

## University of Glasgow

### Court Effectiveness Review 2023

#### Final Report

#### **1. Introduction**

- 1.1 The Court is the governing body of the University, and its powers have been defined over a number of years, commencing in 1858 when the Court was first established, and are set out in a series of Acts of Parliament, the Universities (Scotland) Acts 1858-1996 and the Higher Education Governance (Scotland) Act 2016, and subsidiary regulations and ordinances.
- 1.2 As the governing body, Court is responsible for ensuring the effective management of the University, the planning of the strategic direction, future development and for advancing its mission. The governing body has ultimate responsibility for all the affairs of the University including appropriate arrangements for financial management. It must be satisfied that the University is compliant with all relevant legal and regulatory obligations and operates with high levels of social responsibility. Court is responsible for the well-being of staff. With the Senate, it is also responsible for the well-being of students and for the reputation of the University. Court has currently 25 members and meets in full session five times a year.
- 1.3 In keeping with the [Scottish Code of Good Higher Education Governance](#) (hereafter the 2023 Code) Court reviews its effectiveness annually and undertakes an externally facilitated review of its own effectiveness and that of its committees, every five years. The last externally facilitated review took place in 2018 and in June 2023 Court agreed to undertake an externally facilitated review.

#### **2. Effectiveness Review Remit**

- 2.1 The 2023 effectiveness review was overseen by the Court Governance Review (CGR) working group. The external facilitator was Dr Veena O'Halloran
- 2.2 Dr O'Halloran holds a PhD from St Andrews University and has over 30 years' experience in Higher Education management in Scotland. She has worked at the Dundee Institute of Technology (now the University of Abertay), the universities of Aberdeen, Dundee, Edinburgh, and Strathclyde, prior to retiring in 2022. Dr O'Halloran has extensive professional experience in a wide variety of roles, dedicated to the achievement of world class education and research.
- 2.3 Between October 2015 and October 2023 Dr O'Halloran served as a non-executive member of the Board of the Scottish Funding Council. During her tenure she served on the Access and Inclusion Committee, the Finance Committee, the Audit and Compliance Committee and the Remuneration Committee.
- 2.4 Details of the activities undertaken by Dr O'Halloran to generate a set of draft recommendations are set out below.
- 2.5 Details of the approach taken for the 2023 review are available in **appendix 1**. Dr O'Halloran attended 3 meetings of the Court Governance Review (CGR) Group and attended and observed 8 committee meetings – Estates and People and Organisational Development Committees on 25 October, Audit and Risk Committee on 1 November, the Information Strategy and Policy Committee Meeting on 3 November, Finance Committee on 8 November, Remuneration Committee on 16 November, Student Experience Committee on 20 November and Court on 22 November.

- 2.6 Meetings also took place with the Convener of Court, the Rector, the Convener of Court - Elect, the Principal & Vice-Chancellor, the University Secretary, the SRC President, the Chancellor's Assessor, Co-opted Lay members, Elected Academic Members, Trade Union Nominee, Elected Professional staff member and with the Executive Director of People and Organisational Development.
- 2.7 Dr O'Halloran had access to all the relevant Court and Committee papers along with previous Court papers and reports in relation to KPI's, Risk Register and the previous effectiveness review report.
- 2.8 A questionnaire survey of Court members was undertaken, and the survey questions which aligned with the review themes agreed by the CGR working group can be found in **appendix 2**. A total of 16 responses were received from Court members, 3 responses from former Court members and 1 response from a Senate member. The detailed results and full responses to the questionnaire were shared with Dr O'Halloran and a summary of the responses can be found in **appendix 3**.
- 2.9 Reflections and observations are provided in each section of the report, with any recommendations for enhancement at the end of each section and listed separately at the end of the report. They should be regarded not as firm requirements, but as suggestions for areas for consideration by the University Court. Although a number of recommendations are made it is worth noting that not every area/comment raised in the review process resulted in a recommendation.

### **3. Areas of Good Practice and Actions taken in response to the previous effectiveness review**

- 3.1 During the review a number of areas of good practice were identified which include:
- Court members are asked on an annual basis to agree to abide by the Code of Conduct for Members of Court and also to uphold the Nine Principles of Public Life.
  - Court undertakes an annual review of the Convener of Court's performance.
  - Court undertakes an annual review of the University Secretary's performance.
  - Pre-Court briefings allow members to receive an in-depth update from Colleges and key functions within the University.
  - Court members can provide feedback on an ongoing basis so that any enhancements can be made during the academic year.
- 3.2 In addition, in the course of the review, a number of helpful innovations introduced since the 2018 review were noted. These included:
- Appointment of vice chairs for all sub-committees
  - The organisation of a public meeting with stakeholders at least once a year (as required by legislation)
  - The regular rotation of Court meetings around the various campuses
  - Meetings between the Convener and individual Court members, organised on a two-yearly cycle
  - Quarterly briefing meetings involving the Convener and chairs of the main sub-committees
  - The delegation of the convenorship of the Remuneration and Nominations committees to lay members other than the Convener
  - The organisation of the calendar of meetings to allow effective interaction between the sub-committees and ensure that Court receives clear recommendations informed by detailed discussion at relevant sub-committees.
- 3.3 **Appendix 4** details the recommendations and actions taken from the review in 2018. During the 2023 review it was noted that there were a number of recommendations from 2018 still to

be taken forward. Court is encouraged to fully implement any outstanding recommendations.

**Recommendation 1: to review the recommendations outstanding from 2018 with a view to implementing any relevant recommendations in line with the current report.**

**4. Arrangements for assurance of compliance with statutory instruments and the Scottish Code of Good HE Governance 2023.**

4.1 The University follows best practice in all aspects of corporate governance relevant to the higher education sector and the University complied with all the principles and provisions of the 2017 Scottish Code of Good Higher Education Governance. In the past year, the election of the new Convener of Court (who takes up office on 1 August 2024) was conducted in a way that was fully compliant with the 2016 Act.

4.2 While the 2023 edition of the Code was not radically different from the 2017 version, it included some minor revisions to take account of legislative changes and of good practice from the previous six years. It also incorporated guidance from:

- Scottish Ministers' 2021 revised Model Code of Conduct
- Statutory Guidance on gender Representation on Public Boards Act (2018)
- Legal requirements in the Higher Education Governance (Scotland) Act 2016, which came fully into force on 30 December 2020

4.3 It also took into account feedback from a range of stakeholders, including HEI governing bodies, trade unions, the Scottish Funding Council and Scottish Government.

**Recommendation 2: That Court reviews the 2023 Code with a view to implementing any necessary changes by September 2024.**

**5. Governance documentation and structural arrangements**

5.1 The University of Glasgow was founded by Papal Bull in 1451, but its modern constitutional framework derives from the Universities (Scotland) Acts 1858 to 1966 and the Higher Education Governance (Scotland) Act 2016. These Acts make provision for the main statutory bodies and officers: the Court, the Senate, the General Council; the Chancellor, the Principal and Vice Chancellor, and the Rector, and set out the powers and duties of those statutory bodies, as well as specifying their composition. From 1858 until 1966 the instruments by which the University exercised its powers were Ordinances. These were drafted by the University but given legal authority by the Privy Council after approval by the General Councils of the other Scottish Universities. The Universities (Scotland) Act of 1966 gave the power to make legal instruments back to the Universities themselves - these being known as Resolutions. Court issues the Resolutions having consulted widely with the University community. In a few restricted areas, mainly of constitutional importance, Ordinances are still required. The University also abides by the Scottish Code of Good Higher Education Governance and more recently will be looking to fully implement the 2023 Code.

5.2 Section 27 of the 2023 Code highlights that “*all governing body members are collectively and equally responsible for ensuring that the charity fulfils its charitable purpose(s) and accountable for all the governing body’s decisions. Members should take an active part in all governing body business and should not confine their contributions to matters that appear relevant to their background or the particular constituency that appointed or elected them.*”

5.3 The 25 members of Court bring a wealth of skills and experience to the Court and its committees. Court is well served by a highly experienced and skilled University Secretary and a very capable Clerk.

