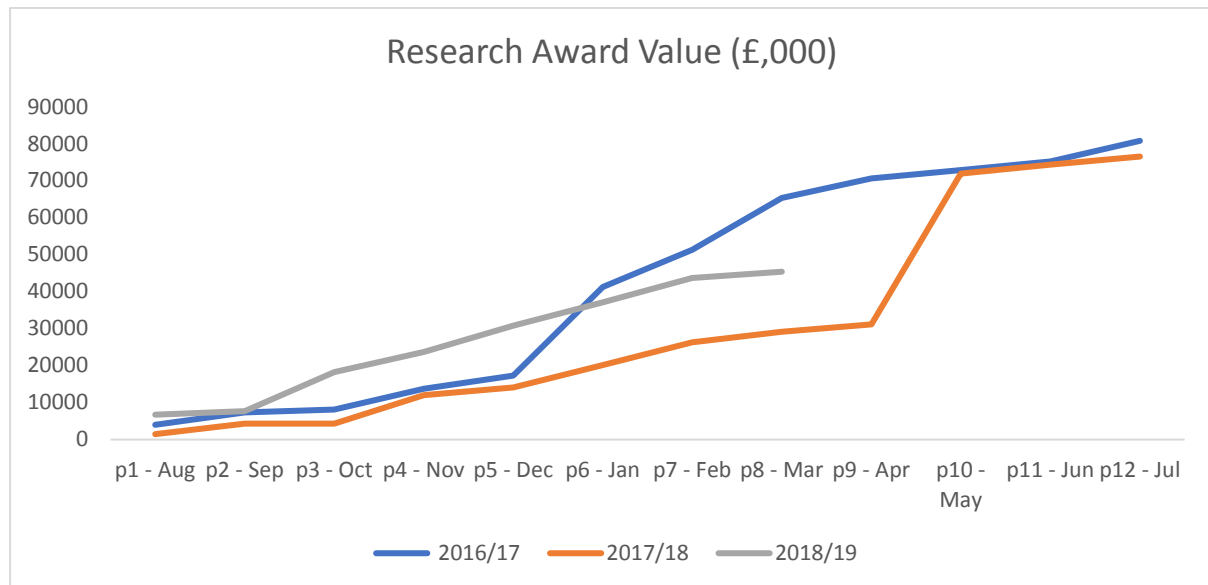
The University Executive Group has met formally on 17 July, 31 July, 14 August and 28 August since the last Principal's report to Court. The following items were considered:

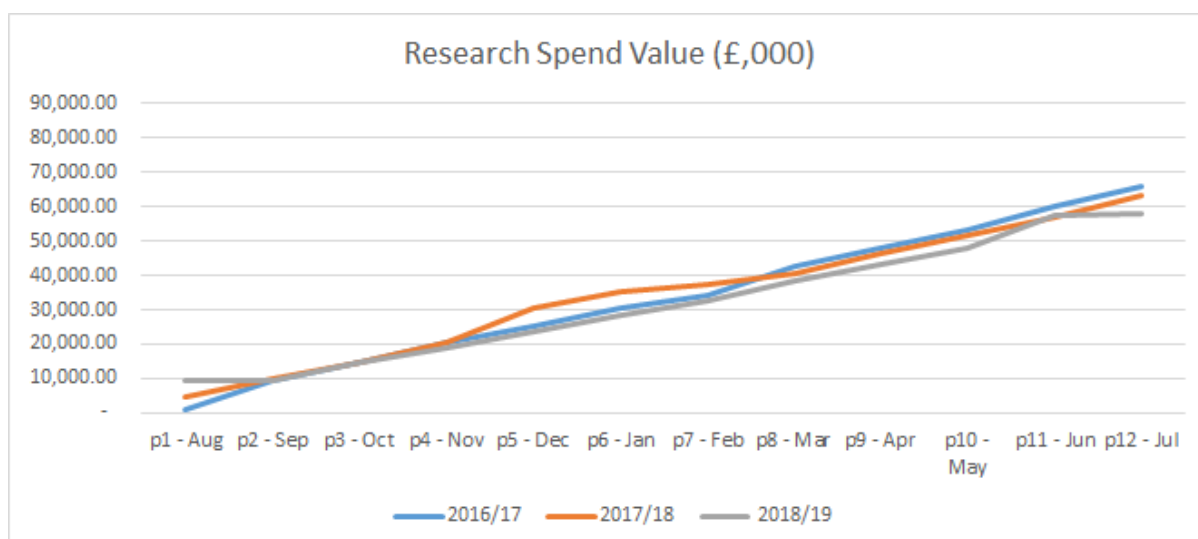
1. **CORPORATE ISSUES**
 - Brexit Planning
 - Business Transformation
 - Development of the Estates Strategy
 - Cyber Security
 - Brand Development, Messaging, Campaigns and Web
 - Conflicts of Interest, Anti-bribery & Corruption and Whistleblowing Policies
2. **FINANCIAL ISSUES**
 - Budget Update
 - Financial Strategy
3. **ACADEMIC MANAGEMENT ISSUES**
 - National Student Survey Outcome
 - T&R/ T&S: Operationalisation of Contract Changes
 - International Opportunities
 - Implementation of Workload Allocation Model Software
 - Student Recruitment Update
 - Fees and Scholarships Update
4. **HUMAN RESOURCES ISSUES**
 - Senior Staff Appointments
 - Performance Management and Reward Framework

Annex 3: Major Grants and Awards

1. OVERVIEW OF RESEARCH & RELATED AWARDS

Since the June report to Court, £13,469,294 of research and related awards have been processed by the University for 63 projects. To provide further context, changes over the last three years in respect of our research related awards, income and spend is outlined in the graphs below:





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) **Regius Professor M Ferguson (School of Life Sciences)**
MRC: Confidence in Concept - The Innovative Targets Portfolio: Basic Life Sciences Research to Novel Therapies, through a Portfolio of Small Molecule Translational Projects
£630,000 (including £185,520 overheads) from the Medical Research Council

The MRC CiC awards support early drug target validation in the Drug Discovery Unit. These are applied for annually and are highly competitive. The University has been successful in gaining these since their inception.

- (ii) **Dr D Gray (School of Life Sciences)**
USP8 Inhibitors for Parkinson's Disease (joint with University of Oxford)

The Drug Discovery Unit (DDU) has partnered with Bukwang Pharmaceutical Co Ltd to develop USP8 inhibitors to treat Parkinson's Disease. The funding will allow a drug-like compounds developed under MRC Confidence in Concept grant funding to be optimised to the pre-candidate stage of drug discovery, with the expectation that Bukwang will carry out the required toxicology and associated chemistry scale up to take the drug into clinical trials. The company has funded the DDU and our collaborator at the University of Oxford for 3 years and includes commercial milestones. Full financial details cannot be disclosed.

This partnership is the third major interaction between the DDU Innovative Targets Group and biotech/pharma in 2019 following a partnership with Takeda on tau inhibitors and a licence agreement with Corbin Therapeutics. The research that enables these innovative projects to be derisked to a level where there is commercial interest is underpinned by the MRC Confidence in Concept awards.

- (iii) **Dr E Jefferson (School of Medicine)**
MICA: Interdisciplinary Collaboration For Efficient And Effective Use of Clinical Image in Big Data Health Care Research: Pictures
£1,731,488 (including £512,878 overhead) from the Medical Research Council

The £3.8 million PICTURES programme grant aims to turn a database of millions of clinical images from the Scottish population into a confidential and powerful research tool to help tackle health conditions including lung cancer and dementia. The innovative programme is a collaboration between 3 universities, the NHS and industry which aims to enhance patient care through research in Artificial Intelligence.

- (iv) **Professor I Gilbert (School of Life Sciences)**
Structure-Guided Drug Discovery Coalition

The Structure-Guided Drug Discovery Coalition (SDDC), run by the Structural Genomics Consortium in Toronto, is a consortium of research groups focused on early stage drug discovery programmes in malaria and tuberculosis. This is done by focusing on highly validated drug targets where we can use 3-dimensional information about the structures of the targets to carry out the drug discovery.

