

UNIVERSITY OF DUNDEE**UNIVERSITY COURT**

A meeting of the University Court was held on 17 November 2020 by video conference.

Present: Ronnie Bowie (in the Chair);
Janice Aitken;
Alan Bainbridge;
Richard Bint;
Tricia Bey;
Dr William Boyd;
Catherine Cavanagh;
Lady Lynda Clark;
Gigi (Jia Hui) Gan;
Professor Lynn Kilbride;
Rebecca Leiper;
Professor David Maguire (Interim Principal & Vice-Chancellor);
Bernadette Malone;
Jane Marshall;
Dr David Martin;
Ron Mobed;
Scott Quinn (DUSA President);
Professor Mairi Scott;
Jay Surti;
Karen Thomson; and
Keith Winter.

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

Apologies: Lord Provost Ian Borthwick;
David Dorward;
Sharon Sweeney; and
Rector, Jim Spence.

Prior to the start of the meeting a breakout-group session was organised to highlight the University's approach to equality, diversity and inclusion. The Director of Human Resources & Organisational Development, the UEG Champion, and the DUSA President led sessions which had been designed to ensure that members were well informed on matters relating to the topic and also gave the opportunity for them to provide input into the future approach.

The Chair also welcomed the incoming Principal & Vice-Chancellor, Professor Iain Gillespie, to his first meeting of the Court, which he was attending in a shadow capacity. Professor Gillespie thanked the Court for the invitation to attend the meeting and outlined the nature of his interactions with the Interim Principal & Vice-Chancellor, Professor David Maguire, and the Chair of Court throughout the transition period. He also highlighted his early focus on academic excellence and structure, research and working with the region in its economic recovery following the COVID-19 pandemic.

15. MINUTES

The Court decided: to approve the minutes of the Court meeting on 3 September 2020.

16. MATTERS ARISING

(1) Action Log

The Court received the action log of Court business.

The Court decided: to note the updates.

17. CHAIR'S REPORT TO COURT

The Court received a report from the Chair of Court outlining activities he had undertaken on behalf of the Court and the University since its last meeting. In his report the Chair highlighted his gratitude to the University staff for their hard work in responding to the challenges of the COVID-19 pandemic.

In introducing the report, the Chair provided a short overview of his interactions with the Interim Principal & Vice-Chancellor and the incoming Principal & Vice-Chancellor and his attendance at the meeting of the Senate on 14 October 2020. He also highlighted matters discussed at the meeting of the Chair's Committee and members noted that these were reflected in the agenda for the meeting of the Court.

The Chair invited the Court to formally homologate the decision, taken by email on 22 October 2020, to approve the commencement of the advertising and recruitment process relating to the permanent role of Vice-Principal (Academic Planning & Performance). In doing so, he reiterated to the Court that the process would be led by the incoming Principal & Vice-Chancellor from the outset.

The Court decided: (i) to formally homologate the decision taken by email on 22 October 2020, to:

- approve the commencement of the advertising and recruitment process relating to the permanent role of Vice-Principal (Academic Planning & Performance);
- approve the delegation of authority to the Chair of Court and University Secretary to finalise the composition of the panel based on the following composition: the Principal (Chair); a current Vice-Principal; two lay members of the Court; two academic

members of staff (nominated by the Senate); the DUSA President; a member of Professional Services staff; and an external assessor from another institution or organisation who is at least at Vice-Principal level (or equivalent);

- approve the Job Description, subject to any minor amendments required;
- approve the delegation of authority to the Chair of Court and University Secretary to appoint a search agency for this process; and
- approve the delegation of authority to the appointing panel to make the appointment, subject to the approval of the terms and conditions by the Remuneration Committee, and noting that the use of such authority would be reported to the Court and the Senate.

(ii) otherwise, to note the update.

[*Secretary's note: the appointing panel membership was subsequently confirmed as:*

Professor Iain Gillespie, Principal and Chair of the Panel

Professor John Rowan, Vice-Principal (Research)

Ronnie Bowie, Chair and lay member of Court

Karen Thomson, lay member of Court (Jay Sarti in reserve)

Professor Hari Hundal, academic member of staff in Life Sciences (or Nicola Stanley-Wall in reserve)

Linda Martindale, academic member of staff in Health Sciences

Scott Quinn, DUSA President

Dr Jim McGeorge, COO & University Secretary, member of Professional Services staff

An external assessor from another institution

In attendance: Mrs Pamela Milne, Director of Human Resources.]

18. UNIVERSITY EXECUTIVE GROUP REPORT TO COURT

The Interim Principal & Vice-Chancellor introduced the regular report from the University Executive Group (UEG) (**appendix 1**), which provided an update on emerging sectoral issues and internal operational and strategic matters. Members noted that much of the business covered by the report had been detailed in the Interim Principal & Vice-Chancellor's monthly briefings to the Court which had been introduced during the COVID-19 pandemic.

The Interim Principal & Vice-Chancellor drew members' attention to the updates provided on progress in relation to the UEG priorities for 2020/21, challenges relating to the COVID-19 pandemic and the steady progress made toward the achievement of the budget targets.

Discussions focused on arrangements for the winter break and in particular the University's response to the new requirements from the Scottish Government regarding the testing of asymptomatic students prior to their departure from the University. The Interim Principal & Vice-Chancellor provided details of arrangements being put in place by the University to open and operate a testing centre and members commented on the incredibly short timeframe given by the Scottish Government for suitable arrangements to be put in place.

Members were advised that the University was likely to move to largely online-only teaching from 4 December 2020 until the end of Semester one and noted that communications would be issued to staff and students which would clarify the situation and enable students to make informed decisions about their return home. Turning to the support available for students remaining in Dundee over the Christmas period, the Court was pleased to note the enhanced arrangements the University was planning to put in place for this period.

In the context of planning undertaken for Semester 2, the Court expressed an interest in the views of the student population with regard to the blended-learning approach. The Vice-Principal (Education) confirmed that the student pulse survey had been positive in this respect, especially in relation to the value of the elements of in person delivery and that the University continued to follow Scottish Government guidelines which recommended a blended-learning approach.

Turning to the references made in the report to the development of the next strategic plan, the Court praised the groundwork undertaken at the Court retreat to establish a SWOT and PESTLE analysis and noted that the UEG would continue to engage with the Court at an early stage to enable the members to direct the development process.

The Court noted that the Academic Excellence & Structure priority had been a significant focus for the UEG since the last meeting of the Court and that the item would be discussed in full under minute 21 (below).

In response to questions regarding the main funding grant from the Scottish Funding Council, as discussed at the last meeting of the Court, the Interim Principal & Vice-Chancellor confirmed that, as requested, he and the Chair of Court had written to the Scottish Funding Council (SFC) and had highlighted the fact that the University had consistently received below average increases to the main grant award. Members noted that the SFC had informally acknowledged the impact of the methodology used on the level of award, but that the University was seeking a formal written response.

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

19. **REPORT TO COURT FROM THE DUSA PRESIDENT**

The Court noted that having reviewed the recommendations and actions emerging from the 2018 review of engagement between DUSA and the University, the Governance & Nominations Committee had endorsed the proposed introduction of a regular report from the DUSA President as a standing item on the Court agenda to ensure that the Court was kept informed of matters of importance to the student community.

In addition to providing an overview of the impact of COVID-19 on the student experience, the President highlighted the Black History Month supported by DUSA and the University in June, and the DUSA Executive's review of its first 100 days in office. With regard to the latter the Court expressed an interest in being informed of the findings in a future report.

The President provided further details of the arrangements for support for students over the Christmas period and in particular the Christmas dinner arranged jointly by the University and DUSA which was to be hosted by DUSA. The President praised the exceptional response from staff and students to the call for volunteers to support the event.

The President invited feedback on areas which the Court would find useful in future reports and members sought further information regarding student hardship and the student pulse survey.

The Court decided: to note the report.

20. 2020/21 FINANCIAL UPDATE

The Director of Finance introduced an update which set out progress made to date relative to the budget for 2020/21 and the additional cash protection measures discussed by the Court in June 2020. In doing so she reminded members of the financial risks within the budget approved by the Court, and the four phases of measures proposed to address the short-term financial dip which had been anticipated as a result of the COVID-19 pandemic, the medium-term recovery period, and the longer-term structural deficit as detailed in the five-year plan.

The Director told the Court that the autumn student intake for 2020/21 had met the revised COVID-19 budget targets and that as such the University Executive Group (UEG) had decided not to recommend the implementation of 2020/21 staff pay cuts considered previously as an option of last resort.

Discussions focused on the cash position, which was ahead of budget. The Court however noted that the forecast still included a requirement for £10m drawdown from the Revolving Credit Facility (RCF) and further drawdown of £20m in 2021/22. In response to questions the Director confirmed that the RCF would expire in May 2022 and that the University needed to be in a position to refinance this loan before the 2020/21 accounts were signed off in November 2021. In this regard members noted that the financing market remained challenging and that lenders would expect the University to clearly demonstrate the measures taken to address its deficit position.

The Court discussed further emerging budget risks attributed to the longer duration of the COVID-19 pandemic. Members also discussed the outcome of work to date to explore the potential to generate cash through the sale of assets. While it was a step which members indicated they had hoped the University could avoid and noting that realisation of assets at the current time might be challenging, ultimately the Court agreed that it was an unavoidable step given the current financial challenges. In response to questions the University Secretary confirmed that the appraisal of assets would be considered by the Finance & Policy Committee before the University sought authorisation for disposal in line with the schedule of delegation.

The Court decided:

- (i) to approve the recommendation that staff pay cuts would not be required in 2020/21;
- (ii) to approve the recommendation that potential asset sales of shares, estate and art should continue to be progressed to realise up to £7m over the next 18 months and that the Finance & Policy Committee should continue to monitor asset sale actions in conjunction with cash and financing monitoring;

- (iii) to note the challenging 5-year plan included both cost savings of £17.6m and international fee growth of £38.6m and that the University's ability to invest in capital projects over this period was greatly limited; and
- (iv) to note that the COVID-19 pandemic had added to the underlying financial challenge and that the University needed to take steps to survive and thrive financially if it was to achieve its core purpose.

21. **ACADEMIC EXCELLENCE AND STRUCTURE**

The Court considered a paper from the University Executive Group (UEG) on Academic Excellence and Structure, which was presented in the context of the urgent need to take steps toward financial sustainability. Members noted that the proposals had been developed based on discussions and feedback from the Court Retreat, with a focus on providing further evidence-based data regarding the financial impact of the options presented.

The Director of Finance highlighted the challenges which had been faced in terms of the development of the proposals while responding to the COVID-19 pandemic and the importance that the UEG placed on engaging staff in shaping the University's academic and financial future. The Court noted that additional work had been undertaken to establish accurately the financial basis for the changes proposed, with the total projected annual contribution improvement across the proposals forecast to be £8.5m – which left a further £9.6m of cost reduction/betterment to be identified by 2024/25.

The Court expressed its support for the principles of pursuing academic excellence, reducing cost and growing income, as well as the need for significant change to address the structural imbalance of costs and revenue.

The Vice-Principal (Academic Planning & Performance) went on to provide an overview of the details of each of the three core projects within the proposals as follows: (a) £3.0m from the project to increase the surpluses of the Schools of Life Sciences and Medicine through the consolidation of some estate elements, an increase in unregulated teaching income and an ambitious commercialisation strategy; (b) £3.0m from the proposed alignment and consolidation of the schools of Education & Social Work, Humanities and Social Sciences into a single school organised around five thematic areas, to increase overall academic efficiency and deliver higher levels of academic excellence and reputation; and (c) £2.5m of improvements through enhanced overall teaching and research efficiency across the remaining five Schools. Members noted that the proposals focused on the reduction of costs through working differently and not 'doing more with less'. Some members felt that a more comprehensive and ambitious programme of change was required to address the financial deficit, but the Vice-Principal reiterated that the financial savings presented were a first step, with further proposals to be developed within the context of the longer-term strategy.

Discussion focused on the importance of open and meaningful consultation and members explored the potential for this to be interpreted in different ways. The Vice-Principal reassured members that wider consultation was a significant focus within the timeline presented and that the UEG remained very open to the exploration of alternative options proposed through the consultation process, so long as they achieved the core financial and

academic objectives. He told the Court that in developing and presenting the proposals, the UEG had tried to balance the previous request from the Court for the provision of more detail against the need to provide the opportunity for broader consultation and he confirmed that the proposals were presented as a starting point for consultation and not as a single solution for approval. Nevertheless, some members felt that the proposals already seemed well developed and therefore did not allow for the expected level of 'ground-up' input and co-design within the schools. As a result, these members sought and received assurance that this was within the scope of the proposals. The Court also indicated that it would have been helpful to see the proposal in the context of the full consultation and communication plan. The Court also highlighted the respective roles of the Audit & Risk, Finance & Policy, and People & Organisational Development Committees in reviewing options and assessing the risks associated with these scenarios.

Members discussed the challenges associated with the implementation phase of change projects in general and members highlighted the importance of engaging staff and students in the development and implementation of proposals, with buy-in from the community considered to be an important factor in achieving the projected outcomes. Members also highlighted the importance of ensuring that the plans were well thought through and smoothly implemented if the University was to avoid unnecessarily impacting on staff morale and support.

The Court noted that the Senate had viewed an earlier version of the proposals at its meeting on 14 October 2020 (see also minutes 26 & 30) and had sought further detail and consultation. Members noted that some concern had been expressed that the University had undertaken reorganisation processes previously and that these had not always delivered the expected financial benefits. The Principal reassured members that a high value was placed on the opinion of the Senate and reminded members that in accordance with Statute 9(6)(m) the alternation of the organisation and management of the academic disciplines of the University required the approval of both the Court and the Senate.

Turning to the proposal that the schools of Education & Social Work, Humanities and Social Sciences be aligned and consolidated into a single school, the Vice-Principal clarified that the name of the new school would be part of the consultation process and that the name suggested in the paper was intended as a placeholder rather than a formal proposal. Members discussed the challenges of pursuing the organisation of activities on a thematic rather than a discipline-based approach and recommended that the UEG ensure that there was a clear focus on outcomes from the outset and that thought be given to what support may be required to facilitate the successful integration of staff from different disciplines. Furthermore, members encouraged the UEG to undertake market research to establish the impact of the proposed changes on the marketing of programmes and on future student recruitment. Members also sought assurance with regard to how the quality of provision would be maintained for existing students. The Court agreed that, if a merger was ultimately approved, it would be important to appoint an Interim Dean and Interim School Manager at an early stage (and in advance of permanent appointments being made) to support the transition process and minimise risks.

With regard to the presentation of final proposals the Court recommended that the costs of delivering change be separated from the operating costs, that scenario planning be undertaken for the potential range of out-turns, and that the scale of growth in the plan be presented separately from the cost savings to make clear the scale of growth ambition and facilitate the exploration of associated risks. Members also sought further clarification

regarding the academic rationale for the inclusion of the School of Education & Social Work within the three-school project and regarding the financial benefits of the merger relative to the benefits which could be achieved through the refocusing of teaching and research within the existing structures. The Court however encouraged the University to be bold in its reimagining of this school and noted that the growth projections in the paper were considered prudent.

The Court noted that the timetable presented was ambitious and in response to questions the Vice-Principal confirmed that the Deans of the three schools involved had been supportive of a rapid process, but that the timeline was flexible and would be kept under review throughout the consultation period. Set against this however was the urgency required to address the University's financial position which could be argued also required short timescales. With this in mind, members were reminded of the importance of the proposals in terms of the refinancing of the Revolving Credit Facility which was due to expire in May 2022.

Finally, the Court formally acknowledged the circulation of a letter from the Dundee University and College Union (DUCU) and members highlighted the importance of clear communication about the projects.

The Court decided: following a vote, to agree by a majority of 13 votes to 7 with 1 abstention:

- (i) to note the seriousness of the financial situation, and the potential for the Academic Excellence and Structure proposals to contribute toward the achievement of overall budget targets;
- (ii) to highlight to the University Executive Group when further developing the proposals the importance the Court placed on: open and meaningful consultation; market testing; scenario testing; engaging staff and students in the development of the proposed changes; considering fully the challenges associated with implementation; and the views and approval of the Senate in relation to changes to academic structures;
- (iii) subject to (ii) above, to note and endorse the progression of proposals by the University Executive Group in relation to the School of Medicine/School of Life Sciences;
- (iv) subject to (ii) above, to approve the further development of the proposals relating to the reimagining of the Schools of Humanities, Social Sciences and Education and Social Work as a single school, and to note the suggested timeline;
- (v) to note the proposals for teaching and research efficiencies; and

- (vi) to endorse the view that the UEG should continue to work on bridging the outstanding £9.6m of cost reduction and betterment by 2024/25.

22. RISK REGISTERS

(1) Institutional Risk Register

The Court considered revisions to the Institutional Risk Register and noted that it had been reviewed and endorsed by the Audit & Risk Committee. In response to questions the Director of Academic & Corporate Governance clarified the interpretation of the ratings and members suggested the addition of reference to the Scottish Funding Council (SFC) review of coherent provision.

The Court decided: to approve the [register](#).

(2) COVID-19 Risk Register

The Court noted the updated COVID-19 Risk Register and the Director of Academic & Corporate Governance highlighted to members the inclusion of longer-term risks given the extended period of the pandemic.

The Court decided: to note the report.

23. ANNUAL LEAGUE TABLES REPORT

The Court received the annual report on the University's performance in UK league tables and international world rankings. Members noted the range of factors which contributed to performance in the various tables and the Director of Strategic Planning drew members' attention to the upcoming review of the NSS survey by the UK Government - and consequently the potential for any changes to the survey to impact on outcomes in league tables which included this data source.

The Court noted the importance of increasing the level of employer engagement with international world rankings and the Director outlined how the University was approaching this. In doing so he highlighted the importance of raising awareness without risking perceptions of having influenced the individual responses.

In response to questions relating to specific outcomes, the Vice-Principal (Education) outlined the University's review of assessment methodology to ensure that it was in line with the sector and ensured continued high academic standards.

The Court noted that it was too soon to predict how the move to blended learning during the COVID-19 pandemic would impact on league table outcomes, but that the University had focused on providing a high-quality experience despite the challenging circumstances.

The Court decided: to note the report.

24. **SFC REPORT ON COHERENT PROVISION AND SUSTAINABILITY**

The Interim Principal & Vice-Chancellor outlined a summary of the Phase 1 report for Scottish Funding Council (SFC) Review of Coherent Provision and Sustainability which members noted had been published on 20 October 2020. The summary highlighted aspects of the report which were most pertinent to the University.

The Court noted that the first phase of the review was primarily concerned with providing a reflection on submissions received in response to the call for information and generating discussion about the future direction and evolution of the HE and FE sectors. The report also indicated areas for further exploration during the second phase of the review.

The Court decided: to note the summary.

25. **CONVENER REPORTS**

The conveners of the committees of the Court provided an overview of activities within each of the committees. Approvals associated with these reports are noted in full in section 29 (see below).

The Convener of the Audit & Risk Committee drew members' attention to amendments proposed to the Remit & Terms of Reference of the Committee, the Committee's review of the Institutional and COVID-19 Risk registers (see also minute 22), and its endorsement of the draft annual internal audit plan for 2020/21. Members also noted that an additional meeting of the Committee had been scheduled for 25 January 2021 to consider the final annual financial statements.

The Convener of the Finance & Policy Committee confirmed that the Committee had reviewed a detailed report on the University's financial position and had explored the balance of one-off versus recurrent savings achieved within the 2020/21 budget. He also highlighted the Committee's interest in the financial aspects of the Academic Excellence & Structure Proposals (see also minute 21 above), and the review of the capital expenditure plan. With regard to the latter, members noted that substantial savings had been achieved by deferring capital expenditure, but that essential projects and maintenance would require the Capital Expenditure Budget to rise significantly in the future. The Convener went on to highlight the Committee's approval of the University pursuing financial transaction opportunities with the Scottish Funding Council (SFC) to fund capital projects within the plan. Finally, he drew members' attention to the Committee's discussions relating to the minimisation of business continuity risks in the Crawford building in the immediate to short-term.

The Convener of the Governance & Nominations Committee highlighted the Committee's discussion of the Student Experience report from the DUSA President, and the DUSA manifesto which had been shared with the Committee following discussions at the Court Retreat at an earlier stage of its development. The Convener also highlighted to the Court the scheduling of the Public Stakeholder Meeting of the Court at 3pm on 13 January 2020 and reminded members of the importance of this meeting in the annual cycle of Court events. The Court noted that the Discovery Days would run from 13 – 15 January 2020 and the Convener encouraged members to attend wherever possible.

In introducing the report from the People & Organisational Development Committee, the Convener highlighted the Committee's discussion of Equality, Diversity & Inclusion matters, its Remit & Terms of Reference, and its future schedule of business. She also drew members' attention to the Committee's prioritisation of staff welfare and management matters as a priority in the context of the University's response to the COVID-19 pandemic.

The Court received the report from the Convener of the Remuneration Committee. The Court noted that the Committee had approved the proposal that the 2020/21 remuneration round proceed and that all members of the University Executive Group (UEG) had indicated that they did not wish to be considered for a remuneration award in the 2020/21 cycle. The Convener also informed the Court that the Committee had delayed the consideration of the potential introduction of a grade 10 banding structure due to other, more urgent, priorities resulting from the COVID-19 pandemic and that it would review the position in 12 months.

The Court decided: to note the reports.

26. **REPORT FROM THE CONVENER OF THE SENATUS ACADEMICUS**

The Court received a report from the Chair of the Senatus Academicus and noted the Senate's review of the start of Semester One, its debate on the Academic Excellence & Structure project, and the consultation on arrangements for the start of the 2021/22 academic year.

The Court decided: to note the report.

27. **ACADEMIC YEAR 2021/22**

The Court received a paper from the Director of Academic & Corporate Governance which proposed that the start of Semester 1 of the 2021/22 Academic Year be delayed until 27 September 2021, with the annual welcome week preceding this date. Members noted the consultation process undertaken and that the Interim Principal & Vice-Chancellor, acting on authority delegated to him by the Senate, was recommending that the Court approve the proposal.

The Court decided: to approve the proposal that the start of Semester 1 of the 2021/22 Academic Year be delayed until 27 September 2021.

28. **NARRATIVE FOR SENATE**

The Chair of Court agreed to highlight to the Senate the introduction of the DUSA President's Report to Court as a standing item on the agenda for the Court, the financial update provided in minute 20, the discussion of the Academic Excellence & Structure paper – and in particular the emphasis that the Court placed on the consultation process – and the Court's approval of the delay to the start of the 2021/22 academic year.

The Court decided: to note the areas for inclusion in the report to the Senate.

29. **COMMITTEE REPORTS**(1) Audit & Risk Committee Minutes(i) Minutes of the Committee's meeting on 27 October 2020

The Court received the minutes of the meeting of the Audit & Risk Committee on 27 October 2020 (**appendix 2**). The Court's discussion of matters raised by the Committee for the attention of the Court is detailed in the Conveners' Report (Minute 25).

- The Court decided:**
- (i) to approve revisions to the Remit & Terms of Reference of the Committee (**appendix 2 annex 1**);
 - (ii) to note the Committee's endorsement of the Institutional and COVID-19 Risk Registers (see also minute 22); and
 - (iii) otherwise to approve the minutes.

(ii) Reserved Minute from the Committee's meeting on 27 October 2020

The Court received minute 17 of the meeting of the Audit & Risk Committee on 27 October 2020. The Court noted that the University claimed exemptions under Sections 30 (b) & (c) of the Freedom of Information (Scotland) Act 2002. The minutes will be published as an appendix to the minute of the meeting of the Court at which their release is approved.

The Court decided: to approve the minute.

(2) Finance & Policy Committee Minutes

The Court received the minutes of the meeting of the Finance & Policy Committee on 20 October 2020 (**appendix 3**). The Court's discussion of matters raised by the Committee for the attention of the Court is detailed in the Conveners' Report (Minute 25).

- The Court decided:**
- (i) to approve revisions to the Remit & Terms of Reference of the Committee (**appendix 3 Annex 1**); and
 - (ii) otherwise to approve the minutes.

(3) Governance & Nominations Committee(i) Minutes of the Meeting of the Governance & Nominations Committee

The Court received the minutes of the Committee's meeting on 19 October 2020 (**appendix 4**). The Court's discussion of matters raised by the Committee for the attention of the Court is detailed in the Conveners' Report (Minute 25).

- The Court decided:**
- (i) to approve the proposal that Gigi (Jia Hui) Gan serve as a member of the People & Organisational Development Committee for the remainder of the 2020/21 academic year;
 - (ii) to approve the report from the Court Retreat as an accurate record of discussions;
 - (iii) to approve proposed amendments to Statute 9(1)(e) in relation to the Lord Provost subject to the approval of the Senatus Academicus, ratification at a subsequent meeting of the Court, and the approval of, and any amendments required by, the Privy Council, further noting that the proposed changes would not come into effect until the end of the term of office of the current incumbent;
 - (iv) to approve amendments to Ordinance 63 (the Deputy Chair of Court) as set out in **appendix 4 annex 1**, subject to the approval of the Senatus Academicus and ratification at a subsequent meeting of the Court;
 - (v) to approve proposed amendments to the Standing Orders as set out in **appendix 4 annex 2**;
 - (vi) to approve the role descriptions for the Deputy Chair of Court and the Senior Independent Member of Court and the process and timeline for recruitment to these two positions;
 - (vii) to approve amendments to the Remit & Terms of Reference as set out in **appendix 4 annex 3**; and
 - (viii) to approve the 2020 update to the Modern Slavery Statement; and
 - (ix) otherwise to approve the minutes.
- (ii) Schedule of Delegation and Decision-Making Powers

The Court considered proposed amendments to the Schedule of Delegation & Decision-Making Powers (**appendix 5**) which were required to implement

the new 'Collaborative Partnerships Code of Practice'. The Court noted that the amendments focused on the alignment of approval authority in the Schedule to the tiering of opportunities (based on risk) within the Code, and that at the time of the meeting the Code was subject to the approval of the Senatus Academicus.

The Court decided: to approve amendments to the Schedule of Delegation & Decision-Making Powers, subject to the approval of the Collaborative Partnerships Code of Practice by the Senatus Academicus at its meeting on 2 December 2020.

(4) People & Organisational Development Committee

The Court received the minutes of the Committee's meeting on 29 October 2020 (**appendix 6**). The Court's discussion of matters raised by the Committee for the attention of the Court are detailed in the Conveners' Report (Minute 25).

The Court decided:

- (i) to approve revisions to the Remit & Terms of Reference subject to minor clarification (**appendix 6 annex 1**);
- (ii) to approve revisions to the Statement on Equality, Diversity & Inclusion on the Court (**appendix 6 annex 2**);
- (iii) to approve the Health & Safety Policy; and
- (iv) otherwise, to approve the minutes.

(5) Remuneration Committee

(i) Minutes of the Meeting of the Remuneration Committee

The Court received the minutes of the Committee's meeting on 24 September 2020 (**appendix 7**). The Court's discussion of matters raised by the Committee for the attention of the Court is detailed in the Conveners' Report (Minute 25).

The Court decided:

- (i) to approve amendments to the Policy on Recognition & Reward (**appendix 7 annex 1**);
- (ii) to note the Committee's approval that the 2020/21 remuneration round proceed; and
- (iii) otherwise, to approve the minutes.

(ii) Remit & Terms of Reference for the Committee

The Court approved amendments proposed to the Remit & Terms of Reference of the Committee following a holistic review of the remits of the People & Organisational Development and the Remuneration Committees (**appendix 8**).

The Court decided: to approve amendments to the Remit & Terms of Reference of the Committee (**appendix 8**).

(6) Welfare & Ethical Use of Animals Committee

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

The Court decided: to approve the report.

30. **REPORT FROM THE MEETING OF THE SENATUS ACADEMICUS**

The Court received the minutes from the meeting of the Senatus Academicus on 14 October 2020 (**Appendix 10**).

The Court decided:

- (i) to approve the recommendations concerning the conferment of the title of Professor Emeritus upon Professor Alan Page; and
- (ii) otherwise, to note the report (**Appendix 10**).

31. **DRAFT FINANCIAL STATEMENTS**

The Court received the draft financial statements for noting. The Court noted that due to delays to the external audit process as a result of the implications of the COVID-19 pandemic the final statements would be submitted to the Court for approval on 23 February.

The Court decided: to note the draft statements.

32. **SENIOR STAFF APPOINTMENTS**

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

Name	Title	Date
Professor Ian Robson	Associate Dean (School of Business)	1 August 2020
Professor Anthony Head	Professor (Duncan Jordanstone College of Art & Design)	15 June 2020

David McBeth	Director of Research and Innovation Services	23 September 2020
Owen Adams	School Manager (School of Life Sciences)	1 November 2020
Fiona Brown	School Manager (School of Medicine)	1 July 2020

Court decided: to note the appointments.

33. **INTERIM PRINCIPAL & VICE-CHANCELLOR**

The Chair of Court reminded members that the meeting was the last formal meeting of the Court for the Interim Principal & Vice-Chancellor, Professor David Maguire, before stepping down from the role on 31 December 2020. The Chair highlighted the gratitude of the Court and the University for Professor Maguire's hard work and dedication and praised his leadership through an exceptionally challenging period since he joined the University. The Court wished Professor Maguire well for the future.

The Court decided: to record the thanks of the Court to Professor Maguire.

Mr Ronald Bowie
Chair of Court
University of Dundee

APPENDIX 1**UNIVERSITY EXECUTIVE GROUP REPORT TO COURT
(Minute 18)****A. INTRODUCTION**

1. Since the last meeting of the Court on 3 September, we have welcomed our new and returning students to the University and put in place arrangements and processes to provide a safe and coordinated blended learning experience. The level of face-to face teaching is variable across disciplines, however we have set a minimum 1-hour per week threshold and continue to encourage the incorporation of greater elements of face-to-face teaching as far as timetabling and social distancing constraints will allow, in line with Scottish Government guidance.
2. So far, the student experience of this new format of learning appears largely very positive, with feedback from the student pulse survey highlighting positive experiences for student satisfaction and teaching delivery. This is a testament to the academic and professional services staff who have worked hard over the summer to develop, adapt and deliver innovative ways of teaching. We recognise the huge efforts required in getting us to this point and express our sincerest thanks to colleagues who have helped to maintain the University's position and community spirit in what has been a challenging period.
3. We will also soon be welcoming our new Principal, Iain Gillespie from 1 January 2021. We have begun individual meetings with the new Principal and throughout December have a number of sessions in place to ensure a smooth transition that will enable the UEG to continue to drive forward the key objectives established in consultation with Court.
4. In accordance with the approval of the Court by email circulation, we are now taking forward the process of recruiting to the permanent position of Vice Principal (Academic Planning and Performance). Work to recruit a new Dean of Dentistry also remains ongoing with interviews scheduled over the coming weeks.

B. STRATEGIC MATTERSUEG Strategic Priorities 2020/21

5. UEG is making steady progress with respect to the implementation of our previously agreed strategic priorities for 2020/21: (1) Financial Sustainability, (2) Academic Excellence and Structure, (3) Business Transformation, (4) Blended Learning, (5) Digital Strategy, (6) New Strategic Plan, (7) Maximising Student Numbers and Income and (8) Equality, Diversity and Inclusion.
6. The table below provides an update on progress in relation to the agreed objectives since the last meeting of Court. We have also included a RAG rating to inform Court of the status of the project relative to the agreed timelines. In spite of the amount of time and effort devoted to dealing with Covid-19, overall satisfactory progress is being made on the priorities.

