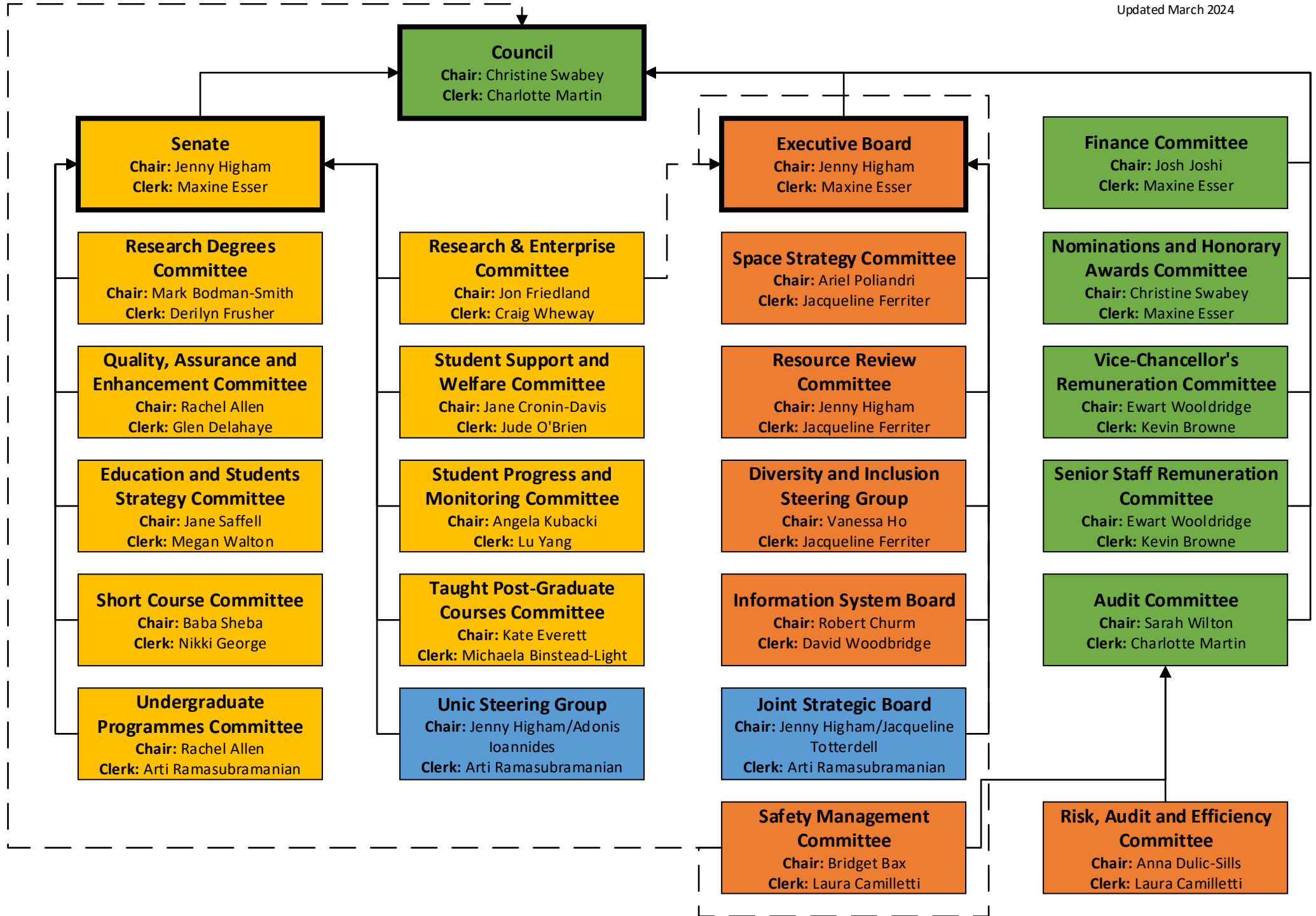


Governance: Council and Council Subcommittees

FOR 2023-2024 ACADEMIC YEAR
GOVERNANCE, LEGAL AND ASSURANCE SERVICES



St George's, University of London

Council - Terms of Reference

Extract from the Statutes

3 MEMBERSHIP OF THE COUNCIL

A. Membership

The Council shall consist of the following persons:

External Members

thirteen persons not being members of staff or students of SGUL or UoL, appointed by the Council, of whom at least two are persons representing Higher Education and/or the National Health Service;

Internal Members

no more than nine persons comprising:

Ex Officio

the Vice-Chancellor;

the Deputy Vice-Chancellor(s) as designated by Council;

the Dean, of Students or as designated by the Vice-Chancellor;

Elected Members

one person being a member of the Academic Staff, elected by and from the Academic Staff;

one person being a member of the support staff, elected by and from the members of SGUL who are not Academic Staff;

two persons being Students, elected by the Students' Union.

