

**BOARD OF TRUSTEES
MEMBERSHIP AND TERMS OF REFERENCE**

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| 1. | Authority |
| 1.1 | The University Charter stipulates that the Board of Trustees is the governing body of the University. |
| 1.2 | <p>The Board of Trustees conducts its business in accordance with legal requirements (The University is subject to Charity Law), and best practice in higher education and corporate governance. The Board adheres to the University Charter, Statutes and Ordinances and the following governance codes, principles and regulatory framework:</p> <p>Bristol University Charter, Statutes and Ordinances</p> <p>Committee of University Chairs Governance Code</p> <p>Committee of University Chairs Remuneration Code</p> <p>Office for Students (OfS) Public Interest Governance Principles</p> <p>Office for Students Regulatory Framework for Higher Education in England</p> <p>Committee on Standards in Public Life – 7 Principles of Public Life</p> |
| 2 | Purpose |
| | <p>The Board of Trustees exercises all powers conferred on it by the Charter, Statutes and Ordinances, and puts the Charter, Statutes, Ordinances and Regulations into effect. The Board of Trustees sets the policy of the University, in consultation with Senate on matters of academic policy, and ensures that the Vice-Chancellor and the University officers act to further that policy. (Statute 17)</p> <p>Members of the Board of Trustees are charity trustees and accept ultimate responsibility for directing the affairs of the University by ensuring that it is solvent, well-run and delivering the charitable outcomes for the benefit of the public for which it was established. The Board will safeguard the good name and values of the institution.</p> |
| 3 | Membership |
| 3.1 | <p>Membership of the Board of Trustees is set out in Statute 15 and will normally comprise 20 members, as follows:</p> <ul style="list-style-type: none"> • The Treasurer (Lay Member) • Up to 15 independent members (Lay Members) • One member of the Alumni Association (the Alumni Trustee) • The Vice-Chancellor • The Deputy Vice-Chancellor, nominated by the Vice-Chancellor • Three members of academic staff (the Academic Trustees) • Two members of the professional services staff (the Professional Services Staff Trustees) • Two students or Sabbatical Officers (the Student Trustees) |

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| 4 | <p>Specific Duties and Responsibilities</p> |
| | <p>Governance</p> <p>To make, amend, add to or repeal Statutes, subject to the approval of the Privy Council, and to make Ordinances for the regulation of all matters not required by the Charter to be dealt with by Statute and to report these annually to Court.</p> <p>To establish an Audit Committee, Nominations Committee, Staff Committee and Remuneration Committee.</p> <p>In relation to the Board, Board Committees, Joint Senate/Board Committees to review and approve:</p> <ol style="list-style-type: none"> (1) Terms of reference (2) Composition and membership, including appointments to Board, Election of Board Chair, Board Vice Chair, and Board Treasurer (3) Effectiveness <p>To review and approve the Schedule of Delegation.</p> <p>To ensure that the institution's constitution is always followed, and that appropriate advice is available to enable this to happen.</p> <p>To review and approve the Students' Union constitution and bye-laws every 5 years. To receive the Student Union's:</p> <ol style="list-style-type: none"> (1) audited accounts (2) annual budgets (3) annual reports (non-financial) <p>To ensure general compliance with section 22 of the Education Act 1994</p> |
| | <p>Legal Authority</p> <p>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. The Board of Trustees shall have the sole custody and use of the University seal, arms and mace.</p> <p>To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.</p> |
| | <p>Appointments</p> <p>To review and approve the appointment, employment terms (including remuneration, Performance-Related Pay (if applicable) and variations), induction/training, appraisal, grievance, discipline, suspension and dismissal/removal/redundancy/resignation/voluntary severance of:</p> <ol style="list-style-type: none"> (1) Vice Chancellor (2) Pro Vice-Chancellor(s) and Deputy Vice-Chancellor (3) Registrar & Secretary (4) Finance Director (Chief Operating Officer) (5) The University Librarian <p>To approve the Appointment of Academic staff To approve the establishment/abolishment of Academic Posts including:</p> <ol style="list-style-type: none"> (1) Professorships (2) Readerships (3) Lectureships |

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| | <p>(4) Other academic posts To approve Honorary Degrees and Fellowships To nominate to Court the Pro-Chancellors for election.</p> |
| | <p>Strategy and Performance</p> <p>To review and approve the University's:</p> <ol style="list-style-type: none"> (1) Vision, Mission and Strategy and any associated Strategies e.g. Research, Education, IT, People, Estates, Finance, Value for Money (2) Key performance Indicators (KPIs) (3) Key Risk Register and Risk Management Policy |
| | <p>Corporate Policies and Procedures</p> <p>To review and approve key corporate policies and procedures and in particular the following:</p> <ul style="list-style-type: none"> • Complaints Policy • Conflicts of Interest Policy • Equality Diversity and Inclusion Policy • Employment Policy • Endowment Fund Investment policy • Fundraising Policy • Health and Safety Policy • Modern Slavery Statement • Risk Management Policy • Prevent Policy and Procedure • Sustainability Policy • Trustee Code of Conduct • Trustee engagement/agreement to serve letter • Whistleblowing Policy |
| | <p>Human Resources</p> <p>To review and approve staff policies relating to:</p> <ol style="list-style-type: none"> (1) Dismissal/redundancy or potentially leading to termination of employment (2) Suspension (3) Conduct and discipline (4) Grievances (5) Progression and promotion (6) Reward (7) Promotion of equality of opportunity and diversity |
| | <p>Health and Safety</p> <p>Responsibility for the health and safety of employees, students and other individuals while they are on the institution's premises and in other places where they may be affected by its operations, and to review and approve The Health and Safety policy, and arrangements for the implementation of that policy.</p> |
| | <p>Finance</p> <p>To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, and have overall responsibility for the institution's assets, property and estate.</p> |

Financial Planning/Treasury

To **approve**:

- (1) The Long-term Financial Plan, estimates of income and expenditure, budgets (capital and revenue) and setting borrowing limits
- (2) The Annual Operating Budget
- (3) The University Financial Strategy and Framework
- (4) The University's Pension Strategy.

Financial Management and regulatory compliance

- (5) To **review** and **approve** the financial forecast return made to the Office for Students
- (6) To **approve** the Financial Statements and Accounts
- (7) To **approve** expenditure and entry into contracts above 20m (exclusive of VAT)
- (8) To **approve** the Schedule of Financial Limits
- (9) To **appoint** the University bankers.

Endowment Fund

- (10) To **review** and **approve** the Endowment Investment Policy

Capital Programme and Major Projects

- (11) To **approve** changes to the Capital Programme to ensure its activities are supporting the delivery of the University Strategy and maintaining effective property, IT and research equipment infrastructure and that it is affordable to the University.

Property

- (12) To **approve** the Estates Strategy
- (13) To **approve** entering into non-residential leases with a net present value of more than 20m (exclusive of VAT)
- (14) To **approve** entry into construction contracts over 20m (exclusive of VAT)
- (15) To **approve** disposals of assets with an arms-length open market value of more than £10m (exclusive of VAT)

Controls and Compliance

To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment

To **review** and **approve**

- (1) the Annual Assurance Return and other periodic assurance/accountability/financial returns to OfS and other regulators (excluding TRAC (T) returns which are signed off by the Audit Committee)
- (2) the Annual Report from the Audit Committee for submission to the OfS, and to publish in the University's Annual Report details of any issues that cannot be resolved between the Audit Committee and the Board of Trustees.
- (3) the Academic Standards assurance report to OfS on the recommendation of Senate.
- (4) The Access and Participation Plan.

