

Board of Governors

Handbook

2024/25

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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** – Kate Doodson, Emma van der Lugt
- **Governance Officer** – Jessamie Thomas, jthomas@marjon.ac.uk

Members – up to 19 Governors , plus Co-opted Board Members (see below)

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. 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. Co-optees will be invited to attend committee meetings, Board Strategy Days and Board Development Days. Their attendance at Board meetings is welcome, but not a requirement of the role.

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.
- **Digital & Physical Infrastructure and Transformation (DPIT) Committee** – was set up as a Committee in March 2025, having previously been a task group reporting into F&R Committee. Its remit is the digital and physical estate, technology data and transformation. Terms of Reference (ToR) to follow.
- **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.
- Board Members are asked to read papers in advance in order to provide an opportunity to raise questions at the meeting.
- Board Members 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 – Board Members’ pen portraits can be found on the University website [via this link](#).

Category	Name
Vice Chancellor / Ex-Officio	Prof Claire Taylor
Student Union (Elected)	Liam Williams
Academic Staff (Elected)	Fiona Nicholls
Professional Staff (Elected)	Pete Waterfield
Academic Staff (Senate Elected)	Dr Laura Wallis
Directly Appointed	Guy Bolt
Directly Appointed	Prof Mark Llewellyn
Directly Appointed (Deputy Chair of Board)	Emma van der Lugt
Directly Appointed (Chair of Board)	Graham Raikes, MBE
Directly Appointed	Prof John Scott, CBE
Directly Appointed	Jackie Westerman
Directly Appointed	VACANCY
Directly Appointed	VACANCY
Bishop Nominated	Steven Adjei
Bishop Nominated	Rt Rev’d James Grier
Bishop Nominated	Rev’d Tatiana Wilson
Bishop Nominated	VACANCY
National Society Nominated (Deputy Chair of Board)	Kate Doodson
National Society Nominated	Vicky Hatton
Co-opted Member of Audit Committee	Louise Bridgett
Co-opted Member of the Board	Rt Rev’d Dr Tim Dakin
Co-opted Member of F&R Committee	Eugene McCrossan

Register of Members' Interests

Name	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; Trustee - Bible Society; Member, Audit and Risk Committee – Universities UK; Honorary Fellow – Bishop Grosseteste University; Director – Marjon South West Ltd.
Liam Williams	President and Chair of Board of Trustees - Marjon Student Union
Fiona Nicholls	Senior Lecturer – Marjon; Committee Member – Plymouth Youth Sailing
Dr Laura Wallis	Business Lead and Senior Lecturer – Marjon; External Examiner – University of Gloucester; External Moderator – CAVA Access to HE – City College Plymouth; Member - Chartered Management Institute; Member - Enterprise Educators UK
Pete Waterfield	Head of IT and Digital Services – Marjon
Guy Bolt	Senior Associate/Chartered Quantity Surveyor - Bailey Partnership (Consultants) LLP; Member – Royal Institution of Chartered Surveyors; Member – South West Association of Mediators
Graham Raikes, MBE	Director – Tavistock Golf Club Trading Ltd.; Director – Marjon South West Ltd.
Prof Mark Llewellyn	Professor of English Literature and Head of School – Cardiff University; Chair of Local Governing Board - Whipton Barton Federation; Fellow – English Association
Emma van der Lugt	Business Partner - Church View Surgery, Plymstock, Plymouth; Surgery Partner - Mewstone Primary Care Network
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
Jackie Westerman	Head of Leadership Development - BBC; Exec Director – YJW Change Consultants; Guest Lecturer – University of Plymouth
Steven Adjei	Non-Exec Director – Adinkra Health Ltd.; Strategy Consultancy – The Strategy Boutique; Henry House International – Non Exec Advisor/Board Member; Royal Pharmaceutical Society of Great Britain – Member; Association of Business Mentors - Member
Rt Rev'd James Grier	Bishop of Plymouth; Non Exec 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)

