

## **CONSTITUTION OF THE STANDING COMMITTEE OF THE BOARD OF GOVERNORS**

### **1. Committee Title**

The Committee shall be called the Standing Committee

### **2. Membership**

The Committee membership shall comprise of:

#### *2.1. Ex-Officio*

The Chair of the Board of Governors  
The Vice-Chair of the Board of Governors

#### *2.2. Appointed*

Up to five members appointed by the Board of Governors from the external members of the Board of Governors.

#### *2.3. Staff Governor*

One Staff Governor appointed by the Board of Governors from the elected members of the Board of Governors will be a member of the Standing Committee.

The Staff Governor may be required to withdraw from parts of the meeting in accordance with the Board of Governors Standing Orders 23 and 24.

The Staff Governor, if unable to attend a meeting, may nominate an alternative Staff Governor to attend in his/her absence.

#### *2.4. Student Governor*

The Student Governor will be a member of the Standing Committee.

The Student Governor may be required to withdraw from parts of the meeting in accordance with the Board of Governors Standing Orders 23 and 24.

#### *2.5. Co-Opted*

The Standing Committee shall have the ability to co-opt members with expertise in specialist areas that are not represented by its current membership. These members may be appointed by the Board on the recommendation of the Nominations Committee.

#### *2.6. Chair*

The Chair of the Committee shall be appointed by the Board from the external governor and ex-officio members.

2.7. *Terms of Office*

The five external Governor members and the Staff Governor in attendance shall be appointed for three years and shall be eligible for re-appointment.

2.8. *Governors in attendance*

The Chair of the Risk and Audit Committee shall be entitled to attend and speak at meetings of the Committee but shall not vote.

If unable to attend a meeting of the Standing Committee, the Chair of the Risk and Audit Committee shall be entitled to nominate an External Governor member of the Risk and Audit Committee as an alternate.

2.9. *Senior Management Team*

The members of the Senior Management Team who are also Governors will also be members of the Standing Committee.

These members may be required to withdraw from parts of the meeting in accordance with the Board of Governors Standing Orders 23 and 24.

2.10. *Officers in attendance*

The Assistant Vice-Chancellor shall be entitled to attend and speak at meetings of the Committee but shall not vote.

The Director of Finance and Planning shall be entitled to attend and speak at meetings of the Committee but shall not vote.

The Director of Estates and Facilities shall be invited to attend the estates-related items on the agenda and will be entitled to attend and speak at meetings of the Committee but shall not vote.

2.11. *Secretary*

The Clerk to the Board of Governors or a nominee appointed by the Board of Governors shall attend as Secretary to the Committee.

### **3. Terms of Reference**

3.1. Subject to the Memorandum and Articles of Association, the Standing Committee shall act for the Board of Governors between meetings.

3.2. Under delegated powers and within general policy laid down by the Board of Governors the Standing Committee shall have responsibility for the governance and review of:

- a) Financial matters, specifically:
  - i. Oversight of financial strategy
  - ii. Review of the annual budget
  - iii. Annual review of the five-year financial forecast
  - iv. Consideration and monitoring of the University's financial/management accounts at each meeting.

- v. Consideration and monitoring of the University's treasury management policy and regular reports, and to make recommendations regarding treasury management options based on the level of risk versus the level of expected return of the University's portfolio of investments.
- b) Strategic planning
- c) Estates strategy
- d) Academic affairs
- e) Student affairs
- f) Such other matters as the Board of Governors may determine, to support and develop the culture and behaviour within the institution, and the delivery of the University Strategic Plan.
- g) Where practicable conduct itself in accordance with the CUC HE Code of Governance
- h) Agree the agenda for meetings of the Board of Governors when convenient.

#### **4. Meetings**

The Standing Committee shall meet as required but normally not less than three meetings per year. The time and place of meetings shall be arranged by the Secretary in consultation with the Chair. Where it is appropriate, meetings of this Committee may be held virtually.

#### **5. Quorum**

There shall be a quorum when three external members are present at a meeting.

#### **6. Agenda**

The agenda shall be circulated to members at least one week prior to meetings, except in the case of emergency meetings. Members shall be entitled to submit relevant agenda items to the Chair for inclusion in the agenda.

#### **7. Minutes**

Minutes shall be kept of all meetings of the Committee and the Committee Chair will present an update to the next meeting of the Board of Governors. Minutes are available to all Governors on request. Minutes will be made available upon request to non-Governors, subject to compliance with privacy regulations and consultation with the Committee Chair.

#### **8. Attendance of Advisers**

The Chair shall be entitled to invite to a meeting a person or persons to act in an advisory capacity.

#### **9. University Officers**

The Chair may call University Officers to attend to provide information or explanation in respect of matters under discussion. If a University Officer is required to attend, the Vice-Chancellor shall be notified.

#### **10. Amendments to the Constitution**

Amendments to this constitution may be made at a duly constituted meeting of the Board of Governors<sup>1</sup>.

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<sup>i</sup> The history of amendments to date is as follows:

- a. Amended by Standing Committee on 06 February 2017 and approved by Board of Governors on 01 March 2017.
- b. Amended by Standing Committee on 19 June 2017 and approved by the Board of Governors on 05 July 2017.
- c. Amended by Standing Committee on 29 October 2018 and approved by the Board of Governors on 14 November 2018.
- d. Amended by Standing Committee on 17 June 2019 and approved by the Board of Governors on 03 July 2019
- e. Amended by Standing Committee on 08 June 2020 and approved by the Board of Governors on 08 July 2020
- f. Amended by Standing Committee on 22 June 2021 and approved by the Board of Governors on 07 July 2021