

## **STANDING ORDER ON COMMITTEES OF THE BOARD OF TRUSTEES**

### **1. Statute 29 and Committees of the Board of Trustees**

- 1.1 The Board of Trustees is empowered under Statute 29 to appoint committees to deal with any matter and the Statute also provides that such committees may include persons who are not members of the Board of Trustees.
- 1.2 Statute 29 also requires the Board of Trustees to establish an Audit Committee, a Nominations Committee, a Staff Committee and a Remuneration Committee.
- 1.3 Statute 29 empowers the Board of Trustees to delegate to its committees any powers and duties as it wishes, save that the Board of Trustees may not delegate the power to decide that it is desirable that there should be a reduction in the number of academic staff by way of redundancy.
- 1.4 Statute 29 also allows the Board of Trustees to make regulations governing the proceedings of its committees. Subject to such regulations, committees may regulate their own meetings and procedure. These standing orders are made pursuant to that power.
- 1.5 Finally, Statute 29 provides that the Chair of the Board of Trustees and the Vice-Chancellor shall be members of every committee of the Board of Trustees, save as otherwise provided by Statute and Ordinance.

### **2. Role of Membership Appointments and Governance Group regarding committees**

- 2.1 The Membership Appointments and Governance Group of the Board of Trustees (MAGG) has the power to approve the appointment and reappointment of members of committees, including Vice-Chairs of committees (members of joint committees of the Board of Trustees and Senate would also require Senate's approval). Chair of committees are appointed by the Board itself.
- 2.2 MAGG also has the power to approve minor changes to committees' terms of reference and to recommend to the Board of Trustees the approval of substantive changes to its committees' Terms of Reference.

### **3. Composition of committees**

- 3.1 The precise composition of each committee of the Board of Trustees is set out in the Appendix to these Standing Orders. This also sets out which individuals, who are not members of the committee, are expected to attend its meetings.

#### *Categories of membership*

- 3.2 The categories of membership for committees of the Board of Trustees are as follows:

- a) lay members of the Board of Trustees
- b) professional services staff members of the Board of Trustees
- c) academic staff members of the Board of Trustees
- d) student members of the Board of Trustees
- e) other *ex officio* members (who may or may not be members of the Board of Trustees)
- f) other members of University staff, including members appointed by Senate
- g) Sabbatical Officers of the Students' Union
- h) holders of such other offices as may be appropriate
- i) co-opted members.

#### *Principles of composition*

- 3.3 The membership of each committee of the Board of Trustees should typically include:
- three lay members of the Board of Trustees;
  - at least one staff member of the Board of Trustees; and
  - a student member of the Board of Trustees where appropriate.
- 3.4 For the avoidance of doubt, the Chair of the Board of Trustees is deemed to be a 'lay member of the Board of Trustees' on each committee for the purposes of counting quorum or otherwise.

#### *Co-opted members*

- 3.5 Co-opted members are individuals who are appointed as members of the committee in order to provide skills, experience or expertise that are relevant to the committee. They usually serve three year terms, though their terms may be shorter if the skills they bring are required for a shorter time period. Co-opted members will usually be drawn from outside of the University (ie, 'external' co-opted members), but members of staff and students may be co-opted to a committee to provide particular skills or experience (ie, 'internal' co-opted members).
- 3.6 The number of co-opted members on most committees will typically change over time to reflect the current focus of the committee as well as the skills of the other committee members. For this reason, a vacancy does not usually arise on the committee upon the expiry of a co-opted member's term of office, as noted under *Appointment and reappointment of members*, below.
- 3.7 The number of co-opted members on Audit Committee and on Remuneration Committee is fixed (see **Appendix** for details).

#### *Voting rights*

- 3.8 Only committee members have the right to vote at committee meetings. Attendees who are not members of the committee may speak at committee meetings to provide guidance, advice and opinion to the committee, but shall not be entitled to vote.

