



Board of Governors

Handbook

2023/24

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Introduction & Overview

First and foremost, thank you for your support of the Board of Governors of Plymouth Marjon University. The dedication and expertise of Board members is greatly appreciated and serves to make governance more robust and the support of the University's students, staff and wider community more effective.

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.

In the appendix you will find a number of useful governance documents for reference, including some that have been published by the Committee of University Chairs (CUC) and [AdvanceHE](#). Plymouth Marjon University has membership of both these organisations. Governors are asked to familiarise themselves in particular with the CUC Higher Education Code of Governance (Appendix E), which the Board's work aligns with.

Key Contacts

- **Chair of the Board of Governors** – Graham Raikes MBE
- **Deputy Chairs** – Emma van der Lugt, Professor Patricia Hind
- Governance Secretariat:
University Secretary (Company Secretary) – Stephen Plant
Governance Officer – Jessamie Thomas, jthomas@marjon.ac.uk

Members – up to 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:

- Up to 8 directly appointed governors
- Up to 2 governors nominated by the National Society of the Church of England
- Up to 4 governors nominated by the Bishop 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 Marjon 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 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.

Co-opted Board Members

The Governing Body may appoint individuals who are not Governors to serve on committees, to share their experience or expertise, as 'Co-optees'. At committee level, Co-optees may vote and they count towards quoracy. At full Board level, they participate as attendees and as such do not have voting rights, nor count towards quoracy. Their role on the Board is devoid of liability, given that they are not appointed as Directors or Trustees. When Board vacancies arise, they may be invited to become full Board members dependent upon the Board's priorities and skills base at that time.

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. Co-optees are also asked to complete this affirmation.

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 University's Governance webpage [here](#).

Committees

There are four committees, one sub-committee, one project group and a discussion group:

- **Finance & Resources Committee** – this is a finance and general purposes committee which considers finance 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 Finance & Resources Committee also delegates authority to the **Digital & Physical Infrastructure 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 TIAA and the external auditors are Bishop Fleming; 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 Committee. The Audit Committee is responsible for reviewing the annual financial accounts.
- **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.
- **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 People Strategy, aside from that specifically for Senior Management.
- **Committee Chairs' Discussion Group** – Committee Chairs meet informally to review the plan of business and coordinate roles.

Reserved Business

At each meeting of the Board of Governors and its committees there may also be a reserved business meeting in 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.

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 decision by way of note and/or information only. On occasion, Part C – supplementary information - may be included. Governors are offered the opportunity to request that Part B/C items be 'unstarred' for discussion.
- Governors are asked to read papers in advance in order to provide an opportunity to raise questions at the meeting.
- 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. A nominee of an Affiliated University and the Chaplain of the University may also be invited to attend all meetings of the Board of Governors.

Quorum

- A meeting of Board of Governors is quorate (ie with sufficient attendees to conduct/approve business) if half or more of the Governors are present, and half or more of these are 'nominated' independent governors (ie Directly Appointed, Church Nominated or National Society Nominated).
- If you anticipate being unable to attend a meeting, or having to leave early, please inform the Governance Officer as it is essential that meetings continue to be quorate in order for business to be conducted effectively. 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 University's website](#).

Register of Members – 2023/24

Category	Name
Vice Chancellor / Ex-Officio	Prof Claire Taylor
Student Union (Elected)	Sarah Boyd
Academic Staff (Elected)	Fiona Nicholls
Professional Staff (Elected)	Esther Tonna-Morgan
Academic Staff (Senate Elected)	Dr Laura Wallis
Directly Appointed	Louise Bridgett
Directly Appointed	Kate Doodson
Directly Appointed	Matt Evans
Directly Appointed (Deputy Chair of Board)	Prof Patricia Hind
Directly Appointed (Chair of Board)	Graham Raikes, MBE
Directly Appointed (Deputy Chair of Board)	Emma van der Lugt
Directly Appointed	Duncan Swift
Directly Appointed	Jackie Westerman
Bishop Nominated	Rt Rev'd James Grier
Bishop Nominated	Rev'd Tatiana Wilson
Bishop Nominated	VACANCY
Bishop Nominated	VACANCY
National Society Nominated	Vicky Hatton
National Society Nominated	Alex Hawtin
Co-opted Member of the Board	Reena Bajaj
Co-opted Member of the Board	James Beckly
Co-opted Member of the Board	Guy Bolt
Co-opted Member of the Board	Rt Rev'd Dr Tim Dakin
Co-opted Member of the Board	Katherine George
Co-opted Member of the Board	Prof Mark Llewellyn
Co-opted Member of the Board	Prof John Scott CBE
Co-opted Member of the Board	Jennie Walker

Board Members' Pen Portraits & Declarations of Interest

Name, Membership Category, Pen Portrait
<p>Reena Bajaj - Co-opted Member of the Board</p> <p>Reena is a chartered accountant and a fellow of the Institute of Chartered Accountants in England and Wales with over 15 years working in both internal and external audit in public sector and research organisations. Reena is the internal audit manager for four UK Universities and works for PricewaterhouseCoopers LLP. Reena studied Economics and Business at University College London.</p> <p>Reena has previously been a school governor at a primary school and was also chair of the school's Business and Management Committee.</p> <p>Reena is a member of Finance & Resources Committee.</p>
<p>James Beckly - Co-opted Member of the Board</p> <p>James is a co-opted member of the Board of Governors.</p> <p>James' career spans national and international project management. James is Managing Partner of Ward Williams Associates, Property and Construction Consultants, with responsibility for developing the strategic business plan alongside running business operations.</p> <p>James is an experienced Chartered Project Management Surveyor and has worked for developers, consultants and construction managers. Within these fields, he has worked in various sectors, such as retail, mixed-use, residential, offices, leisure, sports, heritage, healthcare, public realm and infrastructure. James has professional memberships of MRICS (Royal Institution of Chartered Surveyors) and ACI Arb (Chartered Institute of Arbitrators).</p> <p>James grew up in the area and lives locally. He enjoys sailing, windsurfing and walking with his family.</p> <p>James is a member of the Digital and Physical Infrastructure Group.</p>

Guy Bolt – Co-opted Member of the Board

Guy has lived and worked in Plymouth for 15 years whilst raising his young family before making the move over the border to Torpoint.

