

UCEM Board of Trustees

Terms of Reference

Version: 10.00
Status: Final
Author: Jane Fawkes
Date: 26/03/2020

Board of Trustees – Terms of Reference

Continuation page

Approval History

| Version | Date | Comments | Approver |
|---------|------------|--|------------------------------------|
| 1.00 | | Existing Terms of Reference | Board of Trustees |
| 1.01 | 22/02/2017 | Reviewed to comply with CUC Higher Education Code of Governance and re-formatted | Nominations & Governance Committee |
| 2.00 | 29/03/2017 | Presented to Board as pre-approved by Nominations & Governance Committee | Board of Trustees |
| 2.01 | 19/06/2017 | Removal of responsibility 2.12 following agreement at Nominations & Governance Committee that this will sit with Audit Committee | Board of Trustees |
| 3.00 | 28/06/2017 | Approved | Board of Trustees |
| 4.00 | 28/03/2018 | Approved – revised membership | Board of Trustees |
| 5.00 | 07/06/2018 | Annual re-approval, small wording amendments | Nominations & Governance Committee |
| 6.00 | 28/06/2018 | Revised membership following appointments to Board on 28 th June 2018 | Board of Trustees |
| 7.00 | 25/01/2019 | Updated to membership and one small amendment | Nominations & Governance Committee |
| 8.00 | 27/06/2019 | Annual re-approval, no amendments | Board of Trustees |
| 9.00 | 22/01/2020 | Annual re-approval | Nominations & Governance Committee |
| 10.00 | 26/03/2020 | Updated membership | Board of Trustees |

Board of Trustees – Terms of Reference

Continuation page

1. Key Purpose

The Board of Trustees is responsible for the overall governance, monitoring and strategic direction of UCEM.

The Board works together with the Executive Team to ensure that the University College of Estate Management (UCEM) achieves the objectives defined in the Royal Charter, and operates in compliance with all legal and regulatory requirements.

In addition to this, the Board is responsible for ensuring that UCEM meets the conditions of registration with the Office for Students and the expectations of the Higher Education Code of Governance.

The constitution and operation of the Board of Trustees is defined in the Royal Charter and Bye-Laws and UCEM Regulations.

2. Terms of Reference

UNIVERSITY COLLEGE OF ESTATE MANAGEMENT POWERS AND FUNCTIONS OF THE BOARD OF TRUSTEES

The Board of the University College shall, in addition to all other powers vested in them, have the following powers and functions:

- 2.1 To approve the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders
- 2.2 To ensure UCEM complies with the Office for Students Conditions of Registration.
- 2.3 To approve as required submission to the Office for Students of reportable events in accordance with the UCEM Reportable Events Procedure.
- 2.4 To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.
- 2.5 To delegate authority to the head of the provider, as Principal, for the academic, corporate, financial, estate and human resource management of the institution. And to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the institution.
- 2.6 To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.

Board of Trustees – Terms of Reference

Continuation page

- 2.7 To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
- 2.8 To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
- 2.9 To safeguard the good name and values of the institution.
- 2.10 To appoint the head of the institution as Principal, and to put in place suitable arrangements for monitoring his/her performance.
- 2.11 To appoint a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
- 2.12 To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institution's assets, property and estate.
- 2.13 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.
- 2.14 To receive assurance that adequate provision has been made for the general welfare of students.
- 2.15 To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
- 2.16 To ensure that the UCEM Royal Charter is followed at all times and that appropriate advice is available to enable this to happen.

3. Reporting

The Board of Trustees is responsible for approving the Annual Report and Accounts that are submitted to the Charity Commission.

Board of Trustees – Terms of Reference

Continuation page

4. Membership of the Board of Trustees

| Name | Title |
|----------------------|--|
| Jat Brainch | Independent Trustee |
| Ella Campbell | Student Trustee |
| Amanda Clack | Independent Trustee (Chairman designate) |
| Christopher Costigan | Independent Trustee |
| Helen Edwards | Staff Trustee |
| Phoebe Farrell | Student Trustee |
| John Gellatly | Chairman |
| Andrew Hynard | Independent Trustee |
| Dr. Stephen Jackson | Independent Trustee (Vice Chairman) |
| Alastair Martin | Independent Trustee |
| Prof. Kenny Miller | Independent Trustee |
| Misa von Tunzelman | Independent Trustee |
| Chris Turley | Independent Trustee |
| Ashley Wheaton | Principal and Ex-Officio Trustee |

5. Attending As Observer/Invitee

| Name | Title |
|-------------|---|
| Jane Fawkes | Deputy Principal and University College Secretary |
| TBC | Periodic invitations will be issued to Trustees, University College Staff and/or advisers where relevant for a specific agenda item |

6. Quorum/Decision Making

For the Board of Trustees to be quorate, not less than 50% of those entitled to vote should be in attendance, along with the Chair (or a nominated designate). This excludes those attending as observer or by invitation.

Decisions will be made by way of consensus, with the Chair carrying the casting vote.

7. Frequency of Meetings

The Board of Trustees will normally meet a minimum of four times in each calendar year. Dates of meetings will be appropriate to the cycle of business and, where relevant, the Board Sub-Committees.