

**PARTNERSHIPS AND REPUTATION COMMITTEE ("PRC")  
MEMBERSHIP and TERMS OF REFERENCE**

**Delegated powers**

The Committee is a sub-committee of the Executive Board and has delegated powers from Executive Board.

**MEMBERSHIP**

**Ex officio:**

Vice-President, Global (Chair)  
Provost and Senior Vice-President  
Pro-Vice-Chancellor, Education  
Pro-Vice-Chancellor, Research and Innovation  
University Secretary and General Counsel

**Appointed:**

External Member of Council (Alternate Chair)

**In attendance:**

Associate Vice-President, External Engagement  
Associate Vice-President, International  
Director of Advancement  
Director of Marketing and Communications  
Director of TNE  
Associate Director of International Engagement  
Head of Assurance  
Secretary to the Committee

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**Terms of appointment**

Ex officio members remain members for as long as they hold the relevant post.

The term for appointed members is two years. Appointed members can be reappointed for further terms.

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**PURPOSE**

The Partnerships and Reputation Committee exists to:

1. Provide assurance that the formation and continuance of any significant external relationship is in the University's best interests.
2. Protect the reputation and interests of the University by providing a forum in which the reputational aspects and implications of actions, initiatives and decisions taken in furtherance of the University's strategic aims can be considered appropriately.

## **TERMS OF REFERENCE**

The Committee will:

### ***Approvals***

1. Review and approve existing and proposed research partnerships (including, for the avoidance of doubt, discrete research projects) in light of the University's risk appetite, where these have the potential to affect adversely the University's reputation and where they have been escalated to the Committee. These shall include: all research collaborations in Sensitive Industry Sectors as defined by the National Security and Investment Act 2020 (as set out in the Appendix) **where** these are in or connected with Sensitive Jurisdictions (as defined in the Procedure on Collaborating with Sensitive Jurisdictions).
2. Review and approve proposals escalated to the Committee from other parts of the University to enter into or continue with commercial relationships (including both research consultancy and the procurement of goods and services), where these may adversely impact the reputation or best interests of the University.
3. Approve, or recommend for approval, philanthropic gifts (defined as "donations" in the Scheme of Delegation) within particular thresholds (as set out in the Scheme of Delegation).
4. At the discretion of the Committee, consider the reputational impact of any action, initiative, decision or procedure, and to require actions to be taken as necessary (including the termination of any activity) to mitigate any adverse reputational impact.
5. The relevant Executive Board member may be invited to attend the meeting, together with any relevant Head(s) of Schools, to advocate for a partnership or activity which sits within their area of responsibility. For example:
  - The Pro-Vice-Chancellor Executive Deans, in respect of academic partnerships within their Faculty, or initiatives for which they have Executive Board responsibility
  - The CFO (and/or COO), in respect of procurement or treasury

### ***Risk-based assurance***

6. Protect the University's reputation and interests by ensuring that the University has in place robust procedures based on best practice to identify and mitigate (i) any risks arising from external relationships, and (ii) the reputational risk arising from actions, initiatives and decisions taken, or procedures implemented, in furtherance of the University's strategic aims.
7. Receive summary reports on the risk environment relating to external relationships and reputation management, identifying emerging trends or risks out of appetite, and escalating to Executive Board any risks outside of appetite that cannot be treated, tolerated, transferred or terminated.
8. Receive matters escalated to the Committee from the other two Executive Board sub-committees or Executive Board.
9. Receive relevant matters escalated to the Committee from any other part of the University, where these may adversely impact the reputation and best interests of the University.
10. Review internal audits and other assurance activity in areas relating to the formation and monitoring of external relationships, including monitoring progress on addressing significant findings.

### ***Performance setting and monitoring***

11. Make recommendations to Executive Board for targets and objectives in respect of external relationships and reputation, including KPIs and lead indicators, based on the University's Our Partners and Reputation Policy Statement and other relevant sources.
12. Monitor performance against KPIs and lead indicators and escalate to Executive Board any significant non-performance where this impacts on University level KPIs.
13. Monitor and review the adequacy of the University's arrangements for communication, training, consultation and co-operation on trusted research and ethical conduct.

**Policy statements and procedures**

14. Review annually the Our Partners and Reputation Policy Statement for recommendation to Executive Board (for approval).
15. Approve supporting documentation relating to the formation and monitoring of external relationships, philanthropy, events and reputation management (including, for the avoidance of doubt, the Treasury Management Procedure).

**Projects and Programmes Process**

16. To approve low category projects (using discretion to refer to Executive Board for approval where required).
17. To consider in-year medium and high category project feasibility and business cases for recommendation to Executive Board.

**Executive Board agenda items**

18. For the avoidance of doubt and where not specifically referenced above, the Committee will deal with the following items formerly included on Executive Board agendas:
  - i. Global reports
  - ii. Policy and Strategy – relevant approvals
  - iii. Internal Audit plan for relevant areas
  - iv. Annual report from the Visa Compliance Steering Group
  - v. Annual report on Ethical Conduct
  - vi. Approval of supporting documentation relating to Freedom of Speech

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**PROCEDURES****Quorum**

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

**Frequency of meetings**

The Committee shall meet six times a year, and on an *ad hoc* basis as required at the discretion of the Chair.

**Reporting arrangements**

The Committee report will report to Executive Board following every meeting, and annually to Council.

**Alternate Chair**

Where a sufficiently significant conflict of interest arises between the Chair's executive responsibilities and an agenda item, then the Chair may request – or the Alternate Chair may insist – that the Alternate Chair chairs the discussion and decision in respect of that item.

**Decision making outside of meetings**

Decisions may exceptionally be taken by Chair's action (though not when the Alternate Chair is sitting as Chair). At the discretion of the Chair (or Alternate Chair sitting as Chair), decisions may also be passed by email circular, or similar electronic means, provided all members are copied into the electronic exchange.

In such instances, for such a decision to be valid, 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 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.

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## **APPENDIX**

Sensitive Industry Sectors as defined by the National Security and Investment Act 2020:

- Advanced Materials
- Advanced Robotics
- Artificial Intelligence
- Civil Nuclear
- Communications
- Computing Hardware
- Critical Suppliers to Government
- Critical Suppliers to the Emergency Services
- Cryptographic Authentication
- Data Infrastructure
- Defence
- Energy
- Military and Dual-Use
- Quantum Technologies
- Satellite and Space Technologies
- Synthetic Biology
- Transport