

Ordinance 4

Board Committees

1 Application

- 1.1 This **Ordinance 4** applies to all Board Committees (excluding, for the avoidance of doubt, Senate).
- 1.2 The Terms of Reference for the following Board Committees set out in **Appendices A to F** form part of this **Ordinance 4**:
 - 1.2.1 Audit and Risk Committee
 - 1.2.2 Finance and Infrastructure Committee
 - 1.2.3 Remuneration Committee
 - 1.2.4 Nominations Committee
 - 1.2.5 Honorary Degrees Committee
 - 1.2.6 Equity, Equality, Diversity and Inclusion Oversight (EEDI) Committee.
- 1.3 **Appendix G** contains the Terms of Reference for the Pensions Task and Finish Group, which is a working group not a Board Committee.

2 Board Committees

2.1 Membership and appointment

- 2.1.1 Subject to any exceptions set out in a Board Committee's Terms of Reference, membership of Board Committees shall normally include:
 - (a) three Independent Trustees;
 - (b) at least one Trustee who is a member of Staff; and
 - (c) a Student Trustee (where appropriate).
- 2.1.2 It is expected that all Independent Trustees will normally be a member of at least one Board Committee.
- 2.1.3 The Chair of the Board is an ex-officio member of all Board Committees except the Audit and Risk Committee. They may occasionally attend any Board Committee of which they are not member with the agreement of the Chair of the relevant Board Committee.
- 2.1.4 The Vice-Chancellor is an ex-officio member of all Board Committees except for the Audit and Risk Committee and the Remuneration Committee. The Vice-Chancellor may nominate the Deputy Vice-Chancellor & Provost to attend on their behalf.
- 2.1.5 Trustees (other than the Chair of the Board and the Vice-Chancellor) shall be appointed to Board Committees by the Nominations Committee for a term of up to three years to be determined by the Nominations Committee on their appointment (or, as the case may be, reappointment) and shall be eligible for reappointment. A Trustee's term of office as a Board Committee member shall not extend beyond their term of office as Trustee. The membership of each Board Committee is set out in its Terms of Reference.

- 2.1.6 In considering the appointment and reappointment of Board Committee members the Nominations Committee will consider the factors mentioned in **Ordinance 2.2.2.2** and **2.2.2.3** with a view to identifying any Preferred Skills. The Nominations Committee will review these factors in respect of the membership of Board Committees annually and may make appropriate changes to the membership of Board Committees while seeking to ensure a stable membership of each Committee. The Chairs of Board Committees may make recommendations as to membership of their Committee to the Nominations Committee.
- 2.1.7 Where requested by a Board Committee (and permitted by the Board Committee's Terms of Reference), the Nominations Committee may appoint additional members to that Board Committee ("**Additional Members**"), in order to provide relevant skills, experience or expertise. Staff or Students of the University will not normally be appointed as Additional Members, but may be in exceptional circumstances if so determined by the Nominations Committee. Additional Members shall be appointed for a term of up to three years and will be eligible for re-appointment, subject to a normal maximum of two consecutive terms of three years. Additional Members are required to comply with the Trustee Code of Conduct in **Ordinance 1.3** and the requirements of in **Ordinance 5.14** (Conflicts of Interest).
- 2.1.8 Committee membership and Terms of Reference shall be reviewed annually by the Committee and recommendations for changes presented to the Board for approval.

2.2 Chairs and Deputy Chairs

- 2.2.1 The Chair of each Board Committee shall be appointed by the Board on the recommendation of the Nominations Committee from among the Independent Trustees. The Chair will be appointed for a term of up to three years, to be determined by the Board on their appointment. The Chair's term of office as Chair of the relevant Board Committee shall not extend beyond their term of office as Trustee.
- 2.2.2 On the recommendation of the Chair of each Board Committee, in consultation with the Chair of the Board, the Deputy Chair of each Board Committee shall be appointed by the Board on the recommendation of the Nominations Committee, from among the Independent Trustees. The Deputy Chair will be appointed for a term of up to three years, to be determined by the Board on their appointment. The Deputy Chair's term of office as Deputy Chair of the relevant Board Committee shall not extend beyond their term of office as Trustee.
- 2.2.3 The Deputy Chair of each Board Committee will chair meetings of the Board Committee in the absence of the Chair of the relevant Board Committee. In the absence of the Deputy Chair, the meeting will be chaired by an Independent Trustee Committee member nominated by the Independent Trustee Committee members.

