

APPENDIX 4 – TERMS OF REFERENCE AND COMPOSITION OF COURT STANDING COMMITTEES

The following committees report to the Court:

- Finance and Estates Committee
- Audit and Risk Committee
- Nominations Committee
- Senior Management Remuneration Committee
- Health and Safety Committee
- Equality and Diversity Committee

FINANCE & ESTATES COMMITTEE

Terms of Reference and Membership

The Committee and its Convener shall be appointed by the Court from amongst its own members and will consist of no less than four and up to six members with no executive responsibility for the management of the institution. At least one member should have a background in finance, accounting or auditing but membership should not be drawn exclusively from people with such a background. The Principal and the Deputy Principal will be ex officio members of the committee. A quorum will be two non-executive members. The Committee may also, if it considers it necessary or desirable, invite one or more advisors with particular expertise to attend meetings.

Authority

The Committee is authorised by the Court to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Court to obtain independent professional advice and expertise if it considers this necessary.

Responsibilities

1. To advise the Court on all matters relating to the finances and financial viability of the University.
2. To ensure that the requirements of the financial memorandum with the Scottish Funding Council are fulfilled, in particular the requirement to maintain financial solvency.
3. To review the annual budget, financial forecasts and cash flow forecasts of the University, and to provide advice thereon to the Court.
4. To receive and consider regularly reports of actual financial performance against budget, review financial performance indicators and to provide advice thereon to the Court.
5. To consider financial aspects of capital developments, with particular regard to their affordability and potential impact on institutional viability.
6. To consider the position of the University's borrowings and other liabilities, in detail at least annually, and to advise the Court of any related issues.

7. To review the investment and treasury management policies of the University. This will include monitoring the performance of investments and the performance of the investment advisers and the investment portfolios under their management.
8. To consider the content of the annual financial statements of the University and the appropriateness of accounting policies, following appropriate advice from the Audit Committee.
9. To provide strategic guidance to the Court on all aspects of the University's heritable estate and property interests.
10. To receive reports on the condition and management of the University's heritable estate and property interests and to provide guidance in regard to these, particularly monitoring the maintenance programme to ensure a backlog does not build up.
11. To report regularly to the Court on all aspects of the University's heritable estate and property interests.
12. To give advice as appropriate on the development and funding of the University's spin out companies.
13. To review the budget, financial forecasts and annual financial statements of the Students' Union.
14. To provide an annual report to the Court on the matters considered by the Committee.
15. To discuss and advise on any other matters involving finance and estates

Membership

- No fewer than four and up to six lay members of the Court, of whom one is Convener
- Principal
- Deputy Principal

In attendance Director of Operations & Finance
Director of Campus & Commercial Services Steve Scott
Chair of Court.

Agenda Setting

The Agenda will comprise certain standing items – reports from the internal and external auditors – and occasional items as proposed by the Convener, Principal, Director of Operations & Finance and Director of Campus & Commercial Services and as determined by the Convener.

Members may request that items be put on the agenda by contacting the Finance & Estates Committee Secretary at least two weeks in advance of the meeting. The Secretary will confer with the Convener and if the item is appropriate, it will be added to the agenda. The agenda will always invite 'Any other competent business' which is a further opportunity for members to raise pertinent business.

AUDIT AND RISK COMMITTEE

Terms of Reference and Membership

The Committee and its Convener shall be appointed by the Court from amongst its own members and will consist of members with no executive responsibility for the management of the institution. There shall be not less than three and up to five members. A quorum shall be 2 members. At least one member should have a background in finance, accounting or auditing but membership should not be drawn exclusively from people with such a background. The Committee may also, if it considers it necessary or desirable, invite an advisor with particular expertise to attend meetings.

Authority

The Committee is authorised by the Court to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Court to obtain independent professional advice and expertise if it considers this necessary.

Responsibilities

- 1) To review the systems and controls established by management to:-
 - a. Ensure proper financial management within the University
 - b. Ensure the effectiveness of the internal control and management systems
 - c. Ensure economy, efficiency and effectiveness of University's activities
 - d. Identify and manage risks, and safeguard the University's assets and interests against losses of any kind
 - e. Ensure that a robust business continuity plan exists and is regularly tested
 - f. Ensure compliance with established policies, procedures, laws and regulations
 - g. Ensure any potential matters of financial irregularity or impropriety are fully investigated
- 2) To report as appropriate to the Court on any internal control or risk management matters highlighted to the Audit Committee
- 3) To receive regular reports on risk management from the Executive Board and to review the annual report on risk management.
- 4) To consider accounting policies and issues in accordance with Financial Reporting Standards, and to make recommendations to Court on these matters as appropriate.
- 5) To review the University's compliance with corporate governance requirements and good practice guidance and advise the Court thereon.
- 6) To recommend to Court selection, appointment, annual reappointment and remuneration of the internal and external auditors
- 7) To receive all relevant reports from the internal and external auditors, to consider any salient issues arising from these reports and to advise the Court thereon.

