

AECC BOARD OF GOVERNORS and COMMITTEE STRUCTURE

MEMBERSHIP and TERMS of REFERENCE

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LIST OF CONTENTS

Membership of the Board of Governors	2
Authority of the Chair to take action	3
Committees – membership and terms of reference	
Audit Committee	4
Fellowship Committee	7
Finance and General Purposes Committee	9
Nominations Committee	10
Remuneration and Human Resources Committee	11
Appendix: Division of Responsibilities between the Board of Governors and the Principal	12

BOARD OF GOVERNORS AT 04.07.15

NON-CHIROPRACTORS

1	Chair - APPOINTED BY THE BOARD	Adrian Wild
2	Independent Member – LAW	Adrian Cormack
3	Independent Member – MEDICINE	Christopher Stephens
4	Independent Member – FINANCE	Martin Copp
5	Independent Member – FINANCE	Peter Dingley
6	Independent Member – AUDIT, IT, BUSINESS/COMMERCIAL OR OTHER PROFESSION	Edgar Newcomb
7	Independent Member – FINANCE	Adrian Simpson
8	Independent Member – EDUCATION	Stuart Bartholomew
9	Independent Member – EDUCATION	Peter Roberts
10	Independent Member - ESTATES MANAGEMENT	Vacancy
11	Independent Member – AUDIT, IT, BUSINESS/COMMERCIAL OR OTHER PROFESSION	Judith Worthington
12	Student Governor	Sarit Sirinan

CHIROPRACTORS

1	Principal ex officio*	Haymo Thiel
2	Independent Member	Hugh Hurst
3	Staff Governor (elected)*	Alison Selby
4	APPOINTED BY NATIONAL ASSOCIATION Germany Netherlands Norway UK	Timo Kaschel Brenda van der Vossen Øistein Haagensen Mark Gurden

* the Principal and the Staff Governor may not necessarily be a chiropractor

COMMITTEES OF THE BOARD OF GOVERNORS

The terms of reference of all committees are subject to the provisions of the Articles, the overall responsibility of the Board of Governors, and the responsibilities of the Principal (see appendix) and exclude those matters reserved specifically to other committees or to the Academic Board. Details of these committees can be found on the Staff Information Portal and the Governor Information portal in the documents entitled "AECC Management Groups: Membership and terms of reference" and "AECC Academic Committees: Membership and terms of reference".

The Chair of any Committee may, on the advice of the Principal and with the consent of the Chair or Deputy Chair of the Board of Governors, exercise any of the powers of the committee on its behalf between meetings where the Chair or Deputy Chair of the Board of Governors is satisfied that the matter is urgent and to delay a decision until the next committee meeting would be contrary to the best interests of the College. Any such action will be reported to the committee at its next meeting including the reason for the urgent decision and the likely consequences had it been delayed.

Except where otherwise specified a quorum will normally be 50% of voting members.

NB The Chair of the Board of Governors is an ex-officio member of all committees of the Board

At the meeting of Governors held on 6 March 2004 the Board approved the dissolution of the Risk Assessment Panel and agreed that the schedule of identified risks will be considered by the full Board at each meeting.

AUDIT COMMITTEE

MEMBERSHIP

Members

Three independent Governors*

Additional members may be co-opted from time to time by agreement of the committee

* The Audit Committee and its chair shall be appointed by the Governing Body, from among its own members, and must consist of members with no executive responsibility for the management of the institution. The Chair of the Governing Body should not be a member of the committee. Members should not have significant interests in the institution.

At least one member should have recent relevant experience in finance, accounting or auditing. Members of the committee should not also be members of the Finance and General Purposes Committee.

Secretary**

Clerk to the Board (or other appropriate independent individual)

**The Executive Director Finance and Purchasing, the head of internal audit and a representative of the external auditors shall normally attend meetings where business relevant to them is to be discussed. However, at least once a year the committee should meet with the external and internal auditors without any officers present.

AUTHORITY

The committee is authorised by the Governing Body 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 Governing Body 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 head of institution and/or chair of the Governing Body. However, it may not incur direct expenditure in this respect without the prior approval of the Governing Body.

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 the Governing Body.

