UNIVERSITY COURT

Review of Court Effectiveness

Introduction

Under Principle 16 of the Scottish Code of Good Higher Education Governance, the Court is required to undertake an externally facilitated review its effectiveness every five years, with effectiveness being assessed against the Statement of Primary Responsibilities and the Code.

At the meeting of the Governance & Nominations Committee (G&NC) on 27 January 2014 members approved the following proposals for the conduct of the quinquennial review of the effectiveness of the Court:

a. that a small steering group (the Review Group) be established to oversee the review, prepare the final questionnaire and engage and liaise with an external facilitator;

b. that the Review Group should have the following composition:
   i. lay member of G&NC as Convener (but not the Chairman of Court);
   ii. lay member of Court (not a member of G&NC);
   iii. staff member of Court; and
   iv. independent student member of Court or President of DUSA.

c. that in line with the requirements of the Scottish code of Good HE Governance, an external facilitator be engaged. The facilitator’s role would be to conduct interviews with Court members and, as determined by the Review Group, with internal and external stakeholders as appropriate; and that the facilitator should work closely with the Review Group and officers on the development of recommendations as one outcome of the review process; and

d. that the facilitator’s report along with the analysis of the questionnaire completed by Court members be submitted to Court together with the proposals of the G&NC made after they had considered the Review Group’s views.

The Review Group had the following composition: Mr Iain Wright as Convener, Mr Andrew Richmond, Dr Alison Reeves and Mr Iain Mackinnon. It met on three occasions (3 March 2014, 12 May 2014 and 5 August 2014). The Review Group reported its findings to the Governance & Nominations Committee at an additional meeting of the Committee on 6 October 2014.

Process – Review Group

As part of the review, the Review Group considered four main elements as follows:

1. Alignment to the Scottish Code of Good HE Governance: based upon the assessment by the internal auditor (KPMG) and the University’s submission to a request from Universities Scotland for an update on the University’s alignment to the Scottish Code at the end of July 2014 which was communicated to the Court at the Retreat in September 2014.
2. **Statement of Primary Responsibilities**: the Director of Policy, Governance & Legal Affairs carried out a review of the Statement of Primary Responsibilities based on sector-wide best practice. Amendments to the Statement were considered and endorsed to the Court by the Governance & Nominations Committee at its meeting on 6 October 2014.

3. **Court Members’ questionnaire**: A questionnaire was made available to members electronically in April 2014 and responses to the survey along with a statistical summary and synopsis were considered by the Group in parallel to the external facilitator’s report. The questionnaire was based upon that used in the 2009 Court Effectiveness Review with modifications taken from the sample questionnaire available within the Leadership Foundation for Higher Education (LFHE) Governor Development Programme online resources package.

4. **External Facilitation**: the Group was guided by the requirements of the Scottish Code of Good HE Governance\(^1\) with respect to effectiveness reviews:

   > The governing body shall keep its effectiveness under annual review. Normally not less than every five years, it shall undertake an externally-facilitated evaluation of its own effectiveness, and that of its committees, and ensure that a parallel review is undertaken of the senate/academic board and its committees. Effectiveness shall be assessed both against the Statement of Primary Responsibilities and compliance with this Code. The governing body shall, where necessary, revise its structure or processes, and shall require the senate/academic board of its Institution to revise its structure and processes accordingly. [Main Principle – Number 16].

   The Review Group considered a range of options and, at its meeting on 24 March 2014, the Governance & Nominations Committee approved the engagement of Mr John Lauwerys, a former Registrar at the University of Southampton now working as a consultant for the Leadership Foundation for Higher Education (LFHE), as the external facilitator for the review.

   Mr Lauwerys presented his report to the Review Group on 5 August 2014. The Group at that meeting was satisfied that the recommendations within Mr Lauwerys’ report captured all aspects emerging from the review on which the Group wished to bring forward proposals. The recommendations and proposals from the Review Group were subsequently considered by the Governance & Nominations Committee on 6 October 2014, with a series of proposals being agreed and subsequently submitted to the Court.