To **review** and **approve** the appointment, appointment and dismissal/removal/resignation of:

- (1) External Auditors
- (2) Internal Auditors

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| | To ensure compliance with codes regulatory practice e.g. CUC Code of Governance, and OfS Regulatory Framework |
| | Academic Governance and Standards To review and promote the teaching and research of the University. (Statute 17 (11)) To review and approve the Annual Assurance Return from Senate on the quality and standards of the University's Higher Education provision including the continuous improvement of the student academic experience and of student outcomes and the reliability of degree standard. |
| | Student Welfare To receive assurance that adequate provision has been made for the general welfare of students, in consultation with the University Senate and/or the Students' Union Sabbatical Officers. To approve the Student Agreement and the associated Student Protection Plan. |
| | Accountability and Reporting |
| | The Board of Trustees is responsible for ensuring that the University complies with the Office for Students conditions of registration and compliance. The Board reports to the Annual Meeting of Court including financial statements of the University (Statute 13(1)) and borrowing limits. |
| | Effectiveness Monitoring and Compliance with Terms of Reference |
| | In accordance with the CUC Higher Education Code of Governance the Board is required to undertake an effectiveness review every 4 years. ¹ |
| | Governance Office Support |
| | The Registrar and University Secretary will be Secretary to the Board. The Board of Trustees appoints the Secretary to the governing body and ensures that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability |
| | Approval date: Board of Trustees 05 July 2019 Review date: Board of Trustees 26 June 2020 Contact: governance@bristol.ac.uk |
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¹The next review is due in 2020

**AUDIT AND RISK COMMITTEE
TERMS OF REFERENCE & MEMBERSHIP**

| 1. | Authority | | | | | | | | | | | | | | | |
|--------------------------------------|---|--------------------------------------|--------|----------------|-------------|---------------|---------------------|------------------------|---------------------|-------------------|---------------------|------------------|-------------|---------------------|-----------------|---------------------|
| 1.1 | <p>The Audit & Risk Committee is authorised by the Board of Trustees to investigate any activity in the University. In order to do so, the Committee is authorised to:</p> <ul style="list-style-type: none"> • Seek any information it requires from any employee of the University in order to perform its duties; • Obtain at the University's expense independent legal, accounting or other professional advice on any matter it believes it necessary to do so; and • Call any employee to be questioned at a meeting of the Committee as and when required. | | | | | | | | | | | | | | | |
| 2. | Purpose of the Committee | | | | | | | | | | | | | | | |
| 2.1 | <p>Audit and Risk Committee is independent of the Executive. It oversees a programme of work enabling it to give an opinion to the Board of Trustees annually on the adequacy and effectiveness of the Executive's arrangements for:</p> <ul style="list-style-type: none"> • internal control, • risk management, • governance, • value for money • management of data and quality assurance of data <p>The committee recommends the Financial statements to the Board for approval and advises the Board on the risk register. It manages the contracts of Internal and External Auditors.</p> | | | | | | | | | | | | | | | |
| 3. | Membership | | | | | | | | | | | | | | | |
| 3.1 | <p>The Audit & Risk Committee will normally comprise six independent members. Up to three members can be co-opted within the overall membership.</p> <p>In accordance with Ordinance 3, the Chair of the Board of Trustees and members of University staff are not eligible to be appointed as members of the Audit & Risk Committee. Members of Audit and Risk Committee should not be members of Finance & Infrastructure Committee.</p> | | | | | | | | | | | | | | | |
| 3.2 | <table border="1"> <thead> <tr> <th>Membership for 2020/21 Academic Year</th> <th>Member</th> <th>Term of Office</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Lay Members</td> <td>Madhu Bhabuta</td> <td>01.01.20 – 31.12.22</td> </tr> <tr> <td>Andrew Poolman (Chair)</td> <td>01.01.12 – 31.12.22</td> </tr> <tr> <td>Stephen Robertson</td> <td>25.01.21 – 24.01.24</td> </tr> <tr> <td rowspan="2">Co-opted Members</td> <td>Mary Bishop</td> <td>26.05.17 – 26.05.23</td> </tr> <tr> <td>Julie Goldstein</td> <td>01.01.19 – 31.12.21</td> </tr> </tbody> </table> | Membership for 2020/21 Academic Year | Member | Term of Office | Lay Members | Madhu Bhabuta | 01.01.20 – 31.12.22 | Andrew Poolman (Chair) | 01.01.12 – 31.12.22 | Stephen Robertson | 25.01.21 – 24.01.24 | Co-opted Members | Mary Bishop | 26.05.17 – 26.05.23 | Julie Goldstein | 01.01.19 – 31.12.21 |
| Membership for 2020/21 Academic Year | Member | Term of Office | | | | | | | | | | | | | | |
| Lay Members | Madhu Bhabuta | 01.01.20 – 31.12.22 | | | | | | | | | | | | | | |
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| | | Andrew Willis | 26.05.17 – 26.05.23 |
| 3.3 | <p>In attendance: Deputy Vice Chancellor & Provost Chief Operating Officer Registrar Head of Internal Audit Head of External Audit</p> <p>The Chair of the Board and the Vice-Chancellor may attend on the invitation of the Chair of Audit and Risk Committee.</p> | | |
| 4. | Quorum | | |
| 4.1 | The quorum necessary for the transaction of business is three members , of whom at least two must be a lay member of the Board of Trustees. | | |
| 5. | Meeting with Internal and External Auditors | | |
| 5.1 | Once a year, the Committee should meet the Internal Auditor and the External Auditor without University officers present | | |
| 6 | Specific Duties | | |
| 6.1 | For the University as a whole, including any subsidiaries it may have, the Audit & Risk Committee's duties are as follows: | | |
| 6.2 | Risk Management | | |
| 6.2.1 | To review the effectiveness of the Risk Management Framework and Policy and recommend its' approval to the Board of Trustees. | | |
| 6.2.2 | To review institutional risks and ensure that adequate action is being taken to manage and mitigate identified risks and to provide assurance to the Board of Trustees that this is the case. | | |
| 6.2.3 | Review information provided by University subsidiary companies at least once a year, which include the provision of information relation to internal controls, risk management and governance assurance. This is signed off by the Subsidiary Board and contains statements from each of the most senior operational and senior financial officers. | | |
| 6.3 | Value for Money and Financial Issues | | |
| 6.3.1 | To review and report to the Board of Trustees on significant financial reporting issues and judgements. In particular, to review and challenge where necessary: <ul style="list-style-type: none"> • the application of significant accounting policies and any changes to them • the methods used to account for significant or unusual transactions where different approaches are possible | | |
| 6.3.2 | Review the annual financial statements and recommend their approval to the Board of Trustees on the basis of the assurances received from: <ul style="list-style-type: none"> • the external auditor (e.g. external audit management letter); • the internal auditor (e.g. outcome of internal audit reviews during the period); and • management (e.g. management accounts & verbal representations) | | |
| 6.3.3 | Review on an annual basis the adequacy of the University's Value for Money Strategy and supporting plans to ensure the effective use of resources, including | | |

