

**BOARD OF GOVERNORS ('Board')**

**TERMS OF REFERENCE**

**1.1 CODE OF CONDUCT**

All Members are required to adhere to the Code of Conduct (including the Statement of Primary Responsibilities) as set out in the Good Practice Guide for Governors.

**1.2 AUTHORITY OF BOARD**

The Board is a decision making body with powers as specified in the Education Reform Act 1988 as amended by the Higher Education Act 1992 (Sections 18 and 19) and is empowered to:

- (i) provide further and higher education;
- (ii) carry out research and to publish the results of the research or any material arising out of or connected with it in such manner as the corporation think fit;
- (iii) supply goods or services in connection with the provision of education;
- (iv) conduct an educational institution;
- (v) acquire and dispose of land and other property, enter into employment and other contracts, borrow and invest money, accept gifts and fund scholarships and prizes; and
- (vi) to do anything incidental to the conduct of an educational institution providing higher or further education.

The Board has the authority to act within these powers which are intended to be sufficiently broad to enable the Board to do everything which would normally be required to run the University. The Board does not therefore have the authority to do anything which lies outside this framework.

The Board shall appoint a Clerk to act as secretary to the Board.

The Board has the power to delegate subject to the limitations set out in 1.4 below.

**1.3 DUTIES OF THE BOARD**

As per the University's Articles of Government, the Board shall be responsible for:

- (i) the determination of the educational character and mission of the University and for oversight of its activities;
- (ii) the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
- (iii) approving annual estimates of income and expenditure;
- (iv) the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts; and
- (v) setting a framework for the pay and conditions of service of all other staff.

The Board in some instances sets the mission and strategy and/or policies and procedures for companies and organisations in the University's group. Where it does this then it will be for the boards and managers within such companies and organisations to oversee and be accountable and responsible for (i) implementation of such matters as approved by the Board and (ii) for reporting on such implementation to the Board.

#### **1.4 DELEGATION OF AUTHORITY**

Subject to the University's Articles of Government, the Board has the authority to establish committees for any purpose or function, other than those assigned in the Articles to the Vice Chancellor or to the Academic Board (Senate), and may delegate powers to such committees or to the Chair of the Board or to the Vice Chancellor. The Chair of the Board shall be, ex officio, a member of all committees of the Board with the exception of the Audit Committee.

The Board has the authority to establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Board may remit to them. The members of the committee or committees shall be drawn from the Board other than staff or student governors.

The Board does not have the authority to delegate the following:

- the determination of the educational character and mission of the University;
- the approval of the annual estimates of income and expenditure;
- ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
- the appointment or dismissal of the Vice Chancellor ; or
- the varying or revoking of the University's Articles of Government.

## **1.5 MEMBERSHIP (up to 18 members)**

### **(i) Independent Members (10)**

Up to 10 members who are persons appearing to the appointing authority to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession.

### **(ii) Co-opted Members (3)**

Up to 3 co-opted members, nominated by the members of the Board who are not co-opted members, who are persons with experience in the provision of education.

### **(iii) Staff Members (2)**

Up to 2 members who may be teachers at the University nominated by Senate.

### **(iv) Student Members (2)**

Up to 2 members who may be students of the University nominated by the students thereof.

### **(v) Vice Chancellor**

The Vice Chancellor of the University unless s/he chooses not to be a member.

## **1.5 QUORUM**

9 or more members being present of whom 5 shall be independent members.

If a meeting is quorate but less than half the members present are independent members a majority of the independent members present shall be able to require that a discussion be deferred to the next meeting. No discussion shall be deferred more than once under this provision.

## **1.6 APPOINTMENT OF CHAIR/DEPUTY CHAIR**

Members shall, at the first meeting of the Board and in every second year thereafter, elect a Chair and a Deputy Chair from among its number to be Chair and Deputy Chair of the Board. A member of the Board who is employed at the University or is a student of the University shall not be eligible for appointment as Chair or Deputy Chair of the Board.

At all meetings where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

## **1.7 FREQUENCY OF MEETINGS**

The Board shall meet at least four times a year on such dates as may be agreed by the Board (such a meeting shall be referred to as an ordinary meeting). Other additional meetings may be held as required.

## **1.8 ATTENDANCE AT MEETINGS**

### **(i) Members**

Members are required to attend most scheduled meetings in accordance with the attendance policy.

### **(ii) By Invitation**

It is for the Governing Body to decide whether to invite persons other than Governors, to attend a meeting or part of a meeting as observers or as participant in, or advisors on, particular items of business. The Chair of Governors or of a committee or the President & Vice Chancellor may invite such staff or external advisors to attend meetings as appropriate.

### **(iii) Press or Public**

The press or members of the public shall not normally be invited to attend meetings of the Board or its Committees. However agenda, papers and minutes of each meeting unless deemed confidential shall be accessible to the staff, students, the press and the general public.

## **1.9 COMMITTEE REPORTING**

(i) Members to report back to their constituent group on matters under consideration unless declared confidential.

(ii) Agendas, reports or papers considered at meetings and minutes to be circulated to members and the University Library for inspection (except where the material relates to named members of staff or students or prospective members of staff or students, or to matters which the Board is satisfied should be dealt with on a confidential basis).

## **1.10 REVIEW**

The terms of reference and membership of the Board shall be annually reviewed by the Board.