5.4 **Appendix 5** details the governance structure for the University and outlines the main responsibilities of the committees of Court. The Committees of Court are:

- Finance Committee
- Estates Committee
- Audit and Risk Committee
- People and Organisational Development Committees
- Information Strategy and Policy Committee
- Remuneration Committee,
- Student Experience Committee – joint with Senate
- Health, Safety and Wellbeing Committee
- Nominations Committee
- Chancellor’s Fund Advisory Committee

5.5 As noted in the 2023 Code, at a minimum, a governing body’s committees must include a nominations committee, an audit committee, and a remuneration committee, or their equivalents. The University has all three, with clearly articulated remits and terms and reference. This review does not recommend changes to these committees, beyond the potential enhancements described below, which could be applied to all Committees. The focus of the remainder of this sector is on the other committees of Court.

5.6 The Committees of Court were all well attended, and members were fully prepared, with ample evidence of effective scrutiny, questioning and challenge from Court members at the meetings. Members and attendees engage effectively and are committed to their roles and ensuring the University’s continued success. How the committees operate is influenced by institutional history and culture, custom and practice, the experience of the members and the approach adopted by the chair.

5.7 During the review opinion was expressed that more committees of Court were needed, to address sustainability for example. This seemed to be derived from the belief that the establishment of new committees is the optimum means of addressing current or emerging strategic matters. At the same time the appetite for strategic discussion of cross cutting/intersecting themes or issues was clear and how this could be achieved was raised the discussions. It appears that this latter point is currently being addressed through detailed reports on the wider HE sector context at each meeting. Such reports do not address the desire for cross-cutting consideration of strategic issues (See below).

5.8 The Committees of Court all have wide-ranging, very detailed and sometimes overlapping remits, which have evolved and grown over-time. There is a degree to which all the committee remits overlap (Estates and Finance for example), which can result in the same topics and papers being considered at more than one committee. It is unclear if this is the most efficient and effective way to operate and if it facilitates the cross-cutting strategic discussion required for Court members to make best use of their time.

5.9 Court could consider establishing a structure that included a reduced number of core committees supported at the next level by standing advisory committees for some matters and working groups for others, with purpose and delegation clearly defined. The P&OD Committee has already commenced reflecting on its remit and although at an early stage the discussion

at its recent meeting was very constructive resulting in a number of ideas on the best way forward to ensure external lay members are able to feed into policy development and act as an advisory group focussing on staff experience

- 5.10 One solution might be the establishment of a Finance and General Purposes Committee (F&GP) to achieve the objective of considering cross cutting/intersecting themes. The F&GP could be supported by thematic groups with members drawn from the Court and the Executive – for example, a Campus Development Board and the Sustainability Working Group, both of which could report to Court via the F&GP Committee. All health and safety matters should be considered by the Health, Safety & Wellbeing Committee to avoid duplication and ensure proper scrutiny of these matters, as required by health and safety legislation.
- 5.11 The Information Policy & Strategy Committee should continue to operate under its present dual remit, covering both strategy/policy and delivery/operations. As with other committees, care should be taken to avoid duplication of effort – for example, clearer delegation between the role of the IPSC and the Cyber Security Working Group would be helpful.
- 5.12 Finally, the Student Experience Committee should continue to provide an inclusive forum which brings together student representatives, members of senior management, other members of staff and Court members to take a broad overview of the non-academic aspects of student life on campus. The current arrangement by which the committee is co-convened by the SRC President, and a senior manager underlines the joint responsibility which the University and the student associations have for shaping and supporting diverse aspects of the student experience. Court should consider ways of ensuring that the student voice is given appropriate and sufficient time at meetings; and should invite the SEC to consider how it ensures all aspects of the student experience and related policy development are covered

**Recommendation 3: That Court considers whether the current committee structure is optimal.**

**Recommendation 4: That Court reviews the remits of all the committees of Court to ensure strategic consideration and avoid unnecessary duplication.**

**Recommendation 5: That Court continues and, where possible, extends its present good practice of engaging informally with diverse groups, including students and members of staff, in order to inform the work of the Court.**

## **6. Composition of Court and Committee Membership**

- 6.1 Currently the Nominations Committee provides oversight on the planning, policy and process for the appointment of the Convener of Court, and co-opted lay members, including succession planning for key roles on Court and makes recommendations to Court on the appointment of co-opted lay members. Due to the nature of the composition of Court as outlined in Ordinance, some members are elected or nominated by certain constituencies which are out with the control of the Nominations Committee.
- 6.2 Section 91 of the 2023 Code states that “*The nominations committee is expected to consider the field of candidates against a skills register and also to consider whether candidates share the values of the institution and will add to the overall success and health of the institution. The nominations committee must also give due consideration to issues of equality and diversity, in line with Section 3 of this Code, and to the appropriate inclusion in the governing body of relevant stakeholder groups.*”

- 6.3 The University Court must also abide by the Gender Representation on Public Boards (Scotland) Act 2018 (2018 Act) which states that *the ‘gender representation objective’ for a public board is that it has 50% of non-executive members who are women.*
- 6.4 The Nominations Committee has used a mixture of appointment methods from single candidate interviews to open call for applications. At present the balance and diversity of Court members is regularly reviewed and it is suggested that Court continues to monitor this to ensure that Court has a diverse membership along with meeting the gender profile required as part of the 2018 Act. Where necessary, Nominations Committee might consider making use of the University’s in-house recruitment consultant or an external agency to increase the pool of potential candidates for Court and its committees.

**Recommendation 6: That Court considers using the University’s in-house recruitment consultant or an external agency when recruiting external lay members, alongside formal advertising of the role(s).**

- 6.5 Following the implementation of the Higher Education Governance (Scotland) Act 2016 elected members of Court are automatically allowed to stand for a second full term without the requirement to run for re-election. It is unclear if this provides the best mechanism to ensure that Court benefits from the participation of staff from across the University.

**Recommendation 7: That Court reviews the process for the re-election of staff members**

- 6.6 While membership of committees of the Court are set out in the remit of committees, the process for assigning individual members to different committees or the rationale for doing so is unclear. In the review discussions, different opinions on how recommendations were made to the Nominations Committee and how decisions were made, and who was involved, were expressed e.g. some assumed that members were assigned to the committee most appropriate to their background, experience and skill set; other understood it derived from personal preference or assumed it related to the route to membership, with e.g. staff members of some committees and lay members on others; some queried how the final judgement was made and who was involved.

Committees should be comprised of members who can best support the aims of the Committee. The Nominations Committee should ensure that members invited to serve on particular committees have the relevant skills and experience.

- 6.7 Section 31 of the 2023 Code states that *“All governing body members must be considered full members of the governing body and treated as such, regardless of their background as governing body members. Once appointed, all members assume the same responsibilities, obligations and rights and should be expected and supported to participate fully in all governing body business, including through membership of committees of the governing body, unless a clear conflict of interest is identified. The roles of the Chair, Rector (where there is one) and Principal have additional aspects, which are prescribed in legislation, in institutional protocols and in this Code. Otherwise, there are different categories of member only in that there exist distinct routes to appointment to the governing body.”*

**Recommendation 8: A Court member should have the opportunity to express an interest in being a member of a specific committee which Nominations Committee may take into account. The primary criteria for membership should remain the skills and knowledge that will best support an effective Committee.**

**Recommendation 9: Where possible, committees should have a balance of members drawn from across Court or has a balance of members in keeping with the Code.**

**Recommendation 10: In the interests of full transparency, the process for assigning Court members to committees of Court and joint Court-Senate Committees should be clearly outlined and published.**

## **7. Court documentation and committee papers**

7.1 The papers and presentations presented by the Executive at the Committees were often lengthy and very detailed, including unnecessary procedural and operational matters. While such details are required for the Audit and Risk Committee to fulfil its responsibilities, the focus of most committees is on setting strategic objectives, monitoring of outcomes and analysis of trends. While the reports to the committees of Court contain elements of this, the information balance is not always what it might be. Thus, time is spent presenting, discussing and explaining process and procedure and day to day issues. This can result in the rationale for the content and what Court in being asked to do not being as clear as it might be, and the committees being drawn into process and tactics rather than strategy. And while the committee Chairs are effective in reining in discussions that stray into executive and operational matters, this should not be necessary.

