

Employment and Finance Committee Terms of Reference 2019/20

Section 1: Purpose	
<p>The Employment and Finance Committee has delegated authority from the Board of Governors to monitor performance in the areas of Finance, Human Resources, Estates, Information Technology (IT), and resources and assets in their widest sense.</p> <p>This includes authority to approve financial, human resource and contractual commitments and capital projects and infrastructure investment on behalf of the Board of Governors in accordance with the powers of the Board as set out in the Instrument of Government, Scheme of Delegation and Financial Regulations.</p> <p>The function of Employment and Finance Committee is to ensure that the University Executive is effectively managing the University's resources, and safeguarding its solvency and sustainability, as well as assurance that the generation and diversification of income is a contributing factor to this. A stance of constructive challenge and independent advice will be taken by the Committee to support the University Executive in its responsibility for the development and delivery of activity in the areas in its remit. The specific duties of the Committee are covered below:</p>	
Section 2: Roles and Responsibilities	
Section 2a: General Business	
2.1	To consider, on behalf of the Board of Governors, the principles and major proposals developed by the University Executive for financial planning and improvement, treasury management, human resources, staff pay and conditions, organisational development, the estates plan and wider capital development and investment, including Information Technology (IT).
2.2	To recommend for endorsement by the Board of Governors strategic plans or frameworks developed by the University Executive in relation to the areas identified in 2.1 above.
2.3	To approve on behalf of the Board of Governors relevant policies and regulations relating to 2.1 above, unless express Board approval is required.
2.4	To monitor scenario-planning, projections and sensitivity analysis in relation to any aspects of finance, staffing and estates (or any activities which have implications for these) presented by the University Executive.
Section 2b: Financial Planning and Improvement	
2.5	To consider medium term capital forecasts and revenue and recommend the annual budget and longer-term forecasts for approval by the Board of Governors and onward submission to the Office for Students (OfS).
2.6	To review the annual financial statements of the University and Group companies to assess the strength of the financial performance of the University Group, and to recommend these for consideration by the Audit Committee and approval by the Board of Governors.
2.7	To review and advise the University Executive on plans and programmes to deliver financial improvement, including cost efficiency exercises and income generation and diversification, and to seek assurance from the University Executive that these plans contribute to the financial sustainability of the University.
2.8	To consider and recommend for approval by the Board of Governors, major proposals presented to it linked to investment and financing strategy.
2.9	To consider the University's approach to cash management, review its cashflow position, and periodically to review debt management policy.
2.10	To appoint, and review the performance of, the University's Bankers.
2.11	To consider and approve any material changes to the University's borrowing or loan facilities.
2.12	To approve annual tuition fees and student financial support arrangements on the recommendation of the University Executive, with the exception of the Home/EU Undergraduate tuition fee which require annual Board of Governors' approval.

