



BUCKINGHAMSHIRE
NEW UNIVERSITY

EST. 1891



Council Committees: Constitution & Terms of Reference

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Introduction

1. Council and the Committees / Panels for which it is responsible are structured around Standing and Non-Standing Committees, Subsidiary Companies, Trustee Boards, Linked Charities and other. These are:

a. Standing Committees:

- Audit Committee
- Governance Committee
- Resources Committee
- Student Experience Committee
- Remuneration Committee
- Honorary Awards Committee

These committees meet regularly through the academic year and either, make decisions under the Scheme of Delegation, or recommend to Council the preferred option or decision to be taken.

A schedule of Council and its standing committees is published annually by the University Secretary.

b. Non-standing Committees:

- Employee Appeals Panel
- Employee Grievance Panels
- Senior Employee Special Committee
- Chancellor Search Committee (Advisory)

These are held on an ad hoc basis as necessary where the normal processes within the University have either failed or been questioned.

c. Subsidiary Companies:

- Missenden Abbey Ltd
- BCUC (Services) Ltd
- Buckinghamshire, Education, Skills & Training (BEST)
- BCUC (Conferences) Ltd (dormant)
- UCFB Bucks Ltd (dormant)
- Thames Valley Training & Development (dormant)
- Buckinghamshire College Ltd (dormant)

The Boards of these Committees are set up with members both from the senior level of the University and Council and monitor and direct the strategic direction of the companies.

d. Trustee Boards:

- Chiltern Student Village

e. Other:

- University Technical College

Council and its Standing Committees

Council

Reports to	None
Standing Committees	Audit Committee Governance Committee Resources Committee Remuneration Committee Student Experience Committee Honorary Awards Committee
Non-Standing Committees	Employee Appeals Panel Employee Grievance Panel Senior Employee Special Committee Chancellor Search Committee (Advisory)
Minutes	Published on University Web once approved by Council
Executive Summary required	No
Frequency of meetings	Seven meetings (three business meetings, three strategic meetings and one joint meeting with Senate held annually)
Updated/reviewed	Autumn 2020

Membership:

Chair	Elected from and by the members of Council for a period of two years, renewable OR recruited and appointed as Chair under Council Procedures (ref 4.5) <i>Note: Staff and student members are not eligible for election</i>
Deputy Chair	Elected from and by the members of Council for a period of two years, renewable <i>Note: Staff and student members are not eligible for election</i>
Secretary	University Secretary and Clerk to the Council

Minute Secretary	Nominated by the University Secretary and Clerk to the Council
Ex-officio Members	The President of the Students' Union The Vice-Chancellor
Other Members	Up to 13 x Independent members 6 x Co-opted members (at least one and no more than six can be on the Council at any one time) Up to 2 x members of staff nominated by Senate 1 x elected member of academic staff 1 x elected member of non-academic staff 1 x current student (as one of the co-opted members)
In Attendance	Provost and Deputy Vice-Chancellor Pro Vice-Chancellor(s) Chief Financial Officer Other senior staff of the University at the invitation of the Chair

Terms of Reference:

- a. To determine the educational character and mission of the University and be responsible for oversight of its activities.
- b. To be responsible for the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets.
- c. To approve annual estimates of income and expenditure.
- d. To be responsible for the appointment, grading, assignment, appraisal, suspension, dismissal and determination of the pay and conditions of service of holders of senior posts.
- e. To set a framework for the pay and conditions of service of all other staff.
- f. To be responsible for corporate policies, rules and procedures to assure the effective governance of the Corporation, including an anti-fraud and anti-corruption policy, and a code of practice on governance and related procedural matters.
- g. To establish an Audit Committee.
- h. To establish such other committees to advise Council, as determined by Council from time to time.
- i. To establish a Senate and approve, amend or revise its constitution and terms of reference.
- j. To make recommendations to the Privy Council as appropriate regarding any necessary revisions of Instrument and Articles of Government.

Notes:

1 The Council shall **not** 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
- the varying or revoking of the Articles of Government

2 **Quorum**

The quorum for meetings of Council shall be ten members of whom six 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 have the right to require that a decision be deferred to the next meeting.

(Note: Whilst in the spirit of Article 4.1 a) this quorum has been specified by Council)

3 **Frequency of Meetings**

Scheduled meetings of Council will take place seven times a year. Normally there will be three business meetings (one each term), together with strategic meetings and one joint meeting each academic year with Senate.

4 **Appointment Terms**

Independent and Co-opted members shall be appointed to serve for a period of four years, which shall be renewable for one further period of four years. The period of office will run from 1 August to 31 July. The renewal of appointment shall be subject to the recommendation of the Governance Committee in its annual report to Council.

