



**BOARD OF TRUSTEES  
MEMBERSHIP AND TERMS OF REFERENCE**

<b>1.</b>	<b>Authority</b>
1.1	The University Charter stipulates that the Board of Trustees is the governing body of the University.
1.2	<p>The Board of Trustees conducts its business in accordance with legal requirements (The University is subject to Charity Law), and best practice in higher education and corporate governance. The Board adheres to the University Charter, Statutes and Ordinances and the following governance codes, principles and regulatory framework:</p> <p><a href="#">Bristol University Charter, Statutes and Ordinances</a></p> <p><a href="#">Committee of University Chairs Governance Code</a></p> <p><a href="#">Committee of University Chairs Remuneration Code</a></p> <p><a href="#">Office for Students (OfS) Public Interest Governance Principles</a></p> <p><a href="#">Office for Students Regulatory Framework for Higher Education in England</a></p> <p><a href="#">Committee on Standards in Public Life – 7 Principles of Public Life</a></p>
<b>2</b>	<b>Purpose</b>
	<p>The Board of Trustees exercises all powers conferred on it by the Charter, Statutes and Ordinances, and puts the Charter, Statutes, Ordinances and Regulations into effect. The Board of Trustees sets the policy of the University, in consultation with Senate on matters of academic policy, and ensures that the Vice-Chancellor and the University officers act to further that policy. (Statute 17)</p> <p>Members of the Board of Trustees are charity trustees and accept ultimate responsibility for directing the affairs of the University by ensuring that it is solvent, well-run and delivering the charitable outcomes for the benefit of the public for which it was established. The Board will safeguard the good name and values of the institution.</p>
<b>3</b>	<b>Membership</b>
3.1	<p>Membership of the Board of Trustees is set out in Statute 15 and will normally comprise 20 members, as follows:</p> <ul style="list-style-type: none"> <li>• The Treasurer (Lay Member)</li> <li>• Up to 15 independent members (Lay Members)</li> <li>• One member of the Alumni Association (the Alumni Trustee)</li> <li>• The Vice-Chancellor</li> <li>• The Deputy Vice-Chancellor, nominated by the Vice-Chancellor</li> <li>• Three members of academic staff (the Academic Trustees)</li> <li>• Two members of the professional services staff (the Professional Services Staff Trustees)</li> <li>• Two students or Sabbatical Officers (the Student Trustees)</li> </ul>

4	<p><b>Specific Duties and Responsibilities</b></p>
	<p><b>Governance</b></p> <p>To <b>make, amend, add to or repeal</b> Statutes, subject to the approval of the Privy Council, and to make Ordinances for the regulation of all matters not required by the Charter to be dealt with by Statute and to report these annually to Court.</p> <p>To <b>establish</b> an Audit Committee, Nominations Committee, Staff Committee and Remuneration Committee.</p> <p>In relation to the Board, Board Committees, Joint Senate/Board Committees to <b>review</b> and <b>approve</b>:</p> <ol style="list-style-type: none"> <li>(1) Terms of reference</li> <li>(2) Composition and membership, including appointments to Board, Election of Board Chair, Board Vice Chair, and Board Treasurer</li> <li>(3) Effectiveness</li> </ol> <p>To <b>review</b> and <b>approve</b> the Schedule of Delegation.</p> <p>To <b>ensure</b> that the institution's constitution is always followed, and that appropriate advice is available to enable this to happen.</p> <p>To <b>review</b> and <b>approve</b> the Students' Union constitution and bye-laws every 5 years.          To <b>receive</b> the Student Union's:</p> <ol style="list-style-type: none"> <li>(1) audited accounts</li> <li>(2) annual budgets</li> <li>(3) annual reports (non-financial)</li> </ol> <p>To <b>ensure</b> general compliance with section 22 of the Education Act 1994</p>
	<p><b>Legal Authority</b></p> <p>To be the institution's legal authority and, as such, to ensure that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name. The Board of Trustees shall have the sole custody and use of the University seal, arms and mace.</p> <p>To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.</p>
	<p><b>Appointments</b></p> <p>To <b>review</b> and <b>approve</b> the appointment, employment terms (including remuneration, Performance-Related Pay (if applicable) and variations), induction/training, appraisal, grievance, discipline, suspension and dismissal/removal/redundancy/resignation/voluntary severance of:</p> <ol style="list-style-type: none"> <li>(1) Vice Chancellor</li> <li>(2) Pro Vice-Chancellor(s) and Deputy Vice-Chancellor</li> <li>(3) Registrar &amp; Secretary</li> <li>(4) Finance Director (Chief Operating Officer)</li> <li>(5) The University Librarian</li> </ol> <p>To <b>approve</b> the Appointment of Academic staff          To <b>approve</b> the establishment/abolishment of Academic Posts including:</p> <ol style="list-style-type: none"> <li>(1) Professorships</li> <li>(2) Readerships</li> <li>(3) Lectureships</li> </ol>

	<p>(4) Other academic posts          To <b>approve</b> Honorary Degrees and Fellowships          To <b>nominate</b> to Court the Pro-Chancellors for election.</p>
	<p><b>Strategy and Performance</b></p> <p>To <b>review</b> and <b>approve</b> the University's:</p> <ol style="list-style-type: none"> <li>(1) Vision, Mission and Strategy and any associated Strategies e.g. Research, Education, IT, People, Estates, Finance, Value for Money</li> <li>(2) Key performance Indicators (KPIs)</li> <li>(3) Key Risk Register and Risk Management Policy</li> </ol>
	<p><b>Corporate Policies and Procedures</b></p> <p>To <b>review</b> and <b>approve</b> key corporate policies and procedures and in particular the following:</p> <ul style="list-style-type: none"> <li>• Complaints Policy</li> <li>• Conflicts of Interest Policy</li> <li>• Equality Diversity and Inclusion Policy</li> <li>• Employment Policy</li> <li>• Endowment Fund Investment policy</li> <li>• Fundraising Policy</li> <li>• Health and Safety Policy</li> <li>• Modern Slavery Statement</li> <li>• Risk Management Policy</li> <li>• Prevent Policy and Procedure</li> <li>• Sustainability Policy</li> <li>• Trustee Code of Conduct</li> <li>• Trustee engagement/agreement to serve letter</li> <li>• Whistleblowing Policy</li> </ul>
	<p><b>Human Resources</b></p> <p>To <b>review</b> and approve <b>staff policies</b> relating to:</p> <ol style="list-style-type: none"> <li>(1) Dismissal/redundancy or potentially leading to termination of employment</li> <li>(2) Suspension</li> <li>(3) Conduct and discipline</li> <li>(4) Grievances</li> <li>(5) Progression and promotion</li> <li>(6) Reward</li> <li>(7) Promotion of equality of opportunity and diversity</li> </ol>
	<p><b>Health and Safety</b></p> <p>Responsibility for the health and safety of employees, students and other individuals while they are on the institution's premises and in other places where they may be affected by its operations, and to <b>review</b> and <b>approve</b> The Health and Safety policy, and arrangements for the implementation of that policy.</p>
	<p><b>Finance</b></p> <p>To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, and have overall responsibility for the institution's assets, property and estate.</p>

