

Bye-Laws

- 1. Standing Orders for the Board and its sub-committees – Forthcoming**
- 2. Statement of Primary Responsibilities of the Board**
- 3. Terms of Reference for the Board’s sub-committees (excluding Academic Board)**
- 4. Terms of Reference for Academic Board and its sub-committees**
- 5. Chair of the Board – Forthcoming**
- 6. Vice Chairs**
- 7. Appointment of Staff Board Members**
- 8. Removal or Dismissal of a Board Member – Forthcoming**
- 9. Senior Executive Posts appointed by the Board**
- 10. Suspension, Discipline and Dismissal of Senior Executive Posts appointed by the Board - Forthcoming**

Bye-Law 2:

Statement of Primary Responsibilities of the Board

The Primary Responsibilities of the Board of Governors are as follows:

1. **To approve the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.**
2. **To ensure 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.**
3. **To delegate authority to the Vice Chancellor and Chief Executive for the academic, corporate, financial, estate and human resource management of the institution. 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.**
4. **To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.**
5. **To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.**
6. **To conduct its business in accordance with the latest version of the *CUC Code of Higher Education Governance* and with the principles of public life drawn up by the Committee on Standards in Public Life.**
7. **To safeguard the good name and values of the institution.**
8. **To appoint the Vice Chancellor and Chief Executive, and to put in place suitable arrangements for monitoring his/her performance.**
9. **To appoint a Clerk to the Board and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.**
10. **To be the employing authority for all ‘holder of senior posts’ in the institution (as prescribed in the Articles of Government) and to be responsible for establishing a human resources strategy and a framework for the pay and conditions of other staff.**
11. **To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institution’s assets, property and estate.**
12. **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.**
13. **To receive assurance that adequate provision has been made for the general welfare of students and the management of academic quality and standards.**

VERSION: 2016/17 v2	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd July 2017	NEXT REVIEW: 9 th July 2018
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University
of Worcester

Bye-Law 2:

Statement of Primary Responsibilities of the Board

14. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
15. To ensure that the institution's Instruments and Articles of Government are followed at all times and that appropriate advice is available to enable this to happen.

VERSION: 2016/17 v2	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd July 2017	NEXT REVIEW: 9 th July 2018
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Bye-Law 3:

Terms of Reference for the Board's sub-committees (excluding Academic Board)

1. Audit Committee

SCOPE: To have oversight and determine the adequacy of the University's governance, control systems, risk management and financial reporting arrangements, in terms of compliance with relevant statutory and regulatory requirements and the promotion of economy, efficiency and effectiveness (value for money).

MEMBERSHIP

Four independent members appointed by the Board of Governors, not to be members of the Finance and Development Committee. 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 a further two members with particular expertise.

In attendance:

- Vice Chancellor and Chief Executive
- Deputy Vice Chancellor
- Director of Finance and Resources
- Student member
- Staff member
- Representative of the External Auditors
- Representative of the Internal Auditors

TERMS OF REFERENCE

External Audit

1. *To appoint the external auditors, agree the audit fee and the provision of non-audit services by the external auditors.
2. *To dismiss or deal with questions concerning the resignation of the external auditors.
3. To discuss if necessary with the external auditors, before the audit begins, the nature and scope of the audit.
4. To discuss with the external auditors any 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).
5. To monitor annually the performance and effectiveness of the external auditors and to assess any matters affecting their independence.

Internal Audit

6. *To appoint the internal auditors and agree the audit fee.
7. *To dismiss or deal with questions concerning the resignation of the internal auditors.
8. To review the Annual Internal Audit Plan and to review and monitor the internal auditors' audit risk assessment and strategy.
9. To review the findings of internal audit investigations and management responses.
10. To receive and review the Annual Internal Audit Opinion and report on this to the Board of Governors.
11. To monitor annually the performance and effectiveness of the internal auditors, via performance indicators and to assess any matters affecting their independence.

Financial Control, Disclosure and Reporting.

12. To consider 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

VERSION: 2016/17 v2	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd July 2017	NEXT REVIEW: 9 th July 2018
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Bye-Law 3:

Terms of Reference for the Board's sub-committees (excluding Academic Board)

accordance with HEFCE's Accounts Directions, including the requirements of the Statement of Recommended Practice for Accounting in Further and Higher Education (SORP).

13. To review the representation letter before consideration by the Board of Governors, giving due consideration of non-standard matters and make recommendation as appropriate to the Board of Governors as appropriate.
14. 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.
15. To oversee the implementation of the University's Treasury Management Policy and accounting policies.
16. *To approve and oversee the implementation of the University's Financial Regulations.
17. To submit an annual report to the Board for the financial year and any significant events up to the date of preparing the report. The report will include the Committee's opinion on the adequacy and effectiveness of the University's arrangements for:
 - risk management, control and governance;
 - economy, efficiency and effectiveness (value for money)
 - management and quality assurance of data.

