

BRUNEL UNIVERSITY LONDON

Council Ordinance 5

5.1 FINANCE COMMITTEE

Membership

There shall be a Finance Committee of the Council with the following membership:

- Chair of Council, ex-officio or his/her nominated representative
- Deputy Chair of Council, ex-officio
- The Vice-Chancellor and President, ex-officio
- At least one and no more than five other Independent members of Council [one as Chair/Chairman of the Committee];
- At least one and no more than four members of the senior staff of the University as appointed to Council in accordance with the Ordinances
- Chief Financial Officer
- The President of the Union of Brunel Students

Officers in attendance:

- The Deputy Director of Finance
- Head of Management and Research Accounts
- The Secretary to Council shall be Secretary of the Finance Committee

Period of Office

The members of the Committee, other than the ex-officio members, shall serve for a period of not more than three years [renewable once for a period of three years]

Appointment of Chair

The Council shall appoint a Chair from among its members, other than those who are members of the staff or students of the University, who shall hold office for such periods as may be determined by the Council.

Meetings

The Committee shall meet at least three times a year.

Quorum

The Chair and four members of the Committee, of whom at least one [excluding the Chair] shall be an independent member of Council, shall constitute a quorum. In the absence of a quorum no business shall be transacted other than the adjournment of the meeting. At the adjourned meeting the business for which the original meeting was called may be completed in the absence of a quorum.

Procedure

The Committee shall regulate its own procedures for the conduct of its meetings.

POWERS, DUTIES & FUNCTIONS

Subject to the terms of the Charter and Statutes, the Committee shall have the following powers, duties and functions:

1. To regulate the finances, accounts and investments of the University.

2. To develop annually a financial strategy setting out the parameters to be taken into account in the development of the annual budget. This strategy shall be presented to Council for its approval.
3. To review the constituent elements of the annual consolidated budget of the University, including revenue, capital and cash flow forecasts, and make recommendations to Council as to its approval
4. To authorise capital expenditures, loan-financed schemes, and investments in subsidiaries and associated companies, which are consistent with the approved annual budget; those which are not consistent, but have the support of the Committee, should be referred to Council for final approval.
5. To review periodically the effectiveness of the process of formulation, appraisal and management of capital projects
6. To review interim reports of actual and forecast outturns against the approved budgets, and to draw Council's attention to any materially significant variations in revenues, expenditures (including capital expenditures) and cash flows
7. To approve the annual budgets of the University's trading activities, self-financing institutes and subsidiary companies and to monitor, as appropriate, the actual and projected outturns
8. To review the consolidated annual financial statements of the University, including the accounting policies applied, the report of the external auditors and their Management Letter, and to inform Audit Committee whether there are any issues relevant to their consideration of the financial statements
9. To control the use of the University's reserves
10. To review periodically the performance of the various staff pension schemes to which the University contributes, assess the impact of surpluses or deficits in those schemes on future contributions, make appropriate representations to the managers of those schemes, and report any significant concerns to Council
11. To approve detailed arrangements for effective financial control and to ensure that recommendations are made to Council on a timely basis to amend and update the Financial Regulations accordingly
12. To review the audited annual accounts of the Union of Brunel Students and to maintain general oversight of its financial health
13. To recommend to Council the appointment of the University's bankers, investment managers and financial advisors, but not the Auditor or Auditors specified in clause 12 of the Statutes, whose appointment and remuneration shall be fixed by Council on the recommendation of the Audit Committee
14. To establish as required, and receive reports from, specialist groups competent to advise the Committee on technical matters. Such groups may include persons that are not members of the Finance Committee
15. To submit the minutes of its meetings to Council together with such other reports as may be appropriate or required.

5.2 AUDIT COMMITTEE

Membership

Membership should comprise of up to 6 persons with at least four being independent members of Council. Up to two persons may be co-opted members, all of whom shall be independent of the University. No employee of the University may be a member of Audit Committee.

The Chair of Council may not be a member of Audit Committee.

Period of Office

The members of the Committee, other than the Chair, shall serve for a term of three years renewable once. The Chair shall be appointed by Council, from the independent members of Council, for a period of up to four years [non-renewable].