**Outputs from the Review**

At its meeting on 27 October 2014 the Court considered recommendations from the external facilitator together with the views of the Governance & Nominations Committee. The outputs of the review, as agreed by the Court, are summarised below as a series of responses to the external facilitator’s recommendations.

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The Role and Responsibilities of the Court

Recommendation 1

**The Statement of Primary Responsibilities should be reviewed to take full account of the Scottish Code of Good H.E. Governance and the Statement should be actively reviewed by Court on an annual basis.**

The Court Decided:
To implement the recommendation in its entirety.

Proposed implementation date: Immediate.

[Secretary’s note: At its meeting on 27 October 2014 the Court approved a revised Statement of Primary Responsibilities].

Recommendation 2

**Court should be mindful of the distinction between its responsibilities for the governance of the University and the separate responsibility for the management of the University which rests with the Principal and Senior Executive. The Senior Management Team should not be seen as a Committee of Court.**

The Court Decided:
To implement the recommendation and propose that the Principal’s Report to each Court meeting be the main route for communication between the SMT and the Court.

Noting the overlap with recommendation 4, members agreed that the Court should also consider how at a future meeting both Court and the SMT might be supported in gaining a greater mutual understanding of the distinction between governance and executive management beyond the introduction of Corporate Governance training proposed at recommendation 4.

Proposed implementation date: 15 December 2014 and annually thereafter at the start of each academic year.

Recommendation 3

**The Scheme of Delegation should be revised and then reviewed annually by the Court.**

The Court Decided:
To implement the recommendation in its entirety.

Proposed implementation date: 15 December 2014
The Overall Effectiveness of the Court

Recommendation 4

A special half day meeting of Court should be arranged, supported by an experienced external facilitator, to explore and seek to resolve the concerns of a minority of the Court members about the relationship between Court and the Senior Executive (evidenced in particular over the consideration of the 'Transformation Agenda') and to clarify the nature of the governance role of Court members.

The Court Decided:

That, noting the importance of addressing this recommendation, particularly in the context of recent difficult discussions around the Transformation Agenda, a training and discussion session, led by an external facilitator with extensive knowledge of corporate governance, should be scheduled for the Court and the Senior Management Team to enhance their respective mutual understanding of the role and perceptions of Court members as governors and of the SMT as managers. It was also agreed that induction sessions for new Court members should include corporate governance training.

The Court asked that the University Secretary identify a suitable facilitator(s) for consideration and an informal environment for this training session.

Proposed implementation date: 16 February 2015/20 April 2015, prior to the meeting of Court.

Recommendation 5

Court should consider having pre-meeting sessions to allow for information/briefing presentations and visits to departments/centres in the University.

The Court Decided:

To implement the recommendation in its entirety and that, for example, the presentation by the Sports Union President of the annual report from the Sports Union be replaced by a tour of ISE and Sports Union accommodation prior to the meeting of Court, led by the President and the Director of ISE.

Proposed implementation date: Immediate.
Court Meetings and Papers

Recommendation 6

The agendas for Court meetings should be re-ordered to ensure key items for discussion are taken first. Briefings on key issues, such as on the financial position, should continue to be given at Court meetings but they should be carefully designed to deliver the key information in a succinct and clear manner. Major issues should come to Court for discussion and consideration of options rather than just for formal approval or noting.

The Court Decided:
To implement the recommendation in its entirety with the understanding that where significant and sensitive items were presented the discussion should be sufficient for all issues to be raised appropriately. It is also decided that:

- reserved business items, while remaining confidential, should be taken in the appropriate order on the agenda rather than as a distinct section at the end;
- presenters should be reminded that their introduction of papers should be succinct and cover only key points and updates; and
- in advance of meetings of Court the Chair should take a view of the appropriate duration of each item and give an indication to the Court at the start of the meeting of the expected time for conclusion of the meeting – taking into account both the indicative timings and the importance of maintaining the balance of discussion.

