

## University Court

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### Minutes

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26 June 2024 held from 14:00 to 17:00 in the Boardroom, Kydd Building

\*attended online

### Members

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#### Chair

Mr David Brew

#### Vice Chair

Ms Heather Dunk

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Professor Liz Bacon

Ms Veronica Lynch

Ms Liz Blackburn

Mr Jim MacGregor\*

Dr Scott Cameron

Mr Antony Marks

Mr Iain Davidson\*

Dr Hadi Mehrpouya

Ms Robyn Donoghue

Ms Liv Morgan

Professor Ruth Falconer

Ms Livi Robertson

Ms Kerith George-Briant

Mr Thomas Sloan

Professor Alastair Irons

Professor Edith Sim

Ms Lynne Hamilton

Mr Steven Traynor

Ms Pam Herries

### Apologies

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Mr Andrew Bailey

Mr Fraser Keir

Mr John Barnett

### In Attendance

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Ms Dounia Allaiouti

Ms Jackie McKenzie

Dr Hannah Coutts (items 89 & 90)

Mr James Nicholson (item 91)\*

Ms Julie Greenhill

Mr Luke Webster

Ms Eilidh Fraser\*

Mr Gordon Weir



## Secretariat

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Ms Caroline Summers

(Secretary to Court)

Dr Dianne Peden

Ms Vanessa Kind

## Open Business

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### Preliminary Matters

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**81. Welcome and Apologies for Absence** **Oral Report**

The Chair welcomed Court to its final meeting of the academic year. The Chair, on behalf of Court, extended a special welcome to Ms D. Allaiouti, the incoming President of the Students' Association, Mr L. Webster, the incoming Vice-President, and the Governance Office Co-ordinator Ms J. Greenhill, who were observing the meeting.

Apologies were received as noted above.

**82. Pre-Court Visit to Academic Facilities in Food Technology and Games**

Court welcomed the opportunity to visit areas of the University and to hear about the work being undertaken. Court noted its thanks to those involved in the visit.

**83. 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 items for discussion under Open Business. None were declared.

### Court and Governance Matters

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**84. Minutes of the meeting held on 24 April 2024** **CT/0624/70**

The Chair drew Court's attention to the fact that the approved minutes would be published on the University website.

Court received and considered the minutes, submitted as enclosure 70, and approved them as an accurate record.

**85. Matters arising from these Minutes** **Oral Report**

The Chair noted that the actions arising from the previous meeting were complete or would be covered elsewhere in the agenda. No other matters were raised.

**86. Annual Workplan** **CT/0624/71**

The Vice-Principal (Strategy and Governance) and University Secretary, Ms C. Summers, introduced the Annual Workplan, submitted as enclosure 71, which provided an indicative agenda and timetable for Court meetings for the next academic year.

Court was advised that the workplan would also be revised in line with the change in timeline for the Strategic Plan Refresh (CT/0624/88) and Court considered an alternative



proposal to hold the annual Court Conference in November to allow discussions prior to the Strategic Plan being finalised.

Court agreed that the annual Court Conference (including the formal Court meeting) would take place on Thursday 28 November 2024, noting that the winter graduation would take place the following day.

Court agreed that the annual Public Stakeholder event would take place in April 2025.

Court agreed the annual workplan and noted that this would be a live document, therefore it would be amended throughout the session as required.

## **87. Report from Chair's Committee**

## **Oral Report**

The Chair noted that due to the business for consideration, the Chair's Committee had not met prior to this meeting of Court. The Committee had however agreed by circulation the agenda for today's meeting and that the draft minutes of the April meeting should be submitted to Court for approval. Court was advised that the Committee had had the opportunity to feed into the review of its Terms of Reference (ToR), to be discussed under item 95.1.

Court noted that, as previously agreed, moving forward the Committee would only meet if it was deemed necessary, with the agendas for Court meetings routinely being agreed by the Chair of Court, in consultation with the Secretary to Court.

## **88. Report from the Chair of Court**

## **CT/0624/72**

Court was advised that the Report from the Chair of Court, submitted as enclosure 72, provided the collated feedback which the Chair had received from members of Court in their recent 1:1 meetings. The feedback had been shared with the Executive who had provided a commentary in response to the issues raised, including in some cases, a need for further clarification.