#### *Chair and Vice Chair*

- 3.9 The Chair of each committee shall be a lay member of the Board of Trustees. Any member of the committee may serve as Vice-Chair.

3.10 The Board of Trustees shall appoint the Chair of each committee, on the recommendation of MAGG. MAGG shall appoint the Vice-Chair of each committee. The committee may submit recommendations for its Chair and Vice-Chair to MAGG and to the Board of Trustees.

#### **4. Quorum**

4.1 Unless otherwise stated in the Appendix, the quorum for each committee of the Board of Trustees shall be three members of the committee or one third of the membership of the committee (rounded to the nearest whole number), whichever is the higher, which must include at least one lay member of the Board of Trustees.

4.2 For the avoidance of doubt, where members have been authorised to attend by telephone or video call, members attending by such means will form part of the quorum for the meeting.

#### **5. Appointment and reappointment of members**

5.1 Members of committees of the Board of Trustees (other than *ex officio* members) shall be appointed and reappointed to those committees by MAGG for three-year terms, and are eligible for reappointment. Appointments and reappointments to joint committees of the Board of Trustees and Senate shall also require the approval of Senate.

5.2 The term of any member serving on a committee will automatically end when that member ceases to be in the category of membership in which they were appointed to that committee (e.g., lay member of the Board of Trustees, academic staff member of the Board of Trustees, etc.).

5.3 Each committee may make recommendations to MAGG regarding the appointment and reappointment of its members.

5.4 In considering the appointment and reappointment of committee members, MAGG will be mindful of:

- the balance of skills and experience across the committee, including any areas where greater depth or breadth would be desirable
- the gender balance on the committee
- other equality and diversity matters as appropriate.

5.5 Upon the expiry of a co-opted member's term of office, the relevant committee should consider whether it is still necessary to co-opt a member to that committee. If the committee considers that further co-option is required, it should make a recommendation to MAGG in the usual way and outline the reason why co-option is considered necessary.

- 5.6 For the avoidance of doubt, reappointment to committees, for any category of member, shall not be automatic.

## **6. Frequency of meetings**

- 6.1 Each committee shall meet at least once per year.

## **7. Secretary**

- 7.1 Each committee of the Board of Trustees shall have a secretary.

## **8. Reporting requirements**

- 8.1 Each committee shall submit a written report to the Board of Trustees, as soon as practicable after each meeting, on its proceedings at that meeting and otherwise on any matters within its remit and responsibilities.
- 8.2 A committee may make recommendations to the Board of Trustees as it deems appropriate on any matter within its remit and responsibilities.
- 8.3 Where authority has been delegated to the committee by the Board of Trustees to perform a particular action or take a particular decision, that action or decision should be reported to the Board of Trustees.
- 8.4 Each committee will consider risk, as it relates to its area of activities and Terms of Reference, on at least an annual basis and report to the Board of Trustees regarding the same.

## **9. Conduct of the committee**

### *Transaction of business*

- 9.1 The agenda and papers for business at each committee meeting will normally be sent to members seven days in advance of the meeting.
- 9.2 Voting on any issue will be by a show of hands. The Chair of a committee may vote and, in the event of a tied vote, has the right to exercise a casting vote.
- 9.3 Committee members must declare any conflict of interest relating to the business of the committee and may be asked to withdraw from the meeting during discussion of items for which there is a conflict.

### *Decisions between meetings*

- 9.4 Where decisions or discussions are required between meetings of a committee, business may be conducted by correspondence (including by email) where deemed appropriate by the Chair. A decision taken by correspondence shall be valid as though

taken at a meeting of the committee, provided that a majority of the members of the committee confirm that they are in favour of it.

9.5 Where decisions or discussions are required between meetings of a committee and the Chair considers that it would not be appropriate for business to be conducted by correspondence, the Chair may take decisions or actions on behalf of that committee.

9.6 Any decisions or actions taken between meetings of a committee shall be reported to the next meeting of that committee.

