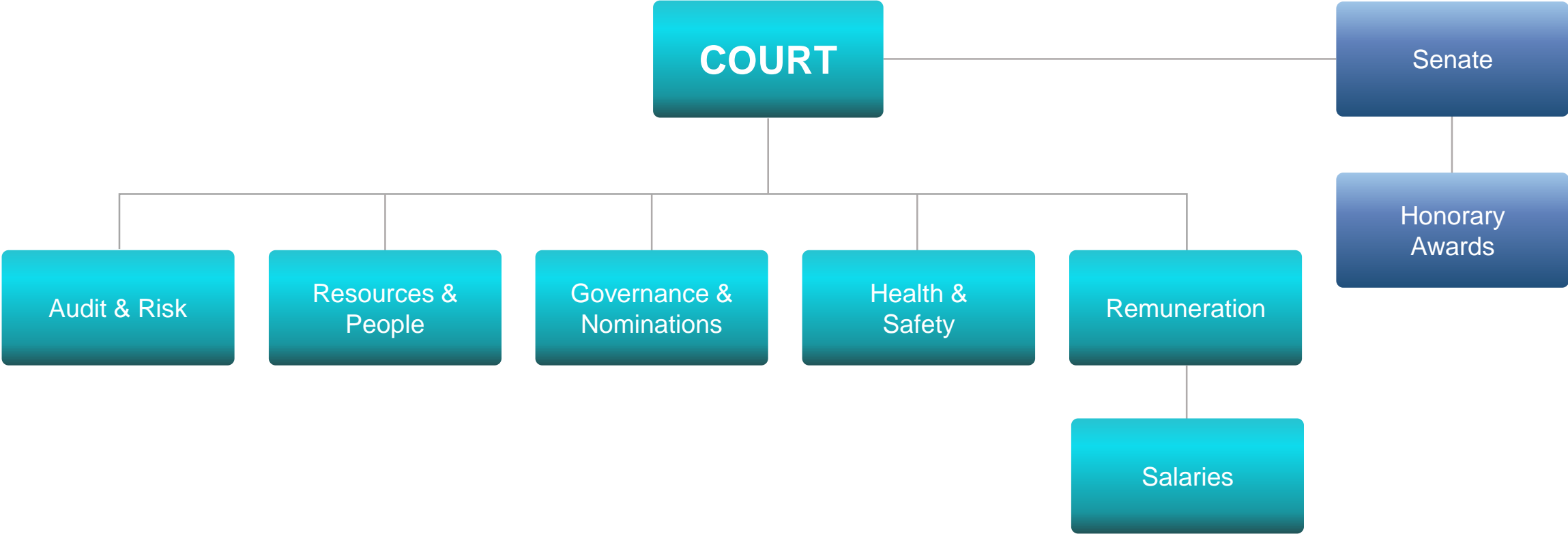


The University Court



AUDIT & RISK COMMITTEE

Purpose

The purpose of the Audit & Risk Committee is to provide assurances to Court on the adequacy and effectiveness of the University's internal and external audit arrangements in accordance with the appropriate Audit Code and the Scottish Funding Council's requirements, and to examine the Institution's financial and risk management control and governance under delegation by the Court. Through submission of an annual report, the Audit & Risk Committee will provide assurances to Court on the adequacy and effectiveness of governance arrangements (not confined to financial arrangements), financial control and arrangements for promoting economy, efficiency and effectiveness.

Terms of Reference

Internal Audit

- To advise Court on the criteria for the selection, appointment and remuneration of the internal audit provider and to recommend the appointment to Court for approval;
- To advise the Court on the terms of reference of the Internal Audit Service; and the scope, efficiency and effectiveness of the Internal Audit Service, including the adequacy of the resourcing made available;
- To consider, approve and review as appropriate the Annual Internal Audit Plan; and the internal audit process including the internal audit needs assessment and the criteria for grading assignments and recommendations;
- To consider internal audit reviews and monitor the implementation of agreed audit recommendations; and to ensure that an appraisal of the University's arrangements for securing value for money are included as part of the internal audit arrangements;
- To consider and approve the Internal Audit Service Annual Report;
- To ensure and monitor appropriate liaison and co-ordination between internal and external audit.

External Audit

- To consider and recommend to Court on the selection, appointment, remuneration or removal of the External Audit provider and the scope of their work;
- To consider and approve the External Audit Strategy and Plan;
- To consider and review the External Auditor's Reports and to monitor management's action on the implementation of agreed recommendations;
- To review and monitor on an appropriate basis the effectiveness of the external audit provision;

- To consider the objectives and scope of any non-statutory audit work undertaken by the external auditor's firm and advise the University Court of any potential conflict of interest.

