



THE COLLEGE

Royal Holloway is a College of the University of London incorporated by the Royal Holloway and Bedford New College Act 1985. The College's full legal name is the Royal Holloway and Bedford New College and the correspondence address is Egham Hill, Egham, Surrey TW20 OEX.

POWERS OF THE COLLEGE

The College has all the powers established by the Act.

CHARITABLE STATUS AND THE UNIVERSITY'S TRUSTEES

The College is an exempt charity and, as such, is exempt from registration with the Charity Commission. The College is monitored by the Higher Education Funding Council for England (HEFCE) as its principal regulator, in accordance with the Charities Act 2011.

The members of Council, the College's governing body, which includes independent members, the Principal and staff and student members, are the trustees of the charity and also of the Founder's Endowment Fund; a separate charity.

GOVERNANCE

About Governance

Council is the governing body of the College and as such "takes all the final decisions on matters of fundamental concern to the institution" (CUC guide, part 1, para1). Its responsibilities are set out in the Act and may be summarised as:

- determining the strategy for the College
- ensuring that policies and processes that can achieve the desired outcomes are in place and are properly executed
- safeguarding the good name of the College
- ensuring the financial and academic probity and sustainability of the College.

Academic Board is responsible for the academic work of the College in teaching and examining and in research and Council is required to consult Academic Board on any question of education policy or matters that have academic implications before making their decision.

Council

Royal Holloway is a College of the University of London incorporated by the Royal Holloway and Bedford New College Act 1985. In exercise of the powers conferred upon it by section 6 of the Act Council has made Statutes approved that facilitate the good governance and management of the College. These Statutes were approved by resolution of Council at its meetings held on 24 February and 11 May 2016 and by the Privy Council on 6 July 2016.

The Code of Governance

On 7 October 2015 Council adopted the Committee of University Chairs (CUC) Code of Governance (2014) and the Statement of Primary Responsibilities recommended by that Code of Governance.

Statement of Primary Responsibilities

Planning Monitoring and Control:

- To approve the mission and strategic vision of the College, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of the stakeholders and are compliant with the RHBNC Act (the Act) and the charitable objectives of the College.
- To delegate authority to the Principal, as Chief Executive, for the academic, corporate, financial, estate and personnel management of the College. To establish and keep under regular review the policies and procedures and limits within such management functions as shall be undertaken by and under the authority of the Principal.
- 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.
- To ensure processes are in place to monitor and evaluate the performance and effectiveness of the College against the plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
- To establish processes to monitor and evaluate the performance and effectiveness of the Council itself.
- To conduct its business in accordance with best practice in higher education corporate governance and the principles of public life drawn up from the Committee on Standards in Public Life.
- To safeguard the good name and values of the College.
- To ensure that the Act and statutes of the College, and the statutes, regulations and ordinances of the University of London are followed at all times and that appropriate advice is available to enable this to happen.

Appointment and employment:

- To appoint the Principal as Chief Executive and to put in place suitable arrangements for monitoring his/her performance.
- To appoint a secretary to the Council and to ensure that, if the person appointed has managerial responsibilities in the College, there is an appropriate separation in the lines of accountability.
- To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.

Financial and Legal:

- To be the principal financial and business authority of the College, to ensure that proper books of accounts are kept, to approve the annual budget and financial statements and to have overall responsibility for the College's assets, property and estate and investment policy.
- To be the College's legal authority and, as such, to ensure that systems are in place for meeting all the College's legal obligations, including those arising from contracts and other legal commitments made in the College's name.
- To act as trustee for any property, legal endowment, bequest or gift, in support of the work and welfare of the College. All Council Members are charitable trustees of the College and act as Trustees for the Founder's Endowment Fund.

Student Welfare:

- To receive assurance that adequate provision has been made for the general welfare of students.

Recruitment practice

Council's standing orders prescribe the recruitment practice as follows:

21. Council Executive Committee, whose terms of reference, constitution and membership shall be determined by Council, shall be the body responsible for recommending the appointment of independent members to Council in accordance with Statute 3(5)

22. Independent members will be appointed for the terms established in the Statutes, normally commencing on 1 August. The following principles will guide the appointment procedure:

- a. Council should collectively maintain an appropriate balance of skills.
- b. Vacancies should be advertised as widely as possible, with the aim of achieving a skills balance and wide diversity of membership.
- c. Alumni should be informed of vacancies.
- d. Council should ensure a continuity of knowledge about the College
- e. Vacancies should be filled as soon as possible with due regard to the above.
- f. Dates of the second term of office may be less than the maximum prescribed in the Statutes to facilitate succession and induction.