2.3 Authority of decision-making Board Committees

- 2.3.1 In carrying out its duties and responsibilities, a Board Committee which has decision-making authority from the Board (as determined by its Terms of Reference) is authorised to:
- (a) Investigate any activity within its Terms of Reference and seek any information it requires from any member of Staff. All Staff are directed to co-operate with any request made by the Board Committee.

- (b) Obtain legal or other independent professional advice and secure the attendance of non-members with relevant experience and expertise, for specific meetings as appropriate.
- 2.3.2 A Board Committee may from time to time in writing delegate specific functions, (including powers and discretions) to the Chair of the Board Committee.
- 2.3.3 In addition to any matters expressly delegated to them, the Chair of a Board Committee has delegated authority from the Board Committee to make a decision on behalf of the Board Committee where the Chair reasonably concludes that:
 - (a) having consulted the Chief Operating Officer, Registrar & University Secretary, the circumstances are exceptional and exigent and it is not possible to obtain a decision of the Board Committee due to the urgent nature of the business; and
 - (b) it is in the best interests of the University for the Chair to make the decision.
- 2.3.4 The Chair of a Board Committee acting under delegated authority from the Board Committee will report any decisions taken pursuant to that delegated authority promptly to the Board Committee either electronically in between meetings, if urgent, or in time for the next Board Committee meeting.

2.4 Proceedings

- 2.4.1 Unless otherwise provided in a Board Committee's Terms of Reference, the quorum shall be three members including two Independent Trustees.
- 2.4.2 Subject to any specific provisions set out in a Board Committee's Terms of Reference, the proceedings of Board Committees shall be conducted in accordance with **Ordinance 5**.
- 2.4.3 The Annexes to this Ordinance (the Terms of Reference) shall be reviewed annually by the Committee. The Board Committee should recommend changes for approval by the Board.

2.5 Reporting requirements of Board Committees

- 2.5.1 Subject to any specific reporting requirements in a Board Committee's Terms of Reference, each Board Committee shall submit a written report to the Board, as soon as practicable after each meeting, on its proceedings at that meeting and otherwise on any matters within its remit and responsibilities.
- 2.5.2 A Board Committee may make recommendations to the Board as it deems appropriate on any matter within its remit and responsibilities.
- 2.5.3 Where authority has been delegated to a Board Committee by the Board to perform a particular action or take a particular decision, that action or decision should be reported to the Board at its next meeting.
- 2.5.4 Under **Ordinance 3.3**, the Board has reserved to itself the power to rescind or revoke a delegated power in whole or in part or to alter its terms in relation to "material decisions" (as defined at **Ordinance 3.4.1**).
- 2.5.5 A Board Committee proposing to take a decision under a delegated power which has the potential to be a material decision must report that proposed decision to the Chair of the Board in accordance with **Ordinance 3.4.3**. Following such a report, any authority of the Board Committee in relation to that decision shall be subject to confirmation by the Chair of the Board in accordance with **Ordinance 3.4.6**.

Appendix A

Audit and Risk Committee Terms of Reference

1 Purpose

- 1.1 The Committee is independent of the Executive.
- 1.2 The Committee 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 internal control, risk management, governance, value for money and the management and quality assurance of data. It recommends the University's financial statements to the Board for approval and advises the Board on the risk register. It manages the arrangements for internal audit and, following appointment of the external auditors by the Board, external audit.
- 1.3 The Committee's duties and responsibilities set out below apply to the University's Subsidiary Companies as well as the University itself.

2 Specific duties and responsibilities

- 2.1 The Committee has delegated authority from the Board of Trustees for:

2.1.1 Internal and external audit

- (a) Recommending to the Board the appointment of the external and internal auditors and their initial fee/resources. Recommending and advising the Board on their re-appointment, resignation or dismissal.
- (b) Approving the external and internal auditors' arrangements including their contracts and fees/resources.
- (c) Approving the external auditor's engagement, including any engagement letter issued at the start of each audit and the scope of the audit.
- (d) Approving the Internal Audit Charter and Strategy and the internal auditor's annual programme of work ensuring adequate resource is allocated to internal audit.
- (e) Reviewing with the external auditors any findings or issues arising from the interim and final audits, including the management letter incorporating the Executive's responses, and any other matters the external auditors may wish to discuss (in the absence of the Executive if necessary).
- (f) Reviewing the findings of internal audit reports and the Executive's responses.
- (g) Reviewing progress on implementing recommendations from the auditors.
- (h) Promoting co-ordination between the internal and external auditors.
- (i) Reviewing the performance and effectiveness of the external and internal auditors, including any matters affecting their objectivity.
- (j) Reviewing and approving the provision of non-audit services by the University's auditors.

