



Bye-Laws

- 1. Standing Orders for the Board and its sub-committees**
- 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**
- 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**
- 11. Appointment of Independent Governors**



Bye-Law 1: Standing Orders for the Board and its sub-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 sub-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 governors 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 sub-committees are approved by the Board on recommendation from the Nominations Committee. A sub-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 and Development Committee and the HR Committee will be held at least once per semester. The Nominations and Remunerations 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 Chair. An emergency meeting of the Board may also be convened by the Clerk on receipt of a written request from at least four of the independent governors. Emergency meetings will be held within ten working days of receipt of the request and shall transact only the business specified.

Notice of Meetings

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Feb 2021	NEXT REVIEW: Sept 2021
-------------------------------	---	--------------------------------------	----------------------------------

9. Dates of ordinary meetings shall be determined no later than the preceding meeting.
10. Ordinary meetings shall be formally convened by the Clerk to the Governors, who shall send to each Governor 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

11. Agendas are compiled by the Clerk and approved by the Chair of either the Board or a sub-committee.
12. Agendas for the Board and Committees are prepared collaboratively by the Clerk, Chair of the Board or Committee and the Vice Chancellor.
13. The majority of agenda items will be supported by a brief written report, which will be circulated with the agenda.
14. 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 sub-committees.
15. Tabled papers may be allowed at the Chair’s discretion.

Confidential and Reserved Business

16. 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 Freedom of Information Act, certain items of business may be declared to be confidential and/or reserved.
17. Discussion of confidential business and circulation of confidential documents are normally restricted to only members of the Board or committee.
18. 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.
19. In addition, the Chair, 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 he/she may be required to withdraw from discussion of the item.
20. Confidential and reserved documents will be clearly marked as such and identified on the agenda.
21. 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

22. 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.
23. Governors 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 8.

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Feb 2021	NEXT REVIEW: Sept 2021
-------------------------------	---	--------------------------------------	----------------------------------

Officers in Attendance

24. 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 Chair of the Board.

Alternates and Proxies

25. 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

26. The attendance of observers is at the discretion of the 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. The membership of the Board includes the President and one of the Vice Presidents of the Students’ Union. The second Vice President of the Students’ Union can attend Board meetings in an observer capacity.

Quorum

27. The quorum for meetings of the Board and its sub-committees are as follows:
- Board of Governors - 10 members of whom at least 6 shall be independent governors.
 - Audit Committee – 2 of 5 members
 - Finance and Development Committee – 3 of 7 members
 - HR Committee – 2 of 5 members
 - Nominations Committee – 2 of 4 members
 - Remunerations Committee – 2 of 4 members

In the case where there are only 2 members present, and one of whom is the Chair, then formal approval can only be granted if both members present are in full agreement. If there is disagreement then the arrangements in the next paragraph (28) apply.

28. 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

29. The 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.
30. When speaking, members, and those in attendance, should address the Chair.
31. The Chairs of Board committees present the reports of committee meetings to the Board. This is recognized as good practice.

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Feb 2021	NEXT REVIEW: Sept 2021
-------------------------------	---	--------------------------------------	----------------------------------

32. It is the practice of the Board and its committees to reach formal decisions by consensus. Votes are rarely taken.
33. Where a vote is deemed necessary by the 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.
34. On certain occasions a Special Resolution is needed, for example, to approve changes to the Instrument and Articles of Government. Special Resolutions are approved if it is supported by 75% of the assembled membership.
35. The numbers voting for and against and any abstentions will be recorded in the minutes.
36. Any resolution or other formal decision taken by the Board or its sub-committee can be rescinded, providing a formal proposal is presented to all Board or committee members and approved by the majority of the membership.

Cabinet Responsibility

37. Any decision of the Board and its committees, however determined, is a decision taken by the Governors collectively and each individual Governor has a duty to stand by it, whether or not he/she was present at the meeting when the decision was taken.

Conduct of Governors

38. 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 of Governors. They are expected to observe and enact the seven ‘Nolan Principles’ of conduct in public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
39. Fit and Proper Person
 - a) Members of the Board of Governors, including co-opted members of Committee, 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 candidates do not meet the fit and proper definitions, the appointment will not be taken forward.
 - d) The circumstances of any governor 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, they will be removed from the Board or Committee in accordance with Bye-law 8.
40. Correspondence received by Governors from individuals concerning any aspect of governance should be referred to the Clerk.
41. 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 sub-committees.
42. All 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

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Feb 2021	NEXT REVIEW: Sept 2021
-------------------------------	---	--------------------------------------	----------------------------------

43. Whilst the Board of Governors 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. Financial Regulations and procedures
 - c. Other regulations and policies laid down from time to time by the Board.
44. Any approaches made by the media to individual board or committee members should be referred to the University’s Director of Participation and Communications.
45. In carrying out their role, any Governor 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.
46. Governors 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.

Limitation of Business

47. 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

48. 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 sub-committee.
49. 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

50. From time to time, issues arise between meetings which require an urgent, formal decision. The Chair of the Board and Chairs of sub-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 sub-committee shall resolve to delegate it to the Chair of that committee for action.
51. 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 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. This may include convening a virtual meeting, in accordance with the timescales for emergency meetings set out in paragraphs 8 and 10 above.
52. Any Chair’s action taken will be reported to the next ordinary meeting of the Board or sub-committee.

Suspension of Standing Orders

53. In cases of urgency, any one or more of these standing orders may, on resolution of the Board or the sub-committee, be suspended. The suspension of standing orders applies only to the meeting at which it is passed.

Variation and Revocation of Standing Orders

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Feb 2021	NEXT REVIEW: Sept 2021
-------------------------------	---	--------------------------------------	----------------------------------

54. These standing orders may only be varied or revoked by the Board of Governors at a properly constituted meeting.

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Feb 2021	NEXT REVIEW: Sept 2021
-------------------------------	---	--------------------------------------	----------------------------------



University
of Worcester

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.