Advertisements always include the statement:

"The College is committed to equality and diversity and encourages applications from all sections of the community. We particularly welcome female applicants and those from an ethnic minority as they are under-represented within the current Council membership at Royal Holloway, University of London"

Equality and Diversity

At its meeting in November 2014 Council approved the Equality and Diversity Strategy recommended by the Council's Equality and Diversity Committee.

The strategy sets out the College's approach to equality and diversity both as an employer and as a provider of academic, educational and research experience in the Equality and Diversity statement:

"Royal Holloway, University of London is proud to continue its tradition of providing excellent education on the basis of merit. We commit to valuing diversity and promoting equality of opportunity for all in employment, admissions and in our teaching, learning and research activities.

The College is committed to ensure that:

- *we create a positive, inclusive environment, free from prejudice, bullying, harassment and unlawful discrimination within the College. We will take action to challenge inappropriate behaviour and discriminatory practice.*

- *staff, students, applicants for employment or study, visitors and other persons in contact with the College are treated fairly, with dignity and respect*
- *people and diverse groups with multiple identities and individual differences are recognised and valued*
- *we will provide our staff and associates with the knowledge and skills they need to understand and meet their equality and diversity responsibilities"*

Council monitors progress annually with the implementation of the Strategy.

For more information:

<https://www.royalholloway.ac.uk/aboutus/governancematters/equalops/home.aspx>

As at 1 August 2016 the diversity of independent Council members, including one co-opted committee member, was:

Gender	Female 7	Male 10		
Ethnic Group			Disability	
White		11	Yes	1
Asian or Asian British		1	No	14
Black, African, Caribbean or Black British		1	Undeclared	2
Other ethnic group (African/Asian)		1		
Undeclared		3		

Agendas and minutes of Council meetings are publicly available on the College website:

<https://www.royalholloway.ac.uk/aboutus/governancematters/council.aspx>

College policies including compliance/governance policies are available on the staff intranet:

<https://www.royalholloway.ac.uk/iquad/collegepolicies/home.aspx>

Agendas and minutes of Council committees are available on the staff intranet:

<https://www.royalholloway.ac.uk/staff/our-strategy/committee-meeting-outcomes-and-minutes.aspx>

COUNCIL COMMITTEES

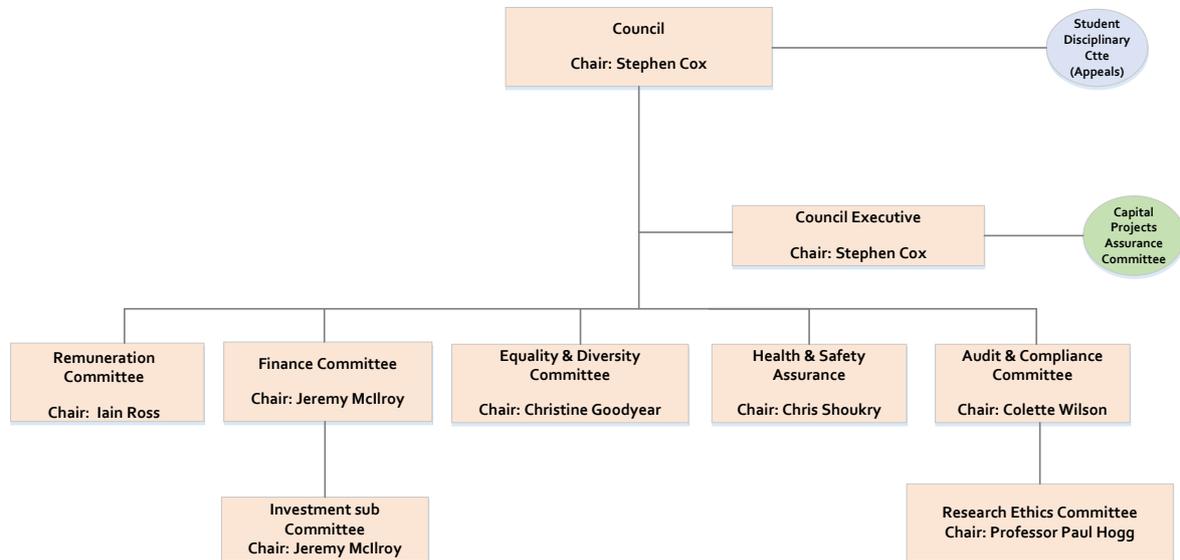
The work of Council is undertaken through a series of committees established by Council.

These are as follows:

- Audit and Compliance Committee
- Council Executive Committee (including nominations responsibilities)
- Equality and Diversity Committee
- Finance Committee
- Health and safety Assurance Committee
- Remuneration Committee

The Terms of Reference for Council committees and the sub committees that report to Council Committees are attached at Appendix One.