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| | student fees and taxpayer monies and recommend this to the Board of Trustees for approval . |
| 6.3.4 | Review on an annual basis the progress made in delivering the Value for Money actions plans and the change in the University's Value for Money position. |
| 6.4 | Controls and Compliance |
| 6.4.1 | Internal Audit |
| | <p>Recommend to the Board of Trustees the internal audit sources model and the appointment of any external providers and/or head of internal audit;</p> <p>Review and approve annually the internal audit plan, ensuring it is aligned to the key risks of the University and to receive regular reports on work carried out;</p> <p>Review annually the effectiveness of the internal audit function to determine whether it is satisfied that the independence, quality, experience and expertise of internal audit is appropriate for the University; and</p> <p>Review the actions taken by management to implement the recommendations of internal audit and to support the effective working of the internal audit function.</p> |
| 6.4.2 | External Audit |
| | <p>Make recommendations to the Board of Trustees, in relation to the appointment, re-appointment and removal of the University's external auditor;</p> <p>Approve the external auditor's remuneration, including both fees for audit and non-audit services, and ensure that the level of fees is appropriate to enable an effective and high-quality audit to be conducted.</p> <p>Approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit.</p> <p>Approve the University's formal policy on the provision of non-audit services by the auditor, including approval of non-audit services by the Committee and specifying the types of non-audit service to be pre-approved, and assessment of whether non-audit services have a direct or material effect on the audited financial statements.</p> <p>Assess annually the external auditor's independence and objectivity taking into account relevant law and regulation, professional requirements and the University's relationship with the auditor as a whole, including any threats to the auditor's independence and the safeguards applied to mitigate those threats including the provision of any non-audit services.</p> <p>Review the findings of the audit with the external auditor. This shall include but not be limited to, the following:</p> <ul style="list-style-type: none"> • a discussion of any major issues which arose during the audit; • the auditor's explanation of how the risks to audit quality were addressed; • key accounting and audit judgements; • the auditor's view of their interactions with senior management; and • levels of errors identified during the audit; <p>Review any representation letter(s) requested by the external auditor before they are recommended to the Board of Trustees for approval and signature.</p> |

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| | <p>Review the management letter and management's response to the auditor's findings and recommendations.</p> <p>Review the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the Committee.</p> |
| 6.4.3 | <p>Serious Incident reporting / Reportable Events</p> <p>The Committee shall receive a report at its subsequent meeting of all Reportable Events communicated to the OfS and Serious Incidents.</p> <p>All Reportable Events and Serious Incidents will also be recorded in the Audit & Risk Committee Annual Report to the Board of Trustees and the Office for Students. Such reports will seek to identify any common root causes of the Reportable Events.</p> |
| 6.4.4 | <p>Annual Assurance Reporting</p> <p>Deliver to the Board of Trustees an annual report covering the institution's financial year and any significant issues up to the date of signing the report. The report will summarise the Audit & Risk Committee's activity for the year and must be presented to and reviewed by the Board of Trustees before the Members Responsibility Statement and audited financial statements are signed and submitted to the Office for Students.</p> <p>The report will include the Committee's opinion of the adequacy and effectiveness of the University's arrangements for the following:</p> <ul style="list-style-type: none"> • 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). • management and quality assurance of data • the reporting of serious incidents internally, and externally to the Office for Students. |
| 6.4.5 | <p>Whistleblowing and Fraud</p> <p>Review the adequacy and security of the University's arrangements for its employees, students and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters and agree a Whistleblowing Policy for recommendation to the Board of Trustees.</p> <p>Review the University's procedures for detecting fraud and agree the Counter Fraud Policy.</p> <p>Review the University's systems and controls for the prevention of bribery and receive reports on non-compliance.</p> <p>Receive reports on whistleblowing allegations and the outcome of investigations on a timely basis.</p> <p>Receive an annual report on incidences of alleged and actual fraud.</p> |
| 6.5 | <p>Governance</p> |
| 6.5.1 | <p>Review the adequacy and effectiveness of governance arrangements and how they support the achievement of the organisation strategy and objectives, regulatory requirements and assurance requirements.</p> |
| 6.5.2 | <p>Receive appraisals every three years from each University subsidiary company board which will include an appraisal of the company's performance. This will include a review of compliance with the Articles of Association (or equivalent) and</p> |

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| | with this Governance Framework. A summary of key findings, lessons learned and actions to be taken as result. | |
| 6.6 | Data Quality | |
| 6.6.1 | Review the adequacy and effectiveness of the University's management of and quality assurance of data through an annual report. | |
| 7. | Accountability and Reporting | |
| | <p>The Chair of the Committee shall report to the Board of Trustees on its proceedings after each meeting. This report shall <u>typically</u> include <u>but not be limited to</u>:</p> <ul style="list-style-type: none"> • the significant issues that the Committee considered in relation to the financial statements and how these were addressed. • the Committee's assessment of the effectiveness of the external audit process, the approach taken to the appointment or reappointment of the external auditor, length of tenure of audit firm, when a tender was last conducted and advance notice of any retendering plans; and • any other issues on which the Board of Trustees has requested the Committee's opinion. <p>The Committee shall make whatever recommendations to the Board of Trustees it deems appropriate on any area where action or improvement is needed.</p> | |
| | <p>Approved On</p> <p>Review Date:</p> <p>Updates:</p> <p>Contact:</p> | <p>Audit and Risk Committee October 2020 Board of Trustees November 2020 Audit & Risk Committee October 2021 Board of Trustees November 2021</p> <p>Updated, 24 March 2021 governance@bristol.ac.uk</p> |

