Chapter 1: Introduction

The Court is the governing body of the University and is responsible for overseeing the institution’s activities, determining its future direction and fostering an environment in which institutional objectives are achieved and the potential of all learners is maximised. Subject to the Charter and Statutes of the University, the Court takes all final decisions on matters of fundamental concern to the institution.

The Senate is responsible for the academic work of the University, subject to the general control and approval of the Court.

The Court approves the University’s strategic plan (Chapter 6.3) and monitors the University’s performance in achieving its goals in relation to the Key Performance Indicator (KPI) targets and action plans which underpin the strategy. The governing body is also responsible to the Scottish Funding Council for the proper use of public funds and for establishing and monitoring effective systems of internal control and accountability.

There is a Schedule of Delegation in place which defines decision-making powers which are reserved to the Court and those which are delegated to the University Executive Group, Committees of Court and the Senate, as well as to the Principal & Vice-Chancellor, the Secretary and other officers.

The University of Dundee Court Members’ Handbook has been designed to provide members of the Court with information required to familiarize themselves with the organisation, governance roles and responsibilities, and governance tools which they may require.

Director of Academic & Corporate Governance
Policy Officer (Corporate Governance)

August 2018
Chapter 2: Governance of the University

2.1 Governance of the University: Introduction

The structure of the University’s governance arrangements is set out in its Royal Charter, founding the University in 1967. The provisions of the Charter are amplified in a series of Statutes. The Charter and Statutes can be amended by the University, subject to approval by the Privy Council. Subordinate legislation in the form of Ordinances, either in further amplification of the Statutes or on other matters, can be enacted by the Court without reference to any external body. The procedures for amending any of these instruments or creating new Statutes or Ordinances, are prescribed in the Charter. At a lower level, the Court (and the Senate – see below) can also adopt regulations governing various matters without any special protocol. All such legislation - from the Charter down to specific regulations is available from the Academic & Corporate Governance website.

The governing body of the University is the Court. The Court is responsible for overseeing the institution’s activities, determining its future direction and fostering an environment in which institutional objectives are achieved and the potential of all learners is maximised. Subject to the Charter and Statutes, the Court takes all final decisions on matters of fundamental concern to the institution. Under the terms of the Charter, the Court is ‘responsible for the management and administration of the whole of the revenue and property of the University’; and exercises ‘general control over the University and all its affairs, purposes and functions’. The powers and functions of the Court, as well as its composition, are set out in detail in Statute 9. More recently, in accordance with best practice in corporate governance in higher education, the Court has also adopted a Statement of Primary Responsibilities. These responsibilities include, through the terms of a Financial Memorandum with the Scottish Further and Higher Education Funding Council 1, the proper use of public funds and establishing and monitoring effective systems of internal control and accountability.

The other main decision-making body of the University is the Senatus Academicus, more commonly referred to as the Senate. Unlike the Court, which has a majority of lay members, the Senate is composed entirely of academic representatives, mostly ex officio or elected. The Senate currently has 50 members (including student representatives). According to the Charter, the Senate is responsible, subject to ‘the general control and approval of the Court’, for ‘the academic work of the University’ and ‘the regulation and superintendence of the education and discipline of the students’.

Other significant bodies are the Staff Council, comprising all staff in the University, which can discuss and declare opinions on any matter relating to the University; and the Graduates’ Association which can make representations to the Court on the well-being of the University through its two members on Court.

The Chancellor is the titular head of the University, with ceremonial responsibilities. The Chancellor has the right to receive Court papers and to attend Court meetings, but is not a member of the Court and is therefore not be entitled to vote at Court meetings. The current Chancellor is Dame Jocelyn Bell-Burnell.

The Principal & Vice-Chancellor, who is also a member of the Court, is the chief executive officer of...

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1 Otherwise known as the Scottish Funding Council (SFC). See also section 2.4 Financial Governance of the University
the University and has overall responsibility for academic affairs and the effective management of
University services. The role and main responsibilities of the Principal, as approved by the Court, are
set out in Appendix 1. The current Principal is Professor Sir Pete Downes, he will retire from the role
on 31 December 2018 and Professor Andrew Atherton will assume the role from 1 January 2019
following his appointment by the Court in July 2018. The Principal convenes a University Executive
Group, comprising the four Vice-Principals, the University Secretary and the Directors of External
Relations, Finance and Human Resources.

The Rector is a lay person elected by the students of the University to represent their interests. The
Rector has a seat on the Court but may nominate a lay person as his or her assessor to assist with
rectorial duties; where the Rector elects not to hold office as a member of Court, but to appoint an
Assessor, the Rector nevertheless retains the right to receive Court papers and attend Court
meetings, but is not a member of the Court and is not entitled to vote at Court meetings. The current
Rector is Mark Beaumont, his assessor is Mr Keith Winter.

The University Secretary and Chief Operating Officer is responsible, under the direction of the
Principal, for the administration of the University, and is formally the Secretary to the Court and
Senate.

There is a Schedule of Delegation in place which defines decision-making powers which are reserved
to the Court and those which are delegated to the University Executive Group, Committees of Court
and the Senate, as well as to the Principal, the Secretary and other senior officers.

2.2 Governance of the University: Scottish Code of Good HE Governance

The Scottish Code of Good HE Governance was reviewed following the publication of the Higher
Education Governance (Scotland) Act (2016). The revised Code was published in October 2017 and
the Court, led by the work of the Governance & Nominations Committee, has approved a number of
measures to ensure compliance with the Act and the Code. The University expects to achieve full
compliance with the Code by October 2018. The University is already compliant with the provisions
of the Act.

This differs from the Committee of University Chairs (CUC) Higher Education Code of Governance
(Revised 2018), and Scottish Institutions. While noting good practice in that, and that CUC contained
in the CUC ‘Higher Education Senior Staff Remuneration Code (2018)’, members should note that
there are conflicts between the requirements of the Scottish Code of Good HE Governance/Higher
Education Governance (Scotland) Act, and that Scottish HEIs must adhere to the requirements of
these.

The Governance & Nominations Committee also reviews the University’s alignment to applicable
elements of the UK Corporate Governance Code on a regular basis. The last review was carried out in
May 2017 and the mapping is available from the Handbook Resources Folder. The Committee will
review the new UK Corporate Governance Code during 2018/18.

2.3 Governance of the University: Higher Education Governance (Scotland) Act 2016

In April 2017 the Court was advised of the approval by the Privy Council of changes to its Charter,
Statutes and Ordinances required to implement the Higher Education Governance (Scotland) Act
2016. The University is currently compliant with the Act.
2.4 Governance of the University: Financial Governance

General
The University Court, as the governing body, is responsible for the management and administration of the whole of the revenue and property of the University. The Finance & Policy Committee is the body responsible for advising Court on all matters relating to the overall finances of the University. The Committee recommends to Court a financial strategy for the University, including annual revenue and capital budgets, and monitors performance in relation to approved budgets and the execution of financial policies adopted by the Court.

The Audit Committee receives reports from the internal and external auditors on the effectiveness of management systems and controls in operation and is responsible for advising Court on these matters. The Court is responsible for the appointment of the auditors. Currently the Internal Auditor is Scott Moncrieff and the External Auditor is Ernst Young. The Governance & Nominations Committee is responsible for reviewing compliance with corporate governance requirements and good practice guidelines.

Scottish Funding Council
The majority of income comes from the Scottish Funding Council (SFC), and research grants and contracts, with a significant portion of funding coming from tuition fees/education contracts. A breakdown of the University’s funding profile can be found in the Annual Financial Statements.

The SFC provides funding and support for Scotland’s colleges and universities in one body. The Council is a non-departmental public body responsible to the Scottish Government through the Education and Lifelong Learning Department.

Its main functions are:

- To distribute funds to support teaching and research in higher education institutions.
- To secure that provision is made for assessing the quality of higher education supported by the Council.
- To provide Scottish Ministers with information and advice relating to all aspects of higher education in Scotland, including the financial needs of the sector.

The activities of Scotland’s enterprise and skills agencies, including the SFC, Scottish Enterprise, Highlands and Islands Enterprise, and Skills Development Scotland are co-ordinated by the Enterprise and Skills Strategic Board created by the Scottish Government in November 2017. The Strategic Board aims to maximise the impact of the collective investment that Scotland makes in enterprise and skills development, and to create the conditions that are conducive to delivering inclusive and sustainable growth.

Scottish Funding Council income is paid to the University through formula funding and special initiatives. The recurrent grant is composed of two main elements: Teaching (formula-driven by student numbers, limited by SFC) and Research (formula-driven by research performance, measured through the periodic, UK-wide Research Excellence Framework (REF), and by volumes). Other special initiative grants distributed by SFC include capital grants (largely formula-driven) and one-off priorities as determined by SFC and bid for by the University.
To ensure accountability to SFC the Court is required to agree a Financial Memorandum with the Council which sets out the formal accountability relationship between the SFC and institutions, along with the requirements with which institutions are expected to comply in return of payment of grant by SFC. The most recent Memorandum came into force on 1 December 2014.

On an annual basis, the SFC receives a Ministerial Letter of Guidance from the Scottish Government to the Scottish Funding Council, setting out its policies and expectations relating to the Sector, and in turn the SFC and the University negotiate annually an outcome agreement which defines the expectations of learners, businesses, communities and the SFC. Outcome agreements incorporate and take precedence over the conditions of the main grant funding allocation. The Outcome Agreement process is intended to complement and support an institution’s autonomy and strategic ambitions. Achieving these ambitions is ultimately the responsibility of a university’s court or governing body. An Outcome Agreement should align with an institution’s strategy so that it enables the institution to negotiate its contribution toward sector level impacts according to its priorities and strengths. The most recent Funding Agreements and Outcome Agreements for the University of Dundee is available on the SFC website from the following link http://www.sfc.ac.uk/funding/outcome-agreements/outcome-agreements.aspx.

Chapter 3: Court Membership

3.1 Court Membership: General

The governing body of the University is the Court. The Court has 24 members (13 Lay members and 11 non-lay members) as set out in the table below. The former category includes either appointed or nominated members who are neither staff nor students, and the latter category includes the Principal, directly elected staff from the Staff Council and from Senate, nominated staff from trade unions and students of the University. Simplistically, lay members are analogous to independent (or non-executive) directors of other governing bodies or boards of companies and non-lay members are a mixture of executive directors and staff/student representatives.

Once appointed, all members assume the same responsibilities, obligations and rights and are expected to participate fully in all governing body business (unless a clear conflict of interest is identified). The roles of the Chair and Principal have additional aspects, which are prescribed in legislation, in institutional protocols and in the Scottish Code of Good HE Governance, otherwise, the different categories of member exist only in that are distinct routes to appointment to the governing body.

