

**Report of the Externally-Facilitated  
Effectiveness Review of the University  
of Edinburgh's University Court and  
Committees**

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## **Contents**

<u>Section</u>	<u>Page</u>
1. Introduction and regulatory context	2
2. Compliance with legislation and the Scottish Code of Good Higher Education Governance	4
3. Themes and observations from evidence-gathering	5
3.1 Areas of strength	5
3.2 Observations and areas for consideration	7
Appendix	13

## 1. Introduction and regulatory context

### *Legislative basis and powers*

The University Court (hereafter ‘the Court’), the present day governing body of the University of Edinburgh, was first established by Act of Parliament in 1858. The Universities (Scotland) Act 1889 deemed the Court a body corporate (i.e. the legal persona of the University) and all property belonging to the University at the passing of the Act was vested in the Court, with the Court gaining the power to administer and manage the whole revenue, property and funds of the University. The Universities (Scotland) Act 1966 enabled the Court to, subject to Privy Council approval, make Ordinances amending the composition, powers and functions of the Court, the Senate and the General Council. The 1966 Act also enabled the Court to exercise by Resolution, subject to consultation with the Senate and the General Council, a range of powers including the institution of new degrees and degree regulations, the foundation of Chairs (professorships) and any other competent matter it think fits to regulate by resolution. For matters that the Court does not regulate by resolution it can decide by simple decision, the predominant method of decision-making by the Court today.

Other relevant legislation includes the statutory instruments which incorporated the Moray House Institute of Education into the University (1998) and merged the University with the Edinburgh College of Art (2011) and, most recently, the Higher Education Governance (Scotland) Act 2016. The latter required amendments to the compositions of the Court and the Senate, which were implemented in August 2020.

The University and the Court as its legal persona is principally regulated by the Scottish Funding Council, a Non-Departmental (‘arms-length’) Public Body of the Scottish Government. The University is also an educational charity, with Court members acting as its charity trustees, meaning that it is also subject to regulation by the Office of the Scottish Charity Regulator (OSCR).

### *Scottish Code of Good Higher Education Governance*

One means by which the Scottish Funding Council regulates universities is through a legislative power to ensure that those in receipt of funding ‘comply with any principles of governance which appear to the Council to constitute good practice in relation in relation to higher education institutions’. Recognising the autonomy of the sector, the sector-developed [Scottish Code of Good Higher Education Governance](#) has been agreed by the Scottish Funding Council as meeting this requirement. The Governance Code includes an expectation that a governing body will ‘undertake an externally facilitated evaluation of its own effectiveness and that of its committees, including size and composition of membership, at least every five years’ and that the review ‘should be reported upon appropriately within the institution and outside’. There is also an expectation of annual internal reviews and a similar external review of the Senate and its committees at least every five years.

At the University of Edinburgh, externally-facilitated effectiveness reviews have been undertaken for Court in 2019 and for Senate in 2019 and 2023. Internal annual

reviews of both bodies are conducted, most recently in October 2023 for Court and October 2023 for Senate.

### *2024 Externally-Facilitated Effectiveness Review*

Court agreed in December 2023 a proposal for Dr Veena O'Halloran to undertake its next externally-facilitated effectiveness review. This set a timescale of work to begin in early 2024, following completion by Dr O'Halloran of an equivalent review at the University of Glasgow, with presentation of a final draft report to Nominations Committee on 27 May 2024 and a final report submitted to Court on 17 June 2024.

The approach taken has included:

- Desktop research, including access to Court and Committee papers
- Discussion with staff supporting Court
- Attendance at meetings of Court and many of its committees
- A survey of Court members
- Follow-up meetings with Court members and some senior executive staff
- The production of this report, with the intention that it:
  - o Provides the assurance that an independent-led review of current practices can give;
  - o Takes an approach that is enhancement-led, with a focus on potential enhancements for Court to consider, as well as highlighting existing areas of strength;
  - o Notes that responsibility for Court's effectiveness rests with Court itself and the review is intended as a helpful facilitator for this; and,
  - o Acknowledges that it is necessarily a snapshot in time and will therefore be influenced to some extent by the particular business of Court and its committees at the time of the review. This has been used as a lens through which to view effectiveness more widely.