### **88.1. Secretariat Issues**

Court noted its appreciation of the Secretariat's support and assistance.

### **88.2. Briefing of Members**

Court discussed the importance of networking and social opportunities. Court noted that further briefings on areas such as the role of local, Scottish, and UK government policy would be beneficial.

### **88.3. Conduct of Meetings**

Court discussed whether a spotlight on an individual Committee at each Court meeting would be useful. Court agreed that it was content with the current arrangements, noting that Committees or Court members could request further discussions at Court on key

issues considered by Committees. It was highlighted that Court members can observe meetings of Committees of which they are not members.

#### **88.4. Operational Planning and Performance Monitoring**

Court noted the existing arrangements for project management and agreed that it would not be appropriate for Court members to be directly involved with operational business as part of project boards, given the importance of ensuring a boundary between Governance and Management.

#### **88.5. Development of Business Opportunities/Alternative Income Streams**

Court noted the update provided in the report.

#### **88.6. Academic Issues**

Court noted the update provided in the report and was reminded that Court members are able to observe meetings of Senate.

### **Matters for Approval**

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#### **89. Operational Planning and Budget 2024-25 to 2026-27**

**CT/0624/73**

[Dr H. Coutts joined the meeting. Mr J. MacGregor and Mr T. Sloan left the meeting.]

Ms C. Summers introduced the University's Operational Planning and Budget for 2024-25 to 2026-27, submitted as enclosure 73, highlighting that it included the following:

- an update on the planning process and the context in which the University was operating;
- the university-level financial plan and capital plan for 2024-25 to 2026-27;
- the detailed planning assumptions underpinning these plans and risks associated with these; and
- the operational planning priorities.

##### **89.1. Current Planning Assumptions**

Court noted that the paper reflected the position agreed by the Executive Group and the Senior Management Team and that an earlier version of the paper had been considered at the meeting of the Finance and Corporate Performance Committee (FCPC) on 4 June 2024. Ms C. Summers highlighted that detailed plans for the Schools and Services underpinned the University-level plans.

Court noted that the external environment remained challenging, with a significant reduction in Scottish Funding Council (SFC) funding for the University in 2024-25. Ms C. Summers noted that the draft budget considered by the Finance and Corporate Performance Committee had been based on the SFC indicative funding announcement

discussed by Court in April. This had been confirmed in the final funding allocations, published in late May, and Court was advised that this had been reflected in the draft budget. Court's attention was drawn to the impact on the University of an overall reduction in SFC funding of £976K, 4.5%, compared to 2023-24.

Court was advised the focus internally during this academic year had been on action to ensure that the University's structures and systems enable it to maximise opportunities to grow additional income streams. There had been investment in key areas to support recruitment and international partnership development, and a range of actions to free up capacity to support these activities. These included the portfolio review, the academic restructuring and the review of academic workload allocation.

Court's attention was drawn to the detailed planning assumptions set out in the paper. Ms Summers noted that the Executive considered these to be reasonable and prudent assumptions, which had undergone rigorous review, and which would be tracked and monitored closely, with FCPC receiving an update at each meeting.

Court discussed the projected numbers of international students, noting the current uncertainty in the external environment. It was advised that the projected numbers were based on detailed and robust discussions with the International Team and were supported by a £300k investment in recruitment and marketing activities which was expected to have an impact on 2025 recruitment, and which would be closely monitored to understand the level of return on investment.

## **89.2. Financial and Capital Investment Plans**

The Director of Finance, Infrastructure and Corporate Services, Mr G. Weir, introduced the overview of the financial position detailed in section 6 and Annex C. Court was advised that the University uses Earnings Before Interest, Taxation, Depreciation and Amortisation (EBITDA) as a proxy measure for the underlying financial performance and that it is an indicator of cash generation, with each 1% representing approximately £400k of cash. Court noted that the financial models outlined in section 6 were based on a set of prudent assumptions, with information on the risk factors/scenario planning provided in section 6.6.

Court was advised that, given the financial challenges outlined in the report, a target average EBITDA figure of around 4% was recommended to maintain the University's ability to invest in the campus and digital technology. It was further recommended that, in light of the challenging environment for 2024-25, a medium-term EBITDA plan be adopted, with 3-year view of EBITDA generating a 4% average over that period. Court acknowledged the need for close monitoring and for variances to be dealt with as they arise.