B. Period of office of members

- (i) Procedures for the appointment and election of members to the Council including procedures for the filling of casual vacancies, shall be prescribed in the Standing Orders of Council (and in the Constitution of the Students' Union in respect of the student members).
- (ii) Members shall be appointed for a period of three years and shall be eligible for appointment for a second or further period of three years (or shorter period) up to a maximum of nine years. Thereafter they shall be eligible for reappointment (in exceptional circumstances only) for further periods of one year, on each occasion subject to the sanction of a resolution of Council.

Elected members other than student members shall be elected for a period of three years and shall not be eligible for re-election for a further such period until there has been an interval of at least one year.

- (iii) The two student members shall be elected in accordance with the constitution of the Students' Union and shall serve for a period of two years unless the Council resolves otherwise. They shall not be eligible for re-election for a further such period until there has been an interval of at least one year.
- (iv) Periods of appointment or election of members of the Council shall normally commence on 1 October except that any member appointed or elected to fill a casual vacancy shall be a member only for the unexpired portion of the period of cooption or election of the member replaced but any such period shall be disregarded in determining that appointed member's eligibility for further appointment or election.

C. Cessation of membership

- (i) *Ex officio* members of the Council shall cease to be members on vacation of the relevant office.
- (ii) Elected members of the Council shall cease to be members of the Council if they cease to be eligible in the categories in which they were elected.
- (iii) Any member of the Council who is absent from meetings of the Council for twelve consecutive calendar months shall cease to be a member of the Council unless the Council decides otherwise.
- (iv) The Council may require any member of the Council who has a receiving or bankruptcy order made against him or her, or who makes an arrangement or

composition with his or her creditors or who is convicted on indictment of a criminal offence, to resign from membership.

- (v) Any member of the Council may resign by sending notice of resignation in writing to the Clerk to the Council.

D. Register of Council members' interests

- (i) A Register shall be maintained by the Clerk to the Council of Council members' interests which shall be made available to members of the public and to other Council members, staff and Students at any reasonable time on request.
- (ii) The Standing Orders shall prescribe what is to constitute an interest capable of being entered into the Register of Council members' interests (a "Registrable Interest"), when a duty to disclose a Registrable Interest arises, the arrangement for the disclosure of such Registrable Interests and what action is to be taken by the Council if a Council member fails to disclose a Registrable Interest.

4 POWERS OF SGUL

SGUL shall have power to do any lawful thing in furtherance of its objects and, without prejudice to the generality of the foregoing, shall have power:

- (i) to provide instruction in the fields of medicine, nursing, midwifery, allied health professions, in biological sciences and any other sciences, and in social work, in healthcare management and in all matters connected with the practice of medicine and surgery and allied subjects in all their branches and in any other subject or area as SGUL should determine and to prepare Students for Degrees, Diplomas, Certificates and other distinctions of SGUL and of UoL and of such other bodies as are agreed by SGUL;
- (ii) to make provision for research and for the advancement and dissemination of knowledge in such manner as SGUL determines, including by way of licensing or spin-out or other enterprise activities;
- (iii) to prescribe in Statutes and/or Regulations the requirements for matriculation and the conditions under which persons shall be admitted to and discharged from SGUL and to any particular course of study therein;

- (iv) to prescribe in Statutes and/or Policies, Procedures and Regulations provisions for discipline in SGUL;
- (v) to confer the status or title of Visiting Professor, Visiting Reader, Professor or Reader or other similar status or title in accordance with the Statutes and Ordinances of SGUL;
- (vi) to institute and award (or appoint persons to) SGUL Fellowships, Studentships, Scholarships, Exhibitions, Bursaries, Prizes and other incentives to study and research;
- (vii) to establish or abolish such posts, both academic and non-academic, as SGUL may require; to appoint persons thereto; to prescribe their conditions of service, to remunerate and to remove them;
- (viii) to enter into and carry out arrangements or agreements in association with NHS Trusts or their successor bodies and with other bodies, in order to provide facilities for the promotion of the objects of SGUL;
- (ix) to provide services for research, design, development and testing and for this purpose to enter into arrangements with other institutions, public bodies or other third parties;
- (x) to sell or otherwise provide such goods and services as may be deemed expedient and consistent with the objects of SGUL;
- (xi) to determine, demand and receive fees, subscriptions and deposits;
- (xii) to solicit, receive and administer grants, subscriptions, donations, endowments, legacies, bequests, gifts or loans of money, lands, hereditaments and any other property, real or personal, including patent rights and copyrights and other intellectual property, and to purchase, lease, hire, mortgage, sell or otherwise acquire or dispose of any real or personal property and to borrow or raise money for the purposes of SGUL on such terms and on such security as may be thought fit;
- (xiii) to act as trustees or managers of any property, legacy, endowment, bequest or gift for purposes of education, research, or otherwise for the furtherance of the work or welfare of SGUL;