Kate Doodson	Chief Transformation, Performance and Digital Officer – Brandon Trust; Non Exec Director - South Devon College; Steering Group Member - South West Cyber Security Cluster; Steering Group Member (digital) - ICE SW Infrastructure Panel. Fellow - British Computer Society; Ten Tors Volunteer – Uffculme School
Vicky Hatton	Director – Askel Veur (Diocese of Truro Umbrella Company Ltd); Partner - Browne Jacobson Ltd.
Louise Bridgett	Director - PKF Francis Clark, Chartered Accountants. Audit Engagement Principal for City College Plymouth.
Rt Rev'd Dr Tim Dakin	Chair - Anglican Missioners of Africa Development and Education Trust (AMADET)
Eugene McCrossan	Chief Operating Officer - London Metropolitan University; Exec Director – EJMC Consulting Ltd., Associate – Chartered Management Accountant – ACMA and CGMA
Chancellor	
Rt Rev'd Nick McKinnel	Rector of Chagford; Trustee - Devon Historic Churches Trust; Governor - Blundells School
Executive Leadership Team	
Prof Michelle Jones	Grant reviewer for various bodies including BA, ESRC; Independent Trustee – University College of Estate Management (UCEM).
Ann Holman	Trustee, Devon Air Ambulance Trust; Trustee – Devon Community Foundation; Exec Director – Ann Holman Company Ltd.
Lucy Pengelly	Nil
Karl Smith	Nil

Board members whose term of office ended in 2024-25:

Alex Hawtin	Head of Strategic Pricing – Babcock International; Fellow – Association of Certified Chartered Accountants (ACCA)
James Beckly	Exec Director - Seedling Homes; Exec Director – Whitebox Construction; Exec Director - Ward Williams Holdings; Exec Director - MWJV Ltd.; Designated Member - Ward Williams LLP; Board Member - Constructing Excellence Southwest
Katherine George	Director – Oh So Social; Director – Oh So Savvy
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)
Prof Patricia Hind	Exec Director - B2B Insights Ltd; Professor of Management Development - Ashridge Executive Education at Hult International Business School; Trustee and Chair of Education and Training Board - British Psychological Society
Reena Bajaj	Senior Manager - PricewaterhouseCoopers (Reena to withdraw from any discussions concerning the University's investment portfolio); Fellow – Institute of Chartered Accountants in England and Wales (ICAEW)
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
Jennie Walker	President / Executive Member - Soroptimist International (Kernow Soroptimists); Trustee – Diamond Education Grant; Branch Caseworker and Headteacher Mentor – National Association of Headteachers

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 Board Member (Governors and Co-optees)

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, Executive Director of People and Culture 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:

