UNIVERSITY OF DUNDEE

UNIVERSITY COURT

A meeting of the University Court was held at 2pm on 16 July 2026 in the Ustinov Room, Bonar Hall, City Campus, Dundee and *via* Microsoft Teams.

Present: Esther Roberton (Chair);
Nicholas Buckworth;
Maggie Chapman;
Tánaiste Custance;
Marcus Flucker;
Dr Annie Ingram;
Professor Susan Kinnear;
Dr Ian Mair;
Claire Martin;
Dr Andrea Mohan;
Dr Carlo Morelli;
Professor Nigel Seaton;
Amina Shah; (online)
Jay Surti; (online)
Bishop Andrew Swift;
Dr Martine van Ittersum;
Margo Williamson; and
Irene Wilson.

In Attendance: Dr Martin Glover (Senior Policy Officer (Academic Governance);
Chris Gourley (DUSA Chief Executive) (for item 355);
Lee Hamill (Chief Finance Officer);
Lizzi Nicoll (Director of External Relations):
Dawnne Mahmoud (Chief People Officer);
Prof Linda Martindale (Vice-Principal Education & Student Experience) (for item 356);
Louise Soutar (Head of Principal's Office & V-C's Chief of Staff); and
Dr Hulda Sveinsdottir (University Secretary).

Observers: Tom Christison (DUSA President-Elect);
Ivy Gerber (Independent Member of Court-Elect); and
James Harrison (SFC).

Apologies: Greg Colgan, Noel Lawlor and Alan Bainbridge.

351. WELCOME AND APOLOGIES

The Chair welcomed members and those in attendance, including JH attending on behalf of the Scottish Funding Council (SFC). It was noted that this was the final meeting attended in an observer capacity by the incoming student members, who would become substantive members at the next meeting. The Chair noted that the meeting marked the final Court meeting for outgoing members.

The Court formally recorded its thanks to Alan Bainbridge, Jay Surti, Tánaiste Custance and Marcus Flucker who were standing down, for their contribution, particularly during the exceptionally difficult circumstances experienced by the University during 2025/26. The Chair advised that exit discussions were being held with departing Court members and that formal letters of thanks would follow.

352. CONFIDENTIALITY, COLLECTIVE RESPONSIBILITY AND FREEDOM OF SPEECH

The Chair drew attention to a paper circulated to members at the meeting for information, concerning confidentiality and collective responsibility. It was explained that the University's own Code of Conduct for Court Members, the Scottish Higher Education Code of Good Governance and the OSCR guidance all addressed the responsibilities of members of a governing body. The Chair emphasised that members were entitled to express contrary views fully and frankly during Court discussion, to vote against a proposal and to have a dissenting vote recorded. Once a decision had been reached, however, the Chair's understanding was that members shared collective responsibility for that decision and should either support it publicly or refrain from publicly criticising it.

A member sought clarification about the boundary between public criticism and private discussion with staff or students, particularly for members who also held representative or constituency roles. The Chair acknowledged that such dual roles could be difficult but reiterated the distinction between a person's other roles and their responsibilities when acting as a charity trustee and Court member.

Another member of Court referred to the Higher Education Governance (Scotland) Act 2016 and the University's responsibilities in relation to freedom of speech and academic freedom. He argued that an individual could hold several legitimate roles, including those of academic, trade union officeholder and charity trustee, and should remain able to speak in the appropriate forum while making clear the capacity in which they were speaking. He requested that the University provide him with financial support to seek independent legal advice on the interaction between these responsibilities (University of Dundee Standing Order 15(2) refers).

The Interim Principal observed that the 2016 legislation had been the subject of extensive discussion when introduced and recalled that nominees of particular constituencies had the same rights and responsibilities as other governors. He noted that any individual was free to obtain legal advice if they wished at their own expense. The Chair concluded that the issue would be revisited during the summer as part of the governance review, including the development of revised codes of conduct for Court members.

