



UNIVERSITY COURT

MINUTES

of the meeting of the University Court held in the Boardroom on **Wednesday 15 February 2023** from 14:00

Chair: Mr M Shaw

Vice-Chair: Dr A Ingram

Ms N Ahmed	Ms H Dunk	Mr J MacGregor
Professor L Bacon	Ms G Ghafoor*	Mr I McDonald
Mr A Bailey*	Professor A Irons	Dr H Mehrpouya*
Ms L Baldie	Ms L Hamilton*	Professor E Sim
Mr J Barnett	Mr F Keir	Dr K Smith
Ms R Donoghue	Ms V Lynch	
Ms A Duffy*	Ms C MacEachen	

Secretary to Court: Ms C Summers

Minute Secretary: Dr D Peden

In attendance: Ms D Feriancova, Ms E Fraser, Ms J McKenzie*, Mr G Weir

**attended via MS Teams*

NON-RESERVED BUSINESS

Preliminary Matters

46. Welcome and Apologies for Absence

Oral Report

The Chair welcomed members to the first Court meeting of 2023.

Apologies for absence were received from Mr A Marks and Ms O Robertson.

47. Declaration of Potential Conflicts of Interest

Oral Report

The Chair reminded members of their responsibility to indicate if they had, or could be perceived to have, a conflict of interest in relation to the non-reserved items for discussion.

Dr Ingram declared an interest in relation item 21 (Appointment of the New Chair of Court).

48. Brief Reflection on pre-Court Presentation **Oral Report**

Court noted its thanks for the pre-Court session on Abertay's International Strategy/Partnerships Development by the Deputy Principal and Deputy Vice-Chancellor, Professor Irons. The Chair invited reflections from Court and noted that a copy of the presentation would be circulated via email.

Court noted that the draft international strategy will be submitted for consideration at the next meeting, after a period of consultation with staff and review by the Finance and Corporate Performance Committee. It was agreed that Professor Irons would organise a separate consultation meeting for Court.

Action: Deputy Principal and Deputy Vice-Chancellor to hold a consultation meeting for Court on the draft International Strategy when available and prior to the April meeting of Court.

Court and Governance Matters

**49. Minutes of the meeting of the Chair's Committee held
on 06 February 2023 (unapproved) (for information) CT/0223/31**

Court noted the unapproved minutes (agreed with the Chair of the Committee) of the meeting of the Chair's Committee held on 06 February 2023, submitted as enclosure 31.

**50. Minutes of the meeting of Court held on 23 November 2022
(Non-Reserved) CT/0223/32**

Court received and considered the minutes, submitted as enclosure 32 and approved them as an accurate record.

51. Matters arising from these minutes **Oral Report**

Mr Bailey joined the meeting

The Chair confirmed that all actions from the previous meeting were completed or were substantive agenda items.

**52. Review of Key Court Governance Documents and
Committee Terms of Reference** **CT/0223/33**

The Chair noted that enclosure 33 included several recommendations for Court to consider and approve following discussion at the Governance and Nominations Committee (GNC) meeting on 6 December 2022.

The Vice-Principal (Strategy & Governance) and University Secretary, Ms Summers led Court through the recommendations, noting that this was part of ongoing work to

review all key Court documents.

Standing Orders

Court considered and thereafter approved the proposed changes to its standing orders, submitted as Annex A.

Court considered the recommendation from GNC that the current quorum remained unchanged and discussed whether it was still appropriate, noting the concern that had been raised. After a full discussion, during which it was noted that while all members of Court have equal responsibility as noted in the Scottish Code of Good Higher Education Governance, lay independent members bring additional external perspective, Court agreed that it was content with the quorum set out in the standing orders and that this should remain unchanged.

Court noted that a draft Code of Conduct would be developed.

Role Profiles

Court considered and thereafter approved the minor changes to the role profiles for the key roles associated with Court. Court noted that the roles profiles will be reviewed every two years or earlier if a post becomes vacant. Court noted that gender-neutral language had been used in the revised role profiles but that further discussion on wider use would be required.

Statement of Primary Responsibilities

Court considered and thereafter approved the minor changes to the Statement of Primary Responsibilities submitted as Annex B.

