



Board of Governors

Handbook

2020/21

Contents

Contents	1
List of Appendices	2
Introduction & Overview	3
Suitability.....	4
Register of Interests	4
Quorum	6
Register of Members 2020/21	7
Board Members’ Pen Portraits & Declarations of Interest.....	8
Section 2: Roles and Responsibilities.....	17
Powers and Duties of the Board of Governors	17
Role Description for a Governor	17
Code of Conduct for Members of the Board of Governors	21
Statement of Primary Responsibilities	24
Role of Committee Chairs	31
Role of the Chair of the Board of Governors	28
Role of the Vice-Chancellor	32
Section 3: Committees.....	34
Committee Membership	35
Committee Chairs.....	37
Meeting frequency.....	38
Quorum and Key Principles	38
Section 4: Committee Terms of Reference	39

List of Appendices

These are available on request from the Governance Officer, Jessamie Thomas
jthomas@marjon.ac.uk

Appendix A	Meeting Dates 2020/21
Appendix B	Expenses: Guidance
Appendix C	Articles of Association
Appendix D	Financial Statements 2018/19
Appendix E	The CUC Higher Education Code of Governance
Appendix F	Anti Bribery & Corruption Policy
Appendix G	Information to Support Induction of New Governors (AdvanceHE)
Appendix H	The Essential Trustee (Charity Commission)
Appendix I	Governing Bodies, Equality and Diversity: A Handbook for Governors of HEIs
Appendix J	Getting To Grips With Audit
Appendix K	The CUC HE Audit Committees Code of Practice (May 2020)
Appendix L	Getting To Grips With Finance
Appendix M	Understanding University Finance BUFDG
Appendix N	Process for Appraisals & Effectiveness Reviews
Appendix O	GuildHE Policy Guide 2018/19
Appendix P	Microsoft Teams Guidance
Appendix Q	Board of Governors Cycle of Business

Introduction & Overview

The aim of this Handbook is to provide all Governors with the most important information that relates to and impacts upon governance at Plymouth Marjon University. This document will support new and existing Governors, providing an overview of the Board, the role of a Governor at the University, the responsibilities and accountabilities and the terms of reference for all the Committees.

There are a number of useful governance documents that have been published by Advance HE (<https://www.advance-he.ac.uk/>) and the Committee of University Chairs (CUC). Plymouth Marjon University has membership of both these organisations.

Governors are asked to familiarise themselves with The Higher Education Code of Governance (Appendix E).

Key Contacts

- Chair of the Board of Governors – Mr Graham Raikes MBE
- Deputy Chairs of the Board of Governors - Mrs Emma van der Lugt and Mr John Searson
- Vice-Chancellor – Prof Rob Warner
- University Secretary & Registrar (Company Secretary) – Mr Stephen Plant
- Governance Officer - Mrs Jessamie Thomas jthomas@marjon.ac.uk

Members - 19 in total

There are different categories of governors, defined by their routes to appointment, however all governors are appointed by the Board and all are considered independent:

- 8 directly appointed governors
- 2 governors nominated by the National Society of the Church of England
- 4 governors nominated by the Diocese of Exeter
- 2 academic staff elected governors (1 of whom is Senate elected)
- 1 professional services staff elected governor
- 1 student elected governor (President of the Student Union)
- 1 ex-officio governor (Vice-Chancellor)

The Role of Governor

Governors take on two roles: one as Trustee of the Charity and one as (non-executive) Director of the Company. As a trustee, members are responsible for annually signing off the accounts for the company. This is normally undertaken during the November Board meeting.

The Articles of Association (Appendix C) is the document which lays out Marjon's regulations and purpose. It states that the primary responsibility of members of the Board is to monitor and maintain the solvency of the University and to determine its educational character and mission. Members should 'have due regard to promoting and upholding the Objects of the University' – which are: the promotion for the benefit of the public of the advancement of further and higher education (including the education of persons as teachers), and the subsequent maintenance and carrying on of the University in accordance with the principles of the Church of England..

Suitability

Governors are asked to complete a statement of affirmation of suitability (including 'fit and proper person') on appointment. See The Essential Trustee (Appendix H) for the reasons for this and more information on trustees' duties.

Register of Interests

Members are required to provide a written declaration of any interests or related parties annually. At the start of all meetings, members are asked to orally declare any updates to their interests. In the case of any potential conflict of interest, the member would not be involved in any decision and may be asked to withdraw from the meeting.

Meetings of the Board of Governors

The Board of Governors meets in full four times per year, including one Strategy Day. The schedule is attached at Appendix A and is also on the governance area of the website.

Committees

There are four committees, one sub-committee, one task group (which convenes as required) and a discussion group:

- **Finance & Resources Committee** – this is a finance and general purposes committee which considers estates, finance, marketing and other resources. The Finance & Resources Committee authorises any new or commercial activities. It also approves the financial plans and accounts before they are presented to the Board of Governors. The Finance & Resources Committee also monitors key statutory returns prior to approval at Board of Governors' meetings. The Chair is Mr Alex Hawtin.

The Finance & Resources Committee also delegates authority to the **Estates Development Task Group**, which convenes when required, to lead the development of strategies and plans relating to existing and future campus developments.

- **Audit Committee** – examines the processes in place and how they operate. It reviews the risk management, internal controls and governance of the University. Our internal auditors are PricewaterhouseCoopers LLP, the external auditors are Bishop Fleming LLP and both report directly to the Audit Committee. The Audit Committee will also produce an annual report for the Board of Governors on the effectiveness and

compliance of the organisation's governance. The Audit Committee is responsible for reviewing the annual financial accounts. The Chair is Mrs Emma van der Lugt.

- **Governance & Nominations Committee** – ensures the Board of Governors' membership is diverse, quorate and manages the appointment of new governors and re-appointment of members into their second term. The Governance & Nominations Committee also oversees the effectiveness of the Board. The Chair is Mr Graham Raikes, MBE.
- **Remuneration Committee** – monitors and reviews the salaries and any performance related payment to the most senior staff of the University.

The Remuneration committee also delegates authority to an HR sub-committee (**People & Organisational Development Sub-Committee**), to lead on wider HR strategy, aside from that specifically for Senior Management.

The Chair of Remuneration Committee and P&OD Sub-Committee is Prof Patricia Hind.

- **Committee Chairs' Discussion Group** – Committee Chairs meet informally to review the plan of business and coordinate roles. The Chair is Mr Graham Raikes, MBE, and while no formal minutes are produced, the group is serviced by Mrs Jessamie Thomas.

Senate

Responsibility for considering the development of the academic activities of Plymouth Marjon University, and the resources needed to support them, has been delegated by the Board of Governors to Senate (previously 'Academic Board'). The Vice-Chancellor is Chair of Senate and a Governor representative is invited to attend the meetings of Senate. The Board of Governors also has an Academic Staff Governor, elected by Senate.

Reserved Business

At each meeting of the Board of Governors and its committees there may also be a Reserved Business (RB) element, during which staff and students are not present. This is the time that any disciplinary or fraudulent matters are raised as they may involve named members of staff. In the case of the Audit Committee, there is also an element of the meeting which is RB No Auditors.

General

- Papers will be sent out electronically 1 week in advance of the meeting. Board meetings usually consist of two parts: Part A for discussion and Part B for information only. Governors are offered the opportunity to request Part B items for discussion.
- Governors are asked to read papers in advance in order to provide an opportunity to raise questions at the meeting.

- Whistleblowing– if you wish to report under the Whistleblowing Policy, please do so through the Director of People and Organisation Development Lucy Pengelly, Director of People and Organisational Development lpengelly@marjon.ac.uk.
- A nominee of an Affiliated University and the Chaplain of the University may be invited to attend all meetings of the Board of Governors.
- Governors may be invited to attend committee meetings to which they are not members and other senior staff may be invited to Board or committee meetings as required and by invitation of the Chair. They may take part in discussion but not vote nor be counted as Governors.
- Academic and Staff Governors may also be invited to attend committee meetings. They may take part in discussion but not vote.

Quorum

- A meeting of the Board of Governors is quorate (ie with sufficient attendees to conduct/approve business) if ten or more Governors are present, the majority of whom need to be ‘nominated’ independent governors (ie directly appointed, Diocesan Nominated or National Society Nominated).
- If you anticipate being unable to attend a meeting, or having to leave early, please inform the Governance Officer who will check the meeting will be quorate. If you would like any points raised in your absence, please contact the Governance Officer, but voting by proxy is not allowed.

Further information about the University and governance arrangements, including approved minutes of meetings, can be found in the governance area of the Plymouth Marjon University website.

Register of Members – 2020/21

Category

Vice Chancellor / Ex-Officio
Student Union (Elected)
Academic Staff (Senate Elected)
Academic Staff (Elected)
Professional Staff (Elected)
Directly Appointed
Directly Appointed
Directly Appointed
Directly Appointed
Directly Appointed
Directly Appointed (**Chair of Board**)
Directly Appointed (**Deputy Chair of Board**)
Directly Appointed
Diocesan Nominated
Diocesan Nominated
Diocesan Nominated
Diocesan Nominated (**Deputy Chair of Board**)
National Society Nominated
National Society Nominated
Co-optee
Co-optee
Co-optee

Name

Prof Rob Warner
Miss Lauren Edwards
Dr Greg Borne
Prof Gary Shum
Mrs Lynn Tamsett-White
Mr Stephen Criddle, OBE
Mrs Kate Doodson
Mr Matt Evans
Prof Patricia Hind
Mrs Victoria Holbrook
Mr Graham Raikes, MBE
Mrs Emma van der Lugt
Vacancy
The Rt. Rev'd Nick McKinnel
Mrs Ruth Mounstephen
Rev'd Prof Gina Radford
Mr John Searson
Mr Alex Hawtin
Mrs Jacynth Ivey, MBE
Ms Lindsey Hall
Prof Chris King
Ms Jackie Westerman

Board Members' Pen Portraits & Declarations of Interest

Mr Graham Raikes, MBE - Directly Appointed Governor and Chair of the Board

Graham served for over 26 years in the Army, originally commissioning as a Royal Welsh Fusilier officer. Later in his career, having transferred Regiments/Corps, he qualified as both a management accountant and a chartered secretary and in his last Army appointment was responsible for the Army's military management accountants world-wide and supporting major defence-wide Reviews and initiatives. He retired early from the Army in 2003 to become the Director of Corporate Finance at the University of Plymouth and after 18 months, in addition to holding this title was promoted to Deputy Vice-Chancellor (Resources) and was responsible for the University's infrastructure. He held both appointments until 2009 when he became the Director of Resources at the Arts and Humanities Research Council. In 2013 he took on the additional role of creating and leading the Professional Support Unit (mid-office corporate shared services) for AHRC, EPSRC and ESRC.

