

UNIVERSITY OF ABERDEEN

UNIVERSITY COURT

MINUTES OF THE MEETING HELD ON 3 DECEMBER 2025

Present: Julie Ashworth (Chair)
Martin Barker
Lesley Birse
Neil Calvert
Ewan Cameron
Owen Cox
Dónall Curtin (via Teams from item 155 onwards)
Peter Edwards
Iona Fyfe
Iain Grant
Luke Halliday
Richard Hepworth-Young
Karim Hurtig
Fiona Islam (via Teams) (to end item 101)
Donna Leith
Helen Martin (via Teams)
Gary McRae (via Teams from item 150 onwards)
Caryn Miller
Lorenzo Moretti (via Teams)
Alison Rankin (via Teams from item 102 onwards)
Christina Schmid
Karen Scott
Trevor Stack
Iain Torrance
Ilia Xypolia (to end item 154)

In attendance: *Senior Management Team Members/University Officers*

Fraser Bell (Chief Operating Officer) (from item 28 and to end item 154)
Siladitya Bhattacharya (Vice-Principal Regional Engagement) (for items 74-85)
Hannah Brian (Interim CGO & University Secretary)
Nicholas Edwards (Interim Director of People) (for items 21 – 28 and 86-101)
Ashar Ehsan (Director Global Engagement) (for items 74-85)
Nicholas Forsyth (Acting Senior Vice-Principal) (from item 28 and to end item 154)
Hulda Sveinsdottir (Director of Strategic Planning, Project & Corporate Governance and Deputy University Secretary) (except items 21 – 27)
Mark White (Chief Financial Officer) (from item 28 and to end item 154)

Clerk: Jan Whitfield

Apologies: Ayten Hajiyeva, Adaku Ufere

1 The Rector opened the meeting and offered a vote of thanks to demitting Senate Assessor member, Richard Hepworth-Young for their work in support of Court throughout their term of office.

2 The Court received and noted the Rector's report on recent activities and meetings undertaken in the role since the last meeting of Court.

DECLARATIONS OF INTEREST AND REMINDER OF COURT AND MEMBER RESPONSIBILITIES

CT20251203.2

3 The Senior Governor offered formal thanks to Dr Heather Morgan for her presentation to Court Members on 2 December 2025, on the University's enterprise, innovation and commercialisation activities. It was agreed to circulate the slide presentation from the session to Court members for information. **ACTION:** Clerk

4 Owen Cox declared an interest in respect of agenda item 6 section 11 (an update from the Principal on industrial relations) in their capacity as a Trade Union nominated member of Court, and agenda item 7.1 page 45 (the annual report section relating to pension provisions) as a trustee of the UASLAS pension scheme.

5 The Court noted the standing reminder of the responsibilities of Court and members as charity trustees.

6 It was confirmed that the meeting was quorate.

MINUTES

CT20251203.3.1

CT20251203.3.2

7 The Interim Chief Governance Officer (CGO) & University Secretary reported that a number of suggested amendments to the minutes of previous meetings had been provided in advance by Court Members, and had been reviewed in detail. It was confirmed that the governance team were satisfied to make the following updates:

8 **30 September**

- To confirm that Richard Hepworth-Young had attended from item 24 and not to end item 28 as stated.
- To correct a typographical error on page 6.
- To add two additional bullet points to minute 22 as follows:
 - That, on the basis that it was possible to defer the pay award for up to 11 months, this had currently been factored into the 2024-25 budget only from Month 11 onwards.
 - The importance of the pay award towards staff morale and the avoidance of industrial action.
- To update references to the Senior Independent Member (SIM) in minutes 76 and 77, to the former SIM, as they had stood down on 1 August 2025.

9 In response to one Member's queries regarding additional amendments requested but not accepted:

- It was noted that the information relating to student fee income levels provided within minute 21 was correct and reflected that provided within the circulated paper for the meeting.
- It was confirmed with regard to minutes 33-36 and 39 that, although discussion had taken place regarding the three key themes of the University's Adapting for Continued Success (ACS) programme, it had not been agreed that these should be changed from those provided within the slide presentation. Therefore, the minute was deemed to be correct as presented.

10 One Member also requested that minute 65 be updated to reflect their query regarding a change in the level of Elphinstone funds in 2022-23 and an action for the Chief Financial Officer to clarify this change. It was agreed that further detail on this point should be sought from the Clerk to Court (who was currently absent from work), with a recommendation to return to the next scheduled meeting.
ACTION: Interim CGO & University Secretary

11 **10 October**

- To correctly reflect within minute 10 the title of Interim Director of People, rather than Director of People as stated.

12 In respect of confidential minute 25, it was proposed that the word "regularly" should be removed from the opening statement.
ACTION: CGO & University Secretary to check and confirm.

13 It was reported that due to staff absence, there was currently a resource shortage within the governance team, but that a summary of Court's deliberations at its extended discussion day on 1 October 2025 would be provided as soon as possible. **ACTION:** Clerk

14 **Outcome:** Subject to the changes outlined above, Court approved the minutes of previous meetings on 30 September and 10 October 2025.

15 Discussion subsequently took place regarding the process for the agreement of amendments to minutes, noting that there was a need to balance protecting Court's meeting time with its preference not to conduct the approval of minutes via circulation. It was queried whether AI may be employed to support the minuting process, but noted by the CGO & University Secretary that, although options were currently being explored, AI was not yet a fully effective minuting tool.

ACTION LOG, MATTERS ARISING AND DECISIONS BY
CIRCULATION

CT20251203.4

16 The Court received and noted a report on Matters Arising and the Court Action Log.

17 A query was raised regarding the timeline for the conduct of the externally facilitated lessons learned review of the Principal recruitment process, which had been approved by the Governance & Nominations Committee (GNC) at its meeting on 12 November 2025. It was confirmed that the review was anticipated to be finalised in January 2026, subject to the successful appointment of an external

reviewer, for reporting to GNC at its next scheduled meeting at the end of January.