#### *Attendance*

9.7 The Chair of the committee may authorise members of the committee to attend by way of telephone or video call, or otherwise by electronic means.

9.8 Members who are unable to attend a particular meeting may send a suitably qualified nominee, at the discretion of the committee Chair. Nominees shall count towards the quorum as though they were the member of the committee by whom they were nominated, and shall be entitled to vote.

9.9 The Chair of a committee may invite others to attend the meeting for particular agenda items if their presence will assist the business of the committee.

9.10 In order to facilitate communication between committees and ensure that Trustees are able to develop their understanding of the University's key activities and business, any Trustee may attend a meeting of any of the committees of the Board of Trustees provided that the Chair of that committee consents.

#### *Role of the Chair and Vice-Chair*

9.11 The Chair of the committee is responsible for the leadership of the committee and ultimately to the Board of Trustees for its effectiveness. As chair of its meetings the Chair should promote its wellbeing and efficient operation, ensuring that the Members work together effectively and have confidence in the procedures laid down for the conduct of business.

9.12 The Vice-Chair of the committee may exercise any of the powers, duties and responsibilities of the Chair of the committee in the absence (or otherwise with the authorisation) of the Chair of the committee. The primary role of the Vice-Chair of the committee is to chair committee meetings in the Chair's absence, and to provide other assistance to the Chair of the committee as required.

#### *Governance*

9.13 Each committee shall review its Terms of Reference at least annually, and submit its Terms of Reference to MAGG at least annually for review.

9.14 The committee will adopt any recommendations from the MAGG and the Board of Trustees (as appropriate) regarding its Terms of Reference and other governance matters, as soon as practicable.

### *Committees of the Board of Trustees*

#### **Audit Committee**

##### Composition

- The Treasurer (Chair)
- Two lay members of the Board of Trustees
- Up to three co-opted members, as agreed by MAGG, who must be external to the University

##### In attendance

- The Vice Chancellor (at least once per year, with Chair's agreement)
- The Registrar/Chief Operating Officer
- The Finance Director
- Two nominated Pro Vice Chancellors
- A representative of the External Auditor
- A representative of the Internal Auditor

#### **Quorum**

Quorum for the Committee is two members, of whom at least one must be a lay member of the Board of Trustees.

#### **Terms of Reference**

The Audit Committee will normally have five members.

The Chair of the Committee will be the Treasurer. The other members of the Committee will be nominated by the Nominations Committee of Court, for appointment by the Board of Trustees. As a minimum, the Treasurer and two other members of the Committee will be members of the Board. The Chair of the Board of Trustees will not normally be a member of the Committee. No member will be employed by the University or have executive responsibility for the management of the University. At least one member will have a background in finance, accounting or auditing, and members with particular expertise may be co-opted.

#### **Attendance at Meetings**

Two nominated Pro Vice-Chancellors will usually attend the meeting together with the Registrar and Chief Operating Officer, the Finance Director, a representative of the External Auditor, and a representative of the Internal Auditor. The Vice-Chancellor will attend "at least" once per year by agreement with the Chair (preferably in the Autumn term).

A member of the University Governance team (from the Strategic Planning & Projects Office) will act as the Committees' Secretary.

At least once a year the internal and external auditor will meet the Committee without University officers other than the Secretary being present.

#### **Frequency of Meetings**

Meetings will normally be held four times a year, and the external or internal auditors may request additional meetings if they consider it appropriate.