	<p><b>Financial Planning/Treasury</b> To <b>approve</b>:</p> <ol style="list-style-type: none"><li>(1) The Long-term Financial Plan, estimates of income and expenditure, budgets (capital and revenue) and setting borrowing limits</li><li>(2) The Annual Operating Budget</li><li>(3) The University Financial Strategy and Framework</li><li>(4) The University's Pension Strategy.</li></ol> <p><b>Financial Management and regulatory compliance</b></p> <ol style="list-style-type: none"><li>(5) To <b>review</b> and <b>approve</b> the financial forecast return made to the Office for Students</li><li>(6) To <b>approve</b> the Financial Statements and Accounts</li><li>(7) To <b>approve</b> expenditure and entry into contracts above 20m (exclusive of VAT)</li><li>(8) To <b>approve</b> the Schedule of Financial Limits</li><li>(9) To <b>appoint</b> the University bankers.</li></ol> <p><b>Endowment Fund</b></p> <ol style="list-style-type: none"><li>(10) To <b>review</b> and <b>approve</b> the Endowment Investment Policy</li></ol> <p><b>Capital Programme and Major Projects</b></p> <ol style="list-style-type: none"><li>(11) To <b>approve</b> changes to the Capital Programme to ensure its activities are supporting the delivery of the University Strategy and maintaining effective property, IT and research equipment infrastructure and that it is affordable to the University.</li></ol> <p><b>Property</b></p> <ol style="list-style-type: none"><li>(12) To <b>approve</b> the Estates Strategy</li><li>(13) To <b>approve</b> entering into non-residential leases with a net present value of more than 20m (exclusive of VAT)</li><li>(14) To <b>approve</b> entry into construction contracts over 20m (exclusive of VAT)</li><li>(15) To <b>approve</b> disposals of assets with an arms-length open market value of more than £10m (exclusive of VAT)</li></ol>
	<p><b>Controls and Compliance</b></p> <p>To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment</p> <p>To <b>review</b> and <b>approve</b></p> <ol style="list-style-type: none"><li>(1) the Annual Assurance Return and other periodic assurance/accountability/financial returns to OfS and other regulators (excluding TRAC (T) returns which are signed off by the Audit Committee)</li><li>(2) the Annual Report from the Audit Committee for submission to the OfS, and to publish in the University's Annual Report details of any issues that cannot be resolved between the Audit Committee and the Board of Trustees.</li><li>(3) the Academic Standards assurance report to OfS on the recommendation of Senate.</li><li>(4) The Access and Participation Plan.</li></ol> <p>To <b>review</b> and <b>approve</b> the appointment, appointment and dismissal/removal/resignation of:</p> <ol style="list-style-type: none"><li>(1) External Auditors</li><li>(2) Internal Auditors</li></ol>

	To <b>ensure</b> compliance with codes regulatory practice e.g. CUC Code of Governance, and OfS Regulatory Framework
	<p><b>Academic Governance and Standards</b></p> <p>To <b>review</b> and <b>promote</b> the teaching and research of the University. (Statute 17 (11))</p> <p>To <b>review</b> and <b>approve</b> the Annual Assurance Return from Senate on the quality and standards of the University's Higher Education provision including the continuous improvement of the student academic experience and of student outcomes and the reliability of degree standard.</p>
	<p><b>Student Welfare</b></p> <p>To receive assurance that adequate provision has been made for the general welfare of students, in consultation with the University Senate and/or the Students' Union Sabbatical Officers.</p> <p>To <b>approve</b> the Student Agreement and the associated Student Protection Plan.</p>
	<b>Accountability and Reporting</b>
	<p>The Board of Trustees is responsible for ensuring that the University complies with the Office for Students conditions of registration and compliance.</p> <p>The Board reports to the Annual Meeting of Court including financial statements of the University (Statute 13(1)) and borrowing limits.</p>
	<b>Effectiveness Monitoring and Compliance with Terms of Reference</b>
	In accordance with the CUC Higher Education Code of Governance the Board is required to undertake an effectiveness review every 4 years. <sup>1</sup>
	<b>Governance Office Support</b>
	The Registrar and University Secretary will be Secretary to the Board. The Board of Trustees <b>appoints</b> the Secretary to the governing body and ensures that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability
	<p><b>Approval date:</b> Board of Trustees 05 July 2019</p> <p><b>Review date:</b> Board of Trustees 26 June 2020</p> <p><b>Contact:</b> governance@bristol.ac.uk</p>

<sup>1</sup>The next review is due in 2020



## AUDIT AND RISK COMMITTEE TERMS OF REFERENCE & MEMBERSHIP

<b>1.</b>	<b>Authority</b>
1.1	<p>The Audit Committee is authorised by the Board of Trustees to investigate any activity in the University. In order to do so, the Committee is authorised to:</p> <ul style="list-style-type: none"><li>• Seek any information it requires from any employee of the University in order to perform its duties;</li><li>• Obtain at the University's expense independent legal, accounting or other professional advice on any matter it believes it necessary to do so; and</li><li>• Call any employee to be questioned at a meeting of the Committee as and when required.</li></ul>
<b>2.</b>	<b>Purpose of the Committee</b>
2.1	<p>Audit and Risk Committee is independent of the Executive. It oversees a programme of work enabling it to give an opinion to the Board of Trustees annually on the adequacy and effectiveness of the Executive's arrangements for:</p> <ul style="list-style-type: none"><li>• internal control,</li><li>• risk management,</li><li>• governance,</li><li>• value for money</li><li>• management of data and quality assurance of data</li></ul> <p>The committee recommends the Financial statements to the Board for approval and advises the Board on the risk register. It manages the contracts of Internal and External Auditors.</p>
<b>3.</b>	<b>Membership</b>
3.1	<p>The Audit Committee will normally comprise six independent members. Up to three members can be co-opted within the overall membership.</p> <p>In accordance with Ordinance 3, the Chair of the Board of Trustees and members of University staff are not eligible to be appointed as members of the Audit Committee. Nor should they be members of the Finance &amp; Infrastructure Committee.</p>

3.2	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Membership for 2019/20 Academic Year</th> <th style="text-align: left;">Member</th> <th style="text-align: left;">Term of Office</th> </tr> </thead> <tbody> <tr> <td>Lay Members x 4</td> <td>Mr Andy Poolman (Chair)</td> <td>01.09.19 – 31.12.21</td> </tr> <tr> <td></td> <td>Dr Moira Hamlin</td> <td>01.09.19 – 31.12.20</td> </tr> <tr> <td></td> <td>Dr John Manley</td> <td>01.09.19 – 31.12.19</td> </tr> <tr> <td>Co-opted Members x3</td> <td>Professor Mary Bishop</td> <td>01.09.19 – 31.12.21</td> </tr> <tr> <td></td> <td>Ms Julie Goldstein</td> <td>01.09.10 – 31.12.19</td> </tr> <tr> <td></td> <td>Mr Andrew Willis</td> <td>01.09.19 – 31.12.19</td> </tr> </tbody> </table>	Membership for 2019/20 Academic Year	Member	Term of Office	Lay Members x 4	Mr Andy Poolman (Chair)	01.09.19 – 31.12.21		Dr Moira Hamlin	01.09.19 – 31.12.20		Dr John Manley	01.09.19 – 31.12.19	Co-opted Members x3	Professor Mary Bishop	01.09.19 – 31.12.21		Ms Julie Goldstein	01.09.10 – 31.12.19		Mr Andrew Willis	01.09.19 – 31.12.19
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3.3	<p><b>In attendance:</b>  Vice Chancellor or Deputy Vice Chancellor  Chief Operating Officer  Registrar  Head of Internal Audit  Head of External Audit</p>																					
3.2	<p>The following will be in attendance, as required:</p> <ul style="list-style-type: none"> <li>• Vice-Chancellor</li> <li>• DVC &amp; Provost</li> <li>• Registrar</li> <li>• Chief Operating Officer</li> <li>• Head of Internal Audit and the</li> <li>• External audit lead partner</li> </ul>																					
<b>4.</b>	<b>Quorum</b>																					
4.1	The quorum necessary for the transaction of business is <b>three members</b> , of whom at least one must be a lay member of the Board of Trustees.																					
<b>5.</b>	<b>Meeting with Internal and External Auditors</b>																					
5.1	Once a year, the Committee should meet the Internal Auditor and the External Auditor without University officers present																					
<b>6</b>	<b>Specific Duties</b>																					
6.1	For the University as a whole, including any subsidiaries it may have, the Audit Committee's duties are as follows:																					
<b>6.2</b>	<b>Risk Management</b>																					
6.2.1	To <b>review</b> the effectiveness of the Risk Management Framework and Policy and <b>recommend</b> its' approval to the Board of Trustees.																					
6.2.2	To <b>review</b> institutional risks and ensure that adequate action is being taken to manage and mitigate identified risks.																					
<b>6.3</b>	<b>Value for Money and Financial Issues</b>																					