**Recommendation 11: That in preparing papers and presentations for Court and its Committees authors should ensure the balance of the content is appropriate.**

7.2 The 2018 review report includes a recommendation to “*Ensure that papers are well written and that verbal introductions and cover sheets indicate clearly what is expected of Court*”, which has been partially implemented. In 2023 work to ensure that all papers are clear, concise and that cover sheets are clear, is ongoing. It is evident that attempts are being made to introduce a cover sheet for papers, but this is not universally or consistently adopted.

7.3 The cover sheet should provide a brief statement of the purpose and high-level summary of the paper, a clear statement of what the committee is being asked to do and the intended outcome. It should also include brief statements on key issues such as finance, equality and diversity, health and safety, risk and sustainability.

**Recommendation 12: That priority is given to implementing a single version cover sheet for all papers for Court and its committees, to ensure clarity of purpose and consistency of approach.**

7.4 It is essential for Court to understand the external environment and the strategic risks and opportunities the University faces. The agendas for the key committees included reports to address this, which are prepared and presented by the relevant member of the Executive. Rather than having multiple versions of the same information, a single corporate report would save executive time and ensure consistency. This could encompass the University’s high-level risk register and include a statement about the University’s risk appetite.

**Recommendation 13: That a single version of content relating to the external environment and strategic risks be produced for all relevant committees.**

7.5 Whilst the Court website has a large amount of information in relation to the Court members and meetings, the publication of papers can often be delayed and can be heavily redacted to ensure that no confidential, personal or commercially sensitive information is published. Although across the sector there is no standard process for the publication of the Court papers, it would be beneficial to review the process and support provided to ensure that the information is published in a timely manner.

**Recommendation 14: The publication of the Court papers be reviewed in line with FOI and Data Protection legislation along with an agreed timeframe for publication.**

## 8. Induction

- 8.1 The 2023 Code sections 52 to 56 provide helpful information on the induction and ongoing development of members of a governing body.
- 8.2 New members of Court currently receive an informal induction on joining the Court and a formal induction session in November which provides more detail on the role of the trustee, governance structure, an overview of key areas of the University and 'Fast Facts for Court Members'. Given the complexity of the HEI environment, which may be unfamiliar to lay-members, and the potential challenges for staff and student members to act as trustees rather than representatives, opportunities beyond the initial induction for further development should be provided. This should be tailored to the needs of each individual member of Court.
- 8.3 Section 54 of the 2023 Code outlines in detail the topics that should be covered in the Court induction. The list was expanded in the 2023 edition to ensure good practice across the HE sector. Induction topics should include:
- the governing instruments and governance framework of the institution including this 'Code'.
  - the role of a trustee;
  - separation of governance and executive functions;
  - delegation of authority;
  - conflicts of interest;
  - questioning skills;
  - relevant financial knowledge and skills;
  - equality and diversity responsibilities;
  - the nature of higher education institutions and the wider legislative and regulatory context;
  - institutional policies relating to the responsibilities of members of the governing body.
- 8.4 Of these the role of a trustee; separation of governance and executive functions; and understanding of conflicts of interest can be the most complex. Members could benefit from refresher sessions in these as their term(s) of service on Court progress.
- 8.5 University of Glasgow is a registered charity, and the members of Court are charity trustees, who must put the charitable purpose(s) of the University ahead of their own interests or others' interests, including those responsible for their appointment or election to the Court. As noted in the 2023 Code "*Members appointed or elected by a particular constituency, or otherwise drawn from a particular sector or community, must not act as if delegated by that constituency.*"
- 8.6 All the members of Court have the same responsibilities (apart from the additional responsibilities of those in designated roles) and together form a collective decision-making group.<sup>1</sup> The opportunity to attend external training/development events for new members of

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<sup>1</sup> The 2023 Code also draws attention to the Standards Commission advice notes for stakeholders, covering different aspects of the Codes of Conduct and the ethical standards framework. This includes 'Members: Advice Note on Distinguishing Between their Strategic Role and any Operational Work' which is available at <https://www.standardscommissionscotland.org.uk/education-and-resources/professional-briefings>.



Boards should be provided, with attendance compulsory for members with no prior experience of Board membership.

**Recommendation 15: That the induction of new members of Court includes the topics outlined in the 2023 Code, with particular emphasis on the role of a trustee; separation of governance and executive functions; and understanding of conflicts of interest.**

**Recommendation 16: That refresher events be provided, based on individual developmental needs.**

**Recommendation 17: That new members of Court with no prior experience of Board membership attend an external induction event.**

## 9. Conflicts of Interest

- 9.1 The 2023 Code Sections 30 to 37 outlines how conflicts should be considered and that a policy should be in place to deal with any direct or perceived conflicts and the University has a detailed policy and process for the management of any Conflicts of Interest.
- 9.2 The [University's Conflicts of Interest Policy](#) applies to all employees of the University, to all those with Honorary and Emeritus status, to all members of the University Court, to external members of Committees and working groups set up by the University, to staff employed by subsidiaries of the University who are also members of University staff. The purpose of this Policy is to protect the University and members of staff from any actual or perceived impropriety and thereby safeguard their reputations and that of the institution as a whole. In addition, members of the University Court are legally required to act in the best interests of the University and to avoid situations where there may be a potential conflict of interest.
- 9.3 The University Court also requires that the Convener and other Court/Court Committee members and members of the University Senior Management Group should declare any personal or business interests which may conflict with their responsibilities to the University on the Register of Interests. The Register of Interest is kept up to date by means of an annual survey of interests carried out by the Court Office and is published on the [University Website](#).
- 9.4 Conflicts of Interest is a standing agenda item for Court and for most Committees of Court. All Court members are asked to declare any interests at the start of each Court.
- 9.5 A small number of members perceived that there was a potential conflict of interest between the Chief Operating Officer and University Secretary's wide-ranging management responsibilities and his role as Secretary to Court. It should be noted that while the post holder has significant managerial responsibilities he is not a member of Court, with attendant decision-making accountabilities.
- 9.6 The 2023 Code Sections 83 to 89 deals with the role of Secretary to the governing body with Section 85 of the 2023 Code stating that "*The Secretary to the governing body must draw to the attention of the governing body any conflict of interest, actual or potential, between the Secretary's administrative or managerial responsibilities within the institution and responsibilities as a Secretary to the governing body. If the governing body believes that it has identified such a conflict of interest itself, the Chair should seek advice from the Principal, but must offer the Secretary an opportunity to respond.*"
- 9.7 Across the HE Sector it is commonplace to have a University Secretary who has a dual role with senior management responsibilities. The current set up at the University does not give

rise to any concerns in relation to a direct conflict of interest as there are clear policies in place. The mechanism to deal with any such conflicts is set out in the 2023 Code. The requirement to highlight conflicts of interest applies to the Secretary to Court, as it does to Court members who may perform multiple roles in addition to their professional responsibilities.

## **10. Resources in the Court Office**

- 10.1 Given the scale of activity which it supports, the staffing complement in the Court Office appears relatively light when compared to other, similarly sized universities. The Executive should consider augmenting the current staffing complement to ensure that Court is properly supported and that good governance is maintained.

**Recommendation 18: That the Executive reviews the current staffing complement in the Court Office and considers augmenting it.**

## **11. Strategy Day**

- 11.1 The holding of an away day at the start of the academic session is common practice across the sector; it represents a good way to inform members of Court about key developments, provide background on major issues which will come up in meetings throughout the subsequent year, and allow members of Court to network with each other and with senior officers. It can also be used to promote discussion on forward strategy – it is important that Court has the opportunity to consider the University's core strategies at a draft stage and to provide meaningful input to them. Sufficient time should be devoted to this purpose at the *away day and/or at regular meetings of Court*.

