

# LIVERPOOL JOHN MOORES UNIVERSITY: SCHEME OF DELEGATION

## 1. INTRODUCTION AND DEFINITIONS

- 1.1 The purpose of this document is to identify the responsibilities and delegated authorities for making key decisions in the name of, or on behalf of, Liverpool John Moores University. The responsibilities are set out in the University's Articles, and are in accordance with the University's Financial Regulations and with the Committee of University Chairs' (CUC) guidance. Specific levels of authority required for specific decision making powers with regard to Financial Matters can be found at <https://www2.ljmu.ac.uk/fin/78038.htm>  
A copy of the Financial Regulations can be found at <https://www2.ljmu.ac.uk/fin/78038.htm>
- 1.2 According to the Articles of Government, the Board may delegate or allocate its powers, authority and functions to committees, the Academic Board, the Chair, the Vice-Chancellor and Chief Executive, any other holder of a senior post or any other staff of the University. The delegations must be clearly defined in writing and be formally approved by the Board of Governors.
- 1.3 Senior Post Holder is defined as the Vice-Chancellor and Chief Executive, Pro Vice-Chancellors, Deputy Chief Executives, the Executive Deans of Faculty, and any other such member of staff determined by the Vice-Chancellor & Chief Executive from time to time.
- 1.4 Senior Management is defined as those listed in 1.3 above and any other such member of staff determined by the Vice-Chancellor & Chief Executive from time to time.

## 2. GENERAL CONDITIONS

- 2.1 The Board of Governors and the Vice-Chancellor & Chief Executive reserve the right under exceptional circumstances to determine any matter which would normally be delegated to others under this Scheme.
- 2.2 Those to whom authority has been delegated shall be expected to identify and refer for decision at an appropriate higher level any sensitive policy or political issue which would otherwise be within his/her competence to determine.
- 2.3 Failure to meet responsibilities delegated under the Scheme shall render individuals liable to disciplinary action or some other form of sanction as appropriate.
- 2.4 In particular, failure or malpractice with regard to the management of resources relating to devolved resources and budgets may lead to the removal or restriction of authority and/or may result in disciplinary sanction.

The Scheme of Delegation is set out as follows:

### 3. RESPONSIBILITIES OF THE BOARD OF GOVERNORS

#### 3.1 Board Responsibilities which cannot be delegated

3.1.1	The determination of the educational character and mission of the University
3.1.2	The approval of the annual estimates of income and expenditure.
3.1.3	The approval of annual returns to HEFCE, including: <ul style="list-style-type: none"> <li>• Quality Assurance</li> <li>• Annual Sustainability Assurance Report</li> <li>• Annual Report of the Audit Committee</li> <li>• Annual Assurance Return</li> <li>• Prevent Duty Annual Monitoring Report</li> </ul>
3.1.4	Ensuring the solvency of the University and the Corporation and the safeguarding of its assets
3.1.5	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).
3.1.6	The appointment or dismissal of the Vice-Chancellor & Chief Executive
3.1.7	The appointment or dismissal of the University Secretary, and ensuring that, if the person appointed has managerial responsibilities in the Institution, there is an appropriate separation in the lines of accountability.
3.1.8	The sealing of contracts (see 3.2.29 below).
3.1.9	The approval of contracts worth £500k or more.
3.1.10	The varying or revoking of the University's Articles of Government, Rules and By-Laws, 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.

#### 3.2 Board Responsibilities

[In addition to the above the Board is also responsible for:]

