BOARD OF DIRECTORS 2026/27

Governance, Strategy and Foresight Committee
Terms of Reference

The Committee's work is focussed on [Marjon 2030] Strategy and its success measures (below)

Marjon 2030 Inconvenient Excellence

Measuring Success

Student population growth
- Place and Social Purpose
- Financial Strength
- Digital
- Partnerships

Graduate outcomes & progression
- Student Success
- Place and Social Purpose

Proportion of staff who are research active staff
- Research and Knowledge Exchange
- Place and Social Purpose
- Partnerships

Staff engagement & organisational climate
- People
- Digital

Student continuation
- Student continuation
- Student Success
- Place and Social Purpose
- Digital
- Financial Strength
- People

Student satisfaction
- Student Success
- Digital
- People

Earnings before interest, taxes, depreciation and amortization
- Financial Strength
- Digital
- Partnerships

Campus utilisation
- Place and Social Purpose
- Financial Strength
- Digital

CUC HE Code of Governance 2026 mapping of 'MUST' requirements			
Code Section	Location in Code	Provision	'MUST' Requirement
1. Institutional Leadership & Purpose	Purpose and Values	O1	The Board must clearly articulate and publish the Institution's purpose and values in accordance with its governing documents. *(Set out in Board Handbook approved annually by GSAF; published on University website)*
1. Institutional Leadership & Purpose	Purpose and Values	O2	The Board must ensure that major decisions are aligned with the Institution's purpose and values and support the delivery of the institution's strategy on a sustainable basis.
1. Institutional Leadership & Purpose	Leadership	O3	The Board must appoint a fit and proper … Chair through a rigorous, transparent and merit-based process. *(Process overseen by GSAF)*
2. Culture and Behaviours	Conduct	O1	Every board member and attendee must uphold and promote the highest standards of conduct and respect, including the Nolan principles. *(Set out in Board Handbook approved annually by GSAF; monitored via Board Effectiveness / GSAF)*
2. Culture and Behaviours	Conduct	O3	All board members must challenge actions and interactions which they feel are not in line with the expected cultures and behaviours. *(Set out in Board Handbook approved annually by GSAF; monitored via Board Effectiveness / GSAF in liaison with CCC)*
2. Culture and Behaviours	Culture	O4	The Board must operate as a single, accountable body, with all board members contributing to constructive, rigorous challenge in decision-making. *(Set out in Board Handbook approved annually by GSAF; monitored via Board Effectiveness / GSAF in liaison with CCC)*
2. Culture and Behaviours	Culture	O5	The Chair must set the tone of board culture, modelling exemplary behaviour consistent with the Institution's values, facilitating open and respectful debate and ensuring that the Board operates with integrity and transparency, with all board members' voices heard and given equal respect, whilst allowing the Board to be a space where

			confidential discussions can be held. *(Set out in Board Handbook approved annually by GSAF; monitored via Board Effectiveness / GSAF in liaison with CCC)*
3. Strategy, Sustainability, Risk and Assurance	Strategy	O1	The Board must ensure that the development of the Institutional strategy is underpinned by robust identification and assessment of risk and opportunity. *(Applies to all Committees, except RemCom)*
3. Strategy, Sustainability, Risk and Assurance	Strategy	O2	The Board must collaborate with the Executive in setting the Institutional strategy from an early stage. *(Applies to all Committees, except RemCom, with ELT)*
4. Board Structure and Composition	Composition and Structure	O1	The Board must have a majority of independent members, including the Chair.
4. Board Structure and Composition	Composition and Structure	O2	Non-executive board members must be appointed on limited terms of office of no more than four years.
4. Board Structure and Composition	Composition and Structure	O4	The Board must consist of members who have the right range of skills, expertise and backgrounds to effectively govern the Institution.
4. Board Structure and Composition	Composition and Structure	O4	Board members must have the character, capability and capacity, and dedicate sufficient time, to discharge their responsibilities fully as members of a Unitary Board. *(Set out in Board Handbook approved annually by GSAF; monitored via Board Effectiveness)*
4. Board Structure and Composition	Composition and Structure	O5	The Board must regularly review its size, composition and skills in consideration of the Institutional strategy and the risks which might prevent the achievement of this strategy.
4. Board Structure and Composition	Composition and Structure	O8	The presence of staff and student governors must not be considered sufficient to act as broader engagement with these critical stakeholder groups. *(With CCC)*
4. Board Structure and Composition	Committees	O9	Delegation must be clearly defined through formal schemes of delegation or terms of reference which set out the scope of authority, responsibilities and reporting arrangements.

