

**UNIVERSITY OF DUNDEE****UNIVERSITY COURT**

A meeting of the University Court was held on 19 November 2019.

Present: Ronnie Bowie (in the Chair);  
Janice Aitken;  
Alan Bainbridge;  
Richard Bint;  
Lord Provost Ian Borthwick (minute 14);  
William Boyd;  
Shirley Campbell;  
Catherine Cavanagh;  
Lady Lynda Clark;  
Josh Connor (DUSA President);  
Rumana Kapadia;  
Professor Lynn Kilbride (by telephone for minute 14);  
Rebecca Leiper;  
Bernadette Malone;  
Dr David Martin;  
Jay Surti;  
Sharon Sweeney; and  
Keith Winter.

In Attendance: Rector, Jim Spence;  
Wendy Alexander (Vice-Principal (International));  
Professor Blair Grubb (Vice-Principal (Education));  
Dr Neale Laker (Director of Academic & Corporate Governance; Secretary to Court for the meeting);  
Dr Jim McGeorge (University Secretary and Chief Operating Officer);  
Dr Christine Milburn (Policy Officer (Corporate Governance));  
Pam Milne (Director of Human Resources & Organisational Development);  
Carol Prokopyszyn (Director of Finance);  
Wesley Rennison (Director of Strategic Planning); and  
Professor John Rowan (Vice-Principal (Research, Knowledge Exchange & Wider Impact)).

Apologies: Jane Marshall;  
Karen Reid;  
Professor Mairi Scott;  
Professor Nic Beech (Vice-Principal (Provost)); and  
Thomas Veit (Director of External Relations).

The meeting was preceded by a presentation from the 'Growing the Biomedical Cluster' Tay Cities Deal project team which set out the vision for the project in the context of the University Strategy, regional economic growth, the existing project pipeline, and current capacity. The Court noted that the agreement of full-terms had been delayed, but that the proposed 'Innovation Hub' was expected to open in 2023. In response to questions regarding what could be done to ensure that projects within the pipeline with the potential to deliver economic growth within the region were not lost in the mean-time, the project team outlined scoping exercises already underway, and highlighted the value and

importance of seeking solutions using a OneDundee perspective. The Court also expressed an interest in the long-term projections for the Hub, and in particular its capacity. Members noted that the projections included modelling for turn-over within the hub, with established companies moving to independent facilities after a reasonable timeframe. The Court thanked the team for their informative presentation and expressed support for the initiative.

Prior to the start of the meeting the Chair drew members' attention to the resignation of Allan Murray from lay membership of the Court with immediate effect on 5 September 2019. Members wished Mr Murray well for the future.

#### 14. RESIGNATION OF THE PRINCIPAL

The Court formally noted the resignation of the Principal, Professor Andrew Atherton on 8 November 2019, having been previously informed by telephone when the resignation was received.

The Chair of Court went on to outline the timeline and process followed in relation to the suspension of the Principal on 13 September 2019 and the subsequent investigation which members noted had been carried out in accordance with the University's policies. The Court noted that following the resignation of the Principal the process had been brought to an end. The Chair advised the Court of the guiding principles followed during the suspension and subsequent investigation, and in particular the importance the University had placed on ensuring an appropriate balance between transparency and governance, fairness and the rights of the individual. The Court was content that the University had acted responsibly and had appropriately discharged its duty of care throughout the process. The Chair also assured members that the Scottish Government and Scottish Funding Council had been kept informed of developments, and that legal guidance had been taken at appropriate intervals.

In response to questions, the Chair told the Court that following the resignation there was no basis for continuing the process to a conclusion, and no decision to be made, and that as such, and in the interests of the University's duty of care to its staff, it was not considered to be appropriate to discuss the details or parameters of the investigation.

The Chair also confirmed that the process had been carried out as quickly as possible, and that the Principal had made the decision to resign independently based on differences between the University's vision for its future and the values it holds and his own aspirations.

Turning to financial aspects relating to the resignation, the Chair confirmed that the Remuneration Committee had reviewed and approved the agreement that the Principal would be paid in accordance with the contractual terms of his employment as set out in minute 20 (below). The Convener of the Remuneration Committee confirmed that no further payment or package had been paid or approved by the University. Members also noted that a proportion of the relocation and disruption allowances paid to the Principal was to be repaid to the University, and would be calculated in accordance with University policy based on the length of service relative to the 24 month threshold. The Court expressed its support for the agreed

approach. In response to questions, the Chair confirmed that the Principal would continue reside in the flat in University House under the existing terms of the tenancy agreement until 29 February 2020.

The Chair advised the Court that in the immediate term he had agreed with the Scottish Funding Council that the University Secretary and Chief Operating Officer, Dr Jim McGeorge, would act as 'Accountable Officer' and convene the University Executive Group (UEG), the Court noted that the Annual Financial Statements (Minute 21(3), below) had been amended to reflect this change. Members noted that in the interests of good governance, and to avoid conflict of interest in terms of the duties of the University Secretary, the Chair of Court had also agreed that the Director of Academic & Corporate Governance, Dr Neale Laker, would assume aspects of the role of the University Secretary which related to the support of the University Court and the Senatus Academicus.

The Court explored the reputational impact of the announcement and was satisfied that the process had followed an appropriate governance framework and that risks, particularly reputational ones, had been regularly reviewed and appropriately managed.

The Chair thanked the Court and officers who had provided guidance and expertise over the period of the investigation. In turn the Court commended the Chair for his handling of the process.

*[Secretary's note: Officers, with the exception of the Director of Academic & Corporate Governance, in his capacity as acting University Secretary, and the Policy Officer (Corporate Governance, as the Clerk to the Court, left the room for discussions relating to future interim and permanent arrangements for the leadership of the University.]*

The Chair directed the Court to the need to consider arrangements for the future, with a focus on maintaining momentum in relation to the delivery of the University Strategy and financial sustainability, while also paying close attention to the morale of staff and students, the perception of arrangements, and reviewing the skills required. Noting the anticipated timeframe for the appointment of a new Principal, the Chair sought input from the Court regarding interim arrangements and outlined a number of options including the appointment of an Interim Principal from an internal or external application process and the continuation of the collective leadership model which had been in use during the Principal's suspension. The Court urged the Chair to take forward the process for identifying a permanent replacement as efficiently and speedily as possible.

The Chair advised the Court that he had met with the Senatus Academicus earlier in the day to seek their views on arrangements, and he advised the Court of the strong preference indicated by members of the Senate for the appointment of an Interim Principal, with a focus on academic credibility. Members however also noted that the identification of an interim candidate was not without its challenges, and that it would be important to ensure that momentum was not lost at this critical time for the University's finances. The Court explored the proposed options and the characteristics which would be required.

Turning to the collective leadership model, while members noted that the UEG had continued to operate effectively as a coherent leadership team since the Principal's suspension, some members expressed concern at the increased workload on members of the UEG if the arrangement were to persist over a longer time frame. There was also concern at the potential consequences for key areas such as REF 2021 and internationalisation.

Noting that there were differing views on approach to the interim arrangements, with both scepticism and support expressed regarding the viability of a collective leadership model, the Court agreed that the Chair should consult with the University Executive Group (UEG) to further explore the option, and to schedule more detailed discussions at an additional meeting of the Court in the week commencing 9 December 2019. In doing so, the Court recorded the views of the Senate and the Dundee University Students' Association, which were in favour of the appointment of an Interim Principal.

- The Court decided:**
- (i) to note the resignation of the Principal, Professor Andrew Atherton, as received on 8 November 2019, and to note that the agreed financial terms were in accordance with contractual obligations;
  - (ii) to note that the Principal would remain in residence at University House under the existing tenancy terms until 29 February 2020; and
  - (iii) to thank officers involved for their support and guidance and commend the management of the process undertaken; and
  - (iv) to request that an additional meeting of the Court be scheduled for the week commencing 9 December 2019 to consider interim arrangements.

15. **MINUTES**

**The Court decided:** to approve the minutes of the Court meeting on 5 September 2019.

16. **MATTERS ARISING**

(1) Action Log

The Court considered the action log and noted the updates provided. A summary of the outputs from the Court Retreat was also provided, and members noted that actions within the report would be added to the action log following the meeting. The Court also approved the proposal that the next annual Court Retreat be held on 3 & 4 September 2020 at the same venue.

**The Court decided:** to note the updates and approve arrangements for the 2020 Retreat.

(2) Ratification of Changes to Statutes and Ordinances (Minute 10(3))

The Court received a report summarising proposed amendments to Statutes and Ordinances relating to the Graduates' Association as approved for the first time at the meeting of the Court of 5 September 2019. Members confirmed that the further amendments made appropriately addressed the request from the Court that the mechanism for engagement between the Court and members of the Graduates' Association be clearly defined, and that the amendments were within the latitude of the approval previously given. The Chair of Court drew members' attention to the Senate's approval of these changes, and members also noted that the changes to the Statutes would also require approval by the Privy Council.

Members also noted that a number of additional consequential changes to Ordinances had been identified and that, as they were considered to be urgent and uncontroversial, it had been proposed that they be approved at one sitting in accordance with the terms of Article 16.2 of the Charter.

In ratifying the approval of the changes set out, the Court highlighted the importance of ensuring that future recruitment processes took account of the importance of diversity within the graduate voice on Court, which had previously been achieved through the Graduates' Association members of the Court.

- The Court decided:**
- (i) to ratify the decision taken on 5 September 2019 to approve amendments to Statutes 9 (The Court) and 20 (The Graduates' Association) as set out (**appendix 1**), noting the approval, for its part, of the Senate, and further noting that these amendments were subject to the approval of, and any changes required by, the Privy Council;
  - (ii) to ratify the decision taken on 5 September 2019 to approve amendments to Ordinances 20 (The Graduates' Association) and 39 (Degrees, Diplomas and Certificates), noting the approval, for its part, of the Senate (**appendix 1**);
  - (iii) noting their urgent and uncontroversial nature, to approve consequential amendments to Ordinances 18 (Election of Members of the Court and the Senate), 43 (Tuition and Other Fees), and 66 (Nominations to the Court by the Trade Unions and the Students' Association, (**appendix 1**) at one sitting in accordance with the terms of Article 16.2 of the Charter,

noting the approval, for its part, of the Senate; and

- (iv) to approve the commencement arrangements proposed such that the changes come into effect upon approval by the Privy Council of changes to the Statutes listed above, and that at that time the current Graduates' Association members of Court would be transferred to co-opted lay member positions for the remainder of their existing terms of office. Furthermore, the Court delegated authority to the Governance & Nominations Committee to identify the lay member of the Court who was to serve as an intermediary for members of the Graduates' Association in accordance with the new Ordinance 20.

(3) Report from the Meeting of the Tay Cities Deal Committee

The Court received a report from the Committee created by the Court to consider, and if so minded approve on behalf of the Court, the move to 'full deal' in relation to the two University of Dundee Tay Cities Deal projects. The Court noted that the Committee had discussed the financial implications and risks for the University, both in capital and revenue terms and had been satisfied that there was no requirement for match-funding, that there were no capital implications for the University, and that the scope of the ambition was scalable to accommodate the phasing of the projects.

**The Court decided:** to homologate the decision of the Committee to approve the move to full deal in relation to the two Tay Cities Deal projects.

17. **UNIVERSITY STRATEGY IMPLEMENTATION**

(1) Reserved Business: Financial Sustainability

The Director of Finance introduced a paper detailing progress toward financial sustainability targets, as had been requested by the Court. Members noted that 'Deliver Sustainable Ambition' was a priority theme for the University Executive Group (UEG) for 2019/20. In introducing the paper, the Director reminded members of the core principles previously agreed by the Court and provided an update on the forecast outturn for 2019/20, which, excluding the impact of USS provision accounting, showed a positive variance of £2m. The paper focussed on developing plans to address the previously identified £15m contribution gap, and the Court agreed that the distribution of the growth/savings should be taken forward at the discretion of the UEG, rebalancing as necessary across Professional Services, Schools, and International to take into account growth and savings projections. Some members highlighted the importance of exercising caution and ensuring that

any savings in the professional services were considered in the context of projected growth to ensure that reputational risk was appropriately minimised.

The Court highlighted the importance of ensuring that the growth or savings projections were sustainable. In response to questions the Director of Finance confirmed that the UEG was mindful of the need to ensure appropriate investment in areas of professional services to maintain support for the projected rise in international student numbers.

The Court also suggested that the University should prepare for the likely outcome that funding currently allocated to the sector for EU student fees would not be maintained within the HE budget and asked that the UEG to further develop the range of scenarios to include a £15-20m and £20-25m funding gap.

The Court also noted that the Finance & Policy Committee had, in its meeting on 21 October 2019 (see also minutes 20 and 29(2) below), encouraged the UEG to consider opportunities for accelerating the realisation of savings. Members noted that the UEG had commenced work in this respect, and that further updates would be provided to the Committee at its meeting on 21 January 2020.

**The Court decided:** to thank the Director for the update and ask that further scenario planning be taken forward as discussed.

(2) Estates Strategy

The Court considered the Estates Strategy beginning 2020/21 and concluding 2029/30, with a particular focus on the first 5 years. Members noted that it had been developed as a dynamic document, with the intention of regular review and update. In introducing the report the Chief Operating Officer told the Court that the Strategy was being presented for approval, subject to the conclusion of final consultations with the 2019/20 Dundee University Students' Association (DUSA) Executive. The DUSA President also set out the expectation that other student groups such as the Student Representative Council (SRC) would be involved in this consultation.

The Court noted that with regard to the capital priorities highlighted relating to the Crawford Building and the Business School, both projects remained subject to the development, consideration and approval of individual business cases and that these would be brought forward in due course. In response to questions, the Chief Operating Officer confirmed that the capital funding proposed for the Crawford Building would be focussed on de-risking activity in the building and not general maintenance.

The Court welcomed the proposed strategy and encouraged officers to further develop and embed the University's ambitions in relation to sustainability, including energy efficiency, embedded carbon cost and

renewable energy. In particular, the Court encouraged the University to set sector-leading targets within the area of environmental sustainability.

The Court also highlighted the importance of ensuring that inflation was appropriately included in the capital plan for later years of the strategy. Members particularly welcomed the framework for estates capital projects and strategic investment, and the associated scoring matrix.

**The Court decided:**

- (i) to approve the Estates Strategy subject to the conclusion of final consultations with the DUSA Executive and the inclusion of the University's aspirations to be an exemplar for climate/energy sustainability; and
- (ii) otherwise to commend the work to date.

(3) REF2021 Strategy and Action Plan

The Court received a paper from the Vice-Principal (Research, Knowledge Exchange & Wider Impact) which outlined: the strategic significance of the REF2021 performance; the approach and governance arrangements, which were noted to be consistent with the SFC-approved Code of Practice and the wider University values; and areas of risk and associated risk mitigation.

The Court welcomed the paper, with discussions focussing on the need for continued planning beyond REF 2021 to ensure that the institution was 'right-sized' for future REF processes, and on the approach to the optimisation of the return. The Court also welcomed the modest investment in staff ahead of the REF.

**The Court decided:** to thank the Vice-Principal for the update.

(4) Reserved Business: CSU

The Court considered an update from the Vice-Principal (International) in relation to the Central South University (CSU) Joint Education Institute (JEI). In introducing the report the Vice-Principal drew members' attention to the inherent operating risks specific to operating within Chinese jurisdiction, and members expressed an interest in the contractual terms specifically relating to the upholding of University of Dundee values. Noting that a UK-wide framework was expected to be finalised in February 2020, the Court agreed that the Audit & Risk Committee should be encouraged to review this area of risk.

The Court also specifically noted the prestige of its JEI and JEP partners, all of which were Double First-Class Chinese Universities.

**The Court decided:** to note the update and endorse plans to proceed to sign a contract with CSU in December 2019, with subsequent submission to the Hunan Provincial



Government MoE in early 2020, subject to the Court approve negotiation criteria being met.

#### 18. CHAIR'S REPORT TO THE COURT

The Court noted that the sectoral activities of the Chair were detailed in the report from the meeting of the Governance & Nominations Committee on 21 October 2019 (see also minute 29(3)), and that other matters of relevance had been detailed in minute 14 (above).

**The Court decided:** to note that there were no further matters for report.

#### 19. UNIVERSITY EXECUTIVE GROUP REPORT TO COURT

The Court received a report from the University Executive Group (UEG) (**appendix 2**) which highlighted internal and sectoral matters of relevance and interest to the Court. In considering the report the Court focussed on the UEG's update on the implementation of the University Strategy, with members noting that the areas of 'delivering sustainable ambition', 'growing & diversifying our student community' and 'enhancing University performance and reputation' had been identified as strategic priorities for the UEG in 2019/20. The report also provided updates on ballots by the UCU relating to pay and pensions matters, and members noted the University's preparations in this respect. An update on Brexit planning was also provided.

The Court also welcomed the update on student recruitment outcomes for 2019/2020, and members noted that the University was expected to meet budget projections.

The Chair drew members' attention to the update on strategic projects for internationalisation following more extensive discussion at the Court Retreat earlier in the year.

The Court also noted the UEG consideration of minutes from the last meeting of the Academic Health Science Partnership (AHSP) and members noted the expectation that proposals for the future structure, objectives and deliverables of the AHSP were to be developed in the near future.

Finally, the Court formally noted the award of 'University of the Year for Student Experience' in the Sunday Times Good University Guide 2020, which was acknowledged as a testament to the quality of teaching and support delivered by staff and to the strength of the partnership between the University, DUSA, and students.

**The Court decided:** to note the report.

## 20. CONVENER REPORTS

The Court received reports from the conveners of each of the committees of the Court, highlighting strategically relevant matters considered by the committees for discussion by the Court.

In the absence of the Convener of the Audit & Risk Committee, Mr Keith Winter, a member of the Committee, highlighted the Committee's review of the Annual Financial Statements, and in particular its opinion that the University should be considered a going-concern for the coming 12 months. He also drew members' attention to discussions relating to the annual Internal Audit Follow-Up report and further work to be carried out in this respect, as well as the findings of the 'Lessons Learned' report from Ernst Young in relation to Business Transformation. Finally, he highlighted proposed amendments to the Remit & Terms of Reference of the Committee.

The Convener of the Finance & Policy Committee drew members' attention to the Committee's discussion of items included elsewhere on the agenda for Court including: financial sustainability and debt financing; the Annual Financial Statements; the Tay Cities Deal; and the Estates Strategy. He also highlighted the review of fundraising activities for the previous 12 months, and members noted that the Committee had commended the Development & Alumni Relations Office for its continued strong performance. Members noted that the report included the annual update on the Ninewells Cancer Campaign – the consideration of which had been delegated to the Committee by the Court. Members also noted that the Committee had considered a report setting out Business Transformation (BT) efficiencies, and that it would continue to monitor this through further metrics-based reports later in the year. Turning to approvals, the Court was supportive of the recommendation that the Schedule of Delegation & Decision-Making Powers be amended to remove the requirement for grant applications of a value greater than £3m to be approved by the Committee. The Court's approval of this recommendation is noted in minute 29(2) below.

The report from the Convener of the Governance & Nominations Committee focussed on the University's policy for information management and data security as it applied to members of the Court, and in particular the consequences for non-compliance. It also highlighted the Committee's review of the report from the Quinquennial Review of the Effectiveness of the Court working Group, as discussed in detail in minute 22 (below), and its support for proposed changes to Statutes and Ordinances relating to the Graduates' Association as discussed in minute 16(2). The Convener also updated members on the outcome of the last lay Court recruitment process, and members noted the recommendation that a search consultancy be engaged to support the on-going process. Members also approved the date and arrangements for the next Annual Public Stakeholder meeting of the Court, and the Chair encouraged members to reserve time in their diaries for the event. Other items highlighted for approval are listed in minute 29(3) below.

In introducing the report from the People & Organisational Development Committee the Convener highlighted the Committee's focus on reviewing its remit relative to that of the Remuneration Committee to avoid duplication or gaps in provision. The Convener also highlighted the new comprehensive annual People Report, and

members noted that the report was available to all members online. The Court also noted that the Committee had sought clarification as to where staffing profile trends were monitored, and the Convener of the Finance & Policy Committee confirmed that this was explored by that committee on a regular basis through information in the quarterly management accounts. The Court also noted the timetable for the staff survey and the Committee's positive discussion of a recent internal audit report on equality, diversity and inclusion.

The Convener of the Remuneration Committee told the Court that although the Committee had not met since the last meeting of the Court, she had consulted with all members in relation to the termination payment to the Principal & Vice-Chancellor, and that all members had indicated their approval for the payment. She reiterated that the payments agreed were consistent with the University's contractual obligations and comprised six months' salary in lieu of notice, payment of six months' employer pension contributions in lieu of notice, and payment of 8.5 days of outstanding leave entitlement. Alongside tax and NI deductions, a further deduction comprised pro rata repayment (at 13/24ths) of both the disruption allowance and relocation expenses. It was also agreed that the tenancy of University House would end on 29 February 2020, and that in the interim rental payments would continue to be paid at the previously agreed level.

**The Court decided:** to thank the conveners for their reports (approvals are noted in minute 29 below).

## 21. **FINANCIAL STATEMENTS FOR THE YEAR ENDING 31 JULY 2019**

### (1) Annual Report from the Audit & Risk Committee

The Court received the annual report from the Audit & Risk Committee for 2018/19 (**Appendix 3**). The Court noted that the report provided a summary of the activities of the Committee, including internal audits during the 2018/19 academic year. The Convener advised the Court that the Committee was satisfied with the diligence of the internal and external auditors, and that on the basis of the report provided by management, the views of the Audit & Risk Committee, and the review undertaken by the external auditors, the Committee was content to endorse both the report and the annual accounts to the Court for approval.

**The Court decided:** to approve the report for onward submission to the Scottish Funding Council.

### (2) Letter of Representation

The Court considered the proposed draft letter of representation which was to be provided to the auditors. The Court noted that following the resignation of the Principal, the Scottish Funding Council had been contacted and had given authorisation to the Chief Operating Officer to sign the letter on this occasion.

**The Court decided:** to approve the letter of representation for signature by the Chairperson and the Chief Operating Officer.

(3) Annual Report and Financial Statements

The Court received the reports and financial statements for 2018/19 [http://www.dundee.ac.uk/finance/procedures/financial\\_statements.htm](http://www.dundee.ac.uk/finance/procedures/financial_statements.htm). The Director of Finance advised members of changes to the statements following the resignation of the Principal and members confirmed that they were content with the approach taken.

In terms of the operational results, the reported operating deficit before other gains was £55.11m, with the impact of the 2017 USS valuation accounting for £48.36m of the £46.06m variance from 2017/18. The University's net cash position had reduced by £14.79m to stand at £25.7m. Net operating cash inflow had decreased by £8.4m to stand at a net cash outflow of £3.3m with a capital spend of £17.45m.

Total income increased by 3.9% compared to the previous year to stand at £256.4m, with income from the Scottish Funding Council increased by £2.6m to £81.1m, income from research was down by £4.2m to £69.8m, and income from tuition fees increasing by £10m to £56.8m. Total expenditure increased by 2.9% to £263.1m, with staffing representing the largest category of costs at £150.7m (an increase of 4.1% from the previous year). Other operating expenses increased by 7.2% to £92.5m. Depreciation and amortisation decreased by 17.5% to £18.2m, including a software impairment of £2.5m.

**The Court decided:** as recommended by the Finance & Policy and Audit & Risk Committees, to approve the Reports & Financial Statements for the year ended 31 July 2019.

22. **QUINQUENNIAL REVIEW OF THE EFFECTIVENESS OF THE COURT**

The Court received the report from the Quinquennial Review of the Effectiveness of the Court 2019. The Court noted that the report was overall positive with regard to governance at the University, and that the recommendations set out opportunities for continued enhancement of the approach in a manner aligned to the University's commitment to leading governance practice. The Chair of Court thanked the Convener of the Working Group for the Review, Dr William Boyd, and the external facilitator, Mr Eddie Frizzell, for their professional and thorough approach to the review.

In introducing the report Dr Boyd highlighted sections within the report from the external facilitator which related to the dynamics of the Court, and the challenge between the Court and the University Executive Group (UEG). In particular, members noted the importance of being aware of the boundaries between governance and operational management, and ensuring that the necessary challenge was both welcomed and constructive. The Court explored ways in which

the development of the relationship between the Court and the UEG could be appropriately supported, and members suggested that the Governance & Nominations Committee consider the benefits of scheduling a workshop to explore recent Court discussions through this lens.

The Court was supportive of the 16 recommendations contained in the report. The Court noted that the Governance & Nominations Committee would consider an action plan for the recommendations at its next meeting on 21 January 2020, with further updates being provided to the Court through the minutes from that meeting.

**The Court decided:**

- (i) to approve the report for publication on the University website (**appendix 6 annex 4**), and await further reports relating to the implementation of the recommendations; and
- (ii) to advise the Senate that in accordance with the Scottish Code of Good HE Governance it should commence arrangements for its own review of effectiveness.

## 23. MEMBERSHIP OF THE AUDIT & RISK COMMITTEE

The Court received a recommendation from the appointing panel convened to consider the appointment to an external (non-Court) lay member vacancy which had arisen on the Audit & Risk Committee. The Court noted that the Panel had identified two candidates who had skillsets which would broaden and complement those of the current membership of the Committee, and had recommended the appointment of both candidates. The Court was supportive of the recommendation and the Director of Academic & Corporate Governance confirmed that this was permissible under the terms of the Remit & Terms of Reference of the Committee.

**The Court decided:** to approve the appointment of Colin Clunie and Gordon Weir as external lay members of the Audit & Risk Committee for a period of 4 years, noting that in alignment with Statute 9(2)k the term of office would be deemed to have begun on 1 August 2019.

## 24. INSTITUTIONAL RISK REGISTER

The Court considered and approved the Institutional Risk Register. Noting that the Audit & Risk Committee was to hold a deep-dive workshop early in the new year to review the register in detail, the Court agreed that it should ensure that time was allocated to the item on the agenda for the meeting of Court on 25 February 2020.

**The Court decided:** to approve the revised Institutional Risk Register for publication on the University website [<https://uod.app.box.com/v/institutionalriskregister>].

**25. ANNUAL SUMMARY OF LEAGUE TABLE PERFORMANCE**

The Court received a report from the Director of Strategic Planning setting out the findings of the annual analysis of the University's performance in UK and World League Tables. The Court noted a steady performance in the UK league tables, including 'University of the Year for Student Experience' in the Times Good University Guide, but a fall in both QS and Times Higher international league tables, meaning that the University remained outside the world top 200 in both. The Court was advised that the University League Tables Working Group, convened by the Vice-Principal (Education) was exploring the detailed analysis of performance, and that together with the input from the Deans' Group, it would make recommendations to ensure that the University was both maximising its return and taking action in areas where there was genuine room for improvement.

**26. REPORT FROM THE CONVENER OF THE SENATUS ACADEMICUS**

The Court noted the areas highlighted in the report to the Court from the Convener of the Senate meeting on 16 October 2019. The Chair drew members' attention to discussions relating to 'Climate Change Emergency' and challenges in addressing the University's financial position. The Court was also interested to note the new approach to criteria for academic promotion. The Chair also highlighted the Senate's concerns for student mental health and well-being, and the Court was pleased to note that the Senate had commended the work of the academic and professional support staff in responding to students seeking help.

**The Court decided:** to note the report.

**27. NARRATIVE FOR THE SENATE**

The Court suggested that the report from the Chair of Court to the Senate should focus on discussions relating to: financial sustainability; next steps following the resignation of the Principal & Vice-Chancellor; the Estates Strategy; the Court's endorsement of the REF 2021 Strategy; the Tay Cities Deal presentation and in particular the approval of the Court of the move to full deal in relation to the two University of Dundee projects; the Quinquennial Review of the Effectiveness of the Court, and the recommendation that the Senate now commence its own review of effectiveness; and the interest of the Court in the League Table Performance data analysis.

**The Court decided:** to ask that the Chair of Court prepare a report to the Senate on this basis.

**28. SFC OUTCOME AGREEMENT SELF-EVALUATION REPORT**

The Court received a copy of the University's Outcome Agreement Self-Evaluation Report 2018/19 which had been submitted to the Scottish Funding Council (SFC).

**The Court decided:** to note the report.

## 29. COMMITTEE REPORTS

### (1) Audit & Risk Committee Minutes

#### (a) Minutes of the Committee's Meeting on 29 October 2019

The Court received the minutes of the Committee's meeting on 29 October 2019 (**appendix 4**). The Court's discussion of matters raised by the Committee for the attention of the Court are detailed in the Conveners' Report (Minute 20).

- The Court decided:**
- (i) to note the Committee's endorsement of the Institutional Risk Register (minute 24 above));
  - (ii) to note the Committee's approval of the Annual Report from the Audit Committee (minute 21(1) and its endorsement of the Annual Financial Statements (minute 21(3));
  - (iii) to note the Committee's endorsement of the Conflict of Interest Policy (see also minute 29(3));
  - (iv) to approve amendments to the Remit & Terms of Reference for the Committee for 2019/20 as set out in appendix 4, annex 1; and
  - (v) otherwise, to approve the minutes.

#### (b) Reserved Business: Minutes 4 &13 of the Meeting on 29 October 2019

*The Court received minutes 4 & 13 of the Committee's meeting on 29 October 2019. The minutes were considered to be reserved business and the University claimed exemptions in sections 30(b), 30(c), 33(1)(b) and 38 of the Freedom of Information (Scotland) Act 2002. The minute will be included as an appendix to the minute of the Court meeting at which its release is approved.*

**The Court decided:** to approve the minutes

### (2) Finance & Policy Committee Minutes

The Court received the minutes of the Committee's meeting on 21 October 2019 (**appendix 5**). The Court's discussion of matters raised by the Committee for the attention of the Court are detailed in the Conveners' Report (Minute 20).

- The Court decided:**
- (i) to approve an amendment to the Schedule of Delegation & Decision-Making Powers such that reference to the requirement that the Finance & Policy Committee approve grant applications of a value greater than £3m be removed; and
  - (ii) to approve amendments to the Remit & Terms of Reference for the Committee for 2019/20 as set out in appendix 5, annex 1; and
  - (iii) otherwise, to approve the minutes.

(3) Governance & Nominations Committee Minutes

The Court received the minutes of the Committee's meeting on 21 October 2019 (**appendix 6**). The Court's discussion of matters raised by the Committee for the attention of the Court are detailed in the Conveners' Report (Minute 20).