3.2.1	Approving the mission and strategic vision of the University, long-term academic and business plans and key performance indicators/outcomes, and to ensure that these meet the interests of students and other stakeholders.
3.2.2	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.
3.2.3	The delegation of 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.
3.2.4	The appointment, assignment, grading, appraisal, development, training, suspensions, dismissal and determination of the pay and conditions of service of holders of senior posts.
3.2.5	Setting a framework for the pay and conditions of service of all other staff.
3.2.6	Ensuring the University adheres to its mission to serve and enrich our students, putting their experience at the heart of our priorities, and to receive assurance that adequate provision has been made for the general welfare of students.
3.2.7	Approving the Student Union's constitution, and taking such steps as reasonably practicable to ensure the Students' Union operates in a fair and democratic manner and is accountable for its finances. (Education Act 1994).
3.2.8	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.
3.2.9	Ensuring the University has non-discriminatory systems in place to provide diversity and equality of opportunity for staff and students and complies with the Equality Act 2010.
3.2.10	Ensuring the governing body routinely reflects on its own composition and takes steps to ensure it reflects societal norms and values.
3.2.11	Ensuring the health and safety of employees, students and other individuals whilst on University premises and in other places where they may be affected by its operations; including ensuring the University has a written statement of policy on health and safety and arrangements for the implementation of that policy. (Health & Safety at Work etc. Act 1974).
3.2.12	Ensuring the University has a sound system of risk management.
3.2.13	Directing and overseeing the University's arrangements for internal and external audit.
3.2.14	Ensuring that a mechanism exists for staff of the University to raise legitimate concerns relating to the probity of the Institution. (Whistleblowing Policy).
3.2.15	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.
3.2.16	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/outcomes, which should be, where possible and appropriate, benchmarked against other comparable Institutions.
3.2.17	Ensuring 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.
3.2.18	To conduct its business in accordance with best practice in HE corporate governance (Higher Education Code of Governance) and with the principles

	of public life drawn up by the Committee on Standards in Public Life (The Nolan Principles).
3.2.19	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.
3.2.20	Acting as Trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the Institution.
3.2.21	Ensuring the legal obligations of the University as an exempt charity are met, having regard to the requirements of the principle regulators, HEFCE, for the Charity Commission.

#### 4. RESPONSIBILITIES OF THE CHAIR OF THE BOARD OF GOVERNORS

The Chair of the Board of Governors is responsible for:

4.1	The leadership of the governing body, and ensuring the self-embodiment and the observance by colleague governors of the Seven Principles of Public Life (The Nolan Principles).
4.2	The effectiveness of the governing body, ensuring the proper conduct of Board business by acting as Chair of meetings of the Board of Governors and any assigned sub-committees.
4.3	Supporting and encouraging the Board and the Vice-Chancellor & Chief Executive in carrying out the vision, mission, values, aims and ambitions of the Institution, and ensuring delegated powers are appropriately enacted.
4.4	Facilitating an open and effective working relationship within the Board itself and between the Board and the Executive Management.
4.5	Supporting the Vice-Chancellor & Chief Executive in his/her role as Head of the Institution, and consulting with the Vice-Chancellor & Chief Executive on matters that are within the remit of the Board of Governors.
4.6	Conducting a formal annual review of the performance of the Vice-Chancellor & Chief Executive and the University Secretary (in the latter case on the basis of Board advisory responsibilities and excluding any executive responsibilities that the holder of this post has, which are reviewed by the Vice-Chancellor & Chief Executive.
4.7	Contributing to the Committee of University Chairs (CUC) appropriate to LJMU's interests and, in this and other wider roles, to enhance generally the University's standing within the Sector, and its public standing and image overall.
4.8	Undertaking ceremonial activities as Pro-Chancellor.
4.9	The signing and sealing of contracts together with one of the following: <ul style="list-style-type: none"> <li>• Any other member of the Board of Governors;</li> <li>• The University Secretary to the Board of Governors;</li> <li>• Any other person authorised by the Board of Governors to act for that purpose.</li> </ul>

The Chair of the Board of Governors shall have the power to act on behalf of the Board in matters of urgency subject to the action being reported to the Board at its next meeting.

## **5. RESPONSIBILITIES OF THE DEPUTY CHAIR OF THE BOARD OF GOVERNORS**

The Deputy Chair of the Board of Governors, in the absence of the Chair, has delegated authority for the Chair's duties.

The Deputy Chair of the Board of Governors will chair the Remuneration Committee.