Graham has recently retired from full-time employment and in September 2018 became a Non-Executive Director at University Hospitals Plymouth NHS Trust. Graham is Chair of the Board, Chair of Governance & Nominations Committee and a member of the following: Finance & Resources Committee, Remuneration Committee, People & Organisational Development Sub-Committee.

Graham has declared the following interests: Non-Executive Director - University Hospitals Plymouth NHS Trust; Partner – Raikes Partners.

Dr Greg Borne – Academic Staff Governor – Senate

Dr Gregory Borne is a Senior Lecturer at Marjon, an interdisciplinary social scientist with an emphasis on sustainability. He has worked for international organisations such as the United Nations as well as organisations in the government, education and third sectors. He is the author of numerous journal articles and four books on different components of sustainability.

Greg is the programme lead for the innovative BA (Hons) Social Sciences and the MRes in Social Sciences. Greg is also: Postgraduate research coordinator; member of the research degree scrutiny panel; member of the Research and Knowledge Exchange Committee. Greg has declared the following interests, in respect of the Governors' Register of Interests: Proprietor - Sustain Surveying; Member - Royal Institution of Chartered Surveyors; Member - Institution of Environmental Sciences.

Mr Stephen Criddle, OBE - Directly Appointed Governor

Stephen has worked for over 27 years in senior roles in Further Education, latterly as Principal & CEO of South Devon College in Torbay where he was responsible for improvement, investment, leadership and development of the provision of leading professional and technical education. Stephen has held board positions with a range of local educational institutions and national agencies, as well as with regional and local economic development organisations. He has recently retired from full-time employment but retains a passion for high quality education and its role in raising life chances and promoting inclusivity and diversity. Stephen was awarded an OBE for Services to Education in 2018, and proudly holds an Honorary MA in Education from the University of St Mark and St John.

Stephen has three daughters all with an interest in education and communication. He also enjoys tennis and spending time walking the South West coast path when the opportunity arises. Stephen is a member of Audit Committee and Remuneration Committee. Stephen has declared the following interests: Fellow - Royal Society for the Encouragement of the Arts, Manufactures and Commerce; Fellow - South Devon College.

Mrs Kate Doodson - Directly Appointed Governor

Kate is the Joint Chief Executive of Cosmic, one of the leading social enterprises in the South West and recognised across the UK for its achievements and ongoing development. Kate is a girl geek having spent 18 years in the IT industry, many of which running a wholly female owned IT software business. She specialises in Digital Futures and the strategic use of Digital to transform business processes. She is passionate about ensuring businesses use the full range of digital services available to them to give them the edge they need to thrive, particularly in the rural economy. Kate regularly delivers lectures regularly across the UK and internationally on Digital Transformation.

Kate is a steering group member of the South West Cyber Security Cluster, Tech South West and a STEM ambassador in Schools. Her previous career in Civil Engineering enabled her to work extensively in both the UK and overseas. She has been shortlisted for the Women in IT awards, as IT Advocate of the Year, and received awards from Tech4Good, Social Enterprise UK and Venus awards.

Kate is a member of Finance & Resources Committee and Estates Development Task Group. Kate has declared the following interests: Joint CEO & Executive Director – Cosmic; Governor - South Devon College; Steering Group Member - Tech South West; Steering Group Member - South West Cyber Security Cluster; Steering Group Member - ICE SW Infrastructure Panel

Miss Lauren Edwards - Student Union Elected Governor

Student Governor and Marjon Student Union President 2020/21. Lauren Edwards is the Marjon Student Union President and Chair of the MSU Board for the academic year 2020-21. Lauren is an avid netballer and waterpolo player and has a keen interest in studying abroad. Lauren has spent two seasons working in the USA at a private Jewish summer camp.

Lauren is looking forward to being on the Board of Governors, and to being able to share her experiences as a student and to be a representative of the student body of Marjon. Lauren attends Finance & Resources Committee, People & Organisational Development Sub-Committee and Estates Development Task Group meetings.

Lauren has declared the following interests: President and Chair of Board of Trustees - Marjon Student Union.

Mr Matt Evans - Directly Appointed Governor

Matt's 25 year career has been spent promoting participation in community sport and active lifestyles. It has included leadership roles with Somerset County Cricket Club, The England and Wales Cricket Board and most recently Active Devon where he has been the Chief Executive since 2011. He has extensive expertise across the grassroots participation agenda, public policy and investment strategies. He is a passionate advocate for partnership and collaborative approaches and for ensuring that Devon remains firmly on the map amongst national policy makers. As a graduate of Cheltenham & Gloucester College of Higher Education, Matt has a genuine affinity for and understanding of the value of smaller, community focussed HEIs.

Away from professional life Matt is a father of two teenage daughters and practices what he preaches being a keen everyday walker and cyclist. He is a passionate rugby fan and a keen but frustratingly worse than par golfer.

Matt is a member of Governance & Nominations Committee and Estates Development Task Group.

Matt has declared the following interests: Chief Executive (and employee of Devon County Council) – Active Devon. Active Devon is a tenant of the University: transactions Include rent payments and room bookings etc. Director – Cedar Court (Rockbeare) Management Company Ltd. Matt's spouse is administrator of St Peter's C of E Aided School, Exeter.

Mrs Lindsey Hall - Co-opted member of the Board

Lindsey is Chief Executive of the Real Ideas Organisation and a co-opted member of the Board of Governors. Lindsey has declared the following interests: Executive Director - Real Ideas CIC; Non-Executive Director - Real Ideas Trading Ltd; Real Ideas Assets CIC; Urban Biodiversity CIC; Associate Governor - Devonport High School for Boys; Trustee - Kernow Education Arts Partnership; Board Member – GoldenTree.

Mr Alex Hawtin - Directly Appointed Governor

Alex is a Chartered Accountant and has over 10 years' experience in various finance roles covering Engineering, Fast Moving Consumer Goods (FMCG) and the Motor industry. Alex studied Accounting and Finance and graduated from Plymouth University in 2009. He currently works as a Finance Manager at Babcock International Group. Alex is Chair of Finance & Resources Committee.

Alex has declared the following interests: Finance Manager - Babcock International; Treasurer - Trinity URC- Big Build; Member - Association of Certified Chartered Accountants.

Professor Patricia Hind - Directly Appointed Governor

Patricia began her career at Leeds University as a lecturer, before moving to a research position in the House of Commons. She then joined the financial services sector as a business psychologist before moving to City University as a Senior Lecturer. Since joining Ashridge Business school she held the post of MBA Director for 12 years and now is Director of the Ashridge Centre for Research in Executive Education. Her research and publications focus on management development and leadership, particularly the development of leadership practices for sustainability and responsibility. A magistrate, and former Chairman of the Bench in the Family courts. Patricia has been awarded the Freedom of the City of London.

Patricia chairs Remuneration Committee and also People & Organisational Development Sub-Committee. Patricia is Deputy Chair of Finance & Resources Committee. Patricia has declared the following interests: Exec Director - B2B Insights Ltd; Professor - Ashridge Executive Education at Hult International Business School; Governor - University of Portsmouth.

Mrs Victoria Holbrook - Directly Appointed Governor

Victoria has over twelve years' experience working at national, regional and local levels in the education sector across the south west. Victoria has wide experience of delivering interventions, programmes and projects at a senior level with government, HE providers and partners to improve institutional performance or student outcomes.

Victoria is a member of Audit Committee.

Victoria has declared the following interests: Assistant Director – AdvanceHE. Victoria's spouse is Senior Associate at Mott Macdonald global built environment consultancy.

Mrs Jacynth Ivey, MBE - National Society Nominated Governor

Jacynth has worked in the NHS for over 25 years in senior roles including nursing midwifery, learning and development, leadership and management including Director of Clinical Practice and Nursing. Her combined knowledge and experience enables her to be an effective and productive Non-Executive Director for West Midlands Ambulance NHS Foundation Trust and Birmingham Community Healthcare FT Trust, and Health Education England.

Jacynth is currently chair of an award- winning charity 'Bethel Health and healing network' which provide two main services, birth partners, Doulas for vulnerable and isolated women and a friendly listening service for low level mental health issues for the local community. She is very solution focussed and continues to be sought after to contribute to Regional and National committee and advisory groups and supports various boards and teams nationally and internationally. Jacynth has a practical approach to understanding organisational issues and the ability to engage with people from diverse backgrounds. She strives to make a real and tangible difference for individuals and organisations through values of authenticity, fairness and equity.

Jacynth has declared the following interests: Non- Executive Director - West Midlands Ambulance NHS University Foundation Trust; Birmingham Community Healthcare NHS Foundation Trust; Bethel Health & Healing Network; Executive Director - Inspiring Hope Limited; Jacynth Ivey Global. Jacynth's spouse is Chair of OPOL Co-Op Ltd.

Professor Chris King - Co-opted Member of the Board

Chris King's career has been in School, Sixth Form College and Further and Higher Education. From 1995 until 2011 she was Vice Chancellor of Staffordshire University, one of the very first women to be appointed Vice Chancellor to a UK university. In 2007 she was presented with the honour of CBE by Her Majesty the Queen for her work in HE and the promotion of access and equality. Her research and publications focus on religion and history and include works on the Third Reich, on Pilgrimage and in the emerging area of Implicit Religion. She is a Fellow of the Royal Historical Society and the Royal Society of Arts. She has been awarded honorary degrees from a number of universities.

Chris is a co-opted member of the Board. Chris has declared the following interests: Trustee - The Gibbons Family Trust; Centre for the Study of Implicit Religion.

The Rt. Rev'd Nick McKinnel - Diocesan Nominated Governor

Nick is the Bishop of Plymouth. Prior to ordination he studied law and worked for an overseas development charity. He has served as a curate in London, a university chaplain in Liverpool and as vicar to parishes in rural Devon and Plymouth city centre. Bishop Nick was consecrated as Bishop of Crediton in 2012, moving back to Plymouth in 2015.

Nick has declared the following interests: Bishop of Plymouth.

Mrs Ruth Mounstephen - Diocesan Nominated Governor

Ruth grew up in Oxford, right in the centre, surrounded by students. She took her degree at Durham University, and then started professional life as a graduate trainee in NHS management. Ruth's working life has been almost exclusively in the not for profit sector; the Health Service, three different charities, local government, and more latterly in an international student charity. Her main interest is in strategy development, organisational change and development and performance monitoring. Ruth moved to Cornwall in 2018, where her husband Philip is Bishop of Truro; a role which covers all of Cornwall, The Scilly Isles, and two parishes in Devon! They live in a beautiful part of the world with their Westie, Noggin, and are visited occasionally by their daughter and son-in-law when they need some Cornish air. Ruth and Philip love to walk the dog, entertain at home and watch box sets when time allows!

