

# **The Glasgow School of Art**

## **Board of Governors**

### **Board Committees: Remits, Memberships and Procedures for the 2017/18 Academic Year**

**Approved by the Board of Governors, October 2017**

*(Also includes minor amendments subsequently approved by the Board of Governors)*

Below are Remits, Memberships and Procedures for 2017/18 for the following:

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*(Note: the Remit and Membership of the School's Academic Council are contained in a separate document)*

October 2017

## **The Glasgow School of Art**

### **Board of Governors**

#### **Audit Committee**

#### **Remit, Membership and Procedures 2017/18**

##### **1. Remit**

The Audit Committee shall:

###### a) General

- Satisfy itself that the financial affairs of the School are correctly represented, that the funds received from the Scottish Funding Council ('the Council') are used in accordance with the Financial Memorandum between the Council and the School, and that funds received from other sources are similarly employed in an appropriate manner.
- Consider the internal and external auditors' assessment of the effectiveness of the School's financial and other control systems, including controls to prevent or detect fraud or other irregularities, as well as those for securing economy (value for money), efficiency, effectiveness and management of risk.
- Consider the School's compliance with corporate governance requirements and good practice guidance, including oversight of the School's Statement of Corporate Governance and reviews of the effectiveness of the Board of Governors.
- Oversee the School's performance management, risk management and internal financial control arrangements, including Financial Regulations.
- Report to all meetings of the Board of Governors and, in addition, prepare an Audit Committee Annual Report for consideration by the Board of Governors.
- Receive and consider the implications of any relevant reports from the National Audit Office/Audit Scotland, Scottish Funding Council, and any other relevant agencies.

###### b) Internal Audit

- Advise the Board on the selection, appointment or re-appointment and remuneration of the internal auditor and:
- Advise on the terms of reference of the internal auditor, and review the scope, efficiency and effectiveness of the work of the internal auditor.
- Recommend to the Board the approval of the Internal Audit Plan.
- Monitor management action on the implementation of agreed recommendations by the internal auditor.
- Inform the Board of its approval of the internal auditor's annual report.
- Secure and monitor appropriate liaison and co-ordination between internal and external auditors.
- Respond appropriately to notification of fraud, whistleblowing or improprieties received from the internal auditor or other person.

c) External Audit

- Advise the Board on the selection, appointment or re-appointment, removal and remuneration of the external auditors and the scope of their work, and:
- Consider the School's annual financial statements, including the external audit opinion, Statement of Members Responsibilities and any relevant issues raised in the auditor's management letter, and the external auditor's report, prior to submission to the Board by the Business and Estates Committee.
- Review the external audit strategy plan
- Consider the objectives and scope of any non-statutory audit work to be undertaken by the external auditor's firm and advise the Board of any potential conflict of interest.

**2. Membership**

- a) Core membership shall be a minimum of three lay Governors, although a membership of up to five lay Governors is recommended.
- b) The Chair of the Board of Governors is not a member, but may attend by invitation.
- c) The Director of the School, the Registrar and Secretary, and the Director of Finance and Resources are not members but attend by invitation and would normally attend all meetings of the Committee.
- d) Other senior managers may attend by invitation. Normally this includes the Deputy Director of Finance and Resources and the Head of Finance.
- e) Representatives of the External and Internal Auditors will be invited to attend meetings.

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In 2017/18, the initial membership is as follows:

Members

Mr Charles Beattie	Lay Governor ( <i>Chair</i> )
Sir Muir Russell	Lay Governor and Vice-Chair, Board of Governors
Dr Susie Mitchell	Lay Governor
To be confirmed	Lay Governor

In attendance (GSA)

Ms Muriel Gray	Chair, Board of Governors
Professor Tom Inns	Director, GSA
Ms Sandi Galbraith	Deputy Director of Finance & Resources
Mr Alastair Milloy	Director of Finance and Resources
Mr Alistair Storey	Head of Finance
Dr Craig Williamson	Registrar and Secretary

In attendance (external)

Mr Gary Devlin	Scott Moncrieff, External Auditor
Mr James McBride	Scott Moncrieff, External Auditor
Ms Claire Robertson	BDO, Internal Auditor
Mr Craig Wright	BDO, Internal Auditor

**3. Chair**

The Chair shall be appointed by the Board of Governors from among the Committee's core lay membership. In his/her absence, the Chair's nominee will act as Chair, this to be another lay governor from the Committee's membership. Agendas will be approved by the Chair following consultation with the Directorate.