2.13	To monitor the financial position of the Students' Union on behalf of the Board of Governors, with reference to the decisions of the Students' Union's Board of Trustees.
Section 2c: People, Organisational Development and Staffing	
2.14	To consider and approve, on behalf of the Board of Governors, the framework for the pay and conditions of service of all staff, noting that the Committee may determine that major contractual or organisational staff changes merit Board of Governors' advice or approval. Whilst senior staff pay outside the national pay framework is overseen by Remuneration Committee, the wider workforce context for senior staff pay is an area of expected engagement between Employment and Finance Committee and Remuneration Committee.
2.15	To consider proposals from the University Executive on pensions strategy and major matters affecting the University's pension liabilities, scheme of eligibility and operations.
2.16	To consider equality, diversity and inclusion policies and performance as related to staff.
2.17	To consider information on the University's approach to promoting and supporting positive staff wellbeing including analyses of long and short-term sickness absence data.
2.18	To receive updates on major organisational changes where there is the potential for staff to be significantly impacted.
2.19	To receive updates on the University's achievement of a consistently positive Culture in which colleagues are supported to thrive and reach their potential in pursuit of the University Strategy.
2.20	To receive updates on the engagement and involvement of staff in initiatives and other activities to improve and develop the Institution and its performance, so that there is shared ownership and understanding of the plans and their intended benefits and implications.
2.21	To receive updates on any other matters which are related to the achievement of Business Outcomes which impact significantly on staff.
Section 2d: Capital, Estates and Contracts	
2.22	To approve major capital and infrastructure investment as part of the wider annual budget and capital expenditure framework, and monitor performance against major project targets and milestones.
2.23	To approve or make recommendations to the Board of Governors, as appropriate, on the acquisition and disposal of land, buildings and other major assets.
2.24	To approve contracts and tenders in excess of £2m (expenditure) or £5m (income), noting Board of Governors' approval is required for building related contracts exceeding £10m.
Section 2e: Other	
2.25	To approve the establishment of, major adjustments to, or winding up of subsidiary companies of the University.
2.26	To undertake any additional duties as requested by the Board of Governors, in conjunction with the other committees of the Board, where appropriate.
Section 3: Mode of Operation	
3.1	The Committee will hold the University Executive to account by monitoring the adequacy of financial and wider resourcing arrangements and provide constructive challenge and input to discussions and decision-making. This will be achieved through:
	<ul style="list-style-type: none"> The consideration of regular reports from University Executive, including University-wide, faculty and service monitoring reports and commentaries. These will be supplemented by presentations and delivery of reports at meetings, and circulation of information in the intervening period between meetings. In carrying out this function the Committee will provide information, assurance and, where required, recommendations to the Board of Governors and Audit Committee on the wider financial and resourcing strategy for the University to inform the Board's non-delegable responsibility for ensuring the solvency of the University. Cross-committee working, including the referral of matters brought before it to another committee or body where specialist consideration or investigation is required. Referral of business should be approved by the Chairs of the relevant committees and the Chair of the Board of Governors. Cross-committee interactions, including off-committee working groups will be established where required to take forward matters which span the remits of more than one body.
Section 4: Constitution	
4.1	The Committee shall consist of Independent Governors, one of whom will Chair the Committee plus the Vice-Chancellor and Chief Executive as an ex-officio member. Membership of the

	Committee is reviewed annually by Nominations Committee. Membership of the Committee would be up to three years, co-terminus with a governor's term of office, and may be subject to renewal for up to two further terms (a maximum of three terms of three years)..	
4.2	The quorum for the Committee is 50% of its members, plus one, thereby amounting to a simple majority. Co-opted members of Board Committees form part of the quorum and have full voting rights. Attendees from the Board of Governors and other Committees, observers or senior management attendees do not form part of the quorum, nor do they have the right to vote.	
4.3	The Committee meets at least three times per year and may transact decisions by written resolution by a simple majority of members where it is not possible or expedient to physically meet.	
4.4	Committee members' participation in meetings via teleconferencing and video-conferencing facilities will be deemed the equivalent to them being physically in attendance and count towards the quorum for the meeting, although physical attendance is strongly encouraged.	
Section 5: Membership		
Dr Graham Hillier (Chair)	Independent Governor	3 rd term ends: 03/07/20
Craig Apsey	Independent Governor	3 rd term ends: 31/08/22
Sally Pelham	Independent Governor	2 nd term ends: 18/12/20
Chris Sayers	Independent Governor	3 rd term ends: 31/07/20
Tom Harrison	Independent Governor	Resigned: 09/12/19
Nicholas Pope	Independent Governor	2 nd term ends: 17/01/22
Dr Stuart Fancey	Independent Governor	1 st term ends: 31/12/22
Helen Fairfoul	Independent Governor	1 st term ends: 28/02/23
Adam Serfontein DCL	Co-opted Board Committee Member	Maximum three years to 31/08/20
Professor Andrew Wathey CBE	Vice Chancellor and Chief Executive	N/a (ex-officio)
Observers		
Emmanuel Kabengele (President of the Students' Union)	Student Governor Observer	2nd one year term ends: 31/07/21
Lorraine Brown	Staff Governor Observer	2 nd term ends: 15/12/20
<u>Committee Secretary:</u>		
Susan F O'Donnell	Secretary	
Richard Elliott	Assistant Secretary (temporary)	
<u>Individuals with a standing invitation to attend each meeting:</u>		
Professor Peter Francis	Deputy Vice-Chancellor	
Simon Newitt	Finance Director	
Jane Embley	Director of Human Resources and Organisational Development	
Adam Dunlop	Chief Marketing Officer	
Dan Monnery	Director of Strategic Planning	
Other management role-holders may be invited as required for specific items.		