353. MINUTES OF THE PREVIOUS MEETING

The Court considered the minutes of the meeting held on 9 June 2026. It was noted that an objective had been set for future draft minutes to be circulated within ten days of meetings so that comments could, as far as possible, be addressed before the next Court meeting.

Maggie Chapman requested fuller recording of three matters from the previous meeting. These concerned the movement in the projected EBITDA expectation from 10% to 8% which she considered to have been adjusted without a wider Court discussion, the statement that approximately 25% of modules had been lost, and the discussion about what constituted a 'radical' change to the academic offering. It was agreed that these matters would be reviewed and reflected more fully in the minute if appropriate.

A further concern was raised about the previous discussion of proposed changes to the academic portfolio. Reference was made to the timing of faculty business cases, proposals concerning particular programmes and the fact that detailed implementation material had not previously been available to Court members. It was argued that the scale and maturity of the documentation created a perception that decisions had effectively already been taken. The Chair noted that the documents formed the basis of collective consultation, that they remained proposals, and that decisions would not be made until consultation had concluded. It was acknowledged that the campus trade unions had raised concerns about the consultation process and that these should be pursued through the formal consultation arrangements.

The Court decided: to approve the minutes of the meeting on 6 June 2026 subject to consideration of amendments identified above.

354. MATTERS ARISING

(i) ACTION LOG

The Court reviewed the outstanding actions and noted that actions arising from the Gillies review, Strategy to Recovery and other plans had been brought together and that a draft integrated progress report would be submitted to the September meeting of Court.

The University Secretary noted that a review of the Scheme of Delegation and the University's statutory instruments was being progressed alongside the governance review. As the governance review had been delayed, it was proposed that significant progress should be reported by November. It was recognised that the work could require a phased approach, particularly where amendments required Privy Council approval or depended on the future committee structure. It was confirmed that work on the Scheme of Delegation could proceed without waiting for completion of the wider review of the Charter and Statutes.

An outstanding action relating to an in-depth consideration of student numbers was rescheduled to December, when the September intake position would be clearer and the relevant student number returns to the SFC would be available.

(ii) UPDATE ON INTERACTIONS WITH SCOTTISH FUNDING COUNCIL

The Court received a brief update on engagement with the SFC. Regular contact had continued at Chair, Principal and officer level and a further formal meeting was scheduled for the following week. The current relationship was described as positive and collaborative.

355. DUNDEE UNIVERSITY STUDENTS' ASSOCIATION (DUSA) ANNUAL REPORT

Chris Gourley (CEO DUSA) presented the DUSA Annual Report, noting that the year had been exceptionally challenging for both DUSA and the University. Around 300 students had been trained for society leadership roles, supporting more than 140 societies and 4,000 memberships, while the campus pantry had supported approximately 1,500 students. Academic representation had also been redesigned in preparation for the new faculty structure.

Court noted that DUSA's largest student survey for more than a decade had received approximately 1,300 responses. The findings demonstrated strong support for DUSA's representative and advice functions and highlighted the increasing number of students undertaking paid work during term time, as well as the importance of belonging, social connection and access to support in supporting retention and student success.

The report had been delivered against a 34% reduction in DUSA's block grant. DUSA had restructured and reprioritised its activities, resulting in a reduction of around one third in advisory capacity, and Court was advised that the current level of pressure on staff was not sustainable in the longer term. The loss of usable space within the DUSA building was also highlighted, with the importance of The Liar as a remaining student venue emphasised.

Members strongly commended the work of DUSA staff, student officers and volunteers. The Interim Principal praised the quality of the evidence gathered and emphasised that a strong students' association was integral to a strong university. Court also noted the breadth and complexity of work undertaken by DUSA's advice and support team and the improved joint working with University services.

The Chair suggested that future Court meetings might begin with a student story to ensure that the lived experience of students remained visible in Court discussions. It was agreed to explore this further with DUSA. The importance of student engagement in developing the University's future strategy was also emphasised.

