

## GOVERNING BODY

### COMPOSITION AND TERMS OF REFERENCE 20223-24

#### Appointing Body

#### Membership

Archbishop of Canterbury (1)	*Ms J Armitt+
Joint Appointee by the Rochester and Canterbury Diocesan Boards of Education (1)	*Mr S Carey
Archbishops' Council	*Mrs P Jones
Bishop of Dover (or their nominee) (1)	*Rt. Revd. Bishop R Hudson-Wilkin + + +
Academic Staff Governor (1)	Dr K Fox
Professional Services Staff Governor (1)	*Mr R Higgins
Academic Board Staff Governor (1)	Dr A Eyden
Student Governor (1)	Miss A Lundy
Independent (9)	Ms N Ahmed Ms S Appleby *Professor G Dewhurst *Mrs J Harding *Mrs A Newey *Mr C Stevens++ *Revd. R Stevenson *Mr J Stockwell *Professor J Wood
Vice-Chancellor	*Professor R Thirunamachandran

- \* **Member of C of E or a Church in Communion with the C of E**
- + **Pro-Chancellor (Chair)**
- ++ **Deputy Pro-Chancellor (Vice-Chair)**
- +++ **Senior Independent Governor**

**Note:** The Governing Body shall, when complete, consist of at least 18 persons, not less than 10 of whom shall be members of the Church of England and at least 8 of whom shall have experience of, and have shown capacity in, industrial, commercial or employment matters or in the practice of any profession.

#### Quorum:

Eight (8), of whom four (4) shall be either Nominated by the appointing bodies or Independent

#### Reporting Relationships:

**Approval**  
**Date:**02/10/2023

**Approved By:** Governing Body

**Revision Date:** 2023/24

The Governing Body is the body with ultimate responsibility for the educational character/mission and strategic oversight of the activities of the University.

**Secretary:**

Clerk to the Governing Body

**In Attendance by Invitation**

Deputy Vice-Chancellor

Senior Pro Vice-Chancellor (Research, Enterprise and Business Development)

(Interim) Pro Vice-Chancellor (Education and Student Experience)

Chief Finance and Operating Officer

One Dean of Faculty or Director of Professional Services Department at each meeting on a rotational basis

Governance and Compliance Officer

**Frequency of meetings:**

Four (4) per annum

**Terms of Reference/Statement of Primary Responsibilities**

**General**

To be responsible:

- 1) for the effective and efficient use of resources, and for safeguarding assets, taking advice from the Finance and Resources Committee;
- 2) for setting a framework for the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of staff other than designated senior staff, for the guidance of the Finance and Resources Committee and/or the Vice-Chancellor as appropriate;
- 3) for ensuring the effective management of the institution and for planning its future development;
- 4) for observing the highest standards of corporate governance. To ensure and demonstrate integrity and objectivity in the transaction of its business and, wherever possible, following a policy of openness and transparency in the dissemination of its decisions;
- 5) for ensuring that funds provided by the Office for Students and other bodies are used in accordance with the terms and conditions specified in the agreements between the University and such bodies;
- 6) for ensuring, through the Finance and Resources Committee and the Audit Committee, the establishment and monitoring of systems of control and accountability including financial and operational controls, and risk management;
- 7) for taking 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 (The Education Act 1994);
- 8) for the health and safety of employees, students and other individuals whilst on the institution's premises and in other places where they may be affected by its operations, including ensuring that the institution has a written statement of policy on health and safety

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and arrangements for the implementation of that policy;

- 9) for eliminating unlawful discrimination and promoting equality of opportunity and good relations between different groups.

## **Specific**

To be responsible:

- 10) for the determination of the educational character and mission of the University including the approval of the University's Strategic Plan and the setting of Key Performance Indicators (KPIs);
- 11) for the approval of the annual estimates of income and expenditure;
- 12) for ensuring the solvency of the institution and the safeguarding of its assets;
- 13) for the appointment or dismissal of the Vice-Chancellor, the Clerk to the Governing Body, the Chaplain and such other senior posts designated by the Governing Body;
- 14) for ensuring that there are suitable arrangements for monitoring the Vice-Chancellor's performance;
- 15) for the varying or revoking of the Instrument or Articles of Government (subject to provisions within those documents regarding the Archbishops' Council);
- 16) for ensuring compliance with its legal obligations including Company and Charity law, and in particular the duties of Directors under the Companies Act 2006;
- 17) for receiving and approving annual accounts (financial statements) after they have been audited by the External Auditor, and for forwarding the External Auditor's management letter to the funding body;
- 18) for approving the constitution of the student body (Students' Union) and receiving the audited accounts of that body on an annual basis;
- 19) for the approval of the University's Risk Management Framework, Risk Register and Risk Appetite Statement;
- 20) for the approval and annual monitoring of widening participation arrangements, including OfS Access and Participation Plans;
- 21) for reviewing its own effectiveness and performance and that of its committees formally every three years, and annually on a 'light touch' basis;
- 22) for regularly monitoring the performance of the institution against its planned strategies and operational targets including those contained in approved KPIs;
- 23) for reviewing its terms of reference and work plan annually.

Alison Sear  
Clerk to the Governing Body

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