- (xiv) to give guarantees and other collateral undertakings to financial institutions or others for the payment of any sums of money on the performance of any contract or obligation by any company, body, society or person whether in pursuance of continuing arrangements or not;
- (xv) to provide, construct, improve, maintain, administer, supervise, regulate, let, mortgage and dispose of land, buildings, fixtures, fittings, furniture, equipment and apparatus and any other property deemed desirable for the purposes of SGUL;
- (xvi) to provide, construct, improve, maintain, administer, regulate, let, mortgage and dispose of residential accommodation for the staff and Students, and to approve and inspect other accommodation in which Students reside;
- (xvii) subject to the approval of UoL, to enter into any agreement either for the incorporation within SGUL of any other institution and for taking over its rights, property and liabilities, or for amalgamation with any other Member Institution of UoL, or other institution and to co-operate or collaborate by whatever means with other recognised institutions of higher or further education for such purposes as SGUL may from time to time determine;
- (xviii) to print and publish any newspapers, periodicals, books, reports or leaflets and produce and distribute films, videotapes, CDs, DVDs or other media of a documentary or scientific character with a view to furthering the objects of SGUL; and
- (xix) to do all such other acts and things, including entering into, varying, performing and cancelling contracts, instruments and arrangements with any person, whether incidental to the powers aforesaid or not, as may be requisite in order to further the objects of SGUL.

5 POWERS AND RESPONSIBILITIES OF THE COUNCIL

- (i) The Council shall be responsible for ensuring that the objects of SGUL are fulfilled and shall govern, manage and regulate the finances, accounts, investments, property, business and all the affairs whatsoever of SGUL.
- (ii) The Council shall have the powers prescribed as "Powers of SGUL" in Statute 4, the powers and duties prescribed in this Statute 5, and such other powers as may be

necessary or expedient for the fulfilment of the objects of SGUL except those specifically vested in the Senate under the provisions of Statute 10. However, before making any decision which the Council considers to affect the academic policy of SGUL the Council shall take into consideration any recommendations or report thereon of the Senate.

- (iii) In execution of the powers of SGUL numbered (i) to (vi) in Statute 4, the Council shall be required to consult the Senate and invite its recommendations. The Council shall have power to accept, reject or refer back such recommendations, except that no such recommendations may be rejected unless the Senate is informed of the reasons for such rejection and is given an opportunity to comment thereon to the Council.
- (iv) In exercise of its powers the Council shall be required to take into account and be mindful of the views expressed by the Academic Forum on any matter which the Academic Forum wishes to draw to the Council's attention.
- (v) In addition, the Council shall have the following specific powers and duties:
 - (a) to appoint members to the Council;
 - (b) to appoint the Chair and Vice-Chair of the Council and to appoint the Treasurer;
 - (c) to remove from office the Chair or Vice-Chair of the Council or the Treasurer by Special Resolution;
 - (d) to appoint External and Internal Auditors and determine such Auditors' remuneration;
 - (e) to appoint the Vice-Chancellor, Deputy Vice-Chancellor(s), Clerk to the Council, Deans, Directors of Institutes and other officers of SGUL (with the exception of the Chair of Academic Forum), all members of the Academic Staff and other staff on conditions of appointment and subject to regulations (which shall provide for the right of hearing and appeal in cases of dismissal) to be determined from time to time by the Council Provided that the said conditions and regulations shall not be repugnant to the provisions of the Scheme and these Statutes or of the Statutes and Ordinances of UoL;
 - (f) to allocate responsibilities for the organisation and supervision of the work of SGUL including research and teaching;
 - (g) to constitute or dissolve Faculties, Institutes, Divisions, Schools, Units and other academic organisations of SGUL after consultation with the Senate (and other partner institutions where appropriate);
 - (h) to allocate resources for research and teaching including buildings, premises, furniture and equipment and other means for carrying out the work of SGUL;

