

University Council

Terms of Reference

The authoritative definition of the powers and responsibilities of University Council Members is that set out in the Education Acts and the Instrument, and the Articles of Government drawn up by the institution under those acts. The University Council shall be responsible:

- a) for the determination of the educational character and mission of the institution and for the oversight of its activities;
- b) for the effective and efficient use of resources, the solvency of the institution and for safeguarding its assets;
- c) for approving annual estimates of income and expenditure;
- d) for the appointment, grading, suspension, dismissal and determination of the pay and conditions of holders of senior posts. The University Council shall also have the responsibility for setting a framework for the pay and conditions of other staff;
- e) for the assignment and appraisal of the holders of senior posts.

Audit & Risk Management Committee

Constitution

1. The Audit & Risk Management Committee, is appointed by and responsible to the University Council. The Committee which shall be independent of any Finance Committee and shall not include any person who is concerned with the management or operation of the University. The Committee is to report to the University Council and will advise and assist the University Council in respect of the entire assurance and control environment.

Terms of Reference

1. To advise the University Council on the effectiveness, efficiency and economy of the University's activities and on ways to secure the best possible value for the money provided by public and private funds for the running of the University, and to ensure its sustainability.
2. To advise the University Council on the adequacy, reliability and effectiveness of internal control and management systems, to ensure that:
 - the activities of the University are carried out in an orderly and efficient manner;
 - University management policies and directives are properly adhered to;
 - the annual financial statements are reviewed;
 - the financial regulations are reviewed annually and reported to the University Council as necessary;
 - assets are properly safeguarded;
 - all necessary records are kept and are as complete and accurate as possible;
 - all significant fraud losses have been properly investigated and that the internal and external auditors and where appropriate, regulators and the accounting officer have been informed;
 - in the event of the merger or dissolution of the institution, all necessary actions are completed, including arranging for a final set of financial statements to be completed and signed;
 - waste is minimised.
3. The above advice should cover all the funds and University managed operations which are the responsibility of the University Council, including subsidiary companies and the Chester Students Union where applicable.
4. The duties of the Audit & Risk Management Committee as far as Internal Audit is concerned are to:
 - be responsible for the criteria for selection, appointment and engagement of the internal audit service and their remuneration;
 - set the long-term audit strategy;
 - approve annual audit plans;
 - consider internal audit reports, and the annual internal auditors' report;
 - monitor the performance and effectiveness of the internal audit service annually;
 - consider the provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors;
 - report and recommend approval (where applicable) to the University Council on the above matters.

5. The duties of the Audit & Risk Management Committee as far as External Audit is concerned are to:
 - advise the University Council on the appointment of the external auditors and their remuneration;
 - agree the scope of their work and annual audit plans;
 - consider external audit reports;
 - consider management letters;
 - monitor the performance and effectiveness of the external audit service annually;
 - consider the provision of any non-audit services by the external auditors, and any questions of resignation or dismissal of the external auditors;
 - consider elements of the annual financial statements in the presence of the external auditors, including the auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with the funding councils' accounts directions;
 - report and recommend approval (where applicable) to the University Council on the above matters.

6. The duties of the Audit & Risk Management Committee as far as risk management, control and governance is concerned are to:
 - review regularly the University's Risk Register;
 - oversee the institution's policy on risk management (inc academic risk);
 - keep under review the effectiveness of the risk management control arrangements (inc compliance with legal and regulatory frameworks);
 - receive regularly an up-date on risk management matters and advise the University Council on such matters accordingly.
 - To review the effectiveness of KPI monitoring and to report to Council accordingly.
 - To review compliance in relation to the Prevent Duty
 - To review compliance in relation to Education Act 1994 – Section 22 (Students' Union)

7. To consider the recommendations of the internal and external auditors and to recommend or otherwise their implementation to the University Council. The Committee has no executive powers with respect to these recommendations but will monitor their implementation. The Committee will also receive and monitor other relevant sources of assurance.