Scheme of Delegation

Court considered and approved the minor amendment to the Scheme of Delegation to reflect the change in the remit of the Remuneration Committee agreed by Court in November 2022.

Committee Terms of Reference and Membership

Court was content and approved the proposed standardised approach to the Committee Terms of Reference (ToRs) as set out in the paper.

Court noted that GNC had reviewed the current membership of Court committees. Court considered this and agreed that the balance of members and those in attendance was appropriate.

Court discussed the proposed approach to the period of appointment of lay and co-opted members to committees. Court was content with the proposal to establish a principle that Court members should not normally remain a member of the same committee for the duration of their time on Court, to ensure that Court members develop a good understanding of the full range of Court's responsibilities and there is an opportunity for the experience on the Committee to be refreshed. Court confirmed that Court members can attend any of the Court's Committees as observers. Court noted the requirement to confirm the terms of appointment for co-opted members and approved the recommendation from GNC that co-opted members should normally be appointed for an initial period of two years, with a possibility that this may be renewed for up to another two years, giving a maximum tenure of four years.

Court considered and agreed the proposed quorums for its committees, approving

the recommended changes to the quorums for the Finance and Corporate Performance Committee (FCPC) and the People, Health, and Equality Committee (PHEC).

Court noted the revised ToRs for each committee provided in Annex C and asked Committee Chairs to discuss with their committees and provide feedback for consideration at the May meeting of GNC. Court noted the trial in the timing of the annual review of ToRs as set out in paragraph 45.

Action: Chair of Committees to discuss the revised Terms of Reference for consideration at the May meeting of the Governance & Nominations Committee

Ms Duffy and Ms MacEachen joined the meeting & Ms McKenzie left the meeting

Matters for Discussion/Approval

53. Retention Annual Report

CT/0223/34

Dr Coutts & Dr Millard joined the meeting.

Professor Bacon provided a brief overview of the paper noting that it followed on from previous discussions on retention by Court in November 2021 and April 2022 and provided an institutional overview of student retention outcomes for academic year 2021-22 and an update on the actions previously discussed with Court.

Dr Millard noted that the data and student outcomes were reviewed through School Annual Reports. It was highlighted that it was too early to assess the impact of some interventions initiated in 2021-22, though the position was closely monitored. Dr Millard highlighted the importance of the role of the Student Success Officers and also discussed the changes in the way in which students wish to study post-COVID. Court also discussed the factors which impacted on retention, including different entry routes.

Court noted that the unannotated 32% on page 3 of enclosure 34 referred to those students who remained uncontactable as they had either refused to engage or had provided erroneous contact information.

Court reflected on several the issues raised in the report and thereafter formally noted the report.

Dr Coutts, Dr Millard & Dr Mehrpouya left the meeting.

54. Scottish Government Consultation on Post-School Education,

Research and Skills: Interim purpose and principles

CT/0223/35

Court noted that the purpose of this paper was to provide an opportunity for Court to offer any initial views on the consultation which could be incorporated into the University's response or into any further engagement with Scottish Government and/or the Scottish Funding Council prior to the deadline (24 March 2023).

Court discussed the consultation, noting the importance of highlighting the University's strengths and how these aligned with Scottish Government policy, in particular the National Strategy for Economic Transformation. The importance of multi-year funding was also discussed. Ms Summers confirmed that these points

would be reflected in the response and that Court would have an opportunity to comment on the final draft prior to submission.

55. Draft Court and Committee Calendar 2023-24

CT/0223/36

Court noted the draft schedule for the next academic session for meetings of Court and its committees. The Chair asked that any feedback be submitted to the Head of Governance and Deputy Secretary, Dr Peden and highlighted that diary invites will be circulated shortly.

Action: Court members to provide any feedback on the proposed Court and Committee dates for 2023-24 to the Head of Governance and Deputy Secretary

Court approved the draft schedule (subject to further review when the new Chair of Court is appointed) and noted it was helpful for these dates to be set a year in advance.

Committee Matters

56. Audit and Risk Committee

CT/0223/37

Minutes of the meeting held on 24 January 2023 (unapproved)

Court noted the unapproved minutes (agreed with the Chair of the Committee) of the meeting of the Audit & Risk Committee (ARC) held on 24 January 2023, submitted as enclosure 37.

