



## Strategic Partnering Advisory Board

### Terms of Reference Document

#### 1) Purpose of the Strategic Partnering Advisory Board

These Terms of Reference have been agreed and adopted by Southern Universities Management Services ("**SUMS**") and London Universities Purchasing Consortium ("**LUPC**") pursuant to a collaboration agreement dated 20th December 2018 and made between LUPC and SUMS (the "**Collaboration Agreement**").

SUMS and LUPC wish to establish governance arrangements which will best support the implementation and delivery of the Future Collaboration Project (as defined in the Collaboration Agreement) and potential opportunities beyond this. This will require a high degree of operational collaboration between LUPC and SUMS, requiring that LUPC and SUMS establish an Advisory Board.

The Future Collaboration Project relates to the respective procurement and purchasing activities operated by LUPC and by SUMS under the name "Southern Universities Purchasing Consortium" (or "**SUPC**"). References in these Terms of Reference to "SUPC" are to SUMS acting in its capacity as the operator of SUPC.

#### 2) Scope of the Advisory Board

The scope of the Advisory Board is focused on the implementation and delivery of the collaboration activities envisaged by the Future Collaboration Project and potential opportunities beyond this. The Advisory Board will not advise on areas outside the collaboration activity between LUPC and SUPC, with the ongoing management responsibilities of LUPC and SUPC retained within their current governance structures. The board will be advisory only, with no delegated powers and no authority to incur any liability or otherwise act on behalf of LUPC and/or SUMS. Decision making authority relating to all collaboration activity is retained by the LUPC board of directors ("the **LUPC Board**") and SUMS board of trustees (the "**SUMS Board**") (each a "**Board**"), with no obligation to act on or in accordance with any advice or recommendations the Advisory Board may provide.

#### 3) Advisory Board Term

The Advisory Board will be initiated once the implementation phase of the Future Collaboration Project is launched. The Advisory Board will continue until either the LUPC Board or the SUMS Board provides written notice to the other Board of their intention to terminate further collaboration activity. The process for termination is set out in the Collaboration Agreement.



#### **4) Membership**

The Advisory Board will be made up of representatives of each of LUPC, SUPC and SUMS (together with such other individuals as LUPC and SUMS may agree from time to time), to provide advice and guidance to the LUPC and SUMS Boards. The membership will be structured so that LUPC and SUMS have equal representation.

The Advisory Board membership is as follows:

- Director of LUPC
- Head of SUPC
- Two named members of the LUPC Board
- Two named members of the SUMS Board
- Two named members of the LUPC Executive Committee
- Two named members of the SUPC Council

LUPC and SUMS may from time to time agree to increase the number of members of the Advisory Board and will agree to amend these Terms of Reference to make any changes which are required as a consequence.

The LUPC members will be nominated by the LUPC Board and the SUMS and SUPC members will be nominated by the SUMS Board. Each member of the Advisory Board will serve until:

- they give three months' written notice of their resignation to the organisation by which they were nominated and the Advisory Board (in order to provide sufficient time to nominate a replacement member); or (if earlier)
- they die or are incapable or unwilling to continue to act; or (if earlier)
- they are removed by written notice given to them by the organisation by which they were nominated.

Each of LUPC and SUMS will be entitled to appoint an alternate for each of the eight (8) named members of the LUPC and SUMS Boards and the LUPC Executive Committee and SUPC Council by giving notice thereof to the Advisory Board and the other party. Any alternate shall be entitled to attend and vote at meetings of the Advisory Board in place of the nominated members referred to above.

#### **5) Advisory Board Role**

The Advisory Board's primary role is to advise the LUPC and SUMS Boards on the implementation and delivery of the Future Collaboration Project and joint collaboration opportunities beyond this.