Ruth is motivated by seeing people flourish, develop and reach their potential – not just in their jobs, but in their lives. She loves to see people grow in their skills and knowledge, and to be able to pass those on to others.

Ruth has declared the following interests: Independent Consultant - International Fellowship of Evangelical Students; Trustee - The Hive, Cornwall; Bosence Farm Community. Ruth's spouse is Bishop of Truro.

Rev'd Prof Gina Radford - Diocesan Nominated Governor

Gina took up her present post as a Vicar in the Church of England in June 2019, having served as an SSM Curate in Ely Diocese and prior to this as an LLM in the same Diocese. She undertook her theological training at the Eastern Regional Ministerial College.

Prior to her current role, Gina has had a long history of public health experience at local, national and international levels. This includes advising and influencing Ministers, key officials, professionals and the public. She was a regular speaker at conferences and with the media. She had considerable experience both at developing national policy and strategy, but also in implementation. Gina has had links with education throughout her career, as a trainer of public health professionals, lecturer at undergraduate and postgraduate levels and as an assessor of Medical Schools' Undergraduate courses. She also chaired the Board of an Institute of Public Health.

Gina is a member of the Audit Committee. Gina has declared the following interests: Trustee - Eden Cottages Trust; St Luke's College Foundation.

Mr John Searson - Diocesan Nominated Governor, Deputy Chair of the Board

John has worked in education for over 30 years. He has taught in First, Primary, Junior and Middle schools and has significant leadership experience including headship in a County Primary school. John joined Torbay Council as Primary Adviser in 1998. In 2004 he joined Plymouth City Council and over time became Head of Education and Learning responsible for school and setting improvement. John has trained as an Ofsted inspector (not current framework) and been an accredited School Improvement Partner. He has represented Plymouth on the Exeter Diocesan Board of Education since 2010. Until recently, John was the Exeter Diocesan Director of Education, supporting and challenging 133 Church of England schools and academies.

John is Joint Deputy Chair of the Board, deputy Chair of Audit Committee and member of Governance & Nominations Committee. John has declared the following interests: Trustee - St Wilfrid's Trust; Fellow - Royal Society for the Encouragement of Arts, Manufactures and Commerce

Prof Gary Shum - Academic Staff Elected Governor

Professor Gary Shum is a chartered physiotherapist. He is the Professor of Biomechanics and Rehabilitation and Programme Leader of Master of Osteopathic Medicine at Plymouth Marjon University. Gary has worked in both public and private health sectors and has studied and worked in Hong Kong and Australia before starting his academic career in UK.

Gary is an attendee of Finance & Resources Committee and People & Organisational Development Sub-Committee. Gary has declared the following interest: Lecturer at Plymouth Marjon University.

Mrs Lynn Tamsett-White - Professional Services Staff Elected Governor

Lynn enjoyed a successful and rewarding 25 year career in banking prior to joining Marjon in 2012 where she has gained a broad understanding of Higher Education and University Professional Services; firstly in the faculty team, then within her role crossing Finance & Facilities and more recently Estates, where she now undertakes the role of Estates Development Manager. Lynn's role incorporates the day to day Estates requirements plus Estates projects and site developments.

Lynn has supported various Marjon causes since joining the University, has volunteered as an advocate for the Highbury Trust and has recently been co-opted as a Parish Councillor for Bickleigh.

Lynn is an attendee of Estates Development Task Group and People & Organisational Development Sub-Committee. Lynn has declared the following interest: Councillor - Bickleigh Parish Council

Mrs Emma van der Lugt - Directly Appointed Governor, Deputy Chair of the Board

Emma was brought up in Plymouth and has more than 20 years' management experience in the NHS. Emma has worked as a senior manager at Plymouth Hospitals NHS Trust, and is Practice Manager at Church View Surgery, Plymstock.

Emma is (joint) Deputy Chair of the Board, Chair of Audit Committee, Deputy Chair of Remuneration Committee and member of Governance & Nominations Committee. Emma has declared the following interest: Practice Manager - Church View Surgery, Plymstock.

Professor Rob Warner - Vice-Chancellor (ex-officio Governor)

Rob's academic career began at the University of Wales, Lampeter, as Head of Department. He then moved to the University of Chester where he became Executive Dean of Humanities, with university-wide responsibilities including curriculum development and postgraduate students. Rob's first career was in commercial publishing.

Rob is a member of Finance & Resources Committee, Governance & Nominations Committee and People & Organisational Development Sub-Committee. Rob attends meetings of Audit Committee and Estates Development Task Group. By invitation, Rob attends meetings of Remuneration Committee (but, in line with the CUC HE Senior Remuneration Code, is not present for any discussion or decision relating to his own performance/remuneration),

Mrs Jackie Westerman - Co-optee

Jackie is an experienced senior HR professional, skilled in developing and leading Organisation Design and Change Management programmes in both unionised and non-unionised organisations. Jackie has a broad generalist HR background with specific responsibility for leadership development, organisation design, change management, performance management, employee relations and resource management. Jackie has extensive senior management experience in global organisations in defence and aerospace engineering and the manufacturing sector and in media and broadcasting. She also has experience of supporting SMEs. In addition, Jackie has gained specialist knowledge in developing a strategy to sustain a UK workforce in the US and associated International Assignment policy and international HR issues.

Jackie is a co-opted member of Remuneration Committee and People & Organisational Development Sub-Committee.

Jackie has declared the following interests: Director – Westercomms; YJW; Employment – BBC; Guest Lecturer – Plymouth University.

Section 2: Roles and Responsibilities

Powers and Duties of the Board of Governors

The Board of Governors is responsible for (Article 25):

- the determination of the educational character and objectives of the University and for the supervision of its activities;
- the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
- approving annual estimates of income and expenditure;
- the determination of which posts are Senior Posts, save that the Vice-Chancellor, Chaplain and Clerk shall always be Holders of Senior Posts;
- the assignment of duties to the Vice-Chancellor;
- the appointment, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the Holders of Senior Posts;
- the agreement of the policy for pay and general conditions of employment of the Staff who are not Holders of Senior Posts;
- the appointment of Auditors;
- discharging all other duties of the directors of a charitable company limited by guarantee carrying on the business of the Company.

The Board of Governors may exercise all the powers of the University to borrow money and to mortgage or charge its undertaking and property.

Role Description for a Governor

1. Membership

a) Members are expected to play an appropriate part in ensuring that the necessary business of the Board of Governors is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business. They are expected to make rational and constructive contributions to debate and to make their knowledge and expertise available to the Board of Governors as opportunity arises.

b) Members have a responsibility for ensuring that the Board of Governors acts in accordance with the instruments of governance of the University and in accordance with the University's internal rules and regulations and should seek advice from the Clerk in any case of uncertainty.

c) Members are required to accept collective responsibility for the decisions reached by the Board of Governors. Members elected, nominated or appointed by particular constituencies may not act as if delegated by the group they represent, and may not be bound in any way by mandates given to them by others.

2. Standards

a) Members have a responsibility for ensuring that the Board of Governors conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. They must at all times regulate their personal conduct as members of the Board in accordance with these standards.

b) Members must make a full and timely disclosure of personal interests to the Clerk in accordance with the procedures approved by the Board of Governors. They must, as soon as practicable, disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the management of that situation, in order that the integrity of the business of the Board and its Committees may be, and may be seen to be, maintained.

c) Since the University is a Charity, members have a responsibility for ensuring that the Board of Governors exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.

3. The Business of the University

a) Members have a responsibility for ensuring that the Board of Governors exercises control over the strategic direction of the University, through an effective planning process, and that the performance of the University is adequately assessed against the objectives which the Board has approved.

b) Members should endeavour to establish constructive and supportive, but challenging, working relationships with the University employees with whom they come into contact, but must recognise the proper separation between governance and executive management, and avoid involvement in the day-to-day executive management of the University.

c) Members may be appointed by the Board of Governors to a Committee of the Board and are expected to play a full part in the business of all Committees to which they are appointed.

4. The External Role

a) Members may be asked to represent the Board of Governors and the University externally, and will be fully briefed by the University to enable them to carry out this role effectively.

b) Members may be asked to use personal influence and networking skills on behalf of the University.

c) Members may be asked to play a role in liaising between key stakeholders and the University, or in fund-raising. They will be fully briefed by the University to enable them to carry out this role effectively. However, this role, in particular, must be exercised in a carefully co-ordinated fashion with other senior officers and staff of the University.

5. Personal

a) Members will have a strong personal commitment to Higher Education and the values, aims and objectives of the University.

b) Members will honour the mission, value and ethos of the University as a Church of England foundation.

c) Members will at all times act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.

d) Members are expected to attend all meetings of the Board of Governors, and of Committees if they are a member, or give timely apologies if absence is unavoidable.

e) Members must participate in procedures established by the Board of Governors for the regular appraisal / review of the performance of individual members. Members should attend any induction activities arranged by the University and should participate, as appropriate, in induction and training events, which will be drawn to their attention by the Governance Officer.

- f) The Board of Governors meets four times per annum, normally from 10.00 – 13.00, followed by lunch. There is also a Strategy Day per year to discuss the upcoming priorities for the University, the dates and times for this will be notified in advance.
- g) Membership of the Board of Governors is not remunerated, but members are encouraged to reclaim all travelling and similar expenses incurred in the course of University business, via the Governance Officer. Directors and Officers Liability Insurance is in place.
- h) Governors other than those referred to in Articles 20.1 to 20.2, namely the Student Governor and the Vice-Chancellor, shall hold office for one term of three years. Such a Governor will be eligible to be re-appointed to serve for one further term of three years. In exceptional circumstances an extension to a further term of up to three years may be approved by the Board of Governors but no such Governor may serve for more than nine years.

Code of Conduct for Members of the Board of Governors

Introduction

Governors of the University Board share equally the responsibilities and accountabilities of the University. This Code of Conduct is intended as a guide, to indicate the standards of conduct and accountability which are expected of Governors, to enable them to understand their legal and ethical duties, and to assist them in carrying out those duties. This Code, therefore, is aimed at promoting effective, well informed and accountable corporate governance. It is not intended to be a definitive or authoritative statement of the law or good practice.

As a condition of membership, all Governors agree to abide by the Code.

In addition to this Code, Governors are recommended to familiarise themselves with the following documents: (please refer to appendices within Handbook)

- Plymouth Marjon University Articles of Association
- The Bribery and Anti-Corruption Policy
- The CUC Higher Education Code of Conduct

Principles of Public Life

In the performance of their duties, Governors are expected to adhere to the seven principles of public life as recommended by the Nolan Committee's report entitled 'Standards of Public Life' (May 1995). In summary, the seven principles are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

The Core Values of Higher Education Governance

In addition, the Board of Governors will commit to The Core Values of Higher Education Governance which are:-

- Autonomy as the best guarantee of quality and international reputation.