- (i) to be responsible for accepting all grants, gifts and donations in aid of the work of SGUL and to lay down conditions for accepting such grants, gifts and donations;
- (j) to exercise overall responsibility for SGUL's strategic planning and to monitor institutional performance against the strategic plan;
- (k) to ensure that SGUL adheres to the principles of (i) good corporate governance; (ii) sound financial management including the management of risk; (iii) sound estate management including strategic estate planning; and (iv) sound employment practice;
- (l) to ensure SGUL's compliance with the law relating to, *inter alia*, financial regulation, employment, equality and diversity, health and safety, student unions, charitable status, data protection and freedom of information;
- (m) to make provision for schemes of insurance, pensions, superannuation or retirement or other benefits as the Council thinks fit;
- (n) to consider, adjudicate on and (if thought fit) redress a grievance of any of (i) the staff of SGUL or (ii) Students in accordance, in either case, with any relevant Policies, Procedures or Regulations;
- (o) to receive reports on the conferment of titles of Professor or Reader awarded in accordance with SGUL's academic promotions procedure;
- (p) to receive reports on the conferment of the titles of Visiting Professor and Visiting Reader awarded in accordance with SGUL's Policy on Honorary Appointments
- (q) to receive reports where appropriate from time to time on any action taken by the Vice-Chancellor or any other officer of SGUL under the powers granted to them by these Statutes or any Policies, Procedures or Regulations;
- (r) to delegate any powers of the Council not specifically reserved under the Policies, Procedures and Regulations for decision by the full Council to committees of the Council, to joint committees, to the Vice-Chancellor or to such other officers or committees of SGUL as the Council shall decide with or without power to such officers or committees further to delegate all or any of the delegated powers to any subordinate body or person;
- (s) to provide for the welfare and recreation of the Students and maintain the Students' Union for the benefit of the Students;
- (t) to enact, revoke or amend such Policies, Procedures and Regulations for the government, conduct and discipline of SGUL as the Council shall determine Provided that no Policy, Procedure or Regulation shall be made which conflicts with or infringes the terms of the Scheme and Statutes or with the Statutes and Ordinances of UoL;
- (u) to select a Common Seal for SGUL and control its use within the provisions of Statute 24;

- (v) to govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of SGUL and for these purposes to appoint bankers and any other officers or agents whom it may deem expedient to appoint and to cause such proper books of account to be kept for all sums of money received or expended by SGUL and of the assets and liabilities of SGUL as are necessary to disclose with reasonable accuracy the financial position of SGUL at any time and explain its transactions;
- (w) to invest any monies belonging to or held by SGUL in such stocks, funds, shares or securities as the Council shall from time to time think fit, whether within or outside the United Kingdom of Great Britain and Northern Ireland, or in the purchase of freehold or leasehold hereditaments and property in the United Kingdom, including rents Provided that, in the case of monies held by SGUL as trustee, the powers conferred by this paragraph shall be exercised subject to the provisions of the law relating to investment by trustees;
- (x) to purchase, take, subscribe for or otherwise obtain and retain shares or other securities or interest in any company or body or association carrying on any businesses capable of being carried on so as to directly or indirectly benefit SGUL or increase the value of its property and manage, co-ordinate and finance the businesses and operations of any organisation in which SGUL holds any such interest;
- (y) to take part in the formation, management, supervision or control of any company, body or association;
- (z) to sell, buy, exchange, lease and accept leases of real and personal property on behalf of SGUL; and
- (aa) to borrow money on behalf of SGUL and, for that purpose, if the Council thinks fit, to mortgage or charge all or any part of the property of the School, whether real or personal, unless the conditions of any will, deed or gift are thereby contravened, and to give such other security whether upon real or personal property or otherwise as the Council may think fit.

6 MEETINGS OF THE COUNCIL

Ordinary meetings of the Council shall be held at least four times in every academic year. The procedures and rules for the convening and conduct of meetings shall be governed by the Standing Orders and the Council shall accordingly, subject to the provisions of the Scheme and Statutes, have the power to make, add to, amend or repeal such Standing Orders. At any meeting of the Council the quorum shall be nine members at least five of whom shall be External Members of Council. If a meeting is quorate but less than half the members present are External Members a majority of the External Members present shall be able to require

that any specific decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

7 RESERVED BUSINESS

Student members of the Council, the Senate and the Academic Forum and of the committees of any of them and such committees and other bodies as the Council may from time to time determine shall not be entitled to participate in the consideration of reserved business and shall withdraw from any meeting when such business is discussed. Reserved business shall include the appointment, re-appointment, promotion, conduct, discipline, dismissal, pay and personal affairs of individual members of staff of SGUL; the admission, re-admission, academic assessment, conduct, discipline and personal affairs of and award of grants, scholarships, diplomas, certificates and prizes to individual students; the appointment of examiners and the conduct of examinations. Papers for consideration at meetings of any such bodies and minutes and other records relating to such matters shall not at any time be available to a student member. In any case not specifically referred to above and in any case of doubt, the Chair of the meeting shall decide whether a matter is reserved business and that decision shall be final.