- (v) **Dr S Coulthurst (School of Life Sciences)**
Targeting a New Kingdom The Nature and Importance of Type VI Secretion System Mediated Anti-Fungal Activity (joint with University of Newcastle, Heriot-Watt University, Hans Knoll Institute, University of Exeter)
£967,496 from the Wellcome Trust

Infectious diseases caused by bacteria and fungi represent a major threat to global health, particularly given ever-increasing levels of antimicrobial resistance. Such microbial organisms normally live in mixed communities whose members interact in many different ways. We have discovered that a bacterial weapon, the Type VI secretion system (T6SS), can be used by bacteria to disable or kill fungal cells by injecting them with toxic proteins. We believe that anti-fungal T6SSs are important in many microbial communities, including those associated with health and disease. This Wellcome Trust-funded collaborative project will combine expertise in bacterial and fungal biology with cutting-edge molecular techniques, to investigate the role of T6SS-dependent anti-fungal activity and to understand, at a molecular level, how the T6SS intoxicates fungal cells. It is hoped that understanding how bacteria can kill fungi might allow us to develop better ways to tackle antimicrobial resistant infections caused by bacteria and fungi.

- (vi) **Professor P Cameron (School of Social Sciences)**
Releasing the Transformational Potential of Extractives for Economic Development
£700,000 (including £52,307 overheads) from Department for International Development

The Extractives Hub is a project funded by UK Aid through the Department for International Development, amounting to £700,000 over two years which commenced in April 2019. The aim is to conduct applied research into good governance in ten middle- and low-income countries in Sub-Saharan Africa relying upon oil, gas and mining for their economic growth. It will be delivered by the Centre for Energy, Petroleum and Mineral Law and Policy (CEPMLP).

B. RESEARCH AWARDS >£100,000<£500,000

Name	School	Project Title	Total Value	Funder
Prof. R Petty	Medicine	Understanding Resistance to Targeted Therapies in Oesophageal Squamous Cell Carcinoma as a Foundation to Developing New Precision Medicine Approaches	£373,449 (including £176,974 overheads)	Chief Scientist Office

Prof. E. Pearson	Medicine	Integration of Knowledge and Biobank Resources in Comprehensive Translational Approach for Personalized Prevention and Treatment of Metabolic Disorders (INTEGROMED) (joint with Latvian Biomedical Research and Study Centre (Lead), Lund University and Weizmann Institute of Science Ltd)	£124,778 (including £75,101 overheads)	European Commission
Prof. L. A. Colvin	Medicine	Understanding Barriers to Increasing Physical Activity in Chronic Pain: An Exploratory Study to Develop the Sustainable Self Effective Exercise Development (SUSSED) Intervention (Health Improvement, Protection and Services Research Committee) (Joint with Queen's University Belfast, NHS Fife and Glasgow Caledonian University)	£133,939 (including £73,114)	Chief Scientist Office
Prof. J. J. Lambert	Medicine	Valium Without the Sedation: Anxiolytic GABA _A Receptor Modulators for the Treatment of Anxiety Disorders (Joint with Cardiff University) (Developmental Pathway Funding Scheme)	£136,814 (including £56,208 overheads)	Medical Research Council
Prof. I. H. Gilbert	Life Sciences	Structure-Guided Drug Discovery for Malaria and Tuberculosis (joint with Structural Genomics Consortium)	£288,984 (including £49,206)	Bill and Melinda Gates Foundation
Prof. R. J. C. Steele	Medicine	Intelligent Use of Quantitative Faecal Immunochemical Testing for Haemoglobin in Screening and Symptomatic Populations	£110,151	Bowel Cancer UK

C. RESEARCH AWARDS >£50,000<£100,000

Name	Discipline	Project Title	Total Value	Funder
Dr. M. D. Newlands	Science & Engineering	Transforming Construction Network Plus	£99,691 (including £59,419 overhead)	University College London
Dr. M. D. Newlands	Science & Engineering	AIMCH Productivity Mapping and Literature Review	£59,187 (including £28,228 overhead)	Construction Scotland Innovation Centre
Prof. D.R Alessi	Life Sciences	Characterization of pT73 Rab10 Protein from XProChem and Supply of pRab8A and pRab10 Protein to Abcam for Assay Development	£61,685 (including £5,608 overhead)	Michael J Fox Foundation for Parkinsons Research
Mr. A. Allan	Social Sciences	Can Restorative Justice Create Process of Restorative Climate Justice Applicable to Adaptation Needs of Those Affected by Deglaciation?	£84,743	Economic and Social Research Council
Dr. A. Brown	Science & Engineering	Understanding the Relationship Between Type 2 Diabetes, Genetics and Obesity to Improve Patient Outcomes (PhD Studentship)	£79,213	Tenovus Tayside

Mr. C. Henstridge	Medicine	Synaptic localisation and transfer of TDP-43 in Amyotrophic Lateral Sclerosis	£74,824	Euan MacDonald Centre for MND Research
Mr. C. Henstridge	Medicine	High Resolution Imaging of Cortical Synaptic Integrity in Motor Neurone Disease	£54,374	MND Scotland
Prof. G. Hornig	Science & Engineering	STFC Dundee 2019 DTP	£76,436	Science and Technology Facilities Council
Prof. S. H. Ibbotson	Medicine	The Development and Application of a Parallelised LED-Based Phototesting Device for Optimised Photodiagnosis (2018 Research Award)	£75,197	British Skin Foundation
Dr S. K. McKim	Life Sciences	Genetic Networks for Resilient Crops (Global Challenges Research Fund)	£68,467	Scottish Funding Council (SFC)
Prof. J. S. Rowan	University Executive Office	Upscaling Implementation of Disaster Resilient Floating Homes in Coastal Bangladesh	£88,569	Munich RE Foundation
Dr. A. Saurin	Medicine	Investigating the Mechanism of Action of Cdk4/6 Inhibitors: Why Are They Such Ground-Breaking Chemotherapeutics	£89,910	Tenovus Tayside

Annex 4: People and Prizes

Researchers from the Drug Discovery Unit at the University of Dundee have been awarded the “Project of the Year 2018” from Medicines for Malaria Venture (MMV) for their discovery work on potential new drugs for malaria. The annual award goes to the scientific partners involved in that year’s most exciting project from the MMV portfolio. MMV is the world’s leading product development partnership (PDP) for discovering and developing new effective and affordable medicines to treat malaria.

The University of Dundee’s **Brian Ewing** has won the prestigious A.D. Munrow Award for outstanding contribution to higher education sport. Brian retired on 12 July after 25 years as Director of the University’s Institute of Sport and Exercise (ISE). The accolade is awarded by British Universities and Colleges Sport (BUCS) in celebration of a remarkable long-serving individual who has been instrumental in supporting, growing and developing university sport and physical activity.

Professor Mark Hector, Dean of the School of Dentistry, has been awarded a prestigious Honorary Membership of the International Association of Paediatric Dentistry (IAPD) at its 27th congress in Cancun, Mexico. This is only the 19th time in the 50-year history of the IAPD that it has awarded an Honorary Membership, the highest honour that can be bestowed on a member. Professor Hector was instrumental in securing the future of the Association when he was first appointed to the Board in 1989 as its Secretary/Treasurer, a post he held for nine years. He subsequently became the IAPD Editor for the International Journal for Paediatric Dentistry and then President in 2009-11.

Professor Raphael Heffron has been awarded a prestigious European Commission Professorship to further his research into how ecological and economic justice can be delivered. Raphael has received the Jean Monnet Chair for 2019-2022 on the Just Transition to a Low-Carbon Economy, one of only four such awards across the whole of the UK and the only one in Scotland. These Chairs recognise excellence in both teaching and research and are open to leading academics across the world whose work is of particular relevance to the European Union. Professor Heffron’s research at the University’s Centre for Energy, Petroleum and Mineral Law and Policy (CEPMLP) combines a mix of energy law, policy and economics to explore how decarbonisation can be achieved without causing economic hardship to individuals.

