



Infrastructure Committee Terms of Reference

Last approved by:

Board of Governors, 30th March 2020

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Next Review Date:

March 2021



TERMS OF REFERENCE AND MEMBERSHIP

Infrastructure Committee

CHAIR: Mike Parker

1. AUTHORITY

The Committee is authorised by the Board of Governors to undertake any activity within its terms of reference. The Board of Governors has established a committee known as the Infrastructure Committee (physical and virtual) including IT on which governors and staff may serve together. Estates matters were previously routed through the Finance Committee and occasionally the Audit Committee. It is envisaged that much of the work will now be addressed at meetings of the committee and the Board of Governors. To assist with the process the Estates Strategy 2020 -2030 will be made available for presentation to the Board of Governors for sign off. The committee's intention will be to ensure that the Board of Governors are given the opportunity to scrutinise in detail estate matters in order to report back and minimise debate, and where the chosen governors on the group would report back with assurances on any recommendations for approval/action to the Board of Governors. Members of the Finance Committee are expected to attend the meeting.

2. SPECIFIC RESPONSIBILITIES

- 2.1 To support the development of an infrastructure strategy in all its forms, including but not limited to, the estates strategy and/or review the existing estates masterplan along with those elements of the IT/Digital strategy that are related to either the physical, virtual or in some cases both. The purpose of the committee is to establish various strategies for purpose and aligned to the priorities contained within the LJMU Strategic Plan 2017-2022.
- 2.2 To maintain oversight of the overall strategy, plan or framework for campus development and to ensure that the Board of Governors are kept fully informed of and are able to scrutinise such information.
- 2.3 To receive and comment on reports articulating the infrastructure in all its forms within LJMU, including but not limited to, the physical condition of buildings, plans to build new ones, disposal and acquisition of land, the technology infrastructure and associated service offerings that underpin the different elements of the LJMU strategic plan 2017-2022. Whilst acknowledging the Governors role is to constructively challenge the Executive Leadership Team, who have day-to-day responsibility for the estate and the development and delivery of the strategy in line with the budget.
- 2.4 To receive reports on the financial situation in relation to capital funding for estates and IT matters.
- 2.5 To receive and comment on the liaison with external and internal communities and stakeholders about planning consent for current proposed developments.

- 2.6 To maintain oversight of the task and management of specific estates development projects and reports and make recommendations to the Board of Governors where necessary.
- 2.7 To obtain reports as needed on the strategic use of University infrastructure making recommendations when appropriate to the Board of Governors.

Specific Delegated Authority

- 2.8 To lead the Governors’ engagement with the development of strategies and plans relating to existing and future campus developments.
- 2.9 The Infrastructure Committee is not empowered to approve any expenditure or to take formal decisions with regard to estate developments and IT, as these matters are the responsibility of the Board of Governors. The Infrastructure Committee must, however, ensure that these matters are adequately monitored and that the information provided to the Board of Governors is accurate and complete in line with the remit of the Finance Committee and the Audit Committee.

3. CONSTITUTION

The constitution of the Committee is detailed below:

3.1 Reporting and Membership

Reporting to:	Board of Governors
Reporting Committees:	Estates Capital Projects Steering Group Estates Management Service Forum Information Technology Management
Working Panels/Groups:	N/A
Receive minutes from:	N/A

	Job Title / Representative	Title and Name
Chair	External Independent – Chair of the Board	Mike Parker
Secretary	Clerk to the Board	Michael Thompson
Members	External Independent	Chris Airey (Deputy Chair)

	Staff Governor	Dhiya Al-Jumeily
	External Independent	Garry Banks
	Vice-Chancellor & Chief Executive	Ian Campbell
	Co-opted Governor	Lesley Davies
	Student Governor	Lila Tamea
	External Independent	Lee Gilmore
	External Independent	Brian McCann
Attendees	Chief Information Officer	Peter Ashton
	Director of Estates Development	Mark Askem
	University Secretary & General Counsel	Maria Burquest
	Registrar and Chief Operating Officer	Mark Power
	Pro-Vice-Chancellor (Strategic Initiatives)	Phil Vickerman
	External Independent – Deputy Chair of the Board (observer)	Eliot Ward
Invitees	Invitees including members of the Board are permitted to attend subject to the Chair’s approval	

3.1.1 Members nominated and or co-opted by the Board of Governors shall be approved by the Nominations Committee and subsequently by the Board of Governors and may include:

- The Chair of the Board
- The Vice Chancellor and Chief Executive
- The Registrar and Chief Operating Officer
- The Pro Vice Chancellor (Strategic Initiatives)
- Interim Secretary and Director of Legal and Governance Services
- Finance Director
- Director of Estates Development
- Chief Information Officer
- All members of the Finance Committee
- The Student Union President or Student Governor representative

- Other Board members (not including those on the Audit Committee, but with the exception of Garry Banks as agreed)
- Co-opted members (the Board of Governors may appoint someone who is not a Governor to serve on the group)
- Other staff members as required.

