

# Statute

## Council Committees: Constitution & Terms of Reference

### Contents

<b>Introduction</b> .....	<b>2</b>
<b>Council and its Standing Committees</b> .....	<b>3</b>
Council .....	3
<b>Audit Committee</b> .....	<b>6</b>
<b>Governance Committee</b> .....	<b>9</b>
<b>Resources Committee</b> .....	<b>11</b>
<b>Remuneration Committee:</b> .....	<b>14</b>
<b>Honorary Awards Committee</b> .....	<b>17</b>
<b>Non-Standing Committees of Council</b> .....	<b>19</b>
<b>Employee Appeals Panel</b> .....	<b>19</b>
<b>Employee Grievance Panel</b> .....	<b>21</b>
<b>Senior Employee Special Committee</b> .....	<b>23</b>
<b>Subsidiary Companies</b> .....	<b>25</b>
<b>Missenden Abbey Limited</b> .....	<b>25</b>
<b>BCUC Services</b> .....	<b>27</b>
<b>Trustee Boards</b> .....	<b>29</b>
<b>Chiltern Student Village</b> .....	<b>29</b>
<b>Associate Company</b> .....	<b>30</b>
<b>Buckinghamshire Education, Skills and Training</b> .....	<b>30</b>

Approved by: **Governance Committee**  
Version No. **5.5**  
Owner: **Academic Registry**

Date first published: **Sep-2011**  
Date updated: **Feb-2019**  
Review Date: **N/A**

This document has been designed to be accessible for readers. However, should you require the document in an alternative format please contact the Academic Quality Directorate.

## 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
- 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 Clerk to the Council.

b. Non-standing Committees:

- Employee Appeals Panel
- Employee Grievance Panels
- Senior Employee Special Committee

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
- 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. Linked Charity:

- Buckinghamshire, Education, Skills & Training (BEST)

f. Other:

- a University Technical College

## Council and its Standing Committees

### Council

<b>Reports to</b>	None
<b>Standing Committees</b>	Audit Committee Governance Committee Resources Committee Remuneration Committee Honorary Awards Committee
<b>Non-Standing Committees</b>	Advisory Group to Transformation Programme Employee Appeals Panel Employee Grievance Panel Senior Employee Special Committee
<b>Minutes</b>	Published on University Web once approved by Council
<b>Executive Summary required</b>	No
<b>Frequency of meetings</b>	Seven meetings (three business meetings , three strategic meetings and one joint meeting with Senate held annually)
<b>Updated/reviewed</b>	May 2017

### Membership:

<b>Chair</b>	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>
<b>Deputy Chair</b>	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>
<b>Secretary</b>	Academic Registrar & Secretary
<b>Minute Secretary</b>	Nominated by the Academic Registrar & Secretary
<b>Ex-officio Members</b>	The President of the Students' Union

	The Vice-Chancellor
<b>Other Members</b>	<p>Up to 13 x Independent members</p> <p>6 x Co-opted members (at least one and no more than six can be on the Council at any one time)</p> <p>Up to 2 x members of staff nominated by Senate</p> <p>1 x elected member of academic staff</p> <p>1 x elected member of non-academic staff</p>
<b>In Attendance</b>	<p>Pro Vice-Chancellor(s)</p> <p>Deputy Vice-Chancellor(s)</p> <p>Director of Finance</p> <p>Director of Strategic Planning and Development</p> <p>Other senior staff of the University at the invitation of the Chair</p>

**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)*

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

## Audit Committee

<b>Reports to</b>	Council
<b>Standing Committees</b>	None
<b>Minutes</b>	Not currently published
<b>Executive Summary required</b>	No
<b>Frequency of meetings</b>	Three or Four per year.
<b>Updated/reviewed</b>	May 2017

### Membership:

<b>Chair</b>	Appointed from the Independent/Co-opted members of the Committee for a period of two years renewable
<b>Deputy Chair</b>	Not applicable
<b>Secretary</b>	Academic Registrar and Secretary
<b>Minute Secretary</b>	Nominated by Academic Registrar and Secretary
<b>Ex-officio Members</b>	None
<b>Other Members</b>	Five members of Council
<b>Co-options as per Procedures (Section 2.8 &amp; 2.9 refers)</b>	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
<b>In Attendance</b>	Vice-Chancellor  Pro Vice-Chancellor representative/Deputy Vice-Chancellor  Director of Finance Deputy Director of Finance  Director of Strategic Planning and Development  Internal Auditors (where business relevant to them is being discussed)  External Auditors (where business relevant to them is being discussed)