VERSION: 2016/17 v4	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Sept 2020	NEXT REVIEW: Sept 2021
-------------------------------	---	---------------------------------------	----------------------------------

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.
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 v4	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Sept 2020	NEXT REVIEW: Sept 2021
-------------------------------	---	---------------------------------------	----------------------------------

Bye-Law 3:

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

1. 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

Four members appointed by the Board of Governors, of whom not less than three shall be independent members of the Board of Governors.

Members of the Audit Committee shall 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.

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 31st July 2019 Annex C para 7.

In attendance:

Vice Chancellor and Chief Executive

Deputy Vice Chancellor & Provost

Director of Finance and Resources

PVC Students

*Student Governor

*Staff Governor(s)

Representative(s) of the External Auditors

Representative(s) of the Internal Auditors

*Note: Student and Staff Governors attend Audit Committee in an observer capacity.

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.

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Sept 2020	NEXT REVIEW: Sept 2021
-------------------------------	---	---------------------------------------	----------------------------------

Bye-Law 3:

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

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.

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Sept 2020	NEXT REVIEW: Sept 2021
-------------------------------	---	---------------------------------------	----------------------------------

Bye-Law 3:

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

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 be submitted to the Board of Governors before the Members' responsibility

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 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. .
21. To oversee the institution's policies on whistleblowing, anti-bribery and fraud and irregularity, including being notified of any action taken under these policies
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, OfS 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 OfS Terms and Conditions of Funding.
27. 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.
28. To satisfy itself that satisfactory arrangements are in place to ensure material adverse events or reportable events are identified and reported accordingly, including to the OfS where appropriate.

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Sept 2020	NEXT REVIEW: Sept 2021
-------------------------------	---	---------------------------------------	----------------------------------

Bye-Law 3:

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

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 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

Approved: Board of Governors September 2020

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Sept 2020	NEXT REVIEW: Sept 2021
-------------------------------	---	---------------------------------------	----------------------------------

Bye-Law 3:
Terms of Reference for the Board's sub-committees (excluding Academic Board)

2. Finance and Development Committee Terms of Reference

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 & Provost
Pro Vice Chancellor Students
Director of Communications and Participation

Secretary

Head of Governance & Regulatory Affairs

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

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Sept 2020	NEXT REVIEW: Sept 2021
-------------------------------	---	---------------------------------------	----------------------------------

**Bye-Law 3:
Terms of Reference for the Board's sub-committees (excluding Academic Board)**

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.
5. 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 Governors.

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Sept 2020	NEXT REVIEW: Sept 2021
-------------------------------	---	---------------------------------------	----------------------------------

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.

The salaries and conditions of service of the Vice Chancellor, Deputy Vice Chancellor and Clerk to the Board of Governors, and any such post holders as designated by the Board of Governors, fall within the remit of the Remunerations Committee

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),
Representative of the Staff Governors (in an observer capacity)
Representative of the Student Governors (in an observer capacity)
Deputy Vice Chancellor
Pro Vice Chancellor

Secretary

Head of Governance & Regulatory Affairs
Assistant Clerk

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, being independent or co-opted governors

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: October 2020	NEXT REVIEW: Oct 2021
-------------------------------	---	--	---------------------------------

Bye-Law 3:**Terms of Reference for the Board's sub-committees (excluding Academic Board)****TERMS OF REFERENCE**

1. To have oversight, on behalf of the Board of Governors, of Human Resources (HR) policies and strategy, with the exception of any matters within the remit of the Remunerations Committee
2. To monitor the implementation and effectiveness of the University's HR Strategy and to ensure that its objectives are carried out (excluding any matters that fall within the remit of the Remuneration Committee), including
 - a) Procedures by which all staff at the University shall be appointed and promoted;
 - b) Rules and procedures relating to the conduct of staff
 - c) Rules and procedures for the suspension of members of staff
 - d) Rules and procedures according to which staff may seek redress of any grievances relating to their employment.
3. To monitor the implementation and effectiveness of the University's Equality and Diversity Strategy and action plan.
4. To receive and consider the minutes of the University Health, Safety and Wellbeing Committee.
5. To consider such other matters within the scope of the Committee as the Board of Governors may refer to it
6. To make regular reports to the Board of Governors on business conducted by the Committee.

AUTHORITY AND DELEGATED POWERS

The Board has delegated to the HR Committee oversight of HR Policy and Strategy (Schedule of Delegation reg. 2.9)

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: October 2020	NEXT REVIEW: Oct 2021
-------------------------------	---	--	---------------------------------

Bye-Law 3:

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

4. NOMINATIONS AND GOVERNANCE COMMITTEE

Purpose

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.

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 membership and profile of the Board of Governors, in particular diversity and skills, and undertake succession planning.
3. 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.
4. To oversee the appointment of Staff Governors to the Board.
5. To review the membership of Committees and nominate to the Board the appointment of Governors and Co-opted members to Committees.
6. To develop processes for the Board’s periodic review of its own effectiveness
7. To develop, oversee and monitor the implementation of the governor induction and training programme, and the Annual Development Review of members.
8. To develop and oversee the Annual Declaration of Interest process
9. 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

VERSION: 2020/21	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Oct 2020	NEXT REVIEW: Oct 2021
----------------------------	---	--------------------------------------	---------------------------------

Bye-Law 3:**Terms of Reference for the Board's sub-committees (excluding Academic Board)**

Vice Chancellor and senior management team. The Board Business Continuity Group will have separate terms of reference.