Priority and RAG Status	Objectives	Update
<p>Priority 1: Financial Sustainability</p> <p><i>UEG lead: Carol Prokopyszyn</i></p>	<p>This project continues progress towards financial sustainability on the themes of ‘survive’ and ‘thrive’. It includes a mix of in-year actions on budgetary control and longer-term initiatives which will link to the priority on development of a new strategic plan.</p> <ul style="list-style-type: none"> ➤ Maintain cost control in line with budget and Plan. ➤ Introduce additional cost saving measures if required ➤ Deliver financial scenario modelling to support strategy review. ➤ Reduce employer risk in UODSS through benefit change. ➤ Diversify income streams (e.g. commercialisation) 	<p>Regular budget risks updates provided to UEG and presented to F&PC 21 Oct.</p> <p>Financial update provided to Court 17 Nov to set context for additional measures option. Pay cut proposal developed and considered by PODCO 29 Oct for recommendation to Court.</p> <p>Advisers engaged to support UODSS benefit reform and initial workshops held to develop thinking.</p> <p>Scenario modelling will start with going concern work for external audit (Dec/Jan). Commercialisation plan to be developed in 2021.</p>
<p>Priority 2: Academic Excellence and Structure</p> <p><i>UEG lead: Julian Blow</i></p>	<p>This project is an outgrowth of project 5 from last year. It has been styled to include four parts:</p> <ul style="list-style-type: none"> ➤ Staff appraisal and development (academic and professional services staff). This is a continuation of 19/20 priority 1.– <i>Pam Milne</i> ➤ Teaching excellence and efficiency – <i>Blair Grubb</i> ➤ Research excellence and efficiency (following on from project 4) – <i>John Rowan</i> ➤ Academic performance and structure – <i>Julian Blow</i> 	<p>Documents for the project are being prepared for presentation to Court on 17th November. The presentation will focus on the financial consequences of the proposals, approximate time scales and cost: benefit analysis. More detailed proposals for the Social Sciences-Humanities have been drawn up.</p>
<p>Priority 3: Business Transformation</p> <p><i>UEG lead: Jim McGeorge</i></p>	<p>To introduce an ERP solution that transforms our core business systems – Finance, HR/Payroll and Research – in order to drive new ways of working and enhanced approaches to the efficient and effective delivery of Professional Services to meet the University’s strategic priorities.</p>	<p>The HR/Payroll project is tracking to the revised plan. Functional test cycles on both the Payroll and HR modules of the system have been successfully completed and the team is now focused on preparations for User Acceptance Testing which will run from November to March 2021. The Research phase 1 project is targeting a go live date of 30 November 2020. The go live is dependent on the successful completion of an annual upgrade of the live finance environment, which is underway and due to be completed by 27 November 2020. Following the cessation of the OneUniversity Student project, the BT team is working with External Relations, Student Services and UoDIT to finalise proposals for critical enhancements to the existing Student Management System, that will ensure it can support services and University strategic priorities in the short to medium-term.</p>
<p>Priority 4: Blended Learning</p> <p><i>UEG lead: Blair Grubb</i></p>	<p>The ‘Blended Learning’ project is designed with two primary objectives:</p> <ul style="list-style-type: none"> ➤ Blended Learning for 20/21, including delivery of curricula and high-quality student experience in this new teaching mode ➤ Curriculum Design Principles <ul style="list-style-type: none"> - Define the hallmarks and attributes of all UoD degrees (including inclusive curriculum, active learning, diverse curriculum delivery and assessment, curriculum-based employability skills development. 	<p>Toward 20/21 Steering/Stakeholder Groups will continue to meet for the remainder of the academic year. Blended learning underway and progressing well. Student Pulse Survey launched in week 3 with results to go to Schools on 08/11.</p> <p>Planning for Semester 2 underway – Blended Learning will continue, timetable planning underway, remote learning allowed for programmes where it is possible, January start for many TPG programmes is key.</p>

	<ul style="list-style-type: none"> - New process linked to Periodic Programme Review, that will evaluate academic fit and programme financial sustainability. 	Curriculum Design Principles paper presented to UEG on 12/10 with a timeline to complete the consultation by Christmas and have the framework document ready by the end of January 2021.
Priority 5: Digital Strategy <i>UEG lead: David Maguire</i>	<p>The Coronavirus pandemic has clearly illustrated the need for an enhanced digital capability at the University. This project will:</p> <ul style="list-style-type: none"> ➤ Develop a high level, multi-year university-wide strategy covering administration, research, teaching and underlying infrastructure. ➤ Set out key principles and include plans for a governance model, roadmap, sustained investment and organisational structure. 	Terms of reference agreed, and a short-life working group has been established. The group is establishing the key themes for the strategy and looking at strategic issues for learning and teaching, admin/business and research. Key outline principles have been developed.
Priority 6: New Strategic Plan <i>UEG lead: David Maguire</i>	<p>The current strategic plan is due for renewal in 2022. With the arrival of a new Principal in 2021 it is timely to begin the process of developing and consulting on a new plan.</p>	Strategic positioning discussed by UEG in summer. UEG and Court approved PESTLE and SWOT analysis. UEG will review 2017-22 strategy in December. Staff consultation planned for Q2, 2021 which will be led by the Principal.
Priority 7: Maximising Student Numbers and Income <i>UEG lead: Thomas Veit and Wendy Alexander</i>	<p>The pandemic has placed new challenges with respects to student recruitment. This project aims to mitigate those risks and maximise our recruitment strategy:</p> <ul style="list-style-type: none"> ➤ Delivery of open & partnership recruitment for full fee students (international) and RUK in 20/21 ➤ Manage COVID related developments – conversion, pre-departure, arrival, self-isolation support, online & blended welcome & landing well support ➤ Lead on-line and in country recruitment, admissions, conversion for 21/22 for open and partnerships ➤ Secure continued growth for International College Dundee ➤ Transnational education: deliver recruitment, teaching and student support for offshore Joint Educational Programmes ➤ Plan for UoD-CSU Joint Institute viva and launch (if approved) ➤ Review plans for online brand building and marketing/sales 	<p>The work to bring in S2 cohort underway. We are in active negotiations about charter flights from China into Edinburgh in January to support current Chinese S1 online learners convert to f2f learning and to facilitate safe, economical travel for new January starts. In addition to conversion activity for S2 January starts, we are deep into our new fully online recruitment round for 21/22.</p> <p>We also have a number of new programmes coming on stream at ICD and are looking at further collaboration with our partner in ICD, Oxford International Education Group. It is too early to make predictions about January matriculations, as with September the East and South East Asian markets are soft, with South Asia and Africa less impacted to date.</p>
Priority 8: Equality, Diversity and Inclusion <i>UEG lead: Pam Milne</i>	<p>The Equality, Diversity and Inclusion objective has been designed with two primary goals:</p> <ul style="list-style-type: none"> ➤ Implementation of Race Charter <ul style="list-style-type: none"> - Formation of a University self-assessment team - Development of timelines for actions. - Formation of a focus group to facilitate the development of a University action plan. ➤ Retain Athena Swan Bronze Award <ul style="list-style-type: none"> - Preparing draft submission by the end of the current year - Liaise with relevant established groups in preparation for final submission. 	<p>Race Charter lead has been appointed in Professor Hari Hundal from the School of Life Sciences. It has been agreed with the Dean that one day a week of Professor Hundal's time will be spent on this activity. The formation of the self-assessment team is underway.</p> <p>Project plan for ensuring the timeline for submitting on time has been established and progress is on track for delivering this outcome.</p>

Academic Excellence and Structure

7. The Academic Excellence and Structure project (priority 2) has been at the forefront of discussions at many of our UEG meetings since the last meeting of Court. We had a preliminary consultation with Senate on 14 October (discussions referenced in paper T) where we discussed the parameters for the proposals and benefited greatly from Senate's thoughtful considerations. We would like to reiterate our commitment to working with the Senate and the Court in bringing this work forward and look forward to engaging with Court regarding specific proposals and the direction of travel when we discuss the Academic Excellence and Structure paper elsewhere on the agenda.
8. The development of this project has proven to be more time consuming than originally envisaged because we saw the need to align and embed it properly within the 5-year financial plan. As the long-term financial sustainability of the University is the major driver, we wanted to make sure that any proposals were clearly situated within the agreed framework and capable of being reconciled against it. As requested by Court at its last meeting, we continue to develop a detailed cost benefit analysis for proposals and the financial data to support them. Work is ongoing in the remaining workstreams, with elements relating to *Teaching Excellence and Efficiency* being undertaken within the existing programme of Schools Portfolio Review. Progress has also been made in relation to the *Development and Recruitment of Academic Staff*, with the formation of a working group that is leading the development of timelines for delivery with a more detailed project plan anticipated in the next couple of weeks. Work within *Research Excellence and Efficiency* is ongoing through analysis of TRAC data to identify research efficiencies.

C. COVID-19 OUTLOOK AND MANAGEMENT

9. The impact of the pandemic and what it entails for the future has undoubtedly been at the forefront of the agenda for all higher education institutions. The virus is likely to be with us for some time to come and therefore it is important we continue to have appropriate strategies in place to mitigate the most pertinent risks and are able to flex and adapt our approach to the sometimes rapidly changing context in which we are operating. There are significant challenges for those students who have opted for online learning due to anxieties about travel and are managing issues of connectivity and remote access. These seem significant for online students in geographies like China relying on VPN linkages to participate in synchronous learning.

Government Restrictions and Blended Learning

10. On November 2 the Scottish Government implemented its new 5-level Coronavirus restrictions system, with the First Minister announcing that Dundee City would be subject to level 3 restrictions. The new levels include reference to categories of blended learning for Universities as follows—'blended', 'essential' and 'restricted'. Government officials have generally agreed with the position of the University, that its current offering is aligned to their definition of 'restricted' mode of blended learning, which broadly aligns with level 3.
11. It has been encouraging to see the Government has found no evidence that links face-to-face teaching with transmission of the virus. The national position of UCU remains that face-to-face teaching should be ceased, but we are strongly committed to fulfilling our obligations to our students while adhering to the latest Scottish Government guidance and regulations.
12. On the basis of current restrictions, we continue to develop a strong blended learning offering for Semester 2, although we have created contingency plans to move entirely online should the Government advice change. In addition, we have sought the approval of the Senate for amendment to the 2021/22 academic year start date (see also paper M). Such action will help to mitigate potential risks identified relating to student experience, student retention and loss of income.

Christmas Break

13. The government previously noted unique risks in University towns relating to the circulation of people. This issue has been raised more recently with respect to the Christmas break period and the potential for mass migration of students to contribute to the spread of the virus. There have been discussions in the Scottish Government of staggered leaving periods during the Christmas break to avoid such outcomes. Whilst the variability of end-of-term dates makes this a somewhat natural process, we continue to monitor government advice regarding strategy on how to support students returning home for Christmas.

14. We are cognisant of the possible risks including implications of mass migration and potential for student refund demands if the Scottish Government enforce online only teaching following the Christmas break. In those circumstances we will continue to have students living on or around campus who do not have another home in the UK, and are looking at services to support these students. We are in the process of developing the necessary contingency measures should this be the case.

Incident Management Response

15. Our COVID-19 Business Continuity and Recovery Framework is still in operation, with the Operations Group reporting to the UEG on a weekly basis alongside a number of more specific COVID-19 Sub-Groups which have access to specialist knowledge. At the time of writing, in terms of positive cases we have had 53 students and 7 staff at the University over the previous 2 weeks (week beginning Monday 26 October). Despite it being inevitable that we would experience cases following the start of Semester, the number has been generally very low and is consistent with the incident rate in the wider population. We have put in place processes, such as self-reporting mechanisms, whilst maintaining regular contact with Public Health Scotland to ensure cases are managed and affected students and staff supported, and the virus is effectively contained. Security patrols have been monitoring student behaviour, especially in student residences overnight and at the weekends, which has generally been good with only minor incidents reported. A walk-through test facility has also been established on the City campus at Park Place which will hopefully allow students easier access to testing and minimise the risk of potential outbreaks.

Staff and Student Support

16. Lastly, we recognise the impact of the pandemic on both our staff and students and have put several support measures in place. Student Services have created an extensive support package for students and our hardship fund is still available for the most vulnerable. In our most recent [Staff Pulse Survey](#) staff expressed generally positive feedback, but we are aware of a small number of staff who are finding the circumstances particularly challenging. The Director of HR & OD and Vice Principal (APP) are working with Deans' and Directorates to determine the best possible way to support our staff. We have also granted an additional rest day on 24 December to reward staff for their tremendous work over the past months and encourage a well-deserved break.

D. SECTORAL MATTERS

Pay and Pension Matters

17. We continue to monitor the risks associated with the on-going UCEA national annual pay negotiations. Nationally, the Unions' position is that there should be an annual pay increase for 20/21 which would be implemented from the 1 August. The employer's position, however, remains that an increase would, regrettably, be unaffordable under the current circumstances. We are aware of the possible threat of industrial action and continue to monitor the situation and take appropriate steps to mitigate any risks.
18. The USS valuation of technical provision closed on the 31 October and the emphasis of our response, overseen by the Pensions Sub-Group, focused on the unaffordability of the scheme and the desire to move to benefit reform. We continue to monitor further developments and risks relating to the scheme's deficit in terms of our own financial sustainability.

SFC Review of Coherent Provision and Sustainability

19. The Scottish Funding Council (SFC) recently published a report on Phase 1 of its [Review of Coherent Provision and Sustainability](#) on 20 October which primarily reflects on key themes that emerged through their call for evidence. The review focuses on ten themes for consideration and exploration in the second phase— a summary of the details of the report is provided for information in paper J on the agenda. It is encouraging to see that the SFC address, albeit, somewhat superficially, many of the points that were raised in the University's own submission. The SFC acknowledges the challenges associated with the impact of the pandemic, noting that support will be necessary long after the initial impact is felt. The review commits to address areas of strategic importance, such as the digital revolution, issues of financial sustainability, greater collaboration between research, industry and institutions, alongside fair and transparent frameworks to help see universities to a position where they can become financially sustainable and flourish.

20. Perhaps one of the most pertinent issues under consideration within the review is the issue of financial sustainability and the efficiency of current funding models. This was a point that was raised firmly in our response and echoed loudly amongst others. The review acknowledges the significant reliance of many institutions on international fees to cross-subsidise other activity and emphasises the need to work with funders and charities to support the full economic cost (FEC) of crucial activity and especially research. The review ultimately suggests the possibility of an integrated funding model and framework, embracing all post school education (apprenticeships, further education and higher education), that would encourage more equitable funding opportunities and greater collaboration, but which also poses potential threats to university funding.
21. The second phase of the report will explore in more detail identified themes and develop some of the principal ideas stated throughout. The conclusion of Phase 2 is due February 2021 and we will update Court in due course.

BREXIT

22. At the time of writing, a 'no trade deal' scenario remains a real possibility. We continue to monitor and comment as appropriate in relation to aspects that may affect facets of the University such as student mobility, European student fees and research collaboration. The Principal, University Secretary and relevant members of the leadership team remain in regular communication with relevant bodies to ensure we are informed on developments and guidance.

E. INTERNAL MATTERS

Student Recruitment

23. We now have a clear picture of our Semester 1 intake. The University has met almost all Scot/EU Controlled and Uncontrolled UG targets, is within 5% of the UG RUK post-Covid budget, and has exceeded the UG Overseas, PGT Overseas, and PGT Home/EU post-Covid budget. PGR Semester 1 matriculations are below expectation, but we expect to meet the full year budget. This is a huge achievement for all those involved in recruitment, especially in light of the challenging circumstances.
24. Our January 2020 position remains unclear, especially in relation to our overseas intake. Factors outside our control (especially confidence regarding travel from China) will likely impact our number of matriculations in January and this means we cannot yet accurately predict enrolment for Semester two. Based on deposits paid to date, it will be challenging to reach all the way to the Semester 2 budget target of 290 TPG matriculations. Lower confidence in China will also impact the willingness of our existing online learners who have remained in China, to arrive in campus for Semester 2, but we plan to continue to teach them online.

Finance

25. Financial sustainability has been one of our top priorities over the previous months. As Court will recall the budget for 2020/21 included a £15.6 million deficit and negative operating cash flow of £12.4 million. Included in the budget was a plan to achieve £6.9 million in efficiency and productivity savings. We have made good progress towards achieving these savings with £1.9 million identified in School budgets, with the VP (APP) continuing to work extensively with Dean's to achieve the total savings across Schools. Reaching savings targets within Directorates, however, has been challenging, due to the impact of Covid creating unforeseen costs and investments being allocated to Directorates, as well as an inability to generate income in some areas such as campus catering and ISE memberships. As referenced in paper F, an overall savings gap of £2 million remains with risks to achieving targeted savings totalling a further £3.5 million. We are working hard to close these gaps throughout the rest of the year.
26. Regarding measures implemented to mitigate the financial impact of Covid, members will see from papers that significant progress has been made with respect to Phase 1 and Phase 2. With regards to the implementation of Phase 3 measures, Court will recall that, in the original criteria, student recruitment was a significant factor in whether such measures should be explored. We are pleased to report that we have achieved our Semester 1 financial targets, as reported in terms of matriculations above. In view of the sector intelligence we are now assuming no annual pay increase in 2021 which will improve the University's financial position. Should our position worsen unexpectedly there is a new contingency in the form of small loans from the SFC as a last resort.
27. Given the financial outlook and progress made thus far, the UEG recommends to Court that staff pay cuts are not necessary at this stage and so no paper in that regard has been brought forward for discussion. Considering the circumstances, our financial position is making slow but steady positive progress. We are aware of the many

challenges that lie ahead and remain focused on our long-term plans of achieving financial sustainability to enable our community to survive and thrive.

Partnerships and Projects

28. In autumn we hold the annual board meetings that govern both our Chinese JEPs online. Both programmes have started well, the North Eastern University class has a full intake (118) and Wuhan has a respectable intake of 26 (out of a maximum of 40 pa) given enrolments are significantly down overall in Wuhan. We have received further positive informal feedback about our Joint Education Institute (JEI) application with CSU and expect the Viva (defence meeting) with the Ministry of Education shortly. We have advanced plans to expand our professional staff in Beijing and Shanghai, adding one in each location, to support our in-country operations, as part of our localisation response to the virus which has halted international travel. We have had fruitful alumni engagements in Nigeria. Our plans for further diabetes care and management activity in Malaysia continue to develop, however the pandemic is hampering meetings with key government officials. We have begun discussions with OIEG, our commercial education partner for International College Dundee (ICD) on a range of pilot projects to expand our collaborations and secure access to their wider recruitment network.
29. We have also appointed new academic leads from within our academic staff for ICD and the Middle East & North African (MENA) regions. Court will recall that sustained academic engagement in recruitment and conversion activity is a key pillar of our recent successes in international recruitment. We remain in negotiation with Chinese carriers to extend of programme of flights, with direct service from China to Manchester, for new and returning students early in January for the start of Semester 2, which aid our efforts at retention of our online learners who are concentrated in East and South East Asia.

League Tables

30. Since we last met, several league tables have published. The annual league table report is provided elsewhere (as paper I). In summary we have again performed strongly in the UK league tables, whilst our performance in International league tables is slightly down, placing us in the 201-250 bracket in the Times Higher Education World University Rankings.
31. Of particular note is the fact that the University rose 10 places in the Guardian University Guide to 19th in the UK. The University is listed in the top 20 in 15 subject tables, including ranking 1st in the prestigious Medicine table, with Dentistry in 3rd and both Education and Design in 4th in their respective tables.
32. The University also ranked 23rd in the influential Times Good University Guide, up one place from last year. At subject level in this table, we rank in the Top 5 in six subjects and in the Top 10 in 12, up three from last year. Our highest ranked subjects are: 1st in Pharmacology and Pharmacy, 2nd in Dentistry, 3rd in Anatomy and Physiology, 3rd in Subjects Allied to Medicine, 4th in Biological Sciences and 5th in Archaeology and Forensic Science. We are also in the Top 10 for Art & Design (6th), Medicine (6th), Education (6th), Social Work (7th), Civil Engineering (8th) and Geography and Environmental Science (10th). Performance in the international league tables remains challenging, in part because of the great attention others are paying to maximising their position and the massive investments being made in higher education systems in some parts of the world, but also because of the heavy reliance on reputation in some tables.

Research and External Engagement

33. Despite the impact of the pandemic many of our researchers have continued their important work on campus and remotely, with several achieving major awards (full details of research awards can be seen in **Annex 2**), once again evidencing the excellent research capabilities of the University and staff.
34. We have also secured a major reputational win with Wellcome LEAP, a programme that aims to find solutions to some of the world's most complex health challenges. In time we hope this will generate large amounts of research income for the University and advance our exceptional biomedical sciences research portfolio.
35. As Court will recall from the Principal's briefing 14 October, we also celebrated the prestigious NCCPE Institution Gold Award for Public Engagement, a credit to the team led by Professor Nicola Stanley Wall on behalf of our VP (Research) supported by the Public Engagement team and the University's Public Engagement Forum. This is a huge achievement for the University, being 1 of only 3 UK Institutions that have reached this level and the first in Scotland.

Awards and Accolades

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

University Executive Group

9 November 2020

Annex 1. University Executive Group Meetings

The University Executive Group has met formally on 27 August, 31 August, 7 September, 9 September, 14 September, 23 September, 28 September, 5 October, 7 October, 12 October, 19 October, 21 October 26 October 2 November and 4 November. The following items were considered:

1. CORPORATE ISSUES

- COVID-19
 - Student mobility
 - Business recovery
 - Scottish Government guidance
 - Covid-19 group updates
 - Testing
 - Incident management
 - Covid-19 code of conduct
- Business Transformations
- Fossil fuel divestment

2. FINANCIAL ISSUES

- Budget risks and opportunities
- Financial review of the year 19/20
- Pay cut proposal
- Student intake updates and forecast
- School savings targets

3. ACADEMIC MANAGEMENT ISSUES

- Teaching delivery
- Academic year start date
- Academic staff management
- Student pulse survey

4. HUMAN RESOURCES ISSUES

- Staff pulse survey
- Equality, Diversity and Inclusion
- Remuneration round
- Merit awards
- Academic promotions
- University rest days

5. STRATEGIC MATTERS

- UEG strategic objectives
- Academic Excellence and Structure
- SFC matters
- Planning process

Annex 2: Research Related Grants

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 AWARD HIGHLIGHTS**(i) Professor D R Alessi (School of Life Sciences)****ASAP - Mapping the LRRK2 Signalling Pathway and its Interplay with other Parkinson's Disease Components****£7,255,503.49 (including £479,087.23 overheads) from the Michael J Fox Foundation for Parkinson's Research**

The Aligning Sciences Across Parkinson's disease (ASAP) initiative is one of the biggest initiatives in history to accelerate understanding of the origins of Parkinson's disease. The ASAP initiative is run by Nobel laureate Randy Schekman and embraces high quality and fully open and interdisciplinary collaboration. We are delighted that our University of Dundee ASAP application led by Dario Alessi and Miratul Muqit was successful. We have received \$9 million dollars from the ASAP-initiative to collaborate with researchers at Stanford University over the next 3 years. This ASAP-Initiative award will enable us to recruit 12 new talented PhD/postdoctoral researchers to Dundee to study how Parkinson's disease is regulated by the LRRK2 enzyme. This is a major step towards our goal of creating a world leading Parkinson's Research Centre at the University of Dundee.

(ii) Professor A Dinkova-Kostova (School of Medicine)**A Fully Integrated FLIM-FRET System For Imaging Dynamic Protein - Protein Interactions and Protein Turnover In Single Live Cells And Model Organisms****£595,000.00 from the Biotechnology and Biological Sciences Research Council**

This award will allow acquisition of a unique multi-user multi-project-use microscope for live cell imaging. The system is user-friendly, giving the benefit of opening the technology to a wide range of researchers. The findings will bring new knowledge of a wide range of fundamental biological processes, including cell polarity, cell division, embryonic development, genome integrity, neuronal communication and stress responses, which are frequently dysregulated in ageing and disease.

(iii) Dr M Bergkessel (School of Life Sciences)**Slow Growth and Dormancy in Bacteria****£961,435.00 (including £426,602.00 overhead) from UK Research and Innovation (UKRI)**

Dr Bergkessel has been awarded a significant grant from UKRI to study the behaviour of bacteria and how this can be used in the development of antibiotics. Bacteria in natural environments frequently encounter conditions that prevent them from growing, for example a lack of nutrients or oxygen or an exposure to a toxin. However, in the laboratory, microbiologists have primarily studied bacteria that are rapidly dividing, and little is known about how non-growing states are controlled. Understanding these states is important because non-growing bacteria are very tolerant of antibiotics. Improving our knowledge of what they are actually doing while surviving and dormant could allow new insight into how to treat chronic infections and prevent the development of antibiotic resistance.

(iv) Dr A M McFadden (School of Health Sciences)**Co-Production of an NHS-Tailored Implementation and Evaluation Strategy Framework to Support Women in the UK to Breastfeed with a Focus on Reducing Health Inequities: Evidence Synthesis with Stakeholder Engagement (joint with Queen's University Belfast, Huddersfield University, Open University, University College London and Public Health Wales)****£226,966.00 (including £131,707.00 overhead) from NHS National Institute for Health Research**

The aim of this study is to assess what can be learnt from global evidence of what works to support women to breastfeed that is transferable to the UK. The project comprises updating a Cochrane review of trials, working with stakeholders to identify interventions that are relevant to the UK, and conducting a mixed method review

and economic evaluation. The outcome will be guidance on how to implement and evaluate breastfeeding support interventions in the NHS.

(v) **Professor D A Cantrell (School of Life Sciences)**

A UK Underpinning Platform to Study Immunology and Immunopathology of COVID-19: The UK Coronavirus Immunology Consortium (University of Birmingham lead, Universities: Bristol, York, KCL, Cambridge, Manchester, Cardiff, Newcastle, Imperial College London, Edinburgh, Liverpool, Glasgow, Sheffield, Oxford, Bradford Teaching Hosp NHS, The Francis Crick Inst, Wellcome Trust Sanger Inst)
£151,215.04 (including £52,206.69 overhead) from the Medical Research Council

The UK Coronavirus Immunology Consortium (UK-CIC) aims to understand the immune response to SARS-CoV-2. The UK-CIC brings together 19 UK immunology centers of excellence to provide the insights about immune responses to COVID19 that will help develop interventions to control the Coronavirus pandemic. Dundee is part of this consortium because of our world leading mass spectrometry facilities that allow us to characterize changes in the proteins of immune effector cells in SARS-CoV- infected individuals during acute infections and during convalescence. This knowledge is crucial for the development of diagnostics and treatments for SARS-CoV-2 infection.

The amazing mass spectrometry facilities that Dundee has are here because of the vision of Professors Mike Ferguson and Angus Lamond who saw the power of this technology to address key biological questions. The quality of Dundee's mass spectrometry facilities are the reason we are able to contribute to the UK-CIC. It should also be noted that they are the key to many of the industry collaborations established in the School of Life Sciences.

(vi) **Ms C B Brown**

History Bones: Opening up the Archive of the Brittle Bone Society (Research Resources Award)
£50,783.00 from the Wellcome Trust

The project is a year-long project to catalogue the archive of the Brittle Bone Society, a Dundee base national charity which provides support for people with osteogenesis imperfecta. The charity, which recently celebrated its 50th birthday, is pioneering in its approach and has inspired many similar organisations across the world. Its founder, Margaret Grant, received an honorary degree in 2018. Part of the project will be to record the history of the Society.

B. RESEARCH AWARDS >£500,000

Name	School	Project Title	Total Value	Funder
Professor D R Alessi	Life Sciences	World Class Labs	£808,000	Medical Research Council
Prof. D R Alessi	Life Sciences	Dundee - Confidence in Concept 2019	£697,200 (including £161,411 overhead)	Medical Research Council

C. RESEARCH AWARDS >£100,000 <£500,000

Name	Discipline	Project Title	Total Value	Funder
Dr. I Ganley	Life Sciences	Determining the ligase and DUB landscape of mitochondrial and alpha-synuclein turnover	£450,909 (including £58,814 overhead)	Michael J Fox Foundation for Parkinsons Research
Prof. I S Mackenzie	Medicine	ORION-4	£345,757 (including £193,667 overhead)	University of Oxford

Prof. C N A Palmer	Medicine	SHARE 20-21	£315,389	Chief Scientist Office
Dr. H McSorely	Life Sciences	MICA: Modulation of IL-33-dependent Responses Using Parasite Products (Transfer)	£314,268 (including £139,017 overhead)	Medical Research Council
Prof. M M K Muqit	Life Sciences	Development of better approaches to study PINK1 structure (joint application with University Medical Centre Goettingen and University of Frankfurt)	£256,415.06 (including £41,476.06 overhead)	Michael J Fox Foundation for Parkinsons Research
Prof. D W Gray	Life Sciences	Extension of DNDi grant (2020)	£214,812 (including £19,528 overhead)	Drugs for Neglected Diseases Initiative (DNDi)
Prof. J D Chalmers	Medicine	Evaluation of CFTR Function Across Airway Diseases	£209,107 (including £40,316 overhead)	Novartis Pharma AG
Mrs. H Waley	Library and Learning and Culture and Information	Open Access Award 2020/21	£202,536	Wellcome Trust
Dr. P Davies		MRC PPU Covid Research	£201,620 (including £39,435 overhead)	Medical Research Council
Prof. A Dinkova-Kostova	Medicine	Evaluation of the Therapeutic Potential of Pharmacological NRF2 Activation in Hepatic Fibrosis (PhD Studentship)	£132,524	Medical Research Scotland
Prof. V H Cowling	Life Sciences	Early Stage Challenge Fund Application - HGSP Covid Response RNACapRx (High Growth Spin Out Programme)	£131,255	Scottish Enterprise Glasgow

D. RESEARCH AWARDS £50,000 < £100,000

Name	Discipline	Project Title	Total Value	Funder
Prof. I H Gilbert	Life Sciences	Dundee-Ghana Drug Discovery Group (GCRF 20-21)	£94,982	Scottish Funding Council (SFC)
Dr. I Hein	Life Sciences	Potato Improvement in Mutiple LMIC Countries (Joint with JHI & CIP) (GCRF)	£94,234.84	Scottish Funding Council (SFC)
Prof. G G Simpson	Life Sciences	Developing Orphan Crops Genome Annotation (GCRF Round 2020/21)	£90,655	Scottish Funding Council (SFC)
Prof. J R Swedlow	Life Sciences	4DN supplement: Combined Cytological, Genomic, and Functional Mapping of Nuclear Genome Organization (Joint with Carnegie-Mellon University)	£66,271.69 (including £7,613.01 overhead)	National Institute of Health (USA)
Mr. C Henstridge	Medicine	Equipment Proposal - Leica Ultra Microtome	£50,101.80	Alzheimers Research UK

E. RESEARCH AWARDS < £50,000

Name	Discipline	Project Title	Total Value	Funder
Prof. M L J Ashford	Medicine	Alzheimer's Research UK Scotland Network Grant 2020-21 (Universities - Aberdeen, Edinburgh, St. Andrews, Glasgow Caledonian)	£41,750	Alzheimers Research UK
Dr. S Martins da Silva	Medicine	Development and Validation of a Screening Test to Predict the Likelihood of Fertilisation Failure Caused by Sperm Ion Channel Dysfunction (ICD) (Extension) (Joint with with University of Abertay)	£39,099 (including £22,987 overhead)	Chief Scientist Office
Prof. K G Storey	Life Sciences	Investigator Award - Cellular and Molecular Mechanisms Regulating Neuronal Differentiation in Embryos and Adults: COVID-19 Supplement	£38,916	Wellcome Trust
Dr. M D Newlands	Science and engineering	Durability Performance of Low Carbon Concretes	£36,306 (including £15,261 overhead)	Mineral Products Association
Prof. R Petty	Medicine	Understanding Resistance To Targeted Therapies In Oesophageal Squamous Cell Carcinoma As A Foundation To Developing New Precision Medicine Approaches	£35,156 (including £17,310 overhead)	Chief Scientist Office
Dr. L Marryat	Health Sciences	The Development Of A Virtual Cohort Of Children Born To Opioid Dependent Mothers In Scotland (Joint with University of Edinburgh)	£34,979 (including £2,881 overhead)	Chief Scientist Office
Dr. S Martin	Medicine	Identification and Functional Classification of Proteins Crucial for Novelty-Induced Memory Enhancement in the Hippocampus	£34,485	Aarhus University
Dr. A Munro	Health Sciences	Assessing the Impacts of Novel Coronavirus Outbreaks on People who use Drugs, Drug -Related Deaths and the Effectiveness of Service Responses to them: a Systematic Review to Inform Practice and Drug Policy Responses to COVID 19 in Scotland. (Joint with University of Stirling)	£32,107 (including £26,113 overhead)	Scottish Government
Dr. I Hein	Life Sciences	Target Enrichment-Based Potato Disease Resistance Gene Studies and Late-Blight Pathogen Diversity Research (Joint with China Agricultural University) (Newton Advanced Fellowship 2020)	£32,000	Royal Society
Prof. J D Chalmers	Medicine	Scottish Senior Clinical Fellowship	£31,302	Chief Scientist Office
Dr. I Moraga	Life Sciences	Sir Henry Dale Fellowship - Mapping Cytokine Signalling Networks using Engineered Surrogate Ligands: COVID-19 Supplement	£27,763.90	Wellcome Trust
Prof. A Evans	Medicine	CONTRast Enhanced Breast Tomosynthesis in Patients Suspected of Having Breast Cancer: A Prospective Comparison with Digital Mammography and Breast MRI	£23,492 (including £12,855 overhead)	Chief Scientist Office
Dr. S Martin	Medicine	The Retention of Memory and Creation of Knowledge	£22,990	University of Edinburgh

Dr. J Januschke	Life Sciences	Symmetry Braking Mechanisms in Drosophila Neural Stem Cells: COVID-19 Supplement	£20,516.69	Wellcome Trust
Prof. R Waugh	Life Sciences	Natural Enhancement of Essential Micronutrients in Ethiopian Barley Grain (James Hutton Institute (JHI) & Nottingham University) (GCRF)	£20,428	Scottish Funding Council (SFC)
Dr. G Smith	Medicine	Characterisation of the Ovarian Cancer Stem Cell Niche - Targeting Stem Cell Biology to Combat Drug Resistance (NHST)	£19,764	Chief Scientist Office
Dr. C D Sutherland	Medicine	An Investigation of How Insulin Receptor Function Could Influence the Development of Insulin Resistance and Type 2 Diabetes	£19,693	Diabetes Research Wellness Foundation (DRWF)
Prof. L A Colvin	Medicine	Understanding Barriers to Increasing Physical Activity in Chronic Pain: An Exploratory Study to Develop the Sustainable Self Effective Development (SUSSED) Intervention (Joint with Queen's University Belfast, Glasgow Caledonian University and NHS Fife)	£15,851 (including £8,656 overhead)	Chief Scientist Office
Mr. T Deegan	Life Sciences	Sir Henry Wellcome Postdoctoral Fellowship - Molecular Mechanisms of DNA Replication Termination: COVID-19 Supplement	£15,625	Wellcome Trust
Prof. J E Clarkson	Dentistry	SDCEP - Cochrane Subscription additional funding	£10,000	NHS Education for Scotland
Prof. P T Donnan	Medicine	Evaluation Of The MicroGuide App For Antibiotic Guidelines: Microguide Study	£10,000	University Hospital Southampton NHS Foundation Trust
Prof. C Proby	Medicine	ADOPT: Appropriate Dosing To Optimise Personalised Cancer Treatments	£9,950	Tayside Oncology Research Fund
Prof. R McCrimmon	Medicine	NHS Research Scotland Diabetes Network 2020-2021 (Uni Edinburgh, NHS Tayside, NHS Highland, NHS Grampian, NHS Fife, NHS Forth Valley, NHS Lothian, NHS GGC, NHS Lanarkshire)	£9,000	Chief Scientist Office
Dr. G Smith	Medicine	Reversing Resistance - Development of Novel Combination Chemotherapy Approaches to Combat Drug Resistance in Ovarian Cancer	£8,000	Melville Trust for the Cure and Care of Cancer
Dr. G Smith	Medicine	Specificity of Fibroblast Growth, Growth Factor-induced Signalling Pathways in Human Tumours - Identification of Novel Therapeutic Targets?	£6,333	Medical Research Scotland
Dr. F H McLean	Medicine	COVID-19 Recuperation Costs	£2,494.86	Scottish Dementia Research Consortium

Annex 3. People and PrizesRoyal Society Edinburgh Prizes

1. Professor Niamh Nic Daéid, Director of the University's Leverhulme Research Centre for Forensic Science (LRCFS), has been awarded the Royal Society of Edinburgh Senior Prize for Public Engagement for her work across the forensic science and judicial landscape, bringing science and law together in strategic interdisciplinary conversations to address the challenges in the use of science in the service of justice. The Royal Society Edinburgh awards exceptional achievements across several academic fields and public engagement.
2. Dr Paul O'Mahoney, a Post-Doctoral Research Assistant working within the Photobiology Unit in the School of Medicine and a graduate of the University, also received the Royal Society Edinburgh Innovator's Prize for Public Engagement for his work on the applications of physics in Photodynamic Therapy and Photodiagnosis.

APPENDIX 2

AUDIT & RISK COMMITTEE MINUTES (Minute 29 (1)(i))

A meeting of the Committee was held on 27 October 2020 via TEAMS online meeting.