8 ACTION BY THE CHAIR

The Chair of Council, the Chair of Senate, the Chair of the Academic Forum or the chair of a committee, sub-committee or other body established by or under these Statutes or any Policies, Procedures and Regulations shall be empowered to take action on behalf of the body of which he or she is Chair in any matter being in his or her opinion either urgent or non-contentious and he or she shall report his or her action to that body at its next meeting for confirmation.

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Terms of Reference – Finance Committee

The Finance Committee is a committee of Council. It is responsible for advising Council on financial strategy, planning and management and for all commercial matters that affect the University. The Committee also advises Council on the strategic management of the University's estate, including the scope of its Estates Strategy.

Responsibilities, Purpose and Authority

Financial Strategy, Estates Strategy, related Policy and Financial Risk

1. To recommend a medium-term Financial Strategy to Council on an annual basis, meeting the objectives of the Strategic Plan.
2. To recommend a periodic Estates Strategy to Council including:
 - a) oversight of the strategic management of the University's land and buildings, with the aim of providing an environment that will facilitate high quality teaching and learning and research on a cost-efficient basis.
 - b) approval of policies and procedures that are necessary to the management of the Estate including the Maintenance Plan.
 - c) monitoring of policies for the use of the Estate for commercial and income-generating purposes.
3. To recommend for approval to Council the Financial Regulations.
4. To approve the Investment Strategy.
5. To approve policies and procedures that are necessary to control the University's finances.
6. On behalf of Council and in accordance with the Procedure for its use, to receive a report on the use of the Common Seal.
7. To review the status of financial and estates risks within the Committee's remit, by challenging the Executive on the appropriateness of identified risks and mitigations, and monitoring the strategy for implementing actions and to report conclusions to the Audit Committee.

Budget Setting, Financial Forecasting and External Reporting

8. To recommend to Council the Annual Budget and the financial forecasts produced for submission to the Office for Students (OfS).
9. To recommend to the Audit Committee, for their consideration and recommendation to Council for approval, the annual financial statements.
10. To receive the audited financial statements for the subsidiary companies.
11. To review the Transparent Approach to Costing (TRAC) return.
12. To approve the Students' Union's annual group budget; to receive the audited group financial statements; to receive reports and review regularly Students' Union expenditure and budgeting.

Financial performance

13. To review the key financial and commercial aspects of the main areas of activity, including education, research, professional services, and any other significant activities, such as Development, on a basis and scope to be agreed from time to time.
14. To receive periodically the management or financial accounts of any significant joint venture arrangements.
15. To review management accounting information and, if there are any variances greater than £500,000 from budget, request the executive to take appropriate actions.
16. To ensure that the University, through appropriate controls, maintains accounts and related records that properly and accurately reflect all income and expenditure of the Institution and that all transactions are recorded in a timely manner.
17. To monitor the cash balances and financial investments, including its endowments and restricted funds.

18. To approve expenditure (other than on Capital Projects) or contracts with a value exceeding £500,000 and up to £1,000,000 and to review and recommend to the Council any expenditure or contracts with a value exceeding £1,000,000 for Council's approval.

Capital Projects

19. To approve the Annual Capital Budget as part of the Annual Budget recommendation to Council.
20. To approve any intra year increase in the Annual Capital Budget, over the level originally approved, in excess of either £500,000 or 15% of the original Annual Capital Budget, whichever is the lower limit.
21. To review the management of capital projects over £1 million, including plans, timescales and budgets.
22. To receive, as part of the management accounting information, an update on capital projects including spend to date and forecast costs against initial budgets.
23. To approve any overspends greater than £250,000 on capital projects.

Investment and Treasury Management

24. To approve the appointment of bankers and the provisions of the bank mandate.
25. To approve arrangements for borrowing.
26. To appoint and terminate the appointment of investment managers and related advisers and determine their remuneration.
27. To set the principles/benchmarks by which the investment managers must operate and review their performance on a periodic basis.
28. To review insurance coverage as part of SGUL's risk mitigation strategy.

Membership

The Committee comprises at least four independent members of Council and three members of St George's staff, including the Vice-Chancellor. Other members with particular expertise or interests who are not members of St George's or its Council may be co-opted to serve on Finance Committee. If members are co-opted to Finance Committee on this basis, Council will determine if they are to be included as one of the four core independent members or supernumerary to the core membership. The Chair of Council will attend Finance Committee as Chair of Council.