(Article 3.3 b) refers)

5 **Appointment of Chair and Deputy Chair**

The members shall, biennially, elect two of their number to be respectively Chairman and Deputy Chairman of their meetings for the two year period, provided that no members of the University employees or of the student body shall be eligible to act as Chair or Deputy Chair. The Chair and Deputy Chair shall always be eligible for re-election within their overall term of appointment.

(Article 3.4 a) refers)

Further detail pertaining to Council election arrangements is provided in Council Procedures Section 3.6-3.9 & 4.1-4.9.

Audit Committee

These terms of reference are aligned to the CUC Audit Committee model terms of reference

Scope: the role of the Audit Committee is to advise and assist the governing body in respect of the entire assurance and control environment of the University

Reports to	Council
Standing Committees	None
Minutes	Not currently published
Executive Summary required	No
Frequency of meetings	Four per year.
Updated/reviewed	November 2020

Membership:

Chair	Appointed from the Independent/Co-opted members of the Committee for a period of two years renewable
Deputy Chair	Not applicable
Secretary	University Secretary and Clerk to the Council
Minute Secretary	Nominated by the University Secretary and Clerk to the Council
Ex-officio Members	None
Other Members	Five members of Council
Co-options as per Procedures (<i>Section 2.8 & 2.9 refers</i>)	Additional specialist members (who may be other Council members with the requisite skills) may be co-opted for one year, renewable for one additional year and exceptionally for one further additional year. To a maximum of one co-opted member
In Attendance	Vice-Chancellor Pro Vice-Chancellor or Provost and Deputy Vice-Chancellor Chief Financial Officer Deputy Director of Finance or Financial Controller

	Internal Auditors (where business relevant to them is being discussed)
	External Auditors (where business relevant to them is being discussed)
	Other senior staff of the University at the invitation of the Chair

Terms of Reference:

- a To advise the Council on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of resignation or dismissal of the external auditors.
- b To discuss, if necessary, with the external auditors, before the audit begins, the nature and scope of the audit.
- c To discuss with the external auditors 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).
- d To consider and advise the Council on the appointment and terms of engagement of the internal audit service (and the head of internal audit, if applicable), the audit fee, the provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors.
- e To review the internal auditors' audit risk assessment, strategy and programme (audit plan); consider major findings of internal audit investigations and management response; and promote co-ordination between the internal and external auditors. The committee will ensure that the resources made available for internal audit are sufficient to meet the institution's needs (or make a recommendation to the Council as appropriate).
- f To monitor and review the effectiveness of risk management, control and governance arrangements and, in particular, to review the external auditors' management letter, the internal auditors' annual report and management responses.
- g To monitor the implementation of agreed audit-based recommendations from whatever source.
- h To ensure that all significant losses have been properly investigated and that the internal and external auditors and, where appropriate, the Regulator (OfS), have been informed.
- i To approve and oversee the institution's policy on fraud and irregularity, including being notified of any action taken under that policy.
- j To satisfy itself that suitable arrangements are in place to ensure the sustainability of the institution and to promote economy, efficiency and effectiveness. This may include consideration of arrangements that:
 - a. Support the culture and behaviour that is prevalent within the University
 - b. Ensure the effective management of conflicts of interests

- c. Enable the appointment of 'fit and proper persons' to the Council and senior executive positions
- k To satisfy itself that effective arrangements are in place to ensure appropriate and accurate data returns are made to external stakeholders and regulatory bodies
- l To receive any relevant reports from the National Audit Office, the OfS and other organisations.
- m To monitor other relevant sources of assurance, for example, other external reviews.
- n To monitor annually the performance and effectiveness of external and internal auditors, including any matters affecting their independence and objectivity, and to make recommendations to the Council concerning their re-appointment, where appropriate.
- o To consider elements of the annual financial statements in the presence of the external auditor, including the auditor's formal opinion, the statement of members' responsibilities, and the statement of internal control in accordance with OfS Accounts Directions.
- p In the event of a merger or dissolution of the institution, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.
- q To prepare an annual report covering the institution's financial year and any significant issues up to the date of preparing the report, addressed to the Council and OfS Accountable Officer summarising the activity for the year. This report will cover the risk management, control, governance, sustainability, value for money and data quality)
- r To monitor the governance, risk management and financial controls of the University's subsidiary companies by means of reports from the Resources Committee, internal and external auditors and Senior Management Team.
- s to gain assurance on the University's management and quality of data submitted to HESA, OfS and other funding bodies

Notes:

1 Membership

- The Chair of Council may not be a member of the committee.
- The Deputy Chair of Council may not be Chair of the Audit Committee
- No member of the committee may also be a member of the Resources Committee.
- No more than one member of any other standing committee may also be a member of the Audit Committee (and never as Chair of the Audit Committee) with the exception of the Remuneration committee
- At least one member should have a background in finance, accounting or auditing.
- The Chair of the committee is appointed for a two year term, renewable.