## **6. RESPONSIBILITIES OF THE VICE-CHANCELLOR & CHIEF EXECUTIVE**

Subject to the responsibilities of the Board of Governors, the Vice-Chancellor is the Chief Executive of the University. Although the Vice-Chancellor may delegate the exercise of his powers and responsibilities to other members of staff as he considers appropriate, the Vice-Chancellor & Chief Executive shall be accountable to the Board of Governors for exercise of such powers and responsibilities. The responsibilities of the Vice-Chancellor & Chief Executive are shown below:

6.1	The organisation, direction and management of the University and leadership of the staff.
6.2	The determination, after consultation with Academic Board, of the University's academic activities, and the determination of its other activities.
6.3	Chairmanship of the Academic Board
6.4	Making proposals to the Board of Governors about the educational character and mission of the University and for implementing the decisions of the Board of Governors.
6.5	Preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the allocation, management and monitoring of budget and resources, within the estimates approved by the Board of Governors.
6.6	Approval of any financial transactions over £100k and up to £500k.
6.7	Fulfilling the duty as the designated Accounting Officer under the terms of the Funding Council's Financial Memorandum, responsible to the Board of Governors and to the Funding Council for the University's financial management and for the protection of its assets.
6.8	Satisfying the Board of Governors that the conditions upon which funding council grants are made to the University are complied with.
6.9	Advising the Board of Governors of any action or proposal that is incompatible with the terms of the 'Memorandum of assurance and accountability between HEFCE and institutions' between the University and the Funding Council.
6.10	Signing the accounts of the University
6.11	Writing-off bad debts when known to be irrecoverable and reporting such debts to the Board of Governors.

6.12	Approving all accounting procedures and financial records; such procedures to have due regards for the need to promote probity, integrity and accountability and to implement the requirements of the Funding Council and take account of advice from external and internal auditors.
6.13	Establishing a procedure for the management of staffing costs which is crucial to ensuring the solvency of LJMU.
6.14	Gifts or Donations to the University: The Vice-Chancellor or nominee may accept a gift on behalf of the University. Such a gift must be entered into the gift register in accordance with LJMU Policy.
6.15	Partnership Agreements: LJMU will enter into partnership agreements both in the UK and overseas, where there is a demonstrable benefit to doing so. These can only be entered into by following the procedures in the Academic Partnerships Operational Manual. <a href="https://www2.ljmu.ac.uk/partnership/99787.htm">https://www2.ljmu.ac.uk/partnership/99787.htm</a>
6.16	Subsidiary and Spin Out Companies: (With approval of the Board) 1. Agreement to establish a new company 2. Agreement to make an investment 3. Appointment of directors 4. Wind up an existing company
6.17	The appointment, assignment, grading, appraisal, discipline, suspension, dismissal and determination – within the framework set by the Board of Governors – of the pay and conditions of service of staff.
6.18	Suspension from duty, with pay, of any member of staff other than the holder of a senior post, for alleged misconduct or other good and urgent cause.
6.19	Dismissal of any member of staff other than the holder of a senior post.
6.20	Receiving representations from staff and students on matters of their proper concern.
6.21	Implementing the duties and responsibilities contained in section 2.2 of the University's 'MCP1 Organisation for the Implementation of Health and Safety Policy' <a href="https://www2.ljmu.ac.uk/HSU/65143.htm">https://www2.ljmu.ac.uk/HSU/65143.htm</a> and seeking the advice of the Safety and Health Manager on any matter which cannot be resolved within the Faculty/School/Service.
6.22	The maintenance of student discipline and, within the rules and procedures provided for within the Articles and associated policies, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

In the exercise of these responsibilities, the Vice-Chancellor & Chief Executive is advised by senior post holders and senior management on:

- (a) the identification of institutional policies, practices and strategies for consideration and determination as appropriate by the Board of Governors and the Academic Board;
- (b) the formulation and implementation of management strategy for executing institutional policies and practices determined by the Board of Governors and the Academic Board;

(c) the resolution of institutional management issues.