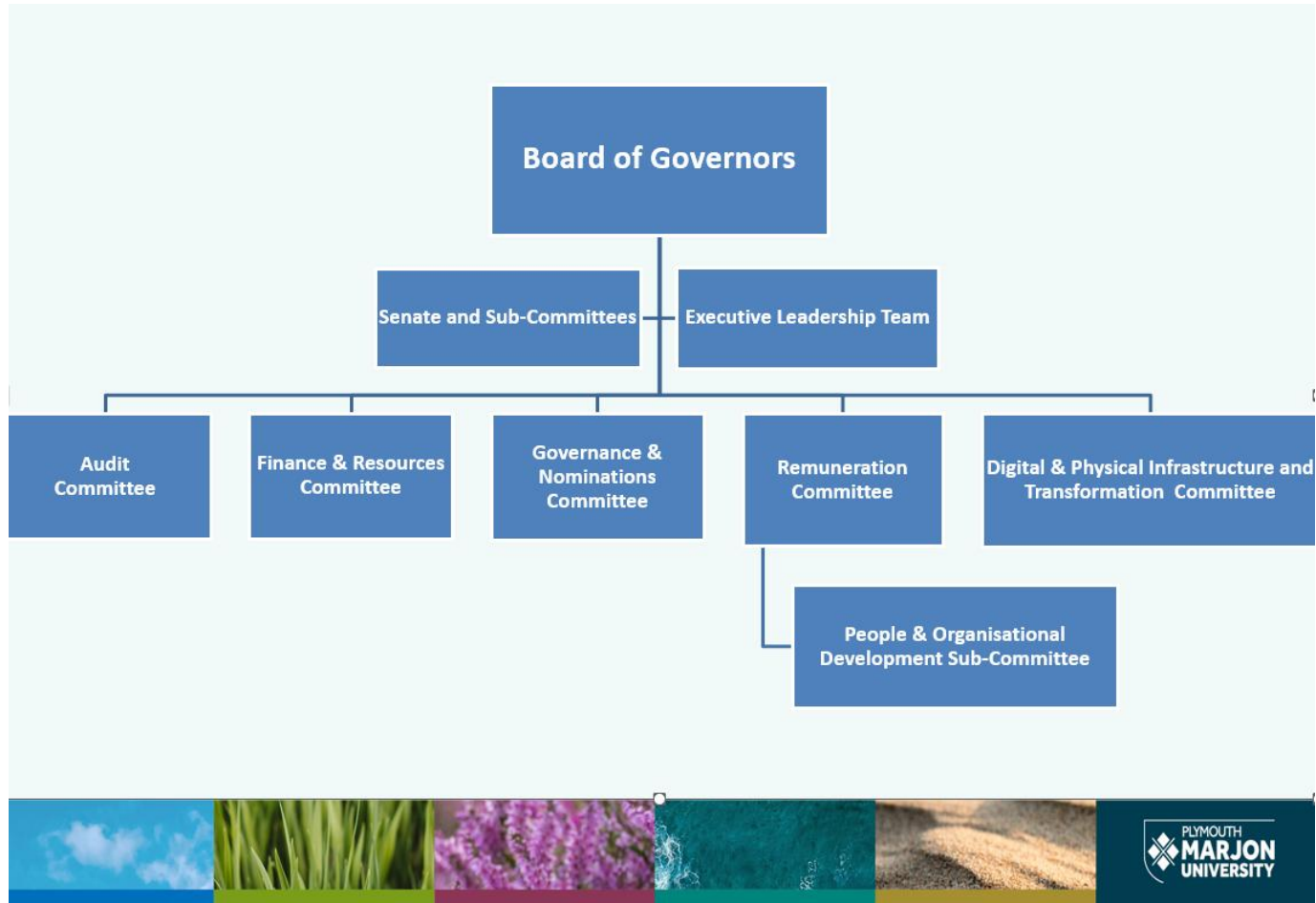
- Audit Committee
- Finance & Resources Committee
 - Digital & Physical Infrastructure Group
- Governance & Nominations Committee
- Remuneration Committee
 - People & Organisational Development Sub-Committee
- Committee Chairs Discussion group

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	Victoria Hatton
Governor	Prof John Scott, CBE
Co-opted Committee Member	Louise Bridgett
Attendees:	
Vice-Chancellor	Prof Claire Taylor
Chief Operating Officer	Ann Holman
Interim Finance Director	Karl Smith
Governance Officer (note-taker)	Jessamie Thomas
Internal Auditors	TIAA
External Auditors	Bishop Fleming
Finance & Resources	
Governor	Prof Mark Llewellyn (Chair)
Governor, Chair of the Board	Graham Raikes, MBE (Deputy)
Vice-Chancellor	Prof Claire Taylor
Governor, Joint Deputy Chair of the Board	Kate Doodson
Co-opted Committee Member	Eugene McCrossan
Attendees:	
<i>Members of Executive Leadership Team, as required</i>	
Interim Finance Director	Karl Smith
Student Governor	Liam Williams
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, Joint Deputy Chair of the Board	Kate Doodson
Governor	Guy Bolt
Governor	Rt Rev'd James Grier
Attendee:	
Governance Officer (note-taker)	Jessamie Thomas
Remuneration Committee	
Governor, Joint Deputy Chair of the Board	Emma van der Lugt (Chair)
Governor	Jackie Westerman (Deputy)
Governor, Chair of the Board	Graham Raikes, MBE
Governor	Prof Mark Llewellyn
Governor	Prof John Scott, CBE
Attendees:	
Vice-Chancellor (not for matters related to her own performance or remuneration)	Prof Claire Taylor
Executive Director of People & Culture	Lucy Pengelly
Governance Officer (note-taker)	Jessamie Thomas
Digital & Physical Infrastructure and Transformation Committee	
Governor, Joint Deputy Chair of the Board	Kate Doodson (Chair)
Vacancy	(Deputy) TBC
Vice-Chancellor	Prof Claire Taylor
Governor	Guy Bolt
Student Governor	Liam Williams
Staff Governor (Academic)	Fiona Nicholls
Staff Governor (Professional Services)	Pete Waterfield