This opinion will be based on the information received by the Committee, and will be submitted to the Board of Governors before the Members' responsibility

Risk Management and Governance

18. 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.
19. To review the Risk Management Policy and the Corporate Risk Register on a periodic basis.
20. To ensure that all significant losses have been properly investigated and that the internal and external auditors and the HEFCE accounting officer, have been informed.
21. To oversee the institution's policy on fraud and irregularity, including being notified of any action taken under that policy.
22. To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness (Value for Money).

Other Responsibilities

23. To monitor the implementation of agreed audit-based recommendations.
24. To receive any relevant reports from the National Audit Office, HEFCE and other organisations.
25. To satisfy itself over the adequacy of arrangements to assure the quality of the University's data returns.
26. To ensure that the University and its wholly owned subsidiaries comply with the HEFCE Memorandum of Assurance and Accountability.

AUTHORITY AND DELEGATED POWERS

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

VERSION: 2016/17 v2	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd July 2017	NEXT REVIEW: 9 th July 2018
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Bye-Law 3:**Terms of Reference for the Board's sub-committees (excluding Academic Board)**

The Committee is authorised by the Board of Governors 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 the Chair of the Board of Governors. However, the Committee may not incur direct expenditure in this respect in excess of £25,00 (inclusive of VAT and disbursements) without the prior approval of the Board of Governors.

The Audit Committee has delegated authority under terms 1.*, 2.*, 6.*, 7.* and 16.*, as set out in the Schedule of Delegation.

FREQUENCY OF MEETINGS

Meetings shall normally be held four times each financial year. There shall also be at least one private meeting held each year between the membership and the auditors.

SECRETARIAT

Secretary: Clerk to the Board of Governors.

VERSION: 2016/17 v2	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd July 2017	NEXT REVIEW: 9 th July 2018
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Bye-Law 3:**Terms of Reference for the Board's sub-committees (excluding Academic Board)****2. Finance and Development Committee**

SCOPE: The Finance and Development 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.

MEMBERSHIP**Ex-officio**

Chair of Governors
Vice Chair of Governors (Chair)
Vice Chancellor and Chief Executive

Elected

Four 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

Director of Finance and Resources
Deputy Vice Chancellor

Secretary

Clerk to the Board of Governors

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 and Chief Executive

TERMS OF REFERENCE

1. 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.
2. 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.
3. To provide strategic policy advice to the Governing Body with particular reference to the complementary development of financial and other strategic policies.
4. To consider such other matters as the Governors may, from time to time refer to.

VERSION: 2016/17 v2	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd July 2017	NEXT REVIEW: 9 th July 2018
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University
of Worcester

Bye-Law 3:

Terms of Reference for the Board's sub-committees (excluding Academic Board)

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

VERSION: 2016/17 v2	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd July 2017	NEXT REVIEW: 9 th July 2018
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Bye-Law 3:**Terms of Reference for the Board's sub-committees (excluding Academic Board)****3. HR Committee**

Scope: 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.

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 HR, Deputy Vice Chancellor Pro Vice Chancellor (Students), and a Staff Governor (in an observer capacity)

Secretary

Clerk to the Board of Governors

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

TERMS OF REFERENCE

- 1.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 and Clerk to the Board of Governors are the remit of the Remunerations Committee.
- 2.To maintain an overview of the University's HR Strategy and to ensure that its objectives are carried out.
- 3.To advise and make recommendations to the Governors concerning employment matters.
- 4.To monitor staff employment data re Equal Opportunities, maintain an overview of employment legislation and advise the Governors with regard to policy.
- 5.To receive and consider the minutes of the University Health, Safety and Environment Committee.
- 6.To receive and consider the minutes of the University Diversity and Equality Committee.

SECRETARIAT

Secretary: Clerk to the Board of Governors.

VERSION: 2016/17 v2	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd July 2017	NEXT REVIEW: 9 th July 2018
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Bye-Law 3:**Terms of Reference for the Board's sub-committees (excluding Academic Board)****4. Nominations Committee**

SCOPE: To advise the Board of Governors on matters relating to the composition and membership of the Board and its Committees and to oversee recruitment activity for new independent board members.

