

UNIVERSITY OF DUNDEE

UNIVERSITY COURT

A meeting of the University Court was held on 2 September 2021 in the Augusta Suite of the Carnoustie Golf Hotel.

Present: Ronnie Bowie (in the Chair);
Alan Bainbridge (online);
Tricia Bey;
Richard Bint;
David Dorward;
Professor Iain Gillespie (Principal & Vice-Chancellor);
Rebecca Leiper;
Andrew Lothian;
Jane Marshall;
Dr David Martin;
Ron Mobed (online);
Dr Anna Notaro;
Marianne Reilly;
Professor Mairi Scott;
Karthik Subramanya (online) (Item 8 onward);
Jay Surti;
Sharon Sweeney; and
Dimitris Vidakis (DUSA President).

In Attendance: Wendy Alexander (Vice-Principal (International));
Professor Julian Blow (Interim Vice-Principal (Academic Planning & Performance));
Professor Blair Grubb (Vice-Principal (Education));
Roddy Isles (Head of Corporate Communication) (online);
Dr Neale Laker (Director of Academic & Corporate Governance);
Dr Jim McGeorge (University Secretary & Chief Operating Officer);
Dr Christine Milburn (Senior Policy Officer (Corporate Governance));
Professor Shane O'Neill (Senior Vice-Principal Designate);
Carol Prokopyszyn (Director of Finance);
Wesley Rennison (Director of Strategic Planning);
Professor John Rowan (Vice-Principal (Research, Knowledge Exchange & Wider Impact)); and
Rebecca Trengove (Director of External Relations).

Apologies: Megan-Rose Birdsall;
Lord Provost Ian Borthwick;
Karen Thomson; and
Keith Winter.

1. MINUTES

The Court decided: to approve the minutes of the Court meeting on 15 June 2021.

2. MATTERS ARISING

(1) Action Log

The Court received the action log of Court business. The Court noted progress in relation to the process for renewal of the revolving credit facility with the Bank of Scotland. The University Secretary provided an update on the formation of the Programme/Project Boards discussed at the previous meeting (Minutes 72 and 76 of 15 June 2021) and the Court delegated authority to the Principal to finalise the composition of these boards.

Turning to the naming of the New Combined School, members noted that consultation with staff continued and that proposals were now expected to be submitted to the Court at its meeting on 16 November 2021.

The Court decided: to note the update and delegate authority to the Principal to finalise the composition of the Regional Development Strategy Board and the Strategy Development Oversight Board.

(2) Approval of Amendments to Statute 9(1)(e) (Minute 35(3) of 23 February 2021)

The Court noted that the Privy Council had formally approved amendments to Statute 9(1)(e) on 14 July 2021, as previously approved by the Court on 17 November 2020 and 23 February 2021. The Court was reminded that under the commencement arrangements approved by the Court the new Statute would come into effect after the end of the term of office of the current Lord Provost of Dundee, Iain Borthwick.

The Court decided: to note the formal approval of changes to Statute 9(1)(e) by the Privy Council on 14 July 2021.

(3) Emergency Committee (Minute 83)

The Court noted that the Emergency Committee constituted by the Court at its meeting on 15 June 2021 had not been required to meet over the summer period.

The Court decided: to note the report.

3. CHAIR'S REPORT TO COURT

The Court received a report from the Chair outlining activities he had undertaken on behalf of the Court and the University since its last meeting. The report focussed on themes of discussions at meetings of Scottish HE Governance & Nominations Committee Conveners, the Employer Pensions Forum and a UK Chairs meeting on the subject of cyber security. The Court welcomed the suggestion that a future Court briefing be focussed on the role and responsibilities of the Court with regard to cyber security risks.

The Court also noted that the Chair of the SFC, Mike Cantlay, had accepted an invitation to speak to the Court at a special briefing being scheduled for November 2021. Members expressed an interest in discussing the SFC review of Coherent Provision at that briefing.

Finally, members noted that the Chair had continued to be in regular contact with the Principal over the summer, with discussions focussed on preparations for the strategic sessions of the Court Retreat.

The Chair also outlined his conversation with the Chancellor, Dame Joycelyn Bell-Burnell, who had sent her apologies for the retreat but maintained a keen interest in the outcome of the strategic discussions on the future direction of the University.

The Court decided: to note the report.

4. **REPORT ON NSS OUTCOMES**

The Vice-Principal (Education) introduced his report which detailed the outcomes of the National Student Survey (NSS) and the resulting action plan. The Court noted that the COVID-19 pandemic had had a significant impact on the outcomes of the survey and that the drop in performance in the NSS had been disappointing for staff who had shown great dedication throughout the pandemic.

The Court noted that the Vice-Principal had established a series of focus groups to consider the survey results and that each school had put in place an action plan to address identified points of learning. Members noted in particular the importance placed on work to build staff capabilities and confidence in the online learning environment as well as further enhance the University's digital infrastructure. Members noted recent investment in these areas but agreed that further investment would be required if the University were to remain competitive.

The Vice-Principal also acknowledged that improvement was required in the areas of assessment and feedback - and in particular in ensuring that questions were responded to in a timely manner by all staff. He also outlined the University's response to the heightened challenges relating to student wellbeing and the Court was supportive of the reinstatement of face-to-face meetings with academic advisors and additional sign-posting of vital support services. Finally, the Vice-Principal highlighted the importance of working in partnership with DUSA to actively listen and respond to the feedback received from the student community.

Turning to aspects of the NSS results specifically relating to DUSA, the DUSA President highlighted the important role of student social networks in terms of supporting students' wellbeing and satisfaction. It was, he said, testament to the University and DUSA that students had such high expectations of support and that the loss of face-to-face interactions and events such as welcome week had impacted significantly on the outcome for DUSA.

In response to questions the Vice-Principal confirmed that after reviewing the data and textual comments he was confident that the effects of the COVID-19 pandemic were the cause of the decline. On the basis of the University's response to the results, and in particular the training and resource that had been put in place, the Vice-Principal was hopeful that the University would recover in the 2022 survey outcomes.

The Court discussed the University's response and in doing so recognised the continued pressure on staff workloads in the context of delivering both COVID-19 and non-COVID-19 commitments.

The Court decided: to note the report and welcome the approach set out, including joint work with DUSA, to respond to the disappointing outcome.

5. UNIVERSITY EXECUTIVE GROUP REPORT TO COURT

The Principal & Vice-Chancellor introduced the University Executive Group (UEG) report which provided an update on emerging sectoral issues, internal operational and strategic matters, and recent University news (**appendix 1**).

The Principal updated the Court on progress to identify an Interim Director of Human Resources & Organisational Development (Interim Director of HR & OD) to serve during the period of absence of the current Director, Pam Milne. Members welcomed the focus on strategic HR matters within the appointment process.

The Principal also provided an overview of a meeting of University and College Principals with Jamie Hepburn, Scottish Minister for Higher Education and Further Education, Youth Employment and Training and members noted that the conversation had focussed on ensuring that there was clarity in the messaging from the Scottish Government with regard to regulations for the return of students to campus for the start of the new academic year.

The Court explored the overview provided on progress for each of the projects within the Academic Excellence & Sustainability portfolio relative to timelines and targets previously agreed. In response to questions the Principal confirmed that the Court would receive further financial updates via UEG reports to the Court and the regular financial reports.

In response to questions, the Director of Finance updated the Court on the Universities Superannuation Scheme (USS) valuation process. Members noted that the Joint Negotiating Committee had recommended that the USS Trustees accept the recommendations made by UUK on behalf of employers and that, subject to the endorsement of the USS Trustees, consultation would begin in the autumn with members of the scheme and would focus on the need for benefit reform to enable the scheme to be affordable and viable. Members noted that the risk of industrial action was high in relation to both USS and UoDSS consultations.

Turning to student recruitment, members were pleased to see improvements in areas of previous concern and congratulated the University on the exceptional conversion rates achieved as set out in the report. The Vice-Principal (International) drew members' attention to areas of continued risk and the geographically diverse attitudes to studying in the UK during the pandemic. She also highlighted the importance of the University's decision to offer online and face-to-face teaching options for international students in achieving recruitment targets as well as the associated burden on staff.

The Court decided: to note the report (**appendix 1**).

6. REPORT TO COURT FROM THE DUSA PRESIDENT

The Court received the regular report from the President of the Dundee University Students' Association (DUSA) which summarised current and emerging student issues. He highlighted aspects of his report relating to the National Student Survey (NSS) outcomes (see also item 4

above) and went on to highlight the positive news that the freshers' fair would return to being delivered as a face-to-face event - and in doing so reiterated the importance of the student social network to the health, wellbeing and satisfaction of students.

The President also drew attention to the 2021/22 DUSA Manifesto (see also item 13 below) and members noted the importance placed on the positive and collaborative relationship between DUSA and the University. The University Secretary confirmed that the manifesto was aligned to the aspirations of the University and that the University Executive Group (UEG) were keen to support DUSA in moving forward with its agenda.

The Court welcomed the re-focussing of DUSA's aspirations toward advice, support, wellbeing and interaction, while remaining commercially successful. The Court explored the role of the Student Representative Council (SRC) in ensuring the articulation of the student voice and encouraged the DUSA President to include an update in his next report outlining how student representation was responding to changing demographics and what mechanisms were in place to ensure that all schools were appropriately represented.

The Court decided: to note the report.

7. RISK APPETITE STATEMENT

The Director of Academic & Corporate Governance introduced a refreshed draft Risk Appetite Statement (RAS) for consideration by the University Court. The Court noted that the RAS set out in high-level terms the degree of risk the University was willing to seek or accept in pursuit of its strategic objectives and in doing so provided a framework within which the University could make decisions about its future. Members noted that the RAS captured the risk of taking action and of not taking action and articulated with the priorities implicit within the draft University Strategy.

The Court suggested a number of updates to the RAS and encouraged officers to capture the Court's positive appetite for change.

The Court decided: to approve the new Risk Appetite Statement subject to minor updates.

8. HR TOOLKIT FOR STRATEGIC CHANGE

The University Secretary introduced a paper from the University Executive Group (UEG) which set out the toolkit of HR policies and approaches at the University's disposal to facilitate the delivery of strategic changes in staffing profiles.

The Court noted that the paper focussed on high-level leadership and detailed the University's commitment to meaningful consultation and communication – consistent with the University's Redundancy Avoidance Policy. The Court noted that the People & Organisational Development Committee had met on 19 August 2021 to consider a draft of the paper and had been supportive of the approach and measures as set out. Members also noted that the Principal and University Secretary had briefed the campus unions in relation to the papers being considered by the Court at the Retreat and that there had been a positive commitment from both sides to working in partnership to ensure the best possible outcome for the University and its staff.

Turning to proposals relating to the design and implementation of a Voluntary Severance (VS) scheme, the Principal confirmed that the VS Scheme, if approved, would apply to both the delivery of financial savings and changes to the shape of the University. Noting that work would be ongoing over the coming months to fully determine the future size and shape (and therefore required staffing profile) of the University, members discussed the benefits of a focused application of the scheme as proposed in the paper. In this regard members discussed the importance of developing and communicating clear criteria for eligibility to ensure that staff were able to easily identify if the scheme would apply to them. In summarising discussions and timelines, the Chair of Court confirmed that, subject to the endorsement of the Court, the UEG would begin consultation with the campus unions and then provide details of the proposed VS Scheme to the People & Organisational Development Committee on 28 October 2021 and to the Court on 16 November 2021. Members encouraged officers to explore and make clear in future papers any potential implications for student experience in areas where reductions were sought.

In response to questions, the Principal acknowledged that it would be challenging to achieve the necessary reductions, but strongly reiterated that compulsory redundancies would be a tool of absolute last resort. He further told the Court that he was hopeful that the UEG could make the necessary changes using the range of tools set out whilst also investing in people, but that this picture would become clearer by the time of the April 2022 Court meeting.

The Court welcomed the clear and transparent narrative around organisational change and urged a similar approach in communications with staff and in monitoring and reporting the implementation of the measures.

Finally, the Court encouraged the UEG to consider what resource and expertise may be required to effectively support the delivery of the strategic change sought.

The Court decided: to approve in principle the range of tools highlighted and invite the UEG to submit proposals to the November meeting of the Court for the creation and implementation of a VS scheme.

9. CONVENERS' REPORTS

The Conveners introduced their reports, highlighting matters of interest. Approvals are formally noted against the relevant Committee Report (minute 14 below).

In the absence of the Convener of the Audit & Risk Committee a member of the Committee, Tricia Bey, provided an overview of the Committee's meeting on 10 August 2021. In introducing the reports considered by the Committee, she highlighted the role and scope of the internal and external audit teams. The Court also noted the Committee's focus on cyber security and the annual internal audit plan and noted the Committee's endorsement of revisions to the Donations Policy (see minute 14 below).

In introducing the report from the Finance & Policy Committee on 3 August 2021 the Convener focused his update on aspects relating to the University's estate and capital plan, including known risks relating to a restricted capital expenditure budget. The Court noted that the Committee recognised that the University would need to seek borrowing to fund investment in its estate, and in response to questions the Director of Finance outlined the timetable for the development of an appropriate business case. With regard to the latter,

members noted the importance of demonstrating progress toward financial recovery plans approved previously by the Court. Finally, he drew members' attention to the agreement of the UoDSS valuation with UoDSS Trustees, and the impact of this in terms of increased costs to the University.

The Convener of the Governance & Nominations Committee drew members' attention to discussions relating to the Chair of Court Election 2022, and specifically the recommendation that the Court approve revisions to the regulations for the election. Noting that the Deputy Chair had declared that she did not intend to stand as a candidate, the Court formally appointed her as the Convener of the Chair of Court Election Appointing Committee in accordance with the regulations. Members noted that officers continued to seek expressions of interest in serving on the Appointing Committee and delegated authority to the Director of Academic & Corporate Governance and the Deputy Chair of Court to confirm the final membership of this Committee. Members were reminded of the importance of ensuring diversity on the Committee in line with the Race Equality Objectives of the Court (minute 11 below) and the Court's Statement on Diversity on the Court. Members were encouraged to indicate their interest in serving on the Committee via email to the Senior Policy Officer, Corporate Governance. The Convener also drew members' attention to proposals relating to the student membership of the People & Organisational Development Committee and the format of meetings in 2021/22. The Court approved the proposals as set out in minute 14 (below).

The Convener of the People & Organisational Development Committee provided an overview of discussions at the additional meeting of the Committee on 19 August (see also minute 11 below). Members noted that the meeting had primarily focussed on the discussion of the HR Toolkit for Strategic Change (minute 8 above) and the provision of input into the development of the draft People Sub-Strategy. Members noted that the Committee had welcomed the attendance of the Principal at the meeting and the Court welcomed the reinvigorated approach of the Committee.

The Court decided: to note the reports.

10. **ANNUAL REPORT TO THE SFC ON INSTITUTION-LED REVIEW 2020/21**

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 2021.

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 2020/21, 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 continued to meet its requirements.

The Court was advised that the Governance & Nominations Committee had considered reports from the Director and Interim Directors of Quality & Academic Standards throughout the academic year and members noted the progression evidenced within the report.

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.

11. **RACE EQUALITY CHARTER**

The Court considered a paper which provided an update on the development of the University's Race Equality Charter (REC) submission and draft REC objectives for the Court which had been developed in consultation with the Governance & Nominations and People & Organisational Development Committees.

The Court reiterated its commitment to equality, diversity and inclusion and recommended that the Court and University Executive Group (UEG) issue a joint statement on the submission in order to maintain visibility on matters in this area. In relation to the objectives proposed, members highlighted the importance of raising the profile and 'de-mystifying' the Court within the staff and student communities.

The Court decided: to approve the objectives for inclusion in the University's Race Equality Charter (REC) submission.