Within this framework, the Vice-Chancellor & Chief Executive is authorised by the Board of Governors to delegate authority to individual Senior Managers in their individual job outlines/contracts. In addition the Vice-Chancellor & Chief Executive delegates the following authority to senior post holders:

## **7 GENERIC RESPONSIBILITIES OF SENIOR POSTHOLDERS (STRATEGIC MANAGEMENT TEAM)**

7.1 The Strategic Management Team, which includes the Vice-Chancellor & Chief Executive, Pro Vice-Chancellors, Deputy Chief Executives, Executive Deans of Faculties, and any other such members as determined by the Vice-Chancellor & Chief Executive from time to time, is responsible, under the leadership of the Vice-Chancellor & Chief Executive, for policy implementation, organisation, operations, direction and management of the University. It takes overall responsibility for the delivery of the University's Strategic Plan.

7.1.1	To ensure that the activities and decisions of the SMT are aligned with the priorities contained within the University's Strategic Plan.
7.1.2	To oversee progress of relevant strategic Key Performance Indicators
7.1.3	To ensure that equality and diversity matters are fully considered, addressed and embedded within the activities and decisions of the SMT.
7.1.4	To identify risks and opportunities associated with the proposals, decisions and other activities which fall within the remit of the SMT.
7.1.5	To receive, consider and approval the University's Strategic and Operational Plans and related budgets and financial forecasts for submission to the Board of Governors for final approval.
7.1.6	To identify institutional policies, practices and strategies that enable the development and delivery of the Mission, Core Purpose and Core Values of the University, for consideration and determination as appropriate under the Articles of Government, by the Vice-Chancellor & Chief Executive, the Board of Governors and/or the Academic Board.
7.1.7	To approve and monitor the planning and implementation strategy for policies, practices and strategies approved above, including the evaluation and control of associated risk.
7.1.8	Within the overall performance management framework of the University to agree, set and keep under review appropriate performance standards, indicators and targets for key strategic aims and to ensure that such targets are embedded across the University and individual objectives where appropriate.
7.1.9	To ensure the development and review of innovative and professional approaches to the delivery of the University's core and support activities, in particular the academic plan, the student experience, the development and deployment of human resources, the management of financial and physical resources, and strategic and operational partnerships.

7.1.10	To be the principal body for the approval, monitoring, risk management and cessation of all collaborative partnership activity within the University in consultation with the Academic Board and Board of Governors where appropriate.
7.1.11	To monitor the performance of the University, Faculties, Schools, and Divisions against key strategic aims and to initiate activity as appropriate.

## **8 RESPONSIBILITIES OF THE PRO-VICE-CHANCELLORS**

The Pro-Vice-Chancellors hold a senior leadership role, leading, managing and taking responsibilities for activities within the University aligned to the Strategic Plan, namely, excellence in education, impactful research and scholarship, civic and global engagement, and other strategic initiatives as directed by the Vice-Chancellor & Chief Executive from time to time, all linking in to the University's aim of providing an outstanding student experience. The post holder will report to the Vice-Chancellor & Chief Executive and is a member of the Strategic Management Team.

The Pro-Vice-Chancellors help to maximise the effectiveness of the Vice-Chancellor & Chief Executive's leadership of the University by implementing decisions made by the Strategic Management Team and the Board of Governors.

## **9 RESPONSIBILITIES OF THE EXECUTIVE DEANS OF FACULTIES AND SCHOOLS**

A Faculty/School consists of a number of related subject areas. Its primary role is to conduct teaching, research and scholarship. The Executive Dean is the Head of the Faculty/School. The Executive Dean has a senior leadership role both within the Faculty/School and within the University. The post holder will report to the Vice-Chancellor & Chief Executive and is a member of the Strategic Management Team.

The Executive Deans help to maximise the effectiveness of the Vice-Chancellor & Chief Executive's leadership of the University by implementing decisions made by the Strategic Management Team and the Board of Governors.

## **10 RESPONSIBILITIES OF THE FINANCE DIRECTOR & DEPUTY CHIEF EXECUTIVE.**

This is a senior leadership role that will be responsible for financial planning, exchequer management and accounting activities of the University. Of particular emphasis is to lead on the responsibility to ensure that the University adheres to, and is compliant with financial, legislative/statutory requirements. The post holder will report to the Vice-Chancellor & Chief Executive and is a member of the Strategic Management Team.



The Vice-Chancellor & Chief Executive may delegate financial responsibilities to the Director of Finance & Deputy Chief Executive who, under the general direction of the Vice-Chancellor & Chief Executive, is responsible for the financial administration of the University.

