

Birkbeck College

Statement of Governors' primary responsibilities

Including responsibilities reserved to the governing body and responsibilities delegated to Committees and management

- 1 To approve the mission and strategic vision of the College, long-term teaching, research and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders and deliver public benefit.
- 2 To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the College against the plans and approved Key Performance Indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.

| Reserved business | Mechanism | Delegated business |
|---|---|---|
| Consider the mission, strategy and long term plans of the College | Reports and discussion of mission, strategic direction and sustainability at the annual Strategic Awayday | Delegated to Finance and General Purposes Committee <ul style="list-style-type: none"> • Take overall responsibility for the conduct of the College's financial affairs and for other matters delegated by Governors • Consider in detail issues of financial strategy and advise Governors • Oversee annual and longer term financial planning and forecasting |
| Approve the College's Corporate Plan | Reported via University Executive Board | Delegated to University Executive Board <ul style="list-style-type: none"> • Take responsibility for strategic oversight of all College activities, including teaching, research and the delivery of the mission • Advise Governors of College-wide strategic issues and priorities • Develop and keep under review internal planning and resource allocation policy and procedures reflecting College strategic priorities • Set the strategic context and objectives for the annual planning round, and keep under review the corporate plan, taking into account Governors' annual consideration of College strategy • Establish and monitor Key Performance Indicators against the objectives set in the corporate plan and School and central service plans |
| Approve and monitor Key Performance Indicators | College KPIs presented annually for approval | |
| Approve five year Financial Forecasts | Financial forecasts presented annually for approval | |
| Consider and approve major strategic initiatives | Reported by Governors Committees | |

| | | |
|--|--|--|
| | | <p>Delegated to Strategic Estates and Infrastructure Committee</p> <ul style="list-style-type: none"> Consider and recommend the Estates strategy and report to Governors on progress in achieving Estates strategy objectives. |
|--|--|--|

3 To delegate authority to the Vice-Chancellor, as chief executive, for the academic, corporate, strategic and financial management of the College. To establish and keep under regular review the policies, procedures and limits within the management functions undertaken by and under the authority of the Vice-Chancellor.

| Reserved Business | Mechanism | Delegated Business |
|---|--|--|
| Oversee academic management | Termly reports from the Academic Board, chaired by the Vice-Chancellor, on the work of the Education and Research Committees | <p>Delegated to Finance and General Purposes Committee</p> <ul style="list-style-type: none"> Delegate responsibility for budgetary control in specified areas (including Faculties and Professional Services); and monitor and control expenditure in these areas Oversee generally the provision of services and amenities necessary for the efficient running of the College |
| Oversee corporate management | Reports from the University Executive Board, chaired by the Vice-Chancellor | <p>Delegated to Academic Board and Academic Board Executive Committee</p> <ul style="list-style-type: none"> Take responsibility, subject to the general superintendence and control of the Governors, for the academic work of the College Appoint and receive reports from Education and Research Committees Formulate and monitor academic policy and academic quality assurance mechanisms Appoint College Boards of Examiners and delegate authority to them to award degrees and other qualifications Consider and make representations to the Governors on all academic matters and on other matters referred by the Governors |
| Oversee financial management and approve financial policies | Reports and recommendations from the Finance and General Purposes Committee, which receives termly reports from College management on College finances | |
| | | |

| | | |
|--|--|---|
| | | <ul style="list-style-type: none"> • Advise on academic support service policy, including for Library and IT provision • Advise on academic matters arising from Faculty and College planning processes <p>Delegated to University Executive Board</p> <ul style="list-style-type: none"> • Oversee the annual planning and budgeting process, give feedback to Faculties and central services on developing plans, and co-ordinate and integrate plans for presentation to Finance and General Purposes Committee • Discuss annual iterations of Faculty plans with the Executive Deans, in the context of agreed objectives |
|--|--|---|

4 To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.

| Reserved Business | Mechanism | Delegated Business |
|---|---|--|
| Consider an annual report from the Audit Committee on internal and external audit work and progress in implementing audit recommendations | Annual report submitted in the autumn term | Delegated to Audit Committee <ul style="list-style-type: none"> • Advise Governors on appointment of the internal and external auditors • Oversee the internal audit programme and consider internal audit reports • Scrutinise the financial statements, the external auditor's management letter and College management's response • Meet in private at least annually with the internal and external auditors • Monitor implementation of all audit recommendations • Monitor the effectiveness of the internal and external auditors |
| Appoint the External Auditor | Audit Committee periodically reviews external audit arrangements and reports with | <ul style="list-style-type: none"> • Consider major findings of internal audit investigations; ensure all significant losses are investigated and reported • Evaluate the risk register, risk management policy and management of risk • Oversee policy on fraud and irregularity and action taken under that policy |