Court noted that a £1m philanthropic gift had been received as an early contribution towards the potential redevelopment of Bonar Hall as student space, although capital fundraising remained at an early stage.

Marcus Flucker encouraged Court members to spend time in The Liar before or around University meetings in order to observe directly the community, employment and support functions delivered through DUSA. The Court recorded its thanks to the DUSA CEO, the outgoing student officers, DUSA staff and volunteers, and also recognised the support provided by University colleagues.

RESERVED BUSINESS

The University claims exemption under Section 30 (b) and Section 33 (1)(b) of the Freedom of Information (Scotland) Act 2002. Members are required to treat the discussion and associated papers as strictly confidential and exempt from disclosure beyond the Court.

356. APPOINTMENT OF PRINCIPAL & VICE-CHANCELLOR

The Chair outlined the recruitment and selection process for the appointment of the Principal & Vice-Chancellor. Nineteen applications had been received; nine candidates had been longlisted and five shortlisted. Court noted that the shortlisted candidates had undertaken an extensive assessment process including psychometric assessment, values mapping, references, a financial acumen exercise, vetting and four stakeholder sessions. The stakeholder sessions had been chaired by members of the University community, with feedback provided to the selection panel before formal interviews. Candidates had also met the Interim Principal and members of UEG for information-gathering purposes outside the formal assessment process.

Professor Linda Martindale (Vice-Principal Education & Student Experience) reported the outcome of the Senate consultation meeting that she convened immediately before the current meeting of Court. The Vice-Principal noted that Senate's discussion had focused principally on the implications of appointing a candidate from outside higher education; the candidate's vision for stabilisation, renewal and growth; the qualities and leadership experience the candidate would bring; and a number of other matters including equality, diversity and inclusion and engagement with students. Senate had discussed the benefits and potential risks of a public-sector background, including strong government relationships, media exposure and the importance of maintaining institutional autonomy. It had also considered the balance between cost reduction and future growth and the need for the incoming Principal to develop a vision through extensive engagement after appointment. Senate had been advised that the current collective consultation would not be paused as a consequence of the appointment process.

The Chair explained that the selection criteria had included strategic leadership, academic and research excellence, financial stewardship, governance and institutional leadership, people, culture and community, and civic and global engagement. Three candidates had been considered appointable, with two standing out. The Chair reported that the preferred candidate had demonstrated strong preparation, understanding of the University's challenges and substantial evidence of leadership across a complex public organisation. It was noted that although the preferred candidate had not previously worked in higher education, the panel had been impressed by the evidence that she had successfully led other complex areas.

Court noted that particular weight had been placed on the preferred candidate's demonstrated experience of organisational recovery, rebuilding relationships and trust, managing difficult change, communication, financial understanding and commitment to Dundee. The Court was assured that the process had been exceptionally rigorous.

Members who had prior professional knowledge of the preferred candidate spoke positively about her leadership and supported the recommendation. The Chair confirmed that communications planning had been undertaken jointly with the preferred candidate and her current employer, and that advanced vetting had been completed.

The Court approved the appointment of the preferred candidate, Angela Scott, as Principal and Vice-Chancellor designate. It was noted that Angela Scott would become the University's first female Principal. The Court also noted that her notice period would allow her to take up post shortly after Professor Seaton's departure and that transition and first-90-day planning was already under development.

The Court decided: to approve the appointment of Angela Scott as Principal and Vice-Chancellor of the University from 19 October 2026.

(i) RECOMMENDATION FROM REMUNERATION COMMITTEE

The Court considered the recommendation of the Remuneration Committee concerning the Principal designate's terms. The proposed salary was at the bottom of the approved scale and standard benefits would apply. Members noted positively that the appointment at the bottom of the scale provided scope for future progression and reflected wider concerns about senior remuneration.