6.3.1	<p>To <b>review</b> and report to the Board of Trustees on significant financial reporting issues and judgements. In particular, to review and challenge where necessary:</p> <ul style="list-style-type: none"> <li>• the application of significant accounting policies and any changes to them</li> <li>• the methods used to account for significant or unusual transactions where different approaches are possible</li> </ul>
6.3.2	<p><b>Review</b> the annual financial statements and <b>recommend</b> their approval to the Board of Trustees on the basis of the assurances received from:</p> <ul style="list-style-type: none"> <li>• the external auditor (e.g. external audit management letter);</li> <li>• the internal auditor (e.g. outcome of internal audit reviews during the period); and</li> <li>• management (e.g. management accounts &amp; verbal representations)</li> </ul>
6.3.3	<p><b>Review</b> on an annual basis the adequacy of the University's Value for Money Strategy and supporting plans to ensure the effective use of resources, including student fees and taxpayer monies and <b>recommend</b> this to the Board of Trustees <b>for approval</b>.</p> <p><b>Review</b> on an annual basis the progress made in delivering the Value for Money actions plans and the change in the University's Value for Money position.</p>
<b>6.4</b>	<b>Controls and Compliance</b>
6.4.1	<b>Internal Audit</b>
	<p><b>Recommend</b> to the Board of Trustees the internal audit sources model and the appointment of any external providers and/or head of internal audit.</p> <p><b>Review and approve</b> annually the internal audit plan, ensuring it is aligned to the key risks of the University and to receive regular reports on work carried out;</p> <p><b>Review</b> annually the effectiveness of the internal audit function to determine whether it is satisfied that the independence, quality, experience and expertise of internal audit is appropriate for the University</p> <p><b>Review</b> the actions taken by management to implement the recommendations of internal audit and to support the effective working of the internal audit function.</p>
6.4.2	<b>External Audit</b>
	<p>Make <b>recommendations</b> to the Board of Trustees, in relation to the appointment, re-appointment and removal of the University's external auditor;</p> <p><b>Approve</b> the external auditor's remuneration, including both fees for audit and non-audit services, and ensure that the level of fees is appropriate to enable an effective and high-quality audit to be conducted.</p> <p><b>Approve</b> their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit.</p> <p><b>Approve</b> the University's formal policy on the provision of non-audit services by the auditor, including approval of non-audit services by the Committee and specifying the types of non-audit service to be pre-approved, and assessment of whether non-audit services have a direct or material effect on the audited financial statements.</p> <p><b>Assess</b> annually the external auditor's independence and objectivity taking into account relevant law and regulation, professional requirements and the</p>



	<p>University's relationship with the auditor as a whole, including any threats to the auditor's independence and the safeguards applied to mitigate those threats including the provision of any non-audit services.</p> <p><b>Review</b> the findings of the audit with the external auditor. This shall include but not be limited to, the following:</p> <ul style="list-style-type: none"> <li>• a discussion of any major issues which arose during the audit;</li> <li>• the auditor's explanation of how the risks to audit quality were addressed;</li> <li>• key accounting and audit judgements;</li> <li>• the auditor's view of their interactions with senior management; and</li> <li>• levels of errors identified during the audit;</li> </ul> <p><b>Review</b> any representation letter(s) requested by the external auditor before they are recommended to the Board of Trustees for approval and signature.</p> <p><b>Review</b> the management letter and management's response to the auditor's findings and recommendations.</p> <p><b>Review</b> the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the Committee.</p>
6.4.3	<p><b>Serious Incident reporting / Reportable Events</b></p>
	<p>The Committee shall receive a report at its subsequent meeting of all Reportable Events communicated to the OfS and Serious Incidents.</p> <p>All Reportable Events and Serious Incidents will also be recorded in the Audit Committee Annual Report to the Board of Trustees and the Office for Students. Such reports will seek to identify any common root causes of the Reportable Events.</p>
6.4.4	<p><b>Annual Assurance Reporting</b></p>
	<p><b>Deliver</b> to the Board of Trustees an annual report covering the institution's financial year and any significant issues up to the date of signing the report. The report will summarise the Audit Committee's activity for the year and must be presented to and reviewed by the Board of Trustees before the Members Responsibility Statement and audited financial statements are signed and submitted to the Office for Students.</p> <p>The report will include the Committee's opinion of the adequacy and effectiveness of the University's arrangements for the following:</p> <ul style="list-style-type: none"> <li>• risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts).</li> <li>• economy, efficiency and effectiveness (value for money).</li> <li>• management and quality assurance of data</li> <li>• the reporting of serious incidents internally, and externally to the Office for Students.</li> </ul>
6.4.5	<p><b>Whistleblowing and Fraud</b></p>
	<p><b>Review</b> the adequacy and security of the University's arrangements for its employees, students and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters and <b>agree a Whistleblowing Policy for recommendation</b> to the Board of Trustees.</p>

	<p><b>Review</b> the University's procedures for detecting fraud and <b>agree</b> the Counter Fraud Policy.</p> <p><b>Review</b> the University's systems and controls for the prevention of bribery and receive reports on non-compliance.</p> <p><b>Receive</b> reports on whistleblowing allegations and the outcome of investigations on a timely basis.</p> <p><b>Receive</b> an annual report on incidences of alleged and actual fraud.</p>	
<b>6.5</b>	<b>Governance</b>	
6.5.1	<b>Review</b> the adequacy and effectiveness of governance arrangements and how they support the achievement of the organisation strategy and objectives, regulatory requirements and assurance requirements.	
<b>6.6</b>	<b>Data Quality</b>	
6.6.1	<b>Review</b> the adequacy and effectiveness of the University's management of and quality assurance of data through an annual report.	
<b>7.</b>	<b>Accountability and Reporting</b>	
	<p>The Chair of the Committee shall report to the Board of Trustees on its proceedings after each meeting. This report shall include:</p> <ul style="list-style-type: none"> <li>• the significant issues that the Committee considered in relation to the financial statements and how these were addressed;</li> <li>• the Committee's assessment of the effectiveness of the external audit process, the approach taken to the appointment or reappointment of the external auditor, length of tenure of audit firm, when a tender was last conducted and advance notice of any retendering plans; and</li> <li>• any other issues on which the Board of Trustees has requested the Committee's opinion.</li> </ul> <p>The Committee shall make whatever recommendations to the Board of Trustees it deems appropriate on any area where action or improvement is needed.</p>	
	<p><b>Approved On</b></p> <p><b>Review Date:</b></p> <p><b>Contact:</b></p>	<p>Audit Committee 29 April 2019  Board of Trustees 5 July 2019  Audit and Risk Committee 6 July 2020</p> <p><a href="mailto:governance@bristol.ac.uk">governance@bristol.ac.uk</a></p>