**Recommendation 19: That Court and Committee agendas are devised in such a way as to allow sufficient time for discussion of core strategies when they are at a draft stage.**

## **12. Conclusion**

- 12.1 The Court Effectiveness Review comes at a time when the University has had another successful year with the University recently named the Scottish University of the Year by The Times and Sunday Times Good University Guide in 2024 and at a time of excellent academic and financial results. The University has faced a number of challenges over the last few years from the global pandemic to economic pressures and despite these challenges the University is in a strong position to continue to be successful.
- 12.2 It is evident that the Court of the University of Glasgow is well run and that the University as a whole is well governed. The Court continually reviews and reflects on its activities and has implemented numerous improvements over the years; these have enhanced the working of Court and have served to ensure that Court members can input meaningfully into the governance and oversight of the University. Current governance arrangements exhibit many strengths which represent best practice across the sector and which other HEIs could learn from. Even so, there are always opportunities to enhance provision still further – the recommendations set out above point to achieving this through the establishment of a leaner, more agile committee structure. They should be regarded not as firm requirements, but as suggestions for areas for consideration by the University Court.

### Summary of Recommendations

Area	Recommendations	Action to be taken
<b>Actions taken in response to the previous effectiveness review.</b>	<i>1: to review the recommendations outstanding from 2018 with a view to implementing any relevant recommendations in line with the current report.</i>	
<b>Arrangements for assurance of compliance with statutory instruments and the Scottish Code of Good HE Governance 2023.</b>	<i>2: That Court reviews the 2023 Code with a view to implementing any necessary changes by September 2024.</i>	
<b>Governance documentation and structural arrangements</b>	<i>3: That Court considers whether the current committee structure is optimal.</i>	
	<i>4: That Court reviews the remits of all the committees of Court to ensure strategic consideration and avoid unnecessary duplication.</i>	
	<i>5: That Court continues and, where possible, extends its present good practice of engaging informally with diverse groups, including students and members of staff, in order to inform the work of the Court.</i>	
<b>Composition of Court and Committee Membership</b>	<i>6: That Court considers using the University's in-house recruitment consultant or an external agency when recruiting external lay members, alongside formal advertising of the role(s).</i>	

	7: That Court reviews the process for the re-election of staff members	
	8: A Court member should have the opportunity to express an interest in being a member of a specific committee which Nominations Committee may take into account. The primary criteria for membership should remain the skills and knowledge that will best support an effective Committee.	
	9: Where possible, committees should have a balance of members drawn from across Court or has a balance of members in keeping with the Code.	
	10: In the interests of full transparency, the process for assigning Court members to committees of Court and joint Court-Senate Committees should be clearly outlined and published.	
<b>Court documentation and committee papers</b>	11: That in preparing papers and presentations for Court and its Committees authors should ensure the balance of the content is appropriate.	
	12: That priority is given to implementing a single version cover sheet for all papers for Court and its committees, to ensure clarity of purpose and consistency of approach.	
	13: That a single version of content relating to the external environment and strategic risks be produced for all relevant committees.	
	14: The publication of the Court papers be reviewed in line with FOI and Data Protection legislation along with an agreed timeframe for publication.	

<b>Induction</b>	<i>15: That the induction of new members of Court includes the topics outlined in the 2023 Code, with particular emphasis on the role of a trustee; separation of governance and executive functions; and understanding of conflicts of interest.</i>	
	<i>16: That refresher events be provided, based on individual developmental needs.</i>	
	<i>17: That new members of Court with no prior experience of Board membership attend an external induction event.</i>	
<b>Resources in the Court Office</b>	<i>18: That the Executive reviews the current staffing complement in the Court Office and considers augmenting it.</i>	
<b>Strategy Day</b>	<i>19: That Court and Committee agendas are devised in such a way as to allow sufficient time for discussion of core strategies when they are at a draft stage.</i>	

## University of Glasgow

### Externally Facilitated Court Effectiveness Review 2023

The effectiveness review is being overseen by the **Court Governance Review (CGR) working group** with input from the external independent facilitator.

The external facilitator is carrying out their review through a combination of review of governance documentation and structural arrangements, consultation with members of Court, meetings with the University Executive and with the secretariate to the Court. Details of the process are outlined below and a final report identifying any recommendations for enhancement to current arrangements and/or opportunities for further enhancement will be presented to the CGR working group on (TBC) and subsequently to Court on 14 February 2024.

Review Process:

#### **i. Review of governance documentation and structural arrangements:**

- Governance Structure, arrangements and operation.
- Court documentation and committee papers for recent session(s).
- Actions taken in response to the previous effectiveness review – Appendix 1.
- Arrangements for assurance of compliance with statutory instruments and the Scottish Code of Good HE Governance 2023.

#### **ii. Consultation with members of Court and the University Leadership**

- Undertaking a questionnaire survey of Court members – Appendix 2 (Survey questions will be aligned with the review themes agreed by the CGR working group – Key themes are in Appendix 3).
- Meetings with members of Court in defined groups (Appendix 4).
- Meetings with the Convener of Court; Elected Convener of Court; Principal; Secretary; and Court secretariate.
- Attendance at Court and Committees of Court.

#### **iii. Reviewer's reflection and observations on the views of individuals and those expressed in response to the survey, plus observations by the University Secretary/Clerk to Court.**

- Additional relevant themes or lines of enquiry will be pursued.

#### **iv. Identification of any recommendation and areas for enhancements**

- Recommendation for enhancements of what is currently in place, and/or through consideration of new or different approaches.

#### **v. Final Report**

- Draft final report to be discussed with Court Governance Review Working Group.



### Effectiveness Review Themes

#### Themes from original list of questions

##### Roles and responsibilities – Court and Senior management

- Are the distinction between governance and management and the need for constructive challenge by the governing body understood and accepted by Court and Senior Management Group, with appropriate and effective outcomes
- What improvements if any could be made to the induction process and to the way serving members of Court are kept informed about the business of the University outwith the formal meetings?
- Does Court have sufficient understanding of EDI issues

##### Committee Structure/ Chairs

- Is the Committee structure effective and appropriate?
- Are the main Committees of Court effective in overseeing specific aspects of business (for example, the campus development programme and the transformation programme) and in providing advice to Court?
- Is the interaction between Senate, Court and senior management effective and appropriate?

##### Composition and Membership of Court

- Does the Court meet its responsibilities for overseeing the development of strategy and monitoring the University's performance?
- Should members who are elected onto Court be automatically renewed for a further term?
- Are there any areas of expertise which are missing in the current lay member complement?
- Is there sufficient diversity in the lay member complement
- How well does the transition process for the appointments of Conveners/Principal work? Anything that we should be doing?

##### How Court operates / Good use of time

- Does Court have sufficient opportunity to discuss and debate major issues?
- Does Court make effective use of the informal lunchtime presentations slot?
- In general, does the Court offer 'value added' to the University – for example by ensuring effective decision making, balancing ambition and risk, and protecting the reputation and standing of the University?
- Is the interaction between Court and the staff and student communities effective and appropriate?
- Are the staff and student voices heard clearly at Court?
- What improvements if any could be made to the:
  - a) preparation of papers and data for Court?
  - b) way meetings of Court are run?



- c) presentations made to Court?
- d) way Committees report to Court?
- In general does Court have a good understanding of the culture and behaviours of the University?

**What works well/ could be improved/additional comments**

- Does Court have the right procedures in place to identify cross cutting/intersecting themes/issues? Delegation of authority
- Does Court review Court members in an effective manner – self appraisal/self reflection?
- Are there any areas that Court has missed?

## Effectiveness Review 2023 Survey

Most closed questions (unless specified otherwise) are on a 'agree or disagree 7pt Likert scale. Open questions highlighted in yellow.

The majority of questions are preceded with the statement "to what extent do you agree or disagree" unless clarified otherwise

### Roles and responsibilities

- Members of Court are aware of their role as trustees of the University and the different responsibilities of the executive and non-executive members
- Mechanisms are in place to enable Court to be assured as to the University's financial resilience and overall sustainability
- Mechanisms are in place to allow Court to be assured that the organisation has effective processes in place to enable the management of risk
- Court is well informed about likely changes in the external environment and any major implications for governance that may result?
- Court understands what is material to each stakeholder group in the context of its strategy
- Court displays the values, personal qualities and commitment necessary for the effective stewardship of the University.
- The role of Court in providing constructive challenge is:
  - Understood and accepted by both members and the executive
  - Undertaken effectively
- Court has a positive overall impact on the University's:
  - Performance
  - Resilience
  - Reputation
- Do you have any comments on Court's roles and responsibilities?