**4. Quorum**

A minimum of two Lay Governors.

**5. Attendance**

Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Chair, that member will be deemed to have left the Committee and may be replaced.

**6. Meetings**

The Committee shall meet at least four times per academic year, with one meeting scheduled to precede consideration of the School's Annual Accounts.

**The Glasgow School of Art**

**Board of Governors**

**Business Committee**

**Remit, Membership and Procedures 2017/18**

**1. Remit**

- a) To act on behalf of the Board of Governors to develop strategic financial management of GSA in response to the Strategic Plan.
- b) To ensure that GSA is being managed efficiently and effectively, that the funds received from the Scottish Funding Council (SFC) are being correctly applied and that the financial and other policies of the Board are being met by the Director and management.
- c) To receive regular management accounts, cash flow reports and any other financial reports and report on these to the Board.
- d) To note the Annual Accounts to the Board (the Annual Accounts are formally recommended to the Board by the Audit Committee).
- e) To consider the School's annual budgets, including budgetary submissions to the Funding Council, and recommend these to the Board.
- f) To review and approve the level of overseas and rest-of-UK student fees for the following year.
- g) To approve the level of block grant to the Students' Association each year and to monitor the financial state of the Association by reviewing regular financial reports and statements prepared by the Association.
- h) To consider the establishment of related companies/joint ventures prior to consideration by the Board, and to consider progress reports from such companies/ventures.
- i) To consider the policy of, and progress reports from, the Director of Development (including reports on funds donated in relation to the Mackintosh Building fire) and to report or make recommendations to the Board as appropriate.
- j) To consider the financial and resource aspects of School's Estates Development strategy.

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**2. Membership**

- a) The Chair of the Board of Governors (Convenor).
- b) Up to 6 lay Governors, ideally with experience in the areas of Finance, Legal/Corporate, Architecture/Surveying, Marketing/PR
- c) The Director of the School
- d) The Director of Finance and Resources
- e) The President of the Students' Association
- f) The Registrar and Secretary (in attendance)
- g) The Deputy Director of Finance and Resources (in attendance)
- h) The Head of Finance (in attendance)
- i) Co-opted members as required for specific issues.

The initial membership for 2017/18 is as follows

Ms Muriel Gray, Chair of the Board of Governors (Chair)  
Mr Douglas Brown, Lay Governor  
Professor Tom Inns, Director  
Mr Alistair Milloy, Director of Finance and Resources  
Ms Eleanor McAllister, Lay Governor  
Ms Laura Glennie, President, Students' Association  
Ms Christa Reekie, Lay Governor  
Mr Ken Ross, Lay Governor  
Sir Muir Russell, Lay Governor (and Vice Chair of the Board)  
Mr Andrew Sutherland, Lay Governor

Ms Sandi Galbraith, Deputy Director of Finance and Resources (in attendance)  
Mr Alistair Storey, Head of Finance (in attendance)  
Dr Craig Williamson, Registrar and Secretary (in attendance)

**3. Chairperson**

The Chairperson will be the Chair of the Board of Governors or, in his/her absence, the Chair's nominee, to be another lay governor from the Committee's membership. Agendas will be approved by the Chair following consultation with the Directorate.

**4. Quorum**

The quorum for a meeting shall be 4 governors, at least 2 of whom should be lay Governors.

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**5. Attendance**

Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Chair, that member will be deemed to have left the Committee and may be replaced.

**6. Meetings**

The Committee should meet at least four times a year but can convene more often as required. One meeting should be scheduled to discuss and recommend for Board approval the School's Annual Budget and SFC submission (normally the May/June meeting). Another meeting should include scrutiny of the School's Annual Accounts (normally the November meeting)

**7. Reserved Business**

Reserved business may be specified on the agenda as and when required if sensitive issues are to be discussed, in which case the President of the Students' Association may be asked to withdraw during these discussions.