<table>
<thead>
<tr>
<th>Membership Category</th>
<th>Number of Members</th>
</tr>
</thead>
<tbody>
<tr>
<td>*Chair of Court</td>
<td>1</td>
</tr>
<tr>
<td>Principal (Ex-Officio)</td>
<td>1</td>
</tr>
<tr>
<td>*Deputy Chair of Court (Appointed by the Court)</td>
<td>1</td>
</tr>
<tr>
<td>Rector/Rector’s Assessor (Ex-Officio/Nominated by the Rector)</td>
<td>1</td>
</tr>
<tr>
<td>*Lord Provost of Dundee/Assessor (Ex-Officio/Nominated by the Lord Provost)</td>
<td>1</td>
</tr>
<tr>
<td>*Graduates’ Association Members appointed by the Graduates’ Association</td>
<td>2</td>
</tr>
<tr>
<td>Senate Assessors elected by the Senate)</td>
<td>3</td>
</tr>
<tr>
<td>Staff Council Members, elected by the Staff Council</td>
<td>2</td>
</tr>
</tbody>
</table>
(One academic and one non-Academic member)                       
Students nominated by DUSA)                                       2
Academic Member nominated by a trade union                        1
Support Staff member nominated by a trade union                   1
*Co-opted lay members of Court (appointed by the Court)    8
**TOTAL                                                24
**Lay:non-Lay                                              13:11

Note: 'Lay' in this table excludes the Rector/Rector’s Assessor since the position is elected by the students. Information on the processes and governance arrangements relating to the election/nomination/appointment of members of Court are found in Section 3.10 of the Handbook.

The members of the governing body, collectively and individually, must act in accordance with the Nine Principles of Public Life in Scotland (set out in full in appendix 3), which should be the foundation for the governing body’s behaviour and its decision-making processes. They are:

- Duty
- Selflessness
- Integrity
- Objectivity
- Accountability and Stewardship
- Openness
- Honesty
- Leadership
- Respect

The membership of Court is subject to minor change on an annual basis and a full list of members for the coming year is circulated to members by the beginning of each session along with contact details. In accordance with the Scottish Code of Good HE Governance (2013), a skills matrix is published by the Court on an annual basis, and all members are asked to complete a skills form at the time of their induction. The skills matrix is used to inform the recruitment and selection process when lay vacancies arise.

The membership list for Court, including terms of office, is reviewed annually by the Governance & Nominations Committee, and profiles for members are displayed on the Court Membership webpage alongside declarations of interests made by members and an indication of the Committees of Court of which the individual is a member.

Further information on the conduct of Court business and the responsibilities of Court members may be found in the following documents:

- Standing Orders for the Court and Code of Conduct for Members of the Court
- The Nine Principles of Public Life
- Role and Responsibilities of the Chairperson of Court
- Code of Practice on Conflict of Interest (for additional guidelines specific to members of Court please see also the Standing Orders and Code of Conduct for members as above).
- Guidance on declarations of interest by members of the Court
- Statement of Primary Responsibilities of the Court
- Statement on Diversity
- Schedule of Delegation
Guidance for Charity Trustees and Declaration (see also Court Induction & Development)

The following officers are in regular attendance of meetings of the Court:

- **Professor Sir Pete Downes**, Principal & Vice-Chancellor (also a member of the Court)
- **Wendy Alexander**, Vice-Principal International
- **Professor Nic Beech**, Vice-Principal Academic Planning & Performance
- **Professor John Rowan**, Vice-Principal Research, Knowledge Exchange and Wider Impact
- **Professor Karl Leydecker**, Vice-Principal Learning & Teaching
- **Dr Jim McGeorge**, University Secretary
- **Carol Prokopyszyn**, Director of Finance
- **Pamela Milne**, Director of Human Resources
- **Thomas Veit**, Director of External Relations
- **Director of Academic & Corporate Governance**
- **Director of Strategic Planning**
- **Policy Officer (Corporate Governance) & Clerk to Court**

3.2 **Court Membership: Induction and Development**

At the time of their appointment/election/nomination to the Court, members will receive a letter of appointment detailing their term of office, and key responsibilities. All Court members are also provided with an induction session on their first appointment, covering matters such as University governance, University finance and the role and responsibilities of members of Court. As part of their induction, sessions are arranged with the Chair of Court, the Principal, and the University Secretary to outline recent business, current and future matters for the Court, the policy environment. Sessions are also arranged with the Directors of: Academic & Corporate Governance, Finance, Human Resources & Organisational Development, Strategic Planning, Campus Services, External Relations, and Student Services to ensure that members are familiar with these areas and to further enhance members background understanding of operations in these areas when considering business before the Court. The President of the Dundee University Students’ Association and each of the four Vice- Principals are also invited to speak to all new members on matters in their specific focal areas. New members are also invited to meet individually with the Conveners of Committees on which they are expected to serve.

At their induction, members the following documentation will be drawn to members’ attention:

- The University Strategy
- The most recent annual Key Performance Indicator report
- The Charter, Statutes and Ordinances of the University
- Instructions on accessing their email account and the online Equality & Diversity Modules
- The most recent Financial Statements
- The Financial Memorandum between the SFC and the institution
- The Scottish Code of Good HE Governance
- The most recent Outcome Agreement with the SFC
- The CUC guide for members of HE Governing Bodies in the UK
- The Leadership Foundation for Higher Education ’Getting to Grips with being a New Governor’ booklet. Other ’Getting to Grips with’ guides are available from the Court Handbook Resources folder on BOX.
- Details on car parking; claiming of expenses; access to, and use of their University email account; requirements for the completion of Equality & Diversity Modules; completion of equality and diversity forms; declarations of interest; liability; General Data Protection Regulations (GDPR); and confidentiality.
As those appointed/elected/nominated as members of the University Court are regarded as 'Charity Trustees' under the scope of the Charities and Trustees Investment (Scotland) Act 2005, members are required to read the information provided within the Charity Trustee declaration form, and to complete the form to confirm their eligibility. Further guidance is also available from the Office of the Scottish Charity Regulator (OSCR) website.

Dates of meetings of Court and its Committees for the current academic year.

Mapping of UK Corporate Governance Code against University of Dundee Governance Arrangements

Members will also be offered development opportunities through attendance at external events, in particular those in the Governor Development Programme of the Leadership Foundation for Higher Education (part of Advance HE). Leadership Foundation for Higher Education (LFHE) 'Getting to Grips With....' guides are also available to members and may be accessed from the Handbook Resources Folder, and cover topics such as HR management, Audit Committees, Estates and Infrastructure, Procurement, Research and Knowledge Transfer, Internationalisation, Risk, IT and Communications, and Academic Standards.

During their term of office members should expect to meet with the Chairperson on an individual and informal basis annually to discuss their contribution and to receive guidance if needed. The other purpose of such meetings is to provide an opportunity for members to give feedback on their experience of the Court, as the Chairperson is responsible for ensuring that members interact effectively and have confidence in the way in which Court business is conducted. At this meeting the Chair will review members training and development needs, and these will be communicated by the Chair to the Court Administration Team to provide support. The form used to inform discussions at the meeting is available from the Handbook Resources folder.

Members are encouraged to speak with a member of the Court Administrative Team regarding any reasonable adjustments which they may personally require.

### 3.3 Court Membership: Liability

Members of Court are unlikely to incur personal liability for acts carried out honestly, reasonably, in good faith and without negligence in fulfilment of their Court duties. Nevertheless the University maintains indemnity insurance to cover acts and omissions of Court members and senior officers.

Members may find guidance in the Standing Orders relating to seeking professional advice useful.

### 3.4 Court Membership: Car Parking

Lay members of Court will be provided, on request to the Court Office, with a free annual permit for use of the University car parks on the City Centre campus. When visiting the University, lay members may reserve a space in the visitors’ car park, close to the University Tower, by telephoning Tower Reception on 01382 388188.

### 3.5 Court Membership: Expenses

Members of Court are not remunerated for their services, but are entitled to full reimbursement of all necessary expenses incurred in fulfilment of their duties including travel and care costs of dependants.

Lay members may claim the cost of travel within the UK for attendance at meetings of Court and its Committees, as well as any other business meetings to which they are invited in their capacity as Court members. Expense claim forms may be obtained in hard copy from the Court Office. Forms
must be signed by the applicant and sent to the Director of Academic & Corporate Governance for authorisation and coding. Payment can be made by electronic bank transfer (BACS) or by cheque.

Members of Court may claim for first class rail travel or, where no convenient rail service exists, use of their private car at the standard University mileage rate (currently 45p per mile). Claims for air travel may be submitted where necessary, in which case budget airline services should be used if available. N.B. Court members should not hire any vehicle without prior approval from the Court Office.

Where members need to travel overnight in order to attend meetings members are encouraged to speak with the Court Administrative Team as the University has corporate discount arrangements with a number of local hotels.

3.6 Court Membership: University IT Account (including access to)

Access
In order to facilitate communications, all Court members are provided with a University email accounts and access to the Court archive on BOX. In the interests of data protection and data security, all Court-related communications from the University will be transacted using University email/BOX and members should use their University email address for all Court business.

Email can be accessed through a web-browser from https://webmail.dundee.ac.uk. Your username will be your email address with no dots (i.e. jbloggs@dundee.ac.uk) and your password will be your University password.

Papers on BOX would normally be accessed via direct links provided. If you are browsing the archive then please use the following web-link: https://uod.account.box.com/login. You will normally be asked to login using your username and password as above, however if you use BOX for other personal or professional reasons, or in some circumstances due to settings on mobile devices, you may be asked to login using your email address (including the dots) and password instead. If you wish to use a BOX app please contact us for support as required.

If accessing emails or BOX from a mobile device such as tablets and phones, members must install the University’s mobile device management software (Microsoft Intune Company Portal). The Software will ensure that the device is suitably encrypted password protected, and lets you wipe your device online if it’s lost or stolen so nobody can access the work information stored on it. In very rare and only under exceptional circumstances, the University can execute a remote wipe of your device - this is a controlled method with multiple layers of approval needed. Further information on the functionality and installation of this software is available from https://www.dundee.ac.uk/it/guide/details/secure-mobile-working.php.

Data Protection
Given the nature of Court business, members must familiarise themselves with their responsibilities under General Data Protection Regulations (GDPR). Members will be advised of requirements at their induction, and an information leaflet on GDPR is available from https://www.dundee.ac.uk/media/dundeewebsite/recordsmanagement/documents/dataprotection/GDPR_Leaflet_staff.pdf.

In particular, members must:
1. Use University systems for the communication of University Business
2. Be diligent in ensuring the secure storage/destruction of any Court papers (electronic and paper format)
3. Only use electronic devices which meet the University’s minimum standard of security when accessing/storing Court papers and emails
4. Install the University’s mobile device management software (Microsoft Intune Company Portal) on tablets and phones used to access emails and papers
5. Destroy/delete copies of papers on retirement or resignation from the Court
6. Ensure that any device which has been used to store University materials is securely disposed of when it reaches its end of life.

Further details on these requirements are set out below, however if any of the requirements are unclear, or raise concerns about how you work, you must contact the Policy Officer (Corporate Governance) as soon as possible to discuss how best to access data and discharge your responsibilities. Furthermore, please note that under the Freedom of Information Act (Scotland) (2002) all email, notes, marginalia etc. made in relation to your role on University Court, including correspondence between members, is potentially discoverable further to a Freedom of Information request or other discovery process.

