

BOARD OF GOVERNORS

Bye-Laws

(to be read in conjunction with the Instrument and Articles of Government)

Owner	University Secretary & Clerk to the Board
Approved by	Board of Governors
Last reviewed	March 2024

Agendas and Papers

12. Agendas for the Board and committees are prepared collaboratively by the Clerk, the Chair of the Board or committee and the Vice Chancellor and Chief Executive, and are approved by the relevant Chair.
13. Members of the Board may request, via the Chair or the Clerk, that a specific item is included on an agenda. The inclusion is subject to approval by the relevant Chair.
14. The majority of agenda items will be supported by a brief written report, which will be circulated with the agenda.
15. Papers will be sent in hard-copy (on request) and circulated electronically in the secure repository accessible only by members of the Board or its committees.
16. Tabled papers may be allowed at the relevant Chair's discretion.

Confidential and Reserved Business

17. In order to protect the interests of the University, its students and its staff, and subject to the provisions of data protection legislation (GDPR and the Data Protection Act 2018) and the Freedom of Information Act, certain items of business may be declared to be confidential and/or reserved.
18. Discussion of confidential business and circulation of confidential documents are normally restricted to only members of the Board or committee.
19. RC 1625930207 (1)(a) PC 637426 (8)(2) UK 95054 (1) (2009) 0209 (1)(a) (1)(a) 138040 (1580

27. Members of the Board and its committees are not permitted to send alternates to meetings nor to appoint proxies to act on their behalf at meetings.

Observers

28. The attendance of observers is at the discretion of

Cabinet Responsibility

50. Any matter raised by a member which is not specified in the agenda may be referred by the Chair for discussion at a subsequent meeting. Substantial items raised by members under 'Any other

- ***External Audit***

1. *To appoint the external auditors, agree the audit fee and the provision of non-audit services by the external auditors.
2. *To dismiss or deal with questions concerning the resignation of the external auditors.
3. To discuss with the external auditors, before the audit begins, the nature and scope of the audit.
4. To discuss with the external auditors any 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 management where necessary).
5. To monitor annually the performance and effectiveness of the external auditors and to assess any matters affecting their independence.

Internal Audit

6. *To appoint the internal auditors and agree the audit fee.
7. *To dismiss or deal with questions concerning the resignation of the internal auditors.
8. To approve the Annual Internal Audit Plan and to review and monitor the internal auditors' audit risk assessm*To

Risk Management and Governance

18. To keep under review the effectiveness of the University's risk management, control and governance arrangements, including compliance with the legal and regulatory framework that the University operates in.
19. To review the Risk Management Policy and the University Risk Register on a periodic basis and make recommendations to the Board of Governors and to ensure that the University's arrangements for the management of risk more broadly are adequate and effective
20. To ensure that all significant losses have been properly investigated and that the internal and external auditors and the OfS accounting officer, have been informed.
21. To approve the institution's policies on whistleblowing, anti-b2 (e)-3 p anu 2 (e)-3iicS9(e)-3i2 (t)-2.9 (e)-3 7Br

Finance and Development Committee Terms of Reference

SCOPE

The Finance & Development Committee's scope is matters concerning finance, resources, estates and related policies. In particular the Committee will consider the development, monitoring and coherence of strategic planning policy and advise the Governing Body accordingly.

MEMBERSHIP

6. To consider such other matters as the Chair of Governors and/or Vice Chancellor and Chief Executive may request and to determine if recommendations on these matters should be made to the Board of Governors.
7. To consider and make recommendations, as set out in the schedule of delegation, to the Board of Governors on:
 - a. Approval of the Treasury management strategy/policy
 - b. Establishment of borrowing limits
 - c. Approval of capital development or estates projects with a total value in excess of £1m (incl VAT)
8. To exercise authority as set out in the schedule of delegation, including:
 - To approve IP sale or licensing greater than £500k on the recommendation of the Vice Chancellor.

People and Culture Committee Terms of Reference

SCOPE

To provide strategic oversight of the University's people and culture strategies, policies and practices including those which relate to equality, diversity and inclusion (EDI) that will support and promote a culture of equality of opportunity within the University.

