



**ARTS
UNIVERSITY
PLYMOUTH**

BOARD OF GOVERNORS STANDING ORDERS

APPENDIX 3

**TERMS OF REFERENCE FOR THE BOARD OF GOVERNORS
COMMITTEES AND SCHEDULE OF DELEGATION**

Contents

Part 1.	Terms of Reference – Audit Committee
Part 2.	Terms of Reference – Finance & Estates Committee
Part 3.	Terms of Reference – Nominations & Governance Committee
Part 4.	Terms of Reference – Remuneration Committee
Part 5.	Terms of Reference - Employment Committee
Part 6.	Schedule of Delegation

PART 6 SCHEDULE OF DELEGATION

1. Introduction

- 1.1 The Board of Governors (the Board) is the University's senior authority and is ultimately responsible for all of its activities. However, this does not mean that governors are, or should be, actively involved in every decision made. This Scheme of Delegation (the Scheme) outlines how the Board's authority is delegated appropriately to committees or, where appropriate, individuals, to ensure that the University is able to operate effectively.
- 1.2 While the Board is happy to delegate authority appropriately, it nonetheless retains responsibility for each activity. The Scheme also illustrates how governors retain appropriate oversight of all areas. Where necessary, the Board retains the right to review and, if appropriate, overturn any decision made by a delegated authority.
- 1.3 The Scheme was formulated in line with the University's constitutional documents: the Instrument and Articles of Government. It is also alert to the requirements of the Office for Students, namely in upholding the Public Interest Governance Principles, and meeting the requirements of the Terms and Conditions of Funding. The Scheme also references the CUC HE Code of Governance 2020, which the Board formally adopted in October 2020.

2. THE BOARD OF GOVERNORS

- 2.1 The Board's responsibilities are defined in paragraph 3(1) of the Articles of Government.
- 2.2 Paragraph 5.5 of the Articles states: The Board shall not delegate:
- a. the determination of the educational character and mission of the University;
 - b. the approval of the annual estimates of income and expenditure;
 - c. the responsibility for ensuring the solvency of the University and the Corporation and safeguarding their assets;
 - d. the appointment of the Vice-Chancellor, the holders of senior posts, the Clerk, or Deputy Clerk;
 - e. the varying or revoking of these Articles.
- 2.3 The Articles goes on to state at paragraph 5.6: The Board may not delegate:
- a. the consideration of the case for dismissal, and
 - b. the power to determine an appeal in connection with the dismissal of the Vice-Chancellor, the holders of senior posts, the Clerk or the Deputy Clerk,
- other than to a committee of members of the Board of Governors.

3. STATEMENT OF PRIMARY RESPONSIBILITIES

The Board has approved a statement of primary responsibilities. It is found within Appendix 1 of the Standing Orders: Key Corporate Responsibilities.

Specific Delegations

- 3.1 The Board issues Terms of Reference to Committees detailing remits and delegations specific to each of the following Committees:
- Audit Committee (Statement of Primary Responsibilities para 3)
 - Finance and Estates Committee (Statement of Primary Responsibilities para 12)
 - Employment Committee (Statement of Primary Responsibilities para 11)
 - Remuneration Committee (Statement of Primary Responsibilities para 9 and 10)
 - Nominations and Governance Committee (Statement of Primary Responsibilities para 6 and 7).
- 3.2 Committees are empowered by the Board to seek from Management and others all information and specialist/professional advice necessary for the proper discharge of their remits and to investigate any activity within their Terms of Reference.
- 3.3 The Clerk and Deputy Clerk are responsible for paragraph 16 of the Statement of Primary Responsibilities.

4. POWERS WHICH THE BOARD HAS RESOLVED NOT TO DELEGATE (SECTIONS 4 TO 13 INCLUSIVE)

4.1. In addition to the matters which the Board may not delegate, the Board has resolved to reserve to itself the following:

5. CONSTITUTIONAL MATTERS

- 5.1. Major changes to the organisational structure of the University;
- 5.2. The establishment or abolition of committees reporting to the Board;
- 5.3. The appointment of its Chair and Vice-Chair (Instrument 7.1);
- 5.4. The appointment of external members of the Board (Instrument 5); and
- 5.5. **The appointment of the Chancellor (TBC).**

6. STRATEGIC PLANNING

- 6.1. To set and agree the mission, strategy, vision, and values of the University with the Executive;
- 6.2. The approval of major subsidiary strategies (those which are academic should be recommended by the Academic Board);
- 6.3. Monitoring and evaluating the performance of the University in delivering the strategic plan.

