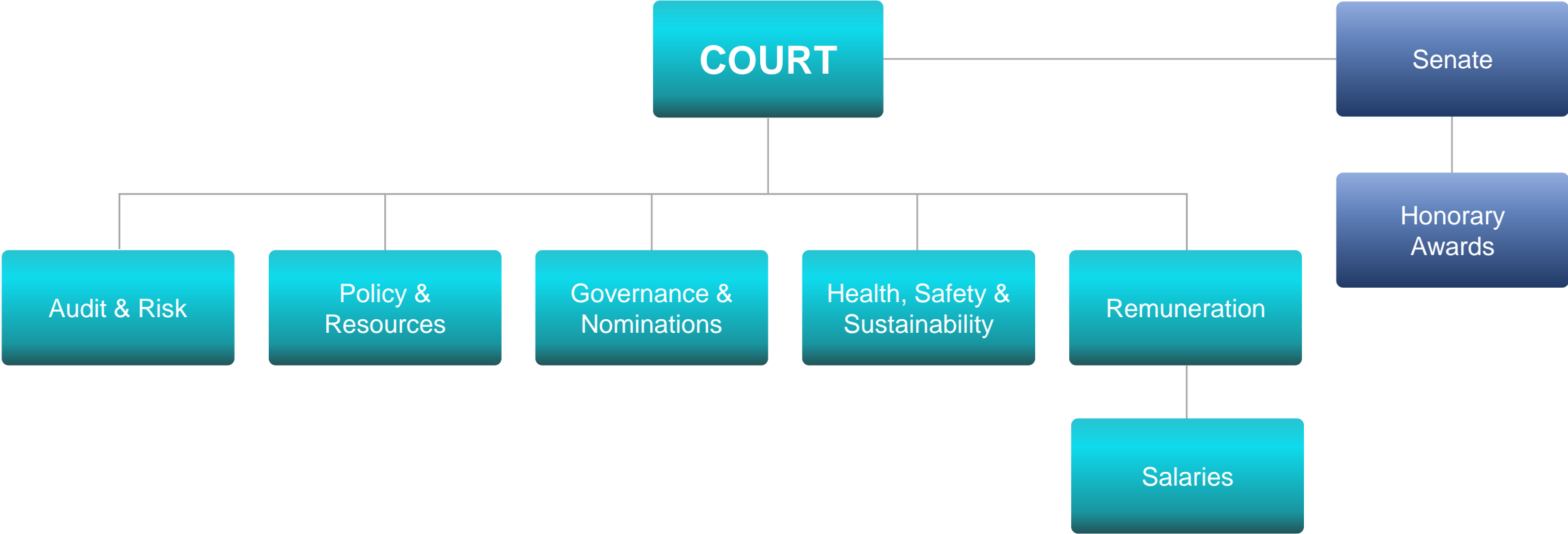


The University Court



AUDIT & RISK COMMITTEE

Remit

- To provide the University Court with advice on the Internal and External auditors' assessment of the effectiveness of the University's financial and other internal control systems, including controls specifically to prevent and detect fraud or other irregularities as well as those for securing economy, efficiency and effectiveness.
- To advise the Court on its compliance with corporate governance requirements and good practice guidance, and to review the University's Statement of Corporate Governance
- To monitor and review the effectiveness of the University's risk management arrangements.
- To review and advise the University Court of relevant reports from Scottish Funding Council, Audit Scotland and successor bodies and, where appropriate, management's response thereto.
- To examine and report on any matters referred to it by Court, making recommendations as may be appropriate
- To produce an annual report to the Court
- To review reported cases of impropriety to establish whether they have been appropriately handled.

Internal Audit

- To advise the Court on the terms of reference for the internal audit service
- To advise the Court on the criteria for selection, appointment, or reappointment and remuneration, or removal of the internal audit provider
- To review the scope, efficiency and effectiveness of internal audit considering the adequacy of the resourcing of internal audit and advising the University Court on these matters
- To approve the internal audit process including the criteria for grading assignments and recommendations as proposed by the Head of Internal Audit Service
- To advise the University Court of the Committee's approval of the basis for and the results of the internal audit needs assessment and the annual internal audit planning process.
- To approve the annual internal audit plan
- To consider salient issues arising from internal audit reports and management response thereto and informing the University Court thereof
- To monitor the implementation of agreed audit recommendations by reviewing the IAS's monitoring of agreed management actions
- To inform the University Court of the Committee's approval of the internal audit service annual report
- To monitor the effectiveness of the IAS
- To ensure and monitor appropriate liaison and co-ordination between internal and external audit

External Audit

- To advise the Court on the selection, appointment, annual reappointment and remuneration, or removal of the external audit provider, and the scope of their work

- To review the external auditor's Management Letter and to monitor management's action on the implementation of the agreed recommendations contained therein
- To consider the institution's annual financial statements and the external auditors' report prior to submission to the Court
- To advise the Court of salient issues arising from the external auditor's management letter and any other external audit reports, and of management's response thereto
- To review the external audit strategy and plan
- To consider the objectives and scope of any non-statutory audit work undertaken by the external auditor's firm and advising the University Court of any potential conflict of interest
- To monitor the effectiveness of the external audit provision.