Further details:

1. University systems will be used for the communication of University business.
   a. You should not store University information on the servers or systems of other organisations.
   b. The University provides cloud storage facilities through Box.com. This is accessible to you using your university log-in credentials, and members may use this facility to store University related information as well as to receive it. University information should not be stored on other cloud platforms to which you have access either personally or through other organisations (e.g. Google services, Dropbox, iCloud etc.).
   c. The University will only correspond with you via your dundee.ac.uk address, members must in turn not use any other email service for University business. Members should not implement auto-forwarding of their University email to other personal or professional email accounts as this presents an information security risk for potentially confidential material.

2. All Court/Court Committee papers should be considered to be confidential. Following each meeting a decision will be taken as to which papers may be released. Members should consult with the Clerk to the Court/Clerk to the Committee before sharing any papers. Reserved Business papers are available online in a ‘view-only’ format and are clearly indicated in printed copies, these are items which are considered to be particularly sensitive and to which the University would apply exemptions under the Freedom of Information (Scotland) Act 2002. Members must therefore be especially diligent when reviewing, storing or disposing of these documents.

3. Information should only be downloaded to devices when it is not practical to read it online via Box.com. Where University information is downloaded, the ideal is that it is downloaded to University-issued devices. Where that is not possible non-University computers must meet the University’s minimum standard of security as follows.
   a. The devices must be password-protected. Passwords must be 14 characters at minimum
   b. The device must be encrypted
   c. The device must be running up to date anti-virus software

4. Tablets and phones must run the University’s mobile device management software (Microsoft Intune Company Portal). Further information on the functionality and installation of this software is available from https://www.dundee.ac.uk/it/guide/details/secure-mobile-
working.php. The Software will ensure that the device is suitably encrypted password protected, and lets you wipe your device online if it's lost or stolen so nobody can access the work information stored on it. In very rare and only under exceptional circumstances, the University can execute a remote wipe of your device - this is a controlled method with multiple layers of approval needed.

5. Printed information is kept securely.
   a. Please take particular care when travelling on public transport, both that information is not left unattended/behind and that it is not read where you can be overlooked by other travellers.
   b. Working copies of Court papers must be destroyed (shredded, incinerated etc). They must not be placed into recycling or rubbish bins. The University has a facility in place to securely dispose of confidential printed materials, and members wishing to use this should pass their papers to the Clerk to the meeting who would be happy to arrange for their destruction. Permanent copies of papers for meetings are maintained University’s Archive and on the Court BOX folder system, and members may also request copies of any past papers that they may later require.

6. On resignation or retirement from the Court, members must delete all copies of Court and Court Committee papers from their devices. Hard-copies of papers should also be destroyed securely. Email accounts created for lay members will remain active for a period of 1 month following their departure from the Court.

7. Device End-of-Life
   a. Owing to the way in which computers store deleted materials, members should ensure that when a device which has been used to store University materials comes to the end of its life-span it is securely disposed of. In this respect the University offers a facility for the secure destruction of computing devices, and access to this facility has been extended to all members of the Court.

**Cyber Security Training**

The University released a module in My Dundee which can be found under My Organisations. The module explains various cyber topics through the lens of a Higher Education Institution. Members must pass the test at the end of the training. Failure to complete the modules may impact on access rights/performance. Members should use their University username (email address with no dots) and password to access the modules.

### 3.7 Court Membership: Equality and Diversity

**General**

Equality and diversity is integral to the ethos of the University, and is embedded within the University’s vision and strategy. The University is committed to creating a positive environment which is inclusive for its diverse community regardless of a person’s background or characteristics, and to building a culture where everyone associated with it feels welcome, valued and respected.

As the Governing Body of the University of Dundee, the Court is committed to ensuring that established principles of good practice in equality and diversity pervade all activities in which the University is engaged. The Court annually reviews and publishes a Statement on Diversity. In addition, all Court members are required to complete the University’s ‘Diversity in the Workplace’ and ‘Disability’ online modules, and are encouraged to undertake the other modules in this suite. The two mandatory modules will take around 2.5 hours to complete, but it is possible to bookmark progress and return to complete the modules as convenient. During their induction, new members
will be advised on accessing these modules and support is available from the (Policy Officer (Corporate Governance)) if required. Completion of modules will be reported to the Governance & Nominations Committee on a regular basis.

As part of reporting requirements to the Scottish Government, all members are asked annually to complete an Equality & Diversity Monitoring form, and from 2016 members will also be asked directly by the Scottish Government to complete an online form.

Members are encouraged to speak with a member of the Court Administrative Team regarding any reasonable adjustments which they may personally require.

**Online Modules**

All Court members are required to complete the ‘Diversity in the Workplace’ and ‘Disability’ modules given the roles that we ask them to undertake.

The modules can be accessed via http://dundee.marshallacmtraining.co.uk using your University of Dundee email address as the username and a unique password for the site which should have been sent to your University of Dundee email address. If you do not have this email then you can trigger a new password to be issued using the forgotten password link on the site as follows: http://dundee.marshallacmtraining.co.uk/forgottenpassword?usertype=trainee and inputting your University of Dundee email address (the new password will then be emailed to your University of Dundee email address).

The two modules will take around 2.5 hours to complete, but it is possible to bookmark progress as you go and return to complete the modules as convenient. Members are encouraged to take the other modules on offer.

If you have any problems accessing the modules please contact Christine Milburn (Policy Officer (Corporate Governance)) at c.c.milburn@dundee.ac.uk or 01382 386459 for assistance.

### 3.8 Court Membership: Additional Engagements

In addition to the responsibilities that members of Court have with regard to attending meetings of Court and its Committees, and serving on grievance and appeal panels, members are encouraged to, where possible, engage with the University, its staff, and its students, in a range of different contexts through the attendance of events such as graduation ceremonies, Discovery Days, and public events, to ensure a broader understanding of the workings of the institution. Information on these events will be sent to members from the Court Admin team.

### 3.9 Court Membership: Register of Interests

Members are required to complete an annual return for maintenance of the Register of Members’ Interests. Guidance on the completion of this return is issued annually. Members’ returns are made publically available via the Court website and are also made available to the University’s internal and external auditors. The returns are considered on an annual basis by the Governance & Nominations Committee, and members are encouraged to speak to the University Secretary or Director of Academic & Corporate Governance for advice on potential conflicts of interest.

Members may also find the Code of practice for Conflict of Interest useful.

Members are also expected to adhere to the requirements set out in the Gifts & Hospitality policy.
3.10 Court Membership: Elections and Appointments

The list below defines the governance processes relating to the election/appointment of existing positions on the Court at the present time:

- **Chair of Court**: The process for the election of the Chair of Court (revised to meet the requirements of the Higher Education Governance (Scotland) Act 2016) is prescribed in Ordinance 64.

- **Deputy Chair of Court**: The appointment process for the Deputy Chair of Court is prescribed in Statute 9(4) and Ordinance 63.

- **Senate/Staff Council**: Ordinance 18 (Election of members of the Court and Senate) and Senate Regulations for the Election to Court and Senatus Academicus by the Staff Council.

- **Graduates’ Association members of Court**: are appointed in accordance with Ordinance 20 (Graduates’ Association) and the Graduates’ Association Regulations.

- **The election of the Rector**: is described in Statute 4 and the Senate Regulations. In accordance with Statute 9(1)(d) the Rector may serve on the Court, or may nominate an Assessor (after consultation with the Students’ Association) to serve as a member of Court throughout the Rector’s term of Office. Statute 9(2)(f) defines the term of office for this Assessor. Should the Rector elect to not hold office as a member of Court, but to appoint an Assessor, the Rector shall retain the right to receive Court papers and attend meetings, but shall not be a member of the Court and is not entitled to vote at Court meetings.

- **Co-opted members**: The terms of office for Co-opted members is defined in Statute 9(2)(d), and the appointment process is led by the Governance and Nominations Committee who make a recommendation to the Court.

- **The process for the identification of the student membership** of the Court (revised to meet the requirements of the Higher Education Governance (Scotland) Act 2016) is described in Ordinance 66.

- **The process for the identification of the members of Court nominated by the trade unions** is also described in Ordinance 66.

- The Lord Provost, Principal of the University, are *ex officio* members of the Court.

Chapter 4: Operation of the Court

4.1 Operation of the Court: Introduction

Chair of Court

The current Chair of Court is Mr Ronnie Bowie. The Chairperson presides over meetings of the Court but in the absence of the Chairperson from a meeting of the Court or, in the event of the business of the Court making it inappropriate for the Chairperson to preside over any meeting or part thereof, the Deputy Chairperson presides over the meeting. In the absence of both the Chairperson and the Deputy Chairperson another member is elected from among members who are not students or salaried staff of the University to preside over the meeting. The person presiding over any meeting of the Court has a deliberative vote and also a casting vote in case of equality.

The process for the identification of the Chair of Court is defined in Ordinance 65. The end of the current term of office of the current Chair of Court is 31 July 2019 and, in accordance with the requirements of the Higher Education Governance (Scotland) Act, an election will be held to identify the Chair of Court for the following period, with members of the Court, staff and student eligible to vote in the election. The regulations and guidelines for the election process will be finalised in the early part of the 2018/19 academic year.
The Court annually reviews the performance and effectiveness of the Chair Person of the Court. This review is normally undertaken at the June meeting of the Court and is chaired by the Deputy Chair of Court. The Governance & Nominations Committee makes recommendations to the Court regarding the format of the review and utilizes agreed objectives for the Chair of Court to inform the review.

**Deputy Chair of Court**

The current Deputy Chair of Court, is Ms Bernadette Malone. The process for selection of the Deputy Chair of Court is defined in Ordinance 63 of the University’s Ordinances, along with the remit of this role.

The Deputy Chairperson of Court presides 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.

The Deputy Chairperson of Court being the senior independent member of Court and acts 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.

The job description for the Deputy Chair of Court, as used in the appointing process, is available in appendix 8.

### 4.2 Operation of the Court: Administrative Support

The University Secretary is responsible for the provision of secretarial services, including legal advice when necessary, to the Court. The Court Office is the particular responsibility of the Director of Academic & Corporate Governance, who is supported by the Policy Officer (Corporate Governance) in issuing the agenda and papers and subsequently producing minutes of the Court’s proceedings. The Director of Academic & Corporate Governance is also responsible for ensuring that nomination and election procedures, in relation to the appointment of members of Court, are properly carried out.

The Committees of the Court are also supported by the Court Office, with the Policy Officer (Corporate Governance) providing support for the Finance & Policy, Governance & Nominations Committee, and Remuneration Committees, and the Pension Sub-Group, and the Assistant Policy Officer (Risk & Audit) supporting the Audit and People & Organisational Development Committees and the Local Joint Committee.