Membership

Chair of the Board of Governors (Chair)
Chair of Audit Committee
Chair of Finance & Development Committee
Chair of Remuneration Committees
Chair of HR Committee
Vice Chancellor and Chief Executive
Student Governor

In Attendance

Clerk to the Board of Governors
Assistant Clerk to the Board of Governors

Minimum number of members that must be present to constitute a valid meeting (Quorum):

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

VERSION: 2020/21	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Oct 2020	NEXT REVIEW: Oct 2021
----------------------------	---	--------------------------------------	---------------------------------

Bye-Law 3:

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

5. Board Business Continuity Group

Membership

Chair of the Board of Governors (Chair)
Chair of Finance & Development Committee
Chair of Remunerations Committee
Chair of HR Committee
Chair of Audit Committee
Student Governor (Normally the President of the Students' Union)
Vice Chancellor & Chief Executive

In Attendance

Head of Governance & Regulatory Affairs (Clerk to the Board of Governors)
Assistant Clerk to the Board of Governors (Minuting Secretary)

Terms of Reference

1. The Group will only be established for specific periods of time when the University is faced with an extreme Business Continuity situation.
2. The purpose of the Group is to support and provide a forum for accountability for the Vice Chancellor and senior management team (VCEB) to discuss the Business Continuity situation; thereby providing more regular updates than through the normal Committee/Board meeting schedule.
3. As far as is possible the normal Board Committee/Board meeting schedule will continue during a Business Continuity situation including, if necessary, using virtual forms of communication.
4. The formation of the group does not supersede the University's Schedule of Delegation and any items for approval that would normally be presented to the full Board for approval will continue to need formal approval by the Board.
5. The Group once established and having considered the context of the Business Continuity situation will agree a maximum period of time in which it can operate before seeking approval from the Board to continue. This would not normally exceed two months at a time. This will be agreed by the Board by correspondence.



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

6. Terms of Reference - Remunerations Committee (Board Appointees)

1. Scope

Appointed by the Board in accordance with Articles of Government, 3.3.3., 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.

2. Membership

Chair: Vice Chair of the Board of Governors

Members:

Chair of the Finance and Development Committee

Chair of the Audit Committee

Chair of the HR Committee

In attendance

Chair of the Board of Governors

Vice Chancellor and Chief Executive

Secretary

Director of Human Resources

3. Quorum

Two members.

4. 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.
- v) 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.
- vi) 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.
- vii) To seek independent advice on remuneration levels within the Sector to inform the decision making process, as required.
- viii) 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.

VERSION: 2018/19 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: MAR 2020	NEXT REVIEW: MAR 2021
-------------------------------	---	--------------------------------------	---------------------------------



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

- ix) 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.
- x) 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).
- xi) To submit an Annual Report for the Board of Governors on decisions made by the Committee, in accordance with its delegated powers.
- xii) 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.

VERSION: 2018/19 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: MAR 2020	NEXT REVIEW: MAR 2021
-------------------------------	---	--------------------------------------	---------------------------------

Bye-Law 3:

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

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

1. Scope

Appointed by the Board in accordance with Articles of Governance, 3.3.3., 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 Governance, 3.1.4.

2. Membership

Chair: Vice Chair of the Board of Governors

Members:

Chair of the Board of Governors

Chair of the Finance and Development Committee

Chair of the Audit Committee

Chair of the HR Committee

President of the Student Union

In attendance

Director of Human Resources

Secretary

Clerk to the Board of Governors

3. Quorum

Three members.

4. 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

VERSION: 2018/19 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: May 2019	NEXT REVIEW: Mar 2020
-------------------------------	---	--------------------------------------	---------------------------------

Bye-Law 3:**Terms of Reference for the Board's sub-committees (excluding Academic Board)**

- 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.

VERSION: 2018/19 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: May 2019	NEXT REVIEW: Mar 2020
-------------------------------	---	--------------------------------------	---------------------------------

Academic Board (AB)

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 (15):

Deputy Vice Chancellor & Provost (Chair)
Pro Vice Chancellor Students
Director of Quality and Educational Development
Deputy Pro Vice Chancellor Research
Heads of Academic Schools (x9)
University Librarian
Academic Registrar (Secretary)

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

Two members of academic staff elected from each of the colleges, but no more than one from each school (x6)
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
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").

Reporting requirements:

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

For more information please contact:

PA to the Academic Registrar

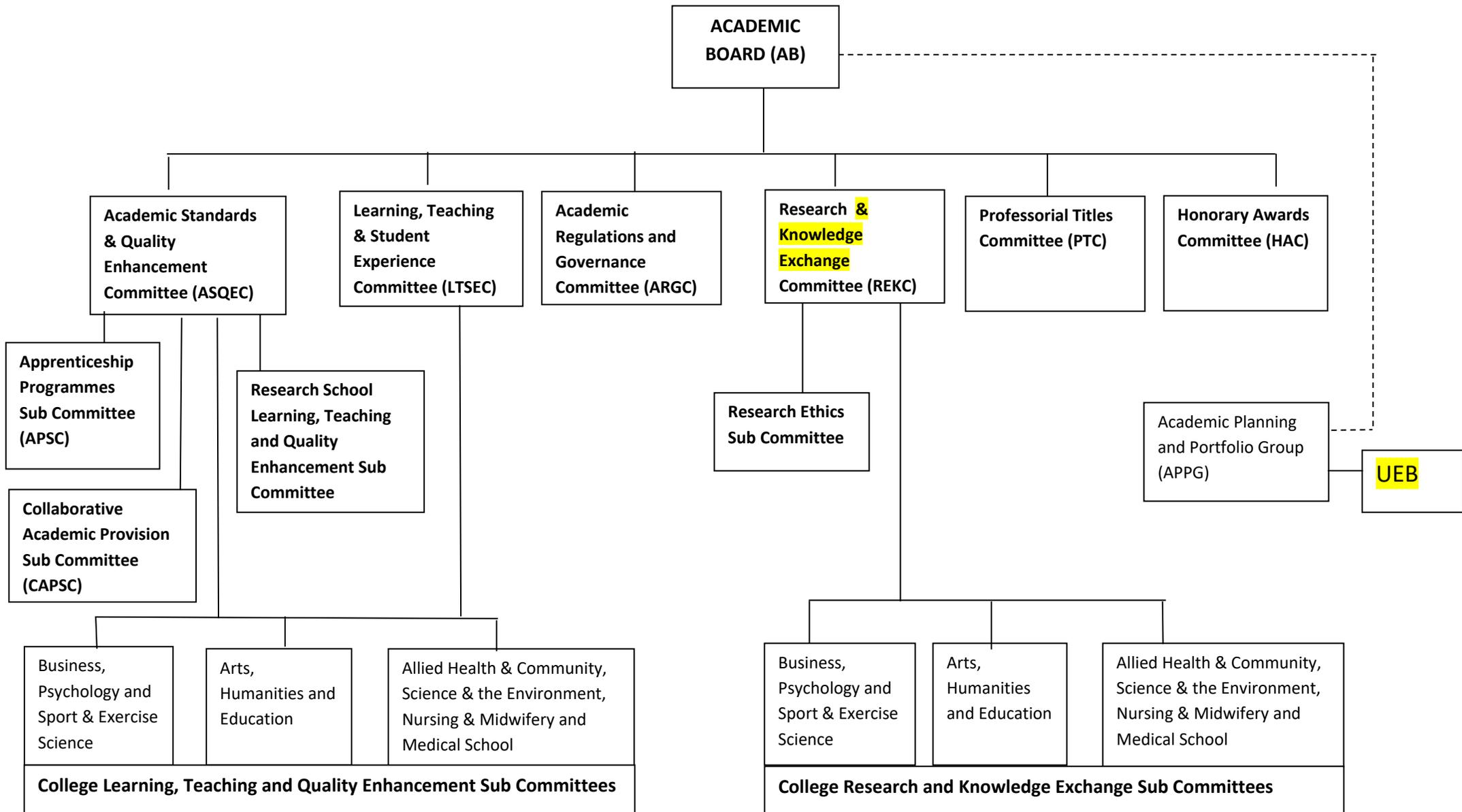
Committees of Academic Board

- Academic Standards and Quality Enhancement Committee (ASQEC)
- Learning, Teaching and Student Experience Committee (LTSEC)
- Academic Regulations and Governance Committee (ARGC)
- Research Committee (RC)
- Professorial Titles Committee (PTC)
- Honorary Awards Committee (HAC)

Sub Committees and Groups:

- Collaborative Academic Provision Sub Committee (CAPSC) reports to ASQEC
- Research School Learning, Teaching and Quality Enhancement Sub Committee reports to ASQEC and LTSEC
- College Learning, Teaching and Quality Enhancement Sub Committees (x3) reports to ASQEC and LTSEC
- Apprenticeship Programmes Sub Committee (APSC) reports to ASQEC
- Research Ethics Sub Committees reports to RC
- College Research and Knowledge Exchange Sub Committees (x3) reports to RC
- Academic Planning and Portfolio Group (APPG) reports to VCEB with an annual report to Academic Board (AB)

ACADEMIC BOARD AND ITS COMMITTEES – September 2020



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 College Learning, Teaching and Quality Enhancement Sub Committees and the Collaborative Academic Provision Sub Committee.

Membership (12):

Director of Quality and Educational Development (Chair)

Academic Registrar (Vice Chair)

Chair of Collaborative Academic Provision Sub Committee

Director of Learning, Teaching and Quality Enhancement from each College (x3)

School Quality Co-ordinator from each College (x3)

Head of Teaching Excellence

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)

Head of Collaborative Programmes (In attendance for relevant items of business)

Committee 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
5. 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
6. 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.

7. 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.
8. To keep abreast of national developments in quality assurance and enhancement and to recommend appropriate actions and responses.
9. To review the annual evaluation report and enhancement plans in relation to quality and standards from Schools and the Research School and keep the effectiveness of the process under review.
10. To receive the minutes of the College and Research School LTQE Sub-Committees with respect to academic quality related matters.
11. Such other responsibilities as may be determined by the Academic Board.

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").

Reporting requirements:

Academic Board must receive a report of each meeting.

For more information please contact:

Senior Quality Officer, Academic Quality Unit

Academic Standards and Quality Enhancement Sub Committees and Groups:

Collaborative Academic Provision Sub Committee (CAPSC)

Research School Learning, Teaching and Quality Enhancement Sub Committee

College Learning, Teaching and Quality Enhancement Sub Committees

Academic Misconduct Committee

Apprenticeship Programmes Sub Committee (APSC)

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 (14):

Deputy Vice Chancellor & Provost (Chair)
Pro Vice Chancellor Students (Vice Chair)
Director of Quality and Educational Development (Acting Secretary)
Director of Learning, Teaching and Quality Enhancement from each College (x3)
School Learning and Teaching Co-ordinator from each College (x3)
Director of Student Life
Research School Manager or nominee
University Librarian or nominee
Head of Digital Learning and Teaching
Head of Teaching Excellence (Secretary)

Student Representatives (2):

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

In Attendance:

Student Engagement Manager, Student Union
Committee secretary
Academic Registrar (in attendance for relevant items of business)
Director of Access and Inclusion (In attendance for relevant items of business)

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 level feedback from student surveys and develop appropriate action plans.
5. To keep under review arrangements for the effectiveness of student representation and involvement in quality management
6. To receive the minutes of the College and Research School Learning, Teaching and Quality Enhancement Sub Committees with respect to learning and teaching related matters.
7. To approve the establishment of prizes for academic achievement on behalf of Academic Board.

8. To monitor and review the development of strategy, policy and practice in relation to access, retention and student achievement.
9. Such other responsibilities as may be determined by the Academic Board.

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").

Reporting requirements:

Academic Board must receive a report of each meeting.