(Article 3.2 c) refers)

- 2 The committee operates in compliance with the CUC Higher Education Audit Committees Code of Practice including model terms of reference as amended from time to time.
- 3 The quorum shall be 50% of the committee membership including a minimum of two independent members.

- 4 The committee will normally meet four times a year, the final meeting of the year to be scheduled at a time in the autumn to consider the University's financial statements and prepare the Audit Committee's annual report to Council and Head of Institution
- 5 The Audit 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 the Council.

Governance Committee

Reports to	Council
Standing Committees	Chancellor Search Committee (ad hoc)
Minutes	Not currently published
Executive Summary required	No
Frequency of meetings	Three or Four per year
Updated/reviewed	Autumn 2020

Membership:

Chair	Deputy Chair of Council (ex-officio)
Deputy Chair	Not applicable
Secretary	University Secretary and Clerk to the Council
Minute Secretary	Nominated by the University Secretary and Clerk to the Council
Ex-officio Members	Chair of Council Deputy Chair of Council Vice-Chancellor President of the Students' Union
Other Members	Three members of Council (a maximum of one member can be appointed from the staff members of Council)
Co-options as per Procedures (Section 2.8 & 2.9 refers)	None
In Attendance	Provost and Deputy Vice-Chancellor or Pro Vice-Chancellor

Terms of Reference:

- a To keep under review the membership, recruitment strategy and policy (including the skills matrix and target membership profile) of the Council and to make recommendations to Council for changes as appropriate.
- b To monitor and review the implementation of the governance arrangements under the scheme of delegation to ensure they remain current and appropriate.
- c To evaluate and to report at least annually to the Council on the effectiveness of the Council.

- d To receive reports from the Secretary's office on the status of memberships and terms of office and to monitor the retirements schedule.
- e To receive proposals regarding changes to the terms of reference and membership of Committees of Council and Senate and make recommendations to Council.
- f To review annually Council members' attendance at Council and its Committees and approve individual Council members as members of Council's Committees.
- g To approve the policy for allowances and expenses for members of Council.
- h To undertake work related to governance which the Council may from time to time delegate.
- i To be responsible for the timely management of succession planning in respect of Chair and Deputy Chair.
- j To recommend to Council nominations for new members.
- k To recommend to Council changes to procedure and process in respect of the management of Council business.
- l To recommend to Council proposed changes to the Instrument and Articles of Government.
- m To approve minor amendments to the Students' Union Constitution.
- n On behalf of Council as shareholder, to nominate as Directors at least one member of Council and at least one member of the Senior Management Team to each of the University's subsidiary companies' Boards of Directors. To have the right of approval, on Council's behalf, of all other Directors of subsidiary companies and to nominate the shareholder's representatives at Annual General Meetings of subsidiary companies.
- o To approve the Single Equality Scheme and action plan. To recommend to Council the University's policies on equality and diversity and receive assurance that appropriate strategies are in place to manage equality and diversity issues effectively.
- p To recommend to Council the Health and Safety policy and receive assurance that the Health and Safety issues are pro-actively managed in line with Health and Safety policy and relevant legislation through an annual report and periodic exception reports as appropriate.

Notes:

- 1 The quorum shall be 50% of the committee membership including a minimum of two independent members.
- 2 The committee will normally meet three times a year.

Resources Committee

Reports to	Council
Standing Committees	None
Non-Standing Committees	Capital Projects Group
Minutes	Not currently published
Executive Summary Required	No
Frequency of meetings	Four per academic year
Updated/reviewed	Autumn 2020

Membership:

Chair	Appointed from the Independent/Co-opted members of Committee for a period of two years, renewable.
Deputy Chair	Not applicable
Secretary	University Secretary and Clerk to the Council
Minute Secretary	Nominated by the University Secretary and Clerk to the Council
Ex-officio Members	Chair of Council Deputy Chair of Council (only if the Deputy Chair does not sit on the Audit Committee) Vice-Chancellor
Other Members	A minimum of six and a maximum of eight members of Council (a maximum of one member can be appointed from the staff members of Council) (exclusive of ex-officio members)
Co-options as per Procedures (<i>section 2.8 & 2.9 refers</i>)	None
In Attendance	Pro Vice-Chancellor or Provost and Deputy Vice-Chancellor Chief Financial Officer Director of Human Resources Other senior staff of the University at the invitation of the Chair

Terms of Reference:

Finance

- a To recommend to Council for approval the policy in relation to fees and bursaries and the proposed levels of fees and bursaries set by the University.
- b To recommend to Council the Financial Plan and budgets and to Audit Committee, the annual audited accounts of the University. To receive the annual audited accounts of its subsidiary companies and five year forecasts.
- c To approve the Students' Union budget and to receive or obtain assurance the Union's expenditure is effectively monitored. To receive the annual audited accounts of the Students' Union prior to their presentation to Council.
- d To approve variations to the Financial Plan within the limits of delegated authority of the committee.
- e To recommend to Council the University's Business plans for new and current subsidiary companies unless Council has delegated consideration of these individually to the Senior Management Team.
- f To approve the Procurement strategy and policy.
- g To approve the Hospitality and Gifts policy.