Guy is a well -respected Chartered Quantity Surveyor with over 20 years’ experience of projects across the UK with commercial, residential, industrial, defence, marine, healthcare and education clients in the private and public sectors, working in multi-disciplinary teams. As a Registered Expert Witness as well as an Accredited Mediator, Guy is highly sought after by clients seeking to resolve disputes.

Guy is passionate about education and training the next generation, acting as a STEM Ambassador and undertaking the Counsellor role for RICS APC candidates. Guy also enjoys making music; playing drums, guitar, keyboard and singing badly.

Guy is a member of Governance & Nominations Committee and Digital & Physical Infrastructure Group.

Sarah Boyd - Student Union Elected Governor

Prior to election as MSU President, I studied BSc (Hons) Psychology. Throughout my time as a student, I enjoyed my time working as Women’s Officer in the Students’ Union, along with supporting students as a Residential Student Ambassador and Senior Residential Student Ambassador.

I have also enjoyed some of the many sports offered at Marjon, mainly including volleyball and netball.

I am excited to begin the process of implementing my manifesto, particularly on sustainability and student wellbeing. I am also excited to be a member of the Board of Governors, I am eager to share my own student experiences as well as be a representative of the student body at Marjon.

Sarah attends meetings of Finance & Resources Committee, People & Organisational Development Committee and is a member of Digital & Physical Infrastructure Group.

Louise Bridgett – Directly Appointed Governor

Louise is a Chartered Accountant and has lived in Plymouth for many years.

Having graduated from the University of Exeter, Louise joined PKF Francis Clark in 1997 where she qualified as a Chartered Accountant. She remained there until 2008 when she joined Plymouth City Council as a Group Accountant with the Corporate Team.

She rejoined PKF Francis Clark in 2012 as a Not for Profit specialist. Her portfolio includes many charity, education and housing clients and she has extensive sector expertise and experience. She advises her clients on financial reporting, governance and regulatory matters. Louise is passionate about the sector in which she works and enjoys building relationships with and advising her clients.

Louise is Deputy Chair of the Audit Committee.

Rt Rev'd Dr Tim Dakin – Co-opted Member of the Board

Tim is a co-opted Board member and a former Marjon student. He was born in Tanzania and grew up and later worked in Kenya. His tertiary education took place in the UK (BA, MTh, PhD), focussing on Theology & Sociology and Mission Spirituality. His interests include World Christianity and international studies. As Bishop of Winchester, Tim's national portfolio was Further & Higher Education. He oversaw the Church of England's new thinking on the contribution of FE & HE to the common good within a pluralist and post-secular world. Tim was previously on the Board of Winchester University (another Cathedrals Group University). He is now an active retiree, and lives in Plymouth with his wife Sally.

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.

Kate 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. <http://www.cosmic.org.uk/about-us/our-directors> <https://uk.linkedin.com/in/katedoodson>

Kate is a member of Finance & Resources Committee, Chair of Digital & Physical Infrastructure Group and a member of Chairs' Discussion Group.

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 practises 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.

Katherine George – Co-opted Member of the Board

Katherine is the founder of the multi-award winning, international social media agency Oh So Social, which provides comprehensive social media management, training and mentoring services, and online training platform Oh So Savvy. At the time of joining the Board, Katherine was one of just 8 Facebook Blueprint Lead Trainers in Europe and one of 24 Facebook and Instagram accredited #SheMeansBusiness mentors in the UK, Katherine has a wealth of expert social media knowledge and experience.

Both Katherine and Oh So Social have won a string of awards, including being named by Enterprise Nation as one of their Top Marketing Advisers three years running, and celebrated in Cornwall's 30 Under 30 list four times. The team has worked with a number of prestigious accounts including The Queen's Birthday Book and the global success that is The Man Engine project.

Katherine is a member of Finance & Resources Committee.

Rt Rev'd James Grier – Bishop Nominated Governor

James became Bishop of Plymouth in September 2022. He was born and brought up in Plymouth and returned to Devon 15 years ago. He has been ordained since 1998 and worked in Oxford, Birmingham and Exeter. Whilst in Devon, he has been the Mission Enabler for Exeter Diocese, encouraging and helping churches to live out their faith in their communities across Devon.

Prior to that, he began a multi-generational church working with young people with little or no interest in faith, particularly those studying at Exeter College. Throughout his ministry, James has worked in university cities and in churches with a significant commitment to working with students.

James is married to Liz. They have two sons, Josh and Toby.

James is a member of Governance & Nominations Committee.

Vicky Hatton – National Society Nominated Governor

Vicky is a Senior Associate at Browne Jacobson LLP specialising in education law. She has extensive experience and knowledge of the education sector and advises schools and academy trusts across the South West and nationally on legal and governance matters.

Vicky has been a volunteer in school governance since 2010, holding a range of roles including chair of governors. She is currently a Trustee of Askel Veur, the Diocese of Truro's Umbrella Company Ltd. Vicky lives in Cornwall with her husband and two young children.

Vicky is a member of Audit Committee.

Alex Hawtin – National Society Nominated Governor

Alex is a Chartered Accountant and has a decade of 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 at Babcock International Group, as Head of Strategic Pricing.

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 is a joint Deputy Chair of the Board, Chair of Finance & Resources Committee, Chair of Remuneration Committee, Deputy Chair of People & Organisational Development Sub-Committee and a member of Committee Chairs' Discussion Group.

Prof Mark Llewellyn – Co-opted Member of the Board

Mark has been Professor of English Literature at Cardiff University since 2017 having worked previously at Swansea, Liverpool and Strathclyde universities. Before joining Cardiff Mark spent six years as Director of Research at the Arts and Humanities Research Council (now part of UKRI), where he led on research and innovation strategy across all programmes ranging from postgraduate funding through to knowledge exchange via international partnerships and fellowships.

Alongside his own research and teaching, Mark has undertaken leadership, strategy and advisory roles throughout his career, both in the UK and internationally. He has served as a governing board member for EU initiatives including HERA (Humanities in the European Research Area) and the Joint Programme on Cultural Heritage, and as an advisor/consultant for projects with Historic England, DCMS, specialist HE providers in the arts sector, and a range of universities REF planning.

