

Minutes (Open) Approved University Court - 17 September 2025**Members**

| | |
|-------------------------------|-------------------------------|
| David Brew (Chair) | Heather Dunk OBE (Vice-Chair) |
| Professor Liz Bacon | Colin Graham |
| Dia Banerji | Lynne Hamilton* |
| Andrew Bailey | Pam Herries |
| Liz Blackburn | Fraser Keir |
| Dr Scott Cameron | Veronica Lynch |
| Col. Eur Ing Iain Davidson VR | Jim Macgregor |
| Carla De Brito | Dr Hadi Mehrpouya |
| Fiona Drysdale KC | Thomas Sloan* |
| Professor Ruth Falconer | Steven Traynor |
| Kerith George-Briant | Luke Webster |

Apologies

Antony Marks

In Attendance

| | |
|----------------------------|---------------------------------------|
| Dr Hannah Coutts (item 12) | Dr Dianne Peden (Clerk to Court) |
| Eilidh Fraser* | Andrew Reid (Observer) |
| Andrew Menzies | Caroline Summers (Secretary to Court) |
| Vanessa Kind | Marieclaire White (Observer) |

* attended online

Open Business**Preliminary Matters**

1. Welcome and Apologies**Oral Report**

- (i). The Chair extended a special welcome to new lay members of Court, D. Banerji and C. Graham and to Students' Association President, C. De Brito to her first meeting as a Court member, having observed the April and June meetings as part of her handover.
- (ii). Court was advised that Lecturer from the Faculty of Design, Informatics and Business, A. Reid, and the Quality Assurance Team Lead, M. White, were observing. Court was

reminded that as observers they would not contribute to the discussions, would be asked to leave the meeting for any agenda items which were deemed to be commercially sensitive and/or confidential and would not be present for Reserved Business.

- (iii). Apologies were received as noted above.

2. Declaration of Potential Conflicts of Interest **Oral Report**

- (i). Student members C. De Brito and L. Webster noted a potential conflict in relation item 13, as trustees of the Abertay Students' Association. Court was content that they remained for the discussion relating to this item.

3. Feedback on Pre-Court Session **Oral Report**

- (i). Court noted thanks to the Director Finance, Infrastructure and Corporate Services, A. Menzies, for his helpful presentation on Financial Reporting prior to the Court meeting.

4. Minutes of Court 18 June 2025 **CT/0925/001**

Outcome: Court received and considered the minutes and approved them as an accurate record of the meeting held on 18 June 2025.

5. Action List and Matters Arising **CT/0925/002**

- (i). Court was advised the action list had been updated on 10 September 2025, with one ongoing action which was not due at this meeting.

6. Court Matters **CT/0925/003**

- (i). Vice-Principal and University Secretary, C. Summers, noted the resignation of lay member, Professor Edith Sim, with effect from 31 August 2025. On behalf of Court, the Chair noted thanks to Professor Sim for her work to support Abertay. He highlighted her significant contribution to the University both as a Court member, the Vice-Chair of the People, Health and Equality Committee (PHEC) and as a member of the Remuneration Committee. Court members expressed their gratitude and wished her well for the future.
- (ii). Court was reminded that at its June meeting, it has approved the appointment of C. Graham to the next vacancy which arose and as such his appointment had been confirmed from 1 September 2025, with a proposal that he be appointed to PHEC.
- (iii). Court was advised that it was proposed that lay member, J. Macgregor, be appointed as Vice-Chair of PHEC.

- (iv). Court noted that the vacancy on the Remuneration Committee had not yet been filled and agreed to delegate to the Governance Nominations Committee the appointment of a new member to Remuneration Committee to ensure they were in place for its meeting on 31 October 2025.
- (v). Court was reminded that the final term of the current Court Intermediary, V. Lynch, would end on 31 December, and nominations should be submitted to C. Summers by 23 September for consideration by the Governance and Nominations Committee at its meeting on 2 October 2025.
- (vi). Court noted that a change to the format of papers was being piloted, with feedback invited. Court was advised that there would be an opportunity to reflect on today's meeting under item 20.
- (vii). Court discussed how to manage the agenda for the November meeting given the likely volume of business and was content for some papers to be circulated in advance to allow more time for review.