MEMBERSHIP

The Chair of the Governing Body (in the Chair)
Three Independent members of the Board of Governors elected by the Board
The Vice Chancellor and Chief Executive (*ex officio*)

TERMS OF REFERENCE

1. To make recommendation to the Board concerning the appointment of independent and co-opted members to both the Board of Governors and to its sub-committees. Proposals will be reviewed with reference to the Board's Skill Matrix and seek to promote of equality and diversity both in the work of the Committee and in the membership of the Board and its committees.
2. To advise the Board of Governors on the balance of membership and period of tenure of members in accordance with the needs of the University.
3. To be responsible for overseeing recruitment work and for ensuring that vacancies for independent members and co-opted members are publicised internally and externally.
4. To make recommendations to the Board of Governors regarding the renewal of membership following the expiry of a term of office.
5. To make recommendations to the Board concerning the induction, training and development of Board members.

AUTHORITY AND DELEGATED POWERS

The Committee has no delegated powers.

FREQUENCY OF MEETINGS

Meetings shall normally be held on at least two occasions during each Academic year.

SECRETARIAT

Secretary: Clerk to the Board of Governors.

VERSION: 2016/17 v2	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd July 2017	NEXT REVIEW: 9 th July 2018
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Bye-Law 3:

Terms of Reference for the Board's sub-committees (excluding Academic Board)

5. Remunerations Committee

SCOPE

Matters pertaining to the recruitment, retention and remuneration of holders of senior posts, appointed by the Board and described in the Articles of Government, 3.1.4.

MEMBERSHIP

The Chair of the Governing Body (in the Chair)
The Chair of the HR Committee
The Chair of the Audit Committee
One other independent Governor

In attendance (for one meeting per annum)

Vice Chancellor and Chief Executive

TERMS OF REFERENCE

- i) Consider the University's interest in attracting and retaining the services of outstanding, exceptionally high performing individuals to lead the University as its Vice-Chancellor and Chief Executive and the Deputy Vice Chancellor.
- ii) Consider the University's interests in attracting and retaining the services of an outstanding, high performing individual to serve as the Clerk to the Board of Governors.
- iii) Consider the University's interests in attracting and retaining the services of any other outstanding, high performing individuals to such senior post appointments as the Board may determine, from time to time as prescribed in the University's Articles of Governance.
- iv) Ensure that in all its decisions have due regard of the delivery of the University's mission and strategy, its commitment to public benefit together, its legal and regulatory duties and charitable status.
- v) Consider comparative information on the salaries, other emoluments, conditions of service and contracts of employment at other Universities in England and, where appropriate, internationally, to provide context for its decisions.
- iii) Review and determine the remuneration of Board appointed senior post holders, relative to the sector data and individual performance. In this connection to receive reports from the Director of Human Resources and the Chair of the Board of Governors on sector data and individual performance respectively.
- iv) Receive an annual report from the Vice Chancellor and Chief Executive concerning the review process and remuneration for other members of the University's senior leadership not appointed by the Board.
- vii) Submit an Annual Report for the Board of Governors.

VERSION: 2016/17 v2	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd July 2017	NEXT REVIEW: 9 th July 2018
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University
of Worcester

Bye-Law 3:

Terms of Reference for the Board's sub-committees (excluding Academic Board)

QUORUM

Two members.

SECRETARIAT

Secretary: Director of Human Resources

VERSION: 2016/17 v2	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd July 2017	NEXT REVIEW: 9 th July 2018
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Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

1. Academic Board

Purpose:

Academic Board provides the Board of Governors with the assurance that the University's academic strategy is fit for purpose and approves new and revisions to academic policy. Academic Board has responsibility for the standards, quality and enhancement of academic provision within the University. Academic Board is responsible for the organisation of learning and teaching, research, scholarship, standards, students and courses and advising the Vice-Chancellor on academic matters.

Membership:

Ex-officio members (14):

Vice Chancellor and Chief Executive (Chair)
Deputy Vice Chancellor (Vice-Chair)
Pro Vice Chancellor Students
Director of Quality and Educational Development
Deputy Pro Vice Chancellor Educational Partnerships
Deputy Pro Vice Chancellor Research
Heads of Academic Institutes
University Librarian
Academic Registrar (Secretary)

Elected Members for the term of 3 years (10):

Eight members of academic staff elected from the academic institutes
One Professor elected from the University Professors
One member of support staff elected from the support staff

Student Representatives (2):

Two nominees of the Students' Union who will normally be a sabbatical or other elected officer

In Attendance:

One Independent Governor (observer and non-voting)
Up to two co-options
Minuting secretary

Terms of Reference:

Academic Board is responsible for:

1. Approving, implementing and monitoring of the academic strategy of the University;
2. Establishing and maintaining mechanisms for assuring the quality and integrity of University awards (including those delivered in partnership) and matters relating to validation and/or accreditation by external

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	13
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Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

organisations;