For more information please contact:

LTSEC Committee Secretary, AQU

Learning, Teaching and Student Experience Sub Committees and Groups:

Digital Learning and Teaching Steering Group

Access and Participation Plan Reference Group

Academic Representation Oversight Group

College Learning, Teaching and Quality Enhancement Sub Committee

Research School Learning, Teaching and Quality Enhancement Sub Committee

Academic Regulations and Governance Committee (ARGC)

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 (5):

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

Student Representatives (1):

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

In Attendance:

Committee 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 approve minor amendments to regulations and procedures on behalf of Academic Board.
3. To advise and recommend to Academic Board material 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 conduct a review every ~~three~~ five 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:

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 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 to receive a report of each meeting.

For more information please contact:

PA to Academic Registrar

Research and Knowledge Exchange Committee (RC)

Purpose:

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

Membership (16):

Deputy Pro Vice Chancellor Research (Chair)
Directors of RKE for each College
Three representatives from each College
A Chair from a College Research Ethics Panel
University Librarian or nominee
Deputy Director of Finance or nominee
Research Support Officer (Secretary)

Student Representatives (1):

A postgraduate research student

In Attendance:

Research School Manager (for relevant business items)
Up to two co-options

- Early Career Researcher
- Research staff representative

Minuting secretary

Terms of Reference:

1. To oversee the development, implementation and evaluation of the University's strategy for Research and Knowledge Exchange (RKE) associated policies, procedures and guidelines, particularly those relating to:
 - 1.1. Consultancy
 - 1.2. Engaging the Public with Research
 - 1.3. Ethics
 - 1.4. Impact
 - 1.5. Intellectual Property
 - 1.6. Open Access
 - 1.7. Research Data Management
 - 1.8. Research Integrity
2. To monitor and influence the development of the RKE policy and strategy of key national and international agencies (e.g. UKRI Research England, 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 RKE, including the government, funding agencies, business and learned societies.
4. To oversee the University's submissions to the Research Excellence Framework.
5. To oversee the University's submission to the Knowledge Exchange Framework

6. To oversee the University's return to HEBCI and HEIF returns
7. To identify priority areas for RKE and to develop, promote and monitor processes and practices to stimulate activity in these areas.
8. To advise Vice Chancellor's Executive Board on the resources necessary for the successful conduct of RKE.
9. To receive and consider reports on research activity, and initiate actions as appropriate based on this consideration, including:
 - 7.1. Annual RKE reports from Colleges
 - 7.2. Quarterly reports on funding bids
 - 7.3. Quarterly reports on "live" projects
 - 7.4. Minutes of the College RKE sub-Committees, Research Ethics sub-Committees and all relevant working groups and implementation groups
10. 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.
11. To monitor research support services and to ensure that these services contribute effectively to meeting objectives within the University's RKE Strategy and Strategic Plan.
12. 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:

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").

Reporting requirements:

Academic Board must receive a report of each meeting.

For more information please contact:

Charlotte Wasilewski, Secretary for Research Committee, c.wasilewski@worc.ac.uk

Research Committee Sub Committees and Groups:

College RKE sub-Committees (RKE)

College Research Ethics sub-Committee (x3)

HEIF Working Group

REF Strategy Implementation Group

College REF Panels

Research Data Management Policy Implementation Group

Concordat to Support Career Development of Researchers Implementation Group

Professorial Titles Committee (PTC)

Purpose:

The Professorial Titles Committee receives nominations for the award of Professorial Titles and makes recommendations to Academic Board in respect of these.

Membership (8):

Vice Chancellor (Chair)
Deputy Vice Chancellor & Provost (Vice Chair)
Deputy Pro Vice Chancellor Research
Up to Two external members of Professorial Standing
Director of Human Resources (Secretary)

In Attendance:

Committee secretary

Terms of Reference:

1. To consider nominations and applications in order to make recommendations to Academic Board in accordance with the policy and procedures on Professorial Titles.
2. To consider internal applications from staff for the award of Professorial title.
3. To consider nominations for Honorary Professors submitted through a Head of School.
4. To consider nominations for the title of Visiting Professor through a Head of School
5. To consider nominations for the award of Emeritus Professor following a nomination by the Vice Chancellor.

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 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 to receive a report of each meeting

For more information please contact:

Senior Executive Assistant to the Vice Chancellors Office

Honorary Awards Committee (HAC)

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 (6):

Vice Chancellor (Chair)

Deputy Vice Chancellor & Provost (Vice Chair)

A Pro Vice Chancellor

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

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

No more than one co-opted member appointed by the Vice Chancellor

Academic Registrar (Secretary)

Student Representatives (1):

President of the Students' Union

In Attendance:

Committee secretary

President of the College of Fellows

Terms of Reference:

1. To consider nominations for:
 - 1.1 Honorary Degrees of the University
 - 1.2 Fellowships of the University
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.
5. To consider appointments to offices of the College of Fellows (President, Vice President)
6. To note the recipients of the Vice Chancellors University Medal of Honour.

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 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

For more information please contact:

Senior Executive Assistant to the Vice Chancellors Office

Collaborative Academic Provision Sub Committee (CAPSC)

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 (10):

Director of Educational Partnership (Chair)
Head of Collaborative Programmes (Vice Chair)
Deputy Head of School of Allied Health and Community
Deputy Head of School of Education
Deputy Head of Business School
Deputy Head of School of Sport and Exercise Science School
University Librarian or nominee
Director of International
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)
Committee 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:

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").

Reporting requirements:

Academic Standards and Quality Enhancement Committee (ASQEC) to receive a report of each meeting.

For more information please contact:

Academic Quality Officer (Collaborative)

Apprenticeship Programmes Sub Committee (APSC)

Purpose:

To be responsible for developing, monitoring and advising on all aspects of the quality management of Apprenticeship programmes (including approval, monitoring, evaluation and review) delivered by the University or in association with partners and reporting to ASQEC and Academic Board.