The Finance Director & Deputy Chief Executive works directly to the Vice-Chancellor & Chief Executive as part of the Strategic Management team, providing support to the Pro-Vice-Chancellors and other Deputy Chief Executives in delivering their duties and responsibilities, helping to maximise the effectiveness of the Vice-Chancellor & Chief Executive's leadership of the University by implementing decisions made by the Strategic Management Team and the Board of Governors.

The responsibilities of the Finance Director & Deputy Chief Executive are shown below:

10.1	Lead in developing clear and streamlined processes for the efficient management of business processes. In particular, ensure business processes and their delivery conforms to the relevant financial legislative and statutory requirements.
10.2	Establish and oversee the appropriate monitoring systems to ensure the sound financial health of the University.
10.3	Design and oversee compliance with the University's financial policies, rules and regulations.
10.4	Deliver efficient, cost effective financial services and financial processes within the University and LJMU Group.
10.5	Support non-financial managers in making decisions through the provision of regular, accurate and timely information.
10.6	Show leadership and take responsibility for the development, implementation and coordination of financial policies across the Institution to ensure the consistency of high quality delivery.
10.7	Provide strategic financial planning for the ongoing year and analytical work required to inform the University Strategic Plan.
10.8	Determining the arrangements for and resolving any matters arising from the preparation of the annual estimates of income and expenditure for consideration by the Board of Governors and the management of budgets within the estimates approved by the Board of Governors, including: (a) monitoring performance against the Revenue Budget and Capital Programme and advising regularly within the year the Board of Governors and the Vice-Chancellor & Chief Executive accordingly; (b) preparing financial returns; (c) approving any minor adjustments to delegated budgets requested by primary budget holders under the Financial Regulations; (d) approving short term borrowing facility and limit in accordance with University policy;

10.9	Oversee the financial planning, exchequer management and accounting activities of the University.
	Prepare and monitor the University budget and provide information to managers and governors as required.
10.10	Execution of agreements (not under seal) on behalf of the University that give rise to any risk, liability (financial or otherwise) or responsibility on the part of the University.
10.11	Ensuring that the University maintains effective financial systems.
10.12	Ensuring all University assets are safeguarded against loss and damage, including land and buildings.
10.13	Ensuring appropriate insurance is maintained to cover the risks to which the University is exposed.
10.14	Ensuring financial regulations are met in regard to due diligence and anti-money laundering and terrorist financing, and that processes are in place to detect and prevent fraudulent activities.
10.15	Ensuring a process is in place and monitored for gifts or hospitality provided to staff. A register of gifts and hospitality must be maintained in each SMT area of responsibility. Members of staff may accept gifts and hospitality in accordance with LJMU policy. <a href="https://www2.ljmu.ac.uk/fin/76905.htm">https://www2.ljmu.ac.uk/fin/76905.htm</a>
10.16	Providing professional advice to the Vice-Chancellor & Chief Executive, Pro-Vice-Chancellors, Deputy Chief Executives, Executive Deans of Faculty, Directors, and Heads of Departments on all matters in relation to income, expenditure, budget and cost controls.
10.17	Preparing financial returns and other periodic financial reports to HEFCE and other agencies as required.
10.18	Opening or closing a bank account for dealing with the University's funds.
10.19	Procedures to have due regards for the need to promote probity, integrity and accountability and to implement the requirements of the Funding Council and take account of advice from external and internal auditors.
10.20	Ensuring compliance with EU Procurement Legislation.
10.21	<ul style="list-style-type: none"> <li>• Ensuring compliance with registration and all subsequent dealings with patents, design rights, trademarks and other intellectual property rights including licensing and sale.</li> <li>• Ensuring compliance with copyright, know-how and all other unregistered intellectual property rights, including software and teaching materials.</li> </ul>

## 11 RESPONSIBILITIES OF THE UNIVERSITY SECRETARY

11.1	Acting as Clerk to the Board of Governors with direct access to the Chair of the Board and other governors as appropriate, on matters of probity and propriety in the conduct of the University's business.
------	---