MEMBERSHIP

4 independent members of the Board of Governors (one of whom will be Chair)
Up to 2 staff governors
1 student governor
Vice Chancellor

In attendance

Director of HR
Pro Vice Chancellor Students
University Secretary and Clerk to the Board of Governors
Assistant Clerk to the Board of Governors (Minuting Secretary)

Chair

The Chair will be appointed by the governing body from amongst the independent members of the Board of Governors.

QUORUM

Quoracy is two independent members of the Committee.

FREQUENCY OF MEETINGS

At least once per semester.

TERMS OF REFERENCE

1. To monitor and make recommendations to the Board of Governors on the University's Equality, Diversity and Inclusion Framework including the University's Equality, Diversity and Inclusion Policy Statement.
2. To formally report to the Board on an annual basis on the fulfilment of the University statutory obligations under the Equality Act 2010 in respect of equality, diversity and inclusion.
3. To receive and consider the annual report of the Equality, Diversity and Inclusion Committee (EDIC) and make recommendations to the Board of Governors on the report.

- a. appointment and promotion
 - b. reward
 - c. conduct
 - d. appraisal
 - e. performance management
 - f. suspension
 - g. discipline
 - h. redress of grievances and
 - i. dismissal of staff (including the holders of senior posts).
6. To receive and consider updates on national pay negotiations and other union related matters including the annual Trade Union Facility Time Report.
 7. To receive and consider the annual Gender Pay Gap Data report.
 8. To receive and consider regular reports from the Health, Safety and Wellbeing Committee, including on the approval of the Health & Safety Policy Statement.
 9. To have oversight, on behalf of the Board of Governors, of the University's Code of Practice on the Freedom of Speech.

Minutes Received

10. To receive and consider the minutes of other relevant University groups whose remit fits within the scope of the Committee.

AUTHORITY AND DELEGATED POWERS

The Board has delegated to the People and Culture Committee oversight of HR Policy and Strategy.

Nominations & Governance Committee Terms of

5.

Remunerations Committee (Board Appointees) Terms of Reference

1. **Scope**
Appointed by the Board in accordance with Articles of Government, 3.3.3., to determine and advise on matters relating to the remuneration of senior post holders (Board Appointees), as described in the Articles of Government, 3.1.4.
2. **Membership**
Chair:A Vice Chair of the Board of Governors
Members:
Chair of the Finance and Development Committee
Chair of the Audit Committee
Chair of the People & Culture Committee
Vice Chair of the Board of Governors, if not already a Chair of a Committee and identified above
In attendance
Chair of the Board of Governors
Vice Chancellor and Chief Executive
Secretary
Director of Human Resources
3. **Quorum**
Two members.
4. **Terms of Reference**
 - i) To consider the University's interest in attracting and retaining the services of outstanding, exceptionally high performing individuals in relation to Board Appointee roles.
 - ii) To consider the University's interests in attracting and retaining the services of any other outstanding, high performing individuals to such senior post appointments as the Board may determine, from time to time as prescribed in the University's Articles of Governance (3.1.4)
 - iii) To ensure that all its decisions have due regard to the delivery of the University's mission and strategy, its commitment to public benefit, its legal and regulatory duties and charitable status.
 - iv) To consider comparative information on the salaries and benefits, conditions of service and contracts of employment at other Universities in England and internationally, to provide context for its decisions.
 - v) To review and determine the remuneration of Board Appointees, relative to the sector data

Bye-Law 4: Academic Board terms of reference

Purpose:

Academic Board provides the Board of Governors with the assurance that the University's academic strategy is fit for purpose and approves new and revisions to academic policy. Academic Board has responsibility for the standards, quality and enhancement of academic provision within the University. Academic Board is responsible for the organisation of learning and teaching,

Bye-Law 5:

Bye-Law 6: Appointment of Vice Chair(s)

1. The Board may appoint up to two Vice Chairs, for a term of office of up to four years. This term of office may run concurrently or subsequently to the individual's term(s) of office as an independent member, up to a maximum period of office of 12 years. The Board may decide to re-appoint a Vice-Chair for a second term of office if the appointment would not result in total term of office exceeding 12 years. Where practicable the terms of office of the Chair and the Vice Chair(s) should be staggered.
2. The procedures for the appointment of the Vice Chair(s) of the Board shall be determined by the Board on the recommendation of the Clerk. In normal circumstances, such procedures shall commence not less than 18 months prior to the end of the final term of office of the Vice Chair
- 3.