COUNCIL COMMITTEE STRUCTURE 2016



COUNCIL MEMBERSHIP

Council has 25 members comprised of the following:

- 16 Independent members appointed by Council
- 7 elected members:
 - 3 elected by the members of the academic teaching staff
 - 3 elected by members of staff who are not academic teaching staff
 - 1 student of the College elected by the student body
- Ex Officio members
 - The Principal
 - The President of the Students' Union

CURRENT COUNCIL MEMBERSHIP

Independent Members

Stephen Cox (Chair of Council)	Term of office ends 21 November 2018
Iain Ross (Vice Chair of Council)	Terms of office end 31 July 2017
Christine Goodyear	
Chris Shoukry	
Colette Wilson	
David Spence	
David Spence	Term of office ends 31 July 2018
Gurpreet Dehal	Terms of office end 31 July 2019
Ann Ewing	
Sarah King	
Mark Newlands	
Gerry O'Hagan	
Margaret Jack	
Jeremy McIlroy	Terms of office end 31 July 2020
Nick Perryman	
Majid Hawa	
David Williams	Terms of office end 31 July 2021

Elected Members

Members of the academic staff elected by the academic teaching staff	
Professor Sarah Ansari	Term of office ends 30 September 2018
Professor Elizabeth Schafer	Term of office ends 30 September 2017
Professor David Gilbert	Term of office ends 30 September 2019.

Members of non-academic staff elected by the non-academic staff	
Denise Keable	Term of office ends 30 September 2019
John Gregory	Term of office ends 30 September 2019
Nicole Rickett	Term of office ends 30 September 2019

Member of the student elected by the student body	
Emilie Ancelin	Term of office ends 31 July 2017

Ex Officio Members

The Principal, Professor Paul Layzell
The President of the Students' Union, Natasha Barrett 2016/17

Attendance of members at Council meetings 2015/16

Member	Scheduled meetings attended (of 5)	Meetings called at short notice attended (of 2)
Independent Members		
Paul Blagbrough	4	2
Stephen Cox	5	2
Gurpreet Dehal	5	2
Ann Ewing	5	1
Christine Goodyear	3	1
Majid Hawa	4	2
Margaret Jack	2	2
Sarah King	5	1
Jeremy McIlroy	4	2
Mark Newlands	2	1
Gerry O'Hagan	5	1
Nick Perryman	4	2
Iain Ross	3	0
Chris Shoukry	4	1
David Spence	4	1
Colette Wilson	4	1
Staff Members		
Sarah Ansari	5	1
John Brannan	5	2
Dave Cobb	5	0
David Gilbert	4	2
Denise Keable	5	2
Paul Layzell	5	2
Liz Schafer	4	2
Student Members		
Nayab Cheema	5	1
Matthew Siely	3	0

COMMITTEE MEMBERSHIP 2016/17

AUDIT AND COMPLIANCE COMMITTEE	
Independent Members	College Staff Members
Colette Wilson (Chair)	In attendance as required
Majid Hawa	The Principal, Chief Operating Officer and Secretary to Council, Chief Financial Officer, Deputy Chief Financial Officer, Internal Auditor, members of the External Audit Team.
Mark Newlands	
Gerry O'Hagan	
Tina Harris (Co-opted)	Secretary: Christine Cartwright (Governance and Compliance Officer)
COUNCIL EXECUTIVE	
Independent Members	College Staff Members
Stephen Cox (Chair)	Ex officio
Iain Ross (Vice Chair of Council)	Paul Layzell (The Principal)
Jeremy McIlroy (Chair of Finance)	
Colette Wilson (Chair of Audit and Compliance)	In attendance
Margaret Jack	College Officers by invitation
Ann Ewing	Secretary: David Ashton (Chief Operating Officer and Secretary to Council)
	Minutes: Pauline Martin (Executive Officer for Council)
EQUALITY & DIVERSITY COMMITTEE	
Independent Members	College Staff Members
Christine Goodyear (Chair)	Katie Normington (Human Resources and Dean of Arts and Social Science)
Majid Hawa	David Ashton (Chief Operating Officer and Secretary to Council)
	Darren Thurston (Interim Director of Human Resources)
	Laura Lewis (Co President Welfare and Diversity, SU)
	In attendance
	The Equal Opportunities Adviser
	Secretary: Rachael Pymm (Governance Support Assistant)
FINANCE COMMITTEE	
Independent Members	College Staff Members
Jeremy McIlroy (Chair)	Ex Officio
Iain Ross (Vice Chair of Council)	Paul Layzell (The Principal)
Gurpreet Dehal	Rob Kemp (Deputy Principal)
Margaret Jack	David Ashton (Chief Operating Officer and Secretary to Council)
Nick Perryman	Stephen Avery (Chief Financial Officer)
David Williams	
Continued	
Finance Committee continued	In attendance