- The Court decided:**
- (i) to note the Committee's endorsement of the recommendations made in the Quinquennial Review of the Effectiveness of the Court (see also minute 22 above);
  - (ii) to note the Committee's endorsement of the proposed mechanism for the engagement of the Court with members of the Graduates' Association as detailed in minute 16(2) above;
  - (iii) to note the update on the recruitment process for lay vacancies arising on the Court, and to approve the formation of a panel to meet with a candidate and the engagement of a recruitment agency in relation to the remaining vacancies arising;
  - (iv) to approve the scheduling of, and arrangements for, the next annual public stakeholder meeting of the Court on 8 January 2019;
  - (v) to approve the Court Resilience Plan (appendix 6, annex 1);
  - (vi) to approve the Conflict of Interest Policy (appendix 6, annex 2);



- (vii) to approve amendments to the Remit & Terms of Reference for the Committee for 2019/20 as set out in appendix 6, annex 3;
- (viii) to approve the University's Modern Slavery Statement 2019 Update for submission and publication (**appendix 6, annex 5**); and
- (iii) otherwise, to approve the minutes.

(4) People & Organisational Development Committee Minutes

The Court received the minutes of the Committee's meeting on 31 October 2019 (**appendix 7**). The Court's discussion of matters raised by the Committee for the attention of the Court are detailed in the Conveners' Report (Minute 20).

- The Court decided:**
- (i) to note the Committee's endorsement of the continued use of the Court Statement on Diversity, subject to it being renamed the Court Statement on Equality, Diversity & Inclusion; and
  - (ii) otherwise, to approve the minutes.

(5) Welfare & Ethical Use of Animals Committee Minutes

The Court received the minutes of the Committee's meetings on 18 July and 16 October 2019 (**appendix 8**).

- The Court decided:** to approve the report.

### 30. **REPORT FROM THE SENATUS ACADEMICUS**

The Court received a report from the meeting of the Senate on 16 October 2019 (**appendix 9**). Matters of interest highlighted to the Court were discussed under minute 25 (above).

- The Court decided:**
- (i) to note the approval by the Senate, for its part, of Changes to Statutes 9 (The Court) and 20 (The Graduates' Association) and Ordinances 20 (The Graduates' Association) and 39 (Degrees, Diplomas and Certificates);
  - (ii) to note the approval by the Senate, for its part, of consequential changes to Ordinances 18 (Election of Members of the Court and Senate, 43 (Tuition and Other Fees) and 66 (Nominations to the Court by the Trade Unions and the Students' Association), and further noting that these were considered to be urgent and uncontentious in nature, to approve the

changes under the terms of Article 16.2 of the Charter, such that they may be passed at a single meeting of the Court;

- (ii) to approve the recommendations concerning the conferment of the title of Professor Emeritus upon Professors John Arnott, Paul Harris and Tracy MacKenna (effective 24 October 2019); and
- (iii) otherwise, to note the report.

**31. STAFF: PROFESSORIAL AND GRADE 10 APPOINTMENTS**

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

Name	Title	Date
Professor David Gray	Professor of Translational Biology	23 January 2019

**The Court decided:** to note the appointment.

Ronald Bowie  
Chair of Court

## APPENDIX 1

AMENDMENTS TO STATUTES AND ORDINANCES  
(Minute 16 (2)(l))

## University of Dundee

## Proposed changes to Statutes and Ordinances

## Statutes:

## Statute 9 The Court

- (1) The Court shall consist of the following persons, namely:
- (a) A Chairperson (in terms of paragraph (3) below), who shall also be the senior lay member in terms of the Higher Education Governance (Scotland) Act 2016.
  - (b) A Deputy Chairperson (in terms of paragraph (4) below).
  - (c) The Principal or, in the absence of the Principal, a Vice-Principal.
  - (d) The Rector or an Assessor nominated by him or her, after consultation with the Students' Association, to serve throughout the Rector's term of office.
  - (e) The Lord Provost of Dundee City Council or an Assessor nominated by him or her to serve throughout the Lord Provost's term of office.
  - ~~(f) Two members of the Graduates' Association appointed by the Graduates' Association, to be known as Graduates' Association members.~~
  - ~~(f)~~(g) Three members of the Senatus elected from its members by the Senatus.
  - ~~(g)~~(h) Two members of Staff Council elected by the Staff Council.
  - ~~(h)~~(i) Two members nominated from among the students of the University by the Students' Association.
  - ~~(i)~~(j) One member of academic staff nominated by a trade union having a connection with the University from among that union's members.
  - ~~(j)~~(k) One member of support staff nominated by a trade union having a connection with the University from among that union's members.
  - ~~(k)~~(l) Eight-Ten other persons, not holding appointments from Court, as may be co-opted by the Court, at least two of whom shall be graduates of the University. The Court shall nominate one of the members who is a graduate to act as intermediary between Court and the graduates of the University in a manner as prescribed in Ordinances.
- Provided always that no matriculated full-time student of any university, other than the members nominated under sub-paragraph (l) of this paragraph, shall be a member of Court.
- Provided also that no member of staff of the University may serve as a nominated or elected Assessor or representative save as provided for under sub-paragraphs (g), (h), (j) and (k) of this paragraph.
- Provided further that no former member of staff of the University or former student of the University may serve on Court either as a Chairperson in terms of sub-paragraph (a), Deputy Chairperson in terms of sub-paragraph (b), an assessor in terms of sub-paragraphs (d) and (e), ~~as a Graduates' Association Member in terms of sub-paragraph (f)~~, or as a co-opted member in terms of sub-paragraph (l) of this paragraph until four years have elapsed from the point at which that person ceased to be a member of staff or a student of the University.
- (2) (a) The Chancellor of the University shall have the right to receive Court papers and to attend Court meetings, but shall not be a member of the Court and shall not be entitled to vote at Court meetings.
- (b) The Principal and the Rector shall hold office as long as they continue to occupy the positions named respectively.

~~(c) The manner of appointment and period of office of the Graduates' Association Members of Court shall be as prescribed in the Ordinances.~~

(~~dc~~) The manner of election of the members of Court elected by the Senatus and by the Staff Council and their respective periods of office shall be as prescribed in the Ordinances.

(~~ed~~) The manner of appointment of the members nominated under sub-paragraphs (~~h~~), (~~i~~) and (~~j~~) and (~~k~~) of paragraph (1) shall be as prescribed in the Ordinances.

(~~fe~~) Where, under sub-paragraph (d) of paragraph (1) above, the Rector elects not to hold office as a member of Court, but to appoint an Assessor, the Rector shall nevertheless retain the right to receive Court papers and attend Court meetings, but shall not be a member of Court and shall not be entitled to vote at Court meetings. An Assessor so nominated by the Rector shall hold office until the expiry of the term of office of the Rector by whom he or she was nominated and shall be eligible for further nomination, but shall not hold office continuously for a longer period than six years:

Provided always that on the expiry of a Rector's term of office any serving Assessor shall continue to be a member of the Court until a new Rector is elected and joins the Court as a member or nominates a new Assessor to hold office as a member of the Court in his or her place.

(~~ef~~) A co-opted member shall hold office for a period of four years from the date of co-option and shall be eligible for further co-option, but shall not hold office continuously for a longer period than eight years.

(~~eg~~) The maximum total continuous period of office of a member of Court serving under the terms of sub-paragraphs (b), (~~f~~) to (~~h~~) and (~~j~~) to (~~l~~), (~~g~~) and (~~i~~) to (~~k~~) of paragraph (1) above, or under a combinations thereof, is eight years, subject to the terms of sub-paragraphs (~~ih~~) and (~~ki~~) below of this paragraph.

(~~ih~~) Where a particular skill or expertise might otherwise be lost, the Court may exceptionally agree to extend by a maximum of two years the period of office of members serving under the terms of sub-paragraphs (b) or (~~hk~~) or as an assessor in terms of sub-paragraphs (d) or (e) of paragraph (1) above. ~~Graduates' Associating Members of Court who have reached their maximum term of office in that category may, for the same reason, be co-opted for an additional maximum period of two years under the terms of sub-paragraph (l) of paragraph (1) above, if such a vacancy exists.~~

(~~ji~~) On expiry of their maximum period of office on Court, members shall not be permitted to seek re-election, re-nomination or re-appointment in any category until a period of at least four years has elapsed from the date on which their membership ceases. For this purpose membership includes any period of extension granted under sub-paragraph (~~ih~~) of this paragraph.

Provided that in the case of the appointment of the Chairperson of Court, this rule shall not apply.

(~~ki~~) Casual vacancies among the members of the Court shall be filled as soon as conveniently possible by the body which or person who appointed, nominated or elected the person whose place has become vacant, and the person appointed, nominated or elected to fill the vacancy shall begin a full term of office and shall be eligible for re-appointment, re-nomination or re-election in accordance with the relevant paragraphs of this statute and respectively with the appropriate Ordinances.

Provided that where such an appointment begins at a time of year other than 1 August, for the purposes of regulating the length of the term of office it shall be deemed to have begun on 1 August preceding the actual appointment where this is before 1 February and on 1 August following the actual appointment where this is on or after 1 February.

(~~lk~~) Any member of the Court, not being an ex officio member, may resign at any time by writing addressed to the Secretary.

(~~m~~) (i) The Court shall have the power after due investigation to remove the Chairperson or any other member of Court on the grounds of serious personal misconduct, inability to exercise the functions of Chairperson or of membership of the Court, abuse of the rights and privileges of membership of Court, bringing the University into disrepute, persistent absenteeism, medical incapacity or legal impediment.

(ii) If a member of Court or any other person believes that there is a prima facie case under the terms of clause (i) of this sub-paragraph for the removal from office of the Chairperson or any other member of the Court, that person shall inform the Secretary, who shall make a recommendation to Court to investigate the case for removal from

office. The Court shall appoint a committee to carry out such investigation, comprising the Chairperson of Court (or the Deputy Chairperson if the Chairperson is the subject of the investigation), one additional lay member of Court, one staff member and one student member.

- (iii) When an investigation of the case for removal from office of a member of Court has been instigated the individual concerned shall be suspended from Court membership without prejudice pending the outcome of the investigation and the Court's decision thereon, but shall have the right to make representation to, and to appear in person before, the investigating committee.
- (iv) If the investigating committee concludes that there are grounds for removal from office, it shall submit its recommendation, together with a summary of the supporting evidence, for the Court's decision. Having considered the report, the Court may decide to remove the member from office, provided that at least three-fourths of those present and voting are in agreement.
- (v) If the investigating committee concludes that the grounds for dismissal cannot be substantiated or are insufficient and if the Court accepts that conclusion, then the suspension of the member concerned shall be immediately rescinded.
- (vi) In the event that the Court decides to remove one of its members from office, that member shall 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.
- (vii) In all proceedings under this paragraph the Court shall ensure that the requirements of human rights legislation are observed.

(3)

[.....]

- (c) Any vacancy created as a result of the appointment of a new Chairperson of Court shall be filled in accordance with either sub-paragraph ~~(h)~~(k) of paragraph (1) or sub-paragraph (k) of paragraph (2), as appropriate.

[...]

~~(6) Nothing in this paragraph shall enable the Court to delegate its power to reach a decision under paragraph (10)2 of Statute 16.~~

#### Statute 20 Graduates' Association

- (1) The Graduates' Association, ~~constituting comprising the total number of all graduates of the University,~~ shall specifically consist of the following persons:

- (a) Graduates~~s~~ of the University as defined by Ordinance
- (b) Graduates of the University of St Andrews who pursued the whole or part of their University studies in Queen's College, Dundee, in the University of St Andrews or in the former University College, Dundee, and who have elected to become members of the Graduates' Association.
- (c) Graduates and diplomates of the former Duncan of Jordanstone College of Art, Fife College of Health Studies, Tayside College of Nursing and Midwifery, Dundee College of Education and Northern College of Education (Dundee)
- (d) Honorary Graduates

~~(2) All persons qualified and intending to graduate for the first time in the University shall, as a condition of graduation, pay to the University a registration fee of such amount as may be prescribed from time to time by the Court: Provided, however, that the obligation to pay the registration fee shall not apply to persons specified in clauses (b), (c) and (d) of paragraph (1) above.~~

- (3) Members of The the Graduates' Association shall have power to make representations to the Court on all matters affecting the well-being and prosperity of the University. The manner wherein the

~~Association shall make such representations shall be as prescribed in the Ordinances. To do so, graduates shall write to the secretary.~~

~~(4) The Graduates' Association shall appoint a Business Committee with such membership and such functions as may be prescribed by Ordinance or in the Regulations. The Business Committee shall appoint a Convener who shall act also as the Chairperson of the Graduates' Association.~~

~~(5) Error! Bookmark not defined. There shall be an annual meeting of the Graduates' Association and such other meetings as may from time to time be convened as may be prescribed by Ordinance. In the absence of the Chairperson, a chairperson for the time being shall be elected by the meeting from amongst those present. There shall be presented to the annual meeting an audited financial statement of the University for the previous year, an annual report by the Principal on the working of the University during that year, and a report of the activities of the Business Committee by the Chairperson.~~

~~(6) Error! Bookmark not defined. The period of office and manner of appointment of the Graduates' Association Members of Court shall be as prescribed by Ordinance.~~

#### Ordinances:

##### Ordinance 18 - Election of Members of the Court and the Senatus

- 1 The election of the members of the Court elected by the Senatus (Statute 9(1)(~~gf~~)) shall take place in the second semester to enable, whenever possible, an announcement of the successful candidates to be made at the latest by the last Court meeting of the academic year in which an election falls due. Their periods of office shall be four years from the first day of August immediately following their election. They shall be eligible for re-election, but shall not hold office continuously for a longer period than eight years. A member of the Court elected by the Senatus who ceases for any reason to be a member of the Senatus shall simultaneously cease to be a member of the Court.
- 2 In electing members of the Court, the Staff Council (Statute 9(1)(~~hg~~)) shall ensure that one member is a member of the academic staff and one member is a member of the non-academic staff of the University. All members of the Staff Council shall be entitled to participate in the elections for both members, irrespective of whether they themselves are academic or nonacademic members of staff.
- 3 The election of the members of the Court elected by the Staff Council (Statute 9(1)(~~hg~~)) and the members of the Senatus elected by the Staff Council (Statute 10(1)(d)) and by the Schools (Statute 10(1)(h)) shall take place in the second semester in accordance with the Regulations made by the Senatus after consultation with the Staff Council. The period of office of those elected shall be four years from the first day of August immediately following their election. They shall be eligible for re-election but the Members of Court and the Senatus elected by the Staff Council shall not hold office continuously for a longer period than eight years.

[.....]

##### Ordinance 20 - Graduates' Association

- ~~1 The annual meeting of the Graduates' Association shall be held during March, April or May on a date approved by the Business Committee. Other meetings may be called by direction of the Chairperson, by the direction of the Business Committee or on the requisition in writing of at least fifty members.~~
- ~~2 The appointment of the Graduates' Association Member of Court shall be conducted according to procedures laid down in the Graduates' Association Regulations.~~
- ~~3 Such graduates shall hold office for a period of four and shall be eligible for re-appointment but shall not hold office continuously for a longer period than eight years, except as may be permitted under statute 9 The Court.~~
- 1 Members of the Graduates' Association shall have power to make representations to the Court on all matters affecting the well-being and prosperity of the University.
- 2 To make such representations graduates shall either (a) write to the Secretary of the University, or (b) write to the member of the Court co-opted in accordance with Statute 9(1)(k) and nominated by the Court to act as the intermediary between graduates and the Court. The nominated member shall be a graduate of the University and their nomination shall be listed within the published Court membership and shall be communicated to graduates at least annually.

**Ordinance 39 - Degrees, Diplomas and Certificates**

[...]

- 6 A graduate of the University of Dundee is a person who has been awarded one or more of the degrees or qualifications given in paragraph 1(1) and 2 above, or who has been awarded the Diploma of Higher Education or the Certificate of Higher Education; ~~provided that as a condition of graduation and in accordance with paragraph (2) of Statute 20 they shall pay a registration fee.~~ Such persons shall be members of the Graduates' Association.

[...]

**Ordinance 43 - Tuition and Other Fees***(An Ordinance made in terms of Statute 9(56) (q) and (r))*

- 1 The amount and incidence of payment of any tuition fee or other fee payable by undergraduate or postgraduate students pursuing part-time or full-time courses of study offered by the University shall be determined by the University Court from time to time.

**Ordinance 66 – Nominations to the Court by the Trade Unions and the Students' Association***(An Ordinance made in terms of Statute 9(1)(h-kj) and in accordance with sections 10 and 12 of the Higher Education Governance (Scotland) Act 2016)*

[...]

- (6) Where a casual vacancy arises in either of the nominations from the trade unions, the trade unions responsible shall seek to make a new nomination as soon as possible in accordance with the provisions of this Ordinance and with the procedures devised by the relevant trade union in line with sub-paragraph (4) of this paragraph. The new nominee shall begin a full term of office in accordance with Statute 9(2)(kj).

[...]

## APPENDIX 2

### UNIVERSITY EXECUTIVE GROUP'S REPORT TO THE COURT (Minute 19)

#### A. UNIVERSITY STRATEGY IMPLEMENTATION

1. Despite the challenges associated with the suspension and subsequent resignation of the Principal since the last report to Court, the University Executive Group (UEG) has continued to operate on a business as usual basis, working closely together with delivery of the University Strategy to 2022 as our primary focus. We have identified the following three strategic strands as priorities for the 2019/20 academic year:

- Delivering sustainable ambition;
- Growing and diversifying our student community; and
- Enhancing university performance and reputation.

The Court Retreat in September offered a valuable opportunity to discuss and shape our work in progressing these priorities and to explore the Court's appetite for risk in approaches to delivery.

2. At the upcoming meeting of Court, the University Secretary, Director of Finance, Vice-Principal (Research, Knowledge Exchange & Wider Impact) and Vice-Principal (International) will update members on key work undertaken over the last two months to continue to drive forward these priorities, covering financial sustainability, the University's estate and research strategies and the Central South University (CSU) Joint Education Institution project.
3. Whilst they will not be covered directly at the meeting, we would also like to highlight efforts in areas relating to internationalisation, education and people to support delivery of the three strategic priorities outlined above, with papers to be brought to the Court in due course.
4. Following feedback from members at the Retreat, UEG used part of its away day in September to consider possible next steps in development of the University's internationalisation strategy. Our focus continues to be on a thorough exploration of current and potential strategic projects, details of which are provided under the internationalisation update in part C of this report. Some are designed to support globalisation of our home campus, for example International College Dundee, while others like the Joint Educational Partnership (JEP) with Northeastern University (NEU) aim to extend our global footprint beyond Dundee. It is inevitable that potential strategic projects will move in and out of the University's broad pipeline of opportunities. As detailed at the Retreat, the Vice-Principal (International) is ensuring robust due diligence, governance and project planning processes are in place, with work already in hand to update the University's schedule of delegation and act on recommendations arising from the ELIR review.
5. In relation to education, the Vice-Principal (Education) is leading work to enhance efficiency in learning and teaching, which will include establishing institution-wide guiding principles for programme development, exploring the scope to create critical mass in key topics, and a full review of utilisation of existing space and staff timetabling.
6. In the 'people' space, work continues to refine and enhance our framework of processes to best support our high-performance community. Most recently we have been updating our academic promotion criteria and performance and absence management processes.
7. Members may also be interested to note that as part of delivery of the University strategy, UEG has recently agreed an engagement plan for internal stakeholders, beginning in January with a schedule of meetings with Deans and School Executive Groups.



**B. SECTORAL ISSUES**Pay and Pension Matters

8. As advised in the last report to Court, the University & College Union (UCU) held two separate but concurrent ballots in September over pay, casualisation, equality and workloads, and in respect of changes to the Universities Superannuation Scheme (USS).
9. A total of 140 universities were balloted over pay and conditions, with 74% of voting members supporting strike action. Sixty-nine universities were balloted over USS changes, with 79% of voting members supporting strike action.
10. The UCU has subsequently announced eight consecutive days of strike action beginning on 25 November. Members at 43 universities, including the University of Dundee, will be striking over both pay and pension matters. Further industrial action is scheduled for the new year with members working only to contract which may potentially affect their ability to provide cover if required or to reschedule lectures cancelled due to strike action.
11. To prepare, we have reformed the University's Strike Action Group led by the Director of Human Resources which will be meeting regularly over the coming months to monitor and seek to minimise strike impact and disruption. We will also continue to work through Universities UK to participate in open and constructive dialogue with the UCU to seek to find a resolution that avoids industrial action.

Audit Scotland Report on Finances of Scottish Universities

12. A report from [Audit Scotland](#) on the finances of Scottish universities was published last month and has been shared with the Court. The report indicates that Scottish universities' financial positioning has deteriorated significantly since the last report in 2016 due to increased costs, further funding cuts and more reliance on borrowing – all issues previously shared with the Court in relation to our own financial sustainability.
13. Key messages from the report include:
  - The significant variation in financial health across universities in Scotland, with surpluses concentrated in three of the four ancient universities, and in contrast nine institutions facing increased financial difficulties.
  - The changes in sources of income to universities, with SFC funding to the sector found to have reduced by 7% between 2014-15 and 2017-18, and unregulated tuition fee income replacing SFC grants as the single biggest source of income for Scotland's universities.
  - The increasing reliance on borrowing, with a 114% sector level increase in borrowing since 2014/15.
  - The increased financial pressures facing the sector, including growing pension costs, estates costs and the potential consequences of EU withdrawal.
14. Court is well versed in our internal efforts to address this growing funding challenge and achieve financial sustainability. At sector-level, we are supporting lobbying for sustainable investment in higher education (for example via Universities Scotland Spending Review) and recently had the opportunity to evidence the broad positive contribution made by Dundee and the sector as a whole when Karen Watt, Chief Executive of the SFC, visited us last month and met with staff and students. In light of the delay to announcement of the UK Budget, we are monitoring for updates from the Scottish Government on the timeline for setting the Scottish Budget.

Brexit Planning

15. Members will be aware that following the last update to Court, the UK was granted a three-month Brexit extension, and is now expected to leave the EU on 31 January 2020, or potentially earlier if a deal is ratified before then. UK Parliament has subsequently passed a bill to trigger a general election on 12 December 2019.
16. The Brexit Oversight Group, led by the University Secretary, continue to monitor developments relating to Brexit, one of which has been the UK Government's announcement of a new [two-year post-study](#) work visa for all overseas students starting courses from 2020. The fee treatment of EU students starting their studies in Scotland from January 2021 remains unclear.

17. The post-study work visa aside, as it currently stands, the Prime Minister's proposed Brexit deal does not alter original sections relating to academic and research cooperation developed under Theresa May's Government, and a no deal Brexit still remains a possibility. Therefore, the update provided by the University Secretary to the Court in September remains largely unchanged, with uncertainty around the terms of the UK's exit from the EU and subsequent impact on the higher education sector.
18. In recognition of the impact of this continued uncertainty on the University community, UEG has organised a series of informal coffee events for all staff to provide an opportunity to discuss issues concerning them and show support for EU colleagues, with two events held in October, and further events planned for November and December. In addition, a series of legal sessions with an immigration lawyer have been held and an android phone made available on the city and Ninewells' campuses to support staff with immigration queries and applying for settled status. The UEG will continue to actively manage the situation and any associated risks as the position on Brexit evolves.

#### Equality and Human Rights Commission: Tackling Racial Harassment

19. Last month, the Equality and Human Rights Commission published the findings of its inquiry into racial harassment in Higher Education. The report (available [online](#)) finds that racial harassment is a common experience for some students and staff at universities across the UK and suggests that while positive progress has been made since its last report in 2016, there remain issues in the sector with recognising and addressing racial harassment.
20. Recommendations for Higher Education Providers made within the report include:
  - Enabling students and staff to report harassment and ensuring their complaints procedures are fit for purpose and offer effective redress.
  - For senior leaders to take steps to embed an inclusive culture where staff and students feel confident and supported when making complaints.
21. To coincide with the report, both [Universities UK](#) and Universities Scotland have published 'companion reports' which outline institutions' progress on tackling instances of harassment, gender-based violence and hate crime. The reports suggest that despite positive activity, university responses are not as joined-up as they could be.
22. Valuing people and working together are central to our University values and we have already undertaken a significant amount of work in this area. Findings and recommendations from all of these reports have been discussed by the UEG and are being reviewed in detail by our Equality, Diversity & Inclusion Committee to help inform existing efforts to ensure a coherent, institution wide approach to protecting vulnerable groups and those with protected characteristics through robust management and promotion of positive behavior. A cross-university group has also been established to bring forward recommendations on putting our values into action.

### **C. INTERNAL MATTERS**

#### Student Recruitment Update

23. Although early in the cycle, we are pleased to report that our student recruitment outcomes for 2020 are encouraging, with strong overseas growth already apparent for undergraduate (UG), postgraduate taught (PGT) and postgraduate research (PGR). A full update will be provided to Court in Spring 2020.
24. To date indications are of a strong performance in overseas recruitment. Postgraduate taught (PGT) overseas matriculations for Semester 1 were 9% above budgeted expectation (572 students against a target of 523). While we anticipated similar growth against target for Semester 2, the Government's recent post-study work visa announcement appears to have led some students to defer from a January 2020 entry to September 2020 in order to qualify for the new visa. Despite this, we still expect to meet or be close to meeting target in Semester 2 and so anticipate that the full year position will be above budgeted expectation.
25. Undergraduate overseas matriculations have grown by 12% (an increase of 157 students from 140 students), with particularly strong intake quality for controlled matriculations. We have not yet achieved

the full year target of 172 students but anticipate moving closer to meeting this following matriculation to the new Semester 2 start undergraduate programmes.

26. In addition, it is anticipated that International College Dundee (ICD) will recruit above a target of 150 for 2019/20, including in relation to the new single semester pre-Masters programmes. We also expect 59 students to progress to the University from existing International College Dundee (ICD) cohorts in 2019/20.
27. We expect to meet or exceed the full year budgeted position in respect of PGR intake from overseas, with students matriculating throughout the year. The establishment of our new Doctoral Academy in 2020 is designed to grow volume and quality of our vital PGR community.
28. Our 2019/20 Scottish/EU intake targets have been achieved but, following the strategic decision taken in relation to adjustment, confirmation and clearing to increase quality of intake, our undergraduate RUK intake was below target.
29. The University should expect to meet the full year budgeted position for Home/EU PGR. Whilst the Home/EU PGT intake is currently below target, the Semester 2 intake is likely to exceed budgeted expectation and it is therefore anticipated that the overall target for the year will be met.

#### Partnerships & Projects

30. **Strategic Projects for Internationalisation.** Members were advised at the Court Retreat of key projects which have been approved or are under consideration to advance our internationalisation agenda. The Vice-Principal (International) is leading the investigation of opportunities and any development of new projects.

We anticipate that the Joint Educational Partnership (JEP) with Northeastern University (NEU), the Joint Education Institute (JEI) proposal with Central South University (CSU), development of International College Dundee, expansion of our Academics Abroad initiatives and implementation of a School of Life Sciences undergraduate recruitment initiative will support the £5m international contribution growth target for 2023/24.

31. The NEU JEP and CSU JEI proposals are both full cost recovery models, although the JEP contributes significantly more financially than the JEI due to time students spend in Dundee accounting for c80% of NEU project surplus. A JEI cannot support study outside of China, although some subsequent post-graduate and doctoral flows are anticipated, in addition to potential research and knowledge-exchange linkages.
32. We anticipate small net additional professional service investments associated with delivery of International College Dundee, new programmes, and SLS international undergraduate projects. These investments are not currently budgeted but will routinely be considered by the Planning & Resource Group and UEG. Most associated academic and professional services costs will be met from within existing budgets.
33. No additional budgetary investment is set aside for other potential major offshore projects. To date, no potential projects beyond those noted above have moved into an intensive due diligence phase. Since the Court Retreat, the potential Middle East opportunity has dropped out due to a change of focus by the prospective partner and we are seeking to reframe the Sub-Saharan African opportunity as essentially a foundation programme in the first instance which would involve the completion of studies in Dundee. We also remain in dialogue with Navitas around a range of potential opportunities. This work is currently being supported through the Educational Partnerships Development Unit. If UEG recommend moving any additional specific new opportunity to 'deep dive' status then an associated project plan, due diligence, outline business case and broad investment implications would be forthcoming to Finance & Policy Committee and Court at that time.
34. In light of our financial sustainability challenges, in the near term, we are re-doubling our efforts around open international recruitment, particularly in light of the reintroduction of post-study work visas for incoming international students. Activity includes strengthening our agent management strategies, extending our brand visibility in international markets, exploring the opportunities to cut international application turnaround times prior to the deployment of the student component of the Business Transformation project and maximising the impact of our cross-University conversion activity. No

additional investment is currently set aside for these activities and all in-year spend proposals will be monitored by the Planning & Resource Group and UEG. Any further investment proposals for 2020/21 and beyond to support the planned 80% rise in international fee income from 2019/20 to 2023/24 will come forward as part of the next budget to be considered by Court in June 2020.

35. **Academic Health Science Partnership.** As Court will be aware from the minutes of the Academic Health Science Partnership (AHSP) Board and previous discussions, AHSP is a collaboration between NHS Tayside, University of Dundee and industry partners designed to drive and grow innovation projects in health and social care. The partnership was established in 2014 as part of a five-year pilot funded by the Scottish Government with in-kind support from the University of Dundee and NHS Tayside. Its activities have included leading on the medical technologies (Med-Tec) component of the 'Growing the Tayside Biomedical Cluster' business case.
36. At the meeting of UEG on 24 October, we reviewed minutes from the last AHSP board meeting and received an update from the Vice-Principal (Provost) in his capacity as co-chair on future thinking as AHSP approaches the end of its agreed term. We anticipate considering more detailed proposals on future structure, objectives, and deliverables in due course and will update Court at that time.

#### Awards & Engagement

37. **Sunday Times University of the Year for Student Experience.** We are delighted to have been named University of the Year for Student Experience in The Sunday Times Good University Guide 2020. The Guide is one of the most influential publications for those considering applying to university and the award is a great testament to the quality of teaching and support delivered by our staff. The experience we offer students at Dundee has long been a priority and lies at the heart of our marketing to prospective students and this award will serve to bolster those efforts.
38. **Public Engagement Strategy and Action Plan.** As part of delivery of the University of Dundee's public engagement strategy and action plan, we will shortly be submitting an institution-wide application to the National Coordinating Centre for Public Engagement's (NCCPE) 'Engage Watermark.' The engage watermark, further details of which can be found [online](#), is a national award granted by the NCCPE to higher education institutions for their commitment to embedding strategic support for public engagement. Submitting for the award is an opportunity for us to formally demonstrate our everyday work to deliver impact locally and globally and to reflect on how we will continue to enhance these efforts going forward.

#### Awards and Accolades

39. A list of awards and accolades won by staff and students since the last report to Court is included in **Annex 2 and 3**.