<u>Present:</u>	Keith Winter (Convener); Karen Bassett; Tricia Bey; Lady Lynda Clark; and Colin Clunie.	
<u>In Attendance:</u>	Chris Brown Dr Neale Laker Dr Jim McGeorge Dr Christine Milburn Olaf Postola Olga Potopova Carol Prokopyszyn Stephen Reid Matthew Swann Neil Thomas	Azets (Partner); Director of Academic & Corporate Governance; University Secretary; Senior Policy Officer (Corporate Governance); Corporate Governance Support Officer; EY (Manager); Director of Finance; EY (Partner); Azets (Associate Director); and KPMG (Partner).
<u>Apologies:</u>	Richard Bint; James Lucas Dr Liz Rogers	KPMG (Senior Manager); and Policy Officer (Risk & Audit).

Prior to the start of the meeting the Convener welcomed Tricia Bey to her first meeting of the Audit & Risk Committee as a new Lay Member of the Court.

1. MINUTES

Resolved: to approve the minutes from the meeting of 3 August 2020 including reserved business minutes 3, 8, 10, 12.

2. MATTERS ARISING

(1) Action Log

The Committee noted the log of ongoing actions. The University Secretary provided an update on the item relating to the consideration of the impact and effectiveness of mandatory training. Members noted that the action had been impacted by the delay to the implementation of the new HR/Payroll system, which would improve monitoring and the prioritisation of other matters as a result of the COVID-19 pandemic. The Committee noted that an update had been scheduled for its meeting on 2 March 2021.

Resolved: to approve the action log.

3. CONVENERS REPORT

The Convener reported on his attendance at the meeting of the Chair's Committee at which he had provided an update on the Committee's work including in relation to the change of internal auditors, the agenda of the Committee meeting on 27 October, and the intention to undertake deep dive exercises throughout the year on specific items on the risk registers. The Convener informed members that he was to meet the new Principal & Vice-Chancellor on 11 December 2020.

Finally, the Convener reminded members he would be happy for members to contact him in between meetings if they would find this useful.

Resolved: to note the update.

4. EQUALLY SAFE

The Director of Academic & Corporate Governance, in his capacity as Chair of the University's Equally Safe Group, provided a verbal update on governance arrangements relating to the Group. It was noted that the Group considered matters relating to the welfare of both staff and students and that it would report twice annually to both the Student Governance Oversight Group and the Health, Safety & Welfare Committee to ensure appropriate oversight from a student and staff perspective respectively. The Director reminded members that both the Audit & Risk and People & Organisational Development Committees received regular reports from the Health, Safety & Welfare Committee.

Resolved: to note the update.

5. INFORMATION GOVERNANCE

The University Secretary provided the Committee with an update in relation to his review of target completion dates for recommendations in the Information Governance internal audit report considered by the Committee on 3 August 2020. The Committee approved the revised target dates as follows: capacity management and action plan including arrangements for the role of Data Protection Officer, 31 December 2020; information governance strategy & policy framework/ training and awareness, 31 April 2021; and compliance monitoring of practices and procedures, 31 July 2021. Members noted that the timings would allow for the new DPO to provide input into the development of the later recommendations and that the internal auditors were supportive of the revised dates. The Committee requested that an update be provided at its meeting on 20 May 2021.

Resolved: (i) an update on Information Governance actions to be provided at the Committee meeting on 20 May 2021; and

(ii) otherwise, to note the update.

6. COVID-19 RISK REGISTER

The Committee reviewed the COVID-19 Risk register and discussed the rapidly changing nature of current circumstances and the importance of the register remaining subject to continual review. The University Secretary assured members that the University Executive Group (UEG) reviewed risks relating to COVID-19 on a weekly basis as a minimum through the management structure previously reported to the Court.

The Committee was pleased to note that officers had considered a report into lessons learned from the management of the recent COVID-19 outbreak at Parker House, which, while not a University residence, housed a number of University students. In particular, members noted that this had enabled the University to update its response plans with regard to student support in University residences in the event of an outbreak. In response to questions the University Secretary provided an update on the number of cases reported at the University to date and measures in place to contain these and support the individuals infected or in self isolation. Members noted that the low incidence at Dundee relative to other UK universities may be linked to the University's later start for Semester One, which had enabled it to learn a number of lessons from the experience of other institutions.

The Committee discussed risks associated with potential changes to Scottish Government policy, for example in relation to the Christmas holiday, including student mobility during this period and their return to campus for semester 2. In this regard members noted the significant impact that a future 'lock-down' might have on the University's operations and that this risk would be explicitly referenced in the COVID-19 Risk Register.

In response to questions regarding the use of random/asymptomatic testing of students, the University Secretary confirmed that the sector had been actively lobbying the Scottish Government on the potential benefits this could

bring, but that at the present time it appeared the Government testing facilities did not have sufficient capacity to expand the testing regime.

The Committee noted residual risks relating to IT and cyber security and the University Secretary undertook to provide an update to the Committee, by circulation, in relation to the project to upgrade users to Windows 10.

- Resolved:**
- (i) to note the COVID-19 Risk Register; and
 - (ii) to ask that the University Secretary to circulate an update to the Committee in relation to the Windows 10 project.
- [Secretary's note: The Clerk to the Committee subsequently circulated an update to the Committee from the Director of UoDIT on 10 November 2020.]*

7. INSTITUTIONAL RISK REGISTER

The Committee received the updated Institutional Risk Register for endorsement to the Court. Discussions focused on risks relating to 'growing and diversifying the student community' in the context of the COVID-19 pandemic and members noted a decrease in the numbers of Chinese students travelling out of country, but that numbers from other areas including South Asia and Africa had remained relatively stable.

Resolved: to endorse the Institutional Risk Register to the Court for approval.

8. FINANCIAL STATEMENTS FOR YEAR ENDED 31 JULY 2020

(1) External Audit Update Report

The external auditors, EY, provided an update on the status of the external audit process relative to the updated plan approved at the meeting on 3 August 2020 and outlined a range of matters arising during the course of the audit. The external auditors noted that a full report would be submitted to the additional meeting on 25 January 2021 to enable assurance to be provided to the meeting of the Court on 23 February 2021 when it would consider the annual financial statements for approval. The Committee noted that the timetable would enable the assessment of going concern in the context of COVID-19.

The Committee considered updates on the status/action from areas of focus within the external audit. In doing so the external auditors highlighted issues relating to the override of management control, fraud and revenue recognition, financial sustainability and going concern, intangible assets and the recent settlement with TechnologyOne.

The external auditors went on to highlight pension risks, including liability, provisions within the budget and the potential impact on future borrowing.

Resolved: to note the update.

(2) 2019/20 Draft Consolidated Financial Statements

The Director of Finance introduced the draft financial statements for the period 1 August 2019 to 31 July 2020.

The Committee noted that draft statements had been made available to provide insight into the work undertaken to date and that a final version would be submitted to the Committee at its meeting on 25 January 2021 for consideration and endorsement to the Court.

Discussions focused on aspects relating to staff costs which, while lower than projected, had increased relative to the previous year. The Committee also welcomed the section relating to key risks but suggested that this be reviewed to ensure that it reflected current risks relating to COVID-19.

Resolved: to note the draft financial statements and await the final version at the meeting on 25 January 2021.

9. SUBSIDIARY COMPANIES

The Committee received the draft financial statements from the subsidiary companies, noting that no significant issues had been raised in their preparation. Members noted that active consideration would be given to reducing the number of subsidiaries, noting the cost of auditing the subsidiary accounts. The Director of Finance advised that two of the subsidiaries would be evaluated for closure, with the aim of establishing a winding up process within 12 months. The Director of Finance undertook to update the Committee in due course.

Resolved: to note the subsidiary accounts.

10. RESEARCH AUDIT OUTCOME

The Committee received a report on the findings of a regular 'funders audit'. Members noted that the auditor had found against the University in terms of the depreciation costs claimed on several items of equipment purchased part way through the project term and this had led to the University being required to repay a portion of the grant to the funder. The Committee noted that the University had subsequently reviewed its processes and taken action to revise operational procedures and update University policies as appropriate to prevent any recurrence. The Committee confirmed that it was satisfied with the action taken.

Resolved: to note the report and actions taken.

11. INTERNAL AUDIT 2019/2020

(1) School Operational Planning

The internal auditors introduced the report on School Operational Planning, which had, due to COVID-19 restrictions, been conducted in a different way from normal. The audit opinion had been formed on the basis of observations made during the Internal Planning Conference and provided as direct feedback to management. No recommendations were set out within the report, with the internal auditors reporting that the workshops had been well conducted and that management had been actively receptive to the feedback provided.

Resolved: to note the internal audit report.

(2) Accounts Payable

The internal auditors introduced their report on the review of Accounts Payable which focused on processes affected by COVID-19, including the impact of remote working on data security. The report reflected on the changed risk environment since the COVID-19 outbreak and assessed the arrangements in place to guarantee that the University had robust procedures to ensure payments continued to be made for goods and services, and that these services continued to operate in a remote working environment.

The Committee noted that the report consisted of two grade 1 (limited risk exposure) recommendations relating to the need to review the Financial Regulations on a more regular basis and to assess job roles and terminologies. Both had been accepted by management. The Committee was otherwise satisfied with the report.

Resolved: to note the report.

(3) Student Income Collection

The internal auditors introduced their report on student income collection which reviewed arrangements in place to ensure the University had robust controls to effectively and efficiently collect income from students. The Committee noted the report consisted of two grade 2 (moderate risk exposure) recommendations and one grade 1 (limited risk exposure) recommendation, all of which had been accepted by management.

The internal auditors reported that they were generally assured that the University had sound arrangements to ensure that students' income was collected in full and in a timely manner, that there was an appropriate system to record student income and facilitate regular monitoring of students' payments, and that it was operating effectively. The internal auditor was satisfied that comprehensive information was available to students from the University's website, and that income collection was reported appropriately to management and the Court. They went on to outline the three recommendations, which related to the regularity of review of the Financial Regulations and the Tuition Fee Refund Policy, and the time period for each stage of the debt collection process. The Committee noted a range of good practices highlighted in the report, including the number of ways students were able to pay their tuition fees.

Resolved: to note the report.

(4) Internal Audit Follow-Up Report

The internal auditors introduced their report which summarised their assessment of the current status of recommendations made in previous audit reports, noting that four actions had been completed, nine actions were not yet due, and two actions had been outstanding. The Committee focused its discussion on recommendations with either a long implementation target date or where the target date had been significantly extended and questioned if the recommendations remained relevant and valuable.

With regard to recommendation relating to the development of a Customer Relationship Management system, the University Secretary advised that the continued relevance and affordability of the recommendation was currently subject to review. Members also discussed a recommendation relating to attendance monitoring and its relevance to health and wellbeing as well as student progression and retention.

Resolved: to note the report.

(5) Draft Annual Internal Audit Report

The Committee reviewed the internal auditors' annual report. The overall assessment was that 'the University of Dundee has a framework of governance and internal controls that provides reasonable assurance regarding the effective and efficient achievement of objectives and the management of key risks'.

Following discussion, the Committee formally noted the independence of the internal auditors and the contents of the report. The internal auditors gave thanks to the Committee and, noting that it was their last meeting, the Convener thanked them for their service.

Resolved: to note the annual internal audit report.

12. INTERNAL AUDIT 2020/21

(1) Draft Internal Audit Strategic Plan

A draft internal audit strategic plan was provided by the new internal auditors, KPMG, covering the period 2020/21 – 2022/2023. The auditors set out the process by which the plan had been developed, and members noted in particular that, while the impact of COVID-19 was not the subject of a specific audit, it had been taken into account in the development of the scope for each of the planned audits.

The internal auditors advised that potential auditable systems were highlighted in the report and noted that year one of the plan focused on risks relating to cyber security, the new HR system, academic portfolio development, and academic staff performance. The Committee considered the timing of the strategic planning review and suggested that it would be beneficial for this carried out early in the schedule.

The Committee sought and received assurance with regard to the internal auditors' interaction with the external auditors in formulating risk assessments and their overall approach. Members noted that the internal auditors had an existing understanding of working with EY as an external auditor, and that the proposed plan had a high degree of flexibility. In light of the current unpredictable circumstances relating to COVID-19, the Committee agreed to review the plan at its meeting on 2 March 2021, mid-way through the academic year.

The internal auditors confirmed that adequate time and appropriate resource had been allocated to deliver their plan.

Resolved: to note and approve the plan.

13. CUC GUIDE

The Committee considered the report provided by the officers regarding compliance with the CUC Higher Education Audit Committees Code of Practice published on 13 June 2020. The report compared the Committee's existing practice and governance arrangements with the guidance set out in the Code and members noted that the University was largely compliant.

The Committee approved proposed amendments to its Remit and Terms of reference to explicitly meet the terms of the Code. With regard to recommendation 21 of the guide, which stated that '*Committees of three to five individuals are generally most appropriate because they provide for sufficiently wide range of skills, perspectives and experiences*', the Committee agreed that the Remit and Terms of Reference should set the membership of the Committee as a maximum of five individuals, inclusive of external lay members.

Discussion focused on the frequency of meetings and in particular how external members of the Committee could be better supported in between meetings to ensure they maintained a contextual awareness of the business of the University. Officers proposed that in addition to inviting the external lay members to the Court Retreat, an invitation should be extended for them to attend the monthly Principal's briefings to the Court and receive minutes from meetings of the Court along with an offer to discuss any the wished with officers if desired.

Resolved:

- (i) to approve the assessment of compliance and the associated recommendations; and
- (ii) to note that external lay members would be invited to the monthly Principal's briefings to the Court and be provided with the minutes of Court meetings.

14. COMMITTEE MATTERS

(1) Draft Schedule of Committee Business 2020/21

The Committee reviewed a draft schedule of Committee business for the 2020/21 academic year. Discussion focused around the importance of updates to each meeting on risks relating to COVID-19. The Convener invited members to provide any further feedback on the workplan to him via email or via the Clerk to the Committee.

Resolved: to endorse the workplan, subject to minor amendment as set out above.

(2) Review of the Remits and Terms of Reference

The Committee reviewed proposed amendments to its Remit and Terms of Reference (**annex 1**), which largely focused on recommendations arising from the review of the CUC Higher Education Audit Committees Code of Practice. Discussions focused on the requirement that 'at least one member of the Committee shall have a financial or accounting background'. Members suggested that the requirement be clarified and suggested revised wording.

The Committee noted the Remit & Terms of Reference would be further reviewed during the 4-year review of Committee effectiveness.

Resolved: to endorse to the Court amendments to the Remit and Terms of Reference, noting that it would be further reviewed as part of the 4-year review of effectiveness.

(3) Reserved Business: Annual Review of Committee Effectiveness from Court

The Committee reviewed data relating to the effectiveness of the Committee from the annual Court effectiveness questionnaire. Members noted feedback had been consistently positive and were content to note that issues raised in previous annual reviews had been addressed.

Resolved: to note the update.

15. **REVIEW OF COMMITTEE EFFECTIVENESS**

The Committee considered a paper which outlined proposals for the review of Audit & Risk Committee effectiveness, which in line with sector-wide best practice, needed to be undertaken on a four-yearly basis and was therefore due in May 2021.

The Committee agreed that it did not wish to engage external facilitation for the review so soon after an externally facilitated review of Court and approved the process as proposed, suggesting that the review should include a meeting in the absence of officers. Members agreed to provide feedback on the proposed questionnaire via email to the Committee Clerk.

Resolved: to approve the proposed process as set out and to review the questionnaire and provide feedback to officers.

16. **BUSINESS TRANSFORMATION**

The University Secretary provided the Committee with a verbal update on progress in relation to the Business Transformation programme. Members noted that the Steering Committee had met and approved the revised programme, that the functional testing of the HR/Payroll module had been completed ahead of schedule, with user acceptance testing about to commence.

Members expressed an interest in receiving an update on the programme at the next meeting of the Committee from the Director of Business Transformation.

Resolved: (i) to invite the Director of Business Transformation to attend the meeting on 2 March 2021; and

(ii) to note the report.

17. **RESERVED BUSINESS: LEGAL RISK REPORT**

[Secretary's note: Members should note that this item is considered strictly confidential. The University claims the exemptions in Sections 30b and 30c and 28 of the Freedom of Information (Scotland) Act 2002. The minute has been redacted and is provided under separate cover and will be published as an appendix to the minute of the Court meeting at which its release is approved.]

18. **POLICY AND ENTERPRISE ARCHITECTURE**

A demonstration of the new enterprise architecture for the tracking of the approval and review of University policies was presented by the Corporate Governance Support Officer alongside the new Corporate Information website, which had together been designed to support the accessibility of policies and ensure strong version control across the University website. The Committee noted the new system was to be piloted by the Academic & Corporate Governance Directorate (ACG) for six months before being rolled out further and that ACG would subsequently perform a gate-keeper role for University policies.

Resolved: to note the update and demonstration.

19. **NARRATIVE FOR COURT**

It was agreed that the Convener's report to Court on 17 November 2020 would include reference to the following: the Committee's consideration of the COVID-19 Risk Register; the Committee's consideration of the draft financial statements and external auditor report; the review of the financial statements for the subsidiary companies; the Committee's approval of the new internal audit strategic plan; amendments proposed to the Remit and Terms of Reference of the Committee; the methodology for the four year review of Committee effectiveness; the update

provided in relation to Business Transformation; and the demonstration of the new enterprise architecture to support policy review.

20. **HEALTH, SAFETY & WELFARE SUB-COMMITTEE**

The Committee noted the minutes from the meeting on 1 September 2020.

Resolved: to note the minutes.

21. **RISK MANAGEMENT OVERSIGHT GROUP**

(1) Minutes of the Committee's meeting 11 February 2020

The Committee noted the minutes from the meeting 11 February 2020.

Resolved: to note the minutes.

(2) Minutes of the Committee's meeting 2 September 2020

The Committee noted the minutes from the meeting 2 September 2020.

Resolved: to note the minutes.

22. **DATE OF NEXT MEETING**

Resolved: (i) Monday 25 January 2021, 11am (additional meeting to consider the Annual Financial Statements).

(ii) Tuesday 2 March 2021, 2pm.

Keith Winter

Convener

APPENDIX 2 ANNEX 1

AUDIT & RISK COMMITTEE REMIT, TERMS OF REFERENCE AND MEMBERSHIP

Remit

To advise University Court in relation to its responsibilities for:

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

Membership

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

The quorum for any meeting of the Committee shall be three members, at least one of whom must be a member of the Court.

In Attendance

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

Secretary

Policy Officer (Risk & Audit).

Meetings

The Committee shall meet no less than 4 times in each session. One meeting each year will incorporate a private meeting of the Committee with the internal and external auditors without officers (other than the Secretary to the Committee) present. The Convener may request additional private meetings as deemed appropriate.

Quorum

Three members shall constitute a quorum.

TERMS OF REFERENCE CONSTITUTION AND OPERATION

Membership

- The Committee shall comprise not less than three members of the Court, all of whom shall be lay members, i.e. to the exclusion of members of staff of the University and full-time students.
- The Chairperson of Court shall not be a member of the Committee.
- The Committee may co-opt, with the approval of the Court, additional lay persons with appropriate expertise who are not members of the Court. The number of such co-opted members shall not exceed half of the membership. The

term of office for these additional lay members shall be in line with the period of co-option for members of Court as defined in Statute 9(2)(g).

- At least one member of the Committee shall have recent and relevant financial experience.
- The Convener of the Committee shall be appointed by the Court and shall be a member of the Court. In the absence of the Convener at any meeting of the Committee, the Committee shall appoint any of its members as Acting Convener for that meeting.
- No member of the Committee shall concurrently be a member of the Court's Finance & Policy Committee, although the Convener of the Finance & Policy Committee may attend meetings of the Audit & Risk Committee. A reciprocal right of attendance at meetings of the Finance & Policy Committee is granted to the Convener of the Audit & Risk Committee.
- The following skills/experience are particularly valued by the Committee:
 - Knowledge of internal and external audit;
 - Experience in financial management;
 - An accounting or internal audit qualification;
 - Senior management experience in a complex organisation/public body;
 - IT and business systems experience, ideally in a large and complex organisation;
 - Advisory and/or consultancy experience (for example as a partner in a corporate finance, law or accounting firm; and
 - Experience in the management of Higher Education;

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

Authority

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

Proceedings

- The Committee shall usually meet no less than four times annually and shall report, through submission of the minutes of each meeting, to the next available meeting of the Court.
- Each meeting of the Committee shall normally be attended by the University Secretary, Director of Finance, Director of Academic & Corporate Governance and, where business relevant to them is to be discussed, representatives of the internal and external audit services.
- Other members of the wider University Management Group may be invited to attend meetings as and when appropriate, particularly when internal audits relating to their area of leadership and management responsibility are being considered.
- The Committee's Secretary shall normally be the Policy Officer (Risk & Audit).

The internal and external auditors shall have unrestricted right of access to the Audit & Risk Committee and the Convener and the right to request that the Convener convene a meeting if necessary.

DUTIES AND RESPONSIBILITIES

Effectiveness and Financial Control

- to review the robustness of financial and other control systems and to ensure that the Court's policies on internal control are implemented by delegated officers.
- to ensure that all significant losses have been properly investigated, and that the internal and external auditors and the Funding Council have been informed if appropriate.
- to oversee the University's policy on fraud and irregularity, and to receive regular reports on any incidents of fraud.
- to oversee the University's policy for the prevention of bribery and corruption and the University's gifts and donations policy and to receive reports as appropriate on activity in this area.
- to monitor, annually or more frequently if necessary, the implementation of approved recommendations arising from both internal and external audit reports and management letters.
- to monitor the effectiveness of the internal and external audit services, including attendance at Committee meetings, and promote co-ordination between the two.
- to satisfy itself that suitable arrangements are in place to ensure sustainability, and to monitor the University's arrangements to secure value for money, whether these are made via internal or external audit or other means.
- the Committee shall review the audit plan and assess the appropriateness of the audit coverage of the University's activities over a cycle. Alternative means of assurance should be identified for areas not covered by internal audit.

Risk Management

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

Internal Audit

- to advise the Court on the approach to internal audit, including the appointment and remuneration of internal auditors.
- to consider and advise the Court on the internal audit needs assessment and the strategic and annual internal audit plans.
- to monitor the auditor's progress, operating over a rolling three-year planning cycle.
- to consider and advise the Court and the auditors on any issues arising from internal audit reports.
- to receive an annual report from the internal audit service, which should include an opinion on the degree of assurance that can be placed on the system of internal control.

External Audit

- to advise the Court on the appointment, remuneration, and independence of external auditors.
- to guide the external auditors on the nature and scope of the audit as necessary.
- to consider and advise the Court on external audit reports and management letters.
- to consider and advise the Court on the University's annual financial statements, ensuring the proper application of agreed accounting policies and the transparency and openness of reporting.
- To review the audit findings at the end of the audit cycle, including any changes in audit approach or any modification to the auditor's report.
- to exercise appropriate oversight over the audit of subsidiaries as well as the University itself.
- In line with the policy set out in Annex 2 to monitor any advisory or other non-audit work undertaken for the University by the external auditors, to ensure that their independence is not compromised.

Other

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

- to make an annual report on the work of the Committee for submission to the Court and the Funding Council. The annual report shall include the Committee's opinion of the adequacy and effectiveness of the University's arrangements for risk management, control and governance, sustainability, economy, efficiency and effectiveness (value for money). The report shall also describe how the Audit & Risk Committee has discharged its duties and should include any significant issues arising during the financial year and the period up to the date of the report.
- To investigate any issues giving rise to the resignation or removal of the auditors, as detailed in any statement from the auditors to the Court, and to consider whether any action is required.
- Monitor annually the performance and effectiveness of external and internal auditors, including any matters affecting their independence and objectivity; performance against agreed programme, scope and time; attendance; staffing continuity, skills mix, quality and seniority of team; timeliness of engagements and reports; clarity and accuracy of reports, and effectiveness of follow-up of previous recommendations. focus on risk and key issues; and openness in discussion with the Committee.

Membership 2018/19**(1) Members**

Name	Category
Keith Winter (Convener)	(Lay Member of Court)
Karen Bassett	(Lay Audit & Risk Committee Member)
Lady Lynda Clark	(Lay Member of Court)
Colin Clunie	(Lay Audit & Risk Committee Member)
Tricia Bay	(Lay Member of Court)

(2) Officers in Regular Attendance

Name	Category
Wendy Alexander	(Vice-Principal (Internationalisation))
Carol Prokopyszyn	(Director of Finance)
Dr Neale Laker	(Director of Academic & Corporate Governance)
Peter Fotheringham	(Deputy Director of Finance)
Dr Jim McGeorge	(University Secretary)
Dr Elizabeth Rogers	(Policy Officer (Risk & Audit))

Appendix 2**POLICY ON USING EXTERNAL AUDITORS FOR NON-AUDIT SERVICES**

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

Statutory audit

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

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

Other work as auditors or reporting accountants

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

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

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

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

Tax advisory services

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

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

Merger/acquisition support

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

Other accounting advisory and consultancy work

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

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

Any assignment in excess of £20,000 can only be awarded to the external auditor after competitive tender, with the exception of assignments involving their own intellectual property. The inclusion of the external auditor on a tender list requires the prior approval of the Director of Finance. The Director will consult with the Convener of the Audit & Risk Committee regarding any tender for work in excess of £10,000. The Audit & Risk Committee will receive a report summarising details of all such work commissioned, including fees payable.

Guidance

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

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

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

APPENDIX 3

FINANCE & POLICY COMMITTEE MINUTES (Minute 29 (2))

A meeting of the Committee was held on 20 October 2020 via video conference.

Present: Richard Bint (Convener);
Alan Bainbridge;
Ronald Bowie;
Dr William Boyd;
David Dorward;
Professor David Maguire (Interim Principal & Vice-Chancellor);
Scott Quinn (DUSA President);
Professor Mairi Scott; and
Sharon Sweeney.

In Attendance: Bernadette Malone (Deputy Chair of Court);
Professor Julian Blow (Interim Vice-Principal (Academic Planning & Performance));
Peter Fotheringham (Deputy Director of Finance);
Rose Jenkins (Director of Estates & Campus Services);
Julie Lynch (Head of Finance Partnering);
Dr Jim McGeorge (University Secretary & Chief Operating Officer);
Dr Christine Milburn (Policy Officer (Corporate Governance));
Carol Prokopyszyn (Director of Finance); and
Professor John Rowan (Vice-Principal Research, Knowledge Exchange & Wider Impact).

Apologies: Keith Winter (Convener of the Audit & Risk Committee);
Dr Neale Laker (Director of Academic & Corporate Governance); and
Wesley Rennison (Director of Strategic Planning).

1. MINUTES

Resolved: to approve the minutes of the meeting of 11 August 2020.

2. MATTERS ARISING

(1) Action Log

Members noted the action log for the Committee. Through discussion members noted that the Principal and the Chair of Court had jointly written to the Scottish Funding Council (SFC) in relation to below average increases in funding awards for the University over a number of years. Members noted that, while no formal response had been received to date, the SFC Chief Executive had acknowledged the issue and had indicated that the variance had arisen due to the formulaic nature of the funding system. The SFC had indicated that the matters raised by the University would be taken into account in the current review.

Resolved: to approve the action log.

(2) Tay Cities Deal

The Committee formally homologated the decision of the Committee, taken by email on 18 September 2020, to approve the submission of the Full Business Case for the *Growing the Tay Cities Biomedical Cluster* project to the Scottish government, noting the cash profile for the project.

The Director of Finance updated members on anticipated timelines for the formal signing of the Tay Cities Deal, which at the time of the meeting was expected to take place by the end of October 2020.

Resolved: to formally homologate the decisions taken by the Committee by email on 18 September 2020 to approve the submission of the Full Business Case for the Growing the Tay Cities Biomedical Cluster project to the Scottish government, noting the cash profile for the project.

3. BUDGET RISKS AND OPPORTUNITIES

The Deputy Director of Finance introduced a paper which set out progress in relation to the achievement of the £6.9m of efficiency and productivity savings in the 2020/21 budget and

The risks to achieving these targets. The Committee noted that since the last report further significant progress had been made in terms of identifying budgeted savings across Schools, but that the position with respect to directorates had worsened due to the impact of COVID-19 on both cost and income. Overall across schools and directorates a £2m savings gap remained at the time of the meeting with risks totalling a further £3.5m identified. The Deputy Director went on to outline further work underway to identify the remaining savings and to mitigate the identified risks. Through discussion members explored the importance of a consistent approach to achieving savings across schools and directorates. Members however noted that some of the avenues for savings/contributions from directorates were no longer available due to the impact of COVID-19, especially due to additional costs necessarily incurred.

Members also sought further details regarding the parameters used when defining measures such as teaching/research income per academic and suggested that an informed and detailed analysis of this measure be provided when the Committee next reviewed the University Strategy to 2022 Key Performance Indicator data at its meeting in May 2021.

Turning to the savings secured thus far, the Committee noted that non-pay savings had proved to be more easily identifiable than pay-savings. The Committee discussed the critical importance of identifying recurrent savings in the face of increasing risks and uncertainties and the Director of Finance undertook to provide an analysis to the next meeting of the Committee setting out the proportion of savings identified which were recurrent. Members went on to highlight the need to communicate the need for cultural change, with a focus on identifying changes which would enable the University to live within its means. In this respect the Vice-Principal (Academic Planning & Performance) outlined discussions with the Deans' Group and Senate regarding the academic excellence and structure project.

Finally, the Committee discussed the projected cash position and was reassured to note that as a result of the measures implemented to date, the forecast was for the cash position to be £10m better than budgeted, which had lessened the expectation of the use of the Revolving Credit Facility in 2020/21.

Resolved:

- (i) to note the update provided;
- (ii) to request further details regarding data relating to Key Performance Indicator measures such as teaching/research income per academic;
- (iii) to note that the Director of Finance would provide a report to the next meeting of the Committee on 19 January 2021 regarding the proportion of identified savings which were recurrent; and
- (iv) to note the improved cash forecast for 2020/21.

4. ESTATES AND CAMPUS SERVICES REPORTS

The Committee considered the regular update from the Director of Estates & Campus Services, which on this occasion focussed on the substantial changes to the capital programme as a result of the COVID-19 Pandemic. In parallel, the Committee considered the Year 2 review of the Estate Strategy.

In introducing the reports, the Director drew members' attention to the further opening of the campus following the easing of COVID-19 pandemic restrictions. Members were pleased to note that the University continued to monitor and enhance interventions made across the campuses to ensure that they were safe for the return of staff and students. She also highlighted the development of a suite of Business Continuity Plans (BCPs) across schools

and directorates, which members noted had been adapted to encompass advice from Public Health Scotland and to reflect the Incident Action Plan developed by the University.

The report highlighted the reduction of the 2019/20 Estates and Infrastructure budget from £9m to £3m.

Discussions focussed on the Year Two review of the Estate Strategy. The Director reminded members that the Estate Strategy approved in autumn 2019 had been designed as a dynamic document agile enough to reflect the changing ambitions and requirements of the University. Members noted that all projects planned for the next five-year period had been reviewed, and that those designated for 2020/21 budget spend had subsequently been assessed with regard to whether they could progress as of October 2020, with a small number of projects being restarted where it had been deemed important to do so. Members were advised that this restart of capital projects had been implemented on a conservative basis and had focussed on critical areas such as the CHP engine project. The Director confirmed that other works had either been paused for re-evaluation or had been reprogrammed into future budgets. The Director highlighted the opportunity to pause projects again if required when the University's overall financial position became clearer toward the end of 2020. She also drew members' attention to risks relating to the minimisation of expenditure in terms of the overall condition of the estate - and the importance of maintaining the Estates Infrastructure Budget at a level sufficient to ensure that the estate and buildings remained safe, compliant and fit for purpose.

The Committee noted that it was too early to predict the University's 'post-COVID-19' Estate requirements and that where the need for significant capital investment had been identified, for example in relation to the Crawford Building, consultants had been engaged to review temporary solutions to improve resilience until such time as finances allowed the consideration of significant investment. With regard to the Crawford Building, the Committee noted that future reports from the Director would include details of revised plans, resource requirements, business continuity plans and financial consequences as appropriate. The Committee also noted that the Estates team were actively reviewing the Post-COVID-19 requirements of the School of Business.

The Director highlighted risks relating to the later years of the Estate Strategy (2022-2025), with members noting that the University would need to achieve budget betterment targets to meet the projected funding requirements.

Turning to capital projects relating to the Tay Cities Deal, members noted that the associated capital plan elements were listed as 'potentially proceeding' while information on external financial investments was awaited. The Director provided a brief update on discussions with Dundee City Council in relation to the potential use of the Cyclacel building in connection with the 'Building the Biomedical Cluster' project.

The Committee went on to consider the opportunities to reshape the University's thinking with regard to estate and campus requirements following the introduction of new ways of working and teaching in response to the COVID-19 pandemic. Members noted that the COVID-19-Staff Sub-Group were actively considering future ways of working/teaching and that this would inform thinking in this area. The Director proposed to bring forward a paper to the Committee, perhaps in March/May 2021 at which time there would also be clarity with regard to the 2020/21 student intake and the 2021/22 intake projections.

The Chair of Court expressed the appreciation of the Court for the exceptional work done by the Estates & Campus Services Directorate under difficult conditions during the pandemic.

- Resolved:**
- (i) to note the report provided and approve the Year 2 review of the Estate Strategy;
 - (ii) to note that further details would be provided in due course regarding potential solutions to resilience in relation to the Crawford Building;
 - (iii) to note that the University would continue to review the capital programme in light of emerging financial information;
 - (iv) to note risks relating to the latter years of the Estates Strategy;
 - (v) to note that the Director would provide a paper later in the year reflecting on estates requirements in the context changes to working/teaching practices post-COVID-19 of; and

- (vi) to ask that the Director to communicate the appreciation of the Court to her team with regard to their exceptional work under difficult conditions during the pandemic.

5. DIRECTOR OF FINANCE REPORT

The Committee considered a report from the Director of Finance which provided updates on the Tay Cities Deal and an overview on the benchmarking of the TRAC 2018/19 return. The Director drew members' attention to the approval of the cash profile for the Building the Biomedical Cluster project (see also minute 2(2) above).

Discussions focussed on aspects of the TRAC benchmarking review relating to the efficiency of teaching and research activities at the University. Members noted that for both publicly and non-publicly funded teaching cost recovery was less than the peer group average, but that the University was above average with regard to the recovery of research costs (77.5% compared with the peer group average of 76.1%). At 95%, overall recovery was behind the sector average (96.1%) and significantly below the peer group (99.5%). In response to questions the Director confirmed that this equated to around £5m per annum. Members highlighted the apparent and inconsistency of this recovery gap relative to the previously considered financial performance benchmarking data and the Director of Finance undertook to provide a further paper to the meeting of the Committee on 19 January exploring whether the issue was related to efficiency, subject mix, the balance of RUK/Overseas/Home Students, or other factor(s).

