Statement of Primary Responsibilities of Governors

1 Governors are invited to note their current Statement of Primary Responsibilities and the responsibilities that they have agreed to delegate to Committees and to officers of the College.

2 It is an expectation of the Higher Education Code of Governance that the principal responsibilities of the governing body are set out in this Statement, which must be consistent with the College’s constitution.

3 The document has been re-formatted but the content is currently the same as that approved by Governors in December 2013. The content will be reviewed and updated in line with the Higher Education Code of Governance. New or revised areas are likely to include:

- Monitoring and evaluation of performance against strategy
- Clarification of the roles of Audit Committee and Finance and General Purposes Committee in relation to the Financial Statements
- Safeguarding the good name and values of the institution
- Ensuring legal obligations are met
- Provision for general welfare of students
- Delegation of authority to the head of the institution, as chief executive
Strategic Planning

To approve the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.

Reserved:
- Annual consideration and discussion of the College’s strategic direction and long-term sustainability
- Approval of the College’s Corporate Plan
- Approval of five year Financial Forecasts
- Consideration and approval of major strategic initiatives with long term organisational, academic and financial implications.
- Approval of strategic partnerships and collaborations with other institutions and organisations.
- Approval of appropriate key performance indicators in relation to the College’s mission, objectives and plans.
- Monitoring of key performance indicators.

Delegated:
- Strategic Planning Committee, reporting to Finance and General Purposes Committee: advice on strategic objectives and approval of School strategic plans to deliver those objectives
- Finance and General Purposes Committee: detailed review of five year financial forecasts
- Finance and General Purposes Committee and Strategic Planning Committee: advice on major strategic initiatives
- Academic Board and Finance and General Purposes Committee: advice on institutional partnerships
- Academic Board, Finance and General Purposes Committee and Strategic Planning Committee: advice on and review of Key Performance Indicators
- Award of degrees and other qualifications
- Academic Board has established College Boards of Examiners to consider degree awards
- Academic Board and its Committees: formulation, implementation and monitoring of detailed academic policy and academic quality assurance.

The Charter:
defines the objects of the College: to promote for the public benefit and to provide for persons who are engaged in earning their livelihood during the daytime and other persons, education, instruction and means for research and such facilities as may be deemed appropriate, in subjects determined by the Governors, advised by the Academic Board.

defines the powers of the College: to do any lawful thing in furtherance of its objects and specifically to:
- prepare students for degrees, diplomas, certificates and other distinctions of the University of London or of the College;
• award and confer degrees, diplomas and certificates and to make other academic awards to persons who have pursued courses of study approved by the College and have passed the examinations or other tests prescribed by the College;

states that shall be an Academic Board of the College and (subject to the general superintendence and control of the Governors) it shall be the body responsible for the academic work of the College.

The Statutes:
require that no final decision on an academic matter shall be taken by the Governors unless the Academic Board shall have had an opportunity of expressing an opinion upon it and the Governors shall have considered such expression of opinion.

Financial Management, Audit and Risk Management

2 To approve the College’s financial strategy and oversee its financial performance, ensuring its solvency and safeguarding its assets.

Reserved:
• Approval of the College’s financial strategy as part of the Corporate Plan.
• Approval of the Annual College Budget and Income Distribution Model (IDM) on recommendation from Finance and General Purposes Committee.
• Approval of any significant in-year changes to the budget/IDM on recommendation of Finance and General Purposes Committee.
• Approval of strategic freehold and long leasehold property acquisitions and disposals, major estates developments and capital investment in equipment and infrastructure.
• Approval of the receipt of significant donations, gifts and endowments which impose specific conditions on the College.
• Approval of the appointment of Investment Advisors and powers and restrictions on investments on the recommendation of Finance and General Purposes Committee and Investments Committee.
• Approval of any loan involving a mortgage or charge against College property overdraft and credit facility limits on recommendation by Finance and General Purposes Committee.
• Consideration of termly reports on the use of the College Seal.