Terms of Reference

1. To gain assurance that the University's risk management, internal control and governance arrangements are adequate and effective and, in this regard, to scrutinise representations made by management, internal auditors' opinions on areas they reviewed, the external auditors' management letter and such other sources of assurance as may be available.
2. To advise the Council on the appointment of 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.
3. To discuss if necessary with the external auditors, before the audit begins, the nature and scope of the audit.
4. 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 other matters the external auditors may wish to discuss (in the absence of Management where necessary).
5. To consider and advise Council on the appointment and terms of engagement of the internal audit service (and the head of internal audit, if applicable), the audit fee, the provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors.
6. To review and approve the internal auditors' audit needs assessment and the audit plan; to consider major findings of internal audit recommendations and Management's response; and promote co-ordination between the internal and external auditors. The Committee will ensure that the resources made available for internal audit are sufficient to meet the University's needs (or make a recommendation to Council as appropriate).
7. To monitor the implementation of agreed audit-based recommendations, from whatever source.
8. To ensure that all significant losses, as a result of fraud or other irregularity, have been properly investigated and that the internal and external auditors, and where appropriate the HEFCE Accounting Officer or other funding body, have been informed.

9. To oversee the University's policy on fraud and irregularity, including being notified of any action taken under that policy.

10. To oversee the management and quality assurance processes of data submitted to HESA, HEFCE and other funding and statutory bodies.

11. To satisfy itself, based upon representations from Management and advice from the internal auditors, that satisfactory arrangements are in place to promote economy, efficiency and effectiveness and to monitor and evaluate the University's Value for Money strategy

12. To receive any relevant reports from the National Audit Office, the HEFCE and other organisations.

13. To monitor annually the performance and effectiveness of external and internal auditors.

14. To consider the annual financial statements in the presence of the external auditor, including the external audit report and opinion, any relevant issue raised in the external auditors management letter, the corporate governance statements, including the statement of internal control and any other audit related matters. Appropriate reliance will be placed on the Finance Committee's review of the process of drawing up the accounts, accounting principles and their application, financial disclosures and accounts adjustments and financial strategy, planning and performance.

15. To ensure the proper use of public funds in accordance with the Financial Memorandum between the University and the Higher Education Funding Council for England, and in accordance with Funding Agreements between the University and:

- i. The Training and Development Agency for Schools;
- ii. the Student Loan Company;
- iii. other regulatory and funding bodies.

16. To review recommendations from the internal auditors in respect of the effectiveness of the process of formulation, appraisal and management of capital projects.

17. To review the consolidated annual financial statements of the University, the report of the external auditors and their Management Letter, and to make recommendations to Council as to the approval of such financial statements.

Authority

1. The Committee is authorised by Council 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.

2. The Committee is authorised by Council to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the designated officer and/or Chair of Council. However, it may not incur direct expenditure in this respect in excess of £10,000 per annum, without the prior approval of Council.

Quorum

Quoracy is 50% of the Committee's membership and must include at least two independent members of Council.

Frequency of Meetings

Meetings shall normally be held at least three times each financial year. The external auditors or internal auditors may request a meeting if they consider it necessary

Attendance at Meetings

The Chief Operating Officer, the Director of Finance (or equivalent) and representatives from the internal auditors and external auditors shall normally attend meetings where business relevant to them is to be discussed. However, at least once a year the Committee shall meet with the external and internal auditors without any Officers present.

Reporting procedures

The Committee will prepare an annual report for the University's financial year. The report will be addressed to Council and designated officer, summarising the activity for the year and any significant issues that have arisen up to the date of the report, which affect the opinion referred to below. It will give the committee's opinion on the adequacy and effectiveness of the University's risk management, control and governance arrangements and the arrangements for security economy, efficiency and effectiveness.

Clerking arrangements

The Secretary to the audit committee will be Secretary to Council, or other appropriate independent individual.

Audit Committee Arrangements from 1 April 2016-31 December 2016

At its meeting held on 25 November 2015 Council agreed:

- i. To suspend the Ordinance requiring an independent member of Council to be the Chair of Audit Committee from 1 April 2016 until 31 December 2016 to allow the appointment of a co-opted Chair for this period;
- ii. that the quorum for the period of 1 April 2016 until 31 December 2016 should be set at 50% which must include either two independent members of Council or the Chair of Audit Committee and one independent member of Council.

5.3 HEALTH AND SAFETY COMMITTEE

Title

The full title of the committee is the Brunel University London Health and Safety Committee.

Reporting Line

The committee reports to the Vice-Chancellor and President; and to Council.

Purpose and Functions

The committee consists of representatives of University management, staff and the Student Union President. It has both an executive and a consultative role in fostering best practice and continuous improvement in the standards of health, safety and welfare of all campus users.