Outcome: Court approved the appointment of Colin Graham to the People, Health and Equality Committee from 18 September 2025.

Outcome: Court approved the appointment of Jim Macgregor as Vice-Chair of the People, Health and Equality Committee from 18 September 2025.

Outcome: Court delegated to the Governance and Nominations Committee the appointment of a lay member to the Remuneration Committee.

Outcome: Court agreed to reschedule its meeting from 17 February 2027 to 24 February 2027.

Regular Reports

7. Report from the Chair of Court

Oral Report

- (i). The Chair noted that he had attended a series of meetings of the Chairs of Scottish Universities over the summer, which had focused on issues arising from the publication of the report from the Investigation into financial oversight and decision making at the University of Dundee (the "Gillies" Report).
- (ii). Court was advised that the Chair and the Principal and Vice-Chancellor, Professor L. Bacon, had recently attended a Universities UK Conference and continued to engage with Scottish and UK Universities on key issues affecting the sector.

8. Executive Group Report**CT/0925/004**

- (i). Court noted that the latest projection of home student numbers was 7% below the Scottish Funding Council target, an improvement from the earlier projection noted in the report, although it was stressed that registration was ongoing and that final numbers would not be confirmed until after 3 October 2025.
- (ii). Court discussed the projected significant increase in international student recruitment. This was attributed to investments in the international recruitment team, collaboration with a new super-agent in India, and a range of improvements which had been made to recruitment and admissions processes. Court noted that local accommodation capacity was currently sufficient, but the University is monitoring the impact of growing international numbers. In addition, Visa issuance and refusal rates were being closely tracked. Court discussed sector-wide concerns about students applying for asylum after arrival and noted Home Office scrutiny of applications from certain regions and disciplines.
- (iii). A. Menzies presented the provisional financial outturn for 2024-25, reporting a deficit lower than had been budgeted for the year and moderately improved cash balances. Court was advised that the cash position at the year-end was £23.2m, £13.2m of which was held without a committed use or other restrictions, equating to liquidity of 121 days of total expenditure. When combined with the realisable, unallocated and unrestricted non-current investments of £13.7m, this could provide liquidity equal to 241 days of expenditure.
- (iv). Court discussed the staff cost saving of £1.8 million, noting that it was partly due to unfilled vacancies and a lower-than-expected pension adjustment. Court was advised that vacancy management was prudent, with roles filled where necessary to ensure no undue burden on existing staff.
- (v). Court discussed the status of the heat network project, noting reliance on government funding that may be delayed, and asked that the Finance and Corporate Performance Committee (FCPC) discuss the need to develop a contingency plan to address the risk of heating system failure.

Action: Director of Finance, Infrastructure and Corporate Services along with the Chief Estates Officer to discuss with the Finance and Corporate Performance Committee an alternative plan to address the risk of heating system failure if government funding is delayed.

9. Students' Association Report**CT/0925/005**

- (i). C. De Brito and Students' Association Vice-President, L. Webster presented the report, outlining recent activities, manifesto priorities, and engagement initiatives. Court was

advised that “Freshtival” had been successful, with ~1,500 students attending the Freshers Fayre.

- (ii). C. De Brito described her handover, training sessions on self-evaluation, ethical finance, and leadership, and collaboration with other student unions on campaigns such as the student housing bill. She noted her key priorities which are supporting student representation, bridging gaps with sports teams, enhancing career readiness, and increasing engagement with international and postgraduate students, including initiatives like international student breakfasts.
- (iii). L. Webster highlighted his plans to increase student space, support commuter students, and advocate for extended library hours, with Court discussing the feasibility and benchmarking against other universities.
- (iv). Court welcomed the report and thanked the Association for their hard work.

10. Academic Matters Report

CT/0925/006

- (i). Court reviewed the report and, in response to a request for feedback, discussed whether it should be streamlined, with suggestions to focus on key successes and provide links to further information, while ensuring essential academic updates are included.