**FINANCE & INFRASTRUCTURE COMMITTEE  
 TERMS OF REFERENCE**

<b>1.</b>	<b>Authority</b>																						
1.1	The Finance & Infrastructure Committee is established under University Statute and is a committee of the Board of Trustees. Subject to the provisions made in the Charter, Statutes, Ordinances, and Regulations, the Finance & Infrastructure Committee shall operate within the duties and authorities as stipulated by the Board of Trustees in these Terms of Reference.																						
1.2	The Finance & Infrastructure Committee is authorised by the Board of Trustees to investigate any activity within its remit as set out in these terms of reference. In order to do so, the Committee is authorised to request relevant information and question any employee of the University as and when required.																						
<b>2.</b>	<b>Purpose of the Committee</b>																						
2.1	The purpose of the Finance & Infrastructure Committee is to provide the Board of Trustees with in-year assurance concerning the development and delivery of the University’s Strategic Plan. The committee’s role is to: <ul style="list-style-type: none"> <li>• Oversee the implementation of the physical &amp; digital infrastructure objectives of the University Strategy and;</li> <li>• Oversee financial sustainability, performance &amp; compliance by undertaking high-level, exception-based monitoring of the delivery of operational and financial performance to ensure that the university is operating in line with its annual business plan objectives, and where not, satisfy itself that appropriate action is being taken by the university’s senior executive team.</li> </ul>																						
<b>3.</b>	<b>Membership</b>																						
3.1	The Finance & Infrastructure Committee will normally comprise of up to eight members drawn from the Board of Trustees, and co-optees (a maximum of three).																						
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	Dr Andreas Raffel (Chair)	01.09.19 - 31.12.20																					
	Mr Mohammed Saddiq	01.09.19 – 31.12.20																					
1 Staff Trustee	Professor Sheila Ellwood	01.09.19 – 31.07.21																					
3 Co-optees	Ms Kathy Curling	01.09.19 - 31.12.21																					
	Mr Jonathan Punter	01.09.19 – 31.12.19																					
	Mr Paul Tomlin	01.09.19 – 31.12.19																					
3.3	<b>In attendance:</b> The Treasurer Vice-Chancellor or the Deputy Vice-Chancellor & Provost																						

	The Registrar Chief Operating Officer
3.4	Other staff will be invited to join the meeting for their relevant items. These would ordinarily be the Chief People Officer, the Chief Information Officer, and the Deputy Financial Officer.
3.5	Membership will be reviewed annually alongside the Terms of Reference.
<b>4</b>	<b>Specific Duties</b>
4.1	The Finance and Infrastructure Committee's duties are as follows:
<b>4.2</b>	<b>Oversee the implementation of the Physical &amp; Digital Infrastructure objectives of the University Strategy</b>
<b>Capital Programmes &amp; Major Projects</b>	
<i>Major projects can be capital or revenue in nature and shall typically be those where the level of investment exceeds £10m and/or has a risk profile that could pose a material risk to the University's reputation, compliance with laws and regulations or financial sustainability. Major Projects shall not ordinarily be research or education activities unless they entail major capital expenditure.</i>	
4.2.1	<b>Review</b> the Capital Programme to ensure that its activities are supporting the delivery of the University Strategy, maintaining and effective property, IT and research equipment infrastructure and is affordable to the University. <b>Make recommendations</b> for change to the Board of Trustees for approval.
4.2.2	<b>Review</b> the performance of the Capital Programme and other major projects against financial and non-financial plans.
4.2.3	<b>Review</b> a programme of post project reviews of both capital and revenue major projects.
4.2.4	<b>Review and approve</b> the University's Capital Investment Policy.
4.2.5	<b>Review and approve</b> the University's methodology for undertaking capital and other major projects.
<b>Property</b>	
4.2.6	<b>Review</b> the Estates Strategy and <b>recommend</b> its approval to the Board of Trustees.
4.2.7	Monitor the delivery of the Estates Strategy.
4.2.8	<b>Ensure</b> that arrangements are in place to identify the maintenance and associated health and safety liabilities of the University's property portfolio.
4.2.9	<b>Ensure</b> that arrangements are in place to satisfy the University's sustainability obligations and consider progress against its environmental sustainability plans.
4.2.10	Exercise <b>delegated authority</b> from the Board of Trustees to approve entry into leases and nominations agreements for residential accommodation. This authority shall not extend to any financial commitment that will be on Balance Sheet or service concession arrangements.
4.2.11	Exercise delegated authority from the Board of Trustees to approve entry into non-residential leases with a net present value of less than £20m (exclusive of VAT).
4.2.12	Exercise delegated authority from the Board of Trustees to enter into construction contracts up to £20m (exclusive of VAT) in line with the budgets and Long -Term Financial Plan approved by the Board of Trustees.
4.2.13	Exercise delegated authority from the Board of Trustees to approve disposals of assets with an arm's length open market value up to £10m (exclusive of VAT).
<b>Information Technology</b>	
4.2.14	Consider the IT Strategy and supporting investment plans and <b>recommend</b> their approval to the Board of Trustees.
4.2.15	Monitor delivery of the IT Strategy.
4.2.16	Reviewing the institutional risks relating to IT and agreeing mitigating actions.

4.2.17	Review the performance and delivery of significant IT investment and development programmes.
<b>4.3</b>	<b>Oversee Financial Sustainability, Performance and Compliance</b>
<b>Financial Planning</b>	
4.3.1	Consider the annual operating budget and <b>recommend its approval</b> to the Board of Trustees.
4.3.2	Consider the Long-Term Financial Plan and <b>recommend its approval</b> to the Board of Trustees.
4.3.3	<b>Ensure</b> that appropriate stress testing of the Long -Term Financial Plan is undertaken with reference to the University's Strategic Risk Register and mitigation plans identified for risks that pose a threat to the University's viability.
4.3.4	Review the University's Finance Strategy and Financial Framework on at least an annual basis and <b>recommend their approval</b> to the Board of Trustees.
<b>Financial Management</b>	
4.3.5	Receive the management accounts and ensure that the Executive are taking appropriate action to address areas of under-performance.
4.3.6	Receive reports on the performance against the Long-Term Financial Plan and the cash flows of the University.
4.3.7	Exercise delegated authority from the Board of Trustees to approve expenditure and entry into contracts up to £20m (exclusive of VAT) in line with budgets and plans previously approved by the Board of Trustees.
4.3.8	Ensure compliance with debt covenant provisions of loan and debt agreements.
4.3.9	Where the committee is not satisfied with any aspect of the proposed financial reporting by the University, it shall report its views to the Board
<b>Regulatory compliance</b>	
4.3.10	Review the financial forecast return to be made to the Office for Students (OfS) and <b>recommend its approval</b> to the Board of Trustees.
<b>Taxation</b>	
4.3.11	Exercise <b>delegated authority</b> from the Board of Trustees to approve the University's Tax Strategy.
4.3.12	Monitor performance against the tax strategy and tax compliance by the University and its subsidiary undertakings.
<b>Treasury</b>	
4.3.13	Exercise <b>delegated authority</b> from the Board of Trustees to consider and approve the Treasury Management Policy.
4.3.14	Monitor the University's treasury risk and compliance with its Treasury Management Policy.
4.3.15	Monitor the University's cash flow performance, forecasts and overall liquidity position.
4.3.16	Exercise delegated authority from the Board of Trustees to approve all acts in relation to the University's cash and investments other than the approval of new banking and investment mandates. The Committee has no authority to approve entry into new borrowings. Instead, it will make recommendations to the Board of Trustees to do so.
<b>Endowment Funds</b>	
4.3.17	Review the Endowment Investment Policy on an annual basis and <b>recommend changes to the Trustees of the Bristol Endowments.</b>
4.3.18	Ensure that the Endowment Funds are being managed in accordance with the Trustee Investment Acts, the Bristol Acts and other applicable laws and regulations.
4.3.19	Set the annual performance targets for the Endowment fund manager(s).
4.3.20	Regularly review the performance of the Endowment Funds against the Investment Policy and associated targets.

