

Management Committee Terms of Reference

Responsibilities of the Trustees

The Memorandum and Articles of Association of Southern Universities Management Services set out in detail the arrangements for the Company and powers and duties of the Management Committee (MC): the primary purpose of the MC is to ensure the Company operates in accordance with its Articles of Association and the requirements of Charity Law.

These MC Terms of Reference set out at a high-level the role of the MC.

Purpose and Scope	The management of the SUMS group (hereafter, SUMS) taking a strategic view on the overall functioning of the Charity (and the Company), taking full account of the views expressed by Members of both SUMS and SUPC, with accountability for the: <ol style="list-style-type: none">1. Strategic direction of SUMS2. Financial health of the organisation3. Purpose and use of funding4. Sound management of the organisation5. Approval of all statutory returns and appointment of auditors.
Terms of Reference	Determination of the character and strategy for SUMS and overseeing of its activities and to: <ol style="list-style-type: none">6. Ensure the effective and efficient use of resources and safeguarding its assets7. Approve the annual Directors Report and Financial Statements8. Approve the annual budget and longer-term business plans, with the exception of SUPC retained rebate levels, this being the responsibility of the SUPC members9. Approve SUMS policies10. Oversee the employment arrangements for the Chief Executive Officer and the framework for pay and conditions for all other staff11. Oversee activities undertaken by all sub committees and working groups, including that of the Strategic Partnering Advisory Board (SPAB)12. Appoint two Members from the SUPC constituent of the Management Committee to SPAB13. Appoint two Members from the SUPC Council to SPAB, subject to ratification by the SUPC Council14. Take account of views expressed by Members15. Be mindful of the charitable status of Members and of SUMS, and do nothing to infringe such status16. Inform other stakeholders of progress, where relevant17. Promote SUMS to other HEIs and bodies.

Membership	<p>Appoint Members to the MC:</p> <p>18. To ensure that the minimum number of Members as per the Articles of Association are met, that being 6 Members: 3 Members appointed from the SUMS membership and 3 Members appointed from the SUPC membership</p> <p>19. The MC members are to include:</p> <ul style="list-style-type: none"> a. At least one Finance Director, who will normally be the Member institution's representative at the British Universities' Directors of Finance Group (BUDFG) b. At least one Director of Estates, who will normally be the Member institution's representative at the Association of University Directors of Estates (AUDE) c. A Head of University Administration, who will normally be the Member Institutions representative at the Association of the Heads of University Administration (AHUA), d. Two members of the SUPC Council, who are Heads of Procurement <p>20. Further Members should be appointed onto the Board from within the memberships where the MC identifies a need for further expertise, for example in areas such as IT, Marketing or HR</p> <p>21. Should further additional expertise be required from outside of the memberships, up to two further members can be co-opted onto the Board as Additional Members. Additional Members are entitled to speak, but not vote at meetings</p> <p>22. The Composition of the Board should ensure:</p> <ul style="list-style-type: none"> a. That there is no more than one representation from a single Member institution b. That the representation of SUMS and SUPC memberships on the Board is equal c. An appropriate breadth of skills, geography and university type <p>23. The quorum may be fixed by the MC and unless so fixed shall be 3 Members, which must include at least one representative of SUMS and one representative of SUPC</p> <p>24. The MC shall also appoint the Company Secretary</p> <p>25. The CEO shall have the right to attend, but not vote.</p>
Working Groups of the MC	<p>Set up and dissolve any committees or groups to work on MC's behalf in specific areas, and determine their terms of reference, membership and Chair.</p>
Administrative arrangements	<p>Ensure:</p> <p>26. Meetings take place at least three times a year</p> <p>27. The minutes are taken by the Company Secretary</p> <p>28. Papers are circulated to all members of the MC</p> <p>29. Minutes of any committees or working groups set up by the MC are circulated to all members of the MC.</p>
Review	<p>MC Terms of reference:</p> <p>30. At least every two years by MC</p> <p>31. Date of next review: June 2021.</p>