Value for Money (VFM)

- To advise the Court on potential topics for inclusion in a programme of value for money reviews and to provide guidance on the most appropriate agents to undertake individual assignments
- To establish and oversee a review process for evaluating the effectiveness of the University's VFM arrangements for securing the economical, efficient and effective management of the institutions resources and the promotion of best practice and protocols, arising from internal and relevant external VFM studies of best practice, and the reporting to the University Court thereon
- To advise the Court of any action it may wish to consider in the light of national value for money studies in the higher education sector.

Risk Management

- To consider the effectiveness of the University's risk management arrangements.
- To consider the adequacy and effectiveness of the controls and mitigating actions identified to address the top-scoring risks

Fraud

- To oversee the University's policy on fraud and irregularity including being notified of any action taken under that policy.
- To respond appropriately to notification of fraud or other improprieties received from the Head of the IAS or other persons

Membership

- 6 lay members of Court (appointed by Court) at least one of which will have a background in finance, accounting or audit
- Any such other members as the Committee may wish to co-opt because of their expertise

POLICY & RESOURCES COMMITTEE

Remit

- To ensure compliance with the SFC Financial Memorandum and related guidance provided by the SFC, including the Outcome Agreement.
- To approve the University's Financial Regulations.
- To contribute to strategic planning and to recommend the University-wide annual budget (capital and revenue) and strategic plan financial forecasts for approval to Court.
- To ensure that the process of monitoring spend against budget is being carried out satisfactorily by the Vice-Chancellor's Executive Group.
- To review the annual financial statements prior to submission to Court and make appropriate recommendations to Court in parallel with the Audit & Risk Committee.
- To be responsible to Court for estates developments on behalf of the University (including the acquisition, disposal and leasing of estates and major capital projects relating to the University's estate and academic infrastructure) in excess of £2m. Those up to £2m will be progressed through the Vice-Chancellor's Executive Group.
- To approve tuition fees, and charges in respect of student services.
- To ensure the University's people resource is being managed effectively by the Vice-Chancellor's Executive Group.
- To consider and approve on behalf of Court University-wide Policies & Procedures other than academic policies approved by the Senate.
- To maintain an oversight of the University's student numbers and recruitment targets.
- To receive such reports from the Vice-Chancellor's Executive Group as appropriate to the above remit.
- To action/discuss all matters delegated by Court.

Membership

- 5 lay members of Court (appointed by Court)
- 1 member appointed to Court by Senate
- Member of Court who is an employee of the University
- President of SAUWS
- Chair of Court
- Principal & Vice-Chancellor
- Provost & Deputy Principal

GOVERNANCE & NOMINATIONS COMMITTEE

Remit

- To keep under review and advise Court on the University's governance arrangements
- To maintain oversight of corporate governance arrangements and make recommendations to Court accordingly. In particular the responsibilities of the Committee shall be to keep under review the key governance frameworks including:
 - The University's Constitution
 - The Standing Orders of Court
 - Scheme of Delegation
 - Statement of Primary Responsibilities of Court
 - The Higher Education Governance (Scotland) Act 2016
 - The Scottish Code of Good HE Governance & related SFC Guidance
 - The SFC Financial Memorandum
 - The UK Corporate Governance Code
 - The Education Act 1994 Part II Students' Unions
 - Post-16 Education (Scotland) Act 2013
- To monitor developments in governance good practice and make appropriate recommendations to Court
- To oversee the process for the election of the Chair of Court with delegated responsibility from Court for devising the relevant criteria with respect to the position, and ensuring the efficiency and fairness of the process for filling that position in line with the requirements of the Higher Education Governance (Scotland) Act 2016.
- To review the membership of Court and its Committees from time to time and to submit nominations to the Court. In particular, the responsibilities of the Committee shall be:
 - to identify and nominate for the approval of Court, candidates to fill vacancies on Court as and when they arise
 - to approve recruitment strategies and appropriate procedures for the appointment of new members of Court
 - to keep under review the skills, experience, attributes and membership profile of the lay members of Court and undertake succession planning
 - to consider instances of removal of a member of Court (see Standing Orders of Court)
 - to advise on renewals of terms of office members of Court prior to their expiry
 - to advise on appointment of Vice Chair of Court in line with agreed procedures and to advise on the appointment of Chair and Vice Chairs of sub Committees of Court
 - to develop and maintain a person specification for the role of Chair of Court and for lay Court membership
 - to develop and maintain the criteria for the appraisal of the Chair of Court
 - to oversee induction arrangements for new members of Court and monitor ongoing training and development opportunities
 - to monitor attendance of members of Court at Court and its sub Committees
 - to maintain the remits of the sub committees of Court and propose amendments where required
- To make recommendations to Court on the appointment of the Chancellor of the University

Membership

- 2 lay Governors (appointed by Court)
- Chair of Court
- Vice Chair of Court
- Staff member of Court
- Student member of Court
- Principal
- Provost & Deputy Principal