In its executive role, the committee is responsible to the Vice-Chancellor and President; and Council for:

1. To monitor and review the implementation of policies and procedures to facilitate the development and maintenance of safe systems of work and compliance with existing and impending legislation;
2. Agreeing appropriate objectives and timescales;
3. Fostering the organisation and the planning necessary for effective risk management, particularly in relation to new practices, substances and plan, and in relation to contractors' activities;
4. General oversight of implementation, with particular reference to risk management, health and safety training, and communications;
5. The examination of accident reports and recommendations; other internal health and safety reports; reports relating to comparable institutions and any reports from enforcement authorities;
6. To promote involvement and active engagement with issues of health, safety and welfare by staff, students and visitors to the University;
7. To ensure adequate provision and promotion of health, safety and welfare education and training for staff and students;
8. The monitoring, audit and review of the overall efficacy of the health, safety and welfare management system as outlined in 1 – 7 above;
9. The submission of an annual report to Council.

In its consultative role, the committee is responsible to the Vice-Chancellor and President and Council for ensuring effective consultation on, and promoting staff and student involvement and participation in each of its functions.

Officers

The Committee is chaired by the Vice-Chancellor and President's nominee who appoints its Secretary.

The Committee itself elects a Deputy Chair from among its members – excluding those who are ex-officio or who are co-opted.

Membership

- The Vice-Chancellor and President's nominee (the Chair)
- One member of Brunel staff nominated by each of the following unions: UCU, GMB, Unite Union and Unison
- The President of the Union of Brunel Students
- One representative from each College
- One representative from Institutes
- The following ex-officio: Director of Estates; Deputy Director of Human Resources; Assistant Director of Commercial Services – Health, Safety and the Environment; Head of Risk; and the Secretary to Council and University Secretary
- An independent member of Council or a co-opted member of the Audit Committee [for meetings when Health and Safety *Assurance* items are considered]

- An advisor who is not an employee of the University [for meetings when Health and Safety Assurance items are considered]
- The Committee may co-opt additional members for specified purposes at its own discretion

Meetings

The Committee meets five times a year.

The agenda and associated papers should be sent to members one week in advance of each meeting and the draft minutes as soon as practicable after each meeting.

Powers

The Committee may appoint sub-committees or working groups for specified purposes at its own discretion; and may invite other members of staff and/or students to serve on those sub-committees or groups.

The committee may require appropriate officers or qualified individuals to carry out inspections, analyse substances, and, within the limits of data protection and patient confidentiality, inspect paperwork and other records associated with university activities.

The committee may make recommendations to the Vice-Chancellor and President and Council on matters of health, safety or welfare, and may in particular recommend that specified plant or materials be prohibited from use or that specified activities be suspended, whether or not pending further investigation.

The committee may make arrangements for the training of its members.

The committee may call for reports from Colleges, Institutes, departmental and specialist health and safety committees and may nominate members to attend those committees.

Health and Safety Committee Membership August 2017

Mr P Thomas, Chief Operating Officer [Chair]
Vacant [Deputy Chair]

Mr D Bannister, Director of Estates

Ms T Henshaw, Institutes Director of Operations
Mr M Keighley, College of Health and Life Sciences
Ms A Oliver, College of Business, Arts and Social Sciences
Mr P Worthington, College of Engineering, Design and Physical Sciences

Ms G Bailey, Deputy Director of Human Resources
Mr N Hobbs, Head of Risk

Mr V King, Assistant Director of Commercial Services - Health, Safety and the Environment
Mr J Benson, Secretary to Council and University Secretary
Ms B Alabi, Secretary

Mr N Turner, UCU Nominee
TBC, Amicus Nominee
Mr G Jones, Unison Nominee

Mr P Boyling, GMB Nominee

Ms P Otermans, President of the Union of Brunel Students

Vacant – Assurance Professional

Mr T Belisario – Co-opted member of the Audit Committee

5.4 REMUNERATIONS COMMITTEE

Membership

- The Chair of Council
- The Deputy Chair
- Up to three, but not less than two, Independent Members of Council nominated by Council.
- The Vice-Chancellor and President
- One Deputy Vice-Chancellor.

The Committee may also co-opt an additional independent member for a specific period of time not exceeding 12 months.

The Members of the Committee and attendees shall withdraw from the meeting when their own salary or conditions of service or severance arrangements are being discussed.

Decisions of the Committee will be based upon a range of relevant factors including commercially led judgements and with retention rates being a key focus of any review.

The Committee shall be quorate when three independent members are present. Absentees will be consulted on any decisions made by the Committee.

The Chair of the Remunerations Committee will be appointed by Council following a recommendation from Nominations Committee.

Period of Office

The members of the Committee, other than the Chair, Deputy Chair and ex-officio members, shall serve for a period of not more than three years [renewable once for a period of up to three years].