8. To circulate minutes of meetings to the University Council and to prepare an Annual Report for each financial year, to be addressed to the University Council and the Vice-Chancellor. The Report will include the Committee's opinion on the extent to which the University Council may rely on the internal control system and the arrangements for the following:
 - risk management, control and governance (the risk management element includes the accuracy of the statements of internal control included with the annual statement of accounts);
 - sustainability, economy, efficiency and effectiveness (value for money);
 - management and quality assurance of data submitted to HESA, the SLC, to Office for Students and other funding and regulatory bodies.

The Annual Report will also make reference to the work of the Audit & Risk Management Committee undertaken during the year, the work of the Internal Auditors, the work of the External Auditors, and any other audit work undertaken. The Audit Report will also express the Committee's overall opinion on the effectiveness of the University in relation to those areas highlighted in the bullet points above.

9. The duties of the Audit & Risk Management Committee as far as fraud and irregularity is concerned are to:
 - oversee the institution's policy on fraud and irregularity, including being notified of any action taken under that policy;
 - review the policy on fraud and irregularity annually.
10. The duties of the Audit & Risk Management Committee as far as anti-bribery is concerned are to:
 - oversee the institution's anti-bribery policy, including being notified of any action taken under that policy;
 - review the anti-bribery policy on a regular basis.
11. To review any policies as listed in the Audit & Risk Management Committee's Annual Work Plan on a regular basis.
12. To seek any information, it requires from any employee (all employees are directed to co-operate) with any request made by the Committee.
13. The Audit & Risk Management Committee is authorised to obtain outside legal or other independent professional advice normally in consultation with the Vice- Chancellor and/or the President of the University Council.
14. The Committee will consider annually its own efficiency and whether or not the terms of reference should be amended.
15. To receive any relevant reports from the National Audit Office, Office for Students and other organisations.
16. To consider such matters as may be referred to it by Council, Council Committees, Senate, and other University Committees. The Committee may also refer matters to Council, Council Committees, Senate, and other University Committees.

Voting

Decisions are to be decided by a simple majority vote following resolutions proposed and recorded by members of the Committee. The Chair will have the casting vote in the event of a tied vote, in addition to their own vote. Voting members are indicated by an asterisk in the membership list below.

Meetings

The Audit & Risk Management Committee shall normally meet four times a year. The timing and content of the meeting should follow as far as possible the planning and reporting cycle of the internal and external audits. At least once a year the Committee shall meet with the external and internal auditors without University Officers present. The time and place of meetings will be arranged by the University Secretary. The external and internal auditors may request a meeting if they consider it necessary.

Clerking arrangements

1. The University Secretary will act as Secretary to the Audit & Risk Management Committee.
2. The Secretary shall ensure that an Agenda and relevant reports and documentation from both internal and external sources shall be circulated to all members at least one week prior to meetings.
3. The Committee Secretary shall take minutes of all proceedings and copies provided to all the members.

Quorum

There shall be a quorum when 3 voting members are present at the start of the meeting.

Membership

1. The membership of the Committee is to be determined by the University Council. The Committee is to have not more than five and not less than three members drawn from the University Council.
2. Members are not entitled to sit on any other University Council Committee and exclude staff and student members of the University Council (with the exception of the University Mission Committee).
3. At least one member should have recent and relevant experience in finance, accounting or auditing. The Committee may appoint an appropriate Professional Adviser(s) at any time and shall do so where at least one member does not have recent and relevant experience in finance, accounting or auditing.
4. Members shall not have significant interest in the institution.
5. The internal auditor will normally attend every meeting. The External Auditors will attend when presenting External Audit business.
6. Other officers of the University may be asked to attend meetings whenever the Committee consider it necessary.
7. Whilst the President has ex-officio authority to attend all University Council Committees this is not the case for the Audit & Risk Management Committee.

Membership summary:

* = voting member

3-5 Members of the University Council* - one of whom shall be Chair.

1-2 Professional Advisers

In attendance:

The Vice-Chancellor and the Chief Financial Officer

The Internal and External Auditors

General Council and University Secretary

The Committee Clerk

Planning and Resources Committee

Constitution

The Planning and Resources Committee, is appointed by and responsible to the University Council.

