

# **UCEM Board of Trustees**

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## Terms of Reference

Version: 22.00  
Status: Final  
Author: Jane Fawkes  
Date: 19/09/2024

## Board of Trustees – Terms of Reference

### Continuation page

# Approval History

Version	Date	Comments	Approver
1.00		Existing Terms of Reference	Board of Trustees
1.01	22/02/2017	Reviewed to comply with CUC Higher Education Code of Governance and re-formatted	Nominations & Governance Committee
2.00	29/03/2017	Presented to Board as pre-approved by Nominations & Governance Committee	Board of Trustees
2.01	19/06/2017	Removal of responsibility 2.12 following agreement at Nominations & Governance Committee that this will sit with Audit Committee	Board of Trustees
3.00	28/06/2017	Approved	Board of Trustees
4.00	28/03/2018	Approved – revised membership	Board of Trustees
5.00	07/06/2018	Annual re-approval, small wording amendments	Nominations & Governance Committee
6.00	28/06/2018	Revised membership following appointments to Board on 28 <sup>th</sup> June 2018	Board of Trustees
7.00	25/01/2019	Updated to membership and one small amendment	Nominations & Governance Committee
8.00	27/06/2019	Annual re-approval, no amendments	Board of Trustees
9.00	22/01/2020	Annual re-approval	Nominations & Governance Committee
10.00	26/03/2020	Updated membership	Board of Trustees
11.00	28/01/2020	Annual re-approval and minor amendments	Nominations & Governance Committee
12.00	09/07/2021	Annual re-approval and minor amendments	Board of Trustees
13.00	25/11/2021	Updated membership	Board of Trustees
14.00	07/07/2022	Updated membership	Board of Trustees
15.00	29/09/2022	Updated membership	Board of Trustees
16.00	01/12/2022	Updated membership	Board of Trustees
17.00	30/03/2023	Updated membership and minor amends	Board of Trustees

## Board of Trustees – Terms of Reference

### Continuation page

18.00	25/08/2023	Updated membership	Nominations & Governance Committee
19.00	30/11/2023	Updated membership	Board of Trustees
20.00	22/02/2024	Updated membership and nomenclature	Nominations & Governance Committee
21.00	11/07/2024	Updated membership	Board of Trustees
22.00	19/09/2024	Updated membership	Board of Trustees

# Board of Trustees – Terms of Reference

## Continuation page

### 1. Key Purpose

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

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

In addition to this, the Board is responsible for ensuring that UCEM meets the conditions of registration with the Office for Students, the requirements of the ESFA, the requirements of any other body to which UCEM is directly accountable and the expectations of the Higher Education Code of Governance.

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

### 2. Terms of Reference

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

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

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

## **Board of Trustees – Terms of Reference**

### **Continuation page**

- 2.8 To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
- 2.9 To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
- 2.10 To safeguard the good name and values of the institution.
- 2.11 To appoint the head of the institution as Vice Chancellor, and to put in place suitable arrangements for monitoring his/her performance.
- 2.12 To appoint a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
- 2.13 To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, to approve the appointment of UCEM Auditors, and to have overall responsibility for the institution's assets, property and estate.
- 2.14 To be the institution's legal authority and, as such, to ensure that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name.
- 2.15 To receive assurance that adequate provision has been made for the general welfare of students.
- 2.16 To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
- 2.17 To ensure that the UCEM Royal Charter is followed at all times and that appropriate advice is available to enable this to happen.
- 2.18 To promote a culture which supports inclusivity and diversity across the institution.
- 2.19 To maintain and protect the principles of academic freedom and freedom of speech legislation.
- 2.20 To ensure that all students and staff have opportunities to engage with the governance and management of the institution.

## **3. Reporting**

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

## Board of Trustees – Terms of Reference

Continuation page

### 4. Membership of the Board of Trustees

Name	Title
Prof. Nick Braisby	Independent Trustee (Vice Chair Designate – from September 2024)
Amanda Clack	Chair
Christopher Costigan	Independent Trustee
Adam Denton	Student Trustee
Jyotveer Singh Gill	Independent Trustee
Nick Hughes	Independent Trustee
Jon Hubert	Staff Trustee
Dr Stephen Jackson	Independent Trustee (Vice Chair)
Ros Kerslake CBE	Independent Trustee
Prof. Michelle Jones	Independent Trustee
Dr Liz Marr	Independent Trustee Designate (from March 2025)
Peter McCrea OBE	Independent Trustee
Ben McManus	Student Trustee
Dominic O'Rourke	Independent Trustee
Jules Quinn	Independent Trustee
Gareth Ralphs	Independent Trustee
Graeme Scott	Independent Trustee (Honorary Treasurer)
Charlotte Thackeray	Staff Trustee
Ashley Wheaton	Vice Chancellor and Ex-Officio Trustee

### 5. Attending As Observer/Invitee

Name	Title
Jane Fawkes	Deputy Vice Chancellor and University Secretary
Lyndsay Hughes	Clerk to the Board of Trustees
Chrystal Augustine	Board Apprentice
Lucy Gaitskell	Board Apprentice
TBC	Periodic invitations will be issued to Trustees, University College Staff and/or advisers where relevant for a specific agenda item

## **6. Quorum/Decision Making**

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

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

## **7. Frequency of Meetings**

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