

1 CONSTITUTION AND PROCEEDINGS OF THE BOARD OF GOVERNORS

1.1 Membership

1.1.1 The Board of Governors shall comprise 25 members.

1.1.2 The Board of Governors has determined the following membership:

Independent members	13
Co-opted members (one of whom is nominated by staff other than academic staff)	7
Members of the teaching staff nominated by Academic Board	2
Two students nominated by the Students' Union	2
Vice Chancellor	1
Total	25

1.1.3. Independent and Co-opted members of the Board shall be appointed to serve for a period of four years, normally from 1st August to 31st July which shall be renewable. The renewal of an appointment for each further period of four years shall be subject to the recommendation of the Nominations Committee in its annual report to the Governors. Normally the period of an appointment shall be for two terms of four years but, where appropriate, the Nominations Committee may decide to recommend the renewal of an appointment for a further period of four years.

1.1.4. A majority of current members of the Governors must agree to the appointment of a member over the age of 70 years.

1.2 Responsibilities

The Board of Governors (hereinafter call The Governors) shall be responsible:

1.2.1. for the determination of the educational character and mission of the University and for oversight of its activities;

1.2.2. for the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;

1.2.3. for approving annual estimates of income and expenditure

1.2.4. for the appointment, grading, appraisal, dismissal and determination of the pay and conditions of service of holders of the following senior posts: the Vice Chancellor, the Registrar and Secretary, the Deputy Vice Chancellor and the Pro Vice Chancellor (Resources). The Governors shall also have responsibility for setting a framework for the pay and conditions of other staff.

1.2.5. for corporate policies, rules and procedures to assure the effective governance of the Corporation, including an anti-fraud and

corruption policy and code of practice on governance and related procedural matters.

1.3 Delegation of Functions and Committees

1.3.1. Subject to the following provisions, the Governors may establish a committee of the Corporation for any purpose of function, other than those assigned elsewhere in the Articles to the Vice Chancellor or to the Academic Board, and may delegate powers to such a committee or to the Chair of the Corporation or to the Vice Chancellor.

1.3.2. The Governors shall establish a committee or committees to determine or advise on such matters relating to:

employment policy, and,

finance (including such arrangements for an audit committee as shall meet the requirements of the Higher Education Funding Council for England) as the Governors may remit to them. The members of the committee or committees shall be drawn from the Governors other than staff or student Governors.

1.3.3. The Governors shall not, however, 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 their assets
- the appointment or dismissal of the Vice Chancellor
- the varying or revoking of the Articles of Government

2. COMMITTEES OF THE BOARD OF GOVERNORS

2.1 Finance and Development Committee

2.1.1 Procedures

The F&D Committee is the senior committee of the Governing Board in all matters other than Audit [which is the responsibility of the Audit Committee] and matters concerning finance, resources, estates and policy raised by other Committees should be referred to it before passing to the Governors for determination.

In particular the Committee will consider the development, monitoring and coherence of strategic planning policy and advise the Governing Body accordingly

2.1.2 Membership

Ex-officio

Chair of Governors [Chair]
Vice Chair of Governors [Vice Chair]
Vice Chancellor

Elected

4 Governors not being staff or students of the University including a majority of Independent Members.

Staff and Student membership

Following a review of its own effectiveness in 2003, the board has also agreed that a representative of staff and of student governors should also attend meetings of the Finance & Development Committee as an observer.

In attendance

Deputy Vice Chancellor
Pro Vice Chancellor (Resources)
Director of Finance
Registrar and Secretary
Assistant to the Registrar and Secretary

Co-options

The Chair may arrange for up to two co-options for any agenda item subject to the approval of the Committee.

Quorum

Three members, excluding the Vice Chancellor

2.1.3 Terms of Reference

To consider such matters as the Governing Body may refer to it concerning the development and monitoring of strategic policy and to make recommendations to the Governors.

To advise the Governing Body on financial matters, including the University budget and the finances of any subsidiary companies, physical resources and assets in the context of the development and monitoring of the medium to long-term policies of the Governors.