3. Approving and reapproving academic partnerships;
4. Promoting research and knowledge exchange within the University and monitoring the effectiveness of policies relating to research and knowledge exchange;
5. Establishing and maintaining the arrangements for the appointment and removal of external examiners and ensuring that external examiners are carrying out their responsibilities effectively;
6. Establishing the criteria and regulations as may be required for the recruitment, selection, and admission of students to the University;
7. Establishing the criteria and regulations for the assessment and examination of the academic performance of students, including the conditions under which students will be permitted to continue their studies;
8. Awarding and rescinding degrees, honorary degrees, diplomas, certificates and other academic awards to persons who have followed a programme of study approved by Academic Board and passed the assessment of the University, satisfying the examiners;
9. Approving other policies and procedures relating to students;
10. Approving those individuals to be awarded honorary titles and degrees;
11. Receiving reports of the proceedings of its committees and to give directions to, and consider recommendations from such committees;
12. Advising on such other matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board;
13. Establishing (and removing) such committees as it considers necessary for carrying out its responsibilities.
14. Academic Board may delegate its powers to its committees in relation to any of the activities above.

Quorum:

One-half plus 1 of the members eligible to attend.

Frequency of meetings:

Minimum of three per year.

Conduct:

Rules and Procedures for meetings of Academic Board and its Committees are published on the University's intranet web page ("O Drive").

Reporting requirements:

The Board of Governors must receive a report of each meeting.

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	14
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Bye-Law 4**Terms of Reference for Academic Board and its sub-committees****Sub-Committees and Groups:**

Academic Standards and Quality Enhancement Committee (ASQEC)

Academic Partnership Committee (APC)

Learning, Teaching and Student Experience Committee (LTSEC)

Institute Boards (IB)

Research Committee (RC)

Research Ethics Committees (EC)

Honorary Awards Committee (HAC)

Academic Regulations and Governance Committee (ARGC)

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	15
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Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

1. Academic Standards and Quality Enhancement Committee (ASQEC)

Purpose:

To be responsible, on behalf of Academic Board for all aspects of academic quality assurance and enhancement to assure the quality and standards of the University's academic awards.

It is supported in this work by the Institute Quality Committees.

Membership:

Ex-officio members (11):

Director of Quality and Educational Development (Chair)

Academic Registrar (Vice Chair)

Chair of Academic Partnerships Committee

A representative from each Institute who will normally be the IQC Chair

Head of Educational Development

Representative from the Research School

Head of Academic Quality (Secretary)

Student Representatives (2):

Two nominees of the Students' Union who will normally be a sabbatical or other elected officer

In Attendance:

Deputy Vice Chancellor (In attendance for relevant items of business)

Pro Vice Chancellor Students (In attendance for relevant items of business)

Director of Access and Inclusion (In attendance for relevant items of business)

Head of Collaborative Programmes

Minuting secretary

Terms of Reference:

Academic Standards and Quality Enhancement Committee is responsible for:

1. To advise Academic Board on the quality management and enhancement strategy, and the framework for assuring academic standards and promoting quality enhancement.
2. To foster a culture of quality improvement throughout the University with respect to academic programmes and the student experience.
3. To oversee the monitoring of academic quality and standards and report annually to Academic Board on the academic health of the University's portfolio of taught and research programmes and the quality of the student experience.
4. To receive and confirm reports of course approval and periodic reviews on behalf of Academic Board

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	16
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Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

5. To keep under review arrangements for the effectiveness of student representation and involvement in quality management
6. To receive and consider reports of internal developmental audits, and reports of external audits and review, make recommendations for action and monitor implementation as appropriate
7. To ensure appropriate arrangements are in place to approve the appointment of External Examiners on behalf of Academic Board and to ensure appropriate action on issues raised through external examiner reports.
8. To ensure on behalf of Academic Board that appropriate arrangements are in place both for the approval and review of University awards and programmes of study, and for the approval and review of academic partnerships.
9. To keep abreast of national developments in quality assurance and enhancement and to recommend appropriate actions and responses.
10. To review the annual evaluation report and enhancement plan on quality and standards from Institutes and the Research School and keep the effectiveness of the process under review and to receive the minutes of the Institute Quality Committees.
11. To monitor and review the development of strategy, policy and practice in relation to access, retention and student achievement.
12. Such other responsibilities as may be determined by the Academic Board.

Quorum:

One-half plus 1 of the members eligible to attend.

Frequency of meetings:

Minimum of three per year.

Conduct:

Rules and Procedures for meetings of Academic Board and its Committees are published on the University's intranet web page ("O Drive").

Reporting requirements:

Academic Board must receive a report of each meeting.

Sub-Committees and Groups:

Academic Partnerships Committee
Student Performance Monitoring Group

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	17
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Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

2. Academic Partnerships Committee (APC)

Purpose:

To advise Academic Board, through the Academic Standards and Quality Enhancement Committee (ASQEC) on matters relating to the University's academic partnerships and collaborative provision.