Delegated to Committees:
• Finance and General Purposes Committee to consider in detail issues of financial strategy and advise Governors
• Finance and General Purposes Committee to undertake detailed review of the proposed Annual Budget and IDM.
• Finance and General Purposes Committee to consider
  o any proposed alterations to the Budget/IDM.
  o a termly report on financial performance in relation to the Budget/IDM.
• Finance and General Purposes Committee Estates Committee to provide advice on Estates strategy
• Estates Committee to oversee the development and implementation of the College’s long term maintenance plan.
• Finance and General Purposes Committee to review annually the College’s research income from external sponsors, contributions to indirect costs, trends in research income grants applications made, and rates of success.
• Audit Committee to review fundraising activity and strategy.
• Audit Committee to ensure that internal and external audit covers trustee responsibilities.
• Investment Committee to review the performance of the College’s investment Advisors and make recommendations to Finance and General Purposes Committee on their appointment; to review and make recommendations to Finance and General Purposes Committee on investment policy and restrictions; to monitor in detail the college’s investment performance and make investment decisions in accordance with the investment policy.
• Finance and General Purposes Committee to approve the College’s bankers and the opening of College bank accounts.
• Finance and General Purposes Committee to provide advice and recommendations in relation to loans, borrowing and overdrafts.
• The College Secretary to authorise use of the College Seal and report termly to Governors.

3 To ensure measures are in place to promote and secure value for money in the use of resources.

4 To ensure the establishment and monitoring of systems of control and accountability, including risk management.

Reserved:
• Approval of the College’s annual Financial Statements on the recommendation of the Audit Committee and Finance and General Purposes Committee.
• Appointment of the External Auditors and approval of the Audit Fee, on the recommendation of the Audit Committee.
• Annual Review and approval of the College’s Risk Register on the recommendation of the Audit Committee.
• Approval of the College’s Value for Money Strategy on the recommendation of the Audit Committee.
• Consideration of an annual report from the Audit Committee on internal and external audit work and progress in implementing audit recommendations, the internal audit plan and value for money activities.
• Appointment of the Internal Auditor.

Delegated:
• Finance and General Purposes Committee to approve the College’s accounting polices and financial regulations.
• Audit Committee to keep under review the effectiveness of the risk management, control and governance arrangements.
• Audit Committee to ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the HEFCE Accounting Officer, have been informed; to oversee the institution’s policy on fraud and irregularity, including being notified of any action taken under that policy.

• Finance and General Purposes Committee to lay annually before Governors audited Accounts with a report and recommendations for approval.

• Audit Committee to consider elements of the annual financial statements in the presence of the external auditor, including the auditor’s formal opinion, the statement of members’ responsibilities and the statement of internal control, in accordance with HEFCE’s Accounts Directions and make recommendations on their approval to Governors.

• Audit Committee: to advise the governing body on the appointment of the external auditors and the audit fee; to monitor annually the performance and effectiveness of the external auditors, including matters affecting their objectivity, and to make recommendations to the governing body concerning their re-appointment, where appropriate.

• Audit Committee to undertake detailed scrutiny of the Risk Register forwarded by the Strategic Planning Committee.

• Audit Committee to undertake detailed scrutiny of the Value for Money Strategy and programme.

• Audit Committee to consider and advise on the appointment and terms of engagement of the internal auditor and the audit fee.