### Committee Structure/ Chairs

- Roles, responsibilities and accountabilities of Court and its committees are well understood
- The respective responsibilities and relative accountabilities of the Court and Senate are appropriate, clearly defined and mutually understood
- The committee structure and associated accountabilities are clear, understood, fit for purpose, and support governance effectiveness
- Court has the right procedures in place to identify cross cutting/intersecting themes/issues
- Do you have any comments on the committee structure?

### Composition and Membership of Court

- Court is well equipped to support the organisation's long-term strategic plans?
- Court members' skills and experience are effectively utilised in making decisions and are adding value to the organisation?

- Court demonstrates an understanding of and commitment to the University's vision, ethos and culture
- Recruitment practices to fill Court vacancies are effective, transparent and enable a diverse pool of candidates to be appointed
- Effective reviews of Court members' individual contributions are conducted periodically
- Considering diversity and inclusion, the membership of Court is reflective of staff, student and stakeholder groups
- There is a quality induction programme in place for Court members and a culture of ongoing governance training and development.
- The succession planning for Court membership is effectively managed
- Court demonstrate a comprehensive understanding of EDI issues and their significance within the university context?

**Do you have any comments on the composition of Court or the membership?**

#### **How Court operates / Good use of time**

- Court balances its time effectively in reviewing the organisation's performance (looking back) alongside considering its strategic direction (looking forwards)
- There are effective arrangements for staff and student members to contribute to Court discussions
- Discussions at and decisions made by the Court are informed and challenged by different perspectives and ideas
- Court receives clear and prompt information it needs to be fully informed about its legal and regulatory responsibilities.
- The role and work of Court is communicated to and understood by key internal stakeholders especially staff and students
- Court communicates transparently and effectively with staff and students
- Court receives clear and concise:
  - papers and data
  - presentations
  - Committee reports

- **Do you have any comments on how Court operates?**

**Do you have any additional comments you'd like to make?**

## Court Effectiveness Review – Court Responses

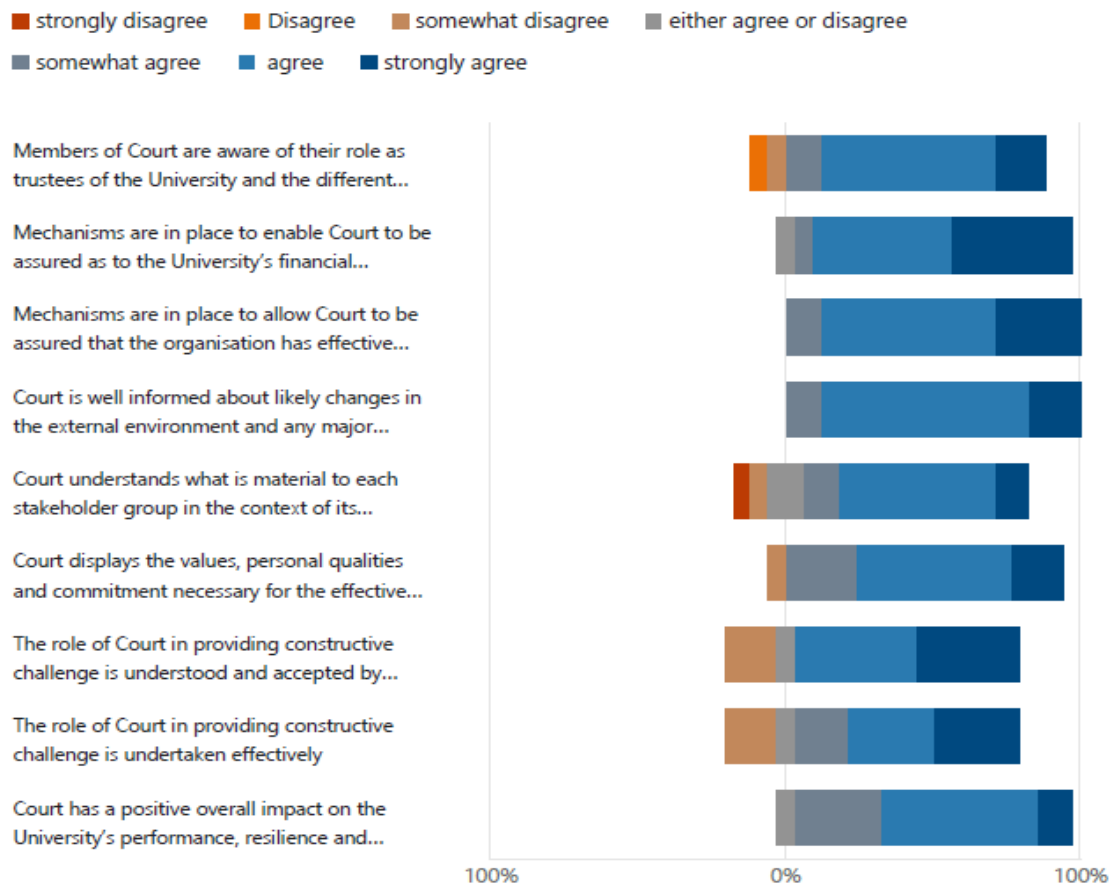
A total of 16 responses were received from Court members – 8 staff members, 6 lay members and 2 anonymous responses. A summary of the findings are listed below and the full comments are in Annex 1.

### Roles and Responsibilities

The highest score overall was - *Mechanisms are in place to enable Court to be assured as to the University's financial resilience and overall sustainability*

The lowest score was - *Court understands what is material to each stakeholder group in the context of its strategy*

#### 1. Roles and responsibilities - to what extent do you agree or disagree with the following statements



1. There is a collegial tone in the Court's deliberations, and it appears that the Senior Management Group (SMG) listens to Court members, which is considered a strength.
2. There is a concern that issues presented by SMG may be presented in a way that emphasises scenarios or conditions likely to gain the support of Court members, rather than a neutral and clear approach to information.

3. The overload of information provided makes it difficult for Court members to gain a comprehensive understanding of the university, hindering their ability to engage at a strategic level for governance matters.
4. The full responsibility of Trustees may not be entirely understood by all Court members.
5. Concerns are raised about the wide-ranging roles of the Secretary to Court, who is also the Chief Operating Officer (COO) of the organization, which is seen as a potential conflict of interest.
6. The university's sustainability strategy implementation has some issues, especially regarding activities off-campus, and it is suggested that Sustainability should have its own committee or clear ownership within an existing committee.
7. The large size of the Court limits its effectiveness, pushing more substantive input down to committees, which requires clearer accountability between committees and Court.
8. Court could benefit from more clarity on how initiatives and performance align with different groups' interests and whether there is room for constructive challenge within

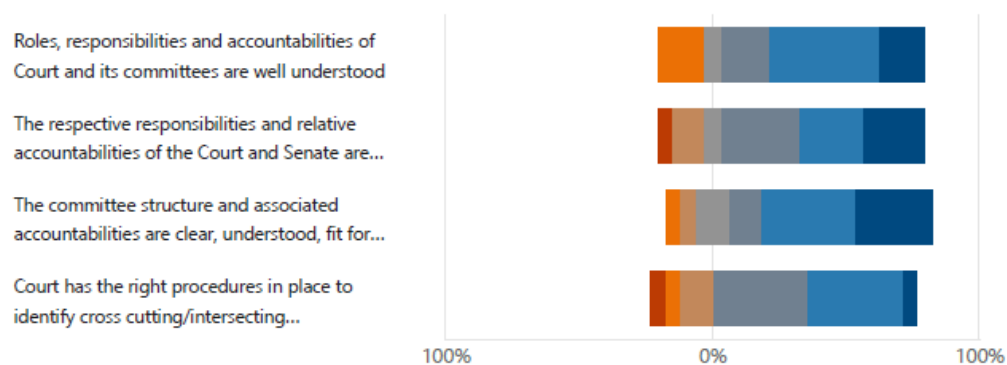
### Committee Structure/ Chairs

The highest score was - *Roles, responsibilities and accountabilities of Court and its committees are well understood*

The lowest score was - *Court has the right procedures in place to identify cross cutting/intersecting themes/issues*

2. Committee Structure/ Chairs - to what extent do you agree or disagree with the following statements

■ strongly disagree  
 ■ Disagree  
 ■ somewhat disagree  
 ■ either agree or disagree  
■ somewhat agree  
 ■ agree  
 ■ strongly agree



1. The relationship between Court and its committees is unclear, and there is a perception of a lack of coordination across committees. The importance of subcommittees needs to be better conveyed and explained to Court members.
2. The balance and mechanisms of committees and reporting are seen as onerous, and there is a need to streamline and develop more efficient processes.

