

UNIVERSITY OF DUNDEE**UNIVERSITY COURT**

A meeting of the University Court was held on 30 August 2018.

Present:

Ronnie Bowie (in the Chair)
Janice Aitken
Alan Bainbridge
Richard Bint
Dr William Boyd
Shirley Campbell
Catherine Cavanagh
Lady Lynda Clark
Principal Professor Sir Pete Downes
Rumana Kapadia
Professor Tim Kelly
Rebecca Leiper
Bernadette Malone
Allan Murray
Jane Marshall
Dr Alison Reeves
Dr Jean Robson
Professor Mairi Scott
Sofia Skevofylaka (DUSA President)
Jay Surti
Sharon Sweeney

In Attendance:

Wendy Alexander (Vice-Principal (International))
Professor Nic Beech (Vice-Principal (Provost))
Dr Neale Laker (Director of Academic & Corporate Governance)
Dr Jim McGeorge (University Secretary)
Dr Christine Milburn (Policy Officer (Corporate Governance))
Pam Milne (Director of Human Resources and Organisational Development)
Carol Prokopyszyn (Director of Finance)
Wesley Rennison (Director of Strategic Planning)
Professor John Rowan (Vice-Principal (Research, Knowledge Exchange & Wider Impact))
Thomas Veit (Director of External Relations)

Apologies:

Lord Provost Ian Borthwick
Karen Reid
Keith Winter
Professor Karl Leydecker (Vice-Principal (Learning & Teaching))

1. COURT MEMBERSHIP

The Court was advised that Anne Anderson had resigned from the Court with immediate effect on 13 August 2018. Members noted that the Unions had subsequently nominated Catherine Cavanagh to serve on Court as the member of support staff nominated by the Unions in

accordance with Ordinance 66 (Nominations to the Court by the Trade Unions and the Students' Association), and the Court agreed to adopt the nomination.

- The Court decided:**
- (i) to note the resignation of Anne Anderson; and
 - (ii) to adopt formally the nomination of Catherine Cavanagh as the member of support staff nominated by the Trade Unions.

2. PROCESS FOR THE APPOINTMENT OF THE CHAIR OF COURT

[Secretary's note: the Chair of Court declared an interest in the item and left the room for the duration of discussions.]

The Director of Academic & Corporate Governance outlined proposed regulations and timelines which underpinned the process for the appointment of the Chair of Court. The Director advised members of a number of minor changes following the completion of the Equality Impact Assessment (EIA) process, and members approved the regulations (**Appendix 1**) subject to these changes. The Court also agreed that the timelines proposed were suitable.

Discussions focussed on the use of open-meetings or hustings to enable the electorate to engage with candidates. Members highlighted the need to ensure that candidates' campaigns were consistent with the regulations and requirements set by the appointing committee, that the candidates were capable of performing the role to the expected standard, and that any communications by candidates were consistent and appropriate in the context of the role and powers of the Chair, (including the limitations of those powers). In this respect, members noted the role of the Appointing Committee in screening candidates and of the Returning Officer in ensuring that candidates behaved in accordance with the regulations – in particular, in relation to campaign materials. Following discussion, members agreed that it would be preferable to avoid overtly political words such as 'hustings' as they may set the wrong tone, but that it was important to organise opportunities for the electorate to meet and question candidates to ensure that the process was rigorous and transparent. Members also highlighted the importance that advertising for the position made clear the nature and responsibilities of the role.

In response to questions the Director confirmed that the regulations set out were aligned with the requirements of the Scottish Code of Good HE Governance (2017) and the Higher Education Governance (Scotland) Act 2016.

Turning to the Appointing Committee, the Court noted that, in accordance with the regulations, and that having declared that she was not standing for election, the Deputy Chair would chair the Appointing Committee. Members noted that following a call for expressions of interest in serving on the Committee, the Deputy Chair had spoken with all members who had indicated an interest. Court went on to approve the following membership for the Appointing Committee:

- Bernadette Malone (Deputy Chair)
- Richard Bint (Co-opted member of Court)
- Professor Tim Kelly (Elected by the Staff Council)
- Jane Marshall (Graduates' Association Member of Court)
- Allan Murray (Co-opted member of Court)

- Dr Alison Reeves (Elected by the Senate)
- Professor Mairi Scott (Elected by the Senate)
- Sofia Skevofylaka (DUSA President)

The Court decided:

- (i) to approve the regulations for the election of the Chair of Court subject to minor amendment;
- (ii) to approve the timelines as proposed; and
- (iii) to approve the composition of the Appointing Committee as set out above.

3. UNIVERSITY STRATEGY TO 2022: ACTION PLANS AND KPIs

The Court noted that the University Executive Group (UEG) had circulated to the Court an action plan for 2018/19 which identified 13 priority actions for 2018/19 in pursuit of the strategic aims set out in the University Strategy to 2022. Members noted that this would be the focus of discussions on the second day of the Retreat.

The Court decided: to welcome the opportunity for discussions during the second day of the Retreat and await further developments in due course.

[Secretary's note: On the second day of the Retreat, the Director of Strategic Planning and University Secretary delivered a session which provided an overview of the review of the University Strategy action plan undertaken by the UEG over the summer and set out the resulting 13 'big ticket' items which UEG had identified as being critical to the delivery of the strategy. Members noted that this list would be further distilled based on the input from the Court at the Retreat. Members also reviewed the proposed Key Performance Indicator (KPI) dashboard and were consulted on the approach to reporting to the Court. In this respect the Court was unanimous in seeking high-level strategic reporting supported by relevant and timely information to underpin discussions of the governing body and enable it to take strategic decisions. Members were, however, keen to avoid large volumes of management level information being provided to the Court and instead suggested that it would be appropriate for the Court to consider management's analysis and high-level presentation of the data. Members also highlighted the role of the Court in providing assurance that adequate management information was available, and the need for the approach to enable the reporting of any particular issues or achievements to the Court in a safe manner which enabled collaborative working.]

4. DUSA EXECUTIVE MANIFESTO

The President of the Dundee University Students Association (DUSA) presented the 2018/19 DUSA Executive Manifesto to the Court, including a high-level overview of each of the four key themes of: Employability, Community, Representation, and Welfare, and the associated key goals and actions. Members noted that employability and welfare, including their relationship to student retention, would be a major focus for the executive for the coming year, and the President drew members' attention to the importance placed on building continuity from the previous year's manifesto.

The President highlighted a range of issues and scenarios regularly faced by DUSA when supporting students. Discussions largely focussed on aspects relating to health and wellbeing, and members were pleased to note the strong collaborative relationship between DUSA and the University, in particular through Student Services, as well as a desire to increase the focus on prevention as well as support in the areas of mental health and sexual misconduct. Through discussion members noted that some initiatives designed to respond to student requests and enhance the student experience, for example lecture capture and extended library opening hours, also had the potential to compound issues linked to isolation, engagement and healthy patterns of study, and were pleased to note that the University Executive Group (UEG) planned to explore these issues with the Student Experience Oversight Group and Student Representative Council (SRC).

The President went on to outline areas of growing demand for services, which DUSA planned to discuss with the University to ensure coordination of support.

In summarising discussions, the Chair of Court highlighted the value placed on the University's relationship with DUSA, and members acknowledged the challenges of the changing student environment. Noting a number of routes through which this partnership working approach was taken forward, including the Student Experience Oversight Group (SEOG, which brought together the DUSA Executive with the University Secretary, Vice-Principal (Learning & Teaching) and the Director of Academic & Corporate Governance), the University's Health & Well-being Group and the DUSA Board's Pastoral Working Group (which included the University Secretary, Director of Student Services and other University staff), the Court agreed that it would be useful to map the current position to identify any opportunities to further enhance joint working and the student experience. The Deputy Chair of Court agreed to work with the officers to give the Court assurance in this respect.

The Court decided: to thank the President for her presentation, and to note that an update from the proposed mapping of activities would be added to the agenda for the November meeting of the Court.

5. MINUTES

(1) Minutes of the Meeting of Court on 11 June 2018

The Court decided: to approve the minutes of the Court on 11 June 2018

(2) Minutes of the Extraordinary Meeting of Court on 2 July 2018

The Court decided: to approve the minutes of the Court on 2 July 2018

6. MATTERS ARISING

(1) Action Log

The Principal provided a short update in relation to membership of the Academic & Health Science Partnership (AHSP) Board, and members agreed that the Governance & Nominations Committee should consider any requirements applicable to the Court once the composition was finalised.

The Court decided: to note the updates provided and approve the log.

(2) Strategic Plan Forecast to the SFC

The Court decided: to note that the Strategic Plan Forecast had been submitted following its approval by the Convener of the Finance & Policy Committee in accordance with the authority delegated to him by the Court.

(3) Ratification of Changes Approved to Statute 4 (The Rector)

The Court decided: to ratify the decision to approve changes to Statute 4 (The Rector) (Appendix 4, minute 9 to the June 2018 Court minutes refers), subject to the approval of the Senate, and the approval of, and any further changes required by, the Privy Council.

(4) Membership of the Remuneration Committee

The Court decided: to homologate the decision taken by circulation on 21 August 2018, to appoint Rumana Kapadia (Independent Student Member on Court), and Sharon Sweeney (Member of academic staff nominated by the trade unions) as members of the Remuneration Committee.

(5) Use of Emergency Powers

The Court decided: to note that there were no instances of use of emergency powers over the summer period.

(6) Ratification of Changes Approved to Ordinance 39 (Degrees, Diplomas and Certificates)

The Court decided: to ratify the decision to approve changes to Ordinance 39 (Degrees, Diplomas and Certificates) such that 'Professional Doctorate Awards' be included in the list of awards.

7. CHAIR'S REPORT TO COURT

The Chair of Court provided members with an update on meetings and activities undertaken on behalf of the University since the last meeting of the Court. Members noted in particular the Chair's involvement in the Joint Expert Panel established in relation to the 2017 actuarial valuation of the Universities Superannuation Scheme (USS) which would deliver its report in mid-September.

The Court decided: to note the report

8. UNIVERSITY EXECUTIVE GROUP REPORT TO COURT

The Court received a report from the University Executive Group (UEG) (**Appendix 2**) which detailed strategic matters of sectoral and internal significance which had been the focus of UEG attention since the last meeting of the Court. Members noted that the report replaced the regular report from the Principal and were supportive of the new format and approach. Members made a number of suggestions for possible inclusion in future reports, such as a high-level financial health check, and noted that activities relating to the staff survey outcomes would be included in future reports when appropriate.

In response to questions the Director of External Relations provided an update on the student recruitment figures provided, which painted a positive picture for the University despite increased competition. Members acknowledged the efforts of the Clearing team during this period. The Director advised members that the University expected to meet its capped Undergraduate (UG) numbers, had reached the MD20 targets set within the outcome agreement, and now hoped to reach the target within the budget relating to uncontrolled UG and Postgraduate Taught (PGT) overseas recruitment. Elsewhere members noted that despite a positive experience in Clearing the University did not expect quite to meet the budget targets for RUK recruitment. In this respect, members noted the University's strategic decision to focus its marketing and recruitment resources on other market areas where there had been success.

The Court was delighted to note the outcome of the National Student Survey (NSS), where the University was ranked 8th in the UK and 2nd in Scotland, which it recognised represented an outstanding outcome for the institution. Members noted that the specific area of 'Assessment and Feedback' remained a focus of activity, with actions being taken forward by the Vice-Principal (Learning & Teaching).

The Court decided: to note the report.

9. COMMITTEES

(1) Finance & Policy Committee

(i) Report of the Meeting on 14 August 2018

The Convener of the Finance & Policy Committee provided members with an overview of discussions during the meeting of the Committee on 14 August 2018 (**Appendix 3**). In doing so he highlighted discussions relating to improvements to forecasting within the management accounts; analysis of Business Transformation savings and benefits; growth and savings project reports; international partnerships; and the University of Dundee Superannuation Scheme (UoDSS) valuation.

Members highlighted the importance of accurate forecasting in informing the decisions of the governing body. In response to questions regarding the focus/use of the investment fund within the 2018/19 budget, the new Director of Finance drew members' attention to the University's cash flow position, and in particular the continuing need to be cautious with spending to enable the University to reach a sustainable financial position.

The Court was pleased to note the Committee's discussions of international partnerships. In particular, the Convener highlighted to members that the University would be in a good position if the three partnerships currently being pursued in China were successful, and that the Educational Partnerships Development Unit (EPDU) had confirmed that it would evaluate the University's position before considering any additional opportunities.

Turning to the proposed Remuneration Committee budget for 2018/19, the Convener confirmed that the £140k proposed had been calculated on the basis of being broadly equivalent to the average percentage increase associated with incremental progression for grades below grade 10, and the Court was supportive of this approach.

Focussing on the UoDSS valuation, the Court indicated its support for the package proposed by the University to address the deficit for the scheme, and noted that the proposal would be considered by the UoDSS Trustees at their meeting on 5 September 2018. Members were pleased to note that the Convener had reviewed the associated budget implications with the out-going Interim Director of Finance before the offer was finalised.

- The Court decided:**
- (i) to approve the Remuneration Committee budget and approach for 2018/19;
 - (ii) to endorse the package proposed in relation to the UoDSS valuation; and
 - (iii) otherwise to approve the report.

(ii) RESERVED BUSINESS: Business Transformation Update

The Court received an update on progress on the OneUniversity system implementation within the Business Transformation programme. Members were pleased to note that the Business Transformation Steering Group had recommended that the Finance module go live would be 1 November. Members were also advised that TechnologyOne was to provide a revised implementation plan for the phase 2 Student and Curriculum Management solution by 10 September 2018, after which a commercial discussion could take place in relation to the delay for this element of the implementation.

- The Court decided:** to note the report and the progress made.

(2) Governance & Nominations Committee

The Court received a report from the meeting of the Governance & Nominations Committee on 14 August 2018 (**Appendix 4**). The Convener of the Committee drew to members' attention items endorsed by the Committee for approval by the Court.

In particular, members noted the Committee's endorsement of the appointment of Rumana Kapadia and Sharon Sweeney as members of the Remuneration Committee (as referred to in minute 6(4)). The Convener also drew members' attention to proposed

changes to the governing instruments pertaining to the election of the Rector (Appendix 4, annex a), which built on the changes previously approved to Statute 4 (The Rector) (see also minute 6(3)) and were designed to improve current practice. Members also noted that the Committee had, as is standard practice, reviewed the process for the appointment of the Deputy Chair and the Court approved the proposed enhancements to future practice.