Proposed implementation date: 15 December 2014

University Strategy, Reviewing Risk and Monitoring Institutional Performance

Recommendation 7

The Vision and Institutional Strategy should be subject to review to ensure it takes account of the rapidly changing context of higher education. A clear implementation plan should then be developed with targets and benchmarks against which progress towards achieving the Institutional Strategy can be assessed.

The Court Decided:
To implement the recommendation in its entirety. The Court will consider the institutional strategy and Vision in the context of the University’s position two years after the launch of the Vision, a schedule for the review will also be developed, and an implementation plan for the strategy and the transformation agenda is to be provided as part of the review.

Proposed implementation date: 8 June 2015.
Recommendation 8

The Key Performance Indicators (KPIs) should be reduced in number to perhaps ten or so and these should be included in a dashboard/traffic light format on the agenda of every Court meeting.

The Court Decided:

To ask the Senior Management Team to consider which KPIs were most appropriate for presentation to the Court to enable regular monitoring and meaningful discussion of institutional performance data. Members also made a number of suggestions for the improvement of the presentation of the data.

It was further agreed that the most recent set of the management accounts should be provided to each meeting of the Court for members’ information.

Proposed implementation date: 15 December 2014.

Composition of Court and the Appointment and Conduct of Members

For reference, the current composition of the Court is listed in Appendix 1 along with a note of officers normally in attendance of meetings.

Recommendation 9

The size of Court should be reduced by two and the presence of those ‘in attendance’ at meetings should be reviewed. Without increasing the number regularly attending, two of the Vice- Principals should always be at Court meetings to support Court in its deliberations. The University Secretary should however attend all parts of all meetings of Court.

The Court Decided:

Noting that the Court size of 23 members was already within the maximum 25 number of members recommended by the Scottish Code of Good HE Governance, to reject the recommendation that the size of the Court be reduced by two (see recommendations 12 & 14), but to approve elements of the recommendation relating to those in attendance of the Court. In particular, the Court agreed that:

- in the interests of continuity the same two Vice-Principals be asked to attend every meeting - for the time being defined as those with the University-wide portfolios for Learning & Teaching and Research. This should be reviewed annually.
- other Vice-Principals be invited to attend the Court for distinct agenda items relevant to their portfolios on the invitation of the Chair of Court.
- the Director of External Relations and the Director of Human Resources should attend only for relevant agenda items as identified by the Chair of Court.

Proposed implementation date: 15 December 2014.
**Recommendation 10**

*The post of Chancellor’s Assessor should be deleted as an explicit membership category, but the number of co-opted members should then be increased by one.*

**The Court Decided:**
To implement the recommendation in its entirety, subject to the following provisions being in place:

- the Chair of Court and/or Secretary are to meet with the Chancellor at least annually to update him/her on matters of particular interest to the Court;
- the role of Senior Independent Member of Court should be incorporated within the position of Deputy Chair/Vice-Chair created in recommendation 10.11.
- as such, the role of Senior Independent Member & Vice-Chair should be filled by the same person and consideration should be given to the name of the position;
- that the responsibilities of the Deputy Chair/Vice-Chair include bringing appropriate Court matters of to the attention of the Chancellor as necessary; and
- that the position, however named, be filled now by the person currently designated as Chancellor’s Assessor.

In reaching its decision, the Court noted both the importance of the link between the Chancellor and the Court (and in turn the historic and symbolic nature of the title of Chancellor’s Assessor), and the rationale behind the proposed change - to improve governance practice by ensuring that no single individual should have the statutory right to appoint a member of Court. Members noted that the Chair of Court and Principal had consulted the Chancellor and that he was content with the recommendation.

**Proposed implementation date:** 1 August 2015

**Recommendation 11**

*The post of Deputy or Vice Chair of Court should be established to be appointed from among the lay members of Court.*

**The Court Decided:**
To implement the recommendation in its entirety, noting the agreement of recommendation 10. It was also agreed that the Standing Orders of Court should be updated to reflect the arrangement.