Estate and Physical Resources Matters

- h To recommend to Council approval of Capital Projects.

Human Resources Matters (Note: not in relation to Senior Employees – see Remuneration Committee)

- i To approve employment-related policies pursuant to the Human Resources Strategy and to recommend to Council for approval the framework of pay and conditions of service of employees
- j To approve regulations relating to the conduct of employees and procedures relating to grievances, dismissal on grounds of misconduct, capability, medical incapacity, redundancy and procedures on appointment, promotion and public interest disclosure
- k To receive or obtain assurance that the framework and procedures for pay and conditions and for grievance and dismissal are appropriate and effective.

General Matters

- l To recommend to Council for approval the core resource strategies of the University (including Estates Strategy, Finance Strategy, Human Resources Strategy and Information Strategy).
- m To undertake such work related to the University's resources as the Council may from time to time delegate to it.
- n To receive or obtain assurance that the resource strategies are being implemented effectively through the consideration of progress reports and exception reports from the Director and/or responsible member of Directorate and to report any substantive issue to Council for consideration, action or decision.

Notes:

- 1 The quorum shall be 50% of the committee membership including a minimum of two independent members.
- 2 The committee will normally meet four times a year, in combination of face to face and online meetings.
- 3 The Chair of the committee is appointed for a two year term, renewable.
- 4 At any time Resources Committee can delegate to ad hoc groups comprising appropriately knowledgeable Council members working with UET members on explorations of new projects, partnerships and strategies. Some of these will result in formal recommendations to Resources Committee or Council.

Council Student Experience Committee (NEW from 2020/21)

Reports to	Council
Standing Committees	None
Minutes	Not currently published
Executive summary required	No
Frequency of meetings	Three per year
Updated/reviewed	October 2020

Membership:

Chair	Appointed from the Independent / Co-opted members of the Committee for a period of two years renewable
Secretary	University Secretary and Clerk to Council
Minute Secretary	Appointed by the University Secretary and Clerk to Council
Ex-officio Members	Vice-Chancellor Students' Union President Council Student Representative Chair or Deputy Chair of Council
Other Members	2 x independent members of Council Academic or PSE elected staff member of Council
Co-opted Members	None
In attendance	Representative of the University Executive Team, normally the PVC Education and Digital Representative of the Finance Directorate SU Vice-President: Education and Welfare SU Vice-President: Student Involvement CEO and/or Deputy CEO, Students' Union

Terms of Reference:

General

1. To receive and monitor key performance measures in relation to the student experience.

2. To consider the student experience of students possessing protected characteristics.
3. To consider reports on student-facing support services and facilities, including careers and employability, student advice, accommodation, learning support and development, learning resources / library, disabilities support, and in respect of student mental health and wellbeing.
4. To receive an annual report summarising and benchmarking the University's performance and year-on-year progress in respect of the following:
 - a. Withdrawal, continuation and non-completion rates
 - b. Classification and award rates
 - c. Student satisfaction, including outcomes from the NSS, PTES, PRES, and other national surveys
 - d. Student employability, including outcomes from the Graduate Outcomes survey
5. To monitor the effectiveness of student complaints and disciplinary processes.
6. To offer critical reflection on the extent to which students' needs and expectations are met, considering best practice within the sector.
7. To maintain oversight of and encourage active partnership between the University and the Students' Union.
8. To receive regular updates from the Students' Union on its activities in support of the student experience.
9. To receive assurance that the freedom of speech of students and their visitors is protected both by the University and by the Students' Union – including the right to say things that may be offensive to the listener – unless this is going to result in a breach of the law.
10. To monitor the extent to which the Students' Union and its sponsored activities are inclusive and accessible to the diverse student body.
11. To monitor the financial performance of the Students' Union, including receiving regular updates and financial statements, and to report to Council any concerns, including:
 - a. Approval of the University's annual Block Grant allocation to the Students' Union
 - b. Receipt of assurance that expenditure is effectively monitored and controlled.
 - c. Receipt of the Students' Union annual audited accounts prior to their presentation to Council.

Notes:

1. All members will normally be appointed for a period of two years, renewable.
2. Others may attend and speak to items at the invitation of the Chair.
3. A written report from the Students' Union will be prepared for each meeting.
4. Relevant items will be led by student members of the committee.