TERMS OF REFERENCE

1. To advise the Governing Body 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. If required 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 the Governing Body 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.
5. To review the internal auditors' audit risk assessment, strategy and programme; consider major findings of internal audit investigations 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 institution's needs (or make a recommendation to the Governing Body as appropriate).
6. To keep under review the effectiveness of the risk management, control and governance arrangements, and in particular review the external auditors' management letter, the internal auditors' annual report, and management responses.
7. To monitor the implementation of agreed audit-based recommendations, from whatever source.
8. To ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate Bournemouth University, have been informed.
9. To oversee the institution's policies on risk management, control and governance, including the policy on fraud and irregularity, including being notified of any action taken under that policy.
10. To satisfy itself that suitable arrangements are in place to promote economy, efficiency and effectiveness.
11. To satisfy itself that the systems used to generate funding data submitted to HESA, HEFCE and other funding bodies are adequate and effective.
12. To monitor annually the performance, effectiveness and independence of the external and internal auditors and to make recommendations to the Governing Body concerning their reappointment, where appropriate.
13. To consider elements of the annual financial statements in the presence of the external auditors, including the auditors' formal opinion, the statement of members' responsibilities and the statement of internal control.
14. In the event of the merger or dissolution of the institution, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.

MEETS

Normally three times a year. The external auditors or head of internal audit may request a meeting if they consider it necessary.

REPORTING ARRANGEMENTS

The committee will report directly to the Board of Governors, which will approve or reject recommendations proposed by the committee. Minutes of meetings of the Audit Committee will be circulated to all members of the Governing Body.

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 Governing Body and head of institution, and will summarise the activity for the year. It will give the committee's opinion of 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)
- economy, efficiency and effectiveness (value for money).

This opinion should be based on the information presented to the committee. The Audit Committee annual report should normally be submitted to the Governing Body before the members' responsibility statement in the annual financial statements is signed.

QUORUM: 2 members

FELLOWSHIP COMMITTEE

MEMBERSHIP

It was agreed at the Board meeting held 06.07.13 that the Nominations Committee would take on the function of the Fellowship Committee.

TERMS OF REFERENCE

To consider proposals for Fellowship awards with reference to the criteria and process detailed below:-

Criteria for Nomination

1. Nominations will be generated through the Executive. Self-applications for Fellowship will not be entertained.
2. Fellowship will be an exceptional award.
3. Any person or Associate who, in the opinion of the Fellowship Committee has achieved distinction in the practice of chiropractic, or in its promotion, teaching, application or research may be recommended.
4. Fellowship designation also highlights individuals who have made particular and exceptional contributions to the college.
5. The Fellowship Committee will have due regard to evidence and criteria of distinction, which may include combinations of:
 - 5.1 Eminence as exemplified by extension of professional influence beyond the place of work;
 - 5.2 Academic and/or professional substance, reputation and experience;
 - 5.3 Research and scholarly works published and/or presented for peer-review;
 - 5.4 Innovation;
 - 5.5 Responsibility – its effective practice, scale and significance;
 - 5.6 Advisory, consultancy and/or managerial activities, with clear distinction of achievement at a high level;
 - 5.7 Teaching ability – this will require evidence of innovation, originality, and an impact on chiropractic educational activities outside of our host establishment;
 - 5.8 Broad-based service to chiropractic – for example via the media;
 - 5.9 Academic qualifications and distinctions – for example DSc qualifications, professorships, readerships in relevant areas.
6. Fellowships will not normally be awarded to existing members of staff.

Note: The award of a Fellowship is equivalent to the award of an Honorary Doctorate.

Process

Nominations should be in writing, in confidence, to the Principal and should be from "official" sources – e.g. National Associations, ECU, National Presidents, AECC, IFC, etc.

At least two referees of standing should be submitted with each nomination, and their opinions sought. There should be a formal Proposer and Seconder.

MEETS

As required.

REPORTING ARRANGEMENTS

Through the Nominations Committee.

FINANCE AND GENERAL PURPOSES COMMITTEE

MEMBERSHIP

Chair

Independent Governor (Finance)

Members

Independent Governor (Estates Management)

Two other Governors

Principal

Chair of Governors (ex-officio)

Additional members may be co-opted from time to time by agreement of the committee

In attendance

Executive Director Finance and Purchasing

Clerk to the Board

TERMS OF REFERENCE

1. To advise the Board on the suitability of the annual income and expenditure and capital budget proposals.
2. To advise the Board as appropriate on the effectiveness and efficiency of estates and physical provision within the college.
3. To report to the Board regularly and as specifically required on the financial performance of the college throughout the financial year.
4. To review and make recommendations to the Board on the annual financial accounts.
5. To liaise with other committees as appropriate.
6. To advise the Board as appropriate on proposals for major changes to or development of the physical resources of the college.
7. To consider other matters remitted to the committee by the Board from time to time.