It was also agreed that:

- the role of Senior Independent Member on Court and Deputy/Vice-Chair should be fulfilled by the same person;
- that the appointment of the Senior Independent Member & Deputy Chair should be determined by the Court following recommendation from the Governance & Nominations Committee;
- that the appointment be subject to the appointee’s existing term of office and that, unlike the position of Chair of Court, the role not be considered a distinct category in terms of starting a new period of office; and
- that the remit of the role include briefing the Chancellor on matters of Court as necessary.

**Proposed implementation date:** 1 August 2015
Recommendation 12

*The Lord Provost of Dundee should cease to be an ex-officio member of the Court and the total lay membership should be reduced by one.*

**The Court Decided:**
To reject the recommendation.

The Court highlighted the importance of the relationship between the University and the City, and the role of the Lord Provost in this relationship. Having considered other opportunities for maintaining the balance of skills on the Court members considered that the loss of this position on Court would be detrimental.

**Proposed implementation date:** Not applicable

Recommendation 13

*Senate should be invited to consider how it might ensure that its elected representatives on Court are drawn from across the University rather than predominantly from one College.*

**The Court Decided:**
While respecting the choice of the electorate, the Court recommended that the Senate be invited to work with the Governance & Nominations Committee to consider best practice and potential enhancements in this respect.

**Proposed implementation date:** 15 December 2014

Recommendation 14

*The Academic Council Representation on Court should be reduced by one to reflect the reduction in the lay membership arising from Recommendation 12.*

**The Court Decided:**
Following the decision to reject recommendation 12, to reject the recommendation.

**Proposed implementation date:** Not applicable
Recommendation 15

The Governance and Nominations Committee should develop a template to help in achieving a well-balanced membership of Court. In addition to advertising vacancies on Court, the Committee should ensure a parallel 'headhunting' exercise takes place to find good candidates.

The Court Decided:
To implement the recommendation in its entirety and that:
- the Governance & Nominations Committee should be asked to consider the number of core committees that each member of Court is asked to serve on in order to avoid any individual member serving on too many;
- that the G&NC should be encouraged to take a proactive view to ensuring diversity on the Court, through the development of an action plan or statement of intent (see Scottish Code);
- that the use of recruitment consultants should be considered to help identify a more diverse range of candidates and relevant skill sets and;
- that the skills matrix developed at the Court Retreat should be used to inform the advertisement and interview process.

Proposed implementation date: 1 August 2015

Recommendation 16

When a vacancy for the post of Chair of Court occurs, this should be advertised externally as well as internally. The [Governance & Nominations] Committee should then make a proposal to Court for the appointment of a Chair. Court should then make an appointment on the basis of this recommendation but not hold a ballot among its members.

The Court Decided:
To approve the recommendation that the Court move to an appointment rather than election process to select the Chair of Court to ensure compliance with the Scottish Code of Good HE Governance, and to ask the Governance & Nominations Committee to consider and make proposals to the Court regarding the process for selection, noting the suggestion that:
- the existing Chair should not be involved in the appointment of his/her successor;
- that consideration should be given to whether the Governance & Nominations Committee, or a specially convened panel of the Court should consider and make a proposal to the Court for the appointment of a Chair;
- that any member applying for the position should not be considered eligible to participate in the appointment process;
- that the timing of the process should be sufficiently in advance of the end of the period of office of the outgoing Chair to enable an appropriate handover/shadowing period;
- that existing members of the Court would be eligible to apply, but should the appointment be from an application external to the Court then there should be a mechanism to provide an introduction to the Court prior to the end of the term of office of the outgoing Chair; and
- that the Governance & Nominations Committee should be asked to consider the experience and competencies required for the role of Chair of Court for inclusion in external advertisements.

Proposed implementation date: 15 December 2014
Court Committees

Recommendation 17

The Chair of the Audit Committee should cease to be a member of the Remuneration Committee.

The Court Decided:
To implement the recommendation in its entirety.

Proposed implementation date: With immediate effect.

[Secretary’s note: At the meeting of Court on 27 October 2014 the Convener of the Audit Committee resigned from membership of the Remuneration Committee].