Members: Josh Joshi – Treasurer and independent member of Council (Chair)
Jonathan Curtiss – independent member of Council
Professor Jon Friedland – Deputy Vice-Chancellor (Research and Enterprise)
Professor Jenny Higham – Vice-Chancellor
Damian Reid – independent member of Council
Sue Rimmer – independent member of Council
Eshan Sabesan – President of Education, Students' Union
Professor Jane Saffell – Deputy Vice-Chancellor (Education)
Christine Swabey – Chair of Council

In Attendance: Dr Maxine Esser – Head of Governance (Clerk)
Dr Anna Dulic-Sills – Chief Operating Officer
Naz Hussain – Deputy Chief Operating Officer
Cerys Ledger – Deputy Director of Finance
Charlotte Martin – Director of Governance, Legal & Assurance Services
Susan McPheat – Director of Finance
Graham Schofield – Director of Estates and Facilities
Tim Sice – CEO of the Students' Union

Quorum

The quorum shall be four members with the independent members in the majority. In the event a quorum cannot be achieved, the Chair would have the right either to postpone the meeting,

subsequently seek agreement on any decisions required by having the Chair contacting absent members of the Committee to obtain their agreement in writing, or continue to hold the meeting on the basis that any decisions would be ratified by Council at its next scheduled meeting. In the event that independent members are not in the majority, this requirement could be waived by the Chair.

Frequency of Meetings

The Finance Committee meets five times per year, normally in the following months: September, November, January, March and June.

Mode of Operation

- The Committee will provide its minutes to meetings of the Council.
- The Clerk will normally be a member of staff from Governance, Legal & Assurance Services Directorate (or other appropriate independent individual)

Approved by Council on: 10 October 2023

Nominations and Honorary Awards Committee Terms of Reference 2022-23

Responsibilities

Nominations

1. To review and monitor the membership needs of Council and its sub-committees and to solicit, receive and review names of potential members in line with sector best practice.
2. To make recommendations to Council in respect of the appointment and re-appointment of Independent Members of Council.
3. To review the skills base of Council, collectively and individually, and identify skills and expertise that would be of benefit to the Council. To look to recruit appropriate individuals to Council who have the skills and expertise that would fill any identified gaps.
4. To review the equality and diversity profile of Council in order to inform the approach to recruiting Independent Members of Council.
5. To monitor the contribution made by Council Members.
6. To oversee the arrangements for Council member induction and development.

Honorary Awards

7. To consider and make recommendations to Council on the names of persons on whom it is proposed to confer an Honorary Degree or an Honorary Fellowship in accordance with the Policy on the Award of Honorary Degrees.
8. To consider and make recommendations to Council on the forfeiture of an Honorary Degree or Honorary Fellowship in accordance with the Policy on Honorary Awards.

Membership

- Chair of Council
- Three other Independent Members of Council
- Vice-Chancellor
- A Deputy Vice-Chancellor (nominated by the Vice-Chancellor)

Membership of the committee to be reviewed according to the nature of individual nominations. Membership of the Committee will be enhanced when considering Honorary Awards and will include two Senior Members of Academic Staff nominated by Senate, or the Chair on its behalf.

Quorum

The quorum shall be four members. Nominations shall be passed by a majority of not less than three-quarters of the members of the Committee.

If both the Vice-Chancellor and Deputy Vice-Chancellor are not present at a meeting, they should both be consulted before any decisions are confirmed and implemented.

Frequency of meetings

The Committee shall meet at least annually.

Mode of Operation

The Clerk to the Committee will normally be a member of staff from Governance, Legal and Assurance Services (or other appropriate independent individual).

Approved by Council 30 June 2022



Vice-Chancellor's Remuneration Committee

Terms of Reference

Responsibilities

1. To recommend to Council policies designed to deliver fair, appropriate and justifiable levels of remuneration for the Vice-Chancellor whilst demonstrating procedural fairness, transparency and accountability, in line with the CUC Higher Education Senior Staff Remuneration Code.
2. To review, at least annually, and agree the Vice-Chancellor's remuneration taking into account recommendations from the Chair of Council. The Committee will monitor and review the Vice-Chancellor's remuneration against the criteria of the CUC Code.
3. To ensure that the review takes account of St George's, University of London's strategic objectives, market position, financial constraints and equality duties.
4. To consider and approve severance proposals and arrangements, if required.

Membership

- Independent member of Council (Chair)
- Chair of Council
- Treasurer
- At least one other member of Council, not being a student or a member of staff of St George's, University of London

In attendance

- Director of Human Resources and Organisational Development
- The Committee may invite an independent representative as appropriate

Quorum

Three members of the Committee to include the Chair of Remuneration Committee and the Chair of Council.

Frequency of meetings

The Committee will meet at least annually.