**Annex 1: University Executive Group Meetings**

The University Executive Group has met formally on 10 September, 25 September, 9 October, 24 October, 6 November and 20 November since the last report to Court. The following items were considered:

1. **CORPORATE ISSUES**
  - Brexit planning
  - Business transformation
  - Estates strategy
  - Cyber security
  - Business school development
  - Development & alumni relations update
  - Tay cities deal
  - Transport strategy
  - International opportunities
  - V&A
  - Academic health science partnership
  
2. **FINANCIAL ISSUES**
  - Financial Review of the Year and Annual Financial Statements
  - Impairment Review
  - Financial Strategy and Loan Financing
  - Research Income Reporting
  - Budget and Planning Process for 2020-21 to 2022/23
  - Approval of Plans from Planning Cycle in 2018/19
  
3. **ACADEMIC MANAGEMENT ISSUES**
  - Attendance data capture and student case management
  - Approval of large research grant applications
  - National Student Survey Plan
  - Public Engagement Action Plan
  - Workload Allocation Model Software
  - Student Recruitment Update
  - Review of Schools' Performance
  
4. **HUMAN RESOURCES ISSUES**
  - Approach to people strategy, alignment and management
  - Absence Management Targets
  - Staff Survey Timeline
  - 2018/19 Workforce and Recruitment Report
  - Grade replacement modelling
  - Staffing for the Doctoral Academy

**Annex 2: Research Related Grants****1. DETAILS OF RESEARCH & RELATED AWARDS**

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.

**A. RESEARCH AWARDS >£500,000**

- (i) **Professor R T Hay (School of Life Sciences)**  
**Dundee Training Programme in Integrated Molecular, Cellular and Translational Biology**  
**£5,488,462 from the Wellcome Trust**

In the Wellcome PhD Programme, a diverse cohort of students will develop research skills and attain competencies in leadership, management and communication. They will experience world-leading life sciences research in a first-class training environment, with excellent core facilities and well-funded research groups, whilst enhancing research outputs with their energy and innovation.

Students will participate in multidisciplinary research in Cellular Regulation, Protein Modification, Infection and Immunity and Drug Discovery and Translation. The flexible PhD programme will provide structured training in experimental design, data handling and processing, basic biocomputational skills and ethical standards in scientific research.

- (ii) **Professor D Horn (School of Life Sciences)**  
**Decoding Mechanisms of gene regulation in African Trypanosomes**  
**£2,138,030 from the Wellcome Trust**

Single-celled parasites, known as trypanosomes, are transmitted by African tsetse flies and cause deadly diseases in humans and animals. Key features of the parasitic lifestyle require sophisticated gene expression controls.

One prominent feature, antigenic variation, allows these persistent parasites to thwart host adaptive immunity. Another notable feature is the use of sugar in human blood. For experimentalists, trypanosomes are highly tractable; we can now even precision-edit parasite DNA sequences.

Professor Horn proposes studies designed to determine exactly how the above controls work. With powerful technologies in hand, we can now determine how the parasites activate specific proteins and shut down others. Also, since we work closely with drug-discovery teams in Dundee, we can also readily exploit opportunities to develop new therapies.

- (iii) **Professor R T Hay (School of Life Sciences)**  
**Establishing the Basis for Selectivity in the SUMO Spray**  
**£1,947,516 from the Wellcome Trust**

Pluripotent stem cells have the potential to generate all the types of cells required to make humans. The pluripotent state is maintained by many factors that regulate how genes are expressed in these cells. One such factor is known as SUMO and it functions by linking to other proteins involved in regulating gene expression and altering their activity.

SUMO is not added to single proteins but is “sprayed” onto groups of proteins acting as a protein glue and stabilizing the protein complexes. We want to determine how a protein known as the “PIAS SUMO ligase” selects groups of proteins for modification out of the many thousands of proteins contained in the cell. Selecting the correct proteins for tagging is critical. We will try and figure out how PIAS recognizes its targets, determine the mechanism by which PIAS accomplishes the modification reaction and establish the consequences of PIAS action.

- (iv) **Dr T Vettenburg (School of Science and Engineering)**  
**Correlative Refractive Index Light-Sheet Microscopy**  
**£1,148,585 (including £483,888 overheads) from the Future Leaders Fellowship Programme (UKRI)**

Developing future therapies is essential to keep the National Health Service sustainable. Currently, an estimated 70% of the UK's healthcare expenditure goes towards the management of chronic diseases. Regenerative medicine is expected to significantly reduce costs as it can turn chronic, degenerative diseases into curable conditions. Realising this potential requires the right tools to study the biological development process as it progresses from the single cell to the complex structure of entire organs.

Correlative refractive index light-sheet microscopy aims to make the invisible visible. It is based on the realization that the turbidity of biological samples is due to the same refractive index variations that yield structural information in phase-contrast microscopy. The distribution of optical properties within the specimen not only contains valuable structural information for the biologist, it also enables the adaptive wavefront correction needed for high resolution fluorescence imaging. By developing a hybrid instrument that maps the optical property distribution in parallel with the fluorescence imaging, this proposal will enable high-resolution deep-tissue imaging in turbid biological specimens. A direct view into the inner workings of the biological development process is essential to develop effective regenerative-medicine therapies.

- (v) **Professor I S Mackenzie (School of Medicine)**  
**Trials@Home: Center of Excellence – Remote Decentralised Clinical Trials**  
**£1,111,889 (including £419,282 overheads) from the EC Innovative Medicines Initiative**

MEMO Research, Division of Molecular and Clinical Medicine has been awarded a major European grant as part of the €40million Trias@Home project. The international consortium is set to explore the opportunities of moving clinical trials from the traditional clinic setting to the participant's immediate surroundings. Remote Decentralised Clinical Trials make use of digital innovations making it easier for larger, more diverse and remote populations to participate in clinical trials. These trials are expected to be conducted more quickly, efficiently, and provide results that are more representative.

Professor Isla Mackenzie, University of Dundee will lead a work package reviewing the current climate of remote trials and making future recommendations for implementation, and the Dundee team will contribute to other work packages within the five year programme including a technology scan and a pilot study.

- (vi) **Professor G J Barton (School of Life Sciences)**  
**The Jalview Resource for Biological Sequence, Structure and Function Analysis: 2019 and Beyond**  
**£1,000,000 from the Wellcome Trust**

This project will enhance a powerful computer application called Jalview that is used by tens of thousands of scientists worldwide to help them understand the function of genes and the effect mutations in DNA have on disease. Jalview works on Windows, Apple and Linux computers and provides tools to align sequences (protein/DNA/RNA) to see which regions are similar and so help find what their function is. Jalview links to international databases to extract information and show it graphically on the alignment to help scientists understand their content. The software allows time-consuming calculations to be routed to supercomputers at Dundee that perform these tasks efficiently. IT also has built in functions to calculate and display evolutionary trees and the three-dimensional structures of proteins and other molecules. Funding will enable further development of Jalview including applications to iPads and web browsers as well as providing videos to help scientists, University and school students learn to use it.

B. RESEARCH AWARDS >£100,000 - <£500,000

Name	School	Project Title	Total Value	Funder
Dr Y Kulathu	Life Sciences	Short Linear Interaction Motifs as Specificity Determinants in the Ubiquitin System - Discovery, Mechanisms and Therapeutic Opportunities (UBIMOTIF)	£282,000 (including £19,512 overheads)	EC Horizon 2020 - Marie Skłodowska Curie Actions (MSCA)
Prof. D R Alessi	Life Sciences	PPM1H Activators for Treatment of Parkinson's Disease	£272,155 (including £52,651 overheads)	Michael J Fox Foundation for Parkinsons Research
Prof. I H Gilbert	Life Sciences	A Drug Target for Shigella (Open Lab Programme)	£268,009	Tres Cantos Open Lab Foundation
Principal	Executive	Charity Open Access Fund	£187,697	Wellcome Trust
Prof. P T Donnan	Medicine	Accounting for Multimorbidity, Competing Risk and Direct Treatment Disutility in Risk Prediction Tools and Model-Based Cost Effectiveness Analysis for the Primary Prevention of Cardiovascular Disease and Osteoporotic Fracture (NIHR HS&DR) (Extension)	£139,895 (including £50,010 overheads)	NHS National Institute for Health Research
Prof. M M K Muqit	Life Sciences	Investigation of the Role of PINK1-Dependent Phosphorylation of Rab GTPases in Parkinsons Disease - 1 Year Supplement	£117,256 (including £23,451 overheads)	Michael J Fox Foundation for Parkinsons Research

C. RESEARCH AWARDS >£50,000<£100,000

Name	Discipline	Project Title	Total Value	Funder
Prof. P N H Beech	Executive Office	Creating a Scottish University Scale-up Programme	£99,976 (including £9,500 overhead)	Scottish Funding Council (SFC)
Prof. K G Storey	Life Sciences	Unravelling the Molecular Heterogeneity within the Spinal Cord Stem Cell Niche by Single Cell Transcriptomics	£88,944 (including £8,086 overhead)	Wings for Life Spinal Cord Research Foundation
Prof. M L J Ashford	Medicine	Alzheimer's Research UK Scotland Network Centre Grant 2019-20	£83,500	Alzheimers Research UK
Dr. T D Dyer	Science & Engineering	Engineering Harbour Surfaces to Limit Colonisation by Invasive Species (Joint with University of Edinburgh)	£59,157	Leverhulme Trust



**Annex 3: People and Prizes**

**Dr Sarah Martins Da Silva** from the School of Medicine has been featured in the BBC 100 Women list for her research focusing on male infertility to try to stop women being subjected to unnecessary and invasive fertility treatments. Sarah told the BBC: "I hope that we can harness science, technology, investment and innovation in male reproductive health to redress global inequalities and the current burden of fertility on women.

Three University of Dundee students, **Scott Sheldrick**, **Chester Cornford** and **Lola Knibb** have been named as the top undergraduates in Europe in their respective fields in the 2019 Global Undergraduate Awards. A further five Dundee students were highly commended by judges in the competition, which aims to celebrate top undergraduate coursework and foster interdisciplinary collaboration between students and recent graduates worldwide. Scott won the Europe award for Life Sciences, Chester for Nursing, Midwifery & Allied Healthcare, and Lola for Visual Arts. All three went through to the global final, where they lost out to extremely strong competition from some of the 3,500 entrants from across the world.

**Dr Emma Burnett** has been named the recipient of the Infection Prevention Society's Brendan Moore Award, a global honour presented to an outstanding individual who has made a significant contribution to the society in helping to improve awareness of the issue and inform practice aimed at ensuring no person is harmed by a preventable infection. Dr Emma Burnett believes that more must be done to educate the wider public about the inappropriate use of antibiotics and the threat posed to our way of life by antimicrobial resistance.

**Teena Ramsay**, a jewellery designer from Duncan of Jordanstone College of Art & Design has become the first woman to join the Hammerman Incorporation of Dundee since the organisation was founded almost 450 years ago. The Hammermen are long-term supporters of the Jewellery & Metal Design course at Duncan of Jordanstone and sponsor annual prizes that enable students to develop their practice. It was this relationship and Teena making the Incorporation's 'Boxmaster Chain of Office' that led to her being invited to join. The Hammerman Incorporation of Dundee is one of the historic Nine Incorporated Trades of Dundee. The organisation was formed in the 16th century to create a strong bargaining group to oversee the individual trades, help them control their funds, and to provide funds for charitable causes.

**Sharon Tonner-Saunders**, a lecturer in the University's School of Education and Social Work, has been named as a recipient of a British Council eTwinning National Award for using songs and Makaton to break down international language barriers. Unlike British Sign Language, which is the language of the UK's deaf community, Makaton was developed to assist hearing people with learning or communication difficulties. Signs are developed to look like a word and be as simple as possible to perform, making it particularly easy for children to learn. Her project, *Hands of the World*, has brought together learners of all ages and student teachers in schools from more than 40 countries, with classes contributing video clips of themselves singing and signing along to popular songs.

### APPENDIX 3

## ANNUAL AUDIT & RISK COMMITTEE REPORT (Minute 21 (1))

### Membership and Meetings

1. The Committee meets four times per annum and the meetings for the year 2018/19 took place on 29 October 2018, 22 January 2019, 5 March 2019 and 21 May 2019.

Attendance by members was as follows:

		Oct.	Jan.	March	May
Karen Reid (Convener)	Court member	Y	Y	Y	Y
Dr William Boyd	Court member	Y	Y	Y	Y
Keith Winter	Court member	Y	N	Y	N
Karen Bassett	Co-opted	Y	N	Y	Y
Neil Menzies	Co-opted	Y	Y	Y	Y

2. Additionally, the Convener of the Finance & Policy Committee, Richard Bint, the Internal Auditors (Scott-Moncrieff) and External Auditors (Ernst & Young), University Secretary and Directors of Academic & Corporate Governance and Finance attended meetings of the Audit Committee in 2018/19 on a regular basis.

### Financial Statements

*Year ended 31 July 2019*

3. The Committee received draft financial statements for the University for the year ended 31 July 2019 at its meeting on 29 October 2019, following their consideration by the Finance & Policy Committee at its meeting on 21 October 2019.
4. The Committee also received a report from the external auditors, Ernst & Young, who anticipated issuing unqualified audit opinions in respect of the University's financial statements and those of its subsidiary entities. The external auditors confirmed they had obtained appropriate and sufficient evidence to enable them to conclude satisfactorily on each of the significant accounting and audit matters identified.
5. The external auditors had no unadjusted audit differences to report. The auditors had identified one audit difference in relation to the current year effect of the sale of the medical curriculum to Anglia Ruskin University Higher Education Corporation, but management had chosen not to adjust this. The aggregated impact of the unadjusted audit difference was £0.3 million which the auditors and management agreed was not material.
6. In relation to the corporate governance statement the external auditors concluded that in all material respects the University had met the requirements placed upon it.
7. The external auditors did not identify any significant or material circumstances of non-compliance and, based on the work undertaken, did not identify any significant deficiencies in the design or operation of an internal control that might result in a material misstatement in the financial statements.
8. In considering the report from the external auditors, the Committee agreed that the University should be considered a going concern but noted that, in the context of current funding levels from the Scottish Funding Council, longer-term financial sustainability remained a significant risk.
9. Having carefully considered the report of the external auditors, the Audit & Risk Committee resolved to recommend to Court that the financial statements should be approved.

### Terms of Reference and Procedures

10. The Committee undertook its annual review of its remit and terms of reference at its meeting on 29 October 2018.
11. When considering internal audit reports the Committee primarily focuses on critical or high risk recommendations where a control weakness that is fundamental to the area under review has been identified and where the University should take immediate or prompt action. When critical level recommendations are made, the internal auditors inform the Convener of the Audit & Risk Committee at the earliest possible time. For all internal audit reports, the audit sponsor or relevant Director is invited to attend the meeting of the Committee to provide appropriate contextual information to the Committee and to allow joint exploration of any issues reported.
12. A formal process of following-up and reporting on outstanding recommendations is in place. The Committee is presented with a report outlining the status of outstanding recommendations twice a year; once from the internal auditors at the October meeting and also from management at the March meeting. In the event that there is evidence of repeated non-implementation of recommendations, the individual responsible may be asked to attend a meeting of Audit Committee for further discussion. At the March meeting the Committee agreed to sign-off recommendations that had been superseded along with lower grade recommendations, subject to the internal auditors carrying out confirmation testing on a small sample of these during their own follow-up work.
13. While recognising the essential role of internal audit in providing a framework and formal procedures for risk management, internal control and governance, the Committee maintains an independent interest in particular areas, assisted by discussions at Committee meetings with members of the University's senior management. For example, the Committee has been particularly interested in the ongoing business transformation programme.
14. The Committee was content that it had fulfilled its remit for the 2018/19 academic year and, in reviewing this, identified areas for future enhancement. Noting that a vacancy would arise for a lay member of the Committee, and in consideration of the Committee's portfolio of experience, a recruitment process has been undertaken to identify a new Committee member with an accounting background.

### Internal Audit

15. Internal audit work for the year was provided by Scott-Moncrieff. Their appointment runs up to 31 July 2020. During 2018/19 the Committee received reports on the internal audit assignments with recommendations graded as shown in the table below:

	Red	Amber	Yellow	Green
Cash Handling	-	1	4	-
DUSA	-	1	2	-
Equality & Diversity	-	2	3	-
Estates Asset Management and Fixed Assets	-	1	2	2
Financial Reporting	-	-	1	-
GDPR Health Check*	-	-	-	-
Readiness Review for Higher Education Governance (Scotland) Act*	-	-	-	-
Outward Mobility	-	-	2	1
Procurement & Tendering	-	-	2	-
Project Management	-	6	-	-
Strategic Planning	-	5	-	-
<b>Total</b>	<b>0</b>	<b>16</b>	<b>16</b>	<b>3</b>

*\*This review was in a different format to standard reports and did not include any 'formal' recommendations but showed strong compliance with the HEG(S)A.*

#### Cash Handling

16. The internal auditors reviewed whether cash and card transactions were processed in line with appropriate procedures; whether security of cash, cheques and cards was adequate, including who had access to these; whether bank, cash and petty cash reconciliations were performed and reviewed appropriately; and whether appropriate procedures were in place for petty cash.
17. The review found that cash, card and bank reconciliations were performed accurately and consistently by appropriate individuals on a timely basis and found that the University's procedures reflected good practice. The auditors found that the University could improve its processes by developing clear policies for its cash processes; ensure a high level of awareness for the Payment Card Industry Data Security Standard (PCI DSS) by having a named individual who would ensure compliance in this area; and only allow named staff to have access to safe keys.

#### DUSA

18. The review of DUSA focused on controls over the financial sustainability of DUSA including medium to long term business and financial planning. The review identified good practice in that DUSA had financial plans covering the short, medium and long term, and that these had been reviewed by the DUSA Finance Committee and the Committee also received regular updates on progress towards the financial plans. The internal auditors stressed the importance of DUSA having its own business plan and action plans to support the implementation of this and suggested that DUSA also enhance record keeping in relation to the financial planning process and meetings with the University.

#### Equality & Diversity

19. The internal audit on equality & diversity considered the arrangements in place to promote equality and diversity throughout the University. The review found good practice in the areas of guidance for staff and students and the comprehensiveness of the mandatory equality, diversity & inclusion training. The auditors noted that this training went well beyond the statutory requirements of the Equality Act 2010.
20. The review also found that the training programme could be expanded to include refresher sessions and that the equality impact assessment policy and guidance should be finalised and published on the University website. The review recommended that oversight of the formal investigation of complaints under the Dignity at Work and Study Policy be improved to ensure that investigations were completed in a timely manner.

#### Estates Asset Management and Fixed Assets

21. The internal auditors reviewed the controls over capital expenditure and the acquisition, disposal, impairment and depreciation of fixed assets. The review provided assurance that appropriate consultation had taken place in the development of the new Estates Strategy, that depreciation within the Fixed Asset Register had been calculated correctly and that all capital expenditure forms had been completed correctly and approved in line with the Schedule of Delegation.
22. The key finding in the review was that the new Estates Strategy should be finalised and approved, however, the auditors noted that interim controls were in place to reduce the impact of this issue in the short term.

#### Financial Reporting

23. The review looked into how financial information was reported, from individual budget holders to University Court, including consideration of the impact of the new ledger system. The review found that the financial reporting processes at the University were adequate, noting good practice in areas including clear deadlines for posting to the financial system and tailored reporting where required. The review found one area for improvement and recommended that the University ensure that the new system had the functionality to support efficient financial reporting in a standardised format with minimal manual intervention, to strengthen the control framework.

#### GDPR Health Check

24. At the request of the Audit & Risk Committee, the internal auditors carried out a GDPR health check which comprised a self-assessment workshop with the University facilitated by the internal auditors. The report provided recommended actions for four key control areas: lawfulness, fairness and transparency; individuals' rights; accountability and governance; and data security, international transfers and breaches. The review found that all action areas had either been implemented or there were plans in place to implement them.

#### Readiness Review for Higher Education Governance (Scotland) Act

25. The internal auditors reviewed the University's self-assessment on the Scottish Code of Good Higher Education Governance and considered the University's compliance with the Higher Education Governance (Scotland) Act. The review found full compliance with the Act, with the one area identified as 'limited compliance' (membership of the Remuneration Committee) being addressed.

#### Outward Mobility

26. The review of Outward Mobility focused on arrangements in place at the University to appropriately manage Outward Mobility. The report found good practice in reporting mechanisms, the role of the Academic Go-Abroad Co-ordinator and the recognition in place for students who had participated in international activities. The review found that the University's control framework could be enhanced, however, noting that a strategy for meeting outward mobility targets (taking into account resourcing and post-Erasmus planning) would be beneficial. The review also recommended that international exchange partnerships should be reviewed in order to ensure that they remained relevant.

#### Procurement & Tendering

27. The internal auditors reviewed the procedures in place for procuring goods and services. The review considered how the Procurement Strategy and processes were communicated, how these were monitored, and how these complied with best practice and the Procurement Reform (Scotland) Act 2014. Good practice was found in that the University had a Procurement Strategy that met all of the requirements of the Procurement Reform (Scotland) Act 2014. The Strategy was reviewed on a regular basis and sample testing confirmed that the associated procedures were adhered to. The auditors also noted that an annual Procurement Report was presented to the Finance & Policy Committee.
28. The auditors recommended that a log should be kept on annual completion of the mandatory procurement training to ensure that completion of this was monitored. The auditors also suggested that the Procurement Strategy could include performance indicators to assess the impact of procurement activity.

#### Project Management

29. The review on project management focused on the governance arrangements in place for two specific example projects. The auditors found several areas for improvement, noting that project documentation had not been comprehensive and that Project Boards had not met frequently. The auditors also found that clearer information on managing and mitigating risks and more detailed business cases (including options appraisal and expected timescales) would be required. Noting that one of the projects had completed in 2016, the Audit & Risk Committee had been pleased to note that new processes had already been introduced to address some of the issues raised. The Committee, however, requested that management review their responses and provide an update on progress at the next meeting. The Committee also requested a follow-up review from the internal auditors to ensure that the revised management actions had been implemented effectively.

#### Strategic Planning

30. The internal auditors investigated the processes in place for monitoring and reporting corporate performance and progress in delivering the University's strategic objectives. The review found good practice in the following areas: a five year strategic plan was in place, underpinned by an Action Plan; extensive consultation had taken place during the development of the University Strategy; and engagement with staff over the implementation of the strategy had continued following its launch in 2017.

31. The review also identified some areas for improvement. The auditors recommended that the University set targets for performance measures where appropriate and that monitoring arrangements were put in place to report on progress. The report also recommended that an implementation plan for the roll-out of the dashboard be developed.

#### Overall

32. Each report included management responses and was considered in detail with the auditors and officers addressing comments and questions from Committee members. The Committee was satisfied with the management responses to the issues raised and with the proposed timescales for the implementation of recommendations. The progress on this is routinely monitored through follow-up reports from the auditors and by University officers, as outlined above.

#### Internal Audit Opinion

33. The internal auditors provided the Committee with their overall assessment of the University's internal control systems. Based on the areas they examined in 2018-19 the auditors were of the opinion that 'the University of Dundee has a framework of controls in place that provides reasonable assurance regarding the efficiency and effectiveness of the organisation's governance, achievement of objectives and the management of key risks'.

#### **Risk Management**

34. The Committee reviewed the institutional risk register at its October and March meetings. The Committee also received regular updates on risk management processes in the format of the minutes from the Risk Management Oversight Group meetings and updates from the Assistant Policy Officer (Risk & Audit).
35. The Committee considered regular reports from the Director of Legal highlighting key legal risks and quantifying the potential costs arising from any anticipated litigation.

#### **Other Activities**

36. In May 2019 the Audit Committee considered a draft internal audit plan for 2019/20. Reviews were scheduled in the following areas: general ledger; student income collection; curriculum planning; the implementation of the Workload Allocation Model; student experience; schools operational planning; information governance; and the implementation of the new HR/Payroll system.
37. The Committee maintains oversight of the planning and implementation of the Business Transformation Programme and in this respect receives updates from the University Secretary at each meeting. Considerable challenge and scrutiny has been provided by the Committee, with members reviewing the timescale for implementation and discussing the associated risks. The Committee also commissioned a 'Lessons Learned' review of the procurement and specification process of the Business Transformation Programme.
38. The Committee undertook scrutiny and challenge of a number of key policy and practice areas, including health & safety and risk related policies such as anti-bribery and whistleblowing.
39. The Convener met both the internal and external auditors separately before each meeting of the Committee, ensuring that the issues raised in these private meetings were communicated to University senior management and the Committee as appropriate.

#### **Communication to the Court**

40. Minutes of the meetings of the University Court are available from:  
<http://www.dundee.ac.uk/governance/governance/court/court-agendas-minutes/>
41. Key matters communicated to the Court by the Audit Committee related to:
- Summaries of Internal Audit reports;
  - The three-year internal audit plan;
  - Annual Financial Statements;
  - The implementation of the University Strategy;

- Risk Management matters, including the institutional risk register;
- Business continuity planning; and
- GDPR compliance.

**Opinion**

Auditors

42. The Committee is satisfied with the performance and diligence of the internal and external auditors.

Effectiveness of Internal Controls

43. On the basis of the internal audit work undertaken during the course of the year, comments from the external auditors on the University's financial statements and statements from management, the Audit Committee believes that the University has an adequate framework of risk management control and governance arrangements, and adequate arrangements for promoting efficiency and effectiveness (VfM). The Committee will continue to monitor the progress of the University on the implementation of the recommendations contained in the report from the external auditors and from the various reports by the internal auditors.

Karen Reid

October 2019

## APPENDIX 4

### AUDIT & RISK COMMITTEE MINUTES (Minute 29 (1)(a))

A meeting of the Committee was held on 29 October 2019.

Present: Karen Reid (Convener);  
Karen Bassett;  
Lady Lynda Clark; and  
Keith Winter.

In Attendance: Wendy Alexander Vice-Principal (International);  
Chris Brown Scott-Moncrieff;  
Dr Jim McGeorge University Secretary;  
Carol Prokopyszyn Director of Finance;  
Stephen Reid Ernst & Young;  
Dr Liz Rogers Assistant Policy Officer (Risk & Audit); and  
Matthew Swann Scott-Moncrieff.

Apologies: Richard Bint, Dr Neale Laker.

#### 1. MINUTES

**Resolved:** to approve the minutes from the meeting of 20 August 2019.

#### 2. MATTERS ARISING

##### (1) Action Log

The Committee considered a log of ongoing actions. The Committee noted that the University Executive Group had discussed measuring the effectiveness of training at its away day and that an update would be given to the Audit & Risk Committee at its meeting on 3 March 2020. Members also noted that the Whistleblowing Policy would be submitted to the March meeting.

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

#### 3. CONVENER'S REPORT

The Convener informed the Committee that she had spoken with the internal auditors since the last meeting and had attended the usual pre-meeting with officers. The Committee noted that discussions had focused on matters raised on the agenda and that the Convener would highlight issues at the relevant points in the meeting. The Convener also reminded members that the recent Audit Scotland Report had been shared with all members of the Court.

**Resolved:** to note the update.

#### 4. BUSINESS TRANSFORMATION

*[Secretary's note: Members should note that this item should be considered strictly confidential. The University claims the exemptions in Sections 30 and 33 of the Freedom of Information (Scotland) Act 2002.]*



5. **FINANCIAL STATEMENTS FOR YEAR ENDED 31 JULY 2019**(1) Review of Financial Year and of Going Concern

The Director of Finance presented the financial review of the year ended 31 July 2019, which included the University's cash position, income and expenditure, the financial position by School and a review of the University as a going concern. Members noted that the Finance & Policy Committee had reviewed the accounts at its meeting on 21 October 2019 and therefore focused on the basis for the University being considered a going concern.

Discussions focused on the existing revolving credit facility and if there would be any risk in renewing this going forwards. The Director of Finance confirmed that she had regular discussions with the bank and did not foresee any issues with this. Members also discussed the differences in the relative financial contributions across and between Schools, and were pleased to see growth from £8m to £14m in Social Sciences, largely due to recruitment in Business and Law prior to the launch of the Business School.

Having noted a range of factors, including levels of cash balances, the Committee agreed to support the conclusion that the University should be considered a going concern.

**Resolved:** for its part, to advise the Court that the University should be considered a going concern.

(2) External Audit Annual Report and Letter of Representation

The external auditors, Ernst & Young, presented their annual report to the Committee, confirming that their work had almost been completed and that they had encountered no delays. It was noted that there had been no amendments to the scope of the external audit as set out in the original audit plan reviewed by the Committee previously, and the auditors confirmed that they were in agreement with the University being considered a going concern.

The auditors had identified one audit difference in relation to the current year effect of the sale of the medical curriculum to Anglia Ruskin University Higher Education Corporation, which management had chosen not to adjust. The auditors and management had agreed that the associated impact was not material.

The external auditors had focused on the going concern issue and underlying financial sustainability, noting the worsening cash position of the University and the need to grow income and/or reduce costs. The auditors had also focused on pensions, noting the impact associated with UoDSS and the sector-wide issue of increased contributions to USS.

The auditors confirmed that there had been no material findings on the subsidiary accounts.

Discussions focused on the financial sustainability of the University in the longer term and the need to reduce reliance on the Scottish Funding Council (SFC).

The Committee also approved the draft letter of representation.

**Resolved:** (i) to approve the external audit report; and  
(ii) to approve the letter of representation for signature by the Chair of Court.

(3) Draft Financial Statements

The Director of Finance introduced the draft financial statements for the period to 31 July 2019.

The Committee noted the continued growth in the number of students reporting mental health issues. Members discussed the position of the Higher Education sector in supporting individuals with mental health issues, noting the investments made by the University in counselling and mental health provision and the additional funding very recently provided by the SFC in that regard.

The Director of Finance noted her thanks to the Finance team for their work in putting the financial statements together.

**Resolved:** having received the report of the external auditors and having considered the points made therein, to recommend that Court approve the Annual Report and Financial Statements.

## 6. FINANCIAL STATEMENTS OF SUBSIDIARY AND ASSOCIATED COMPANIES

### (1) Review of Financial Year and of Going Concern

The Committee viewed financial statements from the subsidiary accounts, noting that no issues had arisen with these and that they had been signed off by the relevant directors.

**Resolved:** to note the subsidiary accounts.

### (2) External Audit Annual Report and Letter to those charged with Governance

The Committee viewed financial statements for Dundee Student Villages Ltd. Members noted that at the end of the 35 year deal the properties would revert back to the University. The Committee also discussed de-carbonisation and the University's work on the wider issue of environmental sustainability.

**Resolved:** to note the Dundee Student Villages Ltd. Accounts.

## 7. RENTAL OF RESIDENTIAL PROPERTY

The Director of Finance presented a paper outlining some differences between current market levels and the existing rent being charged to tenants of some University properties. Members noted that the Director of Finance would review the position and bring a proposal to the Finance & Policy Committee in due course. Members questioned whether lower rents might reflect poor maintenance, giving rise to reputational risk or compliance-related risk, but were advised that there had been no compliance issues or complaints received in relation to properties and it was more likely that the rental values reflected less than ideal locations.

**Resolved:** to note the update.

## 8. UPDATE ON INSTANCES OF MINOR FRAUD

The Convener informed Members that she had been alerted to an instance of minor fraud detected by Finance Office staff and that the University had dealt with this quickly and effectively, resulting in no money being lost.