	Attendees:	
Chief Operating Officer		Ann Holman
Governance Officer (note-taker)		Jessamie Thomas
People & Organisational Development Sub-Committee		
Governor		Jackie Westerman (Chair)
Governor		Prof John Scott, CBE (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:	
Staff Governor (Academic; Senate Elected)		Dr Laura Wallis
Student Governor		Liam Williams
Executive Director of People & Culture		Lucy Pengelly
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	Kate Doodson, Emma van der Lugt
Audit Committee	Emma van der Lugt	Vacancy
Finance & Resources Committee	Prof Mark Llewellyn	Graham Raikes, MBE
Digital & Physical Infrastructure and Transformation Committee	Kate Doodson	Vacancy
Governance & Nominations Committee	Graham Raikes, MBE	Emma van der Lugt
Remuneration Committee	Emma van der Lugt	Jackie Westerman
People & Organisational Development Sub-Committee	Jackie Westerman	Prof John Scott, CBE

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 provided that the majority of members are nominated Governors.

In attendance:

- Vice-Chancellor
- Finance Director
- 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, to include the Committee Chair or Deputy. The majority must be nominated 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 and Chancellor 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 and Transformation (DPIT) Committee Terms of Reference

Serviced by: Governance Officer

Reports to: Board of Governors

ToR to follow

Finance & Resources (F&R) 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 nominated Governors.

In attendance, as required:

- Finance Director
- Members of the Executive Leadership Team (ELT)
- 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 Office for Students (OfS) rules, Committee of University Chairs (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 nominated 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 'nominated' governors (Directly Appointed, Diocesan Nominated or National Society Nominated).

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 Executive Director of People & Culture and Executive Leadership 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 & Provost
- Executive Director of People & Culture
- 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 (RemCom) 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)
- Executive Director of People & Culture (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 Committee members are present, the majority of whom must be 'Nominated' governors, ie Directly Appointed, Bishop, National Society.

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.

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"

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

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

6. Reporting procedures

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

Senate Terms of Reference

Serviced by: Academic Standards Officer (or nominee)
Minutes Received By: Board of Governors

1. Terms of Reference

- 1.1 Subject to the provisions of the Articles of Association, to the overall responsibility of the Board of Governors, to responsibilities of the Vice-Chancellor and Chief Executive (hereafter referred to as the Vice-Chancellor), and to requirements of external validating bodies, 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:

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

- the maintenance and enhancement of all aspects of the infrastructure required to support the University's academic activities and the student experience:
- the maintenance of academic standards and the approval in principle, validation and review of taught programmes leading to awards of the University:
- the monitoring of the University's academic performance, agreeing action plans in the light of the key metrics identified by 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 approved sub-committees:
- 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 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, as recommended via Deans of School, who are not sabbatical officers of the Student Union.

Membership may also include an alumnus of the University, as recommended via Deans of School.

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 or nominee 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)

The Honorary Nominations Advisory Panel will also report to Senate, approving nominations on its behalf, subject to consultation with Senate where appropriate.

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.

University of St Mark & St John - Academic Committee Structure 2024-25