18 The Court also formally recorded that it had approved the following matters via circulation since its last meeting:

- The implementation of the staff pay award 2025-26, backdated to 1 August 2025, according to updated financial information following confirmation of the October Snapshot 1 student population data.
- The appointment of the Interim CGO & University Secretary, Hannah Brian, from 1 November 2025.
- The appointment of Neil Calvert as the Senior Independent Member of Court from 25 November 2025.

REPORT FROM THE SENIOR GOVERNOR

CT20251203.5

19 The Court received and noted an update from the Senior Governor on recent activities and meetings undertaken in the role since the last meeting of Court.

20 It was noted that a report into the actions of Trustees at the University of Dundee was anticipated to be released shortly by the Office of the Scottish Charity Regulator (OSCR).

21 The Scottish Government had, for the first time, invoked Section 25 of the Further and Higher Education (Scotland) Act 2005 to allow it to direct the Scottish Funding Council to provide exceptional funding to the University of Dundee in light of its significant financial difficulties. The Senior Governor reported that they had requested that the SFC should ensure that Chairs of all Scottish Universities were appropriately informed of Section 25 arrangements, for onward confirmation to their governing bodies and committees.

APPOINTMENT OF THE CHIEF GOVERNANCE OFFICER & UNIVERSITY SECRETARY

Received as
Additional Paper

22 The Senior Governor offered formal thanks to Court Member Luke Halliday for their support of key stages of the recruitment process for the CGO & University Secretary, when it had not been possible for the Senior Governor to attend the Selection Panel.

23 Following the conclusion of the formal competitive recruitment exercise on 2 December 2025, and the circulation of a paper and recommendation to Court immediately afterwards, the Interim Director of People presented a proposal to appoint Christine Milburn as CGO & University Secretary.

24 Confidential discussion followed, which has been recorded as a separate confidential minute.

25 The Court also considered the salary parameters for the appointment, as recommended by the Remuneration Committee and outlined within the circulated paper.

- 26 Assurance was sought that pay had been taken into account by the Remuneration Committee when recommending the salary level for the appointment. The Senior Governor reported that the Tertiary Education and Training (Funding and Governance) (Scotland) Bill currently being considered by the Scottish Government included recommendations regarding the pay levels of Principals and Vice-Chancellors. Amendments had been tabled at its second stage reading, relating to senior staff pay more broadly, but had been withdrawn during the committee stages as it was confirmed by the Education Minister that the issues raised were already being addressed through existing administrative powers. The Minister was now exploring alternative mechanisms for influencing sector pay but did not have regulatory competence in this area.
- 27 Further to the assurance sought (Minute 26), the Chair of the Remuneration Committee reported that the Committee had been mindful of the sensitivity of the market and the current sector financial situation in reaching its decision. It had delegated authority to the Chair and Interim Director of People to agree a salary within the benchmarked range for the role, which was in line with other Senior Management Team appointments. Initial conversations with the candidate had indicated that the upper level agreed by the Committee, the Pre-92 Institutions Median, would not be exceeded.
- 28 **Outcome:** The Court:
- Approved the appointment of Christine Milburn as CGO & University Secretary.
 - Approved the salary range for the role, as recommended by the Remuneration Committee (with the maximum limit being the Pre-92 Institutions Median).

REPORT FROM THE PRINCIPAL AND UPDATE ON
SECTOR/UNIVERSITY DEVELOPMENTS

CT20251203.6
& Presentation

Sector and University Update

- 29 The Court received a report from the Principal on developments within the University and in the wider higher education sector.
- 30 It was confirmed that the 2029 REF process had been paused by the four UK HE funding bodies, and it was anticipated that there would be a revised weighting towards outputs when the exercise recommenced. The University would conduct two mock REF exercises in advance of 2029 to ensure preparedness.
- 31 An update was provided on recent Trade Union membership ballots for industrial action around pay, noting that the University had recently awarded the 1.4% nationally agreed pay award for 2025-26. Both UCU and UNISON ballots had failed to achieve the required 50% mandate for action, with the outcomes of the UNITE ballot awaited. A further update would be provided once available.
- 32 One Member sought confirmation of how the University was mitigating risk around industrial relations in relation to its REF cycle and student experience, commenting that reduced staffing numbers may present

greater risk in these key areas. The Principal confirmed that industrial action remained a key consideration under the institutional Strategic Risk Register. Although not currently anticipated in the short to medium term, it was not possible to predict the position up to 2029 when the REF would be conducted, and the University continued to progress its arrangements as planned.

- 33 The implications of the recent UK Budget were outlined for Members' awareness. It was noted that changes to salary sacrifice arrangements meant that all pension contributions above £2k per annum would be subject to National Insurance, increasing employer contributions for the University by approximately £700k per annum, based on current staffing and pay levels. However, the implementation of the changes was currently postponed until 2029.
- 34 Confirmation was also provided of the UK Government's intention to introduce an international student levy, set at £925 per international student per year in England. The levy would be collected by the English regulator, the Office for Students, and used to fund maintenance awards for disadvantaged students. There was significant concern within the sector regarding impacts on the UK international student market as a result.
- 35 It was reported that the Acting Senior Vice-Principal, Professor Nicholas Forsyth had recently been elected as the Convener of the Universities Scotland Research and Knowledge Exchange Committee, a positive development that would place the University at the centre of research policy development. All present offered congratulations to Professor Forsyth on their appointment.
- 36 The Principal confirmed that internal recruitment advertising had been launched in respect of three Senior Management Team vacancies: the Vice-Principal Regional Engagement and Innovation, Vice-Principal Global Engagement, and the new role of Provost, with applications being sought from within the University community. Recruitment updates would be provided in due course.
- 37 It was confirmed that the Finance & Resourcing Committee (FRC) had approved the India TNE Partnership Joint Venture (JV) Agreement at its recent meeting on 11 November 2025. The Agreement was currently being finalised, in line with the additional clauses requested by the FRC and Court and would be signed by the Principal on 4 December 2025.
- 38 A Member questioned the level of risk associated with the University's tax position in relation to revenue from the JV. The Chief Financial Officer confirmed that tax liability was dependent on the University's classification by the Indian authorities. The University's tax advisors, PwC had worked to minimise exposure as far as possible