	The Vice Principal Research & Enterprise, The Director of Estates, Director of Campus Services, The President of the Students' Union.
	Secretary: Jenny Febry (Deputy Chief Financial Officer)
HEALTH & SAFETY ASSURANCE COMMITTEE	
Independent Members	College Staff Members
Chris Shoukry (Chair)	In attendance
Gurpreet Dehal	The Principal or nominee, The Health & Safety Adviser, The Chief Operating Officer and Secretary to Council, Dean of the Faculty of Science. Where appropriate the Dean of the Faculty of Management & Economics and Dean of the Faculty of Arts & Social Sciences.
Mark Newlands	
Gerry O'Hagan	Secretary: Rachael Pymm (Governance Support Assistant)
Simon Whitehead (Co-opted external adviser)	
INVESTMENT SUB-COMMITTEE	
Independent Members	College Staff Members
Jeremy McIlroy (Chair)	Ex Officio
Gurpreet Dehal (Finance Committee)	Paul Layzell (The Principal)
Nick Perryman (Finance Committee)	Stephen Avery (Chief Financial Officer)
	Jenny Febry (Deputy Chief Financial Officer)
	Secretary: James Willshire (Financial Accountant)
REMUNERATION COMMITTEE	
Independent Members	College Staff Members
Iain Ross Chair (Vice Chair of Council)	Ex officio
Stephen Cox (Chair of Council)	Paul Layzell (The Principal)
Jeremy McIlroy	
Christine Goodyear	In attendance
Margaret Jack	Chief Operating Officer and Secretary to Council, the Vice Principal (Staffing)
	Secretary and minutes: Darren Thurston (Interim Director of Human Resources)
RESEARCH ETHICS COMMITTEE	
Independent Members	College Staff Members
Vacancy for an independent member of Council	Professor Paul Hogg (Chair)
Vacancy for External medically trained member	Vacancy for a member from Department of Social Work
	Dr Chris Rider, School of Biological Sciences
	Dr Neil Gascoigne, Department of Politics and International Relations
	Professor Katie Willis, Department of Geography
	Vacancy for a member from Department of Psychology
	Secretary: Leisha Wickham (Research Grant Setup Manager)
Continued	
STUDENT DISCIPLINARY COMMITTEE (APPEALS)	

Independent Members	College Staff Members
Stephen Cox (Chair)	One representative from six Academic teaching staff, one from six non-academic staff and one of the elected members of the SURHUL Executive required for an appeal. Committee meets as required.
Christine Goodyear	
	Secretary: David Ashton (Chief Operating Officer and Secretary to Council)
CAPITAL PROJECTS ASSURANCE COMMITTEE	
Independent Members	College Staff Members
Iain Ross (Chair)	In attendance
Ann Ewing	The Deputy Principal, Director of Estates, Project Sponsor, Project Manager, other officers as required.
Sarah King	
Jeremy McIlroy	
Nick Perryman	
Chris Shoukry	
Colette Wilson	
Natasha Barrett	Secretary: Elaine Clarke (Senior Executive Officer Estates Department)

APPENDIX ONE

TERMS OF REFERENCE OF COUNCIL COMMITTEES

AUDIT AND COMPLIANCE COMMITTEE

Membership	4 *(See Notes)	Quorum	2
<i>Chair</i>	A lay member of the Council, appointed by the Council		
<i>Other members</i>	three further lay members of the Council A maximum of two co-opted members, as required		
<i>As required</i>	The Principal (or nominee) The Registrar and Secretary The Director of Finance The Deputy Director of Finance The Internal Auditor Members of the External Audit Team (where appropriate)		
<i>Secretary</i>	A member of the College Secretary's Office		
Meetings per year	3		

Purpose

- On behalf of the Council, to satisfy itself that the College is being managed within recognised financial and legal requirements.

Terms of Reference

The duties of the Committee shall be:

1. To advise the Council on the appointment of the External Auditors, the audit fee, the provision of any non-audit services by the External Auditors and any questions of resignation or dismissal of the External Auditors.
2. To discuss with the External Auditors, before the audit begins, the nature and scope of the audit.
3. To discuss with the External Auditors problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any matters the External Auditors may wish to discuss (in the absence of management where necessary).
4. To consider and advise the Council on the appointment and terms of engagement of the Internal Auditor, the provision of any non-audit services by the Internal Auditor and any questions of resignation or dismissal of the Internal Auditor.
5. To review the Internal Auditor's audit needs assessment and the audit plan, to consider major findings of internal audit investigations and management's response and its recommendations and to promote coordination between the Internal and External auditors. The committee will consider the terms of engagement of the internal audit service and whether

the resources made available for internal audit are sufficient to meet the institution's needs and make recommendations to the Council as appropriate.

