

FINAL

UNIVERSITY OF ABERDEEN

UNIVERSITY COURT

**MINUTES OF ADDITIONAL MEETING HELD ON 18 SEPTEMBER 2024  
via MICROSOFT TEAMS**

**Present:** Julie Ashworth  
George Boyne (except for Minutes 113-115)  
Ewan Cameron  
Martina Chukwuma-Ezike (in the Chair for minutes 109)  
Iain Grant  
Luke Halliday  
Helen Martin  
Caryn Miller  
Alison Rankin  
Shona Russell (except for Minutes 113-115)  
Joachim Schaper  
Christina Schmid  
Diane Skåtun  
Robert Traynham  
Adaku Ufere  
Neil Vargesson (except for Minutes 113-115)  
Ilia Xypolia

**In attendance:**

Senior Management Team:

Tracey Slaven (as University Secretary & Chief Operating Officer)

Clerk: Bruce Purdon

**Apologies:** Martin Barker, Eleanor Bentley, Lesley Birse, Owen Cox,  
Fiona Islam, Gary McRae, Otto Thoresen, Ainhua Burgos Aguilera.

WELCOME AND HOUSEKEEPING

109 The Rector opened the meeting and welcomed Christina Schmid, Ewan Cameron and Shona Russell to their first meetings.

## UNIVERSITY SECRETARY ROLE/PERSON SPECIFICATION AND RECRUITMENT PROCESS

- 110 The Court received a paper (CT20240918\_1) which sought approval for the recruitment of the next University Secretary. The paper also enclosed draft role descriptions/further particulars for the roles of University Secretary and Chief Operating Officer respectively, together with the role description and further particulars of the combined role of University Secretary & Chief Operating Officer as advertised in 2020.
- 111 The Court noted that given the significant volatility in the external environment, the current Secretary had recommended that Court should review the specification of the role to ensure that the ability of the role holder to deliver their responsibilities to Court and/or Executive responsibilities are not compromised. The recommendations in the paper also followed conversations with a range of members of Court and reflected on both evolving sector practice and the change agenda required of the Chief Operating Officer role to respond to the volatile external environment. The resulting recommendations were that Court agree to only a limited range of Executive responsibilities being included within the University Secretary role. The Principal, with responsibility for the effective management of the University, proposed to recruit a Chief Operating Officer to lead Professional Services through the volatility of the current sector context. The paper also articulated that Court would wish to be assured that that the scope of the role of University Secretary provides the incumbent with the ability to ensure effective, robust, and proportionate oversight and co-ordination of the University's wider governance eco-system beyond Court.
- 112 From the discussion that followed, the following key points were noted:
1. Some members noted that they would have preferred that the proposal to change the structure of the role had not been announced before the Court meeting. The Senior Governor noted that Court's responsibility was for the University Secretary role and it was for the Principal to agree on the scope of the Chief Operating Officer's role.
  2. Some members also noted that it would have been helpful to see alternative options articulated within the paper and to have more time available to discuss the proposal, noting that "de-coupling" the current role represented a significant change in the leadership and management of the University and which related to Court's responsibilities for oversight of the executive.
  3. Some members noted that they considered the level of executive functions within the role, as proposed in the paper, to be insufficient to enable the University Secretary to have appropriate status and influence within the University and that executive functions should be rebalanced between the two proposed roles. In addition, some members noted that responsibility for certain compliance functions needed to be clarified and more clearly articulated as sitting with the University Secretary. Other members, however, noted that the current workload of a combined role of University Secretary & Chief Operating Officer and the scale of the challenge for Professional Services in the current context, brought into

question whether, either role could be delivered effectively without a new approach.

4. It was noted that there had been concerns raised within the recent Court Effectiveness Review and Senior Governor Performance Reviews, regarding, under the current structure, the scope for a conflict of interest between the two roles of University Secretary and Chief Operating Officer, which the proposals also sought to acknowledge.
5. It was noted that good governance, applied not only to Court's procedures, but across the University's decision-making fora. Some members expressed concern that the proposal as framed would mean the incumbent was isolated from decision making and without the power to influence matters. The Principal confirmed, however, that the University Secretary would be a full member of the Senior Management Team and would be sighted on all day to day operational issues, noting that this could be further emphasised in the further particulars of the role.
6. It was noted that responsibility for compliance functions, as proposed, did not necessarily require to also include line management responsibility for those areas and this separation was evident in a range of organisations.

113 Following discussion and a vote (there being 14 members present at the point the vote was taken), the Court agreed by majority decision:

- a. That it was content that the role of the University Secretary, as detailed in the paper, was appropriately articulated to allow the role holder to fulfil their responsibilities (as per the Scottish Code of Good HE Governance) to Court.
- b. That it was content that the managerial/executive functions assigned to the role, as proposed, did not impact or inhibit the effective delivery of the University Secretary's responsibilities, subject to the responsibilities of the role being extended to clearly include responsibility for compliance and oversight of the functions of information governance and freedom of information.

114 It was further agreed that due to limitations on time available, the Court would by circulation seek formal approval of the further two following actions in the paper:

- c. Discuss and approve the proposed structure of the selection panel, and
- d. Approve the delegation of authority to Governance and Nominations Committee (GNC) for oversight of the recruitment process.

*Note by Clerk: Points c) and d) above, were subsequently approved by circulation. The further detail of these being:*

*Court confirmed delegated authority to the Governance and Nominations Committee to oversee the recruitment process, with authority to confirm the appointments to the Selection Panel, which in turn will report directly to Court on its actions and recommendations. The Selection Panel to comprise:*

- *Senior Governor (Chair of the Selection Panel)*
- *Principal.*
- *Senior Independent Member of Court or a Committee Chair.*
- *Student Member of Court.*
- *Staff/TU Member of Court.*
- *Senate Assessor (nominated by Senate Assessors), reflecting that the role is also Secretary to Senate.*
- *An external adviser familiar with the role of the University Secretary.*

*The Selection Panel shall be given authority to delegate to a smaller panel of its members permission to undertake long-listing deliberations. A formal update report on the process will be provided to GNC at this point.*

*The Selection Panel will undertake shortlisting and interview/assessment processes, as advised by the search consultants, and supported by the HR team. After the formal interview and assessment stage, the Selection panel will provide an assurance report on the process to GNC and present a recommendation on the appointment of the preferred candidate to the University Court.*

115 The Court also noted but due to limitations of time did not discuss in depth the temporary acting-up arrangements that were outlined in the paper with regard to both aspects of the current role, these being:

1. As per the contingency arrangements approved by GNC, the Head of Governance will act as Deputy Secretary during the absence of a University Secretary supporting the operational delivery of the governance processes. The paper also proposed that the Senior Governor also draws on the advice and guidance of the co-opted members of GNC during this period, given their external experience and perspective
2. That the Principal will consider and implement temporary cover arrangements for the Chief Operating Officer responsibilities over the next 8 weeks. Specific statutory responsibilities for the Establishment licence and the Immigration licence will be prioritised as well as key sector roles (US-Funding Policy Group).

*Note by Clerk: The Court at its meeting of 25 September, discussed further the interim arrangements and agreed that an Interim University Secretary should be recruited to provide leadership across all aspects of the role, beyond governance processes.*

Ends