

# University of Suffolk Board of Directors

## Terms of Reference

### 1. The powers and authority of the Board

#### 1.1 Academic Character

Having due regard to the objects of the Company as set out in the company's Articles of Association, to approve the vision and mission of the University and its lead institutional strategies:

- a) Learning, Teaching & Assessment;
- b) Research and Scholarly Activity;
- c) Business Engagement, Careers & Employability;
- d) International.

In addition, to approve the institution's plans relating to Access and Widening Participation.

#### 1.2 Quality Assurance

To ensure appropriate quality assurance mechanisms and procedures are implemented as required by the Senate.

#### 1.3 Nominations

- a) to ensure adequate succession planning for the Board and senior management of the University;
- b) to review the management structure of the Company and the disposition of senior management responsibilities;
- c) as required, to make appointments to subsidiary boards;
- d) to approve:
  - the appointment or removal of the Vice-Chancellor and Chief Executive Officer, subject to relevant legal constraints and service contract;
  - the appointment or removal of the Board Secretary and of the Company Secretary;
  - the appointment or removal of Chairs and members of Board sub-committees.

#### 1.4 Remuneration

To approve the remuneration policy of the Company on an annual basis.

#### 1.5 Business Strategy & Management

- a) to exercise responsibility for the overall management of the University;
- b) to approve strategic plans including the Financial Strategy and related annual plans, and any material changes to them;

- c) to monitor and review managerial performance in achieving agreed objectives and targets including performance against strategic plans;
- d) to take oversight of the Company's operations to ensure:
  - competent and prudent management;
  - sound planning;
  - effective systems of internal control;
  - appropriate accounting and other records;
  - compliance with all appropriate statutory and regulatory obligations.

#### 1.6 Financial Reporting and Control

- a) to approve the Annual Report and Financial Statements;
- b) to approve any significant changes in accounting policies and practices;
- c) to review the financial performance of the Company on a regular basis.

#### 1.7 Internal Control

- a) to approve all schemes of delegated financial authority;
- b) to ensure sound systems of risk management and internal control;
- c) to review the effectiveness of the Company's risk and control processes in support of its strategies.

#### 1.8 Investment and Expenditure

- a) to approve the acquisition or disposal of assets of the Company having a value of over £1,000,000;
- b) to approve investment and capital projects having a total value of over£1,000,000;
- c) to approve major financial facilities and mechanisms for raising capital;
- d) to approve all income and expenditure contracts with a value above £1,000,000.

#### 1.9 General meetings

- a) to approve resolutions and related documentation to be presented at General Meeting, if held.
- b) to approve the calling of extraordinary General Meetings.

#### 1.10 Governance

- a) to take responsibility for ensuring appropriate academic standards and quality are maintained, as required by applicable sector regulations;
- b) to approve terms of reference of sub-committees of the Board;
- c) as required, to receive reports of the sub-committees of the Board and approve matters referred to the Board by its sub-committees;

- d) to approve the appointment of the Company's Auditors and their terms of appointment;
- e) to approve schemes of delegation of the Board's powers and authority;
- f) to review the Company's overall governance arrangements on a regular basis.
- g) to oversee the implementation of the University's obligations as outlined in the Prevent duty guidance.

#### 1.11 Company Policies and Reports

To approve key Company policies and reports, including:

- a) Tuition Fee policy;
- b) Financial Regulations and associated policies;
- c) Risk Management policy;
- d) Whistleblowing policy;
- e) Health, Safety & Wellbeing annual report;
- f) Sustainability annual report;
- g) Human Relations Metrics and Gender Pay Gap annual reports;
- h) Equality, Diversity and Inclusion annual report.

#### 1.12 Other Matters

- a) to approve the appointment of the Company's principal professional advisors;
- b) to take oversight of all prosecution, defence and settlement of litigation;
- c) to approve changes to the schedule of matters reserved for the Board.

### 2. Independent Advice

Non-executive directors are authorised by the Board to obtain independent legal or other professional advice at the expense of the Company and to secure the attendance of others with relevant professional experience and expertise should they consider this necessary. In obtaining such independent advice, non-executive directors will act in conjunction with the Chair of the Board.

### 3. Review of Board and Company Performance

- a) The Chair shall lead a rigorous evaluation of the Board's performance and that of its sub-committees in accordance with the Committee of University Chairs' Higher Education Code of Governance;
- b) The Chair and the appointed Senior Independent Director shall meet regularly with non-executive directors to review the performance of the Company and the senior management.

- c) These terms of reference set out matters specifically reserved for the Board and may be amended only by Board resolution.

## **Membership**

- The Chair shall be appointed by the Board and be an independent director. The Chair shall normally serve for two years unless otherwise agreed;
- The Deputy Chair shall be appointed by the Board and be an independent director. The Deputy Chair shall normally serve for two years unless otherwise agreed;
- The Senior Independent Director shall be appointed by the Board and be an independent director. The Senior Independent Director shall normally serve for two years unless otherwise agreed;
- the Vice-Chancellor and Chief Executive of the Company, ex officio;
- up to thirteen independent directors, having experience of industrial, commercial or employment matters or the practice of any profession or to have other appropriate experience;
- up to two academic members of staff, nominated by the Senate from within its membership;
- up to two students at the University, nominated by students, one of these normally to include the President of the University of Suffolk Students' Union;
- at least one and not more than nine co-opted directors, having experience in the provision of education and nominated by those directors who are not themselves co-opted.

Total membership: 18

### *In attendance*

- Board Secretary and Company Secretary (where these roles are separate from those listed below)
- Chief Operating Officer

### *Secretary*

- Executive Manager, Administrator to the Board

## **Notes on membership**

- Directors will normally serve on sub-committees of the Board for a minimum of 3 years and for a maximum of 7 years, for so long as they remain directors of the Company.
- Substitutions for directors unable to attend a meeting must be agreed beforehand with the Chair.

## **Quorum**

One third of directors (rounded up to the nearest whole) of which at least one third must be independent directors and in the majority.

**Frequency of meetings**

The University of Suffolk Board of Directors shall meet on at least a quarterly basis.

**Sub-committees**

- Audit and Risk Committee
- Remuneration Committee
- Nominations Committee

To facilitate the effectiveness of its work, the Board may create sub-committees or task and finish groups to consider specific matters as required. The Board shall receive reports of the work of any such sub-committees on a regular basis and at least once a year.

The Board shall review these terms of reference at least annually.