

Annual Review of the Effectiveness of Court: Session 2023-24

Introduction

1. The University's governing body is the Court of Abertay University (hereafter referred to as Court), and as set out in the terms of the [Scottish Code of Good HE Governance 2023](#) (section 64 "*The governing body is expected to review its own effectiveness each year...*"). This report is for the academic year 2023-24 (1 August 2023 to 31 July 2024) and was considered by the Governance and Nominations Committee prior to submission to Court. On approval by Court, it is to be published on the [University's website](#).

Meeting the Principles of the Scottish Code of Good HE Governance

2. The revised Scottish Code of Good HE Governance (hereafter referred to as the Code) was published in April 2023 and some initial work had been undertaken, overseen by the Governance & Nominations Committee in 2022-23, to map current practice against the revised Code and identify areas for action. The mapping along with an initial implementation plan was submitted to Court in November 2023. There were a number of activities undertaken to ensure compliance: these included the development of a Statement on Remuneration Committee Policies and Practice to document the way in which the Committee makes decisions and seeks approval of Court as well as an updated risk management framework.
3. Court was content that the Scottish Funding Council requirement for the University to be able to demonstrate full compliance with the revised Code by 31 July 2024 was met.

Engagement with Stakeholders:

4. Section 58 of the Code requires that "in addition to normal meetings of the governing body, the institution is expected to hold an annual stakeholder meeting in public, at which representatives of the governing body, including the Principal, are expected to give an account of the institution's performance and should be available to answer questions". A Public Engagement Event was held on 24 April 2024 and included presentations from the Chair of Court and the Principal. The Principal delivered a presentation about developments at the University followed by an open question and answer session. Approximately fifty people attended from the local community and from amongst staff and students of the University and members of Court, a decrease from ninety in 2022-2023.
5. The Code requires that institutions publish the agenda and minutes of Court meetings in a timely manner as well as the list of all members with a biography and register of interest. An updated website on the work of Court was launched on 25 July 2024.

<https://www.abertay.ac.uk/about/the-university/governance-and-management/university-court/>

6. All Court members, in particular independent members, had opportunities to meet informally with staff and students of the University and other interested parties. Members particularly valued opportunities to meet students and staff whom they might not encounter at regular Court or Committee meetings.
7. Court was able to engage with relevant staff on a range of topics including:
 - a presentation on the Future of Artificial Intelligence in Higher Education by the Principal and Vice-Chancellor
 - a briefing on Risk Management led by the Vice-Principal (Strategy and Governance) and University Secretary and the Director of Finance, Infrastructure and Corporate Services
 - a briefing on Quality Assurance and Academic Governance led by the Director of Student and Academic Services, the Quality Assurance Manager and the Head of Teaching Quality and Learning Enhancement for the AbLE Academy
 - a visit to academic facilities in Food Technology and Games
8. Several members of Court participated in the following events:
 - Annual Principal's address
 - Prize-giving events and graduation ceremonies in November 2023 and July 2024
 - Public events at the University such as professorial lectures, exhibitions, etc
9. Court received a report at each of its meetings, entitled the Academic Matters Report, which provided Court with a summary of activities and achievements in areas including Civic Engagement, Outreach and Events; Industry and Partner Engagement; Research with Impact and Student and Staff Success.
10. Court received a report at each of its meetings from the Abertay Students' Association, which provided Court with a summary of the Association's activities and achievements.
11. Court received a report at each of its meetings on various matters on which the Executive Group wished to bring to Court's attention and which were not covered elsewhere on the agenda.

Development Opportunities

12. Members of Court are encouraged to participate in University life and to further develop their understanding of the University, the higher education sector in Scotland and the role of the governing body.
 - All new members had an induction delivered by the Secretary to Court (the Vice-Principal (Strategy & Governance) and University Secretary) and the Head of Governance and Deputy Secretary.

- New members are offered a “buddy”.
 - Members of Court are able to observe meetings of Senate.
13. Lay and Student Members of Court are encouraged to undertake a number of training modules available to staff, including Unconscious Bias.
- Five new members of Court attended Advance HE training for new Governors in Scotland.
 - Four members of the Audit and Risk Committee attended relevant training as part of the Advance HE Governors Development Programme in March 2024.
 - The Chair of Court attended a number of events including the Governance Conference: Governance Culture: Navigating policy, politics and people on 23 November 2023.