2.1.2 Regulatory assurances and compliance

- (a) Receiving and considering reports from external funding and regulatory bodies as they affect the University's business.
- (b) Monitoring adherence to the regulatory requirements, particularly ensuring full alignment with the Office for Student (OfS) regulatory framework, and the Committee of University Chairs model Terms of Reference for Audit Committees.
- (c) Reviewing periodically the register setting out the University's ongoing registration conditions with the OfS, to ensure and monitor compliance with those conditions.
- (d) Approving the returns to the OfS in respect of the Transparent Approach to Costing.
- (e) Reviewing and advising the Board on reports and assurances from the Executive in respect of health and safety.
- (f) Reviewing and advising the Board on reports and assurances from the Executive in respect of legal and regulatory compliance.
- (g) Reviewing and advising the Board on reports from the Executive on whistleblowing, fraud, litigation and OfS reportable events and associated matters which are reportable under the relevant policies.

2.1.3 Policies

Reviewing and approving the following policies:

- (a) Whistleblowing Policy;
- (b) Anti-Corruption and Bribery Policy;
- (c) Anti-money Laundering Policy;
- (d) Counter Fraud; and
- (e) Reportable and material adverse events.

2.1.4 Financial Statements

- (a) Recommending the financial statements to the Board for approval including the corporate governance statement and statement of Board responsibilities.
- (b) Recommending the letter of representation to Board for approval.
- (c) Assuring the Board that the financial statements are in accordance with any accounts direction from the OfS and that the accounting policies and judgments are appropriate.

2.1.5 Risk management, value for money and data assurances

- (a) Reviewing the effectiveness of the University's risk framework, policies, processes and culture and its appetite for risk and recommending any changes to the Board.

- (b) Reviewing the University's risk register(s) ensuring that major risks are appropriately recognised and the controls and plans to mitigate them are being managed and advising the Board on the risk register(s).
- (c) Reviewing the University's value for money strategy covering the University's use of resources and the value for money it achieves for Students and the taxpayer and reviewing the annual report to the Board on progress against the strategy.
- (d) Reviewing reports and assurances from the Executive on the management and quality of data.

2.1.6 Subsidiary Companies

- (a) Reviewing information provided by University subsidiary companies at least once a year, in relation to internal controls, risk management and governance assurance.
- (b) Receive appraisals every three years from each University subsidiary company board which will include an appraisal of the company's performance, a review of compliance and a summary of key findings, lessons learned and actions to be taken.

2.1.7 The Committee shall report to the Board at least annually giving assurances on the adequacy and effectiveness of the University's internal control, risk management, governance, value for money and the management and quality assurance of data. The Committee shall ensure there is adequate evidence from its programme of work to give the necessary assurances including the following evidence:

- (a) the assurances of the internal auditor following their programme of work;
- (b) the external auditor's report;
- (c) assurances and reports from the Executive;
- (d) any requirements of the OfS or other relevant bodies; and
- (e) any other work commissioned by the Committee itself.

3 Membership

3.1 Up to seven members including:

3.1.1 Independent Trustees.

3.1.2 No more than three (if any) Additional Members.

3.2 An Independent Trustee member will be appointed as Chair in accordance with Ordinance **4.2.2.1.**

3.3 At least one member of the Committee should have recent and relevant experience in finance, accounting or auditing. The Chair of the Committee is required to be CCAB qualified accountant and have previously served on an audit committee to ensure that the Committee has experience in finance, accounting, auditing, pension fund management.

3.4 The Vice-Chancellor, the Chair of the Board, the Deputy Chair of the Board and the Chair of the Finance and Infrastructure Committee are not members of the Committee (but may be invited to attend on the invitation of the Chair of the Committee).

4 In attendance

- 4.1 Deputy Vice-Chancellor & Provost.
- 4.2 Chief Financial Officer.
- 4.3 Chief Operating Officer, Registrar & University Secretary.
- 4.4 Head of Internal Audit.
- 4.5 External Auditor Lead Partner.

5 Meetings

- 5.1 There should be at least one meeting a year, or part thereof, where the external and internal auditors attend without the Executive members being in attendance.
- 5.2 The external or internal auditors may request a meeting of the Committee or may meet with the Chair if they consider it necessary.