Resolved: to note the report and await a further paper exploring TRAC benchmarking data relative to the University's financial sustainability as outlined above.

6. PENSION RISK: SCALE OF USS AND UoDSS FINANCIAL RISK

The Committee considered a paper from the Director of Finance which quantified the financial risks arising from the latest information on the 2020 actuarial valuations of the Universities Superannuation Scheme (USS) and the University of Dundee Superannuation Scheme (UoDSS). Members noted the wide range of potential outcomes.

Discussions focussed on the risks relating to USS and the potential for the scheme to become unaffordable for both employees and employers. Members also noted the scale of the UoDSS pension liabilities and its potential impact on the University's future borrowing capabilities.

Members noted that the Pension Sub-Group and University Executive Group (UEG) were well sighted on the issues and were actively exploring ways in which the University could manage risks relating to the UoDSS and contribute to sector thinking in relation to the USS.

Resolved: to note the report.

7. SFC FINANCIAL TRANSACTIONS

The Committee considered a paper from the Director of Finance which considered opportunities to apply to the SFC Financial Transactions programme (which offered low-cost loans over a period of ten-twenty years with an interest rate expected to be below 0.5%). The Committee noted that these represented an accessible, cheap, medium-term source of financing which was not otherwise available to the University from the banking sector at present.

In her paper the Director outlined the two themes under which the University could apply for funding as follows: (a) Carbon reduction activity, estates development and the student experience; and (b) the COVID-19 University Support Fund, and set out the timelines/deadlines for award, draw down and expenditure of funds. Members noted that the proposals presented in the paper focused on capital expenditure already within the 5-year plan on the basis that funding these activities through Financial Transactions could potentially reduce the requirement for bank funding or allow additional capital projects to be brought forward.

Through discussion the Director confirmed that the Bank of Scotland (BoS) Revolving Credit Facility agreement had a limit of £5m additional borrowing from other sources. In accordance with the Schedule of Delegation & Decision-Making Powers the Committee approved the proposal that the University seek up to £5m of funding through this route, subject to it being over a maximum period of 10 years and at a maximum interest rate of 1%.

Resolved: to approve the University's application for up to £5m of funding through this route, subject to it being over a maximum period of 10 years and at a maximum interest rate of 1%.

8. **RESERVED BUSINESS: STUDENT NUMBERS UPDATE**

The Committee reviewed a paper which outlined the student admissions position in relation to open recruitment. Members noted that University had met Home/EU controlled and uncontrolled undergraduate recruitment targets, was within 5% of the RUK undergraduate post-COVID-19 target, and had exceeded the overseas undergraduate and overseas/home/EU postgraduate-taught post-COVID-19 targets. Semester 1 Postgraduate Research recruitment was however below expectations. Overall, the University expected to meet the full year post-COVID-19 budget and the Committee praised the work of the Student Recruitment and Admissions Team under challenging circumstances. Members also noted risks relating to Semester 2 matriculations.

The Committee noted challenges relating to the collation of distance learning recruitment data, but asked that an overview of the scale of, income from, and aspirations for this activity be brought forward for consideration at a future meeting of the Committee.

Resolved:

- (i) to note the report and await further updates; and
- (ii) to request further information on Distance Learning programmes be provided to a future meeting of the Committee.

9. **ANNUAL FINANCIAL STATEMENTS**

The Committee received the draft consolidated financial statements for the year ending 31 July 2020. Members noted that they would be reviewed by the Audit & Risk Committee on 27 October 2020, but that their formal endorsement by the Audit & Risk Committee and their presentation to the Court would be delayed to 23 February 2020 to enable data from the 2020/21 matriculation cycle to be reviewed by the external auditor when concluding their consideration of the University's position as a going-concern. The Deputy Director of Finance advised members that the auditor's interim report had not raised any significant concerns.

Resolved: to note the draft accounts.

10. **FINANCIAL REVIEW OF THE YEAR**

The Deputy Director of Finance presented the financial review of the year ended July 2020, which provided an overview on the financial performance of the University for that period, the cash position and income and expenditure. The report also included a break-down of financial performance by school.

The Deputy Director drew members' attention to the financial impact of COVID-19 during the 2019/20 year and the range of mitigating actions taken to minimise this impact. In total £4.9m of savings had been made on operational costs and £2.5m had been recovered through the Coronavirus Job Retention Scheme (CJRS), but this was set against additional costs of around £0.5m and lost income from student residences and campus services totalling around £4.5m. The Committee also noted that further costs were anticipated in 2020/21.

Turning to the cash balance, members noted that the position had improved by £2.2m during the year, primarily as a result of reduced capital spend. Total income had however decreased by 1.2% in the year, mainly as a result of reduced research income and the impact of COVID-19 on other income relating for example to student residences, activities in the Institute of Sport & Exercise and catering – though this had been partially offset by growth in income resulting from COVID-19 pandemic, and that as a result the University was at the high end of Scottish peer group benchmarking for this factor. Excluding USS pension adjustments, overall expenditure had reduced in 2019/20 by

£1.8m.n tuition fee income. Members noted that staff costs as a percentage of income had increased, partially due to reduced income.

The Committee noted improvements to the recovery of research costs, and a significant increase in the contribution made by the school of Life Sciences.

Finally, the Deputy Director reminded members that this year, as a result of the uncertainty inherent in the financial forecasts due to the COVID-19 pandemic, the review of going-concern had been delayed to enable the external auditors to consider recast forecasts based on the October intake.

In response to questions the Deputy Director outlined the timeline and process for securing longer-term financing beyond May 2022 before 31 July 2021. Members noted in particular that the market for borrowing remained challenging.

Resolved: to note the financial review.

11. FOSSIL FUEL DIVESTMENT

The Committee considered a paper which recommended that the University seek to divest from fossil fuel companies over the five-year period from 2020/21 to 2024/25. Members noted that investments in this area currently equated to around 7% of the University's endowment portfolio. Members also considered the climate change imperatives as set out and the financial impact on the University in terms of returns on investments. The Committee was supportive of the proposal and suggested that the Endowment Sub-Committee review and update the Ethical Investment Policy in this respect.

Resolved:

- (i) noting the support of the Endowments Sub-Committee, and in accordance with section 3.20 of the Schedule of Delegation & Decision-Making Powers, to approve the principle of divestment from fossil fuel companies over the next five years; and
- (ii) to recommend the review and revision of the Ethical Investment Policy in this respect.

12. COMMITTEE BUSINESS

(1) Annual Review of Remit & Terms of Reference

The Committee endorsed proposed updates to its Remit and Terms of Reference.

Resolved: to endorse the Remit and Terms of Reference for the Committee to the Court for approval (**annex 1**).

(2) Committee Workplan 2020/21

The Committee received the workplan for the 2020/21 academic year. The Convener drew members' attention to the proposed objectives/focal areas as follows: (1) Progress with financial sustainability/budget deficit reduction (including operational savings, structural savings, efficiency/productivity, procurement, strategic projects, and income initiatives), (2) Financing/cash position going forward and refinancing, (3) Controlling pension risks and (4) Estates (including capital spend over next 18 months in relation to cash position and other priorities, and future campus requirements).

Resolved: to note the proposed workplan and objectives for 2020/21.

(3) Annual Review of the Effectiveness of the Committee

The Committee reviewed feedback from the annual review of effectiveness and noted that no areas had been identified within responses to the questionnaire which required discussion. The Convener however drew members' and officers' attention to suggestions relating to the provision of training on the technicalities of accounting/university finances and the Director of Finance undertook to consider what could be meaningfully provided in this respect.

Resolved: to note the feedback.

13. **NARRATIVE FOR THE COURT**

The Committee recommended that the Convener focus his report to the Court on: the update on budget risks and opportunities (minute 3), and in particular the Committee's interest in further data relating to Key Performance Indicators, the proportion of savings which were recurrent, and the improved cash forecast for 2020/21; the report from the Director of Estates & Campus Services (minute 4), with particular focus on opportunities to pause the capital programme in January 2021 if necessary, the longer term implications of COVID-19 in terms of estates requirements, and the consideration of business continuity risks associated with the Crawford Building; the Pensions Risks report (minute 6); and opportunities for borrowing through the SFC Financial Transactions programme (minute 7).

14. **RESERVED BUSINESS: BUSINESS TRANSFORMATION STEERING GROUP**

[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 noted that the minutes from meetings of the Business Transformation Steering Group on 5 May and 24 June 2020 had been made available to all members via the Court One-Drive area.

Resolved: to note the minutes.

15. **PENSION SUB-GROUP MINUTES**

The Committee received the minutes of the meeting of the Pension Sub-Group on 11 September 2020.

Resolved: to approve the minutes.

16. **RESEARCH GRANT APPROVALS**

The Committee noted the regular report of research grant awards since the last meeting. The trends comparison chart for research awards indicated that to date the value of awards in 2020/21 (£9.8m) was in between the levels of the previous years at the same period. The number of awards were fairly evenly distributed across funder groups, with the highest award totals corresponding to Overseas Charity (£7.9m) and UKRI Research Councils (£1.5m).

Resolved: to note the report.

17. **SUBSIDIARY ANNUAL ACCOUNTS**

The Committee received a report summarising the financial results of the University's subsidiary companies for the year 2019/20.

Resolved: to note the accounts.

18. **TREASURY ANNUAL REPORT**

The Director of Finance presented the Annual Treasury Report which reviewed treasury activity over the last 12 months relative to the requirements of the Treasury Policy. The report covered: counterparty risks and limits, liquidity risk, currency risks and swaps, interest rate, refinancing, and inflation risk. Members noted that the Bank of Scotland (BoS) no longer met the minimum credit ratings required by the Policy, but agreed that in accordance with its responsibilities under the policy in current circumstances it would approve the continued use the Bank of Scotland as the provider of the University's revolving credit facility.

- Resolved:**
- (i) to approve the continued use of BoS in accordance with the responsibilities set out in the Treasury Management Policy; and
 - (ii) otherwise to note the report.

19. **END OF YEAR/Q4 MANAGEMENT ACCOUNTS**

The Committee received the draft management accounts for the full year financial position compared with the budget and forecast. Members noted that the accounts showed an underlying deficit (after adjustment for non-cash movements on pensions) of £4.7m, which was £1.6m higher than the budget. Members however noted that the reported position was impacted by significant accounting adjustments and volatile cost areas, without which the year-end position was £1.8m better than budget.

A £1.4m loss on investments was reported, with Comprehensive Income for the year noted as £8.2m. The year-end cash position was £27.8m against a forecast of £29.3m, an improvement of £2.74m relative to the Period 11 forecast.

Resolved: to note the draft accounts.

20. **IMPAIRMENT OF ASSETS**

The Committee received a paper which considered the appropriate accounting treatment at 31 July 2020 for the costs incurred by in the development of the OneUniversity system. Members noted that the review recommended no further impairment to the intangible asset held at 31 July 2019. Partial impairment (£1.95m) of the intangible asset held at 31 July 2020 was recommended based on the conditions in place at 31 July 2020.

Resolved: to note the recommended accounting treatment.

21. **RESEARCH ACCOUNTING**

The Committee considered the impact of COVID-19 on research accounting in 2019/20. The paper set out the agreed accounting treatment and impact which would be reflected in the

2019/20 Reports and Financial Statements and which would be recommended for consideration by the Audit & Risk Committee and approval by the Court later in the academic year.

Resolved: to note the recommended accounting treatment.

22. **DATE OF NEXT MEETING**

Resolved: to note that the next meeting would take place on 19 January 2021.

Richard S Bint

(Convener)

APPENDIX 3 ANNEX 1

FINANCE & POLICY COMMITTEE REMIT & TERMS OF REFERENCE

Summary

The Committee has a general responsibility, in exercising its specific duties as set out in this document.

In particular, it is the responsibility of the Committee to:

- advise the Court on any matter pertaining to the finances, the financial health, and the operational performance of the University, including financial risks;
- set the financial parameters within which the University operates in light of government policies on higher education and public spending, the resource allocation policies of the SFC and the main research funders;
- approve financial forecasts;
- approve annual budgets and to monitor performance against those budgets using relevant performance indicators;
- review draft strategic planning documents and to consider their resource implications;
- approve the allocation of resources to support University strategies and plans;
- approve projects involving major capital expenditure within the terms of the Schedule of Delegation and to ensure that appropriate oversight is provided on such projects;
- approve and monitor the Estates Strategy and associated key performance indicators;
- review and, where appropriate, contribute to the development of policies and procedures which affect the Committee's ability to carry out its role as set out above.

Remit and Terms of Reference

Membership

The membership for any given year is set out in the attached schedule. It shall comprise a mix of lay members, staff members, the Chairperson of Court, the Principal and the President of the Students' Association.

The Convener of the Audit Committee may attend meetings and a reciprocal right of attendance is granted to the Convener of the Finance & Policy Committee to attend meetings of the Audit Committee. The Convener of the Remuneration Committee shall also be invited to attend meetings.

The following skills/experience are required across the membership of the committee:

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

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

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

In addition, the following abilities and attributes would be valued:

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

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

Meetings

The Committee shall usually meet five times per session and shall report, through the submission of minutes of each meeting, to the next meeting of the Court.

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

Each meeting of the Committee shall normally be attended by the University Secretary; the Vice-Principal (Academic Planning & Performance); the Vice-Principal (Research, Knowledge Exchange & Wider Impact); the Directors of Academic & Corporate Governance, Estates & Campus Services, Finance, and Strategic Planning; and the Deputy Director of Finance. The Committee's secretary shall normally be the Senior Policy Officer (Corporate Governance) & Clerk to Court.

General Duties and Responsibilities

- The Committee is responsible for advising the Court on the financial strategy and financial health of the University. It shall receive regular reports from the Director of Finance on these matters and at its discretion will recommend actions to the Court;
- The Committee will consider the projections proposed by the Director of Finance and other officers in relation to revenue and capital budgets and will make recommendations on these to the Court.
- The Director of Finance shall present regular in-year information to the Committee relating to performance compared with budgets and the University's financial outlook. The Committee may seek further information before making recommendations to the Court.
- The Committee shall receive regular information and reports on the financial policies and procedures of the University, its subsidiaries and activities delegated to groups and other committees. It may seek changes and/or recommend to the Court that the above policies and procedures be amended as it thinks fit.
- The Committee may, at its discretion, seek explanations on behalf of the Court from officers and budget holders of the University on all matters relating to financial probity and control.
- The Committee shall consider draft strategic plans and operational policies out-with the provisions listed before recommending such documents to the Court.
- The Committee shall be charged with the consideration and oversight of issues pertaining to the Estates Strategy and maintenance of the campus infrastructure. The Committee shall monitor progress towards meeting key performance indicators aligned to the Estates strategy.
- The Committee shall receive regular updates on matters of significance to the work of the Committee, for example student recruitment figures, and the performance of growth and savings projects.
- The Committee, in consultation with senior officers, is responsible for ensuring that the University complies with all relevant accounting regulations and recommended practice and that its annual financial statements have been prepared in accordance with such regulations. It is also responsible for advising the Court on adherence to terms and conditions laid down by the Scottish Funding Council and other grant awarding bodies (including Financial Memoranda issued by the Scottish Funding Council).

Delegated Powers

- Enter into borrowing arrangements (and renewal of) over £3m and less than £5m in accordance with the financial strategy approved by Court. Approve business plans for projects and funding applications or variations thereof for revenue spend more than £5m

- Endorse business plans for projects and funding applications or variations thereof that include a capital element more than £5m
- Approve non-research related contracts, agreements and applications or variations thereof more than £3m
- Approve Financial Regulations
- Approve guidelines for University investments (on the advice of the Endowments Sub-Committee)
- Approve loans, loan guarantees and grants to subsidiary, spin-out and associated companies of more than £100k
- Approve individual purchases in accordance with the Financial Regulations
- Approve the formation of subsidiary, spin-out or associated companies on the advice of the University Executive Group
- Approve the winding up of subsidiary, spin-out or associated companies

Schedule**Membership 2020/21**1) **Members**

Name	Category for the Purpose of Determining Quorum
Richard Bint (Convener)	(Lay Member)
Principal	(<i>Ex-Officio</i>)
Alan Bainbridge	(Lay Member)
Ronald Bowie	(Lay Member)
Dr William Boyd	(Lay Member)
David Dorward	(Lay Member)
Scott Quinn	(Elected Member)
Professor Mairi Scott	(Elected Member)
Sharon Sweeney	(Nominated Member)

2) **Officers and others in regular attendance:**

Name	Role
(Vice-Principal (Academic Planning & Performance))*	
Keith Winter	(Convener, Audit & Risk Committee)
Bernadette Malone	(Convener, Remuneration Committee)
Carol Prokopyszyn	(Director of Finance)
Dr Neale Laker	(Director of Academic & Corporate Governance)
Professor John Rowan	(Vice-Principal (Research, Knowledge Exchange & Wider Impact))
Dr Jim McGeorge	(University Secretary)
Rose Jenkins	(Director of Campus Services)
Peter Fotheringham	(Deputy Director of Finance)
Dr Christine Milburn	(Senior Policy Officer (Corporate Governance))
Wesley Rennison	(Director of Strategic Planning)

* Until such time as a permanent appointment is made, the Interim Vice-Principal (Academic Planning & Performance) shall be in regular attendance.

Quorum 2020/21

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

APPENDIX 4

GOVERNANCE & NOMINATIONS COMMITTEE MINUTES
(Minute 29 (3)(i))

A meeting of the Committee was held on 19 October 2020 by videoconference.

Present: Ronald Bowie (Convener);
Janice Aitken;
Jia Hui (Gigi) Gan;
Principal, Professor David Maguire;
Bernadette Malone;
Jane Marshall;
Ron Mobed; and
Professor Mairi Scott.

In Attendance: Scott Quinn (DUSA President) (item 5);
Professor Blair Grubb (Vice-Principal (Education));
Dr Jim McGeorge (University Secretary); and
Dr Christine Milburn (Policy Officer (Corporate Governance)).

Apologies: Dr Neale Laker (Director of Academic & Corporate Governance).

1. MINUTES

Resolved: to approve the minutes of the meeting of 11 August 2020.

2. MATTERS ARISING

(1) Action Log

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

The University Secretary & Chief Operating Officer (University Secretary) provided an update on discussions at a recent meeting of the Universities Scotland Secretaries' Group relating to the election of Chairs of Courts. Members noted that a further six institutions had now concluded the process in addition to the University of Dundee and that lessons learned reviews by these institutions had highlighted similar issues raised in the University's own review including the identification of sufficient suitably qualified candidates willing to stand for election and a low turn-out. The Committee agreed that the matter should be considered complete and reviewed as usual prior to the commencement of the next Chair of Court election process at the University.

Resolved: to note the log and to update it with regard to the Chair of Court Election.

(2) Membership of the Court and its Committees

The Convener of the People & Organisational Development Committee informed members that following the suggestion at the last meeting of the Committee that a student be invited to serve on the People & Organisational Development Committee, the Independent Student Member on Court had volunteered to serve in that capacity for the remainder of the academic year – a position supported by the DUSA President. Members noted that officers would review the arrangement with the Independent Student Member on Court at regular intervals to ensure that the workload was manageable in addition to her other commitments. The Committee otherwise suggested that the size of the People & Organisational Development Committee should be considered when reviewing membership for 2021/22.

Resolved: to recommend to the Court that Jia Hui (Gigi) Gan be asked to serve on the People & Organisational Development Committee.

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. He focussed his update on his interactions with the new Principal & Vice-Chancellor, Professor Iain Gillespie, and in particular on induction and teambuilding activities which had already commenced. Members noted that the new Principal had indicated his strong wish to begin the recruitment process in relation to the permanent position of Vice-Principal (Academic Planning & Performance), and that after careful consideration of responses from the Court to the circulated proposal in that regard the Chair of Court was minded to confirm the approval of the Court.

The Convener also reported that he had attended the meeting of Senate on 14 October as part of his normal cycle of attendance. Members noted that he had highlighted the gratitude of the Court for the hard work of the staff community in responding to the challenges of the COVID-19 pandemic. He briefly outlined the Senate's discussion of the paper on Academic Excellence and Structure and members agreed that it was important to have a suitable platform in place to support on-going engagement with the Senate as proposals were developed. In this respect the Committee noted the role of the Senate in approving decisions relating to the regulation or alteration of the organisation and management of the academic disciplines of the University in accordance with [Statute 9\(6\)\(m\)](#).

Finally, the Chair outlined discussions at a recent meeting of the Committee of University Chairs (CUC), which members noted had focussed on issues relating to pensions and socially distanced campuses. With regard to the latter Committee highlighted the importance of ensuring that the Court was kept well informed on the experience of staff and students and noted that the Principal's Court briefings and the University Executive Group (UEG) report to the Court would include references to staff and student pulse surveys.

The Deputy Chair provided an overview of discussions at the meeting of the Committee of Scottish Chairs (CSC) which she had attended on behalf of the Chair of Court. Discussions had focussed on what could be done to maintain engagement with lay members of governing bodies during the pandemic and the importance of maintaining the student experience through the period. Members noted that an update had also been provided on progress in relation to the Scottish Funding Council (SFC) review of Coherent Provision and Sustainability (HE and FE), and that a final report was anticipated following the 2021 Scottish Government elections.

Resolved: to note the updates.

[Secretary's note: Subsequent to the meeting, the [Phase One Report from the \(SFC\) review of Coherent Provision and Sustainability \(HE and FE\)](#) was published on 20 September 2020.]

4. SECTORAL UPDATE

The Senior Policy Officer (Corporate Governance) drew members' attention to the publication of the Committee of University Chairs (CUC) Code of Higher Education Governance ('the Code'). In doing-so she highlighted its implementation on an 'apply or explain' basis and the precedence of the Scottish Code of Good Higher Education Governance ('Scottish Code') for Scottish institutions.

She went on to provide an overview of an assessment of the University's compliance with the six elements of the Code and the recommendations therein. Members agreed with the assessment that the University was compliant with the majority of items listed and discussions focussed on three recommendations where officers suggested that practice could be enhanced.

With regard to recommendation 4.3, members agreed with the suggestion that an annual report be provided to the Court detailing the institution's approach to equality, diversity and inclusion. Members suggested that the report should focus on the discussion of the equality, diversity and inclusion action plan by the People & Organisational Development Committee.

With regard to recommendation 5.8, members noted that the separation of the roles of Deputy Chair and Senior Independent Member (SIM) had been proposed at its last meeting and were discussed in detail elsewhere on the agenda (see also minute 7(2)).

Finally, members discussed recommendation 6.6, and in particular the reference that *'Governing bodies should ensure the institution is accessible and relevant to its local communities, and should be open to, and engage with, their local communities in identifying their role in delivering public/community benefit and economic, civic duties, cultural and social growth'*. Members were satisfied that the University was significantly active in this area and discussions focussed on how to ensure that the Court was sufficiently informed in this respect. Following discussion, the Committee recommended that this be explicitly featured in the annual Public Stakeholder Meeting of Court presentations and in the regular University Executive Group (UEG) report to Court. Members also suggested that this may be an interesting topic for a future pre-Court briefing.

Resolved: to approve the assessment and recommend to the Court the implementation of the measures listed above.

5. STUDENT EXPERIENCE

The Dundee University Students' Association (DUSA) President attended the meeting to present an [update](#) on progress made relative to the action plan presented to the Court on 30 April 2019 which set out plans for the enhancement of key strategic aspects of the partnership between DUSA and the University. The Committee was impressed by the significant progress made, with over 75% of the recommendations either implemented or on track to be completed in the 2020/21 academic year. Following discussion, members agreed that further activities of this kind should be addressed through the regular review of the Student Partnership agreement by officers and DUSA. The Committee was particularly supportive of the recommendation that a DUSA President's Report be included on the agenda for each meeting of the Court and recommended that this be implemented in time for the meeting on 17 November 2020. Members also suggested that a regular (annual) Court briefing session on the topic of the student experience be considered.

Discussions subsequently focussed on the approach to enhancing the consistency of student representation across all schools, and the President outlined communications plans in this respect. Members also noted the close working relationship with the Vice-Principal (Education), and his attendance of meetings of the Student School Presidents.

The President introduced the [2020/21 DUSA Executive Manifesto](#), which formalised the commitment to the themes set out in his presentation to the Court at the meeting on 3 September 2020. Members noted both the continuation of 'representation' and 'welfare themes' and the new themes of 'communication' and 'engaging communities'. The Committee also noted the enthusiasm of both DUSA and the University in relation to the co-development of a Mental Health Charter (or equivalent) and were supportive of this step. In response to questions the DUSA President provided an overview of the unique challenges presented by COVID-19 and members were again pleased to note the level of collaboration between the University and DUSA.

Resolved: to thank the President for his report and draw the Court's attention to the updates provided.

6. REPORTS FROM THE COURT RETREAT

(1) [Report from the Retreat](#)

The Committee received and confirmed a report which summarised the discussions and outcomes of the Court Retreat on 4 September 2020.

Resolved: to recommend to the Court that the report be approved as an accurate record of discussions.

(2) [Effectiveness of the Chair of Court and the Court](#)

The Committee considered a report which summarised feedback from the session at the Court Retreat on 3 September 2020 at which the effectiveness of the Court and the Chair of Court had been considered. Members noted the feedback from the break-out groups and the actions proposed by the Chair of Court following his

‘one-to-one’ meeting with the Deputy Chair of Court at which she shared with him feedback from the review of his effectiveness and performance.

The Committee recommended that the new format for the reviews be continued and supported the view that the use of break-out groups had improved the engagement of members with the process. The Committee also endorsed the actions and future objectives proposed by the Chair as follows:

- a. To work with the Deputy Chair, Committee Conveners and officers to consider how/whether the various ideas for further enhancement could be incorporated;
- b. To continue to develop agendas, meeting formats and papers to allow Court to concentrate on strategic matters and to maximise the discussion time at Court meetings;
- c. To seek means of ensuring that his work outside the formal Court meetings was made more visible to Court members;
- d. To ensure that the incoming Principal was supported before and during his induction to ensure that maximum continuity is achieved;
- e. To work with the interim and incoming Principals to ensure that the executive regularly reviewed its priorities in the light of changing circumstances; and
- f. To work with the Principal to maintain a strong external sector network to ensure Court was as well sighted as it could be on the changing landscape.

The Committee considered whether a joint Court: UEG session on the respective roles and boundaries between operational management and governance would be valuable, but concluded that significant progress had been made in that area and that it would be more beneficial to allow the relationship with the new Principal to develop naturally. With this in mind members encouraged the Chair of Court and new Principal to continue to be aware of the delicate balance to be struck.

Turning to the matter of pre-Court briefings, members considered the range of potential topics and recommended that the Chair of the Scottish Funding Council (Mike Cantlay) be invited as an external speaker on the topic of ‘the Scottish HE Environment’ prior to the February or April 2020 meetings of the Court. Members endorsed other suggested themes as set out in the paper, including: Learning & Teaching/Research environment; Research and Enterprise; Equality, Diversity & Inclusion; and Market-led programme development.

- Resolved:**
- (i) to recommend to the Court the approval of the objectives as set out above;
 - (ii) to note the potential themes for the pre-Court briefings in 2020/21; and
 - (iii) to otherwise confirm that it was satisfied with the review process.

7. MEMBERSHIP OF THE COURT

(1) Membership and Appointments 2020/21

The Committee considered a report which set out matters relating to the membership of the Court and its committees across the current academic year. Members noted in particular the elections and nominations processes due later in the academic year and the potential impact on the balance of skills and diversity on Court.

Turning to lay membership, members noted that the Court had approved the appointment of Karthik Subramanya and Andy Lothian from 2020/21 to fill vacancies arising from Dr William Boyd and Bernadette Malone reaching their maximum terms of office on the Court.

The Committee also considered a proposal that Statute 9(1)(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.’* be amended to *‘A member of the Court nominated by the Dundee City Council Executive’*. Members noted the challenges faced by the role holder with regard to time commitments and agreed that the measure would provide the City Council with greater flexibility while maintaining the close connection between the University and Dundee City Council. Members agreed that the commencement arrangements should specify that amendments would not come into effect until the end of the term of office of the current Lord Provost.

The Committee also noted that Karen Bassett, an external lay member on the Audit & Risk Committee, would reach the end of her first term of office on 31 July 2021 and that she was not seeking re-appointment. The Committee reviewed the skills balance on the Committee and noted the recommendation in the CUC Higher Education Audit Committee Code that the Audit Committee should ideally have a membership of 3-5 individuals. The Committee also noted the views of the Convener of the Audit & Risk Committee and recommended that no appointment required to be made at this time, but that the position be reviewed in January 2022 (after 6 months of operation).

The Committee noted that the current Convener of the Remuneration Committee, Bernadette Malone, would reach her maximum term of office on 31 August 2021 and considered options for the future Convenership of the Committee. Members indicated that it would be desirable for the individual to have prior experience of the work of the Committee and of remuneration matters in general. Members also noted restrictions on eligibility within the Scottish Code of Good HE Governance (2017) and the Corporate Governance Code and the current workloads/commitments of eligible members of the Court. The Committee considered the skills and experience across the lay membership of the Court and recommended that the Chair of Court take forward discussions with one member regarding their capacity to accommodate this responsibility, with a view to seeking the approval of the Court at the meeting on 17 November 2020 and the individual being subsequently asked to shadow the current Convener with immediate effect to ensure a smooth transition.

- Resolved:**
- (i) to note those members who would reach the end of their current term of office in 2020/21 and potential changes to the Skills Matrix;
 - (ii) to endorse to the Court the proposed amendment to Statute 9(1)(e) and the associated commencement arrangements;
 - (iii) to note the end of the term of office of Karen Bassett as an external lay member of the Audit & Risk Committee; and
 - (iv) to invite the Chair of Court to take forward discussions with one member regarding the convenership of the Remuneration Committee from 1 August 2021, with a view to making a recommendation to the Court regarding this appointment.

(2) Deputy Chair of Court

Further to discussions at the previous meeting of the Committee at which members had noted the evolution of the role of Deputy Chair of Court, members considered and endorsed proposals for the separation of the roles of Deputy Chair and Senior Independent Member of the Court (SIM) and the associated amendments to Ordinance 63(1) (**annex 1**) and the Standing Orders of the Court (**annex 2**).

In accordance with Ordinance 63(1)(i), the Committee was invited to establish a job description and person specification for the role of Deputy Chair and members recommended that the Court approve the proposals which were consistent with the process previously followed.

The Committee also recommended to the Court that it approve the proposed process for the identification of a lay member of the Court to act as the SIM as set out in the proposed role description and revisions to the Standing Orders (**annex 2**). Members were supportive of the proposal that this role be filled via an election process which was internal to the membership of the Court.

Finally, members noted the timeline for the approval and election/appointment processes.

- Resolved:**
- (i) to endorse to the Court the proposal that the roles of Deputy Chair of Court and Senior Independent Member (SIM) of Court be separated;
 - (ii) to endorse to the Court amendments to Ordinance 63(1), noting that the approval would be subject to the approval of the Senate and ratification of the approval at a subsequent meeting of the Court;
 - (iii) to recommend to the Court that it approve the Role Description and process and timeline set out for use in the appointment of the next Deputy Chair of Court;

- (iv) to recommend to the Court that it approve the proposed role description for the SIM, and the proposal that the role of SIM be filled by an election process internal to the Court; and
- (v) to recommend to the Court that it approve associated amendments to the Standing Orders (**annex 2**).

8. PUBLIC MEETING OF THE COURT

The Committee considered recommendations regarding the focus, timeline and format of the next Public Meeting of the Court. Members endorsed recommendations that the timing and programme be similar to that used in previous years with the meeting taking place on the afternoon before the Discovery Days (13 January 2021) and including presentations from the Chair of Court, Principal and DUSA President focussed around an account of the Institution's performance in the previous year – as required by Section 5:43 of the Scottish Code of Good HE Governance (2017). Members highlighted the suggestion (see minute 4 above) that the presentations also outline the University's extensive engagement with the local community and other stakeholders.

The Committee noted that given the restrictions associated with the COVID-19 pandemic, it was extremely unlikely that the University would be able to hold the event in a face to face format and approved the recommendation that the format follow that recommended by External Relations for other major events around that time – which at the time of the meeting was expected to be an online format. Members noted that the online streaming of the event last year had been well received, and that invitations would be issued shortly to promote the event.

Resolved: to approve the proposals for the Public Stakeholder Meeting of the Court including the date, time, focus and online format.

9. CORPORATE GOVERNANCE STATEMENT

The Committee was advised that at the time of the meeting no amendments had been requested to the Corporate Governance Statement approved at the meeting of the Committee on 11 August 2020 following its submission to the auditors.

Resolved: to note the update.

10. EARLY STAGE COURT BUSINESS

The Committee considered an early draft of the November Court agenda.

Resolved: to endorse the draft subject to the inclusion of a report from the DUSA President (see also minute 5(above)).

11. COMMITTEE BUSINESS

(1) Annual Review of Effectiveness

The Committee reviewed the feedback from the annual review of effectiveness and noted that there were no major areas identified within responses to the questionnaire which required discussion.

Resolved: to note the feedback.

(2) Annual Review of Remit & Terms of Reference

The Committee undertook the annual review of its Remit & Terms of Reference and endorsed the revisions to the Court subject to one further amendment.

Resolved: to endorse to the Court the revised Remit & Terms of Reference as set out in **annex 3**.

(3) Schedule of Business 2020/21

The Committee considered and approved the proposed workplan for 2020/21.

Resolved: to approve the proposed workplan for the Committee for 2020/21.

12. **STATEMENT ON EQUALITY, DIVERSITY & INCLUSION**

The Committee reviewed proposed updates to the Statement on Equality, Diversity & Inclusion on the Court. Members noted that the amendments reflected discussions at the meeting of the Committee on 11 August 2020 and suggested minor updates to the wording to make the statement more concise.

Resolved: to recommend to the Court that it approve the revised statement.