Feedback from 1:1 meeting with the Chair of Court

14. The Code expects that Court members individual contributions are reviewed regularly through a standardised process with the active involvement of the member concerned as part of Court’s responsibility to keep its own effectiveness under review. Members of Court were asked to complete a feedback questionnaire (the format agreed by the Governance and Nominations Committee) as part of that process and to inform the development of future development sessions for Court members as well as the 1-1 meetings with the Chair of Court.
15. Following review of the questionnaires, in April 2024 the Chair met with members individually (including the outgoing Student members) and submitted a summary of the feedback on areas including Secretariat Issues; Briefing of Members; Conduct of Meetings; Operational Planning/Delivery and Performance Monitoring; Development of Business Opportunities/Alternative Income Streams; and Academic Issues) to the June meeting of Court. The summary had been shared with the Executive Group, who had provided a commentary response to the points raised.
16. Court was very appreciative of the support provided to them by the Vice-Principal (Strategy and Governance) and University Secretary and their colleagues within Governance. Some concerns were raised with regards to the volume of narrative papers to digest at relatively short notice and it was noted that work will continue to improve the quality of papers provided e.g. executive summaries, use of visuals/graphs and the avoidance of acronyms. Members of Court were enthusiastic about their involvement with the University and strongly committed to good governance. They found the buddying system for new members very helpful.
17. Court welcomed the development of subject briefings, including those on the external environment impacting on HEIs, which would be accessible to members via SharePoint. It was agreed that the briefing provided to date would be made available

and further briefing would be considered. In addition, Court welcomed the opportunity to visit academic programme areas and be briefed on their activities. This was incorporated into the schedule of pre-Court sessions, with the first visit taking place prior to the June meeting of Court.

18. Court raised concerns with regards to the acoustics of the Boardroom used for Court meetings, in particular for those attending online. It was noted that a project would take place over the Summer to upgrade the audio-visual facilities in this space to improve the user experience in hybrid meetings and that within the scope of this project is the installation of a system for assistive listening.

Feedback from members on the Effectiveness of the Committees

19. The questionnaire completed by individual Court members (see above) showed that those who chaired Court committees said that they enjoyed their roles, although new Committee Chairs highlighted that it would be useful to receive an induction and the potential to meet with chairs of similar committees elsewhere. Members of committees, in particular new members, welcomed the support provided to them by the Committee Chair. No issues were raised with regards to the conduct of Committee Chairs.
20. Committee Members (including non-Court members and excluding those listed in the composition as “in attendance”) were asked to complete a feedback questionnaire (the format agreed by the Governance and Nominations Committee) to feed into this review. The survey asked respondents a series of questions (with some specific questions for the Audit and Risk Committee and the Finance and Corporate Performance Committee) to support their self-reflection on the work of the committee over the academic session. There were a number of free text questions as well as a number of statements to which respondents were asked to provide a rating - these are: 1 = Strongly Disagree 2 = Disagree 3 = Neither Agree/Disagree 4= Agree and 5= Strongly Agree.
21. The response rate was low, with 4 members responding from the Audit and Risk Committee and 3 from the others (Finance and Corporate Performance; Governance and Nominations Committee; People, Health and Equality Committee; and Remuneration Committee - due to the change in the format of Chair’s Committee meetings moving forward it had been agreed not to include it in the survey). Overall, the response was positive, with the majority of responses being either 4 or 5. No responses of 1 or 2 were given.

Evaluation of Effectiveness of the Chair of Court

22. A review of the Effectiveness of the Chair of Court took place as part of the reserved business of Court on 24 April 2024 looking at the following areas - Leadership of Court; Standards; Business of the University; External Role and Personal. Members who were present at the meeting had the opportunity to feed directly into this review. Feedback was also received individually from Court members unable to attend the Court meeting.
23. The review was structured based around the responsibilities set out in the agreed role profile of the Chair of Court as set out within The Scottish Code of Good Higher Education Governance 2023. It covered the period towards the end of the first year of the Chair of Court's tenure and provided feedback on areas in which the Chair is undertaking the role well, as well as identifying a small number of areas for professional development in relation to governance responsibilities. The feedback was shared with the Chair of Court by the Court Intermediary.
24. The view of the Court was that the Chair demonstrated huge leadership capability, chairing the Court well and giving members a chance to ask questions and contribute towards discussions. The Chair demonstrated high standards in relation to the accepted standards of behaviour in public life. The Chair had been very focussed in ensuring Court has the right information on which to make decisions and was meticulous in his preparation and attention to detail within Court meetings. The Chair's approach within the Annual Public Engagement event was a good example of demonstrating the positive external face of Abertay and the role of Court within the University's governance. The Chair is very articulate and acts as an excellent ambassador for the University.
25. Court Members identified areas for discussion with the Chair of Court to undertake a greater focus during the next 12 months, including recognition that the Court Committees play a key role in undertaking in-depth discussion on issues prior to formal approval at Court and alongside this, recognition of the importance of the collective responsibility of Court for any decisions which are made, including those which may be contentious. The Chair should ensure that the line between governance and management is distinct and clear. Court noted the Chair is to provide a focus for Court to further support the University to capitalise upon diversification of opportunities and utilisation of its assets.