Mr G. Weir introduced the Capital Investment Plan (Section 6.5) as at May 2024, highlighting that the proposed list of projects had been based on extensive consultation with staff and student representatives.

The Students' Association President raised concerns that flat cash funding for the Association (Annex C) was a reduction in real terms which could impact on its work. Ms C. Summers highlighted that the funding agreement with the Students' Association was still being finalised and that the University had protected the level of funding for the Students' Association for 2024-25, notwithstanding the significant cut in SFC funding.

Court formally noted the assumptions on which the plans are based.

Court agreed the three-year EBITDA target as set out in section 6.4

Court approved the financial plan as set out in Section 6 and Annex C and formally noted that this would form the basis of the strategic financial plan submission to the Scottish Funding Council (SFC), due at the end of June 2024.

Court approved the capital plan assumptions (section 6.5) and formally noted the requirement for business case development and approval of any major projects.

### **89.3. Review of International and Partnership Activity 2023-24** **CT/0624/74**

The Deputy Principal and Deputy Vice-Chancellor, Professor A. Irons, introduced the Review of International and Partnership Activity 2023-24, submitted as enclosure 74, highlighting that this was the first annual report following the approval of the Internal and Partnerships Strategy in April 2023.

Court welcomed the report and discussed the progress against the objectives set out in the Strategy. Court was advised that the figures provided include costs and income for current partnerships, with several other new partnerships, not included in the data, currently under development. Court discussed the costing model, including the additional set-up costs, and student recruitment targets. Court agreed that a graphical representation of the costing model and KPIs should be provided in future reports to FCPC.

**Action: The Deputy Principal and Deputy Vice-Chancellor to liaise with the Vice-Principal (Strategy and Governance) and University Secretary to consider the format of reports to Finance and Corporate Performance Committee.**

Court formally noted the Review of International and Partnership Activity 2023-24.

### **90. Risk Management Policy and Framework** **CT/0624/75**

Ms C. Summers introduced the revised Risk Management Policy and Framework, submitted as enclosure 75, highlighting that it followed on from discussion at the April meeting of Court and at meetings of the Audit and Risk Committee throughout the

academic year. This included the Risk Appetite Statement and Strategic Risk Register, as well as outlining the process for monitoring risks which would continue to evolve over the coming year.

Court discussed the Risk Appetite Statement, noting that it was for Court to determine the nature and extent of the principal risks to which the University was exposed and was willing to take to achieve its objectives. Court noted the intention that the Audit and Risk Committee and Court would have the opportunity to review this annually. Court discussed whether the risk appetite was set at the appropriate level, in particular whether the University may wish to consider itself as “Eager” in some areas. After discussion, Court confirmed that it was content to be prudent in the current external environment and that the University remained committed to ambitious aims while minimising risk to ensure its sustainability.

Ms C. Summers noted the action from the April meeting of Court to hold a Risk Management workshop. It had not been considered a priority before this meeting of Court but it was agreed that a workshop would take place during the next academic year.

Court approved the refreshed Risk Management Policy and Framework, incorporating the strategic risk register and risk appetite statement.

[Dr H. Coutts left the meeting.]

## **91. Student Code of Discipline: Non-Academic Misconduct**

**CT/0624/76**

[Mr J. Nicholson joined the meeting.]

The Chair of the People, Health and Equality Committee, Ms H. Dunk introduced the revised Student Code of Discipline: Non-Academic Misconduct, submitted as enclosure 78, highlighting that Court had been provided with the following:

- A briefing note outlining the recommendations and the proposed amendments to the Code.
- Annex A: the Student Code of Discipline (Non-Academic Misconduct) showing revisions with tracked changes and explanatory comments.
- Annex B: a clean copy of the Code, with all proposed revisions accepted.

Court noted that it had discussed a previous version in April 2024 and had agreed that a further review would be undertaken in light of the issues raised at that meeting. Court was advised that this review had taken place and that the revised Code had been considered by the Committee at an extraordinary meeting on 13 June 2024 (CT/0624/83). The Committee had been content that the issues raised in the previous Court discussion had been satisfactorily addressed in the documentation presented today. Ms H. Dunk highlighted that the University’s legal advisers had reviewed the suggested amendments and found that it struck an appropriate balance between the trauma-informed



considerations for Reporting Persons/witnesses and providing sufficient evidence for the Responding Student. Court was advised that it also aligned to the March 2024 Universities UK Pinsent Mason Supplementary Notes.

