

As Approved by Council 13 June 2007

**TERMS OF REFERENCE
FOR COMMITTEES OF COUNCIL
UNDER THE TERMS OF THE REVISED CHARTER AND STATUTES**

FINANCE AND GENERAL PURPOSES COMMITTEE

1. To recommend to Council the adoption of the Financial, the Estate and the Human Resource strategies for the College;
2. To recommend to Council the adoption of the consolidated Annual Accounts;
3. To recommend to Council the adoption of the annual budget for the College's activities;
4. To recommend to Council the appointment of investment advisers, bankers, auditors, financial and other advisers;
5. To monitor the College's investments;
6. To recommend to Council the establishment or dissolution of subsidiary companies or undertakings and to monitor their performance;
7. To monitor the performance of the College and its subsidiaries against approved budgets and to report to Council;
8. To recommend to Council any significant changes to the College's estate interests;
9. To recommend to Council and monitor the expenditure on major capital projects;
10. To recommend to Council any strategic policy changes in respect of the College's human resources;
11. To consider and progress recommendations made by Council or any Council Committee.

Quorum

12. The quorum for the Finance and General Purposes Committee shall be 5 (out of 11) Members of which there must be a lay majority.

Secretary to the Committee

13. The Secretary to the Finance and General Purposes Committee shall be the Director of Finance.

AUDIT COMMITTEE

Note: These Terms of Reference directly reflect the requirements set out in 'Accountability and Audit - HEFCE Code of Practice June 2004/27'

Constitution

1. The Council has established a Committee of the Council known as the Audit Committee.

Membership

2. The Committee and its Chair shall be appointed by the Council, from among its own members, and must consist of members with no executive responsibility for the management of the Institution. There shall be no fewer than three members; a quorum shall be at least two members. The Chair of the Council should not be a member of the Committee. Members should not have significant interests in the institution.
3. At least one member should have recent and relevant experience in finance, accounting or auditing. The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise. No member of the Committee may also be a member of the Finance Committee (or equivalent), unless specifically authorised by the Higher Education Funding Council for England (HEFCE) under the terms of paragraph 73 of the Code.

Attendance at Meetings

4. The Director of Finance (or equivalent), a representative of the Internal Auditors, and a representative of the External auditors shall normally attend meetings where business relevant to them is to be discussed. **However, at least once a year the Committee should meet with the External and Internal Auditors without any Officers present.**

Frequency of Meetings

5. Meetings shall normally be held at least three times each financial year. The External Auditors or Internal Auditors may request a meeting if they consider it necessary.

Authority

6. The Committee is authorised by the Council to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.
7. The Committee is authorised by the Council to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Designated Officer and/or Chairman of the Council. However, it may not incur direct expenditure in this respect in excess of £5,000 without the prior approval of the Council.

8. The Audit Committee will review the audit aspects of the draft Annual Financial Statements. These aspects will include the external Audit Opinion, the Statement of Members' Responsibilities, the Statement of Internal Control and any relevant issue raised in the External Auditors' Management Letter. The Committee should, where appropriate, confirm with the Internal and External Auditors that the effectiveness of the internal control system has been reviewed, and comment on this in its Annual Report to the Council.

Duties

9. The duties of the Committee shall be:
 - a) To advise the Council on the appointment of the External Auditors, the audit fee, the provision of any non-audit services by the External Auditors and any questions of resignation or dismissal of the External Auditors.
 - b) To discuss if necessary with the External Auditors, before the Audit begins, the nature and scope of the Audit.
 - c) To discuss with the External Auditors problems and reservations arising from the Interim and Final Audits, including a review of the Management Letter incorporating Management responses, and any other matters the External Auditors may wish to discuss (in the absence of Management where necessary).
 - d) To consider and advise the Council on the appointment and terms of engagement of the Internal Audit service, the audit fee, the provision of any non-audit services by the Internal Auditors and any questions of resignation or dismissal of the Internal Auditors.
 - e) To review the Internal Auditors' Audit Risk Assessment and Strategy; to consider major findings of Internal Audit investigations and Management's response; and to promote co-ordination between the Internal and External Auditors. The Committee will ensure that the resources made available for Internal Audit are sufficient to meet the Institution's needs (or make a recommendation to the Council as appropriate).
 - f) **To keep under review the effectiveness of the Risk Management, Control and Governance arrangements**, and in particular to review the External Auditors' Management Letter, the Internal Auditors' Annual Report, and Management responses.
 - g) To monitor the implementation of agreed audit-based recommendations, from whatever source.
 - h) 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.
 - i) To oversee the Institution's policy on fraud and irregularity, including being notified of any action taken under that policy.
 - j) To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness.
 - k) To receive any relevant reports from the National Audit Office, HEFCE and other organisations.