**EQUALITY, DIVERSITY AND INCLUSION (EDI) OVERSIGHT COMMITTEE
TERMS OF REFERENCE & MEMBERSHIP**

| 1. | Authority | | | | | | | | | | | | | | | | | | | |
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| 1.1 | The Equality, Diversity and Inclusion (EDI) Oversight Group was established by the Board of Trustees on the 5 July 2019 in order to provide assurance around the University's approach to Equality, Diversity and Inclusion and to support the development of long-term governance arrangements for EDI. | | | | | | | | | | | | | | | | | | | |
| 2. | Purpose of the Group | | | | | | | | | | | | | | | | | | | |
| 2.1 | The Group holds to account the Executive for delivering EDI Strategic Objectives in relation to both staff and students. | | | | | | | | | | | | | | | | | | | |
| 3. | Membership | | | | | | | | | | | | | | | | | | | |
| 3.1 | The Membership of the Group is: Minimum of 3 Lay members of the Board of Trustees 1 Student Trustee of the Board of Trustees 1 Staff representative Co-opted External Advisor | | | | | | | | | | | | | | | | | | | |
| 3.2 | The membership for the 19/20 academic year is as follows: <table border="1" data-bbox="284 1151 1449 1505"> <thead> <tr> <th>Composition</th> <th>Member</th> <th>Term of Office</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Lay Members of the Board x 3</td> <td>Ms Jessica Cecil</td> <td>1.09.19 – 31.12.21</td> </tr> <tr> <td>Ms Nicky McCabe (Chair)</td> <td>1.09.19 – 31.12.20</td> </tr> <tr> <td>Mohammed Saddiq</td> <td>1.09.19 – 31.12.20</td> </tr> <tr> <td>Staff representative</td> <td>Michael Pearson</td> <td>01.04.20 – 31.03.21 (Reviewed annually)</td> </tr> <tr> <td>Student Trustee of the Board</td> <td>Jason Palmer</td> <td>1.09.19 – 30.06.20</td> </tr> <tr> <td>Co-opted External Advisor</td> <td>Samantha Budd (Bristol SU Chief Executive)</td> <td>Reviewed Annually</td> </tr> </tbody> </table> | Composition | Member | Term of Office | Lay Members of the Board x 3 | Ms Jessica Cecil | 1.09.19 – 31.12.21 | Ms Nicky McCabe (Chair) | 1.09.19 – 31.12.20 | Mohammed Saddiq | 1.09.19 – 31.12.20 | Staff representative | Michael Pearson | 01.04.20 – 31.03.21 (Reviewed annually) | Student Trustee of the Board | Jason Palmer | 1.09.19 – 30.06.20 | Co-opted External Advisor | Samantha Budd (Bristol SU Chief Executive) | Reviewed Annually |
| Composition | Member | Term of Office | | | | | | | | | | | | | | | | | | |
| Lay Members of the Board x 3 | Ms Jessica Cecil | 1.09.19 – 31.12.21 | | | | | | | | | | | | | | | | | | |
| | Ms Nicky McCabe (Chair) | 1.09.19 – 31.12.20 | | | | | | | | | | | | | | | | | | |
| | Mohammed Saddiq | 1.09.19 – 31.12.20 | | | | | | | | | | | | | | | | | | |
| Staff representative | Michael Pearson | 01.04.20 – 31.03.21 (Reviewed annually) | | | | | | | | | | | | | | | | | | |
| Student Trustee of the Board | Jason Palmer | 1.09.19 – 30.06.20 | | | | | | | | | | | | | | | | | | |
| Co-opted External Advisor | Samantha Budd (Bristol SU Chief Executive) | Reviewed Annually | | | | | | | | | | | | | | | | | | |
| 3.3 | The Chair of the Group shall be a lay member of the Board of Trustees. | | | | | | | | | | | | | | | | | | | |
| 3.4 | In attendance: Deputy Vice-Chancellor & Provost PVC Student Experience Chief Operating Officer Registrar and Secretary Representative from Human Resources | | | | | | | | | | | | | | | | | | | |
| 4. | Frequency of meetings | | | | | | | | | | | | | | | | | | | |
| 4.1 | Every 6 months with the option of additional meetings as and when required. | | | | | | | | | | | | | | | | | | | |
| 5. | Specific Duties | | | | | | | | | | | | | | | | | | | |

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| 5.1 | Specific Duties | |
| 5.1.1 | To hold the Executive to account for delivering EDI Strategic Objectives for both staff and students. | |
| 5.1.2 | To focus on specific areas of EDI activity identified as strategically critical to the University as required. | |
| 5.1.3 | To ensure that senior leadership maintains a focus on Equality, Diversity and Inclusion as distinct but interdependent areas of activity | |
| 5.1.4 | To receive data in the form of Strategic Performance Indicators (SPIs), appropriately benchmarked, to facilitate effective monitoring of progress with EDI priorities and to occasionally request and receive reports into areas of EDI performance considered to be of high strategic priority. | |
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| 5.1.6 | To be responsible for outward facing identification of best practice in EDI matters. | |
| 5.1.7 | To undertake horizon scanning for upcoming issues (e.g. religion). | |
| 6. | Accountability and reporting | |
| 6.1 | The Group shall report to the Board on progress by the Executive with EDI and raise any issues or risks as it deems appropriate. | |
| 7. | Quorum | |
| 7.1 | The quorum for the Group shall be three members, which must include at least two lay members of the Board of Trustees. | |
| 8. | Effectiveness Monitoring and Compliance with Terms of Reference | |
| 8.1 | To review the Group's effectiveness and efficiency annually including the relevance of: <ul style="list-style-type: none"> • its remit, authorities and powers as stipulated in its Terms of Reference, and of • its membership. | |
| 9. | Governance Office Support | |
| 9.1 | A member of the University Governance Team will be Secretary to the Group | |
| | Approval date: | Board of Trustees 26 June 2020 |
| | Review date: | Board of Trustees June 2021 |
| | Contact: | governance@bristol.ac.uk |

**FINANCE & INFRASTRUCTURE COMMITTEE
TERMS OF REFERENCE**

| 1. | Authority | | | | | | | | | | | | | | | | | | | | | | | | | |
|--------------------------------|--|--------------------------------|--------|----------------|---------------|----------------|---------------------|-------------------|---------------------|------------------------------------|---------------------|--------------------|---------------------|-----------------|--------------------------|---------------------|-------------|-----------------|---------------------|--------------------|---------------------|------------|------------------------------|--|---------------------------------|--|
| 1.1 | The Finance & Infrastructure Committee is established under University Statute and is a committee of the Board of Trustees. Subject to the provisions made in the Charter, Statutes, Ordinances, and Regulations, the Finance & Infrastructure Committee shall operate within the duties and authorities as stipulated by the Board of Trustees in these Terms of Reference. | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1.2 | The Finance & Infrastructure Committee is authorised by the Board of Trustees to investigate any activity within its remit as set out in these terms of reference. In order to do so, the Committee is authorised to request relevant information and question any employee of the University as and when required. | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. | Purpose of the Committee | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2.1 | <p>The purpose of the Finance & Infrastructure Committee is to provide the Board of Trustees with in-year assurance concerning the development and delivery of the University's Strategic Plan. The committee's role is to:</p> <ul style="list-style-type: none"> • Oversee the implementation of the physical & digital infrastructure objectives of the University Strategy and; • Oversee financial sustainability, performance & compliance by undertaking high-level, exception-based monitoring and review of the delivery of operational and financial performance to ensure that the university is operating in line with its annual business plan objectives, and where not, satisfy itself that appropriate action is being taken by the university's senior executive team. | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3. | Membership | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3.1 | The Finance & Infrastructure Committee will normally comprise of up to eight members drawn from the Board of Trustees, and co-optees (a maximum of three) plus two ex officio members. | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3.2 | <table border="1"> <thead> <tr> <th>Membership 20/21 Academic Year</th> <th>Member</th> <th>Term of Office</th> </tr> </thead> <tbody> <tr> <td rowspan="4">4 Lay Members</td> <td>Mr Nick Joicey</td> <td>01.01.19 – 21.12.21</td> </tr> <tr> <td>Ms Linda Fletcher</td> <td>01.01.19 – 31.12.21</td> </tr> <tr> <td>Dr Andreas Raffel (Chair)</td> <td>01.01.18 - 31.12.23</td> </tr> <tr> <td>Mr Mohammed Saddiq</td> <td>01.09.19 – 31.12.22</td> </tr> <tr> <td>1 Staff Trustee</td> <td>Professor Sheila Ellwood</td> <td>01.08.18 – 31.07.21</td> </tr> <tr> <td rowspan="2">2 Co-optees</td> <td>Mr Kelvin Blake</td> <td>01.07.20 - 30.06.23</td> </tr> <tr> <td>Mr Jonathan Punter</td> <td>12.10.16 – 31.12.22</td> </tr> <tr> <td rowspan="2">Ex officio</td> <td>Vice-Chancellor (Hugh Brady)</td> <td></td> </tr> <tr> <td>Chair of the Board (Jack Boyer)</td> <td></td> </tr> </tbody> </table> | Membership 20/21 Academic Year | Member | Term of Office | 4 Lay Members | Mr Nick Joicey | 01.01.19 – 21.12.21 | Ms Linda Fletcher | 01.01.19 – 31.12.21 | Dr Andreas Raffel (Chair) | 01.01.18 - 31.12.23 | Mr Mohammed Saddiq | 01.09.19 – 31.12.22 | 1 Staff Trustee | Professor Sheila Ellwood | 01.08.18 – 31.07.21 | 2 Co-optees | Mr Kelvin Blake | 01.07.20 - 30.06.23 | Mr Jonathan Punter | 12.10.16 – 31.12.22 | Ex officio | Vice-Chancellor (Hugh Brady) | | Chair of the Board (Jack Boyer) | |
| Membership 20/21 Academic Year | Member | Term of Office | | | | | | | | | | | | | | | | | | | | | | | | |
| 4 Lay Members | Mr Nick Joicey | 01.01.19 – 21.12.21 | | | | | | | | | | | | | | | | | | | | | | | | |
| | Ms Linda Fletcher | 01.01.19 – 31.12.21 | | | | | | | | | | | | | | | | | | | | | | | | |
| | Dr Andreas Raffel (Chair) | 01.01.18 - 31.12.23 | | | | | | | | | | | | | | | | | | | | | | | | |
| | Mr Mohammed Saddiq | 01.09.19 – 31.12.22 | | | | | | | | | | | | | | | | | | | | | | | | |
| 1 Staff Trustee | Professor Sheila Ellwood | 01.08.18 – 31.07.21 | | | | | | | | | | | | | | | | | | | | | | | | |
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| | Mr Jonathan Punter | 12.10.16 – 31.12.22 | | | | | | | | | | | | | | | | | | | | | | | | |
| Ex officio | Vice-Chancellor (Hugh Brady) | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Chair of the Board (Jack Boyer) | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3.3 | <p>In attendance: The Treasurer Deputy Vice-Chancellor & Provost The Registrar Chief Operating Officer</p> | | | | | | | | | | | | | | | | | | | | | | | | | |