### Reporting Procedures

A report of meetings of the Audit Committee will be circulated to all members of the Board of Trustees. The Committee will also prepare an annual report covering the institution's financial year and any significant issues up to the date of preparing the report. The report will be addressed to the Board and the Vice-Chancellor, and will summarise the Audit Committee's activity for the year. Once the report has been accepted by the Board of Trustees and the Vice-Chancellor, it will be submitted to HEFCE. The report will include the Committee's opinion of the adequacy and effectiveness of the University's arrangements for the following:

- risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts).
- economy, efficiency and effectiveness (value for money).
- the management and quality assurance of data submitted to HESA, HEFCE and other funding bodies;
- the reporting of serious incidents<sup>1</sup> internally and externally to HEFCE

This opinion should be based on the information presented to the committee. The Audit Committee Annual Report should normally be submitted to the governing body (the Board of Trustees) before the members' responsibility statement in the annual financial statements is signed.

### Authority

The Committee may investigate any activity within its terms of reference, seek any information it requires from members of staff and obtain outside legal or other independent professional advice. All employees are directed to cooperate with any request made by the Committee.

The Audit Committee acts as the key conduit for the reporting of all serious incidents, both financial and non-financial. Incidents will be reported to the Audit Committee as they are identified, and to HEFCE by either the Finance Office or the Planning Office. All incidents will also be recorded in the Audit Committee Annual Report to the Board of Trustees and HEFCE. In addition to reporting incidents as they arise, the University will undertake a specific annual check each autumn to identify any incidents during the previous academic year that might have been missed, and will report any such incidents to the Audit Committee.

The Audit Committee is responsible for reviewing the draft Annual Report and financial statements (Annual Report). This includes:

- receiving the External Auditors' report and meeting with the Auditors.
- discussing with the Management and the External Auditors matters arising including appropriateness of accounting policies and their application including matters such as provisions and valuations.

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<sup>1</sup> Specific examples of Serious Incidents would include: Loss of Assets, Donations from unknown donors or unverifiable sources. Abuse or mistreatment of beneficiaries, Disqualification of a trustee, Links with terrorism or proscribed organisations, Bribes and Inducements.

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- compliance with external reporting requirements.

On the basis of the information provided to it, including assurances it has received from the Finance Director and other members of the senior management team, the External Audit Report, the Internal Auditors' Reports, its discussions with the External and Internal Auditors, and Finance Committee's review of the Annual Report, the Audit Committee will confirm to the Board of Trustees, if it thinks fit, that:

- It is satisfied that the appropriate accounting policies are in place and have been applied.
- It is satisfied that the audited Annual Report complies in all material respects with external reporting requirements.
- It recommends that the Board approves the Annual Report.

The Scope of the Audit Committee's work includes the following:

- advise the Board of Trustees on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of resignation or dismissal of the external auditors;
- discuss in advance with the external auditors the nature and scope of the audit;
- discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any other matters the external auditors may wish to discuss, in the absence of management where necessary;
- consider and advise the Vice-Chancellor on the appointment and terms of engagement of the internal audit service, the audit fee, the provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors;
- review the internal auditors' audit needs assessment and the audit plan; consider major findings of internal audit investigations and management's response; promote co-ordination between the internal and external auditors; and advise the Board of Trustees whether the resources made available for internal audit are sufficient to meet the University's needs;
- keep under review the effectiveness of the University's arrangements for risk management, control and governance; and in particular review the external auditors' management letter, the internal auditors' annual report and management responses;
- review the implementation of agreed audit-based recommendations;
- review the University's policies on serious fraud and irregularity;
- ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the HEFCE accounting officer, have been informed;
- review whether satisfactory arrangements are in place to promote economy, efficiency and effectiveness or value for money;
- receive relevant reports from the National Audit Office, HEFCE and elsewhere;
- review annually the performance and effectiveness of the external and internal auditors and make recommendations to the Board of Trustees concerning their reappointment;
- consider elements of the annual financial statements in the presence of the external auditor, including the auditor's formal opinion, the statement of members' responsibilities, and the statement of internal control, in accordance with the funding councils' accounts direction;
- consider the extent to which it is appropriate to comment upon the above issues within its Annual Report to the Board/Vice-Chancellor/HEFCE; and

