

## UNIVERSITY OF DUNDEE

### UNIVERSITY COURT

A meeting of the University Court was held at 2pm on 3 June 2025 in the Ustinov Room, Bonar Hall and *via* Microsoft Teams.

Present: Tricia Bey (Acting Chair);  
Alan Bainbridge (online);  
Manaswi Budhathoki;  
Carolina Castro (online);  
Greg Colgan (online);  
Regius Professor Sir Mike Ferguson;  
Andrew Lothian (online);  
Dr Ian Mair;  
Claire Martin;  
Professor Linda Martindale;  
Ron Mobed (online);  
Dr Andrea Mohan;  
Dr Anna Notaro;  
Professor Shane O’Neill (Interim Principal & Vice-Chancellor);  
Carla Rossini (online)(items 176-183);  
Amina Shah;  
Karthik Subramanya (online)  
Jay Surti (online); and  
Professor Garry Taylor (online)

In Attendance: Sîan Aitken (CMS)(items172-173)(online);  
Tánaiste Custance (DUSA President elect);  
Elise Gallagher (Director of People);  
Roddy Isles (Head of Corporate Communication);  
Richard Maconachie (SFC)(*qua* observer);  
Dr Alison Ramsay (Senior Policy Officer (Corporate Governance));  
Umrans Sarwar (Director of Legal);  
Professor Nigel Seaton (Interim Provost);  
Helen Simpson (Interim Director of Finance); and  
Louise Soutar (Head of Principal’s Office and V-C’s Chief of Staff)

Apologies: Marcus Flucker, Dr Neale Laker and Sharon Sweeney

#### 176. WELCOME AND INTRODUCTION FROM THE ACTING CHAIR OF COURT

The Acting Chair welcomed members to the meeting and, in particular, welcomed observer Tánaiste Custance, DUSA President elect. Also welcomed to his first meeting of the Court was Umrans Sarwar, Director of Legal. Ms Bey reminded all present to maintain the confidentiality of their discussions.

177. **CONFLICTS OF INTEREST**

The Chair invited members to declare if they had, or could be perceived to have, any conflicts of interest in relation to any items on the agenda, beyond those already declared. Mr G Colgan intimated a conflict of interest in relation to Agenda item 9 and was advised that the matter would be deferred, pending further discussions. Thereafter, no new conflicts were declared.

178. **MINUTES**

**The Court decided:** to approve the minutes of the meeting on 27 May 2025.

179. **MATTERS ARISING**

Action Log

Court received and considered the action log summarising progress in relation to outstanding actions from previous meetings. The Acting Chair requested that the Interim Director of Finance advise members whether she had yet formally written to SFC and the University's pension advisers to notify them of the change in materiality. Ms Simpson informed the Court that, although she had yet to write formally, she considered them to fully informed of the position.

Ms Bey noted that work was underway to organise in-depth sessions on institutional risk, as requested by the Court at its meeting on 15 April 2025 and requested that members make themselves available to attend these workshops in person. Thereafter, the Court was advised that there were no items on the action log not already on the agenda or which were not yet due.

**Resolved:** to note the Action Log

180. **ACTING CHAIR'S REPORT TO COURT**

The Acting Chair apprised the Court of her activities at a University and sectoral level since the previous meeting. Ms Bey advised members that she continued to engage regularly with multiple stakeholders including BDO, SFC, CUC and that she had held discussions with Professor Pamela Gillies regarding the progress of the investigation into the University's financial position. The report was due to be published during the week commencing 16 June 2025 and officers were in discussion with SFC regarding the timing and distribution arrangements for the dissemination of the findings.

Members were also advised that the Acting Chair had attended the DUSA President's Dinner during the previous week.

**Resolved:** to note the report

181. **INTERIM PRINCIPAL & VICE-CHANCELLOR'S REPORT TO COURT**

The Interim Principal & Vice-Chancellor apprised the Court of their activities at a University and sectoral level since the previous meeting. Professor O'Neale advised the Court that a meeting of the taskforce would be held later in the week and that discussions were constructive, based around themes such as reputational recovery and Dundee as a destination for future students. Positive conversations were also noted between the University and NHS Tayside, with the aim of building a longterm strategic relationship and members were advised that the Scottish Government Chief Scientist (Health) had visited the campus to view the world-leading healthcare innovations taking place at the University.

Members were reminded that the forthcoming Graduation Ceremonies would provide opportunities to celebrate the successes of the University's students and future alumnae. The Acting Chair and the Interim Principal & Vice-Chancellor encouraged Court members to attend if possible.

**Resolved:** to note the report.

182. **INTERIM DIRECTOR OF FINANCE REPORT TO COURT**

The Interim Director of Finance apprised the Court of developments since the previous meeting and reported that the University continued to work closely with SFC. Members were advised that the £10m grant from SFC had been received but a formal agreement had yet to be reached in relation to the £12m financial transactions loan. The University had submitted its formal request for longer-term financial support to SFC and substantial due diligence activities would be carried out over the coming weeks.