Turning to items relating to compliance with the Scottish Code of Good HE Governance (2017), the Court approved the 'Schedule of Matters Reserved to the Court', and also the proposed timing and format for the Public Stakeholder Meeting of the Court.

- The Court decided:**
- (i) to note the Committee's endorsement of the membership of the Remuneration Committee as approved by circulation and homologated in minute 6(4) above;
 - (ii) to approve, subject to the approval of the Senate, and ratification by the Court at its next meeting, changes proposed to Ordinance 62 (Election of the Rector) and Regulations for the Conduct of the Election of the Rector (Appendix 4 annex b);
 - (iii) to approve the schedule of matters reserved to the Court (Appendix 4 annex c)
 - (iv) to approve the timings and format for the Public Stakeholder Meeting of the Court in January 2019;
 - (v) to approve proposals that compliance with the Scottish Code of Good HE Governance (2017) be reviewed as part of the quinquennial review of the effectiveness of the Court;
 - (vi) to approve changes to the process for the appointment of the Deputy Chair of Court (Appendix 4 annex d)

(3) Remuneration Committee

(i) Report of the Meeting on 11 June 2018

The Court received the report from the meeting of the Remuneration Committee on 11 June 2018 (**Appendix 5**), as had been verbally presented at the meeting of Court on 11 June 2018. The Court was satisfied that matters had been reported and actioned appropriately.

The Court decided: to approve the report.

(ii) Report of the Meeting on 30 August 2018

The Court was advised that the Remuneration Committee had met immediately before the meeting of the Court to consider matters relating to the appointment

of the Principal. It was agreed that these discussions would be reported against the appropriate items on the Court agenda (9(3)(iii) and 9(3)(iv)).

The Convener also confirmed that the Committee had endorsed the proposed Remuneration Budget and approach for 2018/19 as referred to in minute 9(1)(i).

The Court decided: to note the update.

(iii) Appointment of the Principal

[Secretary's note: Officers, with the exception of the University Secretary, Director of Academic & Corporate Governance, Director of Human Resources & Organisational Development, and Policy Officer (Corporate Governance) left the room for the duration of the item. The Principal also left the room and took no part in discussions].

The Chair of Court reminded members of the remit and parameters set by the Court at the outset of the process to appoint a new Principal & Vice-Chancellor. In particular he drew attention to the desire to appoint an exceptional candidate broadly within the envelope of the remuneration package of the current Principal.

The Convener of the Remuneration Committee outlined the package approved by the Committee and accepted by the new Principal, Professor Andrew Atherton. In this respect, members noted that the new Principal had signed a contract with a base salary of £250,000 and total remuneration package (including employer's USS pension contributions) of £295,000 per annum. Members were advised that an alternative offer had been made with a base salary of £270,000 per annum and total remuneration package of £275,650 in the event that the new Principal choose to withdraw from membership of the USS Pension Scheme prior to starting work at the University in January 2019. The Court was satisfied that both options were broadly comparable to the salary of the existing Principal and endorsed the package approved by the Committee. In response to questions the Director of Human Resources & Organisational Development confirmed that the new Principal understood that the contract did not include the offer of bonus payments for performance, and that beyond the standard cost of living increases which applied to all staff, any consideration for future increases in salary would be a matter for the Remuneration Committee in the normal way as part of the annual Senior Staff Salary Review for the UEG and other Grade 10 staff.

The Convener outlined the relocation expenses package agreed by the Committee. Members noted that relocation costs of up to a maximum of £50,000 had been approved, with the first £8,000 paid without deduction of income tax and with NI contributions paid for by the University in the normal way, and the maximum remaining allowance of £42,000 being inclusive of all tax and NI deductions. The Court noted that while the University's standard relocation package was 1 month gross salary, it was not unusual for higher levels to be offered on a case by case basis (for example when recruiting high-profile academic staff), and that as such the Committee did not consider the offer to be exceptional. In response to questions the Convener confirmed that the time limit for use of relocation expenses was two years. Members were noted that claims for relocation expenses would be subject to the University's standard policies and

guidelines. The Court endorsed the Committee's approval of the relocation expenses package.

Finally, the Convener highlighted other matters related to the contractual arrangements. Members noted that other terms and conditions, for example holiday entitlement and sick pay, were in accordance with standard University terms and conditions. The Court was also supportive of the agreement that the new Principal would be permitted to continue to undertake a modest amount of research in his own discipline, subject to annual review and agreement with the Chair of Court.

The Convener also confirmed that the new Principal wished to rent University House from the University, and would do so at a commercial rate subject to discussions in minute 9(3)(iv) below. In this respect, the Court accepted that such accommodation was not part of the remuneration package.

The Court decided: to endorse the remuneration package approved by the Remuneration Committee as outlined.

(iv) University House

Noting the incoming Principal's interest in renting the flat at University House from the University, the Court considered and approved works required to bring the flat up to a habitable condition after a period of 10 years where it had been vacant. Members also noted a second package of works proposed to improve the usage of the corporate entertainment facilities at University House and to address maintenance issues identified within a long-standing condition survey. Members were satisfied that the majority of the work was required to be undertaken irrespective of the habitation of the flat, and that the University anticipated a return on the investment in the commercial space through its use.

Members noted that the University owned a number of properties rented to tenants, and that the University House flat would be managed and leased on the same basis.

The Court decided:

- (i) to approve the allocation of a budget of £185k for condition survey works to bring the infrastructure of corporate spaces at University House up to an appropriate standard;
- (ii) to approve the allocation of a budget of £40k to renovate the flat at University House to enable it to be rented to the new Principal; and
- (iii) to delegate the responsibility for finalising the rental value and terms of the tenancy agreement to the University Secretary & Chief Operating Officer in consultation with the Chair of Court.

10. NARRATIVE FOR THE SENATE

The Court highlighted to the Senate the Court's discussions relating to the process for the election of the Chair of Court, the Court's support for the DUSA Manifesto, the new University Executive Group report to the Court, and the overall financial position. The Court asked that its recognition of the University's excellent performance in the National Student Survey (NSS) be drawn to Senate's attention, along with its encouragement to continue to address the issue of the University's ratings in the area of Assessment & Feedback.

The Court decided: to highlight matters detailed above in the Court report to the Senate.

11. REPORT FROM THE EXTRAORDINARY MEETING OF THE SENATE

The Court received a report from the extraordinary meeting of the Senate on 2 July 2018. Members noted that the Senate had unanimously endorsed to the Court the recommendation that Professor Andrew Atherton be appointed as the next Principal.

The Court decided: to note the report.

12. STAFF GRIEVANCES, APPEALS AND HEARINGS

The Court decided: there were no matters to report.

13. GOVERNOR DEVELOPMENT PROGRAMME

The Leadership Foundation for Higher Education (part of Advance HE) Governor Development Brochure was circulated to members.

The Court decided: to note that members interested in attending these training sessions should inform the Court secretariat.

14. ANNUAL INSTITUTIONAL STATEMENT TO THE SFC ON INTERNAL SUBJECT REVIEW

The Court received the University's annual statement to the SFC detailing the subject reviews that had been carried out over the past year. Members noted that the report was due to be submitted to the SFC by 30 September 2018.

Members noted that in approving the report the Court was asked to: confirm that it had considered the institution's arrangements for the management of academic standards and the quality of the learning experience for AY 2017-18, including the scope and impact of these; confirm that the institution had effective arrangements to maintain standards and to assure and enhance the quality of its provision; and therefore to provide assurance to the SFC that the academic standards and the quality of the learning provision at the University of Dundee continue to meet the requirements set by the Council.

The Court was advised that the Governance & Nominations Committee had considered reports from the Director of Quality Assurance & Academic Standards throughout the 2017/18 academic year.

The Court decided: to approve the report and ask that the Chair of Court sign the declarations set out above on behalf of the Court, to accompany the submission to the SFC.

Mr Ronald Bowie
Chair of Court
University of Dundee

APPENDIX 1

PROCESS FOR THE APPOINTMENT OF THE CHAIR OF COURT (Minute 2)

Introduction

1. At its meeting on 14 August 2018, the Governance & Nominations Committee received a draft version of the attached paper setting out the proposed regulations for the process of appointing the Chairperson of Court. An appointment process is necessary since the current incumbent's first term of office ceases on 31 August 2019 and he is not eligible to be considered for renewal due to the changes made to the appointment and renewal process in the intervening period as a result of the Higher Education Governance (Scotland) Act 2016 ('the Act'). The appointment process must be in accordance with the Act.
2. The proposed regulations underpin the appointment process as laid out in the Act and flesh out the provisions of Statute 9 (the Court) and Ordinance 65 (The Appointment of the Chairperson of Court). In finalizing the attached paper, officers consulted with the Deputy Chairperson of Court, given her experience of acting as returning officer for Westminster, Holyrood and local elections.
3. The regulations set out the operation of the appointing committee, the rules for the conduct of the election (including campaigning rules), dealing with a prolonged vacancy, the remuneration of the Chairperson and the process for the renewal of an appointment made under these regulations.
4. The following table sets out key dates for the appointment process and specifically those dates associated with the election process and set out in the regulations.

30 August 2018	Court approves the composition of the appointing committee
September/October 2018	Meetings of the Appointing Committee to agree further particulars and criteria for appointment
w/b 12 November 2018	Adverts published
14 December 2018	Closing date for applications
January/February 2019	Consideration of applications, shortlisting and interviews
By 8 February 2019	Appointing Committee reaches decision on candidates who have demonstrated that they meet the criteria and will be candidates in the election.
From 8 February 2019	Returning Officer liaises with candidates on the production of election statements.
4 March 2019	Announcement of Candidates and circulation of election statements
11 March 2019	Open meetings for students, staff and Court members
12 March 2019	Online voting opens at 9am
15 March 2019	Online voting closes at 5pm
15 March 2019	Declaration of results at 5.30pm
26 March 2019	Meeting of the G&NC
29 March 2019	Deadline for submission of case contesting the election result

5. The Appointing Committee to be established under the Act must include in its membership at least one student, one staff member and one graduate, and should be chaired by the Deputy Chairperson of Court, unless that person wishes or intends to be considered as a candidate. The current Deputy Chairperson has indicated that she does not intend to put herself forward as a potential candidate.
6. Following the meeting of the Governance & Nominations Committee, expressions of interest from members of Court wishing to serve on the Appointing Committee were sought, and a proposed final composition (to be drafted in consultation with the Deputy Chairperson) will be shared with the Court at the meeting on 30 August 2018.
7. At its meeting, the Governance & Nominations Committee proposed that the Appointing Committee should adopt a consultative approach to finalizing the appointment criteria and role descriptor, in alignment with the approach used in relation to the recent appointment of the Principal. The Committee also encourage the Appointing Committee to ensure there is engagement with the External Relations team on the look and feel of the publicity materials as well on an assessment of any risks relating to the appointment process from a public relations perspective.
8. The regulations are being equality impact assessed, and any issues arising from this will be shared with Court at the Court on 30 August 2018.

9. The Court is invited to:
- a. Review the regulations set out in annex, with a view to approving them for use in the upcoming appointment process;
 - b. Review and, if so minded, approve the proposed timetable for the appointment process as set out above; and
 - c. Approve a proposed membership of the Appointing Committee to be shared at the meeting.

Regulations Regarding the Appointment of the Chairperson of Court

1. These regulations are made in terms of Statute 9 and Ordinance 65. They have been approved by the Court on the recommendation of the Governance & Nominations Committee. They will be reviewed in advance of each process of recruitment of a Chairperson of Court by the Governance & Nominations Committee, in the absence of the incumbent Chairperson of Court, and the Committee will make recommendations on any changes to the Court.
2. These regulations have been written in a way to amplify the provisions of Statute 9 and Ordinance 65 and provide the additional regulatory framework within which the appointment and election processes as well as related issues should be managed. These regulations, however, do not replace or supersede the Statutes or Ordinances of the University. These regulations, alongside Statute 9 and Ordinance 65, have been written in accordance with the Higher Education Governance (Scotland) Act 2016 ('HEG(S)A').
3. These regulations should be used as the basis for drafting communications to staff, students, applicants and candidates about the appointment of the Chairperson of Court.

Eligibility and Period of Office

4. Students or members of staff of the University are not eligible to be appointed as Chairperson. In addition, no former member of staff or student of the University is eligible to be appointed until at least four years have elapsed from the point at which they ceased to be a student or a member of staff at the University.
5. Those members of Court who are not members of staff or students are eligible to be appointed as Chairperson. Former members of Court are not eligible to be appointed until at least four years have elapsed from the point at which their membership of Court ended.
6. A person appointed as Chairperson according to these regulations will serve as Chairperson for a period of three years, following which they will be eligible for re-appointment for a second and final period of three years. The process for re-appointment is set out below.

Appointment Process (outline)

7. The appointment of a Chairperson of Court is carried out in two stages: i) application and interview and ii) election.
8. The application and interview stage is overseen by an appointing committee established by the Court. By the end of this stage, the appointing committee will have determined a list of candidates deemed to have met the relevant criteria for appointment to the role and who will stand as candidates in an election. The election stage is overseen by a returning officer who manages the election process; the winner of the election will be appointed as Chairperson.