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- report to the Board of Trustees as to whether, on the basis of the work it has undertaken, the Audit Committee is aware of any reason why the Board should not approve the financial statements;
- The committee will consult with the University Secretary's Office on the first occasion that it considers proposing any amendments to the University Statutes and Ordinances.<sup>2</sup>

### Estates Committee

#### Composition

- Three lay members of the Board of Trustees (including the Chair of the Board of Trustees, and one who is a member of Finance Committee)
- A student member of the Board of Trustees OR a Sabbatical Officer of the Students' Union
- An academic staff member of the Board of Trustees
- A professional services staff member of the Board of Trustees
- Vice-Chancellor (*ex officio*)
- Deputy Vice-Chancellor (*ex officio*)
- Registrar/Chief Operating Officer (*ex officio*)
- Co-opted member(s), as agreed by MAGG

#### In attendance

- The Finance Director
- The Bursar

#### Terms of Reference

The committee is an expert group supported by the Estates Executive which offers advice to the Board of Trustees and the Bursar on the maintenance and development of the University's buildings, facilities and land, and in particular but not limited to:

- space in University buildings, within an overall estate strategy that reflects the University Plan;
- the planning, design, costing, contracting, construction and commissioning of new buildings and major refurbishments;
- assessment of the use and value of University land;
- acquisition and disposal of property (including leasing);
- strategic decisions on the provision of services to buildings and their users;
- the formulation and implementation of the University's environmental and sustainability policies and practices in so far as they relate to the University's buildings, facilities and land and to its own operations;

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<sup>2</sup> Under Statute 17, all amendments to Statutes or Ordinances must be presented to the Board of Trustees for approval with a written report from the University Secretary. In practice, this means that a written report will not be issued unless the amendment has been approved by the Secretary's Office. Please therefore ensure that on the first occasion any proposed amendment is discussed (this may not be applicable to all committees), a copy of the preliminary draft is sent with an explanation of the purpose of the amendment to the Director of Legal Services and Deputy Secretary, who will work with you to finalise the drafting and obtain the University Secretary's agreement to the amendment.

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- assessment of condition of the estate and the maintenance strategy.

The quarterly meetings combine service and capital reports with project reports. The Deputy Vice-Chancellor will report Estates Committee recommendations to Senate where appropriate, usually as part of the report from the Board of Trustees. On key projects the Bursar consults external members of the committee on an ad hoc basis.

### Finance Committee

#### Composition

- Three lay members of the Board of Trustees (including the Chair of the Board of Trustees, and one who is a member of the Estates Committee)
- An academic staff member of the Board of Trustees
- The Vice-Chancellor (*ex officio*)
- The Deputy Vice-Chancellor (*ex officio*)
- The Registrar/Chief Operating Officer (*ex officio*)
- The Finance Director (*ex officio*)
- Co-opted member(s), as agreed by MAGG

#### In attendance

- The Treasurer
- The Bursar

#### Terms of Reference

The Finance Committee has authorisation delegated by the Board of Trustees to approve financial requests for expenditure of up to £5m per item, with UPARC's recommendation.

The Chief Financial Officer will report on financial matters to the Board.

The Finance Committee reviews the University's financial arrangements and performance, including:

- the University's financial strategy;
- the integrity and adequacy of the financial parts of the University Plan;
- financial risk management;
- policy regarding the University's investments and borrowings;
- the operation of the Finance function, centrally and departmentally, and the relationship between the two areas;
- the integrity of budgets and performance against them, including forecasts of annual outturn;
- financial forecasts submitted to the HEFCE;
- management of pension liabilities; and
- the appointment of bankers and other financial professionals.

