



UCP Council Terms of Reference

Introduction

Between November 2018 and 1 August 2019 (or until the end of the Joint Venture with ARU) the UCP Council will operate in a shadow capacity as a planning and advisory committee. *From 1 August 2019 (or when the Joint Venture with ARU comes to an end) it will become the UCP Council and will assume oversight of UCP as outlined in the Articles of Association.*

Please note that the terms "Director" and "Governor" are used interchangeably. The Governors of UCP are the Directors of the Company, the officers with responsibility for the management, administration and solvency of the Company.

Please note that the terms "Board of Directors", "Board of Governors" and "UCP Council" are used interchangeably. In UCP, the Board is also referred to as the Council. The UCP Council is not a committee of the Board.

Purpose

To ensure governance and oversight of all higher education activity within the Company

Membership

In accordance with the Articles of Association (13.1), the Board shall consist of no fewer than thirteen members, including a Chair, and twelve other members in the categories determined by the Articles:

No more than 4x PRC appointed

At least 4x independent

No more than 3x co-opted

1x staff

1x student

Principal of PRC, ex-officio

The secretariat function will be provided by the Director of Governance. However The Board may appoint a company secretary from time to time.

The terms of appointment for independent members will be three years and 5 years for co-opted members.

Responsibilities

1. The UCP Council:
 - 1.1 Approves the mission, strategic vision, long-term academic and business plans of UCP;
 - 1.2 will ensure that processes are in place to monitor and evaluate the performance and effectiveness of UCP against the plans and approved key performance indicators, which will be benchmarked against other comparable institutions and sector expectations;
 - 1.3 will delegate authority to the Vice-Chancellor/ Principal / CEO as head of the institution and to establish and keep under regular review the policies, procedures and limits within which such authority is exercised;
 - 1.4 ensures the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment;
 - 1.5 receives assurance that adequate provision has been made for the welfare and protection of students and their learning experience;
 - 1.6 establishes processes to monitor and evaluate the performance and effectiveness of the governing body itself;
 - 1.7 conducts its business in accordance with best practice in HE corporate governance;
 - 1.8 safeguards the reputation and values of UCP;
 - 1.9 is the accountable financial and business authority of the institution, to ensure that proper accounts are kept, to recommend the annual budget and financial statements, and to have overall responsibility for the assets, property and estate;
 - 1.10 ensures that systems are in place for meeting all the legal and regulatory obligations, including those arising from contracts and other legal commitments made in the institution's name;
 - 1.11 will ensure that UCP's constitution is followed at all times and that appropriate advice and training is available to enable this to happen.
2. While the UCP Council determines some matters itself, many matters are delegated to individuals and groups in order that suitable proposals may be brought forward. Such an example is the delegation of responsibilities to the Academic Board as outlined in the Articles of Association. A further example would be the Audit Committee.
3. In carrying out its business the UCP Council will seek to promote diversity and inclusion in order to drive up participation across various groups, including women, ethnic minorities, those with disabilities and lesbian, gay, bisexual and transgender individuals.

Meetings

The Council will meet at least four times a year. It is at the discretion of the Chair to call additional meetings as required.

In addition to the Council Governors, Council Meetings will be attended by the following:

- Relevant members of the UCP/PRC Executive Team, and;
- Other individuals may attend at the invitation of the Chair.

Council members are expected to consider issues in a broad and non-partisan manner.

The structure and appointment arrangements for the UCP Council are prescribed by the Articles of Association and Governance and Nominations Committee.

The Council may confer and make decisions by any technological means by which Council Governors are able to simultaneously hear each other and/or participate in discussion. The minutes of the meeting will record the method by which the meeting was conducted.

Quorum

The quorum for the transaction of the business of the governors shall consist of at least 40% of the governors (rounded down to the nearest whole number). Each governor shall have one vote. There must always be a majority of independent and co-opted governors present.

Conflicts of Interest

Council Governors should declare any direct or indirect interest that they or their spouse, partner or close family member has at the commencement of the meeting.

Resolutions and Voting

Decisions of the Council shall be taken by resolution and recorded in the minutes.

Resolutions are passed by majority vote, the chair not having a casting vote.

Only Council Governors will have the right to vote.

The Council may deal with matters requiring a decision by way of a written resolution (either via email or formal written resolution). Such resolution will be deemed to have been passed when all Council Governors present in the UK at that time have provided consent via email or have signed the Written Resolution.

Certain matters must be determined by PRC as they are reserved matters as identified in Article 18.8

Confidentiality

Council Governors and members of the Executive should not disclose the detailed substance of UCP Council papers or discussions without the prior consent of either the Chair of the UCP Council or the CEO or equivalent. Council Governors should consult the Chair or CEO or equivalent prior to making any press or media statements or comments.

Papers

Papers will be circulated no later than 7 calendar days ahead of each meeting.

A copy of the minutes of the UCP Council meetings, with the exception of minutes deemed confidential, will be placed on the UCP external website following approval by the Council.

Board Effectiveness and Review of Terms of Reference

The following are committees of the UCP Council:

- Audit Committee
- Governance and Nominations Committee
- Academic Board

The Committees report to the UCP Council and will submit reports to the Council as and when appropriate.

The Terms of Reference of the UCP Council and its committees will be reviewed on an annual basis.