Drafted and presented to Governance Committee 26 July 2020

Amended and presented to Governance Committee 3 November 2020 / approved with minor amendments

Remuneration Committee

Reports to	Council
Standing Committees	None
Minutes	Confidential (not published)
Executive summary required	No
Frequency of meetings	Three per year
Updated/reviewed	July 2020

Membership:

Chair	Deputy Chair of Council (ex-officio)
Deputy Chair	Not applicable
Secretary	University Secretary and/or Human Resources Director (note: The HR Director provides expert advice to the Remuneration Committee)
Minute Secretary	Confidential minutes taken by Secretary
Ex-officio Members	Chair of Council Deputy Chair of Council/Chair of Governance Committee Chair of the Audit Committee Chair of the Resources Committee Chair of Student Experience Committee
Other Members	The Committee is authorised by Council to obtain external professional advice if it considers this necessary, normally in consultation with the HR Director. For example specialist input from UCEA may be sought on all matters relating to reward and remuneration.
Co-options as per Procedures: (Section 2.8 & 2.9 refers)	None
In Attendance	Vice-Chancellor (noted: The Vice-Chancellor will leave the meeting when matters relating to their own remuneration and/or performance are discussed)

Terms of Reference:

General

1. To ensure the University has a clear policy on senior staff remuneration and associated procedures approved by the Council, which clearly aligns to the institutional strategic plan, and is aligned to the University's commitment to equality and diversity. The policy should address the remuneration, benefits and terms & conditions of those designated as senior post holders of the University taking account of affordability, equality of pay issues, comparative information on the remuneration, benefits and conditions of employment in the University sector and elsewhere as appropriate.
2. To undertake work related to remuneration which the Council may from time to time delegate to the Remuneration Committee.

Senior Post Holders

3. To approve a robust and defensible methodology for the benchmarking of salaries of senior post holders which is compliant with the CUC Higher Education Senior Staff Remuneration Code
4. To approve and recommend to Council the remuneration parameters for the reward package of the Vice-Chancellor & Chief Executive when required.
5. To determine and oversee on behalf of Council contract terms for those designated as senior post holders in accordance with any University policy on appointment, salary, benefits in kind, pension provisions, terms and conditions, dismissal, severance or redundancy in line with external guidance from regulators.

Note: Severance payments to the Vice-Chancellor will not be delegated and negotiating parameters will be set by Council

6. To agree and oversee the annual pay reward applied to those designated as senior post holders.
7. Receive equal pay reviews for designated senior post holders every two years.
8. To agree bonus payments as based on recommendations from the VC and from the Chair of Council in the case of the VC.
9. To endorse the Vice-Chancellor's objectives as proposed by the Chair of Council and monitor performance against objectives.
10. To receive interim and end of year reviews of the performance against objectives of the Vice-Chancellor carried out by the Chair of Council and, of the performance of the senior post holders carried out by the Vice-Chancellor and, to make a verbal confidential report to Council as appropriate.
11. Monitor activity in relation to succession planning and talent management of the senior post holders.

Other University Staff

12. To receive an annual report from the HR Director on pay decisions for those staff within the scope of UCEA's JNCHES pay arrangements.
13. To receive from the VC a report covering the annual pay reward applied to employees outside of the national pay and conditions agreements (ie non-JNCHES, Spot salaries).

14. To advise Council on other matters with respect to staff remuneration and employment matters as required, where the Committee's recommendations in respect of senior post holders and those staff on spot salaries have implications for other employees.

Other Matters

15. To gather information on and pay due regard to the pay and conditions of other staff in the University, the position across the Higher Education Sector and in similar posts in other sectors, when making its decisions on senior post holders and reviewing other decisions on remuneration.
16. To consider and note matters of strategic significance concerning remuneration and other employment matters. This includes the recruitment, promotion and retention of senior staff as well as sector and/or legal aspects of HR practice.
17. To determine the arrangements for the expenses or honoraria for any non-salaried positions – such as Chancellor – designated as senior post holders of the University appointed by the Council.

Governance

18. To undertake an annual review of the terms of reference, delegated powers and membership of the Remuneration Committee to ensure compliance with the CUC Higher Education Senior Staff Remuneration Code and the OfS ongoing conditions of registration.
19. To approve the University Remuneration and Severance Policy for Senior Staff.
20. To publish a list of comparator institutions.
21. To receive confirmation that the University's Expenses Scheme is operating effectively.

Reporting

22. To prepare a Remuneration Annual Report to Council in line with the CUC Higher Education Senior Staff Remuneration Code guidance and OfS requirements.
23. To agree Note 6 (Staff Costs) in accordance with the requirements of the OfS Accounts Direction for publication in the University's annual Financial Statement which is made publically available.
24. To agree what information about the work of the Remuneration Committee and executive award arrangements should be published on the University's Governance webpages.