- 8) To review the scope, efficiency and effectiveness of the work of internal audit, including the basis and results of their internal audit needs assessment, and to approve the annual internal audit programme of work.
- 9) To advise the Court on potential topics for inclusion in a programme of value for money reviews or risk assessments, and to review relevant reports from SFC and Audit Scotland.
- 10) To consider the draft annual accounts from an audit perspective (i.e. the external audit opinion, corporate governance statement, statement of responsibilities of Court and any relevant issues raised in the external auditor's management letter).
- 11) To produce an annual report to Court on the matters considered by the Committee and on the adequacy and effectiveness of the institution's internal control systems.

Membership

No fewer than three and up to five lay members of Court of whom one is the Convener:

In attendance: Principal

Director of Operations & Finance

University Secretary

Convener of Finance & Estates Committee may attend

Agenda Setting

The Agenda will comprise certain standing items – reports from the internal and external auditors – and occasional items as proposed by the Convener, Principal and Director of Operations & Finance and as determined by the Convener.

Members may request that items be put on the agenda by contacting the Audit Committee Secretary at least two weeks in advance of the meeting. The Secretary will confer with the Convener and if the item is appropriate, it will be added to the agenda. The agenda will always invite 'Any other Competent Business' which is a further opportunity for members and auditors to raise pertinent business.

NOMINATIONS COMMITTEE

The Nominations Committee is a Committee of the Court. The Committee shall be appointed by the Court from amongst its own members and will consist of seven members. These include *ex officio* the Chairman and Vice Chairman of Court and the Principal.

Authority

Under the specific powers delegated to it by the Court, the Committee makes recommendation to the Court on suitable candidates for appointment to vacancies on the Court, and to membership of its sub-committees.

The Committee also makes recommendation to the Court on suitable candidates for the role of Chancellor of the University.

In pursuit of these powers, the Committee is authorised by the Court to seek any information it requires from any appropriate source, including independent professional advice and expertise if it considers this necessary.

Responsibilities

1. To publicise vacancies for lay membership of Court within and outwith the University, inviting nomination for such membership from existing members staff and students of the University and inviting application from suitably qualified candidates.
2. To prepare and publish written descriptions of the role and capabilities desirable in a new member, having regard to the qualifications, experience and balance of existing Court membership.
3. To consider candidates for lay membership with regard to:
 - a) Article 6 of the Queen Margaret University, Edinburgh (Scotland) Order of Council 2007.
 - b) The qualifications, experience and balance of existing Court membership.
 - c) The Strategic Plan of the institution.
4. To approach, on behalf of the Court, those candidates who are considered suitable.
5. To make recommendation to the Court on suitable candidates to serve as members of Court.
6. To publicise a vacancy for the position of Chair within and outwith the University, inviting nomination for such membership from existing members staff and students of the University and inviting application from suitably qualified candidates. *To be amended further in compliance with the Higher Education Governance (Scotland) Act 2016.*
8. To consider candidates with regard to:
 - (a) Article 5 of the Queen Margaret University Edinburgh (Scotland) Order of Council 2007;
 - (b) An evaluation of the skills, attributes and experience required of the position of Chair.
9. To receive and consider nominations and applications for the role of Chancellor and to make recommendation to the Court accordingly.

10. To make recommendation to the Court on the re-appointment of members.
11. To make recommendations to the Court on the membership of its sub-committees.
12. To provide an annual report to the Court on the matters considered by the Committee.

Membership

- Chair of Court(Convener)
- Vice Chair of Court
- Principal
- Two lay members of Court in addition to the Chair and Vice-Chair
- One elected or nominated staff member of the Court
- One student member of the Court

The Chair of the Court will Convene, except where the business of the Committee includes managing the appointment of the Chair's successor. In such circumstances, the Committee will appoint from amongst its lay members an alternative Convener.

Agenda Setting

Given the precise nature of the business of this Committee, it is likely that the agenda will remain largely consistent at each meeting.

The agenda will always invite 'Any other competent business' which is an opportunity for members to raise pertinent business.

SENIOR MANAGEMENT REMUNERATION COMMITTEE

The Senior Management Remuneration Committee is a Committee of the University Court.

The Committee and its Convener shall be appointed by the Court from amongst its members and will consist of up to four members with no executive responsibility for the management of the institution. These include ex officio the Chair and Vice- Chair.

The Committee is authorised by the Court to seek any information it requires from any appropriate source, including independent professional advice and expertise, if it considers this necessary.

Proceedings

The Committee reviews the salaries of the Principal and members of the Executive Board with effect from 1 August each year in line with policies and processes determined by the University Court.