Mode of Operation

The Vice-Chancellor's Remuneration Committee will provide an annual written report on the exercise of its delegated authority, with a summary of outcomes and factors influencing decisions. The report will take into account the requirements of the CUC Higher Education Senior Staff Remuneration Code and provide sufficient detail on its deliberations to assure members of Council and other stakeholders that a rigorous, fair and defensible process has taken place.

Approved by Council 27 June 2023



Senior Staff Remuneration Committee

Terms of Reference

Responsibilities

1. To recommend to Council policies designed to deliver fair, appropriate and justifiable levels of remuneration for senior staff whilst demonstrating procedural fairness, transparency and accountability, in line with the CUC Higher Education Senior Staff Remuneration Code. In relation to Remuneration Committee, senior staff will be deemed to cover the non-clinical direct reports of the Vice-Chancellor.
2. To ensure that any policies regarding senior staff remuneration pay due regard to St George's, University of London's strategic objectives, market position, financial constraints and equality duties.
3. To consider and approve, at least annually, recommendations to reward individual senior staff members, eg on the grounds of exceptional performance, change in job role and/or pay disparity.
4. To ensure that the Committee has available to it relevant and reliable comparison data. This will cover internal relativities and, where relevant, data derived from sector specific senior remuneration surveys eg as undertaken by the Universities and Colleges Employers Association (UCEA). The Committee will also be made aware of the numbers of staff with a basic salary of over £100,000, both clinical and non-clinical.
5. The Committee shall have the power to agree, should it deem necessary, exceptional remuneration arrangements in relation to the recruitment and retention of senior staff which are outside St George's, University of London's standard arrangements.
6. To consider and approve severance proposals and arrangements, if required.
7. The Committee should take note of the arrangements for succession management and planning in relation to senior posts within St George's, University of London.

Membership

- Independent member of Council (Chair)
- Chair of Council
- Treasurer
- At least one other member of Council, not being a student or a member of staff of St George's, University of London

In attendance

- Vice-Chancellor
- Director of Human Resources and Organisational Development
- The Committee may invite an independent representative as appropriate

Quorum

Three members of the Committee to include the Chair of Remuneration Committee and the Chair of Council.

Frequency of meetings

The Committee will meet at least annually.

Mode of Operation

The Senior Staff Remuneration Committee will provide an annual written report on the exercise of its delegated authority, with a summary of outcomes and factors influencing decisions. The report will take into account the requirements of the CUC Higher Education Senior Staff Remuneration Code and provide sufficient detail on its deliberations to assure members of Council and other stakeholders that a rigorous, fair and defensible process has taken place.

The senior staff covered by the Remuneration Committee are:

Deputy Vice-Chancellor (Research & Enterprise) – Professor Jonathan Friedland
Deputy Vice-Chancellor (Education) – Professor Jane Saffell
Chief Operating Officer – Paul Ratcliffe (until 7 July 2023)
Director of Finance – Susan McPheat
Director of the Institute of Medical and Biomedical Education - Professor Rachel Allen
Acting Director of Human Resources and Organisational Development – Kevin Browne
Dean for Student Welfare and Support – Dr Jane Cronin-Davis
Dean for Student Conduct and Compliance – Angela Kubacki

Approved by Council 27 June 2023

Audit Committee Terms of Reference 2023-24

Council has established a committee of the Council known as the Audit Committee.

Responsibilities

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 other matters the external auditors may wish to discuss (in the absence of management where necessary).
4. To consider and advise Council on the appointment of the Internal Auditors, 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.
5. To review the Internal Auditors' audit risk assessment and strategy; to consider major findings of Internal Audit investigations and management's response; and to promote coordination between the Internal and External auditors. The Committee will ensure that the resources made available for Internal Audit are sufficient to meet the Institute's needs (or make a recommendation to Council as appropriate).
6. To keep under review the effectiveness of the risk management, control and governance arrangements, and in particular to review the External Auditors' management letter, the Internal Auditors' annual report, and management responses.
7. To regularly review the current status of core risks to the SGUL Strategy/ risks with highest impact/likelihood, through the review of data and documents presented by the Executive and other committees of the Council, and derived from the Strategic Risk Register. The Committee will oversee the process for review and update of the risk register, challenge the Executive on the appropriateness of identified risks and mitigations, and monitor the strategy for implementing actions.
8. To provide assurance to the Council on the effectiveness of the arrangements for risk management via the minutes of each meeting and an annual report, to include the Strategic Risk Register.
9. To periodically test scores and controls in selected areas of activity through consideration of specific reports [e.g. deep dives].
10. To monitor the implementation of agreed audit-based recommendations, from whatever source.
11. To ensure that all significant losses have been properly investigated and that the Internal and External Auditors, and where appropriate the Office for Students or UKRI has been informed.
12. To oversee the Institution's policies on Anti-Corruption, to accord with the Criminal Finances Act 2017, Bribery Act 2010 and the Modern Slavery Act 2015, and Anti-Money Laundering, to accord with the Proceeds of Crime Act 2002 and the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017. Specifically covering the Anti-Fraud Policy and Procedure, Anti-Money Laundering Policy and the Whistleblowing Procedure including being notified of any action taken under these policies.