4.3.21	Exercise <b>delegated authority from the Board of Trustees</b> to undertake all acts in respect of the Endowment Fund Investment Policy that are desirable to implement.
<b>Pensions</b>	
4.3.22	Monitor the pensions risk profile.
4.3.23	Consider the Pensions Strategy and recommend its <b>approval to the Board of Trustees</b>
4.3.24	Exercise <b>delegated authority</b> to take all decisions and undertake all acts that are desirable in relation to the Definitive Deed and Rules of the University of Bristol Pension and Assurance Scheme (UBPAS).
4.3.25	Regularly Review the funding position and investment performance of UBPAS. Consider the investment strategy and governance arrangements for UBGPP.
<b>Group Companies</b>	
4.3.26	Exercise <b>delegated authority</b> to take all decisions and undertake all acts that are desirable in relation to any shareholding, membership or voting rights in relation to subsidiaries and associates of the University. This shall include the appointment of Directors and Trustees to UBPAS.
4.3.27	Approve the terms of any loans between the University and its subsidiaries (as defined by sections 1159 and 1162 of the Companies Acts) and the Students Union.
<b>5.</b>	<b>Accountability and Reporting</b>
5.1	<p>The Chair of the Committee shall report formally to the Board of Trustees on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board of Trustees on how it has discharged its responsibilities.</p> <p>The Committee shall make whatever recommendations to the Board of Trustees it deems appropriate on any area within its remit where action or improvement is needed.</p> <p>The Committee's reporting will include due consideration of any implications linked to equality, diversity and inclusion when conducting its business, making decisions and agreeing actions.</p>
5.2	Where authority has been delegated to the Committee by its parent body to perform a particular action or take a particular decision, that action or decision will be reported to the parent body as soon as practical after the action/decision has been taken.
5.3	The Committee may make recommendations to its parent body on any matter within its remit, authority and responsibilities.
5.4	The Committee shall not duplicate the work of the Audit Committee in relation to fraud, value for money and enterprise risk management.
<b>6.</b>	<b>Effectiveness Monitoring and Compliance with Terms of Reference</b>
6.1	<p>To review committee effectiveness and efficiency annually including the relevance of:</p> <ul style="list-style-type: none"> <li>• its remit, authorities and powers as stipulated in its Terms of Reference, and of</li> <li>• its membership.</li> </ul>
<b>7.</b>	<b>Governance Office Support</b>

7.1	Secretary to the Committee – Shana Johnson – Deputy Head of Governance and Executive Support.	
	<b>Approval date:</b>	Finance and Major Projects 26.04.19
	<b>Review date:</b>	Board of Trustees 5.07.19
	<b>Contact:</b>	Finance and Infrastructure 30.06.20 <a href="mailto:governance@bristol.ac.uk">governance@bristol.ac.uk</a>



**NOMINATIONS COMMITTEE  
TERMS OF REFERENCE & MEMBERSHIP**

<b>1.</b>	<b>Authority</b>																				
1.1	The Nominations Committee is established under University Statute and is a committee of the Board of Trustees. Subject to the provisions made in the Charter, Statutes, Ordinances, and Regulations, the Nominations Committee shall operate within the duties and authorities as stipulated by the Board of Trustees in these Terms of Reference.																				
1.2	The Nominations Committee is authorised by the Board of Trustees to investigate any activity within its remit as set out in these terms of reference. In order to do so, the Committee is authorised to request relevant information and question any employee of the University as and when required.																				
<b>2.</b>	<b>Purpose</b>																				
2.1	The purpose of the Nominations Committee is to lead the process for board appointments and make recommendations to the board.																				
2.2	The University should be headed up by an effective board which is collectively responsible for the long-term success of the institution. The board and its committees should have the appropriate balance of skills, experience, independence and knowledge of the University to enable them to discharge their respective duties and responsibilities effectively. All trustees should be able to allocate sufficient time to the University to discharge their responsibilities effectively.																				
<b>3.</b>	<b>Membership</b>																				
3.1	The Nominations Committee shall normally comprise of six members, to include the Chair of the Board of Trustees (Chair), one lay member of the Board, two co-opted members, two members elected by University Court and the Registrar & University Secretary.																				
3.2	The following individuals will be invited to attend meetings as appropriate: <ul style="list-style-type: none"> <li>• Vice-Chancellor</li> <li>• Chief People Officer</li> <li>• Equality &amp; Diversity Manager</li> </ul>																				
3.3	Only members of the committee have the right to attend committee meetings. Those invited to attend will not have any voting rights.																				
3.4	The membership for academic year 19/20 will be: <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th>Composition</th> <th>Member</th> <th>Term of Office</th> </tr> </thead> <tbody> <tr> <td>Chair of the Board of Trustees</td> <td>Mr Jack Boyer</td> <td>01.09.19 – 31.12.21</td> </tr> <tr> <td>One Lay Member of the Board of Trustees</td> <td>Dr Moira Hamlin</td> <td>01.09.19 – 31.12.20</td> </tr> <tr> <td rowspan="2">Two co-opted members</td> <td>Ms Jessica Cecil</td> <td>01.09.19 – 31.12.21</td> </tr> <tr> <td>Dr Andreas Raffel</td> <td>01.09.19 – 31.12.20</td> </tr> <tr> <td>Two Court members</td> <td>Dr Hazel Phillip Prof Raman Bedi</td> <td>Interim until new Court membership in place</td> </tr> <tr> <td>One University Executive member</td> <td>Ms Lucinda Parr (Registrar)</td> <td>In Attendance</td> </tr> </tbody> </table>	Composition	Member	Term of Office	Chair of the Board of Trustees	Mr Jack Boyer	01.09.19 – 31.12.21	One Lay Member of the Board of Trustees	Dr Moira Hamlin	01.09.19 – 31.12.20	Two co-opted members	Ms Jessica Cecil	01.09.19 – 31.12.21	Dr Andreas Raffel	01.09.19 – 31.12.20	Two Court members	Dr Hazel Phillip Prof Raman Bedi	Interim until new Court membership in place	One University Executive member	Ms Lucinda Parr (Registrar)	In Attendance
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One University Executive member	Ms Lucinda Parr (Registrar)	In Attendance																			