Evaluation of Effectiveness of the Secretary to Court

26. The Chair of Court regularly met with the Secretary to Court throughout the year. The Chair of Court, in consultation with the Principal, agreed objectives for 2023-24 that related to their role as Secretary to Court.
27. Court welcomed the support from the Secretary to Court and the wider Governance office, who are very responsive, well organised and working hard to provide a good service. New Court members in particular welcomed the induction provided to them.

Key Court Activities during 2023-24

28. Court considered changes to the Academic Structure of the University proposed by the Principal and Senior Management Team following consultation across the University Community. Court approved the change from three Schools to two Faculties from 1 August 2024.
29. Court approved:
30. A programme of works funded from the Sale of Residences
31. The University Operational Planning and Budget 2024-25 to 2026-27 and received an update on International and Partnership Activity.
32. Court approved the following policy documents:
 - British Sign Language Plan 2024-29
 - Capability Procedure (revised)
 - Carer's Leave Policy (new)
 - Corporate Financial Integrity Policy (new)
 - Emergency Time Off for Dependents Policy (new)
 - Financial Regulations (revised)
 - Flexible Working Policy (revised)
 - Pay Protection Policy (revised)
 - Risk Management Policy and Framework (revised)
 - Scheme of Delegation (revised)
 - Student Code of Discipline: Non-Academic Misconduct (revised)
 - Sustainable Travel Policy (new)
33. Court approved a number of annual reports including
 - Health and Safety Annual Report
 - Key Performance Indicator Update
 - Procurement Report for submission to Scottish Government
 - Equality Report

34. The Governance and Nominations Committee undertook a review of all [Terms of Reference for the Committees of Court](#) and agreed that they would be reviewed every three years unless required earlier. The revised Terms of Reference were discussed by the relevant Committee and thereafter approved by Court.

Court and Committee Membership

35. Court remains committed to improving the diversity of its lay membership. The current skills matrix of members and the diversity profile informed the appointment of new lay members to fill current vacancies. Following a robust selection process including interviews, Court approved the appointment of a new lay member to join Court from 1 January 2024. Court approved the extension of the term of office for five lay members (one until 31 December 2024, two until 31 December 2026 and two until 30 June 2027) and the re-appointment of the Court Intermediary until 31 December 2025.
36. The terms of office for four staff members of Court came to an end in 2023-24. A newly nominated Senate member joined Court from 1 September 2023 following an election process. An election was conducted to elect a staff member elected from and by support staff with the new member joining Court from 1 November 2023. The term of office for the member nominated by Unite came to an end and a new nominated member joined Court from 15 February 2024. The UCU nominated member was nominated for a second term from 26 June 2024.
37. There were also changes in committee membership including the appointment of two new external members to the Audit and Risk Committee, a new Vice-Chair of the Governance and Nominations Committee and a new Chair of the Remuneration Committee.
38. As at 31 July 2024, there were 15 lay members of Court (including the Chair and Vice-Chair). The overall balance between genders amongst all Court members was 46% female and 54% male (a change from 57% female and 43% male as of 31 July 2023). The gender balance for the independent members of Court was 47% female and 53% male (from 42% female and 58% male). Court continues to be committed to achieving the gender representation objective of the 'Gender Representation on Public Boards (Scotland) Act 2018' of achieving 50% non-executive/independent members who are women.

Meetings and Attendance

39. Information relating to the meetings of Court and its Committee including attendance of members is provided in the Corporate Governance Statement as part of the [Annual](#)

[Integrated Report and Accounts](#), which are published annually on the University's website.