Main Business

11. Sector Governance Issues

CT/0925/007

- (i). Court had a robust discussion on sector governance, noting the Report on the Independent Investigation into Financial Oversight and Decision-making at the University of Dundee (“the Gillies Report”) and the lessons it highlighted to the rest of the sector. In its discussion, Court members reflected on the issues highlighted in the report and potential impacts on governance practices.
- (ii). Court was advised that the Gillies Report had concluded that key components of the governance framework for higher education, namely the Scottish Funding Council’s Financial Memorandum and the 2023 Scottish Code of Good Higher Education Governance, were fit for purpose. It was highlighted that a detailed review of governance practices at Abertay against the 2023 version of the Code had been undertaken after it was published and it was reviewed on an annual basis.
- (iii). Court was advised that the Gillies Report had listed 18 recommendations which may be beneficial for the wider sector in Scotland. Court was advised that a full review of the recommendations had been undertaken and the report provided to Court summarised current practice at Abertay against each recommendation and highlighted potential areas where action may be required. Court was encouraged to reflect on the sector

recommendations, particularly regarding committee practices and constructive challenge.

- (iv). Court was advised that in light of recommendation 12, it was recommended that the current practice of the Chairs of Audit and Risk Committee (ARC) and FCPC attending the other's meeting did not continue and that other mechanisms were found to keep Chairs up to date and briefed on emerging issues. Court agreed to end the current practice and approved the required change to the committee Terms of Reference to reflect this, with immediate effect.
- (v). Court had a detailed discussion on the importance of ensuring the independence of ARC noting that it is critically important for several reasons including safeguarding objectivity and integrity; ensuring transparency and accountability; strengthening public and stakeholder trust; mitigating conflicts of interest and supporting effective risk management. Court reflected on the current practice of a joint session of ARC and FCPC to review the Annual Report and Accounts prior to their submission to Court for approval. Court was reminded that this practice had only been adopted in 2024-25. Following a wide-ranging discussion, there was a strong consensus that this approach should not continue in order to maintain clear independence between the roles of the committees in reviewing the Annual Report and Accounts. It was agreed that sequencing of committee meetings should be considered rather than a joint session, in addition to a clear understanding of the role of each committee in the review of the Annual Report and Accounts. Court recognised that the Chair of FCPC was not in attendance at the meeting and it was agreed that the proposal should be discussed with the Chair and the committee at its next meeting on 23 September. A concern was raised with regard to the regular attendance of the Chair of Court at these committees.

| |
|---|
| <p>Action: Vice-Principal and University Secretary to liaise with the Chairs of the Audit and Risk Committee and the Finance and Corporate Performance Committee to confirm the responsibilities for each committee in the review of the annual report and accounts and to discuss appropriate arrangements for each committee to do this.</p> |
|---|

- (vi). Several members raised concerns about the role and authority of the Chairs Committee, with agreement to review its terms of reference and decision-making powers through the Governance and Nominations Committee, ensuring transparency and proper delegation. Court was reminded that the Committee now only meets if it is deemed necessary and had met twice in 2024-25 to discuss items delegated to it by Court, with the draft minutes being submitted to the next meeting of Court for noting. In addition, the current Scheme of Delegation delegates authority to the Committee to “act in the name of Court between meetings”. It was highlighted that the Chair and Vice-Chair of ARC are unable to join the Chair's Committee, which also acts to ensure the independence of ARC as noted above.

Action: Governance and Nominations Committee to review the role, terms of reference, and decision-making authority of the Chair’s Committee, including the process for urgent decisions, and report back to Court.

- (vii). Court discussed the importance of fostering a culture of constructive challenge (in relation to recommendations 5 and 6 of the Gillies Report), with several members reflecting on past experiences, where they felt this had not been the case. Court emphasised the need for onboarding and training to support new members in contributing effectively. Others noted that the discussion itself demonstrated that members were able to challenge and debate. Professor L. Bacon reinforced that she welcomed challenge from Court and that she is available to members of Court outside of Court meetings. Court recognised the importance of different perspectives and that some individuals may require time to reflect on discussions prior to raising their point. Court was reminded that questions are welcomed prior to the meeting, and it was agreed that a process to share these more widely, alongside the response from paper authors, potentially via MS Teams, would be developed. The Chair emphasised that he was trying to strike a balance between the opportunity to allow discussion and time management of the business of the meeting.