To provide strategic policy advice to the Governing Body with particular reference to the complementary development of financial and other strategic policies.

To consider such other matters as the Governors may, from time to time refer to.

To consider such other matters as the Chair of Governors and/or Vice Chancellor may request and to determine if recommendations on these matters should be made to the Governors.

2.2 **Audit Committee**

2.2.1 **Constitution**

The governing body has established a committee of the governing body known as the audit committee.

2.2.2. **Membership**

The committee and its chair shall be appointed by the governing body, from among its own members, and must consist of members with no executive responsibility for the management of the institution. There shall be four members; a quorum shall be at least two members. The chair of the governing body should not be a member of the committee. Members should not have significant interests in the institution. Following a review of its own effectiveness in 2003, the board has also agreed that a representative of staff and of student governors should also attend meetings of the Audit Committee; as an observer.

At least one member should have recent and relevant experience in finance, accounting or auditing. The committee may, if it considers it necessary, co-opt members with particular expertise. No member of the committee may also be a member of the finance committee (or equivalent), unless specifically authorised by the Higher Education Funding Council for England (HEFCE) under the terms of paragraph 73 of the Code. The Chair of the Finance and Development Committee may attend meetings of the Audit Committee as an observer (and vice versa).

2.2.3 **Attendance at meetings**

The head of internal audit, and a representative of the external auditors shall normally attend meetings where business relevant to them is to be discussed. Also in attendance will be: the Vice Chancellor, the Deputy Vice Chancellor, the Director of Finance, the Registrar and Secretary, and the Assistant to the Registrar and Secretary. However, at least once a year the committee should meet with the external and internal auditors without any officers present.

2.2.4. **Frequency of meetings**

Meetings shall normally be held at least three times each financial year. The external auditors or head of internal audit may request a meeting if they consider it necessary.

2.2.5. Authority

The committee is authorised by the governing body to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the committee.

The committee is authorised by the governing body to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the designated officer and/or chairman of the governing body. However, it may not incur direct expenditure in this respect in excess of £5000, without the prior approval of the governing body.

The audit committee will review the audit aspects of the draft annual financial statements. These aspects will include the external audit opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the external auditors' management letter. The committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control system has been reviewed, and comment on this in its annual report to the governing body.

2.2.6. Duties

The duties of the committee shall be:

- i) To advise the governing body on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of resignation or dismissal of the external auditors.
- ii) To discuss if necessary with the external auditors, before the audit begins, the nature and scope of the audit.
- iii) To discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any other matters the external auditors may wish to discuss (in the absence of management where necessary).
- iv) To consider and advise the governing body on the appointment and terms of engagement of the internal audit service (and the head of internal audit, if applicable), the audit fee, the provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors.

- v) To review the internal auditors' audit risk assessment and strategy; to consider major findings of internal audit investigations and management's response; and to promote co-ordination between the internal and external auditors. The committee will ensure that the resources made available for internal audit are sufficient to meet the institution's needs (or make a recommendation to the governing body as appropriate).
- vi) To keep under review the effectiveness of the risk management, control and governance arrangements, and in particular to review the external auditors' management letter, the internal auditors' annual report, and management responses.
- vii) To monitor the implementation of agreed audit-based recommendations, from whatever source.
- viii) To ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the HEFCE accounting officer, have been informed.
- xi) To oversee the institution's policy on fraud and irregularity, including being notified of any action taken under that policy.
- xii) To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness.
- xiii) To receive any relevant reports from the National Audit Office, HEFCE and other organisations.
- xiv) To monitor annually the performance and effectiveness of external and internal auditors, including any matters affecting their objectivity, and to make recommendations to the governing body concerning their reappointment, where appropriate.
- xv) To consider elements of the annual financial statements in the presence of the external auditors, including the auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with HEFCE's Accounts Directions.
- xvi) In the event of the merger or dissolution of the institution, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.
- xvii) To maintain an oversight of the Articles of Government and procedures for governance and to advise the Governing Body concerning the review of its own effectiveness. To approve and monitor the arrangements for the induction and training of governors