Appendix B

Finance and Infrastructure Committee Terms of Reference

1 Purpose

The Finance and Infrastructure Committee provides the Board with assurance on the development and delivery of key elements of the University Strategy, specifically the financial, estates and digital infrastructure objectives including financial sustainability and financial performance and compliance.

Note: all figures below exclude VAT

2 Specific duties and responsibilities

- 2.1 The Committee has delegated authority from the Board of Trustees between £5m and £20m as specified below:

2.1.1 Procurement and research

- (a) Approval of research applications, grants and contracts where the subsidy from funds other than that grant/contract is more than £5m and less than (or equal to) £20m, in line with budgets and financial plans approved by the Board. Review and recommending for Board approval where greater than £20m.
- (b) Procurement of goods and services with a value of more than £5m and less than (or equal to) £20m total for the period of the contract, where these are not contained within approved operating budgets and operating financial forecasts. Review and recommending for Board approval where greater than £20m.

2.1.2 Sales, leases, land and buildings purchases and projects

- (a) Approval of Building, IT or Major project business cases with a value of more than £5m and less than (or equal to) £20m provided they fall within the University's agreed capital programme, in line with budgets and financial plans approved by the Board. Review and recommending for Board approval where greater than £20m.
- (b) Approval of changes to Building IT or Major Projects budgets and financial plans approved by the Board to a maximum of £20m in a 12-month rolling period.
- (c) Approval of leases or nominations for residential accommodation, with an NPV of over £5m and less than or equal to £20m but not if, such arrangement will be on the University balance sheet or a service concession. Review and recommending for Board approval where such arrangement will be on the University balance sheet or a service concession, or greater than £20m.
- (d) Approval of non-residential leases with a net present value of more than £5m and less than (or equal to) £20m. Review and recommending for Board approval where greater than £20m.
- (e) Approval of land and/or building purchases or sales of more than £5m and less than (or equal to) £20m, in line with budgets and financial plans

approved by the Board. Review and recommending for Board approval where greater than £20m.

- (f) Sale of any individual asset or group of assets (including sale or licensing of intellectual property) with an open market value of up to £10m excluding land and buildings.
- (g) Approval of construction contracts up to £20m in line with approved budget and financial plans. Review and recommending for Board approval where greater than £20m.

2.1.3 Banks, investments and financial instruments

- (a) Approval of Treasury Management Strategy and policies excluding in respect of the Endowment Fund. Review and recommending for Board approval in respect of the Endowment Fund.
- (b) Appointment of and instructing University investment managers/brokers excluding those for the Endowment Fund. Review and recommending for Board approval in respect of the Endowment Fund.
- (c) Set annual performance targets for the Endowment Fund.
- (d) Approve any capital reduction on any endowment in one year of more than £2m and less than (or equal to) £5m. Review and recommending for Board approval where greater than £5m.
- (e) Approve the University's Tax Strategy.
- (f) Granting loans of more than £500k and less than (or equal to) £5m unless in relation to subsidiary companies (see section 2.1.4c).
- (g) Recommending for Board approval the appointment of University bankers and their mandates.
- (h) Reviewing performance against the tax strategy and tax compliance by the University and its subsidiary undertakings.
- (i) Recommending for Board approval all borrowing including short term facilities.
- (j) Recommending for Board approval guarantees, pledges, loans and charges of more than £5m
- (k) Receive reports in relation to compliance with treasury policy and other borrowing and investment obligations

2.1.4 Shareholdings and Subsidiary Companies

- (a) Taking all decisions and undertaking all acts with a value of less than (or equal to) £20m in a single or connected set of transactions that are desirable in relation to any shareholding, membership or voting rights in relation to any existing Subsidiary Company or Associate of the University. Review and recommending for Board approval where greater than £20m.
- (b) (b) On the recommendation of the Nominations Committee, approving the appointment of independent Non-Executive directors to a Subsidiary Company (and their removal).