JM  
August 2017

## **The Glasgow School of Art**

### **Board of Governors**

#### **Estates Committee**

#### **Remit, Membership and Procedures 2017/18**

### **1. Remit**

The Committee's role is to consider strategic and key operational issues in relation to the School's Estate. For the period from the present until completion of the Mackintosh Restoration Project, that project will form a separate part of the agenda of the Committee's meetings, with those attendees only involved with the Mackintosh project not being required to attend for other agenda items. The Stow Building project will also be a significant agenda item for meetings during 2017/18. The Chair of the Committee will determine attendance at meetings for different items of business.

The Committee will report to the Board of Governors (through its Minutes and, where necessary, through forwarding of items of business or recommendations to the Board), but will also seek authority where necessary from the Business Committee.

The Committee's role will include:

#### **i) Mackintosh Restoration Project**

The Committee will oversee the restoration of the Mackintosh Building following the fire of May 2014. This role will include:

- consideration of the timetable and key milestones for the restoration of the building;
- as defined by a schedule of spending thresholds approved by the Business Committee and Board of Governors, authorisation of expenditure and the appointment of contractors. Where expenditure will exceed authorised limits, the Committee will make recommendations to the School's Business Committee and/or Board of Governors on major financial decisions and appointments in relation to restoration of the building;
- consideration of updated project risk registers;
- consideration of progress reports from the Mackintosh Operations Group and from key individuals, including the Director, Director of Finance and Resources, Internal and External Project Managers;
- provision of regular reports and recommendations to the Board of Governors, including summaries of expenditure (as above).

ii) Stow Building Project

The Stow Building is being refurbished and will be a major project until at least late 2018. The Committee's role will include:

- consideration of the timetable and key milestones for the refurbishment of the building;
- as defined by a schedule of spending thresholds approved by the Business Committee and Board of Governors, authorisation of expenditure and the appointment of contractors. Where expenditure will exceed authorised limits, the Committee will make recommendations to the School's Business Committee and/or Board of Governors on major financial decisions and appointments in relation to refurbishment of the building;
- consideration of progress reports from the Stow Operations Group and from key individuals, including Internal and External Project Managers;
- consideration of updated project risk registers;
- provision of regular reports and recommendations to the Board of Governors, including summaries of expenditure (as above).

iii) Master Plan and Associated Estate Developments

- Consideration of strategic plans and development options for the School's estate.
- Consideration of programmes, project updates, budgets, cash flow and risk registers for other major Estates projects as these arise
- as defined by spending thresholds approved by the Business Committee and Board of Governors, authorisation of expenditure and the appointment of contractors for major projects as these arise.

## **2. Membership**

- The Chair of the Board of Governors
- Up to four further lay Governors, one of whom chairs the Committee
- The Director of the School
- The Director of Finance and Resources
- The President of the Students' Association
- Co-opted members or attendees, as required for specific issues.

The core membership for 2017/18 is as follows:

Ms Eleanor McAllister, Lay Governor (Chair) (until 31<sup>st</sup> December 2017)  
 Ms Muriel Gray, Lay Governor and Chair of the Board of Governors  
 Mr Douglas Brown, Lay Governor (Chair from 1<sup>st</sup> January 2018)  
 Ms Christa Reekie, Lay Governor  
 Professor Tom Inns, Director, GSA  
 Ms Laura Glennie, President of the Students' Association  
 Mr Alistair Milloy, Director of Finance and Resources

The quorum for meetings shall be 4 members, at least 2 of whom should be Lay Governors.

### 3. Attendees

Attendees join the Committee, for the relevant part of the agenda, at the request of the Chair of the Committee or the Director of GSA. Indicative attendees are:

#### Mackintosh Restoration Project only

Ms Liz Davidson	Senior Project Manager for the Restoration Project
Mr Eliot Leviten	Estates Special Project Manager
Ms Sally Stewart	Head of the Mackintosh School of Architecture
Mr Ranald MacInnes	Head of Heritage Management, Historic Environment Scotland

#### Stow Building Project/Other Estates Matters only

Mr Mike Quigley	Head of Estates
Mr David Miller	Project Manager

### 4. Meetings

Meetings will be held as and when necessary, but there will normally be a minimum of four meetings per annum, reporting to corresponding meetings of the Board of Governors

### 5. Attendance

Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Chair, that member will be deemed to have left the Committee and may be replaced.