**Resolved:** to note the update.

## 9. INTERNAL AUDIT

### (1) Internal Audit Follow-up

The internal auditors introduced their report which summarised their assessment of the current status of recommendations made in previous internal audit reports. Members queried the accuracy of the report, questioning, for example, why Grade 4 recommendations that had been very largely implemented were still graded as higher risk. The Committee also noted areas where some recommendations had likely been superseded, for example by other audit reports. The Committee asked the internal auditors and management to work to revise the report for the March Committee meeting. The Convener also suggested that providing management with

more time to respond to requests for input may help in ensuring such reports were more factually accurate in future.

**Resolved:** to ask the internal auditors and management to work to revise the report for the March meeting.

(2) Internal Audit Annual Report and Statement of Assurance

The Committee viewed the internal auditors' annual report. Overall the assessment was that 'the University of Dundee has a framework of controls in place that provides reasonable assurance regarding the efficiency and effectiveness of the organisation's governance, achievement of objectives and the management of key risks'. The Committee noted that the internal auditors had carried out 114 days of audit work and that there had been no restrictions on work from management and that no third parties had been involved.

Discussions focused on the number of Grade 3 outstanding recommendations and the requirement for the Committee to receive assurance that the recommendations from the reviews on the Implementation of the University Strategy and Project Management had been progressed. Members asked the internal auditors to confirm that 114 days was adequate for them to provide the Audit & Risk Committee with reasonable assurance.

**Resolved:** to note the report.

10. **REVIEW OF PROJECT MANAGEMENT: UPDATE ON MANAGEMENT ACTIONS**

On the Convener's recommendation, it was agreed that the update from management should be deferred to the March meeting to allow sufficient time to work up and make progress with the management actions before it was further reviewed by the Committee. In this respect the Convener highlighted the importance of ensuring that the work undertaken produced a comprehensive and consistent approach to business case development and programme management.

11. **INSTITUTIONAL RISK REGISTER**

Members reviewed the institutional risk register, noting that this had been considered by the Risk Management Oversight Group at its meeting on 4 September 2019. The Committee agreed to hold a risk workshop in February to scrutinise the register.

**Resolved:** to further scrutinise the risk register in February.

12. **DRAFT AUDIT & RISK COMMITTEE ANNUAL REPORT**

The Committee considered a draft of its annual report to Court and to the Scottish Funding Council. Members noted that the report would be amended to include the external audit report. The Committee discussed whether it had fulfilled its remit and terms of reference and in confirming so nevertheless identified areas for further enhancement. Members noted that interviews had been scheduled to appoint a new lay member to the Committee with expertise in accountancy and finance in order to strengthen the Committee's skills matrix.

**Resolved:** subject to minor amendments, to approve the report for submission to the Court and to the Scottish Funding Council.

13. **RESERVED BUSINESS: LEGAL RISK**

*[Secretary's note: The University asserts that this information is exempt from public disclosure and claims exemptions in S.30(b), 30(c), S.33(1)(b) and 38 of the Freedom of information (Scotland) Act 2002].*

14. **CONFLICT OF INTEREST POLICY**

The Committee considered the revised Conflict of Interest Policy, noting that the Governance & Nominations Committee had approved the Policy at its meeting on 21 October 2019, subject to amendment to ensure that the issue of appointment panels was made more explicit in line with the recent RGU report. The Committee noted its requirement to monitor the implementation of the Policy.

The Committee asked management to ensure that the Policy would be considered viable in other legal domains.

**Resolved:** to endorse the Policy.

15. **NARRATIVE FOR THE COURT**

During the meeting it was agreed that the Convener's report to Court on 19 November 2019 would include the following: the Committee's concerns regarding long term financial sustainability and the funding environment in Scotland; the unqualified audit opinion from the External Auditors and Committee's recommendation that the University be considered a going concern; the assurance received in the annual internal audit report; and the Committee's plans to carry out deep dives on the institutional risk register post-Brexit.

16. **AUDIT SCOTLAND**

**Resolved:** to circulate the Audit Scotland report to members and add this to the agenda for the March meeting.

17. **COMMITTEE OPERATIONS**

The Committee reviewed its Remit, Terms of Reference (**annex 1**) and work plan for 2019/20. In addition, the Committee considered its own effectiveness in meeting its Remit and identified some areas for enhancement. It was agreed that the Committee would welcome further training on the Higher Education sector and governance and that a demonstration of the OneUniversity system would also be of use to the Committee.

**Resolved:** subject to a minor amendment to endorse to the Court the Committee's Remit and Terms of Reference.

18. **HEALTH, SAFETY & WELFARE SUB-COMMITTEE**

The Committee viewed minutes from the Health, Safety & Welfare Sub-Committee meeting on 2 September 2019.

**Resolved:** to note the minutes.

19. **RISK MANAGEMENT OVERSIGHT GROUP**

The Committee viewed minutes from the Risk Management Oversight Group meeting on 4 September 2019.

**Resolved:** to note the minutes.

20. **DATE OF NEXT MEETING**

**Resolved:** Tuesday 3 March 2020.

Karen Reid

Convener

**APPENDIX 4 ANNEX 1****AUDIT & RISK COMMITTEE REMIT**

To advise University Court in relation to its responsibilities for:

- proper financial management;
- the effectiveness of internal control and management systems;
- safeguarding the assets of the University and public funds;
- the economy, efficiency and effectiveness of the University's activities; and
- corporate governance and conduct of the University's operations.

***Membership***

The normal membership of the Committee is six members. All members are independent, at least half drawn from the lay membership of University Court, whence also the Convener is drawn. Remaining members are co-opted with the approval of the Governance & Nominations Committee. The term of office for lay members co-opted to serve on the Audit & Risk Committee shall be in line with the period of co-option for members of Court as defined in Statute 9(2)(g).

The quorum for any meeting of the Committee shall be three members, at least one of whom must be a member of the Court.

***In Attendance***

Convener of the Finance & Policy Committee  
Vice-Principal (International)  
University Secretary  
Director of Finance  
Director of Academic & Corporate Governance  
Deputy Director of Finance  
Internal Auditors  
External Auditors  
Other officers at the discretion of the Director of Finance

***Secretary***

Assistant Policy Officer (Risk & Audit).

***Meetings***

The Committee shall meet 4 times in each session. One meeting each year will incorporate a private meeting of the Committee with the internal and external auditors without officers present.

***Quorum***

Three members shall constitute a quorum.

**UNIVERSITY OF DUNDEE  
UNIVERSITY COURT**

**AUDIT & RISK COMMITTEE TERMS OF REFERENCE**

**CONSTITUTION AND OPERATION**

**Membership**

- The Committee shall comprise not less than three members of the Court, all of whom shall be lay members, i.e. to the exclusion of members of staff of the University and full-time students.
- The Chairperson of Court shall not be a member of the Committee.
- The Committee may co-opt, with the approval of the Court, additional lay persons with appropriate expertise who are not members of the Court. The number of such co-opted members shall not exceed half of the membership. The term of office for these additional lay members shall be in line with the period of co-option for members of Court as defined in Statute 9(2)(g).
- At least one member of the Committee shall have a financial or accounting background.
- The Convener of the Committee shall be appointed by the Court and shall be a member of the Court. In the absence of the Convener at any meeting of the Committee, the Committee shall appoint any of its members as Acting Convener for that meeting.
- No member of the Committee shall concurrently be a member of the Court's Finance & Policy Committee, although the Convener of the Finance & Policy Committee may attend meetings of the Audit & Risk Committee. A reciprocal right of attendance at meetings of the Finance & Policy Committee is granted to the Convener of the Audit & Risk Committee.
- The following skills/experience are particularly valued by the Committee:
  - Knowledge of internal and external audit;
  - Experience in financial management;
  - An accounting or internal audit qualification;
  - Senior management experience in a complex organisation/public body;
  - IT and business systems experience, ideally in a large and complex organisation;
  - Advisory and/or consultancy experience (for example as a partner in a corporate finance, law or accounting firm; and
  - Experience in the management of Higher Education.

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

**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 purposes of such activities it shall be provided with adequate resources and full access to information and University personnel.
- The Committee shall have authority to obtain, without prior approval, legal or other independent professional advice within a financial limit determined by the Court (currently £15,000).

**Proceedings**

- The Committee shall usually meet four times annually 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, Director of Finance, Director of Academic & Corporate Governance and, where business relevant to them is to be discussed, representatives of the internal and external audit services.
- Other members of the wider University Management Group may be invited to attend meetings as and when appropriate, particularly when internal audits relating to their area of leadership and management responsibility are being considered.
- The Committee's Secretary shall normally be the Assistant Policy Officer (Risk & Audit).

## **DUTIES AND RESPONSIBILITIES**

### **Effectiveness and Financial Control**

- To review the robustness of financial and other control systems and to ensure that the Court's policies on internal control are implemented by delegated officers.
- To ensure that all significant losses have been properly investigated, and that the internal and external auditors and the Funding Council have been informed if appropriate.
- To oversee the University's policy on fraud and irregularity, and to receive regular reports on any incidents of fraud.
- To oversee the University's policy for the prevention of bribery and corruption and the University's gifts and donations policy and to receive reports as appropriate on activity in this area.
- To monitor, annually or more frequently if necessary, the implementation of approved recommendations arising from both internal and external audit reports and management letters.
- To monitor the effectiveness of the internal and external audit services, including attendance at Committee meetings, and promote co-ordination between the two.
- To monitor the University's arrangements to secure value for money, whether these are made via internal or external audit or other means.

### **Risk Management**

- To advise the Court on the effectiveness of risk management in the University, on the basis of regular reports on risk management from the Professional Services Group (PSG) and appropriate audit work.
- To review at least twice annually the Institutional Risk Register and make recommendations to the Court in this respect.
- To advise the Court on risks relating to the University strategy.

### **Internal Audit**

- To advise the Court on the appointment and remuneration of internal auditors.
- To consider and advise the Court on the internal audit needs assessment and the strategic and annual internal audit plans.
- To consider and advise the Court on issues arising from internal audit reports.
- To receive an annual report from the internal audit service, which should include an opinion on the degree of assurance that can be placed on the system of internal control.

### **External Audit**

- To advise the Court on the appointment and remuneration of external auditors.
- To guide the external auditors on the nature and scope of the audit as necessary.
- To consider and advise the Court on external audit reports and management letters.
- To consider and advise the Court on the University's annual financial statements, ensuring the proper application of agreed accounting policies.
- In line with the policy set out in Annex 2 to monitor any advisory or other non-audit work undertaken for the University by the external auditors, to ensure that their independence is not compromised.

### **Other**

- To oversee the University's policy on public interest disclosure and receive reports on the outcomes of investigations of public interest disclosures.



- to receive routine reports from the University Solicitor on legal matters involving, or likely to involve, the University
- To ensure the University's compliance with the Funding Council's Code of Audit Practice.
- To receive and review reports relating to audit prepared by the Funding Councils, National Audit Office, European Commission and other bodies, and to advise the Court as necessary.
- To make an annual report on the work of the Committee for submission to the Court and the Funding Council.

**Appendix 1****Membership 2018/19****(1) Members**

<b>Name</b>	<b>Category</b>
Karen Reid (Convener)	(Lay Member of Court)
Karen Bassett	(Lay Audit & Risk Committee Member)
Lady Lynda Clark	(Lay Member of Court)
Keith Winter	(Lay Member of Court)
Vacancy	(Lay Court)
Vacancy	(Lay Audit & Risk)

**(2) Officers in Regular Attendance**

<b>Name</b>	<b>Category</b>
Wendy Alexander	(Vice-Principal (Internationalisation))
Carol Prokopyszyn	(Director of Finance)
Dr Neale Laker	(Director of Academic & Corporate Governance)
Peter Fotheringham	(Deputy Director of Finance)
Dr Jim McGeorge	(University Secretary)
Dr Elizabeth Rogers	(Assistant Policy Officer (Risk & Audit))

**Appendix 2****POLICY ON USING EXTERNAL AUDITORS FOR NON-AUDIT SERVICES**

This appendix sets out the policy for the appointment and remuneration of the external auditors for any work undertaken on behalf of the institution. It outlines the control processes that will be put in place to ensure compliance with the policy.

***Statutory audit***

The Director of Finance will recommend the overall fee for statutory audit to the Audit & Risk Committee. It is the responsibility of the Audit & Risk Committee to review the proposed audit fee and recommend it to the governing body for approval.

The Audit & Risk Committee will review the independence and effectiveness of the external auditors on an annual basis.

***Other work as auditors or reporting accountants***

While it is difficult to be precise about the definition of other work the external auditor may undertake as auditor, it includes the following:

- any other review of the accounts for regulatory purposes
- assurance work related to compliance and corporate governance, including high-level controls
- regulatory reviews or reviews commissioned by the committee
- accounting advice and reviews of accounting standards.

The Director of Finance must clear the appointment of the external auditor for any such work in advance with the Convener of the Audit & Risk Committee.

The Audit & Risk Committee will receive a report summarising work commissioned from external auditors, including fees payable for non-audit services.

***Tax advisory services***

The external auditor may provide tax advisory services, including tax planning and compliance, provided such advice does not conflict with the auditor's statutory responsibilities and ethical guidance. Taxation includes, but is not limited to, income tax, corporation tax, value added tax, national insurance, business rates, climate change levy and other charges payable to or receivable from government departments.

The Committee will determine whether the appointment of the external auditor for any tax work would conflict with the auditor's statutory duties. Any tax assignment requires the approval of the Director of Finance, who will consult with the Convener of the Audit & Risk Committee in respect of any assignment over £10k. The Audit & Risk Committee will receive a report on the tax advisory services provided by the external auditor, including fees payable.

***Merger/acquisition support***

It is permissible for the external auditor to be appointed to undertake specific merger/acquisition activities on behalf of the institution. However, the auditor cannot be appointed to undertake such work without the prior approval of the Director of Finance, who will consult with the Convener of the Audit & Risk Committee regarding any assignment that could involve fees in excess of £10k. The Audit & Risk Committee will receive a report summarising work commissioned from external auditors, in respect of merger/acquisition activity including fees payable.

***Other accounting advisory and consultancy work***

There may be occasions when the external auditor is best placed to undertake other accounting, investigatory, advisory and consultancy work on behalf of the institution, because of the auditor's in-depth knowledge of the institution. However, the following are specifically prohibited:

- work related to accounting records and financial statements that will ultimately be subject to external audit
- management of, or significant involvement in, internal audit services
- secondments to management positions that involve any decision-making
- any work where a mutuality of interest is created that could compromise the independence of the external auditor
- any other work which is prohibited by UK ethical guidance.

Any assignment in excess of £20,000 can only be awarded to the external auditor after competitive tender, with the exception of assignments involving their own intellectual property. The inclusion of the external auditor on a tender list requires the prior approval of the Director of Finance. The Director will consult with the Convener of the Audit & Risk Committee regarding any tender for work in excess of £10,000. The Audit & Risk Committee will receive a report summarising details of all such work commissioned, including fees payable.

#### **Guidance**

*In principle, the committee should not agree to the auditor providing a service if the result is that:*

- *The audit firm or a member of the engagement team has a financial or other interest that might cause them to be reluctant to take action that would be adverse to the interests of the firm or a member of the engagement team (self-interest threat).*
- *The results of the non-audit service performed by the audit firm may be included in the institution's financial statements, and thus not subject to proper audit review (self-review threat).*
- *The auditor undertakes work that involves making judgements and taking decisions which are the responsibility of management (management threat).*
- *The audit firm undertakes work that involves acting as advocate for the institution and supporting a position taken by management in an adversarial context (advocacy threat).*
- *The auditor is predisposed, for example because of a close personal or family relationship, to accept or not sufficiently question the institution's point of view (familiarity threat).*
- *The auditor's conduct may be influenced by fear or threats (intimidation threat).*

*The audit engagement partner should inform the committee of all significant facts and matters bearing on the auditors' objectivity and independence, including those related to the provision of non-audit services, and any safeguards in place.*

**APPENDIX 5****FINANCE & POLICY COMMITTEE MINUTES  
(Minute 29 (2))**

A meeting of the Committee was held on 21 October 2019.

**Present:** Richard Bint (Convener);  
Alan Bainbridge;  
Ronald Bowie;  
Dr William Boyd;  
Josh Connor (DUSA President);  
Professor Mairi Scott; and  
Sharon Sweeney.

**In Attendance:** Professor Nic Beech (Vice-Principal (Provost));  
Peter Fotheringham (Deputy Director of Finance);  
Rose Jenkins (Director of Estates & Campus Services);  
Dr Jim McGeorge (University Secretary);  
Dr Christine Milburn (Policy Officer (Corporate Governance)); and  
Carol Prokopyszyn (Director of Finance).

**Apologies:** Principal, Professor Andrew Atherton;  
Bernadette Malone (Deputy Chair of Court);  
Wesley Rennison (Director of Strategic Planning);  
Professor John Rowan (Vice-Principal Research, Knowledge Exchange &  
Wider Impact).

**1. MINUTES**

**Resolved:** to approve the minutes of the meeting of 13 August 2019 including reserved minute 7(1).

**2. MATTERS ARISING****(1) Action Log**

The Committee received the action log for its business. The Committee agreed that an additional item should be added to the log to capture the expectation they would receive a further update on the Dundee University Students' Association (DUSA) subvention from the University once the planning and budgeting process for 2020/21 was completed. The Convener proposed that the item be scheduled for the meeting on 26 May 2020.

Members also noted that the Director of Estates & Campus Services would provide an update on student accommodation planning at the meeting on 24 March 2020.

**Resolved:** to note the update and associated changes to the Committee workplan, and otherwise approve the log.

### 3. STRATEGIC ESTATES MATTERS

#### (1) Estates Strategy

The Director of Estates & Campus Services introduced a paper which outlined the Estates Strategy for the period 2020/21 to 2029/30, including its alignment to the ambitions and capital profile of the University. In doing-so she highlighted the focus on creating a dynamic and responsive strategy which would be able to adapt to changing requirements and challenges. She also set out the three types of investment in the estate as follows: estates infrastructure, small capital projects, and strategic capital projects. Members noted that when presented to Court, the draft Strategy would be supplemented with information which would provide further context to proposed capital expenditure and its prioritisation within the plan. Members suggested that it would be helpful if further information could be provided on what deliverable outcomes were anticipated and also on the framework used when evaluating the priorities and proposals – including information on alternative options which had been considered during the process. It was agreed that the Convener, the Chair of Court, and the Deputy Chair of Court would be consulted in the finalisation of the Strategy for presentation to the Court.

Members also expressed an interest in information relating to the break-down of costs relating to the proposed Business School development, and the strategy for de-risking the Crawford Building, and in doing-so discussed the mechanisms of consultation in place with staff and students in these areas.

In response to questions from the Committee regarding capital elements associated with the School of Business, the Director gave an overview of the process by which a range of options had been considered before arriving at the recommendation of a new building, and steps taken to date toward the development of a business case for future consideration by the Committee and the Court – including benchmarking, exploration of specification and required functionality, and control option testing. The Committee noted that within papers for the Court the Director would provide an overview of the timeline for the development of these proposals, and that a project business case assuming the anticipated £21m project spend would be presented to the Committee in January as set out in minute 3(2) below. Members noted that a Project Board had been constituted to take forward the development of options prior to a proposal being submitted to the Court. Through discussion members explored what was expected to be delivered from the proposed two phases of the project in the context of what was available within the current estate. Members noted the benefits to students and programmes from each phase, and noted that the second phase was contingent on existing teaching space reaching a 70% occupancy threshold. Members were keen that the business case include further information relating to the projected positive impact of any build on future student numbers and student experience. Turning to the project budget, members noted that a clear maximum total spend had been communicated to the architects, and that testing had given confidence that a suitable product could be delivered within this budget if approved by the Court. Members indicated that the proposed spend was prudent, and expressed an interest in any further benchmarking information that may be available through the QS. The Committee also highlighted the opportunity to re-purpose 1-3 Perth Road for productive use, once vacant, subject to the future availability of funding.

**Resolved:** to recommend that the Convener of the Committee, the Chair of Court, and the Deputy Chair of Court be consulted in the finalisation of the Estates Strategy paper for the Court.

#### (2) Business School: Capital Project – Outline of Thinking

The Vice-Principal (Provost) introduced a paper which set out the current position of the School of Business, including the development of the school and progress made in relation to proposals for a new building. The Vice-Principal drew members' attention to the vision for the School and its programmes to be associated with areas of current academic strength such as health, engineering and creativity, and to enable the co-design of programmes with students and employers across areas where the University could build a unique market offering. Members were interested in the concept outlined but highlighted the need for further information on market testing and projections of the positive impact of the proposed capital project on recruitment figures, cash flow and income in the final business case proposals.

In response to questions regarding the requirement for a new building the Vice-Principal outlined some of the features within such a building which would contribute significantly to the learning experience of students on the newly proposed programmes. Members also noted that the quality of facilities available to students within this internationally competitive premium market would be a significant factor in students' selection of where to

study, particularly with regard to professional programmes such as executive development and the Doctor of Business Administration (DBA), and in attracting high calibre staff.

In summarising the Committee's discussions members noted that officers would prepare a project business case for the meeting of the Committee on 21 January and that this would set out: market research and projected student numbers, the case for a new build including an outline of other options appraised, and a time line for the development of further full detailed business case papers. In response to questions the Vice-Principal also confirmed that he would welcome a student representative on the Project Board.

**Resolved:** to note the paper and await a further paper to the meeting on 21 January 2019.

#### 4. TAY CITIES DEAL

The Committee considered an update which set out the internal and external governance processes for the Tay Cities Deal along with an overview of the two funded projects and associated risks for the University. Discussions focussed on governance for the deal, and members noted that following the announcement of Heads of Terms in November 2018 the project owners had worked to develop Outline Business Cases (OBC), for which the requirements had been constantly evolving. Members were advised that the next stage would be to sign up to 'Full Deal' which set the overall delivery plan, specifying the economic impact and expectation of receiving funding in line with the phasing agreed for the Full Deal Financial Plan. Following 'Full Deal' a full business case would then need to be agreed for each project, meeting the government's Green Book Methodology.

The Committee noted that the funding awarded was capital only, and that throughout the development of the OBCs the University had maintained a position that it would not make any capital contribution of its own. Members did however note the risk for revenue cost exposure if income streams were not secured as planned. Members agreed that having been a key player in the Tay Cities Deal to date there would be significant reputational risk should the University choose to not advance the proposals. Members also explored risks relating to the phasing of funding, delivery, and contractual clauses, including claw-back arrangements.

Through discussion members noted that the Director of Finance had reviewed draft implementation and delivery plans, but that the operational financial plan for the JustTech project was still evolving and required further careful scrutiny at that time. The Director also confirmed that the projects were scalable to the reduced funding level in the award and could be adapted to remain within budget, taking account of inflation, once phasing for the projects over the 15-year timeframe was agreed. Members noted that if funding was significantly delayed the project deliverables may need to be reconceived to account for inflationary costs and any changes to staffing and expertise available, and that options other than a new build may need to be explored and would be permitted under the wording of the deal.

The Director also advised the Committee that since the paper had been issued the University had been informed that the deadline for agreeing the Full Deal had been set at 8 November 2019, and that the terms required approval by the Court. Noting that this was before the next meeting of the Court took place, the Committee recommended proceeding to Full Deal and suggested that the Court be asked to constitute a Group of the Court to consider, and if so minded, to approve the commitment to Full Deal under delegated authority.

**Resolved:** to recommend the approval of committing to Full Deal subject to achieving satisfactory contract terms, and to suggest that given the timelines for the approval, the Court be asked to consider by circulation the creation of a Group to which it would delegate the authority to approve the commitment on its behalf.

#### 5. DIRECTOR OF FINANCE REPORT

The Committee received a report from the Director of Finance which set out matters of business pertinent to the remit of the Committee which were not the focal subject of papers elsewhere on the agenda. The report included a budget update which highlighted the positive impacts of pay and pension events on forecasts since the budget was approved in June. Members also noted that student recruitment was broadly on track.

The Director also provided an update on the 2018 USS pension valuation which members noted had concluded in September 2019. Members noted the positive changes from the 2017 valuation position and its impact in terms of a significantly lower deficit recovery provision being required to be held. The Committee also noted that the University had been asked to guarantee the pensions liability for DUSA employees in the UoDSS. In this respect the

Committee highlighted that the University and DUSA were separate charities, and that it would not be appropriate for the University to underwrite or guarantee the liabilities in this manner. Noting the concerns of DUSA, the

University Secretary confirmed that the University was working with DUSA to explore options to achieve a resolution.

Finally, the Committee was advised of two instances of minor fraud which had been detected by the University's standard procedures in a manner and timeframe which had prevented loss.

**Resolved:** to note the report.

## 6. FINANCIAL RESULTS FOR YEAR ENDED 31 JULY 2019

### (1) Financial review of Year Ended 31 July 2019

The Director of Finance presented the financial review of the year ended July 2019, which provided an overview on the financial performance of the University for that period, the cash position and income and expenditure. The report also included a break-down of financial performance by school and a review of the University as a going-concern. While content that the review found the University to have sufficient resources to continue as a going-concern for more than the required 12 months, the Committee was concerned to note the negative net cash outflow from operating operations and the high cost: income ratio, and asked the University Executive Group (UEG) to consider whether cost savings approved in the 5-year budget presented in June could be delivered sooner.

Members noted the likely impact of the negative net cash outflow on operations on the University's borrowing potential (see also minute 7 below). Members discussed the rising staff costs and agreed that the Committee should return to consider the management of these costs later in the year. Members also discussed school contributions and noted that issues and plans to address falling/static contributions in some schools would be addressed within the £15m challenge which would be reported on to the Committee later in the year. Members agreed that it would be useful for a review of contributions and targets to be provided to the Committee in advance of the next planning and budgeting round, noting that the Vice-Principal (Education) had been asked to prepare a paper outlining opportunities to deliver teaching efficiencies for consideration by the Committee at its next meeting on 21 January 2020

**Resolved:** to note the report and ask the UEG to consider the acceleration of savings in light of the negative net cash outflow and to provide a further paper to the next meeting of the Committee on 21 January 2020.

### (2) Financial Statements for the Year Ended 31 July 2019

The Committee received the draft consolidated financial statements for the year ending 31 July 2019 and noted that they would be submitted to the Audit Committee on 29 October 2019, and to the Court for approval on 19 November 2019.

The Deputy Director of Finance advised members that the auditor's report did not raise any concerns for noting. He also drew members' attention to the significant impact of the Universities Superannuation Scheme (USS) provision on the underlying position. Members suggested a small number of minor amendments to improve the clarity of some narrative areas of the statements, and through discussion concluded that the University had improved its operational performance in 2018/19.

**Resolved:** for its part, to recommend that the Court approve the accounts for the year ended 31 July 2019.

### (3) Year-End (Q4) Accounts

The Committee received the draft management accounts for the full year financial position compared with the budget and forecast. Members noted that the accounts showed a deficit of £54.1m, which was £46.8m higher than the budget following the inclusion of £47.9m USS pension costs. Excluding this



adjustment the forecast was for a deficit of £6.0m compared with an outturn deficit of £6.2m. Members also noted that cash at the end of the year was £25.7m against a forecast of £29.3m.

The Committee discussed the level of core fee waivers, which at £7.5m was £500k above the budget. While noting that these reflected strong student recruitment, members nonetheless recognised that the figure was high and asked that the University Executive Group (UEG) review this area with the Fees and Scholarships Committee and provide assurance that the investment reflected value for money and was in line with market requirements. Members also discussed staff costs, which were £7.2m below budget, but noted that a significant proportion of this was balanced by the lower level of Research Income.

**Resolved:** to note the draft accounts.

## 7. DEBT FINANCING UPDATE

The Director of Finance introduced a paper outlining the likely direction and timeline for debt financing proposals. The Director advised members that the financing market had tightened since the last discussion in May, meaning that the University would need to show a sustainable recovery and actioned turn-around plan in order to be considered for substantial financing at a reasonable market price. The Director also highlighted the need to secure additional short to long term funding by June 2020, with members noted that the existing Revolving Credit Facility (RCF) would expire in May 2021. Following discussion members agreed that it would be prudent for the University to seek to extend this facility in parallel to progressing longer-term financing plans. Through discussion of the analysis presented, members noted that if a £60m Private Placement (PP) was not obtained in 2019/20 the University would anticipate drawing down c£10-15m from the RCF by the end of the financial year and more in the subsequent year in order to maintain compliance with the minimum cash holding of £20m.

The Committee discussed the proposed timeline for debt financing proposals and agreed that the University should pursue a short-term financing option in the immediate term, to give time to further develop the proposals and evidence required for longer-term financing options to be sought. Members however also highlighted the need to carefully monitor covenants to ensure that any activity in relation to the School of Business (minute 3(2) above), did not lead to a breach of covenant. Members suggested that it would be useful to take 'soft-soundings' from the market to better understand the scale and nature of the financing challenge. Members noted that financing substantial capital expenditure through an RCF was sub-optimal for the longer-term, and therefore pursuing longer-term funding within an appropriate timeframe as referred to above was the desired solution.

Returning to discussions regarding the acceleration of cost-savings, members noted that the schools and directorates were being consulted on how the savings could be achieved, and that a paper would be brought forward to the meeting of the Committee on 21 January 2020 setting out the views of the University Executive Group (UEG) and further projections in this respect. Members were keen that measures beyond solely staff savings were considered and also highlighted the risks to the student experience of making savings in certain areas at a time of growing student numbers and the need to carefully consider the potential impact of savings on the University's academic reputation.

**Resolved:** to note the report and await further reports at the next meeting regarding debt financing and cost savings.

## 8. ANNUAL FUNDRAISING REPORT

The Committee received a comprehensive report from the Head of Development & Alumni Relations (DARO) detailing activity over the previous 12-month period, including fundraising totals for 2018/19, the annual report from the Ninewells Cancer Campaign, and an outline of future activity. Members commended the continued year-on-year philanthropic income growth and the significant return on investment in the office. Discussions focussed on the importance of ensuring a pipeline of projects for fundraising campaigns, and noted that DARO had already been engaged with regard to the potential future School of Business requirements, and that this would be one element of the next paper to the Committee on this subject. Noting sectoral practice, members were also supportive of the University reviewing its risk analysis and appetite in relation to contacting potential donors.

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

## 9. BUSINESS TRANSFORMATION

### (1) RESERVED BUSINESS: Business Transformation Workstream Update

*[Secretary's note: The University asserted that the paper is exempt from public disclosure and claims exemptions in S.30(b), 30(c) and S.33(1)(b) of the Freedom of information (Scotland) Act 2002.]*

The Committee received a report from the Director of Business Transformation updating members on progress in relation to each of the individual workstreams. Members were pleased to note evidence of a more positive working relationship with the vendor, TechnologyOne (T1) following the successful implementation of the Finance Module. The Director highlighted the development of a revised HRP implementation plan for agreement by both parties later in the week which took account of the delays previously reported. Members also noted that an adjusted Phase 1 implementation plan had been agreed by the programme managers and that contractual documentation was now being prepared. The Committee noted the importance to the University of ensuring that the programmes were adequately resourced to ensure that contractual obligations were met, and noted that the Director was monitoring the requirements closely.

