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## TERMS OF REFERENCE FOR THE BOARD OF GOVERNORS

1. The Board of Governors shall be responsible for: (Articles of Government para 3(i))
  - (a) the determination of the educational character and mission of the University and for oversight of its activities;
  - (b) the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
  - (c) approving annual estimates of income and expenditure;
  - (d) the appointment, assignment, grading, appraisal, development, suspension, dismissal and determination of pay and conditions of service of the Vice-Chancellor, the University Secretary and Registrar and the holders of such other senior posts as the Board of Governors may determine;
  - (e) after consultation with the Vice Chancellor, setting a framework for the pay and conditions of service of other staff.
  
2. The Board of Governors shall not, however, delegate the following: (Articles of Government para 5(iv))
  - (a) the determination of the educational character and mission of the University;
  - (b) the approval of the University's Strategic Plan and annual corporate plan;
  - (c) the approval of the annual estimates of income and expenditure;
  - (d) ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
  - (e) the appointment or dismissal of the Vice-Chancellor;
  - (f) the varying or revoking of these Articles.
  
3. The quorum for meetings of the Board of Governors shall be half of the membership. A majority of quorum present shall be Independent Governors. If a meeting is otherwise quorate, but less than a majority of the members present are independent members, a majority of the independent members present shall be able to require that a decision is deferred to the next meeting. No decision shall be deferred more than once under this provision.



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MEMBERSHIP OF THE BOARD OF GOVERNORS

4. The Board's membership is composed as follows:

Independent members	12
Co-opted external Governors	2
Staff Governors	2
Vice-Chancellor	1
Student Governor	2
<b>Total</b>	<b>19</b>

Senior Independent Governor (one), appointed from the independent members.

5. Senior Independent Governor (SIG)

The SIG provides an additional channel for independent challenge and assurance and shall:

- (a) act as an intermediary for Governors and, where appropriate, for stakeholders in raising governance concerns;
- (b) support and, where appropriate, coordinate the annual appraisal of the Chair, reporting outcomes to the Governance Committee;
- (c) advise the Chair, University Secretary and Clerk on the effectiveness of Board dynamics and processes, including constructive challenge and inclusion of all voices;
- (d) convene, as needed and with the knowledge of the Chair and University Secretary or Clerk, private meetings of independent members on governance matters;
- (e) provide an annual report to the Board on the discharge of the SIG role.

The Board shall appoint the SIG on the recommendation of the Governance Committee for a term of up to three (3) years, renewable once, subject to continued Board membership and independence.