| | | |
|---|--|---|
| | recommendations to Governors | <ul style="list-style-type: none"> Oversee the public interest disclosure policy and action taken under that policy Promote economy, efficiency and effectiveness and Value for Money and scrutinize the Value for Money programme <p>Delegated to HR Strategy and Policy Committee via University Executive Board</p> <ul style="list-style-type: none"> Consider in detail grievance policy and procedures <p>Delegated to College management</p> <ul style="list-style-type: none"> Maintain the annual Register of Governors Interests and biennial register of senior management interests, which are open for public inspection |
| Appoint the Internal Auditor | Audit Committee periodically reviews internal audit arrangements and reports with recommendations to Governors | |
| Review and approve the College's Risk Register | Audit Committee and University Executive Board review the Risk Register and the management of risk in the previous year and report to Governors in the summer term | |
| Approve mechanisms for recording interests and declaring conflicts of interest | Standing invitation to disclose conflicts of interest on all Governing Body meeting agendas Governors Register of Interests updated annually | |
| Approve policy and procedures for handling internal grievances and public interest disclosure | Policies are forwarded for approval HR Strategy and Policy Committee via University Executive Board | |

- 5 To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
- 6 To conduct business in accordance with the Public Interest Governance Principles cited by OFS and with the principles of public life drawn up by the Committee on Standards in Public Life.
- 7 To safeguard the good name and values of the College.

| Reserved Business | Mechanism | Delegated Business |
|--|--|---|
| Regularly review the effectiveness of the Governing Body | <p>Governors establish working group to undertake detailed review and report back with recommendations</p> <p>Review to take place every three years</p> <p>Points of reference include CUC Code of Governance and the OFS Public Interest Governance Principles</p> | <p>Delegated to Nominations Committee</p> <ul style="list-style-type: none"> • Make recommendations on the appointment of independent Governors • Make recommendations on the appointment of the Chair and the Deputy Chair of Governors <p>Delegated to College Ethics Committee via University Executive Board</p> <ul style="list-style-type: none"> • Develop and keep under review a College Ethics Framework, setting out: <ul style="list-style-type: none"> ○ the key principles, policies and procedures through which the College discharges its corporate responsibility for addressing ethical issues; ○ the Committees and departments responsible for these policies and procedures • Consider and recommend responses to external and institutional ethical issues. |
| Conduct business according to best corporate governance practice and the principles of public life | Approval of the Governance Handbook, including guidelines on the roles, responsibilities and conduct of Governors in line with the CUC Code of Governance, Public Interest Governance Principles and the principles | <ul style="list-style-type: none"> • Promote good ethical practice throughout the College • Approve procedures for the ethical approval of research projects • Oversee ethical approval of research projects via annual report from Schools • Make an annual report to Audit Committee and Governors <p>Delegated to Audit Committee</p> <ul style="list-style-type: none"> • Approve fundraising policy |

| | | |
|--|---|---|
| | established by the Committee on Standards in Public Life | <ul style="list-style-type: none"> Receive regular report on philanthropic gifts and donations <p>Delegated to University Executive Board via Equality Diversity and Inclusion Committee</p> |
| Approve a statement of primary responsibilities, matters reserved for Governors collective decision and matters delegated to other bodies. | Statement of Primary Responsibilities submitted annually in the Autumn Term | <ul style="list-style-type: none"> Consider equality and diversity in all aspects of discussion and decision-making. Promote equality and diversity among staff and students across the College. Monitor College policy on equal opportunities and diversity, recommend the introduction of new policy as appropriate and issue guidelines on new initiatives. Develop and ensure implementation of Equality and Diversity policy Make an annual report on equal opportunities monitoring and developments in equality and diversity to the Governors. Consideration of an annual report on equal opportunities issues, development in legislation and best practice requiring action and the operation and implementing the equal opportunities policy |
| Appointment of independent Governors | Procedure specified in Standing Orders of the Governors | <p>Delegated to Academic Board and Academic Board Executive Committee</p> <ul style="list-style-type: none"> Approve policy for and advise on institutional academic partnerships |
| Approval of the rules for election of staff Governors | Procedure specified in Standing Orders of the Governors/Standing Orders of the Academic Board | |
| Approval of the rules for election of alumnus Governors. | Procedure specified in Standing Orders of the Governors | |
| Appointment and election of the Chair and Deputy Chair and | Procedure specified in Standing Orders of the Governors | |

| | | |
|--|---|--|
| determination of their terms of office | | |
| Approval of Standing Orders for the conduct of meetings and the passing of resolutions | Procedure specified in Standing Orders of the Governors | |
| Approval of Standing Orders for the appointment and removal of Governors | Procedure specified in Standing Orders of the Governors | |
| Expulsion, reprimand or warning of any Governor in relation to issues of conduct | Specified in Standing Orders of the Governors | |
| Safeguard the good name and value of Birkbeck | <p>Governors and senior management model expectations for the whole College community</p> <p>Governors are responsible for confirming decisions involving Birkbeck's reputation</p> | |

| | | |
|--|--|--|
| | | |
| Approve strategic partnerships and collaborations with other organisations | Reported by University Executive Board | |

