IMPERIAL COLLEGE LONDON

ORDINANCE A9

TERMS OF REFERENCE FOR COMMITTEES OF THE COUNCIL

AUDIT COMMITTEE

TERMS OF REFERENCE

1. To keep under review the effectiveness of internal control systems, risk management and corporate governance arrangements, and in particular to review the external auditors’ management letter, the internal auditors’ annual report, and management responses.

2. To consider 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 the funding council’s accounts direction.

3. To monitor the implementation of agreed recommendations arising from internal and external audit reports.

4. 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.

5. To discuss with the external auditors, before the audit begins, the nature and scope of the audit.

6. 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).

7. To consider and advise the governing body on the appointment and terms of engagement of the internal audit service (and the head of internal audit if applicable), 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.

8. To review the internal auditors’ audit needs assessment, strategy and programme; to consider major findings of internal audit investigations and management’s response; and 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 College’s needs.

9. To satisfy itself that suitable arrangements are in place to promote economy, efficiency and effectiveness.
10. To ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the funding council’s accounting officer, have been informed.

11. To oversee the College’s policy on fraud and irregularity, including being notified of any action taken under that policy.

12. To receive any relevant reports from the National Audit Office, the HEFCE and other organisations.

13. To monitor annually the performance and effectiveness of external and internal auditors, including any matters affecting their objectivity.

14. To report to the Council at least annually on its activity for the year and to give its opinion on the adequacy and effectiveness of the College’s risk management control and governance arrangements; its arrangements for promoting economy, efficiency and effectiveness; and the arrangements for the management and quality assurance of data submitted to the Higher Education Statistics Agency (HESA), HEFC and other funding bodies.

15. In the event of the merger or dissolution of the College, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.

16. The Committee shall have the authority to call for any information from College officers, external and internal auditors and others which it considers necessary to discharge its responsibilities effectively.

**CONSTITUTION**

17. The Committee and its Chairman 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 College. No member of the Audit Committee may also serve on the College’s Finance Committee or its equivalent.

18. **Members**

   a. A Chairman to be appointed by the Council from among the external members of the Council.

   b. Three members, at least one of whom shall have recent and relevant expertise and experience in finance, accounting or auditing, to be appointed by the Council from among the external members of the Council.

   c. The Committee shall have the power to co-opt up to two additional external members, if it sees fit.

19. **In Attendance**

   The President
   The Provost
20. **Secretary**

The Head of Central Secretariat and Assistant Clerk to the Court and Council

**MEETINGS AND REPORTING**

21. The Committee shall meet not less than three times a year. The external auditors and internal auditors may request that additional meetings be held if they consider it necessary.

22. The minutes of meetings of the Committee will be circulated to all members of the Council.

23. The Committee will prepare an annual report covering the College’s financial year and any significant issues up to the date of preparing the Report. The Report will be addressed to the President and to the Council and will summarise the activity for the year. It will give the Committee’s opinion on the adequacy and effectiveness of the College’s arrangements for:


   b. Arrangements for promoting economy, efficiency and effectiveness (value for money).

   c. The arrangements for the management and quality assurance of data submitted to the Higher Education Statistics Agency (HESA), HEFC and other funding bodies

24. This Report will be presented to the Council before the members’ responsibility statement in the Annual Financial Statements is signed.

25. The Committee will also provide an annual statement on the College’s Accounts to the Court at its annual meeting.

**QUORUM**

26. The quorum shall be the Chairman and one other member.
DEVELOPMENT BOARD

TERMS OF REFERENCE

1. The role of the Development Board is to provide independent objective guidance to Imperial College on its fundraising activities and to assist with the realisation of its financial goals. Board members are asked to be advocates and enthusiastic communicators of Imperial’s mission and vision, and to play an integral role in its fundraising activities. The fundraising success of the College, and hence its ability to deliver its mission, will greatly depend on the personal commitment and active involvement of this group of individuals.

2. Its terms of reference are:
   a. To support the College’s goals and fundraising plans and hence assist the College in achieving its long term strategic plans.
   b. To help with agreed fundraising and communications strategies through a combination of personal influence, support and advice.
   c. To be involved in establishing and implementing fundraising plans.
   d. To help identify individuals and organisations that might support Imperial College.
   e. To assist in the process of engaging potential supporters and to help secure gifts.

CONSTITUTION

3. Members
   a. The President, ex officio (Chairman)
   b. The Chairman of the Council, ex officio
   c. The Chief Financial Officer, ex officio
   d. Up to three external members of the Council, appointed by the Council
   e. Co-opted members to be senior, successful and influential individuals with the motivation to support Imperial College.