Professor Graham Ogden has been awarded the 2019 IADR Distinguished Scientist Award in Oral Medicine & Pathology Research, one of the highest awards in dental research. Professor Ogden was presented with the accolade at the International Association for Dental Research (IADR) 97th General Session & Exhibition of the IADR, held in Vancouver. The Oral Medicine & Pathology Research Award is one of the highest honours bestowed by IADR. The Award recognises outstanding and sustained peer-reviewed research that has contributed to the understanding of the mechanisms governing the health and disease of the oral cavity and associated structures, principally encompassing skin, bone and the oral soft tissue. The award consists of a monetary prize and a plaque.

Professor Ronald Wolf has been awarded the R.T. Williams Distinguished Scientific Achievement Award from the International Society for the Study of Xenobiotics (ISSX) recognising his outstanding research impact for over forty years. The prize has been awarded in recognition of Professor Wolf’s record of substantial and seminal scientific contributions to the field of drug metabolism and toxicology over a sustained period.

APPENDIX 2

AUDIT & RISK COMMITTEE MINUTES (Minute 10(1)(a))

A meeting of the Committee was held on 20 August 2019.

Present: Karen Reid (Convener);
Karen Bassett;
Lady Lynda Clark.

<u>In Attendance:</u>	Richard Bint	Convener of Finance & Policy Committee;
	Wendy Alexander	Vice-Principal (International);
	Chris Brown	Scott-Moncrieff;
	Peter Fotheringham	Deputy Director of Finance;
	Chris Jeffrey	Scott-Moncrieff;
	Dr Neale Laker	Director of Academic & Corporate Governance;
	Dr Jim McGeorge	University Secretary;
	Nicola MacKenzie	Scott-Moncrieff;
	Carol Prokopyszyn	Director of Finance;
	Professor Inke N��thke	Associate Dean (Professional Culture) School of Life Sciences (item 6);
	Stephen Reid	Ernst & Young;
	Wesley Rennison	Director of Strategic Planning (item 4); and
	Dr Liz Rogers	Assistant Policy Officer (Risk & Audit).

Apologies: Keith Winter.

The Convener welcomed Lady Lynda Clark and Peter Fotheringham to their first meeting of the Committee. The Committee wished to record its thanks to previous members Dr William Boyd and Neil Menzies for their contributions to the Committee.

1. MINUTES

The Committee reviewed the minutes from the meeting on 21 May 2019. The Committee requested that the minutes be amended in order to better reflect the Committee's challenge of internal audit reports.

The Committee approved the minutes from the meeting on 21 May 2019. A member drew attention to the discussion that had taken place about the use by the internal auditors in their audit recommendations of terms like '..management should consider..' and the possibility that this could effectively lead to management dismissing audit recommendations out of hand. The internal auditors indicated that this was a common type of recommendation used in audit reports and that it was incumbent on management to ensure: (a) that they provided details of their consideration of such recommendations in their management responses; and (b) that the outcome of that consideration should be set out in the follow up reports subsequently scrutinised by the Committee.

Resolved: subject to amendments, to approve the minutes from the meeting of 21 May 2019.

2. MATTERS ARISING

(1) Action Log

The Committee considered a log of ongoing actions.

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

3. CONVENER'S REPORT

The Convener informed the Committee that she had spoken with the internal auditors since the last meeting and had attended the usual pre-meeting with officers. The Committee noted that discussions had focused on matters raised on the agenda and that the Convener would highlight issues at the relevant points in the meeting.

Resolved: to note the update.

4. UNIVERSITY STRATEGY 2022

The Director of Strategic Planning attended to demonstrate the performance measures dashboard to the Committee. Members viewed the varying reports the dashboard could generate, noting the delegation of certain measures to committees of Court and Senate.

The Committee was pleased to note that the University Executive Group would review the measures on a regular basis and would raise any areas of concern to the University Court. Members questioned how often the measures would be reviewed to ensure they all remained relevant, up to date and fit for purpose. The Director explained that some consistency was required to ensure performance could be tracked using trend data, but that nevertheless the Court could request to have measures removed if they became no longer relevant and informed the Committee that some measures were already likely to change due to changes in reporting requirements from HESA to the English Office for Students.

Members agreed that it would be beneficial to share access to the dashboard with the internal and external auditors and agreed that committees should incorporate the performance measures into the reviews of committee effectiveness each year.

Resolved:

- (i) to provide dashboard access to the internal and external auditors; and
- (ii) to note the update.

5. INTERNAL AUDIT

(1) Review of Financial Reporting

The internal auditors introduced their report on financial reporting. The review focused on how financial information was reported, from individual budget holders to the University Court, including consideration of the impact of the new ledger system. Members noted that it was a positive report, with two grade one (limited risk exposure) and one grade two (moderate risk exposure) recommendations. The Committee noted that the implementation of the new finance system would address them.

The Director of Finance noted her thanks to the Finance team for supporting the audit work during a critical period for the implementation of the new system.

Resolved: to note the report.

(2) Review of Cash Handling

The internal auditors introduced their report on Cash Handling. The auditors reported that there were no significant weaknesses, but that while there were controls in place there was often no documentation of processes and controls and that therefore there was a degree of reliance on key individuals. The Committee questioned the auditors on the timescales provided in the management responses, which the internal auditors confirmed were appropriate given the scale and nature of the work to be undertaken.

Resolved: to note the report.

(3) Review of Project Management

The internal auditors introduced their report on project management, which had focused on the IT-led Network Migration project and the Estates-led 2018 Matthew Building Refurbishment project. The Committee noted that the report contained six grade three (high risk exposure) recommendations.

The Committee asked management to further strengthen their responses to certain recommendations in the report, to ensure that the University had in place a universal approach to business cases, clarity on the effectiveness of the boards in place, clear information on managing and mitigating risks with capital investment and a clear process for the reporting structure in place. It was agreed that the Director of Finance, as audit sponsor, would review the management responses.

The Committee noted that the two projects considered in the review had been deliberately highlighted for internal audit by management due to known issues with these projects, and that the University had completed several other major capital projects successfully, such as the Discovery Centre building. Noting that the project for the refurbishment of the Matthew Building had begun in 2016, the Committee were pleased to note that the Director of Estates & Campus Services (who had not been in post when the project was planned) had now introduced new processes to address the issues raised, including in relation to approval and reporting processes through the University Executive Group and Finance & Policy Committee.

The Committee requested that the management action to produce a consistent and proportionate programme, project management approach and training be implemented promptly. Members also asked that a consistent and universal approach to business cases to support this also be developed and implemented quickly. At the request of the Committee it was agreed that some internal audit days could be used to provide a follow-up report in due course to ensure that the management responses were being implemented effectively. It was agreed that the University Secretary would provide an update on management actions from the report at the next meeting of the Committee.

- Resolved:**
- (i) to revise the management responses in the report;
 - (ii) to provide an update on the management actions at the next meeting;
 - (iii) to ask the internal auditors, on the basis of the update on the management actions, to undertake a follow-up report; and
 - (iv) to note the report.

(4) Internal Audit Progress Report

The internal auditor introduced the internal audit progress report summarising the audit activity during the year to date. Members noted that, aside from the annual follow-up report, all 2018/19 work had been completed.

- Resolved:** to note the update.

