

UNIVERSITY OF DUNDEE

UNIVERSITY COURT

A meeting of the University Court was held on 6 September 2013.

(Note: this business meeting formed part of the annual Court Retreat.)

Present: Mr EF Sanderson (in the Chair), Principal Professor CP Downes, Professor RJ Abboud, Dr WGC Boyd, Mr R Burns, Professor Sue Black, Ms SC Campbell, Dr DH Crouch, Mr J Elliot, Professor TA Harley, Ms S Krawczyk, Mr I MacKinnon, Ms B Malone, Professor GJ Mires, Ms CA Potter, Dr AD Reeves, Mr KA Richmond, Mr D Taylor, Ms M Tasevska.

In Attendance: University Secretary, Director of Finance, Director of Human Resources, Director of External Relations, Director of Policy, Governance & Legal Affairs, and Clerk to Court.

Apologies: Lord Provost, Mr RS Bowie, Mr KAC Swinley, and Mr IDM Wright.

108. DUSA MANIFESTO AND STRATEGIC PRIORITIES 2013/14

The Dundee University Students' Association (DUSA) President introduced papers outlining the DUSA manifesto and strategic priorities for 2013/14. He told the Court that the DUSA manifesto was refreshed on an annual basis to ensure long-term continuity to the work of the DUSA Executive and progression toward the DUSA five-year strategic plan. The Court noted that the Manifesto had been distributed to all new students before their arrival at the University and that it would also be made available to all existing students.

Turning to the Strategic Priorities for DUSA for 2013/14, the President outlined his aims for interaction with University senior management over the coming year. In doing so he highlighted: the continued development of the DUSA Pastoral Care Committee, creation of Student Partnership Agreements, and the development of a new Memorandum of Understanding with the University as key aims. The Court noted the significance of the good relationship between DUSA and the University to the overall student experience. Members also noted that the University Secretary had accepted an invitation to become a member of DUSA's Pastoral Care Committee to further enhance the communication of issues and decisions to University senior management. In response to questions the University Secretary confirmed that a review of the Student Support Environment had recently been undertaken, and that the recommendations from the review would provide an agenda for working in partnership with DUSA on the further enhancement of services to students. The Court discussed the nature of the funding arrangement for DUSA, and was supportive of the plan for DUSA to be incorporated in the University's annual planning and budgeting cycle and to be able to apply for capital funds in the same way as Schools and Directorates.

The President extended an invitation to all Court members to attend a debate on the independence referendum organised by DUSA on 18 September 2013.

The Court decided: to welcome the manifesto and thank the President for his report.

109. **MISSION GROUPS**

The Principal presented a paper to the Court which outlined an invitation to join the 1994 Group of universities when it re-launched in October 2013. He told the Court that a working group, reporting to the Senior Management Team (SMT), had considered the proposal and had identified key questions and issues in relation to it. The issue had subsequently been thoroughly debated by the SMT at its meeting on 28 August 2013, and the Court noted that the SMT was unanimously positive with regard to the benefits to be derived from membership, especially in respect of the understanding it would bring of the wider context for higher education, the opportunities for greater recognition in the RUK market and the chance to build links and partnerships with other high quality institutions. The issue had also been discussed at the meeting of the Finance & Policy Committee on 18 August 2013, with members broadly supportive of the idea of joining the Group pending a full debate at Court. Noting that the re-launched Group would distinguish itself by focusing on world class research linked with high quality, innovative teaching and an excellent student experience, both the SMT and Finance & Policy Committee had highlighted the importance of taking an active role in the work of the re-launch of the Group if the University was to derive the fullest benefit.

The Court discussed the composition of the Group, the value of mission group membership, the positioning of the current mission groups, and the reputational impact of mission group membership. Members were supportive of the Group's aim to create a new, distinctive branding which differentiated it from the other mission groups while reflecting the strengths shared by the membership of the Group. Members also noted the synergy between the proposed new focus of the Group and the University's 25 year vision. The Court also supported the Principal's view that further attention required to be paid to the name of the Group to ensure that it better reflected its nature and purpose and conveyed in a more explicit manner the reputation and standing of its members.