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| 3.4 | Other staff will be invited to join the meeting for their relevant items. These would ordinarily be the Chief People Officer, the Chief Information Officer, and the Deputy Financial Officer. |
| 3.5 | Membership will be reviewed annually alongside the Terms of Reference. |
| 4 | Specific Duties |
| 4.1 | The Finance and Infrastructure Committee's duties are as follows: |
| 4.2 | Oversee the implementation of the Physical & Digital Infrastructure objectives of the University Strategy |
| Capital Programmes & Major Projects | |
| <i>Major projects can be capital or revenue in nature and shall typically be those where the level of investment exceeds £10m and/or has a risk profile that could pose a material risk to the University's reputation, compliance with laws and regulations or financial sustainability. Major Projects shall not ordinarily be research or education activities unless they entail major capital expenditure.</i> | |
| 4.2.1 | Review the Capital Programme to ensure that its activities are supporting the delivery of the University Strategy, maintaining and effective property, IT and research equipment infrastructure and is affordable to the University. Make recommendations for change to the Board of Trustees for approval. |
| 4.2.2 | Review the performance of the Capital Programme and other major projects against financial and non-financial plans. |
| 4.2.3 | Review a programme of post project reviews of both capital and revenue major projects. |
| 4.2.4 | Review and approve the University's Capital Investment Policy. |
| 4.2.5 | Review and approve the University's methodology for undertaking capital and other major projects. |
| Property | |
| 4.2.6 | Review the Estates Strategy and recommend its approval to the Board of Trustees. |
| 4.2.7 | Review the delivery of the Estates Strategy. |
| 4.2.8 | Ensure that arrangements are in place to identify the maintenance and associated health and safety liabilities of the University's property portfolio. |
| 4.2.9 | Ensure that arrangements are in place to satisfy the University's sustainability obligations and consider progress against its environmental sustainability plans. |
| 4.2.10 | Exercise delegated authority from the Board of Trustees to approve entry into leases and nominations agreements for residential accommodation. This authority shall not extend to any financial commitment that will be on Balance Sheet or service concession arrangements. |
| 4.2.11 | Exercise delegated authority from the Board of Trustees to approve entry into non-residential leases with a net present value of less than £20m (exclusive of VAT). |
| 4.2.12 | Exercise delegated authority from the Board of Trustees to enter into construction contracts up to £20m (exclusive of VAT) in line with the budgets and Long -Term Financial Plan approved by the Board of Trustees. |
| 4.2.13 | Exercise delegated authority from the Board of Trustees to approve disposals of assets with an arm's length open market value up to £10m (exclusive of VAT). |
| Information Technology | |
| 4.2.14 | Consider the IT Strategy and supporting investment plans and recommend their approval to the Board of Trustees. |
| 4.2.15 | Review delivery of the IT Strategy. |
| 4.2.16 | Reviewing the institutional risks relating to IT and agreeing mitigating actions. |
| 4.2.17 | Review the performance and delivery of significant IT investment and development programmes. |
| 4.3 | Oversee Financial Sustainability, Performance and Compliance |

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| Financial Planning | |
| 4.3.1 | Consider the annual operating budget and recommend its approval to the Board of Trustees. |
| 4.3.2 | Consider the Long-Term Financial Plan and recommend its approval to the Board of Trustees. |
| 4.3.3 | Ensure that appropriate stress testing of the Long -Term Financial Plan is undertaken with reference to the University's Strategic Risk Register and mitigation plans identified for risks that pose a threat to the University's viability. |
| 4.3.4 | Review the University's Finance Strategy and Financial Framework on at least an annual basis and recommend their approval to the Board of Trustees. |
| Financial Management | |
| 4.3.5 | Receive the management accounts and ensure that the Executive are taking appropriate action to address areas of under-performance. |
| 4.3.6 | Receive reports on the performance against the Long-Term Financial Plan and the cash flows of the University. |
| 4.3.7 | Exercise delegated authority from the Board of Trustees to approve expenditure and entry into contracts up to £20m (exclusive of VAT) in line with budgets and plans previously approved by the Board of Trustees. |
| 4.3.8 | Ensure compliance with debt covenant provisions of loan and debt agreements. |
| 4.3.9 | Where the committee is not satisfied with any aspect of the proposed financial reporting by the University, it shall report its views to the Board |
| Regulatory compliance | |
| 4.3.10 | Review the financial forecast return to be made to the Office for Students (OfS) and recommend its approval to the Board of Trustees. |
| Taxation | |
| 4.3.11 | Exercise delegated authority from the Board of Trustees to approve the University's Tax Strategy. |
| 4.3.12 | Review performance against the tax strategy and tax compliance by the University and its subsidiary undertakings. |
| Treasury | |
| 4.3.13 | Exercise delegated authority from the Board of Trustees to consider and approve the Treasury Management Policy. |
| 4.3.14 | Review the University's treasury risk and compliance with its Treasury Management Policy. |
| 4.3.15 | Review the University's cash flow performance, forecasts and overall liquidity position. |
| 4.3.16 | Exercise delegated authority from the Board of Trustees to approve all acts in relation to the University's cash and investments other than the approval of new banking and investment mandates. The Committee has no authority to approve entry into new borrowings. Instead, it will make recommendations to the Board of Trustees to do so. |
| Endowment Funds | |
| 4.3.17 | Review the Endowment Investment Policy on an annual basis and recommend changes to the Trustees of the Bristol Endowments. |
| 4.3.18 | Ensure that the Endowment Funds are being managed in accordance with the Trustee Investment Acts, the Bristol Acts and other applicable laws and regulations. |
| 4.3.19 | Set the annual performance targets for the Endowment fund manager(s). |
| 4.3.20 | Regularly review the performance of the Endowment Funds against the Investment Policy and associated targets. |
| 4.3.21 | Exercise delegated authority from the Board of Trustees to undertake all acts in respect of the Endowment Fund Investment Policy that are desirable to implement. |