**Resolved:** to note the update and target implementation dates.

### (2) RESERVED BUSINESS: Business Transformation Efficiencies

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

The University Secretary introduced a paper setting out early benefits emerging from the implementation of the finance element of the OneUniversity system and their anticipated impact on the future efficiency and effectiveness of the University. The Committee highlighted the savings anticipated in the original business plan and the University Secretary outlined areas where savings were already being made, and reassured members that the anticipated savings remained on the project agenda. Members also noted that further efficiencies across the professional services would come as further modules were implemented and asked that a further efficiencies paper be brought forward later in the academic year.

**Resolved:** to note the report and await a further efficiencies paper later in the year.

## 10. REPORT FROM THE DIRECTOR OF ESTATES & CAMPUS SERVICES

The Committee received the regular report from the Director of Estates & Campus Services outlining progress in relation to projects within the capital plan and associated programme of works. The Committee welcomed the report and also noted three strategic investment projects which were at an early stage of consideration. Members welcomed the summary and asked that the budget and outturn for each project be added to the standard report.

**Resolved:** to note the update.

## 11. £3M+ GRANT APPROVAL PROCESS

The Committee reviewed the process for the approval of research grant applications greater than £3m. Members noted following the amendment of the Schedule of Delegation and Decision-Making Powers in April 2018, all grant applications exceeding the £3m threshold required consideration and approval by the Committee. Members indicated that they had welcomed the information in the applications, but that while it had provided assurance with regard to the effective operation of the partnership model which had been put in place to ensure strategic fit, quality, success rate and cost implications were considered, and in the light of the assurance gained around the process the Committee's involvement in a live-control mode was no longer required. Following discussion, the Committee agreed that it would be more helpful to see a retrospective report at each meeting detailing applications submitted within a broader range of parameters, thereby providing a wider sample of applications than currently seen.

The Committee noted that a change would be required to the Schedule of Delegation and Decision-Making Powers to implement this decision, and it is therefore recommended to the Court that the existing reference to the Finance & Policy Committee being required to approve applications of a value of >£3m be removed, leaving the approval as requiring the Investigator, Head of Discipline/Associate Dean of Research, Dean, Vice-Principal (Research) and Director of Finance.

**Resolved:** to recommend to the Court that the Schedule of Delegation and Decision-Making Powers be amended as set out, and that a retrospective summary of grant applications submitted be added to the Committee workplan.

## 12. NARRATIVE FOR COURT

The Committee agreed to highlight to the Court discussions relating to the Estates Strategy, School of Business and Tay Cities Deal. The Committee also wished to draw the Court's attention to the requirement to address cost-savings within the short-term. The Court may also wish to note the committee's support for the debt financing strategy, and that it would revisit BT efficiencies later in the year.

**Resolved:** to highlight the items listed above to the Court for noting.

## 13. TREASURY ANNUAL REPORT

The Director of Finance presented the Annual Treasury Report which reviewed treasury activity over the last 12 months relative to the requirements of the Treasury Policy. The report covered: counterparty risks and limits, liquidity risk, currency risks and swaps, interest rate, refinancing, and inflation risk. Members noted that all counterparties now met the credit ratings required by the policy.

**Resolved:** to note the report.

## 14. IMPAIRMENT REVIEW

The Committee received a paper which considered the appropriate accounting treatment at 31 July 2019 for the costs incurred by in the development of the OneUniversity system. Members noted that the review recommended no further impairment to the intangible asset held at 31 July 2018. Partial impairment of the intangible asset held at 31 July was recommended based on the conditions in place at 31 July 2019.

**Resolved:** to note the recommended accounting treatment.

## 15. RESERVED BUSINESS: UPDATE ON 19/20 STUDENT NUMBERS

The Committee received an update on the 2019/20 semester 1 intake following matriculation. With regard to undergraduate (UG) intake, members noted that the SFC EU/Home targets had been achieved, including in relation to MD20, but that the RUK intake was 27% below budgeted expectation following the decision to raise the average tariff on entry. Overseas (OS) intake was 12% below target but progress was anticipated within the January entry, and the overseas partnership intake was anticipated to be above the budgeted expectation. Turning to postgraduate (PG) intakes, the overseas PG Taught (PGT) intake was 5% above budget, with this figure expected to rise further. The Home/EU PG intake was 15% below budget, but was expected to be balanced by above budget intake levels in the second semester.

**Resolved:** to note the update.

## 16. SUBSIDIARY ANNUAL ACCOUNTS

The Committee received a report summarising the financial results of the University's subsidiary companies for the year 2018/19.

**Resolved:** to note the accounts.

17. **DUNDEE STUDENT VILLAGES ACCOUNTS**

The Director of Finance provided the Committee with a copy of the Financial Statements for Dundee Student Villages (DSV) Ltd for the year ended 31 July 2019.

**Resolved:** to note the Financial Statements for Dundee Student Villages (DSV) Ltd for the year ended 31 July 2019.

18. **RESERVED BUSINESS: BUSINESS TRANSFORMATION STEERING GROUP MINUTES**

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

The Committee received the minutes from the meeting of the Business Transformation Steering Group on 2 August 2019.

**Resolved:** to note the minutes.

19. **ANNUAL REVIEW OF REMIT AND TERMS OF REFERENCE FOR THE COMMITTEE**

The Committee confirmed that, subject to minor update, the Remit and Terms of Reference remained appropriate.

**Resolved:** to endorse the Remit and Terms of Reference for the committee to Court for approval (**annex 1**).

20. **COMMITTEE WORKPLAN 2019/20**

The Committee received the workplan for the remainder of the 2019/20 academic year. The Convener advised members of additional items which had been determined during the course of the meeting.

**Resolved:** to note the proposed workplan and objectives for 2019/20.

21. **RESEARCH GRANT APPROVALS: £3M+**

The Committee received a report from the Head of Research Finance detailing approvals it had given since its last meeting for the submission of research grant applications greater than £3m. Members noted that no submissions had been approved since the meeting on 13 August 2019, but noted two applications which were in preparation and likely to require approval before the next meeting of the Committee.

**Resolved:** to note the report.

22. **PERFORMANCE MEASURES**

The Committee was advised of a range of performance measures within the Dashboard which were of relevance to the papers presented to the Committee, including links to further information and an overview of the University's performance in these measures relative to benchmarked groups.

**Resolved:** to note the additional information available.

23. **DATE OF NEXT MEETING**

**Resolved:** to note that the next meeting of the Committee would be held at 2.00 pm on 21 January 2020.

Richard S Bint

(Convener)

## APPENDIX 5 ANNEX 1

### FINANCE & POLICY COMMITTEE: REMIT AND TERMS OF REFERENCE

#### FINANCE & POLICY COMMITTEE Remit, Terms of Reference and Delegated Powers

##### Summary

The Committee has a general responsibility, in exercising its specific duties as set out in this document.

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

- advise the Court on any matter pertaining to the finances, the financial health, and the operational performance of the University, including financial risks;
- set the financial parameters within which the University operates in light of government policies on higher education and public spending, the resource allocation policies of the SFC and the main research funders;
- approve financial forecasts;
- approve annual budgets and to monitor performance against those budgets using relevant performance indicators;
- review draft strategic planning documents and to consider their resource implications;
- approve the allocation of resources to support University strategies and plans;
- approve projects involving major capital expenditure within the terms of the Schedule of Delegation and to ensure that appropriate oversight is provided on such projects;
- approve and monitor the Estates Strategy and associated key performance indicators;
- review and, where appropriate, contribute to the development of policies and procedures which affect the Committee's ability to carry out its role as set out above.

##### Remit and Terms of Reference

###### Membership

The membership for any given year is set out in the attached schedule. It shall comprise a mix of lay members, staff members, the Chairperson of Court, the Principal and the President of the Students' Association.

The Convener of the Audit Committee may attend meetings and a reciprocal right of attendance is granted to the Convener of the Finance & Policy Committee to attend meetings of the Audit Committee.

The following skills/experience are required across the membership of the committee:

- Knowledge of finance, including at least one member with an accounting qualification and other members with equivalent/alternative financial skills and experience;

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

- Experience/knowledge of architecture, estates and/or facilities management from a variety of perspectives;
- International experience;
- Knowledge and experience of corporate governance in a general setting;
- Legal knowledge, preferably within a business, public sector or financial services setting;
- Experience of working in academic and non-academic settings;
- Knowledge and/or experience of IT and business systems;
- Knowledge and/or experience of procurement;
- Experience of public sector organisations and Non-Departmental Public Bodies;

- Ability to understand and manage risk;
- Awareness of wider stakeholder interests in higher education;

In addition, the following abilities and attributes would be valued:

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

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

#### Meetings

The Committee shall usually meet five times per session and shall report, through the submission of minutes of each meeting, to the next meeting of the Court.

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.

Each meeting of the Committee shall normally be attended by the University Secretary; the Vice-Principal (Provost); the Vice-Principal (Research, Knowledge Exchange & Wider Impact); the Directors of Academic & Corporate Governance, Estates & Campus Services, Finance, and Strategic Planning; and the Deputy Director of Finance. The Committee's secretary shall normally be the Policy Officer (Corporate Governance) & Clerk to Court.

#### General Duties and Responsibilities

- The Committee is responsible for advising the Court on the financial strategy and financial health of the University. It shall receive regular reports from the Director of Finance on these matters and at its discretion will recommend actions to the Court;
- The Committee will consider the projections proposed by the Director of Finance and other officers in relation to revenue and capital budgets and will make recommendations on these to the Court.
- The Director of Finance shall present regular in-year information to the Committee relating to performance compared with budgets and the University's financial outlook. The Committee may seek further information before making recommendations to the Court.
- The Committee shall receive regular information and reports on the financial policies and procedures of the University, its subsidiaries and activities delegated to groups and other committees. It may seek changes and/or recommend to the Court that the above policies and procedures be amended as it thinks fit.
- The Committee may, at its discretion, seek explanations on behalf of the Court from officers and budget holders of the University on all matters relating to financial probity and control.
- The Committee shall consider draft strategic plans and operational policies out-with the provisions listed before recommending such documents to the Court.
- The Committee shall be charged with the consideration and oversight of issues pertaining to the Estates Strategy and maintenance of the campus infrastructure. The Committee shall monitor progress towards meeting key performance indicators aligned to the Estates strategy.
- The Committee shall receive regular updates on matters of significance to the work of the Committee, for example student recruitment figures, and the performance of growth and savings projects.
- The Committee, in consultation with senior officers, is responsible for ensuring that the University complies with all relevant accounting regulations and recommended practice and that its annual financial statements have been prepared in accordance with such regulations. It is also responsible for advising the Court on adherence to terms and conditions laid down by the Scottish Funding Council and other grant awarding bodies (including Financial Memoranda issued by the Scottish Funding Council).

#### Delegated Powers

- Enter into borrowing arrangements over £5m, and renew as necessary, in accordance with the financial strategy approved by Court
- Approve business plans for projects and funding applications or variations thereof for revenue spend more than £3m

- Endorse business plans for projects and funding applications or variations thereof that include a capital element more than £3m
- Approve non-research related contracts, agreements and applications or variations thereof more than £3m
- Approve research related contracts, agreements and applications or variations thereof more than £3m
- Approve Financial Regulations
- Approve guidelines for University investments (on the advice of the Endowments Sub-Committee)
- Approve loans, loan guarantees and grants to subsidiary, spin-out and associated companies of more than £100k
- Approve individual purchases more than £3m
- Approve the winding up of subsidiary, spin-out or associated companies

## Schedule

### Membership 2019/20

#### 1) Members

<b>Name</b>	<b>Category for the Purpose of Determining Quorum</b>
Richard Bint (Convener)	(Lay Member)
Principal Professor Andrew Atherton	( <i>Ex-Officio</i> )
Alan Bainbridge	(Lay Member)
Ronald Bowie	(Lay Member)
Dr William Boyd	(Lay Member)
Josh Connor	(Elected Member)
Professor Mairi Scott	(Elected Member)
Vacancy	(Lay Member)
Sharon Sweeney	(Nominated Member)

#### 2) Officers and others in regular attendance:

<b>Name</b>	<b>Role</b>
Bernadette Malone	(Deputy Chair of Court, Convener of Remuneration Committee)
Karen Reid	(Chair, Audit Committee)
Professor Nic Beech	(Vice-Principal (Provost))
Peter Fotheringham	(Deputy Director of Finance)
Rose Jenkins	(Director of Campus Services)
Dr Neale Laker	(Director of Academic & Corporate Governance)
Dr Jim McGeorge	(University Secretary)
Dr Christine Milburn	(Policy Officer (Corporate Governance))
Carol Prokopyszyn	(Director of Finance)
Wesley Rennison	(Director of Strategic Planning)
Professor John Rowan	(Vice-Principal (Research, Knowledge Exchange & Wider Impact))



**Quorum 2019/20**

At least five members (taken from 1 above), of whom there should be at least two members considered as lay members and at least one elected/nominated member.

## APPENDIX 6

### GOVERNANCE & NOMINATIONS COMMITTEE MINUTES (Minute 29 (3))

A meeting of the Committee was held on 21 October 2019

Present: Ronald Bowie (Convener);  
Janice Aitken;  
Bernadette Malone;  
Jane Marshall; and  
Professor Mairi Scott.

In Attendance: Dr William Boyd (minute 5);  
Professor Blair Grubb (Vice-Principal (Education));  
Elenore Hobkirk (Head of Development & Alumni Relations  
Office);  
Dr Neale Laker (Director of Academic & Corporate Governance);  
Dr Jim McGeorge (University Secretary); and  
Dr Christine Milburn (Policy Officer (Corporate Governance)).

Apologies: Principal, Professor Andrew Atherton; and  
Rumana Kapadia.

#### 1. MINUTES

**Resolved:** to approve the minutes of the meeting of 13 August 2019.

#### 2. MATTERS ARISING

(1) Action Log

The Committee received an action log summarising progress in relation to outstanding actions from previous meetings. Noting that the Conflict of Interest Policy (COI) would be discussed elsewhere on the agenda, the University Secretary confirmed that once the policy was approved the Director of Human Resources & Organisational Development would update the guidelines issued to appointing committees.

**Resolved:** to note the log.

(2) Corporate Governance Statement

**Resolved:** to note that no amendments to the Statement had been requested by the external auditor.

#### 3. CONVENER'S UPDATE

The Convener updated the Committee on his activities and interactions at a sectoral level which were of relevance to its business. In introducing his report he drew members' attention to the attendance of the Deputy Chair at a recent meeting of the Committee of University Chairs (CUC). Members noted that the meeting had included the sharing of case studies which were valuable in terms of considering ways in which governance of the University could be further enhanced. Turning to one such case study, members were pleased to note that it was University of Dundee policy that members should only use University email addresses for Court correspondence, and members suggested that in light of experiences elsewhere in the sector the Court should be reminded that should personal accounts be used, these would also be discoverable in any Freedom of Information Act request or investigation.

Members also noted that across the sector clarification had been sought regarding the employment status of a remunerated Chair, and the Director of Academic & Corporate Governance undertook to confirm the University's position at the Committee's next meeting.

**Resolved:** to note the update and await an update from the Director of Academic & Corporate Governance regarding the employment status of the Chair now that it was a remunerated position.

#### 4. **SECTORAL UPDATE**

The Director of Academic & Corporate Governance informed the Committee of the upcoming consultation by the Committee of University Chairs (CUC) on the draft HE Code of Governance. Noting that the Scottish Code of Good HE Governance would continue to take precedence in Scotland, members agreed that it would be valuable to review the draft HE Code of Governance for areas of additional best practice which could be beneficial to the governance of the University. Members also agreed that it would be useful to explore if anything could be learned from the operation of the Office for Students (OfS) since it came into force at the beginning of 2018.

**Resolved:** to note the report and ask that the draft CUC HE Code of Governance and lessons learned from the OfS be added to the Committee's work-plan for 2019/20.

#### 5. **QUINQUENNIAL REVIEW OF THE EFFECTIVENESS OF THE COURT: REPORT**

The Convener of the Working Group leading the Quinquennial Review of the Effectiveness of the Court 2019, Dr William Boyd, attended the meeting to present the final report from the Working Group. In introducing the report he first expressed his, and the External Facilitator's, thanks to the Court and members of the University Executive Group (UEG) for their support and cooperation. In summarising the report he told the Committee that it was the general view of the Working Group and the External Facilitator that there was good governance practice at the University, and that good progress had been made across the areas identified in previous reviews. He also highlighted the conclusion that there was a growing tension between the strategic role of the Court and the operational role of the UEG which should be kept under review.

The Committee welcomed the report and praised the open and transparent approach of the External Facilitator and the comprehensive and thorough approach of the Working Group. The Committee considered, and was supportive of the 16 recommendations made, which were viewed as continued development of the existing good governance approach.

In discussing the report the Committee expressed support for the recommendation that staff be given the opportunity to attend meetings of the Court, and suggested that the Governance & Nominations Committee give further consideration to the mechanism by which this may operate. Members were also supportive of the view that it was important that the member of Dundee City Council on the Court (currently the Lord Provost) was able to be in regular attendance of Court meetings to ensure that the link and insight was maintained between the two organisations. Returning to recommendations relating to the balance between the responsibilities of the Court and that of the UEG, and in particular the effectiveness of the challenge of the Court, members agreed that this was an area for further exploration and monitoring by the Governance & Nominations Committee. In this respect members highlighted the importance of clearly communicating the relative roles and responsibilities of the Court and the UEG and establishing a relationship based on co-agreement and trust. Members also highlighted the importance of ensuring that the Court was appropriately engaged throughout decision-making processes, as well as ensuring that the Court did not become side-tracked by operational-level details. In this respect, members agreed that it was normal for there to be challenge between the Court and the UEG, but that it was important to ensure that this was managed within a productive working relationship. Noting that it was also important for Court to clearly communicate its expectations regarding the level of detail required from proposals, members indicated that they welcomed the recent approach of concise papers being supplemented by additional materials on BOX for those interested in exploring further details, and asked that in future papers should provide further information about the range of options considered as well as justifications for recommendations.

In approving the recommendations, the Committee highlighted the importance of not becoming complacent and of continuing to look for ways to improve the governance of the University.

**Resolved:** to endorse to the Court the 16 recommendations made within the report.

## 6. GRADUATES' ASSOCIATION – ROLE AND GOVERNANCE ARRANGEMENTS

The Committee considered a paper which set out updated amendments to Statutes and Ordinances relating to the Graduates' Association following discussions with the Committee at its last meeting and with the Court on 5 September 2019 (see also **Paper C**). The Head of the Development & Alumni Relations Office (DARO) also attended the meeting for this item to outline the current and future graduate engagement activities of DARO.

The Committee was satisfied that the further amendments proposed to the Statutes and Ordinances, which clearly set out the role of one member of the Court as an intermediary between the graduates and the Court, addressed the issues raised by the Committee at the previous meeting. The Committee viewed the revised changes as a step forward from the current position in terms of honouring the intentions of the original Statutes and Ordinances in as much as they would enhance the opportunities for engagement between alumni and the University Court. Members agreed that the new arrangements should be reviewed after a 2-year period of operation.

Discussions focussed on the timetable for the alumni engagement plans set out by the Head of DARO, and members were pleased to note that these would be taken forward in the short-term.

**Resolved:** to endorse to the Court the proposed amendments as set out and to review the arrangements after 2 years of operation.

## 7. MEMBERSHIP OF THE COURT AND SUCCESSION PLANNING

The Committee received a paper which set out vacancies arising on the Court over the next 5 years, and members noted that the Chair of Court, Deputy Chair of Court and 3 conveners of Court committees would reach the end of their maximum terms of office by 31 July 2022. Members were also advised that Allan Murray, a co-opted lay member of the Court, had resigned from the Court on 4 September 2019 with immediate effect, meaning that there were currently 2 co-opted vacancies on the Court, with a further co-opted vacancy arising at the end of the current academic year.

The Committee noted that the search process launched over the summer to identify a new co-opted member had concluded without appointment. Members also noted that interviews for the co-opted position on the Audit & Risk Committee had been scheduled for 30 October 2019, and members agreed that in the interests of time the appointing committee should be invited to make a recommendation directly to the Court.

Turning to the lay Court vacancies in 2019/20 members highlighted the importance of Court members using their networks to identify potential new members, and the Committee noted a suggestion for a further potential candidate. Following discussion, the Committee agreed that a panel should be created to meet with this potential candidate, and delegated authority to the University Secretary to agree the final membership of the panel within established parameters. Members also noted that care should be taken to ensure that anyone known to the candidate was not included within the membership of the panel.

Turning to the remaining vacancies, the Committee considered the 2019/20 Court skills matrix and the 2019/20 Court equality, diversity and inclusion return. Following discussion regarding the pool of applications received, the Committee recommended that the University engage a search consultancy to support a further recruitment round. Members noted that this was now common practice within the sector and may deliver the broader skills sought and support the Court in its efforts to improve equality, diversity and inclusion within its membership.

**Resolved:**

- (i) to draw to the attention of the Court the current and upcoming vacancies on the Court;
- (ii) to ask officers to arrange for an appointing panel to meet with a further potential candidate;

- (iii) to recommend to the Court that the University engage a search consultant to support the recruitment process for lay vacancies arising in 2019/20; and
- (iv) to note the annual report on Equality, Diversity & Inclusion on Court and the 2019/20 Court Skills Matrix and approve the publication of the Skills Matrix on the Court website.

#### 8. PUBLIC STAKEHOLDER MEETING OF COURT

The Committee approved the proposal that the 2019/20 Public Stakeholder meeting be scheduled for 8 January 2020 from 3.00 - 4.30 pm, that being the day before the Discovery Day Lectures and a convenient time for staff and students. Members also agreed that it should follow a similar format to the 2018/19 meeting, with presentations from the Chair of Court, Principal, and DUSA President focussed around membership of the Court, engagement with the Court, and the recent and upcoming business of the Court. Members noted that officers would continue to explore opportunities to promote the event through other means such as social media, and to record/stream the event to improve its accessibility.

**Resolved:** to approve proposals that the 2019/20 Public Stakeholder meeting be scheduled for 8 January 2020 from 3.00 - 4.30 pm.

#### 9. RESILIENCE PLAN

The Committee received a copy of the proposed Court Resilience Plan which had been updated in accordance with feedback on a draft considered by the Committee on 28 May 2019. Members endorsed the plan subject to a small number of clarifications and asked that the revised version be circulated to the Committee.

**Resolved:** to endorse the Court Resilience Plan to the Court subject to minor amendment.

#### 10. CONFLICT OF INTEREST POLICY

The Committee considered proposals for a new Conflict of Interest Policy, which members noted took account of advances in sectoral best practice. Members highlighted the importance of ensuring clarity in the wording regarding its application to non-staff members of the Court. Members also suggested the inclusion of additional references to appointing committees.

Turning to the implementation of the Policy, members agreed that it would be important to ensure that the operation of the policy was audited after its implementation. Members agreed that this matter should be highlighted to the Audit & Risk Committee when considering the annual audit plan.

**Resolved:** to endorse the new Conflict of Interest Policy (**annex 1**) to the Court subject to minor amendment.

#### 11. EARLY STAGE COURT BUSINESS

The Committee noted the proposed agenda for the meeting of the Court on 19 November 2019. Discussions focused on ensuring that the outputs of the Retreat were taken forward and that the strategic business items were set in the context of the implementation of the overarching University Strategy.

**Resolved:** to endorse the proposed agenda.

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

The Committee agreed to highlight to the Court its endorsement of the report from the Quinquennial Review of the Effectiveness of the Court and its recommendation to the Court that it approve the further changes to governance instruments relating to the Graduates' Association, the Court Resilience Plan and the new Conflict of Interest Policy. The Committee also highlighted discussions relating to succession planning and the proposed engagement of recruitment specialists in relation to vacancies arising on the Court. The Committee also highlighted its discussions relating to data security and information governance for members of governing bodies.

**Resolved:** to ask that the Convener highlight the matters above in the Convener's report.

13. **ANNUAL REVIEW OF THE STATEMENT OF DIVERSITY ON THE COURT**

The Committee undertook its annual review of the [Statement](#) of Diversity on the Court and recommended to the Court that it be approved for use for 2019/20 subject to the amendment of the title to 'The Statement of Equality, Diversity and Inclusion on the Court'.

**Resolved:** to recommend to the Court that it approve the [Statement](#) for use in 2019/20 subject to the amendment set out.

14. **COURT MEMBERS' REGISTER OF INTEREST RETURNS 2019/20**

The Committee received the annual report detailing Court members' declared interest returns for 2019/20. Members noted that returns had been received for all but one member of the Court. The Committee confirmed that it was content that there were no declarations that required discussion or further management.

**Resolved:** to note the report and note the publication of the returns on the Court website.

15. **ANNUAL REVIEW OF REMIT AND TERMS OF REFERENCE FOR THE COMMITTEE**

The Committee undertook the annual review of its Remit and Terms of Reference.

**Resolved:** to endorse to the Court the Remit and Terms of Reference (**annex 2**) subject to minor update.

16. **COMMITTEE WORK-PLAN 2019/20**

The Committee made a number of suggestions for inclusion in the work-plan, including seeking an update from the Student Experience Oversight Group (SEOG) regarding areas of activity on student-related matters previously highlighted to the Court in a report from the DUSA President and the University Secretary. Members also suggested that it would be valuable for the Committee to give consideration to how feedback on performance is given to the University Executive Group (UEG) by the Court. In response to questions it was confirmed that items relating to the implementation of actions from the Quinquennial Review would be added to the schedule subject to their approval by the Court, and that discussions regarding the timing and nature of the corresponding review of the effectiveness of the Senate would also be taken forward at that time.

**Resolved:** to highlight the plan to the Court, subject to minor update.

17. **MODERN SLAVERY STATEMENT**

The Committee considered the Modern Slavery and Human Trafficking Statement which was due for annual review.

**Resolved:** to endorse to the Court the Modern Slavery and Human Trafficking Statement (**annex 3**).

18. **DATE OF NEXT MEETING**

**Resolved:** to note that the next meeting would be held on 21 January 2019.

Ronald Bowie

Convener

**APPENDIX 6 ANNEX 1**

**CONFLICTS OF INTEREST POLICY**



**University  
of Dundee**

[dundee.ac.uk](http://dundee.ac.uk)



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## 1. Overview

- 1.1. It is the policy of the University of Dundee to conduct business in an honest and ethical manner consistent with the University's Values, the Nine Principles of Public Life in Scotland and applicable law and regulation.
- 1.2. As part of this overarching policy, the University requires Staff to take appropriate steps to identify and prevent any Conflicts of Interest that may arise or have the potential to arise in the course of conducting business on behalf of the University.
- 1.3. However if a conflict cannot be prevented then Staff will require to take appropriate steps to mitigate and manage such conflicts.

## 2. Purpose

- 2.1. This policy sets out the University's expectations of its Staff in respect of the identification and management of Conflicts of Interests and the controls that the University has in place to facilitate this.

## 3. Who does this policy apply to?

- 3.1. This policy applies to all individuals working for or on behalf of the University at all levels and grades, whether permanent, fixed-term or temporary, and wherever located and any other person who performs services for, or on behalf of, the University.

## 4. What is a Conflict of Interest?

- 4.1. A "Conflict of Interest" is a situation where one or more persons or entities have competing interests and the serving of one interest may involve detriment to another.
- 4.2. A Conflict of Interest under this policy includes both an actual Conflict of Interest (i.e. a Conflict of Interest that has arisen) and a potential Conflict of Interest (i.e. a Conflict of Interest that may arise given particular facts and circumstances).
- 4.3. It also includes a perceived Conflict of Interest (i.e. a situation which may give rise to the perception of a Conflict of Interest), even where a Conflict of Interest may not in fact exist.
- 4.4. Failure to identify and appropriately manage Conflicts of Interest could result in inappropriate or adverse consequences for the University, Students, Staff and Third Parties who deal with the University.

## 5. Examples of Conflicts of Interest

Conflicts of Interest relating to the University can be broadly described as scenarios where:

- a Staff Member's interest in the outcome of a particular activity or endeavour differs from the University's interest;
- a Staff Member (or, where applicable, a Family Member or Close Personal Relationship) receives a financial or other significant benefit as a result of the Staff Member's position at the University that is inappropriate in nature;
- a Staff Member has the opportunity to influence the University granting business or making administrative and other material decisions in a manner that leads to personal gain or advantage for the Staff Member or a Family Member or Close Personal Relationship;
- a Staff Member's existing financial or other interest or previous engagement in an endeavour or activity or relationship with another person, impairs or could impair their judgment or objectivity in carrying out their duties and responsibilities to the University;
- a Staff Member favours the interest of one part of the University over another, which is inconsistent with the best interest of the University;
- a Conflict of Interest arises in connection with a transaction or arrangement entered into between the University and a person of significant influence or between University Related Entities due to the close relationship between the parties; or
- an individual member of Staff has a competing interest in the distribution of effort between employment obligations to the University and to outside professional activities and Outside Business Interests.

## 6. What is not acceptable?

Conflicts of Interest, if inadequately managed, could result in the following outcomes which are deemed unacceptable by the University:

- the University and/or a member of Staff failing to comply with their legal or regulatory obligations;
- the University and/or a member of Staff failing to fulfil a duty of care, trust or loyalty owed to another person or entity such as a Student or Third Party;
- a Staff member's professional judgement and objectivity being compromised and/or hindering the proper discharge of their duties and responsibilities;
- a member of Staff engaging in unethical conduct;
- the University or member of Staff obtaining improper advantage or treatment or giving rise to the appearance of impropriety and consequent reputational damage, including as it relates to the manner in which business is awarded to or by the University; and/or
- the University being brought into disrepute and subject to adverse publicity and reputational damage.

## 7. Responsibilities

7.1. As part of the University's approach to conflicts management, the prevention, management and reporting of Conflicts of Interest as set out in this policy are the responsibility of all those working within the University community or under our control.