4. Secretary

To be appointed by the Clerk to the Council.
MEETINGS

5. The Board shall meet at least three times a year.

QUORUM

6. The quorum shall be the Chairman (or his nominated deputy) and three other members of the Board.
NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1. To keep under review the membership of the Council, the Court and of the Council’s Committees.

2. To recommend to the Council external members for co-option to the Council.

3. To recommend to the Council persons for co-option to the Court.

4. To recommend to the Council persons for nomination by those Appointing Bodies requesting nominations to be made for them.

5. To make recommendations to the Council for the membership and terms of reference of a separate Search Committee for the identification of a new President or Provost in good time before the termination of the President’s or Provost’s term of office, or on notification of the President’s or Provost’s resignation.

6. To make recommendations to the Council for the membership and terms of reference of a separate Search Committee for the identification of a new Chairman in good time before the termination of the Chairman’s final term of office, or on notification of the Chairman’s resignation, and to make recommendations to the Council for the role description and person specification for the Chairman before the Search Committee begins its search.

7. To recommend to the Council such additional definition of terms as may be necessary to facilitate the procedures for the appointment, election and co-option of persons to the Court and Council.

8. To recommend to the Council the appointment of persons to other external bodies in cases where the Council is the Appointing Body.

9. The Committee’s recommendations for appointments to the Court and Council and to other bodies shall be made to the Council as and when required.

CONSTITUTION

9. Members

a. The Chairman of the Council (Chairman)

b. Three external members of the Council, appointed by the Council

c. Three senior staff and/ or ex-officio members of the Council, not including the elected member of the staff or the Imperial College Union President, appointed by the Council.
10. **Secretary**
    
    The Clerk to the Council

**MEETINGS AND REPORTING**

11. The Committee shall meet as required.

**QUORUM**

12. The quorum shall be the Chairman and two other members, including at least one external member and one staff or ex-officio member.
REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. To receive comparative information on salaries, other emoluments and conditions of service in the university sector.

2. To review and approve annually the salaries and emoluments of the President and of such senior staff as report directly to the President or who may, from time to time, be agreed by the Committee.

3. To review and approve any discretionary salary revisions for such staff.

4. To consider and resolve any apparent anomalies in remuneration.

5. To consider and decide any severance payments proposed for staff listed in Paragraph 2 above.

6. To agree in advance remuneration packages outside the norm.

7. To review information on College reward strategy and policy.

8. To receive annually information from the President and the Provost on the decisions made by the College Cabinet and the Provost's Board concerning the salaries and other emoluments of professorial and such other senior staff as may, from time to time, be agreed.

CONSTITUTION

9. **Members**
   a. The Chairman of the Council (Chairman)
   b. Three external members of the Council, appointed by the Council

10. **In Attendance**
   a. The President (except when his or her own remuneration is being considered).
   b. The Provost (except when the President's or his or her own remuneration is being considered)

11. **Secretary**
    The Director of Human Resources
MEETINGS AND REPORTING

12. The Committee shall meet at least two times *per annum*.

13. The Committee will make an annual report on remuneration to the Council at its Autumn meeting.

SCOPE

14. The Remuneration Committee reviews and approves the pay of the President. It also reviews and approves recommendations for variation of pay for the senior staff members of the Council and the College Secretary and Registrar.

QUORUM

15. The quorum shall be the Chairman and one other member.
RISK COMMITTEE

TERMS OF REFERENCE

1. The Committee’s primary objective is to consider the strategic risks facing the College and the actions proposed to mitigate these risks.

2. Its terms of reference are to:

   a. Keep under review the College’s overall risk management vision, and its strategies and policies for managing risk.

   b. Review annually and recommend to the Council the College’s risk appetite.

   c. Review annually and recommend to the Council the College’s Risk Register.

   d. Keep under review the College’s policies in relation to strategic, reputational, financial, and enterprise risks, including the process for identifying and assessing business risks and the management of these risks by the College.

   e. Keep under review the College’s management of its health and safety risks and the operation of the College Health and Safety Management System.

CONSTITUTION

3. Members

   a. Chairman to be appointed by the Council from among the external members of the Council.

   b. At least two members to be appointed by the Council from among the external members of the Council.

   c. The President, *ex officio*

   d. The Provost, *ex officio*

   e. The Chief Financial Officer, *ex officio*

   f. The President of the Imperial College Union, *ex officio*

   g. The Committee shall have the power to co-opt up to two additional external members, if it sees fit.

4. In Attendance

   a. The College Secretary & Registrar
b. The Director of Risk Management

c. The Safety Director

5. **Secretary**

To be appointed by the Head of Central Secretariat and Assistant Clerk to the Court and Council

**MEETINGS AND REPORTING**

6. The Committee shall meet at least two times *per annum*.

**QUORUM**

4. The quorum shall be the Chairman and two other members, including at least one external member and one staff or ex-officio member.

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