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| Pensions | |
| 4.3.22 | Review the pensions risk profile. |
| 4.3.23 | Consider the Pensions Strategy and recommend its approval to the Board of Trustees |
| 4.3.24 | Exercise delegated authority to take all decisions and undertake all acts that are desirable in relation to the Definitive Deed and Rules of the University of Bristol Pension and Assurance Scheme (UBPAS). |
| 4.3.25 | Regularly Review the funding position and investment performance of UBPAS. Consider the investment strategy and governance arrangements for UBGPP. |
| Group Companies | |
| 4.3.26 | Exercise delegated authority to take all decisions and undertake all acts that are desirable in relation to any shareholding, membership or voting rights in relation to subsidiaries and associates of the University. This shall include the appointment of Directors and Trustees to UBPAS. |
| 4.3.27 | Approve the terms of any loans between the University and its subsidiaries (as defined by sections 1159 and 1162 of the Companies Acts) and the Students Union. |
| 5. | Accountability and Reporting |
| 5.1 | <p>The Chair of the Committee shall report formally to the Board of Trustees on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board of Trustees on how it has discharged its responsibilities.</p> <p>The Committee shall make whatever recommendations to the Board of Trustees it deems appropriate on any area within its remit where action or improvement is needed.</p> <p>The Committee's reporting will include due consideration of any implications linked to equality, diversity and inclusion when conducting its business, making decisions and agreeing actions.</p> |
| 5.2 | Where authority has been delegated to the Committee by its parent body to perform a particular action or take a particular decision, that action or decision will be reported to the parent body as soon as practical after the action/decision has been taken. |
| 5.3 | The Committee may make recommendations to its parent body on any matter within its remit, authority and responsibilities. |
| 5.4 | The Committee shall not duplicate the work of the Audit Committee in relation to fraud, value for money and enterprise risk management. |
| 6. | Effectiveness Monitoring and Compliance with Terms of Reference |
| 6.1 | <p>To review committee effectiveness and efficiency annually including the relevance of:</p> <ul style="list-style-type: none"> • its remit, authorities and powers as stipulated in its Terms of Reference, and of • its membership. |
| 7. | Governance Office Support |
| 7.1 | Secretary to the Committee – Shana Johnson – Deputy Head of Governance and Executive Support. |
| | <p>Approval date:</p> <p>Finance and Major Projects 26.04.19 Board of Trustees 5.07.19</p> |

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| | Review date: Updates: Contact: | Finance and Infrastructure 01.10/20 Board of Trustees: 20.11.20 Membership updated July 2020 LB governance@bristol.ac.uk |
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**NOMINATIONS COMMITTEE
TERMS OF REFERENCE & MEMBERSHIP**

| 1. | Authority | | | | | | | | | | | | | | | | | | | | | | |
|--|--|---------------------|--------|----------------|--------------------------------|------------|---------------------|-------------------------------------|-----------------|---------------------|--|-------------|---------------------|----------------|---------------------|--|----------------|-------------------|------------|-------------------|---------------------------------|--------------------------|---------------|
| 1.1 | The Nominations Committee is established under University Statute and is a committee of the Board of Trustees. Subject to the provisions made in the Charter, Statutes, Ordinances, and Regulations, the Nominations Committee shall operate within the duties and authorities as stipulated by the Board of Trustees in these Terms of Reference. | | | | | | | | | | | | | | | | | | | | | | |
| 1.2 | The Nominations Committee is authorised by the Board of Trustees to investigate any activity within its remit as set out in these terms of reference. In order to do so, the Committee is authorised to request relevant information and question any employee of the University as and when required. | | | | | | | | | | | | | | | | | | | | | | |
| 2. | Purpose | | | | | | | | | | | | | | | | | | | | | | |
| 2.1 | The purpose of the Nominations Committee is to lead the process for board appointments and make recommendations to the board. | | | | | | | | | | | | | | | | | | | | | | |
| 2.2 | The Nominations Committee advises the Board on matters concerning the membership of the Board and Board Committees (including succession planning for the Board). It manages the recruitment process for Trustees and appointments to certain Board and Board Committee roles. The Committee also oversees the appointment of certain executive roles and officers of the Court. | | | | | | | | | | | | | | | | | | | | | | |
| 3. | Membership | | | | | | | | | | | | | | | | | | | | | | |
| 3.1 | The Nominations Committee shall normally comprise of six members, to include the Chair of the Board of Trustees (Chair) and the Vice-Chair of the Board. The remaining four member shall comprise of two members elected by University Court and further Lay members of the Board or co-opted members. The Registrar & University Secretary will be in attendance. | | | | | | | | | | | | | | | | | | | | | | |
| 3.2 | The following individuals will be invited to attend meetings as appropriate: <ul style="list-style-type: none"> • Vice-Chancellor • Chief People Officer • Equality & Diversity Manager | | | | | | | | | | | | | | | | | | | | | | |
| 3.3 | Only members of the Committee have the right to attend committee meetings. Those invited to attend will not have any voting rights. | | | | | | | | | | | | | | | | | | | | | | |
| 3.4 | The membership for academic year 20/21 will be: <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th style="text-align: left;">Composition</th> <th style="text-align: left;">Member</th> <th style="text-align: left;">Term of Office</th> </tr> </thead> <tbody> <tr> <td>Chair of the Board of Trustees</td> <td>Jack Boyer</td> <td>01.09.19 – 31.12.21</td> </tr> <tr> <td>Vice-Chair of the Board of Trustees</td> <td>Mohammed Saddiq</td> <td>01.01.21 – 31.12.22</td> </tr> <tr> <td rowspan="2">Lay members of the Board of Trustees or co-opted members</td> <td>Andrew Carr</td> <td>25.01.21 – 24.01.24</td> </tr> <tr> <td>Andreas Raffel</td> <td>01.09.19 – 31.12.23</td> </tr> <tr> <td rowspan="2">Two members elected by the University Court.</td> <td>Hazel Phillips</td> <td>24.09.19-31.12.21</td> </tr> <tr> <td>Raman Bedi</td> <td>24.09.19-31.12.21</td> </tr> <tr> <td>One University Executive member</td> <td>Lucinda Parr (Registrar)</td> <td>In Attendance</td> </tr> </tbody> </table> | Composition | Member | Term of Office | Chair of the Board of Trustees | Jack Boyer | 01.09.19 – 31.12.21 | Vice-Chair of the Board of Trustees | Mohammed Saddiq | 01.01.21 – 31.12.22 | Lay members of the Board of Trustees or co-opted members | Andrew Carr | 25.01.21 – 24.01.24 | Andreas Raffel | 01.09.19 – 31.12.23 | Two members elected by the University Court. | Hazel Phillips | 24.09.19-31.12.21 | Raman Bedi | 24.09.19-31.12.21 | One University Executive member | Lucinda Parr (Registrar) | In Attendance |
| Composition | Member | Term of Office | | | | | | | | | | | | | | | | | | | | | |
| Chair of the Board of Trustees | Jack Boyer | 01.09.19 – 31.12.21 | | | | | | | | | | | | | | | | | | | | | |
| Vice-Chair of the Board of Trustees | Mohammed Saddiq | 01.01.21 – 31.12.22 | | | | | | | | | | | | | | | | | | | | | |
| Lay members of the Board of Trustees or co-opted members | Andrew Carr | 25.01.21 – 24.01.24 | | | | | | | | | | | | | | | | | | | | | |
| | Andreas Raffel | 01.09.19 – 31.12.23 | | | | | | | | | | | | | | | | | | | | | |
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| | Raman Bedi | 24.09.19-31.12.21 | | | | | | | | | | | | | | | | | | | | | |
| One University Executive member | Lucinda Parr (Registrar) | In Attendance | | | | | | | | | | | | | | | | | | | | | |