**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 nature and scope of internal auditors' audit plan; to consider major findings of internal audit investigations and management's response; to monitor the implementation of agreed audit-based recommendations, to promote co-ordination between the internal and external auditors and to discuss with the internal auditors any problems and reservations arising from their audit. 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 ensure that all significant losses have been properly investigated and that the internal and external auditors and, where appropriate, the HEFCE Accountable Officer, have been informed.
- h To approve and oversee the institution's policy on fraud and irregularity, including being notified of any action taken under that policy.
- i To approve the strategy and policy on Value for Money and satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness.
- j To receive any relevant reports from the National Audit Office, the HEFCE and other organisations.
- k 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.
- l 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 HEFCE's Accounts Directions.
- m 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.

- n 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 HEFCE Accountable Officer summarising the activity for the year.
- o 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.
- p to gain assurance on the University's management and quality of data submitted to HESA, HEFCE 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
  - Section 2.2.4 of CUC Handbook for Members of Audit Committees in Higher Education Institutions refers '*The governing body should endeavour to ensure that all audit committee members are independent and objective. Employees of the institution and the chair of the governing body are generally not considered independent, and should therefore not be members of the audit committee.*'
  - Members must have no executive responsibility for the management of the institution.
  - 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 HEFCE Audit Code of Practice 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 three or 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.



## Governance Committee

<b>Reports to</b>	Council
<b>Standing Committees</b>	None
<b>Minutes</b>	Not currently published
<b>Executive Summary required</b>	No
<b>Frequency of meetings</b>	Three per year
<b>Updated/reviewed</b>	May 2017

### Membership:

<b>Chair</b>	Deputy Chair of Council (ex-officio)
<b>Deputy Chair</b>	Not applicable
<b>Secretary</b>	Academic Registrar and Secretary
<b>Minute Secretary</b>	Nominated by the Academic Registrar and Secretary
<b>Ex-officio Members</b>	Chair of Council Deputy Chair of Council Vice-Chancellor President of the Students' Union
<b>Other Members</b>	Three members of Council (a maximum of one member can be appointed from the staff members of Council)
<b>Co-options as per Procedures (Section 2.8 &amp; 2.9 refers)</b>	None
<b>In Attendance</b>	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

<b>Reports to</b>	Council
<b>Standing Committees</b>	None
<b>Non-Standing Committees</b>	Capital Projects Group
<b>Minutes</b>	Not currently published
<b>Executive Summary Required</b>	No
<b>Frequency of meetings</b>	Three per academic year
<b>Updated/reviewed</b>	May 2017

### Membership:

<b>Chair</b>	Appointed from the Independent/Co-opted members of Committee for a period of two years, renewable.
<b>Deputy Chair</b>	Not applicable
<b>Secretary</b>	Academic Registrar and Secretary
<b>Minute Secretary</b>	Nominated by the Academic Registrar and Secretary
<b>Ex-officio Members</b>	Chair of Council Deputy Chair of Council (only if the Deputy Chair does not sit on the Audit Committee) Vice-Chancellor
<b>Other Members</b>	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)
<b>Co-options as per Procedures (<i>section 2.8 &amp; 2.9 refers</i>)</b>	None
<b>In Attendance</b>	Pro Vice-Chancellor representative or Deputy Vice-Chancellor  Other responsible officers by invitation of the Chair. (The Directors of Finance and Human Resources would normally be expected to be in attendance)

## **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 three times a year.
- 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 SMT members on explorations of new projects, partnerships and strategies. Some of these will result in formal recommendations to Resources Committee or Council.