While the review has benefited from the external facilitator having recently undertaken a similar review at a peer institution, the University of Glasgow, having supported the Committee of Scottish Chairs in the review leading to the latest version of the Scottish Code of Good Higher Education Governance (2023 version), and relevant experience having served as a University Secretary at another research-intensive institution in Scotland, the University of Strathclyde, the report reflects the views and impressions of the independent reviewer, and there is not a single model of effective governance to be measured against. The Governance Code highlights that while "HEIs have in common the core activities of teaching, research, innovation and knowledge exchange, as autonomous institutions their missions, strategic priorities, institutional histories and constitutions may differ, in keeping with their governing instruments." It is in this spirit of institutional autonomy and variances in practices that will arise from this that the review has been undertaken.

## **2. Compliance with legislation and the Scottish Code of Good Higher Education Governance**

Although the review is not a formal audit of compliance and has taken an enhancement-led approach, the review has not found anything other than compliance with the legislative and regulatory framework for university governing bodies in Scotland. Annual internal effectiveness reviews of Court are conducted, including monitoring of compliance with the Scottish Code of Good Higher Education Governance, as are annual internal reviews of Senate. An external effectiveness review of Senate has also recently been completed. The survey of Court members conducted as part of this review also shows overall satisfaction from Court members on compliance-related questions (e.g. 95% either somewhat agreed, agreed or strongly agreed with the proposition that mechanisms are in place to enable Court to be assured as to the University's financial resilience and overall sustainability; and, 83% either somewhat agreed, agreed or strongly agreed with the proposition that mechanisms are in place to allow Court to be assured that the organisation has effective processes in place to enable the management of risk).

There are procedures in place to ensure that proposals submitted to meetings of Court and its committees have been reviewed prior to submission with regard to governance, legal, financial and regulatory aspects and, where relevant, that senior executive staff have agreed to the proposals and will implement them in their areas of management responsibility if approved. This review work is undertaken for Court, Exception Committee, Policy & Resources Committee, Audit & Risk Committee, Nominations Committee and Knowledge Strategy Committee by the Court Services Office under the oversight of the University Secretary and the Deputy Secretary Governance & Strategic Planning, one or both of whom also reviews each paper. The review work is undertaken for Remuneration Committee by the Human Resources Department and by the University Secretary; for the Investment Committee by the Finance Department; and, for the Estates Committee by the Estates Department with early review of estates proposals with funding requests from a Capital Projects Group, which includes the Provost, the Vice-Principal Corporate Services, the Director of Finance and the University Secretary.

### **3. Themes and observations from evidence-gathering**

The University of Edinburgh is a world-leading research-intensive university. The 2024 Court Effectiveness Review has taken place at a time when higher education is facing considerable challenge. Universities are adjusting to new local, national and international environments, following the global pandemic and continuing social and geopolitical upheaval. The University vision is to deliver excellence rooted in its values with a focus on four key areas: people, research, teaching and learning, and social and civic responsibility. The University is addressing current and future societal challenges, particularly in the health area, through significant initiatives such as the Bioquarter Health Innovation District.

The review is therefore taking place at a time when a range of ambitious programmes are underway to achieve Strategy 2030. These are significant change programmes which require internal cultural and behavioural change and significant resource investment and time. At the same time, the shockwaves from the implementation of the People & Money system are being felt at all levels across the University and the University is putting considerable resource and effort into addressing the lessons from what happened. It has also designated the student experience as the highest corporate risk and is endeavouring to make considerable progress in enhancing the experience of its students.

These topics featured in the meetings of Court and its committees and came up in the meetings with members of Court and with staff supporting the work of Court. A number of themes emerged from observing Court and committee meetings, the survey findings and follow-up review-meetings with Court members.