Mark is a member of Finance & Resources Committee and of Remuneration Committee.

Fiona Nicholls – Academic Staff Governor

Fiona is a senior lecturer in the Adventure Education and Outdoor Learning Team at the Institute of Education at Marjon. She is passionate about Marjon as a University and creating the best environments for experiential and alternative ways of learning. She is also passionate about making change for the best and sustainability.

Fiona believes in the empowerment of students through choice, about how they learn, how they are assessed, how they eat and exercise, their access to good health and well-being, and safe spaces to meet and explore different ways of being in the world. She is a part-time PhD student in the field of education asking; what is the value of 'leaving the comfort zone'? A critical examination of fear induced learning.

Experienced in leadership and management, including budget management within Devon and Plymouth City Council over 20 years in Youth and Community, Fiona still volunteers and sits on the committee as a member of Plymouth Youth Sailing and has done so since its initial development in 1999, then representing Plymouth City Council and now representing Marjon. When not with our students or being a PhD student herself, Fiona can almost always be found outdoors on the sea or in the mountains with friends.

Fiona is a member of Digital & Physical Infrastructure Group.

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. Having retired from full-time employment, in September 2018 Graham became a Non-Executive Director at University Hospitals Plymouth NHS Trust.

Graham is Chair of the Board, Chair of Governance & Nominations Committee, Deputy Chair of Finance & Resources Committee and a member of Remuneration Committee, People & Organisational Development Sub-Committee, Digital & Physical Infrastructure Group, the University's Healthcare Education Strategic Group and Committee Chairs' Discussion Group.

Prof John Scott CBE – Co-opted Member of the Board

John's career has been in Higher Education, where he has worked at the universities of Strathclyde, Leicester, Essex, and Plymouth. He is a sociologist who has published more than 40 books on the subject and has served on numerous national committees and bodies concerned with the A-level teaching, curriculum development, and research assessment. John has undertaken research visits to overseas universities in Europe and Asia, including visiting positions in Japan, Norway, and Hong Kong. He has Honorary Doctorates from Essex University and Edinburgh University.

An active member of his local community, he has been involved in committees concerned with transport development, heritage buildings, high street rejuvenation, and neighbourhood planning.

John is a member of Audit Committee, Remuneration Committee and People & Organisational Development Sub-Committee.

Duncan Swift – Directly Appointed Governor

Duncan is an Azets Partner who co-founded their Plymouth office in 2022.

It marks a return to the city where Duncan was based in the 1990's. Since then, he has become a nationally recognised farming & food production specialist, undertaking a related postgraduate degree and numerous high-profile food supplier business rescues.

Duncan provides regular media commentary on supermarket/supplier trading terms and the Groceries Supply Code of Practice and its Adjudicator. In 2019, Duncan authored the Lloyd's of London 'Evolving Risks in Global Food Supply' report. Duncan is a Chartered

Accountant and Licensed Insolvency Practitioner. In 2019/20, he was President of R3, the UK trade association for the restructuring and insolvency profession. He is a member of Plymouth Area Business Council. Duncan is a member of the Finance & Resources Committee.

Prof Claire Taylor – Vice-Chancellor (Ex Officio Governor)

Professor Claire Taylor joined Plymouth Marjon University as Vice-Chancellor and Chief Executive in May 2023, and was previously Deputy Vice-Chancellor at Wrexham Glyndŵr University. She studied Music and Education at the University of Cambridge and qualified as a teacher, working with learners of all ages for ten years before becoming a primary school Headteacher. She then moved into higher education, studying for her PhD at the University of Nottingham. She held roles of Dean and Pro Vice-Chancellor at two other values-based universities: Bishop Grosseteste in Lincoln and St Mary's University, London.

Reflecting the experience of many of Marjon's students, Professor Taylor was the first in her family to go to university and this continues to inspire her work. She holds a deep commitment to addressing areas of social inequality and to seeing individuals and communities flourish.

Professor Taylor has advised on a wide range of boards and panels across higher education, including with the Office for Students (TEF Panel and Advisory Group), Advance HE and the Higher Education Funding Council for Wales. She is a Principal Fellow of the Higher Education Academy and holder of an Advance HE CATE (Collaborative Award for Teaching Excellence). She is a Fellow of the Staff and Educational Development Association, a Fellow of the Royal Society of Arts and a Professional Affiliate Member of the Chartered College of Teaching. Claire is a Trustee of the Bible Society.

Professor Taylor is a member of the following: Finance & Resources Committee, Governance & Nominations Committee, People & Organisational Development Sub-Committee, Digital & Physical Infrastructure Group, the University's Healthcare Education Strategic Group and Committee Chairs' Discussion Group. Claire also attends Audit Committee and RemCom meetings (not for Reserved Business or for matters concerning her own performance or remuneration).

Esther Tonna-Morgan – Professional Services Staff Elected Governor

Esther is the Welcome Team Manager at Plymouth Marjon University; this is her first role within Higher Education. Esther notes that she joined during the pandemic "so it's been a steep learning curve in quite strange times!". Esther has a background in customer service as well as NHS healthcare and is also a former student of Marjon.

Esther enjoys meeting new people and sharing experiences as well as best practice. She delights in searching for alternative ways of working and was honoured to win the Marjon staff award for Curiosity in June 2021. When an opportunity equally excites and scares her, she is inclined to pursue it and step out of her comfort zone which is why Esther wanted to become a Governor.

Esther has quite a diverse career history including two different shoe shops, an ice rink and, just prior to joining Marjon, Esther was a Cancer Support Worker in the NHS.

Esther is an attendee of People & Organisational Development Sub-Committee.

Emma van der Lugt - Directly Appointed Governor

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 Business Partner at Church View Surgery, Plymstock, Plymouth.

Emma is (joint) Deputy Chair of the Board, Chair of Audit Committee, Deputy Chair of Remuneration Committee and of Governance & Nominations Committee, Deputy Chair of People & Organisational Development Sub-Committee, member of the University's Healthcare Education Strategic Group and of Committee Chairs' Discussion Group.