6. CULTURE IN THE SCHOOL OF LIFE SCIENCES

The Associate Dean (Professional Culture) of the School of Life Sciences attended to provide the Committee with an update on actions taken to enhance the culture of the School. The Associate Dean informed the Committee that she had carefully investigated previous reports of Safety Advisors in the School feeling 'intimidated' in raising issues around the wearing of basic personal protective equipment (such as laboratory coats) and could now report that Safety Advisors met frequently with the Dean to report any compliance issues at the highest level. The Associate Dean confirmed that the School was committed to further improving its culture, with such measures as: incorporating links to professional culture into OSaR; School Harassment Advisors to support colleagues if needed; and the establishment of a Research Integrity Group to address any alerts to potential research misconduct.

The Committee noted the mechanisms in place to address culture and agreed that, once approved, the Whistleblowing Policy would need to be clearly communicated to Schools as this was another mechanism for ensuring issues could be raised by staff (see also minute 14).

- Resolved:** to note the update.

7. BUSINESS TRANSFORMATION

[Secretary's note: Members should note that this item should be considered strictly confidential. The University claims the exemptions in Sections 30 and 33 of the Freedom of Information (Scotland) Act 2002. The minute will be included as an appendix to the minute of the Court meeting at which its release is approved].

8. RESERVED BUSINESS: LEGAL RISK

[Secretary's note: The University asserts that this information is exempt from public disclosure and claims exemptions in S.30(b), 30(c), S.33(1)(b) and 38 of the Freedom of information (Scotland) Act 2002. The minute will be included as an appendix to the minute of the Court meeting at which its release is approved].

9. NARRATIVE FOR COURT

It was agreed that the Convener's report to the Court would include the following: the Committee's request for immediate work on the issues identified in the Project Management review (item 5(3)); the demonstration of the Dashboard and the progress with this (item 4); and the Committee's request for the process for the review of performance measures (item 4).

10. PRIVATE MEETING WITH INTERNAL AND EXTERNAL AUDITORS

Officers withdrew from the meeting at this point so that the Committee could speak in private with the internal and external auditors. No issues were raised that had not been discussed during the meeting.

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

11. PRIVATE MEETING WITH OFFICERS

The Auditors withdrew from the meeting at this point so that the Committee could speak in private with officers. No issues were raised.

The Committee noted that the contracts for the internal auditors would be due to end on 31 July 2020 and that the external auditors would be contracted to provide audit services for the financial years 2018/19 and 2019/20. It was agreed to commence a selection process for appointing internal auditors.

12. ANTI-BRIBERY POLICY

The Committee considered the revised Anti-Bribery Policy (**annex 1**). Members noted that the University had a separate Gifts & Hospitality Policy which specifically addressed gifts and the lower limit for reporting these (£30).

The Committee noted that staff were informed of the University's policies at staff induction, through line management and through internal email communications.

It was agreed that a minor amendment would be made to the policy to provide further clarity that this policy also applied in full to lay Court and Audit & Risk members.

Resolved: subject to a minor amendment, to endorse the Anti-Bribery Policy to the Court for approval.

13. WHISTLEBLOWING POLICY

The Committee considered the revised Whistleblowing Policy. The Committee requested a number of amendments to the Policy, suggesting that it be referred to other processes (such as the Complaints Procedure)

and asking that guidance be provided to ensure individuals understood what the policy was for and what routes were available to them. The Committee also requested an annual report on the number of Whistleblowing cases, even if it was a nil return. Members asked that communications be developed to highlight the importance of the Whistleblowing Policy once it had been revised and approved.

- Resolved:**
- (i) to revise the Whistleblowing Policy;
 - (ii) to develop communications to highlight the importance of the Policy once it had been approved; and
 - (iii) to provide an annual report on Whistleblowing.

14. **DATE OF NEXT MEETING**

Resolved: Tuesday 29 October 2019.

Karen Reid

Convener

APPENDIX 2 ANNEX 1**ANTI-BRIBERY POLICY
(Minute 12)****ANTI-BRIBERY POLICY**[Table of Contents](#)

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1. Overview

1.1 It is the policy of the University of Dundee to conduct business in an honest and ethical manner consistent with the [University's Values](#) and the Nine Principles of Public Life in Scotland.

1.2 As part of this policy, the University takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships, wherever it operates, and implementing and enforcing adequate procedures to prevent and counter bribery.

2. Purpose

2.1 The University will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which it conducts business, including, in the UK, the Bribery Act 2010 (the **Act**), which applies to conduct both in the UK and abroad.

3. Who does this policy apply to?

3.1 This policy applies to all individuals working for, or on behalf of, the University at all levels and grades, whether permanent, fixed-term or temporary, and wherever located, including students, lay members of the Court, lay members of the Audit & Risk Committee, consultants, contractors, seconded staff, casual staff, agency staff, volunteers, agents, sponsors and any other person who performs services for or on behalf of the University (collectively referred to as **Staff** in this policy).

3.2 In this policy, **Third Party** means any individual or organisation that Staff come into contact with during the course of their work and the running of the University's business, and includes actual and potential students, intermediaries, referrers of students, staff, work, grants, suppliers, distributors, contractors, business contacts, agents, advisers, government, funding councils, regulators and public bodies (including their advisers, representatives and officials), politicians and political parties.

4. What is bribery?

4.1 A bribe is an inducement or reward offered, promised or provided in order to improperly gain any commercial, contractual, regulatory or personal advantage, which may constitute an offence under the Act, namely:

- giving or offering a bribe;
- receiving or requesting a bribe; or
- bribing a foreign public official.

4.2 The University may also be liable under the Act if it fails to prevent bribery by an associated person (including, but not limited to Staff) for the University's benefit.

5. Gifts and hospitality

5.1 This policy does not prohibit normal and appropriate gifts and hospitality (given and received) to or from Third Parties unless otherwise specifically stated.

5.2 However, we have specific internal policies and procedures which provide guidance to Staff as to what are to be regarded as normal and appropriate gifts and hospitality in terms of financial limits, subject to the principles set out below, namely that any gift or hospitality:

- must not be made with the intention of improperly influencing a Third Party or member of Staff to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- must comply with local law in all relevant countries;
- must be given in the name of the organisation, not in an individual's name;
- must not include cash or a cash equivalent;

- must be appropriate in the circumstances;
- must be of an appropriate type and value and given at an appropriate time taking into account the reason for the gift;
- must be given openly, not secretly;
- in the case of gifts, they must not be offered to, or accepted from, government officials or representatives, politicians or political parties, without the prior approval of either (i) the University Secretary; (ii) Director of Finance; (iii) Director of Academic and Corporate Governance; and/or (iv) the Director of Legal; and
- must be declared, in line with the terms of the internal policies and procedures referred to above, if it is not of an appropriate type and value and/or is given at an inappropriate time.

5.3 The University appreciates that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another.

5.4 The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable both in the UK and any other relevant country. The intention behind the gift should always be considered.

6. What is not acceptable?

6.1 It is not acceptable for any member of Staff (or someone on their behalf) to:

- give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that they or the University will improperly be given a business advantage, or as a reward for a business advantage already improperly given;
- give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to facilitate or expedite a routine procedure;
- accept payment from a Third Party where it is known or suspected that it is offered or given with the expectation that the Third Party will improperly obtain a business advantage;
- accept a gift or hospitality from a Third Party where it is known or suspected that it is offered or provided with an expectation that a business advantage will be improperly provided by the University in return;
- threaten or retaliate against another member of Staff who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any activity that might lead to a breach of this policy or bring the University into disrepute.

7. Facilitation payments

7.1 The University does not make, and will not accept, facilitation payments of any kind, such as small, unofficial payments made to secure or expedite a routine government action by a government official, or payments made in return for a business favour or advantage.

8. Charitable donations and sponsorship

8.1 The University only makes and receives charitable donations and sponsorship that are legal and ethical under local laws and practices and which are in accordance with the University's internal policies and procedures.

9. Record keeping

- 9.1 The University shall keep appropriate financial records and have appropriate internal controls in place which evidence the business reason for gifts, hospitality and payments made and received.

10. Responsibilities

- 10.1 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working within the University community or under our control.