- (c) Approval of the terms of loans with a value of more than £5m and less than (or equal to) £20m between the University and a Subsidiary Company or Associate. Review and recommending for Board approval where greater than £20m.
- (d) Approval of establishing (including any constitutional amendments), terminating, making the company dormant, or selling any shareholding in a Subsidiary Company or Associate where the total value of the company is more than £5m and less than (or equal to) £20m or the loan from the University exceeds £5m. Review and recommending for Board approval where greater than £20m.
- (e) Recommending for Board approval and review of incorporation of new Subsidiary Companies by the University, or its Subsidiary Companies other than companies that are to become technology spin-outs (which the Vice-Chancellor has delegated authority to approve).
- (f) Recommending for Board approval and review of the establishment of companies as joint ventures between the University and other organisations, other than technology spin-outs (which the Vice-Chancellor has delegated authority to approve).
- (g) Recommending for Board approval and review of acquisitions of a controlling interest in a company.
- (h) Recommending for Board approval and review of investment in the share capital of another company where this investment is over £500k.
- (i) Recommending for Board approval and review of terms of loans with a value of more than £20m between the University and a Subsidiary Company or Associate.
- (j) Recommending for Board approval and review of Group restructuring i.e. the transfer of assets and liabilities between Group companies.
- (k) Recommending for Board approval and review of closure of a company, a sale of equity, transfer of business, or to relinquish membership in it (approval of sale of equity or transfer of business in technology spin-outs is delegated to the Vice-Chancellor).

2.1.5 Budgets, forecasts and relevant strategies

- a) Recommending for Board approval and reviewing:
 - a. University Annual Budget
 - b. University Financial Plans and Forecasts.
 - c. University Capital Programme.
 - d. Financial Strategy and Financial Framework.
 - e. Institutional Financial Regulatory Returns

2.1.6 Pensions

- (a) Exercise delegated authority to take all decisions and undertaking all acts that are desirable in relation to the of Deed and Rules of the University of Bristol Pension and Assurance Scheme (UBPAS).

- (c) Reviewing UBPAS including governance, investment performance and financial sustainability.
- (d) Reviewing the investment strategy and governance arrangements of University of Bristol Group Pension Plan (UBGPP). The Pensions Task and Finish Working Group has delegated authority from the Board of Trustees to consider the USS Valuation and the associated implications for the University and its Staff.
- (e) Recommending for Board approval and reviewing the Pensions Strategy.
- (f) Proposing any material changes to approved pension schemes not delegated to Finance & Infrastructure Committee.

2.1.7 Donations

- (a) For the purposes of, and in accordance with the terms of the University's Policy and Guidelines on the Acceptance and Refusal of Donations, approval of donations from one source of less than £5m if due diligence in relation to a proposed donation raises issues in relation to acceptability or accepting the donation could give rise to significant public interest or potential controversy.

2.1.8 Students' Union

- (a) Approval of consents and approvals required from the University under the Students' Union's articles of association relating to financial matters.

2.1.9 Estate plans and requirements

- (a) Reviewing the achievement of the University's environmental sustainability plans for the estate.

3 Membership

3.1 Up to ten members including:

- 3.1.1 Vice-Chancellor (ex officio).
- 3.1.2 Chair of the Board (ex officio).
- 3.1.3 Independent Trustees.
- 3.1.4 One Academic Trustee or Professional Services Trustee.
- 3.1.5 No more than three (if any) Additional Members.

3.2 One of the Independent Trustee members will be appointed as Chair in accordance with Ordinance 4.2.2.1.

4 In attendance

- 4.1 Chief Financial Officer.
- 4.2 Other Staff as required.

Appendix C

Remuneration Committee Terms of Reference

1 Purpose

- 1.1 The Remuneration Committee is responsible for overseeing the remuneration, benefits and conditions of employment of the Vice-Chancellor and the other senior Staff in the Remit Group (as defined below). It ensures such Staff are appropriately rewarded in terms of their recruitment, retention and motivation but through a process which is robust and proportionate in its use of funds.
- 1.2 The Committee's decisions are informed by the CUC "Higher Education Senior Staff Remuneration Code" (which the OfS requires the University to consider) and the "University's Remuneration Policy for the Remit Group".
- 1.3 The Committee must provide an annual report to the Board on how it has discharged its responsibilities.
- 1.4 The University reports publicly on senior staff remuneration in its Financial Statements and in accordance with the requirements of the OfS.

2 Remit Group

- 2.1 The Remit Group comprises:
 - 2.1.1 the Executive Group (Vice-Chancellor, Deputy Vice-Chancellor & Provost, Chief Operating Officer, Registrar & University Secretary, and Chief Financial Officer) and;
 - 2.1.2 members of University Executive Board.
 - 2.1.3 Where appropriate, any independent non-Executive Directors appointed to Subsidiary Companies where remuneration is recommended by the Subsidiary.