12. **NARRATIVE FOR SENATE**

The Chair of Court undertook to highlight to the Senate: its discussion of National Student Survey (NSS) outcomes; the University Executive Group (UEG) report to Court; matters raised in the DUSA President's report to the Court; the approval of the revised Risk Appetite Statement; discussions relating to the HR Toolkit and in particular the Court's agreement that proposals for the establishment of a Voluntary Severance Scheme would be submitted to the Court meeting on 16 November; and the Court's continued commitment to the Race Equality Charter.

The Court decided: to note the areas for inclusion in the report to the Senate.

13. **DUSA MANIFESTO**

The DUSA President shared the 2021/22 DUSA Manifesto with the Court and in doing so highlighted the six main pillars: Representation, Community, Welfare, Equality Diversity and Inclusion, Communication and Environment and the five-year aim to create welcoming, safe, and valued physical and virtual spaces for students to come together to socialise, be part of clubs and societies, learn, volunteer, work, and access guidance and support.

The Court decided: to note the DUSA Manifesto 2021/22.

14. **COMMITTEE REPORTS**(1) Audit & Risk Committee Minutes(i) Minute of the meeting on 10 August 2021

The Court received the minutes of the meeting of the Committee on 10 August 2021 (**appendix 2**). Matters for discussion with the Court are highlighted in minute 9 (above).

- The Court decided:**
- (i) to approve the annual internal audit plan for 2021/22;
 - (ii) to approve the revised Donations Policy (**appendix 2, annex 1**);
 - (iii) to note the Committee's continued oversight of the COVID-19 Risk Register; and
 - (iv) otherwise, to approve the report.

(ii) Reserved Business: Minute 9 of the meeting on 10 August 2021

The Court received Minute 9 of the meeting of the Committee on 10 August 2021.

The University asserts that the minute is exempt from public disclosure and claims exemptions in S.30(b)(i) of the Freedom of information (Scotland) Act 2002. It shall be published as an appendix to the minute of the meeting at which its approval for release is granted.

The Court decided: to approve the report.

(2) Finance & Policy Committee

The Court received the minutes from the Meeting of the Committee of 3 August 2021 (**appendix 3**). The Court's discussion of matters raised by the Committee is detailed in the Conveners' Report (Minute 9).

The Court decided: to approve the report (**appendix 3**).

(3) Governance & Nominations Committee

The Court received the minutes of the Committee's meeting on 3 August 2021 (**appendix 4**). The Court's discussion of matters raised by the Committee is detailed in the Conveners' Report (Minute 9).

- The Court decided:**
- (i) to approve the Regulations for the Election of the Chair of Court (**appendix 4, annex 1**);
 - (ii) to approve the co-option of Catherine Coyle as a student member of the People & Organisational

Development Committee with immediate effect and for the period to 31 July 2022;

- (iii) to approve proposed arrangements for the format of meetings of the Court and its committees in 2021/22, specifically that meetings of the Court be held in person as soon as possible, and that at least one meeting of each committee be held in person each year, with the rest held online;
- (iv) to approve the Remit & Terms of Reference for the Committee for 2021/22;
- (v) to note that the Director of ACG would finalise membership of the Centenary Trust in discussion with the Chair of Court; and
- (vi) otherwise, to approve the minutes (**appendix 4**).

(4) Additional Meeting of the People & Organisational Development Committee

The Court received the minutes of the additional meeting of the Committee on 19 August 2021 (**appendix 5**). The Court's discussion of matters raised by the Committee are detailed in the Conveners' Report (Minute 9).

The Court decided: to approve the minutes.

15. SENIOR STAFF APPOINTMENTS

The Court noted the appointment of the following members of staff:

Name	Title	Date
Professor Norin Arshed	Chair of Entrepreneurship, School of Business	1 July 2021

The Court decided: to note the appointments.

16. GOVERNOR DEVELOPMENT PROGRAMME

A link to the Advance HE Governor Development Brochure was circulated to members.

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

17. ANNUAL REVIEWS OF EFFECTIVENESS**(1) Annual Report from the Chair of Court**

The Court received the annual report from the Chair of Court in which he reflected on his activities and performance during the 2020/21 academic year and that of the Court. In doing so he highlighted the challenges which the University had faced and shared his reflections on the strategic focus and oversight of the Court, and the resilience of its governance arrangements. He also set out his proposed priorities for 2021/22.

The Court decided: to note the report.

(2) Process and Survey Summary

The Court considered a paper which set out proposals for the review of the effectiveness and performance of the Court, the Chair of Court, and the committees of Court - including the use of break-out groups to explore themes identified from the returns submitted to the annual Court questionnaire.

The Court decided: to approve proposals for the annual reviews.

[Secretary's note: The Court subsequently reviewed the effectiveness of the Chair of Court and of the Court and its committees and approved the suggested priorities for the Chair of Court as set out in Appendix 1.]

Mr Ronald Bowie
Chair of Court
University of Dundee

Review of the Effectiveness of the Chair of Court

In breakout groups, members considered the themes identified in the annual questionnaire.

In reporting to the plenary, feedback on the Chair's performance and effectiveness was very positive. Turning to the themes, members indicated that they were content that the Chair provided appropriate balance of challenge and support in his interactions with the University Executive Group (UEG) and did not recognise comments suggesting that this could be improved. One group suggested that the Chair could explore additional routes through which the views of members could be shared to inform his interactions, and a desire for greater communication in between meetings was voiced – though it was noted that this would add to the already extensive time commitment of the Chair.

Members suggested that the Senior Independent Member work with the Deputy Chair of Court to distil the perceived strengths of the Chair when inducting the next Chair of Court into the role.

The Senior Independent Member undertook to provide feedback to the Chair.

Review of the Effectiveness of the Court and its Committees

In breakout groups, members considered the themes identified in the annual questionnaire.

In reporting to the plenary, the groups indicated that they did not have concerns regarding information provided to the Court, and members suggested that the varied backgrounds of members of the Court would inevitably lead to differential expectations in terms of the content and level of detail and data within papers, but that papers to the Court had balanced these adequately.

Turning to the understanding of governance/executive boundaries, members regarded these as rightly being fluid and suggested that the relationship with the UEG was currently positive with regard to navigating this boundary. The Groups suggested that there was a role for all members in ensuring that discussions remained constructive and at an appropriately high level and only sought such levels of detail required to discharge duties to avoid lengthy discussions on busy agendas. It was further suggested that the development of the new University Strategy and of thinking on the future size and shape of the University (on Day 2 of the Court Retreat) would provide a useful tool to frame future Court papers. Finally, members welcomed the use of the Cover Sheets and encouraged their continued use.

UNIVERSITY OF DUNDEE

UNIVERSITY COURT

A meeting of the University Court was held at the end of the Court Retreat on 3 September 2021 in the Augusta Suite of the Carnoustie Golf Hotel.

Present: Ronnie Bowie (in the Chair);
 Alan Bainbridge (online);
 Tricia Bey;
 Richard Bint;
 David Dorward;
 Professor Iain Gillespie (Principal & Vice-Chancellor);
 Rebecca Leiper;
 Andrew Lothian;
 Jane Marshall;
 Dr David Martin;
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 Dr Anna Notaro;
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 Sharon Sweeney; and
 Dimitris Vidakis (DUSA President).

In Attendance: Wendy Alexander (Vice-Principal (International));
 Professor Julian Blow (Interim Vice-Principal (Academic Planning & Performance));
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 Dr Neale Laker (Director of Academic & Corporate Governance);
 Dr Jim McGeorge (University Secretary & Chief Operating Officer);
 Dr Christine Milburn (Senior Policy Officer (Corporate Governance));
 Professor Shane O'Neill (Senior Vice-Principal Designate);
 Carol Prokopyszyn (Director of Finance);
 Wesley Rennison (Director of Strategic Planning);
 Professor John Rowan (Vice-Principal (Research, Knowledge Exchange & Wider Impact)); and
 Rebecca Trengove (Director of External Relations).

Apologies: Megan-Rose Birdsall;
 Lord Provost Ian Borthwick;
 Karen Thomson; and
 Keith Winter.

18. COURT RETREAT: STRATEGIC DISCUSSIONS

Through a series of breakout group discussions the Court considered and provided input into the development of the draft University Strategy ahead of the stakeholder consultation meetings planned for later in the month. The Court also considered the future size and shape of the University in the context of performance analysis data.

- The Court decided:**
- (i) to note members' input regarding the Strategy Green Paper;
 - (ii) to approve the strategy consultation plan subject to explicit reference to the inclusion of Senate;
 - (iii) to approve the strategic framework for the development of the strategy as set out;
 - (iv) to delegate authority to the Principal in discussion with the Chair of Court to finalise the draft strategy for consultation including input from the Court;
 - (v) to support the metrics analysis and agree the direction of travel including the areas of focus (New Combined School, School of Science & Engineering, School of Business and Continuous Improvement), the pace and order in which the projects will be progressed;
 - (vi) to ask that the University Executive Group give consideration to the University's capacity to execute the aforementioned projects and to bring proposals for resourcing requirements to the meeting of the Court on 16 November 2021; and
 - (vii) to approve the inclusion of the aforementioned projects within the Academic Excellence & Sustainability programme subject to consideration by the University Executive Group of implications relating to the operation of the Programme Board.

APPENDIX 1**UNIVERSITY EXECUTIVE GROUP REPORT TO COURT
(Minute 5)****A. INTRODUCTION**

1. As we approach the beginning of Semester and the arrival of our new and returning students, we are both reflecting on what was achieved last year and what must be done this year.
2. The development of the new University Strategy, in tandem with a step-up of our Academic Excellence and Sustainability project, based on a critical review of our academic units, will provide us with a renewed sense of focus and direction of travel. The Court is well aware of the longstanding challenges we face as a University and the forthcoming Court Retreat will be a pivotal moment as we come together as leaders of the University to not only address these challenges but to also seize the opportunities that lie within and enable our University to thrive.
3. These are set against ongoing challenging contextual factors, including: continuing uncertainty about international student numbers; challenging industrial relations related to pay, pensions and work patterns as the pandemic continues; and a sharp decline in our NSS rankings. There are, however, positives we must not ignore, including personal achievements and dedication of our staff, welcome successes in research funding, some good news amongst the bad on NSS, and a growing sense of anticipation (mixed with anxiety and an understandable dose of skepticism) around our potential new direction.
4. We will need to take clear decisions on our focus, deliver a shift towards a culture of empowerment with accountability, and create the platform for investment, both internal and external, in our community and in our future. The road ahead will be challenging and will involve difficult decisions and unfailing commitment from all, however failing to face these challenges carries far greater risk.

B. STRATEGIC MATTERS**University Strategy**

5. The development of the new University Strategy will be key in setting out the direction of necessary change over the next five years as we reimagine our institution. In developing the draft Green Paper, the Principal has consulted with small groups of senior staff, the executive team, and Deans to produce the draft that we look forward to discussing in-depth at the Court Retreat. After consultation with the Court the next stage will be to broaden out consultation with staff, students and external stakeholders, before returning to the Court with the next iteration in November and final approval in February in preparation for its launch in March 2022. Further thinking regarding this consultation plan is set out in materials for day 2 of the Retreat.
6. Court will recognise many of the previously agreed themes from the May Court strategy session, such as triple intensity, excellence, the desire to become world leading and commitment to our social responsibility. This commitment is expressed, in part, through our desire to direct our activity and expertise in solving pressing issues, such as environmental sustainability, equality, diversity and inclusion and the fight against Dundee drug misuse to make a positive impact both locally and globally. Court will be actively involved in the process, ensuring we work together to deliver a strategy that is authentic, fit for purpose and speaks to the ambitions of our University.

Our Performance and Future Direction

7. In pursuit of academic excellence and sustainability, the UEG has been developing a set of performance analysis metrics to allow us to take an honest, transparent and evidence-led view about the strengths and weaknesses of our academic units and the opportunity for growth and/or recovery. The analysis has been developed over a prolonged period through open and dynamic consultation with Deans and has been shared with the Unions shortly in advance of the meeting. This is the first time the University has actively engaged in an exercise of this breadth and depth and the outputs of the analysis will, in alignment with the University Strategy, help us to make informed decisions that will allow us to be excellent in all that we do and achieve our aspirations in a way that is underpinned by future sustainability.

2021 Court Retreat

8. The Court Retreat will provide the opportunity to engage on many of the matters outlined above. We have an exciting but challenging programme ahead of us and we look forward to meeting in person for the first time since 2019.

C. EXTERNAL MATTERS

Scottish Funding Council Review of Coherent Provision and Sustainability

9. The Scottish Funding Council (SFC) recently released the final [Phase 3 report of their Review of Coherent Provision and Sustainability](#). The report highlighted several areas for further exploration, notably the desire for stronger articulation and links between FE and HE, future funding settlements and how the Outcome Agreement process might evolve. The report was explored at the Governance & Nominations Committee on 3 August and members were somewhat underwhelmed by the report, particularly due to its silence on the chronic underfunding of the sector and lack of insight on a way forward in this regard.
10. With that said, the report presents opportunities to engage with SFC and the Scottish Government and we have already begun to engage these organisations in relation to matters such as maximising research income and resources, the need for positive multi-year funding settlements, and the importance of national, international and mission group collaborations as well as regional ones that deliver real world impact. Members will note that these align well to our developing University Strategy and in particular our aspirations to further enhance delivery against our social purpose. We anticipate discussions with Universities Scotland, the Scottish Government and SFC with regards to how we take these ideas forward and champion critical aspects of the report to ensure the best outcomes for the University.

UK Innovation Strategy

11. On 22 July 2021, the UK Government launched its new [Innovation Strategy](#) with the goal of strengthening science and research capabilities following the UK's exit from the EU. The strategy seeks to put the UK at front and centre stage, to become world leading in the space of research and innovation through increased public and private investment and has a clearly targeted ambition. Whilst this focus on research and innovation from the UK government is highly welcome—particularly considering its pertinence within the new University Strategy—it is a fact that Dundee was entirely absent from the document and indeed the consultation process leading to its preparation. We are taking steps to improve our external engagement with governments (UK and Scotland) and a more coherent strategy will help in this, but there remains scope to further improve our performance.
12. Turning to activity within the Scottish Government, an [ambitious 10-year strategy](#) has been developed with the aims of transforming Scotland's economic potential as we recover from the COVID-19 pandemic and also seek to transition to a net zero economy. The focus on bringing together entrepreneurship, industries of the future and environmental sustainability is extremely welcome, especially given our own ambitions set out within our developing Strategy that seek to move towards a greener future encapsulated by innovative and fruitful partnerships, and a reinvigorated relationship with the City. We are responding to the ongoing consultation on the proposals and the strategy is expected in Autumn. In responding to the consultation, we will seek to ensure that Dundee, and the University of Dundee, continue to be seen as key players within Scotland's future economic plans.

Scottish Enterprise

13. The Principal has initiated a dialogue with senior management in Scottish Enterprise with the goal of developing a more strategic relationship between that agency and our University. A joint working group is being established which, on the University side, will be led through the new Regional Development Strategy Board (chaired by the Principal). We will report in due course on the outcomes of this new level of engagement.

COVID Outlook

14. The Scottish Government announced their plans for moving Scotland 'beyond level 0' on 9 August, providing hope for a return to something closer to normal life. Looking to Semester 1, we anticipate being able to welcome the majority of our students back on campus, which is excellent news for our long suffering students who, as we have repeatedly heard, including through the NSS, very much miss the Dundee University campus experience. We will do our utmost, including through close working with DUSA, to deliver an outstanding and safe receiving environment for our returning and new students. Also, we will continue with our work on digital enhancement since this is part

of our future as well as our present. The University's Strategy picks up on this shift to digital enhancement as a key element of what we must deliver.

15. We also continue to plan for increased levels of staff activity on campus. Many of our staff are eager to return to work and some are anxious about it (a number an element of both). We want to ensure a safe return to campus that continues to protect staff well-being, but we do need that return to happen in order to deliver a positive and engaging student experience. Equally, we want to make the best of the positive working flexibilities that have been experienced through the pandemic. We have now published our Hybrid Working Policy which provides guidance for staff regarding work arrangements for the future and is informed by lessons learned during the pandemic in terms of offering greater flexibility, while ensuring that all business requirements are met, and students continue to receive a first-class learning experience within a vibrant learning and research environment.