## Remuneration Committee:

<b>Reports to</b>	Council
<b>Standing Committees</b>	None
<b>Minutes</b>	Confidential (not published)
<b>Executive summary required</b>	No
<b>Frequency of meetings</b>	Twice per year
<b>Updated/reviewed</b>	July 2018

## Membership:

<b>Chair</b>	Deputy Chair of Council (ex-officio)
<b>Deputy Chair</b>	Not applicable
<b>Secretary</b>	Academic Registrar & Secretary and/or Human Resources Director (note: The HR Director provides expert advice to the Remuneration Committee)
<b>Minute Secretary</b>	Confidential minutes taken by Secretary
<b>Ex-officio Members</b>	Chair of Council Deputy Chair of Council/Chair of Governance Committee Chair of the Audit Committee Chair of the Resources Committee
<b>Other Members</b>	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.
<b>Co-options as per Procedures: (Section 2.8 &amp; 2.9 refers)</b>	None
<b>In Attendance</b>	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:**

### Senior Post Holders' Remuneration

- a 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.
- b To determine and oversee on behalf of Council 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.
- c To agree and oversee the annual pay reward applied to those designated as senior post holders.
- d 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.

### Other University Staff

- e To agree and oversee, SMT's recommendations regarding the annual pay reward applied employees outside of the national pay and conditions agreements (ie non-JNCHES, Spot salaries).
- f 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 senior managers have implications for other employees.

### Other Matters

- g To endorse the Vice-Chancellor's objectives as proposed by the Chair of Council and monitor performance against objectives.
- h 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 confidential report to Council as appropriate.
- i 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.
- j 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.
- k To approve and recommend to Council the remuneration parameters for the reward package of the Vice-Chancellor & Chief Executive when required.

## **Governance**

- l To undertake an annual review of the terms of reference, delegated powers and membership of the Remuneration Committee to ensure compliance with the CUC HE Remuneration Code
- m To approve the University Remuneration Policy including the Remuneration of Senior Staff
- n To publish a list of comparator institutions

## **Reporting**

- o To prepare an annual report to Council in line with the CUC HE Remuneration Guidance. The report to be made publically available and included in the University's annual Financial Statement.
- p To agree what information about the work of the Remuneration Committee and executive award arrangements should be published on the University's Governance webpages (in addition to the annual report incorporated into the Financial Statement)

## **General**

- q To undertake work related to remuneration which the Council may from time to time delegate to the Remuneration Committee.
- r Monitor activity in relation to succession planning and talent management of the senior post holders.

## **Subsidiary Companies / Joint Ventures**

- s 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 and Secretary 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 an oral 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 2017

### 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	Academic Registrar and Secretary

### 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 2017 <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	Academic Registrar and Secretary or HR Director where the Academic Registrar and Secretary has been involved in the case through the Capability or Disciplinary procedures.
Minute Secretary	A note taker will be appointed by the Academic Registrar and Secretary 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 &amp; 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
--	--

**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 2017 <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	Academic Registrar and Secretary or nominee unless the Academic Registrar and Secretary is the subject of the grievance
Minute Secretary	A note taker will be appointed by the Academic Registrar and Secretary or nominee unless the Academic Registrar and Secretary 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 (section 2.8 & 2.9 refer)	None

In Attendance	Director of Human Resources or nominee in the capacity of advisor on matters of policy and procedure. Employee and their representative. The member of the Senior Management Team who heard the appeal at the second stage. The respondent.
---------------	--

**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

<b>Reports to</b>	Council
<b>Standing Committees</b>	None
<b>Minutes</b>	Not Published
<b>Executive Summary required</b>	No
<b>Frequency of meetings</b>	As necessary
<b>Updated/reviewed</b>	May 2017

### Membership:

<b>Chair</b>	Selected from and by the Committee
<b>Deputy Chair</b>	No
<b>Secretary</b>	Academic Registrar and Secretary or nominee
<b>Minute Secretary</b>	Academic Registrar and Secretary or nominee
<b>Ex-officio Members</b>	None
<b>Other Members</b>	3 x Independent or Co-opted member of Council selected by the Chair of Council
<b>Co-options as per Procedures (section 2.8 &amp; 2.9 refer)</b>	None
<b>In Attendance</b>	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.