- Academic freedom and high-quality research, scholarship and teaching.
- Protecting the collective student interest through good governance.
- The publication of accurate and transparent information that is publicly accessible.
- A recognition that accountability for funding derived directly from stakeholders requires HEIs to be clear that they are in a contract with stakeholders who pay for their service and expect clarity about what is received
- The achievement of equality of opportunity and diversity throughout the institution
- The principle that HE should be available to all those who are able to benefit from it
- Full and transparent accountability for public funding

Code of Conduct

Governors will:

- a) Support the aims and objectives of the University, operating within the agreed values and vision and promote the interests of the University and its students in the wider community.
- b) Work co-operatively with other members of the Board of Governors in the best interests of the University and ensure that the Board of Governors exercises its responsibilities in a corporate manner.
- c) Ensure that decisions are not made for personal gain or for personal motivation.
- d) Acknowledge that differences of opinion may arise in discussion of issues, but, when a majority decision of the Board of Governors prevails, it will be supported.
- e) Base his or her view on matters before the Board of Governors on an honest assessment of the available facts, unbiased by partisan or representative views.
- f) Acknowledgement that as an individual Governor, he or she has no legal authority outside the meetings of the Board of Governors and its committees.
- g) Understand that an individual Governor does not have the right, other than through the Chair and Board's agreement, to make statements or express opinions on behalf of the Board of Governors.
- h) Never use the position of Governors to benefit himself or herself or other individuals or agencies, in accordance with the University Bribery and Anti-Corruption Policy.

- i) Declare openly and immediately any personal conflict of interest arising from a matter before the Board of Governors or from any other aspect of membership of the Board.
- j) Respect the confidentiality of those items of business which the Board of Governors decides from time to time will remain confidential.
- k) Take or seek opportunities to enhance his or her effectiveness as a Governor through participation in training and development programmes and by increasing his or her own knowledge of the University.
- l) Give priority, as far as is practicable, to attendance at meetings of the Board of Governors and its committees.
- m) Have regard to his or her broader responsibilities as a Governor of a public institution including the need to promote public accountability for the actions and performance of the University Board of Governors.
- n) To abide with the regulations, policies and procedures of the University.

Statement of Primary Responsibilities

Including delegation of duties and a summary of the roles of the Chair and the Vice-Chancellor

Introduction

In conjunction with the Articles of Association, the Financial Memorandum with the Office for Students (OfS) and the Code of Conduct of the Board of Governors, this statement sets out the principal responsibilities of the University Board of Governors, the Chair of the Board, Chairs of Committees and the Vice-Chancellor of Plymouth Marjon University.

Primary Responsibilities of the Board of Governors

The responsibilities of the Board of Governors derive from the Articles of Association. The Board of Governors shall be responsible for:

- the determination of the educational character and objectives of the University and for the supervision of its activities
- ensuring that the Christian ethos of the University is maintained and upheld
- the effective and efficient use of resources, the solvency of the University and for safeguarding its assets
- approving annual estimates of income and expenditure
- the determination of which posts are Senior Posts, save that the Vice-Chancellor, Chaplain and Clerk shall always be Holders of Senior Posts
- the assignment of duties to the Vice-Chancellor
- the appointment, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the Holders of Senior Posts
- the agreement of the policy for pay and general conditions of employment of the Staff who are not Holders of Senior Posts
- the appointment of Auditors
- discharging all other duties of the directors of a charitable company limited by guarantee carrying on the business of the Company

The Board of Governors may without limitation to its general powers exercise all the powers of the University to borrow money and to mortgage or charge its undertaking and property, or any part thereof.

Additional Responsibilities of the Board of Governors

To supplement the primary responsibilities as laid out in the Articles of Association, the Board also has responsibility for the following, as identified in the CUC Governance Code of Practice:

1. To approve the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.
2. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.
3. To delegate authority to the head of the institution, as chief executive, for the academic, corporate, financial, estate and human resource management of the institution. And to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the institution.
4. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
5. To establish processes to monitor and evaluate the performance and effectiveness of the Board of Governors itself.
6. To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
7. To safeguard the good name and values of the institution.

8. To appoint the head of the institution as chief executive, and to put in place suitable arrangements for monitoring his/her performance.
9. To appoint a Secretary to the Board of Governors and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
10. To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.
11. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institution's assets, property and estate.
12. To be the institution's legal authority and, as such, to ensure that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name.
13. To receive assurance that adequate provision has been made for the general welfare of students.
14. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
15. To ensure that the institution's constitution is followed at all times and that appropriate advice is available to enable this to happen.

Role of Committee Chairs – Additional responsibilities

The committee chair leads the committee and enables it to work in an effective and efficient manner, through:

- a) playing an active role, with the Secretary, in fulfilling the committee's terms of reference and in setting agendas for meetings
- b) introducing items for discussion and providing background detail
- c) facilitating discussion and ensuring that all members have their say
- d) asking the 'difficult' questions
- e) working for consensus and keeping the peace
- f) summarising key points and steering the committee towards a decision
- g) ensuring decisions are reached within available time constraints
- h) ensuring responsibility for action is allocated appropriately

Leadership

The Chair is responsible for the leadership of the Committee. As Chair of its meetings, he/she

- a) is responsible for ensuring that the necessary business of the Committee is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business and that regular and satisfactory reports are presented to the Board.
- b) should ensure that the Committee acts in accordance with its terms of reference and the University's Articles of Association and with the University's internal rules and regulations and should seek advice from the Clerk in any case of uncertainty.
- c) should ensure that the Committee exercises collective responsibility.
- d) will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them.

The Business of the University

- e) Action should be reported to the next meeting of the Committee.
- f) The Chair should endeavour to establish a constructive and supportive but challenging working relationship with the Vice-Chancellor, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the University.

Other

- g) The Chair will receive feedback in his/her performance as part of the process for effectiveness reviews.
- h) Committee Chairs will be required to meet with the Chair of the Board and other Committee Chairs as required.
- i) The Chair is required to follow Committee protocols.
- j) The Chair is responsible for ensuring that the Committee conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership

Role of the Chair of the Board of Governors

The role of Chair of the Board of Governors has been prepared in conjunction with the Articles of Association, the Financial Memorandum with OfS and the Committee of University Chairs Higher Education Code of Governance.

The Chair is responsible for the leadership of the Board of Governors, and for ensuring that it takes collective responsibility for the educational character, strategy, and mission of the University. The role of Board of Governors is particularly critical at this time in the University's development as the Higher Education sector faces significant change and challenge.

1. Leadership

- a) As Chair of the Board of Governors meetings, the Chair is responsible for ensuring that the necessary business of the Board is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
- b) The Chair should ensure, inter alia through a good working relationship with the Chairs of the Committees of the Board of Governors, that Committee business is carried out in a proper manner, efficiently and effectively, and that regular and satisfactory reports are presented to the Board.
- c) The Chair should ensure that the Board of Governors acts in accordance with the University's Memorandum and Articles of Association and with the University's internal rules and regulations and should seek advice from the Clerk in any case of uncertainty.
- d) The Chair should ensure that the Board of Governors exercises collective responsibility, that is to say, that decisions are taken corporately by all members acting as a body. The Chair will encourage all members to work together effectively, contributing their skills and expertise, as appropriate, and will seek to build consensus among them.
- e) The Chair should ensure that the Board of Governors approves and operates a procedure for the regular appraisal / review of the performance of individual members of the Board and should participate as appraiser / reviewer in that process. The Chair should encourage members to participate in appropriate training events such as those organised by the Leadership Foundation for Higher Education.
- f) The Chair will be formally and informally involved in the process for the recruitment of new members of the Board of Governors and should encourage all members to participate in induction events organised by the University.

g) The Chair will be responsible for the appraisal / review of the performance of the Vice Chancellor and will make recommendations to the Remuneration Committee accordingly.

h) The Chair will be responsible for the appraisal / review of the performance of the Clerk to the Board of Governors, taking care to ensure that any other duties the Clerk may perform for the institution are excluded from consideration, and will make recommendations accordingly.

2. Standards

a) The Chair is responsible for ensuring that the Board of Governors conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

b) The Chair shall ensure that the Clerk maintains an up-to-date Register of the Interests of members of the Board and shall make a full and timely personal disclosure. The Chair shall ensure that any conflict of interest is identified, exposed, and managed appropriately, in order that the integrity of Boards business shall be, and shall be seen to be, maintained.

c) Since the University is a Charity, the Chair shall be responsible for ensuring that the Board of Governors exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.

3. The Business of the University

a) The Chair is responsible for ensuring that the Board of Governors exercises control over the strategic direction of the University, through an effective planning process and the setting of annual targets in line with the challenges of the strategic plan and wider Higher Education context. Also the Chair is responsible for ensuring that the performance of the University is adequately assessed against the objectives which the Board of Governors has approved.

b) The Chair should at all times act in accordance with established protocols for the use of delegated authority or Chair's Action. All instances of the use of delegated authority or Chair's Action should be reported to the next meeting of the Board of Governors.

c) The Chair should endeavour to establish a constructive and supportive, but challenging, working relationship with the Vice Chancellor, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the University.

d) The Chair shall normally chair meetings of the Board of Governors and Governance & Nominations Committee (except when meeting to discuss their successor). The Board normally meets 4 times per year, including 1 Strategy Day. The Governance & Nominations Committee meets formally at least once per year and informally when necessary to meet potential candidates to join the Board. The Chair may also be a member of the Remuneration Committee and Finance & Resources Committee.

e) The Chair will normally be a signatory to the Financial Statements on behalf of the Board of Governors and any other legal documents as required.

4. The External Role

a) The Chair will represent the Board of Governors and the University externally, mostly in Plymouth and the Peninsula but, occasionally, further afield. The Chair will be a member of the Committee of University Chairs.

b) The Chair may be asked to use personal influence and networking skills on behalf of the University.

c) The Chair will be asked to play a major role in liaising between key stakeholders and the University, or in fund-raising. This role, in particular, should be exercised in a carefully co-ordinated fashion with other senior officers and staff of the University.

5. Personal

a) The Chair will have a strong personal commitment to Higher Education and the values, aims and objectives of the University.

b) The Chair will honour the mission, values and ethos of the University as a Church of England foundation.

c) The Chair will work with the Vice-Chancellor to ensure that every effort is made to preserve and the traditions of the University and ensure that the belief and worship of the Church of England play a significant part of the life and work of the University.

