

**Terms of Reference and Membership for the Executive Board
Approved by EB December 2024 and updated September 2025**

MEMBERS

Ex officio members:

Chair: President & Vice-Chancellor

Provost & Senior Vice-President

Chief Operating Officer

Pro-Vice-Chancellor, Education

Pro-Vice-Chancellor, Research & Innovation

Executive Dean & Pro Vice Chancellor, Faculty of Arts, Business & Social Sciences

Executive Dean & Pro Vice Chancellor, Faculty of Health & Medical Sciences

Executive Dean & Pro Vice Chancellor, Faculty of Engineering & Physical Sciences

Vice President, Global

Vice President, Strategic Growth

Chief Financial Officer

Chief Student Officer

In Attendance

Head of Governance Services (secretary)

Director of Human Resources

TERMS OF APPOINTMENT

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

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 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 projects (capital and non-capital) in the context of the University's strategic and academic financial plans, subject to its delegated powers and the project categorization agreed by EB;
 - (ix) the discharge of duties as set out in Royal Charter 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.
 - (xii) new and major adjustments to terms and conditions of employment.
 - (xx) international collaborations and partnerships and collaborative research arrangements escalated to it for consideration by Partnerships and Reputation Committee.
 - (xxii) Approval of the acceptance of donations (financial and/or benefits in kind) to the University between £500k and £1m.
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 Policy Statements and Policies and Procedures, except for:
- (i) policies and procedures relating to corporate governance compliance (which are reserved to Council in accordance with the Scheme of Delegation)
 - (ii) the Treasury management Procedure (which is approved by Finance Committee in accordance with the Scheme of Delegation and reviewed by Partnerships and Reputation Committee)
 - (iii) the Philanthropic Gifts Procedure (which is approved by Council in accordance with the Scheme of Delegation)
 - (iv) policies and procedures within the criteria for Our Research and Innovation, Our Students or Our Education which are approved by Senate (or Senate sub-committee in accordance with the Scheme of Delegation).
 - (v) Policies and Procedures within the criteria for Our Operations, Our Colleagues, Our Partnerships and Reputation, Our Data and Our Safety which are approved by the relevant EB sub-committee in accordance with the Scheme of Delegation)
6. The Executive Board will recognise the role of Senate as set out in Charter 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.

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 Ordinances for the management of the University. In its modus operandi it acts and behaves as a formal Board, whilst in accordance with the Charter, the ultimate decision making authority resides with the Vice-Chancellor.

On the advice of the Executive Board, the Vice-Chancellor may approve capital spend with limits as specified within the Scheme of Delegation.

Decision making outside of meetings

Decisions may exceptionally be taken by Chair's action. At the discretion of the Chair, decisions may also be passed by email circular, or similar electronic means, provided all eligible 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.