MEETS

At least three times a year, normally six weeks prior to a meeting of the Board of Governors.

REPORTING ARRANGEMENTS

The committee will report directly to the Board of Governors, which will note resolutions or approve or reject recommendations proposed by the committee.

NOMINATIONS COMMITTEE

MEMBERSHIP

Members

Three Independent Governors

Principal

Two members of staff appointed by the Board, one of whom should be a chiropractor

Chair of Governors (ex-officio who will chair the meeting)

In attendance

Clerk to the Board

TERMS OF REFERENCE

1. To seek and recommend new lay/independent co-opted members to the appointing body.
2. To cause vacancies for lay/independent members and co-opted members to be publicised within the institution (for example in the newsletter) and staff and students as well as members of the Governing Body to be invited to submit names to the Clerk of the Governing Body for transmission to the Nominations Committee.
3. To consider a recommendation to the Board regarding the re-appointment of Governors when their term of office is nearing an end (in accordance with the articles).
4. To pay regard to the balance of membership of the Governing Body and the needs of the institution in making its report to the Governing Body.
5. To fulfil the obligations of the Fellowship Committee.

MEETS

As required.

REPORTING ARRANGEMENTS

The committee will report directly to the Board of Governors, which will make resolutions on recommendations for the approval and re-appointment of Independent or co-opted Governors.

The committee will report directly to the Board of Governors, which will note resolutions made when fulfilling the obligations of the Fellowship Committee.

REMUNERATION AND HUMAN RESOURCES COMMITTEE

Membership

Chair

Chair of Governors

Members

Chair of Finance and General Purposes Committee

2 Independent Governors

In attendance

Principal

Clerk to the Board

TERMS OF REFERENCE

1. To consider the remuneration, designation, structure and allocation of responsibilities of the Principal and to consider the Principal's recommendations for the remuneration of the Executive Group;
2. To consider the overall employment policies in relation to pay scales and total remuneration packages (including inflation uprating, if operable) of all other staff, but not the details.
3. To receive the HR minutes, to review Staff Establishment and to take any action required.
4. To advise the Board as appropriate on the effectiveness and efficiency of human resource provision within the college.
5. To review personnel policies and remuneration policies for all staff.

MEETS

At least once a year.

REPORTING ARRANGEMENTS

The committee will report directly to the Board of Governors, which will note resolutions or approve or reject recommendations proposed by the committee.

Appendix: Division of Responsibilities between the Board of Governors and the Principal

SCHEDULE 2 to the Principal's Contract

Powers held to the Board, not delegated to the Principal

(See clause 4.5)

- 1 Power to change or tend to change the nature of the College's business and the type of services delivered.
- 2 Power to acquire or dispose of all or parts of another company or business.
- 3 Power to enter into a partnership or joint venture.
- 4 Power over decisions relating to capital assets, including asset lending, asset assignments, sales or disposals involving assets having a value in excess of £30,000, or capital expenditure of a special or unusual nature.
- 5 Power to guarantee third party obligations, grant security over the College's assets and make any loans or advances or to take loans in the College's name.
- 6 Power to appoint, determine remuneration, discipline and dismiss employees designated by the Board as members of the "Executive Group" from time to time.
- 7 Power to enter into or approve any transactions between the College and any of its directors or employees.
- 8 Power to enter into any leases, rental or license agreements for premises.
- 9 Power to approve annual revenue and capital budgets and performance targets.
- 10 Power to enter into transactions, including contractual commitments with suppliers or customers, other than those occurring in the ordinary course of business (subject to clause 14).
- 11 Power to appoint and dismiss the College's professional advisors.
- 12 Power to draw, accept or endorse any bill on behalf of the College or in any way pledge the credit of the College except in so far as he may have been authorised by the Board from time to time either generally or in any particular case so to do.
- 13 Power to determine academic standards, the implementation of which shall remain the responsibility of the Academic Board.
- 14 Power to enter into any contractual arrangement which exceeds £100,000 in value.
- 15 Any decision which by law requires a resolution of the Board.