3. There is a perceived disconnect between the everyday teaching work of the university and Court members, who may have limited understanding of teaching and learning conditions and the student experience.
4. The composition and eligibility constraints of Court committees, particularly for university staff, are questioned, and there is a desire for more flexibility in committee membership.
5. There is concern about the lack of clarity regarding responsibility for complex issues and potential confusion in decision-making.
6. Transparency is needed regarding how appointments to committees are made
7. Sustainability is a growing area for the university and their needs to be greater clarity on the committees responsible for this area.
8. There are concerns about cross-cutting issues, the size of Court, and the ability to effectively address key issues.

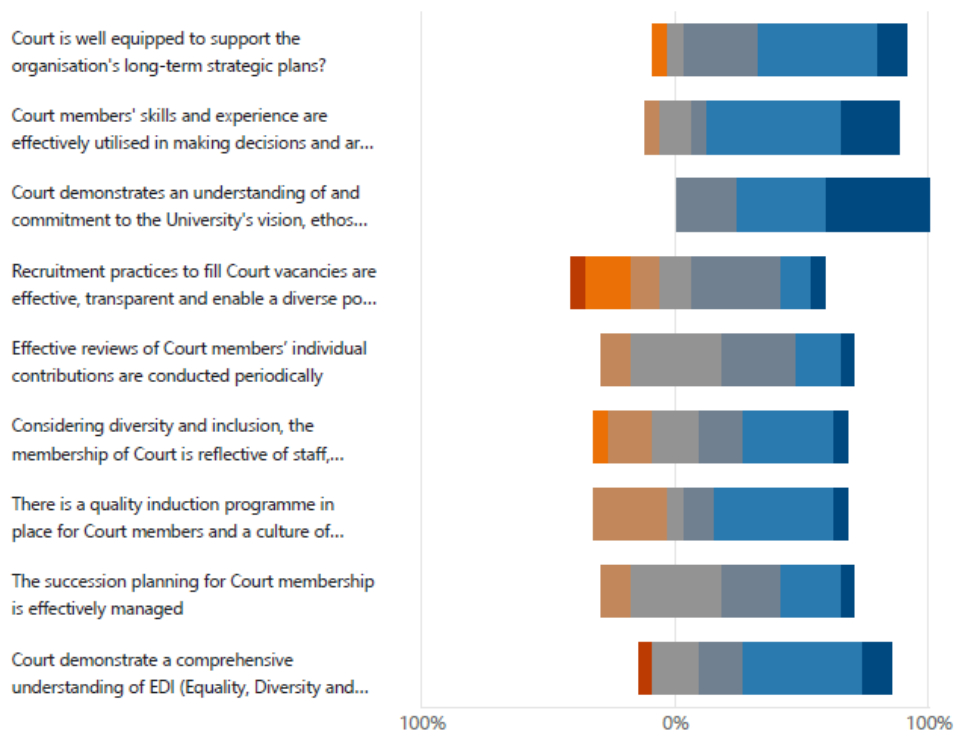
### Composition and Membership of Court

The highest score was - *Court demonstrates an understanding of and commitment to the University's vision, ethos and culture*

The lowest score was - *Recruitment practices to fill Court vacancies are effective, transparent and enable a diverse pool of candidates to be appointed*

3. Composition and Membership of Court - to what extent do you agree or disagree with the following statements

■ strongly disagree   
 ■ Disagree   
 ■ somewhat disagree   
 ■ either agree or disagree   
 ■ somewhat agree   
 ■ agree   
 ■ strongly agree



1. The information provided for Court and Committee meetings is criticized for its excessive detail and repetition, which hinders the oversight and strategic view that was expected.
2. The large size of the Court is seen as a challenge, which can make it difficult to fully support the university's mission and strategic priorities.
3. EDI (Equality, Diversity, and Inclusion) is highlighted as a concern, with mixed perceptions about its importance and how it is managed within Court and Committees.
4. There is a call for more transparency in the appointment of non-staff/student members of Court and a desire for clear rules regarding the selection process to ensure diversity and openness.
5. There is a need for clearer articulation of the relationships between Court, Senate, and other bodies.

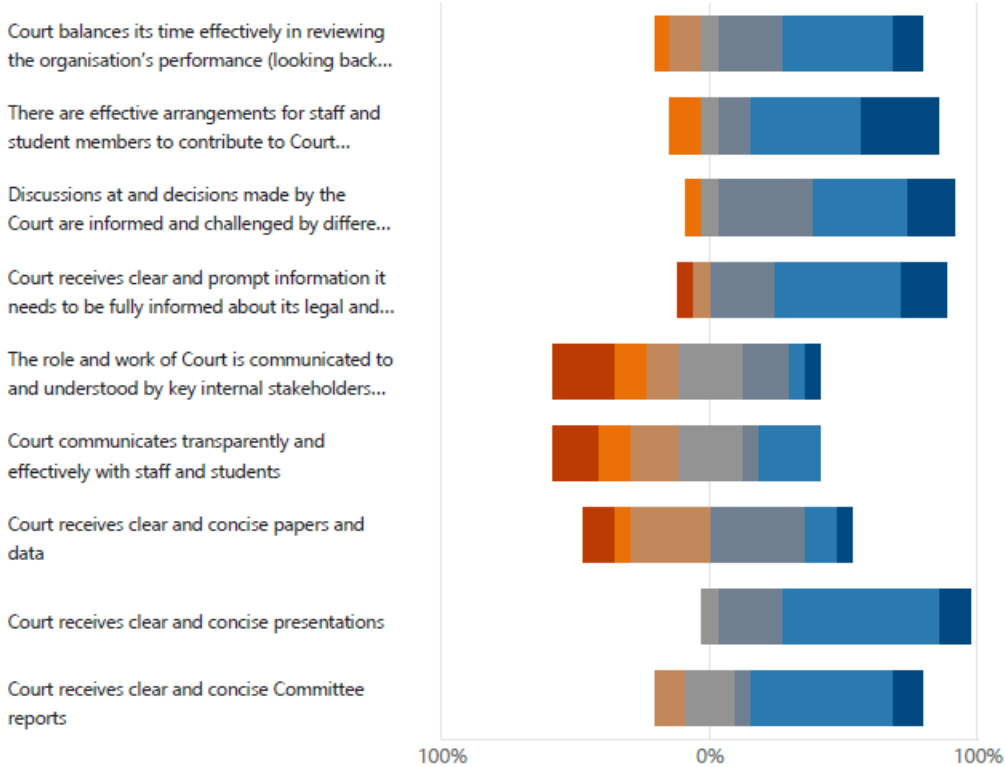
**How Court operates / Good use of time**

The highest score was - *Court receives clear and concise presentations*

The lowest score overall was - *The role and work of Court is communicated to and understood by key internal stakeholders especially staff and students*

4. How Court operates / Good use of time - to what extent do you agree or disagree with the following statements

■ strongly disagree  
 ■ Disagree  
 ■ somewhat disagree  
 ■ either agree or disagree  
■ somewhat agree  
 ■ agree  
 ■ strongly agree



1. The amount of information in Court papers is often extensive, and there are calls for more concise papers with shorter covering documents pointing to key issues. Papers should be also issued in a more timely manner.
2. The size and complexity of Court papers make it challenging for members to thoroughly explore certain issues, and the time constraints during meetings can hinder in-depth discussions.
3. Limited communication and awareness about Court and its functioning exist among students and staff in the university, and there is a need to address this to allow for more input. There are concerns about the effectiveness of communication between Court and the rest of the university, and clarity is needed on how Court members can access information they believe is important to their roles.
4. The confidentiality of Court proceedings and limited access to papers are concerns, and there is a call for greater transparency and openness.