The Court decided: to approve unanimously the proposal that the University join the 1994 Mission Group subject to consultation with the Senate.

110. **SCOTTISH CODE OF GOOD HIGHER EDUCATION GOVERNANCE**

The Court noted the publication of the Scottish Code of Good Higher Education Governance on 18 July 2013 and recommended that compliance with the Code form one element of the quinquennial review of Court effectiveness in 2013/14.

The Court decided: to note the publication of the Code and endorse the implementation of the Code in its most progressive form.

111. DUNDEE UNIVERSITY STUDENTS' ASSOCIATION CONSTITUTION

The Court received a paper outlining proposed changes to the Dundee University Students' Association Constitution (**Appendix 1**). The changes were largely grammatical, with the exception of two changes which had been introduced to ensure that the Constitution correctly reflected the current governing process of the organisation.

The Court decided: to approve the proposed changes, noting that they would now be submitted to the Office of the Scottish Charity Regulator.

112. INTERNAL AUDIT CONTRACT

The Court noted that the internal audit contract was due for consideration and that the Audit Committee had recommended renewal of the contract with KPMG for a further period of 1 year from 31 July 2013.

The Court decided: to approve the renewal of the internal audit contract with KPMG for a period of 1 year from 31 July 2013.

113. GOVERNOR DEVELOPMENT PROGRAMME

Court members were encouraged to review the Leadership Foundation for Higher Education (LFHE) Governor Development Programme (GDP) 2013-14 brochure. Members attending elements of the programme in the past had found the sessions to be highly beneficial opportunities for professional development.

The Court decided: to note the brochure and to ask members to convey their own interest in attending sessions to the Clerk to Court.

APPENDIX 1

DUNDEE UNIVERSITY STUDENTS' ASSOCIATION CONSTITUTION (Minute 111)

1. NAME AND FORM

- 1.1 The name of the Association shall be "Dundee University Students' Association" ("the Association"). The Association is the students' association of the University of Dundee ("the University").
- 1.2 The Association shall:-
- 1.2.1 Be an unincorporated association of members who are, in the main, students of the University;
 - 1.2.2 Entrust the management, administration and development of the Association a Board of Trustees;
 - 1.2.3 Establish a Council of the Students' Association which shall be a democratic body to set the policy of the Association in conjunction with the Board of Trustees;
 - 1.2.4 Be a non-profit making organisation with any financial surpluses being re-invested in the Association; and
 - 1.2.5 Adhere to the requirements of the Education Act 1994 (as amended).
- 1.3 This document, together with proper and valid amendments, shall be known as the Constitution.
- 1.4 There shall be Bye Laws to the Constitution which will set out further provisions on certain matters.

2. OBJECTS AND PURPOSES

- 2.1 *The Association exists to promote and represent the interests of the student body at the University. The Association aims to provide the highest level of social, recreational, advice and support services to all members irrespective of age, gender, background or beliefs. The Association aims to assist its members to enhance their experiences of being a university student and assist in gaining the highest possible quality of education by providing opportunities to volunteer and make valuable use of their free time to help benefit themselves and others. The Association's recreational facilities are designed to offer its members a wide variety of facilities in which to relax and socialise. As a student-led organisation the Association aims to respond to the needs of its membership promptly and effectively and to openly welcome and encourage their contribution to the workings of the Association.*
- 2.2 The Association's objects and purposes are to:-
- 2.2.1 Advance the arts, culture, education, science, heritage and sport by providing amenities and supporting activities for the members;
 - 2.2.2 Prevent and relieve poverty and advance health by providing advice and welfare services for members and potential members and;
 - 2.2.3 Promote and advance citizenship amongst the membership through democratic structures for student representation within the Association, the University, associated organisations and in society in general.
- 2.3 The following are important to the fulfilment of the objects and purposes set out in clause 2.2:
- 2.3.1 Representing and promoting the general interests of students of the University;
 - 2.3.2 Representing students in their needs and aspirations;
 - 2.3.3 Supporting students throughout their university life and relieving hardship, poverty or difficulties connected with university life;
 - 2.3.4 Advising, informing and listening to students;
 - 2.3.5 Promoting participation in the work and activities of the Association;
 - 2.3.6 Providing social, welfare and recreational facilities and services; and
 - 2.3.7 Supporting student development, sports, societies and other co-curricular activities.
- 2.4 In fulfilling its objects and purposes as set out in clause 2.2, the Association aims to provide:
- 2.4.1 Social facilities to enhance the academic experience and to be the focus of the academic community;
 - 2.4.2 Leisure activities (including competitive and non-competitive sport) religious and political activities, to enable students and staff to mix outwith the academic environment;
 - 2.4.3 Support for students facing difficulties, whether in academic or personal matters, and to look after students' welfare and relieve hardship or poverty;
 - 2.4.4 Representation of students within the structures of the University, to ensure the future of course development through active participation by students; and
 - 2.4.5 Opportunities for students to gain experience in the running of the Association, by participating in its democratic structures and by working for the Association.