Membership:

Ex-officio members (10):

Deputy Pro Vice Chancellor Educational Partnership (Chair)

Head of Collaborative Programmes (Vice Chair)

A representative from each Institute who will normally be the person with lead responsibility for partnership

Two representatives from partner organisations

University Librarian or nominee

Deputy Head of Academic Quality (Secretary)

Student Representatives (1):

A representative of the Students' Union who will normally be a sabbatical or other elected officer

In Attendance:

Academic Registrar or nominee (in attendance for relevant items of business)

Director of Quality and Educational Development (in attendance for relevant items of business)

Director of the International Office or nominee (in attendance for relevant items of business)

Minuting secretary

Terms of Reference:

1. To advise on the development and implementation of University policy and strategy on partnerships and collaborative academic provision.
2. To monitor and review academic partnerships and collaborative provision leading to an award or academic credit of the University.
3. To advise on the effectiveness of quality management processes in respect of collaborative academic provision.
4. To receive and consider reports of partnership reviews and to make recommendations to ASQEC regarding the renewal of a partnership arrangement.
5. To report annually to AQSEC on the health of academic partnerships and associated collaborative provision.

Quorum:

One-half plus 1 of the members eligible to attend.

Frequency of meetings:

Minimum of three per year.

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	18
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Bye-Law 4**Terms of Reference for Academic Board and its sub-committees****Conduct:**

Rules and Procedures for meetings of Academic Board and its Committees are published on the University's intranet web page ("O Drive").

Reporting requirements:

Academic Standards and Quality Enhancement Committee must receive a report of each meeting.

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	19
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Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

3. Learning, Teaching and Student Experience Committee (LTSEC)

Purpose:

To advise Academic Board on University strategy and policies to foster and encourage excellence in learning and teaching and the student experience and to raise the external profile of the University in this area of its activity.

Membership:

Ex-officio members (12):

Deputy Vice Chancellor or Pro Vice Chancellor Students (Co-Chair)
 Director of Quality and Educational Development
 A Learning and Teaching lead from each of the academic institutes
 A nominee from the University Professors
 Head of Student Services
 Research School Manager or nominee
 University Librarian or nominee
 Head of Educational Development (Secretary)

Student Representatives (2):

Two nominees of the Students' Union who will normally be a sabbatical or other elected officer

In Attendance:

Academic Registrar (in attendance for relevant items of business)
 Head of Estates and Facilities (in attendance for relevant items of business)
 Minuting secretary

Terms of Reference:

1. To oversee the development, implementation and evaluation of the University's Learning and Teaching Strategy and associated strategies, policies (such as the Student Charter) and procedures relating to learning, teaching and the student experience.
2. To promote good practice and innovation in learning, teaching and assessment methods and the management of the student experience.
3. To monitor the implementation of the Committees decisions on matters pertaining to learning, teaching and student experience.
4. To consider all University-wide feedback from student surveys and develop appropriate action plans.
5. To receive the minutes of the Institutes Learning and Teaching Committee
6. To approve the establishment of prizes for academic achievement on behalf of Academic Board.
7. Such other responsibilities as may be determined by the Academic Board.

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	20
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Bye-Law 4**Terms of Reference for Academic Board and its sub-committees****Quorum:**

One-half plus 1 of the members eligible to attend.

Frequency of meetings:

Minimum of three per year.

Conduct:

Rules and Procedures for meetings of Academic Board and its Committees are published on the University's intranet web page ("O Drive").

Reporting requirements:

Academic Board must receive a report of each meeting.

For more information, please contact:

[Insert contact details and email address]

Sub- Committees and Groups:

Learning Spaces Group

Student Surveys Working Group

Enhancement Learning Group

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	21
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Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

4. Institute Boards

Purpose:

The Institute Board is responsible to Academic Board for ensuring that the University Strategic Plan is implemented within the Institute, monitoring the quality arrangements for teaching, learning and research activities within the Institute and by overseeing the work of its committees and providing a forum for communication and consultation.

Membership:

Ex-officio members:

Head of Institute (Chair)
 Heads of Departments
 Deputy Heads of Institute
 Chairs of Institute Committees
 Up to 4 elected representatives (ordinary members of Academic staff)
 Up to 2 elected support staff (ordinary members of Support staff)
 Academic Support Unit Manager (Secretary)

Student Representatives (2):

Student representation should be for two years to allow for continuity. The new student representative should be appointed before the end of the academic year and should shadow the incumbent student representative. Where there is sufficient postgraduate provision in the Institute there should be both undergraduate and postgraduate student representation.