Subsidiary Companies / Joint Ventures

25. To approve salaries and all other aspects of the remuneration packages of employees of the University's subsidiary companies and joint ventures where they are not employees of the University.

Notes:

1. The quorum shall be 50% of the committee membership.
2. The Vice-Chancellor, Secretary and HR Director will withdraw from the meeting when their salaries, terms & conditions or severance payments are under consideration, except on the request of the Chair and with the agreement of members where it is beneficial to the University to ensure effective solutions are identified. Minutes must

record therefore presence/absence/contribution from those with declared conflicts. There must be appropriate abstention from voting by those conflicted.

3. The Chair of Council may be requested to withdraw from the meeting by the Chair of Remuneration whilst the Committee discusses their assessment of the Vice-Chancellor.
4. Papers for the Remuneration Committee shall be commercially confidential to members and attendees unless specifically designated for release.
5. Minutes of the Remuneration Committee shall be commercially confidential to members and attendees and a verbal report on relevant business transacted shall be made to the Council by the Chair of Remuneration Committee as appropriate. The minutes of the Committee will be confidential and will not be accessible to Council members, except with the approval of the Chair of Council and the Chair of Remuneration. The minutes are exempt from disclosure under the Freedom of Information Act (section 40).

Honorary Awards Committee

(Pending Review of Professorial Appointments)

Reports to	Council
Standing Committees	None
Minutes	Confidential
Executive Summary required	No
Frequency of meetings	Once per year
Updated/reviewed	May 2019

Membership:

Chair	Chair of Council (ex-officio)
Deputy Chair	Not applicable
Secretary	Nominated by the Vice-Chancellor
Minute Secretary	Nominated by the Vice-Chancellor
Ex-officio Members	Chair of Council Vice-Chancellor 2 x Senate members of Council
Other Members	3 x Independent/Co-opted members of Council nominated annually by the Chair (renewable) 1 x member of Senate nominated annually by the Chair of Senate (renewable)
Co-options as per Procedures: (section 2.8 & 2.9 refers)	None
In Attendance	University Secretary and Clerk to the Council Pro Vice-Chancellor or Provost and Deputy Vice-Chancellor

Terms of Reference:

- a To recommend to Senate and the Council the names of persons upon whom an Honorary Degree should be conferred.

- b To recommend to Senate and the Council the names of persons upon whom the title of Honorary Doctor of the University should be conferred.
- c To recommend to Senate and the Council any other appropriate form of recognition and the names of any persons it would wish to so recognise.
- d To establish and advise on any changes to the criteria to be met for such conferments.

Notes:

- 1 The quorum shall be 50% of the committee membership including a minimum of two independent members.
- 2 The committee will normally meet once a year, in the Spring Term.

Non-Standing Committees of Council

Employee Appeals Panel

Reports to	Council
Standing Committees	None
Minutes	Not Published
Executive Summary required	No
Frequency of meetings	As necessary
Updated/reviewed	May 2019 <i>(in accordance with the Employee Capability Procedures, and the Employee Disciplinary Procedures)</i>

Membership:

Chair	Appointed from the Independent or Co-opted members by the Chair or Deputy Chair of Council and who must have experience of dealing with HR matters at a senior level.
Deputy Chair	None
Secretary	University Secretary and Clerk to the Council or HR Director where the University Secretary and Clerk to the Council has been involved in the case through the Capability or Disciplinary procedures.
Minute Secretary	A note taker will be appointed by the University Secretary and Clerk to the Council or the Human Resources Directorate
Ex-officio Members	None
Other Members	2 x Independent or Co-opted members of Council, one of whom shall be chair as above, appointed by the Chair or Deputy Chair of Council, and who have senior management and HR experience Senior Manager who has not been involved in the case previously
Co-options as per Procedures <i>(Section 2.8 & 2.9)</i>	None

In Attendance	HR Director in the capacity of advisor on matters of policy and procedure The dismissed employee and representative The Senior Manager who has chaired the disciplinary or capability hearing
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Terms of Reference:

- a To consider any appeal to the Council from any employee (other than a senior employee) who has been dismissed or has been informed that he/she will be dismissed.

