



**LJMU Board of Governors  
Terms of Reference &  
Primary Responsibilities**

**Sub-Committee/Groups**

- Audit Committee
- Employment Committee
- Finance Committee
- Nominations Committee
- Remuneration Committee

**Membership**

Mr Mike Parker (Chair)	Independent
Ms Nicky Benson (Deputy Chair)	Independent
Mr Anthony Akaraonye	Independent
Mr Garry Banks	Independent
Mrs Kerry Byrne	Independent
Miss Angelina Cliff	Student Nominee
Mr Lee Gilmore	Independent
Ms Sarah Maclennan	Co-opted (Teaching)
Mr Brian McCann	Independent
Mr Gareth McIntegart	Independent
Mr Eliot Ward	Independent
Ms Wendy Williams	Independent
Ms Michelle Laing	Academic Board Nominee
Mr Ian Wroot	Academic Board Nominee

**In Attendance:**

- Finance Director & Deputy Chief Executive
- Acting Finance Director
- Pro Vice Chancellor (Education)
- Pro Vice Chancellor (External Engagement)
- Pro Vice Chancellor (Scholarship, Research & Knowledge Transfer)
- Pro Vice Chancellor (Strategic Initiatives)
- Registrar & Deputy Chief Executive
- Deputy Chief Executive (Organisational Enhancement)
- Executive Dean of Arts, Professional & Social Studies
- Executive Dean of Education, Health & Community
- Executive Dean of Science
- Executive Dean of Engineering & Technology

Executive Dean, Liverpool Business School  
Interim Executive Dean of Education, Health & Community  
Director of Strategic Planning  
Deputy Clerk to the Board (Minutes)

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### **Secretary**

Michael Thompson  
Extension: 6368  
Email: [M.F.Thompson@ljmu.ac.uk](mailto:M.F.Thompson@ljmu.ac.uk)

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### **Quoracy:**

- The quorum for the transaction of business shall be such number as is nearest to but not greater than one third of the total membership of the Board plus one (8). Not less than half the members present shall be external members.
- Any member who withdraws due to Pecuniary, Family or Other Personal Interest (Article 7 (7) (a), 7 (8), or 7 (9) of the Articles of Government), shall be deemed to be present for the purposes of the quorum.
- If less than half of the members present at any time are external members but the meeting is otherwise quorate, a decision may, with the consent of a majority of the external members present, be deferred to the next meeting, which, if otherwise quorate, may make that decision notwithstanding that less than half the members present are external members. No decision shall be deferred more than once using this provision.

### **Frequency of Meetings:**

- The Board will meet at least four times per year.

### **Mission:**

- To ensure the University adheres to its mission to create and sustain a vibrant community for learning and knowledge, where staff and students work together in an active and supportive partnership; providing opportunities to enrich our students, partners and wider society through education, training, research, scholarship and knowledge transfer.

### **Terms of Reference:**

#### **Authority**

- To conduct the University's affairs in accordance with the extant Instrument and Articles of Government.

## **Policy & Strategy**

- The determination of the educational character and mission of the University and the oversight of its activities;
- To approve the mission and strategic vision of the University, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of students and other stakeholders.
- The consideration of the development of the academic activities of the University and the resources needed to support them as advised by the Vice-Chancellor & Chief Executive and the Academic Board.

## **Vice-Chancellor & Chief Executive**

- The appointment and dismissal of the Vice-Chancellor & Chief Executive, and to put in place suitable arrangements for monitoring his performance;
- To delegate authority to the head of the Institution, as chief executive, for the academic, corporate, financial, estate and human resource 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 the authority of the head of the Institution.

## **Clerk to the Board of Governors/University Secretary**

- The appointment of a Clerk to act as Secretary to the Board of Governors, and to ensure that, if the person appointed has managerial responsibilities in the Institution, there is an appropriate separation in the lines of accountability.

## **Senior Postholders**

- The appointment, assignment, grading, appraisal, development, training, suspensions, dismissal and determination of the pay and conditions of service of holders of senior posts.

## **Staff**

- Setting a framework for the pay and conditions of service of all other staff;

## **Students**

- To ensure that the University adheres to its mission to serve and enrich our students, providing opportunities through education, training, research, scholarship and knowledge transfer and putting their experience at the heart of our priorities.
- To receive assurance that adequate provision has been made for the general welfare of students.

