



**UNIVERSITY *of***  
**WORCESTER**

## **BOARD OF GOVERNORS**

### **Bye-Laws**

(to be read in conjunction with the Instrument and Articles of Government)

Owner	University Secretary & Clerk to the Board
Approved by	Board of Governors
Last reviewed	February 2025

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# Bye-Law 1: Standing Orders for the Board and its committees

## Introduction

1. The membership and terms of reference of the Board of Governors are derived from, and determined in accordance with, the Instrument and Articles of Government. This is further clarified through the Statement of Primary Responsibilities in Bye-Law 2. These Standing Orders regulate the conduct of meetings of the Board of Governors and its committees.
2. The Chair of a meeting, on the advice of the Clerk, is responsible for ruling on any question of interpretation of the Standing Orders. Their ruling is final.

## Chair

3. The Chair and Vice Chair(s) of the Board are appointed by the independent members in accordance with Bye-Laws 5 and 6 respectively.
4. A Vice Chair will chair Board meetings in the absence of the Chair.
5. The Chairs of committees are approved by the Board on recommendation from the Nominations & Governance Committee. A committee's membership may nominate a vice chair by common consent if required.
6. In the absence of both the Chair and the Vice Chair(s) at a Board meeting, the independent members present shall choose one of their number to preside at the meeting.

## Meetings

7. **Ordinary meetings** of the Board of Governors will be held not fewer than four times in each academic year. This also applies to the Audit Committee. Ordinary meetings of the Finance & Development Committee and the People and Culture Committee will be held at least once per semester. The Nominations & Governance Committee and the Remuneration Committees will meet on at least one occasion per year. An annual schedule of meetings will be drawn up by the Clerk, for approval by the Board.
8. **Emergency meetings** of the Board or its committees may be convened by the Clerk at the request of the relevant Chair. An emergency meeting of the Board may also be convened by the Clerk on receipt of a written request from at least four independent members. Emergency meetings will be held within ten working days of receipt of the request and shall transact only the business specified.

## Expenses and Allowances

9. Independent members of the Board may claim reasonable expenses for attendance at meetings and events at the University and when representing the University at external events. Expenses are paid in accordance with the University's Work-Related Travel Policy and guidance is available from the Assistant Clerk.

## Notice of Meetings

10. Dates of ordinary meetings shall be determined no later than the preceding meeting.
11. Ordinary meetings shall be formally convened by the Clerk, who shall send to each member the agenda and supporting papers, so that they are dispatched normally no later than 5 working days before the date of ordinary meetings and 3 working days in the case of emergency meetings.

## Agendas and Papers

12. Agendas for the Board and committees are prepared collaboratively by the Clerk, the Chair of the Board or committee and the Vice Chancellor and Chief Executive, and are approved by the relevant Chair.
13. Members of the Board may request, via the Chair or the Clerk, that a specific item is included on an agenda. The inclusion is subject to approval by the relevant Chair.
14. The majority of agenda items will be supported by a brief written report, which will be circulated with the agenda.
15. Papers will be sent in hard-copy (on request) and circulated electronically in the secure repository accessible only by members of the Board or its committees.
16. Tabled papers may be allowed at the relevant Chair's discretion.

## Confidential and Reserved Business

17. In order to protect the interests of the University, its students and its staff, and subject to the provisions of data protection legislation (GDPR and the Data Protection Act 2018) and the Freedom of Information Act, certain items of business may be declared to be confidential and/or reserved.
18. Discussion of confidential business and circulation of confidential documents are normally restricted to only members of the Board or committee.
19. Reserved business normally refers to matters concerning details of individual students or members of staff. Discussion of reserved business and circulation of reserved documents are subject to the same restrictions as confidential items.
20. In addition, the Chair of the Board or committee, on the advice of the Clerk, may decide not to circulate to an individual staff or student member a reserved item pertaining to them directly, and they may be required to withdraw from discussion of the item.
21. Confidential and reserved documents will be clearly marked as such and identified on the agenda.
22. The Clerk is responsible for maintaining a schedule of confidential and reserved documents. This schedule will be reviewed annually to determine whether any documents can be made public at that stage.

## Attendance at meetings

23. All members are expected to attend the meetings of the Board, committees and groups of which they are members. Members who are unable to attend for good and sufficient reason should send their apologies at the earliest possible time.
24. Meetings will be conducted either in person or virtually (or a combination of the two). Members may choose, by prior agreement with the Chair, to attend an in person meeting virtually if this provision is available for the specific meeting.
25. Members who have been absent from Board or committee meetings for a period of twelve months without prior approval from the Chair of the Board, or who are considered to be unable or unfit to discharge the functions of a member of the Board or committee, may be removed from office in accordance with Bye-Law 9.

## Officers in Attendance

26. The Vice-Chancellor is a full member of the Board. Members of the Vice Chancellor's Executive Board attend the Board and relevant committees as agreed by the Vice Chancellor and Chief Executive and the Chair of the Board.

## Alternates and Proxies

27. Members of the Board and its committees are not permitted to send alternates to meetings nor to appoint proxies to act on their behalf at meetings.

## Observers

28. The attendance of observers is at the discretion of the relevant Chair. The Board seeks to operate in an open and transparent manner and it is not expected that reasonable requests will be refused. Observers will be required to withdraw for any reserved or confidential business items.