3. POWERS

In pursuance of the objects and purposes set out in clause 2 (but not otherwise), the Association shall have the following powers (in addition to such powers as they may have at common law or under statute):-

- 3.1 To provide charitable assistance and encouragement to enhance in as many aspects as possible the overall student, university and learning experience;
- 3.2 To purchase, take on lease, hire, or otherwise acquire, any property (whether heritable or moveable) or rights which are suitable and necessary for the Association's activities;
- 3.3 To improve, manage, develop, or otherwise deal with, all or any part of the property (whether heritable or moveable) and rights of the Association;
- 3.4 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property (whether heritable or moveable) and rights of the Association;
- 3.5 To borrow money, and to give security in support of any such borrowings by the Association;
- 3.6 To employ such staff as are considered appropriate for the proper conduct of the Association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
- 3.7 To engage such consultants and advisers as are considered appropriate from time to time;
- 3.8 To effect insurance of all kinds (including without prejudice to the foregoing generality Employers' Liability Insurance, Public Liability Insurance and Trustees' Liability Insurance);
- 3.9 To invest any funds which are not immediately required for the Association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- 3.10 To advance money on loan with or without security and upon such terms as the Trustees shall think fit;
- 3.11 To liaise with other voluntary sector bodies, local authorities, United Kingdom or Scottish government departments and agencies, and other bodies, all with a view to furthering the Association's objects;
- 3.12 To apply for and hold all necessary permissions, licences and authorities which are necessary or desirable for or in connection with the carrying out of the Association's activities;
- 3.13 To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Association's objects;
- 3.14 To incorporate wholly owned subsidiary companies to carry on any trade;
- 3.15 To provide and operate restaurant, catering, canteen, refreshment and bar facilities and to hold any licences, permissions or authorities necessary for these purposes;
- 3.16 To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities;
- 3.17 To undertake and organise schemes for the raising of money, other financial support and assistance in kind, appeals both public and private, and the selling of goods and other products produced in connection with or ancillary to the objects of the Association or any of them;
- 3.18 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- 3.19 To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes' bills of exchange, warrants and other negotiable or transferable instruments;
- 3.20 To print, publish, buy and sell any periodicals, books, magazines or leaflets and other publications relating to or for the purposes of the Association;
- 3.21 To promote, subscribe to and assist (whether by the making or granting of gifts, donations, covenants, grants or otherwise) associations, institutions, organisations, companies, societies, clubs, local and public bodies and authorities and other bodies and funds having for their object or which may be expected to result in the advancement, protection, or benefit of the objects of the Association or any of them;
- 3.22 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions, privileges that may seem to further any or all of the Association's objects or any of them.
- 3.23 To enter into partnership or into any arrangement for joint, shared or mutual promotion, investment or development, union of interests, reciprocal concessions or co-operation with any person, partnership, association or company carrying on, engaged in or about to carry on or engage in any business or transaction which the Association is authorised to carry on or engage in or any business activity capable of being conducted so as to directly or indirectly further the objects of the Association and to take or otherwise acquire and hold shares or stock in ore securities of, and to make grants to or otherwise assist any person, partnership or company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities;
- 3.24 To make such reasonable and not unduly restrictive charge for any of its services as the Association thinks fit including without prejudice to the foregoing generality interest charges on loans made by the Association;

- 3.25 To do anything which may be incidental or conducive to the furtherance of any of the Association's objects.

