



## **BOARD OF MANAGEMENT**

### **CHAIR'S ADVISORY & SUPPORT COMMITTEE**

#### **Constitution and Membership**

The Board of Management will establish a Committee of the Board to be known as the Chair's Advisory & Support Committee.

The Committee will normally be chaired by the Chairing Member of the Board of Management whom failing the Vice Chair or such other member as may be appointed by those present as Acting Chair. The Principal however may not act as Chair.

The Committee will consist of the Chairing Member, the Vice Chair, the Principal and the Chairs of the four Principal Committees – namely Learning Teaching & Student Experience, Finance & Resources, Audit & Risk and Human Resources.

As this is an established Committee, the Governance Professional or an appropriate substitute must be in attendance at all meetings.

The Senior Independent Member will have the right to attend all meetings as an observer with an unequivocal right to be heard but not to vote.

All members of the Chair's Advisory & support Committee are required to comply with the Code of Good Governance and the Code of Conduct for Board Members.

The Committee meetings shall be minuted and the draft minute will be agreed by Chair prior to circulation. They will not normally be publishable as all publishable actions, decisions and recommendations will later be published as part of the Board of Management Minutes

#### **Terms of Reference**

These Terms of Reference ensure that the Chair's Advisory and Support Committee has specified authority and resources to form an opinion, to make recommendations and to report to the Board. The Committee shall also have the power to make such decisions and take such actions as may have been delegated specifically by the Board of Management – always provided that these are fully compatible with the Scheme of Delegation.

#### **Proceedings**

There will normally be four meetings in each academic year – timed so as to follow the annual Training / Strategy days plus one other timed so as to consider submission of the Annual Accounts and a fourth timed shortly after the June Board Meeting. Other Meetings can be convened at the discretion of the Chairing Member or by the Vice Chair with the support of two other Committee Members. At the Chairing Member's discretion meetings may be postponed or cancelled – without prejudice however to the right of the Vice Chair to convene a meeting as immediately above provided.

Minutes, agendas and papers will normally be circulated to members of the Committee at least five working days in advance of the meeting.

Three members of the Committee shall be a quorum.

## **Duties**

The duties of the Committee shall be:

- To provide an advisory forum to support and assist the Chairing Member in all matters affecting the discharge of the role of the Chairing Member
- To consider in accordance with Standing Orders any matter referred by the Board to the Committee for consideration or otherwise delegated in accordance with the Scheme of Delegation
- To make such recommendations to the Board as seem to the Committee to be appropriate to the proper performance of the duties of the Board
- To operate as an Appeal Chamber where any decisions of the Board are challenged by staff or student bodies or where best practice requires an appeal route: declaring however that the Committee sitting as an Appeal Chamber will have no right to overturn any decision of the Board but will have the power to make recommendations or require the Board to reconsider its decisions
- To deal with any matter involving a potential or real conflict of interest on the part of the Governance Professional as required by D.17 of the Code of Good Governance.
- To provide forum for setting and agreeing personal performance measures for the Principal – providing however that the Principal may not vote on any matter affecting his/her personal performance and may, at the discretion of the Committee Chair, be required to leave the meeting if personal performance measures or outcomes are being discussed .

## **Reporting Procedures**

The Committee should direct the minutes and appropriate papers of its meetings to the Board of Management. For the avoidance of doubt the Minutes will record only decisions and actions but not the detail of discussions or advice to the Chairing Member.