### 6. Agenda

The agenda will be approved by the Chairperson following consultation with the Directorate.

## The Glasgow School of Art

### Board of Governors

#### Human Resources Committee

#### Remit, Membership and Procedures 2017/18

##### 1. Remit

To discuss, inform and comment on policy and procedure in relation to staff matters including recruitment, training and development, equity and diversity, discipline, grievance, etc. Matters will be of a general nature affecting all staff or discrete groups. Discussion of individuals or casework shall not be competent business, as this will be dealt with as operational matters through the School's normal policies and procedures.

As necessary, to establish from its membership short term working parties to support the development of new policy or relevant initiatives.

To lead on the development of new HR policy and procedures and to regularly review existing policies, taking account of new legislation or other changes in the environment.

To recommend new policies and procedures to the Board of Governors for approval.

To inform and advise the Board of Governors on general staff matters.

The Chair shall have delegated authority to act on behalf of the Human Resources Committee outwith its normal meeting schedule, providing that all matters acted upon are reported to the next meeting of the Committee.

##### 2. Membership and Procedures

###### 2.1 Membership criteria:

- a) Up to three lay governors, one of whom shall be Chair.
- b) Up to three members of academic staff, elected by the academic staff (elected for periods of 3 years)
- c) Three professional support staff, one to be elected to the committee from each of three areas of staff:
  - administration, including Library;
  - technical; and
  - maintenance, including estates.

(to serve for periods of three years)
- d) A representative from each of the recognised Trade Unions.
- e) The President of the Students' Association
- f) The Director of Finance and Resources

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- g) The Registrar and Secretary
- h) The Head of Human Resources
- i) The Deputy Head of Human Resources
- j) Further members may be co-opted as necessary in relation to specific issues.

## 2.2 Chair

The Chair will be nominated by the Board.

## 2.3 In attendance by invitation

- a) Chair of the Board of Governors.
- b) Director of the School.
- c) Staff from the Department of Human Resources

## 2.4 Membership 2017/18

The initial membership for 2017/18 is as follows:

Professor Nora Kearney	Lay Governor (Chair)
Dr Susie Mitchell	Lay Governor
Mr John Ayers	Elected Technical Staff Representative*
Ms Nicky Bird	UCU Representative
Ms Lesley Coyle	Deputy Head of Human Resources (ex-officio)
Mr David Dalziel	Head of Human Resources (ex-officio)
Ms Lisa Davidson	Elected Administrative Representative*
Ms Laura Glennie	President, Students' Association (ex-officio)
Mr Craig Laurie	UNITE Representative
Mr Alastair Milloy	Director of Finance and Resources (ex-officio)
Ms Kathy Molloy	UNISON Representative
Professor Johnny Rodger	EIS Representative (deputy: Prof. C Porteous)
Dr Craig Williamson	Registrar and Secretary (ex-officio)
Ms Muriel Gray	The Chair of the Board (in attendance)
Professor Tom Inns	Director (in attendance)
<i>Vacant</i>	<i>Three elected academic representatives*</i>
<i>Vacant</i>	<i>Elected maintenance staff representative*</i>

\* *Period of office 1<sup>st</sup> September 2017 – 31 August 2020*

## 2.5 Attendance

Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Chair, that member will be deemed to have left the Committee and may be replaced.

### **3. Meetings**

- 3.1 The Committee will normally meet four times a year prior to meetings of the Board of Governors. Meeting dates may vary depending on business.
- 3.2 The Chair shall report regularly on the business of the Committee to the Governors.
- 3.3 The Chair shall have authority to act on behalf of the Committee, provided that all matters acted upon are reported to the next meeting of the Committee.
- 3.4 The quorum shall be six members, one of whom should be a Governor and one of whom should be either the Registrar and Secretary or the Head of HR.

### **4. Agenda**

The agenda shall be drafted in consultation between the Chair, the Registrar and Secretary, and the Head of Human Resources.