D. INTERNAL MATTERS

UEG Priorities

16. The UEG continue to build momentum on our three key priorities and have made some significant progress within each as outlined below.

Academic Excellence and Sustainability

17. Achieving academic excellence and sustainability continues to be a top priority for the University. The AES programme is moving at pace, with a management structure to oversee all activity now in place and the completion of several key milestones such as creation of a Joint Interim NCS Management Board (New Combined School), delivery of revised OSaR and Recruitment processes (Staff Excellence) and completion of the first two phases of module review (Teaching Excellence).
18. Members will note, from the 'Facing the Future' paper, our intent to expand the AES programme. We look forward to exploring with Court at the Retreat how we can effectively direct our focus in the pursuit of our mission to become a thriving institution characterized by excellence in all regards.
19. We have now appointed the Senior Vice-Principal, Professor Shane O'Neill, who will be critical to helping us deliver this step-change. He will join the University from 1 October to provide exceptional academic leadership in line with the University's overarching objectives. Shane will be attending the Retreat and we are sure members will make him most welcome.

Growing Recruitment (International Focus)

20. Growing our reach, as referenced in our developing University Strategy, is vital to enabling the delivery of our mission and vision for the future. Members will find a student intake update in the 'Student Recruitment' section. Members will wish to note that recruitment for International Undergraduates is looking particularly encouraging with progress in key disciplines like Life Sciences. The provision of hybrid learning will be key to matriculating many international students who face visa and travel difficulties.
21. Our overseas partnerships continue to grow success, with our Dundee International Institute educating 1200 undergraduate Dundee students in China within 4 years and our joint programme at Northeastern University educating 480 undergraduate Dundee students across China and Dundee by next session. We have now begun recruitment for the Director of the new Dundee International Institute in Changsha with Central South University which is on course to open in 2022.
22. To support the strategic oversight of this critical priority, we have appointed our new Assistant Vice-Principal (International), Professor Kim Dale, from the School of Life Sciences whose extensive experience of international market engagement will underpin our delivery against our ambitious plans to double international student income over the 5-year budget horizon.

Digitally Enhanced University

23. Enhancing the digital capabilities of our institution will be key to supporting our aspirations in terms of academic performance and student experience—highlighted as ever more important in our recent NSS performance (see 'League Tables' section). The Digital Strategy Group have been consulting widely with stakeholders across the University to build the future vision and focus for our strategy, and priorities within that, with the foundations of

our strategy recently discussed at UEG. The Group's focus over the coming weeks will be to develop the business case for a comprehensive investment proposal to deliver our digital ambition.

24. The Court Briefing in November will focus on the work completed to date within this priority area and sharing and exploring with Court our future vision in this space.

Equality Diversity and Inclusion

Race Equality Charter

25. Following the pre-Court briefing session on 15 June, which focused on the topic of race equality, a significant amount of work has gone into progressing the University's Race Equality Charter application. Members will recall at this session, Court agreed that it should set objectives for its own behaviours and activities for inclusion in the REC action plan. The UEG, Governance and Nominations Committee, and People & Organisational Development Committee have since provided input to shape these objectives and members will find a paper elsewhere on the agenda that explores these. These will however form just a small proportion of the overall action plan, and the full application will be considered by the Equality, Diversity and Inclusion Committee prior to its submission at the end of September.
26. The submission has involved a tremendous amount of work and we would thank Professor Hari Hundal for his vital role in coordinating and driving forward this agenda. We are delighted that he has been appointed longer-term to this activity to ensure we maintain traction.

Athena Swan

27. Whilst the race agenda has been a significant focus for the University over the previous months, all issues of equality remain equally important. In this regard, we have now officially appointed Professor Inke Nathke and Professor Tim Kelly as the University's Athena Swan co-leads. We are confident that their combined passion and expertise in this field will help to shape a robust application for the University.

League Tables

28. Since the last report to Court in June, there have been no additional league tables published. In this time, we continue with our work to optimise our returns to the league tables compilers. This includes a virtual road show around the schools to highlight opportunities for improving league table rankings. The dip in NSS results will impact on our rankings for a year and we expect to see a negative impact on the Guardian League Table and the Sunday Times League Tables when these publish later in September. We will report to Court on league tables performance in full at the November meeting.
29. We are extremely concerned about the drop in our NSS score this year. A full analysis will be explored with Court elsewhere on the agenda, however results highlight the absolute need to enhance our digital capabilities as well as protect the student voice and strengthen the student/University relationship. Improving our results is critical to our student experience, reputation and identity as an institution. We note, however, that this year's drop in satisfaction scores follows a similar drop the previous year (though with much more impact on our rankings this time around). This suggests we have some underlying challenges to address, as well as COVID-related ones. The Vice-Principal (Education) is leading sessions with Schools to identify lessons learned and agree an action plan. Our aim will be to deliver a better position in 2022, though experience elsewhere shows that recovery is a much longer journey than a fall.

Student Recruitment

30. The External Relations team have been working extremely hard over the Clearing period to maximise recruitment. While Confirmation and Clearing activities continue following the key Undergraduate exam results date on 10 August 2021, early signs suggest a successful UG intake across the board. We are now confident that we will meet our UK (Scottish and RUK) UG and PGT caps and targets. Noting a strong unconditional firm acceptance position and positive signs of engagement with Dundee, we are also confident that we will meet our UG Overseas target. Overseas PGT targets remain more uncertain and challenging, and we continue to focus on maximizing conversion rates.
31. Whilst the pandemic continues to have an impact on recruitment activity, particularly in the international space, we have taken mitigating actions to minimize the continuing related risk. Perhaps the most challenging of these

risks is the lack of flights and clarity regarding quarantine arrangements for overseas students. In response to these challenges International students now have the option to study remotely, where possible, and we have also agreed to cover the costs (up to £2250) of quarantine arrangements for new and returning students from red list countries. Our focus over the next few weeks will be to analyse the market challenges and assess 2022/23 entry risks and to ensure we begin the new recruitment cycle in the strongest possible position.

Pay and Pensions

UoDSS

30. We continue our dialogue with the campus unions regarding the proposed benefit changes to the University of Dundee Superannuation Scheme (UoDSS) which are the subject of an on-going consultation. After careful consideration of staff feedback and concerns expressed through the unions, we have improved our offer, and the revised proposal was presented to the Unions on 26 July. As members are aware, the consultation is due to close on 14 November and proposals are due to be considered by Court at its February meeting. The Finance & Policy Committee and People & Organisational Development Committee will be consulted on elements within their remit prior to Court submission.
31. The outcome of the actuarial valuation, as discussed at the most recent Finance and Policy Committee meeting on 3 August, highlights the continuing high cost of the current UODSS benefit structure at 44.1% of salary from 1 August 2021. It is essential the benefit reform addresses this risk, improves affordability and offers a secure and dignified retirement for our staff.

USS

32. In July, the University, in line with the vast majority of the USS employers, accepted the USS trustees' proposals for additional covenant support combined with a revised benefit package. The next milestone is 31 August by which point the Joint Negotiating Committee (which includes employer and employee representatives) may have a decision regarding a proposal for a new benefit package. This may lead to an employer-led consultation with employees in the autumn.
33. The University currently pays 21.1% of member salary for USS and has consistently stated in its employer consultation responses to USS that the rise to 23.7% from 1 October 2021 is not affordable. At the same time the contribution rate for members will increase from 9.6% to 11.0%. However, without significant progress on USS reform, it is likely that the higher rates will fall due pending an agreement to finalise the 2020 valuation.
34. This is an extremely difficult negotiation process, led at sector level by UUK on behalf of the 340 USS employers, of which the University is but one. The University will continue to actively participate in further employer consultations and support the communications to our staff.

2021/22 Pay Award

32. Following the close of the 2021-22 new JNCHES pay round, UCEA (Universities and Colleges Employers Association) has advised participating employers that it regards the pay round to be concluded and that the outcome balances a meaningful uplift for staff with affordability across member institutions. The level of increase was however, disputed by the Unions and so expected to be a point of contention.
33. The uplift will see the application of an increase for most staff of 1.5%, with higher increases of between 1.54% and 3.6% for the lowest paid staff (pay points below Spine Point 22). The University has taken the decision to implement the pay award effective from 1 August 2021.

Risks

34. The risk of industrial action in relation to the UoDSS scheme, USS scheme and the outcome of the pay round increases significantly as we enter into the new Semester. In this regard, we have reconvened the Strike Action Mitigation Group to oversee and manage such risk. As a UEG we are doing our best to ensure we maintain our staff relations through clear and transparent communications and through the development of our People Sub-Strategy.

Regional Development Strategy Board

35. As Court will recall, the UEG recently created a Regional Development Strategy Board (RDSB), chaired by the Principal, to provide a locus for high-level leadership and co-ordination of the University's regionally facing activities. RDSB will help the University realise the vision of enabling the transformation of the economy, health and cultural life of the city region through the oversight of high-impact collaborative initiatives with regional partners from the public, private and third sectors.
36. The Board's immediate priorities include identifying areas within the "Life Sciences Innovation District" initiative where there is the potential to concentrate effort for long-term regional benefit. As noted above, the Principal has also hosted meetings with Scottish Enterprise and Scottish National Investment Bank, and staff of Research & Innovation Services are supporting the ongoing engagement with these agencies whose support will be crucial in developing our priorities over the coming months. We will ensure that our activity aligns to, and is supported by, the Scottish Government's new Economic Transformation Strategy as it develops.

Stakeholder Engagement

37. Over the previous months the University has been involved in various interactions with government officials and bodies, charities and the NHS Tayside. The Principal recently met with the Chair of the V&A to discuss future strategy and potential areas for investment to enhance the V&A. As a project in which the University has been closely involved since its very beginning, we are excited to remain a part of this journey to not only oversee its development but contribute to its success. The Principal has also recently met with the Chair and CEO of NHS Tayside to agree priorities for partnership and with the CEO of the Eden project and his team planning Eden Scotland in Dundee. The University plans to host an element of the Eden project's main Board meeting in Dundee in October and the Principal has invited the Eden management team to attend a meeting of the City's Climate Action Leadership Board, which he chairs. The University hopes to be able to send observers to fringe events at COP26 in Glasgow later this year and the Principal will be addressing the annual Scotland Development Conference in October.
38. As part of developing our new University Strategy, the Principal has met with CEO of Dundee City Council to discuss an early draft of the green paper. Conversations were focused on areas where the local region and University can work together to deliver meaningful change as part of our Strategy. In a similar vein, the Principal also met with the Dundee Drugs Commission to discuss ways in which the University and City can work together to tackle one of Dundee's most pertinent social issues of today. As stated in our Strategy, we are committed, as part of our social purpose as an institution, to address drug abuse and death.
39. Members will wish to note that Thomas Veit has stepped down from his role as Director of External Relations from 1 July, who has been key to driving forward our stakeholder activities. We are delighted that we can retain his expertise within the University on a number of important projects. Members will no doubt want to thank Thomas for his service to the Court and wish him well in his future endeavours.

Awards and Accolades

40. Our Chancellor of the University, Dame Jocelyn Bell Burnell DBE FRS, has been named as the 2021 winner of the world's oldest scientific prize, the Royal Society's prestigious Copley Medal. She is the second woman to have won the prize and one of 26 award winners recognised for their exceptional research and outstanding contributions. We hope to see her at graduation, if the circumstances allow, to personally congratulate her on this outstanding achievement.
41. A full list of awards and accolades can be found in annex 2.

E. PRINCIPAL'S CLOSING REMARKS

42. We are making good progress towards a more confident, focused Strategy that can underpin future success for our University and I am delighted that we are seeing a deal of expectation amongst staff and students for that future. If we are to succeed, however, we will need to instil a culture of confidence built on real steps to set the direction of travel and enable empowerment and agility to deliver. As leaders of the University, the UEG, working with Court, its committees and with DUSA, will need to instil that confidence and sense of direction for the future. Key to that will be the steps we are making alongside Strategy development to ensuring implementation through a reformed planning process. This will need to go hand in hand with investment, especially in staff, to enable and empower them to deliver and to be clear on what it is to be held accountable and for what.

43. Peter Drucker, the Austrian-American business guru, wrote of “culture eating strategy for breakfast” and we, as leaders, need to ensure the same does not happen in Dundee. Listening to, and working across the institution, and leading change, will be vital to our success as will a culture of agility and confidence. UEG remains focused on delivering this, despite setbacks such as our drop in NSS and I know we can continue to rely on Court for support on that journey.

Annex 1. Research Related Grants

1. The selection of grants and awards detailed below is intended to showcase the diverse range of research undertaken across the University which is enabled by funding sources that include research councils, charities and industrial sponsors. Please note that any joint awards listed below state the University of Dundee value only.
2. Members can find a full list of research grants and awards since the last reporting period in the [‘Supplemental Files’](#) folder.

A. Research Award Highlights

- (i) **Professor E R Jefferson (Medicine)**
Alleviate: Hub for Pain (Pain Research Data Hub - UKRI and Versus Arthritis Strategic Priority Fund (SPF) Advanced Pain Discovery Platform)
£1,638,219 (including £484,699 overhead) from Medical Research Council

The UK-wide [Alleviate Advanced Pain Discovery Platform Data Hub](#) will transform UK pain datasets to be Findable, Accessible, Interoperable and Reusable (FAIR). The initiative provides expert data engineering, to enhance responsible, timely and trustworthy analysis of pain data by researchers and innovators, with the aim to improve lives. Alleviate is one of the prestigious Health Data Research UK Data Hubs, which are expected to be persistent entities moving to a cost recovery model after the end of the initial funding period. Therefore, the expectation is that Alleviate will attract significant additional research funding to Dundee in the future.

- (ii) **Dr A Saurin (Medicine)**
Protein Phosphorylation Dynamics: Investigating A New Dimension Of Regulatory Control
£1,088,447 from Wellcome Trust

- (iii) **Dr G Masson (Medicine)**
Purchase of Sample Handling Robot and Mass Spec For Structural Spectrometry Drug Screening
£746,044 from the UK Research and Innovation (UKRI)

This cutting-edge mass spectrometry instrument will enable researchers at Dundee to investigate unstructured and highly complex proteins and allow for the discovery of entirely new classes of drugs which work using novel mechanisms.

- (iv) **Professor C R Wolf (Medicine)**
Preparing for Future Air Quality Challenges (Lead: Manchester University, Others: ICL, York University, Birmingham University)
£616,668 (including £217,363 overhead) from Natural Environment Research Council

This multi-disciplinary 3.2 million UKRI project will construct a national infrastructure to study adverse effects of air pollution exposure on human health. This platform will enable studies of controlled exposures to current and future pollutants in our environment, facilitating understanding of their toxicology and health effects. Dundee will lead on the critical (1.1 million) investigative toxicology component of the project in collaboration with the University of Edinburgh.

- (v) **Dr R Sknepnek (Science and Engineering)**
GPU-Based Machine Learning System For Fundamental Biological Research
£406,349 from Biotechnology and Biological Sciences Research Council

The BBSRC ALERT20 award will allow UoD researchers to establish a high-performance computer cluster specifically designed for applying cutting-edge machine learning and artificial intelligence methods to fundamental biological research. This will not only enable tackling a new class of research problems that were not accessible with existing facilities but also strengthen the University's position as one of the leaders in applying high-performance computing in biological research.

- (vi) **Dr M Ciantia (Science and Engineering)**
Installation Effects on Cyclic Axial and Lateral Performance of Displacement Piles In Chalk
£310,664 (including £179,071 overhead) from Engineering and Physical Sciences Research Council

Funded by the EPSRC this 3-year project aims to use experimental and advanced numerical modelling to improve the efficiency and cost effectiveness of piles driven in soft rocks to support the further

development of renewable energy structures offshore. The work is timely and of interest to geotechnical engineers, academics, contractors and energy companies as demonstrated by project promoters and developers including Ørsted and EDF (world leading companies in offshore wind power) and Lloyds register (certification company).