**Contact details:**

<table>
<thead>
<tr>
<th>Role</th>
<th>Phone</th>
<th>Email</th>
</tr>
</thead>
<tbody>
<tr>
<td>University Secretary</td>
<td>01382 384006</td>
<td><a href="mailto:j.mcgeorge@dundee.ac.uk">j.mcgeorge@dundee.ac.uk</a></td>
</tr>
<tr>
<td>Director of Academic &amp; Corporate Governance</td>
<td>01382 385104</td>
<td><a href="mailto:n.laker@dundee.ac.uk">n.laker@dundee.ac.uk</a></td>
</tr>
<tr>
<td>Policy Officer (Corporate Governance) &amp; Clerk to Court</td>
<td>01382 386459</td>
<td><a href="mailto:c.c.milburn@dundee.ac.uk">c.c.milburn@dundee.ac.uk</a></td>
</tr>
<tr>
<td>Assistant Policy Officer (Risk &amp; Audit)</td>
<td>01382 384422</td>
<td><a href="mailto:e.rogers@dundee.ac.uk">e.rogers@dundee.ac.uk</a></td>
</tr>
<tr>
<td>Court Office</td>
<td>01382 385562</td>
<td><a href="mailto:l.v.smith@dundee.ac.uk">l.v.smith@dundee.ac.uk</a></td>
</tr>
</tbody>
</table>
4.3  **Operation of the Court: Papers**

Court and Committee papers are currently issued hard-copy to addresses provided by members. In addition, and electronic copies of current and past papers (from February 2016) are available on the University Court BOX area. Older papers are available to members on request.

4.4  **Operation of the Court: Openness & Confidentiality**

The Court adopted the following policy in October 2003:

The University Court is committed to openness in government. It will consult regularly with relevant interest groups, communicate details of its membership, its forward plans and its decisions - including the reasons for these decisions - to stakeholders in a timely fashion, and make the formal record of its meetings widely available.

The agenda (without papers) for a forthcoming Court meeting is published on the Web at the same time as the papers are issued to Court members. Court papers are confidential until they have been addressed by the Court as a body. After the relevant meeting anyone may request sight of a Court paper referred to on the agenda - but members should refer any such requests they receive to the Director of Academic & Corporate Governance. Access to certain papers may be denied on grounds of confidentiality: e.g. matters (other than appointment or promotion) concerning individual members of staff, information of commercial value, or a legal opinion provided to the Court in confidence. This policy and practice is of course subject to the Freedom of Information (Scotland) Act 2002, but the University would be likely to invoke the exemptions permitted by the Act in relation to the types of information specified above.

Minutes of Court meetings are prepared on the basis that they will enter the public domain. Draft minutes are confidential until they have been approved at the following meeting; thereafter they are published on the Web. A summary of the proceedings of each meeting of the Court is published in the staff magazine Contact (which is also circulated externally).

4.5  **Operation of the Court: Meetings of Court**

There are five meetings of Court per year – including one at annual Retreat. The Retreat runs from 2pm on the first day until 4pm the following day and takes place in the last week of August. The purpose of the Retreat is to provide an opportunity for members of Court to discuss strategy and future plans with senior management in greater depth, without the pressure of normal business.

From 2018/19 the business meetings will be held in August, November, February, April and June, on a Monday or Tuesday. Meetings start at 2.00 pm and are preceded by an informal lunch Meetings are normally of around three hours’ duration; occasionally they can take longer, depending on the amount of business.

An agenda and papers for each meeting are issued approximately one week in advance of the meeting. These are sent to Court members in hard copy form and are also available electronically via the Court BOX folders. For efficiency the agenda is normally divided into three parts: part A comprising strategic matters on which discussion is expected; part B, comprising core business where discussion is expected, and Part C comprising of matters for report or approval. The fact that material in part C is not listed for discussion does not mean that this material is unimportant: members are expected to read all the papers and may request at the beginning of a meeting that an item in part C be subject to discussion.
Members may request from the University Secretary or the Director of Academic & Corporate Governance, in advance of a meeting, clarification or advice on any matter to be discussed by the Court.

Members are expected to declare at the beginning of a meeting, or during the course of a meeting if it becomes appropriate to do so, any pecuniary or other material interest they may have in a matter to be discussed by the Court. (In addition, members are required to complete an annual return for maintenance of the Register of Members’ Interests, which is available for public inspection.)

Most substantive Court business is dealt with as the need arises, but some agenda items occur at regular times, as follows:

Each meeting:
- reports from the Chairperson and the Principal (in writing)
- reports from Committees and from the Senate
- reports on the appointment of professorial (and equivalent) staff and of Deans of schools
- reports on key institutional performance indicators

November meeting: approval of annual Financial Statements for the previous financial year, ending 31 July

April meeting: approval of Academic Calendar for the next academic year, including dates of Court and Court Committee meetings

June meeting: approval of rolling financial strategy, including capital programme and budgets for the next financial year
approval of financial forecasts for submission to the Funding Council
approval of provisional programme for the Court Retreat in September

A work plan is agreed by the Court at its October meeting, and is used in the annual review of performance and effectiveness of the Court which is normally undertaken at the June meeting of the Court.

Further information on the conduct of Court business and the responsibilities of Court members may be found in the following appendices:

- Code of Conduct for Members of the Court
- The Nine Principles of Public Life in Scotland
- Role and Responsibilities of the Chairperson of Court
- Standing Orders for the Court
- Code of Practice on Conflict of Interest

4.6 Operation of the Court: Review of Performance & Effectiveness

The Court undertakes annually, at the June meeting of the Court, a review of the performance and effectiveness of both the Chair of Court and (separately) of the Court itself. The Governance & Nominations Committee makes recommendations to the Court regarding the format of these reviews, and would normally include consideration of responses to a questionnaire and a review of the work plan agreed by the Court. In addition, in line with recommendations from the Scottish Code of Good HE Governance (2017), the Court undertakes an externally facilitated review of its
effectiveness on a 5 year cycle. The last such review was undertaken in 2014, and the report from this review is available on the Court website.

The Committees of the Court also undertake an annual review of their effectiveness, normally in the meeting immediately preceding the June meeting of the Court.

In addition, the Court annually reviews the performance and effectiveness of the Chair Person of the Court. This review is normally undertaken at the June meeting of the Court and is chaired by the Deputy Chair of Court. The Governance & Nominations Committee makes recommendations to the Court regarding the format of the review and utilizes agreed objectives for the Chair of Court to inform the review.

5.1 Committees of Court

Some aspects of Court business require more detailed consideration than can be given at meetings of the Court itself and are therefore referred to specialist committees. These provide advice and recommendations to the Court, or may make decisions on the Court’s behalf under delegated powers. The committee structure has been considerably streamlined in recent years and the main business committees are listed below, along with links to their remits as approved by the Court:

- Finance & Policy Committee (which also encompasses Estates matters)
- People and Organisational Development Committee
- Governance & Nominations Committee

In accordance with good practice in corporate governance, adherence to which is monitored by the Funding Council, the Court has the following additional statutory committees:

- Audit Committee
- Remuneration Committee

The following are also Committees of the Court or report to the Court:

- Welfare & Ethical Use of Animals Committee
- Ninewells Cancer Campaign

The following sub-committees and reporting groups are also in operation:

- Endowments Sub-Committee (reporting to the Finance & Policy Committee)
- Union Local Joint Committee (reporting to the People and Organisational Development Committee)
- Pensions Sub-Group (reporting to the Finance & Policy Committee)

Membership of Committees is displayed on the Court website. For the most part, the membership of Court committees consists of Court members, but some committees include other members drawn from the University staff or (in the case of the Audit Committee) from the lay community. The membership of Court committees is considered annually by the Governance & Nominations Committee for recommendation to the Court. Membership for 2018/19 is provided as an appendix.

Dates for the meetings of the Committees of the Court are approved by the Court at the April meeting preceding the start of the academic year.

Members are expected to attend all meetings of the Committees which they service. In exceptional circumstances, and with the approval of the Convener of the Committee, it may be possible to arrange for members to participate in meetings via SKYPE, and members should contact the Clerk to
the Committee as soon as possible if this is required. It is not possible to participate in meetings of the Court via SKYPE or telephone.

6.1 **About the University: Introduction**

The University of Dundee aims to transform lives, locally and globally, and to shape the future by solving important real-world problems. We are home to a high-performance community with a global outlook, engaged with staff and students from over 140 countries around the world.

The University has a global reputation for research and teaching excellence, being ranked by Times Higher Education as one of the world’s top 200 universities, and one of only 12 UK universities to also hold a Gold Award in the Teaching Excellence Framework (TEF) 2017. We are in the top 30 for two of the main UK league tables (Sunday Times Good University Guide and The Guardian University Guide), and 31st for the Complete University Guide) and are one of the UK’s top rated universities for student experience and graduate employment, making Dundee one of the best places to study in the United Kingdom. We are also ranked among Europe’s most innovative universities in the Nature Innovation Index. Dundee was also named the world’s most influential scientific research institution in ‘The State of Innovation’ report by Clarivate Analytics in October 2017, ahead of the likes of MIT and Berkeley.

We work across subject boundaries, bringing different expertise and viewpoints, and enabling us to approach issues in new, challenging and productive ways. This means that both our staff and our students are equipped to create real-world impact, help solve global problems and transform lives.

The University has demonstrated its commitment to high standards of good governance, and is compliant with the Higher Education Governance (Scotland) Act 2016, and is working to meet the new requirements of the revised Scottish Code of Good HE Governance (2017) by the end of the academic year. The University Court and its committees play a key role in this respect.

We place considerable emphasis on ensuring excellence in the student experience. We equip our students to solve problems and create real impact on societal issues by adopting an interdisciplinary approach to both teaching and research. In addition our students are offered a wide range of extra-curricular opportunities, including internships, volunteering, projects and competitions across subject boundaries, and involvement in the running of the University - student representatives sit on senior committees, including Court. Our graduates are thus highly employable and well-equipped to make a difference to the world. More information on our rankings in league tables can be found on the website at the following [link](#).

The University of Dundee has over 15,000 students from over 120 countries and over 3,000 staff from over 70 countries, and currently has an annual turnover of £240m and contributes £740m a year to Scotland and the UK.

6.2 **About the University: History**

In 1881, largely because of the foresight and generosity of Dr John Boyd Baxter and Miss Mary Ann Baxter of Balgavies - distantly related members of a wealthy and influential local family - University College, Dundee, was founded as an independent academic institution for 'promoting the education of persons of both sexes and the study of Science, Literature and the Fine Arts'. Notwithstanding its independence, the College had no power to award degrees and for some years students were prepared for the external examinations of the University of London.

In 1897 University College became part of the University of St Andrews. This union served to give expression to local feeling that there should be a vital connection between the old and the new in
academic affairs, and that a venerable institution in a small town and a modern establishment in a large city might well complement each other in a manner advantageous to both. In 1954, consequent upon constitutional changes within the University of St Andrews, University College, with the gracious consent of Her Majesty the Queen, was renamed Queen's College. These changes, which included the incorporation of the Dundee School of Economics in the College, though they improved its status substantially, left it as an integral part of the University of St Andrews. The rapidly increasing pressure upon university places in the years that followed and the evident need to expand the teaching and research facilities in Dundee, reinforced a local sentiment of long standing in favour of the elevation of the College to independent university status.

