

TERMS OF REFERENCE – COURT OF GOVERNORS AND ITS COMMITTEES

1. COURT OF GOVERNORS (THE UNIVERSITY'S GOVERNING BODY)

1.1 Composition

Up to 25 members:

- Up to 13 independent governors
- The Vice-Chancellor (ex officio)
- Up to 2 governors nominated by the Academic Board
- 1 student governor nominated by the students' union (a sabbatical officer elected by the students)
- Up to 8 co-opted* governors (including 2 governors nominated by the academic and support staff respectively)

*One such co-opted governor to have experience in the provision of education.

The Chair and Deputy Chair must be external governors and are elected annually by the Court of Governors.

1.2 Terms of Reference

1.2.1 The Court of Governors shall be responsible for:

- (a) the determination of the educational character and mission of the University and for oversight of its activities;
- (b) the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
- (c) approving annual estimates of income and expenditure;
- (d) for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Principal and the Clerk to the Board of Governors, and for the appointment, grading, dismissal and determination of the pay and conditions of service of holders of other senior posts;
- (e) the assignment and appraisal of the Principal and the Clerk;
- (f) setting a framework for the pay and conditions of service of all other staff.

1.2.2 The Court of Governors may establish committees for any purpose or function, other than those assigned elsewhere in the Articles to the Principal or Academic Board, and may delegate powers to such committees or to the Chair of the Court of Governors or the Vice-Chancellor.

1.2.3 The Court of Governors shall not, however, delegate the following:

- (a) the determination of the educational character and mission of the University;
- (b) the approval of the annual estimates of income and expenditure;

- (c) ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
- (d) the appointment or dismissal of the Principal;
- (e) the varying or revoking of the Articles.

1.2.4 The Court of Governors has agreed a Statement of Primary Responsibilities as set out in **Annex 1**.

1.3 Meetings

1.3.1 The Court of Governors will meet at least once per term. Additional meetings may be scheduled as necessary and a special meeting can be requisitioned under Article 7.3.

1.3.2 In attendance:

- Deputy Vice-Chancellors
- Pro Vice-Chancellors
- Director of Finance
- Director of HR
- Clerk to the Court of Governors (see 1.5 below)
- Deputy University Secretary

1.4 Quorum

10 members of whom 6 shall be independent governors.

1.5 Clerking Arrangements

The Court of Governors will appoint a clerk. The Court of Governors has decided this will be the University Secretary and Registrar. In his/her absence, the Deputy University Secretary will act as Deputy Clerk.

2. CHAIR'S COMMITTEE

2.1 Composition

7 members:

- Chair of the Court of Governors who shall act as Chair of the Committee
- Deputy Chair of the Court of Governors who shall act as Vice-Chair of the Committee
- The Vice-Chancellor (Chair of the Conferments Committee)
- Chair of the Estates Committee
- Chair of the Finance Committee
- Chair of the People Strategy and Remuneration Committees
- Chair of the Further Education Committee

2.2 Attendance at Meetings

- Deputy Vice-Chancellors
- University Secretary and Registrar
- Deputy University Secretary

Other officers may attend at the discretion of the Chair for particular items of business. Advisors, internal or external to the University, may be invited to attend at the discretion of the Chair.

2.3 Terms of Reference

- (1) At the request of the Court of Governors, to act in consort on urgent matters requiring authorisation on behalf of the Corporation between meetings of the Court of Governors.
- (2) To consider matters of complexity, and make recommendations thereon, in order to assist the Court of Governors in its deliberations.

2.4 Meetings

Meetings of the Chair's Committee during the year will be scheduled as required.

2.5 Quorum

The Quorum is 3 members, but must include the Chair or Deputy Chair and the Vice-Chancellor or his/her nominee plus one other external governor. If the Chair and Deputy Chair are unable to attend, the Standing Committee may meet in an advisory capacity.

2.6 Minutes

Formal minutes shall be kept of all meetings and presented to the next meeting of the Court of Governors.

2.7 Amendments

Amendments to the membership and terms of reference can only be approved by the Court of Governors.

2.8 Clerking Arrangements

The clerk to the Committee will be the Clerk to the Court of Governors, or Deputy, or other appropriate independent individual.

3. ACADEMIC BOARD

The membership and terms of reference of the Board and its Committee are set out in the Academic Board's Standing Orders (available from the University Secretary and Registrar).