## Quorum

29. The quorum for meetings of the Board shall be two-thirds of the appointed members, of whom the majority shall be independent members.
30. The quorum of the Board's committees is as follows:
- Audit Committee – 3 members of whom not less than 2 shall be independent members of the Board
  - Finance & Development Committee – 3 members of whom not less than 2 shall be independent members of the Board.
  - People and Culture Committee – 3 members of whom not less than 2 shall be independent members of the Board.
  - Nominations & Governance Committee – 3 members of the Board of whom not less than 2 shall be independent members of the Board.
  - Remunerations Committee (Vice Chancellor) – 3 members of the Board of whom not less than 2 shall be independent members of the Board.
  - Remunerations Committee (Board Appointees) – 3 independent members of the Board.
31. In the event that a meeting is not quorate fifteen minutes from the scheduled start time, or becomes inquorate during a meeting, the Chair may either ask the members present to proceed as a working group to advise on matters of urgent business or adjourn the meeting to a subsequent meeting.

## Conduct of Meetings

32. The relevant Chair is responsible for the orderly conduct of the meeting and is entitled to the co-operation of members in ensuring the fair, effective and expeditious transaction of business and the observance of the courtesies of debate.
33. When speaking, members, and those in attendance, should address the Chair.
34. The Chairs of committees present the reports of committee meetings to the Board. This is recognised as good practice.
35. It is the practice of the Board and its committees to reach formal decisions by consensus. Votes are rarely taken.
36. Where a vote is deemed necessary by the relevant Chair a decision will be taken by simple majority, with the Chair holding a second, casting vote to be used where there is an equal division of votes.
37. The numbers voting for and against and any abstentions will be recorded in the minutes.
38. Any resolution or other formal decision taken by the Board or its committees can be rescinded, providing a formal proposal is presented to all Board or committee members and approved by the majority of the membership.

## Written resolutions

39. A written resolution signed by all of those entitled to vote at a meeting of the Board or a committee is as valid as a resolution actually passed at a meeting (and for this purpose a written resolution may be set out in more than one document and will be treated as passed on the date that it has been approved unanimously by all relevant members).

## Cabinet Responsibility

40. Any decision of the Board or its committees, however determined, is a decision taken by the members collectively and each individual member has a duty to stand by it, whether or not they were present at the meeting when the decision was taken.

## Conduct of Governors

41. All Board and committee members are expected to comply with the UK standards in relation to corporate and higher education governance and all policies and procedures agreed by the Board. They shall always observe and enact the seven 'Nolan Principles' of conduct in public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
42. Fit and Proper Person
  - a) Members of the Board and co-opted members of committees are required to complete an Annual Declaration comprising of: Annual Declaration of Interests, Related Party Declaration and an Annual Fit and Proper Person Declaration.
  - b) A record of Annual Declarations will be maintained by the Clerk and members' trusteeships will be published on the University website.
  - c) Prior to any appointment, including those of internal members and co-opted members of committees, a Companies House search, a Charity Commission search and an online search of social media sites will be undertaken. Where there are issues that lead the Nominations & Governance Committee to consider that a candidate does not meet the fit and proper requirement, the appointment will not be taken forward.
  - d) The circumstances of any member who is no longer able to declare that they are able to complete the Fit and Proper Person Declaration will be considered by the Nominations & Governance Committee. Where appropriate, the member will be removed from the Board or committee in accordance with Bye-law 9.
43. Correspondence received by members from individuals concerning any aspect of governance should be referred to the Clerk.
44. All Board and committee members are privy to important and sometimes sensitive information in relation to the University, and should maintain confidentiality in terms of the content of papers and/or the business of the Board and its committees.
45. All Board and committee papers should be stored and disposed of securely to ensure that no other party has access to them. Members may hand in papers to the Clerk for safe disposal.
46. Whilst the Board is the ultimate decision-making authority of the University, it delegates responsibility to committees and University officers. The framework for such delegation is set out in the following documents published on the University's website:
  - a) Schedule of Delegation
  - b) Bye-law 3 Committee Terms of Reference
  - c) Financial Regulations and procedures
  - d) Other regulations and policies made from time to time by the Board.
47. Any approaches made by the media to individual Board or committee members should be referred to the University's Director of Participation and Communications.
48. In carrying out their role, any member wishing to meet with a member of staff of the University is requested to advise the Clerk in advance and identify the purpose of the meeting.
49. Members may not conduct any form of business on behalf of the University without the agreement of the Chair of the Board and the Vice-Chancellor and Chief Executive.

## Limitation of Business

50. Any matter raised by a member which is not specified in the agenda may be referred by the Chair for discussion at a subsequent meeting. Substantial items raised by members under 'Any other Business' will not normally be considered.

## Minutes

51. The Clerk is responsible for the production of the minutes of meetings. These may be circulated once they have been approved by the Chair of the Board or a committee.
52. The Clerk is responsible for maintaining an archive of all documentation in relation to meetings and to the publication of minutes after they have been approved at the next ordinary meeting.