Terms of Reference

To report to the University Council for the following matters and in discharging its terms of reference paying particular regard to the external environment in which the University operates and to the requirements and guidance of the Office for Students and other regulatory bodies:

1. To advise the Council on the University's corporate strategy, and to scrutinise proposed major developments, policy initiatives and all strategic academic and non-academic plans, including financial, physical and human resources, risk and value for money.
2. To monitor the achievement of corporate strategy, to oversee implementation of institutional performance monitoring and to monitor progress towards achievement of institutional, policy and project objectives, targets and relevant Key Performance Indicators, ensuring that any concerns with performance against these are addressed. These are as follows for the academic year of 2024/25:
 - a) KPI 9 – Emissions
 - b) KPI10 – Space Utilisation
 - c) KPI11 – Digital Chester
 - d) KPI 12 – People and Culture Aggregate in the areas of Sickness / Absence and PDP completion rates
 - e) KPI13 – Financial Resilience
3. To ensure that risk is appropriately integrated into strategic planning, to monitor strategic risks relevant to the work of the Committee as determined by the Risk Register and to advise the Council. These are as follows for the 2024-25 academic year:
 - Risk 1 (Strategy)
 - Risk 2 (Reputation)
 - Risk 4 (Recruitment)
 - Risk 9 (CSU)
 - Risk 10 (Staffing)
 - Risk 11 (Finance)
 - Risk 12 (IT Investment)
 - Risk 13 (Estates Investment)
 - Risk 14 (Major incident)
4. To recommend to the Council the University's annual budget, including the distribution of resources between academic and non-academic areas; and between capital, estates and infrastructure, recurrent staff and non-staff costs.
5. To receive and consider monthly management accounts and to monitor performance against budget.
6. To review the policies of the University as an employer and to make recommendations to the Council for change in the framework for the pay and

conditions of service of staff.

7. To monitor achievement of value for money within the areas under the Committee's oversight.
8. To consider and monitor the University's policies relating to the following:-
 - (i) investment;
 - (ii) estate management;
 - (iii) staffing establishment;
 - (iv) the framework for the remuneration and conditions of service of staff;
 - (v) restructuring of the University's staffing, including significant rationalisation or expansion plans;
 - (vi) employment, including health, safety, welfare, conduct and performance of staff (including receiving reports on disciplinary action, grievances and other employment processes).
9. To receive and review termly reports from the Health & Safety Committee, including the Annual Health & Safety Report prior to submission to the University Council.
10. To maintain the consultative procedures with the trade unions recognised by the University Council.
11. To consider, and recommend approval to the University Council, where applicable, the following relating to the Chester Students Union:
 - (i) amendments to the CSU constitution
 - (ii) the CSU annual budget
 - (iii) regular financial updates outlining performance against budget
 - (iv) to receive the audited financial statements of the CSU
 - (v) to receive updates in relation to the partnership agreement between the University and the CSU
12. To consider such matters as may be referred to it by Council, Council Committees, Senate, and other University Committees. The Committee may also refer matters to Council, Council Committees, Senate, and other University Committees.

Voting

Decisions are to be decided by a simple majority vote following resolutions proposed and recorded by members of the Committee. The Chair will have the casting vote in the event of a tied vote, in addition to their own vote.

Meetings

The Committee will meet at least twice a term. The time and place of meetings will be arranged by the University Secretary in conjunction with the Chair of the Committee.

Clerking arrangements

1. The University Secretary will act as Secretary to the Planning & Resources Committee.
2. The Secretary shall ensure that an agenda and relevant reports and documentation shall be circulated to all members at least one week prior to meetings.

3. The Committee Secretary shall take minutes of all proceedings and provide copies to all the members.

Quorum

There shall be a quorum when 5 members are present at the start of the meeting, 3 of whom must be co-opted members of the University Council.

Membership

The membership of the Committee shall be:

- President of the University Council
- At least 4 co-opted University Council members who are not members of Staff (one of whom shall be the Deputy President who shall chair the meeting)
- Vice Chancellor
- Deputy Vice Chancellor & Provost
- Students' Union President

Membership shall be subject to annual review by the University Council.