## 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 2017

#### 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

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

<b>Reports to</b>	Council
<b>Standing Committees</b>	None
<b>Minutes</b>	Not Published
<b>Executive Summary required</b>	No
<b>Frequency of meetings</b>	As necessary and at minimum annually
<b>Updated/reviewed</b>	May 2017

### Membership:

<b>Chair</b>	Nominations for Chair are approved by the Governance Committee and formal appointments are made by the Board of Directors.
<b>Deputy Chair</b>	None
<b>Secretary</b>	Appointed by the Board of Directors
<b>Minute Secretary</b>	Appointed by the Board of Directors
<b>Ex-officio Members</b>	None
<b>Other Members</b>	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
<b>Co-options as per Procedures (Section 2.8 &amp; 2.9)</b>	None
<b>In Attendance</b>	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)*

## Trustee Boards

### Chiltern Student Village

<b>Reports to</b>	None (this is an independent Trustee Board)
<b>Standing Committees</b>	None
<b>Minutes</b>	Not Published
<b>Executive Summary required</b>	No
<b>Frequency of meetings</b>	As necessary and at least quarterly
<b>Updated/reviewed</b>	May 2017

#### Membership:

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

## Associate Company

### Buckinghamshire Education, Skills and Training

<b>Reports to</b>	Aylesbury College Corporation Buckinghamshire New University Council
<b>Standing Committees</b>	None
<b>Minutes</b>	Published internally
<b>Executive Summary required</b>	No
<b>Frequency of meetings</b>	Termly
<b>Updated/reviewed</b>	November 2015

#### Membership:

<b>Chair</b>	Nominated from amongst the members to serve for a period of two years, renewable
<b>Deputy Chair</b>	None
<b>Secretary</b>	Academic Registrar and Secretary, Buckinghamshire New University
<b>Minute Secretary</b>	Academic Registrar and Secretary, Buckinghamshire New University
<b>Ex-officio Members</b>	BEST Chief Executive Officer Principal and Chief Executive of Aylesbury College Vice Chancellor and Chief Executive Officer of Buckinghamshire New University
<b>Other Members</b>	3 x members from the Corporation of Aylesbury College, approved and renewed annually by the Corporation 3 x members from the Council of Buckinghamshire New University, selected by the Governance committee to service for two years, renewable Up to 4 x other directors, appointed by the BEST directors themselves under agreed circumstances
<b>Co-options as per Procedures (Section 2.8 &amp; 2.9)</b>	None

<b>In Attendance</b>	As proposed by the Principal and Chief Executive of Aylesbury College to cover financial and educational strategy aspects  As proposed by the Vice Chancellor and Chief Executive Officer of Buckinghamshire New University 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 the College and delivered through the University Campus Aylesbury Vale building on synergies between the organisations
- b. To ensure the BEST Company complies with the appropriate legal requirements as a private company limited by guarantee

### Strategic Matters

- c. To approve and to annually review the BEST strategy for delivery via the University Campus Aylesbury Vale (UCAV).
- d. To receive the BEST annual business and growth plan as delivered through the University Campus Aylesbury Vale and as prepared by the CEO and approved by the BEST Executive.

### 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 the University Campus Aylesbury Vale, valued at over an agreed limit or forwarded by the BEST Executive for approval and report to the University's Council and the College's Corporation.
- i. To review the course and non-course activity delivered through the University Campus Aylesbury Vale against cost and benefit.

### Monitoring and Operational Matters

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

## **Notes:**

None

Relevant extracts from the Articles of Association of BEST state that:

- 19.3 The minimum number of directors shall be eight but (unless otherwise determined by special resolution) shall not be subject to any maximum
- 19.5 A director may not appoint an alternate director of anyone to act on his or her behalf at meetings of the directors.
- 21.1 The term of office for any director shall be four years. Subject to remaining eligible to be a director, any director may be reappointed but only for one further period of four years.
- 22.1 Directors shall be appointed as follows:
- Aylesbury College may appoint up to 4 directors
  - Buckinghamshire New University may appoint up to 4 directors
  - The directors may appoint up to four additional directors where it appears to them sensible to do so to complement the skills and experience of other directors
- 25.8 The quorum shall be two of the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number or other composition as may be decided from time to time by the directors.
- 30.1 The directors must prepare for each financial year accounts as required by the Companies Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successor and adhere to the recommendations of applicable Statements of Recommended Practice.