## Transacting Business between meetings

53. From time to time, issues arise between meetings which require an urgent, formal decision. The Chair of the Board and Chairs of committees are empowered to take Chair's action on business arising between meetings where it would not be expedient to delay until the next meeting. Where such a matter is foreseen, the Board or committee shall resolve to delegate it to the Chair for action.
54. Chair's action should only be used exceptionally in the manner described above and should never be used to substitute for discussion at a properly constituted meeting. In determining whether Chair's action is appropriate, the relevant Chair will consider calling an emergency meeting of the Board or committee and, where the timescale prevents this, will consider other means of consulting with members wherever possible.
55. Any Chair's action taken will be reported to the next ordinary meeting of the Board or committee.

## Suspension of Standing Orders

56. In cases of urgency, any one or more of these Standing Orders may, on resolution of the Board or the committee, be suspended. The suspension of Standing Orders applies only to the meeting at which it is passed.

## Variation and Revocation of Standing Orders

57. These Standing Orders may only be varied or revoked by the Board at a properly constituted meeting.



## Bye-Law 2: Statement of Primary Responsibilities of the Board

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

1. To set and agree the mission, strategic vision and values of the institution with the Executive.
2. To agree long-term academic and business plans and performance indicators and ensure that these meet the interests of stakeholders, especially staff, students and alumni.
3. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the strategy, plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
4. To delegate authority to the Vice Chancellor and 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.
5. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and procedures for handling internal grievances and managing conflicts of interest.
6. To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
7. 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.
8. To safeguard the good name and values of the institution.
9. To appoint the Vice Chancellor and Chief Executive, and to put in place suitable arrangements for monitoring their performance.
10. 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.
11. 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.
12. 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.
13. 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. This includes accountability for health, safety and security and for equality, diversity and inclusion.
14. To receive assurance that adequate provision has been made for the general welfare of students.

15. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
16. To ensure that the institution's Instrument and Articles of Government are always followed and that appropriate advice is available to enable this to happen.
17. To promote a culture which supports equality, inclusivity and diversity across the institution.
18. To maintain and protect the principles of academic freedom and freedom of speech.
19. To ensure that all students and staff have opportunities to engage with the governance and management of the institution.

## Bye-Law 3: Committee terms of reference

### Audit Committee Terms of Reference

#### **SCOPE**

To assure the Board of Governors about the adequacy and effectiveness of the University's governance, control systems, risk management and financial reporting arrangements, value for money and the management and quality assurance of data.

In fulfilling its terms of reference, the Audit Committee will take account of the CUC HE Audit Committees Code of Practice (May 2020).

#### **MEMBERSHIP**

At least 4 independent members of the Board of Governors

Up to 2 staff governors

1 student governor

Members of the Audit Committee shall not be members of the Finance and Development Committee. At least one member should have recent and relevant experience in finance, accounting or auditing.

*Note: Membership of the Audit Committee reflects the requirements of the OfS Terms and Conditions of funding for higher education institutions for the period to 31<sup>st</sup> July 2019 Annex C para 7.*

#### **In attendance**

Vice Chancellor and Chief Executive

Pro Vice Chancellor Finance and Resources

Representative(s) of the External Auditors

Representative(s) of the Internal Auditors

University Secretary and Clerk to the Board of Governors

Assistant Clerk to the Board of Governors (Minuting Secretary)

#### **Co-options**

The Committee may, if it considers it necessary, co-opt a further two members with particular expertise.

#### **Chair**

The Chair will be appointed by the governing body from amongst the independent members of the Board of Governors.

#### **QUORUM**

Three members, of whom not less than two shall be independent members of the Board of Governors.

#### **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.

#### **TERMS OF REFERENCE**

\* Denotes responsibilities delegated to Audit Committee by the Board of Governors.

#### **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 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 approve the Annual Internal Audit Plan and to review and monitor the internal auditors' audit risk assessment, strategy and programme.
9. To review the findings of internal audit investigations and management responses and to ensure that agreed actions are implemented.
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 for the University Group 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 Office for Students (OfS) 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 approve the University's Financial Regulations.
16. 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 normally be submitted to the Board of Governors before the Members' responsibility statement in the annual financial statements is signed.

#### ***Risk Management and Governance***

17. To keep under review the effectiveness of the University's risk management, control and governance arrangements, including compliance with the legal and regulatory framework that the University operates in.

18. To review the Risk Management Policy and the University Risk Register on a periodic basis and make recommendations to the Board of Governors and to ensure that the University's arrangements for the management of risk more broadly are adequate and effective
19. To ensure that all significant losses have been properly investigated and that the internal and external auditors and the OfS accounting officer, have been informed.
20. To approve the institution's policies on whistleblowing, anti-bribery and fraud and irregularity, including being notified of any action taken under these policies.
21. To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness (Value for Money).

#### ***Other Responsibilities***

22. To monitor the implementation of agreed audit-based recommendations.
23. To receive any relevant reports from the National Audit Office, OfS and other organisations.
24. To satisfy itself over the adequacy of arrangements to assure the quality of the University's data returns.
25. To ensure that the University and its wholly owned subsidiaries comply with the OfS Terms and Conditions of Funding.
26. To satisfy itself that appropriate policies and procedures are in place in the context of managing conflicts of interest, tests for 'fit and proper persons' and reference checking.
27. To satisfy itself that appropriate arrangements are in place to ensure material adverse events or reportable events are identified, managed and reported accordingly, including to the OfS where appropriate.