<b>4.</b>	<b>Specific duties</b>
The Committee will carry out the following duties below on behalf of the Board of Trustees:	
4.1	Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board, and make recommendations to the board with regard to any changes.
4.2	Give full consideration to succession planning for the executive and non-executive directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the institution, and the skills and expertise needed on the board in the future.
4.3	Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the HE marketplace.
4.4	Keep up to date and fully informed about strategic issues affecting the university and the sector in which it operates.
4.5	Be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.
4.6	Before any appointment is made by the Board of Trustees, evaluate the balance of skills, knowledge, experience and diversity on the board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the committee shall: <ul style="list-style-type: none"> <li>• Use open advertising or the services of external advisers to facilitate the search;</li> <li>• Consider candidates from a wide range of backgrounds;</li> <li>• Consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the board and its committees, including gender and ethnicity, taking care that appointees have enough time available to devote to the position.</li> </ul>
4.7	For the appointment of a chair, the committee should prepare a job specification, including the time commitment expected. A proposed chair's other significant commitments should be disclosed to the board before appointment and any changes to the chair's commitments should be reported to the board as they arise.
4.8	Ensure that on appointment to the board, non-executive directors (lay trustees) receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.
4.9	Review the results of the board performance evaluation process that relate to the composition of the board.
4.10	Review annually the time required from non-executive directors (lay trustees) of the Board and its committees. Non-Executive Directors will be assessed annually to ensure that they are fulfilling their duties and expected contribution as University trustees.
4.11	Consider training and development opportunities for the governing body, individual governors and members of sub-committees. In part, this will be informed by the skills matrix, but also by horizon-scanning to consider topical or new responsibilities that are being placed on the governing body and would therefore lend themselves as topics for training or briefing.
4.12	The committee will also make the following recommendations to the Board of Trustees:
4.12.1	Formulating plans for succession for both executive and non-executive directors (lay trustees) and in particular for the key roles of Chair of the Board, including: <ul style="list-style-type: none"> <li>(1) Vice Chancellor</li> </ul>

	(2) Treasurer (3) Alumni Association Trustee (4) Pro Vice-Chancellor(s) and Deputy Vice-Chancellor (5) Registrar & Secretary (6) The Chief Operating Officer (7) The University Librarian (8) Staff and Student Trustees of the Board	
4.12.2	Membership of the audit and remuneration committees, and any other board committees as appropriate, in consultation with the chairman of those committees.	
4.12.13	The reappointment of any lay member at the conclusion of their specified term of office, having given due regard to their performance and ability to continue to contribute to the board in light of knowledge, skills and experience required.	
<b>5.</b>	<b>Effectiveness Monitoring and Compliance with Terms of Reference</b>	
5.1	To review committee effectiveness and efficiency annually including the relevance of: <ul style="list-style-type: none"> <li>• its remit, authorities and powers as stipulated in its Terms of Reference, and of</li> <li>• its membership.</li> </ul>	
<b>6.</b>	<b>Governance Office support</b>	
6.1	A member of the University Governance Team will be Secretary to the Committee.	
	<b>Approval date:</b>  <b>Review date:</b> <b>Contact:</b>	Board of Trustees 23 September 2019 Board of Trustees 22 November 2019  Board of Trustees September 2020 Governance@bristol.gov.uk



## REMUNERATION COMMITTEE TERMS OF REFERENCE

<b>1.</b>	<b>Authority</b>														
1.1	The Remuneration Committee is established under University Statute and is a committee of the Board of Trustees. Subject to the provisions made in the Charter, Statutes, Ordinances, and Regulations, the Remuneration Committee shall operate within the duties and authorities as stipulated by the Board of Trustees in these Terms of Reference.														
1.2	The Remuneration Committee is authorised by the Board of Trustees to investigate any activity within its remit as set out in these terms of reference. In order to do so, the Committee is authorised to request relevant information and question any employee of the University as and when required.														
<b>2.</b>	<b>Purpose of the Committee</b>														
2.1	The purpose of the Remuneration Committee is to provide the Board of Trustees with in-year assurance concerning the development of policy on executive remuneration and for fixing the remuneration packages of individual members of the remit group.														
<b>3.</b>	<b>Membership</b>														
3.1	The Remuneration Committee will normally comprise up to six members drawn from the Board of Trustees, plus co-optees. Specifically, the membership will be:  Five lay members of the Board of Trustees (including the Chair of the Board of Trustees), including the Treasurer.														
3.2	The membership for the academic year 2019/20 is: <table border="1" data-bbox="316 1348 1385 1597"> <thead> <tr> <th>Composition</th> <th>Member</th> <th>Term of Office</th> </tr> </thead> <tbody> <tr> <td rowspan="5">Lay Members x5</td> <td>Mr Jack Boyer</td> <td>01.09.19 – 31.12.21</td> </tr> <tr> <td>Ms Jessica Cecil</td> <td>01.09.19 – 31.12.21</td> </tr> <tr> <td>Ms Nicky McCabe (Chair)</td> <td>01.09.19 – 31.12.20</td> </tr> <tr> <td>Mr Andy Poolman (Treasurer)</td> <td>01.09.19 – 31.12.21</td> </tr> <tr> <td>Dr Andreas Raffel</td> <td>01.09.19 – 31.12.20</td> </tr> </tbody> </table>	Composition	Member	Term of Office	Lay Members x5	Mr Jack Boyer	01.09.19 – 31.12.21	Ms Jessica Cecil	01.09.19 – 31.12.21	Ms Nicky McCabe (Chair)	01.09.19 – 31.12.20	Mr Andy Poolman (Treasurer)	01.09.19 – 31.12.21	Dr Andreas Raffel	01.09.19 – 31.12.20
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	Dr Andreas Raffel	01.09.19 – 31.12.20													
3.2	<b>In attendance:</b> The Vice-Chancellor and other executives will be invited to attend except for when their own remuneration is being considered.														
<b>4.</b>	<b>Frequency of meetings</b>														
4.1	The Remuneration Committee will normally meet two times per academic year, with additional meetings convened if required.														
<b>5.</b>	<b>Specific Duties</b>														
5.1	<b>The Committee's remit is to:</b>														
5.1.1	Determine the remuneration for members of the remit group (the senior management team of the University: Vice-Chancellor, Deputy Vice-Chancellor and Provost, Deputy Vice-Chancellor, Pro Vice-Chancellors, Chief Operating														