- d) The Chair will at all times act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.
- e) The Chair is expected to attend all meetings of which he / she is Chair or a member, or give timely apologies if absence is unavoidable.
- f) The Chair will make him / herself available to attend induction / training events organised by the University or other appropriate bodies such as the Leadership Foundation for Higher Education.
- g) The Chair will take part in a review process on his / her performance as Chair as determined by the Board of Governors.
- h) The office of Chair is not remunerated, but the Chair is encouraged to reclaim all travelling and similar expenses incurred in the course of University business, via the Clerk. Directors and Officers Liability Insurance is in place.
- i) Governors are normally appointed for a maximum of two periods of three years each. It is expected that the Chair will normally serve a minimum of three years for consistency and effective long term planning.
- j) The time commitment will be variable but could be up to 40 days per annum.

Role of the Vice-Chancellor

The Vice-Chancellor is responsible for the executive management of the University and its day-to-day direction and is accountable to the Board of Governors for the exercise of their responsibilities.

The Vice-Chancellor, as set out in the Articles of Association, is responsible for:

- undertaking the role of Chief Executive for the University
- preserving and developing the traditions of the University deriving from its origins and relationship with the Church of England and ensuring that the belief and worship of the Church of England shall have a significant part in the life and work of the University
- making proposals to the Board of Governors about the educational character and objectives of the University and for implementing the decisions of the Board of Governors in this respect
- the organisation, direction and management of the University and leadership of the staff
- the appointment, assignment of duties, grading, appraisal and suspension and dismissal of members of Staff
- the determination (within the policy set by the Board of Governors) of the pay and conditions of employment of the Staff
- having regard to the educational objectives of the University, for the planning and examination of the academic programmes and other activities of the University, after consultation with the Senate on matters relating to the quality and academic standards, curriculum content, operation and delivery of courses and other matters referred to in
- ensuring the preparation of annual estimates of income and expenditure for consideration by the Board of Governors; and for the management of resources within the estimates approved by the Board of Governors and for the allocation and the effective and efficient use of resources
- the maintenance of Student discipline and for the suspension or expulsion of Students on disciplinary grounds and for implementing decisions to expel Students for academic reasons

In addition, and in line with the CUC Higher Education Code of Governance, the Vice-Chancellor will also:

- ensure the University complies with the terms and conditions of the Office for Students and other funding bodies

- initiate consultations and discussions, where appropriate, with staff on the future developments of the institution, ensuring that these are presented to the Board of Governors
- fulfil the duty as the designated officer as defined by the Office for Students, by alerting the Board of Governors to any actions or policy that would be incompatible with the Terms and conditions of funding for higher education institutions
- work with the Clerk to the Board of Governors to ensure that that the Board receives proper and appropriately timed information to fulfil its responsibilities

Delegation of Duties

The Board of Governors may delegate to any committee of the Board of Governors, Senate or to the Chair or Deputy Chair of the Board of Governors or to the Chair or Deputy Chair of any committee of the Board of Governors or to the Vice-Chancellor and on such terms and conditions as it shall from time to time think fit the exercise of all or any of the powers and duties conferred upon it by the Articles of Association or otherwise provided that the Board of Governors shall not be empowered or competent to so delegate all or any of its powers or duties in connection with:

- the determination of the educational character and objectives of the University and for the supervision of its activities
- the effective and efficient use of resources, the solvency of the University and for safeguarding its assets
- approving annual estimates of income and expenditure
- the determination of membership of the Holders of Senior Posts
- the assignment of duties to the Vice-Chancellor
- the agreement of the policy for the pay and general conditions of employment of the staff who are not Holders of Senior Posts
- the appointment of Auditors
- revoking, amendment or variation of these Articles or any of them
- the termination of the membership of any Governor
- any act or thing which under or by virtue of any provision of law or of the requirements of any funding or regulatory body is required to be done by the Vice-Chancellor or the Board of Governors

The Board of Governors shall not delegate to any person who is not a Governor or to anybody or committee that does not consist exclusively of Governors the appraisal, discipline or suspension of the Vice-Chancellor; the authorisation of expenditure of any moneys or the disposal of any assets of the University except within such limits as the Board

of Governors deems reasonably necessary for the proper performance by such person or body of the functions assigned to that person or body and notified to them accordingly.

- The Board of Governors shall initially establish a resources committee (or similar) an audit committee, a remuneration committee and a nominations committee. Subject to Article 27.1 and 27.2 of the Articles of Association, the Board of Governors shall delegate such powers and functions as it thinks fit to each of these committees
- No Elected Governor shall be eligible for membership of any such resources committee, audit committee, nominations committee and remuneration committee
- A member of the resources committee may not be a member of the audit committee or vice versa
- The Board of Governors shall also establish committees and lay down terms of reference in accordance with guidance issued from time to time by OfS
- Committees of the Board of Governors may only establish sub-committees subject to the approval of the Board of Governors
- The Board of Governors may appoint someone who is not a Governor to serve on a committee or sub-committee established under this Article provided a majority of members of any committee or sub-committee are Governors and no person who is not a Governor shall be the Chair or Deputy Chair of a committee of the Board of Governors

The Terms of Reference for each Committee (section 4) notes clearly the delegated responsibilities.

Section 3: Committees

The Board of Governors has established committees as required by the Articles of Association of the University to undertake specific functions and to provide advice and guidance and make formal recommendations to the Board, when appropriate.

The Board of Governors has the following committees:

- Audit Committee
- Finance & Resources Committee
 - Estates Development Task Group
- Governance & Nominations Committee
- Remuneration Committee
 - People & Organisational Development Sub-Committee
- Committee Chairs Discussion group

Committee Membership

The Board of Governors will make appointments to committees from among the members of the Board. Membership on each committee is designated as a minimum of four Governors.

The Board of Governors will also appoint to any committee, persons who are not members of the Board but have knowledge of or experience in matters relevant to the committee's function. These persons are known as 'Co-opted Members' of the Board of Governors. Co-opted members shall hold office for one term of three years, unless eligible to be re-appointed for a further term of three years. In exceptional circumstances an extension to a further term of up to three years may be approved by the Board of Governors but no such co-opted member may serve for more than nine years.

Committee Membership

Finance & Resources	
Governor	Alex Hawtin (Chair)
Governor	Prof Patricia Hind (Deputy)
Governor	Kate Doodson
Chair of the Board	Graham Raikes
Vice-Chancellor	Prof Rob Warner
Co-Opted Member (optional)	Vacant
Attendees:	
Director of Finance	Simon Arthurs
Student Governor	Lauren Edwards
Academic Staff Governor	Prof Gary Shum
Governance Officer	Jessamie Thomas
Audit Committee	
Governor	Emma van der Lugt (Chair)
Governor	John Searson (Deputy)
Governor	Stephen Criddle
Governor	Rev'd Prof Gina Radford
Governor	Victoria Holbrook
Co-Opted Member (optional)	Vacant
Attendees:	
Vice-Chancellor	Prof Rob Warner
Director of Finance & IT	Simon Arthurs
Internal Auditor	PwC
External Auditor	Bishop Fleming
University Secretary & Registrar (Company Secretary)	Stephen Plant
Governance Officer	Jessamie Thomas
Governance & Nominations Committee	
Governor, Chair of The Board	Graham Raikes (Chair)
Governor, Deputy Chair of the Board	Emma van der Lugt (Deputy)
Governor (NS or Diocesan), Deput Chair of the Board	John Searson
Governor	Matt Evans
Vice-Chancellor	Prof Rob Warner
Attendees:	
University Secretary & Registrar	Stephen Plant
Governance Officer	Jessamie Thomas
Remuneration Committee	
Governor, Chair or Member of F&R Committee	Prof Patricia Hind (Chair)
Governor, Chair or member of Audit	Emma van der Lugt (Deputy)
Governor, Chair of the Board	Graham Raikes
Governor	Stephen Criddle
Co-optee (optional)	Jackie Westerman
Attendees	
Vice-Chancellor	Prof Rob Warner

Director of People & Organisational Development	Lucy Pengelly
Governance Officer	Jessamie Thomas
Estates Development Task Group	
Governor	Vacancy (Chair)
Governor	Kate Doodson
Governor	Matt Evans
Student Governor	Lauren Edwards
Vice-Chancellor	Prof Rob Warner
Director of Estates	John Bailey
Professional Services Staff Governor	Lynn Tamsett-White
Governance Officer	Jessamie Thomas
People & Organisational Development Sub-Committee	
Governor	Prof Patricia Hind (Chair)
Governor, Chair of the Board	Graham Raikes
Governor	Emma van der Lugt
Governor	Vacancy
Vice-Chancellor	Prof Rob Warner
Co-optee (optional)	Jackie Westerman
Attendees:	
Student Governor	Lauren Edwards
Director of People & Organisational Development	Lucy Pengelly
Academic Staff Governor	Prof Gary Shum
Professional Services Staff Governor	Lynn Tamsett-White
Governance Officer	Jessamie Thomas

Committee Chairs

Governance & Nominations Committee consider and recommend a Chair and Deputy Chair for each committee, to be approved by the Board of Governors annually. The current Chairs and Deputy Chairs for each committee are:

Committee	Chair	Deputy Chair
Board of Governors	Graham Raikes MBE	Emma van der Lugt; John Searson
Audit Committee	Emma van der Lugt	John Searson
Finance & Resources Committee	Alex Hawtin	Prof Patricia Hind
Estates Development Task Group	Tbc	Tbc
Governance & Nominations Committee	Graham Raikes MBE	Emma van der Lugt
Remuneration Committee	Prof Patricia Hind	Emma van der Lugt
People & Organisational Development Sub-Committee	Prof Patricia Hind	Tbc

Meeting frequency

- The Audit Committee meets three times per year.
- The Finance & Resources Committee meets four times per year.
- The Estates Development Task Group meets as required.
- The Governance & Nominations Committee meets three times per year.
- The Remuneration Committee meets twice per year.
- The People & Organisational Development Sub-Committee meets twice per year.

Quorum and Key Principles

The detail of quoracy is laid down in each committee's terms of reference, mostly consisting of the Chair (or Deputy) plus two Governors. The majority (two out of three) must be 'nominated' independent Governors (i.e. not co-optees/ex-officio/staff or student elected).

Audit and Finance & Resources Committees must include one member with recent and relevant experience in finance, accounting or auditing. This person can be a co-optee. No person may be a member of both Finance & Resources Committee and Audit Committee, as per the Articles and CUC Code. Governance & Nominations Committee must have a National Society or Diocesan nominated Governor.

No elected staff or student Governor may be a member of the Remuneration Committee or be present for discussion surrounding conditions of employment and salary.

The VC will be present to speak to other senior manager and HR matters but will always leave the meeting before his own remuneration is reviewed.

All committees, except for Governance & Nominations, may have co-optees as part of their membership but co-optees cannot be Chair or Deputy Chair of a Committee.

The Chair of the Board must be a member of Remuneration Committee but a lay person who is not the chair shall be the chair of this committee.

The Articles, CUC HE Code of Governance, CUC HE Senior Remuneration Code, CUC Audit Code of Conduct outline other key principles.

