

## **Board of Governors' Terms of Reference**

**Last approved by:**

Board of Governors, 30<sup>th</sup> March 2020

**Date(s) modified:**

August 2020, September 2020, October 2021

**Next Review Date:**

March 2021

## **1. AUTHORITY**

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

## **2. SPECIFIC RESPONSIBILITIES**

### **Mission**

- 2.1 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.

### **Policy & Strategy**

- 2.2 The determination of the educational character and mission of the university and the oversight of its activities;
- 2.3 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.
- 2.4 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**

- 2.5 The appointment and dismissal of the Vice-Chancellor & Chief Executive, and to put in place suitable arrangements for monitoring his performance;
- 2.6 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.

### **University Secretary**

- 2.7 The appointment of a University Secretary 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**

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

## **Staff**

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

## **Students**

- 2.10 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.
- 2.11 To receive assurance that adequate provision has been made for the general welfare of students.
- 2.12 To ensure there are effective channels of communication between the university and the student community.
- 2.13 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.
- 2.14 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**

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

## **Health & Safety**

- 2.17 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**

- 2.18 Ensuring the solvency of the university and the Corporation and the safeguarding of its assets;
- 2.19 The approval of the annual estimates of income and expenditure;
- 2.20 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 Office for Students or other funding bodies).

- 2.21 Ensuring the university has a sound system of risk management.
- 2.22 Directing and overseeing the university's arrangements for internal and external audit.
- 2.23 Ensuring that a mechanism exists for staff of the university to raise legitimate concerns relating to the probity of the institution;
- 2.24 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**

- 2.25 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.
- 2.26 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**

- 2.27 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).
- 2.28 To safeguard the good name and values of the institution.

### **Legal Authority**

- 2.29 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. (Higher Education Code of Governance).
- 2.30 To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
- 2.31 Ensuring the legal obligations of the university as an exempt charity are met having regard to the requirements of the principal regulator, Office for Students, and the Charity Commission.
- 2.32 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**

- 2.32 The Articles of Government, subject to certain provisions, provide for the delegation of certain functions or the establishment of Committees of the Board.
- 2.33 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 Office for Students 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 University Secretary, 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.

**3. CONSTITUTION**

The constitution of the Committee is detailed below:

**3.1 Reporting and Membership**

<b>Reporting to:</b>	N/A
<b>Reporting Committees:</b>	Academic Board Audit & Risk Committee Chairs’ Group Employment Committee Finance Committee Infrastructure Committee Nominations Committee Remuneration Committee
<b>Working Panels/Groups:</b>	N/A
<b>Receive minutes from:</b>	Academic Board Audit & Risk Committee Chairs’ Group Employment Committee Finance Committee Infrastructure Committee Nominations Committee Remuneration Committee

	<b>Job Title / Representative</b>	<b>Title and Name</b>
<b>Chair</b>	External Independent	Mike Parker
<b>Secretary</b>	Clerk to the Board	Michael Thompson
<b>Members</b>	External Independent	Chris Airey
	External Independent	Anthony Akaraonye
	Staff Governor (Teaching)	Dhiya Al-Jumeily
	External Independent	Shirley Anderson (Deputy Chair)
	External Independent	Garry Banks
	Vice-Chancellor & Chief Executive (Interim) (Ex officio)	Mark Power
	Academic Board Nominee	Catherine Cole
	Student Governor	Ambar Ennis
	External Independent	Lee Gilmore
	External Independent	Brian McCann
	Academic Board Nominee	David McIlroy
	External Independent	Gareth McIntegart
	External Independent	Charles Oddy
	Student Governor	Emily Roxbee-Cox
	External Independent	Jane Tomkinson
	Staff Governor (Non-teaching)	Yvonne Turnbull
External Independent	Eliot Ward (Deputy Chair)	
External Independent	Wendy Williams	
<b>Attendees</b>	University Secretary & General Counsel	Maria Burquest
	Finance Director	Hannah Argo

	Executive Director of Human Resources	Tina Purkis
<b>Invitees</b>	Invitees are permitted to attend subject to the Chair's approval	

### **3.2 Quorum**

- 3.2.1 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.
- 3.2.2 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.
- 3.2.3 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.

### **3.3 Frequency**

The Board will meet at least four times per year.

## **4. STANDING ORDERS**

The Standing Orders for the Board are approved by the Board of Governors and are available as a separate document.

## **5. AMENDMENTS AND REVOCATION OF TERMS OF REFERENCE**

These Terms of Reference may only be amended or revoked by decision of the Board.

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