Principal's Presentation

- 39 The Principal delivered a presentation to introduce Court Members to their career history, their thoughts regarding the University's current situation and performance, the regional, sector and policy environment, current strategic and operational opportunities and risks,

and key areas of focus for the coming months. Detailed discussion followed, in which Court offered comments and questions as follows:

- 40
- **Research funding and strategic positioning:** It was debated whether the University should advocate for breadth in research versus focusing on areas of strength, recognising that only high-quality research would attract funding from REF or Research Councils going forwards. It was acknowledged that the University had finite resources and would therefore need to carefully consider whether spreading block funding across all areas remained appropriate. The importance of emphasising proactive monitoring of the sector position and alignment with industry and innovation was noted.
- 41
- **Strategic Direction and Leadership:** The Court offered congratulations to the Principal on their appointment and commented positively on the clarity of leadership offered by the presentation. Members stressed that it would be important to ensure that the University's strategy, operating model, and governance structures could adapt to new priorities, primacy was given to top-impact initiatives, and overextension was avoided. The Principal confirmed that key strategic projects would sit under the framework of the Adapting for Continued Success (ACS) Programme, including: the need to accelerate digital investment, noting that consideration was being given to the appointment of a Chief Digital Officer to drive transformation in this area; the progression of existing TNE partnerships (noting that the Greece initiative was currently on hold); and the progression of key structural change within the University.
- 42
- **Court engagement:** The Court welcomed the more interactive format of the Principal's update and suggested that additional time could be allocated at future meetings for similar strategically focussed presentation and discussion sessions.
ACTION: Interim CGO & University Secretary

ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDING 31 JULY 2025 AND ASSOCIATED REPORTS

Annual Report and Accounts 2024-25

CT20251203.7.1

- 43
- The Court received the Annual Report and Accounts 2024-25 for approval and submission to the SFC by the deadline of 31 December 2025.
- 44
- The financial statements demonstrated progress in the University's financial recovery, with a reported surplus of £2.3m, driven by investment gains and actuarial movements. Although the operating deficit was £4.3m, this was significantly lower than the forecast, Court-approved deficit position of £6.5m, representing a positive trajectory towards the planned break-even position in 2027-28.
- 45
- It was confirmed that the accounts had been reviewed by the Finance & Resourcing and Audit & Risk Committees, in line with their specific remits and responsibilities, at their scheduled meetings of 11 and 19

November 2025. The accounts were presented on the recommendation of both Committees, confirming their satisfaction that, when taken as a whole, they were fair, balanced and understandable and provided the information necessary for stakeholders to assess the university's performance, strategy and sustainability.

- 46 In addition, the University's external auditor, EY had issued an unqualified audit opinion, based on their going concern assessment.
- 47 In response to a query, the Chief Financial Officer confirmed the external auditor's awareness of the ongoing Adapting for Continued Success Programme, and their judgement that this did not require a specific disclosure within the financial statements.
- 48 Noting the Fair Work Statement provided within the Annual Report & Accounts, and the University's commitment to Equality, Diversity & Inclusion, it was queried when a process would be undertaken to appoint a new Court Equalities Champion. The Interim CGO & University Secretary reported that a new appointment would be sought as soon as possible, following consideration of a paper produced by the previous Equalities Champion to outline further opportunities to develop the role and ensure appropriate connections with wider University activities in this important area.
ACTION: Interim CGO & University Secretary
- 49 It was suggested that, although not a requirement under the accounts direction, that the Corporate Governance Statement could include further detail of the role of the Senior Independent Member of Court. It was agreed that this could be considered for inclusion within the 2025-26 reporting. **ACTION:** Interim CGO & University Secretary
- 50 **Outcome:** The Court approved the Annual Report and Accounts 2024-25 for submission to the Scottish Funding Council by the deadline of 31 December 2025.

Going Concern Analysis

CT20251203.8.3

[Clerk's note: It was agreed to take this item out of sequence with the published agenda.]

- 51 The Court noted the Going Concern analysis, which, in conjunction with the Covenant and Debt Report, demonstrated that the University could continue on a going concern basis for a period of at least twelve months from the date of approval of the accounts, and to 31 July 2027 – the end of the Going Concern period considered by the external auditor. It was noted that the Annual Report and Accounts could therefore be signed on that basis.
- 52 It was confirmed that endorsement of the financial statements, Confirmation of Going Concern Report and Covenant and Debt Report was provided by the Finance & Resourcing and Audit & Risk Committees at their meetings on 11 and 19 November 2025.