Jennie Walker – Co-opted Member of the Board

Jennie retired in 2022 after nearly 40 years in education. Her final role was as the inaugural CEO of a multi-academy trust encompassing 20 primary schools. Prior to this she was instrumental in the formation of, and led, one of the first multi-academy trusts in the country. She has been a headteacher in three areas of England and has been a governor throughout her career. Born and bred in Cornwall, Jennie went on to study at Homerton College, Cambridge.

During her career she delivered training on the primary curriculum in many countries including India, Qatar, United Emirates and Malaysia. She maintained a long term partnership commitment to a group of primary schools in Sikkim, India. She was always involved in school improvement and also worked as an Ofsted inspector across two decades.

She is still busy and involved in a range of activities. She helps to look after her young grand-daughter, Indiana. Jennie is a Branch Caseworker and Headteacher Mentor for the National Association of Headteachers. Jennie is an Executive Member of the Soroptimists, Trustee of Diamond Education Grant and is keen to get involved in enhancing life chances for women and girls all over the world.

Jennie is a member of Audit Committee and People & Organisational Development Sub-Committee.

Dr Laura Wallis – Academic Staff Governor (Senate)

Laura is the Marjon Business Lead and Senior Lecturer. She holds responsibility for the postgraduate business provision at Marjon. Her academic research focusses on lifestyle entrepreneurship within the lifestyle sports industry, flexible working, and work-life balance. Laura has particular interest in the role that lifestyle choices play in the creation of the entrepreneurial identity. Recent research projects have included evaluating how rural micro enterprises can be supported for business growth and development, and students' conceptualisations of entrepreneurial learning. Laura's academic background is in business, management, and entrepreneurship and she has teaching responsibilities in this area.

Laura attends meetings of Finance & Resources Committee.

Jackie Westerman – Directly Appointed Governor

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 member of Remuneration Committee and Chair of People & Organisational Development Sub-Committee.

Rev'd Tatiana Wilson – Bishop Nominated Governor

Tatiana became the vicar of the Parish of Eggbuckland with Estover in November 2023, a parish which includes Plymouth Marjon University, after a career in education spanning over 30 years.

Prior to taking up this role, Tatiana worked as Education and Chaplaincy Adviser for the Exeter Diocese. Her work focussed on supporting Church schools develop their Christian foundation, leadership development and support for vulnerable pupils.

She contributed to the development of [Church of England's Vision for Education](#). She has written resources for schools on supporting [good mental health](#) (in partnership with the Children's Society); [spiritual development](#); children with complex behaviour needs (NPQ for Leading Behaviour and Culture); and resources to support LGBTQI+ inclusion. She established [Learn Teach Lead RE](#) a SW initiative to improve the quality of Religious Education in all schools in the SW through addressing unmet needs. She has chaired the national network of diocesan advisers supporting collective worship.

Previously, Tatiana was a Lecturer in Education at both Exeter and Plymouth Universities and a Board Member of the National Primary Teacher Education Council. She has published in academic journals and books and contributed to research conferences in the UK and abroad.

Name of Board Member	Declaration of Interest
Prof Claire Taylor	Chair, Quality and Standards Panel – St Padarn’s Institute, Church of Wales; Member, Leadership and Management Strategic Advisory Board, AdvanceHE; Honorary Fellow – Bishop Grosseteste University; Trustee – Bible Society.
Sarah Boyd	President and Chair of Board of Trustees - Marjon Student Union
Fiona Nicholls	Senior Lecturer – Marjon; Committee Member – Plymouth Youth Sailing
Esther Tonna-Morgan	Welcome Team Manager - Marjon
Dr Laura Wallis	Business Lead and Senior Lecturer – Marjon; External Examiner – University of Gloucester; Chartered Management Institute – Member; Institute of Small Business and Enterprise – Member; Enterprise Educators UK – Member; External Moderator for City College Plymouth’s Access to HE Business course, through CAVA (the qualification provider).
Louise Bridgett	Director, PKF Francis Clark, Chartered Accountants; former colleague (but not with line management responsibilities) of Simon Arthurs at Plymouth City Council 2008-2012, where Louise was Group Accountant.
Kate Doodson	Exec Director/Joint CEO - Cosmic; Non Exec Director - South Devon College; Steering Group Member - South West Cyber Security Cluster; Steering Group Member - ICE SW Infrastructure Panel
Matt Evans	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. Exec Director – Cedar Court (Rockbeare) Management Company Ltd (unremunerated, to manage shared areas of residential housing development). Spouse is administrator of St Peter’s CofE Aided School, Exeter.
Prof Patricia Hind	Exec Director - B2B Insights Ltd; Professor of Management Development - Ashridge Executive Education at Hult International Business School; Trustee - British Psychological Society; Chair - Education and Training Board
Graham Raikes, MBE	Nil
Emma van der Lugt	Business Partner - Church View Surgery, Plymstock, Plymouth; Surgery Partner - Mewstone Primary Care Network. Spouse is Operations Manager, International Slate Supplies.
Duncan Swift	Partner – Moore (South) R&I LLP; Partner – Azets Holdings Limited; Member – Plymouth Area Business Council; Governor – The Mount Kelly Foundation; Fellow – Institute of Chartered Accountants in England and Wales (ICAEW); Past-President & Honorary Member, R3 Association of Business Recovery Professionals.
Jackie Westerman	Head of Leadership Development, BBC; Exec Director – YJW Change Consultants; Guest lecturer – University of Plymouth.
Rt Rev’d James Grier	Bishop of Plymouth; Director - Exeter Diocesan Board of Finance; Governor – Plymouth College; Trustee – Transforming Plymouth Together; Trustee – South West Ministry Training Course.
Rev’d Tatiana Wilson	Vicar - Parish of St Edward’s Eggbuckland with Estover (Forder Valley Mission Community)