A member challenged wording which suggested that the role would be the Principal designate's first post 'at this level', noting that she already led a highly complex organisation of significant scale. It was agreed that the intended meaning had been that this would be her first appointment as a university Principal. A member asked that the Court remain conscious of the ratio between the salary of the Principal and that of the lowest-paid University employee. The lowest published salary was identified during the meeting as £24,479. Concern was also expressed by a member about the proposed salary level in the context of the University's financial position and dependence on Scottish Government support. The Chair noted that the Remuneration Committee had benchmarked the range carefully and had been conscious of downward pressure on senior pay across the sector. It was confirmed that the contractual notice period would be six months.

The Court decided: to accept the Remuneration Committee's recommendation.

357. COLLECTIVE CONSULTATION AND WORKFORCE CHANGE

(i) UPDATE ON COLLECTIVE CONSULTATION

The Court received an update on the Collective Consultation. It was reported that the process was in week five, that six collective consultation meetings had taken place, that there had been more than 330 direct engagements with colleagues and close to 7,000 instances of participation across consultation forums. Court noted that the consultation arrangements had been developed with the campus trade unions and discussions had covered both cross-University matters and specific business areas. It was emphasised that individual business cases would be revisited throughout the process as questions were answered, alternatives were proposed and proposals evolved.

The Director of People formally acknowledged the constructive contribution of the campus trade unions. It was reported that publication of the detailed business cases to staff had been delayed while personal information and GDPR considerations were addressed, temporarily limiting the ability to discuss business cases as part of the consultation. Court noted that the business cases had subsequently been published.

Court noted that the statutory 45-day period was a minimum rather than a fixed end point, and it was confirmed that consultation would continue for as long as was necessary to explore the issues properly. It was expected that proposals would change because of consultation.

Members sought clarity about when Court would receive the final proposals and the level of supporting information that would be provided. It was confirmed that Court approval would be required before any redundancies were implemented and that the intention was to bring the outcome of consultation to Court, potentially in September. Members argued that the Court would require sufficient information to understand the impacts, risks, legal considerations, equality implications and alternatives. While it was recognised that the full consultation record could run to many hundreds of pages, there was broad agreement that a short high-level summary would be insufficient and that an appropriate middle ground would be required.

A member expressed concern that staff had only recently obtained access to detailed business cases and cited examples where the financial basis or staffing data used in proposals had been challenged. It was argued that delayed access to information restricted the ability of staff to formulate alternatives and could undermine confidence in the process. Court was reassured that an audit trail of alternative proposals and the reasons for accepting or rejecting them would be maintained.

A member expressed concern that Court had approved the Strategy to Recovery without seeing the detailed implications for areas such as the Chaplaincy, Botanic Gardens, Cooper Gallery, Global Room and levels of student support. It was argued that Court required more information to discharge its responsibilities for risk and legal compliance. Concern was expressed about the timing of consultation over the summer and the potential impact on staff who were already experiencing significant pressure.

Another member agreed that Court needed enough detail to make an informed strategic judgement but cautioned against the governing body taking over the executive's role. It was argued that management and the trade unions should first be allowed to complete the consultation and that Court should then scrutinise the resulting proposals.

The Interim Principal advised that the University needed to remove approximately £20m in cost and that staffing levels had to be aligned with the University's sustainable income base. He noted that the University had reduced staffing from the peak level in 2024, but independent assessments continued to identify a material uncertainty around going concern beyond July 2027. It was reported that Deloitte's work for the Scottish Government and EY's audit work both supported the conclusion that further action was necessary. The Interim Principal cautioned that there were no painless alternatives available: choosing not to make a saving in one area would reduce cash generation, investment capacity and financial resilience elsewhere.

The Court discussed the distinction between changes intended primarily to improve academic portfolio management and those intended to generate immediate financial savings. The Interim Principal advised that suspending or redesigning a small number of low-demand programmes would have only a marginal short-term financial impact and was motivated instead by the need to reallocate academic capacity. It was recognised, however, that members required clearer advance awareness of potentially controversial proposals. The Chair acknowledged that the Court should have been forewarned about matters such as the Nursery, Botanic Garden and Chaplaincy, even where the underlying proposal had been mischaracterised publicly.