- 53 **Covenant and Debt Report** CT20251203.7.2
The Court received and welcomed the covenant and debt report covering the financial year 2042-25, noting that:
- The University had met the covenant tests for the financial year to 31 July 2025.
 - Due to the financial covenants being met, no further action was required.
 - The University's Revolving Credit Facility (RCF) remained undrawn and the next repayment due was a £20m repayment of the private placement which in May 2044.
- 54 **Outcome:** The Court noted the covenant and debt report.
- 55 **External Audit Findings Year Ending 31 July 2025** CT20251203.7.3
The Court received the audit results report from its External Auditor, together with the University's Management Letter of Representations, noting that the auditors had provided an unqualified opinion.
- 56 The Chair of the Finance & Resourcing Committee highlighted that the external auditor had raised a potential issue regarding capacity within the Senior Management Team to simultaneously deliver both ongoing operational management and the implementation of the ACS Programme. The Principal reported that, in addition to the recruitment of new members of the Senior Management Team, regular meetings were taking place with all executive leads to ensure that their portfolios of activity were kept under close review.
- 57 **Outcome:** It was confirmed that University management were aware of no further issues related to the representation letter which the Court should be notified of. The Audit and Risk Committee were therefore satisfied to recommend that the Senior Governor could sign the letter on behalf of Court and this was approved.
- 58 **Benchmarking of Compliance with the 2023 Scottish Code of Good HE Governance** CT20251203.7.4
The Court considered the benchmarking exercise conducted by the University, which was reported in full to the Governance and Nominations Committee on 12 November 2025, who indicated their satisfaction that the outcomes confirmed full compliance with the 2023 Scottish Code of Good HE Governance during the period 1 August 2024 to 31 July 2025, which was a condition of funding.
- 59 It was confirmed that the benchmarking had informed the Corporate Governance Statement provided within the Annual Report and Accounts, which had been scrutinised and endorsed by the Audit and Risk Committee on 19 November 2025.
- 60 Noting the requirement under the Code for all Members to be equally responsible for governing body business, one Member commented that they did not consider Court pre-briefings to be consistent with this requirement. The Interim CGO & University Secretary confirmed that the compliance reported related to the formal business meetings covered by the Code, of which the pre-meetings were not a part.

61 Noting Section 39 of the Code, which detailed the requirement to ensure equality of opportunity for those with protected characteristics, it was reported that in governance terms, this related to ensuring clarity of operation, the provision of governance, and equality of access to meeting information so that all Court members could participate equally, and decisions were made by a diverse board. It was suggested that a deep-dive on this theme could be brought to the Remuneration Committee under a developing strand of its remit to cover people- and culture-related matters. Discussion was also ongoing with the Chair of the Remuneration Committee regarding new proposals for the routine conduct and review of Equality Impact Assessments for significant change proposals.
ACTION: Interim CGO & University Secretary

62 **Outcome:** On the basis of full compliance with the Code, the Court approved the Benchmarking.

Internal Auditor’s Annual Report & Opinion

CT20251203.7.5

63 The Court considered the Internal Auditor’s Annual Report & Opinion 2024-25, which was presented on the recommendation of the Audit & Risk Committee (as noted within the Committee’s Annual Report to Court – items 69-73 refer).

64 It was noted that the internal auditor’s opinion was confirmed within the Annual Report & Accounts documentation.

65 In response to a query regarding the financial cost and mitigation of any internal control issues identified by the internal auditors, it was confirmed that the delivery of all recommendations and actions was kept under close review by the Audit and Risk Committee. During the reporting period, there had been no financial implications with sufficient material impact to warrant the Committee’s escalation of matters to Court.

66 **Outcome:** The Court noted the Internal Auditor’s Annual Report & Opinion.

University Responses to the External Auditor’s Letter to Those Charged With Governance

CT20251203.7.6

67 Court considered the responses prepared by management to the external auditor’s queries, which were presented on the recommendation of the Audit & Risk Committee.

68 **Outcome:** Court approved the responses to the External Auditor’s Letter to Those Charged With Governance.

Audit & Risk Committee Annual Report

CT20251203.7.7

69 The Court received and considered the Annual Report from the Audit & Risk Committee, which was produced in line with the HE Audit Committees Code of Practice and detailed the Committee’s opinion of the adequacy and effectiveness of the University’s arrangements for risk management, control and governance.

70 It was noted that the Report would be submitted to the Scottish Funding Council alongside the Annual Report & Accounts.

71 Discussion took place regarding the broad scope of work undertaken by the internal auditor and the cost of their services in the context of the ongoing ACS Programme and other strategic investment priorities. It was acknowledged that any review of the scope and cost of internal audit would need to be examined according to the parameters of the University's and Court's fiduciary duties and reporting requirements, balancing self-assessment with providing appropriate levels of assurance both internally and to external regulatory bodies. The Chair of the Audit and Risk Committee confirmed that the Internal Audit Plan had received detailed consideration by the Committee, who had approved it for implementation on the basis that it provided an appropriate level of coverage.

72 Members noted the three High Risk findings that had arisen from internal audit reviews during the reporting period and sought clarification of the process for ensuring that these were addressed. In particular, it was queried whether the High Risk finding in relation to expenses had been closed down in a timely manner. The Clerk confirmed that the Audit and Risk Committee received regular reporting and tracking of the progress of internal audit recommendations and had received assurance of the procedural changes implemented to address the control issues identified by the expenses report. Further review of this area would take place under the programme of forward internal audit activity, informed by University's internal audit universe.

73 **Outcome:** Court formally noted the Audit & Risk Committee Annual Report.

REPORTS COVERING THE 2025-26 FINANCIAL YEAR

Financial Position 2025-26

CT20251203.8.1

74 The Court noted an overview of the current financial position from the Chief Financial Officer, as outlined within the October 2025 Monthly Financial Report.

75 It was reported that a positive outturn had been achieved, with a reduced deficit position as a result of an improved September 2025 student intake and the achievement of cost savings and underspends. In total, additional fee income amounted to £3.5m, covering the £1.8m cost of the staff pay award, with the remainder available for investment in revenue generating activity.

76 Due to an impending change in the accounting Statement of Recommended Practice (SORP), the University would need to change its approach to accounting for and accruing its agent fees, with a new requirement to amortize them across the annual reporting period.

77 Members expressed concern at the levels of outstanding debt referenced within the report, querying the processes in place for recovery. The Chief Financial Officer confirmed that this was undertaken according to a well-documented and embedded process,

which included the use of external collection agencies and regular review and mitigation.

78 It was noted that the majority of tuition fee debt was accrued in September each year. The most significant tuition fee debt related to the Qatar partnership (largely originating from changes in exchange rates and subject to ongoing negotiation with the partner), and scholarship fees subject to recovery from the Ghanaian authorities (noting that the University was no longer accepting Ghanaian students via the Government scholarship route). The 2024-25 debt write-off position had been reported to the Finance & Resourcing Committee and endorsed by the Members at the November 2025 meeting.