Action: Head of Governance and Deputy Secretary to implement a process for Court members to submit questions or flag agenda items requiring extended discussion in advance and consider reordering agenda items to prioritise substantive topics.

- (viii). Court discussed the recommendations relating to training for Court and Executive members and discussed whether further action was required with regards to financial literacy training, in addition to the briefing sessions which had already been undertaken, additional training in relation to responsibilities as trustees, and wider development opportunities for lay members. A. Menzies highlighted the availability of financial training material via British University Finance Directors Group (BUFDG). Court was advised of the Parliamentary Education Committee’s request that the Scottish Government consider mandatory training for governing body members and senior staff. Court was content that the currently available development opportunities for Court members addressed the recommendations, albeit welcoming additional briefings on key topics.
- (ix). Court noted that there was also a detailed set of recommendations relating to financial reporting and management and that these would be considered in the current review of financial reporting. Court noted the sector's challenging financial environment, with Court monitoring developments closely.

Outcome: Court was content that the summary of the current position at Abertay with regards to the recommendations in the Independent Investigation into Financial Oversight and Decision-making at the University of Dundee (“the Gilles Report”) was an accurate reflection of current governance practices.

Outcome: Approval of changes to the Terms of Reference for the Audit and Risk Committee and the Finance and Corporate Committee to remove cross-attendance of the Committee Chairs with immediate effect.

12. Strategy Implementation and Key Performance Indicators (KPIs) CT/0925/008

- (i). Court was reminded that it had agreed the focus for the 2030 strategic KPI set at its meeting in June. Head of Planning and Insight, Dr H. Coutts, presented the report, which provided further detail including proposed targets and minimum acceptable levels (which would inform the assessment of performance in future reporting). It was highlighted that given the timing of the report, the targets for the financial indicators would be set as part of the refresh of the Finance Strategy, and the targets for other indicators (e.g. income from international student tuition fees) would be reviewed once the 2025-26 intake was confirmed.
- (ii). Court was advised that current practice was to report KPIs annually to Court at the February meeting, so the first report on this new set would be in February 2026. In addition to the strategic KPI set, supporting indicators were being developed as part of the strategy refreshes and to provide the Senior Management Team with greater assurance in some areas. Court requested that future KPI reports include trend data and graphical representations to better understand performance trajectories, with options for time series and bullet charts.

| |
|---|
| <p>Action: Head of Planning and Insight to consider how to incorporate trend data and graphical representations into KPI reports and consider feedback on financial and retention measures for future reporting.</p> |
|---|

- (iii). Court discussed the appropriateness of using EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization) as a financial measure, suggesting alternative indicators such as operating surplus and cashflow, and debated the best way to measure student retention, including the need to monitor different student cohorts. It was noted that these would form part of the discussions with regards to the review of the Financial Strategy.
- (iv). Court discussed the realism of targets for Scottish student population and graduate outcomes, with agreement to review interim measures and ensure targets are both ambitious and achievable.

Outcome: Court agreed to proceed with the proposed KPIs as a work in progress, incorporating feedback and awaiting input from the finance strategy, with a full KPI update report to be presented in February 2026 in line with the normal cycle.

13. Abertay University Students' Association Constitution **CT/0925/009**

- (i). Court was advised that following review (in line with the requirement of the Education Act 1994 to do so every five years) and discussion with the Students' Association as well as advice from the University's legal advisors, minor amendments were proposed to the constitution to improve clarity and reflect current practice. Court clarified the process for any future changes, noting that any changes would require submission to Court for approval. Court was reminded that it had approved the Code of Practice (CT/0625/101) at its June meeting.
- (ii). Court discussed the timing and format of financial reporting and accountability for the association. Court noted that FCPC receives an annual report from the Director of Finance, Infrastructure and Corporate Services on the Abertay University Students' Association Trustees' Report and Annual Accounts.

Outcome: Court approved minor amendments to the Abertay University Students' Association Constitution, in line with the requirements of the Education Act 1994 to review the constitution every five years.

Outcome: Court noted the mapping to the Code of Practice.

Concluding Matters

14. Any Other Competent Business **Oral Report**

- (i). No other competent business was raised.

Date of Next Meeting: 26 November 2025

Chair of Court: David Brew