In Attendance:

Minuting secretary

Terms of Reference:

1. To agree the Institutes development plan and monitor achievement against the objectives and to ensure effective communication and dissemination of relevant information and decisions
2. To oversee the Institute Quality Committee (IQC), critically to:
 - 2.1 Implement the quality assurance enhancement procedures and processes, established by AQSEC, on behalf of Academic Board
 - 2.2 Ensure the proper conduct of the assessment and examination of students, including the arrangements for examination boards with the institute.
 - 2.3 Monitor arrangements for admissions and recruitment to courses in the institute
3. To ensure that the policies and strategies approved by the Academic Board are implemented and monitored within the Institute.

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	22
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Bye-Law 4**Terms of Reference for Academic Board and its sub-committees**

4. To oversee the Institute Research Committee, critically to monitor and promote excellence in research and Knowledge Exchange.
5. To oversee the Institute Learning, Teaching & Student Experience Committee, critically to monitor and promote excellence in learning, teaching and the student experience.
7. To advise the Head of Institute on the resources needed to support the activities of the institute.
8. To serve as a forum for consultation on proposals relating to the academic regulations and procedures of the University, and the formulation of strategies and policies relating to the academic activities of the University.
9. Such other responsibilities as may be determined by the Academic Board.

Quorum:

One-half plus 1 of the members eligible to attend.

Frequency of meetings:

Minimum of three per year.

Conduct:

Rules and Procedures for meetings of Academic Board and its Committees are published on the University's intranet web page ("O Drive").

Reporting requirements:

Academic Board must receive a decision report of each meeting using a standard template.

Sub- Committees:

Institute Quality Committee (IQC)

Institute Learning, Teaching & Student Experience Committee

Institute Research Committee

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	23
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Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

5. Research Committee

Purpose:

To advise Academic Board on the University's strategy and policies to foster and encourage research and to raise the external profile of the University in this area of its activity.

Membership:

Ex-officio members (11):

Deputy Pro Vice Chancellor Research (Chair)

A representative from each Institute who will normally be the Chair of Institute Research Committee

A Chair from a Research Ethics Committee

A nominee from the University Professors

University Librarian or nominee

A representative from the Research Funding Office

Research School Manager (Secretary)

Student Representatives (1):

A postgraduate research student

In Attendance:

Up to two co-options

Minuting secretary

Terms of Reference:

- 1 To oversee the development, implementation and evaluation of the University's strategy for research and associated policies, procedures and guidelines, particularly those relating to:
 - 1.1 Engaging the Public with Research
 - 1.2 Ethics and Research Governance
 - 1.3 Impact
 - 1.4 Intellectual Property
 - 1.5 Open Access
 - 1.6 Research Data Management
 - 1.7 Research Integrity
- 2 To monitor and influence the development of the research policy and strategy of key national and international agencies (e.g. HEFCE, the Research Councils, the European Union) in the interests of the University, responding as necessary on behalf of the University to consultations, calls for evidence, etc. from these agencies.
- 3 To support the University in its engagement with key external stakeholders relating to research, including the government, funding agencies, business and learned societies.

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	24
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Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

4. To oversee the University's submissions to the Research Excellence Framework.
5. To identify priority areas for research and to develop, promote and monitor processes and practices to stimulate research in these areas.
6. To advise University Executive on the resources necessary for the successful conduct of research.
7. To receive and consider reports on research activity, and initiate actions as appropriate based on this consideration, including:
 - 7.1 Annual Research reports from Institutes and library services
 - 7.2 Quarterly reports on funding bids
 - 7.3 Quarterly reports on "live" projects
 - 7.4 Minutes of the Research Ethics Committees
8. To monitor the University's activities in relation to researcher development including oversight of the Concordat to Support the Career Development of Researchers and other related sector guidance published in the future.
9. To monitor research support services and to ensure that these services contribute effectively to meeting objectives within the University's Research Strategy and Strategic Plan.
10. To oversee and monitor the performance of University Research Centres and to make recommendations to Academic Board following 5 year reviews of these Centres.

Quorum:

One-half plus 1 of the members eligible to attend.

Frequency of meetings:

Minimum of three per year.

Conduct:

Rules and Procedures for meetings of Academic Board and its Committees are published on the University's intranet web page ("O Drive").

Reporting requirements:

Academic Board must receive a report of each meeting.

Sub- Committees and Groups:

Research Ethics Committees

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	25
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Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

6. Research Ethics Committees

Purpose:

There will be two Research Ethics Committees organised around Health & Sciences and Arts, Humanities, Business, Computer Sciences and Social Sciences

The Committees seek to maintain the highest ethical standards in the conduct of research undertaken either at or under the auspices of the University. They aim to ensure the well-being of those involved in research, whether as researchers or participants, and to safeguard the standards and reputation of the University in matters of academic and professional practice.