79 It was suggested that future reporting should include details of total debt revenue and the provision to offset this, particularly with regard to aged debt. It was agreed that the Chief Financial Officer would provide confirmation of the current total debt position out with the meeting. **ACTION:** CFO

80 The revised format of the financial report (MMR) was noted, which would now be presented to Court on a quarterly basis, with a copy going to the Finance & Resourcing Committee at each meeting.

The Student Population and Financial Impact 2025-26

CT20251203.8.2

81 The Court noted a report to outline the changes to the University's total student population for 2025-26 (Snapshot 1 position) and associated budgetary impacts on the overall 2025-26 budget, including projections for the January 2026 intake.

82 It was noted that tuition fee income had exceeded current targets by £3.5 million, attributed to strategic market diversification and improvements in key areas such as domestic and international PGT recruitment, online provision, and enhanced fee and scholarship offerings. Congratulations were extended to the Vice-Principal Global Engagement, the Director of Global Engagement and the Student Recruitment Team for their efforts.

83 It was highlighted that the market remained highly competitive, particularly in respect of Postgraduate Research (PGR) student recruitment, with a challenge to sustain student number growth as competitors sought to regain market share. While capacity for research supervision was confirmed as strong, sector-wide contraction in the PGR market was acknowledged, and it was confirmed that a targeted marketing campaign was planned, alongside infrastructure improvements to support supervision. The recruitment team was working hard to maintain momentum for the January 2026 intake, supported by initiatives such as a new virtual open day, an AI chatbot for rapid enquiry handling, and upgraded application portals to improve processing times and conversion rates.

84 The Principal noted that sector intelligence indicated further volatility in recruitment cycles was likely, also providing assurance that student support mechanisms remained robust, though capacity planning would be required if numbers rose significantly. The Court discussed performance variations across markets, including rUK declines and

scholarship impacts, noting that detailed analysis would continue to be reported regularly to the Finance and Resourcing Committee, with student population reporting and recruitment strategy updates also remaining under regular review by Court.

- 85 It was noted that it would be important to update online teaching models to align with competitors' rapid intake strategies, increase capacity for global engagement in open days, and to keep scholarship schemes under regular review following recent enhancements.

ADAPTING FOR CONTINUED SUCCESS – OPTIONS FOR CHANGE

CT20251203.9

- 86 The Court received a paper to update Members on progress made under the Adapting for Continued Success (ACS) Programme.
- 87 The Principal provided an overview of the current position, noting the progress made to date towards financial recovery, but also the year on year rises in operating costs faced by the University, against a backdrop of inflationary pressures in the wider economy and a significant reduction in the institutional Research Excellence Grant (REG) following the last REF. The ACS was therefore vitally important both from a financial standpoint, but also to ensure that the University had the right shape and size going forwards to continue to deliver education and research, to contribute to the local economy and to have global impact.
- 88 The Chief Operating Officer and Acting Senior Vice-Principal delivered a presentation on current thinking and the direction of travel of the programme, noting that detailed proposals would be developed for approval by Court at its next scheduled meeting in February 2026. Options currently under consideration for the potential re-design of both the University's academic and professional services organisational structures were presented, noting that the preferred option was to transition from 12 Schools to 4 Faculties from 1 August 2026, with internal structures to be determined.
- 89 It was stressed that the restructure would not resolve all budgetary deficiencies across Schools, and that work must continue following reshaping activity to further consolidate and streamline where possible. However, moving to a 4-faculty model would address the challenges identified with the current structure, reinforce the University's commitment to reviewing cultural and operational models and bring it into line with sector best practice.
- 90 A summary was also provided of the steps the University might take to achieve long-term financial sustainability by reducing its cost base, noting that the financial figures included within the circulated paper represented the position in the 3-Year Financial Plan as approved by Court in June 2025, and the position at the launch of the ACS. As the 2025-26 financial year unfolded, the figures and underlying assumptions would be updated.
- 91 It was reported that further staff and student engagement would now take place, via a series of community information sessions in January

2026. Facilitated workshops for staff, students and key stakeholders would be conducted, to include online engagement and micro-surveys. A Senate Consultation Group was also being established to work together with the Senate Business Committee and ACS Programme Board to support the development of final proposals for implementation, which would be subject to Court approval in February 2026.

- 92 Detailed discussion followed, during which the following points were noted:
- 93
- The University was in discussion with a range of external institutions, strategic and regional partners with regard to shared services opportunities, noting the importance of collaboration and shared procurement for future financial sustainability.
- 94
- The recent review of Governance Efficiency undertaken by SUMS Consultancy would be fed into the ACS process under the Leadership & Governance workstream, which was set to commence in January 2026 under the leadership of the Interim CGO & University Secretary.
- 95
- It would be important to consolidate existing academic provision and workload to allow space for growth before new revenue opportunities could be fully embedded, and that digital transformation was a key part of the refinement and simplification of processes in support of enhanced ways of working.
- 96
- The current model of 12 Schools was unsustainable, and proposals would be aimed at creating a smaller number of accountable units reporting more closely to the Senior Management Team. Certain Members expressed concern regarding the creation of larger faculty units and the introduction of minimum programme enrolment thresholds, urging that further evaluation of possible operational risk should take place, and that portfolio reduction should not create subject gaps in terms of regional or cultural significance. The Principal noted that portfolio review was a natural process underpinning financial health and viability, and that decisions needed to be made in a purposeful way as part of programme management. It was confirmed that full analysis of the costs of course delivery was being considered through the lens of social, cultural or regional importance.
- 97
- The final proposals would include details of how the options:
 - addressed the three key strategic themes of the ACS;
 - took into account feedback from the community consultation and engagement process (noting that a report from recent consultation workshops led by SUMS Consultancy was being reported to the ACS Programme Board);
 - articulated the case for structural change;
 - evidenced how the generation of revenue and/or savings would be achieved to deliver the three-year financial plan;
 - identified what funds could be made available for investment as a result of cost savings;
 - would be scheduled and implemented so as to minimise disruption to students.