3 Specific duties and responsibilities

- 3.1 The Committee has delegated authority from the Board of Trustees for:

3.1.1 Remuneration Policies

Approving remuneration policy(s) for the Vice-Chancellor and the other Staff in the Remit Group ensuring that there are robust and equitable systems and criteria in place for remuneration decisions. These systems should include the use of appropriate comparative market data, information on institutional and personal performance and affordability.

3.1.2 Service contracts and remuneration

- (a) **Vice Chancellor** - Determining the service contract and the annual total reward of the Vice-Chancellor having considered the Chair of the Board's recommendations and the Vice-Chancellor's performance.
- (b) **Staff within the Remit Group** - Considering the Vice-Chancellor's or Appropriate Manager's (as defined in **Ordinance 10**) recommendations and determining (a) the service contract and terms and conditions of service and (b) the total annual reward for these Staff having considered a report on their performance. The Committee will approve the contractual arrangements for newly appointed Staff in the Remit Group.

- (c) **Staff outside the Remit Group** - An executive level senior staff salary committee will meet annually to confirm the remuneration of senior staff on M4 salaries whose salaries fall outside of the Remit Group. Further, there is a separate operational process, led by the Executive, for those staff whose salary requests exceed £150k. Any senior remuneration decisions (including any severance arrangements) for staff that fall outside of the Remit Group will be reported to the Remuneration Committee for information.

3.1.3 Severance

Approving the terms of any severance in the event of the termination of employment of the Vice-Chancellor or any member of Staff in the Remit Group. The senior staff salary committee will report any severance arrangements for senior staff earning over £100k, to the Remuneration Committee for information.

3.1.4 Appraisal and performance objectives

- (a) Approving the appraisal process for the Vice-Chancellor and Staff within the Remit Group.
- (b) Reviewing the performance objectives for the next year of the Remit Group.
- (c) Consider succession planning for the Remit Group

3.1.5 Equality, Diversity and Inclusion

- (a) Reviewing strategies, data and progress in respect of equality, diversity and inclusion for all Staff with a view to ensuring that there are no biases pertaining to sex or other protected characteristics within the paystructure.
- (b) Reviewing of the University's annual Pay Gap Reports.

4 Membership

4.1 Up to six members including:

- 4.1.1 The Chair of the Board (ex officio).
- 4.1.2 Independent Trustees.
- 4.1.3 No more than two (if any) Additional Members.

4.2 One of the Independent Trustee members will be appointed as Chair in accordance with Ordinance 4.2.2.1.

4.3 The Vice-Chancellor is not a member of the Committee, in accordance with the HE CUC Remuneration Code.

5 In attendance

5.1 The Chair may invite the Vice-Chancellor, the Chief People Officer, the Chief Operating Officer, Registrar & University Secretary, the Deputy Vice-Chancellor & Provost and other Staff to attend a meeting in order to provide advice or information provided they do not have a Conflict of Interest.

5.2 A person may not attend when their own remuneration or terms and conditions of employment are being considered.

Appendix D

Nominations Committee Terms of Reference

1 Purpose

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 members and officers of the Court.

2 Specific duties and responsibilities

2.1 Subject to the requirements of the Charter, Statutes and Ordinances, the Committee has delegated authority from the Board for:

2.1.1 Board membership

- (a) Maintaining a database of the skills, experience and other relevant matters relating to Board members (subject to data protection legislation) to support the Board in its succession planning (in accordance with **Ordinance 2.2.2.5**).
- (b) Considering the skills, experience, diversity of backgrounds, gender balance, independence, knowledge and cognitive and personal strengths of the existing Board with a view to identifying any gaps or imbalances and recommending any skills, experience or other criteria desirable to address such gaps or imbalances (defined in **Ordinance 2.2.2.6** as "Preferred Skills") when carrying out its role in relation to the appointment of Board members, as required by **Ordinance 2**.
- (c) Operating a formal selection process for new Nominated Trustees which is rigorous and based on objective criteria, having regard to any Preferred Skills identified by the Nominations Committee, in accordance with **Ordinance 2.3.1**.
- (d) Approving the process by which the Alumni Association select and (if possible) put forward two candidates for appointment as an Alumni Association Trustee, in accordance with **Ordinance 2.3.2**.
- (e) Recommending to the Board all appointments of Trustees, in accordance with **Ordinances 2.3 to 2.6**.
- (f) Recommending to the Board all reappointments of Trustees and their terms of office, in accordance with **Ordinances 2.7 and 2.8**.
- (g) Proposing to the Board a resolution to remove a Trustee from the Board or from an office of Chair, Deputy Chair or Treasurer pursuant to **Ordinance 2.9.3**, in accordance with **Ordinance 2.9.4**.