6. To monitor the timely implementation of all agreed audit-based recommendations arising from the reports of the Internal/External auditors and to report to the Council any undue delays.
7. To ensure that all significant losses have been properly investigated and that the Internal and External Auditors, and where appropriate the HEFCE Accounting Officer, have been informed.
8. To oversee the College policies on bribery, fraud and irregularity, including being notified of any action taken under those policies.
9. To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness, as well as compliance with regulations relating to financial probity and ethical standards.
10. To keep under review the effectiveness of the management of risk and to receive reports on Risk Management from the Planning and Resources Committee and report to Council as appropriate.
11. To receive any relevant reports from the National Audit Office, the HEFCE and other organisations.
12. To monitor annually the performance and effectiveness of External and Internal Auditors, and to make recommendations to the Council concerning their re- appointment, where appropriate.
13. To consider the annual financial statements in the presence of the External Auditors, including the Auditors' formal opinion, the statement of members' responsibilities and any corporate governance statement.
14. To prepare an annual report, summarising the Committee's work during the year for the Principal (as the Accountable Officer) and the Council.
15. To satisfy itself that the College's quality control over its data returns is adequate.
16. To receive audit certificates on capital contracts.
17. In event of a merger or dissolution of the institution to ensure that adequate due diligence is carried out and that necessary actions are completed.

Devolved powers

- All College employees are required to cooperate with any request from the Committee and to implement agreed audit-based recommendations within agreed timeframes.
- The investigation of any activity within its terms of reference and to require any employee to cooperate in such investigations
- The engagement of outside professional advice to assist with its investigations up to a value of £5,000 without prior approval
- Agreement of the External Audit fee

Purpose To consider research proposals involving human participants for ethical approval.

Terms of Reference

1. Having regard to best practice, to develop College guidelines for the ethical approval of proposals for research involving human participants.
2. To consider specific proposals in the light of these guidelines and to give or withhold ethical approval for such research.

Devolved powers

- The granting or not of ethical approval for research project proposals involving human participants

Reports to

- Audit & Compliance Committee

Committees reporting to this Committee

- None

Effectiveness review

Three-yearly, to review business covered and consider its contribution to maintaining ethical standards in research involving human participants at the College. To make such changes as may be necessary.

COUNCIL EXECUTIVE COMMITTEE

Membership 7

Quorum 4

Chair The Chair of Council

Ex officio The Vice-Chair of Council
The Chair of Audit and Compliance Committee
The Chair of Finance Committee
The Principal
A Faculty Dean for consideration of Item 7

Other members Two further lay members of Council

In attendance College Officers by invitation¹

Secretary The Registrar and Secretary

Meetings per year At least 3 formal meetings per year. May meet informally for discussion only.

Purpose

- To provide a forum for high level discussion of important, sensitive or urgent issues

- To make decisions between Council meetings as agreed by the Council
- Strategic planning, monitoring and review

Terms of Reference

1. To discuss and consider plans and strategy, subject to Finance Committee's prime responsibility for budget setting
2. To monitor overall implementation of College plans
3. To review progress against the Strategic Plan
4. To discuss and shape the agenda for Council meetings
5. To appoint lay members to Council Committees, including the Chair of the Student Discipline Committee and to co-opt suitable external people to Council Committees where necessary
6. To appoint Chairs of Council Committees excluding those elected by the Council as defined in the Statutes or College Regulations
7. To make recommendations to Council for Honorary Degrees (on the advice of Academic Board) and Honorary Fellowships¹
8. To review the Register of Interests, the Statement of Primary Responsibilities for Council members, the College's policy on Conflict of Interest and the Schedule of Delegation
9. To review and recommend to Council, changes to the College's regulations and Statutes
10. To review and recommend to Council, changes to Council Committees and terms of reference
11. To review the training needs of Council members and approve training activities
12. To advise the Chair on matters relating to Council members
13. To oversee Council effectiveness reviews
14. To maintain a skills register of Council members
15. To make recommendations to Council for new members of the Council based on the balance of skills and experience of the existing members
16. To manage the process for the appointment and election of the Chair and Vice-Chair of Council, involving others as necessary and to make recommendations to Council on the election of both these positions.
17. To have oversight of election processes for elected members of Council

1 Dean to be included for this item with a separate agenda and minutes

Devolved Powers

- To co-opt suitable outsiders for Council Committees
- To appoint lay members to Council Committees
- To appoint Chairs of Committees excluding those elected by the Council

The Committee may make decisions by circulation or email at the request of its Chair

Report to

- The Council, via the minutes of formal meetings

Committees reporting to this Committee

- None

Effectiveness Review

Three yearly, to evaluate business covered and the Committee's contribution to the role of the Council in ensuring the effective management of the College.