Mr Barnett, the Chair of ARC, introduced the paper and noted that the following matter was recommended by the Committee to Court for approval:

Item 27 – the draft ARC annual report to Court for 2021-22, which if approved would be submitted to the Scottish Funding Council. Court noted that in future, the report would be considered at the first meeting of the Committee in the session to ensure it is available for submission along with the Integrated Annual report and financial statements.

Court was content with the report and approved it for submission.

Two additional items arising from the meeting were noted by Court:

Item 26 – the Internal Audit Plan Discussion. Mr Barnett, noted that the Committee had met the new internal auditor, Mr D Eardley from Azets, who would be working with the Director of Finance, Infrastructure and Corporate Services, Mr Weir, and colleagues to develop the annual audit programme with the intention for the initial audits to be underway before the next meeting of the Committee in March.

Item 28 – the Annual Review of Financial Regulations. Mr Barnett highlighted that the Committee noted the current consultation on the financial regulations and that a revised draft would be considered at the March meeting of ARC and thereafter brought to Court in April for approval.

57. Finance and Corporate Performance Committee**CT/0223/38**

Minutes of the meeting held on 06 December 2022 (unapproved)

Court noted the unapproved minutes (agreed with the Chair of the Committee) of the meeting of FCPC held on 06 December, submitted as enclosure 38.

Mr McDonald, the Chair of FCPC, introduced the paper and noted that the following matters were recommended by the Committee to Court for approval:

Item 21 – The draft Financial Strategy. Court noted that the Committee had recommended its approval in principle. The revised strategy would be kept under review by FCPC, reporting to Court as appropriate. Court approved the Financial Strategy for publication on the University intranet.

Mr McDonald noted that the Treasury Management Policy, had been discussed at the meeting of the Committee on 20 September 2022, where a number of amendments were considered and subsequently agreed by members by circulation. Court noted that the revised policy reflected the change to the management and reporting of third-party investments. Court approved the Treasury Management Policy for publication on the University website.

One additional item arising from the meeting was noted by Court:

Item 25 - the Procurement Annual Report (2021-22). Mr McDonald noted that the Committee had approved the report (within its delegated powers) for publication on the University's website.

Court queried when the Estates Strategy would be submitted to Court for consideration. Mr McDonald confirmed that it would be discussed at the March meeting of FCPC and submitted to the April meeting of Court.

The Chair noted that Mr McDonald would step down as Chair of FCPC from 20 February with Mr Marks taking on the position of Chair thereafter. Court noted its thanks to Mr McDonald for his contribution during his tenure as Chair.

58. Governance and Nominations Committee**CT/0223/39**

Minutes of the meeting held on 06 December 2022 (unapproved)

Court noted the unapproved minutes (agreed with the Chair of the Committee) of the meeting of GNC held on 06 December, submitted as enclosure 39.

Dr Ingram, the Chair of GNC, introduced the paper and noted that several items, the review of Committee Remits; the review of Role Profiles, the review of Court Standing Orders and the Senate Review, were substantive agenda items for this meeting.

One additional item arising from the meeting was noted by Court:

Item 21- the updated Scottish Code of Good Governance. Dr Ingram noted that a revised version was under development and that the final version would be circulated to Court members. GNC would map our current processes against for the revised Code and bring this back to Court to consider.

59. People, Health, and Equality Committee**CT/0223/40**

Minutes of the meeting held 18 January 2023 (unapproved)

The Chair noted that Ms Ghafoor had stepped down as PHEC since Court's last meeting. The Chair thanked Ms Ghafoor for her contribution during her tenure as Chair and noted she would remain a member of the Committee. The appointment of a new Chair would be discussed at the March meeting of GNC, and any Member interested in this role should contact Ms Summers prior to this. The Chair highlighted that Ms Dunk had agreed to act as Chair for the January and March meetings of the Committee.

Court noted the unapproved minutes (agreed with the acting Chair of the Committee) of the meeting of PHEC held on 18 January, submitted as enclosure 40.