4. Board Structure and Composition	Committees	O9	The Board must remain collectively responsible for all decisions taken in its name. *(Set out in Board Handbook approved annually by GSAF; monitored via Board Effectiveness)*
5. Academic Governance	Academic Governance and Assurance Framework	O1	The Board must receive and understand a clear and comprehensible description of its academic strategy and quality framework, setting out how academic quality, academic standards and academic risks are defined, monitored and governed.
5. Academic Governance	Academic Governance and Assurance Framework	O2	The Board must have a clearly defined role and relationship with the Institution's academic governance structures. (Monitored via GSAF).
6. Board Development and Performance	Development	O1	The Board must provide structured induction and ongoing support for all board members.
6. Board Development and Performance	Performance	O6	The Board must undertake an annual self-assessment of its performance.
6. Board Development and Performance	Performance	O7	The Board must procure an independent, external review of its performance (which *should* be every 3 years).
6. Board Development and Performance	Performance	O8	The Board must use both its self-assessment and external reviews to create a clear, succinct ongoing action plan for continual development of Board performance, which must be published annually.

1. Constitution

1.1 The Board of Directors (BoD) has established a governance and nominations committee (Article[1] 27.3) known as the Governance, Strategy and Foresight Committee (GSAF).

2. Purpose and Scope

2.1 **Purpose** – GSAF supports BoD by providing oversight, scrutiny and advice on the effectiveness of the University's governance arrangements, strategic direction and long-term positioning. GSAF assists BoD in assessing and promoting sound governance principles, strategic coherence and informed decision-making. GSAF's purpose is to ensure that the BoD has confidence that the University is well-positioned to respond strategically to emerging opportunities and changes in its external environment.

2.2 **Scope** - Within authority delegated by BoD, and subject at all times to the University's Articles of Association, GSAF's scope includes:

- oversight of the effectiveness, coherence and continuous improvement of the University's governance arrangements, including BoD and committee structures, schemes of delegation and sources of assurance;
- scrutiny of the development and review of the University's strategic priorities and long-term plans, ensuring alignment with the University's purpose, values and risk appetite;
- initial consideration and review of major strategic proposals and material change, prior to referral to BoD where appropriate;
- horizon scanning and foresight activity, including consideration of external trends, policy developments, regulatory change and sector-wide risks and opportunities that may affect the University's long-term sustainability and success;
- coordination of the overall delivery of governance activities across committees and within the BoD itself to maximise effectiveness and efficiency through prioritisation of work via committee chairs;
- oversight of arrangements for Board effectiveness, including governance self-assessment, external review, skills and succession planning, and support for effective decision-making;
- assurance that governance practices, structures and behaviours reflect public interest governance principles and sector expectations.

[1] The University's Articles of Association – published on the website here.

In discharging its role, GSAF supports BoD in maintaining effective and accountable governance arrangements in accordance with the University's governing documents and the Office for Students' conditions of registration, and in applying the principles of the CUC Higher Education Code of Governance (2026).

3. Membership and Quorum

3.1 Members are nominated by GSAF, approved by BoD and include:

- No fewer than three Directors or Associate Directors, the majority to be nominated[2] Directors.
- The Vice-Chancellor is an Ex Officio Director and member of this Committee.

In attendance:

- Executive Leadership Team members, as required
- Governance Services Manager (responsible for servicing the Committee)

3.2 The Committee's Chair shall be the Chair of BoD. in the absence of the Board Chair the GSAF is chaired by Chair of FRIC. Other Directors on the GSAF will largely draw upon the chairs of BoD committees – namely FRIC, RemCom, and Culture & Community - with the exception of the Chair of ARAC to ensure separation and independence of ARAC's work.

3.3 An Elected[3] Board Director may be a member of the Committee, or may attend meetings (without being a member) at the invitation of the Committee Chair (Article 27.4). Other senior staff attend, where appropriate, by invitation of the Committee Chair.

3.4 The Committee may, if it considers it necessary or desirable, recommend the appointment of members with particular expertise (with BoD approval). However, in line with Article 27.8, the majority of members must be Directors.