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| 4. | Specific duties |
| The Committee will carry out the following duties below on behalf of the Board of Trustees: | |
| 4.1 | Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board, and make recommendations to the board with regard to any changes. |
| 4.2 | Give full consideration to succession planning for the executive and non-executive directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the institution, and the skills and expertise needed on the board in the future. |
| 4.3 | Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the HE marketplace. |
| 4.4 | Keep up to date and fully informed about strategic issues affecting the University and the sector in which it operates. |
| 4.5 | Be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise. |
| 4.6 | Before any appointment is made by the Board of Trustees, evaluate the balance of skills, knowledge, experience and diversity on the board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall: <ul style="list-style-type: none"> • Use open advertising or the services of external advisers to facilitate the search; • Consider candidates from a wide range of backgrounds; • Consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the board and its committees, including gender and ethnicity, taking care that appointees have enough time available to devote to the position. |
| 4.7 | For the appointment of a Chair, the Committee should prepare a job specification, including the time commitment expected. A proposed chair's other significant commitments should be disclosed to the board before appointment and any changes to the chair's commitments should be reported to the board as they arise. |
| 4.8 | Ensure that on appointment to the board, non-executive directors (lay trustees) receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings. |
| 4.9 | Review the results of the board performance evaluation process that relate to the composition of the board. |
| 4.10 | Review annually the time required from non-executive directors (lay trustees) of the Board and its committees. Non-Executive Directors will be <u>informally assessed</u> reviewed <u>by the Chair of the Board</u> annually to ensure that they are fulfilling their duties and expected contribution as University trustees. |
| 4.11 | Consider training and development opportunities for the governing body, individual governors and members of sub-committees. In part, this will be informed by the skills matrix, but also by horizon-scanning to consider topical or new responsibilities that are being placed on the governing body and would therefore lend themselves as topics for training or briefing. |
| 4.12 | The Committee will also make the following recommendations to the Board of Trustees: |
| 4.12.1 | Formulating plans for succession for both executive and non-executive directors (lay trustees) and in particular for the key roles of Chair of the Board, including: <ul style="list-style-type: none"> (1) Vice Chancellor |

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| | (2) Treasurer (3) Alumni Association Trustee (4) Pro Vice-Chancellor(s) and Deputy Vice-Chancellor (5) Registrar & Secretary (6) The Chief Operating Officer (7) Staff and Student Trustees of the Board | |
| 4.12.2 | Membership of the audit and remuneration committees, and any other board committees as appropriate, in consultation with the Chairs of those committees. | |
| 4.12.3 | The reappointment of any lay member at the conclusion of their specified term of office, having given due regard to their performance and ability to continue to contribute to the board in light of knowledge, skills and experience required. | |
| 4.12.4 | To recommend to the Finance & Infrastructure Committee the appointment of independent Non-Executive Directors onto the Boards of university subsidiaries. | |
| 5. | Effectiveness Monitoring and Compliance with Terms of Reference | |
| 5.1 | To review committee effectiveness and efficiency annually including the relevance of: <ul style="list-style-type: none"> • its remit, authorities and powers as stipulated in its Terms of Reference, and of • its membership. | |
| 6. | Governance Office support | |
| 6.1 | A member of the University Governance Team will be Secretary to the Committee. | |
| | Approval date: Updates: Review date: Contact: | Nominations Committee 30 Sep 2020 Board of Trustees 20 Nov 2020 Updated, 24 March 2021 Board of Trustees November 2021 Governance@bristol.gov.uk |

**PENSIONS TASK & FINISH GROUP (PT&FG)
TERMS OF REFERENCE & MEMBERSHIP**

| 1. | Authority | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|-------------------------------------|---|---------------------|--------|----------------|-------------------------------------|-----------------|---------------------|-------------------------------------|--------------------|---------------------|-------------------------------------|-------------------|---------------------|-----------|-----------------|---------------------|------------------|------------------------|---------------------|-------------------------------|-----------------|---------------------|-----------------|--------------------|---------------------|--------------------|---------------|------------|-----------------------------|----------------------|------------|
| 1.1 | The Pensions Task and Finish Group was established by the Board of Trustees in July 2018 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1.2 | The Group does not have delegated decision-making powers. However, it may agree the University's response to consultations undertaken by UUK where it is not feasible for them to be considered at a full Board of Trustees meeting. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. | Purpose of the Group | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2.1 | To consider the USS Valuation and the associated implications for the University and its staff. The Group will be time limited but will continue to meet until the end of the valuation process, in order to respond to the outcome of the USS valuation and any associated changes to future pension benefits for staff. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3. | Membership and Chair | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3.1 | <ul style="list-style-type: none"> • Vice-Chair of the Board of Trustees • Chair of the Remuneration Committee • Chair of the Finance and Infrastructure • Treasurer • 1 Academic and 1 Professional Services member of the Board of Trustees • A co-opted member of the Finance and Infrastructure Committee with significant pensions experience | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3.2 | <p>The membership for the 19/20 academic year is:</p> <table border="1"> <thead> <tr> <th>Composition</th> <th>Member</th> <th>Term of Office</th> </tr> </thead> <tbody> <tr> <td>Vice-Chair of the Board of Trustees</td> <td>Dr Moira Hamlin</td> <td>01.09.19 – 31.12.20</td> </tr> <tr> <td>Chair of the Remuneration Committee</td> <td>Mr Mohammed Saddiq</td> <td>27.06.20 – 31.12.22</td> </tr> <tr> <td>Chair of Finance and Infrastructure</td> <td>Dr Andreas Raffel</td> <td>01.09.19 – 31.12.20</td> </tr> <tr> <td>Treasurer</td> <td>Mr Andy Poolman</td> <td>01.09.19 – 31.12.21</td> </tr> <tr> <td>Academic Trustee</td> <td>Professor Keith Syrett</td> <td>01.09.19 – 31.07.21</td> </tr> <tr> <td>Professional Services Trustee</td> <td>Ms Jane Khawaja</td> <td>01.09.19 – 31.07.21</td> </tr> <tr> <td>Co-opted Member</td> <td>Mr Jonathan Punter</td> <td>01.09.19 – 31.12.19</td> </tr> <tr> <td>Chair of the Board</td> <td>Mr Jack Boyer</td> <td>Ex officio</td> </tr> <tr> <td>Vice-Chancellor & President</td> <td>Professor Hugh Brady</td> <td>Ex officio</td> </tr> </tbody> </table> | Composition | Member | Term of Office | Vice-Chair of the Board of Trustees | Dr Moira Hamlin | 01.09.19 – 31.12.20 | Chair of the Remuneration Committee | Mr Mohammed Saddiq | 27.06.20 – 31.12.22 | Chair of Finance and Infrastructure | Dr Andreas Raffel | 01.09.19 – 31.12.20 | Treasurer | Mr Andy Poolman | 01.09.19 – 31.12.21 | Academic Trustee | Professor Keith Syrett | 01.09.19 – 31.07.21 | Professional Services Trustee | Ms Jane Khawaja | 01.09.19 – 31.07.21 | Co-opted Member | Mr Jonathan Punter | 01.09.19 – 31.12.19 | Chair of the Board | Mr Jack Boyer | Ex officio | Vice-Chancellor & President | Professor Hugh Brady | Ex officio |
| Composition | Member | Term of Office | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vice-Chair of the Board of Trustees | Dr Moira Hamlin | 01.09.19 – 31.12.20 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Chair of the Remuneration Committee | Mr Mohammed Saddiq | 27.06.20 – 31.12.22 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Chair of Finance and Infrastructure | Dr Andreas Raffel | 01.09.19 – 31.12.20 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Treasurer | Mr Andy Poolman | 01.09.19 – 31.12.21 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Academic Trustee | Professor Keith Syrett | 01.09.19 – 31.07.21 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Professional Services Trustee | Ms Jane Khawaja | 01.09.19 – 31.07.21 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Co-opted Member | Mr Jonathan Punter | 01.09.19 – 31.12.19 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Chair of the Board | Mr Jack Boyer | Ex officio | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vice-Chancellor & President | Professor Hugh Brady | Ex officio | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3.3 | <p>The following officers in attendance:</p> <ul style="list-style-type: none"> • Chief Operating Officer • Chief People Officer • Registrar | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| 3.2 | The Chair of the Group shall be a lay member of the Board of Trustees. The Task & Finish Group shall elect its own Chair at each meeting. |
| 3.2 | The Chief Operating Officer, Registrar and Chief People Officer shall be in attendance. |
| 4. | Frequency of meetings |
| 4.1 | As and when required. |
| 5. | Specific Duties |
| 5.1 | To consider the USS Valuation and associated implications including staff engagement and feedback proposals. |
| 5.1.1 | To agree the University's response to consultations undertaken by UUK where it is not feasible for them to be considered at a full Board of Trustees meeting |
| 6. | Accountability and reporting |
| 6.1 | The Chair of the Group shall report formally to the Board of Trustees on its proceedings, actions and decisions after each meeting. |
| 6.2 | The Group shall make recommendations to the Board of Trustees as it deems appropriate on any area within its remit where action or improvement is needed. |
| 7. | Effectiveness Monitoring and Compliance with Terms of Reference |
| 7.1 | To review the Group's effectiveness and efficiency annually including the relevance of: <ul style="list-style-type: none"> • its remit, authorities and powers as stipulated in its Terms of Reference, and of • its membership. |
| 8. | Governance Office Support |
| 8.1 | A member of the University Governance Team will be Secretary to the Group |
| | Approval date: Board of Trustees 05 July 2019 Approval date: Board of Trustees 03 April 2019 Review date: Board of Trustees 26 June 20 Contact: governance@bristol.ac.uk |
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REMUNERATION COMMITTEE TERMS OF REFERENCE