- (vii) **Dr A S J Cuthbertson (Science and Engineering)**
Assessing Impact of Blasted Rock Disposal in a Norwegian Fjord
£151,844 (including £70,242 overhead) from Statens Vegvesen (Norwegian Public Roads Administration)

This £152k project will consider the environmental impacts from the mass disposal of blasted rock, generated by the proposed E16 Arna to Stanghelle road/rail tunnel, into Sør fjorden. Researchers at Dundee will model the behaviour of particle-laden plumes generated during rock dumping operations through scaled laboratory experiments, with the overall aim of optimising dumping strategies to minimise the dispersion of fine particulates and fragments of plastic fuse wires within the wider fjord.

- (viii) **Dr A S J Cuthbertson (Science and Engineering)**
ExPand in2 the Future: Realising the Full Capacity of the Scottish Salmon Industry
£133,007 (including £82,102 overhead) from Scottish Aquaculture Innovation Centre

The overall ExPand2 project will investigate how the fish farm waste deposition model NewDEPOMOD (developed by the Scottish Association for Marine Science) can be better utilised to unlock additional capacity within the Scottish salmon farming sector, while ensuring sustainable development. Researchers at Dundee will support, through laboratory experiments, the development of improved waste parameterisations within NewDEPOMOD to enhance its predictive capabilities in assessing the environmental impacts from aquaculture.

- (viii) **Dr J Morris (Health Sciences)**
Evaluating Emerging Models of Community Rehabilitation for People Experiencing The Effects Of Long-COVID To Inform Responsive Service Delivery Across Scotland
£21,324 (including £21,324 overhead) from Chief Scientist Office

This project investigates models of community rehabilitation for those experiencing effects of long-covid. There are considerable differences in how community rehabilitation for people with long-covid is currently delivered across Scotland. We want to assess which models of community rehabilitation are most appropriate, in which circumstances. This will help us to identify which models are more suitable, for which patient groups and in which contexts. Online workshops will be held with community rehabilitation managers, service leads and others from across Scotland to present findings, a actions plans and improve local long-covid community rehabilitation services.

Annex 2. People and Prizes

1. Below is a summary of the awards and prizes that have been achieved by our University of Dundee community since the writing of our last UEG report to Court.

Professor Receives Recognition from Coalition for Global Hepatitis Elimination

2. Professor John Dillon has been recognised by the Coalition for Global Hepatitis Elimination for his contributions to advancing hepatitis elimination in Scotland and making a global impact. In honour of World Hepatitis Day he has been selected as a 2021 Elimination Champion.
3. The research carried out by Professor Dillon with NHS Tayside and his University of Dundee team led to Tayside becoming the first region in the world to effectively eliminate Hepatitis C in 2020 thanks to this pioneering work and collaboration.

HM The Queen's Birthday Honours

4. David Gray, Head of Biology and Professor of Translational Biology at the University's Drug Discovery Unit has been given a BEM for services to the Delivery of Testing during the Covid-19 pandemic. Professor Gray helped to establish Scotland's central Covid-19 testing facility in support of the national response to the pandemic and had an integral role in the design and implementation of the Scottish testing centre.
5. Jason Swedlow, Professor of Quantitative Cell Biology in the School of Life Sciences, has been awarded an Honorary OBE for his services to Biological Imaging, technology which measures the structure and function of cells and tissues. Professor Swedlow has helped pioneer this expertise in the UK and around the world.

New Designer Awards 2021

6. Nick Fitzpatrick, Finlay Grant and Ying (Vicky) Huang, who exhibited their work in the University's Art, Design and Architecture Graduate Showcase 2021, have each been named winners of a prestigious New Design Award. The New Designers celebrates design in a range of disciplines and provides a unique platform for fresh design talent to connect with design educators, professionals and consumers, for creative exchange and collaboration.

Wimberly Award 2021

7. Angus Scott, a Business Management student, received this year's Wimberley Award for demonstrating extraordinary commitment to the University and the local community. Angus was the founder and President of the Dundee branch of Enactus UK, an organisation set up to support and encourage students and young people to engage in social action and enterprise projects.

Annex 3. University Executive Group Meetings

1. The University Executive Group has met formally on 16 June, 30 June, 14 June, 28 June and 11 August 2021. Four additional UEG's were convened on, 9 June, 19 July, 21 July and 18 August to discuss strategic matters. The following items were considered:

B. HUMAN RESOURCES MATTERS

- Equality, Diversity and Inclusion
- Return to Work on Campus and New Ways of Working
- Talent Strategy
- HR Toolkit

C. FINANCE MATTERS

- Pensions (UoDSS, USS)
- School Savings Targets

D. STRATEGIC MATTERS

- University Strategy (and Sub-Strategies)
- Performance Analysis
- Academic Excellence and Sustainability
- Risk Appetite
- Court Retreat
- Supporting UEG Priorities
- Digital Strategy

E. ACADEMIC MATTERS

- Semester 1 Student Mobility
- 22/23 Academic Year

F. RECRUITMENT MATTERS

- Admissions Updates
- Wuhan Joint Educational Partnership
- Dundee International Institute of Central South University

APPENDIX 2

AUDIT & RISK COMMITTEE MINUTES (Minute 14 (1)(i))

A meeting of the Committee was held on 10 August 2021.

<u>Present:</u>	Keith Winter (Convener); Tricia Bey; and Andy Lothian.	
<u>In Attendance:</u>	Wendy Alexander Richard Bint Professor Blair Grubb James Lucas Dr Jim McGeorge Dr Christine Milburn Dr Jonathan Monk Charlotte Pitts-Humphries Olga Potopova Carol Prokopyszyn Dr Liz Rogers Julie Strachan Neil Thomas	Vice-Principal (International); Convener Finance & Policy Committee; Vice-Principal (Education) (item 6(5)); KPMG; University Secretary; Senior Policy Officer (Corporate Governance); Director of UoD IT (items 7 & 8); KPMG; EY; Director of Finance; Risk & Business Continuity Manager; Deputy Director of Human Resources & Organisational Development (item 6 (3)); KPMG.
<u>Apologies:</u>	Colin Clunie; Dr Neale Laker Stephen Reid	Director of Academic & Corporate Governance; EY.

The Convener welcomed Andy Lothian to his first meeting of the Committee.

1. MINUTES

Resolved: to approve the minutes from the meeting of 20 May 2021.

2. MATTERS ARISING

(1) Action Log

The Committee considered a log of ongoing actions. The Committee noted that an early draft of a Risk Appetite Statement would be discussed at the Court Retreat, which would then come to the Committee for further discussion at its meeting on 26 October 2021.

Resolved: to approve the Audit & Risk Committee action log as presented.

3. CONVENER'S REPORT

The Convener informed the Committee that he had attended the usual pre-meeting with officers and that he had completed his annual meetings with Committee members in order to further assess the effectiveness of the Committee. The Convener would provide an update on his meetings with members at the meeting on 26 October 2021, where recommendations from the four-year review of effectiveness would also be discussed. The Convener also provided an update on the development of the new University Strategy, the programme for the Court Retreat and his vision for the Committee's role in assurance in terms of cybersecurity and risk management.

The Convener had also thanked Karen Bassett and Lady Lynda Clark for their time on the Committee.

Resolved: to note the update.

4. COVID-19 RISK REGISTER

The Committee reviewed the COVID-19 Risk Register, noting that the inherent and residual risk scores for risks pertaining to infection on campus, staff experience and the institution's ability to carry out research had been reduced due to the fact that the majority of staff had now been vaccinated and the move to Beyond Level 0 meant that more activity could take place on campus. Members noted that there remained uncertainty around the continued impact of COVID-19 and associated restrictions on the student experience and on learning and teaching, as well as the risk associated with international recruitment. The Risk & Business Continuity Manager informed members that there was still a risk that 2m social distancing could be reintroduced which would impact in-person teaching, and, in comparison with a less-restrictive approach being taken by English institutions, would likely have a negative impact on the student experience with the potential for residence and fee refund requests.

Committee discussions focused on blended learning and the importance of maintaining a positive student experience. The risk pertaining to IT resilience (which had focused on the University's ability to provide online learning) had been merged into learning and teaching to ensure a holistic view was taken of blended learning and associated risks. Noting the recent NSS (National Student Survey) results, members discussed the impact of COVID-19 on reputation, noting the inter-connectedness of risks on the COVID-19 Risk Register. It was agreed that work on risk contagion and velocity would be beneficial.

The Committee noted that work was ongoing to plan to support students with quarantine and self-isolation and that the Silver Operations Group regularly worked through various scenarios to support planning.

The risk pertaining to the on-campus asymptomatic test centre had been removed as this had now closed.

Members also noted that, at some point, the University would no longer require a COVID-19 specific risk register as this would move into business as usual and the risks would be monitored via the Institutional Risk Register, as well as local risk registers.

Resolved:

- (i) the Risk & Business Continuity Manager to consider how to incorporate contagion and velocity into risk reporting; and
- (ii) to note the update.

5. UPDATE ON SUBSIDIARIES

The Director of Finance provided an update on subsidiaries. Members noted that Dundee University Utility Supply Company Ltd and Dundee University Nursery Ltd would continue to operate, but that Dundee University Project Management Ltd would have its final accounts signed off ending for the year June 2021. Dundee University Incubator Ltd would continue operating until November 2021.

Resolved: to note the update.

6. INTERNAL AUDIT 2020/21

(1) Internal Audit Plan 2021/22

The internal auditors, KPMG, introduced the draft internal audit plan for 2021/22 (**Annex 2**). Audits were proposed on: cyber security; core financial control – general ledger controls/capital planning; financial budgeting process; IT procurement; student experience; business transformation/project management; and compliance – data quality. The Committee noted how the proposed reviews fit into the risk universe.

The Committee discussed the internal audit plan and the way in which the internal auditors determined areas for audit. The internal auditors confirmed that they met with management on a regular basis and took the University Strategy and Institutional Risk Register into account when developing the plan.

Members noted that the new Risk Appetite Statement, once agreed by the University Court, would also have an impact on the internal audit plans going forwards.

The Committee endorsed the internal plan and requested that the purchase of IT equipment be included in the scheduled review on procurement.

Resolved: to endorse the internal audit plan 2021/22 to the University Court.

(2) Internal Audit Progress Report

The Committee reviewed the internal audit progress report. The Committee noted that all planned audits for 2020/21 had now been completed, apart from Academic Performance which would be shared with the Committee at its meeting on 26 October 2021. Members noted that 4 recommendations from internal audit reports were yet to be fully completed. Two recommendations, CRM system and Public Protection Training, were to be removed from the internal audit tracker as these had been superseded.

The Convener requested that an interim update on recommendations be provided prior to the October Committee meeting.

Resolved:

- (i) to provide an interim update prior to the October meeting; and
- (ii) to note the update.

(3) Core Financial Control - Payroll

The internal auditors introduced their internal audit review of Payroll. The review had considered starters, leavers and movers (including promotions, secondments and sabbaticals) and made 1 high priority recommendation, 2 moderate and 1 low. The Deputy Director of Human Resources & Organisational Development attended and confirmed that the review had been helpful and that management were in agreement with the recommendations within the report. The recommendations due for completion in July 2021 had all been implemented. Members noted that a session had been scheduled with the HR and Payroll teams to develop a scope for GDPR training.

Resolved: to note the report.

(4) Data Quality – HESA (Finance) Return

The internal auditors introduced their review of the HESA return, which had focused on the University's procedures for the completion of the HESA finance return, the accuracy and validity of data included in this and the quality assurance and governance processes in place. The report made 3 low priority recommendations: 2 on operational effectiveness and 1 on control design. Members were pleased to note that processes were robust and that a new structure was in place for the team, led by Strategic Planning, overseeing the HESA return. The Director of Finance confirmed that she accepted the findings in the review.

Resolved: to note the report.

(5) Portfolio Development

The internal auditors introduced their review on Portfolio Development. The review considered the management of existing programmes, the development of new programmes and the processes in place to ensure these met student expectations and aligned to the University Strategy. The Vice-Principal (Education) contextualised the internal audit by providing members with an overview of the teaching excellence strategy, which had 3 stages: programme and module suspension, portfolio review and programme development. Members noted that teaching excellence assimilated into the Academic Excellence Structure programme and noted the groups in place to provide oversight of the implementation of this. Members noted that teaching excellence aligned to the University's strategic objectives and the need to have a portfolio responsive to market demand. Guidance would be developed to support Schools with programme development and a toolkit would be put in place to ensure portfolio review took place on an annual basis in order to review income and student interest.

The Vice-Principal confirmed that the actions due to be completed by July 2021 had been completed. The Committee agreed it would be useful to receive a further update on portfolio development at the March 2022 meeting.

- Resolved:**
- (i) to receive an update on portfolio review at the March 2022 meeting; and
 - (ii) to note the report.

(6) HRP Implementation

The internal auditors introduced their review on Business Transformation and the implementation of the Human Resources & Payroll (HRP) system. The audit had reviewed some of the key activities taking place in preparation for the implementation of this system and made 4 high priority recommendations, 5 moderate and 1 low.

The University Secretary provided members with an update on the recommendations within the review and progress on the implementation of the HRP module. The Committee was pleased to note that further support would be brought in to assist the Human Resources team to enact the recommendations within the review.

Discussion focused on benefits realisation, the operating model and the parallel payroll runs. As a member of the Business Transformation Steering Committee, the Convener provided members with an update on the Business Transformation Programme, noting that it was fast-paced and much progress had been made since the report had been issued. It was agreed that the Steering Committee would also review the internal audit report.

The University Secretary confirmed that the University accepted the report and would implement the recommendations. An update would be provided at the October meeting.

- Resolved:**
- (i) to receive a further update at the meeting on 26 October 2021; and
 - (ii) to note the report.

7. COMMITTEE OF UNIVERSITY CHAIRS (CUC) BRIEFING

The Deputy Chair of Court provided an update on the Committee of University Chairs sessions on Cybersecurity and IT Governance. The sessions had discussed the role of governance in cybersecurity and the importance of boards and committees understanding the risks around cybersecurity. The session had provided an overview of the likelihood of cyber-attacks, high-risk periods and the financial impact of such attacks. The Deputy Chair stressed that what had come across was the importance of shared responsibility for cybersecurity, noting that this was not just an IT issue, and recommended that the Committee carry out a deep dive on IT resilience and Cybersecurity at a future meeting. The sessions had recommended consideration of BS31111 certification.

The Director of UoD IT confirmed that the University did not have BS31111 certification but rather, as with the rest of the sector in Scotland, the University had CyberEssentials+ accreditation and had met ISO standards for health informatics. The external and internal auditors were of the view that the University should take a mature and thoughtful approach to cyber security and IT resilience, irrespective of what certification it chose to pursue.

The Risk & Business Continuity Manager confirmed that all schools and directorates had plans in place for loss of technology, and that cyberattack-themed exercises had been carried out with the University Executive Group and Finance Directorate.

Members thanked the Deputy Chair for the update and agreed that a deep dive on cybersecurity and IT resilience should be scheduled for a future meeting, noting that the matter was also to be subject to an internal audit in the programme approved earlier in the agenda.

- Resolved:**
- (i) to schedule a deep dive on IT resilience and cybersecurity following the internal audit of this area and;
 - (ii) to note the update.

8. CYBERSECURITY UPDATE

The Director of UoD IT presented on cybersecurity and IT resilience, and in doing so, summarised the global background and threat landscape. The Director outlined the University's approach to cyber risk management and

provided a summary of the University's maturity in relation to cybersecurity (provided by Gartner). Members noted that the University had identified good practice in terms of monitoring risks and putting technical measures in place, but that there were opportunities for improvement in research areas, audit actions around control documentation, risk assessments and compliance. The Director summarised the projects in place to enhance cybersecurity, including extending the use of MFA and limiting the access of applicant accounts to SITS eVision. Members noted that several projects had already been completed, such as safe attachments and mandatory information security training, which was refreshed on an annual basis.