Section 4: Committee Terms of Reference

AUDIT COMMITTEE – Terms of Reference

Serviced by: Governance Officer

Reports to: Board of Governors

1. Constitution

1.1 The Board of Governors has established a committee known as the Audit Committee.

2. Scope

2.1 It is the role of the Audit Committee to advise and assist the Board of Governors in respect of the entire assurance and control environment of the institution.

3. Membership and Quorum

3.1 Members are nominated by the Governance & Nominations Committee, approved by the Board of Governors and include:

- Chair of the Committee
- No fewer than three members or co-opted members (provided that the majority of members are 'nominated' independent governors - Directly Appointed, Diocesan Nominated or National Society Nominated)

In attendance:

- Vice-Chancellor
- Director of Finance
- University Secretary & Registrar
- Governance Officer
- Head of Internal Audit
- Representative of the External Auditors

3.2 At least one member should have recent and relevant experience in finance, accounting or auditing. The Committee may, if it considers it necessary or desirable,

co-opt members with particular expertise. However, in line with Article 27.8, the majority of members must be governors.

- 3.3 Pursuant to Article 27.5, no member of the Committee may also be a member of the Finance & Resources Committee. In accordance with Article 27.4 no Elected Governor shall be eligible for membership of the Committee. The Chair of the Board of Governors should not be a member of the Committee. Members should not have significant interests in the institution.
- 3.4 The Director of Finance and a representative of the external auditors shall normally attend meetings where business relevant to them is to be discussed. However, at least once a year the Committee should meet with the external and internal auditors without any officers present.
- 3.5 A quorum exists when no fewer than three members are present. The majority must be 'nominated' independent governors (Directly Appointed, Diocesan Nominated or National Society Nominated), not co-optees.

4. Frequency of meetings

- 4.1 Meetings shall normally be held at least three times each financial year. The external auditors, internal auditors or Management Audit Group may request a meeting if they consider it necessary

5. Authority

- 5.1 The Committee is authorised by the Board of Governors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.
- 5.2. The Committee is authorised by the Board of Governors to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice-Chancellor and/or Chair of the Board of Governors. However, it may not incur direct expenditure in this respect in excess of £5,000, without the prior approval of the Board of Governors.
- 5.3. The Audit Committee will review the audit aspects of the draft annual financial statements. These aspects will include the external audit opinion, the statement of governors' responsibilities, the statement of internal control and any relevant issue

raised in the external auditor's management letter. The Committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control system has been reviewed, and comment on this in its annual report to the Board of Governors.

6. Duties

6.1 The duties of the Committee shall be to:

- a. advise the Board of Governors on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of resignation or dismissal of the external auditors;
- b. discuss if necessary with the external auditors, before the audit begins, the nature and scope of the audit;
- c. discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any other matters the external auditors may wish to discuss (in the absence of University management where necessary);
- d. consider and advise the Board of Governors on the appointment and terms of engagement of the internal auditors, the audit fee, the provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors;
- e. approve the annual audit plan of the internal auditors;
- f. review the internal auditors' audit risk assessment and strategy; to consider major findings of internal audit investigations and management's response; and to promote co-ordination between the internal and external auditors. The Committee will ensure that the resources made available for internal audit are sufficient to meet the institution's needs (or make a recommendation to the Board of Governors as appropriate);
- g. keep under review the effectiveness of the risk management, control and governance arrangements, and in particular to review the external auditors' management letter, the internal auditors' annual report, and management responses;

- h. monitor the implementation of agreed audit-based recommendations, from whatever source;
- i. ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the regulator have been informed;
- j. oversee the institution's policy on fraud and irregularity, including being notified of any action taken under that policy;
- k. satisfy itself that suitable arrangements are in place to promote economy, efficiency and effectiveness. This may include consideration of arrangements that:
 - i) support the culture and behaviour that is prevalent within the institution;
 - ii) ensure the effective management of conflicts of interest; and
 - iii) enable the appointment of 'fit and proper persons' to the governing body and senior executive positions.
- l. satisfy itself that effective arrangements are in place to ensure appropriate and accurate data returns are made to external stakeholders and regulatory bodies;
- m. receive any relevant reports from the National Audit Office, the regulator and other organisations;
- n. monitor annually the performance and effectiveness of external and internal auditors, including any matters affecting their objectivity, and to make recommendations to the Board of Governors concerning their reappointment, where appropriate;
- o. monitor other relevant sources of assurance, for example other external reviews;
- p. consider elements of the annual financial statements in the presence of the external auditor, including the auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with the regulator's accounts directions;
- q. in the event of the merger or dissolution of the institution, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed;
- r. provide assurance that decisions which might have significant reputational or financial risks undergo a rigorous process of due diligence;

- s. provide assurance that appropriate policies and procedures are consistently applied, and that there is compliance with relevant legislation, including an opinion to this effect within the annual Audit Committee's Report by the Governing Body;
- t. Provide assurance that whistleblowing is effectively managed, for example by getting an annual report on numbers and outcomes of any whistleblowing; including the extent to which the associated protocols are widely known within the Institution;
- u. Discuss with internal auditors how the institution compares with other organisations in areas undergoing audit and benchmark institutional policies and practice against sector practice and external requirements.

7. Reporting procedures

7.1 The minutes of meetings of the Committee will be circulated to the Board of Governors.

7.2 The Committee will prepare an annual report for the institution's financial year and any significant issues up to the date of preparing the report. The report will be addressed to the Board of Governors and the Vice-Chancellor, summarising the activity for the year. It will give the Committee's opinion on the adequacy and effectiveness of the institution's arrangements for the following:

- risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included in the annual statement of accounts); and
- processes for promoting value for money through sustainability economy, efficiency and effectiveness.

7.3 This opinion should be based upon the information presented to the Committee. The Audit Committee annual report should normally be submitted to the Board of Governors before the governors' responsibility statement in the annual financial statements is signed. The report will usually be published after consideration by the Board of Governors.

8. Clerking arrangements

8.1 The clerk to the Audit Committee will be the Secretary to the Board of Governors (or another appropriate independent individual).

9. Review

- 9.1 The Audit Committee should periodically (and at a minimum of every four years) undertake a review of its terms of reference and its own effectiveness and recommend any necessary changes to the Board of Governors.

FINANCE & RESOURCES COMMITTEE – Terms of Reference

Serviced by: Governance Officer

Reports to: Board of Governors

1. Constitution

- 1.1 The Board of Governors has established a committee known as the Finance & Resources Committee.

2. Membership and Quorum

- 2.1 Members, a minimum of 4, are nominated by the Governance & Nominations Committee, approved by the Board of Governors and may include:
- Chair of the Board
 - Vice-Chancellor
 - No fewer than three members or co-opted members (provided that the majority of members are ‘nominated’ independent governors - Directly Appointed, Diocesan Nominated or National Society Nominated)

In attendance

- Director of Finance
 - University Secretary & Registrar
 - Governance Officer
- 2.2 The Committee’s Chair shall be a member of the Board of Governors and be appointed by the Board of Governors on the recommendation of the Governance & Nominations Committee.
- 2.3 No Elected Governor (staff or student) shall be eligible for membership as provided under Article 27.4 of the Articles of Association. However, an Elected Governor may be invited to attend for unreserved items of business. Other senior staff attend, where appropriate, by invitation of the Chair of the committee.
- 2.4 Pursuant to Article 27.8 the Board of Governors may appoint someone who is not a Governor to serve on the Committee, however the majority of Committee members must be Independent Governors.

- 2.5 Under OfS rules, CUC guidance and pursuant to Article 27.5, members of the Finance & Resources Committee may not be members of the Audit Committee and vice versa.
- 2.6 The Finance and Resources Committee must include one member with recent and relevant experience in finance, accounting or auditing.
- 2.7 A quorum exists when no fewer than three members are present, with a majority being 'nominated' independent governors - Directly Appointed, Diocesan Nominated or National Society Nominated (not co-optees/ex-officio).

3. Frequency of meetings

- 3.1 The Finance & Resources Committee shall meet at least four times per year.

4. Authority

- 4.1 Subject to 4.2 below, the Board of Governors has delegated authority to the Finance & Resources Committee to determine on behalf of the Board, or where necessary advise the Board, on matters relating to finance, marketing and estates.
- 4.2 The Finance & Resources Committee is not empowered to approve annual estimates of income and expenditure or the annual financial accounts because these matters are the responsibility of the Board of Governors. The Committee shall, however, ensure that these matters are adequately monitored, that the information provided to the Board is accurate and complete, and advise the Board on these matters.
- 4.3 In addition, the Finance & Resources Committee will:
- approve budget revisions and cash flow management;
 - review the draft statutory accounts for recommendation to the Board of Governors;
 - approve debts to be written off in line with the Financial Regulations;
 - approve all proposals for individual items of expenditure where the net implication exceeds £250,000, other than those items approved as part of the annual revenue and capital budgets;
 - receive the Estates, Marketing and Finance Strategies, monitoring progress through receipt of regular reports;
 - monitor and approve investments;
 - regularly review the student recruitment position;

- call for reports on issues of interest;
- approve OfS TRAC (Transparent Approach to Costing) returns and annual capital returns.

5. Duties

- 5.1 The committee will advise the Board of Governors on all financial and resource matters;
- 5.2 Consider the draft budget before approval by the Board of Governors and review the actual budget against outturn through regular monitoring of forecasts of income, expenditure and cash flow;
- 5.3 Ensure appropriate insurance arrangements are in place for the University;
- 5.4 Consider proposals that would have a significant impact on the University's forward planning or financial resources as set out in the current Financial Regulations;
- 5.5 Receive and review on a regular basis the latest reports on the University's investments and compare results to date with agreed investment objectives, performance indicators and comparative indices. The Committee will also review an annual report from the fund managers which compares overall activity to benchmarks and plan;
- 5.6 Examine and recommend to the Board of Governors proposals for increasing the University's borrowing or for the changing or restructuring of borrowings, supported by an appropriately documented business or investment plan;
- 5.7 Monitor the implementation of major estates and facilities projects, ensuring compliance with all relevant legal, value for money and good practice criteria;
- 5.8 Receive or obtain assurance that the Health and Safety issues are pro-actively managed in line with Health and Safety policy and relevant legislation through an annual report and periodic exception reports as appropriate;
- 5.12 Receive reports relevant to the institutional Annual Business Planning Process;
- 5.13 Receive reports to monitor progress against designated KPIs from the Strategic Plan, including those related to the areas of responsibilities of the Committee;

- 5.14 Ensure risk management systems used in all risks falling within the responsibility of the Committee, in particular financial risks, as identified in the Strategic Risk Register;
- 5.15 Receive reports on any fraudulent and whistleblowing activities;
- 5.16 Receive and act on the behalf of the Board of Governors on financial and resource issues arising at, and delegated from, the Board of Governors meetings (and all such other matters as may be deemed important from time to time).