Terms of Reference

The Committee shall:

1. Review and determine the salary and terms and conditions of the Vice Chancellor and the Secretary to Council/University Secretary;
2. Consider, on the recommendation of the Vice-Chancellor, *and determine the remuneration of all his/her direct reports* and receive a report from the Vice-Chancellor on the performance of the senior management team;
3. Review severance arrangements for members of staff remunerated in excess of £70,000;
4. Receive a statistical report on the salary enhancements awarded to professorial and professorially-related staff;

5. Consider any exceptional arrangements in respect of staff remuneration packages and benefits including, but not necessarily limited to, relocation packages and initiatives aimed at attracting staff to the University.

6. To consider aspects of the University's reward schemes as appropriate.

7. Submit an Annual Report for publication on the work of the Remunerations Committee to Council.

Meetings

The Committee shall meet at least annually. The Director of HR may be invited to attend the meetings of the Committee to provide it with advice and information. A confidential record of the meeting shall be kept by the Secretary to Council.

5.5 NOMINATIONS COMMITTEE

Membership

- The Chair of Council
- The Deputy Chair
- Up to three, but no less than two, Independent Members of Council nominated by Council.
- The Vice-Chancellor and President
- The Provost
- The President of the Union of Brunel Students

The Committee may also co-opt an additional independent member of Council for a specific period of time not exceeding 12 months. Any such co-option will be reported to the next meeting of Council.

The Committee shall be quorate when three independent members are present. Absentees will be consulted on any decisions made by the Committee.

The Chair of the Nominations Committee will be appointed by Council following a recommendation from Nominations Committee.

Period of Office

The members of the Committee, other than the Chair, Deputy Chair and ex-officio members, shall serve for a period of not more than three years [renewable once for a period of up to three years]

Terms of Reference

1. The Committee shall monitor the Skills Matrix on behalf of Council and its committees and shall seek, by a variety of means, to invite appropriate nominations for Council membership from the wider community within and outside the University
2. The Committee, shall, having considered nominations made to it, make recommendations to the Council of persons for appointment to the Council.
3. The Committee shall also consider and recommend to Council the composition of Council Committees, the Council members to fill vacancies on joint committees of the Council and the Senate, and members to be recommended to Council for

appointment as members of the University Court. The Chair of the relevant Committee will be consulted before any proposals are submitted to Council.

4. The Committee shall review at least annually the record of attendance of members and any other performance criteria set by Council and shall advise Council on any issues arising therefrom in accordance with Ordinance 2.12.
5. The Committee shall advise Council on all matters relating to the governance at the University, ensuring that the Charter, Statutes, Ordinances and other policies and regulations are periodically reviewed.
6. The Committee shall prepare written descriptions of the role and capabilities desirable in member(s) including that of the Chair and Deputy Chair.

5.6 SPECIAL PROJECTS COMMITTEE

Current Membership

- An Independent Member of Council as Chair*
- Deputy Chair of Council
- Member of Finance Committee
- Member of Audit Committee
- Two Independent members of Council
- One internal member of Council
- The Vice-Chancellor
- The Chief Operating Officer
- The Chief Financial Officer
- The Provost

*The Chair will be appointed by Nominations Committee

The purposes of the Group are:

1. To undertake due diligence enquiries and necessary scrutiny on behalf of Council on matters of strategic or fundamental importance to the University;
2. To report to Council as appropriate.

Meetings

The Committee will meet as required at the request of the Chair of Council or Council itself.

The Group may call “expert witnesses” (whether internal or external) in person, or to provide briefings. It may meet on University premises or elsewhere as it sees fit.

Officers

The Secretary to Council shall be Secretary to the Committee.

One or more of the Deputy Vice-Chancellors and other Senior Officers as deemed appropriate by the Chair who will be expected to be “on call” for any meetings.

JOINT COUNCIL AND SENATE COMMITTEES

5.7 UNIVERSITY RESEARCH ETHICS COMMITTEE

Membership

- Chair
- Deputy Chair
- Deputy-Vice-Chancellor (Research)
- Dean of Research
- Director, Graduate School
- Designated Individual, Human Tissue Licence Holder
- Chair of the Animal Welfare Ethical Review Board
- Vice Dean Research, CBASS
- Vice Dean Research, CEDPS
- College Research Manager, CBASS
- College Research Manager, CEDPS
- College Research Manager, CHLS
- Director, BEEC
- Director of Operations, Institutes
- Institute Representative
- Research Ethics Officers [by College/Department]
- President, UBS
- VP Postgraduate, UBS
- RSDO Representative
- Health and Safety Representative
- Governance, Information and Legal Office Representative
- External Member
- External Member
- External Member
- Co-opted individuals representing the University or Council
- Secretary