11.2	Providing the governing body with authoritative guidance about its responsibilities under the University's articles, ordinances and regulation to which it is subject, including legislation and the requirements of HEFCE, the Higher Education Code of Governance, and on how these responsibilities should be discharged.
11.3	Ensuring that new or revised responsibilities for the governing body (e.g. arising from new legislation or regulation) are drawn to the governing body's attention.
11.4	Putting in place arrangements for the periodic review of the effectiveness of the University's governance arrangements and reviewing the operation of the Scheme of Delegation.
11.5	Alerting the governing body if he/she believes that any proposed action would exceed the governing body's powers or be contrary to legislation or to HEFCE's Financial Memorandum.
11.6	Determining the appropriate legal advice required in relation to all legal issues and disputes which must be directed to the University Secretary.
11.7	Ensuring that all documentation provided to members of the governing body is concise and its content is appropriate.
11.8	To act as Clerk to the Audit Committee, Employment Committee, Finance Committee, Remuneration Committee, Nominations Committee and any other committees of the Board as may be determined at any time.
11.9	Arranging an induction programme for new members of the governing body, and shall draw the attention of the governing body members to training activities and development opportunities from appropriate bodies.
11.10	Arranging for the re-imbusement to governing body members of the expenses they incur in carrying out governing body business.
11.11	Maintaining the Register of Interests of the members of the governing body, the Strategic Management Team, and the Strategy Delivery Forum.
11.12	Ensuring that the University and its subsidiary companies operate within the law.
11.13	Ensuring that the University Seal is utilised correctly and officially recorded. Contracts with a value of £500k and over will be entered into under the University Seal as will other Deeds and important legal and Governance documents.
11.14	Ensuring the maintenance of student discipline and implementing rules and procedures for the suspension or expulsion of students on disciplinary or academic grounds.
11.15	Act as the 'Appointed Officer' on behalf of the Board of Governors in all matters relating to the student union's elections and to ensure compliance under Section 22(3) of the 1994 Education Act in relation to student unions.
11.16	Setting the calendar of meetings.

## **12 RESPONSIBILITIES OF THE REGISTRAR & DEPUTY CHIEF EXECUTIVE**

This is a senior leadership role that will focus on leading on academic policy, processes and the procedural framework that underpins the management of the student's relationship with the academic programmes. Of particular emphasis is to lead on the responsibility to ensure that the University adheres to, and is compliant with, legislative/statutory requirements. The post holder will report to the Vice-Chancellor & Chief Executive and is a member of the Strategic Management Team.

The Registrar & Deputy Chief Executive works directly to the Vice-Chancellor & Chief Executive as part of the Strategic Management team, providing support to the Pro-Vice-Chancellors and other Deputy Chief Executives in delivering their duties and responsibilities, helping to maximise the effectiveness of the Vice-Chancellor & Chief Executive's leadership of the University by implementing decisions made by the Strategic Management Team and the Board of Governors.

## **13 RESPONSIBILITIES OF THE DEPUTY CHIEF EXECUTIVE ORGANISATIONAL ENHANCEMENT**

This is a senior leadership role that will focus on the People and Organisational Development of the University, as identified and directed by the Vice-Chancellor & Chief Executive. The post holder will report to the Vice-Chancellor & Chief Executive and is a member of the Strategic Management Team.

The Deputy Chief Executive Organisational Enhancement works directly to the Vice-Chancellor & Chief Executive as part of the Strategic Management team, providing support to the Pro-Vice-Chancellors and other Deputy Chief Executives in delivering their duties and responsibilities, helping to maximise the effectiveness of the Vice-Chancellor & Chief Executive's leadership of the University by implementing decisions made by the Strategic Management Team and the Board of Governors.

## **14 UNIVERSITY COMPANIES AND OTHER ENTERPRISE ACTIVITY**

14.1 The establishment of University Companies that are wholly owned or majority shareholdings with a required investment of above £50k will be subject to the approval of the Board of Governors, after appropriate internal risk assessment, and the subsequent approval by the Strategic Management Team and the Finance Committee.