6. Reporting procedures

- 6.1 The minutes of the Committee will be circulated to the Board of Governors.

GOVERNANCE & NOMINATIONS COMMITTEE – Terms of Reference

Serviced by: Governance Officer

Reports to: Board of Governors

1. Constitution

1.1 The Board of Governors has established a Committee known as the Governance & Nominations Committee.

2. Membership and Quorum

2.1 No Elected Governor shall be eligible for membership as is established under Article 27.4 of the Articles of Association.

2.2 Members are nominated by the Governance & Nominations Committee and approved by the Board of Governors.

- Chair of the Board of Governors (Chair)
- Deputy Chair of the Board of Governors (Deputy)
- Other members of the Board of Governors, with at least one being a Diocesan or NS nominated member
- Vice-Chancellor

In attendance

- University Secretary & Registrar
- Governance Officer
- Other senior staff, by invitation of the Chair

2.3 The meeting shall be quorate when the Chair (or Deputy) and two governors are present. The majority must be 'Nominated' independent governors (Directly Appointed, Diocesan Nominated or National Society Nominated), not ex-officio.

3. Frequency of meetings

3.1 The Governance and Nominations Committee shall meet three times per year. Much of the work of the Committee will be undertaken via email discussion and conference calls. Ad-hoc meetings shall be arranged to meet and interview prospective candidates.

4. Authority

4.1 The Board of Governors has delegated authority to the Governance and Nominations Committee to seek out and recommend all new Governors and co-opted members for the Board of Governors and its committees.

4.2 In addition, the Governance and Nominations Committee will:

4.2.1 identify vacancies for directly appointed Governors through succession planning;

4.2.2 identify possible appropriate individuals to fill any such vacancies and in relation to 16.1.3 (a) of the Articles of Association, act as a consultative body when the Bishop and the Board of Education of the Diocese are making decisions about who to appoint;

4.2.3 determine how to publicise vacancies for Governors and holders of senior posts, where appropriate;

4.2.4 having sought curriculum vitae of such prospective members, and assessed their skills and experience, make recommendations to the Governing Body for the relevant appointments

4.2.5 ensure all Governors are committed to the values and ethos of the University;

4.2.6 pay regard to the balance of membership and the needs of the Board, when making its recommendations to the Board of Governors;

4.2.7 approve and recommend to the Board the renewal of appointments of existing Governors.

4.3 The Governance and Nominations Committee is also responsible to the Board for the following function:

4.3.1 To consider and make recommendations to the Board on any matter(s) of Governance that may be remitted to it or which are brought to its attention from other sources. In this area the Committee should consider appropriate examples of good practice both in the public and private sectors;

4.3.2 To adopt an approach of continuous improvement to governance, in order to enhance the effectiveness of the Board;

4.3.3 To advise the Board on developments and good practice in governance and the conduct of Board business, taking cognisance of national guidelines.

5. Duties

5.1 Monitor the membership profile of the Board of Governors by evaluating the balance of skills, knowledge and experience on the Board of Governors and its committees and identifying any areas of weakness by undertaking periodic audits of skills and expertise.

5.2 To be responsible for the timely management of succession planning in respect of the Chair and Deputy Chair of the Board of Governors.

- 5.3 To receive reports from the Governance Officer on the status of membership, equal opportunities data and terms of office.
- 5.4 Consider and recommend for approval by the Board of Governors the Chair and Deputy Chair of the Finance & Resources Committee and Audit Committee as vacancies arise.
- 5.5 Consider and recommend for approval by the Board of Governors members of Committees as vacancies arise.
- 5.6 Nominate for the approval of the Board of Governors, candidates who have been proposed to fill co-opted vacancies on any of the Board's committees.
- 5.7 Ensure all new Governors receive an appropriate induction following appointment.
- 5.8 To evaluate, at least annually, the effectiveness of the Board of Governors.
- 5.9 To undertake work related to governance from time to time which the Board of Governors delegates
- 5.10 To receive reports from the Senate regarding Academic Governance. Examining the outcomes of academic governance effectiveness reviews and requesting that they be regularly conducted (nominally every four years).
- 5.11 To actively encourage student engagement in academic governance through the receiving of regular reports from students' union or association officers and/or institution/student representation committees.
- 5.12 To contribute to the annual corporate governance statement describing the work of the key committees.

6. Reporting Procedures

- 6.1 The minutes of meetings of the Committee will be circulated to the Board of Governors.

REMUNERATION COMMITTEE – Terms of Reference

Serviced by: Governance Officer

Reports to: Board of Governors

1. Constitution

The Board of Governors has established a Committee known as the Remuneration Committee.

2. Membership and Quorum

2.1 The Remuneration Committee composition must include the Chair of the Board of Governors, be composed of a majority of 'Nominated' independent governors (Directly Appointed, Diocesan Nominated or National Society Nominated) and have appropriate experience available to it.

2.2 Members

- Chair of the Board of Governors
- Chair or member of the Finance & Resources Committee
- Chair or member of the Audit Committee
- Other 'nominated' independent governors (Directly Appointed, Diocesan Nominated or National Society Nominated)
- Other co-opted members as required

In attendance (as required)

- Vice-Chancellor / Deputy Vice-Chancellor
- Governance Officer
- Director of People & Organisational Development

2.3 The Chair of the Board shall not be eligible to Chair the committee. No Elected Governor (staff or student) shall be eligible for membership as is established under Article 27.4 of the Articles of Association.

2.4 The Committee has the discretion to invite relevant officers to attend the meeting for specified items, including the Vice-Chancellor and Deputy Vice-Chancellor. Any member of staff, including the Vice-Chancellor, should withdraw from the Committee when their own salary, terms and conditions or severance payments are under consideration. The Committee may meet without any officers present.

2.5 The Committee may co-opt an additional member with knowledge of the salaries, terms and conditions of service of senior staff in Higher Education.

2.6 The meeting shall be quorate when the Chair (or Deputy) and two Governors are present.

3. Frequency of meetings

3.1 The Committee shall normally meet at least once per year to carry out the annual review of senior staff salaries and conditions; a special meeting will be convened if required arising from the recruitment, resignation or retirement of one of the senior staff within its remit.

4. Authority

4.1 The Board of Governors delegates to the Committee full powers to act on its behalf and in its name in all matters relating to the terms and conditions of service and the emoluments of the holders of 'Senior Posts' as defined in the Articles of Association.

4.2 The Committee is not authorised to make decisions on those issues which are properly the responsibility of the full Board of Governors.

4.3 The Committee delegates responsibility for consideration of human resources matters to the People & Organisational Development Sub-Committee.

5. Duties

5.1 To consider and approve the structure of senior staff, defined in the Senior Pay Policy.

5.2 To consider the performance development reviews of senior staff.

5.3 To determine on behalf of the Board of Governors, at least annually, and according to the Senior Pay Policy, the total emoluments and conditions of service of senior post holders¹. This may include senior managers on the main university pay scale, on the local senior pay scale on or above grade 10, the Deputy Vice-Chancellor and Vice-Chancellor. The Clerk to the Board of Governors and University Chaplain will also be

¹ The Articles of Association dictate that Holders of Senior Posts include :

- "The Vice-Chancellor, Deputy / Pro Vice-Chancellors, and the holders of such other senior posts as the Governing Body may determine in accordance with Article 25.1.4"
- 25.1.4 - The Board are also responsible for "the determination of which posts are Senior Posts, save that the Vice-Chancellor, Chaplain and Clerk shall always be Holders of Senior Posts"

considered within the remit of the Senior Pay Policy, as per the Articles of Association.

The Committee will seek comparative information on salaries and other emoluments and conditions in the sector from the Universities and Colleges Employers' Association (UCEA) to inform decisions and ensure that all arrangements are unambiguous and diligently recorded.

- 5.4 The committee will consider the appointment and, annually, the salary position of senior post holders as recommended by the Chair of the Board and Vice-Chancellor.
- 5.5 To determine, on behalf of the Board of Governors, severance arrangements for staff as defined as senior post holders.
- 5.6 To ensure that all conditions of service comply with the requirements of employment law, including equal opportunity legislation.
- 5.7 To consider the public interest and the safeguarding of public funds alongside the interests of the institution when considering all forms of payment, reward and severance to the staff within its remit.
- 5.8 The Committee shall conduct its business in accordance with the Articles of Association, the Terms and Conditions of funding between the OfS and the University, and the CUC Higher Education Senior Staff Remuneration Code.

6. Reporting procedures

- 6.1 The minutes of meetings of the Remuneration Committee will remain confidential but will be available on request to Governors, the Internal and External Auditors.
- 6.2 The Committee must report on its decisions and operation at least annually to the Board of Governors; such a report should not normally be withheld from any members of the Board of Governors.

PEOPLE & ORGANISATIONAL DEVELOPMENT SUB-COMMITTEE – Terms of Reference

Serviced by: Governance Officer

Reports to: Board of Governors / Remuneration Committee

1. Purpose

- 1.1 The Remuneration Committee delegates authority to the People & Organisational Development Sub-Committee to consider HR matters, providing assurance to the Board of Governors. The Sub-Committee reviews HR matters at the strategic rather than operational level.
- 1.2 As advised by the Director of People & Organisational Development and Executive of the University, the Sub-Committee will seek to ensure that the University is managing its people issues effectively, in keeping with good practice, and monitoring how people strategies contribute to improved organisational performance.
- 1.3 The Remuneration Committee may recommend topics for discussion to the Sub-Committee and may receive reports from the sub-committee in-turn.

2. Membership

2.1 Membership may reflect that of the Remuneration Committee, as follows:

- Chair of the Board of Governors
- Chair or member of the Finance & Resources Committee
- Chair or member of the Audit Committee
- Other 'Nominated' independent governors (Directly Appointed, Diocesan Nominated or National Society Nominated), as required
- Other co-opted members as required
- Vice-Chancellor / Deputy Vice-Chancellor (but not members of Remuneration Committee)

The following people may also attend meetings of the Sub-Committee

- Director of People & Organisational Development
- Student Governor
- Professional Services Staff Governor
- Academic Staff Governor
- Governance Officer

The Sub-Committee may co-opt additional members with knowledge of the salaries, terms and conditions of service of senior staff in Higher Education.

3. Frequency & Quoracy

3.1 The Sub-Committee will normally meet twice per year, between meetings of the Remuneration Committee. A meeting will be quorate when the Chair (or Deputy) and two governors are present. The majority must be 'nominated' independent governors (Directly Appointed, Diocesan Nominated or National Society Nominated).