Appointing Committee

9. Under Ordinance 65, the Court will establish an appointing committee, the membership of which will include at least one member of staff, one student and one graduate of the University. The committee must not include any member of Court who wishes to be considered for the role of Chairperson. Whilst the committee will normally comprise only members of the Court, the Court may appoint other members of the University or members from outside the University to the committee. In establishing the appointing committee, the Court will take into consideration its commitment to widening representation of currently underrepresented groups on University committees.
10. The appointing committee will be chaired by the Deputy Chairperson of Court, unless that person wishes to be considered for the role of Chairperson, in which case the Court will appoint another of its lay members as chair of the committee.
11. The responsibilities of the appointing committee are to:
 - a. Devise the relevant criteria for appointment to the role of Chairperson. These should include: the experience, skills and knowledge necessary or desirable to exercise the functions of Chairperson and command the trust of the Court, Senate and the wider University community along with the expectations around availability and time commitments to carry out the role;
 - b. Ensure the efficiency and fairness of the process;
 - c. Publish anonymised data of the protected characteristics of the applicants, the interviewees and the candidates in the election;
 - d. Advertise the vacancy widely, sufficient to attract applications from a broad range of people;

- e. Interview those applicants who appear to meet the relevant criteria;
 - f. Declare whether those applicants who have been interviewed have satisfactorily demonstrated that they meet the criteria; and
 - g. Declare those candidates who may stand in an election.
12. To meet the requirements of HEG(S)A, any advert for the position of Chairperson must contain the following information:
- The functions exercisable by the Chairperson;
 - A summary of the criteria for appointment;
 - Guidance on how further information and any application form can be obtained;
 - An outline of the process;
 - Clarification on the reimbursement of expenses to attend interview or campaign;
 - An indication of the remuneration and expenses payable if appointed to the role;
 - A commitment to diversity and inclusion, reflecting the desire to attract individuals from underrepresented groups.
13. In discharging its responsibilities, the appointing committee established under Ordinance 65 may decide to engage the services of an external search agency.
14. If it chooses to do so, the appointing committee cannot delegate any of its responsibilities for reaching its own decision about whether individual candidates appear to meet the relevant criteria and must ensure that the external search agency is able to operate within clear parameters which must be set by the appointing committee. The role of an external search agency engaged in this way is to provide the appointing committee with information to enable it to better reach its own decision.
15. The appointing committee will determine the format for applications, including any accompanying documentation that applicants may be required to submit.
16. The appointing committee will consider the applications against the criteria for appointment, and will reach a decision on which of the applicants appear to meet those criteria. The appointing committee will then arrange to interview such applicants.
17. As part of the interview process, the applicants will also be invited to meet with the Principal and members of the senior management, with a group of academic and professional services staff, and with a group of students. The appointing committee will seek comments from each of these groups to inform its decision about which applicants have demonstrated that they meet the relevant criteria.
18. The appointing committee, following the interview process and the receipt of comments from those other groups meeting the applicants, will then reach a decision on which applicants have demonstrated that they meet the relevant criteria. The committee will provide a list of such applicants to the returning officer of the election, who will then make arrangements for an election to take place as set out below.
19. An election can, however, only take place when there is more than one candidate who meets the criteria. In the event that only one candidate is identified, or where one of the candidates subsequently withdraws to leave a single candidate, the recruitment process must be re-opened to identify other candidates. The remaining candidate will be entitled to stand for election without further interview.

Election rules

20. The University Secretary will be the returning officer. In the event of a vacancy in the position of University Secretary, the Court will appoint another senior officer of the University to act as returning officer. The returning officer may appoint deputies to assist them in carrying out the duties associated with the role, but the returning officer will be responsible for ensuring that the duties of the role are properly carried out.
21. The duties of the returning officer include:
- Managing the whole electoral process;
 - Ensuring the proper announcement of candidates and preparing the publication of election statements by candidates;
 - Providing an appropriate electronic voting platform;
 - Ensuring the proper application of the election rules set out in these guidelines;
 - Ensuring the proper application of campaigning rules set out in these guidelines;

- Ensuring candidates are reimbursed for any expenses permitted under the campaign rules;
- Reviewing election materials of candidates to ensure they meet the campaign rules;
- Considering complaints raised in relation to the conduct of the campaign and the election itself and imposing sanctions as appropriate.

22. The election will take place by electronic voting.

23. The voting period for the election will take place on a date or dates to be agreed by the Court, preceded by a period of campaigning. The period from announcement of candidates to close of voting will take no longer than ten working days. In determining appropriate dates, the Court will have due regard to ensuring that a newly-elected Chairperson should have the opportunity to shadow an outgoing Chairperson ahead of the start of their term of office. An example of an appropriate timetable might be as follows:

Day 1: Public Announcement of candidates and circulation of election statements to the electorate (see below);

Day 6: 'Hustings' events open to staff, students and Court members (see below)

Day 7: 9am – online voting opens

Day 10: 5pm – online voting closes; 5.30pm – results announced.

24. The electorate comprises:

- a. All students fully matriculated on the date of the election, whether studying full-time or part-time and whether studying in Dundee or at distance, but to the exclusion of associate students;
- b. All staff of the University employed on substantive contracts on the date of the election, whether full-time or part-time, but to the exclusion of associate and honorary members of staff;
- c. All members of the University Court.

All electors have a single vote, irrespective of whether they fall into more than one category.

25. The University currently uses election software provided under licence from Membership Solutions Ltd for its student and staff elections. The returning officer may choose to use this software or may choose to use a third party to carry out the election on the University's behalf. If the returning officer decides to use a third party, he or she must ensure that this complies with expectations under the General Data Protection Regulations (GDPR).

26. As part of the campaign, candidates will be entitled to the following:

- a. Attendance at a 'hustings' before an audience of staff/Court members, at which candidates will be expected to address the audience and answer questions from the audience;
- b. Attendance at a 'hustings' before an audience of students, at which candidates will be expected to address the audience and answer questions from the audience;
- c. Distribution by the University of a campaign message, including photograph of the candidate, of no more than 500 words by email to all electors. This message will also be available for review by electors during the electronic voting process.

The distribution of any other campaign materials, whether in electronic or hard-copy format, is not permitted.

27. In relation to the staff/Court and student 'hustings' set out above: these events will take place in accordance with the timetable set out above and will be hosted by the returning officer (or by any deputy appointed by the returning officer). Every effort will be made to ensure the venue for the hustings is accessible. Expenses incurred by candidates in relation to attendance at such events will be covered by the University in line with the University's normal rules for the reimbursement of staff expenses. These rules will be made available to candidates.

28. In relation to the campaign message set out above: such a message needs to be written in such a way as to be consistent with the responsibilities, skills, duties and limitations of the role of the Chairperson as set out in the role description.

29. Candidates will not have access to the electorate other than via i) the election statement distributed by the University on behalf of the candidates; and ii) the staff/Court and student 'hustings' events. Candidates are not permitted access to the email addresses of electors. It follows, therefore, that current Court members or associate students or associate or honorary staff members who stand for election and who have dundee.ac.uk email addresses are not themselves permitted to use internal email channels for the purposes of canvassing the electorate.

30. The information contained on the online ballot relating to each candidate shall include first/given name (or name known by) and surname/family name only. A link will be provided so that electors can review the election statement of each candidate.
31. The results will be declared following the close of the voting period at a time determined by the returning officer and published to the electors and candidates. Candidates will be invited to attend the declaration. The returning officer should take appropriate steps to ensure that an observer representing each of the categories of electors is present at the declaration.
32. The candidate who achieves the most votes will be declared the winner. In the event of a tie between two or more candidates, the election will be decided by the drawing of names from a sealed bag.
33. Any complaint about the conduct of the election, any allegation of infringement of these rules or any allegation of misconduct by a candidate or one their agents or supporters should be brought as soon as possible to the attention of the returning officer, who will investigate the matter.
34. Having investigated the matter, the returning officer will determine whether the complaint or allegation should be upheld. If the complaint or allegation is upheld, the returning officer may impose an appropriate sanction on the offending party. The sanctions could include, but are not limited to, the instigation of disciplinary proceedings against students under Ordinance 40, the instigation of disciplinary proceedings against members of staff under the staff disciplinary procedure, or the removal of a candidate from the poll. The returning officer may also determine that the election should be suspended pending further investigation, abandoned or rescheduled.
35. In the event that an investigation leads to the removal of a candidate from the poll and this reduces the number of candidates to one, the election will proceed with a single candidate.
36. In the event that a candidate contests the results of the election, a case must be submitted within 10 working days of the declaration of the results. Where a case is submitted within the timeframe, the returning officer will arrange for an informal assessment of the case to determine whether there are grounds for an investigation. If as a result the returning officer determines that there are grounds, they will engage an independent solicitor or other professional person from outside the University to carry out a full investigation and report to the returning officer. On the basis of the report, the returning officer may decide to take no further action or may decide to declare the results of the election null and void and order a new election.

Arrangements during a vacancy caused by a delay in the electoral process

37. Under normal election arrangements, an appointment to the role of Chairperson will be made such that the successful candidate can shadow the incumbent Chairperson prior to taking office. However, in the event that insufficient candidates are identified or candidates withdraw before the election leaving only a single candidate or in the event that the election is declared null and void and requires to be re-run, it is possible that the term of office of an incumbent may cease before a successor is appointed.
38. In these circumstances, the Deputy Chairperson will act as Chairperson until such time as a Chairperson is appointed. This will be the case even if an incumbent Chairperson remains a candidate, in which case the incumbent Chairperson will remain a member of Court until the result of a successful election is known.

Remuneration and expenses on appointment

39. On appointment, the Chairperson of Court will be entitled to remuneration at a *per diem* rate equivalent to the Band 1 minimum for chairs set by the Scottish Government in its technical guide for the remuneration of chairs of NDPBs. For 2018-19 this equates to a daily rate of £321.¹
40. The Chairperson is entitled to the reimbursement of reasonable expenses incurred in carrying out the role in the same way as other members of the Court, and guidance on the reimbursement of expenses for Court members is contained within the Court Members' Handbook, which will be provided to the Chairperson on appointment.

¹ Public Sector Pay Policy for Senior Appointment 2018-19. Technical Guide for the remuneration of Chief Executives (of NDPBs, Public Corporations and other Scottish public bodies), NHS Executives, Chairs & Members February 2018.
<http://www.gov.scot/Topics/Government/public-sector-pay/senior-appointment-pay>

Renewal of Appointment

41. A candidate elected under Ordinance 65 will be appointed as Chairperson for a period of three years. A Chairperson so appointed is eligible for re-appointment without further election for a second and final period of three years on the recommendation of the Governance & Nominations Committee.
42. When considering the re-appointment of the Chairperson, the Committee will be chaired by the Deputy Chairperson.
43. Any recommendation to re-appoint the Chairperson will be informed by the following considerations:
 - The length of time the Chairperson has served on the Court in total, bearing in mind that a normal member of Court serves for a maximum of eight years (extendable by a maximum of a further two years to retain specific expertise), but that Statute 9 makes clear that a Chairperson begins a new period of office where they were a member of Court prior to appointment as Chairperson;
 - The extent to which the Chairperson continues to meet the criteria for appointment as Chairperson in force at the time of their first election;
 - The extent to which the Chairperson continues, on the whole, to command the trust and respect of the Court and Senate and the members of staff and students of the University; and
 - The willingness and capacity of the Chairperson to continue for a second term.
44. In the event that the Governance & Nominations Committee recommend that the Chairperson not be re-appointed and the Court, in the absence of the Chairperson, concurs with that recommendation, the Chairperson will have the right to seek a review of the decision. Such a review shall be conducted by a person not employed by the University, nor having been employed by the University within the previous four years, holding, or having held, judicial office or being an advocate or solicitor of at least ten years' standing. The decision of this person shall be final.
45. Upon expiry of a second period of office, the Chairperson is not eligible for re-appointment for a third term and is required to demit office.

APPENDIX 2

UNIVERSITY EXECUTIVE GROUP REPORT TO COURT (Minute 8)

Introduction

1. Over the summer we have reviewed how we may best articulate to the Court matters of sectoral and internal significance which have been the focus of the activity of the University Executive Group (UEG) in managing the University and delivering its strategic aims - as defined by the University Strategy to 2022. To this end, we have replaced the regular Principal's report to the Court with a report on the work of the UEG, and have included sign-posting for how the items relate to the Strategy Wheel. Given this is the first iteration of such a report, feedback from members on the report would be welcomed to enable its refinement for future meetings.

UEG Objectives

2. For the coming 6-month period, in addition to continuing its usual programme of work, the UEG will also be involved in ensuring a smooth transition to a new Principal and facilitating his induction. Progress against the shared 2017/18 UEG objectives circulated to the Court last October will be reviewed and shared along with the shared objectives for the year ahead following the completion of the Objective Setting & Review process for UEG members in October.

University Strategy

3. Over the summer UEG has devoted much time to reviewing and refining the University Strategy Action Plan for 2018/19 and KPIs, and identifying outline priorities for 2019/20 and beyond. We plan to explore these further with the Court during second day of the Retreat.

Appointments

(Our High-Performance Community)

4. While Professor Atherton is unable to attend the Court Retreat, he has met with the Principal, Chair of Court and University Secretary to provide input into the programme. He has also had discussions with the Principal to commence his induction and has identified dates in October, November and December for visits to the University, with the first of these focused on meeting with members of the UEG. The UEG will be discussing how it can support this process at its away day on 14 September 2018.
5. Our new Director of Finance, Carol Prokopyszyn, will be joining the UEG on 30 August 2018 from Loughborough University, and will be attending the Court Retreat.
6. Recruitment processes are underway for the appointment of Deans for the Schools of Medicine and Science & Engineering, with interim arrangements in place for the former and being progressed for the latter. In both cases, the timing of the substantive appointments has been designed to enable the new Principal to contribute actively to the process.

2018 National Student Survey Results

('Enhance university performance and reputation'/'Grow and diversify our student community')

7. While we are driven by our strategy and values rather than league tables, there is no doubt that league table results are increasingly important in our ability to make progress toward enhancing our reputation and delivering against our student recruitment targets. We report annually to the Court on the University's performance across significant league tables, and members may recall that the National Student Survey (NSS) results contribute significantly to calculations for several of these league tables.
8. We were ranked 8th in the UK and 2nd equal in Scotland in this year's National Student Survey (NSS) - meaning that we have now been ranked in the UK's top 10 for three years in succession. This ranking has been achieved in spite of a small decline of 2% in overall satisfaction (to 88%) as results across the sector also declined (for members unfamiliar with the survey, it asks students 27 questions across eight themes relating to their experience at university). With 77 per cent of our final year students completing the survey, we were ranked in the top 10 in the UK for Teaching, Academic Support, Learning Resources, and Learning Community, as well as Overall Satisfaction.

Again, with a focus on the University Strategy, special mention is deserved for our ranking of 2nd in the UK for Library, 4th in the UK for IT, and 5th in the UK for students being able to contact staff when they needed to.

9. As usual, our Vice-Principal (Learning & Teaching) has been taking forward the development of enhancement actions based on a detailed analysis of the results provided by our Strategic Planning team, and these actions will feature in the business of UEG, Schools, Directorates and other internal groups and committees in the coming weeks.

2018 Employability results

(‘Enhance university performance and reputation’ and ‘Intensify our impact locally and globally’)

10. Also high on our agenda is the employability of our graduates. We are therefore pleased to highlight that the proportion of our undergraduates in overall employment or further study 6 months after graduation has risen to 96.4%, a new record for the University, according to latest Destination of Leavers from Higher Education (DLHE) Survey. At the same time, internal analysis shows that graduate level employment was 82%. This is a fall of 3% compared to last year, but is still the second best result the University has ever achieved. We have now achieved results of 80%, 81%, 85% and 82% over the past four years, which compares well to the long-term average of 70% in the years before that. Our new ranking for this measure will become available in September when results for the whole sector are published in the Times/Sunday Times league table. It is possible that the drop in graduate level employment may lead to a decline from our top 10 ranking of last year, probably to a top 20 position, and as with the NSS survey, we will analyse the data carefully before agreeing appropriate actions to address any issues identified.