- 98 • The provision of accurate data and sector benchmarking would form a key part of the development of final proposals, with all data undergoing a triple verification process.
- 99 • Senate involvement in the development process would be via a dedicated Senate Consultation Group, scheduled to first meet in January 2026. A recent Senate paper to emphasise the importance of diversified revenue and staff engagement in the granular consultation process had been provided to Court as an appendix to the ACS update report. The Principal stressed that the ACS was a whole University enterprise, and that Senate involvement was an important channel within this process, but not the sole contributor, noting the significant number of Professional Services staff who were not represented on Senate.
- 100 • Equality Impact Assessments (EIAs) on final ACS proposals would be presented to Court to ensure it could discharge its legal duties appropriately prior to final decision making. It was agreed that a process and timeline for the conduct and reporting of EIAs should be provided to Court in advance of its February meeting. **ACTION:** Interim CGO & University Secretary, Acting Senior Vice-Principal
- 101 • Noting the success of the Tall Ships Festival in 2025, it was suggested that forward commercialisation activity could allow greater opportunities for staff and student collaboration and tie-ins to curricula via such events.

CONFIDENTIAL ITEM OF BUSINESS

Verbal item

- 102 This item has been recorded as a separate confidential minute.

RESEARCH EXCELLENCE FRAMEWORK
2029 INSTITUTIONAL CODE OF PRACTICE

CT20251203.11

- 103 The Court considered the final draft of the REF 2029 Institutional Code of Practice (CoP), with approval sought for its submission to the four UK Government funding bodies on behalf of REF, at the first available submission window in 2026.
- 104 The Acting Senior Vice-Principal confirmed that the CoP was a requirement in order to be permitted to take part in the 2029 REF exercise. Its purpose was to ensure that the processes across the University were compliant with the criteria of the REF, including those for Equality Impact Assessment.
- 105 It was reported that, although the REF had been subject to a three-month pause, the University had continued work in earnest in preparation for 2029.
- 106 The Court commented that it would like to receive further research updates during the course of each annual cycle of meetings to enable it to be better informed on research matters to underpin any associated decision making. It was agreed that additional opportunities for Court to explore research-related activity and themes should be incorporated within its Schedule of Business.
ACTION: Interim CGO & University Secretary

107 **Outcome:** Court approved the institutional REF 2029 Code of Practice for submission.

REPORTS FROM SENATE AND COURT STANDING COMMITTEES

Senate Report

CT20251203.12.1

108 The Court noted a report of the main items of business considered by Senate at extraordinary meetings held on 23 June and 13 October 2025, and its scheduled meeting of 15 October 2025.

109 The Interim CGO & University Secretary reported that Senate had also held an additional meeting on 24 November to receive an update on the ACS Programme. At this meeting, Senate had approved a motion to share a paper with Court entitled *Enriching the University: Engaging Staff in Delivering Academic Excellence While Diversifying Revenue*. It was noted that the paper had been provided to Court as an appendix to the ACS report.

110 An individual concern was raised that the ACS papers circulated to both Senate and the Trade Unions in November 2025 had been issued with very little time for consideration and pre-reading, particularly by Heads of Schools. In response, it was confirmed that Senate had requested an extraordinary meeting to comment on ACS developments prior to the December meeting of Court. It had been agreed that it would be possible to accommodate this meeting, but with a tight timescale for papers circulation to ensure that the information provided was as close as possible to that issued to Court. In addition, the University Management Group had held a full workshop session prior to the Senate meeting, with detailed feedback received from Heads of School on the current ACS proposals.

111 It was further noted that Senate had requested a joint meeting with the Court, and that the Senior Governor should be invited to attend Senate meetings. It was reported that arrangements for a joint meeting were currently being taken forward and would be confirmed in due course. It was agreed that this item would remain live within the Court action log until the meeting had taken place.

ACTION: Interim CGO & University Secretary

112 Clarification was sought as to the appropriate delegation of authority for decision making in respect of the approval or closure of academic programmes. It was confirmed that the ultimate decision-making body of the University was Court, as provided for within the Universities (Scotland) Act 1966. It was requested that clarification should be provided to Senate on this point.

Governance & Nominations Committee (GNC) Report

CT20251203.12.2

113 The Court noted a report of the main items of business considered by GNC at its additional meeting on 23 July 2025 and its scheduled meeting on 12 November 2025.

114 It was confirmed that the Committee was recommending to Court the dissolution of the Commercialisation Committee, with immediate effect, to be replaced by a new Commercialisation Advisory Group

(CAG) out with Court's standing committee structure. Members noted that the remit of the new CAG would include a focus on both academic and non-academic commercialisation, and membership of both Court and General Council representatives, to ensure broader focus and value to the University's work in this area.