Observations and reflections on these are outlined below. These have been divided between areas of strength, where no further action is suggested beyond the few instances noted in the areas for consideration. Court is encouraged to maintain these areas of strength.

Where opportunities for enhancement have been identified and recommendations made, they should be regarded not as firm requirements for implementation, but rather as suggestions for consideration by the University Court. It should also be noted that not every matter considered, or comment raised in the review, resulted in a recommendation.

#### **3.1 Areas of strength**

##### **Effectiveness of Court and its committees**

Overall, Court and its committee structure is effective. Court and its committees are discharging their responsibilities effectively and the overall structure is fit-for-purpose.

## Committees

The strength of the committee system has been highlighted by many Court members and has been apparent throughout the review. Taken together, the committees are effectively and professionally chaired, have a good mixture of early scrutiny of Court papers, deeper explorations of key topics and their own delegated authority to make lower-level decisions where appropriate, with good onward reporting of these to Court. The strength of the Audit & Risk Committee in undertaking detailed work but with a strategic perspective was evident and has been commented on favourably during the review. The recent introduction of workshops and seminars at Audit & Risk Committee has served to enhance effectiveness, such as the workshop on information security and reputation and brand at the recent meeting.

## Seminars and briefings

Two half-day Court seminars are held each year, on the morning of the first meeting of the year, with the second held midway through the year, usually the morning of the February Court meeting. The two seminars are the equivalent of an 'away-day' event held at other higher education institutions and are positively received. (See further comment under 'Strategic discussion' below.)

Separate from the Court seminars, additional optional briefing meetings have been scheduled regularly on topics such as finances and equality, diversity and inclusion. These are also well regarded and should continue.

## People: Commitment, expertise and diversity of Court members

The University benefits from the high calibre, commitment and high level of engagement of all the members of Court. This has been striking throughout the review. Members take their roles and responsibilities seriously and are committed to the success of the institution. The lay members have considerable collective experience of governance in different contexts. Engagement is exceptional as was evident at Court and Committee meetings, in engagement with the review and the responses to the review survey. Meetings are well attended and participation levels are generally high. It is evident that members have read and considered the papers and are prepared for the meetings. From conversations with those who may be perceived to be less active participants in Court than others, they are clearly engaged, feel able to contribute and often do so outside of formal meetings, such as through direct engagement with staff on specific topics. Court and its committees also benefit from being chaired by skilled and professional conveners, who ensure that the business required is done and members can contribute.

## People: Mentoring

The informal mentoring programme between experienced and new Court members was welcomed universally and praised.

### People: New Rector

The review coincided with the new Rector taking up his role and presiding at his first meeting. Court recently clarified the respective responsibilities of the Rector and the Senior Lay Member. Initial feedback has been positive.

### People: High quality support for Court and its committees

The effectiveness of a governing body can be aided or hindered by the quality of support it receives. Court benefits from the quality of the secretariat and governance team who are all highly experienced and skilled. It was evident throughout the review that the professional staff who support Court and its committees are well respected and valued by the Court membership and by senior staff and those across the institution who work on Court and committee papers. Given the scale of activity which it supports, maintaining the current staffing complement will be important to ensure that Court is properly supported and that good governance is maintained.

## **3.2 Observations and areas for consideration**

### Committee Structure

During the review the following formal meetings were attended:

21 March: Knowledge Strategy Committee  
25 March: Policy & Resources Committee  
28 March: Audit and Risk Committee  
22 April: University Court  
15 May: Estates Committee  
27 May: Nominations Committee

Where it was not possible to attend a committee meeting during the review, a desktop review was undertaken.

As highlighted above, the committee structure is a strength. Considerable attention has been given to the structure in recent years and an innovative approach taken to the Estates Committee in particular, with the remit now covering the physical estate and the digital estate. This is working well, although it has been acknowledged that the approach to considering the digital estate is not yet optimal. The committee is addressing this. The opportunity should be taken to consider and reflect upon the role and remit of the Knowledge Strategy Committee and whether it is needed in the context of the new Estates Committee and approach to digital transformation. In doing so, care should be taken to ensure clear delegation and avoid duplication.