Membership (10):

DQED (Chair)

Head of Apprenticeships and Work Based Learning

Director of Learning, Teaching and Quality Enhancement from each College (x3)

School Leads for Apprenticeship programmes (X4)

Head of Academic Quality (or nominee)

Others may be asked to attend for specific items

In Attendance:

AQU Quality Officer (Committee Secretary)

Course Leads for Apprenticeship programmes (in attendance for relevant items of business)

Terms of Reference:

1. To ensure there are appropriate policies and processes in place for approving and managing the quality and standards of apprenticeship programmes, taking account of internal and external requirements and expectations
2. To foster a culture of quality enhancement with respect to the management of apprenticeship programmes, the trainee experience and outcomes
3. To oversee the monitoring of quality and outcomes, including key performance indicators and report annually to ASQEC on the academic health of the Apprenticeship portfolio of programmes
4. To ensure there are appropriate arrangements in place to prepare for and respond to external audits and inspections and to receive reports of audit and inspections and recommend appropriate actions and responses
5. To keep abreast of national developments in relation to higher and degree apprenticeships and recommend appropriate actions and responses.

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 four 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 Standards and Quality Enhancement Committee (ASQEC) to receive a report of each meeting.

For more information please contact:

Senior Quality Officer (Apprenticeships), Academic Quality Unit

Research School Learning, Teaching and Quality Enhancement Sub Committee

Purpose

1. To implement and monitor implementation of University strategy, policy and procedures relating to learning, teaching and assessment, academic quality and standards in respect of research degree provision across the University.
2. To assure excellence in research degree supervision and researcher development, ensuring all aspects of the student educational experience are of the highest quality, that there are high levels of student engagement and that all students are supported to fulfil their potential.
3. To ensure appropriate cross-University consistency in academic policy and practice, whilst also promoting and supporting innovation in line with University strategic priorities.

Membership

DPVC Research (Chair)

Research School Manager (Secretary)

Course Leader for PG Certificate in Research Methods

One Professional Doctorate Course Leader

One MPhil/PhD Course from each School

One MRes Course Leader

AQU Quality Officer

Two Senior Representatives from the Research Degree Programme

Representative from Library Services

In attendance

Minuting Secretary

Terms of Reference

General

1. Ensure the effective implementation of University policies and procedures determined by Academic Board and its sub-committees, relating to academic quality and standards and the student learning experience for all research degree programmes.
2. Maintain oversight of the currency and academic standards of all research degree programmes including the Researcher Development Programme;
3. Receive the minutes or notes from all established sub-groups and working groups of the Committee;

Research Degree Programmes

4. Oversee the Annual Evaluation process for Research Degree and report to ASQEC on the process and outcomes;
5. Keep under review key performance metrics at programme level;
6. Periodically monitor and review academic regulations for the MPhil, PhD and Professional Doctorate Programmes and make recommendations to the Regulations and Academic Governance Committee on changes to regulations.
7. Periodically monitor, review and update academic procedural matters for the MRes MPhil, PhD and Professional Doctorate Programmes for inclusion in Programme Handbooks.

8. Ensure new and substantive revisions to University regulations and academic policies are implemented and that staff are regularly updated in relation to policy, procedural or other changes that impact on students;
9. Consider and approve proposals for new research degree programmes or changes to existing programmes, in accordance with University procedures and guidance;
10. Consider reports from external examiners for the *viva voce*, Professional, Statutory and/or Regulatory Bodies, and internal reviews, and determine responses as appropriate.
11. Monitor the quality of the student experience as evidenced by student feedback, the National Postgraduate Research Experience Survey, and internal surveys and ensure timely and informative responses to student feedback;

Researcher Development Programme (RDP)

12. Monitor and review the progress of the RDP, and agree minor modifications to its delivery.
13. Approve both new modules and amendments to existing modules in accordance with the University's agreed categories of minor and major change.
14. Ensure there are appropriate and effective arrangements in place for the updating of programme specifications and other information made available to prospective and current students.
15. Oversee and make arrangements for the Recognition of Prior Learning (RPL);
16. Make recommendations to ASQEC on major new course developments.
17. Monitor progress in relation to the Enhancement Plan.
18. Consider exam board minutes and the report from the External Examiner.
19. Agree an annual monitoring report on the progress of the RDP and report to ASQEC on these activities.

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 four 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 Standards and Quality Enhancement Committee (ASQEC) to receive a report of each meeting.

For more information please contact:

Research School Manager

College Learning, Teaching and Quality Enhancement Sub Committee

Purpose:

1. For the implementation and monitoring of University strategy, policy and procedures relating to learning, teaching and assessment, academic quality and standards in respect of taught academic provision within Schools and that offered by partners in the UK and overseas which lead to University of Worcester awards or recognition of credit.
2. For the development of excellence in learning and teaching, ensuring all aspects of the student educational experience are of the highest quality, that there are high levels of student engagement and that all students are supported to fulfil their potential.
3. For ensuring appropriate cross-University consistency in academic policy and practice, whilst also promoting and supporting teaching innovation in line with University strategic priorities.
4. That the Committees are accountable to the University Academic Standards and Quality Enhancement Committee for effective management and oversight of academic standards and academic quality processes, and to the Learning, Teaching and Student Experience Committee for the coordination and enhancement of learning, teaching and the academic student experience within the Schools.

Membership (10):

College Director of Learning, Teaching and Quality Enhancement (Chair)

Deputy Heads of Schools (x3)

Quality Co-ordinators from each School (x3)

Learning and Teaching Co-ordinators from each School (x3)

Student Representatives (3):

One student representative from each school (x3)

In Attendance:

AQU Quality Officer (Committee Secretary)

Terms of Reference:

General

1. Oversee implementation of University policy and procedures determined by Academic Board and its sub-committees, related to taught academic provision, including academic standards, learning, teaching and assessment, quality assurance and quality enhancement within Schools.
2. Co-ordinate engagement with University strategic development priorities by Schools in order to monitor progress, promote the sharing of best practice and foster creative innovation.
3. Maintain oversight of the currency and academic standards of courses.
4. Receive the minutes or notes from all established sub-groups and working groups of the Committee.