### **5. Minutes**

The Minutes of meetings, approved by the Chair, will be distributed to all Committee members.

(ends)

## **The Glasgow School of Art**

### **Board of Governors**

### **Museum and Archive Committee**

### **Remit, Membership and Procedures 2017-18**

#### **1. Remit**

- To advise on the management, development and use of the GSA's collections and archives, in line with recognised professional standards
- To oversee strategic planning and the development of policies, and to advise on and approve acquisitions, loans and exhibition proposals related to the GSA's collections and archives
- To report to and make recommendations to the GSA Board of Governors
- To advise on issues relating to the fabric of the Mackintosh building
- To liaise with other GSA committees as appropriate
- To represent GSA in the wider community as required

#### **2. Membership**

Membership will comprise:

Convenor: The Convenor will normally be a GSA Lay Governor. In the Convenor's absence, his/her nominee from the Committee's membership will Chair meetings.

Ex-Officio: The Head of Learning Resources  
The Archives and Collections Manager  
The Curator  
The Head of Estates  
The Exhibitions Director  
A member of GSA Senior Management Team  
The President of the Students' Association

External Members: Up to 5 external members, normally including at least one GSA Governor. The term of membership for external members will normally be 3 years, with the option of a second term.

Co-Opted Members Additional GSA staff may be co-opted as appropriate.

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### **3. Membership 2017/18**

The initial membership for 2017/18 will be as follows:

Professor Alison Yarrington, Lay Governor (Convenor)

Ms Jenny Brownrigg, Exhibitions Director, GSA (ex-officio)

Professor Ken Neil, Deputy Director GSA, (ex-officio)

Ms Laura Glennie, President, Students' Association (ex-officio)

Ms Alison Stevenson, Head of Learning Resources (ex-officio)

Mr Michael Quigley, Head of Estates (ex-officio)

Mr Peter Trowles, Curator (ex-officio)

Ms Susannah Waters, Archives and Collections Manager (ex-officio)

Mr Simon Green, Historic Environment Scotland

*(until October 2018. First appointed 2009. Third term approved by Board)*

Ms Victoria Peters, Archivist, University of Strathclyde *(until December 2019. First appointed 2014)*

Dr Evelyn Silber, former Director of the Hunterian Museum and Art Gallery *(until August 2020. First appointed 2011. Third term approved by Board).*

Dr Sabine Wieber, Lecturer, History of Art, University of Glasgow.

*(until August 2020. First appointed 2011. Third term approved by Board).*

Ms Polly Christie, Recovery Project Lead, GSA (co-opted)

Ms Liz Davidson, Senior Project Manager, GSA (co-opted)

Ms Sarah McKinnon, Project Manager, GSA (co-opted)

Ms Cathie Randall, General Manager, GSA Enterprises (co-opted)

### **4. Meetings**

The Committee will meet at least four times per annum.

Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Chair, that member will be deemed to have left the Committee and may be replaced.

### **5. Quorum**

Four members, including at least two external and two ex-officio members.

**The Glasgow School of Art**

**Board of Governors**

**Investment Committee**

**Remit, Membership and Procedures 2017-18**

**1. Remit**

- a) Determine the investment strategy to be recommended to the Board
- b) Agree investment guidelines with the investment fund managers
- c) Monitor the policy and performance of the investment fund managers
- d) Monitor the execution of a recommended ethical and environmental strategy (See 4. below)
- e) Review the overall investment management position on a six-monthly basis
- f) Appoint and reappoint/change the investment fund managers.

**2. Membership and Procedures**

- 1.1 The members and attendees of the Committee will consist of
  - Lay Governors appointed through the Board of Governors who have appropriate specialist knowledge, including the Chair of the Audit Committee
  - The Director of Finance and Resources
  - The Deputy Director of Finance and Resources (in attendance)
  - The Head of Finance (in attendance)
  - A Representative from the Investment Fund Managers (in attendance)
- 1.2 The Chair will be nominated by the Board and will be a Lay Governor from the Committee's membership
- 1.3 The Committee will meet as and when required, normally at least twice per annum.
- 1.4 The quorum for the Committee will be two Governors.
- 1.5 The Committee will report to the Board of Governors.
- 1.6 The Chair shall have authority to act on behalf of the Committee, provided that all matters acted upon are reported to the next meeting of the Committee.