Financial Oversight

- To seek assurances that the process of monitoring spending against budget is being carried out satisfactorily by the Vice-Chancellor's Executive Group;
- To consider and approve recommendations for any borrowing of funds (new or early repayment of existing) and to monitor compliance with any associated bank loan covenants;
- To review the University-wide annual budget (capital and revenue) and recommend it to Court for approval.

Risk Management

- To provide effective examination and oversight of the University's risk management arrangements on an ongoing basis;
- To review the Corporate Risk Register, including the adequacy and effectiveness of control measures, and recommend it to Court for approval;
- To consider the nature and extent of the principal risks the University is willing to take in pursuing the University's Strategic Plan and make recommendations to Court.
- To consider the effectiveness of the University's arrangements for Major Incident Response and Business Continuity Planning;

Governance and Internal Control

- To review the University's Annual Financial Statements including the external auditor's formal opinion, the Corporate Governance Statement and the statement of internal control and recommend to these Court for approval;
- To consider and review the UWS Financial Regulations and recommend these to Court for approval;
- To respond appropriately to notification of issues raised under the University's Accountability Code of Practice received from the Head of Internal Audit Service or other persons.
- In conjunction with the Governance & Nominations Committee to monitor compliance with corporate governance requirements and good practice guidance and to advise Court on any significant relevant reports from the Scottish Funding Council, Audit Scotland and other appropriate bodies;
- To review compliance with the SFC Financial Memorandum, and to advise Court accordingly;
- To action/discuss all matters delegated by Court

Reporting

The Committee will present an Annual Audit & Risk Committee report to Court in conjunction with consideration of the annual Financial Statements.

A summary of the items discussed at each meeting of the Audit & Risk Committee will be submitted to the next meeting of Court.

Quorum

The quorum of the Audit & Risk Committee will be a minimum of three members present.

Number of Meetings

The Committee will meet as required to fulfil its remit and will meet at least four times each academic year. Meetings may be held in person or remotely. With the prior approval of the Chair of the Committee urgent matters may be considered through email correspondence.

Meetings will be timetabled on an annual basis and will take account of the schedule for Court meetings to ensure appropriate reporting and to coincide with the annual accounting process

Membership

6 lay members of Court (appointed by Court) at least one of which will have a background in finance, accounting or audit

Any other such members as the Committee may wish to co-opt because of their expertise

In attendance:

Principal & Vice-Chancellor

Provost & Deputy Principal

Secretary to Court

Director of Finance

Head of Internal Audit Service

External Auditors (as appropriate)

Assistant Secretary to Court (Secretary to Committee)

GOVERNANCE & NOMINATIONS COMMITTEE

Purpose

The purpose of the Governance & Nominations Committee is to provide assurances to Court on the adequacy and effectiveness of the University's governance arrangements and to consider and make recommendations to Court on the composition of the membership of Court and its sub Committees.

Terms of Reference

Governance Frameworks

- To ensure that the University complies with all relevant governance frameworks, including the Scottish Code of Good HE Governance, and make recommendations to Court accordingly;
- To review periodically Court's Standing Orders and the Scheme of Delegation to ensure that they continue to support its work effectively;
- To monitor developments in governance good practice and make appropriate recommendations to Court.

Membership of Court and its Sub Committees

- To consider and make recommendations to Court on the appointment and re-appointment of lay members of Court;
- To keep under review the skills and experience of the membership to ensure it remains sufficient to enable Court to meet its primary responsibilities and foster stakeholder confidence;
- To review and make recommendations to Court on the structure, terms of reference and membership of the sub Committees of Court;
- To review on an annual basis the attendance of members at Court and sub-Committee meetings during the previous academic year and report to Court as appropriate;
- To consider and make recommendations to Court on the appointment of a Vice Chair and Intermediary Member of Court;
- To oversee the Induction/CPD Framework for members of Court

Chair of 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.

Chancellor

- To make recommendations to Court on the appointment of the Chancellor of the University.

Effectiveness Review

- To maintain oversight of the programme for the annual review the effectiveness of the Court
- To oversee, on behalf of the Court, the process for the externally facilitated evaluation of the effectiveness of Court at least every 5 years;
- To action/discuss all matters delegated by Court

Reporting

A summary of the items discussed at each meeting of the Governance & Nominations Committee highlighting recommendations being made will be submitted to the next meeting of Court.