4. MEMBERSHIP

There shall be the following classes of members of the Association:-

4.1 Ordinary Members

All matriculated students of the University shall be Ordinary Members, unless such a student exercises his or her right not to be a member of the Association.

4.2 Life Members

Life Members of the Association as at 1969, persons who have studied for at least two years in the University and graduates of any institution with which the Association has a reciprocal agreement shall be eligible to become Life Members of the Association.

4.3 Associate Members

The Association shall be entitled to grant Associate Membership in its sole discretion and for the time being in terms of any publication setting out Associate Membership.

4.4 Honorary Members

4.4.1 The Association shall be entitled to grant Honorary Membership.

4.4.2 The following shall be Honorary Members:-

- (a) The Chancellors, Rectors and Principals of the University.
- (b) The President of the Association, the Rector's Assessor of the University and the Students' Assessor on the *Senatus Academicus* of the University.
- (c) Former Sabbatical Trustees of the Association.
- (d) Former non-Sabbatical Trustees of the Association and other members of the public deemed by Council to have made an extraordinary contribution to the Association.

4.5 Voting Rights

Only Ordinary Members of the Association will be entitled to vote at General Meetings of the Association or otherwise in relation to the business of the Association. Life Members, Associate Members, Honorary Members shall have no voting rights.

5. BOARD OF TRUSTEES

5.1 Composition

The management administration and development of the Association shall be entrusted to a Board of Trustees.

5.1.1 The Board of Trustees shall consist of thirteen (13) members ("the Trustees") who shall be following:-

- (1) The President of the Association ("the President");
- (2) The Deputy President of the Association ("the Deputy President");
- (3) Director of Communications or such other name as may be applied;
- (4) Director of Student Activities or such other name as may be applied;
- (5) Director of Campaigns or such other name as may be applied;
- (6) Director of Student Welfare or such other name as may be applied;
- (7) The Honorary Secretary of the Association; and
- (8) Six (6) additional Trustees ("the Additional Trustees") at least three of whom shall not be members of the University.

5.2 Elections

The Trustees shall be elected/ co-opted in accordance with procedures set out in the Bye Laws.

5.3 Sabbatical Trustees

5.3.1 The Association with the agreement of the University shall be entitled to designate some Trustees as "Sabbatical Trustees". Such positions shall comprise less than half of the Board of Trustees and shall be remunerated and subject to a service agreement as stipulated in the Bye Laws. Any such remuneration shall be fair and reasonable and made in the best interests of the Association.

5.3.2 The Trustees named in clauses 5.1 (1) to (4) shall be designated as Sabbatical Trustees.

5.3.3 The Trustees named in clauses 5.1 (1) to (7) shall be known as the Executive and shall form the Executive Committee as set out in the Bye Laws.

5.4 Powers, Duties and Responsibilities

The powers, duties and responsibilities of the Trustee shall be set out in the Bye Laws.

5.5 Delegation to committees

The Board of Trustees may delegate any of their powers to any committee consisting of such persons as the Trustees may determine.

5.6 **Meetings**

The Board of Trustees shall hold and regulate the conduct of meetings in accordance with the provisions as set out in the Bye Laws.

5.7 **Termination of/ removal from office**

A Trustee's tenure as a Trustee may be terminated in accordance with the Bye Laws by termination or removal.

5.8 **Conflict of Interest**

5.8.1 A Trustee must act in good faith and with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person in fulfilling the purposes of the Association.

5.8.2 No Trustee shall have a personal interest in the sale of goods or services of the Association or in any profits arising there from; and

5.8.3 No Trustee shall participate in a decision where there may be a conflict of interest and Trustees shall always place the interests of the Association before other personal interests (whether financial or not).

6. **STUDENTS' REPRESENTATIVE COUNCIL**

There shall be a Council of the Students' Association which shall be known as the Students' Representative Council of the Association ("Council"). Council shall have the power to recommend policy for the Board of Trustees' consideration. The composition, powers, form of elections and appointments and conduct of meetings shall be set out in Bye Laws.

7. **GENERAL MEETINGS**

There shall be an annual general meeting of the association and general meetings can be called on the request of a stated number of ordinary members. The procedure for calling and the conduct of the annual general meeting and general meetings shall be set out in bye laws.