13. **SCHEDULE OF DELEGATION & DECISION-MAKING POWERS**

The University Secretary provided an overview of the development of a Collaborative Partnerships Code of Practice (CPCoP) which would provide a framework for the future consideration and approval of degree programme partnerships. Members noted that the CPCoP would be considered by the Senate at its next meeting on 2 December 2020, but that the Code would result in consequential amendments to the Schedule of Delegation & Decision-Making Powers ('the Schedule') which would require the consideration and approval of the Committee and the Court. Members noted that the introduction of the CPCoP had been raised at the time of the approval of the Schedule and that the Court had been supportive of the approach. With this in mind, the Committee recommended that the draft CPCoP and draft amendments to the Schedule be circulated to the Committee prior to the next meeting of the Court, and that the Court be invited to approve the amendments to the Schedule subject to the approval of the CPCoP by the Senate on 1 December.

Resolved: to note that approval for the amendment of the Schedule of Delegation & Decision-Making Powers would be sought by email correspondence and would itself be subject to the approval of the Collaborative Partnerships Code of Practice by the Senate on 1 December 2020.

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

The Committee recommended that the Convener highlight discussions relating to the Student Experience (Minute 5) and the summary from the Court Retreat.

Resolved: to recommend that the Convener highlight these areas in his report to the Court.

15. **ANNUAL REPORTS**

The Committee received the following annual reports: (1) 2020/21 Skills Matrix, (2) 2020/21 Equality, Diversity and Inclusion Statistics for the Court, and (3) Register of Interests returns for Court members 2020/21.

Resolved: to note the reports.

16. **MODERN SLAVERY STATEMENT**

The Committee received the 2020 update of the University's Modern Slavery Statement Act (2015): Slavery and Human Trafficking Statement.

Resolved: to endorse the Statement to the Court for approval.

17. **DATE OF NEXT MEETING**

Resolved: to note that the next meeting would be held on 19 January 2021.

Ronald Bowie

Convener

APPENDIX 4 ANNEX 1**AMENDMENTS TO ORDINANCE 63 (THE DEPUTY CHAIR OF COURT)****Deputy Chair of Court****Ordinance 63 (Deputy Chairperson of Court)****(An Ordinance made in terms of Statute 9(3)(a) and 9(4)(a-b))**

(1) The Deputy Chairperson of Court shall be appointed by the Court on the recommendation of the Governance & Nominations Committee. Before making its recommendation, the Committee shall:

- (i) Establish a job description and person specification for the role, which shall take account of sub-paragraph (2) below;
- (ii) Consult with all members of Court eligible for the role in terms of Statute 9(4)(a) in order to establish their candidacy;
- (iii) Consult with all members of Court to obtain their views on the appointment.

(2) The Deputy Chairperson of Court shall preside over any meeting of the Court in the absence of the Chairperson or in the event of the business of the Court making it inappropriate for the Chairperson to preside over any meeting or part thereof.

~~(3) The Deputy Chairperson of Court be the senior independent member of Court and shall act as intermediary for members of Court who might wish to raise concerns about the conduct of the Court or of its Chairperson. He or she shall, at least annually, chair a meeting of the Court to discuss the performance of the Chairperson in the Chairperson's absence.~~

APPENDIX 4 ANNEX 2**AMENDMENTS TO THE STANDING ORDERS**

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

1. Powers and Functions

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

2. Membership of the Court

- (1) The composition of the Court, the period of office of its members, the manner of election of elected members and the procedure for filling casual vacancies are all set out in detail in paragraphs (1) and (2) of Statute 9 as well as in Ordinances 18, 20 and 66.
- (2) All governing body members shall be considered full members of the Court and different categories of member shall exist only in that there are distinct routes to their appointment to the Court. Once appointed/elected/nominated, all members shall assume the same responsibilities, obligations and rights and are expected to participate fully in all Court business, unless a conflict of interest is identified and declared. The roles of the Chair, Deputy Chair, and Principal however are associated with additional responsibilities, which are prescribed in legislation, Charter, Statutes and Ordinances and the Scottish Code of Good HE Governance.
- (3) The Governance & Nominations Committee shall recommend to the Court individuals to be co-opted onto the Court as independent (lay) members. The Committee shall promote equality, diversity and inclusion considerations in its recruitment activities for Court and its committees and will be mindful of the Court Statement on Diversity.

3. Member's Conduct

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

4. Resilience

- (1) The Court has established a resilience plan that sits alongside these Standing Orders and that may be implemented in the event of discontinuity in the leadership of the University.

5. Committees of Court

- (1) On the recommendation of the Governance & Nominations Committee, membership of the committees of the Court for the following year shall normally be approved at the final meeting of the Court in the preceding academic year. Members shall hold office on that committee for 1 year from 1 August and membership shall be

subject to annual review thereafter. A casual vacancy on a committee may be filled at any time by Court on the recommendation of the Governance & Nominations Committee, with the member holding office for the remainder of that academic year.

- (2) In considering membership of the committees, the primary consideration shall be the skills, experience and time required to contribute effectively to the committee and, with the exception of the Audit Committee, all members of the Court shall be eligible for consideration for membership of any committee. A conflict of interest may however prevent a governing body member from taking up membership of a particular committee.
- (3) The Court may appoint an *ad hoc* committee or working group to consider any matter arising and may delegate to such a committee powers to deal with the matter on the Court's behalf, except in the case of those matters defined in the Schedule of Matters Reserved for the Court.
- (4) The Court may appoint members to joint committees responsible to both the Senate and the Court.
- (5) If a committee establishes a working group, it should clearly define its remit, purpose and terms of reference and the timescale within which it should operate.

6. Attendance of meetings by Non-Court Members

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

7. Delegated Authority

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

8. Chairperson

- (1) The Chairperson of Court is the senior lay member as defined in the Higher Education Governance (Scotland) Act 2016. The Chairperson is elected through arrangements set down in Statute 9 and Ordinance 65, consistent with the terms of the Higher Education Governance (Scotland) Act 2016.
- (2) The Chairperson presides over all meetings of the Court except when his or her performance, remuneration or the appointment of their successor are being discussed, in which case the Deputy Chairperson will preside.
- (3) In the absence of the Chairperson from any meeting, the Deputy Chairperson will preside. If both are absent, the Court will elect from among its members someone to preside over that meeting.
- (4) The Chairperson of Court has a responsibility for ensuring that meetings of the Court proceed efficiently and effectively, with appropriate emphasis on Court's strategic and monitoring role and with due recognition of the executive management role of the Principal and other officers. The Chairperson should take particular care that the Court as a whole observes the Nine Principles of Public Life in Scotland.
- (5) Delegation of authority to the Chairperson should be recorded in Court Minutes, either in general terms or for specific purposes, with guidance on the extent of reporting back required.
- (6) The Chair shall undergo an annual appraisal led by the Senior Independent Member and involving consultation with all members of the Court.
- (7) The Chairperson should have regular meetings with the Principal and the Secretary between meetings of the Court so that he or she is well informed about strategic issues affecting the University and on progress regarding the implementation of Court decisions. The Chairperson should also have regular meetings with Conveners of

major Committees of the Court to coordinate and monitor the progress of Court business and to ensure that appropriate reports are made to the Court.

- (8) The Chair or Deputy Chair shall also review with each member individually, at least every two years (and every year in the case of student members), their contributions and development needs. The outcome of this process shall be formally documented.
- (9) In collaboration with the Principal and the Secretary, the Chairperson should ensure that new members receive a full induction on joining the Court and that opportunities for further development for all members are provided in accordance with their needs (and at no cost to themselves). The Chairperson is responsible for ensuring that members of the Court work together effectively and have confidence in the procedures laid down for the conduct of Court business.
- (10) As the leader of the governing body, the Chairperson is responsible for ensuring that the University is well connected, and responsive, to key stakeholder groups. The Chairperson also has a role in representing the University externally, e.g. at inter-university meetings of chairpersons and meetings with representatives of the Scottish Further and Higher Education Funding Council (SFC).

9. Deputy Chairperson

- (1) A Deputy Chairperson of Court shall be appointed by the Court in accordance with Statute 9(4)(a-b).
- (2) The Deputy Chairperson shall preside over any meeting of the Court in the absence of the Chairperson or in the event of the business of the Court making it inappropriate for the Chairperson to preside over any meeting or part thereof.
- (3) Other responsibilities of the Deputy Chair are set out in the Job Description for the Deputy Chair.

10. Senior Independent Member

- (1) A Senior Independent Member shall be elected by the Court from within the lay membership of the Court as defined by Statutes 9(1)(d), 9(1)(e), and 9(1)(k). The Chair and Deputy Chair of Court shall not be eligible to stand for election.
- (2) The election shall be carried out in accordance with the following regulations:
 - (a) Elections shall take place in the second semester except in the case of elections to fill a casual vacancy which shall be held as soon as conveniently possible following the vacancy arising.
 - (b) The Returning Officer shall be the University Secretary or the Director of Academic & Corporate Governance.
 - (c) The Returning Officer shall communicate with all electors not less than twenty-one days before an election calling for eligible members to confirm their intention to stand for election. Candidates must indicate their interest in writing to the Returning Officer at least five days before the date of the election.
 - (e) Not less than seven days before the date of the election the Returning Officer shall communicate with all electors informing them of (i) the dates and format of the election and (ii) the names of the candidates in alphabetical order.
 - (f)
 - (1) The election shall be conducted in a format approved by the Returning Officer and under the single transferable vote system (as defined in "How to conduct an Election by the Single Transferable Vote" by Newland and Britton, 3rd Edition 1997).
 - (2) Candidates, or their representatives, shall be entitled to be present at the counting of the votes.
 - (3) The candidate with the highest number of votes shall be deemed to be elected.
 - (4) In the event of a tie the election shall be decided by the drawing of lots by the candidates with an equal number of votes in the presence of the Returning Officer.
 - (5) The Returning Officer shall have power to declare a ballot paper (if used) spoiled or invalid and to decide any matter for which provision is not made in these Regulations. He or she shall report to the Court any decision taken in exercise of this power.

- (g) A statement of the result of the election will be published not later than the second day following the election and reported to the next meeting of the Court.
 - (h) Elections for casual vacancies will follow the foregoing procedure.
 - (i) The role of Senior Independent Member is not a category of membership of Court, but is an additional role. It does not confer any ability to remain on Court longer than the normal maximum period of office of eight years in total. The term for the elected member shall be for two years in the first instance with the possibility of re-election for a further term or terms.;
- (3) The senior independent member of Court shall act as intermediary for members of Court who might wish to raise concerns about the conduct of the Court or of its Chairperson.
- (4) The senior independent member of Court shall at least annually, chair a meeting of the Court to discuss the performance of the Chairperson in the Chairperson's absence.

11. Dismissal of Chairperson or any Member of Court

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

12. Schedule of Meetings

- (1) There shall normally be not less than five meetings of the Court in each academic session, including an annual Court Retreat. A schedule of meeting dates for each academic session shall be approved by the Court and published by no later than the penultimate meeting in the preceding academic session. This schedule shall also include meeting dates in semester 1 of the following session.
- (2) There shall be an annual public stakeholder meeting, at which representatives of the Court, including the Chairperson, Principal and President of DUSA, will give an account of the University's performance and activities.
- (3) Additional meetings outside the published schedule may be called upon notice being given in writing to each member of Court not normally less than seven days before the date of such a meeting. Where the Chair of Court deems that the business is urgent, the protocol for Transacting Emergency Business (appendix 2) shall be followed.
- (4) Any ordinary or additional meeting may be adjourned by the Court until a date and time agreed by the Court.

13. Business

- (1) All matters and papers for the attention of the Court shall be submitted to the Clerk to Court who, in consultation as appropriate with the University Secretary, the Chairperson, and the Director of Academic & Corporate Governance, will draw up and distribute the agenda and supporting papers for each meeting of the Court.
- (2) The agenda and supporting papers for each meeting of the Court shall be distributed to members and made available electronically normally not less than six days before the date of the meeting. The agenda for the meeting shall be made publicly available at this time through the Court website.
- (3) Papers considered at meetings of the Court shall normally be made available to staff and students on request following the meeting unless the University Secretary deems that this would result in a breach in confidentiality or would not be in the interests of the institution for some other reason consistent with the terms of the Freedom of Information (Scotland) Act 2012. Reserved items may include those containing personal or commercially sensitive information.
- (4) No business shall be transacted at any meeting of Court other than that specified on the agenda. Court may however consider additional non-contentious or urgent business with the consent of the Chairperson (or other individual presiding at the meeting) and the majority of members present. A request to include an additional item should be raised prior to the start of any meeting to enable the required agreement to be sought.

- (5) No member shall be entitled to propose a motion, other than one directly arising from the discussion of a subject before the Court, except with the consent of the majority of the members present.
- (11) All papers and reports for the attention of Court shall be accompanied by a cover sheet setting out a brief summary of the content as well as information relating to the importance and provenance of the paper.
- (12) Items considered to be reserved business shall be clearly marked on the agenda and cover sheet, with an accompanying statement indicating the basis for the exemption which would be claimed in terms of the Freedom of Information Act Scotland (2012). When a minute of a meeting of the Court or a Committee of the Court is to be considered as reserved business it will be included as a separate paper on the agenda, with the minute indicating the basis for its redaction. Once the exemption is deemed to no longer apply the Court shall be informed of the release of the minute and it shall be published as an appendix to the minute of the meeting of the Court at which it was released.
- (13) All actions resulting from the decisions of the Court shall be maintained in a log to be provided to Court at each meeting.
- (14) After a decision of the Court has been recorded as a resolution it shall not be withdrawn, or altered in substance, except by resolution of the Court.
- (15) The Court shall commission a review of its effectiveness every 5 years, with the support of an external facilitator.

14. Conduct of Meetings

- (1) The agenda for meetings shall include Preliminary Matters (labelled as Part A), Strategic Matters and Core Business (labelled as Part B and C respectively) on which discussion is expected, and more routine Matters for Report and Approval which are not anticipated to require consideration (labelled as Part D). The Chair will, at the start of meetings, invite members to 'star' any items under part D that they wish to have discussed. Items not identified through this process will be understood to have been considered and approved without discussion.
- (2) Members of the Court shall be required to disclose any pecuniary or other material interest they may have in any matter which is to be discussed at a meeting of the Court. Such interest should normally be intimated at the beginning of a meeting, or during the course of a meeting if it becomes appropriate to do so.
- (3) Seven members of the Court shall constitute a quorum. In the absence of a quorum, no business shall be transacted other than the adjournment of the meeting. When the adjourned meeting is reconvened, the business for which the original meeting was called may be completed in the absence of a quorum. Notice of the reconvened meeting shall be given in writing to each member of the Court not less than seven days before the date of such meeting.
- (4) The Chairperson shall have discretion to require any member or person attending to absent themselves from any part of the meeting in the event that that person has a conflict of interest or may be the subject of discussion. The Chairperson shall have discretion to exclude non-Court members from the whole meeting or any part thereof, provided that the University Secretary and the Clerk to Court shall normally remain at all times unless either is the subject of the discussion.
- (5) The University Secretary will draw to members' attention any conflict of interest, actual or potential, between his/her administrative and executive management responsibilities within the University and his/her responsibilities as Secretary to the Court. If the Court believes that it has identified such a conflict of interest itself, the Chair should seek advice from the Principal, but must offer the Secretary an opportunity to respond.
- (6) The University Secretary is responsible for advising the Chair in respect of any matters where conflict, potential or real, may occur between the Court and the Principal. The Secretary will also keep the Principal fully informed on any matter relating to Court business (other than in relation to the Principal's own performance and reward). The Court shall safeguard the Secretary's ability to carry out these responsibilities.
- (7) Decisions should be taken collectively by all members acting as a body. Members are expected to ensure that discussions are held and decisions taken in an honest, open and objective manner and to avoid taking sectional positions.
- (8) Voting on any issue, if necessary, shall be by simple majority, normally on a show of hands. Only members of Court may vote (i.e. to the exclusion of officers of the University who attend meetings). The Court may decide at its discretion approve the use of a more elaborate or secret voting procedure in particular circumstances. The University Secretary shall be responsible for ensuring the proper conduct of such a vote.
- (9) The person presiding over any meeting of the Court shall have a deliberative vote and also a casting vote in case of equality.

- (10) If a member votes against a motion which is carried by the majority of those present, he/she should subsequently support the decision consistent with the principle of collective responsibility. Exceptionally a member may ask that his/her dissent is recorded formally in the minutes. No member who has not participated in a vote on a matter under discussion shall be entitled to request that their dissent be recorded in a resolution of the Court.
- (11) Should any member have a concern about the way the Court is operating, they should in the first instance raise it with the Chairperson, or with the Deputy Chairperson or Senior Independent Member (SIM) where they do not wish to raise the matter directly with the Chairperson or feel unable to do so.

15. Professional Advice

- (1) From time to time, Court may decide to seek professional external advice to assist it in carrying out its primary responsibilities. Under such circumstances, a request should be made to the Secretary, who will commission the relevant advice and convey it to the Court. This is also the procedure to be followed in the event that, having obtained advice, a 'second opinion' is felt to be desirable or useful.
- (2) Very rarely, individual Court members may feel conflicted or constrained in being able to carry out fully their duties on Court and may, as a result, feel they need to seek personal professional advice relating to the circumstances of their membership and/or their abilities to fulfil the role. A Court member in such a situation should, in the first instance, discuss their concerns with one of the Chairperson of Court, the Deputy Chairperson of Court or the University Secretary. Thereafter, if it is felt that personal professional advice is required, the member may obtain such advice, with the University agreeing to meet the cost of that advice up to a limit of £5,000. This limit may subsequently be increased if deemed appropriate by the Court.

16. Minutes

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

17. Suspension, amendment or revocation of Standing Orders

- (1) Standing orders may be suspended, amended, or dispensed with at any meeting by consent of a minimum of a two thirds majority of the members present.

Appendix 1**CODE OF CONDUCT FOR MEMBERS OF THE COURT**

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

Conflict of Interest

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

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

Having made a declaration of interest, a member is not thereby automatically debarred from commenting or voting on the matter in question, although in some circumstances, depending on the nature of the involvement, members should consider whether it would be appropriate either to abstain from voting or to withdraw temporarily from the meeting. The Chairperson, or the Court itself, has the right and responsibility to take a view on the extent of any conflict of interest and what, if any, consequence this should have in relation to the member's involvement in, or presence during, the item under discussion.

9. Members of the Court should avoid becoming involved on an informal basis in decisions relating to procurements by the University. Any contributions to such decisions should be directed through formal channels so that they may be properly documented and open to wider scrutiny.
10. The University maintains a register of members' interests, which is updated annually, and which is available for public scrutiny. The declaration should include, for example, reference to any material business relationship with the University in the last 3 years and/or family ties with advisors, senior employees or businesses receiving payment from the University. The Court has stipulated that its members may not concurrently be members of the Courts of the Universities of Abertay or St Andrews. Membership of the governing body of any other higher or further education institution, or of a public organisation (such as a local authority, NHS provider, non-departmental public body), must be subject to a declaration of interest – except where a member of Court has been nominated to such position as a representative of the University.
11. The University shall publish on the Court website a record of declared interests, and gifts and hospitality register entries, for each member of the Court. Members must ensure that this information is up to date and should not await the next annual update request before making a declaration. Before taking on additional external appointments, members of the Court are expected to give due consideration to any potential conflicts which may arise, and to the time commitment required of them, and should discuss the matter with the Chair or Deputy Chair of Court to ensure that any conflicts arising are appropriately mitigated.

Communications

12. Papers for Court meetings should be regarded as confidential and must not be made available by members to non-members. Members may, however, seek to inform themselves about an issue in advance of a meeting through informal consultation. In accordance with the Court's policy on openness, copies of papers may be made available to anyone after the relevant meeting, but only through the University Secretary, who may judge (with appropriate justification) that certain information is too sensitive to be released. Minutes of Court meetings should also be regarded as confidential until they have been approved in draft by the Chairperson for internal publication and will be made externally available following their approval at a subsequent meeting of the Court.

13. Court papers and other communications to members of Court are issued only by the Secretariat. Members who wish to communicate formally with the Court as a whole or to propose that a matter is placed on the agenda for a future Court meeting should address their request to the Chair person or the University Secretary.

14. Members must not disclose decisions of the Court to interested parties either within or outside the University; such decisions will be intimated formally by the Secretariat.

Appendix 2**THE NINE PRINCIPLES OF PUBLIC LIFE IN SCOTLAND****DUTY**

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

SELFLESSNESS

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

INTEGRITY

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

OBJECTIVITY

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

ACCOUNTABILITY AND STEWARDSHIP

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

OPENNESS

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

HONESTY

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

LEADERSHIP

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

RESPECT

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

Appendix 3**Transacting Emergency Business****Proposed Protocol**

1. All Court members, members of the University Executive and other officers shall endeavour to ensure that emergency business is avoided where at all possible. Where this is not possible, the procedures set out in this protocol may be followed.

Matters arising at a Court meeting

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

Matters arising outside or between Court meetings

8. Where a matter arises between Court meetings, the University Secretary (or their nominee) will consult as a matter of urgency with the Chair of Court to consider an appropriate mechanism to ensure a decision can be made.
9. The mechanisms available to the Chair of Court under this paragraph shall be the same as those set out in paragraphs 2 to 7 above, except that the Chair of Court, or officers on the Chair's behalf, must provide the opportunity by correspondence for Court members to comment on the suitability of the proposed mechanism. It will be normal for the Chair of Court to consult with such Court members and officers as the Chair deems appropriate to enable them to determine an appropriate mechanism.

Matters which invoke the Resilience Plan

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

Communicating with Court members and reporting to Court

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

Authority of the Chairperson of Court

14. Notwithstanding any of the above, the Chairperson of Court may act in cases of urgency or if delaying a decision would disadvantage the University. In such circumstances, consultation with some or all members of the Court should be undertaken. Any action taken by the Chairperson shall be reported and communicated as set out above.

APPENDIX 4 ANNEX 3

AMENDMENTS TO THE REMIT & TERMS OF REFERENCE

GOVERNANCE & NOMINATIONS COMMITTEE

Remit, Terms of Reference and Membership

Summary

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

In particular, it is the responsibility of the Committee to:

- advise Court on any matter pertaining to the University's framework for corporate governance, its operation and the University's and Court's compliance with that framework;
- oversee the University's compliance with external governance requirements;
- regularly review the membership of the Court in relation to skills; equality, diversity and inclusion; and succession planning, and to make recommendations to Court on the appointment of Court members who are not elected; nor ex officio in terms of the Statutes;
- recommend to the Court the membership of Court committees and the appointment of members to other bodies, as appropriate, for instance as an employer-nominated Trustee of the pension scheme; and
- oversee the regular review of the effectiveness of the Court and its committees and monitor the implementation of resulting recommendations.

Remit and Terms of Reference

Membership

The Committee shall comprise not less than seven members of the Court, including the Chairperson of Court, at least three other lay members (at least one of whom must be a Convener of a Court Committee), the Principal, at least one other member of staff and at least one student.

The Chairperson of Court shall be the Convener. In the absence of the Convener at any meeting of the Committee, the Committee shall appoint one of its members as Acting Convener for that meeting.

Quorum

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

The following skills/experience are particularly valued by the Committee:

- General understanding of, and commitment to, good governance;
- Experience or qualifications relating to legal, governance, statutory or compliance matters;
- Experience in appointments processes, for example in the field of HR;
- Experience of running elections or acting as a returning officer;
- Experience of working in academia;
- Experience of working in public sector;
- Experience of working in a non-academic setting within higher education;
- Awareness of sector-wide legislation and requirements;
- Knowledge/experience and understanding of enhancing approach to equality, diversity and inclusion on governing boards;

- Interest/experience in compliance areas including whistleblowing, declarations of interests, and gifts and hospitality; and
- Awareness of good governance and fairness in relation to elections and appointments.

In addition, the following abilities and attributes would be valued

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

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

Meetings

The Committee shall meet at least twice in any one year, but shall normally meet four times, and shall report, through submission of the minutes of each meeting, to the next available meeting of the Court.

Each meeting of the Committee shall normally be attended by the University Secretary and the Director of Academic & Corporate Governance.

The Committee's Secretary shall normally be the Senior Policy Officer (Corporate Governance).

Terms of Reference Constitution and Operation

Authority

The powers delegated to the Committee by the Court shall be as defined in the Schedule of Delegation.

The Committee shall have full authority to undertake and review activities associated with any matters within its terms of reference. For the purpose of such activities it shall be provided with adequate resources and full access to information and University personnel.

Duties and Responsibilities

General

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

Operation of Court and its Committees

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

of Court, and identify any resulting actions.

Appointments

- To oversee and make arrangements for the advertisement, recruitment and selection of:
 - Members of Court who are not nominated or elected;
 - Any additional lay members to Committees of Court who are not members of the Court.
- To oversee the nomination process of nominated members of Court (where appropriate, in discussion with the relevant nominating body);
- To oversee the election arrangements for elected members of the Court (where appropriate, in discussion with the relevant electing body);
- For its part, and as may be delegated to it by the Court, to oversee and make arrangements for the appointment of the Chairperson of Court;
- To make a recommendation to the Court for the appointment of a Deputy Chairperson;
- To make recommendations for the re-appointment of members of Court who are not nominated or elected, ensuring that account is taken of an individual member's commitment to the work of the Court, their attendance and their performance before a decision on whether to recommend re-appointment is made;
- To make recommendations to the Court for the appointment of Conveners and members to the Committees of Court;
- To make recommendations for the appointment of employer-nominated Trustees to the University of Dundee Superannuation Scheme;
- To ensure due regard is made to accepted principles of equality, diversity and inclusion in the appointment of members to the Court and in the appointment of members to Committees, and furthermore to ensure that the Court abides by its own statement on equality, diversity and inclusion;
- To maintain and review a register of interests of members of the Court, to highlight to the Court any material conflicts of interest and to agree mechanisms to manage any highlighted conflict.

Effectiveness Reviews

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

Appendix

**Governance & Nominations Committee (G&NC)
Membership 2020/21**

Name	Category for the Purpose of Determining Quorum
Ronnie Bowie (Convener)	(Lay Member)
Bernadette Malone	(Lay Member)
Ron Mobed	Lay Member)
Principal & Vice-Chancellor	(Ex Officio)
Professor Mairi Scott	(Elected Member)
Jane Marshall	(Lay Member)
Jia Hui (Gigi) Gan	(Nominated Student Member)
Janice Aitken	(Elected Member)

Officers and others in regular attendance:

Name	Role
Dr Neale Laker	(Director of Academic & Corporate Governance)
Dr Jim McGeorge	(University Secretary)
(Senior Policy Officer	(Corporate Governance) as Secretary to the Committee)
Professor Blair Grubb	(Vice-Principal (Education))

Quorum 2020/21

The quorum for any meeting shall be four, at least two lay members and one elected/nominated member must be present. Elected/nominated members include both staff and students.

APPENDIX 5

**SCHEDULE OF DELEGATION AND DECISION-MAKING POWERS
(Minute 29 (3)(ii))**

[Schedule of Delegation and Decision-Making Powers](#)

[November](#) 2020 V1.0

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SCHEDULE OF DELEGATION & DECISION-MAKING POWERS

Overview

Background

In order to ensure the efficient running of the day to day business of the University, the University has a decision-making framework (“the Framework”) in place. [See Annex 1](#) for full details of the Framework.

Under the Framework:

- [The University Court](#) is the governing body of the University. It has collective responsibility for managing the affairs of the University in accordance with the University Charter and Statutes.
- The [Principal & Vice-Chancellor](#) (‘The Principal’), as the Chief Academic and Administrative Officer shall, subject to such rules as may be framed by the University Court, exercise general supervision over the University and shall be generally responsible for maintaining and promoting the efficiency and good order of the University. The [University Executive Group \(UEG\)](#) shall, under the leadership of the [Principal & Vice-Chancellor](#), be responsible for the executive and operational management of the University.
- The [University Secretary & Chief Operating Officer \(COO\)](#) shall be responsible for among other things, the administration of the University under the direction of the [Principal & Vice-Chancellor](#).

Given the scope and size of the undertaking of the University’s day to day business, University Court, the Principal and the University Secretary & COO cannot reasonably be expected to exercise the entire necessary functions required without the intervention of, and a degree of delegation to designated authorised persons and committees within the University.

Accordingly, as part of the Framework, the University Court has approved this Schedule of Delegation & Decision-Making Powers (Hereafter referred to as “the Schedule”).

Powers under this Schedule

[Section A](#) of the Schedule (below), sets out matters which are reserved to [the Court](#) and cannot be delegated. The signing/implementing authority for the University Court shall be the University Secretary & COO unless an alternative is identified in [Section A](#): or by resolution of the Court (as recorded in the minutes for that meeting).

The [University Court](#) has satisfied itself that the delegations under this Schedule are reasonable in scope and that the relevant person or committee is appropriate and capable of carrying out the delegated matters.

[Section B](#) of the Schedule sets out the designated authorised role-holder(s) and committee(s) within the University who are entrusted by the [University Court](#) to exercise its powers in respect of the relevant delegated business which can include binding the University to a contractual or quasi-contractual obligation. It also lists the ‘Authorised Person’, that being the person(s) who may act as the authority to implement the decision of the committee(s) or role-

holder(s) to whom the Court has delegated authority. This does not delegate authority to the 'Authorised Person' to take decisions on behalf of the committee(s) or role-holder(s) to whom the Court has delegated authority. Where the Delegate is expected to consult with a committee(s)/person(s) before making a decision this will be stated in the 'Sub-Delegate/Recommendation' column of the Schedule. Rules regarding the sub-delegation of authority are set out in the ['Sub-Delegation'](#) section (below).

The implementation of actions should be materially consistent with the intention of the decision. Where this is not the case the approving authority should be consulted.

While certain powers are delegated to specific committees or individual office holders, any committee or officeholder may decide that a particular issue requires to be considered, ratified or signed off by a higher level of authority.

[Section C](#) of the Schedule details the application of delegation thresholds within the contracts context. This section will be revised on a regular basis to ensure it reflects process requirements.

Status of delegations under this Schedule

Any delegations are to be treated as non-exclusive.

The Schedule applies to all activities set out herein and all University funds regardless of source (core, externally funded etc).

Notwithstanding any delegations under this Schedule the University Court reserves at all times:

- The reserved powers set out in Section A: [Matters Reserved to the Court](#) (below);
- The power to suspend, amend or withdraw a delegation under this Schedule;
- The general delegation of authority to the [Principal & Vice Chancellor and the University Secretary & COO](#) as set out in [Statute](#); and
- The power to exercise any business or function delegated under this Schedule.

Principles of delegation

Any delegate of University Court listed in this Schedule (including for the avoidance of doubt the Principal and the University Secretary & COO) shall exercise their delegated powers on behalf of the University at all times in accordance with the following overarching principles:

- [The University Court](#) shall retain ultimate oversight of the business of the University;
- The Principal shall exercise general supervision over the University and shall be generally responsible for maintaining and promoting the efficiency and good order of the University;
- The decision or action must not be a reserved matter as set out in Section A: [Matters Reserved to the Court](#) (below);
- The delegate shall exercise reasonable care, skill and diligence in carrying out any duties delegated under this Schedule;
- The decision or action shall be in the best interests of the University and consistent with the [University Strategy](#) and values;

- Where the Schedule requires that the authorised body/role holder seek guidance or recommendation from another body/role holder, reference to this should be made when reporting the decision;
- The decision or action is not in contravention of the nine principles of public life in Scotland ([annex 3](#));
- The decision or action shall be in compliance with the University's decision-making framework;
- The decision or action shall be in compliance with the University's policies and procedures;
- The decision or action shall be in compliance with applicable law, regulation or a relevant funding body's obligations;
- The decision or action should be consistent with the [University Court's Risk Appetite Statement](#);
- The financial consequences of the decision or action must be captured within the [budget/3-year plan](#) approved by University Court or within the University's longer- term strategic plans;
- The decision or action must not give rise to a conflict of interest which has not been declared and managed under the University's [Conflict of Interest Policy](#).

If there is a question or dispute on whether a decision taken, or proposed to be taken, by a delegated committee or person contravenes the provisions of this Schedule, it will be escalated to the [University Secretary & COO](#) who shall decide on behalf of the University Court in consultation with the Principal and/or Chair of Court as appropriate if the decision contravenes the provisions of the Schedule and how to proceed.

Sub-delegation

The [University Court](#) authorises individuals and bodies in whom authority is vested by this Schedule to sub-delegate to other individual office holders provided that:

1. Such sub-delegation is reasonable and appropriate;
2. The delegate gives due consideration to supervision/provision of appropriate challenge;
3. The delegate named in this Schedule remains ultimately responsible for the acts and omissions of the sub-delegate;
4. Any sub-delegation will not prevent the delegate from whom the authority is being sub-delegated from also discharging those functions; and
5. Such sub-delegation can be revoked at any time without prejudice to any previous decisions made under that authority.

A delegate should normally follow the sub-delegation in the Schedule (where listed), otherwise the authority to determine how to delegate rests with the named delegate. Individuals may, from time to time, set out schedules for the sub-delegation of their authorities. For example: A Dean of School may regularly delegate authority to a School Manager or and Associate Dean, however the Dean remains ultimately responsible for the approved action.

Where the individual is a member of the [University Executive Group](#) such protocols should be approved by the University Executive Group.

Material Decisions

Where a decision or action proposed to be taken under delegated powers is likely to be regarded as controversial or is a decision (“Material Decision”) that will have or is likely to have:

- (a) a significant effect on financial, reputational or operational risk; and/or
- (b) a significant impact on academic and/or service delivery or performance.

The matter will be referred to the [University Executive Group for decision](#). The University Executive Group may decide to escalate to the [Chair of University Court](#) and/or the Convener of the [Audit & Risk Committee](#) to consider the appropriate approval mechanism.

Responsibility to inform/Reporting

It is the responsibility of the University Executive Group and relevant delegates to keep the University Court (through reporting to relevant committees) appropriately informed about activity arising within the scope of the delegated authority under this Schedule and provide appropriate reports as required and/or requested.

It is the responsibility of the delegate to obtain sufficient detail, evidence and relevant level of prior authorisation to support any action or decision taken in respect of delegated matter.

The delegate shall be required to be able to demonstrate to University Court, auditors or funders that an appropriate course of action is taken when exercising its powers under this Schedule.

Legal Contracts and Risk

It is acknowledged by the University Court that certain delegates under this Schedule will ostensibly sign contracts which create legal and quasi-legal obligations on behalf of the University which could have significant financial and reputational impact for the University.

It is important for the wellbeing and sustainability of the University that such commitments and the legal risks that they create are understood and managed appropriately.

[The Director of Legal](#) is responsible for the management of legal risk on behalf of the University. Any delegation which creates legal obligations on behalf of the University (including but not limited to commercial contracts and other types of agreements) are therefore to be taken forward in accordance with the advice from the Director of Legal/ approved legal risk escalation processes to ensure they are created on a valid legal basis.