While it was not possible to attend the Investment Committee during the review, it has been noted that a new Convener is being appointed. It is good practice at such points in time for the remit of a committee to be reviewed and, if required, revised.



## **Recommendations:**

- 1. That the opportunity should be taken to consider and reflect upon the role and remit of the Knowledge Strategy Committee and whether it is needed in the context of the new Estates Committee.*
- 2. That with the appointment of a new Convener of the Investment Committee it would be appropriate to consider the remit of the Committee.*

## Role of Court for Court members, senior management, and wider staff and student body and wider stakeholders.

New members of Court receive an induction following their appointment. In the informal meetings it was evident that members understood the key roles of Court and that Court appoints the Principal and delegates authority to the Principal to act to 'ensure the orderly conduct of the business of the University in a timely and efficient manner'<sup>1</sup> in line with the Court-approved Strategy 2030 and Court-approved University budget and other parameters. Having appointed the Principal and set the parameters within which the Principal operates, Court supports the Principal in working towards objectives such as the success of Strategy 2030 and managing the annual budget and holds the Principal accountable for delivery of these. There is therefore a dual role of both supporting and challenging the Principal and the Executive. By and large this is understood and agreed by all members of Court, but in the context of the executive being drawn into internal crisis management (e.g., Covid and People & Money) and the necessity of assuring Court that risks are being mitigated and lessons learned, it would be beneficial to articulate the role of Court members more clearly both to new Court members and to continuing members on a regular basis.

From observation and feedback, senior executive staff have not always appreciated the role of Court in oversight of the management of the University, including provision of information on significant decisions made by management and the rationale for these, without Court seeking to make operational/management decisions itself. These differences are matters of emphasis, rather than fundamental. Nevertheless, it would be beneficial to the Executive as well as the Court to restate the governance position on this.

The governing instruments for the University set out how Senate is responsible for oversight and regulation of teaching, subject in turn to oversight and ultimate approval by Court. The University is expected to have appropriate measures in place to clarify the different responsibilities of the governing body and the Senate and to encourage an elevated level of mutual understanding. Clarification on these matters would also be beneficial.

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<sup>1</sup> Delegation to the Principal,  
<https://www.docs.sasg.ed.ac.uk/GaSP/Governance/DelegatedtoPrincipal.pdf>

**Recommendation:**

3. *That Court articulates the role of Court and the different responsibilities of Court and Senate more clearly, both to new Court members and to continuing members on a regular basis.*

**Committee Papers and implications for strategic oversight**

The volume and detail of Court meeting papers is striking, and this impression is shared by many Court members, who often find papers too long, repetitious and too detailed in operational matters. In addition, many have commented that Court papers often give a snapshot in time for a particular issue, without setting the issue in context both in terms of longer-term trends and in relation to other issues and priorities. Taken together, this makes it more difficult for Court members to take a cross-cutting and strategic view of proposals and results in greater focus and time spent on more operational and short-term delivery matters.

While operational details are required for the Audit and Risk Committee to fulfil its responsibilities, the approach taken to drafting papers and investment proposals hinders the other Committees and Court itself in setting strategic objectives, monitoring of outcomes and analysis of trends.

That Court needs to have a holistic view of the implications of investment proposals is even more important when proposals with the potential to provide strategic opportunities in the long run are presented at times of fiscal constraint.

A major factor in contributing to the style of Court papers is that they are typically first presented to the University Executive - a different audience with different responsibilities and priorities - and are not significantly edited before they are then submitted to Court or its committees. The information balance is therefore not always what it might be, and it is not always clear what Court and the Committees are being asked to do. This should be addressed as a priority.

Clear direction from Court and its committees on their preferences for papers would be helpful for both senior executive staff and their teams responsible for many of the papers, as well as the Court and committee secretariat teams. In this context it may be helpful for Court to empower the University Secretary and the Court secretariat to edit papers to meet Court's stated preferences.