Members noted the importance of business continuity planning and communications in the event of a cyber-attack. The Risk & Business Continuity Manager and Director of UoD IT informed members that the exercise carried out with the University Executive Group had identified good practice in terms of communications, but that further work would take place on personal responsibility and University culture in terms of cyber security to increase organisational resilience.

The Committee was pleased to note that the University Executive Group had recently approved additional investment into IT resilience to improve the University's recovery time should a cyber-related incident occur. The Committee discussed providing assurance to the University Court and agreed that it would be beneficial for the Convener, Deputy Chair of Court, University Secretary and Director of UoD IT to meet to discuss this further.

Resolved: to note the update.

9. BUSINESS TRANSFORMATION UPDATE

[Secretary's note: Members should note that this item is considered strictly confidential. The University claims the exemptions in Sections 30b and 30c and 33(1)(b) of the Freedom of Information (Scotland) Act 2002. The minute has been redacted and is provided under separate cover and will be published as an appendix to the minute of the Court meeting at which its release is approved.]

10. RESERVED BUSINESS: LEGAL RISK

The Committee reviewed the legal risk report from the Director of Legal.

Resolved: to note the update.

11. NARRATIVE FOR THE COURT

During the meeting it was agreed that the Convener's report to Court on 2 September 2021 would include the following: interdependency of risks going forwards, with work to be carried out on the contagion and velocity of risks; the closure of the subsidiaries Dundee University Project Management Ltd and Dundee University Incubator Ltd; the internal audit plan 2021/22; the Committee's consideration of internal audits on Payroll, the HESA return, portfolio review and the HRP implementation; and the Committee's detailed consideration of cybersecurity and IT resilience, including the updates provided by the Deputy Chair of Court and Director UoD IT.

12. DONATIONS POLICY

Members considered the revised Donations Policy, noting its endorsement from the Finance & Policy Committee (**Annex 3**).

Resolved: to endorse the Donations Policy to the University Court.

13. RISK MANAGEMENT OVERSIGHT GROUP

The Committee viewed minutes from the Risk Management Oversight Group meeting on 7 July 2021. Members noted that UM Association Ltd. (UMAL), which specialised in cover for further and higher education, had been

appointed as the University's main insurance provider. Members recommended that officers determine what the insurer's expectations would be in terms of business continuity and recovery planning.

Resolved: to note the minutes.

14. **DATE OF NEXT MEETING**

Resolved: Tuesday 26 October 2021.

Keith Winter

Convener

APPENDIX 2 ANNEX 1

DONATIONS POLICY

Donations Policy -Acceptance and Refusal

External Relations – Development and Alumni Relations Office

August 2021

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Overview

Overview of the Donations Policy – Acceptance and Refusal

This policy is intended to set out the principles that the University of Dundee (the “**University**”) will follow when seeking and accepting donations. It sets out:

- arrangements which are designed to ensure that such philanthropic support is aligned with its mission, values and financial needs.
- the circumstances in which a donation cannot be accepted and details roles and responsibilities to protect the interests of the University.
- the University’s commitment to best practice in donor relations.

This Policy sits within the University’s wider ethics framework and should be read in conjunction with the University’s policies on:

- [Anti-bribery](#)
- [Acceptance of External Research Funding](#)
- [Gifts and Hospitality Policy](#)

Scope

This policy applies to gifts of all amounts and classifications and is applicable to all staff of the University.

Context

The University is a registered charity in Scotland (charity number: SC015096). Accordingly, it is subject to charity law in Scotland and is regulated by the Office of the Scottish Charity Regulator (OSCR). The members of the University Court, the governing body of the University, are the charity trustees and thus are responsible for operations of the charity. The University will at all times observe the requirements of charity law and other relevant legislation in relation to the receipt and expenditure of funds. The Royal Charter which established the University tasks it to “procure contributions to the funds of the University and to raise money in such other manner as the University may deem fit”. The University therefore actively seeks donations from individuals, charitable trusts and other corporate bodies in the UK and internationally as an essential component of its funding.

Responsibility for the acceptance and refusal of gifts rests ultimately with the Court of the University even where decision making has been delegated. Court must be able to demonstrate that it has acted in the best interests of the University in each case. From the guidance available there is a presumption that in general, the interests of a charity will be furthered by increasing the resources at its disposal. There is a strong emphasis on great care being taken over any decision to refuse a donation. This may be done legitimately in certain circumstances, but judgments must not be influenced by the personal ethical viewpoints of trustees or those to whom they have delegated their decision making.

Court is responsible for approving this policy which sets out the framework within which gifts and bequests to the University may be accepted.

The University recognises the guidance published by the Council for Advancement and Support of Education (CASE) and the Institute of Fundraising Scotland.

Purpose

The purpose of the policy is to:

To wholly protect the reputations of both the donor and the University from any real or perceived impropriety in the relationship that is established through the offer and receipt of a donation

Ensure compliance with legislation

Clarify the University's and the University Court's legal obligations regarding the acceptance/refusal of donations

To clearly state the roles and decision making authority of Court members, senior officers, fundraisers, volunteers and staff when seeking, accepting or refusing donations

Help to ensure a consistent decision making process which is grounded in the University's mission, values and agreed strategic objectives

Provide a clear objective standard against which external bodies can judge the University's actions in cases of potential or actual dispute

Protect the University's reputation against adverse public reaction from existing or potential supporters

Policy Principles

Court Oversight

The Director of External Relations will be responsible for providing information to the Court about the solicitation and acceptance of gifts as the Court shall determine. As a minimum, the Director of External Relations will provide to the Court a report of all new gift agreements entered into by the University. (A gift agreement is required for all gifts of a cumulative value totalling £10,000 and above where the purpose is a project previously defined and approved.) The report will indicate all "referral gifts", ie those for which a formal test of compliance with this policy has been undertaken, together with the process by which each such gift came to be accepted.

The operation of the policy will be reviewed formally by Court on the advice of the Audit and Risk Committee in August 2021 and at least every third year thereafter.

Fundraising operations

The University wants to develop a culture of philanthropic giving where responsibilities for fundraising are shared among Development and Alumni Relations Office (DARO) staff, the Principal, Vice-Principals, Deans and senior officers. Schools and individuals are encouraged to identify and assist in soliciting prospective donors. The DARO staff have a wealth of professional fundraising experience, early consultation with them will ensure appropriate guidance and support to help maximise the University's philanthropic income. Efforts to secure donations must in all cases be brought to the attention of the Head of DARO in advance. Everyone seeking to raise funds in the University's name must work in partnership with DARO staff to ensure compliance with this policy.

All development efforts will be in support of agreed priority projects and will be directed and coordinated through the DARO team.

All gift solicitations should be made in support of University priorities as determined by the University Executive Group (UEG). Approval from UEG must be obtained before any solicitations outside of University priorities can be made. Submissions seeking the approval of UEG should be made in partnership with DARO.

The University recognises the Dundee University Students' Association (DUSA) which is a separate legal entity with its own trustee body. The University is committed to working in co-operation with DUSA to ensure that maximum benefit is derived from fundraising by and on behalf of University of Dundee students.

Due Diligence

The University will undertake all reasonable research on donation pledges to investigate the (original) source of the funds pledged until satisfied that these funds do not derive, directly or indirectly, from illegal activity, or which runs counter to the provisions of this policy. This research will involve appropriate searches through the web or other resources and databases including those which require a subscription. The results will be recorded on the University's own constituent database, Raisers Edge and will be provided to those responsible for the decision to accept or refuse the pledge or donation.

The test of compliance with this policy must be undertaken prior to solicitation wherever possible rather than at the point of acceptance. An unsolicited bequest would be an example of an exception to this general approach.

Potential gifts which may raise issues in terms of their acceptability under this policy or which may give rise to significant public interest or attract adverse comment will be drawn to the attention of the Director of External Relations at the earliest possible stage. The Director of External Relations will be provided with full information of the purpose and background to the potential donation and shall determine how to proceed in consultation with the University Secretary and Chief Operating Officer. This may involve referral of the matter to Court where there is any doubt or room for contention. In a case where the Director of External Relations is unable to act the University Secretary will nominate an appropriate senior member of staff to act in their stead.

In undertaking due diligence to assess the acceptability of a potential gift the University will have regard to the rights of prospective donors and will seek to distinguish between rumour or speculation and matters of confirmed fact or legal finding.

The Head of DARO (the Manager) will be responsible to the Director of External Relations for the day-to-day operation of this policy. Responsibility for undertaking due diligence in line with the policy falls to the Manager and their staff, who will obtain and bring forward all relevant evidence and will present both sides of the argument fairly, i.e. for and against acceptance, before making a recommendation about a particular gift.

The University will be transparent about gifts accepted in terms of their sources and purposes. In cases where a donor wishes to remain anonymous, such anonymity will be respected so far as is legally and practically possible. Gifts will not be accepted where the source of the funds in question is unknown.

Gift Acceptance

Only authorised DARO staff members or their designees can accept new pledges on behalf of the University. Before soliciting or accepting any gift that requires a present or future financial commitment from the University over and above the amount pledged, written approval must be obtained from an appropriate officer in accordance with the delegation levels set out in the Schedule of Delegation and Decision-making.

Gift refusal

The University will refuse a donation where there is reason to believe the money results from illegal activities or where the activities of the donor are contrary to the objectives of the University.

The University will not accept gifts where to do so would, in its considered opinion:

compromise its status as an independent institution
 suppress or falsify academic research
 limit freedom of enquiry
 create unacceptable conflicts of interest
 cause adverse damage to the University's reputation (including deterring significant numbers of beneficiaries or other donors)
 cause financial loss or any other damage to the University
 directly contradicts to the University's mission, objectives and values as approved by the Court of the University.

Great care will be taken by the University in deciding whether to accept or refuse a donation where:

an offer of support is itself dependent upon the University first spending its own money or resources in order to facilitate the execution of the original offer of support, as this might be placing the University's assets under undue and inappropriate risk and/or unduly strain the University's working capital.

the support, whilst reflecting the University's objectives, is impractical for instance because the University does not have the resources with which to maintain the running costs associated with it.

the support consists of goods, services or property which the University cannot lawfully use, convert, exchange or sell in direct support of its charitable objectives.

the offer is dependent upon the satisfaction of conditions by the University which are contrary to the University's values and objectives, or unreasonable in relation to the nature of the donation

conditions tie the donation to a specific activity and the activity itself is not within the objectives or strategy of the University.

Gift Agreements and use of Donated Funds

The University recognises the donor's right to designate a preferred, restricted purpose for their gift and will enter into appropriate gift agreements with donors for all significant gifts, defined as those of a cumulative value totalling £10,000 and above. While donors will be offered opportunities for continuing engagement with the activities that they have funded, the management and governance of those activities will rest solely with the University.

The University will operate its standard policies and procedures including but not limited to recruitment, admissions, hiring, promotion, procurement, management and governance for all research, teaching and other activities funded by gifts. All funds raised in the name of the University or one of its constituent parts shall be administered by the University or in accordance with arrangements approved by the University Secretary acting on behalf of University Court.

The University welcomes gifts from both academic and professional services staff members. It also recognises the donor's right to designate a preferred, restricted purpose for their gift. All gifts from staff members must be credited to either School accounts that are controlled by an individual other than the donor, (if members of the immediate family also work at the University, this prohibition also extends to any accounts that such immediate family member may control) or to a School or academic discipline discretionary fund that is fully controlled by the Dean of School or Head of Discipline and can be used to support the research or teaching of any academic staff member, including the donor.

University staff members cannot designate their gift to funds that:

- support the staff member's salary
- pay for consumer goods to be used by the staff member
- pay for travel by the staff member

Gift Recording and Reporting

DARO staff are responsible for issuing the official gift receipt and donor acknowledgement, and for the proper deposit of gift funds. Adequate records of all gifts shall be maintained by DARO in accordance with accepted accounting procedures to allow for a proper audit trail. (See [Financial Regulations](#) section 27).

Returning a Gift

The University will not normally return a gift which has been accepted in good faith in compliance with this policy; indeed the circumstances in which it may do so are extremely limited by law. Exceptionally, subsequent events or the subsequent availability of additional information may give rise to the need to review a previous decision to accept a gift. A decision to return a gift shall always be a matter for the Court on the recommendation of the Principal, having taken appropriate legal advice.

Donor Relations

Privacy

The University respects the privacy of the donors who financially support its objectives and mission. The University will make every effort to ascertain a donor's wishes in this regard, record them and abide by them when practicable.

It is the policy of the University to hold the names of our donors in confidence unless one or more of the following conditions apply:

it is common and established practice to list such gifts in a newsletter, annual report, etc.

the gift qualifies for a naming opportunity elected by the donor

the donor gives express permission to the University to make their gift public as part of a written document (such as a gift agreement) or other direct communication

the University is obliged by legal requirements, including the Freedom of Information (Scotland) Act 2002, to provide information regarding the gift.

DARO has a [privacy statement](#) which includes information for donors.

Anonymity

When a donor asks that they remain anonymous in relation to a gift, DARO staff must determine the appropriate level of anonymity.

For some donors, it is acceptable for University officials and internal entities to know about a gift. Their primary request is that their names and their gift not be discussed in any public setting or included in any published honour roll of donors. In this case, the gift will be recorded to the donor's individual constituent record but will not be published in any University materials, nor recognised in any public fashion.

Other donors want complete anonymity, meaning that only the DARO staff member involved and a select number of University officers may know the source of this gift. The University Secretary must approve all such gifts and requests for complete anonymity.

Complaint

The University will respond to any complaints resulting from any matter addressed by this policy within the framework of the University's [Complaints Procedure](#).

Policy Availability

This policy is available at University of Dundee – Academic and Corporate Governance and will be provided in hard copy to donors and prospective donors on request.

SCHEDULE 1: SCHEME OF DELEGATION

The Head of DARO is responsible to the Director of External Relations for ensuring the effective operation of this scheme of delegation. Responsibility for undertaking due diligence in line with this policy for all gifts falls to the Head of DARO and their staff, who will obtain and bring forward all relevant evidence and will present both sides of the argument fairly, i.e. for and against acceptance, before making a recommendation about a particular gift.

Staff are not expected routinely to screen individual gifts below £10,000 for compliance with this policy but will nevertheless bring such gifts to the attention of the Head of DARO and the Director of External Relations if they become aware of potential compliance issues.

Some “caution topics” have been identified to inform staff when they should refer the decision to solicit or accept a particular gift to the Director of External Relations. The list is not exhaustive and staff are expected to adopt a prudent approach, referring any gift or prospective gift to the Director of External Relations which might be expected to attract special interest, attention or adverse comment.

The “caution topics” are:

- businesses or corporations and individuals who are their principal owners or former owners (controlling more than 10%) in: arms manufacture, tobacco, alcohol, gambling, pornography.
- companies or states which have attracted widespread public criticism of their conduct in specific areas: human rights, modern slavery, child labour, anti-competitive practices, environmental responsibility.
- individuals who have held high office (main board or cabinet level) in companies or states which have attracted widespread public criticism of their conduct in specific areas: human rights, modern slavery, child labour, anti-competitive practices, environmental responsibility.
- significant (greater than £1,000) gifts from current or prospective students and/or persons known to be in a close familial or personal relationship with a current or prospective student

In the case of gifts which raise no issues in relation to this policy and always provided that no relevant interest has been declared by the member of staff concerned, the delegated limits for acceptance are as follows:

- £1,000,000+: University Court
- £500,000 - £1,000,000: Principal in consultation with the Chair of Court
- £250,000 - £500,000: University Executive Group
- £10,000 - £250,000: Director of External Relations
- less than £10,000: Head of DARO

The financial limits set out in this policy shall apply to the total value of each gift or to the total value of gifts from a single donor in each calendar year, whichever is the greater. Wherever there is doubt or room for contention, cases should be brought to the attention of the Court.