2.1.2 Board Committee membership

- (a) Subject to the Statutes and Ordinances, approving appointments and re-appointments to Board Committees (excluding Senate) including Additional Members and determining their terms of office, in accordance with **Ordinance 4.2.1.5 to 4.2.1.7**.

- (b) Reviewing and monitoring the membership needs (including succession planning) of Board Committees, ensuring there is an appropriate level of diversity and the right mix of skills and experience and in particular considering the factors mentioned in **Ordinance 2.2.2** with a view to identifying any Preferred Skills, in accordance with **Ordinance 4.2.1.6**.

2.1.3 Offices of Chair and Deputy Chair of the Board, Treasurer, Chairs of Board Committees and the Vice-Chancellor

- (a) Recommending to the Board the process to appoint the Chair and Deputy Chair of Board, in accordance with **Ordinance 4.2.2**.
- (b) Determining the process for appointing a Treasurer and recommending to the Board a candidate for appointment, in accordance with **Ordinance 2.13**.
- (c) Have oversight of succession planning – not of just governing body members, but in the assurance that effective plans are in place to manage succession for key roles. In particular in relation to the posts of Vice Chancellor and Chair of the Board. When required, the Chair of Remunerations Committee can be asked to attend a meeting of Nominations Committee.
- (d) Recommending to the Board the process to be followed to appoint the Vice-Chancellor in the event of a vacancy.
- (e) Recommend the appointment of the Acting Vice-Chancellor during a vacancy or lengthy absence of the Vice-Chancellor.
- (f) Recommending to the Board candidates for appointment as Chair of Board Committees, in accordance with **Ordinance 4.2.2.1**.

2.1.4 Subsidiary Companies (Bristol Innovations Ltd, Langford Veterinary Services Ltd, NCC Operations Ltd, The Science Research Foundation and The Stables Equine Practice Ltd (not trading).)

- (a) Recommending to Finance and Infrastructure Committee the appointment of independent Non-Executive Directors to the boards of Subsidiary Companies and Associates.

2.1.5 Effectiveness reviews

- (a) Consulting with the Chair and Deputy Chair of the Board in relation to the annual review of the effectiveness of the Board's (including its Committees) governance of the University, in accordance with **Ordinance 2.14**.
- (b) Independent Trustees will be informally reviewed by the Chair of the Board annually to ensure that they are fulfilling their duties and expected contribution as trustees.

2.1.6 Court membership

- (a) Overseeing the appointment of Elected and Nominated Members of Court, in accordance with **Statute 6.1.5**, and determining the processes to appoint all such members ensuring that they are fair, transparent and take due account of succession, continuity and diversity.
- (b) Recommending for the Chancellor's approval the annual appointment of the Additional Appointed Members of Court, in accordance with **Statute 6.2**.

- (c) Monitoring the terms of office of Court members.

3 Membership

3.1 Up to 6 members including:

- 3.1.1 The Chair of the Board (ex officio), who will be Chair, subject to **Ordinance 4.D.5** below.
- 3.1.2 The Deputy Chair of the Board.
- 3.1.3 Two members appointed by the Court under **Statute 8.4**.
- 3.1.4 Up to two Independent Trustees
- 3.1.5 Up to two Additional Members.

4 In attendance

- 4.1 Chief Operating Officer, Registrar & University Secretary.
- 4.2 The following may be invited to attend parts of the meeting:
 - 4.2.1 Vice-Chancellor.
 - 4.2.2 Chief People Officer.
 - 4.2.3 Equality & Diversity Manager.

5 Proceedings

- 5.1 Where the Committee is considering succession to the role of Chair of the Board and/or when the Chair has a Conflict of Interest, meetings of the Committee will be chaired by an Independent Trustee member appointed by the Committee.

Appendix E

Honorary Degrees Committee

1 Purpose

The Honorary Degrees Committee considers nominations for national honours, honorary degrees and honorary fellowships and makes confidential recommendations to the Board regarding the award of such distinctions.

2 Specific duties and responsibilities

2.1 The Committee has delegated authority from the Board for:

2.1.1 Approving the processes for making and considering nominations for honorary degrees and honorary fellowships, save that no degree may be awarded otherwise than by examination if it deems the holder to be fit to practice in a professional capacity.