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| 1. | Authority |
| 1.1 | The Remuneration Committee is established under University Statute and is a committee of the Board of Trustees. Subject to the provisions made in the Charter, Statutes, Ordinances, and Regulations, the Remuneration Committee shall operate within the duties and authorities as stipulated by the Board of Trustees in these Terms of Reference. |
| 1.2 | The Remuneration Committee is authorised by the Board of Trustees to investigate any activity within its remit as set out in these terms of reference. In order to do so, the Committee is authorised to: <ul style="list-style-type: none"> • Seek any information it requires from any employee of the University in order to perform its duties; • Obtain at the University's expense independent legal, accounting or other professional advice on any matter it believes it necessary to do so, within the remit set out in these terms of reference; • Call any employee to be questioned at a meeting of the Committee as and when required. No employees of the University will attend when their own remuneration is discussed. |
| 2. | Purpose of the Committee |
| 2.1 | The purpose of the Remuneration Committee is to provide the Board of Trustees with in-year assurance concerning the development of policy on executive remuneration and for fixing the remuneration packages of individual directors/members of the remit group. |
| 3. | Membership |
| 3.1 | The Remuneration Committee will normally comprise at least three members drawn from the Board of Trustees, and co-optees. Specifically, the membership will be: <ul style="list-style-type: none"> • Three lay members of the Board of Trustees (including the Chair of the Board) • The Treasurer |
| 3.2 | Only members of the committee have the right to attend committee meetings. The Vice-Chancellor will be invited to attend except for when his own remuneration is being considered. |
| 4. | Frequency of meetings |
| 4.1 | The Remuneration Committee will normally meet two times per academic year, with additional meetings convened if required. |
| 5. | Specific Duties |
| 5.1 | The Committee's remit is to: |
| 5.1.1 | Determine the remuneration for members of the remit group (the senior management team of the University: Vice-Chancellor, Deputy Vice-Chancellor and Provost, Deputy Vice-Chancellor, Pro Vice-Chancellors, Chief Operating Officer and Registrar) and Deans and Senior Professional Services Directors on M4, in line with the University's Remuneration Policy for the Remuneration Committee Remit Group. |
| 5.1.2 | Ratify for Academic and Professional Services staff any remuneration offers of £150,000 or over before any formal offer is made. |
| 5.1.3 | If necessary, determine severance arrangements for members of the remit group. |
| 5.1.4 | Set policy, establish arrangements and monitor implementation and trends in relation to |

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| | all staff on Grade M. |
| 5.1.5 | Review issues of equality and diversity in relation to remuneration of the remit group and all other staff on Grade M. |
| 5.1.6 | Receive, consider and discuss the results of the University's Equal Pay and Gender Pay Gap Audit; receive both reports and a summary presentation, which covers all staff groups, and provide assurances to the Board of Trustees. |
| 5.1.7 | Monitor diversity data related to remuneration overall at the University and make appropriate recommendations on remuneration policy. |
| 5.18 | In relation to subsidiary companies, to determine the remuneration for independent Non-Executive Directors and the remuneration of executive directors if they are an employee of the University of Bristol and their salary/grade puts them into the Remuneration Committee's Remit Group. |
| 6. | Accountability and reporting |
| 6.1 | There are three reporting requirements for Remuneration Committees: <ul style="list-style-type: none"> • to report to the University Governing Body; • to publish a report on remuneration; • to publish remuneration data and a justification of the pay of the Vice Chancellor in the financial statements. |
| 6.2 | The Chair of the Committee shall report formally to the Board of Trustees on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board of Trustees on how it has discharged its responsibilities. The Committee shall make whatever recommendations to the Board of Trustees it deems appropriate on any area within its remit where action or improvement is needed. The Committee's reporting will include due consideration of any implications linked to equality, diversity and inclusion when conducting its business, making decisions and agreeing actions. |
| 6.3 | Where authority has been delegated to the Committee by its parent body to perform a particular action or take a particular decision, that action or decision will be reported to the parent body as soon as practical after the action/decision has been taken. |
| 7. | Effectiveness Monitoring and Compliance with Terms of Reference |
| 7.1 | To review committee effectiveness and efficiency annually including the relevance of: <ul style="list-style-type: none"> • its remit, authorities and powers as stipulated in its Terms of Reference, and of • its membership. |
| 7.2 | To consider and keep updated on senior staff remuneration guidance issued by relevant bodies such as the Office for Students (OfS) and the Committee of University Chairs (CUC). |
| 8. | Governance Office Support |
| 8.1 | A member of the University Governance team will be Secretary to the Committee. |
| | Approval date: 22 November 2020 Review date: September 2021 Contact: governance@bristol.ac.uk |