CAPITAL PROJECTS ASSURANCE COMMITTEE

Reports to Council Executive Committee

Terms of Reference

Purpose:

On behalf of the Council, to satisfy itself that the College is managing major projects* effectively and that each stage of the governance process has been properly completed.

*major projects are defined as those with one or more of the following characteristics:

- Total costs exceeding £10m
- Are of strategic significance with a material impact on the future (e.g. Masterplan)
- Pose a high level of risk in delivery, including potential reputational impact

Terms of reference:

1. To ensure that projects are operating within their broad mandate approved by Council (particularly project scope, budget, timescale and quality) by undertaking the timely review of specific projects at key gateway and project decision points.
2. To satisfy itself that each stage** of the governance process has been properly completed. This will include:
 - Review of progress against programme
 - Ensure all issues appropriately addressed and remedial action taken/planned
 - Risk register maintained and mitigation in place
 - Readiness to progress to next stage achieved
3. To scrutinize the management recommendation to proceed to the next stage. (A table outlining the differing responsibilities at the various stages is included within the Committee guidelines for operation)
4. To satisfy itself that health and safety risks and issues are given due regard and are actively and effectively managed.

Membership:

5 independent members of Council of which 3 are required for a quorum.

The Committee may co-opt additional members to provide expert or specialist advice for the duration of a specific project, this includes external advisers.

NB: the number of Council members must always exceed the number of co-opted members at any meeting for it to be quorate. The Chair of Council has discretion to make temporary additions to the pool of independent Council members to facilitate this.

In attendance:

Deputy Principal

Director of Estates

Project Sponsor (or nominee)

Project Chair
Project Manager
Other officers as required

Reporting Line:
Reports to Council Executive

Reports from:
Capital Projects Planning and Review Committee
Individual project boards

Frequency:
As required
** The project governance stages are:
1 – Business Need
2 – Delivery Strategy
3 – Investment Case
4 – Project Delivery
5 – Operational Assessment and Benefits Realisation

EQUALITY AND DIVERSITY COMMITTEE

Membership 5 **Quorum** 3 to include at least one lay member

Chair Lay Member of Council

Members One further lay member of Council
Co-President Welfare & Diversity, SU
Vice-Principal (Students and Staff)
Registrar and Director of Operations
Director of Human Resources
A maximum of two co-opted members if required

In attendance Equal Opportunities Adviser

Secretary Governance Assistant

Meetings per year At least 2

Purpose

- To provide Council with assurance on matters relating to Equality and Diversity.
- To recommend and monitor the College's Equality and Diversity Strategy.

Terms of Reference

1. To recommend an Equality and Diversity Strategy to Council and monitor performance against the strategy.
2. To approve the College's Single Equality Scheme and review progress on at least an annual basis
3. To receive an annual report on the College's equality monitoring data.

4. To receive assurance on an annual basis on the College's compliance with the General and Specific Equality Duties

Devolved Powers

To approve the College's Single Equality Scheme

Reports to

The Council via its minutes

Groups reporting to this Committee

The Equality Steering Group on all equality matters excluding equal pay

Effectiveness Review

Three yearly to evaluate business covered and the Committee's contribution to the role of the Council in ensuring effective oversight of equality matters.

FINANCE COMMITTEE

Membership	10 * (See Notes)	Quorum	5 *
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Chair A lay member of the Council, elected by the Council

Ex Officio The Vice-Chair of the Council
The Principal
The Deputy -Principal
The Director of Operations
The Director of Finance

Other Members Four further lay members of the Council

Co-option Up to two members may be co-opted in line with Council Regulations.
In Attendance The Vice-Principal (Research & Enterprise) The Director of Estates
The Director of Campus Services
The President of the Students' Union

Secretary The Deputy Director of Finance

Meetings per year 3

Purpose

- Statutory requirement to scrutinise finances and control expenses *(to the extent permitted under Statute 15(2) of the College Statutes and Regulations of the Council, March 2008)*
- To consider financial implications of any major expenditure and advise the Planning and Resources Committee

Terms of Reference

1. To exercise scrutiny of the College's finances and review sources of finance.
2. To be responsible for the investment of the funds of the College.
3. To present the Group and entity accounts of the College and those of its subsidiary companies for the Audit & Compliance Committee to consider before submission to the Council.
4. To consider and formulate the budget in light of broad objectives put forward by the Planning and Resources Committee and having regard to best practice in the Sector
5. To consider the financial implications of major capital and revenue items within the Schedule of Delegations.
6. To make recommendations to Council on structure, shareholding arrangements and constitution of the boards of directors of subsidiary companies.