- 10.2 All Staff are required to avoid any activity that might lead to, or suggest, a breach of this policy.

11. Reporting

11.1 Staff

- 11.1.1 Staff are required to notify (i) their line manager in the first instance who will then escalate in the usual way up to the Nominated University Representatives; or (ii) if there are circumstances where Staff feel that is not appropriate directly to the Nominated University Representatives as soon as possible if:

- it is believed or suspected that a conflict with this policy has occurred, or may occur in the future,
- they are offered a bribe, are asked to make one, suspect that this may happen in the future, or
- they believe that they are a victim of another form of unlawful activity.

- 11.1.2 Any disclosure under this policy shall be treated as “whistleblowing” by the University under its existing whistleblowing policy.

11.2 Third Parties

- 11.2.1 If any Third Party is aware of any activity by any member of Staff which might lead to, or suggest, a breach of this policy, they should raise their concerns with the Nominated University Representatives.

11.3 Nominated University Representatives

- University Secretary, Dr Jim McGeorge at j.mcgeorge@dundee.ac.uk;
- Director of Academic and Corporate Governance, Dr Neale Laker at n.laker@dundee.ac.uk; or
- Director of Legal, Umran Sarwar at u.z.sarwar@dundee.ac.uk.

12. Consequences for breach of this policy

- 12.1 Any member of Staff who breaches this policy (which includes a failure to notify) may face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with non-employee Staff if they breach this policy.

13. Communication

- 13.1 Our zero-tolerance approach to bribery and corruption will, where appropriate, be communicated to clients, suppliers, contractors and business partners.

14. Monitoring and review

- 14.1 The Audit & Risk Committee has a general responsibility for monitoring the operation and effectiveness of anti-bribery arrangements and will receive appropriate reports on any bribery activity.
- 14.2 The University Executive Group has a responsibility to ensure that internal control systems and procedures are monitored and also subject to regular review to provide assurance that they are effective in countering any risks of bribery and corruption.
- 14.3 All Staff are aware that they are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

APPENDIX 3

FINANCE & POLICY COMMITTEE MINUTES (Minute 10(2)(a))

A meeting of the Committee was held on 13 August 2019.

Present: Richard Bint (Convener);
Alan Bainbridge (by SKYPE);
Ronald Bowie;
Dr William Boyd;
Josh Connor (DUSA President);
Allan Murray (by telephone);
Professor Mairi Scott (by SKYPE); and
Sharon Sweeney.

In Attendance: Wendy Alexander (Vice-Principal (International)) (Item 5);
Willie Anderson (Finance Manager, DUSA) (Item 8);
Aidan McColgan (Deputy Director of Estates & Campus Services);
Peter Fotheringham (Deputy Director of Finance);
Edward Frizzell (External Facilitator, Quinquennial Review of Effectiveness of the Court);
Bernadette Malone (Deputy Chair of Court);
Dr Jim McGeorge (University Secretary);
Dr Christine Milburn (Policy Officer (Corporate Governance));
Jason Norris (Interim Director of Educational Partnerships Development) (item 5);
Carol Prokopyszyn (Director of Finance);
Wesley Rennison (Director of Strategic Planning); and
Professor John Rowan (Vice-Principal Research, Knowledge Exchange & Wider Impact).

Apologies: Principal, Professor Andrew Atherton;
Karen Reid (Chair, Audit Committee);
Professor Nic Beech (Vice-Principal (Provost));
Rose Jenkins (Director of Estates & Campus Services);

The Convener welcomed Dr William Boyd and Josh Connor to the meeting as new members of the Committee, and Bernadette Malone and the Deputy Director of Finance to their first meeting in attendance of the Committee. The Committee also noted that Mr Eddie Frizzell was attending the meeting as an observer in his capacity as the External Facilitator for the on-going Quinquennial Review of Effectiveness of the Court.

1. MINUTES

Resolved: to approve the minutes of the meeting of 28 May 2019 including reserved minute 8(1).

2. MATTERS ARISING

(1) Action Log

The Committee received the action log for its business. In reviewing the log, the Committee confirmed it was satisfied that matters recorded in the log were in hand.

Resolved: to note the updates and otherwise approve the log.

3. FINANCE DIRECTOR'S 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 focal subject of papers elsewhere on the agenda.

The Committee was pleased to formally note that the OneUniversity Finance System go-live on 1 August 2019 had been successful. Members praised the Business Transformation and Finance teams for their commitment and thorough testing, which was noted to have contributed to the successful launch. Through discussion members also noted the continued approach to user engagement and support.

The Director also reminded members that, in accordance with the Reward Policy for Professional and Grade 10 Staff, the Committee was required to formally notify the Remuneration Committee of the annual budget for awards to Grade 10 staff. The Committee noted that £144k had been allocated for this purpose in the budget approved by the Court on 24 June 2019, and recommended that the Remuneration Committee be advised of the amount. Members noted that officers would review the governance process with a view to minimising the duplication of approvals in future years.

The Director also provided an update on correspondence received by the University in relation to the Universities Superannuation Scheme (USS). Members noted that negotiations had failed to conclude the 2018 valuation by the statutory deadline and that as such the University needed to include the £47.9m provision for future deficit recovery contributions as forecast. The Director also reminded members that should an agreement not be reached by the next meeting of the Joint Negotiating Panel on 20 August 2019 the contribution increases proposed in the 2017 valuation would require to be implemented (22.5% for employers and 10.4% for members - an increase of 3% and 1.6% respectively). Members noted the impact of the increases on the incremental cash flow, and also highlighted the importance of communication with staff to ensure that they were fully aware of the impact of the increases on their pay packets.

Turning to the Year-End, the Director outlined key dates, and members were pleased to note that the process was on track and that the University expected the year-end position to be close to the forecast considered at the last meeting of the Committee.

Finally, the Director drew members' attention to the update on the development of plans relating to the requirement in the budget to generate an additional £15m contribution to reach break-even in five years' time. The Director highlighted the identified leads for each of three workstreams as follows: Professional Services led by the University Secretary; Schools, led by the Vice-Principal (Provost); and International, led by the Vice-Principal (International). Noting that sessions at the Court Retreat would focus on the exploration of scenarios which would include the workstreams, the Committee highlighted the value of comparator information/external benchmarking in informing the discussions. Members highlighted the importance of considering activities within the three workstreams on a holistic basis to avoid the potential for savings/growth in particular areas to generate costs in others. Members also noted that the relative contribution to the £15m target across the three workstreams would be subject to continuous review as work in each area progressed.

- Resolved:**
- (i) to recommend to Court that the notional budget for the Remuneration Committee for 2019/20 be formally noted and approved within the context of its inclusion in the 2019/20 budget approved by the Court in June 2019; and
 - (ii) otherwise to note the updates.

4. FINANCIAL STRATEGY

The Committee received a paper which set out the University's strategic direction in financial terms. In introducing the paper, the Director drew members' attention to the proposed financial objectives and targets, which members agreed were consistent with the principles agreed by the Court at its meeting on 24 June 2019. The Committee noted that, subject to the approval of the Court at its next business meeting, these objectives and targets would inform Court's consideration of scenarios at the Court Retreat.

Discussions focussed around the proposed cap relating to borrowing, including the cost of servicing the debt and the need to ensure that the financial strategy appropriately managed the requirement to pay back the borrowed sum at the end of the borrowing term. Members expressed the view that the proposed borrowing cap was appropriately prudent, and encouraged officers to ensure that actual borrowing within the cap was sufficient to

meet investment requirements in the estate and ensure longer-term financial sustainability. In this respect, members indicated that it would be helpful to understand more fully the capital investment priorities of the estate.

Turning to the operating cash flow, members highlighted the importance of this target, which should be used as the primary indicator of financial sustainability. Members noted that some revenue investment would be required in years 5-8 of the strategy, and in response to questions the Director confirmed that the budget already included £1m recurrent investment in staff from 2020/21.

