

## **Terms of Reference and Membership for the Executive Board**

### **Revised: September 2019**

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#### **MEMBERS**

Ex officio members:

Chair: President & Vice-Chancellor  
Provost & Executive Vice-President  
Chief Operating Officer  
Vice-Provost, Education  
Vice-Provost, Research & Innovation  
Executive Dean, Faculty of Arts & Social Sciences  
Executive Dean, Faculty of Health & Medical Sciences  
Executive Dean, Faculty of Engineering & Physical Sciences  
Vice President, External Engagement  
Director of Strategy & Senior Executive Officer  
Chief Financial Officer

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#### **In Attendance**

Secretariat Officer (Committees)  
University Secretary & General Counsel

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#### **TERMS OF APPOINTMENT**

All Members are ex officio and remain a Member for the term of their appointment.

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#### **TERMS OF REFERENCE**

- 1 The Executive Board is responsible for advising on all matters relating to University strategy and for making recommendations on these as appropriate to the Vice-Chancellor and thence to Council, for its approval.
- 2 The Executive Board is also responsible, within the approved strategy, for advising the Vice-Chancellor on all decisions and actions necessary for the conduct of the University and for the achievement of the objectives of the approved strategy.
- 3 The Executive Board will in particular be responsible for providing advice and assistance to the Vice-Chancellor on:
  - (i) the University's strategic plans and operating statement, covering all of the University's activities, for ultimate approval by Council;
  - (ii) the annual planning process and for reviewing the outcomes of that process for all academic and non-academic units; setting academic, operational and financial targets

and key performance indicators as appropriate; making budget proposals and determining budgetary allocations;

- (iii) the setting of objectives and progress of all of the entities (including subsidiaries where responsibility for these matters has been delegated to EB by Council) within the University in achieving the objectives of their approved plans both on an annual and medium term basis;
  - (iv) actions to be taken where progress diverges from plans;
  - (v) the University's risks and risk mitigation, balanced scorecard and remedial action plans where appropriate;
  - (vi) the University's compliance obligations, particularly with regard to:-
    - Health & Safety
    - Equality & Diversity
    - Ethical conduct (bribery and fraud)
    - Data Protection
  - (vii) matters put to it by its sub-groups/committees or by University entities which wish to take actions not included in their latest approved plan;
  - (viii) all major capital projects in the context of the University's strategic and academic financial plans, subject to its delegated powers;
  - (ix) the discharge of duties as set out in Royal Charter, Statutes and Ordinances;
  - (x) external engagement with communities, alumni and friends and partners of the University
  - (xi) receiving reports at appropriate intervals to ensure adequate oversight from its sub-committees.
4. The Executive Board shall approve the establishment or discontinuation of its own sub-committees and their respective terms of reference, with due regard to the existing University level committees structure.
  5. The Executive Board shall approve new or substantial changes to University Policies, except for policies relating to corporate governance compliance which are reserved to Council in accordance with the Scheme of Delegation.
  6. The Executive Board will recognise the role of Senate as set out in Charter and Statutes and will ensure that all activities as described above are carried out in a manner consistent with the operational terms of reference of Senate.
  7. The Executive Board shall act in accordance with the University's values and will take such steps as are necessary to ensure the University's culture reflects these values.
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## **PROCEDURES**

### **Quorum**

The quorum for the Executive Board shall be half of current members. In the case of an equal vote, the Chair shall have a casting vote.

### **Frequency of Meetings**

At least eight meetings per year, including planning meetings.

### **Delegated Powers**

The Executive Board is an advisory body which assists the Vice-Chancellor in discharging his executive authority under the Statutes for the management of the University. In its modus operandi it acts and behaves as a formal Board, whilst in accordance with the Charter and Statutes, the ultimate decision making authority resides with the Vice-Chancellor.

On the advice of the Executive Board, the Vice-Chancellor may approve capital spend up to £5 million. Thereafter to recommend to Finance Committee (£5 million to £10 million) or Council (above £10 million).

### **Decision making outside of meetings**

At the discretion of the Chair, decisions of the Executive Board may be passed by email circular, or similar electronic means provided all members are copied into the electronic exchange.

For such a decision to be valid, a copy of the proposed decision must be circulated to all members, and not less than 75% must reply to the Secretary to confirm their agreement. The Secretary shall forward a compilation of responses to the Chair and shall confirm to all members that the decision has been passed. A copy of the decision signed by the Chair, accompanied by a copy of email from each member, shall be treated as properly passed by a meeting duly convened and held.

The date of the decision shall be the date upon which the Secretary confirms to all members that it has been passed. The Secretary shall be responsible for ensuring that decisions made by email are reported to the next meeting and for retaining an appropriate record.