Research Excellence Framework

(‘Intensify our impact locally and globally’, ‘Enhance university performance and reputation’, ‘Embrace One Dundee approach’ and ‘Deliver sustainable ambition’)

11. An important strategic topic for the UEG and the Court is of course our preparations for REF 2021. As set out by the Vice-Principal (Research, Knowledge Exchange & Wider Impact) in his recent presentation to the Court, optimising our performance will be important in terms of both enhancing our reputation and our position in league tables, as well as in delivering our sustainable ambition – with the outcome directly informing the allocation of SFC Research Excellence Grant (REG) for a number of years thereafter. As with the rest of the sector, our focus on this area has been building, with calendar year 2017 having been the first in which a full set of Annual Research Reviews was undertaken covering every member of eligible research staff across all of our Schools.
12. The draft ‘Guidance on submissions’, ‘Panel criteria and working methods’ and ‘Codes of practice guidance’ for the REF were released last month (www.ref.ac.uk), and we are presently distilling these for discussion and feedback at upcoming REF Steering Group and Research & Knowledge Exchange (RKEC) Committee meetings. Unit of Assessment Coordinators/Planning Teams are in the process of being appointed and will be evaluating output profiles and developing prospective impact case studies throughout the next semester. In this respect, the work of the cross-University Public Engagement Forum as a One Dundee approach to embedding interdisciplinary research and teaching, enhancing reputation and intensifying our impact locally and globally will be important.
13. Elsewhere, the Funding Council’s announcement of an increased REG allocation for 2018/19, is a welcome addition to the research investment fund created in this year’s budget.

Global Health Challenge

(‘Embed interdisciplinary research and teaching’ and ‘Intensify our impact locally and globally’)

14. In the context of our strategic drive toward further embedding interdisciplinary research and teaching, it was encouraging to see the success of our Global Health Challenge at the recent Herald Higher Education Awards in Glasgow, where the Challenge was announced as the winner of the Enhancing Student Learning Award. The Challenge is one of our flagship initiatives in this area, offering a rich and unique learning experience, with students from across our academic schools coming together over a five week period with academics, agency partners and their clients to consider and address seven local health related social, cultural and physical well-being challenges including: ageing and social isolation, deafness, learning disabilities, homelessness, mental health and refugees. Feedback from students has also been exceptionally positive, and the Challenge will run again (for the third time) in autumn semester.

Income Growth and Recruitment

(‘Deliver sustainable ambition’)

15. Recent months have again been busy for our colleagues involved in student recruitment and admissions activities as we strive to meet the recruitment targets set in the budget, and below is a brief headline update from the report considered by the Finance & Policy Committee earlier in the month. The Director of External Relations will be able to update members at the meeting regarding recruitment through UCAS Clearing.
- Scottish/EU recruitment is on track to meet our targets, with the aim being to balance out our slight over-recruitment in August 2017 by reducing numbers this year to stay within the overall SFC cap.
 - Unregulated overseas recruitment, particularly postgraduate taught applications, is looking positive, despite a difficult and competitive market - reflecting our investment in income growth. Applications and offers are in double digit growth, unconditional acceptances and numbers of Certificate of Acceptance of Studies (CASs) issued are well ahead of last year. Whilst final matriculations will not be known until later in the autumn we are cautiously optimistic that we will meet our budget targets for the Semester 1 intake; for UG overseas recruitment we will be looking for another strong clearing performance to meet our targets.
 - Unregulated RUK applications and offers were down before A-level results albeit our unconditional firm acceptances are up substantially. At the point of writing Clearing has gone well, we have been able to make more offers than last year, and conversion activities seem to have been successful. In order to hit budget, we will need a strong continued performance in UCAS Clearing following the publication of A Level results in a highly competitive market particularly among English universities.
 - International College Dundee (ICD) has successfully completed its first year of recruitment but the pathways market remains competitive. Applications for next year are currently below expectations, with other institutions entering the market and establishing pathway colleges. We will be working closely with our pathway provider (OIEG) to seek to recover any potential under-recruitment.
 - Budget targets for international partnerships recruitment will be met, and we believe that this remains a key future growth opportunity for the University.
 - With regard to Postgraduate research, applications continue to lag, but we have established a Doctoral Academy Working Group to take forward examination of the academic and business case for implementing the Academy concept as a strategy to build the quality, experience and volume of our doctoral community as a key facet of vibrancy in our research environment.

Academics Abroad

(‘Grow and diversify our student community’/‘Deliver sustainable ambition’)

With regard to growing international recruitment, partnerships and income, we have launched the Academics Abroad initiative, designed to support a step-change in the way we deploy academic staff resources in market. Its central purpose is to mobilise motivated academics with the key objective of providing prospective students with the opportunity to meet with staff who will be directly engaged with their academic experience if they choose to come to Dundee. This adds vital additional richness to the in-country recruitment and conversion activity already conducted by Professional Service staff.

In 2018/19 we will run three pilots in China, ASEAN and India, reflecting our key target markets and recent in-country investment. We have appointed three highly-respected academic leaders to spend time leading activities in these markets and the Project Board chaired by the Vice-Principal (International) will meet monthly and periodically report to UEG. The Pilots are designed to augment the strong foundations built through the further development of existing relationships where individual disciplines have strong and productive links with given geographical locations or specific institutions. Greater coordination between schools and professional services will improve the impact and effectiveness of in-country activity through a systematic exchange of best practice.

International Partnerships

(‘Grow and diversify our student community’)

Since Court last met we have signed a contract to enable our application for a second Joint Educational Programme (JEP) with North Eastern University in China to go forward to the Chinese Ministry of Education (MOE) in the autumn. The outcome of the application should be known in first half of 2019, and, if approved, the resulting BSc Hons in Biomedical Engineering would see 120 students enrol each year, with 90 annually completing their studies in Dundee. NEU is another Double World Class university; one of the elite 42 institutions chosen by China for global success. The application was raised with the Finance & Policy Committee on 14 August, and we will provide an update in due course. The Finance & Policy Committee were also updated on progress made in relation to the Joint Educational Institute application discussed previously with the Court. Following a positive visit by their new Chancellor to Dundee in June, we learned of changes to

their senior leadership team, and have therefore now agreed to delay the formal application to the Chinese MOE until the next round of applications in early 2019.

All of our three major relationships in China – the JEP with Wuhan, JEP application with NEU, and the proposed JEI application with CSU, are with double world class institutions. We do not at present envisage any other major Chinese teaching collaborations or applications until we hear the outcome of the two currently in process.

Sector Update -Scottish Government Strategic Board

(‘Intensify our impact locally and globally’)

The summer has seen the publication of the outline plan of the Scottish Government’s Strategic Board for Enterprise and Skills. The Strategic Board is tasked by the Scottish Government with providing it with strategic direction on the £2bn+ spent by its four key agencies operating in the enterprise and skills space: the Scottish Funding Council (SFC); Scottish Enterprise; Highlands and Islands Enterprise (HIE) and Skills Development Scotland (SDS). The remit from the Scottish Government includes “ensuring hard alignment between agencies to drive improvement in Scottish productivity and better support business and users of the skills system”. Hence the Board’s recommendations are likely to be influential in the future policy and resourcing of education and skills through forthcoming spending reviews.

The Board’s core remit around raising Scottish productivity means the wider benefits of higher education beyond skills acquisition or productivity growth (such as the role of universities in advancing fundamental research, supporting innovation and extending Scotland’s international reach) are important dimensions which need to continue to be recognised and supported. The Board includes the Chairs and Chief Executives of the four agencies, and the non-executive Board members include our own Vice-Principal (International). The Board’s annual strategic plan is due out in October and is expected to focus on Future Skills Needs; Exporting; Company Creation and Growth; and Business Models and Management Quality.

The Principal recently spoke to the Board of Skills Development Scotland to discuss the evolving landscape around skills in Scotland. This kind of cross-agency engagement will be important in deepening the ties and understanding of the contribution universities can make, while enabling agencies to meet the Government’s objective of hard alignment, without compromising our autonomy.

Other Areas of Potential Interest

Business Transformation and Estates

(‘Embrace One Dundee approach’ and ‘Enable our people to flourish’)

Members will note elsewhere in the agenda an update on the Business Transformation Programme, while progress being made with the Estates Strategy will form the basis of a session on the second day of the Retreat. We will therefore not go into detail here in relation to these important elements of UEG’s current work programme.

Pensions

(‘Advance our values’, ‘Enable our people to flourish’, and ‘Deliver sustainable ambition’)

Over the last few months the UEG has maintained a watching brief over discussions in relation to the Universities Superannuation Scheme (USS). At present we are awaiting the outcome of the Joint Expert Panel formed by Universities UK (UUK) and the University & College Union (UCU) which is anticipated in September. In the meantime, we understand that the USS Trustees intends to implement the increases to contributions as originally proposed in the absence of an agreement between the employers and employee representatives. This represents a substantial increase in contributions from both employers and employee, beyond the level which we believe is sustainable. We will continue to engage in all forums for discussion and will keep the Pension Sub-Group of Finance & Policy Committee apprised as matters develop.

We have also been negotiating an agreement with the University of Dundee Superannuation Scheme (UoDSS) Trustees to enable the valuation to be finalised before the 30 October 2018 deadline set by the Pension Regulator. Discussions to date have been productive and robust, and we are hopeful that the package outlined to, and agreed in principle by, the Finance & Policy Committee at its meeting on 14 August will be accepted as a good outcome for both the Trustees and the University.

2018-19 National Pay Negotiations (‘Enable our people to flourish’)

Following two dispute resolution meetings in July, agreement was not reached with the majority of trade unions regarding the pay offer. Universities and Colleges Employers Association (UCEA)’s view was that the final offer was a good one and was at the limit of what could be reached in this collective negotiation on behalf of the 147 participating employers. With the formal negotiating process having been exhausted, UCEA instructed Universities to implement the offer as soon as possible. Staff at Dundee will therefore receive salary increases in August, in general amounting to 2 % with a slightly higher rate being applied to the lower grades. The Universities College Union (UCU) subsequently informed UCEA that it will open its statutory ballot for industrial action over the 2018-19 pay round on Thursday, 30 August, closing on Friday, 19 October. The ballot dates mean that the earliest UCU could call for industrial action is 2 November, with the latest any action could take place (assuming a ‘yes’ vote) being 19 April 2019. UNISON has also confirmed that it will proceed to arrange a national aggregated ballot for strike action to open in September and close mid-October. Unite have advised that it will consult with its branches with a view to proceeding with a formal ballot for targeted industrial action in a number of institutions. We will continue to monitor the emerging position, and to put in place any appropriate steps as may be required to mitigate the impact of any potential action.

V&A

(‘Intensify our impact locally’ & globally’ and ‘Deliver sustainable ambition’)

Court members will have received an invitation to an event celebrating the opening of the V&A on 20 September 2018. It has been a long time since the initial concept was first discussed by the Court, and the University took a central role in bringing the V&A to Dundee as DDL partner, however this is one area where we can clearly evidence our impact on the local and regional economy and directly demonstrate our role in influencing the society and region in which we are embedded. It is important that as a University we ensure that we exploit the significant opportunities that come from this relationship in terms of reputational enhancement, learning & teaching and research collaborations, and student recruitment.

Chancellor

Members will have noted arrangements for the installation of the Chancellor during the student welcome week. We are privileged to have Dame Jocelyn Bell-Burnell join the University, and several members of the UEG will be meeting with her in and around her installation to highlight the University’s achievements and priorities.

UEG Appointments

We would also like to bring to members’ attention the following appointments for members of the UEG:

Dr Jim McGeorge:	Elected as Convener of the US Secretaries’ Group
Dr Jim McGeorge:	Appointed as Chair of the Board of Advanced Procurement for Universities & Colleges (APUC) Ltd
Professor Karl Leydecker:	Appointed by the German Council of Science and Humanities to act as a reviewer in the selection of Germany’s top universities

University Executive Group

University Executive Group Meetings

Since the report to Court, the University Executive Group has met formally on 6 June, 4 July, 1 August and 15 August 2018. The following matters were considered:

Corporate Issues

- Cyber Essentials Project
- Business Transformation Updates
- University Strategy, KPIs and Action Plans
- UKVI
- UoDSS Pension Scheme Valuation
- Investment to support unregulated student recruitment activity and income generation
- Joint Education Institute (CSU China) and Joint Education Programme (NEU China)
- Executive Partnering – DUSA, Sports Union and UEG
- Appointment of New Principal
- Court Retreat and business for 2018/19
- Staff Costs: Additional Analysis
- Remuneration Committee Budget & Approach
- Web Procurement
- Environmental Task Group Minutes

Financial Issues

- 2018/19 Budget
- Treasury Policy – Euro Hedging
- CAHID Refurbishment Project.
- Student Funding Unit – additional discretionary funds request
- Strategic Investments and Incentives
- 2019/20 Fees and Scholarships
- Period Accounts
- University Nursery Rent
- Depreciation Policy
- Impairment Review: OneUniversity Capitalisation
- Growth & Savings Project Update
- Student Recruitment: update
- Year End Timetable
- SFC: Additional Research Funding Allocation

Academic Management Issues

- School of Dentistry International Collaboration in Egypt
- Academic Regional Leads & Academics Abroad: Update
- Al-Maktoum Agreement

Human Resources issues

- Deans appointment process and interim arrangements
- Appointment of Academic Lead for Distance and Blended Learning
- Gender Based Violence
- Staff Travel and Working Overseas – annual review of policy
- Indefinite Leave to Remain
- Incident abroad – reporting
- University Staffing Committee arrangements

Major Grants and Awards

The following represents a selection of the grants and awards that have been awarded by funders in open competition since my last report. The awards have been selected to illustrate the range of strategic themes, interdisciplinary collaborations, funding sources, and alignment to the University's vision. *Any joint awards with other institutions state the University of Dundee value only. Where an award is overhead bearing the level of overhead is indicated.

Professor PRJ Birch (School of Life Sciences)

Do Pathogen Extracellular Vesicles Deliver Crop Disease: PathEVome

£1.85m (including £601,070 overhead) from the EC Horizon 2020 - European Research Council (ERC)

Filamentous plant pathogens (fungi and oomycetes) cause the most devastating crop diseases and thus significantly threaten global food security. Essential components of their virulence arsenal are proteins called cytoplasmic effectors that are delivered inside plant cells to suppress immunity. One of the major scientific challenges in this field is understanding how effectors are secreted and translocated into host cells; a question that is hotly debated. An exciting breakthrough in our laboratory revealed that cytoplasmic effectors accumulate in extracellular vesicles (EVs), implicating this as a delivery route. This critical discovery is explored in PathEVome, where we will investigate how EVs are made and secreted; what protein cargo they carry; and how they deliver effector into host plant cells.