The Committee on Higher Education under the chairmanship of Lord Robbins recommended in its report to Parliament in October 1963 that 'at least one, and perhaps two, of the new university foundations should be in Scotland'. The Government approved the initiation of the processes necessary to create a university in Dundee, and in 1964 the University Court of the University of St Andrews appointed an Academic Advisory Committee, under the chairmanship of Mr R. B. McCallum, the Master of Pembroke College, Oxford, to advise on the constitution of the proposed University and on the academic developments to be undertaken in it. In 1966, on the basis of recommendations made by the Advisory Committee, the University Court and the Council of Queen's College submitted a joint petition to the Privy Council seeking the grant of a Royal Charter to establish the University of Dundee. This petition was approved and, in terms of the Charter, Queen's College became the University of Dundee on the first of August 1967.

In 1974 the University created a Faculty of Environmental Studies which validated degrees of the Schools of Architecture and Town and Regional Planning of Duncan of Jordanstone College of Art. By 1988 all degree courses offered at the College were validated by the University. This collaboration between the two institutions led to a formal merger of the College and the University with effect from 1 August 1994 with the College becoming a Faculty of the University. In 1995 the University was successful in securing, on a competitive basis, the contract from the Scottish Office Health Department for pre-registration nursing and midwifery education in Fife and Tayside. This led to Tayside College of Nursing and Fife College of Health Studies becoming part of the University from 1 September 1996 as a single School of Nursing and Midwifery within the Faculty of Medicine and Dentistry which was subsequently renamed, the Faculty of Medicine, Dentistry and Nursing. In December 2001 the University merged with the Dundee campus of Northern College (of Education) to create the Faculty of Education and Social Work.

The University has since operated a number of faculty, College, and School structures, most recently having been restructured in the summer of 2015 into nine Schools across three campuses (city campus, Ninewells campus, and Kirkcaldy) which are supported by Professional Service Directorates as outlined in Section 6.4.

6.3 About the University: Strategy and Vision

The University of Dundee Strategy to 2022 (https://www.dundee.ac.uk/strategy) was published in September 2017 and sets out our aims, purpose, vision and values as follows:

- The University’s core purpose is to transform lives, locally and globally through the creation, sharing and application of knowledge.
- Our vision is to be recognised as Scotland’s leading university.
- Our core values determine how we will achieve this ambitious vision. We will do this by valuing people, working together and with integrity, making a difference and pursuing excellence.
We will achieve our goals by working as a community committed to excellence. In doing so we will benefit our city and region by acting as a key gateway to the world. Our impact will be felt around the globe.

Working across the University and with key partners on problems of high societal importance and impact, our collective energy will be focussed on four interdisciplinary themes:

- Understanding and improving health and wellbeing;
- Life enhancing creativity and design;
- Innovating technological solutions to tomorrow’s problems;
- Promoting social change to enhance diversity, justice and socio-economic prosperity

Within these themes, we combine basic, translational and engaged research and innovative practice to bring cutting-edge scholarship to bear on clinical, professional and societal activities that enhance lives, and produce new knowledge that can influence understanding of key issues. We also support life-changing learning by working with our students and alumni as part of a world-wide network, enabling people from all socio-economic backgrounds and all parts of the world to be part of that network, and developing our graduates as the most employable and most enterprising in Scotland, and we aim to further increase our capacity to transform lives by working with a broader range of partners across the globe, and creating an environment which enables each person in our community to make their own contribution to transforming the lives of others.

Examples of how our key themes are being delivered include:

- Our world-renowned Centre for Energy, Petroleum and Mineral Law and Policy (CEPMLP), which advises developing countries on how to manage their mineral and energy resources
- Through the work of our Drug Discovery Unit we are leaders in the field and are making a real difference to global health, particularly in the cross-disciplinary approach we take to tackling infectious diseases, one of the major challenges facing mankind
- The University was instrumental in bringing the V&A Museum of Design to Dundee and is ensuring that it contributes to the regeneration of the city
- Dundee is the UK’s only UNESCO City of Design, and one of only 14 worldwide.
- We work on TB, Malaria and many other tropical and neglected diseases and are one of the Wellcome Trust’s top 10 institutes
- The University, a world leader in clinical diabetes care and diabetes research, has been working in partnership with the Dasman Diabetes Institute since 2011 to help deliver its mission to prevent, control and mitigate the impact of diabetes in Kuwait
- Our students are offered a wide range of extra-curricular opportunities, including internships, volunteering, projects and competitions across subject boundaries, and involvement in the running of the University - student representatives sit on senior committees, including Court. Our graduates are thus highly employable and well-equipped to make a difference to the world.

6.4 About the University: Structure

The University exists primarily to undertake teaching and research (academic activity). These are mainly carried out within its Schools, although there is some academic activity within the Professional Services, e.g. archives and information studies teaching in the Library & Learning Centre and Centre for Culture and Information in conjunction with the School of Humanities and Academic Skills Centre, English for International Students and careers in Student Services.

Teaching includes curriculum development, lecturing, tutoring, practical instruction and assessment for programmes leading to the award of an official degree, diploma or certificate of the University.
Some non-award bearing teaching is also undertaken, mainly in continuing education and continuing professional development for the wider community. Research covers investigative activities which are intended to lead to publication and/or the dissemination of new knowledge, as well as work carried out on a contract basis.

The University is structured into nine Schools, as set out below. Each School is led by a Dean alongside an executive team of Associate Deans and the School Manager, and activity in the schools is supported by the Professional Service Directorates (also set out below). Further detail on individual Schools and Directorates is available from https://www.dundee.ac.uk/about/.

University Executive Group

The University Executive Group provides leadership to the University. It is accountable to University Court for performing to the budget approved by the University Court and responsible for safeguarding the University’s reputation and external profile. The University Executive Group meets fortnightly and has the following composition:

- **Professor Sir Pete Downes**, Principal & Vice-Chancellor (Chair)
- **Wendy Alexander**, Vice-Principal International
- **Professor Nic Beech**, Vice-Principal Academic Planning & Performance
- **Professor John Rowan**, Vice-Principal Research, Knowledge Exchange and Wider Impact
- **Professor Karl Leydecker**, Vice-Principal Learning & Teaching
- **Dr Jim McGeorge**, University Secretary
- **Carol Prokopyszyn**, Director of Finance
- **Pamela Milne**, Director of Human Resources
- **Thomas Veit**, Director of External Relations

The Court receives summary reports on its work through the Principal’s Report.

### Schools

<table>
<thead>
<tr>
<th>School</th>
<th>Dean</th>
<th>School Manager</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Art &amp; Design</strong></td>
<td>Professor Paul Harris</td>
<td>Fiona Brown</td>
</tr>
<tr>
<td><strong>Dentistry</strong></td>
<td>Professor Mark Hector</td>
<td>Lorraine Robertson</td>
</tr>
<tr>
<td><strong>Education &amp; Social Work</strong></td>
<td>Professor Tim Kelly</td>
<td>Grainne Barr</td>
</tr>
<tr>
<td><strong>Humanities</strong></td>
<td>Professor Jim Livesey</td>
<td>Brenda Murphy</td>
</tr>
<tr>
<td><strong>Life Sciences</strong></td>
<td>Professor Julian Blow</td>
<td>Maggie Ogston</td>
</tr>
<tr>
<td><strong>Medicine</strong></td>
<td>Professor Gary Mires</td>
<td>Dr Laura Lightfoot</td>
</tr>
<tr>
<td><strong>Nursing &amp; Health Sciences</strong></td>
<td>Professor Lynn Kilbride</td>
<td>Jennifer Donachie</td>
</tr>
<tr>
<td><strong>Science &amp; Engineering</strong></td>
<td>Professor Iain Stewart</td>
<td>Kathleen Fotheringham</td>
</tr>
<tr>
<td><strong>Social Sciences</strong></td>
<td>Professor Nicholas Fyne</td>
<td>Rebecca Leiper</td>
</tr>
</tbody>
</table>

Each Dean is assisted by up four Associate Deans with responsibility for the following portfolios: Research, Learning & Teaching, Quality & Academic Standards, and International.

### Professional Service Directorates

<table>
<thead>
<tr>
<th>Directorate</th>
<th>Director</th>
<th>Reporting To</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Academic &amp; Corporate</strong></td>
<td>Dr Neale Laker</td>
<td>University Secretary</td>
</tr>
</tbody>
</table>
Further information on the Deans, Directors, Associate Deans and areas of responsibility for individual Directorates is available from [https://www.dundee.ac.uk/hr/faq/headsdeansanddirectors/#d.en.251513](https://www.dundee.ac.uk/hr/faq/headsdeansanddirectors/#d.en.251513)

### 6.5 About the University: Finance

Please see also [Section 2.4 Financial Governance](#).

#### Summary

The majority of income comes from the Scottish Funding Council (SFC), and research grants and contracts, with a significant portion of funding coming from tuition fees/education contracts. Detailed information on sources and levels of income and expenditure is available from the [Annual Financial Statements](#).

#### Tuition Fees and Education Contracts

The University charges fees for its tuition. For the majority of undergraduate home students the fees are paid on their behalf by the Students’ Awards Agency for Scotland. Other types of students pay fees at different rates depending on the course, their domicile and the duration of the course. It is not possible to discriminate against students from other states within the EU and hence EU students are charged the same fees as Scottish students. However, it is possible to charge differential fees within the same country and therefore undergraduate students from the rest of the UK (RUK) i.e. England, Wales and Northern Ireland, are charged fees of £9,000 per year for three years equating to £6,750 per year for a four year undergraduate degree.

#### Research Grants and Contracts

Research grants, sponsored by external agencies including Research Councils, UK charities, industry and commerce and other public and private bodies, amount to 31% of all University income. Sponsors vary in their levels of funding for these activities: Research Councils and other government agencies fund 80% of the full economic cost of the activity, while charities often do not contribute directly towards overhead costs.

#### Other Income

This category of income comprises four main groupings: (1) income from services provided on a commercial basis by the University; (2) income from residences, catering and conferences, handled...
through an associated charitable company (Dundee Student Villages) - an arrangement whereby, in partnership with Lloyds Banking Group and Sanctuary Housing Association, the University has been able to invest significantly in its residence provision for students; (3) income from health authorities connected with the clinical elements of teaching; and (4) income from a large range of miscellaneous sources including VAT recoveries and other grants and activities.

**Expenditure**
With around 3,000 (full-time equivalent) staff on the payroll, majority of expenditure relates to staff costs (£142m), with other operating expenses and depreciation also significant areas of expenditure.