13. To satisfy itself that suitable arrangements are in place to ensure the sustainability of the institution and to promote economy, efficiency and effectiveness. This may include consideration of arrangements that:
 - a. support the culture and behaviour that is prevalent within the institution;
 - b. ensure the effective management of conflicts of interest; and
 - c. enable the appointment of 'fit and proper persons' to the governing body and senior executive positions.
14. To satisfy itself that satisfactory arrangements are in place to ensure appropriate and accurate data returns are made to external stakeholders and regulatory bodies, and to receive and review the Annual Report on Data Returns.
15. To receive any relevant reports from the National Audit Office, OfS, Research England and other organisations.
16. To monitor annually the performance and effectiveness of External and Internal Auditors, including any matters affecting their objectivity, and to make recommendations to the Council concerning their re-appointment where appropriate.
17. To monitor other relevant sources of assurance, for example other external reviews.
18. To consider elements of the Annual Financial Statements, following review by Finance Committee, in the presence of the External Auditors, including the Auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with the OfS's Accounts Directions.
19. In the event of the merger or dissolution of the Institution, to ensure that the necessary actions are completed, including reviewing the final set of financial statements, prior to completion and approval by Council.
20. To consider any matters referred to the Audit Committee in accordance with the Gift Acceptance Policy, and to receive and review the Annual Report on Gift Acceptance.
21. To consider and recommend to Council the annual Letter of Representation to the External Auditors.
22. To consider and recommend to Council the annual Letter of Engagement from the External Auditors.

To ensure that due diligence processes are reviewed relating to decisions which have significant reputational or financial risks.
23. To oversee Health and Safety risks, via scrutiny of a quarterly report from Safety Management Committee (to include their action plan), and oversight and approval of their Terms of Reference and annual workplan, in order to provide assurance to Council that risks are being overseen.

Membership

The Committee and its Chair shall be appointed by the Council, normally from among its own members except that a minority of members of the Audit Committee (with the exception of the Chair) may be appointed from outside the Council. Members of the Audit Committee must have no executive responsibility for the management of the Institution. There will be three members drawn from Council and other members may be co-opted with particular expertise or interests who are not members of the governing body. A quorum shall be at least two members. The Chair of Council shall not be a member of the Audit Committee. Members shall not have significant interests in the institution.

At least one member shall have recent and relevant experience in finance, accounting or auditing. The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise. No member of the Committee may also be a member of the Finance Committee.

In attendance

The Director of Finance, a representative of the Internal Auditors and a representative of the External Auditors shall normally attend meetings where business relevant to them is to be discussed. The Treasurer, Vice-Chancellor, Heads of Administrative Departments and other members of SGUL staff may also attend as appropriate. However at least once a year the Committee shall have an opportunity to meet with the Internal and External Auditors without any officers present.

Quorum

The quorum shall be at least two members, at least one of who is a member of Council.

Frequency of meetings

The Committee shall normally meet at least four times each financial year. The Internal or External Auditors may request a meeting if they consider it necessary.

Authority

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 cooperate with any request made by the Committee.

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 Vice-Chancellor and/or Chair of Council. However it may not incur direct expenditure in this respect in excess of £10,000 without the prior approval of the Council.

The Audit Committee will review the audit aspects of the draft Annual Financial Statements. These aspects will include the external audit opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the External Auditors' management letter. The Committee should, where appropriate, confirm with the Internal and External Auditors that the effectiveness of the internal control system has been reviewed, and comment on this in its Annual Report to Council.

Mode of Operation

The minutes (or a report) of meetings of the Committee will be circulated to all members of the Council.

The Committee will prepare an annual report covering the Institution's financial year and any significant issues up to the date of preparing the report. The report will be addressed to the Council and Vice-Chancellor, summarising the activity for the year. It will give the Committee's opinion on the adequacy and effectiveness of the Institution's arrangements for the following:

- risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts); and
- sustainability, economy, efficiency and effectiveness.

This opinion should be based on the information presented to the Committee. The Audit Committee annual report should normally be submitted to the Council before the members' responsibility statement in the Annual Financial Statements is signed. The report will usually be published after consideration by the Council.

Approved by Council: 10 October 2023