[Section C](#) of the Schedule provides guidance on the interpretation and application of delegation thresholds within a contracts context. This section will be revised on a regular basis to ensure it is in alignment with approved processes and best practice.

Procurement

Procurement is the acquisition, whether under formal contract or otherwise, of goods, services and works from third parties and must adhere to the [University Procurement Strategy](#), applying the principles and procedures under public procurement law.

Procurements of all types must be planned to take account of legal duties, including social, economic and environmental impact; and to be transparent, apply equalities duties and anti- corruption policies and to achievement of the most economically advantageous balance of quality and cost.

The legal thresholds and obligations vary for the University acquiring goods, services or works, and each delegate must adhere to guidance in conducting an appropriate Procurement Journey for procurements of all types, obtained as early as possible in planning, from the Head of Procurement.

In estimating the potential value of any procurement, the total cost over the full contract period, including any options or extensions must be considered. All advertising of planned acquisitions over the legal thresholds, of all types, and whether collaborative or not, will require prior consultation with the Head of Procurement.

All Framework Agreements or Approved Contracts (which aggregate to current legal thresholds) for procured goods and services, or works, including those used in business plans for University Court or committees, must be approved by [the Director of Legal](#) and [Head of Procurement](#).

The University's standard terms and conditions, or agreed framework agreement terms where appropriate, will apply to purchases for any University activity. Any bespoke contracts for the procurement of goods or services must be considered by the Director of Legal.

Individuals should also consult [Section C](#) in relation to procurement contracts.

Powers of the Audit & Risk Committee

The [Audit & Risk Committee](#) may investigate any matters within its terms of reference with full access to information and University staff and may engage the University's internal and external auditors to do so. The [Audit & Risk Committee](#) shall bring to the attention of the Court any matter of concern.

The appointment of the internal and external auditors is a [matter reserved to the Court](#) on the recommendation of the Audit & Risk Committee.

Elections

The relevant authority for elections is determined in [Statutes](#), [Ordinances](#) and Regulations (For example [Senate Regulations](#) and [Regulations for the Election of the Chair of Court](#)).

Unless otherwise stated in the regulations, the University Secretary & COO shall be the Returning Officer. The [University Secretary & COO](#) may delegate this authority to another officer.

Effective Date

On xx/xx/xxxx the University Court approved this Schedule of Delegation and Decision- Making Powers with effect from xx/xx/xxxx. For the avoidance of doubt, this supersedes all previously approved versions and signing authorities prior to this date.

[Date]

SECTION A: Matters Reserved to the University Court

The signing/implementing authority for the [University Court](#) shall be the University Secretary & COO unless an alternative is identified below, or by resolution of the Court.

Strategy

- Approve the [University strategy](#);
- Approve areas for reporting via key performance indicators;
- Approve an estates strategy for the management and development of the University's land and buildings;
- Approve the [academic structure of the University](#), including the creation or amendment of Schools and their constituent disciplines.*

Budget and Finance

- Approve the [annual consolidated accounts](#) for the University and Group (financial statements);
- Approve the budget and financial forecasts;
- Approve financial strategy, including annual capital programme;
- Approve changes to [accounting policies](#) (upon recommendation from the Audit & Risk Committee);
- Approve the annual report of internal auditors for submission to the Scottish Funding Council;
- Approve the appointment of internal and external auditors (upon recommendation from the Audit & Risk Committee);
- Approve business plans for projects and funding application or variations thereof that include a capital element of more than £5m on the recommendation of the Finance & Policy Committee;
- Approve borrowing greater than £5m on the recommendation of the Finance & Policy Committee.

Governance

- Approve [arrangements for the election of the Chairperson of Court](#) (in accordance with the Higher Education Governance (Scotland) Act 2016);
- Approve the appointment of the [Deputy Chairperson of Court](#);
- Approve the appointment of co-opted [members of Court](#) and any additional lay members of Court committees who are not members of Court;
- Approve the removal from office of any member of Court in accordance with [Statutes](#);
- Approve the [membership of Court committees](#) on the recommendation of the Governance & Nominations Committee;
- Approve changes to [Charter](#), [Statutes](#) and [Ordinances](#), including the establishment of new Statutes or Ordinances and any associated subordinate regulations* **;
- Approve the [Standing Orders of Court](#) on the recommendation of the Governance & Nominations Committee;
- Approve the Schedule of Delegation and Decision-Making powers and any ad hoc delegation, provided such delegation is within the terms of the [Charter](#) and [Statutes](#).

Appointments and Staff

- Approve the appointment of the [Chancellor](#)*;
- Approve the appointment of the [Principal & Vice-Chancellor](#)* and the dismissal of the [Principal & Vice-Chancellor](#). The signatory shall be the Chair of Court;
- Approve Severance Terms and substantial changes to pay and/or terms and conditions of the [Principal & Vice-Chancellor](#) on the recommendation of the [Remuneration Committee](#);
- Approve the appointment (and dismissal) of the [University Secretary & COO](#). The Principal & Vice-Chancellor OR Director of Human Resources & Organisational Development shall be the signatories;
- Approve the appointment (and dismissal) of the Librarian;
- Approve the appointment (and dismissal) of any Vice-Principals. The Principal & Vice-Chancellor AND the University Secretary & COO OR the Director of Human Resources & Organisational Development shall be the signatories;
- Approve, on the recommendation of the People & Organisational Development Committee, policies and procedures affecting staff and their terms and conditions including [Health & Safety](#); [Equality, Diversity & Inclusion](#), [Redundancy](#) and arrangements relating to [grievances](#) and [disciplinary](#) matters;
- Approve policies and procedures relating to Pensions Benefits on the recommendation of the Finance & Policy Committee.

Miscellaneous

- Approve submission of final documents/statements to external organisations as required by those organisations from time to time;
- Approve such other matters as may from time to time arise and which are not otherwise provided for in this document or in the schedule of delegation and decision making.

*After consultation with the Senate.

** Amendments to the Charter and Statutes are also subject to the approval of the Privy Council.

Section B: Delegated Business

Please see the Explanatory Notes in [Annex 2](#) in relation to the definition and interpretation of the Schedule. The Table should be read in conjunction with Section A [Matters Reserved to the Court](#) as set out above, and in the case of contracts Section C should also be consulted.

1 Academic Governance						
	Business Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person (s)
1.1	Academic Governance	Degrees	Approve degree regulations	Quality and Academic Standards Committee		Vice-Principal (Education) OR Director of Academic & Corporate Governance OR Director of Quality & Academic Standards
1.2	Academic Governance	Degrees	Approve the conferment of degrees and qualifications including honorary degrees	Senate		Principal & Vice-Chancellor OR University Secretary & COO (as Secretary to the Senate)
1.3	Academic Governance	Degrees	Approve degree programme specifications and assessment methods	Quality and Academic Standards Committee		Vice-Principal (Education) AND Director of Academic & Corporate Governance AND Director of Quality & Academic Standards

2 Audit						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
2.1	Audit	Audit plan	Approve internal audit needs assessment and internal audit strategic and operational plans	Audit & Risk Committee		University Secretary & COO OR Director of Academic & Corporate Governance
2.2	Audit	Auditors	Approve process for appointment of internal/external auditors	Audit & Risk Committee		Director of Finance OR Director of Academic & Corporate Governance

The approval of the annual report of internal auditors for submission to the Scottish Funding Council, and the appointment of the internal and external auditors are [matters reserved to the Court](#).

3. Finance						
	Area	Sub-Category	Delegated Matter	Delegate	Sub-Delegate	Authorised Person
3.1	Finance	Accounts	Prepare and finalise for approval by the University Court the annual consolidated accounts for the University.	Audit & Risk Committee AND Finance & Policy Committee	Director of Finance	Chairpers on of Court AND Accountable Officer (normally the Principal & Vice-Chancellor) AND Director of Finance
3.2	Finance	Bank Accounts	Approve arrangements in accordance with the Financial Regulations	Finance & Policy Committee		Director of Finance
3.3	Finance	Borrowing	Enter into borrowing arrangements (and renewal of) up to £3m in accordance with the financial strategy approved by Court.	Director of Finance with a report to the next Finance & Policy Committee		Director of Finance AND University Secretary & COO
3.4	Finance	Borrowing	Enter into borrowing arrangements (and renewal of) over £3m and less than £5m in accordance with the financial strategy approved by Court. The approval of borrowing greater than £5m is reserved to the Court (Matters Reserved to the Court) on the recommendation of the Finance & Policy Committee.	Finance & Policy Committee	Director of Finance	Director of Finance AND University Secretary & COO

3. Finance						
	Area	Sub-Category	Delegated Matter	Delegate	Sub-Delegate	Authorised Person
3.5	Finance	Budget	Prepare and finalise for approval by the University Court, the University financial strategy, which shall include the annual capital programme and annual budgets for Schools and Professional Services.	Finance & Policy Committee	University Executive Group	Director of Finance AND University Secretary & COO AND Principal & Vice-Chancellor
3.6	Finance	Business Plans (revenue spend <25k) Non- Research	Approve non-capital business plans within budget ¹ for projects and funding applications or variations thereof for revenue spend of up to £25k. Any business plans must consider: <ul style="list-style-type: none"> - Procurement Regulations; and - any consequential cost, including opportunity cost, implications for relevant Schools and Professional Services. For Research Funding Applications see section 7.1 and 7.2)	Deans of Schools and/or Directors of Professional Services subject to consultation with: 1. the Head of Procurement (if framework agreements are not to be used) AND 2. the Dean or Director of School(s) or Professional Service(s) affected by the proposal.		Dean/Director/School Manager

¹ Where the project is included in the approved budget, approvals must still be sought for actioning.

3. Finance						
	Area	Sub-Category	Delegated Matter	Delegate	Sub-Delegate	Authorised Person
3.7	Finance	Business Plans (revenue spend between £25k and £1.25m) Non- Research	Approve non capital business plans within budget ¹ for projects and funding applications or variations thereof for revenue spend between £25k and £1.25m. Any business plans must consider: <ul style="list-style-type: none"> - Procurement Regulations; and - any consequential cost, including opportunity cost, implications for relevant Schools and Professional Services. For Research Funding Applications see section 7.1 and 7.2)	University Secretary & COO OR Director of Finance subject to consultation with: <ol style="list-style-type: none"> 1. the Head of Procurement (if framework agreements are not to be used) AND <ol style="list-style-type: none"> 2. the Dean or Director of School(s) or Professional Service(s) affected by the proposal. 	Vice-Principal (Academic Performance & Planning)	Director of Finance
3.8	Finance	Business Plans (revenue spend between 1.25m and £5m) Non- Research	Approve non-capital business plans within budget ¹ for projects and funding applications or variations thereof for revenue spend between £1.25m and £5m Any business plans must consider: <ul style="list-style-type: none"> - Procurement Regulations; and - any consequential cost, including opportunity cost, implications for relevant Schools and Professional Services. For Research Funding Applications see section 7.1 and 7.2)	University Executive Group AND The Dean or Director of School(s) or Professional Service(s) affected by the proposal.		Director of Finance

3. Finance						
	Area	Sub-Category	Delegated Matter	Delegate	Sub-Delegate	Authorised Person
3.9	Finance	Business Plans (revenue spend more than £5m) Non- Research	Approve non-capital business plans within budget for projects and funding applications or variations thereof for revenue spend more than £5m. Any business plans must consider: <ul style="list-style-type: none"> - Procurement Regulations; and - any consequential cost, including opportunity cost, implications for relevant Schools and Professional Services. For Research Funding Applications see section 7.1 and 7.2)	Finance & Policy Committee subject to advice from: <ol style="list-style-type: none"> 1. the Head of Procurement (if Framework Agreements are not to be used) AND <ol style="list-style-type: none"> 2. Consultation with the Dean or Director of School(s) or Professional Service(s) affected by the proposal. 		Director of Finance
3.10	Finance	Business plans (Capital Projects)	Approve business plans for projects and funding applications or variations thereof that include a capital element of up to £25k based on submission of appropriate documentation to Estates & Campus Services .	Dean/Director/School Manager subject to consultation with the Director of Estates & Campus Services.		Dean/Director/School Manager AND Director of Estates & Campus Services
3.11	Finance	Business plans (Capital Projects)	Approve business plans for projects and funding applications or variations thereof that include a capital element between £25k and £1.25m.	University Secretary & COO AND Director of Finance (subject to consultation with the Director of Estates & Campus Services)		Director of Estates & Campus Services

3. Finance						
	Area	Sub-Category	Delegated Matter	Delegate	Sub-Delegate	Authorised Person
3.12	Finance	Business plans (Capital Projects)	<p>Approve business plans for projects and funding applications or variations thereof that include a capital element between £1.25m and £5m.</p> <p>The approval of those including a capital element greater than £5m is reserved to the Court (<u>Matters Reserved to the Court</u>) on the recommendation of the Finance & Policy Committee.</p>	University Executive Group subject to consultation with the Director of Estates & Campus Services		Director of Estates & Campus Services
3.13	Finance	Car Parking strategy	Approve the car parking strategy for the University including in the case of University owned properties: regulations , spaces, fees, charges and penalties.	University Secretary & COO on the advice of the Director of Estates & Campus Services		Director of Estates & Campus Services OR University Secretary & COO
3.14	Finance	Disposals	Approve disposal of land and building assets <£5m, in accordance with the University's Financial Regulations .	University Secretary & COO AND Director of Finance (subject to approval requirements for the disposal of publicly funded assets) and subject to advice from the Director of Legal and the Director of Estates & Campus Services where appropriate.	Director of Legal	Direct or of Finance OR University Secretary & COO
3.15	Finance	Disposals	Disposal receipts of over £5m or of assets with a book value of over £5m.	Finance & Policy Committee	Director of Legal	Direct or of Finance OR University Secretary & COO

3. Finance						
	Area	Sub-Category	Delegated Matter	Delegate	Sub-Delegate	Authorised Person
3.16	Finance	Disposals	Disposal of assets other than land/property <£25k	Budget holder in accordance with relevant policies, the Financial Regulations and GDPR regulations. OR Dean/School Manager/Director where the budget holder is no longer available or identifiable.		Budget holder OR Dean/School Manager/Director where the budget holder is no longer available or identifiable.
3.17	Finance	Disposals	Disposal of assets other than land/property >£25k.	University Secretary & COO AND Director of Finance in accordance with relevant policies, the Financial Regulations , and GDPR regulations . (subject to any requirements for approval of disposal of publicly funded assets)		Director of Finance OR University Secretary & COO
3.18	Finance	Financial Regulations	Approve Financial Regulations .	Finance & Policy Committee		Director of Finance
3.19	Finance	Financial Regulations	Approve changes to Financial Procedures and to the Procurement manual .	Director of Finance		Director of Finance

3. Finance						
	Area	Sub-Category	Delegated Matter	Delegate	Sub-Delegate	Authorised Person
3.20	Finance	Investments	Approve guidelines for University investments in accordance with the Treasury Policy .	Finance & Policy Committee OR Endowments Sub-Committee as appropriate.		Director of Finance
3.21	Finance	Leasing	Approve leasing of buildings for a period of less than 5 years, (lessor and lessee). (Using templates endorsed by the Director of Legal).	University Secretary & COO		Director of Finance OR Director of Estates & Campus Services OR University Secretary & COO
3.22	Finance	Leasing	Leasing of buildings for a period of greater than 5 years, (lessor and lessee). (Using templates endorsed by the Director of Legal).	University Executive Group		Director of Finance OR Director of Estates & Campus Services OR University Secretary & COO
3.23	Finance	Loans	Approve loans, loan guarantees and grants to subsidiary, spin-out and associated companies up to £100k.	University Executive Group		Director of Finance
3.24	Finance	Loans	Approve loans, loan guarantees and grants to subsidiary, spin-out and associated companies of more than £100k.	Finance & Policy Committee		Director of Finance

3. Finance						
	Area	Sub-Category	Delegated Matter	Delegate	Sub-Delegate	Authorised Person
3.25	Finance	Purchases and Expenditure	Approve purchases and expenditure.	In accordance with the Financial regulations approved by the Finance & Policy Committee (link)		
3.26	Finance	Schools and Directorates	Approve allocation of resources within Schools and Directorates.	Deans of Schools/Directors of Professional Services		Deans of Schools/School Managers/Directors of Professional Services
3.27	Finance	Schools and Directorates	Approve expenditure within agreed budgets in accordance with the Financial Procedures Manual.	Deans of Schools/Directors of Professional Services		Deans of Schools/School Managers/Directors of Professional Services
3.28	Finance	Student Fees	Approve student fee rates.	University Executive Group on the advice of the Fees & Scholarship Committee.		Director of Finance
3.29	Finance	Treasury	Oversee treasury management policies and procedures required to ensure that cash resources are managed securely and efficiently.	Director of Finance with an annual report to the Finance & Policy Committee		Director of Finance

4 Governance						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
4.1	Governance	Committees	Approve membership of Senate Committees	Senate		University Secretary & COO
4.2	Governance	Subsidiary Companies	Approve the formation of subsidiary and associated companies.	Finance & Policy Committee on the advice of the University Executive Group.		University Secretary & COO OR Director of Finance
4.3	Governance	Subsidiary Companies	Approve amendments to articles of association and equivalents and non-material amendments to company documents once Formed.	University Secretary & COO OR Director of Finance On the advice of the Director of Legal		University Secretary & COO AND Director of Finance
4.4	Governance	Subsidiary Companies	Approve the winding up of subsidiary or associated companies. See also Disposals .	Finance & Policy Committee		University Secretary & COO AND Director of Finance
4.5	Governance	Spin-out companies	Approve the formation of spin-out companies	University Secretary & COO AND Vice-Principal (Research, Knowledge Exchange & Wider Impact) AND Director of Finance	Director of Research & Innovation Services	University Secretary & COO AND Director of Finance

4 Governance						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
4.6	Governance	Spin-out companies	Note the winding up of spin-out companies. See also Disposals .	Finance & Policy Committee		University Secretary & COO OR Director of Finance
4.7	Governance	Spin-out companies	Approve non-material amendments to company documents and other associated documentation including resolutions not fundamentally affecting the University's shareholding.	Director of Research & Innovation Services		Director of Research & Innovation Services
4.8	Governance	Spin-out companies	Approve material amendments to company documents and other associated documentation including resolutions deemed to materially affect the University's shareholding.	University Executive Group		University Secretary & COO
4.9	Governance	Records Management	Assign retention periods to records and data created and kept by the University, taking into account appropriate legislation and best practice.	Director of LLC	Head of Culture & Information	Director of LLC OR Head of Culture & Information
4.10	Governance	Records and Information Management	Ensure data is appropriately and securely created, managed and stored.	Director of LLC	Director of UoDIT	Director of LLC OR Director of UoDIT

5 Intellectual Property						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/ Recommendation	Authorised Person
5.1	Intellectual Property	Intellectual Property	Approve licensing agreements related to research and Intellectual Property on behalf of the University	Director of <u>Research & Innovation Services</u> AND Director of Legal		Director of Research & Innovation Services
5.2	Intellectual Property	Research	Approve assignation of research intellectual property and related assets/patents	Director of <u>Research & Innovation Services</u> AND Director of Legal		Director of Research & Innovation Services
5.3	Intellectual Property	Teaching and other Non-Research IP	Approve assignation of intellectual property and related assets	Dean AND Director of Legal		University Secretary & COO

6 Policies & Regulations						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/ Recommendation	Authorised Person
6.1	Policies & Regulations	Admissions	Approve policies and terms and conditions for the <u>admission</u> of students to the University.	Senate on the recommendation of the Learning & Teaching Committee		University Secretary & COO
6.2	Policies & Regulations	Academic Policies	Approve academic policies and those relating to the business of the Senate which are not otherwise reserved to the Court	Senate		University Secretary & COO
6.3	Policies & Regulations	Animals	Determine an ethical review process and policies on matters relating to the welfare of animals on University premises and act as the University's Animal Welfare and Ethical Review Body.	Welfare and Ethical Use of Animals Committee		University Secretary & COO
6.4	Policies & Regulations	Amendments	Approve minor, non-material, amendments to policies.	Convener of the approving body AND University Secretary & COO		University Secretary & COO OR Director of Academic & Corporate Governance
6.5	Policies & Regulations	Pensions	Approve amendment to rules and regulations. Matters relating to benefits are reserved to the Court (Matters Reserved to the Court).	Finance & Policy Committee on the advice of the Pension-Sub-Group.		Director of Finance AND University Secretary & COO
6.6	Policies & Regulations	Policies	Approve template standards for policies.	Director of Academic & Corporate Governance		Director of Academic & Corporate Governance
6.7	Policies & Regulations	Contracts	Contract templates.	Director of Legal		Director of Legal

7 Research						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
7.1	Research	Non-Procurement Contracts Research	Approve non-procurement related research contracts, agreements and applications (including grant applications, consultancy and service agreements) or variations thereof up to £1.25m.	Director of Research & Innovation Services	Director of Legal	Director of Research & Innovation Services OR Director of Finance.
7.2	Research	Non-Procurement Contracts Research	Approve non-procurement related research contracts, agreements and applications (including grant applications, consultancy and service agreements) or variations thereof with a value greater than £1.25m.	Vice-Principal (Research)	Director of Legal	Director Research and Innovation Services* OR ² Director of Finance
7.3	Research (Clinical) (non-financial)	Clinical Trials	To receive and determine applications for the sponsorship of all Clinical Trials of Investigational Medicinal Products under the Medicines for Human Use (Clinical Trials) Regulations 2004 (CTIMP Clinical Trials), all regulated device trials and those clinical research studies which in the view of TASC Research Governance Managers present significant risk.	Sponsorship Committee* (non-financial authority) ³		R&D Director, Tayside Medical Sciences Centre (TASC)

² *[guidance note: The authority of the Director of Research & Innovation Services is not limited to EU grants, however in accordance with EU Grant requirements, they, or their delegate must be the named Authorised Person and signatory.]

³ *Guidance note: The Dean or School Manager shall be a member of this Committee. Significant risks shall be reported to the Director of Legal in accordance with established protocols/invitation to attend meetings when appropriate. Applications are also subject to review and approval by the Scottish Government Research Ethics Committee (REC) and the NHS R&D Management].

7 Research						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
7.4	Research (Clinical) (non-financial) (Patient risk)	Clinical Trials	Receive and determine applications for the sponsorship of all other clinical research studies that require a sponsor under the UK Policy Framework for Health & Social Care Research.	R&D Director, Tayside Medical Sciences Centre (TASC) on the recommendation of Research Governance (non-financial authority) and subject to Project Registration Form (PRF) requirements. ⁴		R&D Director, Tayside Medical Sciences Centre (TASC)
7.5	Research (Clinical)	Clinical Trials (Grant Funding)	Where required, approve the contractual terms and conditions associated with grant funding awards solely for CTIMP trials, regulated device trials and clinical research studies administered by TASC, in conjunction with Research Finance Services.	R&D Director, Tayside Medical Sciences Centre (TASC) AND Director of Research & Innovation Services Subject to an approved Project Registration Form. Subject also to thresholds and authorities in section 7.1/7.2.		R&D Director, Tayside Medical Sciences Centre (TASC)
7.6	Research	Data management	Ensure appropriate data management plan in place with approved information compliance and data security elements.	Dean	Principal Investigator or AND LLC Research Data Officer	Director LLC

⁴ The Dean of the School and R&D Director of TASC shall ensure alignment to School strategy. Significant risks shall be reported to the Director of Legal in accordance with established protocols.

8 Staff Appointments						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
8.1	Staff: Appointments	General	Approving policy and process for all new and replacement posts. Add link to PRG limits.	UEG	Planning & Resources Group	Director of HR & OD OR University Secretary & COO OR Director of Finance
8.2	Staff: Appointments	Principal	Ensure that the performance of the Principal is reviewed annually in accordance with established University procedures for Objective- Setting and Review .	Chair of Court with an annual report to the Remuneration Committee		Chairperson of Court
8.3	Staff: Appointments (Academic)	Academic Grade 10 Appointing Committees	Approve membership of professorial appointing committees.	Principal AND Vice-Principal (Academic Planning & Performance)		Vice-Principal (Academic Planning & Performance) OR Director of HR & OD
8.4	Staff: Appointments (Professional Services)	Appointing Committees	Approve membership of appointing committees for professional services appointments at grade 10.	University Secretary & COO		University Secretary & COO OR Director of HR & OD

8 Staff Appointments						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
8.5	Staff: Appointments	Deans	Appoint Deans of School.	Principal (in consultation with the School)	Vice-Principal (Academic Planning & Performance)	Principal OR Director of HR&OD OR Vice-Principal (Academic Planning & Performance)
8.6	Staff: Appointments	Emeritus	Approve conferment of the title 'Emeritus' on former members of staff.	Senate		Director of HR&OD
8.7	Staff: Appointments	Established/Named Chairs	Approve appointment of a professor to a named or established chair.	Senate on the recommendation of the University Executive Group		Principal OR Director of HR&OD
8.8	Staff: Appointments	General	Approve appointments of external examiners, where within the parameters of the policy on external examiners .	Deans of Schools		Deans of Schools

8 Staff Appointments						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
8.9	Staff: Appointments	Honorary appointments	Approve honorary professorial appointments.	Senate on the recommendation of School Boards following consultation with the Vice-Principal (Academic Planning & Performance)	Vice-Principal (Academic Planning & Performance)	Director of HR&OD
8.10	Staff: Appointments	Honorary appointments	Approve honorary appointments in the professional services.	University Secretary & COO		Director of HR&OD
8.11	Staff: Appointments	Honorary appointments	Approve honorary academic appointments (non-professorial).	School Boards		Director of HR&OD
8.12	Staff: Dismissal	Termination of employment	In accordance with policies set out under the terms of Statute 16 . See also: <ul style="list-style-type: none"> • Disciplinary Procedure • Section 6. 	Disciplinary Panel. See Disciplinary Procedure for details of the process for the formation of panels and the authority of panels.		Letters of dismissal shall be signed by: Chair of disciplinary panel OR Director of HR&OD OR University Secretary & COO

9 Staff Salary						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
9.1	Staff: Salary	Honoraria	Approve maximum levels of any management responsibility payments and honoraria to Deans and Associate Deans.	Remuneration Committee on the recommendation of the University Executive Group.		Director of HR&OD
9.2	Staff: Salary	Senior Staff	Approve salary increases (beyond the nationally agreed pay award) for the Principal and members of the University Executive Group.	Remuneration Committee.		Director of HR&OD
9.3	Staff: Salary	Senior Staff	Approve salary increases (beyond the nationally agreed pay award) for Grade 10 staff on recommendation of Deans of Schools and Directors of Professional Services.	University Executive Group.		Director of HR&OD
9.4	Staff: Salary	Senior Staff severance	Approve a policy on senior staff severance and approve severance payments exceeding the threshold defined by Court (£100k), and early retirement or severance terms for members of the University Executive Group in accordance with that policy, noting that severance and early retirement terms for the Principal is a matter reserved to the Court on the advice of the Remuneration Committee.	Remuneration Committee		University Secretary & COO AND Director of HR&OD
9.5	Staff: Salary	Consultancy Principal	Approve requests by the Principal to undertake consultancy or serve as a non-executive director or similar where the position is unpaid or remuneration is less than £5,000	Chair of Court		Chair of Court

9 Staff Salary						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/ Recommendation	Authorised Person
			per annum, and the reputational risk/time commitment is low and there is no conflict of interest.			
9.6	Staff: Salary	Consultancy - Principal	Approve requests by the Principal to undertake paid consultancy, other paid work or serve as a non-executive director or similar where remuneration exceeds £5,000 per annum or where Chair of Court judges there to be a significant reputational risk, conflict of interest, or significant time commitment.	Remuneration Committee on the advice of the Chair of Court		Convener of the Remuneration Committee OR Chair of Court
9.7	Staff: Salary	Consultancy – University Secretary & COO	Approve requests by the University Secretary & COO to undertake consultancy or serve as a non-executive director or similar where the position is unpaid or remuneration is less than £5,000 per annum, and the reputational risk/time commitment is low and there is no conflict of interest.	Principal following consultation with the Chair of Court.		Principal
9.8	Staff: Salary	Consultancy – University Secretary & COO	Approve requests by the University Secretary & COO to undertake paid consultancy, other paid work or serve as a non-executive director or similar where remuneration exceeds £5,000 per annum or where the Principal or Chair of Court judges there to be a significant reputational risk, conflict of interest, or significant time	Remuneration Committee on the advice of the Principal and following consultation with the Chair of Court		Convener of the Remuneration Committee OR Chair of Court OR Principal

9 Staff Salary						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/ Recommendation	Authorised Person
			commitment.			
9.9	Staff: Salary	University Executive Group consultancy (with the exception of the Principal and University Secretary & COO)	Approve requests by members of the University Executive Group to undertake consultancy or serve as a non-executive director or similar where the position is unpaid or remuneration is less than £5,000 per annum, and the reputational risk/time commitment is low and there is no conflict of interest	Principal		Principal
9.10	Staff: Salary	University Executive Group consultancy (with the exception of the Principal and University Secretary & COO)	Approve requests by members of the University Executive Group (with the exception of the Principal) to undertake paid consultancy, other paid work or serve as a non-executive director or similar where remuneration exceeds £5,000 per annum or where the Principal judges there to be a significant reputational risk, conflict of interest, or significant time commitment.	Remuneration Committee on the advice of the Principal.		University Secretary & COO
9.11	Staff: Salary	Senior Staff (Grade 10) consultancy	Approve requests by Grade 10 staff to undertake consultancy, other paid work, or serve as a non-executive director or similar where remuneration exceeds £5,000 per annum or where there is a significant reputational risk, conflict of interest, or significant time commitment.	University Executive Group with an annual report to the Remuneration Committee.		Principal I OR University Secretary & COO

10 Students						
	Area	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
10.1	Students	Appeals	Receive and determine appeals from undergraduate students against termination of their studies.	Senate Termination of Studies (Appeals) Committee		University Secretary & COO OR Vice- Principals OR Director of Academic & Corporate Governance
10.2	Students	Appeals	Receive and determine academic appeals from students.	Senate Appeals Committee/Panel		University Secretary & COO OR Vice- Principals OR Director of Academic & Corporate Governance
10.3	Students	Discipline	Exercise disciplinary powers in relation to students.	Authorised officers named in Ordinance 40		University Secretary & COO OR Vice- Principals OR Director of Academic & Corporate Governance

11. Legal						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
11.1	Legal	Settlements	Settle legal actions and claims under contracts. Where the value is anticipated to exceed £0.5m the Court must be informed via the Audit & Risk Committee.	University Secretary & COO	Director of Legal AND Director of Human Resources & Organisational Development (HR matters).	University Secretary & COO OR Director of Finance
11.2	Legal	General Miscellaneous Non-Procurement	Entering into, amending, terminating or otherwise creating legal obligations.	University Secretary & COO	Director of Legal	University Secretary & COO OR Director of Finance
11.3	Legal	Data Protection, Freedom of Information and EIRs (Compliance)	Monitor University compliance with the Data Protection Act 2018, the Freedom of Information Act (2002) and the Environmental Information Regulations (2004) (and their successor).	Data Protection Officer	Director of Legal	Data Protection Officer OR Director of LLC OR University Secretary & COO OR Director of Academic and Corporate Governance OR Head of Culture & Information

11. Legal						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
11.4	Legal	Data Protection (Contracts and procurement of goods & services)	Qa! - See also 12.15 for clinical research data sharing delegations.	Data Protection Officer	Director of Legal AND Director of Library & Learning Centre OR Director of Research & Innovation Services	Director of Library & Learning Centre OR University Secretary & COO OR Director of Academic and Corporate Governance OR Director of Research & Innovation Services
11.5	Legal	Litigation (Service)	Service of Legal Proceedings.	Director of Legal		Director of Legal
11.6	Legal	Litigation (General)	Entering into, defending and withdrawing from court or other legal proceedings with liability up to £500k and signing court documents.	University Secretary & COO with a report to the University Executive Group.	Director of Legal	Director of Legal
11.7	Legal	Litigation (General)	Entering into, defending and withdrawing from court or other legal proceedings with liability over £500k and signing court documents.	University Executive Group subject to a report being prepared for the Audit & Risk Committee.	Director of Legal	Director of Legal
11.8	Legal	Third party agents	Engaging private legal firms, counsel, sheriff officers, patent agents and other agents.	Director of Legal	Director of Research & Innovation Services	Director of Legal OR Director of Research & Innovation Services

11. Legal						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person

Section C: Legal Contracts						
Consideration is being given to a separate Procurement and Contracts Framework, however during the implementation of Business Transformation, and the associated changes to operational culture, these items remain in the Schedule as guidance to the interpretation of the of the financial limits in Section B within the context of contracts and procurement. A tiered framework is also under-development by a Working-Group focussed on the approval of international collaborations and partnerships. This section will be kept under regular review and updated once the work of that Group has concluded.						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
12.1	Legal Contracts	Contracts Procurement (Goods and Services)	Approve non-research related contracts for goods and services, framework agreements, contract strategies and applications or variations thereof with a project value of up to £50k.	Dean of School or Director of Professional Services		Dean of School or Director of Professional Services
12.2	Legal Contracts	Contracts Procurement (Goods and Services)	Approve non-research related contracts for goods and services, framework agreements, contract strategies and applications or variations thereof with a project value greater than £50k and up to £1.25m.	University Secretary & COO OR Director of Finance	Head of Procurement OR Director of Legal	Head of Procurement OR Dean of School Or Director of Professional Services
12.3	Legal Contracts	Contracts Procurement (Goods and Services)	Approve non-research related contracts, agreements and applications or variations thereof with a project value of between £1.25m and £3m.	University Executive Group.	Director of Legal OR Head of Procurement	Director of Finance OR University Secretary & COO
12.4	Legal Contracts	Contracts Procurement (Goods and Services)	Approve non-research related contracts, agreements and applications or variations thereof with a project value of more than £3m.	Finance & Policy Committee	Director of Legal AND Head of Procurement	Director of Finance OR University Secretary & COO