7.2. The University requires the following categories of Staff to carry out the relevant actions as set out below.

### A. All Staff

All Staff are responsible for being alert to, identifying and managing Conflicts of Interest on an ongoing basis in relation to themselves and others and are required to:

- comply with this policy, Rules and other applicable policies and procedures relating to the identification, documentation, escalation and management of Conflicts of Interest;
- act with integrity and exercise good judgment and discretion in accordance with the University's Values and the Nine Principles of Public Life in Scotland;
- act with the requisite degree of independence and objectivity when discharging their responsibilities at the University;
- avoid, wherever possible, situations giving rise to Conflicts of Interest due to any of the following:
  - personal financial interest;
  - Family Members or Close Personal Relationships including but not limited to recruitment of Staff and/or applications for study at the University;
  - previous, current or potential future involvement in an activity or endeavour (whether at the University or externally); and/or
  - different roles and responsibilities at the University.
  - and, in particular, refrain from participating in the recruitment process of staff, including shortlisting, selection and interview, where a Family Member or Close Personal Relationship has applied or is likely to apply; and
  - avoid acting in any way to influence the consideration of student applications to study at the University from Family Members or Close Personal Relationships.
- immediately notify their line manager and/or Legal of the existence and general nature of a Conflict of Interest;
- immediately disclose Conflicts of Interest to the Chairperson/Convener when participating in decision-making within a committee or working group setting;
- within a committee of Court or Senate or other authorised group setting within the University (such as steering committee on a project) declare their interest and, if the Chairperson/Convener so determines, remove themselves from the decision-making process and not seek to influence such decisions any further. Where the Conflict of Interest arises from the Chairperson/Convener they shall be under an obligation to declare it to the group/committee and they shall refer themselves to the University Secretary or Legal for advice and decision;
- not be in a supervisory, subordinate or control relationship (having influence over conditions of employment) with closely related persons including Family Members or Close Personal Relationships;
- not misuse information obtained in the course of working at the University including for personal benefit;
- manage work-related information on a "Need to Know" basis, respecting information barriers and duties of confidentiality at all times;

- challenge and escalate promptly issues of concern to their supervisors and Legal so that Conflicts of Interest may be appropriately reviewed, managed and resolved;
- upon joining the University and on a periodic basis thereafter, complete all Annual Declarations required by the University; and
- being aware of how their actions could be perceived in respect of Conflicts of Interest and to act in the best interest of the University at all times so that the University does not suffer reputational damage;
- comply with applicable Rules which require transactions and arrangements between the University and a Related Party to be carried out on an independent, arms-length basis.

#### **B. Supervisors**

Staff who act in a supervisory capacity are required to:

- actively seek to identify, mitigate and, to the extent required by the University document Conflicts of Interest in their area of responsibility, including in connection with any current or planned activities;
- assess any Conflicts of Interest reported to them to determine if a Conflict of Interest exists (or might reasonably be perceived to);
- determine, after consulting Legal and other control functions as required, the best course of action to resolve, manage or avoid the Conflict of Interest, including further escalation to a higher management authority where necessary or the (temporary or permanent) withdrawal of oversight of a given matter or activity from the Staff member concerned;
- review on an annual basis or more regularly, if required, any reported Conflicts of Interest to ensure these are being managed in accordance with any agreed resolution; and
- allocate responsibilities to Staff who report to them in a manner that does not lead to Conflicts of Interest and avoid allocation of responsibilities which will compromise the independence of control functions of the University.

#### **C. Senior Management**

Members of Senior Management are responsible for overseeing the identification, documentation, escalation and management of all Conflicts of Interest as they arise within their relevant areas of responsibility at the University.

Members of Senior Management are required to:

- sponsor and encourage an appropriate culture which emphasises the importance of ethical treatment of persons involved in a Conflict of Interest and the fair handling of Conflicts of Interest;
- be engaged in the implementation of policies, procedures and arrangements for the identification, documentation, escalation, management and ongoing monitoring of Conflicts of Interest;
- be engaged in the clear communication of policies, procedures and expectations and the sharing of best practice throughout the University;
- adopt a holistic view to identifying potential and emerging Conflicts of Interest within and across the University and to facilitate informed judgements with respect to materiality and the manner in which conflicts are handled;
- raise awareness and promote adherence of Staff in completing regular training both at induction and in the form of refresher training;
- sponsor systems and controls to document, track, manage and mitigate Conflicts of Interest risk, and regularly review their effectiveness;
- consider the implications and take corrective action, where required, in connection with performance measurements or incentive schemes that may incentivise a Staff Member to act contrary to the duties and responsibilities owed to the University; and
- utilise management information to remain sufficiently up-to-date and informed in connection with the matters listed above.

#### **D. University Executive Group (UEG)**

Key obligations for members of UEG in connection with Conflicts of Interest are:

- To generally act in the best interest of the University and ensure that procedures are in place so that transactions considered by UEG relating to the University and/or a Third Party are generally undertaken only on an arm's length basis.
- To ensure that business decisions are unaffected by Conflicts of Interest and to therefore:

- proactively identify Conflicts of Interest resulting from their executive management position (whether as a member of the management or the supervisory function) and disclose such Conflicts of Interest as required by the applicable terms of reference; and
- Material Conflicts of Interest, individually and collectively, must be adequately documented, communicated to, discussed and duly managed by the UEG;
- In general, to not be involved financially in any kind of business which is in competition with the University without prior approval of the Principal and the consent of the Chair of the Audit Committee. Where such approval is granted this shall be reported to and documented by the Audit Committee promptly with regular reporting to Court.
- To not represent the University in dealings with himself or herself, or with a Third Party represented by himself or herself, unless the Chair of the Audit Committee permits such representation on the basis of consent and such consent is granted. Any consents granted by the Chair of the Audit Committee shall be reported to and documented by the Audit Committee promptly with regular reporting to Court.

## 8. Conflicts of Interest management

- 8.1. The University addresses specific actual or potential conflicts through one or more of the following options:
- Application of the measures and precautions set out in this policy; and/or
  - Declining to act.
- 8.2. All decisions as to the appropriate management of any Conflict of Interest should be based on three principles, namely:
- To comply with the terms of this policy;
  - To secure fair and equitable treatment of all parties involved, and
  - To mitigate any legal, regulatory or reputational risk to the University.

## 9. Process for raising concerns and management (General)

- 9.1. Conflicts of Interest should be identified, declared and managed within the first line where possible in accordance with this policy.
- 9.2. For first line concern raising/declarations generally a Staff Member should contact their line manager in the first instance.
- 9.3. The following are escalation points after the line manager stage or where escalation to a line manager may not be appropriate.

Area	Escalation
<b>Committee or Group</b>	Declarations or concerns should be raised to the Chairperson or Convener who will then escalate in line with this policy as required.
<b>Directorate</b>	Declarations or concerns should be raised to the Director who will then escalate in line with this policy as required
<b>School</b>	Declarations or concerns should be raised to the Dean of School who will then escalate in line with this policy as required.

- 9.4. Where a Conflict of Interest is declared the individual School, Directorate, Committee or Group will require to keep records of such. These records shall be kept and will be made available to Academic & Corporate Governance on request.
- 9.5. Where a Conflict of Interest or a potential Conflict of Interest has been disclosed, and is either:
- 9.5.1. subject to the mandated requirements; or
  - 9.5.2. cannot reasonably be managed by the individual School, Directorate, Committee or Group as to mitigate the risk of inappropriate influence as set out in this policy;
- the relevant business area shall discuss a possible resolution with the University Secretary on advice from Legal.
- 9.6. Any matter unresolved by the University Secretary shall be referred to the Audit Committee for advice; in cases of particular difficulty the matter shall be referred to the Court for final resolution.

## 10. Mandated requirements in respect of certain identified Conflicts of Interest

Notwithstanding the generality of this policy the following process has been mandated by the University in respect of the following categories of Conflicts of Interest:

### 10.1. Outside Business Interests

- 10.1.1. The University permits Staff to maintain Outside Business Interests as long as: (i) the Outside Business Interest does not create an actual or potential Conflict of Interest; (ii) the Outside Business Interest does not affect the ability of Staff to perform their professional responsibilities within the University, including obligations under their employment contracts with the University.
- 10.1.2. No Staff Member shall establish an Outside Business Interest regardless of whether or not compensation is received or the Staff Member is asked to engage in such activity by the University without the express approval of their line manager, the University Secretary and/or Legal.
- 10.1.3. If approval is received, the Staff Member shall require to comply with the terms and conditions of this policy including but limited to Family Members or Close Personal Relationships and it is the Staff Member's responsibility to notify Legal immediately if any Conflict of Interest or potential Conflict of Interest arises in the course of the Outside Business Interest.
- 10.1.4. Generally, the University will not approve an Outside Business Interest other than where activities related to it are in compliance with the University's policies and procedures, reflect the interests of the University as a whole and/or that are not in competition with those of the University.

### 10.2. Holding of directorships and shares by Professional Services Staff

- 10.2.1. For the purpose of these rules "Professional Services Staff" are defined as staff of the University's professional services within both Directorates and Schools.
- 10.2.2. Unless formally nominated by the University to do so, Professional Services Staff shall not serve in a personal capacity as a director or other officer of a company or commercial enterprise, the establishment of which arose out of or was connected with work done in the University, or any company or commercial enterprise in a contractual relationship with the University, where the Professional Services Staff Member was concerned or connected with placing or negotiating the contract in question.
- 10.2.3. Any Professional Services Staff Member nominated by the University to serve as the director of a company shall be deemed to accept the nomination in the discharge of his or her duties as an employee of the University, and shall decline to accept any director's fee.
- 10.2.4. No Professional Services Staff Member shall hold any shares in a company, the establishment of which arose out of, or was connected with, work done in the University, or any company in a contractual relationship with the University, where the Professional Services Staff Member was concerned or connected with placing or negotiating the contract in question - unless such shares have been acquired following the listing of the company on a recognised stock exchange.

## 11. Annual Declarations

- 11.1.1. Individuals occupying the following positions shall be required to submit an annual declaration of external interests:
  - Members of Court and supporting officers;
  - The Principal & Vice-Chancellor
  - Vice-Principals
  - Deans and Associate Deans
  - Directors of Directorates;
  - School Managers;
  - Other administrative officers with significant budgetary or procurement responsibilities

11.2. A record of all declarations made shall be maintained centrally by the University Secretary or their nominee.

## 12. Consequences for Breach of this policy

- 12.1. Any member of Staff who breaches this policy (which includes a failure to notify) may face disciplinary action, which could result in suspension or dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with non-employee Staff if they breach this policy.
- 12.2. Repeated violations are considered on a cumulative basis.

**13. Communication**

- 13.1. The University's approach to managing Conflicts of Interest will, where appropriate, be communicated to Third Parties.

**14. Monitoring and review**

- 14.1. The Audit Committee has a general responsibility for monitoring the operation and effectiveness of Conflicts of Interest arrangements and will receive appropriate reports on any Conflicts of Interest activity.
- 14.2. The UEG has a responsibility to ensure that internal control systems and procedures are monitored and also subject to regular review to provide assurance that they are effective in countering any risks of non-compliance with this policy. Annex 2 lists the systems and controls that the UEG has in place to mitigate and manage Conflicts of Interest arising within the business of the University.
- 14.3. All Staff are aware that they are responsible for the success of this policy and ensure they use it to disclose any suspected danger or wrongdoing.

## Annex 1 - Definitions

Definition	Meaning
<b>Chairperson/Convener</b>	A chairperson or convener of a committee or Group or equivalent;
<b>Close Personal Relationship</b>	any of the following: a) a romantic or sexual relationship of a Staff Member; b) a personal business, commercial or financial relationship of a Staff Member; c) a personal friend of a Staff Member or d) a cohabitee of a Staff Member.
<b>Conflict of Interest</b>	a situation where one or more persons or entities have competing interests and the serving of one interest may involve detriment to another.
<b>Court Committee Member</b>	A member of any board or committee of the University Court or Senate.
<b>Directorate</b>	A directorate within the professional services of the University from time to time.
<b>Family Member</b>	in relation to a Staff Member, a spouse, civil partner, domestic partner, children or stepchildren, parent or parent-in-law, sibling or sibling-in-law, grandparent, aunt, uncle, nephew, and niece.
<b>Group</b>	A group convened for the purposes of conducting University business.
<b>Legal</b>	the University's Legal department headed by the Director of Legal.
<b>Outside Business Interest</b>	<p>Any commercial or business interest or activity undertaken by Staff outside their day to day role at the University which is likely to (i) conflict with their obligations under their contract of employment (ii) create an actual or potential Conflict of Interest; (iii) bring the University into disrepute; and/or (iv) otherwise be disclosable to the University under the University's policies and procedures including without limitation, establishing a company, forming a limited partnership, other external business interest, directorships, board memberships, external employment and paid political office appointments.</p> <p>The following are not considered Outside Business Interests: any work or activity undertaken with local community organisations; for example, local churches, homeowners associations, school boards rotary clubs, local charities or other community organisations. The definition also does not include any voluntary work outside of your day to day role at the University.</p>
<b>Related Party/Entity</b>	any person or entity who is considered a related party of the University under applicable corporate law of the entity's country of incorporation. Examples include a parent, subsidiary or fellow subsidiaries.
<b>Rules</b>	any laws, regulations, rules, supervisory expectations, codes of conduct/ethics, and standards of good or best practice relating to Conflicts of Interest applicable to the University.
<b>School</b>	A school of the University
<b>Senior Management</b>	those Staff who are responsible for, or have significant influence over, the direction and day-to-day management of the University, its Schools and/or Directorates (including members of UEG, UMG and all other management positions) and/or a Related Entity;



<b>Staff/Staff Member</b>	any of the following: a) a permanent or temporary employee of the University; b) an authorised representative or agent of the University; or c) a Court Member
<b>Student</b>	
<b>Third Party</b>	any individual or organisation that Staff come into contact with during the course of their work and the running of the University's business, and includes actual and potential students, intermediaries, referrers of students, staff, work, grants, suppliers, distributors, contractors, business contacts, agents, advisers, government, funding councils, regulators and public bodies (including their advisers, representatives and officials), politicians and political parties.
<b>UMG</b>	The University Management Group as constituted from time to time (and its successor)

**Annex 2 – University Controls to Manage Conflicts of Interest**

<b>Committee Governance</b>	Each committee of the University is required to have terms of reference in place. These terms must include the requirement for members of committees to consider potential Conflicts of Interest when determining the composition of the committee, taking into account the tasks and responsibilities of that committee. Further, the terms of reference must require committee members to disclose potential Conflicts of Interest on an ongoing basis to the Chairperson/Convener and for the Chairperson/Convener to take appropriate action to resolve such Conflicts of Interest.
<b>Escalation</b>	The University operates internal escalation processes for Conflicts of Interest, with each School and Directorate having the responsibility of defining and documenting their respective processes. The escalation processes are required to enable the Conflict of Interest to be escalated on a timely basis and considered at an appropriate level of seniority and by the correct stakeholders to arrive at the most appropriate resolution.
<b>Legal</b>	as a 2nd Line of Defence function, is the risk controller for the Conflicts of Interest. In this capacity, Legal is responsible for the development of related policies, the testing of controls implemented by the University and the regular risk assessment of Conflicts of Interest risk management by the University.
<b>Segregation of Functions and Duties</b>	The University structurally segregates Legal from its business to allow for their independence. The University also operates an internal control environment underpinned by a “Three Lines of Defence” framework that requires the independence of control functions, including Legal.
<b>Whistleblowing</b>	The University provides appropriate channels through the Whistleblowing Policy for the reporting/whistleblowing of Conflicts of Interest within the University where a Staff Member considers this to be the appropriate channel to draw the matter to the attention of the University.

## **Annex 3 – The University's Values**

### **Our values**

Valuing People, Working Together, Integrity, Making a difference and Excellence

#### **Communication underpins all our values**

- Take personal responsibility for ensuring communication in your sphere is effective.
- Communicate effectively and clearly using appropriate channels.
- A conversation is often better than email.
- Listen well so you can understand before responding.
- Be polite and courteous in all circumstances.
- Praise first before giving constructive feedback.
- Challenge absent or poor communication appropriately and ensure that no one is left out of the loop.

#### **Valuing people**

- Treat everyone with equal respect, valuing their contribution to the University.
- Make time to listen to, help and support others.
- Be aware that you might have unconscious biases and try to identify and overcome them.
- Be liberal with thanks and praise.
- Recognise and reward achievement.
- Acknowledge the contribution of others towards individual success.
- Recognise and respect differences, actively promoting inclusion.

#### **Working together**

- One Dundee: seek what is best for the wider University community as well as your team.
- Actively seek ways of working together across boundaries to address the University's key challenges.
- Foster partnership working between students and staff.
- Ensure every member of the University community is included and feels part of the bigger picture.
- Share good practice generously.
- Maintain calm and perspective in stressful situations.
- Counter cynicism by encouraging productive discussion and problem solving.
- Positively challenge divisive behaviour.

#### **Integrity**

- Behave ethically and professionally, with the best interests of the University at heart.
- Be open, honest and fair.
- Keep your word and be trustworthy.
- Be accountable for actions and decisions.
- Respect confidentiality when appropriate.
- Be open to challenge without defensiveness and willing to challenge without aggression.
- Have the courage to question actions that are inconsistent with University values.

#### **Making a difference**

- Remember that our common purpose is to transform lives locally and globally.
- Encourage and support fellow students and colleagues to be transformative.
- Commit to making a real difference through your work, inspiring others with your passion and enthusiasm.
- Focus on working well with others to get results.
- Encourage and enable professional development.

- Embrace change.

**Excellence**

- Aim to be leading in what you do as we strive to be Scotland's leading University.
- Nurture creativity and innovation.
- Demonstrate consistently strong personal performance so that others can rely on you.
- Benchmark yourself and your team against the best.
- Gather feedback to improve performance and close feedback loops.
- Provide encouragement and seek support to improve.
- Be honest with yourself and others about performance that is less than excellent.
- Challenge mediocrity and be prepared to take, and accept, difficult decisions in pursuit of excellence.

**Annex 4 – The Nine Principles of Public Life in Scotland****DUTY**

Holders of public office have a duty to act in the interests of the public body of which they are a Board member and to act in accordance with the core tasks of the body.

**SELFLESSNESS**

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

**INTEGRITY**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

**OBJECTIVITY**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**ACCOUNTABILITY AND STEWARDSHIP**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**OPENNESS**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**HONESTY**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**LEADERSHIP**

Holders of public office should promote and support these principles by leadership and example.

**RESPECT**

Holders of public office must respect fellow members of their public body and employees of the body and the role they play, treating them with courtesy at all times.

**Annex 5 – Specific Conflict of Interest Guidance related to Research Funded by the Public Health Service of the United States Department of Health and Human Services**

The University has approved a policy and guidance to meet the requirements set out for research funded by the Public Health Service (PHS) of the United States Department of Health and Human Services that applies also to research funded by any components of the PHS to which the authority of the PHS may be delegated. The components of the PHS include, but are not limited to: the Administration for Children and Families, Administration on Aging, Agency for Healthcare Research and Quality, Agency for Toxic Substances and Disease Registry, Centers for Disease Control and Prevention, Federal Occupational Health, Food and Drug Administration, Health Resources and Services Administration, Indian Health Service, National Institutes of Health, and Substance Abuse and Mental Health Services Administration.

The guidance is available online from: [Insert URL].

**FINANCIAL CONFLICT OF INTEREST POLICY**  
**FOR RESEARCH FUNDED BY THE PUBLIC HEALTH SERVICE OF THE**  
**US DEPARTMENT OF HEALTH AND HUMAN SERVICES**

**SCOPE & INTRODUCTION**

1. This policy – an addendum to the University’s Code of Practice on Conflict of Interest<sup>1</sup> - governs financial conflicts of interest (FCOI) and shall apply only to, in general terms, University and NHS Tayside employees who are applying to receive grant funding from the Public Health Service (PHS) of the United States Department of Health and Human Services (HSS).
2. Specifically, the policy applies to the Principal Investigator or any other person regardless of title or position who is responsible for the design, conduct or reporting of research funded by any component of PHS, including University contractors, collaborators and consultants, where deemed appropriate by the University.
3. For the purposes of this policy, the term ‘Investigator’ is used throughout to describe those employees who are deemed to fall under the scope of this policy.
4. The University shall designate responsibility for ensuring implementation of this policy according to a separate process schedule.
5. The University may suspend all relevant activities until the financial conflict of interest is resolved or other actions deemed appropriate by the University are implemented.
6. Any material breach of any part of this policy, as determined by the University, may constitute cause for disciplinary action.

**DEFINITIONS**

7. *Audit Committee* means the University committee that provides advice to the University Court in relation to, amongst other matters, the effectiveness of internal control systems and corporate governance.
8. *Clinical Trial* means any PHS-funded research study that involves interaction with human subjects and the concurrent investigation of the use of drugs, biologics, devices or medical or other clinical procedures, such as surgery.
9. *Family* means any member of the Investigator’s immediate family, specifically, any dependent children and spouse.
10. *Financial Conflict of Interest* means a Significant Financial Interest (or, where the University requires disclosure of other Financial Interests, a Financial Interest) that the University reasonably determines could directly and significantly affect the design, conduct or reporting of Research.
11. *Financial Interest* means anything of monetary value received or held by an Investigator or an Investigator’s Family, whether or not the value is readily ascertainable, including, but not limited to: salary or other payments for services (e.g., consulting fees, honoraria, or paid authorships for other than scholarly works); any equity interests (e.g., shares, stock options, or other ownership interests); and intellectual property rights and interests (e.g., patents, trademarks, service marks, and copyrights), upon receipt of royalties or other income related to such intellectual property rights and

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<sup>1</sup> [http://www.dundee.ac.uk/academic/court/policy/conflict\\_of\\_interest.htm](http://www.dundee.ac.uk/academic/court/policy/conflict_of_interest.htm)

interests.

*Financial Interest* does NOT include:

- a) salary, royalties, or other remuneration from the University;
- b) income from the authorship of academic or scholarly works;
- c) income from seminars, lectures, or teaching engagements sponsored by or from advisory committees or review panels for U.S. Federal, state or local governmental agencies; U.S. institutions of higher education; research institutes affiliated with institutions of higher education, academic teaching hospitals, and medical centers; or
- d) equity interests or income from investment vehicles, such as mutual funds and retirement accounts, so long as the Investigator does not directly control the investment decisions made in these vehicles.

For Investigators, *Financial Interest* also includes any reimbursed or sponsored travel undertaken by the Investigator and related to his/her University responsibilities. This includes travel that is paid on behalf of the Investigator as well as travel that is reimbursed, even if the exact monetary value is not readily available. It excludes travel reimbursed or sponsored by U.S. Federal, state or local governmental agencies, U.S. institutions of higher education, research institutes affiliated with institutions of higher education, academic teaching hospitals, and medical centers.

12. *Investigator* means any individual who is responsible for the design, conduct, or reporting of Research, or proposals for such funding. This definition is not limited to those titled or budgeted as principal investigator or co-investigator on a particular proposal, and may include postdoctoral associates, senior scientists, or graduate students.
13. *Public Health Service* or *PHS* means the Public Health Service of the U.S. Department of Health and Human Services, and any components of the PHS to which the authority of the PHS may be delegated. The components of the PHS include, but are not limited to, the Administration for Children and Families, Administration on Aging, Agency for Healthcare Research and Quality, Agency for Toxic Substances and Disease Registry, Centers for Disease Control and Prevention, Federal Occupational Health, Food and Drug Administration, Health Resources and Services Administration, Indian Health Service, National Institutes of Health, and Substance Abuse and Mental Health Services Administration.
14. *Research* means a systematic investigation, study, or experiment designed to contribute to generalizable knowledge and encompasses basic and applied research (e.g., a published article, book or book chapter) and product development (e.g., a diagnostic test or drug), and **which is funded by PHS**.
15. *Significant Financial Interest* means a Financial Interest that reasonably appears to be related to the Investigator's University Responsibilities, and:
  - a) if with a publicly traded entity, the aggregate value of any salary or other payments for services received during the 12 month period preceding the disclosure, and the value of any equity interest during the 12 month period preceding or as of the date of disclosure, exceeds £2,500; or
  - b) if with a non-publicly traded entity, the aggregate value of any salary or other payments for services received during the 12 month period preceding the disclosure exceeds £2,500; or
  - c) if with a non-publicly traded company, is an equity interest of any value during the 12 month period preceding or as of the date of disclosure; or
  - d) is income exceeding £2,500 related to intellectual property rights and interests not reimbursed through the University, or
  - e) is reimbursed or sponsored travel related to their University responsibilities.
16. *University responsibilities* means the Investigator's professional responsibilities associated with his or her University appointment or position, such as research, teaching, clinical activities, administration, and institutional, internal and external professional committee service.

#### **INFORMING & TRAINING INVESTIGATORS**

17. Investigators will conduct their affairs in such a way as to avoid or minimise conflicts of interest, and will respond appropriately when they arise. To that end, this policy describes situations that may generate conflicts of interest related to Research and the mechanisms for Investigator training and disclosure.



18. The University will inform Investigators of the existence of this policy, their disclosure responsibilities and the responsibilities which the University has to comply with. In the event of a grant application to a PHS component, an Investigator will be directed to this policy and the FCOI training which they must undertake prior to submission of the grant application. Every Investigator as defined by this policy has an obligation to become familiar with, and abide by, the provisions of this policy.
19. The University expects Investigators employing new staff to the University to take responsibility on behalf of the University to cascade down the existence of this policy to such new staff (who qualify as Investigators for the purpose of this policy) and ensure that they are directed to the FCOI training which they must undertake prior to engaging in Research. The University will identify new staff funded by PHS grants and direct new staff to this policy and the FCOI training, ensure evidence of training is collected and recorded, and ensure disclosure forms are issued.
20. After initial training on FCOI, assuming that they continue to be PHS funded, Investigators will be re-trained in the FCOI training every 4 years, or at such other time as this policy may be revised, or when any Investigator is discovered to have been in breach of this policy or in breach of any management plan put in place following a disclosure.
21. An Investigator who has undertaken FCOI training will submit evidence of completion of the training to the University so that a record can be maintained and reminders issued in relation to update training.
22. If any situation should arise which raises potential questions of conflict of interest, an Investigator should discuss the situation with the University in the first instance.

#### **DISCLOSURE OF SIGNIFICANT FINANCIAL INTERESTS**

23. Investigators are required to disclose outside financial interests as defined above at grant application stage, on an annual and on an ad hoc basis, as described below. The University will arrange for the distribution of disclosure forms to Investigators identified in the course of managing the grants application process. The University shall designate responsibility for soliciting receipt, processing, reviewing and retaining disclosure forms. The University will ensure completed disclosure forms are received within 10 days of the Investigator receiving the forms, after which time the University will put the grant application process on hold.
24. Disclosure forms must be completed whether there is a disclosure or not. Even where no disclosures are made, an Investigator must sign a disclosure form to acknowledge that they have read and understood this policy.

##### **a) Grant Application for PHS Funding & Subsequent Annual Disclosures**

All Investigators must disclose their Significant Financial Interests to the University no later than at the time of a grant application in relation to a proposal for Research. In the event of a successful application, following formal award, University staff identified as Investigators must make a disclosure on an annual basis, on the anniversary of their application disclosure. All forms should be submitted to the University no less than 10 days prior to the anniversary date.

##### **b) Ad hoc Disclosures, Appointed Staff & New Significant Financial Interest**

Certain situations require ad hoc disclosure. Employees deemed to be Investigators through their appointment to a post which is PHS-funded must disclose their Significant Financial Interests to the University, within 30 days of their initial appointment.

Investigators must submit to the University an ad hoc disclosure of any Significant Financial Interest they acquire or discover during the course of the year within 30 days of discovering or acquiring such a new Significant Financial Interest.

##### **c) Travel**

Investigators must disclose reimbursed or funded travel related to their University responsibilities, as defined above in the definition of Financial Interest and Significant Financial Interest. Such disclosures must include, at a minimum, the purpose of the trip, the identity of the funder/organizer, the destination, the duration, and, if known,

the monetary value. The University will determine if additional information is needed (e.g., the monetary value if not already disclosed) to determine whether the travel constitutes a Financial Conflict of Interest with the Investigator's Research.

#### **EVALUATION, IDENTIFICATION OF CONFLICT & MANAGEMENT**

25. If the disclosure form reveals a Significant Financial Interest, it will be evaluated promptly by the University to determine whether it constitutes a Financial Conflict of Interest. The University provides guidelines as to financial Conflict of Interest in the Code of Practice.
26. A Financial Conflict of Interest will exist when the University determines that a Significant Financial Interest **could directly and significantly** affect the design, conduct, or reporting of Research.
27. Where a Financial Conflict of Interest is identified, the University will take action to manage the Financial Conflict of Interest including the reduction or elimination of the conflict, as appropriate. The University may consult the Audit Committee for guidance in specific cases, or in the application of this policy to particular situations.
28. If the University determines that a Financial Conflict of Interest can be managed, a management plan must be developed and implemented, which the affected Investigator must formally agree to in writing before any Research goes forward.
29. The University will periodically review the ongoing activity, make arrangements to monitor the conduct of the activity (including use of students and postdoctoral appointees), to ensure open and timely dissemination of Research results, and to otherwise oversee compliance with the management plan.

#### **CLINICAL TRIALS and CLINICAL RESEARCH**

##### **Significant Financial Interests Related to Clinical Trials and Clinical Research**

30. Clinical Trials and Clinical Research involves particularly sensitive issues if the Investigator has a related Financial Interest.
31. In addition to any disclosure which is required above, the Investigator must disclose Significant Financial Interests to the University at the time of any application for study sponsorship by the University and/or relevant Health Board. A copy of the Investigator's disclosure form should be submitted along with the Research protocol.
32. In the event of a determination by PHS of non-compliance with reporting and/or management requirements as prescribed by PHS regulations, which relates to a financial conflict of interest involving a PHS-funded Clinical Trial or other clinical Research, the Investigator will disclose the financial conflicts of interest in each public presentation of the results of the affected Research and will request an addendum to previously published presentations.

#### **REPORTING**

33. The University will submit initial reports of those Significant Financial Interests which are determined as Financial Conflicts of Interest to PHS at the very least prior to the expenditure of PHS funds.
34. Initial reports shall be made within 60 days of the identification of a new employee as an Investigator for the purposes of this policy (i.e. through being newly appointed).
35. Wherever funding for the Research is made available from a prime PHS-awardee, all reports shall be made to the prime awardee.
36. Additionally, the University will submit reports within 60 days of any subsequently identified financial conflict of interest.
37. Annual update reports will be made, in relation to each Investigator, within 60 days of the anniversary of the initial report, at the same time as submitting the annual progress report. These updates will provide an outline of the status of any previously reported financial conflict of interest and any changes to the management plan, where applicable.

**INVESTIGATOR'S FAILURE TO COMPLY***Suspension of Research & Disciplinary Action*

38. In the event of an Investigator's failure to comply with this policy (or failure to comply with a previous decision of the University), the University may suspend all relevant Research activity, and/or take enforcement and/or disciplinary action against the Investigator, and/or implement any other sanction, action or actions deemed appropriate by the University, until such time as the matter is resolved and/or is managed to the satisfaction of the University.
39. Any decision by the University to suspend or take any action against the Investigator will be described in a written explanation to the Investigator, and the Investigator will be notified of the right to appeal. The University will promptly notify the PHS component which awarded a grant to the Investigator of the decision and actions taken.
40. Where the funding for Research is made available from a prime PHS awardee, such notification shall be made promptly to the prime awardee for reporting to PHS.