Dr C Murdoch (School of Medicine)

Innovation in modelling Placenta for Maternal and Fetal Health (iPLACENTA)

£797,874 (Including £37,810 overhead) from EC Horizon 2020 - Marie Skłodowska Curie Actions (MSCA)

(joint with Aston University, Mimetas BV, St George's Medical School, University College Cork, Università Degli Studi di Torino, Institut National de la Santé et de la Recherche Médicale, Universität Rostock, Fundación Para la Investigación del Hospital Universitario La Fe De La Comunidad Valencia, Katholieke Universiteit Leuven, Universiteit Maastricht).

Dr Colin Murdoch in the School of Medicine is leading a Horizon 2020 European training network (£3.9million), Innovation in modelling Placenta for Maternal and Foetal Health (iPLACENTA). The iPLACENTA consortium, which includes industry, academic and clinical partners from across Europe, will integrate organ-chip technology, mathematical modelling and device technology with molecular biology and physiology to model placental function, providing cross-sectoral training in research, OpenScience and entrepreneurship for 15 PhD students.

Dr DH Murray (School of Life Sciences)

Structural Mechanics in Cellular Substructure Formation (Sir Henry Dale Fellowship)

£1.125m (Including £55,000 overhead) from the Wellcome Trust

Cells harbor structures that define their function. However, the regulation of the machinery that coordinate such structures is poorly understood. This project aims to understand the basic regulatory mechanics of the coordinating machinery for structures of the cell. The data we will obtain provides an insight into human health and disease, specifically in the regulation of cells in cancer and development. Moreover, the mechanistic information we will obtain opens the doors for new regimes of drug targeting.

Dr A Dinkova-Kostova (School of Medicine)

£499,567 (£0 overhead) from Cancer Research UK (Joint with University of Cambridge and University College London)

The Role of the Keap1/Nrf2 Pathway in Tumour Metabolic Adaptation

Therapies directed against specific mutations in cancer may rapidly lose efficacy due to acquired resistance. In addition to mutations, which change their genetic composition, cancer cells have alterations in metabolism, the chemical processes that occur within them in order to maintain them alive. Additional targeting of cancer metabolism could be the route for long-lasting and effective treatments. This programme aims to define the role of Nrf2, a protein which normally helps cells to survive under unfavourable conditions and is often more abundant in cancer cells than in normal cells, in cancer metabolism and the mechanisms by which it affects cancer development. The findings will inform the design of future successful therapies.

Professor Glyn Bengough (School of Science & Engineering)

Climate Adaptation Control Technologies for Urban Spaces (CACTUS)

£285,045 (including £149,377 overhead) from the EPSRC. (Joint with Durham, Cardiff, Queen's, Newcastle Universities and Imperial College)

The novelty of the proposed research is the development of "climate adaptation composite barrier systems" (comprising water holding layers and a capillary barrier) capable of limiting the impact of a changing environment on the geo-infrastructure and hence increasing their engineering sustainability and resilience. The project aims to study and understand the response of barrier systems, when subjected to extreme weather events and long-term climate changes and to develop appropriate sustainable adaptation technologies to mitigate the potential impact on urban geo-infrastructure.

People and Prizes

Professor Bob Steele, of the University of Dundee, has been awarded a CBE in HM The Queen's Birthday Honours list for his work on the prevention, early detection and treatment of colorectal cancer.

Dr Sarah Coulthurst is among the leading academics and professionals to be recognised in the Royal Society of Edinburgh's 2018 Prize List. Dr Coulthurst, Deputy Head of the Division of Molecular Microbiology at the School of Life Sciences, was awarded the RSE Patrick Neill Medal for her research in the field of microbiology, particularly in the area of bacterial communication and competition.

Jamie Spratt and Ronan Joy have both been named as winners in this year's Sporting Chance Sports Innovation Challenge, securing a share of a £15,000 prize fund. The pair will also receive 12 months of support and office space from the Stirling-based business incubator, The Sport Hive, after their respective designs impressed a panel of industry experts.

Professor Ghulam Nabi's work on prostate cancer research was named Research Project of the Year, at the Herald Higher Education Awards.

Dr Iain Murray, of the University's Computing department, has been awarded the British Science Association's (BSA) prestigious Sir Walter Bodmer Award for his decades of service to the charity promoting science to the public.

Charlie Kleboe-Rogers and **Matilda Sherwood** have been named as the joint winners of this year's Wimberley Award, given to the student or students who have made the most distinguished contribution to university life.

APPENDIX 3

FINANCE & POLICY COMMITTEE (Minute 9(1)(i))

A meeting of the Committee was held on 14 August 2018.

<u>Present:</u>	Richard Bint (Convener); Alan Bainbridge; Ronald Bowie; Principal, Professor Sir Pete Downes; Jane Marshall; Allan Murray; Sofia Skevofylaka; Professor Mairi Scott; Sharon Sweeney;	
<u>In Attendance:</u>	Wendy Alexander Andrew Jefferson Rose Jenkins Ian Leith Afzal Mahmood Kevin Mallett Dr Jim McGeorge Dr Christine Milburn Wesley Rennison Professor John Rowan	(Vice-Principal, International) (Minute 7); (Interim Director of Finance); (Director of Campus Services); (Director of Business Transformation) (minute 5); (External Consultant, Business Transformation) (minute 5); (Deputy Director of Finance) (University Secretary); (Policy Officer (Corporate Governance)); (Director of Strategic Planning); (Vice-Principal Research, Knowledge Exchange & Wider Impact)
<u>Apologies:</u>	Karen Reid Professor Nic Beech Dr Neale Laker	(Chair, Audit Committee) (Vice-Principal (Provost)); (Director of Academic & Corporate Governance);

1. MINUTES

Resolved: to approve the minutes of the meeting of 15 May 2018, including minute 2(1) which was considered as an item of reserved business.

2. MATTERS ARISING

(1) Action Log

The Committee received the action log for its business. Discussions focussed on the further development of management reporting, which members noted would be taken forward once the new Director of Finance was in post.

Resolved: to note the update and otherwise approve the log.

(2) Tay Cities Deal

The Committee noted that there had been no further developments regarding the Tay Cities deal, but that there were indications that an announcement may be made in the Autumn. The Principal provided an overview of recent interactions and the Committee agreed that the University should not allow delays to the Tay Cities Deal to impact on the progression of its own strategic activities.

Resolved: to note the update.

3. MANAGEMENT ACCOUNTS

The Committee received the management accounts for the period to 31 June 2018 (P11 accounts) (available to Court members on [BOX](#)). The Interim Director of Finance also tabled an early summary of the management accounts for the twelve months to the end of July 2018, and the Committee noted that at the time of the meeting these figures were still subject to final review as well as external audit.

The Deputy Director drew members attention to the Period 11 Accounts forecast for the full year outturn on operations which had improved by £587k to show a deficit of £796k - a positive variance of £3.8m relative to the 2017/18 budget. Members noted that the provisional P12 results indicated an expected further improvement, with a full year outturn on operations provisionally calculated to be a surplus of £89k. The Interim Director of Finance advised members that this represented an improvement relative to 2016/17. There had been little by way of exceptional items, such as sale of IP during 2017, and as a result the bottom line after the application of the draft FRS102 Pension adjustment, but before contribution from subsidiary undertakings, had declined by £4.4m to show a surplus of around £5m. The Interim Director also highlighted some spending in Period 12 had been higher than anticipated when compared with previous years and other areas of analysis that were currently subject to further review, including the FRS 102 Pension adjustment, before finalising the accounts.

Members welcomed the anticipated positive variance of £4.8m for the full year relative to the budget. In doing so, they noted actions taken by management in relation to the budget for 2018/19, particularly in relation to projecting staffing costs, which had been designed to increase the accuracy of budgets and forecasts and therefore enable the University to plan its strategic expenditure more effectively.

The Committee also considered the results for the Schools and was pleased to note the strong performance shown by the School of Social Sciences in particular. The Committee also noted the circumstances surrounding the lower contribution from the School of Dentistry, along with actions being taken to support the School.

Through discussion the Committee noted the intention to keep the accuracy of budgeting for 2018/19 under review during the year.

[Secretary's note: Following the meeting further review of the Period 12 results and the FRS 102 UoDSS pension adjustment were carried out. As a result the surplus from total operational activities increased from £89K to £159K and the FRS 102 pension liabilities were restated down by £4.5m following a review of the underlying assumptions. The draft Comprehensive Income for the Year increased to £10m from £9.4m in 2016/17 before the contribution from subsidiaries is taken into account.]

Resolved: to note the accounts (available to Court members on BOX).

4. YEAR-END TIMETABLE

The Committee received a paper from the Interim Director of Finance outlining the timetable for the production of the accounts for the year ended 31 July 2018. Members noted that the SFC had not implemented the changes to deadlines which it had previously intimated, but that the University remained on target to meet both internal and external deadlines associated with the sign-off and submission of the accounts.

Resolved: to note the update.

5. RESERVED BUSINESS: BUSINESS TRANSFORMATION

(1) Reserved Business: Business Transformation: Progress Update

[Secretary's note: The Committee considered the item as reserved business. The University asserts that the paper is exempt from public disclosure and claims exemptions in S.30(b), 30(c) and 33(1)(b) of the Freedom of Information (Scotland) Act 2002.]

The Director of Business Transformation presented an update on the Business Transformation Programme which focused on the OneUniversity system implementation. Members noted and discussed the course of action being taken with regard to managing the project and the relationship with the vendor. The Director also provided members with an update on the financial position relating to the programme, and members noted that the anticipated 18-24 month overrun would likely require the University to access some of the budget contingency.

Through discussion members were advised of the current timelines for the implementation of each of the elements of the OneUniversity system, and the associated risks. Members noted that a 'go-live' decision would be taken on 24 August 2018 in relation to the finance element of the implementation and noted the factors relevant to that decision. The Committee was also reminded that the OneUniversity system, while being of significant scale, was one element of a programme of wider change to deliver new ways of working across Professional Services as well as single, consistent University-wide processes that would improve

efficiency, enhance the student experience and provide better services to staff in support of the University's learning, teaching and research priorities.

Through discussion the Committee noted that the Business Transformation team planned to review benefit realization once the finance system had been in place for 3 months, and would consider both financial benefits and those such as improved staff/student experience and information reporting capabilities. Members noted that this assessment would be rolled out across all of the modules in turn and that the Interim Director of Finance and Director of Business Transformation were working with the Convener on a set of high-level metrics for future reporting to the Committee.

Turning to negotiations with TechnologyOne, members noted that the criteria agreed with the Court had been useful to management, and that the Director would report against these conditions to the next meeting of the Court.

- Resolved:**
- (i) to note that a report on the position relative to the conditions approved by the Court would be provided at the Court meeting in August;
 - (ii) to note the development of standard metrics for future reporting;
 - (iii) to note that a report would be provided later in the academic year focussed on benefit realisation; and
 - (iv) to thank the Director for the update.

(2) Reserved Business: Business Transformation: Impairment Review re: One University Capitalisation

[Secretary's note: The Committee considered the item as reserved business. The University asserts that the paper is exempt from public disclosure and claims exemptions in S.30(b), 30(c) and 33(1)(b) of the Freedom of Information (Scotland) Act 2002.]

The Interim Director of Finance introduced a paper which set out the findings from an internal impairment review undertaken on expenditure on the OneUniversity enterprise resource planning system. Following review, members confirmed that they were satisfied that there was no requirement to write off any element of the expected capitalisable costs in the 2017/18 accounts.

- Resolved:** to confirm that there was no requirement to write off any element of the expected capitalisable costs in the 2017/18 accounts.

(3) Reserved Business: Business Transformation: Steering Group Minutes

[Secretary's note: The Committee considered the item as reserved business. The University asserts that the paper is exempt from public disclosure and claims exemptions in S.30(b), 30(c) and 33(1)(b) of the Freedom of Information (Scotland) Act 2002.]

The Committee received the minutes from the meeting of the Business Transformation Steering Group on 12 July 2018.

- Resolved:** to note the minutes.

6. ESTATES AND CAMPUS SERVICES BUSINESS

The Director of Estates & Campus Services presented her regular report to the Committee, asking that members provide her with feedback on its content and usefulness. Members noted the overview and status of current projects where contractors were currently on site, and the Director updated members on a potential delay to the Matthew Building Project and actions being taken to mitigate this. Members noted that the previously-reported requirement to remove asbestos from the MicroCentre before proceeding with its demolition had caused a significant delay, with costs for the demolition increasing by ~£20k.

The Director went on to highlight projects which were anticipated to become live within the next month and a number of feasibility studies being undertaken. In the latter context, members agreed that it would be helpful to visit the Crawford Building (DJCAD).

Turning to CAPEX and OPEX spend, the Director told the Committee that she had identified opportunities to enhance planning, efficiency and budgetary management in relation to OPEX expenditure, and in doing so take advantage of economies of scale, and in some cases enable the capitalisation of project management costs.

Noting that progress with the development of the Estates Strategy would be presented at the Court Retreat, members recognised that future reporting would be greatly facilitated by being able to be aligned to the Estates Strategy and Campus Masterplan. It was also noted that there was an intention to develop a set of high level metrics regarding the estate for inclusion in future reports.

In response to a request from the Convener following the fire at the Glasgow School of Art in July 2018, the Director provided a short overview of the most recent fire safety assessment of DJCAD buildings as well as the University's wider approach to fire safety. The Committee was satisfied that the University continued to take appropriate action to address the specific risks in these buildings, and noted that the Health & Safety Sub-Committee regularly considered fire safety matters.

- Resolved:**
- (i) to ask officers to enquire if the next meeting of the Committee could be held in the Crawford Building, and ask the Director of Estates & Campus Services to arrange a tour of the building and to view potential development sites on the City Campus immediately before the meeting; and
 - (ii) otherwise to note the report and feedback provided for future reporting.

7. UPDATE ON INTERNATIONAL PARTNERSHIPS

[Secretary's note: The Committee considered the item as reserved business. The University asserts that the paper is exempt from public disclosure and claims exemptions in S.30(b), 30(c) and 33(1)(b) of the Freedom of Information (Scotland) Act 2002.]