Vicky Hatton	Trustee – Askel Veur (Diocese of Truro Umbrella Company Ltd); Solicitor – Browne Jacobson Ltd.
Alex Hawtin	Head of Strategic Pricing – Babcock International; Fellow – Association of Certified Chartered Accountants (ACCA)
Reena Bajaj	PricewaterhouseCoopers – Manager (Reena will withdraw from any discussions concerning the University’s investment portfolio.
James Beckly	Seedling Homes – Exec Director; Whitebox Construction – Exec Director; Ward Williams Holdings – Exec Director; MWJV Ltd – Exec Director; Ward Williams LLP – Designated Member; Constructing Excellence South West – Board Member.
Guy Bolt	Senior Associate, Bailey Partnership (Consultants) LLP; Member – Royal Institution of Chartered Surveyors; Member – South West Association of Mediators
Rt Rev’d Dr Tim Dakin	Chair - Anglican Missioners of Africa Development and Education Trust (AMADET)
Katherine George	Director – Oh So Social; Director – Oh So Savvy; Member – Community Led Local Development
Prof Mark Llewellyn	Director – Llewellyn McLaren Consulting Ltd; Professor of English Literature – Cardiff University; Governance roles with Ted Wragg Multi-Academy Trust, Exeter: Governor/Vice-Chair of Board – Isca Academy; Member of Local Governing Board - Matford Brook Academy; Chair of Local Governing Board - Whipton Barton Federation; Fellow – English Association.
Prof John Scott, CBE	Council Member (Trustee) – British Academy (Governing Council); Council Member (Trustee) – Academy of the Social Sciences (Governing Council); Member - Lostwithiel Town Team; Member - Lostwithiel Business Group; Member - British Sociological Association; Fellow – Academy of Social Sciences; Fellow – British Academy
Jennie Walker	Communications Officer and Executive Member – Soroptimist International (St Austell & District); Trustee – Diamond Education Grant; Branch Caseworker and Headteacher Mentor – National Association of Headteachers
Chancellor	
Rt Rev'd Nick McKinnel	Trustee, Devon UNESCO Biosphere; former Bishop of Plymouth; Governor, Blundells School; High Sheriff of Devon 2023
Executive Leadership Team	
Prof Michelle Jones	External Panel Member - Reader and Professorial Appointment Panel, Bishop Grosseteste University, to June 2021; External PhD Supervisor; Southampton Solent University; grant reviewer for various bodies including BA, ESRC; Independent Trustee – University College of Estate Management (UCEM).
Katy Willis	Board Member (on behalf of the University) - Lord Cavendish Lecture
Simon Arthurs	Small Uni Rep for BUFDG Learning and Development Committee. Spouse works at Plymouth City Council as Senior Project Manager - PCC is a key partner of the University but any conflict is unlikely.
Lucy Pengelly	Nil
Stephen Plant	Non Exec Director (on behalf of the University) at Plymouth College - not aware of/involved with any transactions PMU and PC.

Board member(s) whose term of office ended in 2023-24:

Ruth Mounstephen	Trustee – Bosence Farm Community; Member – Church Commissioners’ Bishoprics and Cathedrals Committee. Spouse is Bishop of Truro.
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Key:	Ex-Officio	Student Elected	Staff Elected	Nominated: Directly Appointed	Nominated: Church	Nominated: National Society	Co-optee
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Section 2: Roles and Responsibilities

Powers and Duties of the Board of Governors

The Statement of the Board of Governors' Responsibilities follows on page 27.

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 University Secretary 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 University Secretary 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 aim to attend any induction activities arranged by the University and should participate, as appropriate, in training events such as those organised by Advance HE, which will be drawn to their attention by the Governance Officer.
- f) 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.
- g) 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 or stand for election (in the case of Staff Governors) 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 for Nominated Governors, but no such Governor may serve for more than nine years.
- h) Should any Governors have any concerns or wish to report any matter under the Whistleblowing Policy, they are encouraged to do so via Lucy Pengelly, Director of People and Organisational Development lpengelly@marjon.ac.uk

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 Board members agree to abide by the Code.

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

- Plymouth Marjon University Articles of Association
- Plymouth Marjon University Counter Fraud and Anti-Corruption Policy
- The CUC Higher Education Code of Governance

Principles of Public Life

In the performance of their duties, Board members 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

Board members 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) Acknowledge that an individual Board member has no legal authority outside the meetings of the Board of Governors and its committees;
- g) Understand that an individual Board member 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 Board member to benefit himself or herself or other individuals or agencies, in accordance with the University Counter Fraud 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 Board member 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 Board member of a public institution including the need to promote public accountability for the actions and performance of the University Board of Governors;
- n) 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;

- 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 comprise Holders of Senior Posts, save that the Vice-Chancellor, Chaplain and University Secretary shall always be Holders of Senior Posts;
- the assignment of duties to the Vice-Chancellor;
- the approval of 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 Governing Body 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 University 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:

- i) 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.
- j) 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 University Secretary in any case of uncertainty.
- k) should ensure that the Committee exercises collective responsibility.
- l) 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

- m) Action should be reported to the next meeting of the Committee.

- n) 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

- o) The Chair will receive feedback on his/her performance as part of the process for effectiveness reviews.
- p) Committee Chairs will be required to meet with the Chair of the Board and other Committee Chairs as required.
- q) The Chair is required to follow Committee protocols.
- r) 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 the 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 University Secretary 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.
- 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 University Secretary, taking care to ensure that any other duties the University Secretary 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 University Secretary 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 University Secretary. 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 Governance Code of Practice, 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 University Secretary & Registrar to ensure 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(s) 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 directive 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 Governing Body

The Board of Governors shall not delegate to any person who is not a Governor or to any body 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 in accordance with the University's Financial Regulations, as approved by the Governing Body.
- the Board of Governors shall initially establish a finance 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
- An Elected Governor may be a member of one of the committees, or may attend such meetings (without being a member) in either case at the invitation of the Chair from time to time of that committee.
- A member of the finance 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 the 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) note 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:

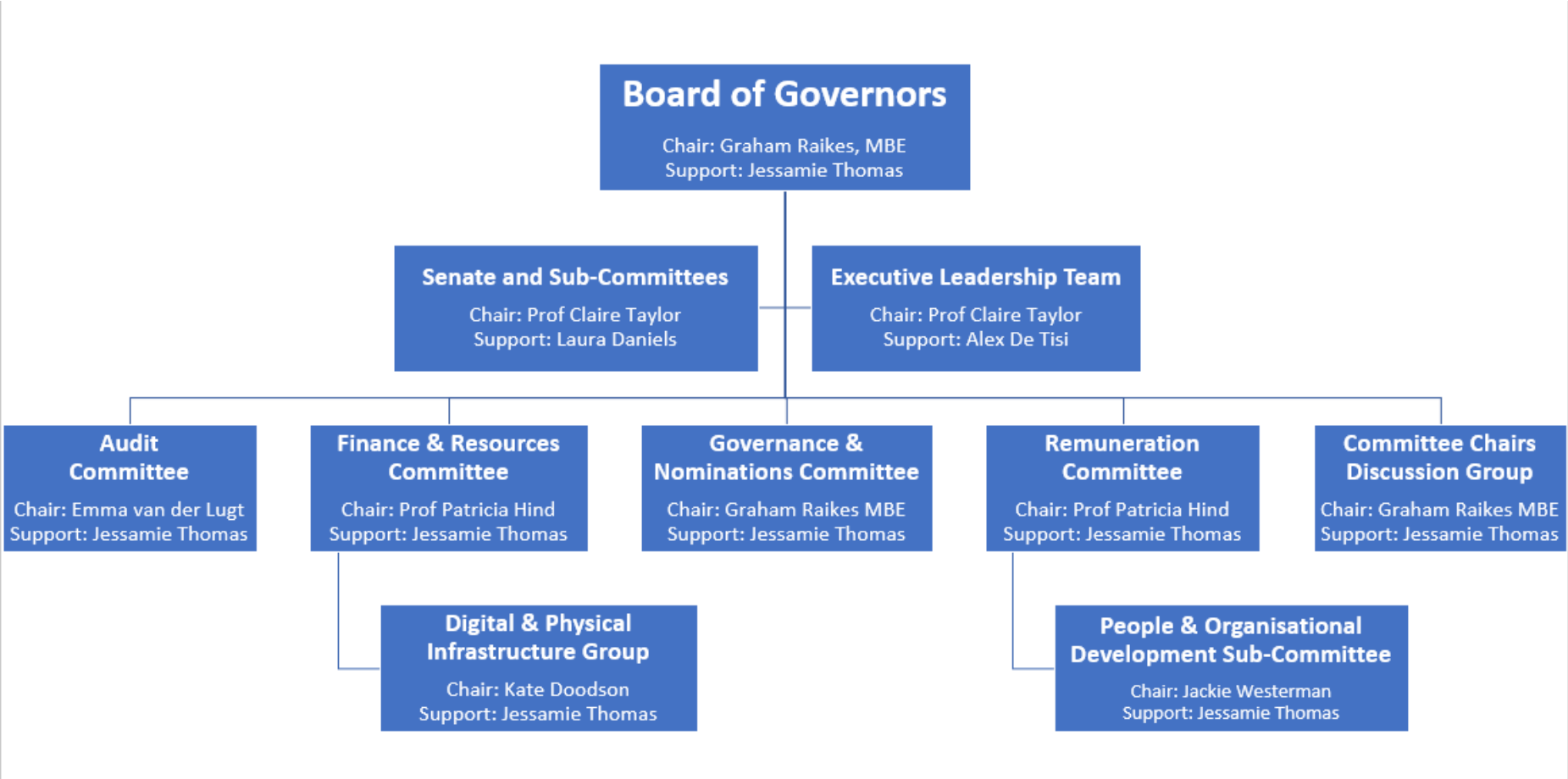
- Audit Committee
- Finance & Resources Committee
 - Digital & Physical Infrastructure Group
- Governance & Nominations Committee
- Remuneration Committee
 - People & Organisational Development Sub-Committee
- Committee Chairs Discussion group

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 Board members.

The Board of Governors may 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.

Diagram of the Board & Committee Structures



Committee Membership

Audit Committee	
Governor, Joint Deputy Chair of Board	Emma van der Lugt (Chair)
Governor	Louise Bridgett (Deputy)
Governor	Victoria Hatton
Co-opted Board Member	Prof John Scott, CBE
Co-opted Board Member	Jennie Walker
Attendees:	
Vice-Chancellor	Prof Claire Taylor
Chief Operating Officer & Director of Finance	Simon Arthurs
University Secretary & Registrar (Company Secretary)	Stephen Plant
Governance Officer (note-taker)	Jessamie Thomas
Internal Auditors	TIAA
External Auditors	Bishop Fleming
Finance & Resources	
Governor, Joint Deputy Chair of Board	Prof Patricia Hind
Governor, Chair of the Board	Graham Raikes, MBE
Vice-Chancellor	Prof Claire Taylor
Governor	Kate Doodson
Governor	Duncan Swift
Co-opted Board Member	Reena Bajaj
Co-opted Board Member	Katherine George
Co-opted Board Member	Prof Mark Llewellyn
Attendees:	
Chief Operating Officer & Director of Finance	Simon Arthurs
Deputy Vice-Chancellor & Provost	Prof Michelle Jones
Student Governor	Sarah Boyd
Staff Governor	Dr Laura Wallis
Governance Officer (note-taker)	Jessamie Thomas

Governance & Nominations Committee	
Governor, Chair of the Board	Graham Raikes, MBE (Chair)
Governor, Joint Deputy Chair of the Board	Emma van der Lugt (Deputy)
Vice-Chancellor	Prof Claire Taylor
Governor	Matt Evans
Governor	Rt Rev'd James Grier
Attendees:	
Co-opted Board Member	Guy Bolt
University Secretary & Registrar	Stephen Plant
Governance Officer (note-taker)	Jessamie Thomas
Remuneration Committee	
Governor, Joint Deputy Chair of the Board	Prof Patricia Hind (Chair)
Governor, Joint Deputy Chair of the Board	Emma van der Lugt (Deputy)
Governor, Chair of the Board	Graham Raikes, MBE
Governor	Jackie Westerman
Attendees:	
Co-opted Board Member	Prof Mark Llewellyn
Co-opted Board Member	Prof John Scott, CBE
Vice-Chancellor (not for matters related to her own performance or remuneration)	Prof Claire Taylor
Director of People & Organisational Development	Lucy Pengelly
Governance Officer (note-taker)	Jessamie Thomas
Digital & Physical Infrastructure Group	
Governor	Kate Doodson (Chair)
Governor	(Deputy)
Vice-Chancellor	Prof Claire Taylor
Deputy Vice-Chancellor & Provost	Prof Michelle Jones
Co-opted Board Member	James Beckly
Co-opted Board Member	Guy Bolt
Student Governor	Sarah Boyd
Chief Operating Officer & Director of Finance	Simon Arthurs