4. AUDIT COMMITTEE

4.1 Composition

- 4.1.1 The Committee will consist of up to five members (and no fewer than four members), at least one of whom shall have recent and relevant financial experience ideally with a professional qualification from one of the professional accountancy bodies, and at least three of whom are governors.
- 4.1.2 The governor-members of the committee and its Chair, who shall be a governor, shall be appointed by the Court of Governors. They may not include the Chair or Deputy Chair of the Court of Governors, a member of the Finance Committee, a governor with executive responsibility for the management of the University or a staff or student governor.
- 4.1.3 The Committee may co-opt a member with particular expertise who is not a governor or an employee of the University.
- 4.1.4 A member of the Audit Committee should not have an interest in or relationship with the University that could, or could be perceived to, affect his/her judgement.

4.2 Attendance at meetings

4.2.1 Only members of the Committee have the right to attend Committee meetings. The Director of Finance, the internal auditors and the external auditors will be invited to attend meetings of the Committee on a regular basis, and other non-members may be invited to attend all or part of any meeting as and when appropriate.

4.3 Frequency of meetings

4.3.1 The Committee shall meet not less than three times a year, timed to coincide with key dates within the financial reporting and audit cycle. The internal and external auditors may request the Chair to convene a special meeting of the Committee if they consider it necessary.

4.4 Quorum

4.4.1 The quorum necessary for the transaction of business shall be 2 members.

4.5 Duties

4.5.1 Subject always and only to the overall supervision and direction of the Court of Governors, the duties of the Committee shall be as follows:

4.5.2 Internal control and risk management

The Committee shall:

- assess the scope and effectiveness of the University's risk management framework and the systems and processes established to identify, assess, manage and monitor its operational and financial risks
- assess the adequacy and effectiveness of the University's governance arrangements
- satisfy itself that suitable arrangements are in place to promote economy, efficiency and effectiveness
- review the procedures for monitoring compliance with the University's policy on fraud and irregularity, including the prevention of bribery; to receive reports on any non-compliance and to ensure that all significant losses have been properly investigated.
- review arrangements by which staff and contractors may, in confidence raise concerns about possible improprieties, and ensure that these arrangements provide for proportionate and independent investigation of such matters and appropriate follow-up action
- review and approve the statements made in the annual Report and Financial Statements concerning risk management and internal control systems.
- review arrangements for the reporting of serious incidents to HEFCE.
- review the arrangements in place for ensuring the integrity of the University's research practices and procedures, via receipt of an annual report on research integrity.
- review the procedures for strategic monitoring of compliance with the University's Counter Terrorism strategies.

4.5.3 Internal audit

The Committee shall:

- consider and make recommendations to the Court of Governors on the appointment, re-appointment and removal of the internal auditors and on the frequency with which the internal audit services contract is put out to tender, overseeing the selection process in the case of a tender
- advise the Court of Governors on the appointment and terms of engagement and any questions of resignation or dismissal of the internal auditors

- review the remit and the expertise, objectivity and effectiveness of the internal audit function
- review and assess the annual internal audit plan for reviewing the effectiveness of the systems for risk management and internal control
- review reports on the results of the internal auditors' work and monitor management's responsiveness to internal audit findings and recommendations
- ensure that the internal auditors are accountable to the Committee and meet privately with them at least once a year.

4.5.4 Financial and other reporting

The Committee shall monitor the integrity of the annual report and financial statements, reviewing in particular:

- the appropriateness and consistency on a year to year basis of significant accounting policies
- the methods used to account for unusual transactions
- whether appropriate estimates and judgements have been made
- the clarity and completeness of disclosure in the financial statements and the context in which statements are made
- the going concern assumption
- all material information presented with the financial statements

The Committee shall review the adequacy of procedures for managing and assuring the quality of data that the University is required by regulation or the funding councils to be maintained and/or reported to government departments, the funding councils or other public bodies.