2.1.2 Approving the processes for making and considering nominations for honorary fellowships. Honorary Fellowships are the University's highest distinction and are awarded to any person who has rendered exceptional service to the University.

2.1.3 Approving nominations for National Honours

2.1.4 Recommending to the Board nominations for honorary degrees.

2.1.5 Recommending to the Board and to Court nominations for honorary fellowships.

3 Membership

3.1 Up to eight members including:

3.1.1 Chair of the Board (Chair).

3.1.2 Vice-Chancellor.

3.1.3 Chancellor.

3.1.4 Up to two Independent Trustees.

3.1.5 One Academic Staff Trustee

3.1.6 One Professional Services Staff Trustee

3.1.7 One Student Trustee.

4 In attendance

4.1 Chief Operating Officer, Registrar & University Secretary.

4.2 Executive Director of Global Engagement

4.3 Assistant Director of DARO – Engagement, Global Engagement

5 Proceedings

5.1 The quorum shall be three Committee members including one Independent Trustee and the Chair of the Board.

- 5.2 Where deadlines for national honours schemes fall outside of the Committee's schedule of business, nominations may be approved by the Chair of the Committee.

Appendix F

Equity, Equality, Diversity and Inclusion Oversight (EEDI) Committee

1 Purpose

The Equity, Equality, Diversity and Inclusion Oversight (EEDI) Committee was established by the Board in order to provide assurance around the University's approach to Equity, Equality, Diversity and Inclusion (EEDI) and to support the development of long-term governance arrangements for EEDI. It holds the Executive to account for delivering EEDI Strategic Objectives in relation to both Staff and Students.

2 Specific duties and responsibilities

- 2.1 The Committee has no decision-making authority, but has delegated authority from the Board of Trustees for:
 - 2.1.1 Reporting to the Board on progress made by the Executive in relation to EEDI and raising any issues or risks as it deems appropriate.
 - 2.1.2 Holding the Executive to account for delivering EEDI Strategic Objectives for both Staff and Students.
 - 2.1.3 Focusing on specific areas of EEDI activity identified as strategically critical to the University as required.
 - 2.1.4 Ensuring that the Executive maintains a focus on Equity, Equality, Diversity and Inclusion as distinct but interdependent areas of activity.
 - 2.1.5 Receiving data in the form of Strategic Performance Indicators (SPIs), appropriately benchmarked, to facilitate effective monitoring of progress with EEDI priorities.
 - 2.1.6 Requesting and receiving reports into areas of EEDI performance considered to be of high strategic priority as considered necessary by the Committee.

3 Membership

- 3.1 Three Independent Trustees (one of whom will be Chair).
- 3.2 One Student Trustee.
- 3.3 Two Additional Members, being:
 - 3.3.1 a member of Staff (Staff representative); and
 - 3.3.2 an external adviser.

4 In attendance

- 4.1 Vice-Chancellor.
- 4.2 Chief Financial Officer.
- 4.3 Chief Operating Officer, Registrar & University Secretary.

5 Proceedings

- 5.1 The quorum shall be three Committee members including one Independent Trustee.

Appendix G

Pensions Task and Finish Group

1 Purpose

The Pensions Task and Finish Group was established by the Board of Trustees in July 2018 to consider the USS Valuation and the associated implications for the University and its Staff. The Group is 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.

2 Specific duties and responsibilities

2.1 The Group has no decision-making authority, but has delegated authority from the Board for:

2.1.1 Agreeing the University's response to consultations undertaken by UUK where it is not feasible for such responses to be considered by the Board.

2.1.2 Considering the USS valuation and associated implications including Staff engagement and feedback proposals.

3 Membership

3.1 Deputy Chair of the Board.

3.2 Deputy Chair of the Finance and Infrastructure Committee.

3.3 One Academic Trustee.

3.4 One Professional Services Trustee.

3.5 One member of the Finance and Infrastructure Committee with significant pensions experience.

3.6 Up to one Additional Member.

4 In attendance

4.1 Chief Financial Officer

4.2 Chief People Officer.

4.3 Chief Operating Officer, Registrar & University Secretary.

5 Proceedings

5.1 The quorum shall be three Committee members including one Independent Trustee.

5.2 If the Chair of the Group is not a member of the Board of Trustees, then another member of the Group will present the report of the Group to the Board of Trustees.