Learning and Teaching

5. Promote and further develop an embedded culture of reflection, scholarship and excellence in professional practice and developments in learning, teaching and assessment and student academic support in order to enhance the student experience, taking account of:
 - a. Research inspired teaching
 - b. Inclusive practice
 - c. Development of student digital capabilities
 - d. Student employability and progression
 - e. Personal academic tutoring
6. Take steps to promote the external profile of the University through the dissemination of good practice, innovation, scholarship and research.
7. Monitor and evaluate measures to support student retention, inclusion, employability and academic engagement across the student life cycle, so as to maximise the individual potential, engagement and satisfaction of students.
8. Ensure there is a strong culture of student engagement within Schools and that the student representative system works effectively.
9. Oversee implementation of strategies for the continuous professional development of staff, engagement with the UKPSF and recognition of teaching excellence.
10. Review the operation and outcomes of University student surveys and module evaluations, and ensure timely and informative responses to student feedback.

Quality Management

11. Oversee the annual evaluation process, and report to ASQEC on the process and outcomes.
12. Keep under review key performance metrics at course, departmental and School levels.
13. Ensure new and substantive revisions to University regulations and academic policies are implemented and that staff are regularly updated in relation to policy, procedural or other changes that impact on students.
14. Consider and approve proposals for course change and new or substantially revised modules, in accordance with University procedures and guidance, and ensure there are effective processes in place for managing minor amendments to courses/modules and for monitoring cumulative change.
15. Consider the reports of Departmental periodic reviews, reports from PSRBs and other external bodies, and oversee the implementation of conditions and recommendations.
16. Oversee and make arrangements for the Recognition of Prior Learning (RPL).
17. Ensure there are appropriate and effective arrangements in place for the updating of programme specifications and other information made available to prospective and current students.

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 four 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 Standards and Quality Enhancement Committee (ASQEC) to receive a report of each meeting.

Learning, Teaching and Student Experience Committee (LTSEC) to receive a report of each meeting

School Academic Committees

For more information please contact:

AQU

Research Ethics Sub Committee

Purpose:

To maintain the highest ethical standards in the conduct of research undertaken either at or under the auspices of the University; 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 (12)

A College Director of RKE (Chair)
Chairs of the College Research Ethics Panels
Vice Chairs of the College Research Ethics Panels
Ethics reviewer from each college
External Lay member
RKE Facilitator (Committee Secretary)

Terms of Reference:

1. To promulgate good conduct in research across the University.
2. To keep the University's Research Ethics Policy and procedures for ethical approval under constant review, ensuring that they reflect current legislation and national and international ethical guidelines and frameworks.
3. To review decisions of College Research Ethics Panels in line with the Ethics Policy.
4. To develop the University's Guidelines on Good Research Conduct and associated procedures for dealing with Research Misconduct.
5. To assess and report on the University's compliance with the Concordat to Support Research Integrity on an annual basis.
6. To coordinate the University's response to national guidelines and frameworks for ethics and research integrity as appropriate.
7. To oversee the University's support, training and development for staff and students around Ethics and Research Integrity.
8. To report to each meeting of Research Committee.
9. To provide an annual report to Research Committee on its activities.
10. To act in an advisory capacity to Research Committee and other committees as required.

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 four 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 to receive a report of each meeting

For more information please contact:

RKE facilitator, ethics@worc.ac.uk.

Research Ethics sub-Committee sub-Committees and Groups:

College Research Ethics Panels

College Research and Knowledge Exchange Sub Committees

Purpose:

To enable the development of Research & Knowledge Exchange across the College that is aligned with the strengths and priorities of the Schools and institutional Research & Knowledge Exchange objectives.

Membership (10)

College Director of RKE (Chair)
Three REF UoA Coordinators from within the College
Three MPhil/PhD Course Leaders (one from each School)
One Early Career Researcher representative
One Research Staff representative
Chair of the College Research Ethics Panel

Student Representatives (3)

Three postgraduate research student representatives

In Attendance:

Representative of Research Office (for relevant business items)
Up to three co-options
Committee secretary

Terms of Reference:

1. To develop a coordinated strategy for Research & Knowledge Exchange (RKE) across the College which reflects and engages with both the University's strategic RKE priorities and the strengths and priorities of its Schools
2. To embed University policy and procedures for RKE across the College
3. To provide a report of each meeting to the Research Committee
4. To receive reports at each meeting on the following and to act on accordingly:
 - Bids for External Funding from Staff within the College
 - Current Externally Funded Projects within the College
 - Research Student Business for each School in the College
 - Spending on Research Support across the College (e.g. spend on conference attendance, PhD fees, other support schemes)
5. To review and approve an Annual Report on RKE for the College
6. To identify priority areas for research in the College and to develop strategies, processes and support to stimulate research in these areas with a particular focus on identifying and developing areas of cross- and inter-disciplinary research both within the College and across the University
7. To monitor progress on the development of REF submissions across the College
8. To develop approaches to increase funding from RKE that reflect the strengths and priorities of the Schools within the College

9. To support the development of an active research culture across the College and its Schools through e.g. seminar series, networking events, conferences
10. To review, develop and enhance programmes and processes for researcher development to ensure they meet the needs of
11. To monitor and evaluate the infrastructure for research across the College and make recommendations to Research Committee accordingly

Quorum:

One-half plus 1 of the members eligible to attend

Frequency of meetings:

Minimum of four 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

For more information please contact:

Committee Secretary

Academic Planning and Portfolio Group (APPG)

Purpose:

The Academic Planning and Portfolio Group (APPG) is responsible for academic portfolio planning and development, and for approving on behalf of Vice Chancellor's Executive Board (VCEB) the proposed development of new courses and new partners and the substantial change (significant revisions) to, or the suspension of, or closure of, existing courses and partners.