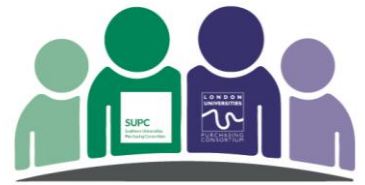
The Advisory Board will therefore advise on the following:



- Primary areas of collaboration opportunity to be considered by the LUPC and SUMS Boards, following prioritisation by the Advisory Board.
- 32.2 Costs, risks, savings and benefits associated with these opportunities such that the LUPC and SUMS Boards can make informed decisions as to whether to progress these opportunities to project status. In doing so the Advisory Board will review the business case prepared by the parties which shall include, but not be limited to:
  - anticipated savings over the term of the collaboration project,
  - other anticipated benefits accruing over the term of the collaboration project,
  - anticipated costs and expenditure over the term of the collaboration project,
  - specific resources to be employed over the term of the collaboration project,
  - risks and mitigating actions,
  - collaboration project start date,
  - collaboration project end date, and
  - recommendations being made by the Advisory Board to the relevant Board
- Progress on the implementation of the live collaboration projects including contributions to date by each of LUPC and SUMS and proposed actions required by the LUPC and SUMS Boards, to ensure that benefits are delivered on time and in full and in accordance with the terms of any Agreed Collaboration (as defined in the Collaboration Agreement).
- Any appropriate and necessary steps to ensure that implementation accords with the terms of any Agreed Collaboration.
- Collaborative benefits realised and costs incurred such that the LUPC and SUMS Boards are aware of the overall financial performance of the collaboration activity and can make informed decisions as to the ongoing support of the collaboration activity.
- Interdependencies outside the scope of the collaboration activity or outside the scope of the Advisory Board, that have an impact on the collaboration activity and require the LUPC and/or SUMS Boards to resolve.
- Risks associated with the implementation and delivery of the Future Collaboration Project and proposed mitigating actions for the consideration of the LUPC and SUMS Boards.
- Communication and engagement activity to maintain key stakeholder support for the collaboration activity for the consideration of the LUPC and SUMS Boards.
- Opportunities for national collaboration and the benefits, costs, risks, savings and benefits associated with these opportunities, such that the LUPC and SUMS Boards can make informed decisions as to whether to progress these opportunities to project status.

## 6) Reporting

The Advisory Board will report to both the LUPC and SUMS Boards. A Future Collaboration Project status paper prepared and approved by the Advisory Board will be submitted to each Board in advance of their meetings and the Director of LUPC or Head of SUPC will attend the relevant LUPC or SUMS Board meeting as required.



## 7) Advisory Board Meetings

All meetings of the Advisory Board will be chaired jointly by the Director of LUPC and the Head of SUPC.

A minimum of three (3) Advisory Board meetings will be held per year and these will be scheduled so that they occur at least two (2) weeks prior to the LUPC and SUMS Board meetings. The joint chairs shall be responsible for giving notice of each meeting, and they will also ensure that a notice and meeting agenda is issued to the members of the Advisory Board no later than five (5) working days before the meeting.

Given the importance of the Future Collaboration Project and the need to have a balanced representation at the Advisory Board meetings, the quorum will be six (6) members of the Advisory Board (or their alternates, attending in their place) which shall include at least three (3) members nominated by each of LUPC and SUMS. Members of the Advisory Board shall be entitled to attend meetings via conference call, skype or any other electronic means which means that all members of the Advisory Board can hear each other.

If a quorum of six members, including alternates, (to include at least three (3) nominated by each of LUPC and SUMS) cannot be achieved then an alternative meeting date should be sought.

Decisions of the Advisory Board shall be passed by a majority vote. The joint chairs shall not have a casting vote.

The joint chairs shall ensure that accurate minutes of all meetings are maintained and issued within seven (7) days of the meeting taking place. Copies of the minutes will be supplied to the LUPC and SUMS Boards.

Any conflicts of interest shall be declared at the beginning of every meeting and the steps taken to manage any such conflict shall be minuted.

## 8) Disputes and Disagreements

Should the Advisory Board be unable to agree a recommendation on an issue which any member of the Advisory Board considers to be of sufficient of importance (a **Dispute**), then the Dispute will be dealt with in accordance with the provisions of clause 18 of the Collaboration Agreement. Any recommendation which is agreed by the parties in accordance with the Dispute Resolution procedure under the Collaboration Agreement will be communicated back to the Advisory Board via the Director of LUPC and the Head of SUPC with the recommendation having the same status as if agreed by the Advisory Board in accordance with its terms.



## **9) Amendments, Modifications or Variations**

These Terms of Reference may only be amended or modified by and with the agreement of the LUPC and SUMS Boards.

The members of the Advisory Board will review these Terms of Reference annually and propose any changes to the LUPC and SUMS Boards which they consider should be made in order to ensure that they are fit for purpose and the Advisory Board is operating as effectively as possible.

This document will be version controlled to ensure changes and updates are tracked and managed in a transparent way.