*Other operating expenses refer to spending on supplies and services which support the teaching, research, administrative and estates functions. Expenditure written off in this way includes smaller items of equipment (below £25k), class materials and services, utilities, property maintenance and a range of other support costs. Procurement professionals support staff in ensuring good practice and value for money when purchasing.*

*The University generally depreciates its buildings over 50 years, except for smaller projects with an element of refurbishment. Equipment (items over £25k) is generally depreciated over a period of four years, except where major items are expected to have a longer useful life.*

**Capital Funding**
In recent years the amount of external grant funding available for capital projects has reduced. It is therefore necessary for the University to generate its own funding through the generation of annual financial surpluses to allow for this type of expenditure to continue. All significant capital projects are subject to a full appraisal, covering both financial and non-financial aspects, before they are approved.

### 6.6 About the University: Staff and Students

The following table from the annual financial statements provides an overview of the number of staff and students across the schools/Professional Services directorates.

<table>
<thead>
<tr>
<th>Staff numbers</th>
<th>Student Numbers (Headcount)</th>
<th>Student Numbers (FTE)</th>
<th>Expenditure £m</th>
</tr>
</thead>
<tbody>
<tr>
<td>School of Art &amp; Design</td>
<td>123</td>
<td>1,381</td>
<td>1,272</td>
</tr>
<tr>
<td>School of Dentistry</td>
<td>86</td>
<td>504</td>
<td>409</td>
</tr>
<tr>
<td>School of Education &amp; Social Work</td>
<td>93</td>
<td>1,844</td>
<td>1,389</td>
</tr>
<tr>
<td>School of Humanities</td>
<td>63</td>
<td>1,764</td>
<td>1,194</td>
</tr>
<tr>
<td>School of Life Sciences</td>
<td>679</td>
<td>823</td>
<td>823</td>
</tr>
<tr>
<td>School of Medicine</td>
<td>551</td>
<td>3,646</td>
<td>1,620</td>
</tr>
<tr>
<td>School of Nursing &amp; Health Sciences</td>
<td>91</td>
<td>2,500</td>
<td>1,423</td>
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<tr>
<td>School of Science and Engineering</td>
<td>180</td>
<td>1,739</td>
<td>1,627</td>
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<tr>
<td>School of Social Sciences</td>
<td>178</td>
<td>3,503</td>
<td>2,942</td>
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<tr>
<td>Professional Services</td>
<td>870</td>
<td>585</td>
<td>187</td>
</tr>
<tr>
<td>Other</td>
<td>-</td>
<td>-</td>
<td>23.1</td>
</tr>
<tr>
<td>Total</td>
<td>2,914</td>
<td>18,289</td>
<td>12,886</td>
</tr>
</tbody>
</table>

1 Student FTE is shown on a teaching school basis so reflects the relative proportion of teaching of each student done by each school.
Appendix 1 Role and Main Responsibilities of the Principal

The Principal is appointed by the University Court after consultation with the Senate. He or she is responsible to the University Court. The Statutes state that 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. He or she shall undertake such duties as are laid upon him/her by the provisions of the Charter and Statutes of the University and such other duties as are laid upon him/her by the Court.

He or she shall be the chief academic officer of the University. As such, the Principal shall play a strong leadership role in the strategic academic development of the University and in the economic and cultural exploitation of the work of the University for the Public Good.

He or she shall be the chief administrative officer of the University. Supported by the Vice- Principals, the Secretary, the Director of Finance and other staff, the Principal shall play a strong leadership role in maintaining and enhancing the efficiency of the University as an institution.

In the absence of the Chancellor or during a vacancy in that office, the Principal shall perform all the functions of the Chancellor, including conferment of degrees.

He or she is responsible for presiding over meetings of the Senate and shall serve as Chairperson and/or a member of committees of the Court and Senate as required.

The Principal shall be the accounting officer in terms of the Financial Memorandum between the Scottish Further and Higher Education Funding Council and the University.

The Principal shall represent the University on external bodies ex officio, as required by the Court, and shall generally seek to promote the interests of the University externally, in the local community, nationally and internationally.
Appendix 2 Charity Trustees

CHARITY TRUSTEE DECLARATION

Those who are elected, nominated or appointed as members to the University Court are regarded as ‘charity trustees’ under the scope of the Charities and Trustee Investment (Scotland) Act 2005.

Section 66 of the Act (appendix 1) sets out the general duties of charity trustees, who, in summary, must:

- act in the interests of the charity, putting its interests before their own interests or those of any other person or organisation,
- seek, in good faith, to ensure that the charity operates in a manner that is consistent with its objects or purposes.
- act with the care and diligence that is reasonable to expect of a person who is managing the affairs of another person.
- ensure that the charity complies with the provisions of the Act.

Any breach of these duties may be treated as misconduct in the administration of the charity.

The Act also provides that certain individuals are disqualified from acting as charity trustees. Sections 69 and 70 of the Charities and Trustee Investment (Scotland) Act 2005 (appendix 2) set out the circumstances that would disqualify an individual. Anyone who acts as a charity trustee whilst disqualified is guilty of an offence that may be punishable by imprisonment, or a fine, or both. It is the responsibility of individual charity trustees to ensure they personally are not disqualified from being a charity trustee. University Court members are therefore asked to confirm their eligibility to serve as charity trustees by signing the declaration below.

It is recommended that members read guidance from the Office of the Scottish Charity Regulator (OSCR) (http://www.oscr.org.uk/charities/managing-your-charity/trustee-duties), prior to signing this declaration so that they are fully aware of the duties and responsibilities of being a charity trustee.

I, the undersigned, declare that:

- I am willing to act as a charity trustee by serving as a University Court member.
- I am not disqualified from acting as a charity trustee (see sections 69 and 70 of the Charities and Trustee Investment (Scotland) Act 2005).

Name (block capitals): ........................................................................................................

Signature: ............................................................................................................................

Date: ..............................................
Charity trustees: general duties

(1) A charity trustee must, in exercising functions in that capacity, act in the interests of the charity and must, in particular—
   (a) seek, in good faith, to ensure that the charity acts in a manner which is consistent with its purposes,
   (b) act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person, and
   (c) in circumstances capable of giving rise to a conflict of interest between the charity and any person responsible for the appointment of the charity trustee—
      i. put the interests of the charity before those of the other person, or
      ii. where any other duty prevents the charity trustee from doing so, disclose the conflicting interest to the charity and refrain from participating in any deliberation or decision of the other charity trustees with respect to the matter in question.

2. The charity trustees of a charity must ensure that the charity complies with any direction, requirement, notice or duty imposed on it by virtue of this Act.

3. Subsections (1) and (2) are without prejudice to any other duty imposed by enactment or otherwise on a charity trustee in relation to the exercise of functions in that capacity.

4. Any breach of the duty under subsection (1) or (2) is to be treated as being misconduct in the administration of the charity.

5. All charity trustees must take such steps as are reasonably practicable for the purposes of ensuring—
   (a) that any breach of a duty under subsection (1) or (2) is corrected by the trustee concerned and not repeated, and
   (b) that any trustee who has been in serious or persistent breach of either or both of those duties is removed as a trustee.

Extract from guidance from the Office of the Scottish Charity Regulator (OSCR) regarding general duties
CATEGORIES OF DISQUALIFIED INDIVIDUAL

Sections 69 and 70 of the Charities and Trustee Investment (Scotland) Act 2005 set out the circumstances that would disqualify an individual. In general terms, if a person has been convicted of an offence involving dishonesty, or of an offence under the Act, or is an undischarged bankrupt, they may not serve as a charity trustee. Nor may they do so if they have been removed from serving as a charity trustee, or from acting in a management position within a charity, under previous charity law; nor if they have been disqualified from serving as a Company Director. A person is not disqualified if their conviction is spent by virtue of the Rehabilitation of Offenders Act 1974.

If you are uncertain whether or not you are disqualified, further information may be obtained from the Office of the Scottish Charity Regulator (OSCR) at the following web site www.oscr.org.uk. OSCR may, on application from the person disqualified, issue a waiver, which may either lift the disqualification generally, or specifically in relation to a particular charity or type of charity. The specific provisions of the Act are as follows:

Section 69 - Disqualification from being charity trustee

(1) The persons specified in subsection (2) are disqualified from being charity trustees.

(2) Those persons are any person who—
   (a) has been convicted of—
       (i) an offence involving dishonesty,
       (ii) an offence under this Act,
   (b) is an undischarged bankrupt,
   (c) has been removed, under section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (c. 40) or section 34 of this Act, from being concerned in the management or control of any body,
   (d) has been removed from the office of charity trustee or trustee for a charity by an order made—
       (i) by the Charity Commissioners for England and Wales under section 18(2)(i) of the Charities Act 1993 (c. 10), section 20(1A)(i) of the Charities Act 1960 (c. 58) or section 20(1) of that Act (as in force before the commencement of section 8 of the Charities Act 1992 (c. 41)), or
       (ii) by Her Majesty’s High Court of Justice in England, on the grounds of any misconduct in the administration of the charity for which the person was responsible or to which the person was privy, or which the person's conduct contributed to or facilitated,
   (e) is subject to a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 (c. 46) or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I.2002/3150).

(3) A person referred to in subsection (2)(a) is not disqualified under subsection (1) if the conviction is spent by virtue of the Rehabilitation of Offenders Act 1974 (c. 53).

(4) OSCR may, on the application of a person disqualified under subsection (1), waive the disqualification either generally or in relation to a particular charity or type of charity.

(5) OSCR must notify a waiver under subsection (4) to the person concerned.

(6) OSCR must not grant a waiver under subsection (4) if to do so would prejudice the operation of the Company Directors Disqualification Act 1986 (c. 46) or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I.2002/3150).

Section 70 - Disqualification: supplementary

(1) A person who acts as a charity trustee while disqualified by virtue of section 69 is guilty of an offence and liable—
   (a) on summary conviction, to imprisonment for a period not exceeding 6 months or a fine not exceeding level 5 on the standard scale or both,
   (b) on conviction on indictment, to imprisonment for a period not exceeding 2 years or a fine or both.

(2) Any acts done as a charity trustee by a person disqualified by virtue of section 69 from being a charity trustee are not invalid by reason only of the disqualification.
(3) In section 69(2) (b), “undischarged bankrupt” means a person—
(a) whose estate has been sequestrated, who has been adjudged bankrupt or who has granted a trust deed for or entered into an arrangement with creditors, and
(b) who has not been discharged under or by virtue of—
   i. section 54 or 75(4) of the Bankruptcy (Scotland) Act 1985 (c. 66),
   ii. an order under paragraph 11 of Schedule 4 to that Act,
   iii. section 279 or 280 of the Insolvency Act 1986 (c. 45), or
   iv. any other enactment or rule of law subsisting at the time of the person’s discharge.
Appendix 3 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 4 Role and Responsibilities of the Chairperson of Court

1. 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 (see appendix 3 above).

2. 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. Where the Court has not made explicit provision for action to be taken on its behalf between meetings by the Chairperson or others, the Chairperson may act in cases of urgency or if delaying a decision would disadvantage the University. In such circumstances, when the matter is important, consultation with some or all members of the Court should be undertaken if possible. Any action taken by the Chairperson will be subject to a report made to the next meeting of the Court.