Student-facing services were discussed at length. Members emphasised the importance of the Chaplaincy and other frontline services in supporting students in crisis, fostering belonging and responding to bereavement and serious welfare concerns. A member expressed concerns that reductions in preventative support could create unacceptable risks if not properly assessed and mitigated. It was clarified that the proposal was not to close the Chaplaincy as a function, but to consider alternative models of delivery. It was confirmed that the University employed one of several chaplains associated with the service, with other honorary chaplains supported by faith communities.

Court noted that the redesign of student services was intended to produce a more integrated, sustainable and resilient model focused on core student-facing activity. The University would continue to meet its statutory and regulatory responsibilities in relation to welfare, disability and equality, including the Equality Act 2010. Court noted that senior officers were meeting directly with affected teams and seeking views on unintended consequences and alternative approaches. The Chair requested that, before final proposals were presented to Court, they should also be discussed with DUSA so that the Court could receive the Students' Association's perspective.

A member requested that the eventual Court paper include a clear analysis of the impact on existing key risks, alternative operating models, equality implications and the possible implications for the terms of Scottish Government/SFC support. The Chair confirmed that the Court would receive the necessary information before was asked to make final decisions, recognising that consultation remained live.

Professor Susan Kinnear stressed that the academic programme review was not designed to create redundancies but to ensure that the remaining academic staff could carry a manageable workload. She expressed concern about inaccurate information entering the public domain, citing reports about academic programme changes and other activities which did not accurately describe the proposals. Members agreed that Court should allow the consultation to proceed and then make a considered decision on the proposals presented, rather than attempting to resolve operational details while consultation remained active.

A member of Court declared that he was in a redundancy pool and argued that the University should seek to rebuild trust by removing the threat of compulsory redundancy and bringing staff together around a shared plan for sustainability. Other members who were personally affected by the proposals also declared their interests and described the importance of learning from recent communication failures, particularly when Court members had first learned of significant public-facing proposals through the media. It was also noted that staff roles had evolved following earlier severance rounds and that removing posts without understanding additional duties absorbed by those staff could create operational risks.

In concluding the item, the Chair confirmed that the concerns raised would inform the material brought back to Court. It was agreed that the final paper would need to provide sufficient detail for informed governance scrutiny while respecting the executive's responsibility to conduct the consultation.

(ii) TERMS FOR VOLUNTARY REDUNDANCY

The Court considered proposed revised Voluntary Redundancy (VR) terms. Members who were personally within a redundancy pool declared their interests. Those members were permitted to comment before the decision; affected members either left the meeting for the decision or did not participate in the vote.

The Interim Principal explained that the proposal sought to be as generous as was affordable in order to encourage voluntary departures while recognising the University's serious financial position. The proposed terms represented a substantial enhancement to those approved in December 2025. Court noted that considerable discussion had taken place about the different contractual notice periods for academic and professional services staff. It was reported that UEG had concluded that a single set of VR terms should apply in order to maintain parity of treatment, notwithstanding the fact that the relative attractiveness of the package would differ because academic staff had longer notice periods. It was reported that the trade unions had identified clarity on VR terms as a priority in the consultation process and that early agreement would enable staff to make more informed decisions. A further affected member noted that the terms were less attractive to academic staff and argued that normal retirement, resignations and other turnover should be reflected fully in workforce planning.

One Court member argued that decisions about workforce reduction could not be separated from decisions about the future academic portfolio and structure and reiterated his view that the University should focus on voluntary measures and income growth. The Court was reminded that independent financial review continued to demonstrate a need for further savings. It was reported that neither Deloitte nor EY supported the proposition that the University's existing staff reductions had already secured the required £20m saving.