14.2 The establishment of University Companies that are wholly owned or majority shareholdings with a required investment of less than £50k will be subject to the approval of the Strategic Management Team after appropriate internal risk assessment and reported to the Finance Committee at the next available meeting.

- 14.3 Companies in which the University has a controlling interest shall have a Board structure as approved by the Board of Governors.
- 14.4 The decision to establish a company in which the University has an equal interest with other partners shall be approved by the Board of Governors. Arrangements for University representation in such companies shall be approved by the Vice-Chancellor & Chief Executive and notified to the Board of Governors via the Finance Committee at the next available opportunity.
- 14.5 All companies which are active wholly-owned subsidiaries of the University, and which are managed and run by University staff only, shall have a Board of at least three Directors. The Board may include a member of the Board of Governors (other than a staff or student member, or their nominee) as a Non-Executive Director; a member of the Strategic Management Team (or their nominee) as Executive Director if the activities of the company are deemed to be significantly material by the Board of Governors; and the Director of Finance and Deputy Chief Executive (or their nominee) as Finance Director.
- 14.6 All companies which are wholly owned subsidiaries and are inactive or have LJMU group intercompany transactions only, shall have a Board of two Directors being the Vice-Chancellor & Chief Executive and the Finance Director & Deputy Chief Executive, or their nominees as approved by the Board of Governors.
- 14.7 All companies which are wholly-owned subsidiaries of the University, and who employ senior staff in their own right, shall have a Board structure as approved by the Board of Governors; to include at least two Directors, one of whom must be a member of the Board of Governors (other than a staff or student member, or nominee) as a Non-Executive Director. In such Companies, the Financial Director/Manager (where appointed) will be professionally accountable to the University's Director of Finance & Deputy Chief Executive for all matters of Financial Management and Control. Where a Finance Director/Manager is not appointed, the University's Director of Finance & Deputy Chief Executive (or their nominee) will be appointed to the Board of the Company as Finance Director.
- 14.8 Arrangements for University representation in Companies in which the University has a minority interest, where such representation is permitted by the company, shall be approved by the Vice-Chancellor & Chief Executive and reported to the Finance Committee for information as part of the annual report as indicated in 16.16 below.
- 14.9 The Executive Directors of such companies as referred to in 15.1 to 15.7 above shall ensure that the companies operate within rules, policies and procedures as approved by the Board of Governors, including rules for the remuneration of Directors.
- 14.10 The Executive Directors of such companies shall act as representatives of the Vice-Chancellor & Chief Executive, and shall ensure that the policies of those

companies are discussed by the Strategic Management Team prior to approval by the Board of Governors.

- 14.11 The University shall hold in its own name its shareholdings in such companies, and shall not appoint nominees or other representatives to hold shares on its behalf.
- 14.12 Members of the Board of Governors (other than staff members), where applicable, who are Directors of such companies shall be Non-Executive Directors.
- 14.13 Members of staff who are Directors shall be either Executive Directors or Non-Executive Directors, as appropriate to the management of the Company.
- 14.14 The Directors and Company Secretaries of such companies shall be responsible for ensuring that the companies comply with their statutory requirements and make regular reports to the Strategic Management Team and the Board of Governors.
- 14.15 The Strategic Management Team shall be responsible for providing assurance to the Board of Governors that all subsidiary entities possess the attributes necessary to provide proper stewardship and control by: appointing suitably qualified directors or trustees to its board; and requiring the entity's board to conduct its business in accordance with a recognised and appropriate code of governance.
- 14.16 An annual report for all wholly owned, joint venture, minority owned subsidiary companies and associate companies of the University shall be provided to the Finance Committee.

## **15 COMMITTEE STRUCTURE**

- 15.1 The principal University Committees, Chairs and terms of reference are given in the University's extant Committee Structure document, available on the University's website.
- 15.2 Working Groups may be established from time to time by the Vice-Chancellor & Chief Executive, for which a member of Senior Management will be designated as responsible (though not necessarily Chair). Formal working groups may not be established without the approval of the Vice-Chancellor & Chief Executive although it is expected that staff will work in a cross disciplinary manner and on a team basis, without the need for direction so to do, in order to maximise the benefits of the expertise available to achieve any given objective.