SCHEDULE 2: TYPES OF GIFTS

The following gifts are or may be acceptable (depending on restrictions):

- cash or equivalent
- tangible personal property
- shares
- real estate (property and land)
- bequests
- other gifts

Such gifts and donations may or may not attract Gift Aid and tax deductions, depending on the tax status of the donor. These benefits will not influence the University's decision to accept or decline a gift.

The following criteria govern the acceptance of each type of gift:

Cash or equivalent

Cash donations of over £100 will not be accepted. Cheques are accepted and should be made payable to 'University of Dundee'. Bank Transfers are accepted, and details can be provided by a DARO Staff member. The University accepts payment by [Credit Card](#) and [Direct Debit](#) which can be made online

Tangible Personal Property

Tangible personal property includes art, furniture, books, memorabilia, coin and stamp collections, jewellery, vehicles and any other personal property item owned by a donor. It excludes property and land. The University will examine a potential gift of tangible personal property for the item's financial value, its potential use by the University, any associated ongoing risks or costs to the University and, if the item will not be used or kept, whether the item could be sold and converted into cash.

Shares

The University can accept both publicly traded stocks and shares and private stocks and shares. In general, all shares will be sold upon receipt unless otherwise directed by the University Finance Director acting on the advice of appointed investment advisers.

- Publicly traded stocks and shares: may be accepted subject to completion of the necessary transfer formalities and the payment of any Stamp Duty. In some cases, stocks and shares may be restricted by applicable laws - in such instances the final determination on the acceptance of the restricted stocks and shares will be made by the University Finance Director, acting on advice as they deem necessary.
- Private stocks and shares - which include not only debt and equity positions in non-publicly traded companies but also interests in limited partnerships and limited liability companies, or other ownership forms - can be accepted subject to the approval of the University Finance Director. However, such gifts must be reviewed prior to acceptance to determine that:
 - there are no restrictions on the stocks and shares that would prevent the University from ultimately converting those assets to cash.
 - the stocks and shares are marketable or likely to become marketable in due course (without imposing any undue costs, administrative or other burdens in the interim).
 - the stocks and shares will not generate any undesirable tax consequences for the University.

If potential problems are identified on an initial review of the stocks and shares, further review and advice from suitably qualified professionals may be sought before making a final decision on acceptance of the gift.

Property and Land

Gifts of real estate may include gifts of developed property or undeveloped land. Prior to acceptance of gifts of property or land the University shall require a structural survey or other similar review of the property to ensure that it offers no significant ongoing financial or environmental risks or costs to the University. The cost of such survey or review will generally be an expense of the donor. Prior to acceptance of the property or land, the gift will have to be approved by the University Secretary acting on such professional advice as they deem necessary. Some criteria for acceptance of property or land (but not an exhaustive list) are as follows:

- is the property or land useful for the purposes of the University?
- is the property or land saleable?
- are there any restrictions, reservations, easements or other limitations associated with the property or land?
- are there ongoing costs, which may include insurance, taxes and mortgages associated with the property or land?
- does the structural survey show that the property is in a reasonable state of repair and likely to remain so prior to disposal?

The University may accept a remainder interest in a personal residence, farm, or vacation property subject to the provisions above. The donor or other occupants may continue to occupy the property for the duration of the stated life. On the death of the donor, the University may use the property or convert it to cash at its absolute discretion.

Bequests

The University will accept bequests. The University asks donors wishing to leave a bequest to execute an appropriate Codicil or include appropriate wording in their Will. DARO Staff can provide information as required by the donor or their legal representatives. The University is also keen that who those make bequests complete and return a pledge form so that it can keep accurate records of those who have made a provision in their Will or Codicil and said pledge form should be updated when necessary (e.g. if the size and/or conditions of the bequest change). DARO staff can also record the donors wishes for the bequest and ensure the purpose will fit with the University's policies.

Other Gifts

The acceptance of any other gifts not listed above will be considered on a case by case basis.

APPENDIX 3

FINANCE & POLICY COMMITTEE MINUTES (Minute 14 (2))

A meeting of the Committee was held on 3 August 2021 via video conference.

Present: Richard Bint (Convener);
Ronald Bowie;
David Dorward;
Professor Mairi Scott; and
Ron Mobed.

In Attendance: Tricia Bey (Deputy Chair of Court);
Keith Winter (Convener of the Audit & Risk Committee);
Dimitris Vidakis (DUSA President Elect) (items other than 3,4 &6);
Professor Julian Blow (Interim Vice-Principal (Academic Planning & Performance));
Peter Fotheringham (Deputy Director of Finance);
Professor Blair Grubb (Vice-Principal (Education)) (item 3);
Rose Jenkins (Director of Estates & Campus Services)
Dr Neale Laker (Director of Academic & Corporate Governance);
Dr Jim McGeorge (University Secretary & Chief Operating Officer);
Dr Christine Milburn (Policy Officer (Corporate Governance));
Carol Prokopyszyn (Director of Finance);
Professor John Rowan (Vice-Principal Research, Knowledge Exchange & Wider Impact).

Apologies: Alan Bainbridge;
Professor Iain Gillespie (Principal & Vice-Chancellor);
Rebecca Leiper;
Wesley Rennison (Director of Strategic Planning); and
Dimitris Vidakis (DUSA President).

1. MINUTES

Resolved: to approve the minutes of the meeting of 25 May 2021.

2. MATTERS ARISING

(1) Action Log

Members noted the action log for the Committee.

Resolved: to approve the action log.

3. DIRECTOR OF FINANCE REPORT

The Director of Finance introduced her regular report which on this occasion focussed on providing an update on the on-going UoDSS Benefit Change Consultation. In introducing the report, the Director provided an overview of the union response to the initial proposals. Members noted that this response had been considered by the Pension Sub-Group when approving the details of a counter-offer from the University as set out in the paper, and that the campus unions were now consulting with their members on it.

In response to questions, the Director of Finance undertook to direct newer members of the Committee to earlier committee papers which had included details of how the proposals compared to schemes in place across the sector and with other local employers. She also confirmed that work was underway to update the scheme member examples in the consultation documentation to reflect the revised offer, although it was noted that this would be subject to the outcome of the consultation process.

The Committee went on to highlight the importance of understanding how the proposed changes would affect lower paid staff and were pleased to note that the Equality Impact Assessment would be considered by the People & Organisational Development Committee prior to any proposals being finalised and submitted to the Court.

The Director also countered a misperception that the University would make employer contribution related savings from the proposed changes, with members noting that the combination of the revised DC proposal and higher deficit recovery contributions for the closed scheme was greater than current payments. The Director further confirmed that any increase in the number of members in the scheme as a result of the new arrangements being more affordable to employees was not factored into the figures presented.

The Director drew members' attention to information provided in her report regarding the composition of the staff cost savings within the budget. The Director went on to confirm that these had been discussed in detail with deans and directors, and that good progress had been made in terms of understanding how these savings might be delivered.

Resolved: to note the report and await further updates from the Director of Finance.

4. **UoDSS ACTUARIAL VALUATION**

The Committee received a paper which proposed the terms of the financial settlement to the UoDSS Actuarial valuation 2020, which members noted included a substantial commitment to fund the scheme deficit.

The Committee noted that the proposed settlement had been endorsed by the Pension Sub-Group, but that they were of the view that the scheme had become unaffordable. Members noted that the deficit for the scheme was approximately £55m, and that if it were to remain unchanged a further £2.5m p/a would need to be found from the budget.

The Committee approved the details of the settlement negotiations and were content that all avenues had been explored when attempting to reduce the cost associated with managing the deficit.

Resolved: to approve the funding settlement as outlined, noting the substantial budget implications and the continuing consultation on benefit reform, in the context of the valuation outcome.

5. **SCHOOL FINANCIAL ANALYSIS**

The Deputy Director of Finance introduced a paper which set out trends in the financial data for each of the University's schools, including 5-year forward projections. In doing so he highlighted the variability of income and contribution across the schools. Members noted that the data presented supported the budget strategy previously approved by the Committee, but that the impact of the COVID-19 pandemic was evident in the data for 2019/20.

Following discussion, the Director of Finance undertook to include reference to the alignment of contribution forecasts to outcomes for 2019/20 in her annual financial review of the year. Members also noted that she would continue to closely track progress for the early part of the 2021/22.

Through discussion members highlighted the importance of partnerships to the delivery of increased school contributions, but also the need to be cognisant of the University's capacity to deliver such programmes. The Director of Finance highlighted the importance in this regard of work underway to reorganise programme and module portfolios to respond to market demand and reflect areas of academic excellence.

Resolved: to note the report.

6. **ESTATES & CAMPUS SERVICES REPORTS**

In introducing her regular report the Director of Estates & Campus Services highlighted current works and outlined elements of the future capital plan. Discussions focused on the approach to the management of infrastructure risks in light of limited available capital expenditure. In particular members were keen to explore the potential impact on Key Performance Indicators (KPI) relating to the condition of the estate and the student experience.

In response to questions the Director provided an update on the status of negotiations with the NHS regarding space usage at the Ninewells campus. She confirmed that the potential financial implications of these discussions were not included within the capital expenditure plan.

Following discussion, the Committee recognised that the University needed to increase its financial capacity to invest in the estate and ensure that it was fit for purpose and aligned to requirements of the new University Strategy and post-COVID-19 landscape. In this regard members noted the importance of maintaining the current emphasis on achieving financial sustainability to enable investment and allow the University to secure future borrowing for strategic purposes. Members were of the view that when the University was in a position to borrow to fund investment in capital expenditure, amongst other priorities, it would be sensible to do so. It was noted that thinking on this could be developed by the summer. Members noted that 'in principle' discussions relating to prioritisation of estates projects would be brought forward by the UEG for the meeting of the Committee in May 2022.

Resolved: to note the report.

7. **PERIOD 11 MANAGEMENT ACCOUNTS AND FULL YEAR FORECAST**

The Committee considered the 2020/21 Period 11 Management accounts and full year forecast for 2020/21. The Deputy Director of Finance confirmed a full year operating surplus forecast of £0.7m, some £16.1m ahead of budget and a reduction of £0.2m on the operating surplus forecast at P10. The Deputy Director also confirmed a cash position of £68m (£46.7m ahead of budget) excluding income from a recent asset disposal which had been ring-fenced investment.

Resolved: to note the accounts.

8. **RESERVED BUSINESS: 2021/22 STUDENT NUMBERS UPDATE**

The Committee received the regular update from the Director of Admissions & Student Recruitment. Members noted that the position had not changed significantly since the last report in May 2021 and that, subject to a strong performance in clearing, the outlook was positive for home/RUK student numbers, but that the overseas undergraduate and postgraduate position remained somewhat uncertain due to the impact of COVID-19, in particular in relation to the east Asia/Chinese market. With regard to the latter members noted that the impact was a sector-wide issue and the University was actively seeking to mitigate this risk where possible.

Resolved: to note the report.

9. **REVIEW OF FINANCIAL REGULATIONS & UPDATED TREASURY POLICY**

(1) Review of Financial Regulations

The Deputy Director of Finance outlined proposals for the revision of the University's Financial Regulations following its regular review. The Committee was supportive of the changes proposed but asked the Deputy Director to confirm arrangements for reporting in relation to the Donations Policy. In response to questions officers also confirmed that the regulations would be further updated should there be changes to procurement regulations post-Brexit, but that at the present time these remained fit for purpose.

Resolved: to approve the amendments to the Financial Regulations in accordance with authority delegated to the Committee by the Court in the Schedule of Delegation & Decision-Making Powers.

(2) Updated Treasury Policy

The Committee considered and approved proposed changes to the Treasury Policy which had been designed to support the efficient operation and good control of treasury activity within the University.

Resolved: to approve the amendments to the Treasury Policy.

10. **NARRATIVE FOR COURT**

The Committee agreed to highlight its discussions concerning risks around the estate arising in part from the reduced capital expenditure in early years of the budget and the need to consider borrowing at an appropriate time. The Committee further agreed to highlight to the Court its discussions of matters relating to the UoDSS pension scheme as minuted under items 3 & 4 above. The Committee also wished to draw Court's attention to the school financial analysis presented, and in particular areas where substantial future growth was required.

Resolved: to ask that the Convener highlight these matters in his report to Court.

11. **DONATIONS POLICY**

The Committee endorsed amendments to the Donations Policy following its regular review.

Resolved: to endorse amendments to the Policy to the Audit & Risk Committee and the Court (**appendix 2 annex 1**).

12. **RESERVED BUSINESS: BUSINESS TRANSFORMATION 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 noted that the minutes from meetings of the Business Transformation Steering Group on 5 May and 24 June 2021 had been made available to all members of the Court via the Court One-Drive area.

Resolved: to note the minutes.

13. **PENSION SUB-GROUP MINUTES**

The Committee considered the minutes from the meeting of the Pension Sub-Group on 19 July 2021. Members noted that discussions had been overtaken by recent developments as set out in minutes 3 & 4 (above).

Resolved: to approve the minutes from the meeting of the Pension Sub-Group on 19 July 2021.

14. **RESEARCH GRANT APPROVALS**

The Committee considered the regular report on research grant activity. Following discussion, and noting the irregular nature of the research funding profile, the Vice-Principal undertook to provide an annual report considering research grant performance both in terms of in-year awards and contribution to overhead (efficiency).

Resolved: to note the report and that an annual report would be submitted to the October meeting of the Committee.

15. **UPDATED REMIT FOR THE ENDOWMENTS SUB-COMMITTEE**

The Committee approved amendments to the Remit & Terms of Reference for the Endowments Sub-Committee as set out in **Annex 1**.

Resolved: to approve the revised Remit & Terms of Reference.

16. **DATE OF NEXT MEETING**

Resolved: to note that the next meeting would take place on 19 October 2021.

Richard Bint
(Convener)

Annex 1**Endowments Sub-Committee Remit and Terms of Reference****Membership**

The membership is noted below and will comprise the Convener of the Finance and Policy Committee, one other Court member, the DUSA president and a minimum of one other lay member with relevant experience. The Director of Finance, Deputy Director of Finance and other University officers, as appropriate, shall be invited to attend meetings.

Meetings

Scheduled as required and a minimum of two meeting per academic year. Notice of no less than 7 days shall normally be given for meetings, although by exception this may be waived in the case of urgent/emergency business with the agreement of the Sub-Committee.

Responsibilities

1. Have oversight of endowment funds with reference to their original purpose, means of distribution and current use of funds
2. Ensure University policies are adhered to, including implementation of any policy restrictions affecting investment strategy
3. Ensure the requirements of the Scottish Charity Regulator (OSCR) are adhered to
4. Advise Finance and Policy Committee on investment strategy, including objectives in the management of funds invested and the appropriate balance between capital growth and income
5. Take advice, as necessary, on investment strategy in line with University policies and to recommend an investment strategy to meet investment objectives
6. Appoint external investment fund managers and monitor performance against agreed targets and benchmarks
7. Monitor the internal financial management of endowment funds, including the capital growth, income, expenditure and unexpended revenue of funds

Current Membership

Richard Bint (Chair)

Ronnie Bowie

Alan Young

DUSA President

Officers in Attendance

Carol Prokopyszyn, Director of Finance

Peter Fotheringham, Deputy Director of Finance

Susan Young, Head of Financial Accounting

Treasury Manager

Zoe Rae, Finance Assistant and Secretary to the Sub-Committee

APPENDIX 4

GOVERNANCE & NOMINATIONS COMMITTEE MINUTES
(Minute 14 (3))

A meeting of the Committee was held on 3 August 2021 by videoconference.

Present: Ronald Bowie (Convener);
Tricia Bey;
Megan-Rose Birdsall; and
Jane Marshall.

In Attendance: Professor Blair Grubb (Vice-Principal (Education));
Dr Neale Laker (Director of Academic & Corporate Governance);
Dr Jim McGeorge (University Secretary); and
Dr Christine Milburn (Senior Policy Officer (Corporate Governance)).