Notes:

These terms of reference are revised periodically in the light of changes to relevant employee procedures – see current Employee Disciplinary Procedures and Regulations for appeals against the dismissal of employees and Employees Capability Procedures

Employee Grievance Panel

(to be convened at Stage 3 – Final Review of the Grievance Procedure)

Reports to	Council
Standing Committees	None
Minutes	Not Published
Executive Summary required	No
Frequency of meetings	As necessary
Updated/reviewed	May 2019 <i>(in accordance with the Procedure for Individual Employee Grievances)</i>

Membership:

Chair	Appointed from the Independent or Co-opted members by the Chair or Deputy Chair of Council and who must have experience of dealing with HR matters at a senior level.
Deputy Chair	No
Secretary	University Secretary and Clerk to the Council or nominee unless the University Secretary and Clerk to the Council is the subject of the grievance
Minute Secretary	A note taker will be appointed by the University Secretary and Clerk to the Council or nominee unless the University Secretary and Clerk to the Council is the subject of the grievance
Ex-officio Members	None
Other Members	2 x Senior Management Team if the employee is a head of Directorate level or below or 2 x members of the Independent or Co-opted members of Council with experience of dealing with HR matters at a senior level if the employee is a member of the Senior Management Team
Co-options as per Procedures	None

(section 2.8 & 2.9 refer)	
In Attendance	<p>Director of Human Resources or nominee in the capacity of advisor on matters of policy and procedure.</p> <p>Employee and their representative.</p> <p>The member of the Senior Management Team who heard the appeal at the second stage.</p> <p>The respondent.</p>

Terms of Reference:

- a To consider any request referred at Stage 3 (final review stage) by an employee under the Individual Employee Grievance Procedure.

Notes:

- 1 These terms of reference are revised periodically in the light of changes to relevant employee procedures – see current Procedure for Individual Employee Grievances
- 2 No member of the Panel is permitted to have been involved in the individual case previously.

Senior Employee Special Committee

Reports to	Council
Standing Committees	None
Minutes	Not Published
Executive Summary required	No
Frequency of meetings	As necessary
Updated/reviewed	May 2019

Membership:

Chair	Selected from and by the Committee
Deputy Chair	No
Secretary	University Secretary and Clerk to the Council or nominee
Minute Secretary	University Secretary and Clerk to the Council or nominee
Ex-officio Members	None
Other Members	3 x Independent or Co-opted member of Council selected by the Chair of Council
Co-options as per Procedures (section 2.8 & 2.9 refer)	None
In Attendance	None

Terms of Reference:

- a To examine the facts relating to the possibility of a case for the dismissal of a holder of a senior post.
- b To carry out a hearing as part of the investigation which shall provide for all the evidence to be considered, including representations by the person whose dismissal is under consideration.
- c To make a written report on the investigation for the consideration of the Council, a copy of which shall be sent to the person to whom it relates.

Notes:

- 1 The Council shall consider the report of the Senior Employee Special Committee and take such action as it considers appropriate, which may include the dismissal of the person concerned

- 2 The person concerned shall have the right to make representations to the Council, including oral representations, for which he or she may be accompanied by a work colleague or trade union representative in line with the Employee Disciplinary Procedures.

Chancellor Search Committee (convened as required)

Reports to	Governance Committee
Standing Committees	None
Minutes	Not Published
Executive Summary required	No
Frequency of meetings	As necessary
Updated/reviewed	February 2020

Membership:

Council members:	Chair of Council Deputy Chair of Council 1 x co-opted or independent member of Council
University members	Vice-Chancellor Provost and Deputy Vice-Chancellor
Secretary	University Secretary and Clerk to the Council or nominee
Minute Secretary	University Secretary and Clerk to the Council or nominee
In Attendance	None

Terms of Reference:

- a To identify potential candidates based on an assessment of their fit to the University's criteria
- b To determine the most appropriate form and timing of any approach to potential candidates
- c To develop such activities, events and promotional material as would be needed to attract potential candidates
- d To develop and oversee a formal appointment process, subject to approval from the Governance Committee

Criteria:

Essential

- Demonstrable fit with the University's mission to transform lives and widen participation in higher education
- Strong and positive national or international profile that would enhance the University's reputation
- Ability and willingness to assist with University fund-raising campaigns
- Would be identified by students as a role model in their sphere of influence

- Would pass due diligence in relation to past and present conduct (the Daily Mail test)
- Ability to dedicate the minimum projected time to the role of Chancellor

Desirable

- A connection with Buckinghamshire
- A connection with one or more of our academic subjects
- A connection with one or more of our strategic priorities or partners

Subsidiary Companies

Missenden Abbey Limited

Reports to	Council
Standing Committees	None
Minutes	Not Published
Executive Summary required	No
Frequency of meetings	As necessary and at minimum annually
Updated/reviewed	May 2019

Membership:

Chair	Nominations for Chair are approved by the Governance Committee and formal appointments are made by the Board of Directors.
Deputy Chair	None
Secretary	Appointed by the Board of Directors
Minute Secretary	Appointed by the Board of Directors
Ex-officio Members	None
Other Members	A minimum of 1 x Senior Management Team A minimum of 1 x Independent or Co-opted member of Council Directors external to the University may be nominated to the Board
Co-options as per Procedures (Section 2.8 & 2.9)	None
In Attendance	None