Ms Dunk, introduced the paper and noted that the following matter was recommended by the Committee to Court for approval:

Item 11 – The draft Complaints Annual Report & Protected Characteristics Reports for 2021-22. Court approved the Complaints Annual Report & Protected Characteristics Reports for 2021-22 for publication on the University website.

60. Remuneration Committee**CT/0223/41**

Report of the Remuneration Committee meeting held on 23 November 2022

Court noted the report (agreed with the Chair of the Committee) of the meeting of the Remuneration Committee held on 23 November, submitted as enclosure 41. As the Committee Chair, was unable to attend the meeting, the Chair noted that this had been a special meeting of the Committee, following the change in its remit to include all members of the Executive Group. Court noted that the Committee had considered the remuneration of the remaining two members and that further details would be given under reserved business.

The Chair noted that Mr Marks would stand down as Chair of the Remuneration Committee when he became Chair of FCPC. Court thanked Mr Marks for his contribution during his tenure as Chair and noted that a new Chair will be appointed in due course.

Senate Matters**61. Senate Review****CT/0223/42**

The Chair noted that the paper followed on from Court's discussion in September. Ms Summers led Court through the paper, highlighting that the composition of Senate was determined by the requirements of the Higher Education Governance (Scotland) Act 2016.

Court noted that Senate had considered a similar paper at its meeting on 25 January and that it was content with the proposed terms of reference and composition as set out in enclosure 42. In discussion, Court asked for the statement "The purpose of the Senate is to provide a forum with authority to act as the ultimate arbiter on academic matters" to be reviewed and it was agreed that a revised terms of reference would be brought back to the next meeting for final approval. Court was

content with the current composition of Senate and noted that that it would be asked to consider regulations for the election of Senate members at its next meeting.

Court requested that it receives the minutes of Senate at each meeting and agreed that a joint session with Senate should be arranged at an appropriate point.

Ms Summers noted Senate was undertaking a review of its own committees and procedures to consider the effectiveness of the current arrangements. This would be considered further by Senate in March with the intention of concluding the review by June. Court would receive updates on the progress and outcome of this review.

Action: Vice-Principal (Strategy & Governance) and University Secretary to ensure that Senate minutes are submitted to Court for noting under Senate Matters for future Court meetings.

Action: The Chair and Secretary of Senate to review the wording and bring back revised terms of reference to the next meeting.

62. Report from Senate held on 25 January 2023 **CT/0223/43**

Court noted the report of the meeting of the Senate held on 25 January, submitted as enclosure 43.

Professor Bacon, the Chair of Senate, noted that the following matter was recommended by Senate to Court for approval:

Item 3 – Annual Statement on Research Integrity. Court approved the report for publication on the University website.

63. Academic Matters Report **CT/0223/44**

Court noted the Academic Matters Report and thanked Professor Irons for the interesting report.

Matters for Information

64. Students' Association Report to Court **CT/0223/45**

Court noted the Students' Association Report and welcomed the format of the report.

Court discussed the impact of the ongoing industrial action and noted the feedback that the Students' Association had received from the student community.

65. Executive Group Report to Court **CT/0223/46**

Court noted the report from the Executive Group.

Court discussed the student numbers update and noted the action which was currently being undertaken to improve recruitment.

Court noted that the impact of the current industrial action to date was minimal.

66. Update on Appointment of the New Chair of Court

CT/0223/47

Dr Ingram left the meeting

Ms Dunk, the Chair of the Appointment Committee provided Court with an update on the appointment process for the new Chair of Court. Court noted that the interviews would take place on Wednesday 22 February and that it was expected that the election would run from 15 March to 29 March. Arrangements for electronic voting were currently being confirmed. Court noted that the election period overlaps with the Students' Association elections and that it was important that communications are clear and that there is a potential for joint messages to be issued to the student community.

Court noted that an open meeting will be held potentially on 23 March on campus which will be recorded and posted on the website thereafter.

67. Any Other Competent Business

Oral Report

Dr Ingram re-joined the meeting

No other competent business was declared.

Secretary's note Ms Fraser left the meeting. The Chair asked Mr Weir to attend the reserved business with regards to item 26.

Date of the next meeting of Court: Wednesday 26 April 2023

**Mr M Shaw
Chair**