8. **OPERATION OF ACCOUNTS AND HOLDING OF PROPERTY**

8.1 The signatures of two of the Trustees shall be required in relation to all operations (other than lodgement of funds) on the bank, building society accounts and other holdings held by the Association; and

8.2 The title to all property including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments shall be held either in the names of the President and Deputy President (and their successors in office) or in the name of a nominee company holding such property in trust for the Association; any person or body in whose name the Association's property is held shall act in accordance with the directions issued from time to time by the Trustees.

9. **ACCOUNTING RECORDS, ANNUAL ACCOUNTS AND AUDITORS**

9.1 The Board of Trustees shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements;

9.2 The Board of Trustees shall ensure the preparation of annual accounts complying with the Charities Accounts (Scotland) Regulations 1992 (as amended or re-enacted), such accounts to be prepared to the Thirty-first day of July in each year;

9.3 The Association shall appoint an auditor or auditors on such terms and remuneration as may be determined and agreed.

10. **AMENDMENTS TO THE CONSTITUTION**

10.1 A proposed amendment to the Constitution must have been passed by the Board of Trustees and Council prior to commencement of the procedures in clauses 10.2- 10.4.

10.2 Any proposed amendment to the Constitution should be intimated in writing to the Honorary Secretary not less than 21 days in advance of the General Meetings at which it is to be considered;

10.3 The terms of any proposed amendment shall be made available to Ordinary Members and posted in the Association buildings and such other places as may be specified in the Bye Laws not less than 14 days prior to the General Meeting;

10.4 Any amendment to the Constitution altering the powers of the General Meeting over the Trustees shall be subject to Referendum (as defined and set out in the Bye laws). A simple majority of those present and entitled to vote shall suffice to pass the proposed amendment subject to the requirement that at least one quarter of the Ordinary Members will require to participate in the voting. The amendment to the Constitution proposed will require to be ratified by the University Court of the University; and

- 10.5 No amendment to the Constitution may be made if the effect would be that the Association would cease to be a charity;
- 10.6 Amendments to the Bye Laws are effected by a duly passed decision of both the Board of Trustees and Council;
- 10.7 Nothing in this clause shall be interpreted to preclude the use of online or other means of voting and “present” where it appears in clause 10.4 shall be interpreted accordingly.

11. SOCIETIES AND GROUPS

The Association may recognise clubs and societies which do not have purposes, objects and aims in conflict with those of the Association. Such societies and groups shall adopt a constitution in accordance with that set out in Bye Laws.

12. STANDING ORDERS

The Association may issue Standing Orders regulating the conduct of meetings.

13. DISSOLUTION, AMALGAMATION AND MERGER

- 13.1 If the Board of Trustees determines that it is necessary or appropriate that the Association dissolve, amalgamate or merge it shall convene a General Meeting (as defined and set out in the Bye Laws) with not less than 21 days’ notice of the meeting (stating the terms of the proposed resolution) being given;
- 13.2 If a proposal by the Board of Trustees to dissolve, amalgamate or merge the Association is confirmed by a two-thirds majority of those present and voting at the General Meeting, the Board of Trustees shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after satisfaction of the debts and liabilities of the Association shall be transferred to some other charitable body or bodies having objects similar to those of the Association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the Association at, or prior to, the time of dissolution, amalgamation or merger by way of a decision taken at an Annual General Meeting or General Meeting;
- 13.3 For the avoidance of doubt, no part of the income or property of the Association shall (otherwise than in pursuance of the Association’s charitable objects) be paid or transferred (directly or indirectly) to the members, either in the course of the Association’s existence or on dissolution.

14. INTERPRETATION

For the purposes of this Constitution, “charitable” shall be interpreted as charitable within the meaning of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory modification or re-enactment thereof) and the Charities and Trustee Investment (Scotland) Act 2005 (including any statutory modification or re-enactment thereof) (“the 2005 Act”). The Association and the Trustees shall not act in any manner which is inconsistent with the terms of the 2005 Act and any act which is inconsistent with the 2005 Act shall be deemed to be null and void.