Head of Estates	John Chadwick
Project Manager (Sustainability)	Peter Kay
Staff Governor	Fiona Nicholls
Attendee:	
Governance Officer (note-taker)	Jessamie Thomas
People & Organisational Development Sub-Committee	
Governor	Jackie Westerman (Chair)
Governor, Joint Deputy Chair of the Board	Prof Patricia Hind (Deputy)
Governor, Joint Deputy Chair of the Board	Emma van der Lugt
Governor, Chair of the Board	Graham Raikes, MBE
Vice-Chancellor	Prof Claire Taylor
Attendees:	
Student Governor	Sarah Boyd
Co-opted Board Member	Prof John Scott, CBE
Co-opted Board Member	Jennie Walker
Director of People & Organisational Development	Lucy Pengelly
Professional Services Staff Governor	Esther Tonna-Morgan
Governance Officer (note-taker)	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(s)
Board of Governors	Graham Raikes, MBE	Prof Patricia Hind, Emma van der Lugt
Audit Committee	Emma van der Lugt	Louise Bridgett
Finance & Resources Committee	Prof Patricia Hind	Graham Raikes, MBE
Digital & Physical Infrastructure Group	Kate Doodson	Vacancy
Governance & Nominations Committee	Graham Raikes, MBE	Emma van der Lugt
Remuneration Committee	Prof Patricia Hind	Emma van der Lugt
People & Organisational Development Sub-Committee	Jackie Westerman	Prof Patricia Hind

Meeting frequency

- Audit Committee meets three times per year.
- Finance & Resources Committee meets four times per year.
- Digital & Physical Infrastructure Group meets as required.
- Governance & Nominations Committee meets three times per year.
- Remuneration Committee meets twice per year.
- 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 (see Section) 4.

The Articles and CUC Codes 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:

- No fewer than three members or co-opted members (inclusive of the Chair of the Committee) provided that the majority of members are Governors.

In attendance:

- Vice-Chancellor
- Finance Director
- University Secretary
- Governance Officer
- Representative of the Internal Auditors
- 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. An Elected Governor may be a member of the Committee, or may attend meetings (without being a member) at the invitation of the Committee Chair (under Article 27.4 of the Articles of Association).

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 Finance Director 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 Governors.

4. Frequency of meetings

4.1 Meetings shall normally be held at least three times each financial year. The external auditors, internal auditors or Marjon 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;
 - v. ensure appropriate insurance arrangements are in place for the University.

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.

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 the 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 Audit Committee
- Chair of Finance & Resources Committee
- Chair of Remuneration 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, Chancellor and University Secretary may also be invited to join the meetings as required

3. Frequency & Quoracy

Meetings will be called as required. Meetings of Chairs may take place without full attendance. Meetings may also take place by email and conference call.

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:

- i. Chairs are aware of the wider business being undertaken
 - ii. 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 the Committee Chairs' Discussion Group. Any actions or discussion 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.

DIGITAL & PHYSICAL INFRASTRUCTURE GROUP

TERMS OF REFERENCE

Serviced by: Governance Officer

Reports to: Finance & Resources Committee

1. Constitution

- 1.1 The Finance & Resources Committee has established a task group of the Board of Governors known as the Digital & Physical Infrastructure Group on which Board Members and Staff Members may serve together.

2. Membership & 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
 - Chair of the Finance & Resources Committee
 - Vice-Chancellor
 - Deputy Vice-Chancellor & Provost
 - Chief Operating Officer (& Finance Director)
 - Head of Estates and Campus Development
 - Student Union President
 - Other Members of the Finance & Resources Committee
 - Other Board Members
 - Other Staff members
- 2.2 The majority of members must be Board Members (Governors and Co-optees).
- 2.3 The Committee's Chair shall be a member of the Board of Governors and shall be appointed by the Board of Governors on the recommendation of the Governance & Nominations Committee.
- 2.4 Governors who are not members of the group may be invited to attend meetings of the group by the Chair. Other senior staff may attend where appropriate by invitation of the Chair.
- 2.5 The Marjon Student Union President may nominate their deputy or successor to represent them on the group.

- 2.6 A quorum exists when no fewer than three members are present. The majority must be Board Members (ie Governors and Co-optees).
- 2.7 It is recommended that at least one and preferably two members of the Digital & Physical Infrastructure Group should have experience in digital technology, construction, property development, leading big construction projects or similar.

3. Frequency of meetings

- 3.1 The Digital & Physical Infrastructure Group shall meet as required.

4. Authority

- 4.1 The Finance & Resources Committee delegates authority to the Digital & Physical Infrastructure Group to lead governors' engagement with the development of strategies and plans relating to existing and future campus and digital developments, reporting to and where necessary advising, the Finance & Resources Committee.
- 4.2 The Digital & Physical Infrastructure Group is not empowered to approve any expenditure or to take formal decisions with regard to estates developments as these matters are the responsibility of the Finance & Resources Committee (on which it reports to the Board of Governors), and the Board itself. The group must, however, ensure that these matters are adequately monitored and that the information provided to the Finance & Resources Committee, and the Board, is accurate and complete.
- 4.3 The group can be dissolved at any time by the Governing Body.

5. Duties

The principal duties of the Digital & Physical Infrastructure Group are to:

- 5.1 Retain an overview of the Campus Development Plan and Digital Strategy, ensuring that these remain current and fit for purpose, making recommendations to the F&R Committee for amendment;
- 5.2 Actively monitor and promote the integration of the Marjon Estate and digital plans with business, council and multi-agency partners so as to strengthen the strategic role that our campus and estate plays both regionally and sub-regionally to further enhance student experience and employability;
- 5.3 Receive and comment on reports monitoring on the current physical nature and condition of the University campus, including its buildings, facilities, landscaping and infrastructure; and of the nature and issues surrounding its virtual estate including networks, software, devices, websites and data. To also be a conduit for assurance on the cyber security.