8 To appoint the Vice-Chancellor as chief executive, and to put in place suitable arrangements for monitoring his/her performance.

| Reserved Business | Mechanism | Delegated Business |
|---|--|--|
| Appoint the Vice-Chancellor | Decision taken by Governing Body as required by the College Charter. | Delegated to Nominations Committee <ul style="list-style-type: none"> Convene a working group to advise on the appointment of the Vice-Chancellor |
| Approve the process, criteria and selection panel for the appointment of the Vice-Chancellor. | | |
| Monitor the performance of the Vice-Chancellor | Annual appraisal conducted by the Chair of Governors | |

9 To appoint a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.

| Reserved Business | Mechanism | Delegated Business |
|---|--|---------------------------|
| Appoint the Clerk to the Governors, with a clear line of accountability to the Governing Body | <p>Decision taken by Governing Body as required by the College Statutes.</p> <p>College Secretary and Clerk to the Governors is accountable to the Governing Body for the Clerk role and to the Vice-Chancellor for the managerial role.</p> | |

10 To be the employing authority for all staff in the College and to be responsible for establishing a human resources strategy.

| Reserved Business | Mechanism | Delegated Business |
|---|--|---|
| Approve the People Strategy and major HR policies | Referred to Governors by HR Strategy and Policy Committee via University Executive Board | <p>Delegated to University Executive Board via HR Policy and Strategy Committee</p> <ul style="list-style-type: none"> • Oversee the development and implementation of the College's People Strategy • Monitor the implementation of the People Strategy and recommend changes where necessary • Champion and promote the People Strategy • Keep abreast of HR best practice, develop appropriate policies and make recommendations to Finance and General Purposes Committee for endorsement of new and revised policies |

| | | |
|--|--|---|
| | | <ul style="list-style-type: none"> • Monitor developments in legislation and agree minor revisions to existing policies • Responsibility for the conditions of service and career structure of all staff, including arrangements for probation, promotion, merit pay, regrading and appraisal <p>Delegated to Remuneration Committee</p> <ul style="list-style-type: none"> • Determine annually the salary of the Vice-Chancellor • Review applications for additional salary awards from senior postholders • Determine annually the additional salary allowances of the Deputy Vice-Chancellor, Pro Vice-Chancellors, College Dean and other senior postholders |
|--|--|---|

II To be the principal financial and business authority of the College, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for Birkbeck's assets, property and estate.

| Reserved Business | Mechanism | Delegated Business |
|---|---|--|
| Approve the annual budgets and audited financial statements | <p>Finance and General Purposes Committee forwards budgets in the summer term for approval</p> <p>Audit Committee forwards the financial statements and confirmation of external audit in the following autumn term</p> | <p>Delegated to Finance and General Purposes Committee</p> <ul style="list-style-type: none"> • To have overall responsibility, on behalf of the Governors, for the conduct of the College's financial affairs and for other matters delegated by Governors. • To give advice and make decisions with the aim of protecting and enhancing the College's assets and making the best use of its income so that the objects of the College, as defined in its Charter and Statutes, may be achieved. • To have oversight of financial strategy and annual and longer term financial planning and forecasting and report to Governors as necessary. |