Court approved the Student Code of Discipline: Non-Academic Misconduct.

## **92. Court and Committee Meeting Dates for 2025-26**

**CT/0624/77**

The Head of Governance and Deputy Secretary, Dr D. Peden, introduced the Court and Committee Meeting Dates for 2025-26, submitted as enclosure 77, highlighting that it had previously been agreed that Court would consider the dates at its June meeting for the academic year after next. Court was advised that Senate had approved its committee meeting dates for 2025-26 at its meeting held on 5 June 2024.

Court noted that the dates for the April and June meetings of Court, in both 2024-25 and 2025-26, were subject to change due to a potential clash with Universities Scotland Main Committee, which the Principal and Vice-Chancellor attends. Court was advised that the Governance and Nominations Committee would now meet on Thursdays and that meeting dates would be updated to reflect this change.

Court approved the Court and Committee Meeting Dates for 2025-26, subject to changes as noted above.

## **Committee Matters**

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### **93. Audit and Risk Committee**

#### **93.1. Minutes of the meeting held on 28 May 2024**

**CT/0624/78**

In the absence of the Chair of the Audit and Risk Committee, Ms C. Summers introduced the draft minutes of the open business at the meeting of the Committee held on 28 May 2024, submitted as enclosure 78, noting that they were largely for information.

Court was advised that the Committee had discussed its ToR and Annual Workplan at this meeting. Court noted that the Committee had discussed the refreshed Risk Management Policy and Framework, which had been considered earlier on the agenda (item 90) and had recommended it to Court for approval.

Court's attention was drawn to the Audit Planning Report for Financial Year 2024 which had been approved by the Committee under the authority delegated to it by Court.

Ms C. Summers noted the Committee's thanks to Ms L. Blackburn for her contribution to the work of the Committee as she would be moving to Finance and Corporate Performance Committee from 1 September 2024.

Court formally noted the minutes of the meeting of the Audit and Risk Committee from 28 May 2024.

#### **94. Finance and Corporate Performance Committee**

##### **94.1. Minutes of the meeting held on 4 June 2024**

**CT/0624/79**

The Chair of the Finance and Corporate Performance Committee (FCPC), Mr A. Marks, introduced the draft minutes of the meeting of the Committee held on 4 June 2024, submitted as enclosure 79, noting that these were largely for information.

Court was advised that the Committee had discussed its ToR and Annual Workplan at this meeting. Court noted that the Committee had discussed the Operational Planning and Budget 2024-27, considered under item 89, and had recommended it to Court for approval. Court was advised that the draft minutes would be amended, prior to submission to the Committee for approval, to reflect that it recommended to Court for approval the capital plan assumptions (section 6.5).

Court's attention was drawn to the discussions of the Committee relating to the governance of the Estates Master Plan. The Committee had recommended to Court that arrangements should be put in place for the consideration and approval of the Heat Network Fund application if a decision was required over the summer period prior to the next meeting of Court on 18 September 2024. It was proposed that authority be delegated to the Chair's Committee and that members of FCPC should also be invited to attend any meeting in relation to this.

Court approved the delegation of authority to the Chair's Committee for consideration and approval of the Heat Network Fund application, if a decision was required as noted above.

Mr A. Marks, on behalf of the Committee, noted his thanks to Ms L. Hamilton for her contribution to the work of the Committee as she would be moving to the Audit and Risk Committee from 1 September 2024.

Court formally noted the minutes of the meeting of the Finance and Corporate Performance Committee from 28 May 2024.

#### **95. Governance and Nominations Committee**

##### **95.1. Minutes of the meeting held on 21 May 2024**

**CT/0624/80**

The Chair as the Chair of the Governance and Nominations Committee introduced the draft minutes of the meeting of the Committee held on 21 May 2024, submitted as enclosure 80, noting that they were largely for information although several had been recommended to Court for approval.