7. ACADEMIC MATTERS

7.1. To make the annual assurance statement on academic matters as part of the Annual Accountability Return.

8. FINANCIAL MATTERS

- 8.1. Approval of the financial strategy;
- 8.2. Decisions on the University's maximum fee for courses within the scope of the Access and Participation Plan;
- 8.3. The appointment of the University's bankers;
- 8.4. Approval of the Annual Report and Financial Statements;
- 8.5. Approval of the Annual financial Forecasts (statutory return to the Office for Students (OfS));
- 8.6. Approval of major capital expenditure;
- 8.7. Approval of the purchase, lease or rent of land, buildings or fixed plant;
- 8.8. Writing off bad debts in excess of £5,000;
- 8.9. Approval of borrowing limits and facilities; and

9. AUDIT AND COMPLIANCE MATTERS

- 9.1. The appointment of the external auditors and the determination of the audit fee;
- 9.2. The appointment of the internal auditors;
- 9.3. The setting of the University's Risk Appetite;
- 9.4. Approval and monitoring of risk management policies and procedures, in particular the corporate risk register; and
- 9.5. Approval of the University Health & Safety Policy and consideration of the Annual Report on Health & Safety.
- 9.6. Approval of the University Equality Diversity and Inclusion (EDI) Policy and consideration of the Annual Report on EDI.
- 9.7. Approval of the University Safeguarding (including Prevent) Policy and consideration of the Annual Report on Safeguarding and Prevent.

10. STAFFING MATTERS

- 10.1. Decisions on participation in national arrangements for salaries and other staffing matters; and
- 10.2. Approval of the remuneration (including levels and rates of Performance Related Pay), terms and conditions of employment and all other benefits, and severance terms for: the Vice-Chancellor; Senior Postholders ie Registrar & Deputy Vice-Chancellor; Clerk; and Deputy Clerk.
- 10.3. The framework for the pay and conditions of service for all other Staff (Article 3.1(e)).

11. MATTERS RELATING TO STUDENTS

- 11.1. The approval of the Students' Union constitution and any amendments to it (Article 12.1); and
- 11.2. Rules for student conduct (Article 12.2).

12. ESTATES AND INFRASTRUCTURE MATTERS

- 12.1. The purchase, sale, exchange or leasing of University land and buildings.

13. OTHER MATTERS

- 13.1. The approval and amendment of Board Standing Orders;
- 13.2. The removal from office of members of the Board (Instrument 6.3); and
- 13.3. Constitutional arrangements for the Academic Board (Articles 3.3 and 4).

14. POWERS DELEGATED TO THE VICE-CHANCELLOR

14.1 Subject to the responsibilities of the Board of Governors, the Vice-Chancellor shall be the Chief Executive of the University, the responsibilities for which are set out a paragraph 3(2) of the Articles of Government as follows:

- (a) making proposals to the Board of Governors about the educational character and mission of the University, and for implementing the decisions of the Board of Governors;
- (b) the organisation, direction and management of the University and leadership of the staff;
- (c) the appointment, assignment, grading, appraisal, suspension, dismissal and determination – within the framework set by the Board of Governors – of the pay and conditions of service of staff other than the holders of senior posts, the Clerk and the Deputy Clerk;
- (d) the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
- (e) preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of budget and resources, within the estimates approved by the Board of Governors; and
- (f) the maintenance of student discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

14.2 The scope for further delegation by the Vice-Chancellor to holders of senior posts as detailed in the Articles is restricted to those members of staff formally classified by the Board as "Senior Post Holders". The Vice-Chancellor remains accountable to the Board for matters delegated to other senior managers.

14.3 The Vice-Chancellor also has the responsibilities of the 'Accountable Officer' as set out by the [Office for Students in Regulatory advice 10: Accountable officers Guidance for providers on the responsibilities of accountable officers](#).

14.4 The Board has also delegated the following specific powers to the Vice-Chancellor:

- a. Expenditure authority up to £250k. (in accordance with processes outlined in the University's Financial Regulations).
- b. The appointment of the University's legal advisors.

15. Consultation, Reporting and Further Delegation

- 15.1 The Board has determined that, in discharging the responsibilities detailed at 14 above, the Vice-Chancellor, shall, at all times be mindful of the Board's own responsibilities and shall:
- (a) seek timely and prior Board approval for proposed actions which fall within the Board's own remit, and
 - (b) provide appropriate and suitably detailed reports to the Board and its committees of actions taken falling within the Vice-Chancellor's remit, such that Governors remain well informed, and able to function effectively as a Board.
- 15.2 The Board has determined that, the Chair of the Board of Governors will routinely consult and exchange information with the Vice-Chancellor and Senior Post Holders. It also encourages Committee Chairs to maintain appropriate routine contact with the Vice-Chancellor and Senior Post Holders.

16. Powers Delegated to the Academic Board

- 16.1 Subject to the provisions of the Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Vice-Chancellor, the Academic Board shall be responsible for:
- (a) general issues relating to the research, scholarship, teaching and courses at the University, including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;
 - (b) considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice-Chancellor and the Board of Governors on those matters; and
 - (c) advising on such other matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board;
 - (d) the process for nominating staff governors.

The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities provided that each establishment is first approved by the Board of Governors. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board.