- 3.1.2 The Chair of the group will be the Chair of the Board appointed by the Board of Governors on the recommendation of the Nominations Committee.
- 3.1.3 Membership should be a minimum of 6 and a maximum of 9 members of the Board of Governors, not including staff and may of course change from time to time in number.
- 3.1.4 Governors who are not members may be invited to attend the meetings by the Chair. The other senior members of staff may attend where appropriate by invitation from the Chair. The Student Union President may nominate his/her Deputy to represent them.
- 3.1.5 The majority of Committee members must be Independent and directly nominated/endorsed by the Nominations Committee.
- 3.1.6 No member of the Audit Committee, with the exception of Garry Banks, may also be a member of the group and vice versa unless approved by the Chair.
- 3.1.7 It is recommended that at least one, and preferably two members of the Governors' Infrastructure Committee, should have experience in construction, property development, and/or IT leading big projects, Finance and/or similar skills.

3.2 Quorum

To ensure that the Infrastructure Committee is quorate, meetings will only proceed if four members are present with a majority being full members of the Board including the Vice-Chancellor and Chief Executive (ex officio).

3.3 Frequency

To meet on a quarterly basis before the scheduled meetings of the Board of Governors and as and when required.

The Infrastructure Committee can be dissolved at any time by the Board of Governors and reconvened at a later date.

4. STANDING ORDERS

- 4.1 Notice of Committee meetings will be left or sent to the usual place of residence of each member or to any other address a member may specify.
- 4.2 At least five clear days' notice shall be given prior to each meeting.
- 4.3 For urgent notification of a meeting, the minimum period of notice shall be one working day.
- 4.4 The notice of the meeting should specify the time, place of the meeting and the items of business to be transacted.
- 4.5 The inadvertent non-delivery of the notice of the meeting shall not affect the validity of the meeting.

- 4.6 Documents and reports to be considered at the meeting shall normally be circulated with the agenda.
- 4.7 The Committee may request other staff or external advisers to attend from time to time as required.
- 4.8 Members shall not be entitled to appoint proxies to attend or vote instead of them at meetings.
- 4.9 If any Committee member has any pecuniary, family or other personal interest, direct or indirect, in any contract or proposed contract or other matter and is present at the meeting at which the proposed contract or other matter is the subject of consideration, then the member, as soon as practicable, shall disclose that fact and shall not take part in the consideration or discussion of or vote on any question with respect to the contract or other matter. The member, if requested by the Chair, will withdraw from the meeting.
- 4.10 The Chair may designate certain items of business as confidential or “reserved business”. Items which are deemed to be confidential or reserved items of business are matters relating to named members of staff or students, or prospective members of staff or students, or to matters which the Committee having satisfied itself should be dealt with on a confidential basis.
- 4.11 During discussion of items of reserved business, the Chair may require certain Governors, the Vice-Chancellor, or members of staff to withdraw from the meeting.
- 4.12 Any minutes of items designated as “reserved business” shall be excluded from the published minutes made available to staff and students and to those Governors who withdraw from that item, except where the Chair expressly requests inclusion of a full or summary minute to be included for wider circulation.
- 4.13 The Chair shall be empowered, following consultation, to deal with matters of urgency arising outside the Committee meetings where it is not deemed advisable to await until the next scheduled meeting. Any matters of urgency dealt with under such action shall be reported to the next meeting of the Committee.
- 4.14 The minutes of Committee meetings shall be kept by the University’s Secretariat.
- 4.15 The minutes shall be available for inspection by any Committee member at any time.
- 4.16 The minutes shall be signed at the next meeting of the Committee by the Chair of the meeting.

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 are reviewed on an annual basis and as part of the 4-yearly Governance Effectiveness Review, or more frequently in the light of experience or changes in governance practice.