## 16 RESPONSIBILITIES OF THE BOARD'S COMMITTEES AND ADVISORY GROUPS

<b>ACADEMIC BOARD</b>	
16.1	The Academic Board is established as the principal academic body of the University, overseeing the overall planning, co-ordination, development and supervision of the academic work of the University and oversight of the four core aims of the strategic plan; providing an outstanding student experience, excellence in education, impactful research and scholarship and civic and global engagement. The Academic Board is responsible to the Vice-Chancellor & Chief Executive and the Board of Governors for providing guidance, advice and assurance that academic governance is effective.
16.2	The responsibilities of the Academic Board are set out in its Terms of Reference which are reviewed on an annual basis and approved by the Board of Governors <a href="https://www.ljmu.ac.uk/about-us/structure/governance-and-charitable-status">https://www.ljmu.ac.uk/about-us/structure/governance-and-charitable-status</a>
<b>AUDIT COMMITTEE</b>	
16.3	To operate in accordance with the 'Handbook for Members of Audit Committees in Higher Education Institutions' published by the Committee of University Chairs (2008); the Higher Education Code of Governance published by the CUC in 2014; and the Audit Code of Practice outlined in the 'Memorandum of assurance and accountability between HEFCE and higher institutions' effective from 1 <sup>st</sup> August 2014.
16.4	The responsibilities of the Audit Committee are set out in its Terms of Reference which are reviewed on an annual basis and approved by the Board of Governors <a href="https://www.ljmu.ac.uk/about-us/structure/governance-and-charitable-status">https://www.ljmu.ac.uk/about-us/structure/governance-and-charitable-status</a>
<b>FINANCE COMMITTEE</b>	
16.5	To receive and keep under review, on behalf of the Board of Governors, the financial solvency and sustainability of the Institution, therefore meeting the University's aims for: a University that is committed to financial sustainability and strategic investment in the future; and a University with an estate that fosters a sense of community, supports high-quality activity, and operates sustainably.
16.6	The responsibilities of the Finance Committee are set out in its Terms of Reference which are reviewed on an annual basis and approved by the Board of Governors <a href="https://www.ljmu.ac.uk/about-us/structure/governance-and-charitable-status">https://www.ljmu.ac.uk/about-us/structure/governance-and-charitable-status</a>
<b>EMPLOYMENT COMMITTEE</b>	
16.7	To approve and keep under review, on behalf of the Board of Governors, the University's People and Organisational

	Development Strategy ensuring efficient and effective recruitment, development and deployment of the University's staff resources, and the on-going development of the University as a learning community.
16.8	The responsibilities of the Employment Committee are set out in its Terms of Reference which are reviewed on an annual basis and approved by the Board of Governors <a href="https://www.ljmu.ac.uk/about-us/structure/governance-and-charitable-status">https://www.ljmu.ac.uk/about-us/structure/governance-and-charitable-status</a>
<b>NOMINATIONS COMMITTEE</b>	
16.9	To regularly review, on behalf of the Board of Governors, the general size and balance, including the equality and diversity of membership of the Board of Governors in line with best practice.
16.10	The responsibilities of the Nominations Committee are set out in its Terms of Reference which are reviewed on an annual basis and approved by the Board of Governors <a href="https://www.ljmu.ac.uk/about-us/structure/governance-and-charitable-status">https://www.ljmu.ac.uk/about-us/structure/governance-and-charitable-status</a>
<b>REMUNERATION COMMITTEE</b>	
16.11	To ensure the University has a clear policy on senior staff remuneration and associated procedures approved by the governing body, which clearly aligns to the University's People and Organisational Development Strategy and its Strategic Plan, and is aligned to the University's commitment to equality and diversity. Senior staff are defined as all staff on HAY pay grades and above, including the Professoriate.
16.12	The responsibilities of the Remuneration Committee are set out in its Terms of Reference which are reviewed on an annual basis and approved by the Board of Governors <a href="https://www.ljmu.ac.uk/about-us/structure/governance-and-charitable-status">https://www.ljmu.ac.uk/about-us/structure/governance-and-charitable-status</a>