Court approved:

- (i) the re-appointment of Professor E. Sim to Court until 31 December 2026 and her appointment as Vice-Chair of the People, Health and Equality Committee from 1 August 2024.
- (ii) the appointment of:
  - Ms L. Hamilton to the Audit and Risk Committee from 1 September 2024 and as Chair of the Committee from 1 January 2025.
  - Ms L. Blackburn to the Chair's Committee and to the Finance and Corporate Performance Committee as Vice-Chair from 1 September 2024.
  - Ms P. Herries to the Governance and Nominations Committee from 1 August 2024.
  - Mr J. MacGregor to the People, Health and Equality Committee from 1 January 2025.
- (iii) the revised Terms of Reference for:
  - Audit and Risk Committee (Annex B).
  - Chair's Committee (Annex C).
  - Finance and Corporate Performance Committee (Annex D).
  - Governance and Nominations Committee (Annex E).
  - People, Health and Equality Committee Terms of Reference (Annex F).
- (iv) the revised Scheme of Delegation submitted as Annex G, noting that the Committee had also agreed that a fuller review of the Scheme of Delegation would be undertaken over the summer.

Court noted thanks to the Governance Office for their work in reviewing the documents approved above.

Court formally noted the minutes of the meeting of the Governance and Nominations Committee from 21 May 2024.

## **95.2. Scottish Code of Good Higher Education Governance 2023**

**CT/0624/81**

Ms C. Summers introduced the update on the relevant aspects of the Scottish Code of Good Higher Education Governance 2023, previously discussed by Court at its meeting in November 2023 and submitted as enclosure 81. Court was advised that two of the outstanding actions could be marked as complete following today's meeting, with Court having considered the relevant enclosures (CT/0624/75 and CT/0624/85). Court noted that

the remaining actions would be completed before the end of the academic year, and that completion would be reported to the Governance and Nominations Committee.

Court formally noted the update on compliance with the Scottish Code of Good Higher Education Governance 2023.

## **96. People, Health and Equality Committee**

### **96.1. Minutes of the meeting held on 7 May 2024**

**CT/0624/82**

Ms H. Dunk, introduced the draft minutes of the meeting of the Committee held on 7 May 2024, submitted as enclosure 82, noting that these were largely for information.

Court was advised that the Committee had discussed its ToR and Annual Workplan at this meeting.

Court's attention was drawn to the Market Supplements Policy Review, which had taken place as the policy had been in place for 12 months and was advised that the Committee had been content that no changes were required.

Court was advised that the Committee had considered and approved the revised ToRs of the Health and Safety Sub-Committee at this meeting.

Court approved:

- (i) the Flexible Working Policy, submitted as Annex A.
- (ii) the Carers Leave Policy, submitted as Annex B. In doing so, Court discussed the potential financial impact of the policy, and it was highlighted that a review of uptake would be undertaken after 12 months. Court welcomed the policy, acknowledging the statutory requirement as well as it being positive for the health and wellbeing of staff.
- (iii) Emergency Time Off for Dependents Policy, submitted as Annex C.
- (iv) British Sign Language Plan 2024-29, submitted as Annex D, noting that this had already been published on the University's website with the agreement of the Senior Management Team.

Court noted thanks to those involved across the University in the preparation and consultation relating to the items approved above.

Ms H. Dunk, on behalf of the Committee, noted her thanks to Ms. P Herries for her contribution to the work of the Committee as she would be moving to the Governance and Nominations Committee from 1 August 2024.

Court formally noted the minutes of the meeting of the People, Health and Equality Committee from 7 May 2024.

**96.2. Minutes of the extraordinary meeting held on 13 June 2024****CT/0624/83**

Ms H. Dunk, introduced the draft minutes of the extraordinary meeting of the Committee held on 13 June 2024, submitted as enclosure 83, noting that these were largely for information, and that the meeting had been called to consider the Student Code of Discipline (Non-Academic Misconduct), discussed under item 91.

Court formally noted the minutes of the meeting of the People, Health and Equality Committee from 13 June 2024.

**97. Remuneration Committee****97.1. Report from the meeting held on 24 May 2024****CT/0624/84**

In the absence of the Chair, Mr F. Keir, the Vice-Chair of Court, Ms H. Dunk, introduced the report from open business at the meeting of the Committee held on 24 May 2024, submitted as enclosure 84, noting it was largely for information.