#### **AUTHORITY AND DELEGATED POWERS**

The Committee is authorised by the Board of Governors to undertake whatever work it considers necessary to fulfil its role. The Committee may 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 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 £25,000 (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 15.\*, as set out in the Schedule of Delegation.

## Finance and Development Committee Terms of Reference

### **SCOPE:**

The Finance & Development Committee's scope is matters concerning finance, resources, estates and related policies. In particular the Committee will consider the development, monitoring and coherence of strategic planning policy and advise the Governing Body accordingly.

### **MEMBERSHIP**

5 independent members of the Board of Governors

1 staff governor

1 student governor

### **Ex-officio**

Chair of Governors

Vice Chancellor and Chief Executive

### **In attendance**

Pro Vice Chancellor Finance and Resources

Pro Vice Chancellor Communications and External Affairs

University Secretary and Clerk to the Board of Governors

Assistant Clerk to the Board of Governors (Minuting Secretary)

### **Co-options**

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

### **Chair**

The Chair will be appointed by the governing body from amongst the independent members of the Board of Governors.

### **QUORUM**

Three members, excluding the Vice Chancellor and Chief Executive.

### **FREQUENCY OF MEETINGS**

At least once per semester.

### **TERMS OF REFERENCE**

- 1.To consider such matters as the Board of Governors may refer to it concerning the development and monitoring of strategic policy and to make recommendations to the Board of Governors.
- 2.To advise the Board of Governors 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 University.
- 3.To consider the draft annual report and accounts and make recommendations for their approval by the Board of Governors.
- 4.To provide strategic policy advice to the Board of Governors with particular reference to the complementary development of financial and other strategic policies.
- 5.To consider such other matters as Board of Governors may, from time to time refer to the Committee.

6. To consider such other matters as the Chair of Governors and/or Vice Chancellor and Chief Executive may request and to determine if recommendations on these matters should be made to the Board of Governors.
7. To consider and make recommendations, as set out in the schedule of delegation, to the Board of Governors on:
  - a. Approval of the Treasury management strategy/policy
  - b. Establishment of borrowing limits
  - c. Approval of capital development or estates projects with a total value in excess of £1m (incl VAT)
8. To exercise authority as set out in the schedule of delegation, including:
  - To approve IP sale or licensing greater than £500k on the recommendation of the Vice Chancellor.
9. To receive a written report of every meeting of the Investment Committee.

## People and Culture Committee Terms of Reference

### **SCOPE**

To provide strategic oversight of the University's people and culture strategies, policies and practices including those which relate to equality, diversity and inclusion (EDI) that will support and promote a culture of equality of opportunity within the University.

### **MEMBERSHIP**

4 independent members of the Board of Governors (one of whom will be Chair)  
Up to 2 staff governors  
1 student governor  
Vice Chancellor

### **In attendance**

Director of HR  
University Secretary and Clerk to the Board of Governors  
Assistant Clerk to the Board of Governors (Minuting Secretary)

### **Chair**

The Chair will be appointed by the governing body from amongst the independent members of the Board of Governors.

### **QUORUM**

Quoracy is two independent members of the Committee.

### **FREQUENCY OF MEETINGS**

At least once per semester.

### **TERMS OF REFERENCE**

1. To monitor and make recommendations to the Board of Governors on the University's Equality, Diversity and Inclusion Framework including the University's Equality, Diversity and Inclusion Policy Statement.
2. To formally report to the Board on an annual basis on the fulfilment of the University statutory obligations under the Equality Act 2010 in respect of equality, diversity and inclusion.
3. To receive and consider, at least annually, EDI monitoring statistics in relation to the composition of the University community.
4. To review regularly on behalf of the Board of Governors implementation of the University's HR Strategy and to ensure that its objectives are carried out (excluding matters that fall within the remit of the Remuneration Committees).
5. To monitor and make recommendations to the Board of Governors, on policy and procedures (with the exception of any matters within the remit of the Remunerations Committees) governing the:
  - a. appointment and promotion



- b. reward
  - c. conduct
  - d. appraisal
  - e. performance management
  - f. suspension
  - g. discipline
  - h. redress of grievances and
  - i. dismissal of staff (including the holders of senior posts).
6. To receive and consider updates on national pay negotiations and other union related matters including the annual Trade Union Facility Time Report.
  7. To receive and consider the annual Gender Pay Gap Data report.
  8. To receive and consider regular reports from the Health, Safety and Wellbeing Committee, including on the approval of the Health & Safety Policy Statement.
  9. To have oversight, on behalf of the Board of Governors, of the University's Code of Practice on the Freedom of Speech.
  10. To receive and consider the Annual report on the institutional commitment to the Researcher Development Concordat.

**AUTHORITY AND DELEGATED POWERS**

The Board has delegated to the People and Culture Committee oversight of HR Policy and Strategy.

## Nominations & Governance Committee Terms of Reference

### **SCOPE**

The Nominations and Governance Committee is responsible to the Board of Governors for the oversight of the University's governance arrangements and to ensure that the University is pursuing best practice. It is responsible for identifying and recommending new Governors to the Board and for the nomination of Governors and co-opted members for appointment to Committees. The Committee also has oversight of Governor induction, training and appraisal and the periodic oversight of the Board's review of its own effectiveness.