The Vice-Principal (International) attended the meeting to present a brief update on the Joint Educational Institute (JEI) project with Central South University (CSU) in China, and to outline a proposed Joint Educational Programme (JEP) with North Eastern University (NEU), also in China.

With regard to the JEI, members noted that this had been discussed in detail at the meetings of Court in April and June and that, while there had been some delay to the initial timescale due to changes of personnel at CSU, a visit by the Chancellor of the CSU had gone well and the University now expected an application to be submitted to the Chinese Ministry of Education in March 2019.

The Vice-Principal outlined for information proposals for a Joint Educational Programme (JEP) with NEU in the area of Biomedical Engineering, which had been approved by the University Executive Group (UEG) and foresaw the submission of an application to the Chinese Ministry of Education in September. Members noted steps taken to mitigate identified risks, and the due diligence undertaken by the Educational Partnership Development Unit (EPDU). Members noted that the proposed contract reflected advice from external tax and legal advisors and that it was anticipated that the final contract would be agreed by 20 August 2018. The Committee went on to discuss recent media coverage of risks in relation to overseas partnerships, and was reassured that these had thoroughly considered when drafting the contracts and deciding to proceed.

Members noted that once the outcome of the application to the Ministry of Education was known, the finance directorate, with oversight from the EPDU, would develop a high-level integrated business plan out to a reasonable period (at most 10 years).

- Resolved:** to note the update and await further reports in due course.

8. 2018/19 STUDENT INTAKES

The Director of Strategic Planning introduced a report outlining the current admissions position for 2018/19. Members noted that University expected to matriculate a similar number of RUK students as last year in the main cycle, and that, as in previous years, achievement of this target would need to be driven through UCAS Clearing, though this was expected to be highly competitive given the position of English institutions. Members noted that overseas uncontrolled undergraduate acceptances had increased relative to the same point in the previous year, but that the University would again need to target further growth in late cycle/Clearing matriculations to meet budget targets. In this respect members noted activities being undertaken to support this outcome.

Turning to Postgraduate recruitment, the Committee was advised of an increase in Taught Postgraduate (TPG) applications and acceptances for semester 1, and that the University expected to meet budget targets. Acceptances for Semester 2 were higher than at this stage last year. The Committee's attention was drawn to the commentary on the Research Postgraduate (RPG) position, and in particular the formation of a Doctoral Academy Working Group to improve efficiency in research recruitment, admissions and strategy following a decrease in applications, offers and acceptances across most Schools (as reflected in the budget).

Discussions focussed on the scope for growth in partnerships recruitment, and members noted the positive impact of moving from a 3+1 to a 2+2 model across a number of partnerships. Members were interested in the University's approach to Distance Learning, and the potential for growth in this area, although this was likely to require investment and the implementation of enhanced systems and processes through Business Transformation to address existing labour-intensive approaches.

Resolved: to note the update and await further reports in due course.

9. STAFF COSTS – ADDITIONAL ANALYSIS

The Deputy Director of Finance introduced a paper that set out additional information on staff costs for 2016/17, building on the information presented to the Committee in the annual financial review where it had been noted that the University had a high total staff cost to income ratio relative to most other HEIs. Noting that factors such as the breadth of REG income and differential student fee levels in England and Scotland impacted on the overall outcome, members noted that the paper concluded that the ratio was largely the result of low teaching income, especially from unregulated sources.

Following discussion, members concluded that it had been a useful exercise, and noted that in future it was anticipated that our new systems would improve the level of analysis possible in terms of the breakdown of actual time spent on research and teaching rather than simply staff contract status.

Resolved: to note the report.

10. 2016 GROWTH AND SAVINGS PROJECTS

The Committee received reports into the performance of the growth and savings projects approved by the Court in 2016, which were accompanied by an analysis of lessons learned undertaken by the Deans Group, which would inform the approach taken to decisions on the use of the Strategic Investment Fund identified in the recent budget.

The Committee was interested in the process by which applications to the Fund would be identified and evaluated and was supportive of the approach taken during the projects reported upon in terms of evaluation and adaptation of the original business plans.

Resolved: to note the updates.

11. PENSIONS MATTERS

(1) Reserved Business: Pension Sub-Group Minutes

The Committee received minutes from the meeting of the Pension Sub-Group on 26 June 2018. The Interim Director of Finance also updated members on negotiations in relation to the finalisation of the valuation of the University of Dundee Superannuation Scheme (UoDSS). Members noted that the offer which had been discussed with the Trustees was within the envelope approved by the Committee as part of the 2018/19 budget.

Following discussion, the Committee approved the proposed offer in principle and the Interim Director undertook to finalise and document the proposal in advance of its formal submission to the Trustees. The Committee agreed that authority should be delegated to the Convener to approve the offer, subject to it being within the parameters discussed. Members also asked the Interim Director to include in the next report to the Committee an analysis of how the proposal related to the budget on both an FRS102 and cash flow basis.

Resolved: to note the update, to delegate authority to the Convener to approve the offer, and await further details from the Interim Director in due course.

[Secretary's note: The Convener subsequently received a paper outlining the proposed offer approved by the University Executive Group and approved the proposal under the powers delegated to him by the Committee.]

(2) Reserved Business: Update on Correspondence

The Committee noted recent correspondence in relation to the Universities Superannuation Scheme Valuation (USS), and in particular that the deadline for the finalisation of the valuation had not been extended.

Resolved: to note the update and await further reports in due course.

12. **DEPRECIATION POLICY: ONEUNIVERSITY**

The Committee considered proposed changes to the accounting policy for intangible fixed assets. The paper also recommended a depreciation profile for the OneUniversity enterprise resource planning system.

Resolved:

- (i) to approve the policy;
- (ii) to approve the depreciation profile for the OneUniversity enterprise resource planning system;
- (iii) to note that the proposals would be presented to the Audit Committee.

13. **EC AWARD CLAIMS**

The Committee received a paper from Deputy Director of Finance which outlined a control failure that had occurred relating to the internal procedures for the posting of award income from the EC. While noting that the issue had in fact led to a net positive financial benefit to the University arising from movements in the exchange rate between the Pound Sterling and the Euro, members were satisfied that the issue had been fully investigated, that appropriate steps had been taken, and that measures had been put in place to prevent a reoccurrence. Members also noted that the External Auditor had been asked to undertake a process and control review to assess the effectiveness of the actions taken and make any further recommendations that they believed were required.

Resolved: to note the report and the measures taken.

14. **REMUNERATION COMMITTEE BUDGET AND APPROACH**

In line with the requirements of the remit of the Remuneration Committee, the Finance & Policy Committee received a paper from the University Executive Group which set out proposals for the approach and budget for the remuneration of senior staff in 2018/19.

The Committee highlighted the importance of ensuring that an appropriate reward system was in operation to support staff retention and delivery against the University Strategy, particular in the run up to the next REF. Members noted that the Remuneration Committee would report against the use of this budget in its annual remuneration report to the Court later in the year, and that this report would include reference to any in-year awards made.

In concluding discussion, the Committee recommended that the Court approve the proposed remuneration budget for 2018/19 of £140k, but agreed that the UEG and Remuneration Committee should be encouraged to return to the Committee if they felt there was a strong strategic justification for additional spend having considered the cases received.

Resolved: to recommend to Court that the notional budget for the Remuneration Committee be approved.

15. **NARRATIVE FOR THE COURT**

Members agreed that the Convener should highlight to the Court discussions relating to the Period 12 Accounts, Business Transformation, the development of the Estates plan, student intake figures, staff cost analysis, Growth & Savings project reports, the Remuneration Committee budget, the update on international partnerships, and the UoDSS Pension Valuation.

Resolved: to note that the Convener would highlight key aspects of discussions to the Court.

16. **SFC FUNDING: FINAL ALLOCATION AND ADDITIONAL RESEARCH FUNDING**

The Committee received a paper outlining the final allocation of funding from the SFC following its announcement on 18 May, and subsequent announcement of additional funding for research and knowledge exchange on 27 July. The paper set out movements from 2017/18 to 18/19 relative to the assumptions made in the budget approved by the Court on 11 June 2018, and detailed the additional funding for research and knowledge exchange which had been announced after the budget was approved.

Resolved: to note funding allocation.

17. **USE OF DELEGATED AUTHORITY**

The Committee noted one instance of the use of delegated authority by the Interim Director of Finance since the last meeting. Members were satisfied that authority had been appropriately discharged.

Resolved: to note the update.

18. **APPROVAL OF LARGE RESEARCH BIDS**

The Committee received a report from the Head of Research Finance Services detailing approvals made by the Committee for the submission of grant applications of over £3m since its last meeting. Members also noted an application to extend current funding for a clinical trial, which had been drawn to the Committee's attention in May, had been approved by the Vice-Principal (Research, Knowledge Exchange & wider Impact) in consultation with the University Secretary due to the exceptionally short time frame. Members noted the level of the award, the high level of FEC recovery, and the reputational importance of the collaboration with the industrial partner, and ratified the approval. The Committee asked that the paperwork relating to the award be circulated to members to inform their understanding of the types of awards requiring approval.

Resolved:

- (i) to ratify the approval of the submission of a grant application to the Wellcome Trust;
- (ii) to ratify the approval of the submission of an application for funding for the extension of a clinical trial; and
- (ii) to note that the Vice-Principal (Research, Knowledge Exchange & wider Impact) Would circulate paperwork relating to the extension of funding for a clinical trial.

19. **INTERIM DIRECTOR OF FINANCE**

Members noted that the Interim Director was attending his last meeting of the Committee and thanked him for his contributions to the work of the Committee during his employment at the University.

Resolved: to thank the Interim Director for his contributions.

20. **DATE OF NEXT MEETING**

The Committee noted the next meeting of the Finance & Policy Committee was scheduled for 2.00 pm on 22 October 2018.

Resolved: to note the date.

APPENDIX 4

GOVERNANCE & NOMINATIONS COMMITTEE (Minute 9(2))

A meeting of the Committee was held on 14 August 2018.

Present: Ronald Bowie (Convener)
Janice Aitken
Lady Lynda Clark of Calton
Principal, Professor Sir Pete Downes
Bernadette Malone;
Jane Marshall
Professor Mairi Scott

In Attendance: Dr Neale Laker (Director of Academic & Corporate Governance)
Professor Karl Leydecker (Vice-Principal (Learning & Teaching))
Dr Jim McGeorge (University Secretary);
Dr Christine Milburn (Policy Officer (Corporate Governance))

Apologies: Rumana Kapadia.

1. MINUTES

Resolved: to approve the minutes of the meeting of 15 May 2018.

2. MATTERS ARISING

Action Log

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

Resolved: to note the log.

3. CONVENER'S/SECTORAL UPDATE

The Convener updated members on his meetings over the summer, including meetings with the University Executive Group and with the Principal Designate. Members noted in particular how these discussions were informing the development of the Court Retreat. The Convener also reminded members of his participation in the Joint Expert Panel convened in relation to the Universities Superannuation Scheme, and members noted the likely timeframe for the publication of the report from the panel.

Resolved: to note the update.

4. APPOINTMENT OF THE CHAIRPERSON OF COURT – REGULATIONS

[Secretary's note: The Chair of Court declared a conflict of interest in relation to the item and left the room for the duration of discussions].

The Committee reviewed a paper from the Director of Academic & Corporate Governance which outlined the proposed timescale for the appointment, draft regulations to govern the appointment process, and the proposed composition of the Appointing Committee. Through discussion members suggested increasing the voting period from 2 days to a maximum of 4 days, and the Director undertook to consult with the Dundee University Students Association (DUSA) Executive in this respect. Noting that it was the responsibility of the Appointing Committee to set the criteria and qualities required from candidates, the Committee also discussed how the Appointing Committee might nevertheless consult with stakeholders during their development, and asked the Director to consider how this may be reflected in the guidance.

The Committee also discussed the overall timeframe for the process and agreed that officers should seek expressions of interest from members of the Court interested in serving on the Appointing Committee as soon as possible to enable the composition to be finalised and approved by the Court at its meeting on 30 August 2018.

- Resolved:**
- (i) to approve the regulations and schedule subject to minor change; and
 - (ii) to ask officers to seek expressions of interest from members interested in serving on the Appointing Committee.

5. MEMBERSHIP OF THE REMUNERATION COMMITTEE 2018/19

The Committee reviewed the statement of suitability provided by Sharon Sweeney in response to the call for expressions of interest from eligible staff members of the Court in relation to membership of the Remuneration Committee. Members were unanimously supportive of inviting Sharon to join the Remuneration Committee. The Committee also agreed that, subject to the approval of the appointment by the Court, it would be valuable to communicate to staff and students the changes to the composition of the Remuneration Committee.

In response to questions, members were reminded that the Court had been supportive of proposals that the Independent Student Member on Court, Rumana Kapadia, also join the Remuneration Committee for the coming academic year.

- Resolved:** to endorse to Court the proposal that Sharon Sweeney and Rumana Kapadia be invited to join the Remuneration Committee with immediate effect.

[Secretary's note: The Court was subsequently consulted by electronic circulation and approved the appointments on 21 August 2018]

6. ELECTION OF THE RECTOR

The Director of Academic & Corporate Governance outlined a paper setting out amendments proposed to the governance instruments pertaining to the appointment of the Rector. The Committee were supportive of the revised documents and suggested a number of minor changes which focussed around the clarification of sanctions.

In response to questions the Director outlined the process and timeframe for the formal approval of the changes by the Court, Senate, and the Privy Council, and members noted that, as per the Committee's agreement at its last meeting, the Director had begun the consultation process with the Scottish Government Advisors which was required before Privy Council approval could be sought. Members also noted that the existing governance instruments could be used if approval was not granted in time for commencing the election process, but that the Director was pursuing an early outcome.

- Resolved:** to endorse to the Court changes to Statute 4 (annex a), Ordinance 62, and Regulations for the Conduct of the Election of the Rector (annex b).

7. SCHEDULE OF DELEGATION: MATTERS RESERVED TO THE COURT

The Committee considered a paper setting out those matters of business that the Court reserved to itself and had not delegated to its committees, to other committees, or to officers. Members noted that the publication of this list was a requirement of the Scottish Code of Good HE Governance 2017, and that it had been prepared with reference to Statute 9 (The Court), the Court's Statement of Primary Responsibilities, the Schedule of Delegation and Decision Making, and in compliance with the Code. Through discussion members suggested a number of minor additions.

- Resolved:** to endorse to the Court the list subject to minor amendment (annex c).

8. COURT ANNUAL PUBLIC STAKEHOLDER MEETING PROPOSAL

Members reviewed proposals for the Annual Public Stakeholder meeting of the Court and agreed that the event should be held on the afternoon of 9 January 2018, that being the afternoon before the start of the annual Discovery Days. Members were supportive of the outline for the event and discussed stakeholder groups who should be included in invitations to the event.