*Retrospective Review & Bias*

41. Where the University determines that a Financial Conflict of Interest was not identified or managed in a timely manner, or an Investigator failed to disclose a Significant Financial Interest that is determined to be a Financial Conflict of Interest, or where there is a failure by an Investigator to materially comply with a management plan for a Financial Conflict of Interest, the University will (within 120 days of determination of any failure to comply) complete and document a retrospective review of the Investigator's activities and the Research project to determine whether non-compliance resulted in bias in the design, conduct or reporting of Research.
42. Documentation of the retrospective review shall include the project number, project title, Principal Investigator, name of Investigator with the Financial Conflict of Interest, name of the entity with which the Investigator has the Financial Conflict of Interest, reason(s) for the retrospective review, detailed methodology used for the retrospective review, and findings and conclusions of the review.
43. The University will update any previously submitted report to the PHS or the prime PHS-awardee relating to the Research, specifying the actions that will be taken to manage the Financial Conflict of Interest going forward. This retrospective review, which will include implementation of a management plan, will be completed within 60 days of identification of a Financial Conflict of Interest which was not previously identified.
44. If bias is found, the University will promptly notify the PHS component which made the grant award and submit a mitigation report. The mitigation report will identify elements documented in the retrospective review, a description of the impact of the bias on the Research project and the management plan including actions to be taken to eliminate or mitigate the effect of the bias.

**SUB-RECIPIENT AWARD**

45. In the event that the University is a prime PHS awardee and is collaborating with subrecipients, the University will establish a written agreement with the subrecipient to ensure compliance with this policy or an equivalent policy of the subrecipient institution. The University will obtain a certificate from the subrecipient that their FCOI policy complies with PHS regulations. The written agreement between the University and a subrecipient will ensure that suitable reporting of FCOI's is carried out in relation to subrecipient Investigators.

**RECORDS**

46. The University will retain all disclosure forms, conflict management plans, and related documents for a period of three years from the date the final expenditure report is submitted to the PHS or to the prime PHS awardee; unless any litigation, claim, financial management review, or audit is started before the expiration of the three year period, the records shall be retained until all litigation, claims or audit findings involving the records have been resolved and final action taken.

**CONFIDENTIALITY**

47. To the extent permitted by law, all disclosure forms, conflict management plans, and related information will be confidential. However, the University may be required to make such information available to the PHS component

and/or HHS, to a requestor of information concerning financial conflict of interest related to PHS funding or to the primary entity who made the funding available to the University, if requested or required. If the University is requested to provide disclosure forms, conflict management plans, and related information to an outside entity, the Investigator will be informed of this disclosure.

#### **PUBLIC ACCESSIBILITY**

48. This policy is available to the public on the University's website at Academic and Corporate Governance.
49. Information relating to identified financial conflicts of interest under this policy will be made available on written request to the University Secretary.
50. Information to be made available to the public concerning any financial conflict of interest shall include:
  - The Significant Financial Interest that was disclosed;
  - The determination that has been made that the disclosure relates to Research; and
  - The determination that has been made that there is a Financial Conflict of Interest.
51. The information to be made available shall be updated annually, within 60 days of any newly identified financial conflict of interest and shall remain available for at least three years from the date the information was most recently updated.

## APPENDIX 6 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 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 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 and diversity 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 and diversity;
- 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.

**Governance & Nominations Committee (G&NC)  
Membership 2019/20**

Name	Category for the Purpose of Determining Quorum
Ronnie Bowie (Convener)	(Lay Member)
Bernadette Malone	(Lay Member)
Vacancy	Lay Member)
Professor Andrew Atherton	(Ex Officio)
Professor Mairi Scott	(Elected Member)
Jane Marshall	(Lay Member)
Rumana Kapadia	(Nominated Student Member)
Janice Aitken	(Elected 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	(Policy Officer (Corporate Governance) as Secretary to the Committee)
Professor Blair Grubb	(Vice-Principal (Education))

**Quorum 2019/20**

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 6 ANNEX 3**  
**MODERN SLAVERY ACT 2015**

Modern Slavery Act 2015: Slavery and human trafficking statement

Modern Slavery Act 2015 (the “2015 Act”) requires organisations who meet certain criteria to publish an annual statement outlining the steps taken by the organisation to ensure slavery and human trafficking is not taking place within the organisation or in any of its supply chains.

The University of Dundee is an institution of higher education. Our core purpose is the transformation of lives by working locally and globally through the creation, sharing and application of knowledge.

We are committed to the principles of the 2015 Act and to ensuring that there is no modern slavery or human trafficking in our organisation or in our supply chains.

When entering into business contracts, we do so in accordance with our policies to ensure that our business relationships are conducted in an environmentally, socially and economically sustainable manner.

To identify and mitigate risks, we carry out due diligence on new suppliers. As a part of our procurement process we ask the bidders to accept the [APUC Supply Chain Code of Conduct](#) and, if the contract value exceeds £50,000, also require bidders to complete a European Single Procurement Document which contains specific disclosure requirements in relation to slavery and human trafficking. Using these documents allows us to ensure that our suppliers acknowledge and comply with our values.

We intend to take the following steps to mitigate any risks in our existing supply chains:

- identifying supply chains which we consider most “at risk” in terms of slavery and human trafficking; and
- working with our suppliers to investigate these supply chains to ensure that no issues are present and that preventative measures are in place.

We are as an institution seeking to identify better and practicable processes in our procurement and business operations which will make a real difference in helping combat slavery and human trafficking.

This statement is made pursuant to section 54(1) of the 2015 Act and constitutes University of Dundee’s slavery and human trafficking statement.

For and on behalf of the University of Dundee

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December 2019

### Modern Slavery Act 2015: Slavery and human trafficking statement – 2019 Update

Modern Slavery Act 2015 (the “2015 Act”) requires organisations who meet certain criteria to publish an annual statement outlining the steps taken by the organisation to ensure slavery and human trafficking is not taking place within the organisation or in any of its supply chains. S54(4) of the 2015 Act, states that an annual statement is:

- (a) *a statement of the steps the organisation has taken during the financial year to ensure that slavery and human trafficking is not taking place—*
  - (i) *in any of its supply chains, and*
  - (ii) *in any part of its own business”.*

#### Completed Activity

As part of the implementation of the OneUniversity system, the process for adding a new suppliers to the system has been re-designed. The revised process ensures that all new suppliers on the system irrespective of contract value sign-up to the APUC Supply Chain Code of Conduct rather than this being restricted to contracted suppliers. This promotes the code to a wider audience and ensures all new University suppliers adhere to the social compliance requirements of the code which are in alignment with the Modern Slavery Act 2015. The new supplier request process is also supported by the introduction of ‘No PO, No Pay’.

Whilst no specific activity was undertaken on a particular ‘at risk’ supply chain categories due to resource constraints, efforts to ensure contracted suppliers adhere to the [APUC Supply Chain Code of Conduct](#) continued with all suppliers to new contracts in excess of £50,000 undertaken by the Procurement Team being asked to sign-up to the code as part of the tendering process.

#### Future Activity

Following the implementation of the OneUniversity system and the required period of support during the transition to business as usual, Category Managers plan to undertake analysis of ‘at risk’ supply chains as part of their Category Analysis and Plan development. One or more of these Category supply chains will be prioritised, and evaluated in detail to ensure procedures exist at all levels of the supply chain to mitigate the risk of modern slavery-related activities being in place.

Where appropriate, we will supplement our own efforts with activities already being progressed by APUC. See the [APUC Modern Slavery and Human Trafficking Statement](#) for reference.

## APPENDIX 6 ANNEX 4

### QUINQUENNIAL REVIEW OF THE EFFECTIVENESS OF THE COURT

#### 2019 Review of the Effectiveness of the Court

##### Introduction

1. Paragraph 49 of the Scottish Code of Good HE Governance (2017) sets out expectations for the quinquennial review of the effectiveness of the governing body of the University, the University Court, as follows:

*The governing body is expected to review its own effectiveness each year and to undertake an externally facilitated evaluation of its own effectiveness and that of its committees, including size and composition of membership, at least every five years. As part of these processes or separately, the effectiveness of the academic board (also known as Senate, Senatus Academicus or academic council) is expected to be reviewed similarly. These reviews should be reported upon appropriately within the Institution and outside. Externally facilitated reviews should be held following any period of exceptional change or upheaval (allowing suitable time to see the effects of changes made), the usual timetable for externally facilitated review being brought forward if necessary, in these circumstances.*

2. Previous reviews took place in 2009 and 2014. At the meeting of the Governance & Nominations Committee (G&NC) on 5 February 2019 members approved proposals for the conduct of the 2019 review, and the establishment of a small Review Group to have overall control of the review and to be responsible for liaison with the external facilitator.
3. The Review Group had the following composition, Dr William Boyd (Convener), Alan Bainbridge, Janice Aitken, and Rumana Kapadia. It met on three occasions (21 May 2019, 12 August 2019 and 25 September 2019) and was supported in its work by the University Secretary, Director of Academic & Corporate Governance and Policy Officer (Corporate Governance).
4. The report from the Review Group, including the external facilitator's report as an appendix, was considered by the Governance & Nominations Committee at its meeting on 21 October 2019.

##### Process

5. At its first meeting, the Review Group agreed the remit for the review as proposed by the Governance & Nominations Committee but recommended that the timeline for the review be extended to allow for the attendance of the external facilitator at meetings of the Finance & Policy and Governance & Nominations committees of the Court. The Review Group also subsequently noted that the external facilitator intended to review the Court's Statement of Primary Responsibilities and the operation of the Court relative to the Schedule of Delegation and Decision-Making Powers. The final scope for the review was therefore updated as follows:
  - (a) That the Review Group, in consultation with the Governance & Nominations Committee, identify and appoint an appropriate external facilitator(s) to attend its meetings, contribute to the review and in particular meet with Court members individually or in groups to explore the issues identified through the review process. It was suggested that consideration be given to appointing a current or former Secretary/Registrar and/or Chair of Court to this role;
  - (b) That the Review Group be tasked with producing a draft report and recommendations based on the following inputs:
    - i. An evaluation of the outcome of the implementation of the review undertaken in 2014 and the annual effectiveness reviews carried out in the period since;
    - ii. The assessment of alignment to the Scottish Code recently undertaken by the University's internal auditors;
    - iii. A review of Court's Statement of Primary Responsibilities based on sector-wide best practice;
    - iv. The outcomes of a survey of Court members to be carried out by means of a fully reviewed and revised version of the questionnaire used for the 2014 exercise.
  - (c) That the Review Group be asked to provide a report for discussion by Court at its meeting on 19 November 2019.
6. Throughout the review, the Review Group considered four main elements as follows:
  - a. **Alignment to the Scottish Code of Good HE Governance (2017):** This was based upon the assessment by the internal auditor (Scott-Moncrieff) considered by the Audit & Risk Committee in November 2018 and the Governance & Nominations Committee in February 2019.

- b. **Progress made relative to recommendations from the 2014 review:** The Committee reviewed an assessment of progress provided by officers and highlighted a number of areas for further consideration during the course of the review.
  - c. **Responses to Court Members' Questionnaire:** A questionnaire was made available to members electronically in June/July 2019 and responses to the survey, along with a summary of themes identified within responses were considered by the Review Group in parallel to the External Facilitator's report. The 2019 questionnaire was based on the short questionnaire from the Advance HE Governor Development Programme online resources, with modifications to ensure continuity in certain areas between the 2014 and 2019 questionnaires.
  - d. **External Facilitation:** On the advice of the Governance & Nominations Committee, officers and the Chair of Court made enquiries regarding former Chairs of Court/University Secretaries from the Scottish HE Sector who may be suitable external facilitators for the 2019 Review of Effectiveness. Mr Edward Frizzell, a former Chair of the Court of Abertay University, was subsequently appointed by the Working Group as the external facilitator for the review. Over the course of the review Mr Frizzell attended meetings of the Court, and the Finance & Policy and Governance & Nominations committees. He also met individually with 22 members of the Court and 8 officers in attendance of the Court. Mr Frizzell had access to all papers from the Court and its committees from the 2016/17 academic year onwards, and the Secretariat provided Mr Frizzell with further papers prior to this date as required. Mr Frizzell presented his report to the Review Group on 25 September 2019.
7. The Review Group considered the outputs from the activities noted above and were content that the 12 recommendations from the external facilitator captured the majority of the recommendations identified by the Group itself. The recommendations from the Group were therefore presented to the Governance & Nominations Committee as responses to the recommendations of the external facilitator, with four additional recommendations from the Group listed as recommendations 13 and 16. The Governance & Nominations Committee endorsed the recommendations made.
8. Noting the overall positive nature of the review the Governance & Nominations wished to highlight the importance of avoiding complacency and of maintaining the enhancement focus in line with the University's commitment to sector leading governance practice.

## Recommendations from the Review

The Review Group and Governance & Nominations Committee noted that the external facilitator, the questionnaire, and the review of 2014 recommendations indicated that significant positive improvements had been made since the 2014 review, and have made the following recommendations on the basis of continued enhancement.

### Recommendation 1 (External Facilitator)

*The question of the Lord Provost of Dundee's membership of Court [should] be considered again, with a view either to reducing the size of Court or to strengthening lay attendance at Court.*

The Review Group and Governance & Nominations Committee agreed with the recommendation, highlighting the importance of the relationship with the City of Dundee, the importance of regular attendance from the Council member of Court, and practical difficulties with regard to the availability and role of the Lord Provost and suggest that in the immediate term discussions be taken forward with regard to the nomination of an assessor by the Lord Provost, and in the longer-term the Governance & Nominations Committee consider whether the University Statutes should be updated to allow for nominations to this position by the Council from amongst its executive officers.

**Proposed implementation date:** The Governance & Nominations Committee to consider and make recommendations to the Court in this respect by 1 August 2020 (start of next academic year), with consideration also given to the consequences for the term of the current incumbent.

### Recommendation 2 (External Facilitator)

*The regular pre-Court meeting of Committee Chairs with the Principal and the University Secretary [should] be replaced by a formal Court Committee chaired by the Chair of Court, with a remit to prepare Court meetings and to transact such other business as may be required. Such a Committee could also act as the "Emergency Committee" which would, should the need arise, take urgent decisions between Court meetings. The terms of the remit would be agreed by Court and published.*

The Review Group and Governance & Nominations Committee noted that the existing pre-Court meeting of committee conveners with the Principal and the University Secretary represented an informal arrangement. They agreed with the recommendation that this meeting should continue and should be chaired by the Chair of Court and suggest that the Governance & Nominations Committee develop a more formal remit and terms of reference for this Group.

Based on the current membership, the Review Group and Governance & Nominations Committee were not supportive of its use as an 'Emergency Committee' to take decisions between Court meetings as there was little evidence of need and its membership was not representative of the Court. It was however recommended that the Governance & Nominations Committee give further thought to emergency arrangements.

**Proposed implementation date:** January 2020.

### Recommendation 3 (External Facilitator)

*The current review of the Schedule of Delegation [should] consider the scope for more delegation of decision-taking to Court Committees.*

The Review Group and Governance & Nominations Committee were supportive of this suggestion, but recommended that the Governance & Nominations Committee, in its review of the Schedule of Delegation, provide guidance as to the appropriate balance of involvement of the Court. Members also recommended that the Committee review in parallel the remits and terms of reference for all committees of the Court, and that the Governance & Nominations Committee should be asked to maintain its interest in and monitoring of reporting between committees and between the Court and the committees.

**Proposed implementation date:** February 2020.

### Recommendation 4 (External Facilitator)

*The content of cover sheets for Court papers [should] be reviewed with a view to including, within the one-page format, a clear indication of the specific strategic considerations which Court is being asked to address and where these are to be found within the paper concerned. This would be more specific than simply stating the relationship with Strategy and Values.*

The Review Group and Governance & Nominations Committee supported this recommendation, but further recommended that the points be reviewed by the Secretariat to ensure that the cover sheets were not inappropriately directive of the Court in discharging its business.

**Proposed implementation date:** 25 February 2020.

#### Recommendation 5 (External Facilitator)

*The question of challenge and how it might best be done is an issue which should be discussed with the “quieter” members during the annual one-to-one conversations undertaken by the Chair and Deputy Chair.*

The Review Group and Governance & Nominations Committee gave strong encouragement that these meetings place an emphasis on facilitating reflection by members on their personal contribution and effectiveness and how they might be supported, and noted this was in keeping with the Continuing Professional Development (CPD) form approved by the Governance & Nominations Committee for use in the one-to-one meetings.

**Proposed implementation date:** 25 February 2020.

#### Recommendation 6 (External Facilitator)

*Under the leadership of the Chair and the Principal, Court and the UEG [should] engage in open and frank discussion of their respective approaches to the dividing line between governance and executive responsibility. This would be with a view to agreeing in a pragmatic way what boundaries are appropriate and what degree of fluidity is acceptable, in order to serve the best interests of the University as it plans for the future and faces up to the challenges ahead. The outcome of this might be taken in to account in the Review of the Schedule of Delegation.*

The Review Group and Governance & Nominations Committee noted this to be a main recommendation by the external facilitator, and an area that had been highlighted in responses to the recently-completed 2019 questionnaire. Noting the importance of productive challenge in both directions the Group and the Committee were supportive of the recommendation, and the importance of ensuring a balance which did not lead to the Court becoming either overly constrained or hindered by the provision and exploration of too much operational level detail was highlighted. It was agreed that the Governance & Nominations Committee should work with the committee outlined in recommendation 2 to give consideration to how this may best be addressed, potentially through facilitated development sessions and the exploration of scenarios.

**Proposed implementation date:** 28 April 2020.

#### Recommendation 7 (External Facilitator)

*Arrangements [should be] made for Court to be involved at an early stage in high level thinking about the next Strategic Plan. Depending on the timetable a future Court Retreat may offer the most suitable opportunity, with the approach to the development of the medium term financial plan as a possible model for work thereafter; but there are other options, such as tailored workshops and awaydays (or part days).*

The Review Group and Governance & Nominations Committee supported this recommendation, and suggested that early conversations were initiated with the Director of Strategic Planning in preparation for the routine review of the current strategy for the next five-year period.

**Proposed implementation date:** in advance of work to establish the new strategic plan.

#### Recommendation 8 (External Facilitator)

*The Governance and Nominations Committee [should] review the skills matrix against what the demands on Court are likely to be in coming years, that it considers the case for the acquisition of leadership and management experience rather than simply replacing specific experience which will be lost to the Court as members leave, and that it remains mindful of the Court’s commitment to diversity in its own membership.*

The Review Group and Governance & Nominations Committee supported this recommendation, which mirrored the recent approach of the Governance & Nominations Committee and the Internal Search Committee.

**Proposed implementation date:** Immediate.

#### Recommendation 9 (External Facilitator)

*There should be a standing invitation from Senate for up to two lay members, irrespective of any attendance by the Chair, to attend Senate meetings as observers with a view to gaining first hand understanding of how Senate works. For benefit to be gained it would be desirable to avoid having the same lay members going over and over again. If agreed this could be for a trial period in the first instance.*

The Review Group and Governance & Nominations Committee supported this proposal, and recommended that the Senate be consulted with regard to its implementation, but agreed that the opportunity should be expanded to apply to all members of the Court and not just lay members. It was noted that the Senate was likely to be supportive of the recommendation.

**Proposed implementation date:** Senate to consider at its meeting on 4 December 2019 (first meeting of Senate following Court consideration of the review report) with a view to implementation from the following meeting of the Senate (5 February 2019).

#### Recommendation 10 (External Facilitator)

*There should be a standing invitation from Court for up to two members of staff of the University, whether academic staff or professional services staff, to attend Court meetings as observers with a view to improving understanding of Court and its work. Arrangements would of course require to be made and agreed in advance for the handling of Reserved Business. If agreed this could also be for a trial period in the first instance.*

The Review Group and Governance & Nominations Committee recommended that the Governance & Nominations Committee be asked to consider a mechanism for this, and in particular the management of reserved/sensitive business, with a view to a trial period taking place during late 2019/20. Opportunities to link this initiative to support potential candidates for elections to the Court in making an informed choice on whether to stand for election were noted.

**Proposed implementation date:** 28 April 2019.

#### Recommendation 11 (External Facilitator)

*The feasibility of a programme of some pre-Court visits to individual work areas [should] be considered again with a view to increasing members' engagement with the University, and to improve communication between Court and staff and students.*

The Review Group and Governance & Nominations Committee were supportive of the recommendation and highlighted the importance during such visits of hearing from a range of staff and students and not just School/Directorate executive teams. It was noted that this would be an additional requirement on the time of members and suggested that the visits coincide with meetings of the Court where possible. It was also recommended that the pre-Court briefing presentations be continued, and that members be encouraged to attend these. In both respects the Group noted that in the past attendance had been poor and sought a commitment from all members to attend such events if they were to be scheduled.

**Proposed implementation date:** 28 April 2019.

#### Recommendation 12 (External Facilitator)

*The feasibility of one or more "Development Sessions" for Court [should] be explored. Any such initiative might be on a trial basis in the first instance.*

The Review Group and Governance & Nominations Committee supported the recommendation for the introduction of development sessions, focused on the education of members on topics of relevance, exploration of how the institution works, and the interface between the Court and the University Executive Group. It was recommended that the Governance & Nominations Committee give consideration to the facilitation of this event. It was further recommended that the pre-Court briefing presentations be continued, and that members be encouraged to attend these.

**Proposed implementation date:** 1 August 2020.

**Recommendation 13 (Review Group)**

*The balance of input from officers in attendance of meetings should be reviewed, with consideration given to reducing the number of officers in attendance for the whole meeting and/or seating arrangements during the meeting. Guidance should be given to officers as to their role at meetings.*

The recommendation was based on improvements noted since the 2014 review and feedback from the 2019 review. Taking account of the balance of risks relating to having too many people attending/providing input into meetings relative to the risk of Court not having access to those with the right expertise to inform debates (or from a restricted number of senior officers), it was recommended that the Governance & Nominations Committee give consideration to this matter.

**Proposed implementation date:** 1 August 2020 (new academic year).

**Recommendation 14 (Review Group)**

*That the Court should move to paperless distribution of papers for Court and its committees.*

The matter was raised in the external facilitator's report, and it was noted that the facilitator viewed the University to be 'behind the times' in its continued distribution of hard copies of papers. The benefits in terms of data security, speed of distribution, and members' access to data/supplementary information within papers were given as reasons for the recommendation. It was recommended that officers take steps to trial a paperless approach during the remainder of the current academic year, subject to appropriate exploration of cost and practical technicalities such as hardware, software and security.

**Proposed implementation date:** 1 August 2020.

**Recommendation 15 (Review Group)**

*That the Governance & Nominations Committee should consider opportunities for the improvement of engagement with stakeholders in a manner beneficial to governance.*

The Review Group and Governance & Nominations Committee considered that improvements had been made since the last review, with the introduction of the annual public meeting of the Court, and engagement around the time of the election of the Chair of Court but recommended further consideration of opportunities for additional enhancement.

**Proposed implementation date:** 1 August 2020 (new academic year).

**Recommendation 16 (Review Group)**

*That the Governance & Nominations Committee and officers should continue to monitor governance-related reviews and reports at other institutions which may inform best practice.*

The Review Group and Governance & Nominations Committee recommended that this approach be continued. Noting that the Governance & Nominations Committee normally led this type of activity on behalf of the Court, the importance of ensuring that significant learning from other institutions was also drawn to the attention of the Court via the Principal's and Chair's reports was noted.

The value of learning from other institutions at all levels and the importance of this being reflected in culture and ethos was also highlighted.

**Proposed implementation date:** immediate.



## APPENDIX 7

### PEOPLE & ORGANISATIONAL DEVELOPMENT COMMITTEE MINUTES (Minute 29 (4))

A meeting of the Committee was held on 31 October 2019.

Present: Shirley Campbell (Convener);  
Dr William Boyd;  
Catherine Cavanagh;  
Professor Lynn Kilbride;  
Rebecca Leiper;  
Jane Marshall;  
Dr David Martin.

<u>In Attendance:</u>	Dr Jim McGeorge Pamela Milne	University Secretary; Director of Human Resources & Organisational Development;
	Dr Liz Rogers	Assistant Policy Officer (Risk & Audit);
	Julie Strachan	Deputy Director of Human Resources & Organisational Development.

Apologies: Nic Beech, Bernadette Malone and Jay Surti.

The Convener welcomed Professor Lynn Kilbride, Jane Marshall and Dr David Martin to their first meeting of the Committee.

#### 1. MINUTES

The Committee reviewed the minutes from the meeting on 20 May 2019.

**Resolved:** to approve the minutes from the meeting on 20 May 2019.

#### 2. MATTERS ARISING

##### (1) Action Log

The Committee considered a log of ongoing actions and noted the progress updates and target completion dates provided.

**Resolved:** to approve the action log as presented.

##### (2) Training Completion Targets

The Director of Human Resources & Organisational Development informed the Committee that the University Executive Group had considered training completion rates at its 'people away day' and that a review of the core training currently available would be carried out. The Director explained that the University offered significantly more mandatory training in this area than other institutions and that this was perhaps why completion rates were lower. Members noted that the review of training would include consideration of 'refresher' training for existing members of staff.

**Resolved:** to note the update.

(3) Annual Review of Promotions for Academic & Research Staff

The Director of Human Resources & Organisational Development provided the Committee with an update on analysis undertaken of the annual promotions round. The Director informed the Committee that in the promotions round there had been an emphasis on looking at equality characteristics and that these issues would be discussed at the Deans' Group, Professional Services Group and at the University Executive Group. The Committee discussed the considerable work on the Athena SWAN agenda, noting that a clear impact had yet to be seen in the numbers of female professors within the University. The Director stated that she had been asking the Deans to consider the impact of Athena SWAN in their Schools, and that recruitment and progression would need to be assessed in order to ascertain what would be achievable in this respect.

**Resolved:** to note the update.

3. **REMIT AND TERMS OF REFERENCE**

The Director of Human Resources & Organisational Development informed the Committee that she and the Convener had been considering the Committee's Remit with the Convener of the Remuneration Committee and the Court secretariat to address areas of overlap between the two committees and ensure clarity of responsibilities in remits and terms of reference. Members welcomed the proposals, noting that both committees would consider revised remits at the next meeting.

**Resolved:** to note the update.

4. **DIRECTOR'S STRATEGIC REPORT**

The Committee reviewed a strategic report from the Director of Human Resources & Organisational Development outlining the strategic people-related matters considered by the University Executive Group and the strategic priorities for the Human Resources & Organisational Development directorate. The report provided updates in the following areas: activity supporting a 'high performance community'; financial sustainability; Brexit; absence management; 2018/19 workforce and recruitment report; HESA staffing report; annual staff reviews; employee engagement; and an update on the OneDundee approach. Members noted that the University Executive Group had two 'people-focused' away days to focus on institutional priorities in this regard.

The Committee agreed that the report was very helpful and provided a comprehensive overview of people-related strategic matters. The Committee asked that future reporting included projections and/or actions going forwards.

Discussions focused on staffing matters and the headcount of FTE staff in relation for the £15m challenge to deliver further income growth and savings. The Committee indicated that the Finance & Policy Committee should have oversight of this to ensure that the University remained on target to achieve its financial objectives and take remedial action as required and asked officers to ensure that this took place. The Committee confirmed that it would want to continue to maintain its oversight of the trend in staffing numbers across the institution over time and asked that the workforce report be circulated to members. It was noted that the new finance system would enable better tracking of staff costs and that such data could be shared with both Committees. Members agreed that they would focus on people-related risks, and that the Committee would wish to have close regard to implications of potential reductions in the staff headcount in relation to redundancy avoidance and staff wellbeing.

**Resolved:** (i) to circulate the workforce report to members; and  
(ii) to note the update.

5. **STAFF SURVEY**

The Deputy Director of Human Resources & Organisational Development introduced the timeline for the 2019 Staff Survey. The Committee was pleased to note that a new analytic tool would enable Deans and Directors to see completion rates 'live' which would help to manage response rates. The Committee hoped to see an improved response rate compared to the 2017 Staff Survey.

**Resolved:** to review the 2019 Staff Survey results when available.

#### 6. INTERNAL AUDIT REPORT ON EQUALITY & DIVERSITY

The Committee considered an internal audit report on Equality & Diversity, noting that the report had also been reviewed by the Audit & Risk Committee at its meeting on 21 May 2019. Members noted that the recommendations in the report included Equality Impact Assessments, completion and tracking of investigations under the Dignity at Work & Study Policy (DAWS), Equality, Diversity & Inclusion training and the implementation of Harassment Advisors. Members were pleased to note progress in the implementation of the recommendations, noting that the process for investigations under DAWS had significantly improved. Members discussed the stated timeline for investigations, querying whether one month was optimistic in view of the likely complexity of cases. The Director of Human Resources & Organisational Development agreed that this was a challenge, and that delays often occurred due to individuals being part-time, on annual leave or due to one or more of the parties being absent through sickness. The Director confirmed that the directorate would look to other organisations to consider how to further enhance the current process.

**Resolved:** to note the internal audit report.

#### 7. ANNUAL REVIEW OF THE STATEMENT OF DIVERSITY ON THE COURT

**Resolved:** to endorse the name of the Statement being updated to 'Court Statement on Equality, Diversity and Inclusion on the Court'.

#### 8. BUSINESS TRANSFORMATION

The Director of Human Resources & Organisational Development provided the Committee with an update on the implementation of the Business Transformation Programme. The Committee noted that testing had commenced on the Human Resources & Payroll module and that a progress milestone would be reviewed at the end of November.

**Resolved:** to note the update.

#### 9. COURT NARRATIVE

It was agreed that in the Convener's report for the meeting of Court on 19 November 2019 the following items would be raised: the Committee's discussions on the targeted savings and staff headcount; the Committee's consideration of the internal audit report on equality & diversity; and the Committee's discussions on the Committee Remit in relation to the Remuneration Committee.

#### 10. COMMITTEE REPORTS

##### (1) Health, Safety & Welfare Sub-Committee

The Committee received the minutes from the meeting of the Health, Safety & Welfare Sub-Committee on 2 September 2019.

**Resolved:** to note the minutes.

##### (2) Local Joint Committee

Noting that the production of the minutes for the meeting on 12 September had been delayed due to staff illness, the Committee received a verbal update on the meeting from the Director of Human

Resources & Organisational Development. Members noted that the key issues arising from this meeting had been the implementation of the Workload Allocation Model, consultation on senior management remuneration linked to the implementation of the Scottish Code of Good HE Governance (for which the Convener of the Remuneration Committee attended), living wage accreditation, HERA, USS pensions matters, Brexit and the £15m budget challenge.

**Resolved:** to note the update.

(3) Equality, Diversity & Inclusion Committee

The Committee received the minutes from the meeting of the Equality, Diversity & Inclusion Committee on 9 September 2019. Members noted that a new Aurora network would be set up for individuals who had completed the Aurora Leadership Programme for female staff.

**Resolved:** to note the minutes.

11. **DATE OF NEXT MEETING**

**Resolved:** to be confirmed.

Shirley Campbell  
Convener

**APPENDIX 8****WELFARE & ETHICAL USE OF ANIMALS COMMITTEE MINUTES  
(Minute 29 (5))**

A meeting of the Committee was held on 18th July 2019.