4.5.5 External audit

The Committee shall:

- consider and make recommendations to the Court of Governors on the appointment, re-appointment and removal of the external auditors and on the frequency with which the external audit services contract is put out to tender, overseeing the selection process in the case of a tender
- oversee the relationship with the external auditors, including:
 - assessing annually the expertise and resources, independence and objectivity of the external auditors taking into account relevant professional and regulatory requirements including those relating to the provision of any non-audit services
 - approving their terms of engagement and the scope of the audit
 - reviewing their proposed remuneration and satisfying itself that the level of fees is appropriate to enable an effective and high quality audit to be carried out
- meet privately with the external auditors at least twice a year: at the audit planning stage and at the conclusion of the audit to discuss their remit, the quality of information received from the University in connection with the audit, and any issues arising from the audit
- review the annual audit plan and ensure that it is consistent with the scope of the audit engagement
- review the findings of the audit with the external auditors, including:
 - a discussion of any major issues that arose during the audit
 - key accounting and audit judgements
 - levels of errors identified during the audit
- review any representation letter(s) requested by the external auditors before it is signed by management
- review the management letter and management's response to the auditors' findings and recommendations

- review the effectiveness of the audit process and report on this to the Court of Governors when making recommendations on the re-appointment of the external auditors.

4.6 Reporting responsibilities

4.6.1 The Committee Chair shall report formally to the Court of Governors on how the Committee has discharged its responsibilities, including:

- the results of internal audit and other reviews of the effectiveness of the systems for risk management and internal control
- the significant issues that it considered in relation to the financial statements and how these were resolved
- its assessment of the quality and effectiveness of the internal audit work and of the external audit process, and its recommendations on the appointment or re-appointment of the internal auditors and the external auditors

4.6.2 The Committee shall compile an annual report on its activities during the financial year for submission to the Court of Governors and the Vice-Chancellor. The report shall include the Committee's opinion, based on Committee's own enquiries and the results of the work of the internal auditors, the external auditors, any HEFCEAS reports and other relevant evaluations, regarding:

- the adequacy and effectiveness of the University's risk management internal control and governance arrangements
- its arrangements for achieving economy, efficiency and effectiveness
- its arrangements for the management and quality assurance of data submitted to the Higher Education Statistics Agency, HEFCE and other funding bodies

4.6.3 The Committee shall review and endorse for approval by the Court of Governors the annual sustainability assurance report in the form required by HEFCE.

4.7 Other matters

4.7.1 The Committee shall review its own performance periodically and, at least annually, review its constitution and terms of reference to ensure it is operating effectively, and recommend any changes to the Court of Governors.

4.7.2 The Committee shall be provided with appropriate and timely training, in the form of an induction programme for new members, and on an ongoing basis for all members.

4.8 Authority

4.8.1 The Committee is authorised by the Court of Governors to seek any information it requires from any employee of the University in order to perform its duties, and to obtain any outside legal or professional advice at the University's expense.

4.9 Clerking Arrangements

4.9.1 The clerk to the Committee will be the Clerk to the Court of Governors, or Deputy, or other appropriate independent individual.

5. APPEAL AGAINST DISMISSAL COMMITTEE (For all staff, excluding Holders of Senior Posts)

5.1 Composition

5.1.1 The composition of the Committee shall be:

- two external governors and one staff member at a senior level, to be selected by the Clerk to the Court, on the basis of availability and suitability.

5.1.2 The Chair of Court and the Vice-Chancellor cannot be a member of the Committee. The Deputy Chair of Court may act as a member of the Appeal Against Dismissal Committee, providing that he/she has not previously been involved in the case.

5.1.3 The Chair of the Committee shall be an external governor and shall be elected by members of the Committee from their number.

5.2 Terms of Reference

5.2.1 To act as the committee to consider all appeals against dismissal, in accordance with the Articles, where the process of dismissal has been initiated by the Vice-Chancellor or by a nominee of the Vice-Chancellor.

5.2.2 The Committee shall not consider appeals from “holders of senior posts”, who are defined as: the Vice-Chancellor, Deputy Vice-Chancellors, Pro Vice-Chancellors, Director of Finance, Director of Human Resources and the University Secretary and Registrar (i.e. the Executive Board). Executive Board members are subject to a separate dismissal procedure for holders of senior posts, and will submit their appeals to a Special Appeal Committee.

5.2.3 The Committee shall consider all appeals fairly and impartially and shall determine whether a decision to dismiss is reasonable and procedurally correct. The Committee may:

- Dismiss the appeal, or
- Uphold the appeal, or
- Defer a decision in order to obtain further information and then reconvene at a later date to make a decision.

5.3 Meetings

5.3.1 The Committee shall be convened as and when necessary by the University Secretary and Registrar, except where there is a conflict of interest to his or her office, in which case an appropriate independent individual will be identified to convene and clerk the Committee.

5.3.2 The Court of Governors has agreed an order of proceedings for oral hearings of the Committee and an order of proceedings for written appeals (in the case of dismissal due to redundancy).