	Officer and Registrar) and Deans and Senior Professional Services Directors on M4, in line with the University's Remuneration Policy for the Remuneration Committee Remit Group.						
5.1.2	Ratify for Academic and Professional Services staff any remuneration offers of £150,000 or over before any formal offer is made.						
5.1.3	If necessary, determine severance arrangements for members of the remit group over £100k.						
5.1.4	Set policy, establish arrangements and monitor implementation and trends in relation to all staff on Grade M.						
5.1.5	Review issues of equality and diversity in relation to remuneration of the remit group and all other staff on Grade M.						
5.1.6	Receive, consider and discuss the results of the University's Equal Pay and Gender Pay Gap Audit; receive both reports and a summary presentation, which covers all staff groups, and provide assurances to the Board of Trustees.						
5.1.7	Have oversight of the Equality, Diversity and Inclusion Oversight Group and monitor diversity data related to remuneration overall at the University and make appropriate recommendations on remuneration policy.						
<b>6.</b>	<b>Accountability and reporting</b>						
6.1	There are three reporting requirements for Remuneration Committees: <ul style="list-style-type: none"> <li>• to report to the University Governing Body;</li> <li>• to publish a report on remuneration;</li> <li>• to publish remuneration data and a justification of the pay of the Vice Chancellor in the financial statements.</li> </ul>						
6.2	The Chair of the Committee shall report formally to the Board of Trustees on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board of Trustees on how it has discharged its responsibilities. The Committee shall make whatever recommendations to the Board of Trustees it deems appropriate on any area within its remit where action or improvement is needed. The Committee's reporting will include due consideration of any implications linked to equality, diversity and inclusion when conducting its business, making decisions and agreeing actions.						
6.3	Where authority has been delegated to the Committee by its parent body to perform a particular action or take a particular decision, that action or decision will be reported to the parent body as soon as practical after the action/decision has been taken.						
<b>7.</b>	<b>Effectiveness Monitoring and Compliance with Terms of Reference</b>						
7.1	To review committee effectiveness and efficiency annually including the relevance of: <ul style="list-style-type: none"> <li>• its remit, authorities and powers as stipulated in its Terms of Reference, and of</li> <li>• its membership.</li> </ul>						
7.2	To consider and keep updated on senior staff remuneration guidance issued by relevant bodies such as the Office for Students (OfS) and the Committee of University Chairs (CUC).						
<b>8.</b>	<b>Committee Support</b>						
8.1	A member of the University HR team will be Secretary to the Committee.						
	<table border="0"> <tr> <td><b>Approval date:</b></td> <td>Chair of Remuneration Committee 18.06.19 and Board of Trustees 05 July 2019</td> </tr> <tr> <td><b>Review date:</b></td> <td>Board of Trustees 26 June 20</td> </tr> <tr> <td><b>Contact:</b></td> <td>Sarah.haworth@bristol.ac.uk</td> </tr> </table>	<b>Approval date:</b>	Chair of Remuneration Committee 18.06.19 and Board of Trustees 05 July 2019	<b>Review date:</b>	Board of Trustees 26 June 20	<b>Contact:</b>	Sarah.haworth@bristol.ac.uk
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**PENSIONS TASK & FINISH GROUP (PT&FG)  
 TERMS OF REFERENCE & MEMBERSHIP**

<b>1.</b>	<b>Authority</b>																								
1.1	The Pensions Task and Finish Group was established by the Board of Trustees in July 2018																								
1.2	The Group does not have delegated decision-making powers. However, it may agree the University's response to consultations undertaken by UUK where it is not feasible for them to be considered at a full Board of Trustees meeting.																								
<b>2.</b>	<b>Purpose of the Group</b>																								
2.1	To consider the USS Valuation and the associated implications for the University and its staff. The Group will be time limited but will continue to meet until April 2020 in order to respond to the outcome of the USS valuation and any associated changes to future pension benefits for staff.																								
<b>3.</b>	<b>Membership and Chair</b>																								
3.1	<ul style="list-style-type: none"> <li>• Vice-Chair of the Board of Trustees</li> <li>• Chair of the Remuneration Committee</li> <li>• Chair of the Finance and Infrastructure</li> <li>• Treasurer</li> <li>• 1 Academic and 1 Professional Services member of the Board of Trustees</li> <li>• A co-opted member of the Finance and Infrastructure Committee with significant pensions experience</li> </ul>																								
3.2	<p>The membership for the 19/20 academic year is:</p> <table border="1"> <thead> <tr> <th>Composition</th> <th>Member</th> <th>Term of Office</th> </tr> </thead> <tbody> <tr> <td>Vice-Chair of the Board of Trustees</td> <td>Dr Moira Hamlin</td> <td>01.09.19 – 21.12.20</td> </tr> <tr> <td>Chair of the Remuneration Committee</td> <td>Ms Nicky McCabe</td> <td>01.09.19 – 31.12.20</td> </tr> <tr> <td>Chair of Finance and Infrastructure</td> <td>Dr Andreas Raffel</td> <td>01.09.19 – 31.12.20</td> </tr> <tr> <td>Treasurer</td> <td>Mr Andy Poolman</td> <td>01.09.19 – 31.12.21</td> </tr> <tr> <td>Academic Trustee</td> <td>Professor Keith Syrett</td> <td>01.09.19 – 31.07.21</td> </tr> <tr> <td>Professional Services Trustee</td> <td>Ms Jane Khawaja</td> <td>01.09.19 – 31.07.21</td> </tr> <tr> <td>Co-opted Member</td> <td>Mr Jonathan Punter</td> <td>01.09.19 – 31.12.19</td> </tr> </tbody> </table>	Composition	Member	Term of Office	Vice-Chair of the Board of Trustees	Dr Moira Hamlin	01.09.19 – 21.12.20	Chair of the Remuneration Committee	Ms Nicky McCabe	01.09.19 – 31.12.20	Chair of Finance and Infrastructure	Dr Andreas Raffel	01.09.19 – 31.12.20	Treasurer	Mr Andy Poolman	01.09.19 – 31.12.21	Academic Trustee	Professor Keith Syrett	01.09.19 – 31.07.21	Professional Services Trustee	Ms Jane Khawaja	01.09.19 – 31.07.21	Co-opted Member	Mr Jonathan Punter	01.09.19 – 31.12.19
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Co-opted Member	Mr Jonathan Punter	01.09.19 – 31.12.19																							
3.3	<p>The following officers in attendance:</p> <ul style="list-style-type: none"> <li>• Chief Operating Officer</li> <li>• Chief People Officer</li> <li>• Registrar</li> </ul>																								
3.2	The Chair of the Group shall be a lay member of the Board of Trustees. The Task & Finish Group shall elect its own Chair at each meeting.																								

3.2	The Chief Operating Officer, Registrar and Chief People Officer shall be in attendance.
<b>4.</b>	<b>Frequency of meetings</b>
4.1	As and when required.
<b>5.</b>	<b>Specific Duties</b>
5.1	To consider the USS Valuation and associated implications including staff engagement and feedback proposals.
5.1.1	To agree the University's response to consultations undertaken by UUK where it is not feasible for them to be considered at a full Board of Trustees meeting
<b>6.</b>	<b>Accountability and reporting</b>
6.1	The Chair of the Group shall report formally to the Board of Trustees on its proceedings, actions and decisions after each meeting..
6.2	The Group shall make recommendations to the Board of Trustees as it deems appropriate on any area within its remit where action or improvement is needed.
<b>7.</b>	<b>Effectiveness Monitoring and Compliance with Terms of Reference</b>
7.1	To review the Group's effectiveness and efficiency annually including the relevance of: <ul style="list-style-type: none"> <li>• its remit, authorities and powers as stipulated in its Terms of Reference, and of</li> <li>• its membership.</li> </ul>
<b>8.</b>	<b>Governance Office Support</b>
8.1	A member of the University Governance Team will be Secretary to the Group
	<b>Approval date:</b> Board of Trustees 05 July 2019 <b>Review date:</b> Board of Trustees 26 June 20 <b>Contact:</b> governance@bristol.ac.uk