### **Other comments**

1. There is a general sentiment of privilege and appreciation for being part of Court, with recognition that there is always room for improvement in governance.
2. Some members express a need for clearer definitions of roles and responsibilities for Court members, as well as better mechanisms for challenging proposals.
3. The governance and executive teams are generally commended for their professionalism, openness to challenge, and lack of defensiveness.
4. There is a desire for formal time compensation for Court duties, particularly for professional services members.
5. Sound quality in virtual meetings is identified as an issue, and there is an overall positive sentiment regarding participation in Court and its committees.



## Appendix 4

Area	Recommendations	Action taken
<b>Are the distinction between governance and management and the need for constructive challenge by the governing body understood and accepted by Court and Senior Management Group, with appropriate and effective outcomes?</b>	Review the amount of information presented to Court and its sub-committees; ensure that the information is presented so that discussion focuses on the high-level issues and key decisions each body is required to make.	<i>Ongoing – work has been done to refine the papers to Court but work is still required in this area.</i>
<b>Does the Court meet its responsibilities for overseeing the development of strategy and monitoring the University’s performance?</b>	Consider the timing of reporting to Court on institutional KPIs  Review the relationship between institutional KPIs and the risk register to ensure that the information presented to Court is integrated and holistic  Further refine the format and lay-out of the University risk register	<i>Completed – Court given annual updates on the institutional KPI’s.</i>  <i>Completed – following the introduction of the new Risk Register the information is presented in a more integrated and holistic manner.</i>  <i>Completed – a new Risk Register has been created and is full embedded at both SMG and College Level.</i>
<b>Is the Committee structure effective and appropriate?</b>	Nominations Committee to meet formally at least once a year.  Reinstate annual report from Health, Safety & Welfare Committee.	<i>Completed – Nominations Committee regularly meets and provides update to Court</i>  <i>Completed - Health, Safety and Welfare Committee is a sub-Committee of Court and gives regular updates including an annual report.</i>
<b>Are the main Committees of Court effective in overseeing specific aspects of business (for example, the campus development programme</b>	World-Class Glasgow Board to appoint external lay member; effective reporting relationship to be established between Finance Committee, HR Committee, and the Board	<i>Completed – in Sept 2022 a new corporate structure was implemented which superseded this recommendation</i>

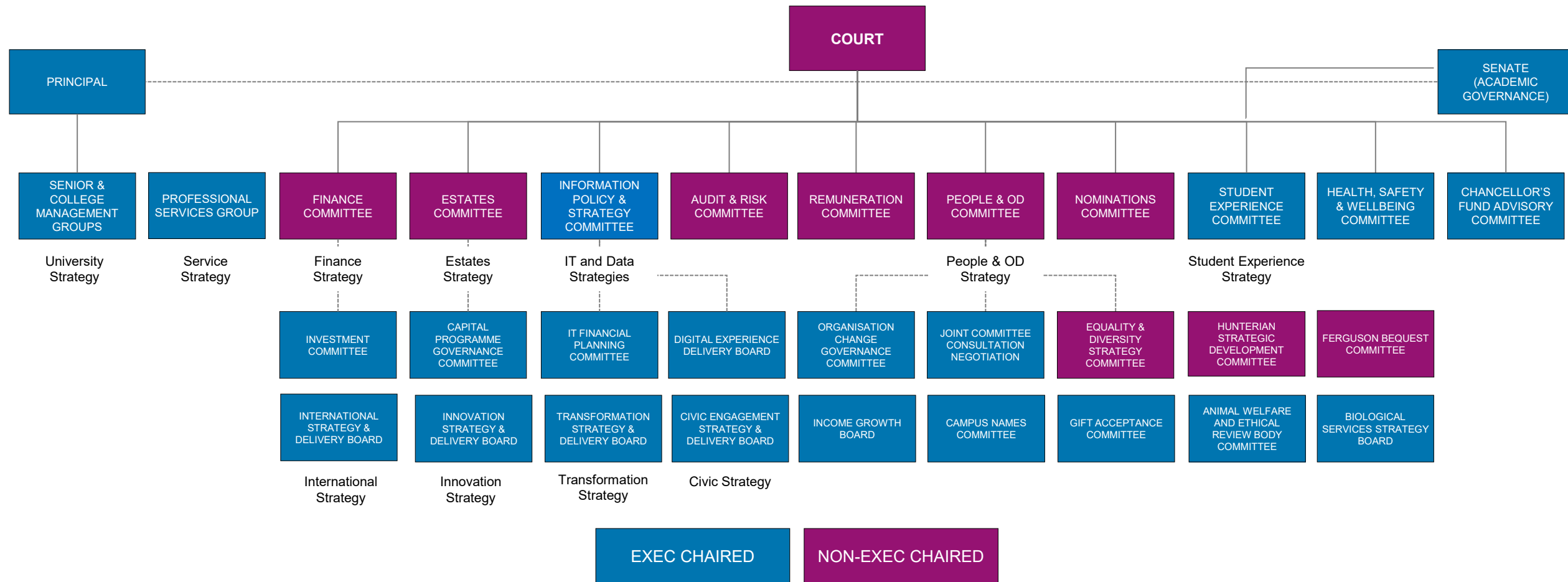
and the transformation programme) and in providing advice to Court?	HR Committee to advise Court on changes to remit and <i>modus operandi</i> of Organisational Change Governance Group	<i>Completed – the Organisational Change Governance Group reports to Court in a regular basis and the remit is reviewed in an annual basis.</i>
	HR Committee to keep watching brief on organizational change proposals via the Organisational Change Governance Group	<i>Completed – the Organisational Change Governance Group reports to Court in a regular basis and any changes are reported to Court for noting or approval as required.</i>
Does Court have sufficient opportunity to discuss and debate major issues?	Identify major items separately and place them early on the Court agenda	<i>Completed – major items are placed at the start of the Agenda to ensure sufficient discussion.</i>
	Continue to ensure that everyone has an opportunity to speak if they wish to	<i>Completed – the annual review of the Convener of Court ensures that all members are able to raise concerns which can be addressed if required.</i>
	Ensure that papers are well written and that verbal introductions and cover sheets indicate clearly what is expected of Court	<i>Ongoing – as above work is still ongoing to ensure that all papers are clear, concise and that cover sheets are clear.</i>
Does Court make effective use of the informal lunchtime presentations slot?	The current balance of presentations and question and answer sessions over lunch should be continued.	<i>Completed – there is a balance of presentations between strategic issues and College/ University Service updates.</i>
	Care should be taken to distinguish informal briefings from formal presentation of papers and consideration of issues at formal Court meetings.	<i>Completed – although the presentations are acknowledged in the minutes, the Convener is clear that no formal decisions will be made at the informal part of the meeting.</i>
What improvements if any could be made to the induction process and to the way serving members of Court are kept informed about the business of the University outwith formal meetings?	The University Secretary should review the different aspects of the induction programme and address any perceived gaps in current provision	<i>Ongoing – work has been done to refine the induction of Court members but further work is required.</i>
	Members should be encouraged to seek additional information or meetings as required	<i>Completed – during the induction members are invited to seek out additional as required.</i>