Devolved Powers

- To appoint banks
- Interest Rate Hedging
- Treasury Management above level devolved to the Director of Finance through the schedule of delegation and subject to individual credit limits and placement periods approved annually by Council.
- Pension decisions as employer including pension increases
- Final decision on level of collective pay awards
- Capital expenditure and long term borrowings <£5m
- Writing off >£5k and ≤ £100k debts
- Review of Students' Union Finances
- Acquiring and disposal of land up to £500k
- Formation, Establishment and Dissolution of Spin-Out Companies and Appointment of their Directors on the recommendation of the Enterprise Sub-Committee
- Approval of student fees, academic and residential

Reports to

- The Council
- "Dotted line" to the Planning and Resources Committee for co-ordination of College plans and interdisciplinary projects
- Founder's Endowment Fund Trustees in relation to devolved investment powers

Committees reporting to this Committee

- Enterprise Sub-Committee) Terms of reference below
- Investment Sub-Committee)

Effectiveness review

Three-yearly, to evaluate business covered and consider how effectively it contributed to College finance and what improvements could be made.

*Notes

(1) *The constitution of this Committee is defined in the Royal Holloway & Bedford New College Act 1985 s15. This prescribes that not less than 3/5 of the membership of the Committee must be lay members.*

(2) *At least one of the lay members shall have accounting, financial or banking experience.*

(3) *A quorum includes the Chair or another lay member acting as Chair.*

INVESTMENT SUB-COMMITTEE

Reports to Finance Committee

Membership 6 Quorum 3

Chair The Chair of the Finance Committee

Ex Officio The Principal
The Director of Finance
The Deputy Director of Finance

Other Members Two further lay members of the Finance Committee, appointed by the Finance Committee

Secretary The Exchequer Accountant

Meetings per year 2

Purpose

- To oversee, direct and control the College's endowments and fixed asset investments

Terms of Reference

1. With advice from investment advisers and managers, and in accordance with the investment policy prescribed by the Council or Founder's Endowment Fund Trustees and ratified by the Finance Committee, to manage the College's endowments and fixed asset investments on behalf of the Council and the Trustees for the Founder's Endowment Fund in accordance with the RHBNCA 1985 s 29.
2. Make recommendations to Council or Founder's Endowment Fund Trustees, as appropriate, for the appointment of investment advisers.

Devolved powers

- Investment decisions in line with the investment policy agreed by the Council or Founder's Endowment Fund Trustees and ratified by the Finance Committee.

Reports to

- The Finance Committee

Committees reporting to this Committee

- None

Effectiveness review

Three-yearly, to consider business covered and contribution made to effective investment management. To make changes if necessary.

HEALTH AND SAFETY ASSURANCE COMMITTEE

Membership	4 (see notes)	Quorum	2
Chair	An independent member of Council, appointed by the Council		
Vice Chair	An independent member of the Council, appointed by the Council		
Other Members	Two further independent members		
Co-option	A maximum of two co-opted members as required		
In Attendance	The Principal, or nominee The Registrar and Secretary Dean of the Faculty of Science Dean of the Faculty of Management and Economics Dean of the Faculty of Arts and Social Sciences Director of Health & Safety		
Secretary	A member of the Secretariat		
Meetings per year	Minimum of 2		

Purpose

On behalf of the Council, to satisfy itself that the College is managing all activities in accordance with its responsibilities in respect of the health & safety* of staff, students and any other persons who could be affected by such activities.

*References to health and safety includes College responsibilities in respect of fire safety and environmental health.

Terms of reference

1. To examine whether the College's management of health and safety is undertaken in accordance with legislative, best practice and other relevant standards and is an integral part of its culture, values and performance standards.
2. To review annually health and safety performance in professional services and each Academic Faculty.
3. To ensure that periodic audits of the effectiveness of management structures, management systems and risk controls for health & safety are carried out.
4. To prepare an annual report summarising the Committee's work during the year for the Council. The report will also cover the following:
 - Any improvements to health & safety systems, including any decisions to address shortcomings

- Details of any reportable accidents, diseases, major incidents, similar events which had the potential for adverse consequences for the College, or changes that have affected or significantly impacted on the health & safety of staff, students or other persons.
- Any enforcement or legal action taken against the College

5. To receive any relevant reports from the Director of Health & Safety, the Health & Safety Consultative Committee or the Planning and Resources Committee.

Devolved Powers:- None

Reports to: Council

Receives reports from:

Planning & Resources Committee on matters relating to health & safety
Health & Safety Consultative Committee

Committees Reporting to this Committee

Health & Safety Consultative Committee

Effectiveness Review

Three yearly, to review business covered and consider its effectiveness in monitoring the College's compliance with Health & Safety requirements. To make such changes as necessary.