40. Court met five times, and all meetings were held in-person with provision for members to join online depending on their individual circumstances. The aggregate attendance at Court meetings was 84%, down from 87% for the previous academic year. The Committees of Court meet a minimum of four times per year (with the exception of the Remuneration Committee, who meet a minimum of two times per year). Meetings were a mixture of online, hybrid, and face-to-face depending on the preferences and availability of members of each Committee. The attendance at Committees of Court varied from 78% to 100%. Court has approved the schedule of meetings until 2027-28 (in line with the agreed terms dates) with meeting dates set until the end of 2025-26.
41. The meetings of Court were preceded by opportunities for members to learn more about the work of the University and to meet staff or students (see section entitled Engagement with Stakeholders). In line with the Scottish Code of Good Higher Education Governance (2023, section 60), [approved Court minutes](#) are published on the University's website and meeting books (including the approved minutes, agenda and meeting papers relating to Open Business) are made available to staff and students via the University's intranet, MyAbertay. These are published only when the approved minutes are available to allow readers to best understand what decisions were made at the meeting.
42. An on-campus Court Conference took place in February 2024. This provided an opportunity for Court to meet with members of the University's Senior Management Team to discuss future planning priorities, key challenges and the proposed academic restructure. The Conference was well attended by members of Court, the Executive Group and the Senior Management Team.

Recommendations

43. The review makes the following recommendations:
44. Court should continue to increase its visibility and engagement with internal and external stakeholders, including reviewing the format for the annual public engagement event to increase attendance.
45. Court should continue to develop its induction processes for new members, as well as the development of briefings made available via SharePoint, and ensure that training records are kept.
 - Court should continue its efforts to understand and value the academic imperatives of the University by continuing its programmes of visits to academic facilities as well as its engagement with Senate.
 - Court should continue to ensure satisfactory attendance at meetings and the quality of meeting papers.
 - Court should continue to ensure diversity of its membership and to act in a manner that is self-reflective.
46. Court should continue to ensure effectiveness of the Chair and Secretary, providing them with the necessary support and training to deliver on the objectives/areas of improvement.

Summary Evaluation

47. The primary responsibilities of Court are set out in [Annex A](#), which is due for review in 2027-28. Court is content that it fulfilled those responsibilities during the year.
48. On the basis of the activities within the report, there can be confidence that Court continues to discharge its functions effectively.

October 2024

Annex A - University Court: Statement of Primary Responsibilities

This Statement of Primary Responsibilities is based on the CUC Guide for Members of Higher Education Governing Bodies in the UK: Governance Code of Practice (2009). It is consistent with The Abertay University (Scotland) Order of Council 2019.

The primary responsibilities of Court, as the governing body of the University, are

1. To approve the mission and strategic vision of the University, long-term academic and business plans and key performance indicators (KPIs); to ensure that these meet the interests of stakeholders; and to ensure that there are opportunities for Court to provide strategic input in the development of key strategies and long-term plans such that their approval can be considered by Court without conflict of interest.
2. To appoint a Principal & Vice-Chancellor as chief executive, and to put in place suitable arrangements for monitoring their performance.
3. To appoint a secretary to Court and to ensure that, if the person appointed has managerial responsibilities in the University, there is an appropriate separation in the lines of accountability.
4. To delegate authority to the Principal & Vice-Chancellor of the University, as chief executive, for the academic, corporate, financial, estate and personnel management of the University; and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Principal.
5. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and 'whistle-blowing' complaints and for managing conflicts of interest.
6. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the University against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.
7. To establish processes to monitor and evaluate the performance and effectiveness of Court itself.
8. To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
9. To safeguard the good name and values of the University.

10. To be the employing authority for all staff in the University and to approve a human resources strategy.
11. To ensure that non-discriminatory systems are in place to provide equality and diversity of opportunity for staff and students.
12. To be the principal financial and business authority of the University, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the University's assets, property and estate.
13. To be the University's legal authority and, as such, to ensure that systems are in place for meeting all the University's legal obligations, including those arising from contracts and other legal commitments made in the University's name.
14. To make such provision as it thinks fit for the general welfare of students, in consultation with Senate.
15. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University.
16. To ensure that the University's constitution is followed at all times and that appropriate advice is available to enable this to happen.
17. Court shall approve and keep under review a scheme of delegated authority to the Principal and other senior and committees.

Approved by Court on 21 June 2013 (reviewed and confirmed February 2023)