### **MEMBERSHIP**

Chair of the Board of Governors (Chair)  
Chair of Audit Committee  
Chair of Finance & Development Committee  
Chair of Remuneration Committees  
Chair of People & Culture Committee  
Vice Chairs of the Board if not already a Committee Chair and identified above  
Vice Chancellor and Chief Executive  
Student Governor

### **In attendance**

University Secretary and Clerk to the Board of Governors  
Assistant Clerk to the Board of Governors

### **Chair**

The Chair will be appointed by the governing body from amongst the independent members of the Board of Governors.

### **QUORUM**

Three members, of whom at least two must be independent governors.

### **FREQUENCY OF MEETINGS**

At least once per year.

### **TERMS OF REFERENCE**

1. To have oversight of the University's governance arrangements, ensuring that they meet the Public Interest Governance Principles, (OfS Regulatory Framework Annex B) and to monitor developments in governance good practice and make recommendations to the Board regarding compliance.
2. To keep under review the University's formal governance documentation: Instrument and Articles of Government and associated Bye-laws ensuring that they remain current and reflective of good practice and recommendations for amendments are made to the Board of Governors accordingly.
3. To keep under review the membership and profile of the Board of Governors, in particular diversity and skills, and undertake succession planning for the Chair and Vice Chair in accordance with Bye-law 5 and 6.
4. To identify possible candidates as governors through a range of avenues including public recruitment, professional bulletin boards, and personal recommendations and to ensure that an appropriate robust selection process is undertaken before prospective new governors are recommended to the Board for appointment.

5. To oversee the appointment of Staff Governors to the Board.
6. To review the membership of Committees and nominate to the Board the appointment of independent and staff governor members to Committees\*.
7. To identify and appoint Chairs for each of the Board's Committees.
8. To develop processes for the Board's periodic review of its own effectiveness.
9. To develop, oversee and monitor the implementation of the governor induction and training programme, and the Annual Development Review of members.
10. To develop and oversee the Annual Declaration of Interest process.
11. To form, at times when the University is faced with an extreme Business Continuity situation, a Board Business Continuity Group to provide a forum for accountability to the Vice Chancellor and senior management team. The Board Business Continuity Group will have separate terms of reference.

\* The Student's Union decides which of the three student governors will join the Finance & Development, Audit and People & Culture Committees. The President of the Students' Union is the student governor on the Remuneration (Vice Chancellor) and Nomination & Governance Committees.

#### **AUTHORITY AND DELEGATED POWERS**

None

## Remunerations Committee (Board Appointees) Terms of Reference

### **SCOPE**

Appointed by the Board in accordance with Articles of Government, 3.5.3., to determine and advise on matters relating to the remuneration of senior post holders (Board Appointees), as described in the Articles of Government, 3.1.4.

### **MEMBERSHIP**

Chair of the Finance and Development Committee

Chair of the Audit Committee

Chair of the People & Culture Committee

Vice Chair of the Board of Governors, if not already a Chair of a Committee and identified above

### **In attendance**

Chair of the Board of Governors

Vice Chancellor and Chief Executive

### **Chair**

A Vice Chair of the Board of Governors

### **Secretary:**

Director of Human Resources

### **QUORUM**

Two members.

### **FREQUENCY OF MEETINGS**

At least once a year.

### **TERMS OF REFERENCE**

- i. To consider the University's interest in attracting and retaining the services of outstanding, exceptionally high performing individuals in relation to Board Appointee roles.
- ii. To 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 (3.1.4)
- iii. To ensure that all its decisions have due regard to the delivery of the University's mission and strategy, its commitment to public benefit, its legal and regulatory duties and charitable status.
- iv. To consider comparative information on the salaries and benefits, conditions of service and contracts of employment at other Universities in England and internationally, to provide context for its decisions.
- v. To review and determine the remuneration of Board Appointees, relative to the sector data and individual performance. In this connection; to receive reports from the Director of Human Resources on comparative sector data and to receive reports from the Chair of the Board of Governors and the Vice Chancellor and Chief Executive on individual performance against agreed performance objectives.
- vi. To seek independent advice on remuneration levels within the Sector to inform the decision making process, as required.
- vii. To maintain an oversight of the appraisal process for Board Appointees, to ensure that it provides a transparent and robust assessment of performance against objectives.
- viii. To receive an annual report from the Director of Human Resources concerning the review process and remuneration for other members of the University's senior leadership not appointed by the Board.

- ix. To hear any appeal in relation to remuneration for members of the University's senior leadership team, where the Vice Chancellor has been involved in the initial review and outcome. The appeal panel will consist of the Chair of the Remuneration Committee (Board Appointees) and members of the Remuneration Committee (Board Appointees).
- x. To submit an Annual Report for the Board of Governors on decisions made by the Committee, in accordance with its delegated powers.
- xi. In the event of an appeal in relation to decisions made by the Remuneration Committee (Board Appointees), the appeal will be heard by an independent panel of Board members, who are not members of the Remuneration Committee (Board Appointees), convened by the Chair of the Board of Governors.