Terms of Reference:

- a To manage and direct the company in accordance with the strategic direction of the University and within the Memoranda and Articles of Association approved under the Companies Act.
- b Principal activity: running a management training centre

Notes:

- 1 This subsidiary above is incorporated in England and Wales. The University owns 100% of the voting rights.
- 2 The Company operates under standard Memoranda and Articles of Association
- 3 Senior University employees and Council members, taken together, must make up a majority of the membership of the Company's Board.
(Council Procedures, 12.2 refer)
- 4 The Chairs of Council, Resources, Audit and Senate may not be nominated as Chairs of any University Subsidiary Company's Board of Directors.
(Council Procedures, 12.2 refer)

BCUC Services Limited

This company is a wholly owned subsidiary of BCUC (Conferences) Limited

Reports to	Council
Standing Committees	None
Minutes	Not Published
Executive Summary required	No
Frequency of meetings	As necessary and at minimum annually
Updated/reviewed	May 2019

Membership:

Chair	Nominations for Chair are approved by the Governance Committee and formal appointments are made by the Board of Directors.
Deputy Chair	None
Secretary	Appointed by the Board of Directors
Minute Secretary	Appointed by the Board of Directors
Ex-officio Members	None
Other Members	a minimum of 1 x Senior Management Team a minimum of 1 x Independent or Co-opted member of Council Directors external to the University may be nominated to the Board
Co-options as per Procedures (Section 2.8 & 2.9)	None
In Attendance	None

Terms of Reference:

- a To manage and direct the company in accordance with the strategic direction of the University and within the Memoranda and Articles of Association approved under the Companies Act.
- b Principal activity: operating a lecture theatre complex

Notes:

- 1 This subsidiary above is incorporated in England and Wales. The University owns 100% of the voting rights.
- 2 The Company operates under standard Memoranda and Articles of Association
- 3 Senior University employees and Council members, taken together, must make up a majority of the membership of the Company's Board.
(Council Procedures, 12.2 refer)
- 4 The Chairs of Council, Resources, Audit and Senate may not be nominated as Chairs of any University Subsidiary Company's Board of Directors.
(Council Procedures, 12.2 refer)

Buckinghamshire Education, Skills & Training (BEST) Board

Reports to	Council
Standing Committees	None
Minutes	Published internally
Executive summary required	No
Frequency of meetings	Termly or as required
Updated/reviewed	July 2019

Membership:

Chair	Nominated from amongst the members (trustees) to serve for a period of four years, renewable for one further term of four years
Secretary	Director of Academic Registry & Secretary
Minute Secretary	Director of Academic Registry & Secretary or nominee
Members (Trustees)	Vice-Chancellor 2 x members from Council appointed for a period of four years (renewable for one further term of four years)
Other Members (Trustees)	Up to 2 x independent trustees elected/nominated by the members appointed for a period of four years (renewable for one further term of 4 four years)
Co-opted Members	As per Articles of Association (para 3.2)
In attendance	As proposed by the Vice-Chancellor to cover financial and educational strategy aspects

Terms of Reference:

Governance Matters

- a. To agree the educational character and mission of BEST as proposed by the University and delivered through the University's portfolio and partnerships building on synergies between HE and FE
- b. To ensure the BEST Company complies with the appropriate legal requirements as a company limited by guarantee

Strategic Matters

- c. To approve and to annually review the BEST strategy for delivery.
- d. To receive the BEST annual business and growth plan.

Financial Matters

- e. To receive and approve the end of year financial accounts.
- f. To approve the annual BEST budget.
- g. To agree the annual targets and KPIs.
- h. To approve projects, to be delivered through BEST.

Monitoring and Operational Matters

- i. To receive reports, at each meeting on the performance of BEST and its individual projects against agreed budget, targets and KPIs.

Other Matters

Notes:

None

July 2019_FINAL: in accordance with the Articles of Association adopted by special resolution on 31 July 2019

Trustee Boards

Chiltern Student Village

Reports to	None (this is an independent Trustee Board)
Standing Committees	None
Minutes	Not Published
Executive Summary required	No
Frequency of meetings	As necessary and at least quarterly
Updated/reviewed	May 2019

Membership:

Chair	Selected from the Board by rotation at each meeting
Deputy Chair	None
Secretary	Appointed by the Board
Minute Secretary	Appointed by the Board
Ex-officio Members	None
Other Members	2 x trustees nominated by each of the member companies The trustees may appoint further trustees by unanimous resolution
Co-options as per Procedures (Section 2.8 & 2.9)	None
In Attendance	None

Terms of Reference:

- a To manage the Hughenden Park Halls of Residence in accordance with the agreements signed by the University and within the legal requirements for the provision of student accommodation.
- b Principal activity: operating Student Halls of Residence

Notes:

None