Membership:

Chair (Member of the University Professors from relevant subject area) A nominee from the University Professors

Secretary (Research Support Officer)

Minimum of 6 academic representatives from relevant subject who will not normally sit on Institute Ethics Panels

External Lay member

Member from a research user group

In Attendance:

Minuting secretary

Terms of Reference:

Health & Science Research Ethics Committee Subject Areas	Arts, Humanities, Business, Computer Sciences and Social Sciences Research Ethics Committee Subject Areas
<ul style="list-style-type: none"> • Allied Health studies • Biological Sciences, including biomedical research, animal biology, plant biology, aerobiology • Dementia Care • Ecology • Exercise Sciences • Health Sciences • Nursing • Midwifery • Physiology • Public Health • Sports sciences 	<ul style="list-style-type: none"> • Business & management studies • Computer science • Creative & digital arts • Criminology • Design • Education • English language & literature • Films Studies • Geography • History • Law • Politics • Social Work • Sociology

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019
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Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

	<ul style="list-style-type: none"> • Psychology • Sports coaching
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1. To review all applications for ethical approval from staff and PGR students.
2. To review all applications for ethical approval from UG and PGT students referred by Institute Ethics Panels and to hear appeals against decisions of Institute Ethics Panels.
3. To promulgate good conduct in research in relevant subject areas.
4. To keep the University's policies and procedures for ethical approval of research projects under review, responding in particular to Research Council and Government Framework/ Guidelines, and to make recommendations to Research Committee for their development.
5. To monitor the operation of relevant Institute Ethics Panels and to receive annual reports from these Panels.
6. To report to Research Committee.
7. To act in an advisory capacity to Research Committee and other committees as required.
8. To act in an advisory capacity to researchers applying for external ethical approval in particular through the HRA.

Quorum:

One-half plus 1 of the members eligible to attend.

Frequency of meetings:

Minimum of three per year.

Conduct:

Rules and Procedures for meetings of Academic Board and its Committees are published on the University's intranet web page ("O Drive").

Reporting requirements:

Research Committee must receive a report of each meeting

Sub-Committees and Groups:

Institute Ethics Panel

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	27
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Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

8. Honorary Awards Committee

Purpose:

The Honorary Awards Committee receives nominations for Honorary Degrees, Fellowships and the University's Medal of Honour and makes confidential recommendations to Academic Board in respect of honorary degrees.

Membership:

Ex-officio members:

Vice Chancellor (Chair)

Deputy Vice Chancellor (Vice Chair)

A Pro Vice Chancellor or Deputy Pro Vice Chancellor nominated by Academic Board

A member of Academic Board nominated by Academic Board at the start of each academic year.

Academic Registrar (Secretary)

An independent governor who is normally a member of Academic Board and is appointed for a period of 3 years.

Student Representatives (1):

President of the Students' Union

In Attendance:

Minuting secretary

President of the College of Fellows or nominee

**Timetable needs to be discussed to ensure nominations are requested January for submission to AB for April*

Terms of Reference:

1. To consider nominations for:
 - 1.1 Honorary Degrees of the University
 - 1.2 Fellowships of the University
 - 1.3 University Medal of Honour
2. To consider nominations for Honorary Degrees submitted by anyone of the following:
 - 2.1 Members of staff of the University
 - 2.2 Registered students of the University
 - 2.3 Members of the Board of Governors
 - 2.4 Members of the College of Fellows
 - 2.5 Members of the Committee may also propose nominations for consideration
3. Nominations for Honorary Degrees will be invited for submission to the Academic Registrar by a stated date each year. The nominations should be submitted on the nomination form signed by the nominator and stating why an award should be considered.
4. To consider nominations received and recommend names for Honorary Degrees to Academic Board.

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	28
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Bye-Law 4**Terms of Reference for Academic Board and its sub-committees**

5. To consider appointments to offices of the College of Fellows (President, Vice President)

Quorum:

One-half plus 1 of the members eligible to attend.

Frequency of meetings:

Minimum of one per year.

Conduct:

Rules and Procedures for meetings of Academic Board and its Committees are published on the University's intranet web page ("O Drive").

Reporting requirements:

Academic Board

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	29
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University
of Worcester

Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	30
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Bye-Law 4

Terms of Reference for Academic Board and its sub-committees

9. Academic Regulations and Governance Committee

Purpose:

To advise Academic Board on matters relating to academic regulations and associated procedures and matters relating to effective academic governance, so as to ensure that the University applies principles of best practice and regulation. The Committee also provides advice and reports to ASQEC.