The Charter:

defines the powers of the College:

• to acquire, own, maintain, manage and dispose of real and other property;
• to solicit, receive and administer grants, subscriptions, donations, endowments, legacies, gifts and loans of any property whatsoever whether real or personal;
• to demand and receive fees, subscriptions and deposits;
• to act as trustees for and in relation to endowments, legacies and gifts;
• to invest any monies in the hands of the College and available for investment in accordance with the relevant law and the Statutes;
• to borrow and raise money and give security for loans;
• to give guarantees; and
• to enter into engagements and to accept obligations and liabilities in all respects without any restriction whatsoever and in the same manner as an individual may manage his or her own affairs.

states that there shall be a Governing Body of the College comprising Governors who shall exercise all the powers of the College, manage and control the College, administer all the property and income, with power to delegate all or any of their powers.

states that the Governors shall have the custody and sole use of the Common Seal of the College.

states that the Governors shall conduct the general business of the College consistently with the provisions of the Charter and the Statutes, and shall supervise the expenditure of all moneys on account of the ordinary business of the College and shall have power to fix the fees or other charges payable by Students of the College.
The Statutes:
require true accounts to be kept of the receipts and expenditure of the College.

require an audit of the Accounts of the College made every year by one or more Auditors, who are accountants as defined in the Companies Act, to be appointed by the Governors and to make a report to the Governors.

state that no person shall be appointed or remain Auditor who is or any one of whose partners is a Governor or a member of the Staff.

state that monies in the hands of the College and available for investment may be invested by the College in accordance with financial regulations agreed by the Governors from time to time.

Human Resources

5 To appoint and set the terms and conditions for the Master and other designated senior posts.

Reserved:
- Approval of the process, criteria and selection panel for the appointment of the Master.
- Appointment of the Master on the recommendation of the selection panel.
- Appointment of the Vice Master and Dean subject to consultation with the Academic Board and the approval of the Master.
- Approval of the appointment of the Clerk.
- Approval of the appointment of Pro Vice Masters on the recommendation of the Master.
- Receipt of an annual report from the Remuneration Committee on any award made to the Master, and a summary report on other awards made to senior academic and administrative staff.

Delegated:
- Remuneration Committee to review and determine annually the salary of the Master; to review and determine applications for additional salary awards made by Professors and Senior Administrative staff; and to determine the level of allowances made for attached to the posts of Vice-Master, Pro-Vice-Masters and the College Dean.

6 To ensure the College has in place an appropriate human resource strategy and employment policies including pay and conditions of employment for all categories of employee.

Reserved:
- Approval of the College’s Human Resources Strategy.
- Approval of new Human Resources polices and procedures and significant changes to existing policies and procedures.
Delegated:
- Development review and implementation of the Human Resources Strategy by the HR Strategy and Policy Committee via F&GPC
- HR Strategy and Policy Committee via F&GPC to review and oversee the development of HR policies and procedures and approve minor changes to existing policies.

The Charter:
states that there shall be a Master of the College who shall be appointed by the Governors and who shall be the chief academic and administrative officer of the College. Governors shall determine what other senior officers are needed for the proper and effective management of the College and shall define their roles and mechanisms of appointment in Standing Orders.

The Statutes:
require the Governors to appoint the Master of the College, and be responsible for the employment of all staff of the College. Governors shall determine what other senior Officers are needed for the proper and effective management of the College and shall define their roles and mechanisms of appointment in Standing Orders.

Effectiveness and Conduct

To ensure the effective operation of the Governors, and observe the highest standards of corporate governance, demonstrating integrity and objectivity in the transaction of business, and wherever possible following a policy of openness and transparency in the dissemination of decisions.

Reserved:
- Appointment of independent (external) Governors on the recommendation of the Nominations Committee.
- Approval of the rules for election of Governors elected by the academic staff in consultation with the Academic Board.
- Approval of the rules for election of Governors elected by the professional services, technical, research and teaching and scholarship staff.
- Approval of the rules for election of alumnus Governors.
- Approval of the rules for election of Governors elected by the Students
- Appointment and election of the Chair and Deputy Chair and determination of their terms of office on the recommendation of the Nominations Committee.
- Approval of Standing Orders for the conduct of meetings and the passing of resolutions.
- Approval of Standing Orders for the appointment and removal of Governors.
- Notification of vacancy in relation to co-opted Governors absence from Governors’ meetings.
- Expulsion, reprimand or warning of any Governor in relation to issues of conduct.
- Approval of the Governance Handbook, including guidelines on the roles, responsibilities and conduct of Governors.
- Approval of a statement of primary responsibilities, matters reserved for Governors collective decision and matters delegated to other bodies.
- Approval of process for reviewing Governors’ effectiveness on an ongoing basis.
• Review of Governors’ effectiveness every five years
• Approval of mechanisms for recording interests and declaring conflicts of interest