- To ensure there are effective channels of communication between the University and the student community.
- Approving the Student Union's constitution; making rules regarding the conduct of students, after consultation with the Academic Board and representatives of the students; and satisfying themselves that students have adequate mechanisms for raising concerns.
- Taking such steps as reasonably practicable to ensure that the Students' Union operates in a fair and democratic manner and is accountable for its finances. (Education Act 1994)

### **Equality & Diversity**

- Ensuring the University has non-discriminatory systems in place to provide diversity and equality of opportunity for staff and students. (HECG).
- The governing body must also routinely reflect on its own composition and consider taking steps to ensure that it reflects societal norms and values. (HECG).

### **Health & Safety**

- The health and safety of employees, students and other individuals whilst on the University's premises and in other places where they may be affected by its operations; including ensuring that the University has a written statement of policy on health and safety and arrangements for the implementation of that policy. (Health & Safety at Work Act 1974).

### **Stewardship**

- Ensuring the solvency of the University and the Corporation and the safeguarding of its assets;
- The approval of the annual estimates of income and expenditure;
- Determining the tuition and other fees payable to the University (subject to any terms and conditions attached to grants, loans or other payments made by the Higher Education Funding Council for England or other funding bodies.
- Ensuring the University has a sound system of risk management.
- Directing and overseeing the University's arrangements for internal and external audit.
- Ensuring that a mechanism exists for staff of the University to raise legitimate concerns relating to the probity of the Institution;

- Ensuring an anti-bribery culture such that the University, through its staff, associates and agents, conducts its business in accordance with the highest standards of ethical behaviour and financial probity and complies with all applicable anti-bribery laws.

### **Monitoring**

- Ensuring that 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.
- The periodic review of the effectiveness of the University's Governance arrangements, making such amendments to the Articles of Government, the Scheme of Delegation, and Board Committee structure as may be necessary.

### **Corporate Governance**

- To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life (The Nolan Principles).
- To safeguard the good name and values of the Institution.

### **Legal Authority**

- 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. (HECG).
- To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the Institution.
- Ensuring the legal obligations of the University as an exempt charity are met having regard to the requirements of the principal regulator, HEFCE, for the Charity Commission.
- The varying or revoking of the Articles of Government, ensuring the Institution's constitution is followed at all times and that appropriate advice is available to enable this to happen. These Articles may be amended or replaced by a resolution of the Board of Governors either with the approval of the Privy Council or as required by the Privy Council, after consultation with the Board of Governors, in accordance with Section 125 of the Education Reform Act 1988.

### **Delegation**

The Articles of Government, subject to certain provisions, provide for the delegation of certain functions or the establishment of Committees of the Board.

A Scheme of Delegation was approved by the Board of Governors on 3<sup>rd</sup> July 2017, and this sets out the responsibilities and levels of authority delegated by the Board. In addition to the Scheme of Delegation, each of the Committees of the Board has approved Terms of Reference, which are reviewed on an annual basis.

**The Board of Governors shall not delegate the following:**

- The determination of the educational character and mission of the University;
- The approval of the annual estimates of income and expenditure;
- Ensuring the solvency of the University and the Corporation and the safeguarding of its assets;
- Determining the tuition and other fees payable to the University (subject to any terms and conditions attached to grants, loans or other payments made by the Higher Education Funding Council for England or other funding bodies.
- The appointment and dismissal of the Vice-Chancellor & Chief Executive, and to put in place suitable arrangements for monitoring his performance;
- The appointment of a Clerk to act as Secretary to the Board of Governors, and to ensure that, if the person appointed has managerial responsibilities in the Institution, there is an appropriate separation in the lines of accountability.
- The varying or revoking of the Articles of Government, ensuring the Institution's constitution is followed at all times and that appropriate advice is available to enable this to happen.

**Review**

The Terms of Reference & Primary Responsibilities of the Board of Governors will be reviewed on an annual basis, or more frequently should governance or strategic needs dictate.

\* HEFCE (Higher Education Funding Council for England)

\*\*HECG (Higher Education Code of Governance)