1. At least one member shall have recent or relevant experience in finance, accounting or auditing.
2. Should the Committee consider it necessary, they may appoint a Professional Advisor to the committee. The Professional Advisor will not be a voting member and will not count towards the quorum.
3. Members should declare any interest which conflicts or which may be perceived to conflict with their responsibilities as members of the Committee.
4. With the approval of the Chair, members will be entitled to invite to the meeting a person or persons to give advice on a matter before the Committee.
5. Other officers of the University may be asked to attend meetings whenever the Committee consider it necessary.
6. The Chair of the Committee shall be the Deputy President. The Committee shall nominate a Deputy Chair. Should the Chair or Deputy Chair not be present within ten minutes of the time appointed to start any meeting, the Members present shall choose one of their number to chair the meeting.

Membership summary:

The President of the University Council
4 Co-opted University Council members
The Vice-Chancellor
The Deputy Vice-Chancellor & Provost
The Students' Union President
1 Professional Advisor

In attendance:

Galbraith Dr. H. (SPVC and Chief Operating Officer)
Gittins, L. (General Council and University Secretary)
Waddington, R. (Chief Financial Officer)
Parker, A.J. (Clerk)

Academic Governance and Student Outcomes Committee

Constitution

The Academic Governance & Student Outcomes Committee is appointed by and responsible to the University Council.

Terms of Reference

1. The Committee shall ensure that the discharge of its following terms of reference differentiates, where appropriate, between:
 - a) Undergraduate, postgraduate taught, postgraduate research, apprenticeship and collaborative provision
 - b) Full-time and part-time students
 - c) Home and international studentsand shall pay due regard to the requirements and guidance of the Office for Students, other regulators of the University's education and research; and to the external environment in which the University operates.
2. To monitor the fitness for purpose of the curriculum, the academic portfolio and University policies and practices for their delivery, including the following:
 - a) Learning and teaching
 - b) Defining and maintaining academic standards
 - c) Programme development and review
 - d) Student support
 - e) Student experience
 - f) Quality management and enhancement
 - g) Internationalisation and Global Impact
 - h) Apprenticeships
 - i) Placements
3. To monitor the University's research, innovation and knowledge exchange strategies and performance, including reviewing outcomes of the Research Excellence Framework, Knowledge Excellence Framework or similar national or international assessment and ranking exercises and other key performance indicators relating to research, innovation and knowledge exchange.
4. To monitor student outcomes, including in respect of the following:
 - a) Continuation (the proportion of students who remain registered within a given time period following their initial registration)
 - b) Completion (the proportion of students who successfully achieve their target award within a given time period following their initial registration)
 - c) Progression (the proportion of students who successfully progress to professional or managerial employment, further study or other positive outcomes within a given time period following their graduation)
 - d) The proportion of degree classifications awarded over timeand the means and targets for improvement of these by the University.
5. To monitor the University's compliance with requirements of the Office for Students, including conditions of registration, relating to matters within these terms of reference and, in particular, to quality and standards.

6. To advise the University Council on the effectiveness of arrangements for assuring the continuous improvement of the student experience, student outcomes and the reliability of the standard of the University's awards and the management of related risks (including those related to partnerships and collaboration, recruitment, progression and retention, data provision, quality assurance, academic standards and research ethics and integrity).
7. To receive and monitor the outcomes of student surveys and resulting action plans, together with feedback from stakeholders and employers.
8. To consider and monitor the University's access and participation plan (including monitoring institutional targets and performance in respect of student attainment, progression and destinations).
9. To review and monitor all policies and procedures that relate to the conduct and welfare of students, including:
 - a) Receiving reports on disciplinary and professional suitability action
 - b) Receiving reports on student complaints and appeals at least annually, including the requirements and annual report of the Independent Adjudicator for Higher Education in respect of the University
 - c) Receiving reports on the incidence of harassment on the grounds of characteristics protected by the Equality Act 2010
10. To review the implementation of the University's policies relating to Equality for students, including:
 - a) Summary institutional and sector data
 - b) Activities undertaken
 - c) Achievement of agreed objectives
 - d) Any differential performance, results and outcomes generally and in respect of paragraphs 1- 4 above by reference to characteristics protected by the Equality Act 2010
 - e) Receipt of reports from Advance HE, the Equality and Human Rights Commission and other relevant bodies
11. To receive:
 - a) Termly reports relating to the University Council's duty to receive assurance statements about the continuous improvement of the student academic experience and the reliability of degree standards and to recommend these for approval as appropriate