Resolved: to endorse to the Court the proposed Financial Strategy and to request further detail in due course regarding the prioritised capital plan and strategic initiatives to support future borrowing.

5. **RESERVED BUSINESS: NEU JEP – 10 YEAR FINANCIAL PLAN**

The Vice-Principal (International) and Interim Director of Educational Partnerships Development joined the meeting to introduce a report setting out the 10-year financial plan for the Joint Education Programme with North Eastern University, China which had been developed with input from the Deputy Director of Finance and the International Development Manager. In introducing the report the Vice-Principal reminded members of the timeline of previous approvals by the Finance & Policy Committee and the Chinese Ministry of Education, and set out the approach taken to the development of the business plan. The Committee reiterated its support for the programme and praised the quality and thoroughness of the business plan presented. Members also highlighted the significance of the establishment of the programme with a world-class partner, and the forecast generation of a significant positive contribution. The Committee also noted that the students would be studying at the University in an area of international strength, and that the forecast income generation did not include projections for the reputational impact for the University or potential recruitment of graduates from the programme to postgraduate programmes. The Committee was pleased to note that the level of staffing arrangements and costs, including provision for the financial costs for the backfill for positions in Dundee, had been thoroughly addressed in the business plan.

The Committee went on to discuss tax arrangements for the JEP, and in particular the management of approvals by the provincial tax bureau. Members noted that PricewaterhouseCoopers had been engaged to work directly with the tax authorities in China, and the Committee was content that the University had taken appropriate measures to mitigate risks in this area.

The Committee went on to discuss risks relating to safety and ethics when engaging with partners overseas and was pleased to note the processes undertaken by the University when establishing overseas relationships.

Resolved:

- (i) to record its approval for the 10-year plan as presented, noting the benefits to the University;
- (ii) to confirm that the Committee was confident that appropriate steps have been taken to mitigate risks relating to tax;
- (iii) to recognise risks relating to relationships with overseas partners and note the vigilance with which the University approached the establishment and management of these relationships; and
- (iv) to confirm that the Committee was satisfied that the programme had been realistically costed, and to highlight the quality of the business planning process and final plans presented.

6. **REPORT FROM THE DIRECTOR OF ESTATES & CAMPUS SERVICES**

The Deputy Director of Estates introduced a report from the Director of Estates & Campus Services which provided a high-level overview of progress in the development of the Estates Strategy for 2020-2030, as well as progress in relation to works within the current capital plan.

The Deputy Director outlined the framework for the development of the strategy, and discussions focussed on the timeline for its consideration and approval, with a draft scheduled for discussion at the meeting of the Committee on 21 October 2019. Once the strategy had been finalised and approved, individual projects and proposals (accompanied by full business plans) would be brought forward for consideration as appropriate.

Through discussion the Committee noted that the University would not be in a position to address all of its estates needs on an immediate basis, but that the Estates & Campus Services team and University Executive Group (UEG) were actively exploring scenarios and options to mitigate risk in areas such as the Crawford Building where it was unlikely that there would be funding available for a full and permanent solution until the second five years of the Strategy. The Committee expressed an interest in viewing the approach and timeline in these cases and also highlighted the importance of ensuring that engagement and communication with staff and students was carefully managed to avoid a negative impact in areas where early investments could not be made.

Resolved: to note the report.

7. BUSINESS TRANSFORMATION

(1) RESERVED BUSINESS: Business Transformation Efficiencies

[Secretary's note: The University asserts that this information is exempt from public disclosure and claims exemptions in S.30(b), 30(c) and S.33(1)(b) of the Freedom of Information (Scotland) Act 2002. At the point at which the exemptions are deemed to no longer apply the Court will be asked to note the release of this minute which will then be included as an appendix to the minute of that Court meeting.]

(2) 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 28 May and 29 June 2019.

Resolved: to note the minutes.

8. DUSA BUSINESS PLAN

The Dundee University Students' Association (DUSA) Finance Manager attended the meeting to present the DUSA Business Plan for the period 1 August 2018 – 31 July 2021. The Committee congratulated DUSA on its outstanding performance in the National Student Survey (NSS) results.

In introducing the report, the Finance Manager highlighted the changing requirements and habits of students, and in particular lower engagement with night-time and alcohol-based activities and higher demand for pastoral support, as being the driving force behind the changes proposed within the plan. Members noted that year 1 of the plan had been completed and that the DUSA Management Team were currently focussed on the development of an action plan for year 2. The Finance Manager drew members' attention to the appointment of a new Chair of the Board of Trustees for DUSA, and the Committee highlighted the importance of ensuring continuity throughout the implementation of the plan. Turning to the future, members noted that DUSA had begun to engage with students regarding the development of the action plan and the future structure for DUSA.

The Committee noted that although DUSA was an independent organisation it was in receipt of an annual subvention from the University. Members noted that discussions regarding the level of revenue and capital subvention took place between DUSA and the University on a regular basis and indicated that they would welcome further information regarding the levels of actual and in-kind funding provided by the University relative to sectoral benchmarks.

Resolved: to note the report and highlight to the Court the importance of the relationship between the University and DUSA.

9. NARRATIVE FOR COURT

The Committee agreed to highlight to the Court: the success of the Business Transformation finance module implementation, and the Committee's on-going monitoring of the schedule for the implementation of other modules; the endorsement of the notional budget for the Remuneration Committee; discussions relating to the financial strategy, and in particular the Committee's support for the objectives and targets presented; the Committee's approval of the 10-year business plan for the NEU JEP, and in particular the high quality of the business plan; the timeline for the consideration of the Estates Strategy; and the Committee's consideration of the DUSA business plan.

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

10. RESEARCH GRANT APPROVALS: £3M+

The Committee received a report from the Head of Research Finance detailing approvals it had given since its last meeting for the submission of research grant applications greater than £3m. Members formally noted the agreement of a commercial grant to Dr David Gray, School of Life Sciences, [REDACTED], with 100% fEC recovery [REDACTED]

Members noted that the current approach to the approval of grants had been in operation for a year and would be reviewed ahead of their next meeting. Members also encouraged officers to consider how research-related consultancy could be better highlighted within the accounts to ensure that members had a complete view of the financial profile of research activity at the University.

Resolved: to note the report and homologate the approval of the grant submission by Professor David Gray on 1 July 2019.

11. MINISTERIAL LETTER OF GUIDANCE

The Committee noted the publication of the Ministerial Letter of Guidance to the Scottish Funding Council (SFC) on 2 July 2019. Members noted the areas of note highlighted in terms of the development of the Outcome Agreement between the University and the SFC and topics of potential interest for the Court and its committees.

Resolved: to, as per normal practice, note the publication of the letter.

12. TRAVEL & EXPENSES POLICY

The Director of Finance advised members of feedback on the Travel & Expenses Policy after its first few months of operations, and the Committee agreed to amend the upper limit for the entertaining ratio from 2 staff: 1 guest to 4:1.

The Committee asked officers to consider, as part of the review of the Schedule of Delegation & Decision-Making Powers, opportunities for approvals of minor amendments to policies of this kind to be appropriately delegated.

Resolved: to approve the amendment to the Travel & Expenses Policy as set out above.

13. DATE OF NEXT MEETING

Resolved: to note that the next meeting of the Committee would be held at 2.00 pm on 21 October 2019.

Richard S Bint

(Convener)

APPENDIX 4

GOVERNANCE & NOMINATIONS COMMITTEE MINUTES (Minute 10(3))

A meeting of the Committee was held on 13 August 2019

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

In Attendance: Edward Frizzell (External Facilitator, Quinquennial Review of Court effectiveness 2019);
Professor Blair Grubb (Vice-Principal (Education));
Dr Jim McGeorge (University Secretary); and
Dr Christine Milburn (Policy Officer (Corporate Governance)).

Apologies: Principal, Professor Andrew Atherton;
Dr Neale Laker (Director of Academic & Corporate Governance);

1. MINUTES

Resolved: to approve the minutes of the meeting of 28 May 2019.