HEALTH, SAFETY & SUSTAINABILITY COMMITTEE

Remit

- Advises the University Court on all matters relating to Health & Safety and Environmental Management within the University,
- Promotes an evolving and proactive Health & Safety culture within the University,
- Promotes an evolving and proactive culture of sustainability and environmental management within the University,
- Oversees the implementation of the University's Health & Safety and Environmental Management Policies and any local rules, codes of practice or guidance notes made under those policies,
- Receives and approves or comments on any new Health & Safety or Environmental Policy, local rules, codes of practice or guidance notes prior to referral of these documents to Policy and Resources Committee for ratification and acceptance,
- Receives, discusses and comments on reports concerning health, safety and environmental matters within the University including those concerning,
 - visits by enforcing authorities,
 - accident statistics and individual incidents,
 - the condition of buildings in relation to environmental impact and sustainability,
 - Health, Safety or Environmental training,
 - Health, Safety or Environmental initiatives and
 - proposals to carry out any operation or process which entails an unusually high level of risk to individuals or University resources
 - summary reports of Health and Safety audits

Membership

- Chair appointed from senior management
- One lay Governor appointed by Court
- One member of staff from each School
- Up to four members of staff from Professional Services
- Representation from the Students' Association
- Health & Safety Manager
- Energy & Environmental Manager
- Occupational Health Adviser
- Student Services & Administration
- Campus Services
- SAUWS Chief Executive
- Representatives from the University's Recognised Trade Unions

REMUNERATION COMMITTEE

Remit

The Remuneration Committee has delegated responsibility for approving all terms of appointment, including remuneration, annual pay awards and performance pay, for the Principal & Vice-Chancellor and all Executive members of the Vice-Chancellor's Executive Group.

NB: Court approval may be required for specific circumstances as defined by SFC. More specifically, its responsibilities are as follows:

- To determine the University's pay and rewards policy for the Vice-Chancellor's Executive Group subject to any national constraints and guidance, ensuring they are fairly rewarded for their individual contribution to the University, bearing in mind affordability.
- To oversee and agree all contractual arrangements for the members of the Vice-Chancellor's Executive Group including:
 - terms of employment
 - basic pay
 - performance pay
 - benefits
 - severance arrangements (in accordance with SFC guidance)
 - superannuation arrangements
 - health insurance
- To agree the salary and contract of employment to be offered on appointment.
- To oversee and be appraised of the performance of the members of the Vice-Chancellor's Executive Group ie. to be appraised of the agreed objectives for this group of senior managers and be reassured that performance is rigorously and regularly assessed in line with the My Contribution process and against those objectives
- To approve and conduct regular reviews of the University's pay and rewards policy and performance management arrangements for members of the Vice-Chancellor's Executive Group in light of any national guidance or legislative changes.
- To ensure that all decisions relating to pensions ie. scheme membership, pension benefits and voluntary retirement, are undertaken in a fair, transparent and consistent manner with due regard to the responsible use of public funds, or other sources of income
- To approve any severance payments to a member of the Vice-Chancellor's Executive Group or any severance payments in excess of £100,000. Payments in excess of £100,000 will be subject to consultation with the Scottish Funding Council.
- To note reports from the Salaries Committee.

Membership

- Chair of Court
- 3 Governors (appointed by Court)

SALARIES COMMITTEE

Remit

The Salaries Committee has delegated responsibility from Court for approving all terms of appointment, including remuneration, annual pay awards and performance pay for Professorial Staff and staff graded SS1 and above, with the exception of the Principal's Executive Direct Reports. The Committee reports to the Remuneration Committee.

More specifically, its responsibilities are as follows:

- To determine the pay and rewards policy for staff graded SS1 and above (as defined above), and Professorial staff subject to any national constraints and guidance, ensuring they are fairly rewarded for their individual contribution to the University, bearing in mind affordability.
- To agree the system(s) of job evaluation to be used for the purposes of determining the grading and pay of this group of posts and to be advised of all regradings.
- To oversee and agree all contractual arrangements for this group of posts including:
 - job descriptions
 - job evaluation
 - terms of employment
 - basic pay
 - performance pay
 - benefits
 - severance packages (unless where SFC guidance requires arrangements to be within the purview of the Remuneration Committee)
 - superannuation arrangements
 - health insurance
 - removal expenses
- To agree the salary and contract of employment to be offered on appointment.
- To oversee and be appraised of the performance, ie to be appraised of the agreed objectives for this group of staff and reassured that performance is rigorously and regularly assessed against those objectives in line with the My Contribution process, and to agree performance related pay increases. Objectives may, exceptionally and by agreement with the individual being assessed, be revised in the course of the year to reflect unforeseen changes in circumstances.
- To approve and conduct regular reviews of the University's pay and rewards policy and performance management arrangements in light of any national guidance or legislative changes.
- To ensure that all decisions relating to pensions ie. scheme membership, pension benefits and voluntary retirement, are undertaken in a fair, transparent and consistent manner with due regard to the responsible use of public funds.

Membership

- Principal & Vice-Chancellor
- Secretary to Court
- Provost & Deputy Principal
- Vice Principal & Pro Vice-Chancellor (Academic)
- Chief Finance Officer