- 115 One Member expressed concern at the proposal, suggesting that the existing Committee should be retained under an expanded remit, to maintain a balance of strategic and risk-focussed committees of Court. The Principal indicated their support for the dissolution of the Committee, noting that it had fulfilled its original purpose for strategic oversight of academic commercialisation, which was now being taken forward by the institutional Enterprise & Innovation Committee. Non-academic commercialisation was an area of significant focus for the University, which the new CAG would be well-placed to support, given its broader scope and membership.
- 116 It was agreed that opportunities should be preserved for Court to engage strategically in this area, and that this could be linked to consideration of wider themes of people and sustainability, noting their relevance to Court's remit and that of its Remuneration, Finance & Resourcing and Audit & Risk Committees.
- 117 It was also noted that the GNC had considered a proposal for the creation of a new role of Deputy Chair of Court, primarily intended to allow the role holder to support the work of the Senior Governor, to deputise at meetings in their absence and to offer a level of succession planning. It was noted that the Committee had requested further detail and a proposed role description for return at its next scheduled meeting, to provide further assurance regarding the differentiation between the roles of Deputy Chair and Senior Independent Member. It was confirmed that the role was unremunerated, although it was increasingly common within the sector to remunerate the roles of the Senior Governor and Chairs of Committees to better attract experienced trustees.
- 118 The proposed Terms of Reference for the Committee for 2025-26 were also presented for approval.
- 119 Detailed discussion took place regarding the conduct of an externally facilitated review of the Principal recruitment process, which had been commissioned by the Committee and would be supported by the Interim CGO & University Secretary and Interim Director of People. In response to Members' questions, it was confirmed that the review would take a holistic view of senior recruitment activity, including the recent appointment of the interim and substantive CGO & University roles and the wider principles of executive appointments.
- 120 It was noted that Court Member, Iain Grant had a conflict of interest in respect of the CGO & University Secretary recruitment process, as a direct report of the Acting role holder.
- 121 Members' attention was also drawn to the Committee's detailed consideration and recommendation to Court of the Corporate Governance Statement within the Annual Report & Accounts, and the

benchmarking report to confirm compliance of the University's governance arrangements with the 2023 Scottish Code of Good HE Governance.

122 **Outcome:** On the recommendation of the GNC:

- The Court approved the dissolution of the Commercialisation Committee with immediate effect, noting the intention to establish a new Commercialisation Advisory Group out with Court's standing Committee structure.
- The Court approved the GNC Terms of Reference for 2025-26.
- The Court gave in principle approval for the creation of a new role of Deputy Chair of Court, subject to further clarification of the role at the next scheduled meeting of the Governance and Nominations Committee and final approval by Court.

Remuneration Committee Report

CT20251203.12.3

123 The Court noted a report of the key items of business considered by the Remuneration Committee at its additional meeting on 1 October 2025.

124 It was noted that a revised Terms of Reference for the Committee was currently in development and would be presented to Court for approval at its next scheduled meeting.

ACTION: Interim CGO & University Secretary

Finance & Resourcing Committee Minutes

CT20251203.12.4

125 Court noted the key items of business considered by the Finance & Resourcing Committee at its scheduled meeting on 11 November 2025.

126 It was noted that the unconfirmed minutes of the meeting had been provided to Court as it had not been possible to produce a Committee report on this occasion due to staffing availability within the governance team. The Interim CGO & University Secretary recorded formal thanks to the Clerk and governance team for their hard work and diligence over recent months.

127 The Chair of the Finance & Resourcing Committee formally confirmed the Committee's detailed consideration and endorsement of the Going Concern analysis and Annual Report and Accounts.

128 It was reported that the Committee had also debated at length the India Joint Venture Agreement, prior to approving it under its delegated authority from Court.

129 The remainder of this item has been recorded as a separate confidential minute.

Audit & Risk Committee Minutes

CT20251203.12.5

130 Court noted the key items of business considered by the Audit & Risk Committee at its scheduled meeting on 11 November 2025, as detailed within the circulated unconfirmed minutes of the meeting.

- 131 The Chair of the Audit & Risk Committee reported that the completion of mitigating actions to ensure full compliance with compressed gas safety requirements remained under the focus of the Committee, as was detailed within the Annual Health & Safety Report.
- 132 It was noted that the Committee had considered the Annual Report & Accounts in detail, recommending them for Court approval.
- 133 The Committee had received the Whistleblowing and Fraud Annual Report, which confirmed a nil return for fraud during the 2024-25 reporting period, and two cases of Whistleblowing, which had been investigated and closed under internal processes.
- 134 The Committee had considered and endorsed the findings of an internal audit report into financial governance at the University, which had contained a high-risk recommendation regarding the quality and timeliness of the financial reporting provided to Court and Committees. The recommendation had been accepted by the Chief Financial Officer, and the Committee had asked for additional assurance that current resourcing levels within the finance team were adequate and there were no significant risks or single points of failure. A further update would return to the Committee at its next scheduled meeting.
- 135 The Principal reported that a small SMT focus group had been established to review the findings of recent financial audits and would be responsible for ensuring appropriate changes to the format and timeliness of reporting going forward.
- 136 Noting the Committee's discussion of the UK Government's recent enhanced scrutiny of university partnerships in China and Confucious Institutes, members sought confirmation of whether this represented a risk to the University's activity in the region. The Principal confirmed that, in preparedness, they had requested that all relevant documentation in respect of the University's own activity in China was readily available for scrutiny, should it be requested.

GOVERNANCE AND REGULATORY

Modern Slavery Statement

CT20251203.13.1

- 137 The Court considered the University's Modern Slavery & Human Trafficking Statement, which was presented for approval for publication on its website by 31 January 2026, as a condition of Section 54 of the Modern Slavery Act 2015 and the Human Trafficking and Exploitation (Scotland) Act 2015.
- 138 It was noted that the Statement detailed the steps taken by the University to eradicate slavery from its business and supply chain, including its future plans in this area.
- 139 **Outcome:** The Court approved the Modern Slavery Statement for publication.

