SUB-COMMITTEES OF COURT:
TERMS OF REFERENCE & MEMBERSHIP

AUDIT & RISK COMMITTEE

Purpose:

The purpose of the Audit & Risk Committee is to provide assurance 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 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 providers and the scope of their work;
- To consider 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 as appropriate the effectiveness of the external audit provision;
- To consider the objectives and scope of any non-statutory 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 spend against budget is being carried out satisfactorily by the Vice-Chancellor's Executive.

Risk Management:

- To provide effective examination and oversight of the University's risk management arrangement arrangements on an ongoing basis;
- To review the Strategic 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 pursing 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 & Internal Control:

- In conjunction with the Finance & Resources Committee 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 these to Court for approval;
- To respond appropriately to notification of issues raised under the University's Fraud Procedure or Public Interest Disclosure (Whistleblowing) Procedure 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 consider annually a report on the University's overall data protection governance arrangements, including an overview of all data breaches occurring in the previous academic year;
- 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 3 members.

Number of Meetings:

The Committee will meet as required to fulfil its remit and will meet at least 3 times each academic year. In addition, a joint meeting will be held with the Finance & Resources Committee annually in November to consider the Financial Statements. Meetings may be held in person or remotely. With the prior approval of the Chair of the Committee, urgent matters may be considered by email.

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

Membership:

Chair (lay member)
4 Lay members (at least one to have background in finance, accounting or internal audit)
1 Co-opted Member
In attendance: Principal & Vice-Chancellor Vice-Principal (Finance & Infrastructure) Vice-Principal (Strategy) & University Secretary Director of Governance & Assurance Head of Internal Audit External Auditors Assistant Secretary to Court (Secretary to Committee)

FINANCE & RESOURCES COMMITTEE

Purpose:

The purpose of the Finance & Resources Committee is to maintain oversight on behalf of Court for the University's financial management, student population, fees and charges, physical and digital infrastructure strategies, policy statements (other than those relating to people and academic policies approved by Senate) and to monitor progress in delivery of the University's Sustainability Plan.

Terms of Reference:

Infrastructure:

- To maintain oversight for the development of the University's physical and digital infrastructure to ensure the delivery of effective, safe and efficient workspaces 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.

Financial Oversight:

- To seek assurances that the process of monitoring spending against budget is being carried out satisfactorily by the Vice-Chancellor's Executive;
- 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 to Court for approval;
- In conjunction with the Finance & Resources Committee 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 these to Court for approval;
- To review the University's Financial Regulations and recommend them to Court for approval;

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 to University-wide policy statements and approve any new or amendments to existing policy statements (other than those relating to people and academic policies).

Sustainability Plan:

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

Transparent Approach to Costing:

- To review in line with prevailing guidelines and requirements, the Transparent Approach to Costing (TRAC) Returns to the Scottish Funding Council.

Other:

- To action/discuss all matters delegated by Court.

Reporting:

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

Quorum:

The quorum of the Finance & Resources Committee will be 4 members.

Number of Meetings:

The Committee will meet as required to fulfil its remit and will meet at least 3 times each academic year. In addition, a joint meeting will be held with the Audit & Risk Committee annually in November to consider the Financial Statements. Meetings may be held in person or remotely. With the prior approval of the Chair of the Committee, urgent matters may be considered by email.

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

Membership:

Chair (lay member)
Chair of Court
Principal & Vice-Chancellor
President of Students' Union
4 Lay members
2 Staff Members
In attendance: Deputy Vice-Chancellor Vice-Principal (External Engagement) Vice-Principal (Finance & Infrastructure) Vice-Principal (Strategy) & University Secretary Director of Governance & Assurance 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 Statement of Primary Responsibilities and foster stakeholder confidence;
- To review and make recommendations to Court on the structure, terms of Ference and membership of the sub-Committees of Court;
- To review the attendance of members of court and sub-Committees 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:

- To maintain oversight of the programme for the annual review of the effectiveness of Court;
- To oversee, on behalf of 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 3 members.