Apologies: Dr Anna Notaro; and
Principal, Professor Iain Gillespie.

1. MINUTES

Resolved: to approve the minutes of the meeting of 25 May 2021.

2. MATTERS ARISING

(1) Action Log

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

Resolved: to note the log.

(2) Annual Review: Remuneration of the Chair of Court (minute 10)

In accordance with authority delegated by the Committee at its last meeting, the Director of Academic & Corporate Governance confirmed that he and the Deputy Chair of Court at the time, Bernadette Malone, had considered and approved the submission from the Chair of Court which detailed the time he had spent on University business in the 2021/21 academic year. Members noted that this amounted to 51 days. Members were reminded that the level of remuneration agreed, £335 per day, was benchmarked to a defined gross per diem rate set by the Scottish Government for the remuneration of chairs of NDPBs.

The Director reminded the Committee that the Chair of Court had advised the University Secretary & Chief Operating Officer of his decision not to accept remuneration payments in relation to the role and instead ask the University to use the payment for the benefit of its students in a manner it so determined. The Committee was hugely appreciative of the Chair's decision and noted that the University had determined that the sum (£17,085) should be paid to the Robertson Fund to support student scholarships.

Resolved: to formally homologate the decision to approve the payment as set out above.

(3) Privy Council Approval: Statute 9(1)(e)

The Committee noted that the Privy Council had approved proposed changes to Statute 9(1)(e), which related to the appointment of a member of the Court by the Dundee City Council Executive Team. Members were reminded that under the approved commencement arrangements the new Statute would come into effect when the current Lord Provost of Dundee, Iain Borthwick, demitted office.

Resolved: to note the approval of changes to Statute 9(1)(e).

3. **CONVENER'S UPDATE**

The Convener highlighted his attendance at a meeting of the Committee of Scottish Chairs (CSC) and the attendance of the Deputy Chair of Court at a meeting of the Committee of University Chairs (CUC) on his behalf. Members noted that Universities Scotland had supported the CSC in setting up meetings of committee conveners across the sector, and that the Convener had attended the first meeting of the Conveners of Governance Committees. The Convener highlighted the high standard of governance practice at the University of Dundee.

The Committee also noted that the CUC meeting had included a briefing on the topic of Cyber Security, and that the Audit & Risk Committee had subsequently undertaken to consider how Court's understanding of this topic might be improved.

Resolved: to note the update.

4. **SECTORAL UPDATE**

The Director of Academic & Corporate Governance updated members on the University's consultation on the adoption of the IHRA definition of antisemitism. Members noted that the consultation had now been issued to schools and directorates and that the Director was working closely with DUSA to take forward consultation with students. Through discussion the Committee expressed the view that the Scottish HE Sector as a whole was perhaps less focussed on issues relating to freedom of speech, antisemitism and race equality than the English HE Sector, potentially due to the focus of the OfS and UK Government on this area for English institutions. The Committee praised the approach of the University and noted specific examples of work underway across these topics and the Chair of Court undertook to continue to raise these topics at meetings of the CSC.

Turning to the Scottish Funding Council (SFC) 'Review of Coherence and Sustainability: A Review of Tertiary Education and Research'. Members noted that the final, Phase 3, report had been published and was now with the Scottish Cabinet Secretary for Education & Skills for consideration. The Committee noted the summary provided, including areas highlighted of potential interest including articulation between FE and HE, future funding settlements, and Outcome Agreements. Overall, members were somewhat underwhelmed by the report and disappointed that it did not offer comment on a longer-term approach to addressing the systemic underfunding of the Scottish HE Sector and ensuring its sustainability. The University Secretary highlighted areas of focus for the University and Universities Scotland in terms of engagement with the Scottish Government and SFC on the report's findings. These included highlighting the role of the University as an anchor for the local and regional economy, the importance of maintaining a diverse sector, the potential for leveraging research income/resources to Scotland, the need for multi-year funding settlements, and the importance of national, international and mission group collaborations as well as regional ones. The Committee recognised that the report reinforced the importance of ensuring that the University Strategy clearly set out the University's role in the region.

In summarising the discussions, the Committee confirmed that it was content that there were no matters of governance which the University needed to reflect on as a result of the report and noted that the response from the Scottish Government would influence the University's next steps in terms of taking forward and championing aspects of the report.

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

5. **PROGRAMME BOARDS**

The Director of Academic & Corporate Governance provided a paper which detailed governance arrangements relating to the newly created oversight/programme boards most of which included a member of the Court among their membership. Members welcomed the clarification provided.

The Convener highlighted the importance of improving the general understanding of the Court with regard to the distinction between governance and executive/operational business, reflecting views expressed by members

themselves in their one-to-one meetings with the Chair/Deputy Chair of Court and in the annual survey of Court Effectiveness (see also items 10 and 11 (below)).

Resolved: to note the report and recommend that it be shared with the Court for members' information.

6. UPDATE ON THE EFFECTIVENESS OF THE SENATE

The Committee reviewed an update from the Convener of the Senate Effectiveness Review Group, Janice Aitken. The report provided an overview of the membership of the Group and of issues being considered as part of the review. Turning to the timeline for the conclusion of the review, members noted that a report and recommendations would be shared with the Committee for discussion at its next meeting on 19 October 2021. The Committee encouraged the Review Group to consider what action could be taken to address the relative lack of diversity amongst the membership of the Senate.

Resolved: to note the update and await the full report in due course.

7. RACE EQUALITY CHARTER: CONSIDERATION OF COURT OBJECTIVES

The Committee noted that, following the presentation of the outputs of the Race Equality Charter (REC) survey to the Court, the Court had agreed that it should set objectives for its own behaviours and activities for inclusion in the REC action plan. The paper provided a suggested starting point for the development of these objectives. In response to questions, members were reminded that what was being sought was their thoughts on objectives specific to the Court and that the broader set of objectives for the University as a whole would be shared with the Court in due course.

The Committee highlighted the importance of ensuring that the objectives were measurable, would lead to tangible change, and would help ensure the findings of the survey were addressed. Members agreed that the greatest impact from the Court would come from holding the University Executive Group (UEG) to account for the achievement of the full set of University-wide objectives, ensuring the diversity of its own membership, leading by example, and driving debate within its own committees.

Resolved: to endorse the objectives to the Court as one element of a broader range of measures.

8. MEMBERSHIP OF THE COURT

(i) Review of Regulations, Process and Timelines for the Election of the Chair of Court

The Committee noted that officers had reviewed the regulations, process and timelines for the next election of the Chair of Court, due to take place in spring 2022. Members considered areas highlighted for discussion including the timetable, the format of open meetings, and the use of social media.

The Committee endorsed proposed minor amendments to the regulations based on lessons learned from the previous election and from the experience of other Scottish HEIs.

The Deputy Chair, Tricia Bey, declared that she did not intend to stand for election and on this basis the Committee recommended to the Court that she be appointed as the Convener of the Chair of Court Appointing Committee in accordance with Ordinance 65(1)(3).

The Committee endorsed the recommendation that officers issue an invitation to Court members to submit expressions of interest in serving on the Appointing Committee, such that a recommendation for its membership may be made to the meeting of the Court on 2 September 2021.

Members asked that, once established, the Appointing Committee be invited to consider whether the timetable for the process could be condensed further.

- Resolved:** (i) to ask officers to invite Court members to submit expressions of interest in serving on the Appointing Committee, and to endorse the proposal that the Court subsequently be formally invited to establish an Appointing Committee at the Business Meeting of the Court Retreat; and
- (ii) to endorse to the Court proposed amendments to the Regulations (**annex 1**).
- (ii) Succession Planning and Recruitment
The Committee considered a paper which set out membership and succession planning matters arising in 2021/22. Members agreed that, in the interests of cost effectiveness, the appointment to the lay Court vacancy arising as a result of the resignation of Lady Lynda Clark should be managed in concert with the process to identify a successor for Mr Richard Bint from 1 August 2022 and the process to identify candidates for the election of the Chair of Court, both of which would be undertaken later in the academic year.

The Director of Academic & Corporate Governance drew members' attention to statistics provided relating to equality, diversity and inclusion on the Court, and in particular the requirements of the Gender Representation on Public Boards (Scotland) Act 2018. The Committee reiterated the Court's commitment to '*achieving diversity amongst its membership which reflects the diversity within the University community*', but noted that diversity among the elected membership of the Court had proved more difficult to influence than co-opted/appointed positions. With this in mind, the University Secretary undertook to continue to engage with relevant lead officers from internal staff EDI networks with a view to encouraging candidates to come forward from underrepresented groups. The Committee was encouraged to share any further suggestions with officers.

In considering matters relating to student membership of the People & Organisational Development Committee, members noted that the Convener of that Committee had welcomed the inclusion of a student member in 2020/21. Members however also noted the substantial commitments of the new Independent Student Member on Court (a non-sabbatical member of the DUSA Executive) and agreed that the DUSA President should be invited to nominate a member of the DUSA Executive to be co-opted to serve on the Committee in 2021/22. The Director of Academic & Corporate Governance undertook to take forward discussions with the DUSA President.

- Resolved:** (i) to recommend that the appointment to the lay Court vacancy arising as a result of the resignation of Lady Lynda Clark be managed in concert with the process to identify a successor for Mr Richard Bint from 1 August 2022 and the process to identify candidates for the election of the Chair of Court;
- (ii) to note the equality, diversity & inclusion statistics provided and note that the University Secretary would continue to engage with under-represented groups;
- (iii) to recommend that the DUSA President be asked to nominate a member of the DUSA Executive for co-option to the People & Organisational Development Committee for 2021/22; and
- (iv) otherwise, to note the membership and succession matters arising as set out in the report.

[Secretary's note: The Director of Academic & Corporate Governance subsequently confirmed the nomination of Catherine Coyle, VP Wellbeing, DUSA Executive, as the individual nominated by the DUSA President to serve on the People & Organisational Development Committee and the Court is invited to consider and, if so minded, to approve this recommendation.]

9. ANNUAL REPORT FROM THE CHAIR OF COURT

The Chair of Court shared a draft of his annual report to the Court and invited feedback from members. Members noted that the report would be used within the Annual Review of the Effectiveness of the Chair of the Court, due to take place at the Court Retreat on 2 September 2021 and that materials from the Annual Court Questionnaire and observations from the Chair of Court's annual one-to-one meetings with members of the Court (items 10 and 11 below) would further inform these discussions.

Resolved: to note the report and provide feedback to the Chair.

10. REPORT OF THE ANNUAL ONE-TO-ONE MEETINGS

The Chair confirmed that the programme of annual one-to-one meetings with members of the Court had been completed. He reminded members of the themes emerging from discussions as raised at the previous meeting on 25 May 2021 and confirmed that he was actively discussing these with the Principal and University Secretary.

Members were reminded that the purpose of the meetings was to review the performance of individual members of the Court and to identify ways in which they may be supported in improving their effectiveness, for example through accessing development programmes available within the sector. Members noted that there was an improvement in members' own perceptions regarding their understanding of materials provided to the Court, and that training and briefings provided during the year, both formal and informal, had been well received.

Resolved: to note the update.

11. ANNUAL COURT QUESTIONNAIRE

The Chair of Court expressed considerable disappointment at the low completion rate for the questionnaire by members of the Court (58%) and requested that the surveys be reopened for a third and final time. The Committee supported the Chair's suggestion that he write to members once again to strongly encourage their participation.

The Senior Policy Officer (Corporate Governance) provided an overview of responses received to date. Members noted that there were few clear themes to the responses so far, but that members had indicated that they felt well supported, able to speak freely, and that there had been improvement in views relating to the work of the People & Organisational Development Committee. With regard to areas for further exploration/improvement, the Senior Policy Officer highlighted a desire amongst members and officers to better understand the respective roles and responsibilities of executive management and the governing body. In response to questions the Committee confirmed a desire that these aspects be explored through breakout group discussions at the Retreat and asked that the Senior Policy Officer take forward arrangements for that session.

Resolved: to note the update and ask the Senior Policy Officer to take forward arrangements for the Annual Review of the Effectiveness of the Court and the Chair of Court at the Court Retreat on 2 September 2021.

12. EARLY-STAGE COURT BUSINESS/COURT RETREAT PROGRAMME

The Committee noted the proposed agenda for the business meeting of the Court on 2 September 2021 and provisional programme for the Court Retreat on 2 and 3 September 2021.

Resolved: to note the draft agenda.

13. FORMAT OF MEETINGS 2021/22

The Committee considered a paper which proposed arrangements for the format of meetings of the Court and its Committees in 2021/22. The Committee agreed to recommend to the Court that meetings of the Court be held in person as soon as possible, and that at least one meeting of each committee be held in person each year, with the

rest held online. Members were also supportive of ad hoc briefings being held online, but encouraged the inclusion of networking opportunities where feasible.

Resolved: to endorse the recommendations to the Court for approval.

14. **ANNUAL REVIEW: REMIT AND TERMS OF REFERENCE**

The Committee reviewed its Remit and Terms of Reference. Noting that no changes had been made beyond the membership of the Committee being updated, the Committee endorsed them to the Court for approval.

Resolved: to endorse the Remit and Terms of Reference to the Court for approval (**annex 2**).

15. **NARRATIVE FROM THE COMMITTEE TO THE COURT**

The Committee recommended that the Convener highlight to the Court item 5 (programme boards), 7 (Race Equality Charter objectives) and 8(1) (Chair of Court Election).

Resolved: to recommend that the Convener highlight these areas in his report to the Court.

16. **ANNUAL INSTITUTIONAL STATEMENT TO THE SFC ON QUALITY**

In accordance with normal practice, the Committee received the draft Annual Institutional Statement to the SFC on Quality. The Committee praised the depth and detail of the report and noted that the newly released National Student Survey (NSS) 2021 outcomes would be addressed in a separate paper for the Court.

Resolved: to note the report and recommend to the Court that it consider the quality assurance process to be robust when reviewing the annual report to the SFC on quality.

17. **CENTENARY TRUST**

The Committee noted that two vacancies had arisen for Court appointed Trustees of the Centenary Trust as a result of the departure of Janice Aitken and Dr William Boyd from the Court. Following discussion, the Committee felt it would be desirable for the University's Endowment Trustees to serve in this capacity and the Director of Academic & Corporate Governance undertook to consult with the Head of Financial Accounting to determine whether this was permissible. The Committee delegated authority to the Director to bring forward a proposal to the Court.

Resolved: to note that the Director of Academic & Corporate Governance would consult with the Head of Financial Accounting and bring forward a proposal to the Court.

18. **DATE OF NEXT MEETING**

Resolved: to note that the next meeting would be held on 19 October 2021.

Ronald Bowie

Convener

APPENDIX 4 ANNEX 1

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 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 open meetings;
 - 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;
 - Identifying an appropriate qualifying date for the determination of those eligible to vote in the election;
 - Ensuring the proper application of the election rules set out in these guidelines;
 - Ensuring the proper application of campaign 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;
 - Determining the format of the 'Open Meeting' set out below;
 - 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: 'Open Meeting' 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 qualifying date, 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 qualifying date, whether full-time or part-time and whether permanent or temporary 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 an 'Open Meeting' before an audience of staff, students and Court members, at which candidates will be expected to address the audience and answer questions from the audience;
 - b. Distribution by the University of an election statement, including photograph of the candidate, of no more than 500 words by email to all electors. This statement will also be available for review by electors during the electronic voting process;
 - c. Distribution of a short curriculum vitae/biography to accompany the statement
27. The distribution of any other campaign materials beyond that set out above, whether in electronic or hard-copy format, is not permitted.
28. In relation to the 'Open Meeting' set out above: this event 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 'Open Meeting' is accessible. Where circumstances prevent an 'in person' event, the 'Open Meeting' can be conducted using electronic means, such as conferencing software. Expenses incurred by candidates in relation to attendance at such an event 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.
29. In relation to the election statement set out above: this 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.
30. 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 'Open Meeting'. 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.