In relation to the review and approval of the Annual Report and Financial Statements (Annual Report) the committee is:

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- Responsible for reviewing Annual Report with specific focus on:
  - Are the results in line with expectation, management reporting and management explanation?
  - Have appropriate judgements been made regarding key judgement areas including revenue recognition, provisions etc?
  - Is the narrative set out in the introduction and Operating & Financial Review (OFR) consistent with the results and the financial strategy and plans of the University?
  - To confirm to both the Board of Trustees and Audit Committee that 'it is satisfied that the Annual Report is an appropriate and reasonable representation of the financial position for the University for the year and that the narrative in the introduction and OFR are appropriate and consistent with the University's financial position and strategy'.

The committee will not duplicate the function of the Audit Committee.

The committee will also consider value for money issues in the area of finance and insurance, and in Finance Services. The Finance Director reports on value for money issues annually to the Audit Committee.

### HR Committee

#### Composition

- Three lay members of the Board of Trustees (including the Chair of the Board of Trustees)
- An academic member of the Board of Trustees
- A professional services member of the Board of Trustees
- The Vice-Chancellor (*ex officio*)
- The Deputy Vice-Chancellor (*ex officio*)
- The Registrar/Chief Operating Officer (*ex officio*)
- Co-opted member(s), as agreed by MAGG

#### In attendance

- HR Director
- Deputy HR Director
- Deputy University Secretary
- Director of Health and Safety
- Organisational Development Manager (Equality and Diversity)

#### Terms of Reference

The committee will:

- advise the Board of Trustees on matters relating to staff employment, including the University People Strategy and performance against the strategic plan, personnel related

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Statutes and Ordinances, organisation development initiatives, reward structures, career development structures, staff wellbeing and employee relations;

- monitor progress in relation to sustaining a positive working environment;
- approve the University strategy for health and safety management and any significant amendment to it and have oversight of performance against the strategic plan;
- consider and advise the Board of Trustees of any serious incidents and/or accidents;
- consider and advise the Board of Trustees of any matters of particular note and/or concern in relation to equality and diversity and have oversight of performance in this area;
- be briefed on significant employee relations issues in relation to the above;
- receive reports on behalf of the Board in relation to Employment Tribunals, Appeals and Grievances in line with the ordinances;
- advise the Human Resources Director on any matter falling within the committee's remit; and
- monitor progress in relation to equality objectives and strategic priorities in relation to staff.

The committee will also consider value for money issues in relation to staff matters and Human Resources and report on these through the University Secretary to the Audit Committee.

### Membership Appointments and Governance Group (MAGG)

#### Composition

- Three lay members of the Board of Trustees (including the Chair of the Board of Trustees)
- The Registrar (*ex officio*)
- The Vice-Chancellor (*ex officio*)
- An academic member of the Board of Trustees
- A student member of the Board of Trustees

#### In attendance:

- Equality and Diversity Manager

#### Terms of Reference

The committee's key responsibilities/powers are:

- To review the effectiveness and governance structure of the Board of Trustees and its committees.
- To review current and forthcoming vacancies on the Board committees and to undertake succession planning strategies for chairs/members.
- An annual review of the appropriateness of committees' terms of reference (informed by feedback from the committees).
- To approve minor changes to the Board committees' terms of reference and to recommend to the Board of Trustees the approval of substantive changes to Board committees' terms of reference.