**Recommendations:**

4. *That clear direction from Court and its committees on their requirements for papers should be provided as a priority.*
5. *That in preparing papers and presentations for Court and its Committees authors ensure the balance of the content is appropriate.*
6. *That Court empowers the University Secretary and the Court secretariat to edit papers to meet Court's stated requirements.*

### Format of meetings

The format of meetings, typically consisting of a concise introduction to a paper followed by a question-and-answer session before a decision (if sought), with around 17 to 20 papers<sup>2</sup> considered within a three-hour meeting, is generally not popular with members. In meetings with Court members a number of suggestions were made to improve the situation. These included suggestions to extend the duration and/or number of meetings, though overall most Court members would not support this. There are instead practical measures that could be introduced to enhance the effectiveness of meetings.

### ***Recommendations to enhance the effectiveness of meetings:***

- 7. That the Court agenda is streamlined, with more routine/smaller value items delegated to committees where possible or, if required for Court for regulatory or other reasons, placed in a final part of the agenda where approval is taken as given.*
- 8. That should members wish to discuss one or more of such items they must inform the secretariat in advance of the meeting.*
- 9. That comments are sought from Court members in advance of the meeting and circulated to authors, either for response at the meeting and/or direct to the member by other means.*
- 10. The agenda and papers are issued one week before the meeting and if any papers are not ready at this point they are marked as late and circulated as soon as possible thereafter.*

### Student Voice

The student members of Court are engaged, committed and professional in their approach to their responsibilities as members. While students are represented on Court and the relevant committees, they do not always feel that their voice is heard. Court could consider ensuring the views of the student members are sought formally at meetings, particularly when student-related matters and the student experience are being considered.

### ***Recommendation:***

- 11. That means of ensuring that input from student members of Court are introduced, particularly when student related matters and the student experience are on the agenda.*

### Observers at Court meetings

At the Court meeting attended, the number of observers in attendance was notable. Court may wish to consider if attendance at the full meeting is the best use of Senior Officers' and Senior Managers' time.

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<sup>2</sup> Numbers from last five Court meetings (June 2023 to April 2024 inclusive). Excludes minutes, action log and committee reports.

## **Recommendation:**

*12. That Court considers the requirement for observers to attend its meetings.*

### Strategic discussion

A recurring topic in discussion with Court members was that the meetings have 'packed' agendas with little time for in-depth discussion of strategic matters, risks and opportunities, with strategic discussion described as 'trapped in the edges.' The lay members of Court who are not Conveners of Committees often feel frustrated that they are unable to contribute as much as they might wish, the other side of which is that the University may not be benefitting as much as it might from the input of all the members.

Seminars give an opportunity to address this, and feedback on the approach taken in the most recent seminar on curriculum transformation was universally positive and welcomed. Other seminars were described as having been 'show and tell' sessions rather than opportunities for open discussion.

A seminar format may be more suitable for discussion of topics currently on the formal Court meeting agenda. Seminars could ensure that the members of Court gain a deeper understanding of higher education and the challenge being faced. At their best, seminars would provide an opportunity for cross-cutting strategic discussion on opportunities and threats; for the executive to benefit from the insights of Court on such topics as addressing financial sustainability; emerging risks and appetite for risk; and delivering effectiveness in a developed and federated structure.

A seminar dedicated to Enhancing the Student Experience could be particularly beneficial. Enhancing the student experience has relatively recently been emphasised as the top strategic priority and the University has embarked upon a range of ambitious projects and initiatives to do so. Linked to this are initiatives and targets to improve performance in the National Student Survey (NSS). The survey has taken place since 2005 and addressing the feedback has since then provided opportunities and challenges across the whole sector. The University has an opportunity for enhanced engagement with its own students to achieve its strategic objective and can also learn from other universities who have also been focussing on the student experience about the interventions that have worked and resulted in lasting benefits.