Quorum

The quorum of the Governance & Nominations Committee will be one-third of the membership, but with a minimum of three lay members present.

Number of Meetings

The Committee will meet as required to fulfil its remit at least twice per annum. Meetings may be held in person or remotely. With the prior approval of the Chair of the Committee urgent matters may be considered through email correspondence.

Meetings will be timetabled on an annual basis and will take account of the schedule for Court meetings to ensure appropriate reporting and to coincide with the annual accounting process

Membership

Chair of Court
Vice Chair of Court
2 Lay Governors (appointed by Court)

Staff Member of Court
President of SAUWS
Principal & Vice-Chancellor
Provost & Deputy Principal

In Attendance:

Secretary to Court
Assistant Secretary to Court

REMUNERATION COMMITTEE

Purpose

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 members of the Vice-Chancellor's Executive Group. The Committee oversees the remuneration and reward framework for all staff and receives reports from the Salaries Committee. The Committee will act in accordance with the Remuneration Framework approved by the Court.

Terms of Reference

- 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;
- In line with the Remuneration Framework approved by Court, to oversee and be appraised of the performance of the members of the Vice-Chancellor's Executive Group i.e. 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 i.e. scheme membership, pension benefits and 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;
- To action/discuss all matters delegated by Court

Reporting

A summary of the items discussed at each meeting of the Remuneration Committee will be submitted to the next meeting of Court.

Quorum

The quorum of the Remuneration Committee will be 3 members.

Number of Meetings

The Committee will meet as required to fulfil its remit. Meetings may be held in person or remotely. With the prior approval of the Chair of the Committee urgent matters may be considered through email correspondence.

Membership

Chair of Court
3 Lay Governors (appointed by Court) one of whom
will be appointed Chair of the Committee

In attendance:

Principal & Vice-Chancellor
Vice Principal, Resources
Secretary to Court

RESOURCES & PEOPLE COMMITTEE

Purpose

The purpose of the Resources & People Committee is to maintain oversight on behalf of the Court for the University's people (staff* and students), physical and digital infrastructure strategies, policy statements (other than academic policies approved by Senate) and to monitor progress in delivery of the Shaping our Communities & Society Thematic Plan in support of the UWS Strategy 2025. (**excluding pay, reward and performance of staff which is overseen by the Remuneration Committee*)

Terms of Reference

People & Institutional Culture

- To ensure the University's people resource is being managed effectively by the Vice-Chancellor's Executive Group to deliver the UWS Strategy;
- To review regular strategic reports on the University's people resources including staff engagement, equality, diversity and inclusivity and organisational design.

Infrastructure

- To maintain oversight for the development of the University's physical and digital infrastructure to ensure the delivery of effective, safe and efficient work spaces across all Campuses;
- To approve on behalf of Court recommendations for the acquisition, disposal and leasing of estates and other major capital projects in line with the authority levels set out in the UWS Financial Regulations.

Student Population

- To maintain oversight of the University's student population, numbers and targets;
- To approve tuition fees and charges in respect of student services including residence rents;

UWS Policy Statements

- To review on behalf of Court an Annual Statement of Assurance in relation University wide policy statements and approve any new or amendments to existing Policy Statements (other than academic policies approved by Senate).

Communities & Society

- To monitor actions to improve sustainability through carbon reduction, economic and financial sustainability and corporate and social responsibility;

Other

- To approve on behalf of Court the Transparent Approach to Costing (TRAC) Returns to the Funding Council
- To action/discuss all matters delegated by Court

Reporting

A summary of the items discussed at each meeting of the Resources & People Committee will be submitted to the next meeting of Court.

Quorum

The quorum of the Resources & People Committee will be one third of the membership with a minimum of 3 lay governors present.

Number of Meetings

The Committee will meet as required to fulfil its remit and will meet at least four times each academic year. Meetings may be held in person or remotely. With the prior approval of the Chair of the Committee urgent matters may be considered through email correspondence.

Meetings will be timetabled on an annual basis and will take account of the schedule for Court meetings to ensure appropriate reporting and to coincide with the annual accounting process

Membership

Chair of Court

5 lay Governors appointed by Court one of which will be appointed Chair

2 members of Court who are employees of the University (one of whom should be member appointed by Senate)

President of SAUWS

Principal & Vice-Chancellor

Provost & Deputy Principal

In attendance:

Secretary to Court

Assistant Secretary to Court (Secretary to Committee)

Members of the Vice-Chancellors Executive Group will be invited to attend as appropriate and relevant to the business of the Committee.