2. MATTERS ARISING

(1) Action Log

The Committee received an action log summarising progress in relation to outstanding actions from previous meetings. The Committee discussed work on the Conflict of Interest Policy and were reassured to note that officers were taking into account the findings of recent governance reviews elsewhere in the sector when revising the policy. The Committee agreed to consider the policy by circulation if it were finalised in time for the meeting of the Audit & Risk Committee, and noted that it would otherwise be included on the agenda for the next meeting of the Committee.

Resolved: to note the log.

(2) Schedule of Delegation and Decision-Making Powers

The Policy Officer (Corporate Governance) provided an update on the review of the Schedule of Delegation and Decision-Making Powers. In doing-so she outlined the approach taken to internal review and external benchmarking. Members noted that the current format and approach were not dissimilar to those in place elsewhere across the sector, but that officers would evaluate the benefits of moving in due course to a model where the Schedule was underpinned by a number of distinct enabling framework documents in the context of the investment of time which would be required to do so. Members noted that work on the Schedule had been delayed due other recent governance priorities and commitments, and officers undertook to provide a draft report to the meeting of the Committee on 21 October 2019.

Resolved: to note the update.

(3) Internal Search Committee

The Convener and the Policy Officer (Corporate Governance) updated the Committee on progress made by the Internal Search Committee in relation to the advertisement of lay vacancies arising on the Court and the Audit & Risk Committee. The Committee was pleased to note the progress made to date within both the open advertising and search processes.

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 doing so he updated members on discussions relating to the Joint Negotiating Panel of the Universities Superannuation Scheme (USS), Brexit, and UK HE governance issues highlighted in the UK press since the last meeting. The Committee was advised of the activities of the Committee of Scottish Chairs (CSC) and of the University in relation to these topics and noted that the University would continue to monitor these areas and review institutional practice and contingency plans where appropriate. The Chair also outlined to members the content of a letter from the CSC to the new UK Secretary of State regarding immigration issues relating to the HE Sector, and the Chair agreed to keep update the Committee on any relevant changes in this area.

Resolved: to note the update.

4. **SECTORAL UPDATE**

The University Secretary highlighted to members a section of the Ministerial Letter of Guidance which sought a response from SFC and the sector as a whole to the findings of the Robert Gordon University (RGU) governance review. Members noted that the Universities Scotland Secretaries' Group was preparing a draft response in conjunction with SFC, and that this would be submitted shortly for input from the Committee of Scottish Chairs (CSC).

The Committee was also advised of the publication of a consultation on the Guidance for the Implementation of the Gender Equality on Public Boards Act (Scotland) (2018), and the Policy Officer (Corporate Governance) outlined the University's response to the consultation. In particular members noted that the University welcomed the steps taken to link reporting for the Act to that for the Public Sector Equality Duty (PSED), and that the University had sought clarification on the wording of the exemptions listed. Members highlighted the importance of the University Court continuing to make progress in relation to the balance of all protected characteristics, and noted the recent approach to recruitment in this respect.

Resolved: to note the report.

5. **QUINQUENNIAL REVIEW OF THE EFFECTIVENESS OF THE COURT: UPDATE**

The Policy Officer (Corporate Governance) provided an update on the status of the Quinquennial Review of the Effectiveness of the Court. Members noted that the Working Group had met the previous day to review the outputs of the Court effectiveness questionnaire, and an update from the External Facilitator, and to agree next steps for the review - including the selection of topics for a review of the Court decision-making. With regard to the latter, members noted that the Working Group had given further guidance as to the scope and remit for the review, which members noted was to focus on the process and efficiency of decision-making and not the decisions themselves or their implementation.

The Committee also noted that the Working Group had been disappointed in the survey response rate from the Court (58%), but was reassured to note that the Group was content that the schedule of one-to-one meetings with the facilitator would ensure that no significant issues were missed.

The external facilitator, who was attending the meeting as an observer, went on to provide a high-level overview of some of the emerging themes where he felt improvement may be possible

Resolved: to thank the Policy Officer for the update and await the report from the Review in due course.

6. **EARLY STAGE COURT BUSINESS**

The Committee noted the proposed agenda for the meeting of the Court on 5 September 2019, and was reminded of the programme for the Court Retreat as approved at the meeting of the Court on 24 June 2019. The Chair of Court advised members of potential minor changes to afternoon programme for 6 September 2019, and the Committee was supportive of the suggestion that the new Vice-Principal (Education) might deliver a session focused on the future of education.

Resolved: to endorse the agenda for the meeting on 5 September, and to delegate to the Chair of Court and the Principal the finalisation of the programme for the Retreat.

7. **DRAFT CORPORATE GOVERNANCE STATEMENT**

The Committee reviewed a draft of the Corporate Governance Statement which featured in the Annual Financial Statements of the University. Members noted that the draft had been produced in accordance with guidance from the Scottish Funding Council and highlighted a number of areas where improvements could be made to the document to further illustrate the strength of the University's governance processes and draw further attention to new initiatives introduced in the 2018/19 academic year, including the Annual Public Meeting of the Court and the enhanced relationship between the Senate and the Court.

Resolved: to endorse to the Court the Corporate Governance Statement subject to minor amendments as outlined above.

8. **ANNUAL INSTITUTIONAL STATEMENT TO THE SFC ON INTERNAL SUBJECT REVIEW**

The Vice-Principal (Education) introduced the Annual Institutional Statement to the SFC on Internal Subject Review for endorsement to the Court. Members welcomed the report and through discussion explored in more detail the organisation of portfolios within 'academic families' to ensure resilience within programmes. The Committee highlighted the need to capture the actions within both this report and the report to Court from DUSA in April regarding joint working with the University, and to ensure that these were followed through for reporting later in the year.

Resolved: to recommend to the Court that it approve the report for submission to the SFC.

9. **ANTI-BRIBERY POLICY**

The Committee reviewed the Anti-Bribery Policy following regular review and revision to ensure that best practice was followed. Members noted the local, national and international relevance of each of the sections. Following discussion, the Committee recommended that the Policy be reviewed on a biennial basis in future, and suggested that it would be appropriate for the Governance & Nominations Committee to be responsible for the review of the policy and the Audit & Risk Committee to be responsible for receiving reports on its implementation and effectiveness. The University Secretary undertook to raise this at the meeting of the Audit & Risk Committee on 20 August 2019 when it was due to consider the policy, and also when the committees reviewed their respective remits and terms of reference.

Resolved:

- (i) to recommend that the Policy be subject to biennial review;
- (ii) to recommend that the Governance & Nominations Committee be responsible for the review of the policy and the Audit & Risk Committee

to be responsible for receiving reports on its implementation and effectiveness; and

- (iii) otherwise to endorse the revised Policy to the Audit & Risk Committee.

10. **GRADUATES' ASSOCIATION – ROLE AND GOVERNANCE ARRANGEMENTS**

The Committee considered a paper which set out proposed changes to Statutes, Ordinances and Regulations relating to the Graduates' Association in light of falling levels of interest in the work of the Business Committee, the changing expectations of graduates, and changes to the University's approach to engagement with its graduates – including the successful launch of 'graduate chapters' which were noted to be more responsive to the differing needs of different alumni demographics. The Committee agreed that the University needed to have effective structures in place for this purpose and endorsed the view that the existing arrangements in relation to the Business Committee in particular were no longer fit for purpose.

The Committee endorsed to the Court the proposed changes to Statutes and Ordinances of the University (**Annex 1**) to reflect the change of approach outlined. Members however also requested further detail on how the University would engage with its graduates beyond the annual public meeting of the Court, and specifically how the views of members of the Graduates' Association may be brought to the attention of the Court/the routes by which representation may be made to the Court under the revised arrangements.