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 Directors.

4. Frequency of meetings

4.1 Meetings shall normally be held five times per year.

[2] Article 16.1.3 defines these as Directly Appointed, Bishop Nominated or National Society
[3] Staff or Student Elected Directors

5. Authority

BoD has delegated authority to GSAF to determine on behalf of BoD, or where necessary advise BoD, on matters within its terms of reference. GSAF will:

5.1 Identify vacancies for nominated Board Directors and Associate Board Directors through succession planning and seek out and recommend candidates to BoD;

5.2 In relation to 16.1.3 (b) and (c) of the Articles of Association, act as a consultative body when the Bishop of Exeter or National Society is identifying and assessing the suitability of potential nominees, as set out in Article 18;

5.3 Determine how to publicise vacancies for Board members and holders of senior Board posts, where appropriate;

5.4 Having assessed a candidate's skills and experience, and having regard to the need to ensure a balanced and diverse BoD with the appropriate skills-set, make recommendations to BoD for the relevant appointments;

5.5 Ensure all Board members are committed to the values and ethos of the University;

5.6 Approve and recommend to BoD the renewal of appointments of existing nominated Board Directors and Associate Directors.

GSAF Committee is also responsible for the following:

5.7 To consider and make recommendations to BoD 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;

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

5.9 To advise BoD on developments and good practice in governance and the conduct of board business, taking cognisance of national guidelines.

6. Duties

Governance

6.1 To monitor the membership profile of BoD by evaluating the balance of skills, knowledge and experience on BoD and its Committees and identifying any areas of weakness by undertaking periodic audits of skills and expertise.

6.2 To receive reports from the Governance Services Manager on the status of membership, equal opportunities data and terms of office.

6.3 To be responsible for the timely management of succession planning in respect of the Chancellor, Chair and other members of BoD.

6.4 To consider and recommend for approval by BoD the Chair and Deputy Chair of Committees, and members of Committees, as vacancies arise.

6.5 To ensure all Board members receive an appropriate induction following appointment.

6.6 To evaluate, at least annually, the effectiveness of BoD. To oversee a full review with some degree of external input every three years.

6.7 To contribute to the Statement of Corporate Governance, which forms part of the financial statements, describing the work of BoD's Committees.

Strategy

6.8 To provide strategic insight and enhance accountability, via its focus on key initiatives that cut across multiple domains within Marjon 2030.

6.9 To ensure appropriate focus of the BoD's committees to enable join up of strategy and delivery based on current plans and the development of future strategic direction.

Foresight

6.10 To provide a challenging and constructive forum that ensures alignment of governance instruments with effective foresight and planning both internally and with perspective on external factors.

7. Reporting Procedures

7.1 The minutes of meetings of the Committee will be circulated to BoD and liaison with other committees will be achieved via the relevant committee chairs as members of the GSAF.