- Resolved:** to endorse to the Court the proposal that the event take place on the afternoon of 9 January 2018, with presentations from the Principal, Chair of Court, and DUSA followed by questions and a reception.

9. **COMPLIANCE WITH THE SCOTTISH CODE OF GOOD HE GOVERNANCE: FREQUENCY OF REVIEW**

The Committee noted that the University has asked the internal auditors, Scott-Moncreiff, to carry out a high level assessment of the University's compliance with the Scottish Code of Good HE Governance (2016) to provide further assurance in relation to the assessments approved by the Committee and the Court prior to the submission of the statement of compliance within the annual financial statements. Following discussion members agreed that compliance with the Code should thereafter be considered as part of the quinquennial review of the effectiveness of the Court, with the Committee being advised in the interim period of any changes to policies and practices which impacted on the University's compliance with the Code.

Resolved: to endorse the proposed approach.

10. **MEMBERSHIP RENEWALS 2018/19**

The Committee noted membership renewals due for consideration in 2018/19 and the associated processes and timelines. In relation to the renewal of Jane Marshall, members noted that as a member of the Court appointed by the Graduates' Association, the review process required that a panel be convened consisting of the Convener of the Graduates' Association Alumni Advisory Committee, a current member of the Court appointed by the Graduates' Association, and at least one member of the Governance & Nominations Committee. Following discussion members suggested that it would be good practice for the panel to include staff, student and lay members of the Committee. In this respect, the Committee proposed that Bernadette Malone, Janice Aitken and Rumana Kapadia be invited to serve as members of the panel.

The Committee also agreed that the information provided in previous reviews was appropriate and sufficient for reviews scheduled during the year.

The Convener also informed members that Anne Anderson had resigned from membership of the Court with immediate effect on 13 August 2018 due to personal reasons. Members noted that Anne had been nominated to serve on the Court by the Unions, and the Director of Academic & Corporate Governance confirmed that he would contact the Unions to ask them to begin the process to identify a successor for Anne in accordance with Ordinance 66 (Nominations to the Court by the Trade Unions and the Students' Association). The Committee indicated that it would be desirable if a successor could be identified quickly to enable the Court to approve their membership and allow the individual to participate in the Retreat.

Resolved: (i) to convene a panel to consider the renewal of the membership of Jane Marshall as a member of the Court appointed by the Graduates' Association; and

(ii) to note the resignation of Anne Anderson and await a nomination from the unions.

11. **REVIEW OF EFFECTIVENESS 2017/18: OUTCOMES**

The Committee noted the summary provided of the outcomes of the 2017/18 review of the effectiveness and performance of the Court and the Chair of Court. Members endorsed the actions proposed and noted that the 2018/19 review would be undertaken as part of the quinquennial review of effectiveness.

Resolved: to note the report.

12. **DEPUTY CHAIR OF COURT: PROCESS REVIEW**

The Committee considered recommendations arising from the review of the process for the appointment of the Deputy Chair of Court, and noted the revised process proposed for use in future appointments to this position. Members were supportive of the refinements made.

Resolved: to endorse the refined process (annex d).

13. **EARLY STAGE COURT BUSINESS**

The Committee considered the draft agenda for the meeting of the Court on 30 August 2018 along with the proposed programme and associated session outlines for the Court Retreat on 30 and 31 August 2018. Members made a few suggestions for the order of business on the agenda and, following discussion, asked that a 'Court members only' session be reintroduced into the Court Retreat programme.

Discussions focussed on how the Court Retreat sessions would build an understanding of the strategic priorities and associated actions, and would facilitate the consideration of how the Court and its Committees would engage with these priorities. The Committee agreed that an important element of the University Strategy was achieving the cultural change required to deliver the strategy. Through discussion members highlighted the role of the Court in empowering the University Executive Group to take forward actions, while ensuring an appropriate degree of accountability.

Resolved: to note the proposed agenda.

14. DRAFT CORPORATE GOVERNANCE STATEMENT

The Committee received a draft of the Corporate Governance Statement for inclusion in the Annual Financial Statements. Members approved the draft statement and asked that any changes required by the External Auditors be circulated to the committee before the annual financial statements were finalised.

Resolved: to approve the draft Corporate Governance Statement.

15. NARRATIVE FROM THE COMMITTEE TO THE COURT

The Committee agreed to highlight to the Court discussions relating to the appointment of the Chair of Court, Remuneration Committee Membership, the annual public stakeholder meeting, and the Corporate Governance Statement.

Resolved: to note the narrative.

16. COMMITTEE WORK-PLAN 2018/19 AND ANNUAL REVIEW OF REMIT AND TERMS OF REFERENCE

The Committee noted that work-plans for the Court and its Committees would be informed by discussions at the Court Retreat, in particular with regard to ensuring that items on the agenda were appropriately linked to desired outcomes and strategic intent, and agreed to return to the review of the work-plan at its next meeting. Following discussion, members suggested that it may be useful for committees to consider the expected outcomes of their work-plans in terms of the remit of the Committee and the strategic areas of the Strategy Wheel as outlined for the Governance & Nominations Committee below:

Strategic area	Action Planning and Measuring	Committee Focus/ Anticipated Outcome
Our high performance community		<ul style="list-style-type: none"> Chair of Court objective for Court to be recognised exemplar for good HE Governance, consistent with Scotland's leading University; Election of the Chair of Court; Ensure right skills mix on Court to deliver strategy; Oversee ongoing appropriateness of KPIs on behalf of Court
Intensify our impact locally and globally	Engage industry, policy makers and the public	<ul style="list-style-type: none"> Court engagement with the public, staff and students through the delivery of first annual public stakeholder meeting of the Court Guidance for Chair of Court in influencing activities
Embrace One Dundee Approach:	Strengthen our culture of partnership working	<ul style="list-style-type: none"> Build effective and appropriate relationship with the Senate Assure the Court on the governance arrangements for strategic level partnerships
Enable our people to flourish	Ensure digital readiness	<ul style="list-style-type: none"> Oversight of proposals for 'paperless Court'
Advance our Values	Value feedback and Communication Promote equality, diversity and inclusion	<ul style="list-style-type: none"> Ensure routes for feedback on Court Improvement actions identified from the Quinquennial Review of the Effectiveness of the Court Ensure greater awareness of Court and decisions Ensure diverse and inclusive Court (through appointing committee role, approval of advertisements, review of skills matrix, monitoring of E&D modules, Statement on Diversity etc.)

Deliver sustainable ambition	Enhance financial performance and productivity	<ul style="list-style-type: none"> • Ensure the appropriate update of the Schedule of Delegation.
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Discussions turned to the relative responsibilities of the Court and the Senate, and in particular the responsibility of the Senate to consider the academic content and quality of programmes, and the responsibility of the Court to consider and monitor the potential reputational risks of academic activity. In this respect, members agreed that the University Executive Group had an important responsibility in identifying which projects should be brought to the Court's attention.

The Committee also highlighted the importance of the Court Retreat in terms of understanding how the actions, KPIs, and strategic priorities contributed to the vision and direction of travel for the University.

Resolved: to note the work-plan and proposed outputs, and to reconsider them after the Court Retreat.

17. **UK CORPORATE GOVERNANCE CODE**

The Committee noted the publication of the UK Corporate Governance Code in July 2017. Members noted that the Code would come into effect on 1 January 2019, and that although the University was no longer required to report against this Code in the Annual Financial Statements, officers would review the document and consider if there were areas of good practice which the University would wish to adopt.

Resolved: to note the publication of the Code.

18. **MEDIA SUMMARY**

The Committee considered an update from the Head of Corporate Communications. Members indicated that the reports had been helpful, but that following the sharing of regular media round-ups with members of the Court, the reports would only be required in instances where a specific matter arose which required the Committee's attention.

Discussions focussed on the request from the Head of Corporate Communications for further guidance with regard to the committee's request for reports to be expanded to include social media. Members concluded that it would be appropriate for the Committee to seek assurance that systems were in place to ensure that the University Executive Group (UEG) were aware of reputational risks across all forms of media, and that there were mechanisms to respond to these risks. In this respect members welcomed the offer from the Head of Corporate Communications to attend a future meeting of the Committee.

Resolved: to thank the Head of Corporate Communications for his update.

19. **DATE OF NEXT MEETING**

The Committee noted the next meeting of the Governance & Nominations Committee was scheduled for 22 October 2018.

Resolved: to note the date of the next meeting.

Amendments to Statutes**[NEW] Statute 4 - The Rector**

(As approved by the Court for the first time on 11 June 2018)

- (1) The Rector shall be elected by a general poll of the matriculated students.
- (2) No member of staff of the University and no matriculated student of any university shall be eligible to be elected to the office of Rector.
- (3) The Rector shall hold office for a period not exceeding three years and shall be eligible for re-election for a second term of three years but no longer.
- (4) The process for nominating and electing the Rector, along with the process in the event of a casual vacancy in the office of Rector, shall be as described in the Ordinances.

Amendments to Ordinances

[NEW] Ordinance 62 – The Election of the Rector

1. (1) An election of a Rector shall be held in the third year after each year in which any such election is held: Provided that in the event of a Rector ceasing for any reason to hold office before the expiry of his or her full term an election shall be held on the next practicable date fixed in accordance with clause (2) of this paragraph.
- (2) The election of a Rector shall take place on such day or days as may be fixed by Court after consultation with the Senatus and the Students' Association.
- (3) The period of office of a Rector shall begin on the 1 August following his or her election: Provided that where an election is held to fill a casual vacancy the period of office shall begin with immediate effect and will end on the 31 July three years after the 31 July immediately following the election.
- (4) The Senatus shall appoint a returning officer from among the academic staff of the University to preside at the election and ensure its smooth running. The Senate may appoint up to two deputy returning officers to assist the returning officer. In addition, the University Secretary shall appoint a further deputy returning officer who will support the returning officer and any deputy returning officers appointed by the Senate in fulfilling the administration and organisation of the election. The returning officer, along with the deputies, shall work with the Students' Association to ensure the election is conducted in a fair and democratic manner in accordance with this Ordinance.
- (5) The Senatus shall make such regulations for the conduct of the election, including in relation to the responsibilities and duties of the returning officer, as may seem to it expedient, following consultation with the Students' Association and the Governance & Nominations Committee.
2. (1) Only matriculated students of the University shall make a nomination for the office of Rector, and such nominations shall be lodged at least ten working days before the date of the election in accordance with the regulations.
- (2) Each nomination shall be supported by fifty electors, who shall be the matriculated students of the University, in accordance with the regulations. No elector shall subscribe to more than one nomination.
- (3) Each nomination shall be accompanied by a signed statement by the person nominated that he or she consents to the nomination.
3. In the event of an equality of votes between two or more candidates in the election of a Rector, the election shall be determined by the drawing of names from a sealed bag.

[NEW] Regulations for the Conduct of the Election of Rector

(These Regulations are made in terms of Ordinance 62.)

1. No member of the academic staff, officer or employee of the University and no matriculated student of any university shall be eligible for nomination as Rector.
- 2 (1) The Senatus shall appoint a returning officer from among the academic staff of the University to preside at the election and ensure its smooth running. The Senate may appoint up to two deputy returning officers to assist the returning officer. In addition, the University Secretary shall appoint a further deputy returning officer who will support the returning officer and any deputy returning officers appointed by the Senate in fulfilling the administration and organisation of the election.
- 2 (2) Collaborating as necessary with the Students' Association, the responsibilities of the returning officer shall be as follows:
 - (a) to ensure that the election is conducted in accordance with these regulations in a fair and democratic manner;

- (b) To delegate tasks to deputy returning officers as necessary;
 - (c) in so doing and if the returning officer feels it necessary or desirable, to establish a committee with such advisers as the returning officer deems appropriate to assist in ensuring the proper conduct of the election;
 - (d) to devise and agree campaigning rules in accordance with these regulations;
 - (e) to reach a determination in the case of allegations of breach of these regulations and to impose an appropriate penalty, including disqualification;
 - (f) to declare nominations valid; and
 - (g) to verify and declare the result of the election
- 3. No person appointed in terms of this regulation may nominate or canvass for a candidate in the election. For the avoidance of doubt, this includes any advisers appointed to a committee to assist the returning officers as set out above at 2(2).
- 4. When the date of the election has been determined under the terms of Ordinance 62, the returning officer shall arrange for the publication of: a notice setting out the key dates of the election; the process for making nominations; and instructions for obtaining a copy of these regulations as well as for obtaining nomination and acceptance of nomination forms.
- 5
 - (1) Each nomination must be accompanied by the names and matriculation numbers of 50 students currently matriculated at the University – including the Proposer and Secunder – in accordance with instructions from the administrative returning officer.
 - (2) No elector may subscribe to more than one nomination.
 - (3) Each completed nomination should be accompanied by an acceptance of nomination form signed by the nominee.
 - (4) Nomination forms, together with the associated acceptance of nomination forms shall be lodged with the returning officer by 5pm on the prescribed day.
 - (5) Any valid nominations lodged before the prescribed day shall be held by the returning officer and shall not be made public until nominations have closed.
 - (6) Each nomination form shall be scrutinised by the returning officer to establish its validity.
 - (7) If the returning officer finds that any student has subscribed to more than one nomination or is an unqualified elector by reason of not being a matriculated student in the University, he/she shall strike out the entry concerned and give the Proposer an opportunity to obtain a valid substitution by no later than 12 noon on the second day following the close of nominations.
 - (8) The returning officer shall publish a notice listing the names of the candidates who have been duly nominated along with their respective Proposers and Seconders not later than 5pm on the second day following the close of nominations.
- 6
 - (1) A hustings of candidates for election shall be conducted in accordance with the bye laws of the Students' Association provided that all hustings shall be chaired by the returning officer or a deputy returning officer.
 - (2) If candidates are required to travel to Dundee to participate in a hustings, they may claim reasonable expenses and travel costs up to a limit of £500 per candidate. These expenses will be paid jointly by the University and the Students' Association.
- 7
 - (1) The University and the Students' Association will jointly provide a budget for the printing and distribution of campaign materials in accordance with the campaign rules agreed by the returning officer.
 - (2) The returning officer will approve all publicity and campaigning materials.
- 8
 - (1) Polling for the election shall take place by electronic means over a minimum of a two day period using (if required) the single transferable vote system in general use for University elections.
 - (2) The returning officer shall determine where the counting of votes shall take place.