31. Official endorsements of candidates by any organization, or by individuals representing or perceived to be representing, any organization are not permitted. Specifically, this includes endorsements by the University or by any of its constituent parts (whether Schools, Directorates or other units and centres); by any of the recognized campus unions or similar organizations; by the Students' Association; or by members of the Court.
32. The discussion of candidates on social media is permitted by individual electors, provided that it does not contravene regulation 31 above. Such discussion must be respectful and in keeping with the University's values.
33. 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. Candidates will appear in the online ballot in randomized order.
34. 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 opportunity is given to observers representing each of the categories of electors to be present at the declaration.
35. 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.
36. 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 of their agents or supporters should be brought as soon as possible to the attention of the returning officer, who will investigate the matter.
37. 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.
38. 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.
39. 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

40. 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.
41. 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 the Deputy Chairperson is a candidate in the election.

Remuneration and expenses on appointment

42. On appointment, the Chairperson of Court will be entitled to a non-pensionable 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 NDPBs¹. This amount will be agreed each year by the Governance & Nominations Committee, chaired for the purpose by the Deputy Chairperson.

43. 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.

Renewal of Appointment

44. 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.
45. When considering the re-appointment of the Chairperson, the Committee will be chaired by the Deputy Chairperson.
46. 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.
47. 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.
48. 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.

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>

APPENDIX 4 ANNEX 2

REMIT AND TERMS OF REFERENCE

Summary

The Committee has a general responsibility, in exercising its specific duties as set out in this document, to embrace and promote the underlying purpose of good governance, which is to support the University's success and sustainability through a decision-making framework that exhibits integrity, probity and accountability and is in the best interests of the University.

In particular, it is the responsibility of the Committee to:

- advise Court on any matter pertaining to the University's framework for corporate governance, its operation and the University's and Court's compliance with that framework;
- oversee the University's compliance with external governance requirements;
- regularly review the membership of the Court in relation to skills; equality, diversity and inclusion; and succession planning, and to make recommendations to Court on the appointment of Court members who are not elected; nor ex officio in terms of the Statutes;
- recommend to the Court the membership of Court committees and the appointment of members to other bodies, as appropriate, for instance as an employer-nominated Trustee of the pension scheme; and
- oversee the regular review of the effectiveness of the Court and its committees and monitor the implementation of resulting recommendations.

Remit and Terms of Reference

Membership

The Committee shall comprise not less than seven members of the Court, including the Chairperson of Court, at least three other lay members (at least one of whom must be a Convener of a Court Committee), the Principal, at least one other member of staff and at least one student.

The Chairperson of Court shall be the Convener. In the absence of the Convener at any meeting of the Committee, the Committee shall appoint one of its members as Acting Convener for that meeting.

Quorum

The quorum for any meeting is 50% of the total membership rounded up. The quorum for any given year is likewise set out in the attached schedule. To be quorate at least two lay members and one elected/nominated member must be present. Elected/nominated members include both staff and students.

The following skills/experience are particularly valued by the Committee:

- General understanding of, and commitment to, good governance;
- Experience or qualifications relating to legal, governance, statutory or compliance matters;
- Experience in appointments processes, for example in the field of HR;
- Experience of running elections or acting as a returning officer;
- Experience of working in academia;
- Experience of working in public sector;
- Experience of working in a non-academic setting within higher education;
- Awareness of sector-wide legislation and requirements;
- Knowledge/experience and understanding of enhancing approach to equality, diversity and inclusion on governing boards;
- Interest/experience in compliance areas including whistleblowing, declarations of interests, and gifts and hospitality; and
- Awareness of good governance and fairness in relation to elections and appointments.

In addition, the following abilities and attributes would be valued

- Ability to challenge based on material and data presented;
- Ability to interpret the Committee's remit within the wider context of the University Strategy; and
- Ability to add value through the consideration of management proposals, and to reach a balanced view.

The above skills should be covered by the Committee as a whole, with individual skill-sets contributing towards this.

Meetings

The Committee shall meet at least twice in any one year, but shall normally meet four times, and shall report, through submission of the minutes of each meeting, to the next available meeting of the Court.

Each meeting of the Committee shall normally be attended by the University Secretary and the Director of Academic & Corporate Governance.

The Committee's Secretary shall normally be the Senior Policy Officer (Corporate Governance).

Terms of Reference Constitution and Operation

Authority

The powers delegated to the Committee by the Court shall be as defined in the Schedule of Delegation.

The Committee shall have full authority to undertake and review activities associated with any matters within its terms of reference. For the purpose of such activities it shall be provided with adequate resources and full access to information and University personnel.

Duties and Responsibilities

General

- Oversight of Governance Arrangements and Governing Instruments
- To act as the guardian of the University's governing instruments, including the Charter, the Statutes and the Ordinances and the Schedule of Delegation and Decision-making ensuring they:
 - are fit for purpose;
 - exhibit best practice;
 - comply with legislation and relevant codes of practice; and moreover
 - support the ability of the Court and its Committees to make decisions that are in the best interests of the University.
- To maintain, through horizon scanning activities, an overview of emerging best practice with respect to governance, and to make recommendations to Court for the adoption of changes to the governing instruments or of new instruments (ensuring consultation with the Senate and any other relevant bodies and stakeholders) as appropriate.
- To review the University's compliance with the Main Principles of the Scottish Code of Good HE Governance and the primary elements of the Committee of University Chairs' Higher Education Code of Governance.
- To review Court's approach to upholding its Statement of Primary Responsibilities and to devise mechanisms to demonstrate that Court embraces its responsibilities in a context of continuous improvement.
- To ensure that the Corporate Governance Statement contained in the Financial Statements accurately reflects the governance arrangements in place for the year in question, taking due regard of the requirements of the Financial Memorandum from the Scottish Funding Council.
- To develop and maintain appropriate mechanisms to enable Court to be assured of the quality of the academic provision of the University.

Operation of Court and its Committees

- To oversee and make recommendations for change to the Standing Orders of Court and any other documents relating to the role, conduct, and to the mechanisms for the smooth operation of Court and its Committees.
- To ensure that Court and its Committees operate effectively in a way which exhibits best practice, and to make recommendations for improvement.
- To oversee the induction and training of individual members of the Court.

- To receive reports from the Chair on the key themes and issues raised during the Chair's regular meetings with members of Court, and identify any resulting actions.

Appointments

- To oversee and make arrangements for the advertisement, recruitment and selection of:
 - Members of Court who are not nominated or elected;
 - Any additional lay members to Committees of Court who are not members of the Court.
- To oversee the nomination process of nominated members of Court (where appropriate, in discussion with the relevant nominating body);
- To oversee the election arrangements for elected members of the Court (where appropriate, in discussion with the relevant electing body);
- For its part, and as may be delegated to it by the Court, to oversee and make arrangements for the appointment of the Chairperson of Court;
- To make a recommendation to the Court for the appointment of a Deputy Chairperson;
- To make recommendations for the re-appointment of members of Court who are not nominated or elected, ensuring that account is taken of an individual member's commitment to the work of the Court, their attendance and their performance before a decision on whether to recommend re-appointment is made;
- To make recommendations to the Court for the appointment of Conveners and members to the Committees of Court;
- To make recommendations for the appointment of employer-nominated Trustees to the University of Dundee Superannuation Scheme;
- To ensure due regard is made to accepted principles of equality, diversity and inclusion in the appointment of members to the Court and in the appointment of members to Committees, and furthermore to ensure that the Court abides by its own statement on equality, diversity and inclusion;
- To maintain and review a register of interests of members of the Court, to highlight to the Court any material conflicts of interest and to agree mechanisms to manage any highlighted conflict.

Effectiveness Reviews

- To be responsible for the development of arrangements to review annually:
 - The effectiveness of the Court in accordance with the main principles of the Scottish Code of Good HE Governance;
 - The effectiveness of the committees of the Court;
 - The performance of the Chairperson of Court.
- To be responsible for the development of arrangements for the periodic externally-facilitated review of the Court and its Committees in accordance with the main principles of the Scottish Code of Good HE Governance.
- To ensure suitable arrangements are in place for the parallel review of the effectiveness of the Senatus Academicus and its Committees in accordance with the main principles of the Scottish Code of Good HE Governance.
- To review its own remit and terms of reference on an annual basis.

Appendix

Governance & Nominations Committee (G&NC)
Membership 2021/22

Name	Category for the Purpose of Determining Quorum
Ronnie Bowie (Convener)	(Lay Member)
Principal & Vice-Chancellor	(Ex Officio)
Tricia Bey	(Lay Member)
Megan-Rose Birdsall	(Nominated Student Member)
Jane Marshall	(Lay Member)
Professor Anna Notaro	(Elected Member)
Sharon Sweeney	(Nominated Member)

Officers and others in regular attendance:

Name	Role
Dr Neale Laker	(Director of Academic & Corporate Governance)
Dr Jim McGeorge	(University Secretary)
Dr Christine Milburn	(Senior Policy Officer (Corporate Governance) as Secretary to the Committee)
Professor Blair Grubb	(Vice-Principal (Education))

Quorum 2021/22

The quorum for any meeting shall be four, at least two lay members and one elected/nominated member must be present. Elected/nominated members include both staff and students.

APPENDIX 5

ADDITIONAL MEETING OF THE PEOPLE & ORGANISATIONAL DEVELOPMENT COMMITTEE (Minute 14 (4))

A meeting of the Committee was held on 19 August 2021.

Present: Jane Marshall (Convener);
Dr David Martin;
Marianne Reilly; and
Jay Surti.

In Attendance: Karen Thomson Convener of Remuneration Committee;
Dr Jim McGeorge University Secretary & Chief Operating Officer;
Dr Christine Milburn Senior Policy Officer (Corporate Governance); and
Julie Strachan Deputy Director of Human Resources & Organisational Development.

Apologies: Professor Lynn Kilbride;
Karthik Subramanya;
Professor Julian Blow Interim Vice-Principal (Academic Planning & Performance); and
Pamela Milne Director of Human Resources & Organisational Development.

1. MINUTES

(i) Minutes from the meeting on 19 May 2021

Resolved: to approve the minutes from the meeting.

2. MATTERS ARISING

(1) Action Log

The Committee reviewed the action log.

Resolved: to approve the action log as presented.

3. CONVENER'S UPDATE

The Convener provided her regular verbal report and in doing-so outlined her meeting with the Principal and Chair of Court where she discussed the role of the Committee in relation to the progression of strategic projects with staffing implications.

Resolved: to note the update.

4. ITEMS FOR THE COURT RETREAT

(1) People Sub-Strategy

The Principal outlined the process by which the University Strategy Green Paper had been developed and the relationship of the four Sub-Strategies: Research, Education, People, and Engagement to this overarching strategy and to underpinning implementation plans. Members noted the aspiration that the finalised People Sub-Strategy would provide a vibrant set of principles through which the University would define how it related to its staff.

The Committee discussed the draft Sub-Strategy at length and provided feedback on the draft provided. Members suggested that when finalising the draft officers should ensure that it was aligned to expectations of what the University would look like in 3-5 years under the new Strategy and that it was sufficiently flexible to accommodate anticipated changes such as those relating to digital capabilities.

The Committee also suggested that the Sub-Strategy include reference to setting clear expectations of staff in relation to performance, and with regard to their careers and training support. In particular, the Committee suggested that the University should encourage staff to take ownership of their own personal progression and career portfolios, while also encouraging managers to support engagement in University development programmes. The Committee was supportive of the suggestion that the University should seek to make its commitment to delivering a high-level of training and support for staff that was linked to strategic priorities and a unique selling point for the University. Both members and officers stressed the importance of recognising that career pathways that took staff to other employers were also valued.

The Principal highlighted the University's support of the 'Technician Commitment', for which it was a signatory, and members noted that the development of policy and programmes in this area was to come forward.

Through discussion it was noted that work was planned on the OSaR process and career journey for professional services staff in parallel to work already being undertaken in this regard for academic staff. Members however reiterated the importance of staff taking personal responsibility for their own progression and that Professional Services career pathways were not about existing roles being expanded and regraded.

Finally, the Committee considered the importance of culture in relation to the sub-strategy, and noted in particular the challenges faced across the sector in terms of bringing together the academic and professional services workforces into a single community motivated to deliver the University's strategic aims. In this regard, the importance of leadership and core values was highlighted.

Resolved: to note the feedback and note that this would be integrated into the version which would be made available to the Court at the Retreat.

(2) HR Toolkit

The Committee was encouraged to provide input into the development of a paper for the Court which clarified the approach and tools available to deliver the existing budgeted cost reductions in schools and directorates from a staffing perspective as well as any future strategic changes which may be required to staffing profiles. The paper also sought endorsement from the Committee for the establishment of a Voluntary Severance Scheme.

Members noted that the paper reiterated the commitment within the University's [Redundancy Avoidance Policy](#) that the University would seek to avoid compulsory redundancies wherever possible, and members suggested that the paper could be more positive in highlighting the range of measures available.

The Committee recognised the need to deliver staff cost savings which had been included in the budget approved by Court and supported the range of tools set out in the paper to assist schools and directorates to deliver the required savings and necessary re-shaping. In this regard the Committee supported the suggestion that the University Executive Group be empowered to launch a Voluntary Severance (VS) scheme focussed/broadly targeted within areas where savings were required and where they would not otherwise be likely to be achieved using the other tools outlined in the paper. Members noted that there may be areas of future investment and growth and that the University would consider opportunities for redeployment of individuals where there was a suitable match to the required skills.

The Committee highlighted potential sensitivities and risks relating to the launch of a scheme, particularly in relation to staff morale, and noted that officers would carefully consider the language used in communications. In particular members highlighted the importance of ensuring that staff could easily identify if the scheme may be applicable to them in order to reduce the risk of staff applying to the scheme who would not be accepted and might therefore become demotivated.

Resolved: to note that the University Secretary would update the paper in line with feedback prior to its submission to the Court.

5. **STRATEGIC OVERVIEW & SECTORAL UPDATE**

(1) Director's Report

The Committee noted the report from the Director of Human Resources & Organisational Development, which on this occasion provided an update on senior appointments, COVID Management, and National Pay Negotiations for 2021/22. The paper also provided an update on the USS pension scheme, the work of the

Academic Excellence and Sustainability Staff Excellence workstream, and the implementation of the HR & Payroll module of the One University system solution.

Resolved: to note the report.

6. **UPDATE ON UoDSS CONSULTATION**

(1) Update

The Committee received an update on the UoDSS consultation including details of a revised proposal and the status of union positions as at 9 August 2021. The Convener suggested that a special additional meeting of the Committee be arranged, if required, with a singular focus on pensions matters to enable thorough discussion prior to proposals being brought forward to the meeting of Court in February 2022.

Resolved: to note the update and ask officers to liaise with the Convener regarding provisional arrangements for an additional, single item agenda, meeting.

(2) Equality Impact Assessment

The Committee received a copy of the updated Equality Impact Assessment for proposed benefit changes to the UoDSS pension scheme. Members agreed that this should be discussed fully at the proposed additional meeting of the Committee being arranged for the purpose of the consideration of pension matters (see minute 6(1) above).

Resolved: to note the update.

7. **RACE EQUALITY CHARTER**

The Committee received an update on progress in relation to the Race Equality Charter submission. Members noted that a full update would be provided to the Court at its meeting on 2 September 2021 and undertook to provide feedback on suggested objectives for the Court via email to the Senior Policy Officer (Corporate Governance).

Resolved: to note the update.

8. **RETURN TO WORK AND WORKING FROM HOME**

The Committee, for its part, received and approved the [Return to Campus and Working From Home Policy](#).

Resolved: for its part, to approve the policy.

9. **COURT NARRATIVE**

It was agreed that the Convener's report to Court on 2 September 2021 would highlight discussion of the HR Toolkit paper and provide an overview of the Committee's suggestions regarding the refinement of the People Sub-Strategy.

10. **DATE OF NEXT MEETING**

Resolved: Thursday 28 October 2021

Jane Marshall

Convener