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- An annual review of the skills requirements of Board committees, based upon a review of the Board committees skills matrix.
- An annual review to endeavour to achieve the diversity of members of Board committees (to include lay, staff and student members) and to submit a report setting out the outcomes of this review to the Board of Trustees and to the Nominations Committee of Court. This may include the development of proposals for co-opting members onto committees to enhance diversity or for succession planning/skills development of co-opted members.
- Preparation of an Annual Report to the Board and to the Nominations Committee setting out any expertise/skills gaps on key committees and/or any diversity issues. This report would inform the Nominations Committee's lay member recruitment strategies. The Nominations Committee will forward the CVs of any Board of Trustees applicants to MAGG for consideration of appointment to Board committees if there appears to be a good skills match.
- To approve the appointment and reappointment of lay members of Board committees (other than the Audit Committee), including Vice-Chairs of Board committees (members of joint Board and Senate committees would also require Senate's approval).
- To recommend to the Board of Trustees the appointment and reappointment of Chairs of Board committees.
- To consider the training and development needs of members of Board committees and to make recommendations/requests to the Secretariat.
- To consider and nominate, on behalf of the Board of Trustees, candidates for the University-nominated position on the Board of Trustees of the University of Bristol Students' Union
- To consider, on behalf of the Board of Trustees, candidates for the Treasurer and the member of the Board of Trustees nominated by Convocation. Final authority for approval of appointments to such positions will rest with the Board of Trustees
- To consider, on behalf of the Board of Trustees, candidates for the student, academic staff and professional services staff members of the Board of Trustees. Final authority for approval of appointments to such positions will rest with the Board of Trustees
- To consider, on behalf of the Board of Trustees, candidates for members of the Audit Committee. Final authority for approval of appointments to the Audit Committee will rest with the Board of Trustees.

### Remuneration

#### Composition

- Two lay members of the Board of Trustees (including the Chair of the Board of Trustees)
- The Chair of the HR Committee (*ex officio*)
- The Treasurer (*ex officio*)
- Co-opted member(s), as agreed by MAGG

#### In attendance

- The Vice-Chancellor

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- The Deputy Vice-Chancellor
- The Registrar/Chief Operating Officer

### Terms of Reference

The committee will:

- Determine the remuneration of the Vice-Chancellor and other members of the senior management of the University.
- If necessary, determine severance arrangements for members of the senior management team of the University (the Vice-Chancellor, Deputy Vice-Chancellor, Pro Vice-Chancellors, Finance Director and Registrar/Chief Operating Officer) and any other member of staff earning above £100k.
- Set policy, establish arrangements and monitor implementation and trends in relation to all staff on Grade M.
- Review issues of equality and diversity in relation to remuneration of all staff on Grade M.
- Monitor activity in relation to succession planning and talent management in relation to the wider management team from the Vice-Chancellor down to the level of Dean/Divisional Head.

### **Student Affairs**

#### Composition

- Three lay members of the Board of Trustees (including the Chair of the Board of Trustees)
- Two student members (at least one of whom is a student member of the Board of Trustees)
- An academic member of the Board of Trustees
- The Pro Vice-Chancellor Education and Students (*ex officio*)
- The Deputy Registrar (*ex officio*)
- The University-nominated Trustee of the Students' Union (if not otherwise a member)
- The Chief Executive of the Students' Union
- Co-opted member(s), as agreed by MAGG.

#### Terms of Reference

The committee will:

- Contribute to the development of and advise the Board of Trustees on institutional strategy in relation to education and on the student experience
- Review and report to the Board of Trustees in relation to the strategic performance indicators relating to education and the student experience as outlined in the University strategy
- Act as critical friend to the University and Students' Union, in particular in relation to their educational and student aims.

### *Joint Committees of the Board of Trustees*

#### **Ethics of Research Committee**

##### Composition

- A Pro Vice Chancellor (Chair)
- An academic staff member of the Board of Trustees
- The Deputy University Secretary or delegated attendee (ex officio)
- The Director of Research & Enterprise Development (ex officio)
- Six members appointed by Senate from the Faculties of Arts, Engineering, Biomedical Sciences, Health Sciences, Science and Social Sciences & Law respectively.
- Co-opted member(s), as agreed by MAGG

##### Quorum

The quorum is five, to include the Pro Vice-Chancellor or Deputy University Secretary or delegated attendee, and to include a lay member.