and
 - b) Implementation of the policies of the University of Chester Students' Union and student engagement and representation in institutional academic governance.
12. To review outcomes of periodic institutional academic governance effectiveness reviews.
13. To consider such matters as may be referred to it by Council, Council Committees, Senate, and other University Committees. The Committee may also refer matters to Council, Council Committees, Senate and other University Committees.

Key Performance Indicators (KPIs)

KPIs relevant to the Committee:

- KPI 1 – B3 Metrics (Continuation, Completion & Progression) - (KPI Theme: Education & Student Experience)
- KPI2 – Student Experience (All Student Surveys) - (KPI Theme Education & Student Experience)
- KPI 5 – REF (Research Excellence Framework) - (KPI Theme Research & Knowledge Exchange)
- KPI 6 – KEF (Research & Knowledge Exchange) - (KPI Theme Research & Knowledge Exchange)
- KPI 7 – QS World League tables (KPI Theme Global Impact)
- KPI 8 – International Net Promotor Score (KPI Theme Global Impact)

Risk

Risks to be reviewed by the Committee:

- R3 (Compliance - Failure to recognise emerging regulatory requirements, or to develop effective frameworks for compliance with existing requirements, with adverse financial and/or reputation consequences.)
- R4 (Recruitment - Failure to achieve home and international student recruitment targets, leading to the University's financial sustainability being compromised.)
- R5 (Partnerships - Failure to realise opportunities for engagement and partnerships, or damage to existing partnerships, giving rise to potential financial and reputational damage.)
- R6 (Research - Failure to achieve desired improvements in research and knowledge exchange, compromising the University's reputation, affecting staff recruitment/ retention and key stakeholder relationships.)
- R7 (OfS Compliance - Failure to achieve targets for student retention, success and graduate progression, affecting student recruitment, financial sustainability, reputation and affecting University's ability to comply with 'B' conditions of OfS registration.)
- R8 (Experience - Failure to provide and maintain a high-quality student experience, affecting student recruitment, reputation and financial sustainability.)
- R9 (CSU - Failure or inadequate operation of Chester Students' Union, giving rise to financial and/or reputational damage and an inferior student experience)

Voting

Decisions are to be decided by a simple majority vote following resolutions proposed and recorded by members of the Committee. The Chair will have the casting vote in the event of a tied vote, in addition to their own vote.

Meetings

The Committee will meet at least once a term. The time and place of meetings will be arranged by the Secretary to the University Council in conjunction with the Chair of the Committee.

Clerking arrangements

1. The Secretary to the University Council will act as Secretary to the Academic Governance and Student Outcomes Committee.

2. The Secretary shall ensure that an Agenda and relevant reports and documentation shall be circulated to all members at least one week prior to meetings.
3. The Committee Secretary shall take Minutes of all proceedings and provide copies to all the members.

Quorum

There shall be a quorum when four members are present at the start of the meeting, two of whom must be co-opted members of the University Council.

Membership

1. The membership of the Committee shall be:
At least 3 University Council members who are not members of Staff
The Provost/Deputy Vice-Chancellor
The Academic Staff Governor
The Students' Union President

The membership shall be subject to annual review by the University Council.

2. Members should declare any interest which conflicts, or which may be perceived to conflict, with their responsibilities as members of the Committee.
3. The Committee may recommend the appointment of a Professional Adviser to advise and assist in relevant matters. A Professional Adviser will not have voting rights or count towards the quorum.
4. The Chair shall be a co-opted member of University Council. The Committee shall also appoint a Deputy Chair, who shall also be a co-opted member.
5. With the approval of the Chair, other persons may be asked to attend and speak at meetings whenever the Committee consider it necessary.
6. If the Chair of the Committee is not present within ten minutes of the time appointed to start any meeting, the Members present shall choose one of their number to chair the meeting.