**MAJOR PROJECTS TASK & FINISH GROUP (MPTFG)  
 TERMS OF REFERENCE & MEMBERSHIP**

<b>1.</b>	<b>Authority</b>																								
1.1	<ul style="list-style-type: none"> <li>The Major Projects Task and Finish Group was established by the Board of Trustees on 26 January 2018.</li> <li>Under powers delegated by the Board of Trustees, to act on behalf of the University of Bristol in relation to any matter connected directly or indirectly with the delivery of the University Strategy 2016-23 and any other strategies, plans or policies approved by the Board of Trustees</li> </ul>																								
<b>2.</b>	<b>Purpose of the Group</b>																								
2.1	The purpose of this Group is to strengthen the governance of major projects by providing a formal mechanism by which matters usually within the authority of the Board of Trustees but which are unsuitable, for reasons of timing, to be considered at a full meeting of the Board to be scrutinised and decided upon under powers delegated by the Board. It is anticipated that the matters considered and decided upon by the Major Projects Task and Finish Group will primarily relate to the Temple Quarter Enterprise Campus Programme and the Tyndall Place Programme, although other matters may be submitted to it at the discretion of the Chair.																								
<b>3.</b>	<b>Membership</b>																								
3.1	<ul style="list-style-type: none"> <li>Chair of the Board of Trustees</li> <li>Treasurer (and Chair of the Audit Committee)</li> <li>Chair of the Finance and Infrastructure Committee</li> <li>Lay member with property expertise</li> <li>Lay member with IT expertise</li> <li>The academic staff member of Finance Committee.</li> <li>Vice Chancellor</li> <li>Deputy Vice Chancellor and Provost</li> </ul>																								
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Vice Chancellor	Professor Hugh Brady	Ex Officio																							

	Deputy-Vice Chancellor and Provost	Professor Judith Squires	Ex Officio
3.2	The Chair of the Group is the Chair of the Board of Trustees.		
3.3	The Registrar and the Chief Operating Officer shall be in attendance.		
<b>4.</b>	<b>Frequency of meetings</b>		
4.1	As and when required.		
<b>5.1</b>	<b>Specific Duties</b>		
5.1	Matters include, but are not limited to:  i). Entry into contracts for construction, goods and services ii). Acquisition of land, buildings and equipment iii). Disposal of land, buildings and equipment iv). Commitment of financial resources iv). Incorporation / acquisition of subsidiary companies, joint venture companies, joint venture arrangements and collaboration agreements.		
5.2	The Major Projects Task and Finish Group (MPTFG) may not borrow money on behalf of the University. For the avoidance of doubt, such decisions are reserved to the Board of Trustees.		
<b>6.</b>	<b>Accountability and reporting</b>		
6.1	The Chair of the Group shall report formally to the Board of Trustees on its proceedings, actions and decisions after each meeting.		
6.2	The Group shall make recommendations to the Board of Trustees as it deems appropriate on any area within its remit where action or improvement is needed.		
<b>7.</b>	<b>Quorum</b>		
7.1	The quorum for the MPTFG shall be five members, which must include at least three lay members of the Board of Trustees.		
<b>8.</b>	<b>Effectiveness Monitoring and Compliance with Terms of Reference</b>		
8.1	To review the Group's effectiveness and efficiency annually including the relevance of: <ul style="list-style-type: none"> <li>its remit, authorities and powers as stipulated in its Terms of Reference, and of</li> <li>its membership.</li> </ul>		
<b>9.</b>	<b>Governance Office Support</b>		
9.1	A member of the University Governance Team will be Secretary to the Group		
	<b>Approval date:</b>	Board of Trustees 5 July 2019	
	<b>Review date:</b>	Board of Trustees 26 June 2020	
	<b>Contact</b>	governance@bristol.ac.uk	





**EQUALITY, DIVERSITY AND INCLUSION (EDI) OVERSIGHT GROUP  
 TERMS OF REFERENCE & MEMBERSHIP**

<b>1.</b>	<b>Authority</b>																
1.1	The Equality, Diversity and Inclusion (EDI) Oversight Group was established by the Board of Trustees on the 5 July 2019 in order to provide assurance around the University's approach to Equality, Diversity and Inclusion and to support the development of long-term governance arrangements for EDI.																
<b>2.</b>	<b>Purpose of the Group</b>																
2.1	The Group holds to account the Executive for delivering EDI Strategic Objectives in relation to both staff and students.																
<b>3.</b>	<b>Membership</b>																
3.1	The Membership of the Group is: 3 Lay members of the Board of Trustees 1 Student Trustee of the Board of Trustees Co-opted External Advisor																
3.2	The membership for the 19/20 academic year is as follows: <table border="1" data-bbox="284 1115 1449 1397"> <thead> <tr> <th>Composition</th> <th>Member</th> <th>Term of Office</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Lay Members of the Board x 3</td> <td>Ms Jessica Cecil</td> <td>1.09.19 – 31.08.22</td> </tr> <tr> <td>Ms Nicky McCabe (Chair)</td> <td>1.09.19 – 31.08.22</td> </tr> <tr> <td>Mohammed Sadiq</td> <td>1.09.19 – 31.12.20</td> </tr> <tr> <td>Student Trustee of the Board</td> <td>Jason Palmer</td> <td>1.09.19 – 30.06.20</td> </tr> <tr> <td>Co-opted External Advisor</td> <td>TBC</td> <td>Reviewed Annually</td> </tr> </tbody> </table>	Composition	Member	Term of Office	Lay Members of the Board x 3	Ms Jessica Cecil	1.09.19 – 31.08.22	Ms Nicky McCabe (Chair)	1.09.19 – 31.08.22	Mohammed Sadiq	1.09.19 – 31.12.20	Student Trustee of the Board	Jason Palmer	1.09.19 – 30.06.20	Co-opted External Advisor	TBC	Reviewed Annually
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Student Trustee of the Board	Jason Palmer	1.09.19 – 30.06.20															
Co-opted External Advisor	TBC	Reviewed Annually															
3.3	The Group is chaired by the Chair of the Remuneration Committee.																
3.4	<b>In attendance:</b> PVC Student Experience Chief Operating Officer Registrar and Secretary																
<b>4.</b>	<b>Frequency of meetings</b>																
4.1	Every 6 months with the option of additional meetings as and when required.																
<b>5.</b>	<b>Specific Duties</b>																
5.1	<b>Specific Duties</b>																
5.1.1	To hold the Executive to account for delivering EDI Strategic Objectives for both staff and students.																
5.1.2	To focus on specific areas of EDI activity identified as strategically critical to the University as required.																

5.1.3	To ensure that senior leadership maintains a focus on Equality, Diversity and Inclusion as distinct but interdependent areas of activity						
5.1.4	To receive data in the form of Strategic Performance Indicators (SPIs), appropriately benchmarked, to facilitate effective monitoring of progress with EDI priorities.						
5.1.5	To request and receive reports into areas of EDI performance considered to be of high strategic priority as considered necessary by the group itself						
<b>6.</b>	<b>Accountability and reporting</b>						
6.1	The Group shall report to the Board on progress by the Executive with EDI and raise any issues or risks as it deems appropriate.						
<b>7.</b>	<b>Quorum</b>						
7.1	The quorum for the Group shall be three members, which must include at least one lay members of the Board of Trustees.						
<b>8.</b>	<b>Effectiveness Monitoring and Compliance with Terms of Reference</b>						
8.1	To review the Group's effectiveness and efficiency annually including the relevance of: <ul style="list-style-type: none"> <li>• its remit, authorities and powers as stipulated in its Terms of Reference, and of</li> <li>• its membership.</li> </ul>						
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