



University Court

Quinquennial Review of Court Effectiveness 2019 - Report

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, 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 2020).

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 2020.

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 2020.

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 recommend 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.