Membership:

Deputy Vice Chancellor & Provost (Chair)
Academic Registrar (Vice Chair)
Director of Quality and Educational Development
College Directors of LTQE x 3
Deputy Director of Finance
Director of Communications and Participation (or nominee)
Director of Library Services (or nominee)

In Attendance:

Director of International Recruitment (for relevant items of business)
AQU Officer
Other staff to be co-opted as necessary

If members are unable to attend a particular meeting, they may send a briefed alternate. It is expected that staff from the relevant School will attend meetings of the APPG to present proposals.

Terms of Reference:

1. To develop strategy related to the University's course portfolio and to inform Vice Chancellor's Executive Board (VCEB);
2. To maintain oversight of the academic portfolio ensuring that courses are market-informed, academically excellent, strategically aligned, and financially viable;
3. To determine the potential suitability of other organisations or institutions as prospective partners for the delivery of University of Worcester awards, including assessment of strategic fit, academic excellence, financial viability and sustainability and potential risks;
4. To receive annually a report on student numbers recruited to new programmes, against anticipated targets, for the first three years of their operation;
5. To approve on behalf of Vice Chancellor's Executive Board (VCEB):

- a) Proposals for new or significantly revised courses to proceed to academic planning and approval;
- b) Proposals for new collaborative partnerships to proceed to partner approval
- c) Proposals for collaborative programmes with approved partners to proceed to academic planning and approval;
- d) Proposed title changes to courses;
- e) Proposals to change or extend the mode of delivery and/or location of the delivery of a course
- f) Proposals for the closure or suspension of courses and partnerships

6. To approve draft webpages for new or significantly revised courses ensuring the accuracy and currency of information for prospective students

Quorum:

One half of the total membership (rounded down to the nearest whole number when this is a fraction).

Frequency of meetings:

Monthly.

Reporting requirements:

APPG will report decisions made directly to VCEB quarterly

APPG will provide an annual report to Academic Board detailing proposals approved and reported to VCEB.

Amendments to the Terms of Reference for Academic Board and its Committees

Academic Board date approved	Date and amendments made	Paper Ref:
12OCT16	12OCT16	ARGC16/08
26APR17	26APR17	AB16/35
28JUN17	28JUN17	ARGC16/20
25OCT17	27NOV17	ARGC17/04
04JUL18	16MAY18	AB17/78
17OCT18	03OCT18	ARGC18/01 & AB18/12
23JAN19	14JAN19	AB18/22
01MAY19	21MAR19	ARGC18/07
01MAY19	01MAY19	AB18/34
16OCT19	16OCT19	AB19/02
01JUL20	01SEP20	ARGC19/27



Byelaw 5 – Appointment of the Chair of the Board

1. In accordance with Instrument 7 and Article 3.8 the Board of Governors shall appoint a Chair from the membership of the Board (excluding the Vice Chancellor & Chief Executive, Staff and Student members)
2. 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.
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 the current Chair.
4. 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 office of Chair.

VERSION: 2019/20 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: April 2020	NEXT REVIEW: Sept 2021
-------------------------------	---	--	----------------------------------

Bye-Law 6
Vice Chairs

- 6.1 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 terms of office as in independent governor resulting in a maximum period of office of 12 years. The Board may decide to re-appoint 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.
- 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.
 - One of the two Vice Chairs will be appointed as Chair of Remunerations Committee.

VERSION: 2016/17 onwards	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: 3 rd October 2016	NEXT REVIEW: September 2021
---------------------------------------	---	--	---------------------------------------

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 two co-opted Board members from amongst the non-academic staff of the University. The Board would normally expect to appoint at least one co-opted 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(s) 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: July 2021	1
--------------------	---	--	----------------------------------	----------

Bye-Law 9**Senior Executive Posts appointed by the Board**

- 1.1 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.
- 1.2 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.
- 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 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
--------------------	---	--	--------------------------------------

Bye-Law 11: Appointment of Independent Governors

1. The Board may appoint up to 13 Independent Governors. Independent members of the Board serve an initial term of four years with the possibility for a second term of four years being offered, or can serve three terms of three years. It is normal for Independent members of the Board to join the Board at the start of an academic year meaning their term of office runs from the 1st 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 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. The Committee will consider applications and shortlist them against the person specification
 - 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 to the Board, Clerk to the Board, Vice Chancellor, and President of the Students' Union and at least one other member of the Committee.
 - vi. Recommendations of the interview panel will be considered by the Committee, this may be done by email
 - vii Formal recommendation to be made to the Board.
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 Committees

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Feb 2021	NEXT REVIEW: Sept 2021
-------------------------------	---	--------------------------------------	----------------------------------

- Meeting with the Chair of the Board and Vice Chancellor to discuss the University's strategic direction and other matters of note
- Meeting with the Chair of the relevant Committee 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, including student and staff governors, are required to participate in the annual review process.

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

6. Consideration of confirming second terms of office

In considering second terms of office for independent members the following process will be considered.

1. The Chair of the Board will have a conversation with the individual at the start of their fourth year to ascertain their thoughts about a second term and to discuss any matters of concern to either party.
2. The Nominations & Governance Committee will consider each individual whose first term of office is due to end at its December meeting. This consideration will include:
 - i. Consideration of 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 future needs of the Board
3. If the 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.
4. If the 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.
5. Once individuals have accepted a second term of office this will be confirmed by the Board via a formal report from the Committee. The individuals concerned may be asked to withdraw from the meeting.

VERSION: 2020/21 v1	APPROVAL BODY: Board of Governors	LAST REVIEW DATE: Feb 2021	NEXT REVIEW: Sept 2021
-------------------------------	---	--------------------------------------	----------------------------------