***Notes**

An additional person may be co-opted from outside the Council membership where there is no lay member available with this expertise, or where a person with an interest in the College has experience or expertise that is directly relevant to the committee. Such appointee may not be a member of staff or a student of the College. Further members may be co-opted as required, up to a maximum of 2 co-opted members in total, where a particular need for expertise is identified

REMUNERATION COMMITTEE

Membership	7	Quorum	3 at least two of whom to be lay members
Chair	The Vice Chair of Council		
Ex officio	The Chair of Council The Chair of the Finance Committee The Principal (<i>to withdraw where appropriate</i>)		
Other Members	Two lay members of Council		
Co-option	Up to two members may be co-opted in line with Council Regulations.		
In Attendance	The Secretary and Registrar (<i>to withdraw where appropriate</i>) Vice Principal (Staffing) (<i>to withdraw for matters of senior staff pay determination</i>)		

Secretary The Director of HR

Meetings per year At least two

Purpose

- To consider, recommend and review the College's pay strategy
- To provide assurance to Council on equality issues relating to pay

Terms of reference

1. To consider the College's pay strategy and make recommendations to Council for approval.
2. To review the effectiveness of the pay strategy annually or as agreed by the Committee, using national benchmarks as appropriate.
3. To approve and review policies on pay related issues for all staff, including grading, additional and severance payments.
4. To review the College's equal pay data and other pay related equality monitoring annually.
5. To receive an annual report on pay related decisions including the application of market supplements and retention payments.
6. To consider matters relating to other non-pay benefits received by staff.
7. To approve any severance arrangements which fall outside of the severance policy.
8. To be aware of best practice in the sector and use it to inform decisions.
9. To determine on appointment and at least annually, individual salaries and conditions of service for the Principal and College Secretary, having regard to College policies, national and international trends and nationally negotiated terms, as well as the financial and operational circumstances of the College.
10. To determine any severance arrangements for the Principal and College Secretary.

Devolved Powers

- Final decision on emoluments and conditions of service for the Principal and College Secretary.
- Final approval of pay policy documents.
- The Committee may make decisions by circulation or email at the request of its Chair.

Reports to

- The Council via the Committee's minutes.

Committees reporting to this Committee

- The Committee may establish working groups as it deems necessary to fulfil the requirements of the terms of reference.

Effectiveness Review

- Three-yearly, to evaluate business covered and consider its effectiveness in contributing to the recruitment and retention of key staff and to make such changes as may be necessary.

STUDENT DISCIPLINE COMMITTEE (APPEALS)

Membership	17 plus student members	Quorum	4
Chair	One lay member appointed to the Committee as below.		
Other members	5 lay members of College Council appointed for three years		
	6 members of the academic teaching staff, from across the academic disciplines, nominated by the Academic Board and appointed for three years (see note 1).		
	6 members of non-academic staff, appointed by College Executive appointed for three years (see note 1).		
	Elected members of the SURHUL Executive.		
Secretary	College Secretary, or nominee		
Meetings per year	When required for a specific case		
Purpose	<ul style="list-style-type: none"> • To deal with incidents of major misconduct by a student where the penalty would be termination or suspension of registration and to deal with appeals against decisions of the Fees Sub-Group. Governed by Statute 20. 		

Terms of Reference

1. A student who has been disciplined for major misconduct and received a penalty imposed by a Vice-Principal (which was approved as required by Statute 20), may submit an appeal to on one or more grounds established in the Student Disciplinary Regulations. If the Chair of Council agrees that an appeal is allowable a Panel will be convened from this Committee to conduct an appeal hearing into the case.
2. The Student Discipline Appeal Committee Panel shall have a Quorum of four and shall comprise:
 - Two Council members of the Committee, one of whom will Chair the Panel.
 - One academic teaching staff member of the Committee who shall not be from the student's department or have had any teaching or significant social contact with the student.
 - One non-academic member of staff who shall not be from the student's department or have had any teaching or significant social contact with the student.

- One student member of the Committee who shall not be from the student's department or have had any significant social contact with the student
5. Where a student's registration has been terminated by the Fees Sub-Group, the student may appeal to the Student Discipline Appeal Committee on specified grounds and a Panel will be convened to conduct a hearing in accordance with (2) above.
 6. The conduct of all hearings will be according to the Student Disciplinary Regulations applicable to the year in which the alleged breach of discipline took place.
 7. Committee decisions will be reported to Council annually.

Reports to

- Council

Effectiveness review

Every three years

***Note**

- (1) *Whilst every effort should be made to appoint members of the Committee to a Panel when required, where insufficient members in any category are available, similarly qualified members of the College may be invited and approved by the Chair of the Council Executive.*

October 2016