2.2.7 Reporting procedures

- i) A report of meetings of the committee will be circulated to all members of the governing body.
- ii) The committee will prepare an annual report covering the institution's financial year and any significant issues up to the date of preparing the report. The report will be addressed to the governing body and designated officer, summarising the activity for the year. It will give the committee's opinion on the adequacy and effectiveness of the institution's arrangements for the following:
 - risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts)
 - economy, efficiency and effectiveness (value for money).
 - quality of management of data

This opinion should be based on the information presented to the committee. The audit committee annual report should normally be submitted to the governing body before the members' responsibility statement in the annual financial statements is signed.

2.2.8 Clerking arrangements

- i) The clerk to the audit committee will be the clerk to the governing body (or other appropriate independent individual).

2.3 **Personnel Committee**

2.3.1 Membership

Ex-Officio

Vice Chancellor

Elected

4 Governors not being staff or students of the College including a majority of Independent Members. The Chair of the Committee shall be nominated by the Governing Body from among the elected members of the Committee.

In attendance

Director of Personnel, Deputy Vice Chancellor, Registrar and Secretary, Assistant to the Registrar and Secretary, a Staff Governor (in an observer capacity)

Co-options

The Chair may arrange up to two co-options for any agenda item subject to the approval of the Committee

Quorum

Two members, excluding the Vice Chancellor

2.3.2 Terms of Reference

To consider such matters as the Governing Body may refer to it concerning staff establishment, employment policy, and a framework for the remuneration and conditions of service of staff and advise and make recommendations to the Governors on these matters. The salaries and conditions of service of the Vice Chancellor, Deputy Vice Chancellor, Registrar and Secretary and the Pro Vice Chancellor (Resources) are the remit of the Remunerations Committee.

To maintain an overview of the University's HR Strategy and to ensure that its objectives are carried out.

To advise and make recommendations to the Governors concerning employment matters.

To monitor staff employment data re Equal Opportunities, maintain an overview of employment legislation and advise the Governors with regard to policy.

To receive and consider the minutes of the University Joint Consultative Committee

To receive and consider the minutes of the University Health, Safety and Environment Committee

To receive and consider the minutes of the University Diversity and Equality Committee

2.3.3. Procedure

Matters considered by the Committee having financial (including budgetary) implications and/or general policy or planning implications (e.g. academic strategic planning, business planning) should be referred to the Finance and Development Committee before passing to the Governors for determination.

2.4 Remunerations Committee

2.4.1 Membership

The Chair of the Governing Body who shall be the Chair

The Chair of the Personnel Committee

Two Independent members of the Board elected by the Governing Body

The Vice Chancellor except when her/his own salary is discussed

2.4.2 Terms of Reference

The Remunerations Committee shall:

1. Seek comparative information on salaries, other emoluments, conditions of service and contracts of employment to provide a background for dealing with the University situation
2. Determine and review the salary of the holders of senior posts (Vice Chancellor, Deputy Vice Chancellor, Registrar & Secretary, Pro Vice Chancellor (Resources) relative to the sector data and to individual performance.
3. Report to the Governing Body on the remuneration of the holders of senior posts.

In attendance

Director of Personnel

2.5 **Nominations Committee**

2.5.1 Membership

The Chair of the Governing Body
Three Independent members of the Board of Governors elected by the Board as a whole
The Vice Chancellor
The Pro Vice Chancellor

The Committee shall be serviced by the Registrar and Secretary

2.5.2 Terms of Reference

The Nominations Committee shall:

Consider nominations for independent and co-opted membership of the Board of Governors and make recommendations to the Board

Consider proposals for the extension of independent and co-opted members periods of appointment and make recommendations to the Board

The Committee shall keep in mind the balance of membership amongst the Independent and Co-opted members of the Board and shall consider the inclusion of appropriate members of the local community; and the employment, financial and commercial responsibilities of the Board

The Committee shall normally meet in February each year but further meetings may be called to consider nominations which fall outside the annual process