Bye-Law 8: Appointment of Staff Board Members

1. Paragraph 3.2 of the Instrument of Government provides for the appointment of up to four staff members of the Board of Governors: up to two from amongst the professional staff and up to two from amongst the academic staff. Staff members serve for an initial term of four years and are eligible to serve for a second term of four years.
2. Appointment Process
 - a) The appointment process shall be managed by the Clerk to the Board, who shall invite applications from the relevant staff grouping.
 - b) The appointment process shall comprise:
 - A formal application from interested parties addressing set essential criteria;
 - Shortlisting of applicants by a working group identified by the Nominations & Governance Committee;
 - An interview of shortlisted candidates by a small panel comprising of members of the Nominations & Governance Committee ;
 - Formal recommendation by the Nominations & Governance Committee for approval of the preferred candidate(s) to the next scheduled meeting of the Board of Governors.
3. Consideration of second term of office

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This is carried out by the Chair, Vice Chairs and Chairs of committees and a report is made to the Nominations & Governance Committee accordingly.

Bye-Law 9: Dismissal of a Board member

1. In accordance with paragraph 4.3 of the Instrument of Government, if at any time the Board of Governors is satisfied that any member:

- a) has been absent from meetings of the Board for a period of twelve months without permissions of the Board;
- b) is unable or unfit to discharge the functions of a member (including where they are no longer able to meet the 'fit and proper person' requirement of the Office for Students);
- c) is disqualified from acting by virtue of section 178 of the Charities Act 2011;
- d) for any other good cause agreed formally by the Board

the Board may remove that member from office in accordance with the provisions of this bye-law.

2. Procedure

- i. Any member of the Board who has, or is notified of, a concern about the conduct or behaviour of a Board member shall raise the concern, in writing, either with the Chair of the Board, or a Vice Chair or the Clerk.
- ii. If the Chair, or Vice Chair or Clerk decides that the concerns raised are material, then a Panel shall be convened by the Clerk comprising of three members of the Board and will normally be chaired by one of the Vice Chairs. The Panel membership must not include the member(s) who have raised the concerns.
- iii. The Panel will receive representations in writing from the member(s) lodging the request to dismiss the member, these representations must provide the grounds for dismissal along with any relevant evidence.
- iv. The Panel must give the individual who is the subject of the request to dismiss a reasonable opportunity to respond to the concerns raised. This may be through either written or oral representations to the Panel and shall be considered by the Panel, ahead of it discussing its recommendation to the Board. The member must be advised in writing of the concerns raised against them and be provided with any evidence, in order that they are able to respond fully.
- v. The Panel will make a recommendation in writing to the Board on whether to uphold the request to dismiss the member from the Board. The matter will be considered at a meeting of the Board under 'Reserved Business'.. Neither the members of the Panel nor the member(s) who raised the concerns may participate in the Board's consideration of this matter. The Chair of the Panel may attend the meeting of the Board to answer any question of clarification, before retiring from the meeting ahead of the Board deliberating upon and making its final judgement on the Panel's recommendation
- vi. The individual who is the subject of the request to dismiss has the right to attend the Board meeting at which the Panel's recommendations are considered. This provides an opportunity for the individual to address the Board and respond to any questions the Board may have in response to the

Bye-Law 10: Holders of Senior Post appointed by the Board

Bye-Law 11: Suspension, Discipline and Dismissal of the Holders of Senior Posts

Procedures for the suspension, discipline and dismissal of the holders of senior posts are set out in the University's Staff Disciplinary Policy.