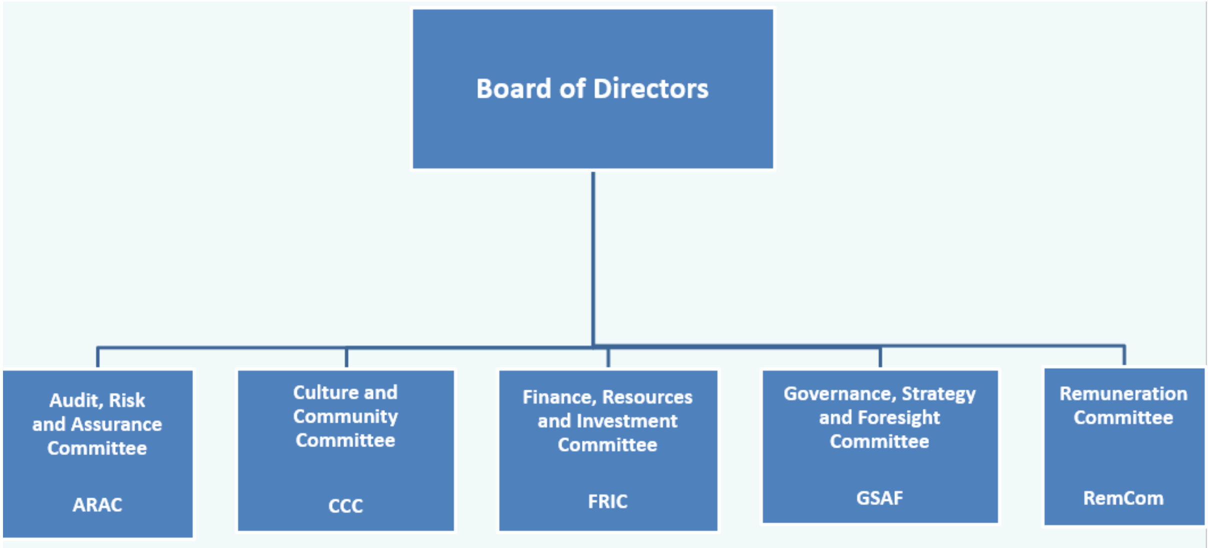
8. Clerking arrangements

8.1 The clerk to the Committee will be the Governance Services Manager (or another appropriate independent individual).

9. Review

9.1 The 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 BoD.

Annex A



Annex B

Vice-Chancellor and Chief Executive Officer **Claire Taylor** Owns Vision, Mission and Values Safeguards the objects of the Company, as defined in the Articles of Association Ensures regulatory requirements are met as Accountable Officer		
Chief Academic Officer **Simon Stewart** **CAO** Owns academic strategy, quality, standards, curriculum, RKE and student success. Ensures academic requirements, risks and opportunities shape strategic and transformation decisions. Provides leadership on academic workforce, pedagogical innovation, and long-term academic positioning.	**Chief Finance and Operating Officer** **Karl Smith** **CFOO** Owns financial sustainability, operational performance, workforce and risk. Ensures affordability, capacity and operational readiness for change. Safeguards institutional resilience, business compliance, and value for money.	**Chief Strategy and Performance Officer** **Ann Holman** **CSPO** Owns strategy, transformation, brand, communications and performance insight. Orchestrates sequencing of change and alignment across strategic portfolio. Ensures digital, data and technology requirements are integrated into institutional priorities.
Shared ownership and accountability across the Executive Leadership Team for delivering Marjon Connect		
• The annual and multi-year planning cycle • Investment decisions/trade-offs across academic, operational and strategic domains • Capacity management across academic and professional services • Delivery assurance for organisation wide programmes • Alignment of digital investment with academic priorities and operational feasibility • Stewardship of Marjon performance and reputation		

Annex C

Operations Board Mapping - Key Connections between Board Committees and Ops Board (and Steering Groups)	
Operations Board	*Insert link to ToR and structure chart*
Steering Groups:	
Data & AI Governance	ARAC; FRIC; **GSAF**
Risk, Compliance & Continuity -Critical Incident Management Team	ARAC; CCC; **GSAF**
EDI	CCC
Access & Participation -Mental Health & Wellbeing Working Group	CCC
Student Experience	CCC; **GSAF**

Annex D

Senate Mapping - Key Connections between Board Committees and Senate (and Academic Committees)	
Senate	Click to view: ToR and Structure Chart
Academic Committees (reporting via Senate):	
Academic Strategy, Planning and Partnerships Committee (ASPPC) - Strategic Partnerships Board (SPB) - Academic Partnerships Committee (APC)	ARAC; CCC (in terms of course viability and staff); FRIC; **GSAF**
Teaching, Learning and Academic Quality Committee (TLAQC) - Programme Voice Panels - Regulations and Process Review Committee	ARAC; CCC (in terms of student experience and satisfaction)
Honorary Nominations Review Panel	CCC (in terms of Hon Grads)
Research and Knowledge Exchange Committee (RKEC) - Research Ethics Committee - Research Degrees Scrutiny Committee	ARAC (in terms of governance of research activity) FRIC (in terms of research income) **GSAF** CCC (in terms of student feedback)

Annex E

Policy Mapping – policies which GSAF is responsible for reviewing
Declaration of Interests Policy (review due March 2029)

Annex F

Key Metrics / Performance Measures relating to this Committee	
•	Appointment of fit and proper Chair through a rigorous, transparent and merit-based process.
•	Annual Board Effectiveness self-assessment; external self-assessment which should be every three years, via which is published a clear, succinct ongoing action plan for continual development of Board performance
•	Clear, succinct ongoing action plan for continual development of Board performance, which must be published annually.
•	Board composition and succession-planning
•	Board induction and ongoing development
•	Chancellor succession-planning
•	