In attendance (whole meeting)

Laura Gittins (General Counsel & University Secretary)

Dr Helen Galbraith (SPVC & Chief Operating Officer)

Ian Britton (Academic Registrar)

2 Representatives from the Student Council

1 – TBC

2 – TBC

Anthony Parker (Clerk)

University Mission Committee

Constitution

The University Mission Committee is appointed by and responsible to the University Council.

Terms of Reference

1. To consider and advise the University Council on arrangements at the University relating to the following:
 - to support the Christian ethos of the University, promote religion and belief understanding and inter-faith relationships, and uphold the community values of the University as defined by the University Council and monitoring its impact on University life;
 - to promote compassion and respect;
 - equality, diversity and inclusion;
 - wellbeing of staff and students;
 - ethics and ethical standards;
 - sustainability; and
 - other elements of corporate social responsibility.
2. To consider the activities of the Chester Students' Union in relation to its community impact on the University and its wider civic value.
3. To consider the civic value benefits delivered to wider society, regionally, nationally and globally.
4. To consider such matters as may be referred to it by Council, Council Committees, Senate, and other University Committees. The Committee may also refer matters to Council, Council Committees, Senate and other University Committees.

Key Performance Indicators (KPIs)

KPIs relevant to the Committee:

- KPI 3 – Civic Value RAG - (KPI Theme: Civic Value)
- KPI4 – NHS Workforce Impact - (KPI Theme: Civic Value)
- KPI 12 – People & Culture RAG (People Surveys & Equality, Diversity & Inclusion: Mandatory Training) - (KPI Theme: People & Culture)

Risk

Risks to be reviewed by the Committee:

- R2 (Reputation – University brand and reputation is insufficient and/or damage cannot be sufficiently controlled, compromising the University's ability to compete and achieve its ambitions).
- R5 (Partnerships - Failure to realise opportunities for engagement and partnerships, or damage to existing partnerships, giving rise to potential financial and reputational damage).
- R9 (CSU - Failure or inadequate operation of Chester Students' Union, giving rise to financial and/or reputational damage and an inferior student experience).
- R10 (Staffing - Inability to recruit and retain high performing staff, compromising the University's ability to achieve its ambitions and its financial sustainability).

Voting

Decisions are to be decided by a simple majority vote following resolutions proposed and recorded by members of the Committee. The Chair will have the casting vote in the event of a tied vote, in addition to their own vote. Voting members are indicated by an asterisk in the membership summary.

Meetings

The Mission Committee will meet at least once a term. The time and place of meetings will be arranged by the University Secretary.

Clerking arrangements

1. The Clerk will act as Secretary to the University Mission Committee.
2. The Clerk shall ensure that an agenda and relevant reports and documentation shall be circulated to all members at least one week prior to meetings.
3. The Clerk shall take minutes of all proceedings and provide copies to all the members.

Quorum

There shall be a quorum when 7 members are present at the start of the meeting, one of whom shall be an external University Council member.

Membership



1. The membership of the Committee shall be determined by the University Council. The Committee members shall be drawn from the University Council, staff and student members of the University, the Chester Diocesan Director of Education and a representative of the Chester Diocese.
2. Members should declare any interest in items on the agenda.
3. With the approval of the Chair, members will be entitled to invite to the meeting a person or persons to give advice on a matter before the Committee.
4. Other officers of the University may be asked to attend meetings whenever the Committee consider it necessary.
5. The President of the University Council is an ex-officio member of this Committee.
6. The University Council shall appoint a Chair from among the members of the University Council, who shall be a member of the University Mission Committee.