Recommendation 18

The Committees of Court should, on major issues, 'prepare the ground' for discussion and determination of matters by the full Court but not seek to pre-empt the decision Court might reach by making a firm recommendation.

The Court Decided:
The recommendation should be implemented in an issue dependent way using a risk-based approach to these items. Templates for papers of this nature should include the presentation of options and deliberations at the Committee level in addition to the recommendation from the Committee.

Proposed implementation date: With immediate effect.

Recommendation 19

The items on the agendas of Court Committees should enable members to contribute to the early stage of the development of policy.

The Court Decided:
The recommendation should be implemented for all major policy developments.

Proposed implementation date: With immediate effect.

Other Issues

Recommendation 20

Court should consider ways to raise its visibility within the University and to improve its understanding of the University’s activities.

The Court Decided:
To ask officers and the DUSA President to consider ways in which this could be achieved, suggesting for example: Court visits to Schools/Colleges, the use of electronic screens around the campus, announcements of Court appointments and the use of the Contact Magazine in highlighting the role of Court at the time of elections to the Court.

Proposed implementation date: 15 December 2014.
Recommendation 21

The induction process for new Court members should be reviewed to provide a more tailor designed programme for each person.

The Court Decided:
To implement the recommendation in its entirety and recommended that consideration be given to the introduction of a mentoring scheme with new members assigned an academic and a lay member of Court to provide mentoring in their first year.

Proposed implementation date: 1 August 2015.

Recommendation 22

Court should review the time of its meetings and in doing so give particular thought to the convenience of the timing of meetings to members and potential members, who may be at a demanding stage in their careers and have limited flexibility in taking on external commitments.

The Court Decided:
That a review of the timing of meetings should be undertaken, noting in particular that the timings of meetings may be of importance in ensuring diversity on the Court, but also the need to balance the requirements of existing members with that of potential new members. As part of this review it is proposed that officers be asked to provide a report to the Governance & Nominations Committee on practice elsewhere in the sector and undertake a survey of views from existing members.

Proposed implementation date: The meeting of the Governance & Nominations Committee on 23 March 2014

Recommendation 23

The University should consider undertaking a revision of the Charter and Statutes so that they reflect current practices and policies.

The Court Decided:
To implement the recommendation in its entirety, noting the need to reflect on previously agreed and newly agreed changes.

Proposed implementation date: 1 August 2015.

Recommendation 24

The University should provide additional professional support for Court and the whole governance process.

The Court Decided:
To ask that officers provide information from comparator institutions on support for governing bodies across the sector to inform consideration of this recommendation.

Proposed implementation date: 15 December 2014
The current composition of the Court is:

Lay (Independent) Members (13)
- The Chair of Court elected by the Court from amongst the existing lay members of Court;
- The Rector or an Assessor, nominated by the Rector after consultation with the Students Association, for the whole of their term of office;
- The Chancellor’s Assessor, historically nominated from the existing lay membership of Court on the advice of the Governance & Nominations Committee;
- The Lord Provost of Dundee City Council or Assessor nominated by the Lord Provost for the whole of their term of office (Ex officio);
- Two Graduates’ Council Assessors (change to the selection method currently pending Privy Council approval);
- Seven members co-opted by the Court.

Internal Elected/Ex Officio Members (10)
- The Principal (Ex officio);
- Two Professors elected from amongst its members by the Senate
- Two Readers, Senior Lecturers or Lecturers elected from amongst its members by the Senate;
- Two members of Academic Council elected by the Academic Council;
- A member of the non-academic staff elected by the non-academic staff;
- The President of the Dundee University Students’ Association (Ex officio);
- A matriculated student of the University; and

The following officers are currently in regular attendance of the meetings of Court (6):
- The University Secretary;
- The Director of Finance;
- The Director of External Relations;
- The Director of Human Resources;
- The Director of Policy, Governance & Legal Affairs; and
- The Policy Officer (Corporate Governance) as the Clerk to Court.