## **Recommendations:**

*13. That more seminars are scheduled to enable discussion of some topics currently on the formal Court meeting agenda in a more roundtable/open dialogue format. It is recommended that priority be given to holding a seminar on enhancing the student experience.*

*14. Seminars could also be used for more early discussion of strategic items to facilitate open dialogue, drawing in staff and students from the University community who do not normally attend Court meetings.*

### Future recruitment and succession planning

A clear strength of Court at present is the high calibre of membership but given the nature of the position there will always be a regular turnover of members. An absolute focus should be maintained on recruitment against a skills register and appointment of candidates who share the values of the university and will contribute to its success. Consideration must also be given to equality and diversity in the recruitment process and the close attention paid to this in recent recruitment rounds has been commented on positively.

The personal development of members of Court is also critical to succession planning and continued effectiveness. Every available opportunity should be taken to provide members of Court with experience of a range of committees to enable them to contribute more and where appropriate to develop the skills required to convene a committee of Court. To facilitate this, each Committee could undertake an annual effectiveness survey, including an opportunity for self-assessment and reflection by the members on their personal contribution and performance. Succession planning is particularly important as the Senior Lay Member is now in a second term and the Convener of the Estates Committee is coming to the end of his service. Recruitment and election of a new Senior Lay Member should be a key priority in the medium term.

### ***Recommendations:***

- 15. That, where appropriate, members of Court are provided with opportunities to experience a range of committees.*
- 16. That Court and its committees undertake an annual effectiveness survey, including an opportunity for self-reflection by the members on their personal contribution and performance.*
- 17. That recruitment and election of a new Senior Lay Member be a key priority in the medium term.*

### Size and composition of membership

There is a view that Court is a larger body than is ideal from the standpoint of effectiveness and that of necessity it manages around this, particularly through delegation to committees. It should be noted that while Edinburgh's Court is larger than some of its peer institutions in England, it is about the same size or smaller than the governing bodies at other Scottish higher education institutions. Having a membership appointed by a range of stakeholder bodies while retaining a lay member majority (as required by the Governance Code) is beneficial to the overall effectiveness of Court.

### List of meetings held and attended

#### Court and Committee meetings attended

1. Knowledge Strategy Committee (21 March 2024)
2. Policy & Resources Committee (25 March 2024)
3. Audit and Risk Committee (28 March 2024)
4. University Court (22 April 2024)
5. Estates Committee (15 May 2024)
6. Nominations Committee (27 May 2024 – presentation of draft report)
7. University Court (17 June 2024 – presentation of final draft report)

#### Meetings held with Court members

1. Janet Legrand, Senior Lay Member (22 April)
2. Hugh Mitchell, Convener of Remuneration Committee (30 April)
3. Frank Armstrong, Convener of Estates Committee (30 April)
4. Douglas Millican, Convener of Audit & Risk Committee (30 April)
5. Alastair Dunlop, Chancellor's Assessor (30 April)
6. Sarah McAllister and Mark Patrizio, Professional Services Staff Members of Court (30 April)
7. Peter Mathieson, Principal & Vice-Chancellor (2 May)
8. Sarah Wolfe, Douglas Alexander and Jock Millican, General Council Assessors (2 May)
9. Sharan Atwal and Lauren Byrne, Student Members of Court (7 May)
10. Simon Fanshawe, Rector (7 May)
11. Ruth Girardet and Alistair Smith, Co-opted Members of Court (7 May)
12. Toby Kelly, Kathryn Nash, Shereen Benjamin and Richard Blythe, Academic Staff Members of Court (7 May)
13. Rushad Abadan, Co-opted Member of Court (7 May)

#### Meetings held with Court attendees

1. Leigh Chalmers and Rona Smith, Vice-Principal & University Secretary and Deputy Secretary Governance & Strategic Planning respectively (7 May)
2. Colm Harmon, Vice-Principal Students and Interim Convener of Knowledge Strategy Committee (15 May)
3. Lewis Allan, Senior Governance Advisor to the Vice-Principal & University Secretary (regular meetings as providing secretariat support to the review)