Terms of Reference

1. To consider general ethical issues relating to research and enterprise activities within the University in order to uphold the good standing of the University and its staff and to articulate University-wide standards and a framework (including codes of practice where appropriate) to ensure that all research conducted within the University, particularly that involving human subjects or material derived therefrom, meets the University's ethical standards.
2. To be accountable to the Council and Senate of the University and have independent, delegated authority from Council and Senate to approve, with or without modification, or to reject proposals for research involving human subjects or material derived therefrom, or proposals which are referred to it on ethical grounds.
3. To take all reasonable steps to embed a culture and awareness of ethics in research within the University, with particular reference to training in research ethics.
4. To require reports from relevant committees or sub-groups within Schools and institutes.
5. To act as a University forum and expert panel for all ethical issues in relation to research and enterprise and ensure awareness of research ethics issues throughout the

University as determined by current and relevant national and international codes of best practice.

6. To be the appropriate body to consider the ethical implications of particular research partnerships and of particular sources of research funding.
7. To provide an annual report to Council and Senate.

5.8 The Ethics Advisory Committee for the University.

Preamble

The Ethics Advisory Committee exists to support Council and the University in ensuring that the aims and objectives of the Ethical Framework are fulfilled.

The Ethics Advisory Committee can be charged with responsibility for considering matters referred to it by Council, Senate, the Vice Chancellor, the Executive or any other Committee or body within the University. The Ethics Advisory Committee acts in an advisory capacity to Council and none of its decisions are binding on the University or any of its Committees.

Responsibilities:

- To seek assurance that there are adequate monitoring, reporting and accountability processes to ensure that the objectives of the Ethical Framework are fulfilled.
- Ensuring due ethical consideration is given to all major decisions made within the University and to contribute to the promulgation of good ethical practice.
- Monitoring mechanisms used to raise ethical concerns.
- Assessing reports and overseeing subsequent actions following breaches of the ethics related policies or allegations of misconduct relating to matters covered by the Ethical Framework.
- Developing and reviewing the effectiveness of and updating ethics and related policies.
- Liaising with stakeholders over ethical issues.
- Advising on ethical issues as they affect the University, providing briefing and identifying training needs to enhance integrity and ethical behaviour.

Membership

- A nominated independent member of Council who shall be Chair [the Chair shall not be the Chair or Deputy Chair of Council or the Chair of any of its Committees];
- A member of Council who shall not be the Chair or Deputy Chair of Council;
- Up to two members of the Executive Board;
- a member of the Audit Committee who is also an independent member of Council;
- An elected representative of the UBS;

- One Deputy Vice-Chancellor.

The quorum shall be one independent member of Council plus three other members. If the Chair is unavailable to attend the meeting an independent member of Council will be appointed to Chair in her/his absence.

The Committee shall have the power to co-opt up to two further members to deal with specific matters referred to the Committee and is able to invite other attendees on an ad hoc basis. In exceptional circumstances, and with the permission of Council, the Committee may co-opt one of these members from outside the University.

The members of the Committee shall serve for a period of not more than three years [renewable once for a period of three years]

Officers in attendance are:

- The Secretary to Council or his/her representative shall be Secretary of the Ethics Advisory Committee
- By convention the Chair of UREC will be invited to attend.

The Committee reserves the right to request the attendance of staff and any member of the University.

Meetings

The Ethics Advisory Committee shall meet at least once a year and will meet on an ad hoc basis to conduct ethical due diligence on any major decision or undertaking that might be referred to it

Procedure

The Ethics Advisory Committee shall regulate its own procedures for the conduct of its meetings and will report to Council on an annual basis.

Approved by Council 30 January 2013

Revised in July 2014 and in May 2016

5.9 There are also two non-standing committees of Council:

- Grievance Committee (see Council Statute 2)
- Redundancy Committee (see Statute 2)

5.10 THE HONORARY DEGREES COMMITTEE

Membership

- The Chair of Council
- The Deputy Vice-Chancellors
- The Pro-Vice-Chancellors
- The Secretary to Council
- Three independent members of the Council
- Three members of the Senate
- The President of the Union of Brunel Students

- The Vice-Chancellor and President (Chair)

Meetings

- As required

Terms of Reference

1. To recommend to the Senate and to the Council the names of persons for the conferment of an Honorary Degree.
2. To recommend to the Senate and to the Council criteria for the conferment of the title of Emeritus Professor.
3. To recommend to the Senate and to the Council the names of persons upon whom the title of Emeritus Professor should be conferred.
4. To recommend to the Senate and to the Council the names of persons upon whom the title of Honorary Fellow should be conferred.
5. To appoint lecturers to deliver such occasional named lectures as may be instituted.