Number of Meetings:

The Committee will meet as required to fulfil its remit and will meet at least 3 times each academic year. In addition, a joint meeting will be held with the Audit & Risk Committee annually in November to consider the Financial Statements. Meetings may be held in person or remotely. With the prior approval of the Chair of the Committee, urgent matters may be considered by email.

Meetings will be timetabled on an annual basis and will take account of the schedule of Court meetings to ensure appropriate reporting.

Membership:

Chair of Court (Chair of Committee)
Vice-Chair of Court
Principal & Vice-Chancellor
President of the Students' Union
2 lay members of Court
1 staff member of Court
In attendance: Deputy Vice-Chancellor Vice-Principal (Strategy) & University Secretary Director of Governance & Assurance Assistant Secretary to Court (Secretary to Committee)

PEOPLE COMMITTEE

Purpose:

The purpose of the People Committee is to maintain oversight on behalf of Court for the development and implementation of the University's strategy and policy in relation to its people, culture and organisational development ensuring that the highest standards of colleague engagement and wellbeing are maintained and that our environment champions equality, diversity and inclusion.

Terms of Reference:

Strategic Oversight:

- To oversee the development, implementation and effectiveness of the University's strategy and policy in relation to its people, culture and organisational development;
- To ensure the University's people resource is being managed effectively by the Vice-Chancellor's Executive to deliver the UWS Strategy.

Workforce Profile:

- To review the University's workforce profile ensuring that it has appropriate strategies in place to recruit, develop and retain staff and capabilities required to meet future challenges and opportunities;
- To oversee progress against agreed people and culture objectives and assess the effectiveness of initiatives designed to improve employee engagement, organisational performance and staff experience.

Institutional Culture:

- To keep under review information relating to staff engagement, organisational climate and cultural development, identifying opportunities to strengthen alignment with the University's values;
- To consider the outcome of staff surveys and other engagement mechanisms and monitor implementation of actions designed to address areas of concern and enhance staff satisfaction and wellbeing.

Equality, Diversity & Inclusion:

- To monitor progress against institutional equality outcomes and objectives, review relevant data and performance indicators;
- To ensure compliance with all relevant equality legislation and regulatory requirements.

Health & Safety:

- To advise Court on all matters relating to health and safety within the University and promote an evolving and proactive health and safety culture;
- To oversee, monitor and review health and safety arrangements within the University affecting staff, students and visitors and to advise Court on statutory and other requirements relating to its responsibilities for health and safety.

Other:

- To action/discuss all matters delegated by Court.

Reporting:

A summary of all items discussed at each meeting of the People & Culture committee will be submitted to the next meeting of Court.

Quorum:

The quorum of the People committee will be 4 members.

Number of Meetings:

The Committee will meet as required to fulfil its remit and will meet at least 3 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 by email.

Meetings will be timetabled on an annual basis and will take account of the schedule of Court meetings to ensure appropriate reporting.

Membership:

Membership:

Chair (lay member)
Chair of Court
Principal & Vice-Chancellor
President of Students' Union
4 Lay members
2 Staff Members
In attendance: Deputy Vice-Chancellor Vice-Principal (People & Student Wellbeing) Vice-Principal (Strategy) & University Secretary Director of Governance & Assurance Assistant Secretary to Court (Secretary to Committee)

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. 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 Court.

Terms of Reference:

- To determine the University's pay and rewards policy for the Vice-Chancellor's Executive 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 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, ie to be appraised of the agreed objectives for this group of senior manages and be reassured that performance is rigorously and regularly assessed in line with the MyContribution 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 in light of nay national guidance or legislative changes;
- To ensure that all decisions relating to pensions, ie 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 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 all 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 by email.

Membership:

Chair (lay member)
Chair of Court
2 Lay members
In attendance: Principal & Vice-Chancellor Vice-Principal (People & Student Wellbeing) Vice-Principal (Strategy) & University Secretary (Secretary to the Committee)