| | | |
|--|---|---|
| Approve any significant in-year changes to the budget involving changes to the budgeted surplus | Finance and General Purposes Committee forwards recommendations | <ul style="list-style-type: none"> • To submit to the Governors an annual budget of forecast income and expenditure and to report at least each term on estimated actual income and expenditure against these forecasts. • To oversee and review the financial out-turn at the end of each financial year and report with advice to Governors on the College's financial performance. • To oversee, and to report on to the Governors whenever necessary, all matters relating to banking operations, investments, cash statements, auditors' reports, invoices, and any other matters relevant to the income and expenditure of the College. • To delegate responsibility for budgetary control in specified areas of financial expenditure (including Schools and Professional Services) and to monitor and control expenditure within such areas. • To have oversight of the inflow of money from grant-giving bodies, both for the support of specific research and for the general support of the purposes of the College, and to ensure that any liability arising from a grant shall be acceptable to the College. • To advise Governors on the adoption of Financial Regulations, including Treasury Management and Investment policies. • To advise Governors on borrowing policy. • To consider and advise Governors on the approval of new borrowings. <p>Delegated to Investment Committee</p> <ul style="list-style-type: none"> • Oversee and monitor all the College's investments • Advise Finance and General Purposes Committee and Governors on College investment policy and restrictions • Develop, for approval by Finance and General Purposes Committee and Governors, College investment strategy and policy • Make investment decisions in accordance with the investment policy • Advise on the appointment of investment managers, |
| Approve the long term Estates Strategy and of freehold and long leasehold property acquisitions and disposals and major estates developments | Recommendations via Strategic Estates and Infrastructure Committee and Finance and General Purposes Committee | |
| Approve capital investment in equipment and infrastructure. | Recommendations via Strategic Estates and Infrastructure Committee and Finance and General Purposes Committee | |
| Approve the creation of, or investment in, subsidiaries | Recommendations via Finance and General Purposes Committee | |
| Approve the appointment of Investment Managers | Recommendations via Finance and General Purposes Committee and Investments Committee. | |

| | | |
|--|---|---|
| Approve loans and credit facilities | Recommendations via Finance and General Purposes Committee. | <ul style="list-style-type: none"> Receive regular reports from Investment Managers and keep the College's investment performance under review |
| Approve the Investment Policy and powers and restrictions on investments | Recommendations via Finance and General Purposes Committee and Investments Committee. | <ul style="list-style-type: none"> Advise on the College's property portfolio and the acquisition and disposal of property and leases Advise on Estates project proposals costing more than £1M and refer to Finance and General Purposes Committee and Governors for approval Consider and make recommendations to Governors on strategic, developmental and policy matters related to the estate, including environmental policy |
| Approve financial regulations and financial policies | Recommendations via Finance and General Purposes Committee. | <ul style="list-style-type: none"> Oversee the development and review of the College's Estates Strategy, in the context of the overall corporate plan and strategic objectives Monitor the delivery of the Estates Strategy and report to Governors Approve the long term maintenance plan and the annual programme of long term maintenance work and make recommendations on funding to the Finance and General Purposes Committee Promote the efficient use of space throughout the College |

12 To be Birkbeck's legal authority and, as such, to ensure that systems are in place for meeting all the College's legal obligations, including those arising from contracts and other legal commitments made in the College's name

| Reserved Business | Mechanism | Delegated Business |
|-------------------|-----------|--|
| | | Delegated to University Executive Board <ul style="list-style-type: none"> Monitor developments in legislation and make recommendations for any necessary changes required to policy and practice Advise on safety policy and legal obligations and make recommendations to Finance and General Purposes Committee |

| | | |
|--|--|--|
| | | <ul style="list-style-type: none"> • Make an annual Health and Safety report to Governors via Finance and General Purposes Committee <p>Delegated to College management</p> <ul style="list-style-type: none"> • Monitor and advise on legal compliance for all the College's policies and practices, including employment, consumer, finance, property, equality, information, health and safety and commercial matters |
|--|--|--|

13 To receive assurance that adequate provision has been made for the general welfare of students.

| Reserved Business | Mechanism | Delegated Business |
|--------------------------|------------------|---|
| | | <p>Delegated to Education Committee</p> <ul style="list-style-type: none"> • Oversee and report to Academic Board on strategies that: • respond to students' changing educational, cultural, personal and career needs • enable students from diverse social and educational backgrounds to participate • enabling the College to provide an inclusive working and learning environment so that all may develop to their full potential • Have regard for the College's objectives for widening student participation and support the delivery of these objectives • Receive and consider an annual report on student complaints and discipline <p>Delegated to Student Recruitment Committee</p> <ul style="list-style-type: none"> • Maintain an overview of the disbursement of scholarships and other student financial support; |

14 To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.

| Reserved Business | Mechanism | Delegated Business |
|--|---|--|
| Approval of the receipt of significant donations, gifts and endowments | Recommendations via College management, approved by Chairs of Governors and Audit Committee | Delegated to Audit Committee <ul style="list-style-type: none"> • Approve fundraising policy • Receive regular report on philanthropic gifts and donations |

15 To ensure that the College's constitution is followed at all times and that appropriate advice is available to enable this to happen.

| Reserved Business | Mechanism | Delegated Business |
|--------------------------|------------------|---|
| | | Delegated to College management <ul style="list-style-type: none"> • Monitor and advise on compliance with the College Charter and Statutes • The College Secretary to authorise use of the College Seal and report termly to Governors |

Agreed by Governors November 2023