Section C: Legal Contracts						
Consideration is being given to a separate Procurement and Contracts Framework, however during the implementation of Business Transformation, and the associated changes to operational culture, these items remain in the Schedule as guidance to the interpretation of the of the financial limits in Section B within the context of contracts and procurement. A tiered framework is also under-development by a Working-Group focussed on the approval of international collaborations and partnerships. This section will be kept under regular review and updated once the work of that Group has concluded.						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
12.5	Legal Contracts	<p><u>Educational degree programme collaborations (including research degrees) rated as Tier A within the Collaborative Partnerships Code of Practice</u></p> <p>High Risk* (Collaborations)</p> <p>Non-Research</p> <p>Non- Procurement Contracts</p> <p>*as set out in the University's International Risk Appetite Statement from time to time</p>	Approval of major international/national collaborations within Tier A of the Collaborative Partnerships Code of Practice.	<u>Matter reserved to the University Court</u> on the recommendation of the University Executive Group and Finance & Policy Committee.	Director of Legal.	Principal OR Vice-Principal International / Vice Principal (Education) OR University Secretary & COO
12.6	Legal Contracts	<p><u>Educational degree programme collaborations (including research degrees) rated as Tier B/C within the Collaborative Partnerships Code of Practice Medium Risk* (Collaborations)</u></p> <p>Non-Research</p> <p>Non- Procurement Contracts</p> <p>*as set out in the University's International Risk Appetite Statement from time to time</p>	Approval of major international/national collaborations within Tier B/C of the Collaborative Partnerships Code of Practice.	<u>University Executive Group on the recommendation of EBDG-collaborative Partnership Sub- Committee</u>	Director of Legal.	Vice-Principal International OR Vice Principal (Education) OR <u>University Secretary</u> <u>Director of Global Partnership</u>

Section C: Legal Contracts						
<p>Consideration is being given to a separate Procurement and Contracts Framework, however during the implementation of Business Transformation, and the associated changes to operational culture, these items remain in the Schedule as guidance to the interpretation of the of the financial limits in Section B within the context of contracts and procurement. A tiered framework is also under-development by a Working-Group focussed on the approval of international collaborations and partnerships. This section will be kept under regular review and updated once the work of that Group has concluded.</p>						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
12.7	Legal Contracts	<p><u>Educational degree programme collaborations (including research degrees) rated as Tier D within the Collaborative Partnerships Code of Practice Low Risk* (Collaborations)</u></p> <p>Non-Research</p> <p>Non- Procurement Contracts</p> <p><u>*as set out in the University's International Risk Appetite Statement from time to time</u></p>	<p>Approve international/<u>national</u> collaboration agreements, including <u>contracts (teaching & learning). in Tier D of the Collaborative Partnerships Code of Practice</u></p>	<p><u>EBDOGSchool Executive Group</u></p>	<p>Director of Legal.</p>	<p>Vice-Principal (International) OR</p> <p>Vice Principal (Education) OR</p> <p><u>Director of EPDU Deans of Schools</u></p>
12.8	Legal Contracts	<p>High Risk* (Collaborations <u>(not including research degrees)</u>)</p> <p>Research</p> <p>Non- Procurement contracts</p>	<p>Approve International collaboration agreements, including contracts (research).</p> <p>See also section 12.15 for clinical contract matters.</p>	<p><u>Matter reserved to the University Court</u> on the recommendation of the University Executive Group and the Finance & Policy Committee</p>	<p>Director of Legal.</p>	<p>Principal</p> <p>OR</p> <p>Vice-Principal (Research)</p> <p>OR</p> <p>University Secretary & COO</p>
12.9	Legal Contracts	<p>Medium Risk* (Collaborations <u>(not including research degrees)</u>)</p> <p>Research</p> <p>Non- Procurement contracts</p>	<p>Approve International collaboration agreements, including contracts (research).</p> <p>See also section 12.15 for clinical contract matters.</p>	<p>University Executive Group.</p>	<p>Director of Legal.</p>	<p>Vice-Principal (Research)</p> <p>OR</p> <p>University Secretary & COO</p>

Section C: Legal Contracts						
Consideration is being given to a separate Procurement and Contracts Framework, however during the implementation of Business Transformation, and the associated changes to operational culture, these items remain in the Schedule as guidance to the interpretation of the of the financial limits in Section B within the context of contracts and procurement. A tiered framework is also under-development by a Working-Group focussed on the approval of international collaborations and partnerships. This section will be kept under regular review and updated once the work of that Group has concluded.						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
12.12	Legal Contracts	<u>Educational degree programme collaborations (including research degrees) rated as Tier B/C within the Collaborative Partnerships Code of Practice</u> Medium Risk* (Collaborations) Non- Procurement Contracts *as set out in the University's International Risk Appetite Statement from time to time.	Approve amendments, termination or renewals of Collaboration Agreements	<u>University Executive Group-Collaborative Partnership Sub- Committee</u>	Director of Legal.	Principal OR Relevant Vice-Principal OR <u>Director of Global Partnership</u> <u>University Secretary & COO</u>
12.13	Legal Contracts	<u>Educational degree programme collaborations (including research degrees) rated as Tier D within the Collaborative Partnerships Code of Practice</u> Low Risk* (Collaborations) Non- Procurement Contracts *as set out in the University's International Risk Appetite Statement from time to time.	Approve amendments, termination or renewals of Collaboration Agreements	<u>Vice-Principals following consultation with the Director of Legal, School Executive Group</u>	Director of Legal.	<u>Principal OR Relevant Vice-Principal</u> OR <u>University Secretary & COO</u> <u>Deans of Schools</u>

Section C: Legal Contracts						
Consideration is being given to a separate Procurement and Contracts Framework, however during the implementation of Business Transformation, and the associated changes to operational culture, these items remain in the Schedule as guidance to the interpretation of the of the financial limits in Section B within the context of contracts and procurement. A tiered framework is also under-development by a Working-Group focussed on the approval of international collaborations and partnerships. This section will be kept under regular review and updated once the work of that Group has concluded.						
	Category	Sub-Category	Delegated Matter	Delegate	Sub-Delegate/Recommendation	Authorised Person
12.14	Legal	Contracts (General). Miscellaneous. Non-Procurement	Entering into, amending, terminating or otherwise creating legal obligations.	University Secretary & COO	Director of Legal	University Secretary & COO OR Director of Finance
12.15	Legal Contracts	Contracts (Clinical Trials and Clinical Research Core Facilities) Non-procurement	Approve contracts relating to: <ul style="list-style-type: none"> the performance of CTIMP clinical trials, regulated device trials, and all clinical research studies administered by TASC; the performance of research and services by core facilities including the Health Informatics Centre (HIC), Tayside Biorepository (TB), the Clinical Research Centre (CRC), the Tayside Clinical Trials Unit (TCTU) and the Clinical Research Imaging Facility (CRIF); the sharing of data and the transfer of materials; and/ or the amendment or cancellation of such contracts, excluding contracts solely 	R&D Director, Tayside Medical Sciences Centre (TASC) following consultation with the relevant Governance Manager or Facility Manager; Subject to an approved Project Registration Form; with authority from the Dean/Director of Finance / VP of Research as set out in sections 3 and 7 above or inclusion in regular reports to ensure appropriate oversight and auditing.	Director of Legal OR Dean of the School	R&D Director, Tayside Medical Sciences Centre (TASC).

			relating to University intellectual property or where the University has responsibility for commercial outcomes from work.			
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Annex 1 Framework

The Framework sets out the responsibilities for the business of the University under the:

- [Charter](#);
- [Statutes](#);
- [Ordinances](#);
- [Statement of Primary Responsibilities](#);
- [Financial Memorandum between the University and the Scottish Funding Council](#); and
- University's [Financial Regulations](#).

University Court

As the governing body of the University, the [University Court](#) is responsible for:

- approving corporate strategy and associated strategic plans and budgets;
- determining major business decisions and corporate policy;
- the framework of governance and management; and
- monitoring institutional and executive performance.

University Senate

As the academic authority of the University, the [Senatus Academicus](#) (Senate) is responsible for academic governance, and specifically for regulating, in accordance with the Charter and Statutes:

- the admission of students;
- the curricula and assessment;
- the maintenance and enhancement of academic standards;
- approve the conferment of degrees and qualifications including honorary degrees;
- the award of other qualifications;
- academic policies and those relating to the business of the Senate which aren't otherwise reserved to the Court; and
- Research activities.

Principal & Vice-Chancellor

As the chief academic and administrative officer of the University and accountable under the [Scottish Funding Council Financial Memorandum with HE Institutions](#), the Principal & Vice-Chancellor is responsible to the University Court for the executive and operational management of all aspects of the University's work.

Annex 2 Definitions and Interpretations

The following terms used in the Schedule have the following means unless otherwise provided:

Definition	Meaning
Approved Contracts	Template contracts of procurement approved by the Director of Legal and Head of Procurement
Authorised Person	The person who is authorised to implement the approved action, for example acting as a signatory on documentation.
Category	The category of business delegated by University Court
Delegate	The relevant committee or person authorised by the University Court to exercise decision making power and action in relation to the Delegated Matter
Delegated Matter	The matter upon which the delegate is authorised to exercise decision making power or action under the Schedule
Framework Agreement	Standard term contracts pre-agreed with suppliers by Procurement
Non-Capital	
Non-Research	
Non-Procurement	
Recommendation	A recommendation is required to be obtained by the Delegate prior to the Authorised Person implementing the action.
Sub-Category	The sub-category of the Category

Explanatory Notes

If there are multiple Authorised Persons noted in relation to a Delegated Matter then the relevant Authorised Person's authority to act shall be deemed to be on a cascading "whom failing" basis. In other words the Authorised Person shall be the first named person who if not available the next Authorised Person may be asked to step in.

Annex 3 Nine Principles of Public Life in Scotland

DUTY

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

SELFLESSNESS

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

INTEGRITY

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

OBJECTIVITY

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

ACCOUNTABILITY AND STEWARDSHIP

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

OPENNESS

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

HONESTY

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

LEADERSHIP

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

RESPECT

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

2. Document Information

2.1. Approvals & Renewals

Document Name	Schedule of Delegation
Status	Draft v1.0
Responsible officer/department/school Policy owner	Governance & Nominations
Date last approved Due for review	December 2017
Authorised and approved for publication Date authorised for publication Information classification: public/internal Location in repository	Yes
Approval route and history	Public
	Court
Code	

APPENDIX 6

PEOPLE & ORGANISATIONAL DEVELOPMENT COMMITTEE MINUTES
(Minute 29 (4))

A meeting of the Committee was held on 29 October 2020.

Present: Jane Marshall (Convener);
Catherine Cavanagh;
Rebecca Leiper;
Bernadette Malone;
Dr David Martin;
Jay Surti; and
Karen Thomson.

In Attendance:

Gigi Gan	Independent Student Member of Court (attending in a shadow capacity);
Professor Julian Blow	Vice-Principal (Academic Planning & Performance);
Dr Jim McGeorge	University Secretary;
Pamela Milne	Director of Human Resources & Organisational Development;
Julie Strachan	Deputy Director of Human Resources & Organisational Development;
Dr Christine Milburn	Senior Policy Officer (Corporate Governance);
Olaf Postola	Corporate Governance Support Officer; and
Carol Prokopyszyn	Director of Finance (for items 1-4).

Apologies: Professor Lynn Kilbride;
Dr William Boyd; and
Dr Liz Rogers Policy Officer (Audit & Risk).

1. MINUTES

(i) Minutes from the meeting on 20 May 2020.

Resolved: to approve the minutes from the meeting.

(ii) Minutes from the additional meeting on 20 August 2020.

Resolved: to approve the minutes from the meeting.

2. MATTERS ARISING

(1) Action Log

The Committee noted the log of ongoing actions and progress against the target completion dates provided. The Convener highlighted the impact of COVID-19 on progress but noted that several items listed were included on the agenda.

Resolved: to approve the action log as presented.

3. CONVENER'S UPDATE

The Convener welcomed Karen Thomson and Gigi Gan to the Committee.

The Convener provided her regular update to the Committee. In doing so she drew members' attention to changes in the structure of the agenda, and the focus on strategic matters. In this context she drew members' attention to the role of the Committee in terms of the unique challenges presented by the COVID-19 pandemic. She also highlighted the work of the joint People & Organisational Development: Remuneration Committee working group in reviewing the respective remits for these committees and the data they required.

Members noted that since the last meeting the Convener had attended the regular agenda planning meeting with officers and had also attended a meeting of the Chair's Committee. She would raise any aspects of Committee business with relevance to the business of other committees under the appropriate agenda item.

Resolved: to note the update.

4. STRATEGIC OVERVIEW & SECTORAL UPDATE

(1) Report from the Director of Human Resources & Organisational Development

The Director of Human Resources & Operational Development (HR & OD) introduced her report. The Committee noted the continued focus of the Directorate on the management of the University's response to the COVID-19 pandemic in relation to staff. Members noted that work to adapt policies and procedures to accommodate the COVID-19 restrictions had largely been completed and that work was underway to fully communicate and embed these into normal operations. Members noted that the COVID-19 Staff Sub-Group continued to meet fortnightly to identify risks and to respond to emerging issues. The Committee noted that staff had been working exceptionally hard to adapt, both to working from home and to responding to the challenges arising within a still uncertain environment. The Director advised that the University continued to hold weekly meetings with the campus unions, and that this had proved helpful in gaining a greater understanding of the perspective of staff 'on the ground'.

The Director highlighted the outputs of the three staff pulse surveys, as discussed below in Minute 4(3).

The Committee noted the organisation of a 'wellbeing week' for staff and acknowledged the work of Safety Services in ensuring appropriate provisions were in place to enable the University to safely resume 'on campus' activities.

While not strictly in the remit for the Committee, members discussed the impact of the new learning and teaching environment on students. The Committee noted in particular the challenges faced by students in adapting to online learning environments, new workloads, and reduced opportunities for employment. The Committee praised the joint working between the University and the Dundee University Students' Association (DUSA) in providing support for students and adapting the approach taken in a responsive manner. The Committee was pleased to note the emphasis placed on supporting staff and student mental health and wellbeing during the pandemic.

Resolved: to note the update.

(2) Reserved Business: Pay Cuts Proposal and Equality Impact Assessment

[Secretary's note: The University Secretary drew attention to the conflict of interest of officers in attendance at the meeting and of staff members of Court on the Committee arising from their positions as employees of the University.]

[Secretary's note: The University Executive Group Subsequently met on 4 November to review financial data and agreed not to bring forward proposals to implement these measures at this time.]

The Directors of Human Resources & Organisational Development (HR & OD) and Finance presented a further iteration of the pay cuts proposal paper previously presented to the Committee at its meeting on 20 August 2020. Members noted that while it was hoped that this measure would not be required, given the difficult and unpredictable environment it could not be ruled out at the time of the meeting. The principles and approach to the pay cut scheme were therefore presented to the Committee so that the University would be in a position to take appropriate action if required. The Director reminded members that pay cuts were very much seen as a measure of last resort and would only be implemented if absolutely necessary.

In considering the paper, members highlighted the need for any final proposal, if required, to clearly justify the implementation of pay cuts, including assurance that all other avenues had been explored before recommending such a course of action. Turning to the specific principles, members welcomed the extended commitment to protect the lowest paid staff. Members however noted that since the Committee last considered the paper the scope of the cuts had been broadened to include grades 4 and above and sought clarification of the underlying reasoning. The Director confirmed that this had been on the basis of financial calculations and in the context of fairness and the OneDundee principle. The Director of HR & OD drew members' attention to the low percentage cuts that would be applied to grades 4-6.

The Directors also clarified the position with regard to the exclusion of clinical staff from the cuts and members noted that the reasoning for this would be included in the final proposal for the Court.

Turning to the use of salary/grade bands to determine percentage cut applied, members recommended that the approach be reviewed with regard to identifying any potential issues of concern associated with grade boundaries and ensure these were highlighted to Court. Members noted that additional information would also need to be provided in relation to impacts on pensions benefits.

Resolved: to support the principles set out subject to further clarification on the points raised above in the event that the proposal was made to the Court.

(3) COVID-19 Staff Pulse Survey 2020

The Director of HR & OD reported that three pulse surveys had been undertaken since the beginning of the pandemic, with a further survey scheduled for November 2020. Members noted that a 'you said, we did' approach had been taken when providing feedback to staff on the outputs of the surveys. A decreased completion rate had been noted for the October pulse survey, which may have been due to the timing of the survey coinciding with local school holidays. Turning to the specific outcomes of the surveys, the Committee was pleased to note that staff had indicated that communication had worked well. The Director however highlighted that there remained a number of staff who found working from home challenging. Support was being provided in terms of IT and other equipment as well as in relation to mental health provision.

The Committee discussed the trend data provided and the Director highlighted the discussion by both the Deans' Group and the University Executive Group (UEG) of aspects relating to health and safety, workload allocation, mental health, and work-life balance. Members noted that the Deans had been encouraged to work with their staff to develop pragmatic solutions to inform further consideration by the UEG.

Resolved: to note the update

(4) Business Transformation

The Director of Human Resources and Organisational Development provided the Committee with an update on the progress of the OneUniversity HR/Payroll module. Members noted that a revised project plan had been agreed with TechnologyOne. The Committee also noted the commencement of User Acceptance Testing for the module and that further updates would be provided to each meeting of the Committee.

Resolved: (i) to note that a further report on progress in relation to the HR & Payroll module would be provided at the next meeting on 21 January 2021; and

(ii) otherwise to note the update.

5. COMMITTEE BUSINESS

(1) People & Organisational Development and Remuneration Committee review

The Director of Human Resources & Organisational Development presented updated Remits and Terms of Reference for the People & Organisational Development and Remuneration Committees. Members also discussed the shared strategic priorities for the two committees identified by the joint Working Group and agreed that the paper set out a positive way for the two committees to work together. Members endorsed the amendments to the People & Organisational Development Committee Remit & Terms of Reference

(**annex 1**) to the Court for approval and noted that the Remuneration Committee would be asked to consider amendments to its Remit & Terms of Reference by circulation.

Members noted that work had been undertaken to ensure that items submitted to the Committee were linked to the University strategy and the University Executive Group (UEG) priorities.

Resolved: to endorse the updated Remit & Terms of Reference to the Court for approval (**annex 1**).

(2) Review of the Effectiveness of the Committee from Court

The Committee reviewed data relating to its effectiveness arising from the annual Court effectiveness questionnaire. Members agreed that many of the points raised had now been addressed by the incoming Convener and through the work to restructure the Committee's agenda. The Convener encouraged members of the Committee to engage with her if they had ideas or concerns.

The Convener highlighted the role of the Committee in terms of providing constructive challenge to management on people matters, while also sharing its diverse knowledge and skill set to provide support to officers.

Resolved: to note the update.

(3) Draft Schedule of Committee Business 2020/21

The Convener presented the draft Schedule of Committee Business 2020/21. Members agreed that it was helpful to note the future business of the Committee, while noting that space would be needed to address current issues as they arose. In this respect the Committee noted that a paper on pensions matters was scheduled for consideration at the meeting on 21 January 2021. The Director of Human Resources & Organisational Development outlined risks relating to both pension schemes, the potential impact on the future financial sustainability to the University, and the University's continued commitment to providing staff with a meaningful and dignified pension.

The Committee noted that outputs from the Academic & Excellence Structure Group, including consideration of the impact of any proposed changes on staff, would be added to the Schedule once timelines became clear.

The Committee discussed the importance of considering in due course opportunities arising for changes to future ways of working arising from the COVID-19 pandemic.

Members were pleased to note the focus on equality, diversity and inclusion items on the draft schedule.

Resolved

- (i) to note that aspects of the Academic Excellence & Structure proposals relating to people would be submitted to the Committee for consideration in due course;
- (ii) to note that the Director of Human Resources & Organisational Development would provide a pensions update to the Committee at its meeting on 21 January 2021; and
- (iii) otherwise to approve the workplan, subject to minor amendments as set out above.

6. EQUALITY, DIVERSITY AND INCLUSION

(1) Annual Review of the Statement on Equality, Diversity & Inclusion on the Court

The Senior Policy Officer (Corporate Governance) introduced the Annual Review of the Statement on Equality, Diversity & Inclusion on the Court. The amendments proposed focused on the communication of

aspirations regarding diversity on the Court and reflected discussions at the meeting of the Governance & Nominations Committee on 19 October 2020.

Members sought clarification regarding the monitoring of outcomes and noted processes in place including the publication of the University's Equality Mainstreaming & Outcomes report and an annual review of data by the Governance & Nominations Committee. It was resolved that the University Secretary would work with the Senior Policy Officer (Corporate Governance) to ensure that the Committee was sighted on these outcomes.

Resolved: to endorse the Statement on Equality, Diversity & Inclusion on the Court to the Court for approval (**annex 2**).

(2) Equality, Diversity and Inclusion Committee Minutes

The Director of Human Resources & Organisational Development highlighted the range of activities undertaken by the University in support of the Equality, Diversity and Inclusion agenda. Members noted that a Court briefing had been scheduled for 17 November 2020 on this topic.

The Director informed the Committee that the Athena Swann award was due for review and renewal on 31 February 2021 and the first submission of the Race Equality Charter was due on 31 July 2021 and outlined the focus of each. With regard to the Race Equality Charter, the Committee was pleased to note that further resource had been allocated to facilitate the advancement of BAME related issues, with a focus on career progression.

The Committee discussed how staff and students could be assured of the engagement and commitment of the Court and University Executive Group in this area. Officers reiterated that the work carried out in relation to equality, diversity and inclusion was, rightfully, a collective effort across the University and not siloed to the Human Resources & Organisational Development Directorate. The partnership between the University and the campus unions / Dundee University Students Association (DUSA) was highlighted as being of particular importance and value.

It was noted that Equality, Diversity and Inclusion matters were scheduled for regular discussion at future meetings.

Resolved: to approve the minutes from the Equality, Diversity and Inclusion Committee.

7. NON-DISCLOSURE AGREEMENTS

The Director of Human Resources & Organisational Development provided the Committee with an update on the use of Non-Disclosure Agreements (NDAs) at the University. It was noted that these were infrequently used by the University, with cases requiring justification and approval from the University Executive Group (UEG), and the process being managed by the Director of Human Resources & Organisational Development. The Committee noted that all instances of NDA use were reported to the Remuneration Committee on an annual basis.

The Committee discussed the necessity for NDAs, and the circumstances in which an NDA may be used noting that in the majority of instances they provided protection to both parties. Noting recent adverse press coverage in relation to the use of NDAs, members were pleased to note that the University did not use so called 'gagging clauses' that affected individuals' rights to make a protected disclosures (Whistleblowing). The Committee was satisfied that the University was not complacent in its approach and noted that Legal Services reviewed the University's template on a regular basis to ensure that it was appropriate and fit for purpose. Members also noted that all agreements required the individual to seek their own legal advice, and that a contribution to such legal fees was made by the University.

Resolved: to note the paper and policy and confirm that robust and appropriate systems were in place regarding the use of NDA agreements.

8. HEALTH AND SAFETY POLICY**(1) University Health & Safety Policy**

The University Secretary presented the Health & Safety Policy and in doing so drew members' attention to minor amendments made as a result of the routine process of regular review. He also reminded members that a Health, Safety and Welfare Report was provided to them on an annual basis to enable the Committee to maintain its oversight of health, safety and welfare. Members noted that the next Report would be submitted to the meeting on 20 May 2021. In response to questions he set out the health and safety infrastructure and governance arrangements at the University. Having considered these further in discussion, the Committee noted that the arrangements provided assurance that the Health & Safety Policy was robustly monitored and implemented.

Resolved: to endorse the revised University Health & Safety policy to the Court for approval.

(2) Health, Safety & Welfare Sub-Committee Minutes

The Committee reviewed and approved the minutes from the meeting of the Health & Safety Sub-Committee on 1 September 2020.

Resolved: to approve the minutes.

9. COURT NARRATIVE

It was agreed that the Convener's report to Court on 17 November 2020 would include reference to the following: its endorsement of the principles set out in the pay cuts review paper; the endorsement of the University Health & Safety Policy; the Annual Review of the Statement on Equality, Diversity & inclusion on the Court; and the view of the Committee that the management of people and their welfare should remain a key priority over the coming months.

10. UNION MATTERS**(1) Local Joint Committee Minutes**

The Committee noted the minutes from the meeting of the Local Joint Committee on the 11 September 2020.

Resolved: to note the minutes.

11. DATE OF NEXT MEETING

Resolved: Thursday 21 January 2021

Jane Marshall
Convener

APPENDIX 6 ANNEX 1

PEOPLE & ORGANISATIONAL DEVELOPMENT COMMITTEE REMIT & TERMS OF REFERENCE

Membership

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

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

Proceedings

1. The Committee shall usually meet four times per session and shall report, through the submission of minutes of each meeting, to the next meeting of the Court.
2. The Committee's secretary shall normally be the Assistant Policy Officer (Risk & Audit).

Remit

1. To support the institution's implementation of the University Strategy in relation to its people-related objectives, actions and KPIs and to promote staff welfare;
2. To develop, implement and review principles, policies and procedures on all matters relating to people for all staff employed by the University, including pay and reward matters and to ensure that these comply with the requirements of relevant employment legislation¹;
3. To monitor and review all health, safety and wellbeing arrangements within the University affecting staff, students and visitors and to advise Court on statutory and other requirements relating to its responsibilities for health and safety;
4. To advise the Court on statutory and other requirements relating to its responsibilities for equality and diversity;
5. To monitor and evaluate the University's staff development policies and to promote relevant developmental opportunities for staff;
6. To sustain and evaluate an equal opportunities policy for the University and to sponsor programmes of action in support of the policy;
7. To oversee the staff consultative process with the recognised trades unions and to advise the Court accordingly.

Terms of Reference

1. Through agreed performance indicators, the Committee shall monitor the implementation and effectiveness of the People aspects of the University Strategy.
2. The Committee shall evaluate planned strategic interventions to support organisational development and strategic change.
3. The Committee shall consider and evaluate the implications of significant workforce trends within the University, higher education sector and more widely to ensure that the University's approaches reflect best practice.
4. The Committee shall receive the staffing profile of the University on a regular basis and shall monitor this against key Human Resources metrics/analytics (both internal and external).
6. The Committee shall consider risks relating to staff, such as staff retention, and will ensure that controls are in place against these risks.
7. The Committee shall keep under review arrangements for monitoring staff attitudes, opinions and wellbeing.

Delegated Powers

1. To endorse to the Court for approval policies and procedures affecting staff and their terms and conditions including, for example, health & safety, equality & diversity and arrangements to consider grievances and disciplinary issues, etc.

Membership 2020/213) **Members**

Name	Category for the Purpose of Determining Quorum
Jane Marshall (Convener)	(Lay Member)
Dr William Boyd	(Lay Member)
Catherine Cavanagh	(Nominated Member)
Jia Hui (Gigi) Gan	(Student Member)
Professor Lynn Kilbride	(Elected Member)
Rebecca Leiper	(Elected Member)
Bernadette Malone	(Lay Member)
Dr David Martin	(Elected Member)
Jay Surti	(Lay Member)

4) **Officers and others in regular attendance:**

Name	Role
Professor Julian Blow	(Vice-Principal (Academic Performance & Planning))
Dr Jim McGeorge	(University Secretary)
Pamela Milne	(Director of Human Resources & Organisational Development)
Dr Liz Rogers	(Policy Officer (Risk & Audit))
Olaf Postola	(Corporate Governance Support Officer)
Julie Strachan	(Deputy Director of Human Resources & Organisational Development)

Other officers may be invited as required to fulfil the business of the Committee.

Quorum 2020/21

At least four members (taken from 1 above).

APPENDIX 6 ANNEX 2

STATEMENT ON EQUALITY, DIVERSITY & INCLUSION ON THE COURT

Proposed amendments to the Statement, as endorsed to the Court by the Governance & Nominations and People & Organisational Development Committees are set out below using tracked-changes.

Statement on Equality, Diversity and Inclusion on the University Court

A statement made in the context of the actions and reporting within the University's Equality Mainstreaming & Outcomes Report.

As the Governing Body of the University of Dundee, the Court is publicly committed to ensuring that established principles of good practice in equality, diversity and inclusion pervade all activities in which the University is engaged. The Court is committed to promoting inclusivity in terms of all nine protected characteristics (age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation). The Court recognises that a diverse staff and student community underpins the very nature of academic endeavour, whose foundation is the dialogue and interplay between differing opinions from different backgrounds and standpoints. The success of the University rests on fostering such diversity.

The Court recognises that it must espouse these same principles of good practice in respect of its own membership and that it should be subject to the same scrutiny in respect of equality, diversity and inclusion as the rest of the University community. The Court is particularly concerned to proactively ensure balance in its own membership, as well as in the membership of its own committees and those across the institution. In support of this, the Court ~~has affirmed its commitments~~ is committed to achieving diversity amongst its membership which reflects the diversity within the University community and will therefore ~~to the use of advertising in a way which reaches out to as diverse a range of candidates as possible, and this may include the use of external search agencies.~~ The Court will also promote greater diversity from those groups who elect members to serve on the Court.

The Court, through its Governance & Nominations Committee, has established a robust process for appointing new lay members to the Court, which it believes to be transparent, fair and objective. To support this process the Court ensures that appointment panels for new Court members, and for senior appointments within the University, do themselves demonstrate principles of good practice in equality, diversity and inclusion, and this includes an awareness of the risks of unconscious bias. Moreover, Court already considers an evaluation of the range of skills in all lay appointments as well as equality and diversity information relating to current Court members to be able to promote inclusivity and equality in terms of all nine protected characteristics in the selection process.

Progress in relation to the aims set out above will be monitored through the University's Equalities Mainstreaming and Outcomes report.

APPENDIX 7

REMUNERATION COMMITTEE MINUTES (Minute 29 (5)(i))

A meeting of the Committee was held on 24 September 2020 via TEAMS online meeting.

Present: Bernadette Malone (Convener);
Richard Bint;
David Dorward;
Jane Marshall;
Ron Mobed; and
Sharon Sweeney.

In Attendance: Professor David Maguire (Principal & Vice-Chancellor) by invitation of the Convener;
Dr Jim McGeorge (University Secretary & Chief Operating Officer) by invitation of the Convener;
Pam Milne (Director of HR and Organisational Development) by invitation of the Convener;
and
Dr Christine Milburn (Policy Officer (Corporate Governance)) as Clerk to the committee.

Apologies: Ronald Bowie; and
GiGi (Jia Hui) Gan.

1. MINUTES

Resolved: to approve the minutes of the meetings of the Committee on 18 May, 27 July and 13 August 2020.

2. MATTERS ARISING

(1) Action Log

The Committee received the action log and noted the updates provided. The Convener drew members' attention to the suggested merger of items relating to guidelines for appointing committees, the development of a statement of intent, remuneration data, and the development of a remuneration framework into a single overarching item.

The Committee explored an item which related to the provision of additional benchmarking data. Members noted that the joint working group established by the Remuneration Committee with the People & Organisational Development Committee (PODCo:RemCo) would discuss the respective data requirements of the two committees. The Director of Human Resources & Organisational Development (Director of HR & OD) also outlined the full extent of data available through UCEA and members agreed that this would be the most relevant data source for the purpose of the Committee. Members clarified their expectations for the provision of benchmarking data in the 2020/21 remuneration round.

Resolved: to approve the amendments to the Action Log.

3. CONVENER'S UPDATE

The Convener highlighted her attendance at a meeting of the Committee of University Chairs (CUC) which had focused on practices relating to Vice-Chancellor performance management. Members noted that the examples shown were in keeping with the proposals presented to the Court by the Chair of Court at the time of the appointment of the new Principal & Vice-Chancellor and that he continued to develop the process.

The Convener also outlined matters discussed at the meeting of the Scottish Committee of UCEA in June, at which pay and pensions had been discussed alongside matters pertaining to the challenges of COVID-19.

Resolved: to note the update.

4. **SECTORAL UPDATE**

The Director of Human Resources & Organisational Development (HR & OD) highlighted areas of focus within meetings of UCEA, the Scottish HR Directors Group and the UK national HR Directors Group. Members noted the significant call on Human Resources functions during the pandemic across a range of matters including employment, pensions, and Health & Safety.

The Director also outlined the current position of both the UCU and Employers with regard to the 2020 and 2021 national pay negotiations. Members also noted the current consultation on the Universities Superannuation Scheme (USS).

Resolved: to note the updates.

5. **2020/21 REMUNERATION ROUND**

The Committee received a paper setting out the recommendation from the University Executive Group (UEG) that the University proceed with the 2020/21 remuneration round for grade 10 staff below the level of the UEG but that members of the UEG itself not be considered. The paper outlined the context for the recommendation and members noted that the Merit Award and Accelerated Advancement rounds for staff on grades 3-9 had proceeded as usual.

Members also noted the uncertainty of University finances due to the unpredictable overseas student recruitment round during the COVID-19 pandemic and questioned the timing of the round relative to when there would be a better understanding of the University's likely income for 2020/21. The Committee however noted the lengthy process associated with the remuneration round and agreed that it was desirable to proceed with the round as suggested, but with a focus on the recognition of exceptional performance. Members also noted the role of the round as a retention tool and in terms of addressing any identified pay equality gaps.

Turning to the consideration of the remuneration of members of the UEG, the Director told members that, on the basis of the University's financial circumstances, members of the UEG had each individually and formally indicated to the Principal that they did not wish to be considered for a salary increase this year. The Committee agreed that the decision was commendable, but discussed the importance of the significant contributions made by UEG members being recognised. In this respect the Committee noted that informal feedback from UEG members had indicated that non-financial forms of recognition, such as written feedback from the Convener and/or the Chair of Court, would be equally valued. In response to questions the Director of Human Resources & Organisational Development (HR & OD) confirmed that each member had independently expressed their preference not to be considered for an award, that there had been no pressure on members to do so, and that there had been several opportunities and routes for private discussion with either the Principal or University Secretary. The Committee indicated that it was content to respect the position of UEG members, but also expressed some concern at the potential for UEG salaries to drift from the expected market rate/benchmark, or for issues of comparability arising as a result of recent decisions not to be able to be addressed. This had the potential to create unintended consequences and risks, for example in relation to retention, equal pay, inconsistencies in pay relative to job size and/or market competitiveness. The Committee therefore decided: (a) to request the provision of comprehensive benchmarking data to the next meeting; and (b) that a review should be undertaken to identify ways in which such unintended consequences and risks could be addressed or mitigated such that the Committee could assure itself that its responsibilities were being fully discharged.

Resolved: (i) to approve the proposal that the 2020/21 remuneration round proceed;

(ii) to note and respect the position of members of the UEG, that they did not wish to be considered within the 2020/21 remuneration round;

- (iii) to note the importance of having oversight of UEG salaries relative to market position/benchmark and request comprehensive UCEA data be provided in this respect; and
- (iv) to review ways in which unintended consequences and risks relating to UEG salaries could be addressed or mitigated such that the Committee could assure itself that its responsibilities were being fully discharged.