The Committee reviews arrangements in place for determining the salaries of those senior staff with Professorial title.

In the event of significant changes in role or responsibilities, the Committee may undertake interim reviews based on recommendations and advice from the Principal and the Head of Human Resources.

Responsibilities

1. To develop on behalf of the University Court, Senior Management Remuneration policies and processes for final determination by the University Court.
2. To determine and review the salaries and terms and conditions of the Principal and the Executive Board in line with agreed policies, and in accordance with good corporate governance.
3. To consider and approve the arrangements in respect of any payment to any member of the Executive Board in respect of the termination of their employment with the University.
4. To report to the Court on its decisions such as to allow the Court to be satisfied that such decisions are in line with agreed policies.

Membership

Vice-Chair of Court (Chair)

Chair of the Court

Two Lay Court members with appropriate skills and experience

In Attendance: Principal

University Secretary (Secretary)

NB - The Principal does not participate in any review by the Committee of his or her salary or reward package. The University Secretary does not participate in any review by the Committee of his or her salary or reward package.

EQUALITY AND DIVERSITY COMMITTEE

Purpose

To set the strategic framework for equality in service provision and in employment across the University.

Function

To promote equality of opportunity and respect for diversity in all aspects of the University's business. Specifically, to aim to eliminate discrimination, advance equal opportunities and foster good relations by tackling prejudice and promoting understanding, thereby ensuring the University avoids the potential for discrimination on grounds of the protected equality strands.

To advise the Senior Management Team, Executive Board and the University Court on the implementation of all aspects of the University's Equality Policy and the University Mainstreaming Report and Equality Outcomes.

Remit

1. To work appropriately within the remit of the committee to support delivery of the objectives of the University's Strategic Plan.
2. To monitor, review and determine the impact of changes in equality legislation for the University, amending practice and policy to ensure legislative compliance.
3. To develop, prioritise, implement and monitor the progress in delivery, of the University's Mainstreaming Report and Equality Outcomes.
4. To prepare, update and/or instigate appropriate equality policies and guidance and monitor the implementation of such policies, including equality impact assessments.
5. To request and/or receive reports relating to equality issues from across the university.
6. To provide advice across the University on the interpretation of the Equality Policy and supporting policy statements .
7. To identify areas that may require equality work and establish working groups to investigate and report as appropriate.
8. To recognise, communicate and promote examples of good 'equality of opportunity' practice from both internal and external sources.
9. To maintain and develop effective networking and liaison in equality and diversity issues. This applies internally to include University Committees as well as externally, sector-wide with working relationships with professional equality professionals and equality bodies such as Equality and Human Rights Commission and Equality Challenge Unit.
10. To provide advice on, and receive updates in relation to, the University's SFC Outcome Agreement with particular reference to learners from different protected characteristic groups.

11. To report regularly to the Executive Board and to Court on the achievement of Equality outcomes.

Membership

Convener

University Secretary

Secretary

Policy Adviser (Governance and Compliance)

Ex-officio Members:

Member of University Court

Acting Assistant Secretary

(External Liaison and Student Services)

Head of Student Services

Legal Adviser

(Governance, Compliance and Student Contract)

UNITE Representative

EIS Representative

UCU Representative

Unison Representative

HR representative

Student President

Student Representative

(Equalities and Diversity Officer)

Head of Research and KE Development Unit

Nominated Members

One nomination from each Division (x7)

One nominee from Operations and Finance

One nominee from University Secretary's Group

HEALTH AND SAFETY

Purpose

The purpose of the Health and Safety Committee (HSC) is to advise and recommend to the University Court the necessary processes to ensure the safety of staff, students and visitors to Queen Margaret University (QMU), and to ensure compliance with relevant health and safety legislation.

Terms of Reference

The HSC reports to Court. The HSC will:

- a) Advise Court on the effectiveness and implementation of the University Health and Safety Policy
- b) Develop and co-ordinate a consistent approach to local implementation plans geared to meet the requirements of QMU strategy, policies and procedures;
- c) Champion and raise awareness of health and safety matters through promotion of health and safety initiatives
- d) Provide a consultative forum on health and safety matters for representatives of all sectors of the University
- e) Analyse incident statistics, disease trends and occupational health concerns
- f) Monitor the health and safety performance of the University
- g) Review health and safety policies and procedures to ensure they remain fit for purpose
- h) Review constituency concerns

Membership

Ex officio

Director of Operations and Finance (**Convener**)
Head of Human Resources
Chief Technician, Health Sciences
Health and Safety Adviser
Campus Services representative (TBD)
School Managers
Students' Union Manager

Nominated

Member of University Court
Unite representative
UCU representative
EIS representative
Unison representative

Elected – elected for terms of three years to a maximum of two terms.

Academic staff representative
Support staff representative

Court committee structure diagram