- l) To monitor annually the performance and effectiveness of External and Internal Auditors, including any matters affecting their objectivity, and to make recommendations to the Council concerning their reappointment, where appropriate.
- m) To consider elements of the Annual Financial Statements in the presence of the External Auditors, including the Auditors' Formal Opinion, the Statement of Members' Responsibilities and the Statement of Internal Control, in accordance with HEFCE's Accounts Directions.
- n) In the event of the merger or dissolution of the Institution, to ensure that the necessary actions are completed, including arranging for a final set of Financial Statements to be completed and signed.

Reporting Procedures

- 10. The Minutes (or a Report) of Meetings of the Committee will be circulated to all members of the Council.
- 11. The Committee will prepare an Annual Report covering the Institution's financial year and any significant issues up to the date of preparing the Report. The Report will be addressed to the Council and Designated Officer, summarising the activity for the year. It will give the Committee's opinion on the adequacy and effectiveness of the Institution's arrangements for the following:
 - Risk Management, Control and Governance (the Risk Management element includes the accuracy of the Statement of Internal Control included with the Annual Statement of Accounts)
 - economy, efficiency and effectiveness (value for money).

This opinion should be based on the information presented to the Committee.
The Audit Committee Annual Report should normally be submitted to the Council before the Members' Responsibility Statement in the Annual Financial Statements is signed.

Quorum

- 12. The Quorum for the Audit Committee shall be 3 (out of 6) Members to 31 December 2007, thereafter 3 out of 5 Members.

Secretary to the Committee

- 13. The Secretary to the Audit Committee shall be the Secretary to the Council (or other appropriate independent individual).

SENIOR STAFF REMUNERATION COMMITTEE

To exercise delegated authority on behalf of the Council to determine the salaries, terms and conditions of employment, and (where appropriate) severance payments of the Principal, Secretary and Registrar, and all Professors, subject to:

1. The terms and conditions of appointment of Professors being consistent with the Ordinances of the University of London and regulations approved from time to time by the Council, and
2. The Principal withdrawing from the Committee when his own salary, terms and conditions of employment and (where appropriate) severance payments are under discussion

The Committee shall report its actions to the Council.

Quorum

3. The Quorum for the Senior Staff Remuneration Committee shall be 3 (out of 5) Members

Secretary to the Committee

4. The Secretary to the Senior Staff Remuneration Committee shall be the Director of Human Resources *who must withdraw when his/her salary is under discussion*).

NOMINATIONS AND FELLOWS COMMITTEE

1. To consider and make recommendations to Members of Council for the appointment or re-appointment of co-opted Members of the Council and its Committees, with Members to withdraw in the event of the Nominations and Fellows Committee considering their own re-appointment.
2. To recommend to the Council names of persons to be elected as Fellows, in accordance with the Regulations (attached as Appendix A).

Quorum

3. The Quorum for the Nominations and Fellows Committee shall be 3 (out of 6) Members

Secretary to the Committee

4. The Secretary to the Nominations and Fellows Committee will be the Secretary to Council.

ETHICS & WELFARE COMMITTEE

1. To provide advice to staff and students on any ethical issue relating to the handling and treatment of animals within the College for any purpose, including formal experimentation, clinical investigation, and teaching.

Quorum

2. The Quorum for the Ethics and Welfare Committee shall be 5 Members

Secretary to the Committee

3. The Secretary to the Ethics and Welfare Committee is to be appointed.

SAFETY COMMITTEE

1. To promote co-operation between management and staff in initiating, developing and carrying out measures to ensure the health, safety and welfare of persons at work and all other persons on the premises.
2. To keep under review measures taken to ensure health, safety and welfare of staff.
3. To consider reports provided by the Safety Consultants, the Inspectorate of the Health and Safety Executive and any other regulatory body.
4. To consider any matters submitted by the Health and Safety Office, Safety Consultants, Radiation Protection Advisers and Safety Representatives.
5. To keep under review safety training and communications within the College.
6. To monitor the effectiveness of the Safety Policy.
7. To monitor statistics of accidents and other untoward occurrences provided by the Health and Safety Officer.
8. To recommend priorities for expenditure on measures to improve health, safety and welfare.
9. To invite such persons as are necessary to attend Health and Safety Committee meetings in order to give specialist/expert advice on particular topics.
10. To establish specialist sub-groups as are necessary in order to advise on specialist hazards and to determine the Terms of Reference and Membership of such groups and to receive action plans and reports from them.

11. To recommend to the Principal the approval of the Safety Policy, or amendments thereof. Other subordinate Policies, Codes of Practice, Guidance and Local Rules as are necessary to secure safe working conditions will be made available to the Principal if required.
12. To liaise with Safety Committees of other occupants of College sites.

Quorum

13. The Quorum for the Safety Committee shall be 10 (out of 29) Members.

Secretary to the Committee

14. The Secretary to the Safety Committee shall be appointed as appropriate.