5.4 Quorum

The quorum is 2 members.

6. COMMITTEE OF INDEPENDENT GOVERNORS

6.1 Composition

6.1.1 All independent governors of the University.

6.1.2 Chair to be the Chair of the Court of Governors unless he or she is unable to act, in which case a Chair to be elected from their number.

6.2 Terms of Reference

To appoint independent governors when required in the circumstances set out by the Instrument and Articles of Government.

6.3 Meetings

To be convened by the Clerk to the Court of Governors or Deputy when required.

6.4 Quorum

40% of their number.

7. CONFERMENTS COMMITTEE

7.1 Composition

8 members maximum:

- The Vice-Chancellor as Committee Chair.
- Three external members of the Court of Governors
- The four Heads of College (Pro Vice-Chancellors)

7.2 Terms of Reference

(1) To consider and decide upon proposals put forward for honorary degrees and fellowships conferred by the University.

(2) To consider and decide upon nominations for honorary awards from partner colleges ie higher education institutions whose research degree programme is validated by the University.

(3) To maintain a formal scheme for the consideration of honorary degrees and fellowships conferred by the University.

(4) To have authority to invite advisers of appropriate standing, background and experience to assist the Committee in general or in determining whether a particular conferment should be made.

Note: The conferment of professorships (including visiting professorships) is the responsibility of the Vice-Chancellor advised by the Professorial Committee of the Academic Board.

7.3 Meetings

7.3.1 As determined by the Chair in consultation with the Clerk to the Court of Governors.

7.3.2 The Committee may decide to invite external advisers to attend its meetings.

7.4 Reporting

This Committee submits its minutes to the Court of Governors for receipt.

7.5 **Quorum**
3 members.

7.6 **Clerking Arrangements**
The clerk to the Committee will be the Clerk to the Court of Governors or Deputy or other appropriate independent individual.

8. ESTATES COMMITTEE

8.1 **Composition**

8.1.1 Up to 7 members:

- Chair of the Court of Governors (ex officio)
- Deputy Chair of the Court of Governors (ex officio)
- Vice-Chancellor (ex officio)
- Chair of Finance Committee (ex officio)
- Up to three external governors

The above to include a Chair to be appointed by the Court of Governors.

10.1.2 The members of the Estates Committee shall also be members of the Finance Committee.

8.2 **Terms of Reference**

- (1) To advise the Court of Governors, other appropriate committees *and* the Vice-Chancellor on all matters related to the University's property portfolio to include:
 - (a) student residences;
 - (b) sustainability;
 - (c) space planning policy and review;
 - (d) facilities management;
 - (e) major projects and college properties.
- (2) To advise the Court of Governors on the University's estates strategy and to review and monitor the strategy's implementation.
- (3) To ensure that disaster management and business recovery plans are in place and reviewed.

8.3 **Meetings**

8.3.1 Number of meetings to be determined annually by the Court of Governors.

8.3.2 The Committee may decide to invite external advisers to attend its meetings.

8.4 **Reporting**

This Committee submits its minutes to the Court of Governors for receipt.

8.5 **Quorum**

3 members.

8.6 **Clerking Arrangements**

The clerk to the Committee will be the Clerk to the Court of Governors or Deputy or other appropriate independent individual.

9. FURTHER EDUCATION (FE) COMMITTEE

9.1 Composition

- Four governors: at least two shall be external governors.
- One of the external governors shall act as Committee Chair (as appointed by the Court of Governors).

9.2 Terms of Reference

To consider and monitor updates; and to provide leadership and influence; relating to Further Education matters on behalf of the Court of Governors, in particular:

FE Provision at UAL

- 1) To monitor, challenge, influence and review the annual Self-Assessment report.
- 2) To monitor, challenge, influence and review the annual Quality Assurance Improvement Plan.
- 3) To monitor, challenge, influence and review the annual retention, achievement and success data for the University's Foundation Diploma in Art and Design students.
- 4) To monitor, challenge, influence and review developments in the framework and delivery of the University's FE provision.
- 5) To ensure the University's compliance with its regulator in FE matters (Ofsted) and to consider reports from the regulator.
- 6) To report to the Court of Governors on FE matters which require its attention (for example, on matters which may affect the educational character and mission of the University).