## **AUTHORITY AND DELEGATED POWERS**

### **Remuneration of senior post holders (Board Appointees)**

## Terms of Reference – Remuneration Committee (Vice Chancellor and Chief Executive)

### **SCOPE**

Appointed by the Board in accordance with Articles of Government, 3.5.3., to determine and advise on matters relating to the remuneration of the Vice Chancellor and Chief Executive of the University, as described in the Articles of Government, 3.1.4.

### **MEMBERSHIP**

Chair of the Board of Governors  
Chair of the Finance and Development Committee  
Chair of the Audit Committee  
Chair of the People & Culture Committee  
President of the Student Union  
Vice Chair of the Board of Governors, if not already a Chair of a Committee and identified above

### **In attendance**

Director of Human Resources

### **Chair**

A Vice Chair of the Board of Governors

### **Secretary:**

Clerk to the Board of Governors

### **QUORUM**

Three members.

### **FREQUENCY OF MEETINGS**

The Committee normally meets at least once a year.

### **TERMS OF REFERENCE**

- i) To consider the University's interest in attracting and retaining the services of an outstanding, exceptionally high performing individual in relation to the role of Vice Chancellor and Chief Executive.
- ii) To ensure that all its decisions have due regard to the delivery of the University's mission and strategy, its commitment to public benefit, its legal and regulatory duties and charitable status.
- iii) To ensure that decisions made by committee members are informed by the views of the whole Board.
- iv) To consider comparative information on the salaries and benefits, conditions of service and contracts of employment at other Universities in England and internationally, to provide context for its decisions.
- v) To review and determine the remuneration of the Vice Chancellor and Chief Executive, relative to the sector data and individual performance, and with reference to the CUC code on Senior Staff Remuneration. In this connection; to receive reports from the Director of Human Resources on comparative sector data and to receive reports from the Chair of the Board of Governors on individual performance against agreed performance objectives.
- vi) To seek independent advice on remuneration levels within the Sector to inform the decision-making process, as required.

- vii) To maintain an oversight of the appraisal process for the Vice Chancellor and Chief Executive, to ensure that it provides a transparent and robust assessment of performance against objectives.
- viii) To submit an Annual Report to the Board of Governors on decisions made by the Committee, in accordance with its delegated powers.
- ix) In the event of an appeal in relation to decisions made by the Remuneration Committee (Vice Chancellor), the Remuneration Committee will appoint an appropriate, independent body to conduct the appeal process.

#### **AUTHORITY AND DELEGATED POWERS**

##### **Remuneration of the Vice Chancellor and Chief Executive.**

## Bye-Law 4: Academic Board terms of reference

### 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 (23):

Vice Chancellor (Chair)

Provost (Vice Chair)

Pro Vice Chancellor Health and Science

Pro Vice Chancellor Education, Culture and Society

Pro Vice Chancellor Students

Pro Vice Chancellor Communications and External Affairs

Pro Vice Chancellor for Partnerships

Director of Quality and Educational Development

Pro Vice Chancellor Research

Heads of Academic Schools (10)

Director of Library and Professional Administrative Services

Academic Registrar (Secretary)

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

### Elected Members for the term of 3 years (8):

Three members of academic staff elected from each of the two colleges, but no more than one from each school (6)

One Professor elected from the University Professors

One member of support staff elected from the support staff

### In Attendance:

One Independent Governor (observer and non-voting)

Up to two co-options

Committee 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 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. Noting the outcomes of those individuals to be awarded Professorial titles, 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:

The Quorum for Academic Board and Committees of Academic Board will be one half of the total membership (rounded down to the nearest whole number when this is a fraction).

#### 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") and the Academic Board Teams page.

#### Reporting requirements:

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

## Bye-Law 5: Appointment of the Chair of the Board

1. In accordance with paragraph 5.1 of the Instrument of Government the Board shall appoint a Chair from the membership of the Board (excluding the Vice Chancellor and Chief Executive, staff and student members).
2. The Chair is responsible for the leadership of the University's Board of Governors, ensuring that it gives clear, effective strategic direction to the University and its Executive, so that the University continues to flourish and succeed in a fast moving, competitive environment. This is expanded upon in the Role Descriptor and Person Specification for the Chair of the Board, which is available from the Clerk.
3. The procedures for the appointment of the Chair of the Board shall be determined by the Board on the recommendation of the Clerk. In normal circumstances, such procedures shall commence not less than 18 months prior to the end of the final term of office of the current Chair.
4. The Board may choose to seek to appoint a Chair from outside the membership of the Board and may be assisted in doing this by executive search and recruitment providers.
5. Where there is a vacancy in the independent membership of the Board, the Board may choose to appoint a Chair Designate to the membership of the Board for one academic year prior to taking the Chair.
6. The maximum period of office of the Chair shall be two terms of four years. The term of office of the Chair shall be in addition to any time served as a member of the Board prior to taking up the office of Chair.