- 8 (3) The following persons may be present at the counting of votes: DUSA Executive members, the Proposers and Seconders and the candidates.
- 9 (1) When the counting of votes has been completed and has been checked to the satisfaction of the returning officer, the result of the poll shall be declared and a notice thereof will be published.
- 9 (2) In the event of an equality of votes between two or more candidates, the election shall be determined by the drawing of names from a sealed bag.
- 9 (3) The decision of the returning officer in relation to the outcome of the election shall be final.
- 10 (1) Any person who contravenes any provision of these regulations may be disqualified from voting or being elected as the case may be.
- 10 (2) Any complaint about the conduct of the election, any allegation of infringement of these regulations or any allegation of misconduct by a candidate or one of their agents or supporters should be brought as soon as possible to the attention of the returning officer, who will investigate the matter.
- 10 (3) Having investigated the matter, the returning officer will determine whether the complaint or allegation should be upheld. If the complaint or allegation is upheld, the returning officer may impose an appropriate sanction on the offending party. The sanctions could include, but are not limited to, the instigation of disciplinary proceedings against students under Ordinance 40, the instigation of disciplinary proceedings against members of staff under the staff disciplinary procedure, or the removal of a candidate from the poll. The returning officer may also determine that the election should be suspended pending further investigation, abandoned or rescheduled.
- 10 (4) Any damage to University property during the course of an election will be treated as a serious disciplinary offence.
- 10 (5) Demonstrations in favour of candidates may be held only in open spaces outwith University buildings and supporters may not interfere with the normal business of the University. Failure to comply with this direction will, likewise, be treated as a serious disciplinary offence.
11. In the event that a candidate contests the results of the election, a case must be submitted within 10 working days of the declaration of the results. Where a case is submitted within the timeframe, the returning officer will arrange for an informal assessment of the case to determine whether there are grounds for an investigation. If as a result the returning officer determines that there are grounds, he or she will engage an independent solicitor or other professional person from outside the University to carry out a full investigation and report to the returning officer. On the basis of the report, the returning officer may decide to take no further action or may decide to declare the results of the election null and void and order a new election.
12. The University, in partnership with the Students' Association, will organise an inauguration ceremony for the Rector as soon as practicable after the term of office of the Rector has begun.

Schedule of Delegation Matters Reserved to the Court

Strategy

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

Budget and Finance

- Approve the annual consolidated accounts for the University and Group (financial statements)
- Approve the budget and financial forecasts
- Approve financial strategy, including annual capital programme and annual budgets for Schools and professional services
- Approve changes to accounting policies
- Approve the annual report of internal auditors for submission to the Scottish Funding Council
- Approve the appointment of internal and external auditors
- Approve business plans for projects and funding application or variations thereof that include a capital element of more than £3m

Governance

- Approve the appointment of the Chairperson of Court (in accordance with the Higher Education Governance (Scotland) Act 2016)
- Approve the appointment of the Deputy Chairperson of Court
- Approve the appointment of co-opted members of Court and any additional lay members of Court committees who are not members of Court
- Approve the removal from office of any member of Court
- Approve the membership of Court committees
- Approve changes to Charter, Statutes and Ordinances, including the establishment of new Statutes or Ordinances and any associated subordinate regulations*
- Approve the standing orders of Court
- Approve the schedule of delegation and decision-making and any ad hoc delegation, provided such delegation is within the terms of the Charter and Statutes

Appointments and Staff

- Approve the appointment of the Chancellor*
- Approve the appointment (and dismissal) of Principal & Vice-Chancellor*
- Approve the appointment (and dismissal) of the University Secretary
- Approve the appointment (and dismissal) of any Vice-Principals
- Approve policies and procedures affecting staff and their terms and conditions

Miscellaneous

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

*After consultation with the Senate.

Deputy Chair of Court: Process Review

Introduction

1. During the last academic year Bernadette Malone was unanimously appointed by the Court to the role of Deputy Chair of Court, on the recommendation of the Governance & Nominations Committee. This was the first application of Ordinance 63 (Deputy Chair of Court), which had been updated to reflect the requirements of the Scottish Code of Good HE Governance. In accordance with good governance practice, the process used was subsequently reviewed for lessons learned and, taking into account comments from Court and Committee members, this paper sets out suggested refinements to the process.

Job and Person Specification

2. As the role of Deputy Chair of Court continues to evolve, the job and person specification approved by the Court will require review and update when the next vacancy arises, and should be presented alongside those developed for the Chair of Court.

Process

3. The implemented process attempted to balance the need for rigour and transparency with the Committee's desire to ensure a sensitive approach in relation to those members putting themselves forward for consideration.
4. Given the growing importance of the role of the Deputy Chair of Court as a result of the requirements of the Higher Education Governance (Scotland) Act), officers have proposed the following process:
 - a. The job description and person specification should be reviewed by the Committee and circulated to eligible members requesting expressions of interest;
 - b. Interested candidates should then be invited to submit a letter to the Committee outlining their interest in, understanding of, and vision for the role;
 - c. Court members who are not themselves candidates should be invited (independently) to provide their views on all of the applications received, taking into account the job description and person specification. The process for canvassing views would be considered by the Governance & Nominations Committee at the time, but may, as on this last occasion, be carried out by email with responses returned to the Clerk to Court or University Secretary;
 - d. The Committee should then meet to review the submissions and feedback and reach one of two outcomes: 1) to recommend to Court the appointment of one of the candidates on the basis of application and the feedback, or 2) to arrange to interview the candidates, by a delegated panel of the Committee, whereafter the Committee meet to make a recommendation to Court.
5. The revised process clarifies the role of the Governance & Nominations Committee and enhances the overall transparency of the process. However it is less sensitive in as much as the names of all candidates and not just the successful candidate would be shared with the Court and not just the Governance & Nominations Committee during the process.

Conclusions

6. The Committee is invited to consider and, if so minded, endorse the proposals outlined above.

APPENDIX 5

REMUNERATION COMMITTEE (Minute 9(3)(i))

A meeting of the Committee was held on 11 June 2018.

Present: Bernadette Malone (Convener);
Richard Bint;
Ronald Bowie;
Shirley Campbell.

In Attendance: Principal Professor Sir Pete Downes (by invitation of the Convener)
Dr Neale Laker (Director of Academic & Corporate Governance) (item 5)
Dr Jim McGeorge (University Secretary);
Pam Milne (Director of HR and Organisational Development); and
Dr Christine Milburn (Policy Officer (Corporate Governance)).

Apologies: None

1. MINUTES

In response to questions regarding minute 8 of the meeting, the Director of Human Resources & Organisational Development (HR & OD) confirmed that communications to staff in relation to life-time pension tax allowance had reinforced personal responsibilities with regard to checking the implications and applicability of the thresholds.

Resolved: to approve the minutes of the meeting of 24 April 2018 subject to minor amendment.

2. MATTERS ARISING

(1) Action Log

Members received the action log for the last meeting of the Committee and noted the updates provided. Through discussion members highlighted the importance of finalising enhanced guidance on the process for in-year decisions before the next meeting. Members also noted the important role of Deans and Directors in terms of systematic staff reviews to identify potential succession planning and retention issues – particularly from an academic perspective in advance of the upcoming Research Excellence Framework (REF).

Resolved: to note the updates.

(2) Scottish Code of Good HE Governance: Grade 10 Contracts (Minutes 5)

The Director of Human Resources & Organisational Development (HR & OD) updated members on discussions with colleagues across the sector regarding the benchmarking of terms and conditions for Grade 10 contracts. Noting that the University's contracts were considered to be broadly in line with those in place elsewhere in the sector, the Director undertook to circulate a summary to the Committee.

Resolved: to note that benchmarking to date revealed no significant differences between contracts at the University and those in place across the sector, and to note that the Director of HR & OD would circulate a summary to the Committee.

(3) Remuneration Committee Budget 2018/19 (Minute 6)

The Director of Human Resources & Organisational Development (HR & OD) confirmed that the formula discussed at the last meeting had been re-introduced and used to calculate an indicative 2018/19 remuneration budget of £140k. Through discussion members highlighted considerations which needed to be taken into account before finalising the budget. In particular the Committee was concerned to ensure the proposed budget was sufficient to ensure grade 10 staff salaries remained competitive in relation to staff retention (especially in the lead up to REF), would enable the University to deliver strategic change and would support the achievement of the Strategy to 2022.

Resolved: to ask the University Executive Group to consider the indicative budget and circulate its thoughts to the Committee before the annual paper was issued to the Finance & Policy Committee for its meeting on 14 August 2018 regarding the approach and budget for 2018/19.

3. TERMS AND CONDITIONS FOR A NEW PRINCIPAL

The Committee reviewed the contract and associated terms and conditions issued to the current Principal & Vice-Chancellor in June 2014. Members noted a range of areas that a contract for the incoming Principal would need to address as a result of legislative changes in the intervening period and considered other aspects that it would wish to see addressed in the new contract. It agreed that the Director of Human Resources & Organisational Development, University Secretary and Director of Legal should be asked to produce a draft of a new contract for consideration by the Committee, potentially via teleconference.

The Chair of Court encouraged the Committee to provide input in relation to a number of specific areas including: the term of the contract, notice period, and re-location costs. The Committee indicated a preference to offer a permanent contract with robust performance measures in place rather than a fixed-term appointment as had been previous practice. Members also noted and agreed the remuneration envelope approved by the Court, suggested that a 6 month notice period would be appropriate, and agreed that the University's standard relocation policy should be applied.

Resolved: to endorse to the Court.

4. GRADE 10 BANDING

The Committee received a paper from the University Executive Group (UEG) outlining their review of, and proposals relating to, the approach and process for the salary review of Grade 10 staff. Members noted that the paper took account of the Committee's discussions at its last meeting following a presentation from the HR Director at the University of Glasgow, and that the UEG had suggested that in the context of the University's existing practice and the range of other HR and OD priorities currently being taken forward, the implementation of a Grade 10 banding structure was not the right solution for the University at the present time. The Paper further proposed that in the 2018/19 salary review round efforts should be focused on ensuring full compliance with the current procedure, alongside the inclusion of an assessment of each individual against the UCEA Professorial Bands, with a report for each School being produced in line with the template provided to the Committee. The Director of Human Resources & Organisational Development went on to outline a pilot exercise of this approach undertaken by the UEG, which had focused on the analysis across one School.

In response to questions, the Director of Human Resources & Organisational Development (HR&OD) confirmed that the People & Organisational Development Committee had originally referred the subject of Grade 10 Banding to the Committee on the basis of the gender pay-gap analysis, but that the Committee had subsequently been satisfied that the University did not have a grade 10 gender pay-gap issue when 'like' roles had been reviewed. The issues for the University related to the low proportion of women compared to men at grade 10. Members noted that the introduction of a Grade 10 Banding Structure similar to Glasgow's would be a significant, lengthy, and resource intensive process, and was not considered to be a priority relative to other strategic priorities where resource was being focused at the present time. Moreover, UEG felt that undertaking a major project on senior pay would run counter to the public mood and current media agenda. The Director did, however, highlight the value of a succession planning review at Grade 9 with respect to the management of the pipeline of future female senior academic and Professional Services staff. Through discussion members noted the important role of the Deans and Directors in this respect and that the UEG had paid particular attention to professional development support for this cohort.

The Committee discussed the benefits of transparency associated with the criteria within the Glasgow Grade 10 Banding structure and suggested that the University Executive Group may wish to review the proposed use of the UCEA Professorial Bands in these terms.

In concluding the item the Committee agreed that while the current process was valid, it would be desirable to continue to enhance existing processes to further improve objectivity and transparency. In this respect members suggested that the arrangements proposed would be an appropriate interim measure within a broader 3-5 year enhancement plan, and asked that officers review the proposals on the basis of the discussion and bring forward revised proposals to the next meeting.

Resolved: to ask the University Executive Group to further consider the matter and provide a further paper to the next meeting of the Committee.

5. SCOTTISH CODE OF GOOD HE GOVERNANCE: SECTION 7:80

The Convener updated members on the outcome of consultation meetings with student and union representatives in relation to the requirements of the Code Section 7:80. Members noted that both groups had expressed a desire to see staff and student membership of the Remuneration Committee. Members noted that the representatives had noted the need for collective responsibility and training for Remuneration Committee members.

The Committee noted that with regard to student membership of the Committee the students had proposed that the Independent Student member of Court serve in this role. Members were supportive of this suggestion, noting the Code's requirement that the role should be fulfilled by a member of the governing body and the potential conflict of interest for the DUSA President.

With regard to staff membership, members noted that each of the three unions had suggested that they nominate a member to serve on the Committee. Following discussion regarding the size and balance of the Remuneration Committee, and requirements elsewhere in Code that members be appointed on the basis of their skills and expertise, members agreed that it would be appropriate to recommend that one staff member of the Court who did not themselves have a conflict of interest by virtue of being on a Grade 10 contract, be appointed to serve the Committee, and that the selection process should be managed by the Governance & Nominations Committee in the usual manner. Members further proposed that all eligible members of the Court should be invited to express an interest in the role at the meeting of the Court later in the day.

The Committee reiterated its commitment to meaningful engagement, and noting that not all members of staff were members of a campus union, undertook to further develop proposals for the consultation and engagement process once the student and staff membership of the Committee had been identified and the members so appointed could contribute to the discussions. Members agreed that the Chair of the Committee and Chair of Court should lead the consultation process in addition to the staff and student members of the Committee.

- Resolved:**
- (i) to propose to the Court that the Remuneration Committee membership be increased by one staff (not of Grade 10) and one student member of the Court;
 - (ii) to suggest that the Court invite expressions of interest from eligible members of the Court and that the Governance & Nominations Committee be invited to consider these at its next meeting on 14 August 2018.

6. REVIEW OF EFFECTIVENESS OF THE COMMITTEE

The Committee noted the comments submitted by members in response to the online survey of effectiveness. Through discussion members commented that the Committee had been busier than ever, and that the additional meetings in 2017/18 had been helpful in moving the agenda forward. The Committee was keen to ensure that the Remuneration Committee and People & Organisational Development Committee agendas were coordinated effectively, and so the Director of Human Resources & Organisational Development and Ms Campbell (as a member of the Remuneration Committee and Chair of the People & Organisational Development Committee) undertook to take this forward. Members also noted that the Chair of Court had encouraged Committees to consider a 2 year plan and the Committee agreed that this would be useful.

- Resolved:** to note members comments.

7. REPORT TO COURT

- Resolved:** the Committee agreed that the Convener should highlight discussions relating to the 2018/19 remuneration budget and Grade 10 banding structures.