### **3. Membership 2017/18**

The initial membership for 2017/18 will be as follows:

Sir Muir Russell, Vice-Chair, Board of Governors (Chair)  
Mr Douglas Brown, Governor  
Mr Alistair Milloy, Director of Finance and Resources

#### In attendance

Ms Sandi Galbraith, Deputy Director of Finance and Resources  
Mr Alistair Storey, Head of Finance  
Mr Peter Hillier, Cazenove Capital Management

### **4. Socially Responsible Investment**

Please see overleaf.

**Glasgow School of Art**

**Board of Governors**

**Investment Committee**

**Statement on Socially Responsible Investment**

The Glasgow School of Art is committed to investing its funds in organisations which adhere to the highest possible social, environmental and ethical standards.

As a small, specialist institution, the Glasgow School of Art relies on an external asset management company to manage its investment funds, the activities of which are overseen by the School's Investment Committee. While the aim of investments is to provide sufficient return to meet the School's objectives in relation to the funds (e.g. income generation for the provision of financial support for students), the School also requires its asset management company to monitor the social, environmental and ethical (SEE) stance of companies which form part of the School's investment portfolio. The School is thus alerted to significant SEE issues, and favours wherever possible those investments with positive SEE indications.

Details of the School's investments are reported annually to the Board of Governors (the membership of which includes representation from the Students' Association and elected staff representatives) and are published on the School's website.

If a representative group within the School – including the Students' Association, recognised trades union or any of the School's committees and standing groups such as the Sustainability Action Group - has concerns regarding any of the School's investments, representation may be made to the School's Executive Group. Such representations would be likely to suggest that a particular investment was inconsistent with the School's ethos and strategic ambitions and/or gave concern on wider social, environmental or humanitarian grounds. The Executive Group would discuss any such representations with the School's Investment Committee and the asset management company, and then consider whether the investment under question might be discontinued.

**Approved by the Board of Governors, Glasgow School of Art, October 2012**

## **Glasgow School of Art**

### **Board of Governors**

#### **Nominations Committee**

#### **Remit, Membership and Procedures 2017/18**

##### **Remit**

The Committee will be responsible for recruiting, assessing and recommending candidates for Board lay membership, for considering re-appointment of existing Lay Governors, and for considering and recommending candidates for:

- The Chair of the Board of Governors
- The Vice-Chairs(s) of the Board of Governors
- The Chairs of the Board Committees

The Committee will oversee the preparation and updating of the School's Guidelines on the appointment or renewal of Lay Governors, which includes the Skills and Attributes Matrix and the policy on equality and diversity in relation to the membership of the Board of Governors.

##### **Membership**

- The Chair of the Board of Governors (Chair)
- The Chairs of the Board Committees (Business, Estates, Audit, Human Resources, Museum and Archive, Investment)
- The Director
- An elected Staff Governor nominated by the Board
- The President of the Students' Association
- (In attendance) The Registrar and Secretary

##### **Quorum**

Four members

##### **Meetings**

The Committee will meet when required.

## **Glasgow School of Art**

### **Board of Governors**

#### **Remuneration Committee**

#### **Remit, Membership and Procedures 2017-18**

##### **Remit**

The Committee will be responsible for agreeing the remuneration of those senior staff not covered through national pay scales, and for considering the terms and conditions and severance payments for such staff (subject to Scottish Funding Council guidance).

##### **Membership**

- The Chair of the Human Resources Committee (Chair)
- The Chair of the Board of Governors
- The Vice-Chair(s) of the Board of Governors
- An additional Lay Governor (optional)
  
- The Director (In attendance)
- The Director of Finance and Resources (In attendance)
- The Registrar and Secretary (in attendance)
- The Head of Human Resources (in attendance)

*(The Director, Director of Finance and Resources, and Registrar shall leave meetings when their own cases are being discussed)*

The membership should have the required expertise to review and determine salaries, terms and conditions and, where appropriate, severance payments for the staff within its remit.

##### **Quorum**

Three full members

##### **Meetings**

The Committee will meet as and when required.

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