## Bye-Law 6: Appointment of Vice Chair(s)

1. The Board may appoint up to two Vice Chairs, for a term of office of up to four years. This term of office may run concurrently or subsequently to the individual's term(s) of office as an independent member, up to a maximum period of office of 12 years. The Board may decide to re-appoint a Vice-Chair for a second term of office if the appointment would not result in total term of office exceeding 12 years. Where practicable the terms of office of the Chair and the Vice Chair(s) should be staggered.
2. The procedures for the appointment of the Vice Chair(s) of the Board shall be determined by the Board on the recommendation of the Clerk. In normal circumstances, such procedures shall commence not less than 18 months prior to the end of the final term of office of the Vice Chair
3. The appointment shall be on the recommendation of the Nominations & Governance Committee, based on a review of the skills and expertise of individual Board members.
4. The Nominations & Governance 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.
5. The role of a Vice Chair is to provide support to the Chair in the leadership of the University Board of Governors and in the carrying out of their responsibilities, and to act as a 'sounding board' and 'critical friend' to both the Chair and members of the Board. The Vice Chair may substitute for the Chair as required in any of their duties
6. In the event that the Chair is unable to discharge their duties for an unplanned period of time i.e. ill health, serious misconduct, one of the Vice Chairs will be appointed as Interim Chair.
7. The responsibilities of the Vice Chairs is further expanded in the Role Descriptor and Person Specification for Vice Chairs, which is available from the Clerk.
8. One of the Vice Chairs will undertake the role of Chair of the two Remuneration Committees, as determined by the Nominations & Governance Committee.

## Bye-Law 7: Appointment of Independent Members

1. In accordance with paragraph 3.2 of the Instrument of Government, the Board may appoint up to 15 independent members. Independent members of the Board serve an initial term of four years with the possibility of a second term of four years being offered, or can serve three terms of three years. The maximum period an independent member may serve is 9 years, unless they are appointed as Chair or Vice-Chair in accordance with bye-law 5 or 6. It is normal for independent members to join the Board at the start of an academic year meaning their term of office runs from the 1<sup>st</sup> August.
2. The appointment process is delegated to the Nominations & Governance Committee which makes recommendations for the appointment of independent members to the Board of Governors.

### 3. Appointment Process

The appointment process comprises of:

- i. A formal invitation for applications (the Nominations & Governance Committee will agree the most appropriate approach, vehicle and format at the time the invitation is published)
- ii Interested parties to be provided with a candidate's pack
- iii. Interested parties to submit a c.v. and a formal application addressing the person specification and confirming that they are able to sign a Fit and Proper Person Declaration
- iv. A working group agreed by the Nominations & Governance Committee will consider applications and shortlist them against the person specification, taking into account gaps in the Board's skills matrix and the diversity of the Board
- v. Shortlisted candidates will be invited to attend a tour of the University campus and a formal interview
- v. The interview panel will comprise of members of the Nominations & Governance Committee with a minimum of the Chair of the Board, the Vice Chancellor and Chief Executive and the President of the Students' Union, and at least one other member of the committee. The Clerk will also be a member of the interview panel.
- vi. Recommendations of the interview panel will be considered by the Nominations & Governance Committee either at its next meeting or by email
- vii Formal recommendation to be made to the Board for approval.

### 4. Induction and Mentoring

All new independent members of the Board will be allocated a mentor from within the existing membership of the Board.

A formal induction process will be held which will include:

- Meeting with the Clerk and Assistant Clerk to discuss the governance at the University and the operation of the Board and its committees
- Meeting with the Chair of the Board and the Vice Chancellor and Chief Executive to discuss the University's strategic direction and other matters of note
- Meeting with the Chair(s) of the relevant committee(s) the individual will serve on to understand the remit of the committee
- Meeting with the Deputy Vice Chancellor and Provost to gain a broad understanding of the operation of the academic work of the University
- During the course of the first year meetings with Students' Union officers and other members of the senior management team as relevant.

5. Annual Review

All members of the Board are required to participate in the annual review process.

This is carried out by the Chair, Vice Chairs and Chairs of committees and a report is made to the Nominations & Governance Committee accordingly.

6. Consideration of further terms of office

In considering second or third terms of office for independent members the following process will be followed:

- a) The Chair of the Board will have a conversation with the individual at the start of the final year of their term to ascertain their thoughts about a further term and to discuss any matters of concern to either party.
- b) The Nominations & Governance Committee will consider at its December meeting each individual whose first term of office is due to end during that academic year. This consideration will include:
  - i. Participation and contribution to the Board
  - ii. Feedback from the Chair of the committee(s) on which the individual serves
  - iii. Feedback from the Chair of the Board on their conversation with the individual
  - iv. Consideration of the Board's skills matrix and the future needs of the Board
- c) If the Nominations & Governance Committee decides to offer a second term of office this will be conveyed to the individual by the Clerk and a formal confirmation of acceptance requested.
- d) If the Nominations & Governance Committee decides not to offer a second term of office this will be conveyed to the individual by the Chair of the Board and/or the Clerk.
- e) Once individuals have confirmed that they are happy to accept a second term of office this will be confirmed by the Board via a formal report from the Nominations & Governance Committee. The individual(s) concerned may be asked to withdraw from the meeting.