Present: The Convener, the Director of Biological Services (DBS), the University Veterinary Surgeon (UVS), the Training Coordinator (TC), two NACWOs, one holder of a Home Office licence and three other members. The Home Office inspector and a member of another establishment attended as observers.

**1. MINUTES OF LAST MEETING**

These were approved.

**2. MATTERS ARISING**

*1.1. Colony management (item 2.2 from previous minute).* The UVS reported that a workshop for colony managers had been held earlier in the year. Weighing animals at key developmental stages, especially weaning, had been identified as providing important information for decision-making. A meeting of the NACWOs to take place in the coming weeks will address how this can be done. A report to the Committee on breeding practices is still in preparation.

*1.2. Functions of an AWERB (item 2.3 from previous minute).* The UVS reported that the guidance document had been circulated to members of the Committee and that no comments had been received to date.

*1.3. Explanatory note on severity reporting (item 3 from previous minute).* The DBS reported that this had been supplied to the Court member on the Committee in preparation for a meeting of Court in April.

*1.4. Bleeding disorder (item 4.5 from previous minute).* The UVS reported that the finding of blood in a cage after sampling had taken place had been investigated. The personal licence-holder had voluntarily undergone re-assessment of competence and no issues were identified. There had been a second occurrence in the same cage at the next blood sampling time point. As all the animals in that cage were siblings, an inherited bleed disorder (perhaps arising from a mutation on one or other of the parents) was therefore a distinct possibility.

**3. APPLICATION FOR AN AMENDMENT TO A PROJECT LICENCE (WEC 2019-11)**

A project licence-holder who is preparing a major amendment to the licence addressed the Committee as to the reasons and scope of this amendment. This will consist of a refinement to an existing protocol and the addition of two surgical model systems. The project licence-holder has had personal experience in both.

**Resolved:** To thank the licence-holder for providing very useful background information and to await circulation of the final version of the amendment to the Committee by email, for formal review. The licence-holder will have to set end-points very carefully and also set out the steps to be taken to prove and maintain his own practical competence and to train other members of his research group.

**4. APPLICATION FOR A PROJECT LICENCE (WEC 2019-12)**

This application was discussed in private before the applicant was invited to address the Committee and to answer questions. The Committee was reassured by the early end-points that he expects to set. There was some discussion about "lethal irradiation" (and reconstitution of the bone marrow) as to whether it should be assigned a higher

severity than non-lethal irradiation, but the Committee was advised that recent experience in Dundee was that the procedure could be conducted under a “moderate” severity limit, provided local guidance as to the weights of the animals, the careful genetic matching with the cells to be injected, and the onward care of the animals are followed.

**Resolved:** To approve the application, following minor amendments and significant improvements to the non-technical summary to be agreed with the UVS and DBS.

#### 5. APPLICATION FOR AN AMENDMENT TO A PROJECT LICENCE (WEC 2019-13)

A member of the Committee presented an application for a project licence to provide continuing authority from a current one that is due to expire at the end of the year. The Committee noted that the new format for electronic licences produces a very long exported Word document. It is also not yet clear as to how much of the text in an application will appear in the granted licence.

**Resolved:** To approve the application, conditional on minor changes being made to the satisfaction of the UVS.

#### 6. REPORT FROM THE UNIVERSITY VETERINARY SURGEON

Standing agenda item.

6.1. *Ulcerative dermatitis in C57BL6/J mice.* While this is an occasional finding in older animals of this mouse line, ulcerative dermatitis has recently been seen in bought-in animals and at a younger age. The matter has been reported to the supplier.

6.2. *Fitting in an ageing mouse study.* A particular genetic alteration appeared to be associated with a higher incidence of animals being found unwell or even dead. Fitting has also been observed, in both heterozygotes and, at a higher incidence, in homozygotes. The study has been terminated and tissues sent away for detailed histopathology. There is a suspicion that these adverse effects have become more common as back-crossing to C57BL6/J has progressed, as they were not recorded in previous generations.

6.3. *Mice found dead on arrival.* Imported mice had been discovered to be dead on unpacking from their transport crates. The matter has been reported to the supplier and samples have been sent for microbiological analysis, simply to eliminate some possible explanations.

6.4. *Minipumps / gavage.* Two instances of sub-cutaneous mini-pumps eroding after mice had then been gavaged have been reported. The animals had been well-acclimatised to handling. Personal licence-holders will undergo some further training, as advised by the Royal Veterinary College.

6.5. *Pain in arthritis.* The UVS has facilitated a collaboration between two research groups to study the perception of pain in mice in a model system for arthritis. It is hoped that this will lead to more refined end-points being available in the future (the current scoring of limb thickness does not appear to be very reliable as a measure of adverse welfare).

#### 7. TRAINING

Standing agenda item. The TC reported as follows:

1.1. *Directly Observed Practical Skills (DOPS).* A total of 405 assessments has been carried out to date. New DOPS are being developed in collaboration with the relevant research teams.

1.2. *Schedule 1 register.* Almost all Biological Services staff have had their competence re-validated for continued inclusion on the register. Revalidation of scientists is being undertaken in line with surveys as to who are the frequent visitors to the resource units.

- 1.3. *Revalidation of competence in regulated procedures.* All users who have registered since September 2018 have been trained and assessed by the DOPS method. Competent users whose registration is from before that date can continue work, pending a formal revalidation procedure being established. In the event of any question as to competence, revalidation and any necessary retraining will take place immediately. The suggestion is for competence in Schedule 1 or regulated procedures to be validated between 12 and 24 months after the last check. Competence in basic animal handling, if not assessed as part of one of these procedures will be revalidated between 24 and 36 months after the last check. Knowledge training will be checked every five years.
- 1.4. *Online training.* To date, 93 people have completed the FLAIRE module on Schedule 1 procedures, 33 have completed the module on small animal anaesthesia, and 73 have completed the module on the recognition and prevention of pain and distress. Completion of this last module will be a pre-requisite for a personal licence-holder retaining this licence in Dundee after the end of March 2020.
- 1.5. *Other workshops and courses.* All relevant CPD can be recorded as part of the central training records. NACWO re-training is being established by sending one or more NACWOs on an accredited course each year. "Training the trainers" and "Training the assessors" are works in progress. A ScotPIL course took place in Dundee on 17th/18th June, with ten delegates.
- 1.6. *Personal licence-holders' records.* In order to support the Establishment Licence-Holder in having effective systems in place to prevent legal non-compliance, the NTCOs propose to visit each personal licence-holder in turn over the coming months, to check that their records are at least sufficient to comply with the legal minimum and to offer advice as to improvements.

## 8. CULTURE OF CARE

A proposal to mandate a structured visit to a resource unit as part of the induction of new scientific users of the resource units was discussed. The intention is to give all users, whether they need to visit resource units as part of their work or not, a good understanding of what animal care staff do and the practical consequences of issuing instructions for matings, schedule 1 procedures or other procedures to be performed on the scientists' behalf.

**Resolved:** To approve the proposal in principle and to await further information as to the substance of the structured visits.

## 9. REPORT FROM THE DIRECTOR OF BIOLOGICAL SERVICES

Standing agenda item. The Committee endorsed a written report prepared by the DBS on licensing activity since its last meeting.

## 10. ANY OTHER COMPETENT BUSINESS

A NACWO reported that there had been instances of scientists placing animals in a new cage and not checking that this had been adequately stocked with diet. In each case, the resource unit staff had rectified the problem before the animals could come to harm. Reminders had been sent out to all scientists using that unit to double-check the presence of diet in new cages. The IAT guidance on food and water has also been widely circulated.

The UVS reported that the length of time that immunocompromised mice can be kept awaiting allocation to study under the authority of a project licence for which the application is currently in ethical review had been reduced from 12 to 6 months in agreement with the applicant.

## 11. DATE OF NEXT MEETING

3rd October 2019 (NB this is a week earlier than the date in the academic calendar).

A meeting of the Committee was held on 3rd October 2019.

Present: The Convener, the Director of Biological Services (DBS), the University Veterinary Surgeon (UVS), the Training Coordinator (TC), three NACWOs, two holders of Home Office licences and three other members.

1. **MINUTES OF LAST MEETING**

These were approved.

2. **MATTERS ARISING**

2.1. *Culture of care (item 8 from previous minute)*. A NACWO and the TC reported that structured visits to the resource units for all new users of Biological Services were being developed.

3. **USE OF ANIMAL TISSUES IN UNDERGRADUATE PRACTICAL CLASSES**

A senior member of teaching staff addressed the Committee on the use of post-mortem tissue preparations in three practical classes in the undergraduate curriculum. These provided students with their only exposure to complex biological materials in a practical class setting. Tissues were set up in organ baths and then challenged with two very different biological signalling molecules. The practical classes required students to evaluate data obtained from the tissues, demonstrated the important principle that different molecular signalling pathways can produce a very similar physiological output and were generally well-liked by the students. Those who expressed personal concerns about the use of animal tissues were permitted simply to observe the practical and, if they wished, to omit it from their portfolio presented for assessment.

At present, guinea-pigs are used as a source of the tissues and, as the University does not use the species for any other purpose, these animals are purchased solely for this use. The teaching staff member described recent attempts to use tissues derived from rats, which the University does use. One of the signalling molecules gave a robust response in this system, but the other did not. A third candidate molecule also did not give a reliable response. Similar experiences have been published elsewhere.

[Note added after the meeting]. Similar practical classes are provided in the undergraduate curricula of at least two Russell Group universities.

**Resolved:** To acknowledge the continuing value of the use of animal tissues (but not living animals) in student practical classes, but to review the choice of species again in the future. The teaching staff should be encouraged to keep searching for equally valuable practical experiences that could make use of tissues from rats or mice instead.

4. **COMMITTEE POLICY DOCUMENT**

The Committee considered the arrangements for interviewing applicants for project licences. At present, all applications from individuals who currently hold project licences at the University are reviewed by email, without any face-to-face interview being necessary. Conversely a face-to-face encounter with the Committee at one of its quarterly meetings was mandatory for all new licence applicants. The Committee agreed that interactions in person should take place more widely but that these should involve a sub-group of its membership, which could therefore be more flexible as to dates of these meetings.

The Committee also reviewed its scientific membership. Its own quorum requirement, and that laid down in law for an AWERB, is that one scientist should be present at each meeting. A group of six members attending in rotation would therefore be ample.



**Resolved:**

- All applications for project licences, whether from existing or new applicants, will be reviewed by the entire Committee by email, with its existing quorum requirement;
- A sub-group, consisting at a minimum of the UVS, one NACWO, one scientist and one non-scientist, will meet with each applicant and report back to the entire Committee by email before review can be concluded;
- The convenor will determine whether applications for amendment to existing licences are sufficiently complex to warrant the deployment of the same mechanism in their review;
- During email review of a licence amendment, any member of the Committee may request the formation of a sub-group to interview the applicant, if one has not already been set up;
- The DBS is to recruit a pool of six scientists, ideally three from each relevant School, and to draft an initial schedule for their attendance at future meetings. They may of course alter this among themselves, provided at least one individual attend each meeting;
- The DBS is to amend the policy document accordingly and forward it to the University Court for its approval.

**5. REVISED PUBLIC STATEMENT FOR PUBLICATION ON THE UNIVERSITY WEB-SITE**

The Committee approved, with one amendment, the content of the draft document presented to it. It noted that a much more extensive and viewer-friendly presence on the web was required.

**6. REPORT FROM THE UNIVERSITY VETERINARY SURGEON**

Standing agenda item.

- 6.1. Dietary studies.* A study comparing the data outputs from mice fed one of three test diets and the usual maintenance diet as a control had been terminated one day early, as all of the test diets had caused loss of weight and body condition score in the animals. The underlying cause was likely to be unpalatability of these diets in the formulations in which they were supplied. There had been excellent team-work in managing the situation and the scientists were hopeful that a useful data set could still be obtained.
- 6.2. Lung pathology in anaesthetised mice.* One research group had reported lung pathology in animals that had previously received inhalational anaesthesia. A microbiological cause had been ruled out and this was not a general finding among groups using the same anaesthetic method. The cause had been traced to a high scavenging rate in the anaesthetic circuit and had been resolved.
- 6.3. Adverse reaction to vasoactive compounds.* A mouse line with an inherited predisposition to diabetes had been found to undergo a systemic adverse reaction to a vasoactive compound applied to the skin. An actual severity of "moderate" will be applied to these animals and no further use of this compound in these mice will take place.
- 6.4. Haste and poor planning.* One research group had undertaken an overly ambitious series of recovery surgeries in rats, with poor pre-planning and unsatisfactory communication with the UVS with the outcome that the study had to be terminated early. Since the NVS, NACWO and NVS had taken the view that improvements are required to reduce the risk of any similar event, the Establishment Licence-holder decided to remove the research group's access to surgical protocols on the relevant project licence until he is satisfied that progress has been made in addressing the issues raised. A report on non-recovery surgery had been received and might provide reassurance to allow these particular procedures to re-start. Recovery surgery could not re-start without evidence of detailed planning of procedures to be performed in small batches with sufficient time to elapse between each one to be sure that surgery had been uneventful.
- 6.5. Animal handling.* Videos of the current "tubing and cupping" methods of mouse handling had been presented at another establishment and had been enthusiastically received.
- 6.6. Veterinary Record.* The UVS was in contact with a journalist at this trade publication and intended to invite him to Dundee to visit the resource units.

**Resolved:** The DBS to communicate with the Establishment Licence-holder, to express the Committee's full agreement with the action taken as described in item 6.4 above and to express its own concerns as to the general issues of poor planning and communication.

## 7. TRAINING

Standing agenda item. The TC reported as follows:

*7.1. Directly Observed Practical Skills (DOPS).* A total of 470 assessments has been carried out to date.

*7.2. Schedule 1 register.* All new personnel since September 2018 have been trained and assessed as competent before being included in the register. Many of those people who had been performing these techniques before September 2018 have also been re-assessed as competent in the recent past. The presumption of competence of the remainder will come to an end in December 2019, by which time all those on the register will have been assessed as competent in the recent past.

*7.3. Revalidation of competence in regulated procedures.* All users who have registered since September 2018 have been trained and assessed by the DOPS method. Competent users whose registration is from before that date can continue work, pending a formal revalidation procedure being established, but the intention is to bring this presumption of competence to an end too, by the end of June 2020.

*7.4. Online training.* The FLAIRE system of online training has been discontinued but has been replaced by "Research Animal Training (RAT)", a paid-for service. The facilities for monitoring progress of individuals through the various training modules have been greatly improved. To date, 100 people have completed the module on Schedule 1 procedures, 33 have completed the module on small animal anaesthesia, and 81 have completed the module on the recognition and prevention of pain and distress. Completion of this last module will be a pre-requisite for a personal licence-holder retaining this licence in Dundee after the end of March 2020.

*7.5. Other workshops and courses.* Three NACWOs will attend re-validation or refresher training in October / November this year. The next ScotPIL course in Dundee will take place in January 2020.

*7.6. Personal training records.* Central records of training are held in LabTracks at present, though mining them for information as to gaps, reviews and the like can be cumbersome. The HR module of OneUniversity might allow consolidation of individual training records (in all areas of expertise) in one location and better searching. Individual training records should be more comprehensive than anything held more centrally but appeared to vary in the level of detail and the method of recording.

## 8. REPORT FROM THE DIRECTOR OF BIOLOGICAL SERVICES

Standing agenda item. The Committee endorsed a written report prepared by the DBS on licensing activity since its last meeting.

## 9. ANY OTHER COMPETENT BUSINESS

None.

## 10. DATE OF NEXT MEETING

9th January 2020.

**APPENDIX 9****COMMUNICATION FROM THE SENATE  
(Minute 30)****1. REPORTING TO UNIVERSITY COURT**

The following items were selected by Senate to highlight to Court:

Senate's discussion on

(i) the University's approach to the Climate Change Emergency

(ii) the University's financial sustainability

(iii) the revised academic promotion criteria

(iv) concerns for student health and well-being

**2. TABLED QUESTIONS****2.1 Representation on Senate Committees**

The Vice-Principal explained that the 2017 Senate Effectiveness Review had suggested that members of Senate should serve on the main University-level academic committees to provide more opportunities for co-ordination and feedback.

He noted that one reason that this had not been implemented was the lack of a clear method for selecting, electing or co-opting Senators to serve on the committees.

The Vice-Principal agreed that options for implementation, including the direct election of representatives, should be considered and circulated in advance of the next meeting of Senate.

**2.2 Representation on University Court**

Senate discussed a suggestion that, in future, only elected members of Senate should be eligible to stand for the Senate to Court Election. It was noted that this would exclude the Vice-Principals (who are members of the University Executive) and the Deans (who are not members of the University Executive) from election to Court.

Members discussed the importance of ensuring that Court had the benefit of a range of academic perspectives and not rely solely on those already involved in University management. Members also acknowledged the need for senior staff to take on multiple roles within the University whilst at the same time transparently managing any potential conflicts of interest.

Senate agreed that the issues should be referred to the Senate Effectiveness Review for further consideration.

**2.3 University of Dundee's response to the Climate Change Emergency**

The Vice-Principal invited members of Senate to suggest ways that the University's academic Community might contribute more to the University's response to the challenges posed by Climate Change. He noted that colleagues in Estates & Buildings and other central services had been leading on practical issues such as energy efficiency and recycling for some time. He observed that integration of environmental sustainability issues into the curriculum and into institutional research strategy were closely aligned with the University's values.

Members suggested that the University might consider issuing clearer guidance on travel policy,

including a commitment to reduce the amount of air travel undertaken by University staff, especially within the UK where more sustainable alternatives were available.

Members also suggested that operational faults and design flaws in some buildings on campus needed to be addressed in order to reduce waste and increase energy efficiency.

Senate noted that students had a high level of awareness of environmental and climate change issues and would welcome the opportunity to engage and challenge. It was noted that DUSA had been developing its own approach as an organisation and would continue to work closely with the University on environmental issues. Senate acknowledged student concerns on ethical investment and associated campaigns on divesting from fossil-fuel related sectors.

Senate noted the excellent work of the Environmental Task Group led by Professor Colin Reid (Professor of Environmental Law) and agreed that all parts of the University would need to work together in order to deliver sustainable improvements to the institution's environmental impact.

Senate welcomed the suggestion that the academic response to the climate change emergency should be taken up as a topic for the next Senate Away Day.

## 2.4 Student Mental Health and Well-Being

The Vice-Principal acknowledged that student health and well-being continued to be a major source of concern for staff across the University and noted the additional resources allocated to student support services.

Members of Senate suggested that levels of NHS community mental health provision were contributing to the pressure on student support services in the University. It was noted that access to services was allocated according to need after a risk-assessment undertaken by qualified staff. Senate noted that this triage approach had led to increased waiting times for some students with stress and study issues.

Members noted reports of an increase in both number and complexity of mental health issues being referred to health and counselling services. Senate noted that the University Chaplaincy and other resources formed an important part of pastoral support and could act as a back up to health and counselling professionals. Members acknowledged the importance of effective signposting of services and resources for students.

Senate heard that the increase in the number of students with complex health and well-being issues was sector-wide and members noted the NUS Student Mental Health conference that took place on 8 October 2019 at the Royal College of Nursing in London.

Senate agreed to ask that representatives from Student Services are invited to a future meeting to lead discussions on how the University can take a more proactive approach to student health and well-being.

**The Senatus decided:** to ask that representatives from Student Services are invited to a future meeting to lead discussions on how the University can take a more proactive approach to student health and well-being.

## 3. PRINCIPAL'S REPORT

The Senatus received a verbal update Report from the Vice-Principals present.

Professor Blair Grubb (Vice-Principal Education) reflected on the University being named as University of Year for Student Experience 2020 by The Times/Sunday Times. He explained that the main reason for the award was the University's excellent record in the National Student Survey (NSS), which had demonstrated consistently high levels of student satisfaction.

The Vice-Principal Education reported that action planning for NSS 2020 was underway, and Senate noted that the University would need to focus efforts on continued improvements in student satisfaction if it was to maintain its reputation of excellence in this area.

Professor John Rowan (Vice-Principal Research, Knowledge Exchange and Wider Impact) reported on the

progress made in preparing for the Research Excellence Framework (REF 2021). Senate noted that Unit of Assessment Main Panels were working hard on internal indicative grading and developing excellent impact case studies for submission. Senate welcomed the progress made to date.

Wendy Alexander (Vice-Principal International) reminded Senate of the University's excellent performance in the International Student Barometer (ISB) that reflected well on the University's international student experience.

The Vice-Principal International welcomed reports that the UK Government intended to re-introduce post-study work visas for international students. Senate noted that this would be very likely to produce a significant increase in international student numbers and that the University needed to be ready to respond to such an increase.

The Vice-Principal International warned that there might be a dip in January 2020 international student matriculations in the University, as some potential students might defer their studies until full details of the post-study work visa scheme are confirmed.

The Vice-Principal (Provost) reported that the University's financial sustainability continues to be challenging in the context of flat-cash settlements from the Scottish Funding Council and significant core cost increases, not least because of the increase in Universities Superannuation Scheme (USS) employer contributions.

Senate noted that action to address the University's underlying deficit had been the main focus of recent University Court meetings and that plans to reduce core costs and increase income from commercialisation, Continuous Professional Development (CPD) courses and collaborations were being developed.

The Director of Finance explained that action was needed in a number of areas in order to ensure that the University's operations were sustainable, and that effective cost control and greater productivity were key to ensuring the long-term financial health of the institution. The Director emphasised that the University's current operations were not sustainable and that continued budget deficits leading to further erosion of financial reserves needed to be avoided.

The Vice-Principal emphasised that plans for cost controls would be agreed and implemented in a one-Dundee approach. He explained that improving operational efficiency and the growth of unregulated tuition fee income were needed to reduce the University's deficit in a planned and orderly way.

**The Senatus decided:** to note the Report.

#### 4. UNIVERSITY COURT

Senate received a Report from the meetings of University Court held on 28 June and 5 September 2019.

The Vice-Principal explained that the Chair of Court had provided a brief executive summary to highlight aspects of Court's discussions of relevance for Senate.

Senate noted the Court's discussions on financial sustainability and the intention to develop clear plans in order to address the University's budget deficit.

Senate noted that the academic school and professional service posters presented at a recent meeting of Court were very well received and Court members expressed their appreciation to staff and students involved in the presentations.

Senate also noted that Court discussed the launch of the University of Dundee School of Business and were looking forward to the next stage of its development.

**The Senatus decided:** to note the Report.

#### 5. ACADEMIC PROMOTIONS FRAMEWORK

Senate received a Report on the development of a new Academic Promotions Framework, for consultation.

Senate received presentation on the Academic Promotions Framework from Professor Lynn Kilbride and Professor Tim Kelly.

The Presentation explained that the impetus for a new framework had been provided by academic staff feedback on processes used during appointing, probation and promotion in the University.

The Review Group were tasked with developing a clearer process that was better aligned with institutional priorities and had more flexible criteria than the current policy.

The process began with a Deans Away Day event that included a discussion on how to measure academic excellence. The development process also included a HERA benchmarking exercise, working group meetings with senior academics and the campus unions and input from the University's Human Resources experts.

Senate noted that a full Equality Impact Assessment was in progress with the assistance of the University's EDI Co-ordinator. It was also noted that after Senate approval of the final draft in December 2019 the Framework would be discussed by the People & Organisational Development Committee (PODCO) before submission to Court for approval in 2020.

Professor Kelly explained that the framework was designed to assess an individual performance against four levels of contribution in four main areas of academic activity.

He explained that the approach offered a high degree of flexibility and was designed to reflect the variety of academic career paths. It was noted that all academics were expected to be active in at least three of the four areas of activity included in the framework.

Professor Kelly concluded the presentation by suggesting questions that Senate might want to explore further:

Should research/scholarship and Education be mandatory for all academics?

Should there be an expectation of achieving a highest rating in one or more areas of activity for the professorial grades?

Members of Senate discussed the new framework and suggested that there ought to be clarity in the pay scales of all academic staff groups, that other important activities (e.g. public engagement, consultancy etc) should be incorporated into the framework and that a metric covering financial sustainability (income generation) might also form part of the assessment of contribution.

Members also suggested that the framework ought to be aligned to the strategic needs of the institution, rewarding behaviours that contribute to meeting these needs.

Members noted that not all academic staff are contracted to provide teaching and these groups ought not to be penalised under the new framework and should be assessed on their contracted duties.

Professor Kelly explained that the broadest understanding of the areas of activity would be used, to allow the flexibility to incorporate other aspects of academic activity when assessing an individual's contribution.

Members raised issues relating to the promotions process more generally, including the need to have been contributing at the higher-grade level for at least a year before being considered for promotion to the higher grade. Members also expressed concern that the use of tightly defined metrics might obscure equivalence issues across disciplines at both institutional and sector levels.

Members also expressed a concern that in the absence of a clear definition of Scholarship in the framework there might be an unhelpful regression to REF-able activity as a quality criteria in promotion and appointment processes.

The importance of Equality, Diversity and Inclusion issues was recognised and members suggested that the processes involved with personal and academic references should meet the very highest standards i.e. all referees must have completed unconscious bias training. Senate discussed the feasibility of moving to competency-based processes that would preserve a high degree of candidate anonymity, such as those used by the National Health Service.

Senate discussed the timetable for implementing the new Framework noting that changes to criteria need to be signalled well in advance to allow staff to re-align to the new framework. Members suggested that mentoring and support should be made available to staff to help them plan accordingly and that the new framework should fully co-ordinate with existing schemes and processes e.g. with Objective Setting & Review (OSAR).

Professor Kelly reported that previous cases had been tested against the new framework to provide some reassurance on compatibility. He explained that implementation was planned for AY 2020-21 to allow for adjustments and re-alignments.

Members of Senate recommended that the Framework should be refined further, so that it

- uses measurements that are context-sensitive and discipline-specific when necessary;
- provides working definitions for all concepts used in the framework (e.g. Scholarship and Education);
- helps to disaggregate individual contributions from group/team achievements;
- has performance analogues to allow qualitative assessment of contributions to the institution that can be recognised and rewarded; and
- provides a platform for reform of the University's recognition and reward structures more generally e.g. through individual and team bonus payments or awards.

**The Senatus decided:** to note that the Framework consultation could be shared more widely in Schools (e.g. to all Associate Deans) and that any further feedback should be communicated to the Working Group; and

to thank Professors Lynn Kilbride, Tim Kelly and Mark Hector for their work in developing the new Academic Promotions Framework.

## 6. CONVENER REPORTS

The Senatus received Reports from the conveners of Senate committees, for information.

**The Senatus decided:** to note the Reports.

## 7. FINANCE & POLICY COMMITTEE

The Senatus received Reports from the Finance & Policy Committee meetings held on 28 May and 13 August 2019, for information.

Members of Senate discussed utilisation of teaching space in the University, noting the claim in the Committee report that teaching space was under-utilised.

It was suggested that the Report took an overly simplistic approach to space utilisation and that moves to increase utilisation rates could reduce student module options, tend to undermine the quality of the student experience and push additional teaching needs to the extremities of the timetable.

Senate noted that the Vice-Principal Education would lead a review of teaching space that would consider all relevant variables and that would welcome input from students and staff.

**The Senatus decided:** to note the Reports.

## 8. TERMINATION of STUDIES (APPEALS) COMMITTEE

The Senatus received a confidential Report from the Termination of Studies (Appeals) Committee meeting held on 26 September 2019.

Members of Senate asked if it was necessary to circulate student names in the Report and suggested that student ID numbers could be used instead.

Members also noted the apparent increase in the number of termination cases that involved students working on a full-time basis to the detriment of their studies.

The DUSA President agreed with the concerns expressed by Senate and explained that many students had inadequate financial support under current student funding arrangements.

**The Senatus decided:** to approve the Report.

## 9. SENATE COMMITTEES 2019-20

The Senatus received details of the Senate Committees and memberships for 2019-20.

Members were asked to report any inaccuracies or changes to the Clerk to Senate [m.glover@dundee.ac.uk](mailto:m.glover@dundee.ac.uk)

**The Senatus decided:** to approve the Senate Committees and memberships for 2019-20.

## 10. GRADUATION TIMETABLE

The Senatus received the November 2019 Graduation Timetable.

CEREMONY	SCHOOL	Total Eligible	Estimated Attending
<b>10 am Thursday 14th November</b>	Medicine	143	64
	Life Sciences	35	19
	Education and Social Work	484	227
	Science and Engineering (Including Skills Hub)	168	77
		<b>830</b>	<b>387</b>
<b>2.30 pm Thursday 14th November</b>	Art and Design	77	52
	Humanities	73	51
	Business	285	134
	Social Sciences	231	124
		<b>666</b>	<b>361</b>
<b>10 am Friday 15th November</b>	Nursing and Health Sciences	477	391
	Dentistry	19	12
		<b>496</b>	<b>403</b>

**The Senatus decided:** to note the Graduation Timetable for November 2019.

## 11. PROFESSOR EMERITUS

Subject to the concurrence of Court, to confer the title of Professor Emeritus upon the following:

Professor John Arnott  
 Professor Paul Harris  
 Professor Tracy Mackenna (effective 24<sup>th</sup> October 2019)



**12. ANNUAL QUALITY REPORT TO SFC in AY2018/19**

**The Senatus decided:** to endorse the Annual Quality Report to the Scottish Funding Council in AY 2018/19.

**13. ENHANCEMENT-LED INSTITUTIONAL REVIEW (ELIR)**

**The Senatus decided:** to note an update on actions taken in relation to the recommendations from the ELIR Outcome Report issued in 2018/19.

**14. STATUTES and ORDINANCES**

**The Senatus decided:** to approve the proposed changes to Statutes and Ordinances relating to the Graduates' Association (**as set out in Paper C**).

**15. RESEARCH & KNOWLEDGE EXCHANGE COMMITTEE**

The Senatus received a Report from the Research & Knowledge Exchange Committee meeting held on 26 September 2019.

In response to a question, the Vice-Principal Research explained that the Committee had discussed the fact that two Schools in the University were responsible for generating 80% of institutional research income. The Vice-Principal acknowledged the challenge for Schools to increase their research income and the complexity of the relationship between research income and financial sustainability.

**The Senatus decided:** to approve the Report.

**16. LEARNING & TEACHING COMMITTEE**

The Senatus received a Report from the Learning & Teaching Committee meeting held on 1 October 2019.

**The Senatus decided:** to approve the Report.

**17. INTERNATIONAL COMMITTEE**

The Senatus received a Report from the International Committee meeting held on 3 October 2019.

**The Senatus decided:** to approve the Report.

**18. QUALITY & ACADEMIC STANDARDS COMMITTEE**

The Senatus received a Report from the Quality & Academic Standards Committee meeting held on 16 May 2019.

**The Senatus decided:** to approve the Report.

**19. SUMMARY REPORTS OF SCHOOL BOARDS**

The Senatus received Summary Reports from each of the School Boards.

**The Senatus decided:** to approve the Reports.