Membership summary:

★ = voting member

The Committee shall consist of the following members:

- The Vice-Chancellor or Deputy Vice-Chancellor (or their Nominee) (*ex-officio*) ★
- 3 External University Council Members (2 of whom shall be Foundation Members) ★
- 1 Staff University Council Member ★
- The Chester Diocesan Director of Education (or deputy) ★ (who may or may not be a University Council Member of the University)
- A representative of the Diocese of Chester ★
- The Senior University Chaplain (*ex-officio*) ★
- A representative from Theology & Religious Studies (*ex-officio*) ★

- 2 Student Representatives nominated by Chaplaincy
- The CSU President
- 2 Academic staff members , nominated by the Vice-Chancellor
- 2 professional services staff members , nominated by the Chief Operating Officer.

All University Council members may attend as Observers.

Members may appoint deputies.

In attendance:

General Counsel & University Secretary
Clerk

Nominations & Governance Review Committee

Constitution

The Nominations & Governance Review Committee is appointed by and responsible to the University Council.

Terms of Reference

1. To keep the University's governance arrangements under review, to monitor developments in good governance practice and to advise and make recommendations to the University Council accordingly.
2. To advise the University Council on the appointment of co-opted members of the Council and on such other matters relating to membership and appointments as the University Council shall remit to it, having regard to the provisions of the Instrument and Articles of Government and the policy from time to time of the University Council.
3. To gather nominations in respect of vacancies and prospective vacancies on the University Council, to initiate searches for potential candidates through consultation with appropriate bodies and to determine and apply the processes whereby such nominees and candidates are screened and shortlisted.
4. To consider from time to time and to make recommendations to the University Council on the composition and balance of the University Council and its Committees.
5. To prepare and maintain written descriptions of the role and the capabilities desirable in a new member, based on a full evaluation of the balance of skills and experience of the University Council.
6. To:
 - (i) oversee a full and robust review of the effectiveness of governance at least every three years; and
 - (ii) review at least annually progress towards achieving outstanding actions from the preceding effectiveness review; the University Council's governance and decision-making processes and procedures, standing orders and records of attendance of membersand to make such recommendations to the University Council arising from such reviews as may be appropriate.
7. To consider such matters as may be referred to it by Council, Council Committees, Senate, and other University Committees. The Committee may also refer matters to Council, Council Committees, Senate, and other University Committees.
8. To have due regard in carrying out its functions to equality and diversity considerations (including the public sector equality duty in section 149 of the Equality Act 2010) and for that purpose to collect, monitor and report in respect of members and prospective members data on equality [and any particular geographical connection with a University site].

Voting

Decisions are to be decided by a simple majority vote following resolutions proposed and recorded by members of the Committee. The Chair will have the casting vote in the event of a tied vote, in addition to their own vote. Voting members are indicated by an asterisk in the membership below.

Meetings

The Committee will meet annually and ad hoc as necessary. The time and place of meetings will be arranged by the Clerk in conjunction with the Chair of the Committee.

Clerking arrangements

1. The Clerk to the University Council will act as Clerk to the Nominations & Governance Review Committee.
2. The Clerk shall ensure that an agenda and relevant reports and documentation shall be circulated to all members at least one week prior to meetings.
3. The Clerk shall take minutes of all proceedings and copies provided to all the members.

Quorum

There shall be a quorum when 4 members are present at the start of the meeting, three of whom will be external Members of the University Council.

Membership

1. Membership of the Committee is made up of the President of the University Council, the Vice-Chancellor, the Deputy Vice-Chancellor and at least three external members of the University Council. The membership shall be for a term of three years, but reappointment is possible.
2. Members should declare any interest in the institution.
3. With the approval of the Chair, members will be entitled to invite to the meeting a person or persons to give advice on a matter before the Committee.
4. The Chair is the President of the University Council.

Membership summary:

☐* = voting member

President of the University Council (Chair) ☐*

Vice-Chancellor ☐*

Deputy Vice-Chancellor ☐*

At least 4 external University Council Members ☐*

In attendance: General Counsel & University Secretary
Clerk to the University Council

Senior Salaries Committee

Constitution

The Senior Salaries Committee is appointed by and responsible to the University Council.