## Bye-Law 8: Appointment of Staff Board Members

1. Paragraph 3.2 of the Instrument of Government provides for the appointment of up to four staff members of the Board of Governors: up to two from amongst the professional staff and up to two from amongst the academic staff. Staff members serve for an initial term of four years and are eligible to serve for a second term of four years.
2. Appointment Process
  - a) The appointment process shall be managed by the Clerk to the Board, who shall invite applications from the relevant staff grouping.
  - b) The appointment process shall comprise:
    - A formal application from interested parties addressing set essential criteria;
    - Shortlisting of applicants by a working group identified by the Nominations & Governance Committee;
    - An interview of shortlisted candidates by a small panel comprising of members of the Nominations & Governance Committee ;
    - Formal recommendation by the Nominations & Governance Committee for approval of the preferred candidate(s) to the next scheduled meeting of the Board of Governors.
3. Consideration of second term of office

In considering a second term of office for a staff member the following process will be followed:

- a) The Chair of the Board will have a conversation with the individual at the start of the final year of their first term to ascertain their thoughts about a further term and to discuss any matters of concern to either party.
  - b) The Nominations & Governance Committee will consider at its December meeting each individual whose first term of office is due to end during that academic year. This consideration will include:
    - i. Participation and contribution to the Board
    - ii. Feedback from the Chair of the committee(s) on which the individual serves
    - iii. Feedback from the Chair of the Board on their conversation with the individual
    - iv. Consideration of the Board's skills matrix and the future needs of the Board
  - c) If the Nominations & Governance Committee decides to offer a second term of office this will be conveyed to the individual by the Clerk and a formal confirmation of acceptance requested.
  - d) If the Nominations & Governance Committee decides not to offer a second term of office this will be conveyed to the individual by the Chair of the Board and/or the Clerk.
  - e) Once individuals have confirmed that they are happy to accept a second term of office this will be confirmed by the Board via a formal report from the Nominations & Governance Committee. The individual(s) concerned may be asked to withdraw from the meeting.
4. Annual Review

All staff members of the Board are required to participate in the annual review process.

This is carried out by the Chair, Vice Chairs and Chairs of committees and a report is made to the Nominations & Governance Committee accordingly.

## Bye-Law 9: Dismissal of a Board member

1. In accordance with paragraph 4.3 of the Instrument of Government, if at any time the Board of Governors is satisfied that any member:

- a) has been absent from meetings of the Board for a period of twelve months without permissions of the Board;
- b) is unable or unfit to discharge the functions of a member (including where they are no longer able to meet the 'fit and proper person' requirement of the Office for Students);
- c) is disqualified from acting by virtue of section 178 of the Charities Act 2011;
- d) for any other good cause agreed formally by the Board

the Board may remove that member from office in accordance with the provisions of this bye-law.

### 2. Procedure

- i. Any member of the Board who has, or is notified of, a concern about the conduct or behaviour of a Board member shall raise the concern, in writing, either with the Chair of the Board, or a Vice Chair or the Clerk.
- ii. If the Chair, or Vice Chair or Clerk decides that the concerns raised are material, then a Panel shall be convened by the Clerk comprising of three members of the Board and will normally be chaired by one of the Vice Chairs. The Panel membership must not include the member(s) who have raised the concerns.
- iii. The Panel will receive representations in writing from the member(s) lodging the request to dismiss the member, these representations must provide the grounds for dismissal along with any relevant evidence.
- iv. The Panel must give the individual who is the subject of the request to dismiss a reasonable opportunity to respond to the concerns raised. This may be through either written or oral representations to the Panel and shall be considered by the Panel, ahead of it discussing its recommendation to the Board. The member must be advised in writing of the concerns raised against them and be provided with any evidence, in order that they are able to respond fully.
- v. The Panel will make a recommendation in writing to the Board on whether to uphold the request to dismiss the member from the Board. The matter will be considered at a meeting of the Board under 'Reserved Business'.. Neither the members of the Panel nor the member(s) who raised the concerns may participate in the Board's consideration of this matter. The Chair of the Panel may attend the meeting of the Board to answer any question of clarification, before retiring from the meeting ahead of the Board deliberating upon and making its final judgement on the Panel's recommendation
- vi. The individual who is the subject of the request to dismiss has the right to attend the Board meeting at which the Panel's recommendations are considered. This provides an opportunity for the individual to address the Board and respond to any questions the Board may have in response to the recommendation from the Panel. The individual who is the subject of the request to dismiss shall withdraw from the Board meeting ahead of the Board's deliberating and making its final judgement on the Panel's recommendation.
- vii. The decision of the Board will be communicated to all relevant parties by the Clerk.



## Bye-Law 10: Holders of Senior Post appointed by the Board

- 1.1 In accordance with Article 3.1.4 the Board has responsibility for the appointment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts. Holders of senior posts comprise the Vice Chancellor and Chief Executive, the Clerk to the Governors and the Deputy Vice Chancellor and Provost.
- 1.2 The person specifications and job descriptions for senior posts shall be approved formally by the Chair of the Board, in consultation with the Chair of the People and Culture Committee, before a post is advertised.
- 1.3 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 including 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 People and Culture Committee or a Vice Chair.
  - Formal approval of the preferred candidate at the next scheduled meeting of the Board.

## Bye-Law 11: Suspension, Discipline and Dismissal of the Holders of Senior Posts

Procedures for the suspension, discipline and dismissal of the holders of senior posts are set out in the University's Staff Disciplinary Policy.