##### Terms of Reference

The committee acts as an oversight group to encourage and facilitate best practice of ethical issues. It provides a focal point for the discussion and dissemination of research ethics and integrity issues and it reports to Board of Trustees and Senate. The committee will:

- maintain and implement the University's ethical research Policy and Procedure;
- monitor University's compliance with the Concordat to support Research Integrity;
- foster a research environment in which research ethics and integrity issues are firmly embedded in working practices;
- ensure effective and reciprocal engagement with Research Committee;
- advise Departmental and Faculty Research Ethics Committees;
- receive annual reports from Faculty Research Ethics Committees;
- receive annual report from Human Tissue Working Group;
- receive annual report from Head of Research Governance on engagement with NHS Research Ethics Committees;
- receive annual report from Animal Welfare and Ethical Review Board ;
- report major items to Board of Trustees as they arise;
- provide an annual report to Board of Trustees.

The committee will consider research ethics and integrity issues referred to it by departmental or faculty research ethics committees or by any other person or body in the University in accordance with the Ethics of Research Policy and Procedure. Examples of issues which the committee might consider are:

- ethical status of research involving human participants, their tissue and/or data;
- research ethics and integrity issues connected to advanced scientific research;
- research issues relating to the environment;
- due diligence in relation to donors to the University who are funding University research;
- appeals that cannot be resolved within the Faculty procedures.

Where the committee is of the view that a current or proposed research activity or practice in the University is unethical or an ethics issue needs resolving, it will report this directly to the Vice-Chancellor and the Chair of Board of Trustees for resolution.

### **Honorary Degrees Committee**

#### Composition

- The Chancellor (*ex officio*)
- The Pro Chancellors (*ex officio*)
- Two lay members of the Board of Trustees (including the Chair of the Board of Trustees)
- The Vice Chancellor (*ex officio*)
- The Deputy Vice Chancellor (*ex officio*)
- Each of the Pro Vice-Chancellors (*ex officio*)
- The Dean of each Faculty (*ex officio*)
- Registrar/Chief Operating Officer (*ex officio*)
- The Chair of Convocation
- A Sabbatical Officer of the Students' Union

#### In attendance

- The Development and Alumni Relations Director
- The Marketing and Communications Director

#### Terms of Reference

The committee is a joint committee of Senate and the Board of Trustees, to recommend candidates for honorary degrees and honorary fellowships. It will consult with the University Secretary's Office on the first occasion that any proposed amendment to the University statutes and ordinances is discussed.

### **IT Committee**

#### Composition

- Three lay members of the Board of Trustees (including the Chair of the Board of Trustees)
- Two members appointed by Senate
- The Vice Chancellor (*ex officio*)
- The Registrar/Chief Operating Officer (*ex officio*)
- The Pro Vice Chancellor Education (*ex officio*)
- The Pro Vice Chancellor Research (*ex officio*)
- The Chief Information Officer (*ex officio*)
- The Finance Director (*ex officio*)
- A student member of the Board of Trustees

- Co-opted member(s), as agreed by MAGG

### Terms of Reference

The committee is responsible for:

- Developing and recommending to the Board of Trustees the University's IT Strategy and the accompanying action plan;
- Monitoring and reporting to the Board of Trustees and Senate on progress in achieving the priorities within the IT Strategy and in implementing the accompanying action plan in alignment with the University's Strategy;
- Identifying, monitoring and reporting to the Board of Trustees and Senate on key KPIs relating to IT Strategy and the effectiveness of the delivery of IT services and the use of IT
- Reviewing and making recommendations, to the appropriate body, on governance and operational structures for the delivery of the IT Strategy
- Reviewing and approve IT related policies, processes and procedures
- Receiving reports on major capital projects relating to IT infrastructure
- Advising the Capital Investment Programme Board on the IT elements of major capital projects
- Receiving periodic reports relating to IT matters from
  - the Systems and Processes Investment Board
  - the Web Board,
  - the HPC Board,
  - the Research IT Executive
  - the Education Development Project Board
  - and any other bodies whose remits include IT related matters
- Reviewing the institutional risks relating to IT and agreeing mitigating actions
- Review resource optimisation relating to IT (including financial, facilities, staff and equipment) within the context of agreed budget allocations