Members were advised that the University continued to push forward with efficiency savings and that the cost of payment runs were decreasing steadily. With exception of urgent actions required for Health & Safety purposes, capital expenditure had all but ceased.

Ms Simpson noted that an agreement had been reached in principle with NHS Tayside regarding a longstanding dispute and that this would be considered as a substantive agenda item. Requests for information and assistance from BDO, EY and SFC continued to place an additional burden on Finance staff and members were advised that the UEG had been invited to approve additional resource for the Finance Directorate.

*[Secretary's note: At this point, Professor L Martindale declared a conflict of interest]*

Members requested further information on the status of the dispute with NHS Tayside and were advised that the terms and conditions of the repayment schedule remained to be confirmed. In the course of a lengthy and involved discussion, the Court considered the impediment to launching a Voluntary Severance (VS) scheme posed by the lack of a formal, legal agreement regarding the repayment schedule and any right to deferral. Members requested that a formal legal agreement be expedited to reduce the risk of further delay at a time of uncertainty for staff and to enable the University to launch the VS scheme with all possible speed. It was agreed that the University's Director of Legal would engage directly with his counterparts at NHS Tayside to arrive at an agreement.

**Resolved:** to note the report and to approve the launch of the VS scheme, subject to the affordability of the Scheme being confirmed.

*[Secretary's note: Sian Aitken (CMS) joined the meeting at this point]*

**183. RESERVED BUSINESS: PROPOSAL ON SFC SUPPORT FOR IMMEDIATE CHALLENGES**

*The University claims the exemptions in Sections 30 and 33(1)(b) of the Freedom of Information (Scotland) Act 2002. Members are therefore required to treat the discussion and associated papers as strictly confidential and exempt from public disclosure. The status of this item will be reviewed at regular intervals and will be released when the exemptions are deemed to no longer apply, and following the approval of the Chair of Court.*

**184. RESERVED BUSINESS: LETTER FROM EY**

*The University claims the exemptions in Sections 30 and 33(1)(b) of the Freedom of Information (Scotland) Act 2002. Members are therefore required to treat the discussion and associated papers as strictly confidential and exempt from public disclosure. The status of this item will be reviewed at regular intervals and will be released when the exemptions are deemed to no longer apply, and following the approval of the Chair of Court.*

**185. RESERVED BUSINESS: EXTERNAL AUDIT FEES**

*The University claims the exemptions in Sections 30 and 33(1)(b) of the Freedom of Information (Scotland) Act 2002. Members are expected to treat this item as strictly confidential at this time.*

Court received and considered the above revised external audit fees for 2023/24. Members were advised that the concerns noted above in [paragraph 184](#), had resulted in a significant level of additional level of scrutiny required in the preparation of the University's financial statements by its external auditors, EY.

The Interim Convener of the Audit & Risk Committee advised the Court that the Committee had discussed this matter at its most recent meeting. The specific impact of reduced materiality following the move to close monitoring required the involvement of additional EY partners. This had necessitated the engagement of a quality reviewer and the involvement of forensic accountants.

**Resolved:** to approve the estimated additional external audit fees.

186. **RESERVED BUSINESS: PERIOD 9 MANAGEMENT ACCOUNTS**

*The University claims the exemptions in Sections 30 and 33(1)(b) of the Freedom of Information (Scotland) Act 2002. Members are therefore required to treat the discussion and associated papers as strictly confidential and exempt from public disclosure. The status of this item will be reviewed at regular intervals and will be released when the exemptions are deemed to no longer apply, and following the approval of the Chair of Court.*

187. **RESERVED BUSINESS: UPDATE ON CASH POSITION**

*The University claims the exemptions in Sections 30 and 33(1)(b) of the Freedom of Information (Scotland) Act 2002. Members are therefore required to treat the discussion and associated papers as strictly confidential and exempt from public disclosure. The status of this item will be reviewed at regular intervals and will be released when the exemptions are deemed to no longer apply, and following the approval of the Chair of Court.*

188. **RESERVED BUSINESS: UPDATE ON FINANCIAL STATEMENTS**

*The University claims the exemptions in Sections 30 and 33(1)(b) of the Freedom of Information (Scotland) Act 2002. Members are therefore required to treat the discussion and associated papers as strictly confidential and exempt from public disclosure. The status of this item will be reviewed at regular intervals and will be released when the exemptions are deemed to no longer apply, and following the approval of the Chair of Court.  
[Secretary's note: Richard Maconachie (SFC) left the meeting at this point.]*

189. **MEMBERSHIP OF COURT COMMITTEES**

The Acting Chair of Court introduced the above report, intended to apprise members of issues relating to the membership of the Court and its committees. Ms Bey drew the Courts attention to three current vacancies and three forthcoming vacancies amongst the elected/nominated members and advised members of one current vacancy amongst the lay co-opted membership. Two further positions would become vacant from within the lay co-opted membership of the Court with a further two potentially arising at the end of July 2025.