UAL Awarding Body

- 1) To review and endorse UAL Awarding Body's Annual Statement of Compliance, for approval by the Court of Governors and for signature by the Chair, prior to its submission to the regulator (Ofqual).
- 2) To review and endorse UAL Awarding Body's submissions to, and compliance with, other regulators (such as Qualifications Wales), as required.
- 3) To consider and comment on an overview of the Awarding Body's annual achievements; and its planned activities for the forthcoming year.

9.3 Meetings

- Once per term.
- The meetings shall be carried out in two parts, so that Awarding Body staff are not present and do not receive papers for updates carried out by the University's FE staff, and vice versa.

9.4 Reporting

This Committee submits its minutes to the Court of Governors for receipt.

9.5 **Quorum**
2 governors (at least one of whom shall be an external governor).

9.6 **Clerking Arrangements**
The clerk to the Committee will be the Clerk to the Court of Governors or Deputy or other appropriate independent individual.

10. FINANCE COMMITTEE

10.1 **Composition**

10.1.1 Up to 7 members:

- Chair of the Court of Governors (ex officio)
- Deputy Chair of the Court of Governors (ex officio)
- Vice-Chancellor (ex officio)
- Chair of Estates Committee (ex officio)
- Up to three external governors

The above to include a Chair to be appointed by the Court of Governors.

10.1.2 The members of the Finance Committee shall also be members of the Estates Committee.

10.2 **Terms of Reference**

- (1) To advise the Court of Governors on all matters relating to the solvency of the University and to safeguarding its assets.
- (2) To be responsible for the monitoring of financial risk management.
- (3) To be responsible for the preparation to final draft of the University's annual budget and for any major revisions to the approved budget as necessary during the year before submission to the Court of Governors.
- (4) To be responsible to the Court of Governors for giving detailed consideration to the periodic and mid-year financial statements in respect of both the University's budget and grants made to the Students' Union and for monitoring performance against the approved budgets; and as necessary for informing the Court of Governors of any matters of concern arising there from.
- (5) To act for the Court of Governors on specific financial issues where the avoidance of delay is imperative and delegated authority has been given, and, subject to reporting requirements, when authorisation by the Court of Governors in matters relating to the University's approved banking and financial arrangements is required.
- (6) To give detailed consideration to the draft annual accounts.
- (7) To act for the University on the approval of the final terms of all major property sales and acquisitions within the parameters of the capital plan as approved by the Court of Governors (see **Annex 2**).
- (8) To deal with the acquisition of student accommodation schemes subject to:
 - (a) The Committee being satisfied that the proposal is in the best interests of the University.
 - (b) The Director of Finance being satisfied with the financial implications and arrangements.

- (c) The University's Legal Affairs' approval of any agreement and lease.
- (d) The University's external auditors' confirmation that the transaction remains off balance sheet.

- (9) To consider and respond to items drawn to its attention by the Audit Committee.
- (10) To advise the Court of Governors on financial strategy, and to review and monitor the strategy's implementation.
- (11) To advise the Court of Governors on the setting of tuition and other fees.
- (12) To be responsible for approval and review of financial standing orders and for ensuring that an effective framework of financial policies is in place.
- (13) To act as trustees for the University Charity and deal with charitable matters on behalf of the Court of Governors.
- (14) To monitor and review matters connected to the University's IT infrastructure.

10.3 Meetings

- 10.3.1 At least once per term.
- 10.3.2 The Director of Finance shall advise the Committee. The Committee may invite internal and external advisers to attend their meetings.

10.4 Reporting

This Committee submits its minutes to the Court of Governors for receipt.

10.5 Quorum

3 members.

10.6 Clerking Arrangements

The clerk to the Committee will be the Clerk to the Court of Governors or Deputy or other appropriate independent individual.

11. NOMINATIONS COMMITTEE

11.1 Composition

11.1.1 7 members:

- The Deputy Chair of the Court of Governors, who shall act as Chair
- The Chair of the Court of Governors
- Vice-Chancellor ex officio
- three external governors
- a senior member of academic staff who may be a governor

11.1.2 A majority of the members shall be external governors.

11.2 Terms of Reference

- (a) In respect of those categories in membership of the Court of Governors which are not filled by staff, or students from the University:

- (1) To review regularly the composition of the governing body, including its diversity, and to evaluate the specific skills, knowledge, and experience required to fill potential vacancies.
 - (2) To take appropriate action in order to identify initial proposals for potential members.
 - (3) To consider and progress all proposals with due regard to confidentiality, constitutional and legal requirements, corporate needs and the mutuality of the University and the potential member; in the latter case, the proposed nominee should be required to disclose any interests which may result in a potentially unacceptable conflict of interest prior to a formal offer of appointment being made.
 - (4) To maintain a register of potential future nominees.
 - (5) To consider the potential reappointment of external members at the conclusion of their specified term of office, having given due regard to their performance and ability to contribute to the Court of Governors in the light of the knowledge, skills and experience required within the governing body overall.
 - (6) To recommend to the Court of Governors or its appointing or nominating bodies on the appointment and reappointment, as the case may be, of members.
- (b) In respect of staff nominations, to consider election arrangements on behalf of the Court of Governors, when feasible, and timing allows.
- (c) To review committee membership on a regular basis, in order to identify any forthcoming vacancies and to make recommendations to the Court of Governors on committee appointments, as appropriate. (This review will also inform the Committee of any particular skills required as part of the recruitment of new external governors.)
- (d) To consider arrangements for the Chancellor role and to make recommendations to the Court of Governors on the appointment or reappointment of the Chancellor.

11.3 Meetings

- 11.3.1
- Up to once per term.
 - Some of the Committee's work may be undertaken outside of meetings through written communications and agreement, subject to all such decisions, particularly where a final nomination is being contemplated, being formally recorded and reported to the Committee and the Court of Governors or appointing authority.

11.3.2 Advisers appointed at the discretion of the committee to be consulted by the committee from internal or external sources.

11.4 Reporting

- The Committee may report to the Committee of Independent Governors on the nomination of independent governors when necessary.
- This Committee submits its minutes to the Court of Governors for receipt.

11.5 Quorum

3 members, providing that the external lay members are in the majority in the quorum.

11.6 Clerking Arrangements

The clerk to the Committee will be the Clerk to the Court of Governors or Deputy or other appropriate independent individual.

12. PEOPLE STRATEGY COMMITTEE

12.1 Composition

12.1.1 Four external governors to include the Chair or Deputy Chair of the Court of Governors.

12.1.2 The Vice-Chancellor, ex-officio.

12.1.3 The above to include a Chair appointed by the Court of Governors: the Chair shall be an external governor. The People Strategy Committee Chair shall also act as Chair of the Remuneration Committee.

12.2 Terms of Reference

- (1) To ensure the University has appropriate employment policies to meet its statutory obligations, and to advise the Court of Governors on employment and other staffing matters for which the Court of Governors is responsible under the governing document and as further detailed in the Statement of Primary Responsibilities.
- (2) To take direct responsibility on behalf of the Court of Governors for the interpretation of agreed policy in those matters for which the Court of Governors is responsible and which the Court may delegate.
- (3) To review and monitor the implementation of the University's People Strategy, and to be responsible for reporting thereon to the Court of Governors. This includes the consideration of progress on annual performance indicators.
- (4) To consider the Staff Development Annual Report and Operating Plan.
- (5) To consider regular updates on Employment Related issues, including changes to employment law.
- (6) To receive an annual report from the Appeal Against Dismissal Committee, on behalf of the Court of Governors.
- (7) To review and monitor the implementation of the Equality and Diversity Strategies and to report thereon to the Court of Governors, and on arrangements in place to comply with the corporation's duties as a public body in relation to equality.
- (8) To advise the Court of Governors on matters relating to the health and safety and well being of employees and students.
- (9) To ensure that the University has appropriate mechanisms in place to deliver effective consultation and negotiation with recognised trade unions.

12.3 Meetings

12.3.1 At least once per term.

12.3.2 The Director of Human Resources shall advise the Committee. The Committee may invite internal and external advisers to attend their meetings.

12.4 Reporting

This Committee submits its minutes to the Court of Governors for receipt.

12.5 Quorum

2 members.

12.6 Clerking Arrangements

The clerk to the Committee will be the Clerk to the Court of Governors or Deputy or other appropriate independent individual.

13. REMUNERATION COMMITTEE

13.1 Composition

13.1.1 Five external governors to include both the Chair and the Deputy Chair of the Court of Governors.

13.1.2 The above to include a Chair appointed by the Court of Governors: the Chair shall be an external governor but shall not be the Chair or Deputy Chair of Court. The Remuneration Committee Chair shall also act as Chair of the People Strategy Committee.

13.1.3 Staff members, including the Vice-Chancellor, may be invited to attend as advisers; however, the Vice-Chancellor shall not attend the Committee when his/her own remuneration is under consideration.