Members discussed the financial modelling underpinning the options. It was noted that the enhanced option carried higher immediate restructuring costs but was considered more likely to attract sufficient volunteers and therefore to deliver the projected recurring savings. The Finance Director confirmed that restructuring costs were currently expected to be accounted for in 2026/27, subject to auditor discussion, and that non-staff savings and cancellation of unrequired vacancies would contribute to closing the remaining gap to the overall savings target. He confirmed that a full breakdown would be provided to the Finance and Policy Committee and Court.

Concern was expressed that Court had not yet seen the underlying business cases and therefore could not be certain that the modelled savings would be realised. Other members considered that the terms had to be agreed before staff could make informed choices about whether to volunteer and that the decision on terms was distinct from the later decision on the substantive restructuring proposals. It was reported that the People and Organisational Development Committee had discussed the matter robustly and endorsed the proposed terms.

The Court approved by majority vote Option 2 as the enhanced VR Terms. The names of those voting against (Tánaiste Custance and Maggie Chapman) were recorded. Dr Carlo Morelli, Dr Martine Van Ittersum and Dr Andrea Mohan abstained owing to membership of a redundancy pool.

The Court decided: to approve by majority vote Option 2 as the enhanced VR terms.

358. CHIEF FINANCE OFFICER REPORT

The Court received the period 10 management accounts and financial update report from the Chief Finance Officer. It was noted that the delayed 2023/24 accounts had been published on 1 July 2026. Court noted that the Audit and Risk Committee had considered the timetable for the 2024/25 and 2025/26 accounts earlier that day.

Court noted that the forecast operating deficit for the current year had reduced by approximately two thirds and was expected to be around £10m. Forecast EBITDA was approximately £6.7m, equivalent to 2.3% of income. A new presentation had been added to illustrate why a positive EBITDA at that level was still insufficient to provide the cash required for loan repayments, pension deficit recovery contributions and necessary investment. The timing of the annual budget process remained dependent on progress with the cost-reduction programme during August 2026, and it was recognised that a budget should not be submitted for approval before the underlying savings plan was sufficiently settled.

Members welcomed the improved financial presentation and drew particular attention to the analysis of research cash and the level of cross-subsidy from teaching and other activities into research. A member suggested that the Court should monitor this regularly because under-recovery on research contributed to the University's structural financial challenge.

The presentation of staff-cost savings was questioned and clarification was sought on whether reductions arising through retirement and normal turnover were fully visible. The Finance Director clarified that the 'other' staff savings line previously shown in the Strategy to Recovery related to estimated future redundancy savings rather than historical turnover. It was also noted that unusually large research cash receipts included substantial advance funding which would be spent in future periods and therefore required careful interpretation.

The Court decided: to note the management accounts.

359. AUTHORITY TO AMEND REGULATIONS AND POLICY DOCUMENTS

The Court considered a proposal, previously approved by Senate, to delegate authority to make non-substantive amendments to policies and operational documents so that terminology could be updated to reflect the new organisational structure. Examples included replacing references to Schools with Faculties and updating job titles. The purpose was to allow documentation to be updated efficiently without requiring each amendment to return for separate approval.

A member asked whether the Academic Operating Model, which had appeared in the papers for the previous meeting but had not been discussed because of time constraints, should return to Court. It was explained that the document had formed part of the wider material associated with Strategy to Recovery and had also been provided in connection with regulatory requirements. It was agreed that officers would consider whether it should be brought back for a substantive Court discussion.

The Court decided: to approve the delegated authority for non-substantive amendments.

360. ANY OTHER BUSINESS

The Chair advised that shortlisting for new Court members had taken place earlier that day and that interviews would follow. It was hoped that at least two, and possibly three, new members would be in place by the

September meeting. The incoming student members would also attend the next meeting as substantive members.

361. DATE OF NEXT MEETING

Court noted that the next meeting was scheduled for 8 September 2026. The Chair again recorded thanks to Tánaiste Custance, Marcus Flucker, Jay Surti and Alain Bainbridge attending their final meeting and informally welcomed Angela Scott as Principal designate before closing the meeting.