- 5.4 Receive and comment on reports which monitor current and proposed physical and virtual developments on or near the University campus, including the development of new projects, buildings or facilities, landscaping and infrastructure;
- 5.5 Receive reports from the Finance & Resources Committee on the financial situation in relation to capital funding for estates and digital technology matters;
- 5.6 To advise the Finance & Resources Committee, and Board of Governors, on the implications of current and proposed campus and digital developments. The Executive Leadership Team will continue to have day to day responsibility for the physical and virtual estate and for development and delivery of these Strategies;
- 5.7 To oversee liaison with external agencies regarding current and proposed developments. In particular, to maintain an overview of current planning applications and the implications of proposed developments for existing planning consents;
- 5.8 To oversee consultation with external and internal communities and stakeholders about current and proposed physical and virtual developments;
- 5.9 To maintain oversight of the task and management of specific estates development projects, and report and recommend to the Finance & Resources Committee as necessary;
- 5.10 To ask for reports as needed on the strategic use of space in University buildings, making recommendations when appropriate to the Finance & Resources Committee.
- 5.11 To receive reports from the curriculum planning perspective on future needs and requirements for digital and innovative technology.

6. Reporting procedures

- 6.1 Formal minutes are not required, but notes of meetings will be circulated to the Finance & Resources Committee and 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 include:

- No fewer than four members or Co-opted members (inclusive of the Chair of the Committee) provided that the majority of members are Governors.

In attendance:

- Finance Director
- University Secretary
- 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 An Elected Governor may be a member of the Committee, or may attend meetings (without being a member) at the invitation of the Committee Chair (under Article 27.4 of the Articles of Association). Other senior staff attend, where appropriate, by invitation of the Committee Chair.

- 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 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 & 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. The majority must be Governors.

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 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;
- 5.4 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;
- 5.5 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;
- 5.6 Monitor the implementation of major estates and facilities projects, ensuring compliance with all relevant legal, value for money and good practice criteria;
- 5.7 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;
- 5.8 Receive reports relevant to the institutional Annual Business Planning Process;
- 5.9 Receive reports to monitor progress against designated KPIs from the Strategic Plan, including those related to the areas of responsibilities of the Committee;
- 5.10 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;
- 5.11 Receive reports on any fraudulent and whistleblowing activities;
- 5.12 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 An Elected Governor may be a member of the Committee, or may attend meetings (without being a member) at the invitation of the Committee Chair (under Article 27.4 of the Articles of Association).

- 2.2 Members are nominated by the Governance & Nominations Committee, approved by the Board of Governors and comprise:

- No fewer than three members or co-opted members (inclusive of the Chair of the Committee) provided that the majority of members are Governors.

Members should include:

- Chair of the Board of Governors (Chair)
- Deputy Chair of the Board of Governors (Deputy)
- Vice-Chancellor

In attendance

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

- 2.3 A quorum exists when no fewer than three members are present. The majority must be Governors.

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 (b) and (c) of the Articles of Association, act as a consultative body when the Bishop of Exeter is identifying and assessing the suitability of potential nominees;
 - 4.2.3 determine how to publicise vacancies for Governors and holders of senior posts, where appropriate;
 - 4.2.4 having assessed a candidate's skills and experience, and having regard to the need to ensure a balanced and diverse Governing Body, 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 Chancellor, the Chair and the Deputy Chair(s) 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. To examine 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.

PEOPLE & ORGANISATIONAL DEVELOPMENT SUB-COMMITTEE

TERMS OF REFERENCE

Serviced by: Governance Officer

Reports to: Board of Governors

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 Senior Management Team 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 Governors as required
- Other Co-opted Members as required

And will also include:

- Vice-Chancellor

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

- Deputy Vice-Chancellor
- Director of People & Organisational Development
- 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 quorum exists when no fewer than three members are present. The majority must be Governors.

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.

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 Governors 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 Governors
- Co-opted members as required

In attendance (as required):

- Vice-Chancellor (not for matters relating to their own performance or remuneration)
- Deputy Vice-Chancellor (not for matters relating to their own performance or remuneration)
- Director of People & Organisational Development (not for matters relating to their own performance or remuneration)
- Governance Officer

2.3 The Chair of the Board shall not be eligible to chair the committee. An Elected Governor may be a member of the Committee, or may attend meetings (without being a member) at the invitation of the Committee Chair (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 additional members 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 University Secretary and University Chaplain will also be 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.

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

- "The Vice-Chancellor, Chaplain and University Secretary, and such other postholders as the Governing Body may determine from time to time in accordance with Article 25.1.4"

- 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.

SENATE

TERMS OF REFERENCE

Serviced by: Academic Standards Officer

Reports to: 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, Senate shall be responsible for considering the development of the academic activities of Plymouth Marjon University² and the resources needed to support them, and advice to the Vice-Chancellor, the Executive Leadership 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

² Plymouth Marjon University is a trading name of the University of St Mark & St John.

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 the Office for Students and other funding agencies or their successor bodies, notifying the Board of Governors, and also against the agreed strategic Key Performance Indicators (KPIs), via the University Board of Studies:
- 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, Executive Leadership 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 and Provost (Deputy Chair)
- The Pro Vice-Chancellor (Student Success)
- The Deans
- The University Secretary and Registrar (Secretary)
- The Head of Careers and Employability
- The Head of Library
- The Head of Quality and Standards
- The Head of Student Wellbeing and Support
- 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 Deputy Vice-Chancellor and Provost, who are not sabbatical officers of the Student Union.

Membership may also include an alumnus of the University, nominated by the Deputy Vice-Chancellor and Provost.

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, the Deputy Vice-Chancellor and Provost (or, exceptionally, by a member of the Executive Leadership 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:

- Academic Strategy, Planning and Partnerships Committee (ASPPC)
- Teaching, Learning and Academic Quality Committee (TLAQC)
- Research and Knowledge Exchange Committee (RKEC)

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

5.3 The confirmed minutes of each Associated Committee will be circulated to 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.

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