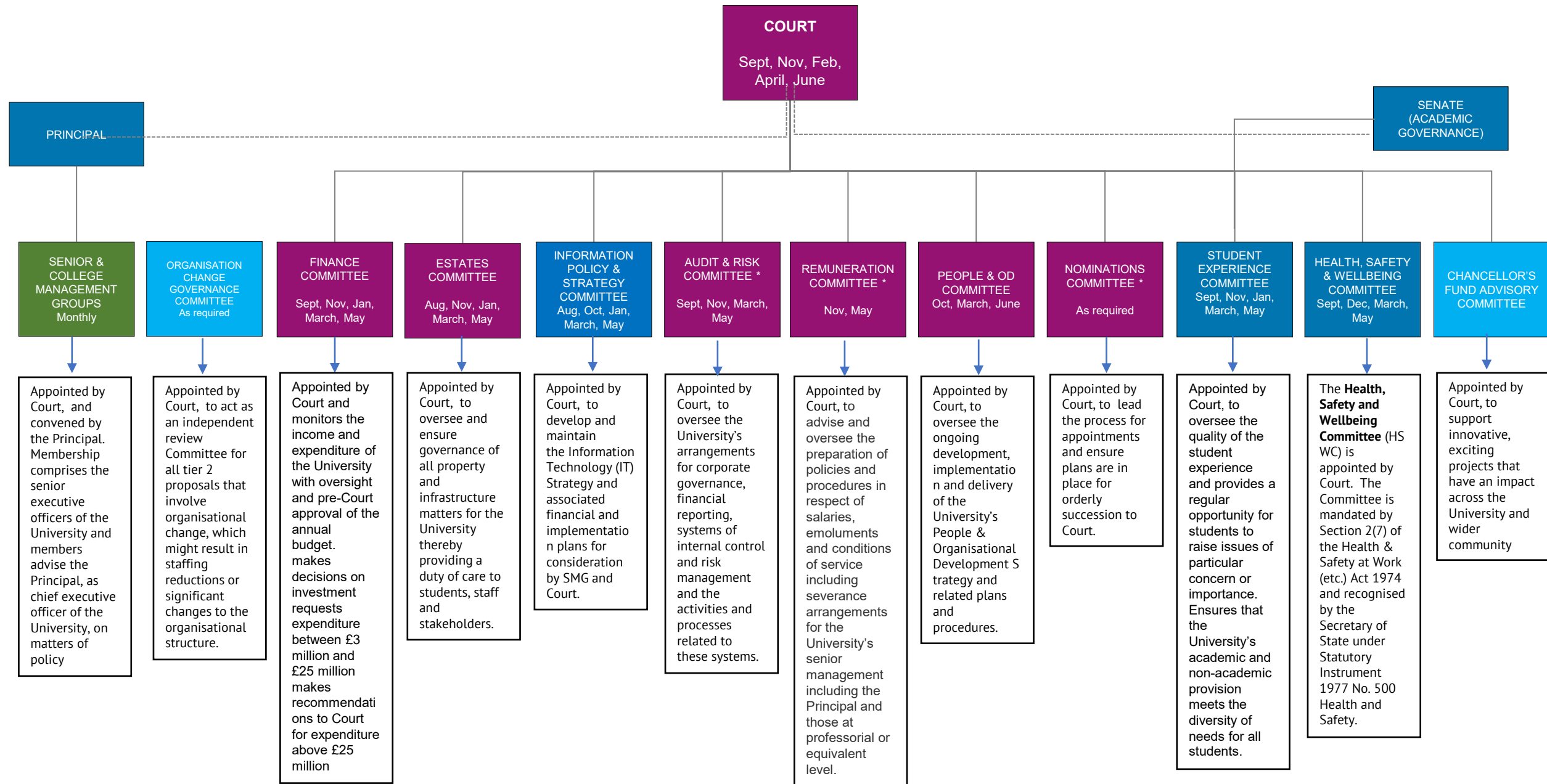
		<i>Sharepoint also holds all past papers which members can be directed to by the Court Office.</i>
	The Court Office should ensure that Court members are invited to functions and events	<i>Completed – the Court Office regularly sends out invites to key functions and events to members.</i>
<b>In general, does the Court offer ‘value added’ to the University – for example by ensuring effective decision making, balancing ambition and risk, and protecting the reputation and standing of the University?</b>	Reflect further on the University’s appetite for risk across the span of University activities	<i>Completed – the Risk Register is discussed and approved on annual basis at the September meeting. Court and Audit and Risk Committee members are invited to attend a workshop with SMG on an annual basis.</i>
	Take care to focus Court’s attention on major issues	<i>Completed – meetings take place with the Convener and Chairs of Committees to ensure that the focus for Court meetings is relevant.</i>
	Continue to use informal sessions to inform Court members on the University’s position in the market and related matters.	<i>Completed – there is a balance of presentations between strategic issues and College/ University Service updates.</i>
<b>Is the interaction between Senate, Court and senior management effective and appropriate?</b>	As already agreed, Clerk of Senate to attend future meetings of Court	<i>Completed – Clerk of Senate is invited to all Court meetings and provides a written report on Senate business for Court meetings.</i>
<b>Is the interaction between Court and the staff and student communities effective and appropriate?</b>	In discussion with the Clerk of Senate, SRC President and other student leaders, the University Secretary should give further consideration to ways in which Court members can keep in touch informally with the staff and student communities on campus.	<i>Ongoing – a Student Experience Committee has been established. This is a joint Committee with Senate and Court. There are members of Court on this Committee. More work is required to ensure that staff and student communities are kept informed about Court.</i>

<b>Are the staff and student voices heard clearly at Court?</b>	The Convener should continue to solicit the views of staff and student representatives and ensure that their voice is heard in meetings	<i>Completed – as part of the annual appraisal court members are able to provide feedback on this area if they feel that their voices are not being heard.</i>
	The University Secretary should continuously monitor the induction, including ‘handbook’ documentation, that is offered to new members, particularly student representatives	<i>Ongoing – work has been done to refine the induction of Court members but further work is required.</i>
	Consideration should be given to introducing a mentoring/buddying system for new members	<i>It was decided that this would not be taken forward.</i>
	The University should finalise and implement the requirements from the Court / Senate governance group to ensure compliance with the 2016 Act.	<i>Completed – following the election of the Convener of Court from July 2024 the 2016 Act has been fully implemented.</i>
<b>Are there any areas of expertise which are missing in the current lay member complement?</b>	Continue to maintain a skills matrix and use the Nominations Committee to reflect on the skills and experience mix.	<i>Ongoing – all Court members are asked to complete the Skills matrix and it is reviewed by the Nominations Committee as required.</i>
	Continue to consider external co-option to committees as a way of attracting new expertise	<i>Completed – most sub-committees of Court have external lay members as members.</i>
<b>Is there sufficient diversity in the lay member complement?</b>	Develop a systematic approach to improving ethnic diversity in the membership of Cour	<i>Ongoing – work has been done to diversify Court members ethnicity and work will continue in this area.</i>
	Take active steps to improve the age diversity of Court members	<i>Ongoing – work has been done to diversify the age of Court members and work will continue in this area.</i>
<b>What improvements if any could be made to the: a) preparation of papers and data for Court? b) presentations made to Court? c) way meetings of Court are run?</b>	Issue clear instructions to those preparing and presenting papers regarding the need for clarity, concision, the avoidance of duplication and the value of data visualisation	<i>Ongoing – work has been done to refine the papers to Court but work is still required in this area.</i>

	Where papers are to be used in multiple fora, including management groups and committees/Court, papers' authors should be encouraged to plan the text accordingly so that key areas for focus and decision by committees and/or Court are clearly identified	<i>Ongoing – work has been done to refine the papers to Court but work is still required in this area.</i>
	Seek to avoid duplication across papers and agenda items	<i>Ongoing – work has been done to refine the papers to Court but work is still required in this area.</i>
	Consider introducing an 'e-reading room' for background reading that is not essential for Court and/or committee decision making	<i>Completed – the introduction of Sharepoint allows papers to be split into essential reading and those for further information.</i>
	Continue to evolve the format of meetings in response to feedback from members	<i>Completed – all Court members are encouraged at the end of each Court meeting to email the Court Office with feedback and this is action as required before the next meeting.</i>

## Appendix 5





\* Denotes Scottish Code of Good Higher Education Governance - required Committees