Membership:

Ex-officio members (6):

Deputy Vice Chancellor (Chair)
 Chair of Academic Standards and Quality Enhancement Committee (ASQEC)
 Chairs of Learning, Teaching and Student Experience Committee (LTSEC)
 Chair of Research Committee
 Academic Registrar (Secretary)

Student Representatives (1):

A representative of the Students' Union who will normally be a sabbatical or other elected officer

In Attendance:

Head of Student Services (in attendance for relevant items of business)
 Minuting secretary

Terms of Reference:

1. To keep under review academic regulations and associated procedures for the operation of taught and research programmes and to review annually where regulations have been varied or exemptions applied.
2. To monitor external-developments in relation to academic regulations and associated procedures.
3. To recommend to Academic Board revisions and the development of new academic regulations and associated procedures
4. To monitor the effectiveness of the University's academic committee structure and review and advise on the constitution of Academic Board and its committees
5. To consider recommendations from committees of Academic Board for the establishment of standing groups.
6. To receive and consider annual reports from committees of Academic Board on the effective conduct of their business, and to report to Academic Board as appropriate.

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	31
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Bye-Law 4**Terms of Reference for Academic Board and its sub-committees**

7. To conduct a review every three years of the effectiveness of the University's academic governance arrangements which will include a review of the committee structure and of the policies and procedures which come within the remit of the Academic Board.

Quorum:

One-half plus 1 of the members eligible to attend.

Frequency of meetings:

Minimum of three times per year.

Conduct:

Rules and Procedures for meetings of Academic Board and its Committees are published on the University's intranet web page ("O Drive").

Reporting requirements:

Academic Board must receive a report of each meeting.

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	32
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Bye-Law 6
Vice Chairs

- 6.1 The Board may appoint up to two Vice Chairs, for a term of office no longer than four years. The Board may decide to re-appoint for a second term of office. Where practicable the terms of office of the Chair and the Vice Chair(s) should be staggered.
- 6.2 The appointment shall be on the recommendation of the Nominations Committee, based on a review of the skills and expertise of individual Board members.
- 6.3 The Nominations Committee may choose to run an external recruitment campaign to appoint a Vice Chair providing there is a vacancy on the Board to be filled. In these circumstances, the position will be advertised nationally. Candidates will be interviewed and selected with reference to an agreed role description and person specification.
- 6.4 The role of the Vice Chair is to work with the Chair to:
- provide strategic leadership to the Board of Governors;
 - promote strong and constructive working relationships with the University's executive led by the Vice Chancellor and Chief Executive, and;
 - deputise for the Chair at University events and in other fora, and to chair meetings in the absence of the Chair.

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: October 2019	33
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Bye-Law 7

Appointment of Staff Board Members

7.1 Academic Staff Members

7.1.1 Two members of academic staff at the University are nominated by the Academic Board for membership on the Board of Governors.

7.1.2 The Clerk to the Board is responsible for initiating and operating the election. The election will begin with an all-staff email calling for nominations from the membership of the academic staff. The nomination period shall be no longer than 10 working days. A ballot paper shall then be sent via email to each full member of Academic Board. Completed ballot papers shall be received in either hard-copy or electronic format within 15 working days of the date the ballot opened. The candidate or candidates with the highest number of votes shall be elected. In cases where there are two candidates with the same number of votes, the Chair of the Academic Board, shall have the deciding vote.

7.2 Other Staff Members

7.2.1 The Board may appoint up to one co-opted Board member from amongst the non-academic staff of the University.

7.2.2 The appointment process shall be managed by the Clerk to the Board, who shall write to all staff via email to call for applications.

7.2.3 The appointment process shall comprise:

- An interview of shortlisted candidates by a small panel of Board members (of which the majority should be independent members), chaired by the Chair of the Board or his/her nominee;
- Formal approval of the preferred candidate at the next scheduled meeting of the Board of Governors.

7.3 The terms of office of all staff members shall be in accordance to those prescribed for other Board members in Article 3.6.

VERSION: V1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 27 th February 2017	NEXT REVIEW: February 2020	34
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Bye-Law 9**Senior Executive Posts appointed by the Board**

- 10.1 In accordance with Article 3.1.4 the Board has responsibility for the the appointment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of holders of “senior posts”. The Senior posts comprise the: Vice Chancellor and Chief Executive, the Clerk to the Governors and the Deputy Vice Chancellor.
- 10.2 The person specifications and job descriptions for senior post-holders shall be approved formally by the Chair of the Board, in consultation with the Chair of the HR Committee, before a post is advertised.
- 10.3 The appointment process for senior posts shall include, but shall not be restricted, to:
- A formal interview undertaken by a panel of Board members (of which the majority should be independent members) and should include the Director of HR as a professional advisor. The interview panel shall be chaired by the Chair of the Board, or in his/her absence the Chair of the HR Committee or a Vice Chair.
 - Formal approval of the preferred candidate at the next scheduled meeting of the Board of Governors.

VERSION: V1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 27 th February 2017	NEXT REVIEW: February 2020	35
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