The Court was advised that the Interim Convener of the Audit & Risk Committee (ARC) had identified the need for additional members and that, following inquiries Amina Shah had indicated that she was willing and able to join ARC. Work was ongoing to identify additional non-Court lay members to join ARC. The Interim Convener of ARC having assumed the role until 31 July 2025 following the resignation of Glenn Allison, a Convener would be required from 1 August 2025. The resignation of Carla Rossini from 31 July 2025 would require a Convener to be identified for the Finance & Policy Committee from 1 August 2025.

The following other appointments to the Court had been made following elections:

Tánaiste Custance	Elected as President of the Students' Association to serve for Academic Year 2025/26; and
Marcus Flucker	Elected as Independent Student Member of Court to serve for Academic Year 2025/26.

In the course of a lengthy and discussion, members

- Resolved:**
- (i) to approve the recommendation of the Governance & Nominations Committee that Dr Andrea Mohan join the membership of the People & Organisational Development Committee;
  - (ii) to approve the recommendation of the Governance & Nominations Committee that Amina Shah join the membership of the Audit & Risk Committee;
  - (iii) to identify potential candidates for the role of the Convener of the Finance & Policy Committee from 1 August 2025;
  - (iv) to identify potential candidates for the role of the Convener of the Audit & Risk Committee from 1 August 2025; and otherwise
  - (v) to note the report

190. **COMMITTEE REPORTS**

(1) Audit & Risk Committee

The Convener of the Audit & Risk Committee introduced the draft report from the meeting of the Audit & Risk Committee held on 29 April 2025. Members were advised that the Committee had held a private meeting with the auditors without officers present, which had been helpful and constructive. A private meeting would be held at each of the monthly meetings of the Committee.

- The Court decided:**
- (i) to note that the Committee had discussed the findings of two reviews commissioned by the University by Andreson, Anderson and Brown (AAB);
  - (ii) to note that that the Committee had received and considered the text of an email provided to the Office of the Scottish Charity Regulator (OSCR) on matters of material significance to the regulator;
  - (iii) to note that the Committee had recommended approval of Phase III of Project Jute; and
  - (iv) otherwise, to approve the minutes.

*[Secretary's note: The Court approved the procurement of Phase III at its meeting on 13 May 2025]*

(2) Finance & Policy Committee

The Convener of the Finance & Policy Committee introduced the report from the meeting of the Finance & Policy Committee held on 20 May 2025. Court was advised that the Committee had discussed the University's financial position in detail, including SFC support, Voluntary Severance, relations with the University's bankers

and the status of the Financial Statements.

**The Court decided:** to approve the minutes

(3) Governance & Nominations Committee

The Acting Chair of Court introduced the report from the meeting held on 20 May and noted that the Committee had discussed the annual Public Stakeholder Engagement Event. The timing and format of the event remained under discussion. The Committee had also received and recommended approval of a proposed amendment to the Regulations for the Appointment of the Chairperson of Court to extend the voting period, if necessary. Finally, the Committee had received and considered a revised action plan for the implementation of the recommendations of the recent Court Effectiveness Review.

**The Court decided:**

- (i) to approve the recommendation of the Committee to amend the Regulations for the Appointment of the Chairperson of Court;
- (ii) to endorse the recommendation of the Committee to approve the revised action plan for the implementation of the recommendations of the recent Court Effectiveness Review; and otherwise
- (iii) to approve the minutes.

(4) People & Organisational Development Committee

The Convener of the People & Organisational Development Committee introduced the reports from the most recent meetings. The Court's attention was drawn to the Committee's consideration of a suite of reports under the Public Sector Equality Duty, the University's Employee Assistance Programme and the Committee's recommendation in relation to the Voluntary Severance Scheme. The Committee had also received and considered the Health & Safety Annual Report and the Reward & Recognition Annual Report.

*[Secretary's note: Court approved the terms and conditions of a Voluntary Severance Scheme at its meeting on 27 May 2025]*

- i. Minutes of the Committee's meeting on 23 April 2025
- ii. Minutes of the Committee's meeting on 14 May 2025
- iii. Minutes of the Committee's meeting on 21 May 2025

**The Court decided:** to approve the minutes

(5) Welfare & Ethical Use of Animals Committee

The Court received the report of the meeting of the Welfare & Ethical Use of Animals Committee held on 23 January 2025.

**The Court decided:** to approve the minutes.

191. **ANY OTHER BUSINESS**

No other business was declared. Members agreed that the remaining agenda items would be deferred until the next meeting of the Court.

192. **DATE OF NEXT MEETING**

The date of the next scheduled meeting was noted as Monday 23 June at 2pm.

Tricia Bey  
Acting Chair of Court  
University of Dundee