Delegated:
• Nominations Committee to advise on the appointment of independent Governors.
• Nominations Committee to advise on the appointment of the Chair and Deputy Chair of Governors
• Academic Board to elect Academic Governors and determine the rules for election.
• Academic Board to advise on rules of election for Academic Staff Governors
• Notification by relevant nominating group in relation to Governors’ absence from meetings.

The Charter:
states that the income and property of the College shall be applied solely towards the promotion of the objects of the College and none of it shall be paid or profit to the persons who are or have been Governors of the College

The Statutes:
require the rules of selection of each of the Governors to be prescribed in Standing Orders.

state that every Student Governor shall be appointed for a term of two years, or one year if he or she is in their final year of study. The other Governors shall be appointed for a term of three years, with a maximum of three terms.

State that no Governor shall take or hold any interest in any property belonging to the College other than as a trustee, or be interested directly or indirectly in the supply of work or goods at the cost of the College.

require in every year not less than four meetings of the Governors.

define the quorum at meetings of the Governors: seven Governors of whom at least four shall be independent Governors.

Equal Opportunities

8 To ensure that non-discriminatory systems are in place to provide equality and diversity of opportunity for staff and students.

Reserved:
• Consideration of an annual report on equal opportunities issues, development in legislation and best practice requiring action and the operation and implementing the equal opportunities policy

Delegated:
• Equalities Committee to
monitor the College's existing equal opportunities, diversity and widening participation policies and recommend the introduction of new policies designed to address any problems identified by the review, or to issue guidelines on new initiatives.

monitor developments in legislation and make recommendations for any necessary change required to policy and practice.

The Charter:
states that it shall be open to all persons both in the United Kingdom and elsewhere to become Students or members of the Staff without any distinction whatsoever. No religious test shall be imposed upon any of the Staff or Students nor shall any disability be imposed on the grounds of political belief, sex or race. The only qualification required of any of the Staff or Students shall be fitness to contribute to or pursue studies of or cognate to a University education.

states that the educational facilities provided by the College shall be available at such times as the Governors may determine having especial regard to the convenience of persons who are engaged in earning their livelihood.

Students’ Union

To take such steps as are reasonably practicable to ensure that the students’ union operates in a fair and democratic manner and is accountable for its finances.

Reserved:
• Review and approval of the Constitution of the Students’ Union and of its financial and other reporting requirements.
• Approval of the audited annual accounts of the Students Union.

The Charter:
states that insofar as it shall further the educational purposes of the College there shall be a Students’ Union of the College for the benefit of the Students of the College and in their interests as Students.

The Statutes:
state that there shall be a Students’ Union of the College which shall conduct and manage its own affairs in accordance with a constitution approved by the Governors. The Students’ Union constitution and its financial and other reporting requirements will be prescribed in Standing Orders.

Health and Safety

To be responsible for the health and safety of employees, students and other individuals while they are on the College premises and in other places where they may be affected by its operations.
To ensure that the institution has a written statement of policy on health and safety, and arrangements for the implementation of that policy.

Reserved:
- To consider, at least annually, a report from the Safety Committee via the F&GP.
- To approve and keep under review the College’s written policy on Health and Safety.

Delegated:
- Safety Committee to advise on questions of safety policy, to draw attention to its legal obligations relating to safety and to forward to F&GPC recommendations for such action as is thought necessary to ensure that reasonable steps are being taken to promote the safety of staff, students and other persons on Birkbeck premises.
- Safety Committee to oversee the implementation of the Birkbeck Safety Policy.