6. **GRADE 10 BANDING REVIEW**

The Committee received a paper from the Director of Human Resources & Organisational Development (HR & OD) which considered the UEG's current thinking in relation to the introduction of a grade 10 banding structure. Members noted that the matter had been considered previously and the Director highlighted the considerations which had led the UEG to recommend that, while the introduction of a banding structure for grade 10 staff was desirable in the longer-term, other priorities should take precedent at the current time. In this respect members noted current and recently introduced practices that supported equality and fairness within the grade 10 band, the University's deficit financial position, pressures on the HR team and senior leaders across the University relating to the COVID-19 pandemic, and the resource required to progress the project.

The Committee agreed that this should be a future priority, but that there were more urgent matters for the University to focus on in the immediate 12-month period. Members therefore recommended that the Action Log be updated to indicate that the Committee would review the situation in a year's time.

Resolved: to review the position in 12-months.

7. **ANNUAL REVIEW OF SEVERANCE POLICY AND POLICY ON RECOGNITION AND REWARD**

The Committee considered minor updates to the Severance Policy and the Policy on Recognition and Reward.

- Resolved:**
- (i) to approve the amendments to the Severance Policy in accordance with section 9.4 of the Schedule of Delegation & Decision-Making Powers; and
 - (ii) to endorse the Policy on Recognition and Reward to the Court for approval (**annex 1**).

8. **CONSULTANCY-BASED FRAMEWORK**

Director of Human Resources & Organisational Development (HR & OD) outlined current practice in relation to the approval of consultancy and service work by members of staff. The Committee noted the relative roles and responsibilities of the University Executive Group (UEG) and the Committee, as well as aspects of the Schedule of Delegation & Decision-Making Powers and staff employment contracts which were relevant to this area of activity.

The Committee noted that the Policy was primarily maintained by the Research & Innovation Services Directorate and that a new Director had just taken up post, but that a full review of the Policy and the overall approach to incentivising and rewarding this type of activity would be one of his priorities, and that a further update would be provided to the Committee at its meeting in March 2021.

Resolved: to note that a further update would be scheduled for the meeting on 9 March.

9. **REVIEW OF COMMITTEE EFFECTIVENESS**

The Committee considered the summary of responses to the Annual Survey of Court and Committee Effectiveness relating to the Committee. Members noted that the feedback was largely positive and that the work of the joint working group would consider matters raised in relation to the overlapping remits of the two committees.

Resolved: to note the review.

10. **WORK-PLAN 2020/21**

The Committee received the proposed Schedule of Business for 2020/21.

Resolved: to approve the Schedule as presented.

11. **NARRATIVE FOR COURT**

Resolved: The Committee recommended that the Convener highlight to the Court the discussions relating to the 2020/21 remuneration round, the postponement of work on Grade 10 Banding, and the Committee's consideration of its own effectiveness.

12. **DATE OF NEXT MEETING**

Resolved: to note that the next meeting was scheduled for 8 December 2020.

APPENDIX 7 ANNEX 1

REWARD POLICY FOR PROFESSORIAL AND GRADE 10 STAFF

Contents

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

1. Introduction

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

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

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

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

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

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

In accordance with the Remit of the Remuneration Committee, the Remuneration Committee will be responsible for approving base salary increases and related matters for the Principal and UEG members and UEG will be responsible approving the base salary increases and related matters for all other grade 10 staff in line with the budget approved by the Court.

2. Aim of Policy

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

3. Scope

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

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

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

The principle of equity will be applied to ensure that no member of grade 10 staff will be disadvantaged due to any protected characteristic: age; disability; gender reassignment; marriage and civil partnership; pregnancy and maternity; race; religion and belief; sex or sexual orientation.

Factoring in considerations that may put particular groups at a disadvantage in the process will ensure there is equality of outcomes. There may be occasion when it is necessary to redress inequities which have occurred in the past.

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

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

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

5. University Values in Practice

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

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

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

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

Valuing People, however, does not mean that difficult decisions and actions in relation to staff are avoided. Rather, it means that when difficult decisions and actions are necessary, they are put into effect with humanity and respect. Consideration should be given to good management methods and practice. The leadership of the University in this senior group will have a particular responsibility for role-modelling this behaviour both in respect of taking difficult decisions, where necessary, and for the manner in which these decisions are executed.

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

6. The University Strategy to 2022

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

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

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

7. The Purpose of the Reward Policy

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

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

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

Starting Salary on Appointment to Grade 10

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

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

The starting salary in the case of appointment to a Director or other grade 10 post in Professional Services will be determined by the Chair of the Appointing Committee (either the Principal or the University Secretary) together with

the relevant Director in the case of grade 10 posts below Service Director level and the Director of HR & Organisational Development.

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

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

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

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

Increases to Base Salary and Related Decisions

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

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

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

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

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

Performance Ratings

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

E - Exceptional

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

EE - Exceeds Expectations

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

ME - Meets Expectations

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

IR - Improvement Required

Performance did not consistently meet expectations. Performance did not meet expectations in one or more areas of responsibility and/or one or more of the most critical OSaR objectives were not met. A development plan under the University's Capability Procedure must commence or the procedure continue, detailing timescales and be reviewed frequently to measure progress.

Base Salary Increase Awards

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

Objectives, Achievements and Markers of Esteem

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

Process

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

Honoraria

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

9. Core Employee Benefits for Grade 10 Staff

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

Pension

The Universities Superannuation Scheme (USS) is a defined benefit career revalued scheme whereby 1/75th of pensionable salary per annum is accrued as pension, plus three times this amount as a one off lump sum at retirement. Staff on grade 7 to grade 10 are contractually enrolled into USS from their start date. For more

information please view the USS booklet – New employees guide to USS – found at:
<https://www.uss.co.uk/members/members-home/resources>

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

Death-in-Service Benefit

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

Withdrawal from the USS Pension Scheme

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

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

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

Occupational Sick Pay

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

10. Other Benefits

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

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

APPENDIX 8

REMUNERATION COMMITTEE REMIT & TERMS OF REFERENCE (Minute 29 (5)(ii))

Remuneration Committee

Remit, Terms of Reference and Membership

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

Appendix – Framework of Information for the Remuneration Committee

1. Purpose of the Remuneration Committee

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

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

However, the approval of severance terms and substantial changes to pay and/or terms and conditions of the Principal & Vice-Chancellor on receipt of recommendations from the Remuneration Committee are matters reserved to the Court under the Schedule of Delegation. In this case 'substantial' shall be taken to mean anything exceeding the standard annual remuneration payment award for 'exceptional performance' as applied to Grade 10 awards

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

In so doing, the Committee must:

- take account of SFC's guidance on the governance of senior salaries, including the requirements of [the Financial Memorandum with the SFC](#) and having due regard to Value for Money (VfM).
- take account of the requirements for reporting to the External Auditor and recommendations from the Internal Auditor.
- in regard to decisions around severance, act in a manner consistent with the requirements of the University's Severance Policy
- give due regard to the academic, institutional and financial wellbeing of the University.
- ensure the University's principles of fairness, equality, diversity and inclusion are applied and monitored.
- ensure that the Principal, the members of the UEG and staff at grade 10 are fairly rewarded for their individual contribution to the University's overall performance.
- ensure compliance with the financial parameters within which the Committee and the UEG must operate when making salary/monetary awards, approving 'other paid work', for example consultancy payments or considering severance/termination arrangements.
- satisfy itself that the grade 10 staff who have been made salary/monetary awards have actively engaged in the University's Objective-setting & Review process and demonstrate performance which supports the University's Vision and Strategy.
- fulfil its duties as outlined in the Schedule of Delegation.

2. Context

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

These guides require the University to establish a Remuneration Committee to determine and review the salaries, terms and conditions (and, where appropriate, severance payments) of the head of the institution and such other members of staff as the governing body deems appropriate. They also make recommendations regarding the composition of the Committee.

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

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

3. Composition of the Remuneration Committee

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

The membership of the Committee will comprise:

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

The quorum of the Remuneration Committee will be five.

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

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

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

A separate meeting of the Committee will be convened when the salary and other terms & conditions of the Principal are to be discussed. The Principal will not attend this meeting.

The following skills/experience are particularly valued by the Committee

- General understanding of, and commitment to, good governance;
- Experience or qualifications relating to Human Resources matters;
- Experience in reward and remuneration strategies and their application;
- Experience of performance management systems;
- Experience of the operation of appraisal systems;
- Experience of employee engagement/stakeholder consultation, ideally with staff and students;
- Understanding of the broader political, media, and governance environment relating to senior pay across the public and private sector;
- Awareness of sector-wide legislation and requirements relating to remuneration;
- Knowledge/experience and understanding of equality, diversity and inclusion legislation and approaches;

In addition, the following abilities and attributes would be valued

- Ability to challenge based on material and data presented;
- Ability to interpret the Committee's remit within the wider context of the University Strategy; and

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

4. Key Responsibilities

The key responsibilities of the Remuneration Committee are:

- To maintain an overview of good practice in senior staff remuneration in the HE sector, other public and private sectors to inform the University's Remuneration Policy.
- To review the Remuneration Policy for Grade 10 staff at least every 3 years to ensure its effectiveness in terms of impact and compatibility with the salary arrangements applicable to the rest of the University.
- To review and determine the total reward package of the Principal taking account of performance, and to report accordingly to Court. To oversee contracts of employment for senior staff in accordance with the provisions of the Scottish Code of Good HE Governance Section 7:81.
- To review and determine the total reward package of members of the UEG taking account of performance and report accordingly to Court.
- To seek the views of representatives of students and staff of the Institution, including representatives of recognised campus trade unions, in relation to the remuneration of the Principal and the UEG.
- To oversee and report to Court on the outcomes of the delegation of responsibility to the UEG for reviewing and determining any annual salary increases and awards to those grade 10 staff of the University who are not members of the UEG.
- To review any equality and/or, pay gap issues for UEG and be informed of any necessary actions.
- To receive reports from the UEG regarding any equality and/or pay gap issues in relation to other Grade 10 staff and the actions being taken.
- To make recommendations to the Court on matters relating to severance terms and substantial changes to pay and/or terms and conditions of the Principal & Vice-Chancellor, noting that the approval is a matter reserved to the Court.
- To approve severance or early retirement arrangements for members of the UEG, with the exception of the Principal & Vice-Chancellor, taking account of the University's Severance Policy and the *SFC Guidance on Severance Arrangements in respect of Senior Staff* and reporting on any such cases to the next available Court meeting.
- To oversee and report to Court annually on the outcomes of the delegation of responsibility to the UEG for the approval of severance terms for Grade 10 staff outwith the UEG membership. To consider requests by UEG members, to undertake consultancy; other paid work or serve as a non-executive director or similar having due regard to issues which could adversely impact the University.
- To review the Deans' Honoraria periodically as necessary.

- To deal with any such other relevant matters as may be referred to the Remuneration Committee by Court for example in year awards.

5. Core Values

The core values of the University:

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

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

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

6. University Strategy to 2022

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

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

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

7. Support for the Remuneration Committee

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

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

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

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

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

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

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

8. Meetings of the Remuneration Committee

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

- Typically, the Committee will meet in November and February of each year. An additional meeting can be arranged if considered necessary by the Committee. As with the Court, notice of no less than 7 days shall normally be given for such additional meetings, although by exception this may be waived in the case of urgent/emergency business with the full agreement of the Committee.
- Minutes, agendas and papers will normally be circulated to the Committee and attendees at least five working days in advance of the meeting.
- A formal minute of the meeting will be produced for approval by the Convener and remitted to Court as a report of each meeting.
- The Committee will be serviced by the Policy Officer (Corporate Governance).
- Papers will include any action required and the status of the paper in respect of Freedom of Information legislation.

9. Delegated Authority

Within the Schedule of Delegation the Court has delegated authority to the Remuneration Committee as follows, subject to appropriate reporting:

- Approval of annual remuneration decisions relating to members of the UEG and severance/early retirement agreements, subject to the terms of the Severance Policy;
- Approval of annual remuneration of the Principal, noting that the approval of severance terms and substantial changes to pay and/or terms and conditions of the Principal & Vice-Chancellor is a matter reserved to the Court on the recommendation of the Remuneration Committee. In this case 'substantial' shall be taken to mean anything exceeding the standard annual remuneration award for 'exceptional performance' as applied to Grade 10 awards;

It is normal practice when appointing the Principal & Vice-Chancellor, University Secretary & Chief Operating Officer, or Vice-Principals, for the Court to delegate authority to the Remuneration Committee to agree the remuneration package for the appointment within a range set in advance by the Court.

Approval of requests by the UEG for members of the UEG to undertake consultancy work, other paid work or serve as a non-executive director, or similar, where remuneration exceeds £5,000 or where the Principal judges there to be a significant reputational risk, conflict of interest or significant time commitment has been delegated to the Committee.

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

10. Governance

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

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

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

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

APPENDIX 9**WELFARE & ETHICAL USE OF ANIMALS COMMITTEE
(Minute 29 (6))**

A meeting of the Committee was held on 8th October 2020.

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

1. MINUTES OF LAST MEETING

These were approved.

2. MATTERS ARISING

1. Use of animal cadavers in training. The Committee noted that Deans and School Managers will receive the Policy on the Use of Animals in Teaching and Research annually from now on, which will remind them of their duties to bring all use of animals to the attention of the Committee.

2. Review of lessons learned from the covid-19 pandemic The Committee agreed that there had been no substantive change from the review in July but that the situation remained fluid and further lessons would be learned in future.

3. ASRU report 2018. This was discussed under item 4 below.

3. RESEARCH OVERSEAS

The Committee discussed two documents used by another organisation to satisfy itself as to the probity of collaborations or contracts involving the use of animals overseas. There was agreement to adopt a Dundee-specific set of principles, to which collaborating institutions would be expected to adhere, plus a questionnaire to probe procedures for routine animal care, enrichment and maintenance of microbiological status. Specific research projects would also have to receive ethical approval from the Committee.

Resolved:

- The DBS and UVS to prepare a draft statement of principles and a questionnaire for circulation to the Committee.

4. INSTITUTIONAL REVIEW OF PREVENTIVE MEASURES AGAINST NON-COMPLIANCE

A report from a sub-group was discussed. It was agreed that establishment systems could only complement the personal legal duties of licence-holders and not replace them. However, the establishment can provide assistance in the discharge of these duties, as well as monitoring compliance. The LabTracks colony management system provides one mechanism for project licence-holders to monitor their use of animals per licence protocol, but others may be equally effective. The Committee noted an ongoing issue with study plans not being compliant with the authorities in the project licence. While these had not proceeded to non-compliant work being carried out, they indicated that those who submitted them were not completely familiar with the project licences under which they intended to work.

Resolved:

- The DBS and UVS to compile a checklist to be used by those preparing study plans;
- To review measures for preventing non-compliance on an annual basis, as soon as the ASRU report becomes available each year.

5. SHIPPING LIVE ANIMALS OVERSEAS

The UVS outlined the current problems with shipping live animals on scheduled flights. The risks are substantially greater than before the covid-19 pandemic. The Committee agreed that, wherever possible, frozen genetic material should be shipped, rather than live animals. Where this was not possible, perhaps because of the complex genotypes involved, a need to ship animals on which some procedures had already been performed, or where there were exceptional time pressures, requests to import or export live animals could be assessed on a case-by-case basis.

Resolved:

- To approve the specific request to import live animals as described by the UVS;
- The UVS and the Committee Convener to assess future requests to import or export live animals.

6. CURRENT ETHICAL REVIEW PROCESSES

The UVS reported that a sub-group had interviewed the applicants for project licences WEC2020-14 and WEC2020-17 and, after modification, these applications could be approved. One other application for a new project licence, WEC2020-15, is currently under review by email. Two applications for amendment to existing project licences are also under review and awaiting responses from the applicants to issues raised by the Committee.

7. BIOLOGICAL SERVICES SCIENTIFIC STEERING GROUP

The UVS and DBS reported on the recent activities of this group and the compelling need for the University executive to make decisions about the future of the current animal facilities and the planning of any new ones. Without this clarity of purpose, the current position where the validity of some studies may be seriously affected by environmental variations and others may not be possible because of bottle-necks in the disposal of waste cannot be sustained.

8. REPORT FROM THE UNIVERSITY VETERINARY SURGEON

Standing agenda item.

- i. Two animals on an infection study had been found dead, despite very good monitoring arrangements. The inspector had been informed and the project licence-holder was double-checking the titre of the infectious material before preparing a condition 18 report;
- ii. A new genetically altered mouse line had developed adverse welfare issues in females having their second litters. The UVS suspected a degree of uterine inertia but investigations were on-going. The matter had been reported to the inspector;
- iii. A member of resource unit staff had presented a poster at the recent meeting organised by the RSPCA on Rodent Welfare;
- iv. There had been excellent collaboration between researchers in the Schools of Medicine and Life Sciences in using tissues taken post-mortem from aged mice no longer required for the original purpose;
- v. The UVS had been disappointed to discover that some mouse lines had been re-derived into the resource unit of highest microbiological status and then the colonies there had been terminated while breeding continued in another facility. All requests to close colonies in future will be scrutinised;

- vi. The UVS reported on the ARRIVE 2.0 guidelines, in which a short check-list of “essential” matters should be adhered to in preparing manuscripts for publication. Journals continue to be lax in enforcing adherence, however;
- vii. The UVS requested that a non-schedule 1 method for killing neonatal rodents (up to 5 days of post-natal age) should be added to the Establishment Licence. She and the NACWO of the unit concerned stressed that the method was expected to be at least as humane as any Schedule 1 procedure, would be easier for those having to carry it out and this authority would only apply to the humane killing of surplus animals. Non-schedule 1 methods for scientific purposes must continue to be authorised by project and personal licences.

Resolved:

- To apply for the Establishment Licence to be amended as described.

9. REPORT FROM THE TRAINING COORDINATOR

Standing agenda item.

- i. Since the previous meeting, 18 online modules had been completed;
- ii. Mandatory training for personal and project licence applicants was being supplied by online courses at other institutions, at least for the time being;
- iii. Competent animal handling had been assessed at a distance;
- iv. Competence in the skills assessed in EU module 22 had been assessed at a distance;
- v. Other DOPS assessments were being carried out at a distance;
- vi. Testing of distanced assessments using a video link was planned for the near future;
- vii. Face-fit testing for RPE was being carried out at a distance;
- viii. The delivery of Perspex screens to allow the side-by-side demonstration and training in some practical skills, starting with basic animal handling, was awaited in the near future.

10. REPORT FROM THE DIRECTOR OF BIOLOGICAL SERVICES

Standing agenda item.

The report from the DBS was reviewed. Two recently submitted applications for project licence licences had been returned by the inspector because the non-technical summary had contained information that identified people or places. A member of the Committee also noted that these summaries often contained language of too technical a nature. The UVS noted that the Home Office will be reviewing the project licence application process before the end of 2020, at which time representations can be made as to how to guide the applicants in the preparation of good summaries.

Resolved:

- To scrutinise non-technical summaries to check for disallowed information and the use of overly specialised language.

[Note added after the meeting: The person who endorses a project licence application on the e-licensing system now must declare that non-technical summaries are indeed free of these defects]

11. ANY OTHER COMPETENT BUSINESS

None.

12. **DATE OF NEXT MEETING**

9th January 2021.

APPENDIX 10**REPORT FROM THE MEETING OF THE SENATUS ACADEMICUS
(Minute 30)****UNIVERSITY OF DUNDEE****COMMUNICATION FROM THE SENATUS ACADEMICUS****(Meeting of 14 October 2020)****1. REPORTING TO UNIVERSITY COURT**

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

Senate's discussion on

- Covid-19 Pandemic: Review of start of Semester and Summary of current position
- Presentation and Discussion on Academic Excellence & Financial Sustainability Project
- Consultation on delayed start to Semester 1 2021/22

2. PRINCIPAL'S REPORT

The Principal reported that the new Semester had started well and that there had been no major issues or significant Covid-19 related problems on campus.

Senate noted that 59 students and 3 staff had tested positive for the virus in the previous two weeks. The Principal reported that, at the time of the Senate meeting, 24 students were in quarantine and 156 were in self-isolation.

The Principal emphasized that the University would continue to follow the advice of the Scottish Government and would remain open for the delivery of blended learning in line with that advice.

Senate noted that a temporary Covid-19 testing facility had been established in the Park Place carpark that would offer pre-booked testing for the local community.

The Principal explained that infection rates in Dundee were significantly lower than in other parts of Scotland and the UK. He praised staff and students for their efforts to help suppress the virus and for following the University's Covid Code.

Senate noted that student behaviour had been very good and that Student Services had implemented plans to offer support to students who were self-isolating in University residences.

The Principal thanked academic staff for their efforts to establish effective blending learning opportunities and material. He noted that all students would be offered at least 1 hour per week of real contact with teaching staff in a safe environment.

Senate noted that the Main Library had reopened with effective social distancing and hygiene measures in place. The Principal reported that additional safe informal study spaces would become available to students soon.

The Principal outlined plans for a pulse survey of students in Week 3 of the Semester to gather honest feedback from students on their early experiences of blended learning.

The Principal acknowledged that many staff had experienced increases to their workload. He noted that a previous pulse survey of staff had provided positive feedback and had suggested the need for additional training and development opportunities.

The Principal emphasized that the University Executive recognized and appreciated the efforts of staff in their response to the Covid-19 pandemic.

The Principal outlined the University Executive Group's discussions on setting strategic objectives for the year ahead. He reported that financial sustainability, academic excellence and structure, blended learning, equality and diversity, business transformation, student numbers, digital strategy development and a new strategic plan had been identified as priority areas.

The Principal noted that many of the University's research staff had continued essential work during lockdown and many more had now adapted and resumed their work on campus where necessary.

He outlined examples of the University's recent success in research and knowledge exchange, including Covid-19 related work and participation in Wellcome Leap, a not-for-profit organisation to accelerate innovations that benefit global health.

The Principal reported good progress on meeting the challenging budget targets that had been agreed with University Court. He explained that even after realizing significant savings through the measures introduced during the pandemic the University would face a £15.6m deficit. He advised that the University would need to maximise its income by meeting its targets for the January 2021 intake of international students. Senate noted that full details would be submitted to the November 2020 meeting of University Court and that any additional financial measures would be communicated to staff in due course.

The Principal concluded his Report by advising on the need for agility and flexibility in the University approach to managing the Covid-19 pandemic and its operations and financial consequences. He reiterated the University's commitment to following guidance from the relevant authorities to help ensure the safety of staff and students.

Members of Senate reported that many staff were facing huge pressures to deliver more with fewer resources. Members warned of the dangers of staff being exhausted by these demands.

Members also reported that some students were unsure of current regulations. Senate noted that students should be directed to the University's Covid-19 information published online. Members noted the efforts to ensure good lines of coordinated communication with students, led by the Towards 2020-21 Group.

Members of Senate suggested that a cross university sharing of teaching experiences and a shared analysis of student feedback on blended learning would be beneficial.

The Vice-Principal Education agreed to explore options for an institutional colloquium after the planned pulse survey had concluded.

On the issue of recent research success in the University, members of Senate advised that it would be helpful to receive examples taken from a more diverse perspective, to promote gender equality.

Members welcomed the University's performance in recruiting students during the challenges of the pandemic but advised on the need to retain these students and maintain an excellent student experience.

Members requested that information on arrangements for learning and teaching in Semester 2 is circulated to staff as soon as possible.

Senate noted the efforts of staff to engage with students in different ways during the pandemic, including through the activities of student societies.

Senate also noted a suggestion that some students might be considering accessing online learning from outside of Dundee, by returning home if the campus was perceived to be too unsafe for usual business.

The Principal advised that current guidance was against recommending students leave Dundee as this might serve to spread infection. He acknowledged that this was a difficult issue and that the University would continue to follow official guidance from Public Health authorities.

The Senatus decided: to note the Report.

3. UNIVERSITY COURT

The Senatus received a Report from the meeting of the University Court held on 3 September 2020.

Ronnie Bowie (Chair of Court) introduced the Reports and emphasized the importance of building good links between Senate and Court.

He took the opportunity to express the gratitude of Court for the exceptional work of staff during the Covid-19 pandemic. He acknowledged that the efforts of staff to ensure the best possible provision of teaching and research under such circumstances came at a cost, especially in terms of staff fatigue. He reiterated Court's resolve not to overburden staff or underestimate the challenges ahead.

The Chair of Court observed that the University's response to the Covid-19 pandemic had highlighted the institution's breadth and depth of research excellence, its commitment to innovation in teaching, its provision of effective student support services and the strength of its partnership with the Students' Association.

The Chair of Court noted the importance of Senate's consideration of potential structural changes to deliver academic excellence and financial sustainability. He explained that Court had a strong resolve to make informed decisions and that he would report the views of Senate back to Court as an integral part of the decision-making process.

The Senatus decided:	to note the Report.
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4. **ACADEMIC EXCELLENCE AND FINANCIAL SUSTAINABILITY**

Senate received a Presentation from the Director of Finance and the Vice-Principal (Academic Planning and Performance) that focused on the financial and academic case for structural change in the University.

Financial case for change

The Director of Finance reflected on the inability of the University to deliver sustainable cash flow to support strategic investment. The Director emphasized that the current deficit position was a significant risk that needed a radical solution. It was noted that the University's finances were below the minimum long term survival level and that inaction was not a viable option, especially in the context of a global pandemic and its consequences for income generation and public funding.

The Director noted that the University's plans for business recovery were reflected in challenging income targets and significant cost savings. She emphasized that the budget, while very challenging, would still result in an overall deficit position even if all targets were met.

Senate noted that the University had been systematically underfunded by the Scottish Government for many years and that public funding for teaching home students was a fraction of the actual costs incurred.

The Director explained that the University had a high level of research activity in relation to its size and that this had also contributed to the deficit position due to (relatively) low levels of overhead recovery from research grants and awards.

Academic Excellence case for change

The Vice-Principal (Academic Planning and Performance) introduced a scatter graph that plotted a research excellence variable (derived from REF 2018 performance) against a teaching excellence variable (derived from The Guardian League Tables) for each academic discipline.

The Vice-Principal explained that the graph revealed that in some disciplines teaching quality was higher than research performance, confounding the need for research to underpin teaching and to enrich the student experience. He also explained that international student recruitment success was correlated with international academic reputation based on research excellence and influence.

The Vice-Principal argued that there was a clear link between financial sustainability, through the ability to generate marginal income, and academic excellence, through the ability to invest and develop excellence in teaching and research.

The Vice-Principal emphasized that there were areas of strength across the institution and that proposals would be developed at both University level and specific projects at School level.

The Vice-Principal outlined University-level project proposals: teaching quality and efficiency, supporting and developing academic staff leadership, development of an Annual Teaching Review, increased focus on external activity income generation and improved financial reporting methodologies.

The Vice-Principal also outlined School specific proposals:

Life Sciences and Medicine: specific plans to improve the financial positions of both Schools, the co-ordination of biomedical research and reducing footprint at the Ninewells Campus.

Social Sciences, Education & Social Work and Humanities: specific plans to increase unregulated teaching income, exploration of mergers and/or development of a divisional structure to underpin a refocus of research activity and international taught postgraduate programmes.

The Vice-Principal concluded his presentation by reiterating the need for the University to address long-term structural issues in order to survive and thrive in the context of an extremely challenging financial climate.

Senate noted that the outline projects had been discussed and supported in general terms by the University Executive, the Deans Group and by the University Court. Senate also noted that consultation on the proposals would continue during Semester 1 and that formal proposals would be developed for consideration in Semester 2.

Questions and Discussion

It was suggested that the data demonstrated that some disciplines or units might have capacity to increase their contribution to teaching. The Vice-Principal agreed that there were large differences in the amount of unregulated teaching income generated across Schools.

Members questioned the proposition that structural change would, in itself, deliver financial surpluses for the University. The Director of Finance agreed that it would not be the whole answer but observed that an effective academic structure would be a good first step.

Members spoke in support of interdisciplinarity in both research and teaching. It was noted however that co-ordination of teaching across disciplines is often very difficult. Members also noted that funding methodologies used by the Research Councils had not significantly increased interdisciplinary research in UK higher education.

It was noted that the Vice-Principal Education would lead projects on curriculum design and teaching efficiency, to include considerations of interdisciplinarity. Members noted that mergers or consolidation might help promote greater co-operation across disciplines.

Members reported that UKRI were shifting priorities and were more supportive of interdisciplinary research. It was suggested that the University needed to make the most of new opportunities.

Members noted that the initial proposals involved five Schools and asked if there had been consideration of what other Schools could do to help these projects. It was suggested that actions might emerge from a clear analysis of individual areas in other Schools. It was pointed out that some cross-university actions affected all schools and that everyone would need to play a part to address the financial issues.

The Vice-Principal agreed that there needed to be coordinated action across all Schools. He emphasized that direct engagement with all Schools will form an important part of the next phase of the proposals.

Members observed that structural changes made by the University would have a limited effect if the sector remained underfunded. It was also suggested that the rationale for the project assumed that undergraduate student choices were correlated with research excellence profiles.

The Vice-Principal reported that international students were especially sensitive to institutional academic reputation, including positions in the international league tables that incorporated research excellence metrics.

Members argued that it was far from certain that the proposed merging of schools would create research critical mass and necessarily lead to higher quality research. It was also suggested that when the University underwent a significant restructuring in 2015 in the move from Colleges to Schools, there were not clear or lasting benefits. It was also suggested that finding solutions to the University's long-standing problems required cultural rather than structural changes alone.

It was additionally argued that the costs associated with significant structural change ought to be factored into the business case for the projects. It was noted that in the initial proposals there were no financial estimates that might provide clear evidence of the financial benefits of change.

Senate was reminded that the University's clinical research was of very high quality and that the "bench to bedside" approach had made significant contributions to the institutional research profile.

The Vice-Principal suggested that greater co-ordination of clinical and biomedical research would deliver more opportunities for collaboration. He agreed that the projects would move forward with full consultation and that cost-benefit analyses would be developed.

Members of Senate reflected on the need to overcome administrative barriers to cross-campus cooperation. It was acknowledged that previous attempts to rationalize and encourage better ways of working had been successful in some areas. The School of Science & Engineering's use of academic themes and clusters rather than traditional discipline-based structures was given as an example.

It was argued that scale rather than structure was an important limiting factor in some areas of the University. Members noted that academic excellence required resources and support as well as good alignment with institutional goals. Members spoke of the need to avoid "death by a thousand cuts" and to ensure that any new academic ecosystem that emerged could increase the capacity for innovation.

Senate concluded its discussion by noting that wider consultation on the proposals would follow. Members were encouraged to provide further feedback or comments to the Vice-Principal (Academic Planning and Performance).

The Senatus decided:	to note the Report.
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5. **ACADEMIC YEAR 2021-22**

The Director of Academic & Corporate Governance introduced a paper on arrangements for academic year 2021-22, in the context of the continuing Covid-19 global pandemic.

Senate noted that early decisions on a delay to the next academic year would assist with planning and provide reassurance to both applicants and continuing students.

Senate noted the benefits and drawbacks that resulted from delay to the current academic year. Members also noted the need to consider the impact of local School holidays coinciding with the start of Semester and the timings of Degree Examinations and Resits.

Senate was invited to provide any further feedback on the consultation directly to the Director of Academic & Corporate Governance.

The Senatus decided:	to note the Consultation on AY 2021-22; and
	to note that recommendations arising from the Consultation would be recommended to Court by the Principal, on behalf of Senate.

6. **CONVENER'S REPORTS**

The Senatus received Reports from the Conveners of Senate Committees, for information.

The Principal invited members of Senate to submit any feedback or questions relating to the Reports directly to the relevant Committee Convener.

The Senatus decided:	to note the Reports.
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7. **HOMOLOGATION**

The Senatus received details of the conferment of degrees and other awards, actioned by the Principal under delegated authority, for homologation.

The Senatus decided:	to homologate actions taken by the Principal under delegated authority.
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8. **FINANCE & POLICY COMMITTEE**

The Senatus received Reports from the meetings held on 26 May and 11 August 2020, for information.

Senate's attention was drawn to the Committee's consideration of the Business Transformation Project Update as reserved business. It was noted that work on the replacement student system had been terminated and Members asked for details on the future of the SITS student record systems.

Senate noted that the University would continue to operate SITS as the main student record system in the short to medium term but that plans for a new project were in development and would be shared with Senate and the wider University community in due course.

The Senatus decided:	to note the Report.
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9. **TERMINATION of STUDIES (APPEALS) COMMITTEE
UNDERGRADUATE APPEALS COMMITTEE
UNIVERSITY COMMITTEE ON ACADEMIC MISCONDUCT**

The Senatus received confidential reports from the meetings held between June to September 2020.

The Senatus decided:	to approve the Reports.
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10. **SENATE COMMITTEES 2020-21**

The Senatus received the Committee memberships in AY 2020/21.

The Senatus decided:	to approve the Senate committee memberships in AY 2020/21 subject to notified amendments.
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11. **GRADUATION**

To approve arrangements for the conferment of awards in 2020-21.

Online Celebration Dates	School
26 November 2020	School of Art and Design
	School of Business
	School of Humanities
	School of Science and Engineering (including Student Services)
	School of Social Sciences
Friday 27 November	School of Dentistry

	School of Education & Social Work
	School of Health Sciences
	School of Life Sciences
	School of Medicine

12. **PROFESSOR EMERITUS**

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

Professor Alan Page (effective 31 December 2020)

13. **ANNUAL QUALITY REPORT TO SFC in A Y2019-20**

The Senatus received the Annual Quality Report to the Scottish Funding Council in AY 2019/20.

The Senatus decided:	to endorse the Report.
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14. **RESEARCH & KNOWLEDGE EXCHANGE COMMITTEE**

The Senatus received a Report from the Research & Knowledge Exchange Committee meeting held on 23 September 2020.

The Senatus decided:	to approve the Report.
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15. **LEARNING & TEACHING COMMITTEE**

The Senatus received a Report from the Learning & Teaching Committee meeting held on 28 September 2020.

The Senatus decided:	to approve the Report.
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16. **INTERNATIONAL COMMITTEE**

The Senatus received a Report from the International Committee meeting held on 1 October 2020.

The Senatus decided:	to approve the Report.
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17. **QUALITY & ACADEMIC STANDARDS COMMITTEE**

The Senatus received a Report from the Quality & Academic Standards Committee meeting held on 2 July 2020.

The Senatus decided:	to approve the Report.
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18. **SUMMARY REPORTS OF SCHOOL BOARDS**

The Senatus received Summary Reports from School Boards.

The Senatus decided:	to approve the Reports.
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