3. 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.

4. 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 should meet with members of the Court on an individual and informal basis at least once annually to discuss their contribution and provide guidance if needed. 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.

5. 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).
Appendix 5 Statement of Primary Responsibilities

The primary responsibilities of the Court, as the governing body of the University, are:

**Strategy and Mission**

1. to approve and oversee the delivery of the University’s mission, vision and strategy, setting out its aims and objectives in teaching, research and wider impact and identifying the financial, physical and staffing requirements for their achievement;

2. to ensure the quality of the educational provision of the University and, in consultation with the Senatus, to make such provision as it thinks fit for the general welfare of the students;

3. to oversee the management of all of the revenue and property of the University and to exercise general control over its affairs, purposes and functions, taking all final decisions on matters of fundamental concern to the institution;

4. to safeguard the good name and values of the University and to ensure that it is responsive to the interests of its stakeholders, including students, staff, graduates, the local community and funding bodies;

5. to assist the University in the promotion and development of its activities in Scotland, the UK and internationally, in a way which protects and enhances its financial sustainability, visibility, reputation and values;

6. to approve financial strategies, long-term business plans and annual budgets for the University and to ensure its solvency and safeguard its assets;

7. to approve Key Performance Indicators (KPIs) and monitor the University’s performance against approved plans, budgets, and key performance indicators, benchmarking them where appropriate against comparator institutions;

8. to ensure, in approving KPIs and annual budgets, that due regard is given to the interests of students, staff and other stakeholders;

9. to approve an estates strategy for the management and development of the University’s land and buildings in support of its objectives;

10. to approve a ‘People action plan’ and to ensure that reward arrangements for its employees are appropriate to the needs of the University;

11. to demonstrate leadership and act as a role model in the elimination of unlawful discrimination and the promotion of equality, diversity and inclusion, and to ensure good relations across all protected characteristics.

**Governance and Control**

12. to ensure compliance with established principles of good governance in higher education and moreover ensure the University transacts its business with integrity and in accordance with its Charter, Statutes, Ordinances and other rules and regulations, as well as with Scottish, UK and EU law where applicable;
13. to appoint the Principal & Vice-Chancellor of the University, including the terms and
conditions attaching to the appointment, and to put in place suitable arrangements for
monitoring his or her performance through consultation with all members of the Court;

14. to appoint a Secretary of the University and to ensure that he or she has separate lines of
accountability for the provision of services to the Court and for the fulfilment of executive
managerial responsibilities within the institution;

15. to make clear and to review regularly the executive authority and other powers delegated to
the Principal & Vice-Chancellor, to other senior officers and to other bodies of the University
including the Senate and Committees of Court;

16. to ensure the proper use of public funds awarded to the University as well as adherence to
the funding requirements of the Scottish Funding Council in its Financial Memorandum and
any other documents;

17. to establish and monitor effective systems of internal financial and operational control and
accountability throughout the University, oversee the University’s arrangements for internal
and external audit and to approve the University’s annual financial statements;

18. to ensure that arrangements are in place for the proper management and assessment of risk
within the University and that appropriate arrangements are in place in respect of the health
and safety of students, staff and other persons affected by University operations;

19. to act as trustee for any legacy, endowment, bequest or gift in support of the University’s
activities;

Effectiveness and Transparency

20. to ensure, through the appointment of co-opted lay persons in accordance with the
Statutes, a balance of skills and experience amongst the membership of the Court sufficient
to meet these primary responsibilities;

21. to ensure that the proceedings of the Court are conducted in accordance with the nine
principles of public life in Scotland: namely selflessness, integrity, objectivity, accountability,
openness, honesty, leadership, public service, and respect;

22. to ensure that the Court takes effective steps to communicate its decisions and its work to
the staff and students of the University, and to other stakeholders as appropriate;

23. to ensure that procedures are in place in the University for dealing with internal grievances,
conflicts of interest and public interest disclosure; and

24. to monitor its own performance and that of its Committees through an annual internal
review of effectiveness, with a formal, externally-facilitated evaluation of effectiveness
undertaken not less than every five years and to ensure that the Senatus reviews its own
effectiveness on a regular basis.

Approved at the meeting of Court held on 24 April 2018
Appendix 6 Guidance for the Declaration of Interests

Introduction

1. The University maintains a Register of Interests of its Court members, lay Audit Committee members and of its senior academic and professional service managers. The Register is updated annually by means of a declaration of interests by the relevant member of Court or member of staff, although any changes arising between annual declarations must be intimated to the Director of Academic & Corporate Governance as soon as possible.

2. Individuals from whom the submission of a declaration of interests is a requirement are as follows:
   - All Court Members
   - Any additional lay members of the Audit Committee
   - All members of the University Executive Group
   - All Deans and Associate Deans
   - All School Managers
   - All Professional Service Directors
   - Such other senior academic or professional service staff who lead significant discrete units of the institution, exercise strategic or operational influence over a large part of the institution or who enjoy significant delegated authority (as determined by the Director of Academic & Corporate Governance)

Notes specific to Court Members

3. In relation to Court members, it is a well understood principle (supported by the nine principles of public life in Scotland\(^2\)) that members of governing bodies of higher education institutions must act, and be seen to act, impartially and without there being undue influence on their role from other business and personal interests. The Register is one method of safeguarding this position, but there will also be occasions when a member of Court will wish and be expected to declare orally a direct or indirect personal or pecuniary interest in a matter under consideration by the Court or one of its Committees, even if that interest has been previously included in the Register.

4. The contents of the Register are intended to be available for public inspection; and the Court publishes details of significant commitments and the declared interests of current Court members on the University’s website. Additionally members of the public, on application to the Secretary, can ask to see the hard copy of the Register, and the Secretary is required to make an annual report to the Court on the use made of the Register\(^3\). It may be necessary also to make some disclosure of major interests in the annual Financial Statements of the University.

Guidance for completion for ALL individuals

5. A blank Register of Interests Form is available from https://uod.box.com/s/v21ew2b8ml1asrb34uk5oyrkozacw2ni. This should be updated,

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\(^2\) As set out in paragraph 2 of the Scottish Code of Good Higher Education Governance (http://www.scottishuniversitygovernance.ac.uk/wp-content/uploads/2017/10/Scot-Code-for-HE-governance.pdf). The principles are: Duty; Selflessness; Integrity; Objectivity; Accountability and Stewardship; Openness; Honesty; Leadership; and Respect.

\(^3\) No request to see the Register has been made in 2017, except by the auditors.
printed, signed and dated, and the hard-copy returned to the Director of Academic & Corporate Governance.

6. Notes of guidance on completion of the various sections of the form are as follows:-

A Employment: You should note ALL work for which you are paid, whether this is as an employee or as a paid consultancy. You should provide details of the employer or the organisation contracting you to do the work. You do not need to include paid directorships in this section; you must note those under section B. You should include details of any employment with the University, whether as an employee, a consultant or a contractor.

B Directorships etc: All directorships, charity board trusteeships, memberships on the boards of voluntary organisations and their equivalents on other bodies should be declared. You must state whether the position is remunerated or not. 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 (e.g. local authority, NHS provider, non-departmental public body), must declare that interest – even where a member of Court has been nominated to such a position as a representative of the University.

Academic members in particular have a range of involvements with government departments, research councils, funding councils and other universities (for example as external examiners): for the most part, it will be sufficient to rely on oral disclosure of such an interest on the rare occasions when it would be important to ensure that other Court members are aware of the involvement. Remunerated or honorary positions in other educational institutions, in any capacity, should be included in this section.

C Pecuniary Interests: Potential pecuniary interests of significance not revealed by A and B should be disclosed. These might arise if, for example, you or your spouse or partner or close family relative have a beneficial interest in a company, firm or other organisation involved in the supply of goods or services to the University. Minor shareholdings, however, direct or through unit/investment trusts, need not be disclosed.

D Any Other Relevant Disclosure: This section is to allow members to include any additional information which he or she would prefer or feel it proper to disclose but which does not fall readily into the other sections. This might include significant other commitments outside the University (particularly any commitments which may have a potential effect on the member’s ability to carry out their role on Court or its committees or their role in the University) or close personal relationships that might lead to perceptions by others that there may be a conflict of interest. It must be remembered that the possible perception that there may be a conflict is sufficient cause for that conflict to be included, whether or not there is a real conflict. Additionally, substantial or regular hospitality from a company or organisation which offers services to the University might be included in this section.

E Related Parties: Our external auditors also require the University to include consideration of close family members of those completing the declaration.
For this purpose close family members are those family members who may be expected to influence, or be influenced by, the person submitting a declaration and include:

(a) your parents, children and spouse or domestic partner;
(b) children of your spouse or domestic partner; and
(c) your dependants those of your spouse or domestic partner.

In order to ensure that your disclosure in this area is complete we ask that you indicate in your return the nature and value of any of the following transactions:

a) transactions with the University by your close family members, as defined above
b) transactions with the University by any organisations under the control of your close family member, as defined above.

We also ask that you include under this section any employment, directorships or pecuniary interests of your close family members, which might reasonably lead a person to believe there may be a conflict of interest.

7. If a member of Court/Audit Committee or any senior officer is in doubt about whether or not to include an item in the Register, they should contact the Director of Academic & Corporate Governance, the University Secretary or the Clerk to Court informally for further guidance. But a guiding rule of thumb should be to provide broad disclosure rather than not disclose. Individuals are also encouraged to speak to the University Secretary or Director of Academic & Corporate Governance for advice on potential conflicts of interest.

Contact details are:
Neale Laker: 01382 385104 n.laker@dundee.ac.uk (PA Elaine Mallows: e.c.mallows@dundee.ac.uk)
Christine Milburn: 01382 386459 c.c.milburn@dundee.ac.uk (Court Assistant Leanne Smith: l.v.smith@dundee.ac.uk)

The signed form should be returned to even if there is a nil response in each section.

Dr Neale Laker
Director of Academic & Corporate Governance

June 2018
Appendix 7 Standing Orders & Code of Conduct For Members

(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 (link), and the Primary responsibilities of the Court are detailed in the Statement of Primary Responsibilities (link).
   (2) The powers and functions of the Senate are set out in paragraph (4) of Statute 10 (link). 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 (annex 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) 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. **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 (link)\(^4\).  
(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.

5. **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.

6. **Delegated Authority**

\(^4\) The schedule of matters reserved for the Court will be developed for consideration by the Governance & Nominations Committee on 15 May 2018 and the section will be implemented following its approval.
(1) Delegated authorities are defined in the Schedule of Delegation and Decision-Making Powers, which the Court shall review on an annual basis.

7. 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 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 Chair shall undergo an annual appraisal led by the Deputy Chairperson and involving consultation with all members of the Court.
   (5) The 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.

8. 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) As the senior independent member of Court, the Deputy Chair shall act as intermediary for members of Court who might wish to raise concerns about the conduct of the Court or its Chairperson.
   (4) The Deputy Chairperson shall, at least annually, chair a meeting of the Court to discuss the performance of the Chairperson in the Chairperson’s absence.