13.2 Terms of Reference

To act for the Court of Governors in:

- (a) Considering policy frameworks for senior staff remuneration and severance arrangements*, prior to their endorsement by the Court of Governors.
- (b) Considering the Vice-Chancellor's annual appraisal and determining the Vice-Chancellor's pay and conditions.
- (c) Determining senior staff** salaries and setting their terms of employment, having first considered any recommendation of the Vice-Chancellor thereon.
- (d) Determining the pay envelope for staff on individual contracts, having first considered any recommendation of the Vice-Chancellor thereon.
- (e) Endorsing the pay award for all other staff, following agreements at national level.
- (f) Ensuring arrangements are in place for the appraisal of senior staff*.
- (g) Determining severance arrangements for senior staff.**

*In relation to the severance policy only, this also applies to any member of staff whose salary level falls within the parameters set by HEFCE, as requiring to be included as part of the severance payment figure in the University's financial statements.

**Senior staff in this regard means the Deputy Vice-Chancellors, Pro Vice-Chancellors, Director of Human Resources and Director of Finance, and the University Secretary and Registrar. The Court of Governors is responsible for the appointment and dismissal of the Vice-Chancellor and for the appointment and dismissal of the Clerk to the Court of Governors (the University Secretary and Registrar).

13.3 Meetings

13.3.1 Twice per year.

13.3.2 The Director of Human Resources shall advise the Committee. The Committee may invite internal and external advisers to attend their meetings.

13.4 Reporting

This Committee submits its minutes to the Court of Governors for receipt. It shall also submit a report, summarising its decisions and operation, to the Court of Governance on an annual basis.

13.5 Quorum

2 members.

13.6 Clerking Arrangements

The clerk to the Committee will be the Clerk to the Court of Governors or Deputy or other appropriate independent individual.

NOTE:

1. Annually, the Court of Governors appoints committees, and Chairs and Vice-Chairs of committees. Where a Chair cannot act for any reason, the Vice-Chair will act. In the absence of both the Chair and Vice-Chair, the committee or body will appoint a Chair for that meeting from amongst its number.

Last approved by the Court of Governors: July 2018

Annex 1

STATEMENT OF PRIMARY RESPONSIBILITIES

The principal responsibilities of the Court of Governors are set out in this Statement.

1. To approve the mission and strategic vision of the institution, long term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.
2. To delegate authority to the head of the institution, as chief executive, for the academic, corporate, financial, estate and personnel management of the institution. And to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under authority of the head of the institution.
3. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
4. To ensure processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
5. To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
6. To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
7. To safeguard the good name and values of the institution.
8. To appoint the head of the institution as chief executive, and to put in place suitable arrangements for monitoring his/her performance.
9. To appoint a secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
10. To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.
11. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the university's assets, property and estate.
12. To be the institution's legal authority and, as such, to ensure that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name.

13. To make such provision as it thinks fit for the general welfare of students, in consultation with senate or academic board.
14. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
15. To ensure that the institution's constitution is followed at all times and that appropriate advice is available to enable this to happen.

Annex 2

**PARAGRAPH (7) OF FINANCE COMMITTEE TERMS OF REFERENCE –
ACQUISITION AND DISPOSAL OF PROPERTY**

- (i) All proposals must be included in principle in the confidential capital plan/budget reported to the Court of Governors at least annually.
- (ii) Adoption of the capital plan/budget should include specific delegation to Finance Committee of the power to agree major acquisitions and disposals.
- (iii) Updates should be provided for the Court of Governors if there are material adjustments to the figures involved (defined as an unfavourable variance of either 12.5% or £500,000 from the specific figure in the capital budget whichever is the lesser amount. This reflects the current Standing Financial Order 9).
- (iv) Delegation is subject to there being: -
 - no material variation (see iii above) from the capital plan, and to the Finance Committee assuring itself of:-
 - clarity in the application of Standing Financial Orders and Financial Regulations; and
 - professional standards of practice in the exercise of executive discretion for the identification and selection of any business advisers or partners including vendors and purchasers.
 - effective monitoring and exception reporting for all major contractual relationships.
- (v) The Finance Committee shall require:
 - (a) the views of members of the Estates Committee on the proposed transaction to be obtained (corporately or if unavoidable, individually).
 - (b) an executive recommendation to approve the final terms of any major disposal on behalf of the Court of Governors.