Court was advised that the Committee had discussed its ToR, submitted as Annex A, at this meeting, and recommended minor amendments to bring them into line with changes being made to the ToRs of other Court Committees. Court's attention was drawn to a proposed substantive change in relation to the delegation of authority to the Committee to agree the remuneration of the Chair of Court (CT/0624/93).

Court approved the revised Terms of Reference of the Remuneration Committee submitted as Annex A, subject to subsequent approval of the delegation of authority to the Committee relating to the remuneration of the Chair of Court. [Secretary's note: This was subsequently approved in the reserved part of the meeting (Minute 108.1)]

Court was advised that the Committee had received the annual report on severance arrangements, and it had noted the significant reduction in cases over the last two years, reflecting the focus on redundancy avoidance.

Court formally noted the report from the meeting of the Remuneration Committee from 24 May 2024.

**97.2. Statement on Remuneration Committee Policies and Practices****CT/0624/85**

The Director of People and Organisational Development, Ms E. Fraser, introduced the Statement on Remuneration Committee Policies and Practices, submitted as enclosure 85, highlighting that the proposed statement was intended to demonstrate compliance with the Scottish Code of Good Higher Education Governance 2023 by codifying and documenting the way in which the Remuneration Committee makes decisions and seeks approval of Court. Court was advised that it had been discussed by the Committee at its meeting on 24 May 2024.

Court approved the Statement on Remuneration Committee Policies and Practice.

## Senate Matters

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### **98. Minutes from the meeting of Senate held on 5 June 2024**

**CT/0624/86**

Professor A. Irons, the Vice-Chair of Senate, who had chaired the meeting, introduced the draft minutes of its meeting held on 5 June 2024, submitted as enclosure 86, noting that these were largely for information.

Court was advised that at this meeting, Senate had approved the following items:

- Homologation of Chair's Action (academic regulation waiver)
- Academic Regulations 2024-25
- Assessment Policy and Moderation Guidance
- Mitigating Circumstances Policy
- Strategic Partnership Review of Fife College Report and Action Plan
- Committee Dates 2025-26

### **99. Academic Matters Report**

**CT/0624/87**

Professor A. Irons, introduced the report, submitted as enclosure 87, and provided an overview of the wide range of activities across the University. Court offered its congratulations to all those involved and acknowledged the external recognition of work being undertaken at Abertay.

Court formally noted the Academic Matters Report.

## Matters for Information

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### **100. Executive Group Report to Court**

**CT/0624/88**

Court formally noted the Executive Group Report to Court.

### **101. Students' Association Report to Court**

**CT/0624/89**

The Students' Association President, Ms L. Robertson, thanked Court for the opportunities for personal and professional growth during her two years on Court. She noted thanks to staff across the University for their dedication to students and, in particular, expressed thanks to Professor L. Bacon for her invaluable help and "open door" approach. Ms L. Robertson presented Professor L. Bacon with a hand-made mascot based on the colours of the Abertay Crest.

The Students' Association Vice-President, Ms L. Morgan, introduced the Students' Association End of Year Report to Court, submitted as enclosure 89, noting that it provided an overview of recent activities and progress against their respective manifestos. Court's

attention was drawn to several matters of interest including work with societies, around student housing and wellbeing events. Ms L. Morgan noted that it had been a challenging and inspiring role and thanked Court for its support during her appointment.

On behalf of Court, the Chair thanked Ms L. Robertson and Ms. L. Morgan for their work as key members of Court. Court members expressed their gratitude and wished them both well for the future.

## **Concluding Matters**

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### **102. Any Other Competent Business**

### **Oral Report**

No other competent business was raised.

The Chair noted that this was the last meeting of Court for Mr G. Weir, who would be retiring in mid-August. He highlighted the significant contribution which Mr Weir had made to the University during his appointment as the Director of Finance, Infrastructure and Corporate Services. On behalf of Court, he thanked Mr Weir for his work as a member of the Executive Group and in supporting Court and its committees. Court members expressed their gratitude and wished him well for the future.

The Chair requested that Mr G. Weir remain for items 103-107.

[Ms D. Allaiouti, Ms E. Fraser, Ms J. Greenhill, Ms J. McKenzie and Mr L. Webster left the meeting.]

**Next meeting: Wednesday 18 September 2024**

**Chair: Mr David Brew**