9. 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 or Deputy Chairperson as appropriate before making a recommendation to Court for investigation of the case for dismissal/removal from office.

10. 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 and Principal, 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 less than seven days before the date of such a meeting.

(4) Any ordinary or additional meeting may be adjourned by the Court until a date and time agreed by the Court.

11. 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.

(6) 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.

(7) 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.

(8) All actions resulting from the decisions of the Court shall be maintained in a log to be provided to Court at each meeting.

(9) 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.

(10) The Court shall commission a review of its effectiveness every 5 years, with the support of an external facilitator.
12. **Conduct of Meetings**

(1) The agenda for meetings shall include strategic business (labelled as Part A) and core business in relation to which discussion is expected and more routine business which is not anticipated to require consideration (labelled as Part C). The Chair will, at the start of meetings, invite members to ‘star’ any items under part C 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 their 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 where they do not wish to raise the matter directly with the Chairperson or feel unable to do so.
13. **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.  

14. **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.  

15. **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.
ANNEX 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. 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 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.

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 Chairperson 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 8 – Deputy Chair of Court Job Description
Eligibility, Role Description and Person Specification

A. Role Description
The role of Deputy Chairperson has three specific functions set out in Ordinance 63. These are:

1. To chair meetings of the Court in the absence of the Chairperson or where the business under discussion makes it inappropriate for the Chairperson to preside;
2. To act as intermediary for members of Court who might wish to raise concerns about the conduct of the Court or its Chairperson. [This corresponds to UK Corporate Governance Code\(^5\) provision A.4.1 ‘a senior independent director […] to provide a sounding board for the chairman and to serve as intermediary for the other directors where necessary’]; and
3. To chair annually at Court a discussion of the performance of the Chairperson in his/her absence.
4. To assume the role of Interim Chairperson in the event of a vacancy arising in the role of the Chairperson of Court, until such time as a new Chairperson is identified.

In addition, and with the agreement of Court, the Deputy Chairperson of Court may from time to time be asked by the Chairperson to deputise at internal or external meetings and events as may be appropriate or desirable. The Deputy Chair also often plays a key role in the appointment process for the Chair of Court.

B. Person Specification
To be effective in the role of Deputy Chairperson of Court, a candidate should ideally possess the following qualities and skills:

1. Experience of chairing board level committees;
2. Active listening approach and good communication skills;
3. Good understanding of issues of equality, diversity and inclusion;
4. Visibly engaged with the business of the Court;
5. Experience or an understanding of the principles of performance management;
6. Approachability and natural empathy with others;
7. Commitment to good governance principles;
8. Diplomacy and tact.

C. Eligibility
To be appointed as Deputy Chairperson, a candidate must be a member of Court, but may not be a member of staff or student of the University.

D. Appointment
The appointment is for four years in the first instance with the possibility of re-appointment for a further term. An appointment as Deputy Chairperson does not extend the maximum period of office on Court of eight years. Where a member has less than four years remaining as a member of Court, an appointment would be for the remainder of their term on Court only.

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Appendix 9 Gifts & Hospitality Policy

Introduction

1. This policy sets out the University’s expectations of its staff and members of Court on the giving and receiving of gifts and hospitality. It also makes clear who is required to maintain a register of gifts and hospitality that have been declared under the policy. The policy should be read in conjunction with the University’s Anti-Bribery Policy Statement.

2. The acceptance of gifts and excessive hospitality can cause damage to the University’s reputation and may lead to prosecution under the Bribery Act 2010. This policy seeks to protect staff and lay members of Court (and any additional lay members of its Committees) from the suspicion of dishonesty as well as from the perception that their decision-making may have been influenced as a result of the acceptance or provision of gifts or hospitality. By doing so, the policy aims to ensure staff are free from any conflict of interest.

Definitions

3. Gifts are items or services given or received for which no payment has been made in return or where the item or service has been accepted or provided at a level clearly below an appropriate market value.

4. Hospitality can be defined as any food, drink, accommodation or entertainment which has been provided either without charge or at a heavily discounted rate.

Principles

5. All staff and members of the University Court must not accept, solicit or offer any personal benefit as an inducement or reward for taking specific action or for showing favour or disfavour to any other person. This includes the acceptance or solicitation of benefits on behalf of other related parties, such as partners, spouses, other family members or colleagues.

6. Moreover, staff must not accept gifts or hospitality or benefits of any kind if it might be perceived that their personal integrity or professionalism has been compromised, or that their decisions may have been influenced, or if they or the University might be seen to be placed under an obligation.

7. These principles notwithstanding, the University accepts that there may be circumstances where the unsolicited acceptance of gifts or hospitality will be appropriate, or indeed where declining such gifts or hospitality may cause offence that is detrimental to the University’s interests.
8. The University expects its staff and also the members of the University Court to exercise the utmost care when giving and accepting gifts and hospitality when on University business. In particular, care should be taken when accepting a gift or hospitality from a person who, or organisation which, has or hopes to have a contract with the University.

Additionally, staff should take especial care when giving and accepting gifts or hospitality from a person who, or an organisation which, might be perceived to be seeking to gain academic advantage or influence. This will include, but is not limited to, such circumstances as acceptance onto a programme of study, assessing a student’s work, or the interpretation or provision of favourable research results.

9. If, having previously accepted a gift or hospitality, a member of staff finds him or herself in a position where a decision might be construed as having been influenced by the acceptance of that gift or hospitality, the resulting conflict of interest should be declared in accordance with the table at Appendix 1.

10. The guiding principle is that the gift or hospitality should be proportionate and appropriate to the circumstances in which it is offered or received. Staff should at all times avoid the risk of accepting or providing gifts or hospitality which might be perceived as immoderate, excessive or extravagant, whether by members of the University or the public.

11. Lay members of Court (alongside any additional lay members of its Committees) have a particular responsibility in relation to gifts or hospitality which are offered or received in fulfilment of duties relating to activities with their employer or with an organisation other than the University. In accepting or offering such gifts or hospitality, lay members should carefully consider whether doing so may lead to a perception that their decision-making in relation to University business or their personal integrity may be unduly affected. In such cases, lay members should consider declaring these gifts or hospitality to the University, alongside any gifts or hospitality they may have received by virtue of their role as a lay member. Careful thought needs to be given as to whether it may be more prudent to decline such gifts or hospitality.

Guidance

General

12. Before accepting unsolicited gifts, hospitality or other benefits and irrespective of the guidance given below, staff have a personal responsibility to consider in every case whether acceptance might put them in breach of the principles outlined above. Where this is, or may be perceived to be the case, staff should politely decline.

Receiving Gifts
13. Staff may accept gifts of low intrinsic value (generally taken to be below £30), such as tokens of gratitude; promotional and corporate gifts bearing the institutional or organisational logo or name of the giver; or books (including e-books) from publishers to academic staff where the books are relevant to the academic and/or professional interests of the staff concerned.

14. Gifts of greater than low intrinsic value should on the whole be declined or returned. All such gifts, whether declined or accepted, must be reported to the Dean of School or Director of a professional services directorate, as appropriate, to be entered into a Register of Gifts & Hospitality (see below). Deans, School Managers and Directors of Professional Services must report such gifts to their respective line managers, the Vice-Principals and Secretary to the Principal, and the Principal and lay members of the University Court to the Director of Academic & Corporate Governance (see Appendix 1 for detailed reporting structure).

15. Advice on whether a gift of greater than low intrinsic value can be accepted should be sought in the first instance from the relevant Dean or Director and thereafter from the Director of Academic & Corporate Governance, Director of Legal or the University Secretary.

16. Gifts of greater than low intrinsic value that are nevertheless accepted should normally be regarded as the property of the University and used or retained accordingly. It should be normal practice for such items, as well as any low value gifts of particular prominence, to be included within the University’s museum collection, and contact should be made with the Curator of Museum Services to discuss whether this is appropriate. Such gifts should nevertheless be included on the Register of Gifts & Hospitality and note made of the action taken.

17. Personal gifts of money (or monetary instruments) should never be accepted regardless of amount. Gifts of money to the University should be received only if they are clearly charitable donations, co-ordinated through the Principal, the Director of Finance or the Director of External Relations.

Receiving Hospitality

18. Modest hospitality, provided it is reasonable in the circumstances, such as lunches or other meals in the course of working visits, is generally acceptable provided its acceptance is consistent with the principles set out above. Such hospitality should normally be similar to the scale of hospitality that the University would be likely to offer in similar circumstances.

19. Staff attendance at sporting, cultural or similar events at the invitation of suppliers, potential suppliers or consultants is not generally acceptable to the University. Similarly, the acceptance of invitations by suppliers, potential suppliers or consultants to participate in social, sporting and similar activities (for example golf days or activity days) is not generally acceptable to the University.
20. Regardless of whether it is accepted or declined, hospitality which falls outwith what is generally acceptable must be declared in the same way as for gifts as set out above and likewise entered into a Register of Gifts & Hospitality. In the same way, advice in cases of doubt should be sought from the relevant Dean or Director and thereafter from the Director of Academic & Corporate Governance, Director of Legal or the University Secretary.

Providing Gifts or Hospitality

21. Business gifts, including hospitality, may on occasion be provided by the University. This would normally be acceptable in circumstances where external or international visits take place and gifts are exchanged as a means of cementing goodwill, or as tokens of gratitude.

22. In this regard, gifts should normally be of a type and value which fall within the guidance set out above for the acceptance of gifts, and especially in accordance with the description given at paragraph 11.

23. Hospitality provided to external visitors should likewise fall within the description set out above for the receipt of hospitality, and in particular in accordance with paragraph 16.

24. Where gifts or hospitality are offered that fall outside the definitions and scope of the above principles and guidance, these must be entered into a Register of Gifts & Hospitality.

Register of Gifts & Hospitality

25. In the interests of transparency, Deans and Directors must ensure that local Registers of Gifts & Hospitality are kept within their areas of responsibility.

26. Each Register should record the following:

- Description and nature of gift or hospitality;
- Whether the gift or hospitality was received or provided by a member of the University;
- Value or estimated value;
- Name of individual/company providing the gift or hospitality;
- Whether the gift was accepted or declined;
- Date of receipt;
- Name of individual/company who received the gift, and if a University employee, whether personally or on behalf of the University;
- The circumstances within which the gift or hospitality was offered.
27. In the case of members of the University Court (and lay members of any other of its Committees) and of the University Executive Group, gifts and hospitality should be recorded in the Corporate Register held by the Director of Academic & Corporate Governance. This register will be publicly available on the University’s website.

28. Each local register shall be reported annually, or on request, to the Director of Academic & Corporate Governance for onward reporting to the University Audit Committee, as appropriate.

29. Failure to declare gifts or hospitality or failure to include them timeously on the Register of Gifts & Hospitality may constitute misconduct, particularly where acceptance or provision of such gifts or hospitality calls into question the integrity of the individual receiving or offering such gifts or hospitality or where as a result the University is brought into disrepute.
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