4. Duties may include

- To monitor employment practices to ensure compliance with University policies, procedures and statutory provisions;
- To receive the HR Strategy, monitoring progress through receipt of regular reports;
- To be proactive in providing advice and guidance on the strategic direction of the University's overall People objectives and the policies designed to achieve them;
- To encourage innovation with respect to the University's employment policies;
- To give due consideration to issues of equality and diversity in all areas of work;
- To monitor the University's key performance indicators with regard to its agreed strategic People objectives;
- To provide advice on the effective management of the key risks the University is seeking to manage in the context of realising its HR Strategy;
- To consider the Staff Survey results, review arrangements for monitoring staff attitudes and opinions, values and behaviours;
- To consider arrangements for staff wellbeing and balance initiatives;
- To consider policies and processes for professional development and performance management;
- To consider HR policies for pay and conditions of employment for all staff, Disciplinary, grievance and other policies;
- To consider the gender pay gap report.

5. Reporting Procedures

5.1 Consultation with Trade Unions on Human Resource issues also takes place through the JNCC structure.

5.2 The minutes of meetings of the Sub-Committee will be circulated to the Board of Governors.

COMMITTEE CHAIRS DISCUSSION GROUP - Terms of Reference

Serviced by: Governance Officer

Reports to: Board of Governors

1. Purpose

Meetings of Chairs are not formal meetings of the Board of Governors but are held immediately prior to full Board meetings and/or intermittently so that Committee Chairs can review the plan of business and coordinate roles where items fall within the remit of more than one committee. For example, approval of the University's financial statements is discussed in the Audit Committee and Finance and Resources Committee as well as the Board of Governors.

Meetings also ensure that Committee Chairs are appropriately briefed by the Vice-Chancellor and Chair of the Board on emerging University or Sector priorities which may arise in forthcoming meetings.

2. Membership

- Chair of the Board
- Deputy Chair(s) of the Board
- Chair of Finance & Resources Committee
- Chair of Audit Committee
- Chair of Governance & Nominations Committee and Chairs of other Sub-Committees or Task Groups may also be invited from time to time
- The Vice-Chancellor and University Secretary may also be invited to join the meetings as required

3. Frequency & Quoracy

Meetings will normally take place immediately prior to the main Board of Governors meetings 4 times per year. Other ad-hoc meetings will be called as required. Meetings of Chairs may take place without full attendance. Meetings may also take place by email and teleconference.

4. The Duties of the Committee may include to:

- a) Discuss the upcoming agenda for the Board of Governors and its committees;
- b) Discuss the work and planned work of the Board's committees to ensure that:
 - a. Chairs are aware of the wider business being undertaken

- b. Where one committee calls on information from another the nature of the reporting line and key content is agreed;
- c) Consider emerging projects and priorities with the Vice-Chancellor and advise on the most appropriate way to handle the business through the Board and its Committees;
- d) Where necessary constitute an emergency Committee.

5. Delegated duties

The Committee Chairs Discussion Group is granted delegated authority by the Board in keeping with the authority and limits outlined in the Delegation of Duties and Articles of Association. The role of the Committee Chairs Discussion Group does not diminish or replace the responsibilities and delegated authority of the other governors or Committees.

6. Reporting Procedures

Formal minutes are not required for the meetings of Committee Chair Discussion Group. Any actions or discussions points are reported to the full Board of Governors and committees through verbal and written reports from Committee Chairs and the Chair of the Board.

SENATE – Terms of Reference

Serviced by: Academic Standards Officer

Minutes received by: Board of Governors

1. Terms of Reference

- 1.1 Subject to the provisions of the Articles of Association, to the overall responsibility of the Board of Governors, to responsibilities of the Vice-Chancellor and Chief Executive (hereafter referred to as the Vice-Chancellor), and to requirements of external validating bodies, Senate² shall be responsible for considering the development of the academic activities of Plymouth Marjon University³ and the resources needed to support them, and advice to the Vice-Chancellor, the Senior Management Team and the Board of Governors thereon.
- 1.2 The power of Plymouth Marjon University to award degrees derives from an Order made by the Privy Council in exercise of its powers conferred on Them by section 76 of the Further and Higher Education Act 1992(a) dated 3rd April 2007. The awards are of the kind mentioned in paragraph 76(2) of the said act. Senate will award degrees, diplomas, certificates and other distinctions on behalf of the Board of Governors, which has delegated responsibility to it for the procedures for the award of such qualifications.
- 1.3 Senate has granted authority to the University Secretary and Registrar of the University, in the role of Secretary to Senate, to administer the arrangements for the conferment of its awards upon individual students who have satisfied the requirements of conferment.
- 1.4 Senate is also responsible for advising the Vice-Chancellor on general issues relating to research, scholarship, teaching and programmes at the University including:
 - the maintenance and enhancement of all aspects of the infrastructure required to support the University's academic activities and the student experience:
 - the maintenance of academic standards and the approval in principle, validation and review of taught programmes leading to awards of the University:
 - the monitoring of the University's academic performance agreeing action plans in the light of the key metrics identified by HEFCE/The Office for Students, notifying the Board of Governors, and also against the agreed strategic Key Performance Indicators (KPIs), via the University Board of Studies:

² The Articles of Association currently refer to Senate as Academic Board, but any reference in the Articles to the Academic Board can be construed, without exception, as a reference to Senate. This re-naming will be enshrined in the next revision of the Articles.

³ Plymouth Marjon University is a trading name of the University of St Mark & St John.

- the approval of the University's quality assurance procedures:
- the University's academic portfolio and the content of the curriculum:
- oversight of the University's collaborative provision arrangements and procedures:
- criteria for the admission of students:
- the policies and procedures for the assessment and examination of the academic performance of students:
- the appointment and removal of External Examiners:
- procedures for the award of qualifications and honorary academic titles:
- procedures for the appointment of Professors, Associate Professors, Visiting Professors, Professors Emeritus/Emerita and Visiting Fellows:
- procedures for good conduct and student discipline including the expulsion of students.

This list is not exhaustive and Senate is also responsible for advising on other matters referred to it by the Vice-Chancellor, Senior Management Team or the Board of Governors.

- 1.5 Senate may establish such associated Committees (including Working Groups and Panels) as it deems necessary to carry out its responsibilities provided that each establishment is first approved by the Vice-Chancellor. The number of members of any such associated Committee and the terms on which they are to hold and vacate office shall be determined by Senate.

2. Membership and Attendance at Meetings

- 2.1 The voting membership of Senate shall include ex-officio members as follows:

- The Vice-Chancellor (Chair)
- The Deputy Vice-Chancellor (Deputy Chair)
- The Pro Vice-Chancellor (Academic)
- The Pro Vice-Chancellor (Student Success)
- The Directors of School
- The University Secretary and Registrar (Secretary)
- The Head of Careers and Employability
- The Head of Library
- The Head of Student Support
- The Quality and Standards Manager
- The President and Deputy President of the Student Union

- 2.2 The membership of Senate shall also include:

- An elected academic staff representative from each School

- One member of the University’s professional services community elected by and from that community
 - Up to five additional student representatives, nominated by the Pro Vice-Chancellor (Academic) on the recommendation of the Directors of School, who are not sabbatical officers of the Student Union.
 - An alumnus of the University, nominated by the Pro Vice-Chancellor (Academic).
- 2.3 Academic and professional services representatives shall normally serve for three sessions including the session of appointment, with the possibility of an additional session’s extension, and shall be eligible for re-election on one occasion only for a maximum period of six sessions in total. Elections shall be conducted in accordance with Senate’s Procedures for the Appointment of Members.
- 2.4 Student representatives will serve for the session of appointment, with the possibility of serving for one further session in the case of returning students.
- 2.5 The Vice-Chancellor may invite additional staff members, including the Chaplain of the University, to attend meetings of Senate. They may take part in discussion but not vote.
- 2.6 The Academic Standards Officer shall normally serve as Clerk to Senate.

3. The Role of the Chair

- 3.1 At all meetings the Chair must be taken by the Vice-Chancellor or, in the absence of the Vice-Chancellor, by the Deputy Vice-Chancellor (or, exceptionally, by a member of the Senior Management Team nominated by the Vice-Chancellor).
- 3.2 The Chair shall conduct the business of Senate, according to its guidelines for the conduct of meetings, the Rules of Governance as set out in the University’s Articles of Association, and these Terms of Reference. It shall also be the duty of the Chair, when specifically requested by Senate, to submit any resolution of Senate to the next meeting of the Board of Governors.

4. Nominations to Other Bodies

- 4.1 Two members of academic staff will serve as members of the Board of Governors. One member of academic staff will be elected by and from the academic community; and one member of staff will be elected by and from the academic staff members of Senate. The term of office of both the member of academic staff elected by and from

the academic community and the member of academic staff elected by and from the academic staff members of Senate shall be three years.

4.2 Senate can also nominate representatives to serve on outside bodies.

5. Associated Committees

5.1 The following Associated Committees shall report to Senate, with delegated authority as set out in the relevant Terms of Reference:

- University Board of Studies (UBS)
- Research and Knowledge Exchange Committee (RKEC)
- Student Experience Council (SEC)

5.2 Associated Committees may only be chaired by ex-officio members of Senate.

5.3 The approved minutes of each Associated Committee will be circulated to the members of Senate, notwithstanding any items referred to it by the relevant Chair. The confirmed minutes of Sub-Committees, Working Groups and Panels will be received by the relevant Associated Committee.

5.4 Senate may revise the Terms of Reference and/or membership of any of its Associated Committees.

5.5 Senate may create new Associated Committees or abolish existing ones.

5.6 The Rules of Procedure applicable to Senate will apply in all cases.

6. Conduct of Business

6.1 The Clerk shall schedule meetings of Senate normally five times in an academic session. It shall, however, be within the discretion of the Chair to cancel a meeting if, in their opinion, there is insufficient business to warrant it. At least three working days' notice of any such cancellation shall normally be given.

6.2 Extraordinary meetings of Senate may also be called, either at the request of the Chair or of one-third of the members. At least three working days' notice of any such meeting shall be given.

6.3 The agenda of every meeting of Senate, together with the accompanying papers, shall be circulated to all members not less than three working days before the meeting and posted on the Staff Newsletter. Items on the agenda shall normally be phrased as

proper motions and shall not include any other business. Exceptionally, items may be added to the agenda after circulation subject to the agreement of the Chair.

- 6.4 Any member may submit items of business to Senate, although items referred from the Associated Committees must be submitted through their respective Chairs.
- 6.5 Items of business for the agenda should normally be received by the Clerk at least fifteen working days before the date on which Senate is due to meet. Items included on the agenda as being 'for report and approval' will only be discussed with the agreement of members.
- 6.6 Proposals put to the vote at meetings of Senate shall be carried if they are supported by the majority of the members present and voting or, in the event of a tie, by the casting vote of the Chair.