Annual Health & Safety Report 2024-25

CT20251203.13.2

- 140 The Court considered the Health & Safety annual report under its legal responsibility for compliance with health and safety legislation for the University and for oversight that the University continued to meet its legal obligations.
- 141 With regard to the completion of mandatory information security and data protection training, it was reported that the University had taken robust action to restrict access to IT systems for staff or honorary account holders not completing the training within three months of issue. A warning notification system was currently being implemented, and HR colleagues were also aware of the new requirement.
- 142 It was noted that the number of accidents, near misses and reportable incidents was reducing year on year under a robust reporting system. Members urged that near miss reports should be encouraged as part of a culture of appropriate health and safety reporting, noting that low figures, although positive, should not lead to complacency. It was queried whether activations within the University's SafeZone app were classified as near miss reports. **ACTION:** The Interim CGO & University Secretary to confirm and report back.
- 143 Members requested assurance that, following departures under the University's recent Voluntary Severance and Enhanced Retirement Scheme, there remained sufficient staff first responders for any incident of fire. It was agreed that this point should be referred to the Health & Safety Committee for further consideration.
ACTION: Interim CGO & University Secretary
- 144 The Court urged that, given ongoing changes to structures and workloads across the University, further consideration should be given to how to prevent stress-related absences. It was confirmed that the Interim CGO & University Secretary was in discussion with the Interim Director of People on this matter.
- 145 **Outcome:** The Court approved the Annual Health & Safety Report.

COURT SCHEDULE OF BUSINESS 2025-26

CT20251203.14

- 146 The Court considered its revised Schedule of Business for 2025-26, noting that it included the additional items requested by Court Members at its last scheduled meeting on 30 September 2025.
- 147 In discussion, Members suggested additional areas of focus for consideration for inclusion, as follows:
- Standing items in relation to student experience and research, including reporting on the University's conduct of mock REF exercises and presentations in the lead up to the final submission in 2029. The Acting Senior Vice-Principal reported that a dedicated PowerBI dashboard would also be available to Court to enable Members to track REF data.
 - A more strategically focussed item for the Principal's update, as discussed earlier within the meeting.

- A strategic update and discussion item on people issues, to include reporting against key People KPIs to be agreed by Court.
- A regular item on education activity, policy and quality assurance.
- A deep-dive session on competitor benchmarking, branding and marketing.
- More regular updates from the Students' Union, to include the student experience.
- A standing item on fundraising and philanthropy.
- A regular item on financial sustainability, from both strategic and compliance perspectives.

ACTION: Interim CGO & University Secretary

148 With regard to the ACS Programme, one Member queried whether a phased approach to decision-making could be agreed. The Principal confirmed that, although approval would be sought for the initial plan and key recommendations in February 2026, the ACS programme would run for several years and would include a series of further decision points. However, the University could not progress towards a balanced budget or surplus position in 2028 without approval for initial implementation in February 2026.

149 **Outcome:** The Court approved its Schedule of Business for 2025-26 for implementation as presented, subject to further consideration of additional items for inclusion.

ITEMS PROVIDED FOR FURTHER INFORMATION AND NOTING

CT20251203.16

[Clerk's note: It was agreed to take this item out of sequence of the published agenda.]

150 The Court received a report from the Partnership, Negotiating & Consultative Committee (PNCC).

151 It was noted that Court Members Owen Cox and Helen Martin had conflicts of interest in respect of this item as Trade Union nominated members of Court.

152 One Member asked for it to be formally noted that they had expressed concern that the Trade Unions had not been kept adequately informed and consulted in respect of the Adapting for Continue Success Programme, resulting in two recent failures to agree. Additional discussion on this matter took place and has been recorded as a separate confidential minute.

153 A Senate Assessor Member of Court reported on the recent positive interactions between the Executive and Senate, including the establishment of a Senate ACS Consultative Group. It was suggested that a similar mechanism might be agreed with Trade Union colleagues at an appropriate point.

154 The Principal stressed that the developing proposals needed to be appropriately verified by data and evidence prior to open consultation commencing with the wider University community. Management

processes were currently ongoing to evaluate possible options in advance of more developed proposals returning to Court in February 2026. It was reiterated that it was imperative to address the fundamental issues identified by the Senior Management Team to ensure the University could return to a break-even position in 2028 under the three-year financial plan. Court agreed that there would therefore need to be a balance between the timeline for consultation, approval and implementation of the ACS proposals and ensuring the University financial imperatives could be met to secure future headroom for investment.

FURTHER ITEMS OF BUSINESS

Verbal item

Senior Governor

- 155 The Court received a statement from the Senior Governor to confirm their resignation from the role with effect from midnight on 3 December 2025.
- 156 Offering sincere thanks to all Members of Court and the Senior Management Team, the Senior Governor handed the Chair to the Senior Independent Member and left the meeting.
- 157 The Senior Independent Member confirmed the arrangements for forward senior governance, as set out within the University procedures, confirming that they would deputise for the Senior Governor whilst expressions of interest for an interim role holder were sought from the Independent membership of Court and a recruitment process was undertaken for a substantive post holder.
- 158 Following further consideration by the Governance & Nominations Committee in January 2026, Court would also move to appoint a Deputy Chair of Court, ensuring that the independence of the Senior Independent Member was maintained throughout their Acting period.
- 159 The Interim CGO & University Secretary would commence the process of recruitment for a substantive role holder as soon as possible, with the Senior Independent Member required to be the convener of the Section Committee, as outlined within the procedures.
- 160 The Senior Independent Member confirmed that they would not stand as a candidate for either the interim or substantive position.
- 161 It was confirmed that the Scottish Funding Council (SFC), Universities Scotland and the Chancellor had been informed of the Senior Governor's intention to step down and had been sighted for assurance on the processes for the interim and substantive appointments, confirming their satisfaction with the procedures to be followed by the University.
- 162 Court offered formal thanks to the Interim CGO & University Secretary for their work to ensure appropriate continuity of senior governance arrangements.

163 It was noted that the process for the appointment of the substantive Senior Governor would be conducted in accordance with that set out in detail within the University procedures, commencing with a recruitment process led by a Court Selection Committee, followed by a sift process against the key criteria for the role. The Selection Committee would conduct formal interviews, with appointable candidates then going forward for election, with staff, students and General Council members all eligible to vote.

Item of Strictly Confidential Business

164 This item has been recorded as a separate confidential minute.

DATE OF NEXT MEETING

Verbal item

165 The Court noted that its next scheduled meeting would take place on Wednesday 25 February 2026.