Terms of Reference

1.1 To consider and make recommendations to the University Council on the remuneration and conditions of service of:

- the Vice-Chancellor;
- the Deputy Vice-Chancellor; and

- (following the recommendation of the Vice-Chancellor):

(i) the holders of the following senior posts and the holders of such other senior posts as the Council Members may from time to time determine:

- Senior Pro Vice-Chancellor & Chief Operating Officer
- Chief Financial Officer

and

(ii) the holders of the following senior academic or academic-related posts and the holders of such other similar posts as the Council Members may from time to time determine:

- Pro Vice-Chancellor (Research and Innovation)
- Executive Deans/Pro Vice-Chancellors

and

(iii) the holders of the following senior professional services posts and the holders of such other similar posts as the Council Members may from time to time determine:

- University Secretary and General Counsel
- Executive Director of Human Resources
- Executive Director of Estates

The University Council shall take the Senior Salaries Committee's recommendations into account in considering and determining the remuneration and conditions of service of the holders of the senior posts specified above.

1.2 University Council shall be the appointing authority for posts falling within paragraph 1.1 and 1.1(i).

1.3 At least one member of University Council shall be involved in the appointment of posts falling within paragraph 1.1(ii).

1.4 Dismissal of the holder of a post falling within paragraph 1.1 and 1.1(i) shall be in accordance with the University's procedure relating to holders of senior posts.

1.5 Dismissal of the holder of a post falling within paragraph 1.1(ii) and (iii) shall be in accordance with the University's disciplinary procedure.

2. To determine grievances against the Vice-Chancellor and similar matters which relate to remuneration and conditions of service.
3. In discharging its terms of reference, the Senior Salaries Committee will:
 - (i) consider comparative information on the emoluments of employees within its remit when determining salaries, benefits and terms and conditions;
 - (ii) ensure that all arrangements are clearly recorded;
 - (iii) report on its decisions and operation at least annually to the University Council. Such a report should not normally be withheld from any members of the University Council and will record inter alia:
 - (a) the resulting overall levels of increase in the aggregate salary costs of the Vice-Chancellor, the Deputy Vice-Chancellor and holders of other posts the remuneration of which is recommended by the Committee; and
 - (b) the agreed base salary for the Vice-Chancellor.
4. The Committee will also review for information details of 'other senior staff pay' in accordance with the OfS accounts direction.

Voting

Decisions are to be decided by a simple majority vote following resolutions proposed and recorded by members of the Committee. The Chair will have the casting vote in the event of a tied vote, in addition to their own vote. Voting members are indicated by an asterisk in the membership below.

Meetings

The Committee will normally meet annually. The time and place of meetings will be arranged by the University Secretary in conjunction with the Chair of the Committee.

Withdrawal from Meetings

The Vice-Chancellor and any other holder of a post the remuneration of which is recommended by the Committee who is present at a meeting of the Senior Salaries Committee must withdraw from any part of the meeting which considers their remuneration and conditions of service or in which they have any other interest.

Clerking arrangements

1. The Clerk will act as Secretary to the Senior Salaries Committee.
2. The Clerk shall ensure that an agenda and relevant reports and documentation shall be circulated to all members at least one week prior to meetings.
3. The Clerk shall take minutes of all proceedings and copies provided to all the members.

Quorum

There shall be a quorum when 3 members are present at the start of the meeting.

Membership

1. Membership of the Committee is made up of the President of the University Council and at least four members of the University Council.
2. Members should declare any interest in the institution.
3. With the approval of the Chair, the Committee may resolve to invite to a meeting any person to give advice on a matter before the Committee.
4. The Chair shall be a member of the University Council.

Membership summary:

* = voting member

President of the University Council *

At least 4 University Council Members (excluding the Vice-Chancellor and Deputy Vice-Chancellor) * one of whom shall be Chair (*viz.* the President shall not be Chair)

In attendance: University Secretary (withdrawing for consideration of own remuneration and whenever required to do so by the Committee).

The Vice-Chancellor shall attend if requested to do so by the Committee to advise on the remuneration of holders of posts within the Committee's terms of reference but shall not be present for consideration of own remuneration.