- Resolved:**
- (i) to endorse to the Court the proposed amendments to Statutes 9 (The Court) and 20 (The Graduates' Association) and Ordinances 20 (Graduates Association) and 39 (Degrees, Diplomas and Certificates) in order to improve the function and operation of the Graduates' Association, noting that the approval would be subject to the approval of the Senate, ratification by the Court at a further meeting, and in the case of Statutes 9 and 20, the further approval, and any amendments required by, the Privy Council; and
 - (ii) to ask that officers provide the Committee with further information in relation to routes by which the views of the wider graduate community may reach the Court.

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

The Committee agreed to highlight to the Court progress made in relation to the Quinquennial Review of the Effectiveness of the Court. The Committee also highlighted the endorsement of the Corporate Governance Statement, Anti-Bribery Policy, the Annual Institutional Statement to the SFC on Internal Subject Review, and changes relating to the Graduates' Association.

- Resolved:** to note that the Convener would highlight these items in his report to the Court.

12. **MINUTES FROM THE QUINQUENNIAL REVIEW OF THE EFFECTIVENESS OF THE COURT WORKING GROUP**

The Committee received the minutes from the meeting of the Quinquennial Review of the Effectiveness of the Court Working Group on 21 May 2019 as previously verbally reported to the Committee at its meeting on 28 May 2019.

- Resolved:** to note the minutes.

13. **DATE OF NEXT MEETING**

Resolved: to note that the next meeting would be held on 21 October 2019.

Ronald Bowie
Convener

APPENDIX 4 ANNEX 1

**CHANGES TO STATUTES 9 (THE COURT) AND 20 (THE GRADUATES' ASSOCIATION) AND ORDINANCE 39 (DEGREES, DIPLOMAS AND CERTIFICATES)
(Minute 10(3)(ii))**

Statutes:**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) Two members of the Graduates' Association appointed by the Graduates' Association, to be known as Graduates' Association members.~~
- ~~(f)(g)~~ Three members of the Senatus elected from its members by the Senatus.
- ~~(g)(h)~~ Two members of Staff Council elected by the Staff Council.
- ~~(h)(i)~~ Two members nominated from among the students of the University by the Students' Association.
- ~~(i)(j)~~ One member of academic staff nominated by a trade union having a connection with the University from among that union's members.
- ~~(j)(k)~~ One member of support staff nominated by a trade union having a connection with the University from among that union's members.
- ~~(k)(l)~~ ~~Eight~~ 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.

Provided always that no matriculated full-time student of any university, other than the members nominated under sub-paragraph (i) 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 (g), (h), (j) and (k) of this paragraph.

Provided further that no former member of staff of the University or former student of the University may serve on Court either as a Chairperson in terms of sub-paragraph (a), Deputy Chairperson in terms of sub-paragraph (b), an assessor in terms of sub-paragraphs (d) and (e), ~~as a Graduates' Association Member in terms of sub-paragraph (f),~~ or as a co-opted member in terms of sub-paragraph ~~(k)(l)~~ of this paragraph until four years have elapsed from the point at which that person ceased to be a member of staff or a student of the University.

(2) (a) The Chancellor of the University shall have the right to receive Court papers and to attend Court meetings, but shall not be a member of the Court and shall not be entitled to vote at Court meetings.

(b) The Principal and the Rector shall hold office as long as they continue to occupy the positions named respectively.

~~(c) The manner of appointment and period of office of the Graduates' Association Members of Court shall be as prescribed in the Ordinances.~~

(d) The manner of election of the members of Court elected by the Senatus and by the Staff Council and their respective periods of office shall be as prescribed in the Ordinances.

(e) The manner of appointment of the members nominated under sub-paragraphs ~~(h)~~, (i) ~~and~~ (j) ~~and (k)~~ of paragraph (1) shall be as prescribed in the Ordinances.

(f) Where, under sub-paragraph (d) of paragraph (1) above, the Rector elects not to hold office as a member of Court, but to appoint an Assessor, the Rector shall nevertheless retain the right to receive Court papers and attend Court meetings, but shall not be a

member of Court and shall not be entitled to vote at Court meetings. An Assessor so nominated by the Rector shall hold office until the expiry of the term of office of the Rector by whom he or she was nominated and shall be eligible for further nomination, but shall not hold office continuously for a longer period than six years:

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

- (g) A co-opted member shall hold office for a period of four years from the date of co-option and shall be eligible for further co-option, but shall not hold office continuously for a longer period than eight years.
- (h) The maximum total continuous period of office of a member of Court serving under the terms of sub-paragraphs (b), (f) ~~to (h)~~ and ~~(j) to (l)~~, (g) and (i) to (k) of paragraph (1) above, or under a combinations thereof, is eight years, subject to the terms of sub-paragraphs (i) and (k) below of this paragraph.
- (i) Where a particular skill or expertise might otherwise be lost, the Court may exceptionally agree to extend by a maximum of two years the period of office of members serving under the terms of sub-paragraphs (b) or ~~(k)~~ or as an assessor in terms of sub-paragraphs (d) or (e) of paragraph (1) above. ~~Graduates' Association Members of Court who have reached their maximum term of office in that category may, for the same reason, be co-opted for an additional maximum period of two years under the terms of sub-paragraph (l) of paragraph (1) above, if such a vacancy exists.~~
- [...]
- (3) (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)~~(l) of paragraph (1) or sub-paragraph (k) of paragraph (2), as appropriate.

[...]

~~(6) Nothing in this paragraph shall enable the Court to delegate its power to reach a decision under paragraph (10)2 of Statute 16.~~

20 Graduates' Association

- (1) The Graduates' Association, ~~constituting the total number of all graduates of the University~~, shall ~~specifically~~ consist of the following persons:
- (a) Graduates² 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) All persons qualified and intending to graduate for the first time in the University shall, as a condition of graduation, pay to the University a registration fee of such amount as may be prescribed from time to time by the Court: Provided, however, that the obligation to pay the registration fee shall not apply to persons specified in clauses (b), (c) and (d) of paragraph (1) above.~~

- (3) The Graduates' Association shall have power to make representations to the Court on all matters affecting the well-being and prosperity of the University. ~~To do so, graduates shall write to the Secretary.~~

~~(4) The Graduates' Association shall appoint a Business Committee with such membership and such functions as may be prescribed by Ordinance or in the Regulations. The Business Committee shall appoint a Convener who shall act also as the Chairperson of the Graduates' Association.~~

~~(5)⁵ There shall be an annual meeting of the Graduates' Association and such other meetings as may from time to time be convened as may be prescribed by Ordinance. In the absence of the Chairperson, a chairperson for the time being shall be elected by the meeting from amongst those present. There shall be presented to the annual meeting an audited financial statement of the University for the previous year, an annual report by the Principal on the working of the University during that year, and a report of the activities of the Business Committee by the Chairperson.~~

~~(6)⁵ The period of office and manner of appointment of the Graduates' Association Members of Court shall be as prescribed by Ordinance.~~

Ordinances:

Ordinance 20 - Graduates' Association

1 The annual meeting of the Graduates' Association shall be held during March, April or May on a date approved by the Business Committee. Other meetings may be called by direction of the Chairperson, by the direction of the Business Committee or on the requisition in writing of at least fifty members.

2 The appointment of the Graduates' Association Member of Court shall be conducted according to procedures laid down in the Graduates' Association Regulations.

3 Such graduates shall hold office for a period of four and shall be eligible for re-appointment but shall not hold office continuously for a longer period than eight years, except as may be permitted under statute 9 The Court.

Ordinance 39 - Degrees, Diplomas and Certificates

[...]

6 A graduate of the University of Dundee is a person who has been awarded one or more of the degrees or qualifications given in paragraph 1(1) and 2 above, or who has been awarded the Diploma of Higher Education or the Certificate of Higher Education; provided that as a condition of graduation ~~and in accordance with paragraph (2) of Statute 20 they shall pay a registration fee.~~ Such persons shall be members of the Graduates' Association.

[...]